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Consent Decree

I. Introduction

1. This Consent Decree is entered into by the Enforcement Bureau of the Federal Communications Commission ("Bureau") and Consolidated Edison Company of New York, Inc. ('`Con Edison``').

II. Background

2. Con Edison is engaged in the business of producing, transmitting, and/or distributing electricity and natural gas to more than 4,000,000 customers in New York City and Westchester County (New York). Con Edison also produces and distributes steam to nearly 2,000 customers in Manhattan. In connection with these activities, Con Edison currently is the licensee of 93 Land Mobile Radio authorizations and 50 Microwave authorizations. Con Edison uses these authorizations for a communications system to safely and efficiently coordinate the control, monitoring, and repair of its generation, transmission, and distribution facilities, including communications with work crews responding to service requests, power outages, and related troubles.

3. On January 1, 1998, Con Edison created a holding company structure to provide the financial and regulatory flexibility needed to engage effectively in competitive business opportunities arising from the deregulation of the electric industry while continuing to operate its regulated gas and steam businesses. This was accomplished by Con Edison forming a wholly owned subsidiary known as Consolidated Edison, Inc. ('`CEI``'). On January 1, 1998, all outstanding shares of Con Edison common stock were exchanged under New York law automatically on a share-for-share basis for an equal number of CEI common stock. Each common stock shareholder of Con Edison became a shareholder of CEI with the same number of

shares and the same percentage interest in CEI. In turn, CEI, the new holding company, owned all the outstanding common stock of Con Edison. The formation of the holding company did not bring about any change in the management of Con Edison. The members of the Board of Trustees (legal equivalent of directors) of Con Edison became the members of the Board of Directors of CEI. All of the officers of CEI are also officers of Con Edison.

4. The corporate restructuring that took place in January 1998 effectuated a pro forma transfer of control of Con Edison's 143 Land Mobile and Microwave licenses. Section 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(d), requires prior Commission consent to the transfer of control of Commission licenses. Con Edison, however, did not file applications for Commission consent to the transfers of control of its licenses until April 1999. The applications were subsequently granted in the ordinary course.

III. Definitions

5. For the purposes of this Consent Decree, the following definitions shall apply:
 - (a) "Commission" means the Federal Communications Commission.
 - (b) "Bureau" means the Commission's Enforcement Bureau.
 - (c) "Con Edison" means Consolidated Edison Company of New York, Inc.
 - (d) "Order" means the order of the Enforcement Bureau adopting this Consent Decree.
 - (e) "Final Order" means the Order that is no longer subject to administrative or judicial reconsideration, review, appeal, or stay.
 - (f) "Act" means the Communications Act of 1934, as amended, Title 47 of the United States Code.

IV. Agreement

6. Con Edison agrees that the Bureau has jurisdiction over the matters contained in this Consent Decree and the authority to enter into and adopt this Consent Decree.
7. The Bureau and Con Edison agree that this Consent Decree does not constitute an adjudication on the merits or any finding on the facts or law regarding any violations of the Act or the Commission's rules committed by Con Edison.
8. Con Edison agrees that it shall make a voluntary contribution to the United States Treasury in the amount of \$5,000.00 within 10 calendar days after the Bureau releases the Order adopting this Consent Decree.
9. Con Edison agrees to implement, within 10 calendar days after the Bureau releases the Order adopting this Consent Decree, a comprehensive internal program, a summary of which is attached hereto, to ensure Con Edison's future compliance with the Act, the Commission's rules, and the Commission's policies.

10. In express reliance upon the representations contained herein, the Bureau agrees to terminate its investigation into the matters discussed in paragraphs 3 and 4, above.
11. The Bureau agrees not to institute any new proceeding, formal or informal, of any kind against Con Edison for apparent violations of Section 310(d) of the Act arising from the matters discussed in paragraphs 3 and 4, above.
12. In the event that Con Edison is found by the Commission or its delegated authority to have engaged in a violation of Section 310(d) of the Act subsequent to the release of the Order adopting this Consent Decree, Con Edison agrees that the conduct described in paragraphs 3 and 4, above, may be used by the Commission or its delegated authority to fashion an appropriate sanction.
13. Con Edison waives any and all rights it may have to seek administrative or judicial reconsideration, review, appeal or stay, or to otherwise challenge or contest the validity of this Consent Decree and the Order adopting this Consent Decree, provided the Order is limited to adopting the Consent Decree without change, addition, or modification.
14. Con Edison and the Bureau agree that the effectiveness of this Consent Decree is expressly contingent upon issuance of the Order, provided the Order adopts the Consent Decree without change, addition, or modification.
15. Con Edison and the Bureau agree that in the event that this Consent Decree is rendered invalid by any court of competent jurisdiction, it shall become null and void and may not be used in any manner in any legal proceeding.
16. Con Edison and the Bureau agree that if Con Edison, the Commission, or the United States on behalf of the Commission, brings a judicial action to enforce the terms of the Order adopting this Consent Decree, neither Con Edison nor the Commission shall contest the validity of the Consent Decree or Order, and Con Edison and the Commission shall waive any statutory right to a trial de novo with respect to any matter upon which the Order is based (provided in each case that the Order is limited to adopting the Consent Decree without change, addition, or modification), and shall consent to a judgment incorporating the terms of this Consent Decree.
17. Con Edison agrees to waive any claims it may otherwise have under the Equal Access to Justice Act, Title 5 U.S.C. § 504 and 47 C.F.R. § 1.1501 et seq., relating to the matters discussed in paragraphs 3 and 4, above.
18. Con Edison agrees that any violation of the Order adopting this Consent Decree shall constitute a separate violation and subject Con Edison to appropriate administrative sanctions.
19. Con Edison and the Bureau agree to be bound by the terms and conditions stated herein.
20. Con Edison and the Bureau agree that this Consent Decree may be signed in counterparts.

ENFORCEMENT BUREAU
FEDERAL COMMUNICATIONS COMMISSION

By: _____
David H. Solomon
Chief

_____ Date

CONSOLIDATED EDISON COMPANY OF NEW YORK, INC.

By: _____
John D. McMahon
Senior Vice President and
General Counsel

_____ Date

Summary of Section 310(d) Compliance Program
of
Consolidated Edison Company of New York, Inc.

Corporate Compliance Program to Include FCC Regulations

Con Edison's Section 310(d) compliance program is part of a larger FCC compliance program that involves the following elements: a compliance manual and a training program, which include identifying and handling potential transfers covered by Section 310(d).

Con Edison Compliance Manual

A compliance manual has been developed and will be updated as necessary. Con Edison's licensing personnel have ready access to the compliance manual and are to follow the procedures contained in it. Such personnel are also encouraged to contact the company's law department with any questions they may have.

Compliance Training Program

Con Edison, in conjunction with its outside telecommunications counsel, has established an FCC compliance training program specifically geared to employees who engage in FCC licensing-related activities. The program includes a thorough review of FCC transfer of control issues. It is anticipated that training sessions will be conducted at least annually to ensure compliance with the Communications Act of 1934, as amended, and the FCC's regulations.

Internal Process

Con Edison has a centralized process for the handling of all FCC licensed facilities and related FCC applications and matters. This will help ensure that all FCC rules and regulations are being adhered to prior to and during any corporate restructuring, acquisitions or related transactions. Con Edison is sensitive to the requirements of 47 U.S.C. § 310(d) and will remain open communications among its personnel in order to prevent any pro forma or substantive unauthorized assignments and/or transfers of control.