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FIRSTENERGY CORP
Form U5S
April 30, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM U5S

ANNUAL REPORT
For the Year Ended December 31, 2003

Filed pursuant to the Public Utility Holding Company Act of 1935

by

FirstEnergy Corp. (File No. 333-21011)
76 South Main Street, Akron, Ohio 44308

FIRSTENERGY CORP.
FORM U5S
ANNUAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2003

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003

| Name of Company ----- | Business Type ----- | Number of Number of Common Shares Owned ----- |
|--|--|---|
| FirstEnergy Corp. (FirstEnergy): | Registered holding company | |
| Unsecured notes (11) | | |
| Short-term debt (12) | | |
| Money pool (13) | | |
| American Transmission Systems, Incorporated (ATSI) | Electric utility company | 1 |
| Money pool (13) | | |
| Centerior Service Company* | Inactive | 750 |
| FE Acquisition Corp.* | Inactive | 65 |
| Mid-Atlantic Energy Development Co.* | Inactive | 1,900 |
| FE Holdings, L.L.C.* (6) | Inactive | |
| FELHC, Inc. (FELHC) | Exempt telecommunications Company (ETC) | 1 |
| Money pool (13) | | |
| First Communications, LLC (6) | ETC | |
| Unsecured notes (11) | | |
| FirstEnergy Facilities Services Group, LLC (FEFSG) (6) | Nonutility holding company | 66 |
| Secured notes (11) | | |
| Money pool (13) | | |
| Dunbar Mechanical, Inc. | Rule 58 energy-related | 277 |
| Edwards Electrical & Mechanical, Inc. | Rule 58 energy-related | 435 |
| Elliott-Lewis Corporation | Rule 58 energy-related | 100 |
| A.A. Duckett, Inc. | Rule 58 energy-related | 1,000 |
| E-L Enterprises, Inc. | Nonutility holding company | 1,000 |
| Modern Air Conditioning, Inc. | Rule 58 energy-related | 49,950 |
| Airdex Air Conditioning Corporation | Rule 58 energy-related | 100 |
| R.L. Anderson, Inc. | Rule 58 energy-related | 9,800 |
| Sautter Crane Rental, Inc. | Rule 58 energy-related | 100 |
| L.H. Cranston and Sons, Inc. | Rule 58 energy-related | 1,000 |
| Roth Bros., Inc. | Rule 58 energy-related | 792 |

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| | | |
|---------------------------------|------------------------|-----|
| R.P.C. Mechanical, Inc. | Rule 58 energy-related | 100 |
| Spectrum Controls Systems, Inc. | Rule 58 energy-related | 35 |
| The Hattenbach Company | Rule 58 energy-related | 531 |

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003

(Continued)

| Name of Company ----- | Business Type ----- | Number of Number of Common Shares Owned ----- |
|--|----------------------------|---|
| FirstEnergy Foundation | Charitable foundation | |
| FirstEnergy Nuclear Operating Company (FENOC) Money pool (13) | Energy-related company | 1 |
| FirstEnergy Properties, Inc. (FE Properties) Secured notes (11) Money pool (13) BSG Properties, Inc.* | Real estate subsidiary | 400 |
| FirstEnergy Securities Transfer Company (FirstEnergy Transfer) | Real estate subsidiary | 10 |
| FirstEnergy Service Company (FECO) Money pool (13) | Stock transfer service | 1 |
| FirstEnergy Solutions Corp. (FES) Pollution control notes (11) Money pool (13) | Service company | 1 |
| FirstEnergy Engineering, Incorporated FirstEnergy Generation Corp. (GenCo) | Rule 58 energy-related | 8 |
| FirstEnergy Ventures Corp. (FirstEnergy Ventures) Secured notes (11) Money pool (13) | Rule 58 energy-related | 1 |
| Bay Shore Power Company | Exempt wholesale generator | 1 |
| Centerior Communications Holdings, Inc. Fiber Venture Equity, Inc.* | Nonutility holding company | 102 |
| AFN Finance Company No. 3, LLC (6) | Rule 58 energy-related | 1 |
| Centerior Energy Services, Inc. | Nonutility holding company | 10 |
| Centerior Power Enterprises, Inc.* | ETC | 10 |
| Eastroc Technologies, LLC* (6) | ETC | 100 |
| Engineered Processes, Ltd.* (6) | Inactive | 10 |
| FirstEnergy Telecommunications Corp. | Rule 58 energy-related | |
| Warrenton River Terminal, Ltd. (6) | Rule 58 energy-related | |

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

| Name of Company ----- | Business Type ----- | Number of Number of Common Shares Owned ----- |
|--|----------------------------|---|
| GPU Capital, Inc. (GPU Capital) Money pool (13) | Foreign utility company | 100 |
| GPU Electric, Inc. (GPU Electric) EI UK Holdings, Inc. (EIUK) | Foreign utility company | 100 |
| Aquila Sterling Holdings LLC (5) (6) | Foreign utility company | 100 |
| Aquila Sterling Limited (6) | Foreign utility company | |
| Avon Energy Partners Holdings (Avon) | Foreign utility company | |
| Midlands Electricity plc (Midlands) | Foreign utility company | |
| Midland Power International Ltd. | Foreign utility company | |
| GPU Argentina Services S.R.L. | Foreign utility company | |
| GPU Diversified Holdings LLC (GPUDH) (6) | Nonutility holding company | 100 |
| Ballard Power Systems, Inc. (6) | | |
| GPU Distributed Power, Inc. | Rule 58 energy-related | 100 |
| GPU EnerTech Holdings, Inc. | Rule 58 energy-related | 100 |
| EnviroTech Investment Fund I LP (1) (6) | Rule 58 energy-related | |
| GPU Solar, Inc. (6) | Rule 58 energy-related | 50 |
| GPU Nuclear, Inc. (GPUN) Money pool (13) | Service company | 2,500 |
| Private Fuel Storage LLC (6) | | |
| GPU Power, Inc. (GPU Power) | Exempt wholesale generator | 100 |
| Barranquilla Lease Holding, Inc. | Exempt wholesale generator | 100 |
| Los Amigos Leasing Company, Ltd. (Leaseco) (10) | Exempt wholesale generator | 12,000 |
| EI Barranquilla, Inc. | Exempt wholesale generator | 100 |
| Termobarranquilla, S.A. (TEBSA) (6) | Exempt wholesale generator | 420,592 |
| EI Canada Holding Limited (6) | Exempt wholesale generator | 100 |
| EI Brooklyn Power Limited (6) | Exempt wholesale generator | 100 |
| EI Brooklyn Investments Limited (6) | Exempt wholesale generator | 1 |
| EI Services Canada Limited (6) | Exempt wholesale generator | 100 |
| EI International | Exempt wholesale generator | 100 |
| GPUI Colombia, Ltda. (6) | Exempt wholesale generator | 100 |
| International Power Advisors, Inc. | Exempt wholesale generator | 100 |

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

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| Name of Company ----- | Business Type ----- | Number of Number of Common Share Owned ----- |
|--|----------------------------|--|
| GPU Telcom Services, Inc. (GPU Telcom) | ETC | 100 |
| Money pool (13) | | |
| AFN Finance Co. No. 1 LLC (6) | ETC | |
| Last Mile, Inc. | ETC | |
| Telergy Midlantic LLC | ETC | |
| Jersey Central Power & Light Company (JCP&L) | Public utility company | 5,371,270 |
| First mortgage bonds (11) | | |
| Secured notes (11) | | |
| Unsecured notes (11) | | |
| Money pool (13) | | |
| JCP&L Transition Funding, LLC (6) | Financing subsidiaries | 100 |
| Saxton Nuclear Experimental Corporation* (2) | Energy-related company | |
| MARBEL Energy Corporation (MARBEL) | Energy-related company | 991 |
| Money pool (13) | | |
| Marbel HoldCo, Inc. | Nonutility holding company | 100 |
| Great Lakes Energy Partners, LLC (Great Lakes) | Energy-related investment | |
| Metropolitan Edison Company (Met-Ed) | Public utility company | 859,500 |
| First mortgage bonds (11) | | |
| Secured notes (11) | | |
| Unsecured notes (11) | | |
| Money pool (13) | | |
| Met-Ed Preferred Capital II, Inc. | Financing subsidiaries | 100 |
| Met-Ed Capital II, L.P. (9) | Financing subsidiaries | |
| Met-Ed Capital Trust (9) | Financing subsidiaries | |
| Saxton Nuclear Experimental Corporation* (2) | Energy-related company | |
| York Haven Power Company | Electric utility company | 500 |
| Greater Reading Development Partnership (6) | | |

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

| Name of Company ----- | Business Type ----- | Number of Number of Common Share Owned ----- |
|--------------------------|------------------------------|--|
| MYR Group Inc. (MYR) | Infrastructure Service Group | 100 |
| Money pool (13) | | |
| ComTel Technology, Inc. | Infrastructure Service Group | 50,000 |

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| | | |
|---|--------------------------------|-----------|
| D.W.Close Company, Inc. | Infrastructure Service Group | 26,450 |
| Great Southwestern Construction, Inc. | Infrastructure Service Group | 50,000 |
| Harlan Electric Company | Infrastructure Service Group | 100 |
| Power Piping Company | Infrastructure Service Group | 9,900 |
| Sturgeon Electric Company, Inc. | Infrastructure Service Group | 100 |
| Hawkeye Construction, Inc. | Infrastructure Service Group | 550 |
| MYRcom, Inc. | Infrastructure Service Group | 100 |
| MYRpower, Inc. | Infrastructure Service Group | 100 |
| The L. E. Myers Company | Infrastructure Service Group | 1,000 |
| Ohio Edison Company (OE) | Public utility company | 100 |
| First mortgage bonds (11) | | |
| Secured notes (11) | | |
| Unsecured notes (11) | | |
| Short-term debt (12) | | |
| Money pool (13) | | |
| OES Capital, Incorporated | Financing subsidiaries | 200 |
| OES Finance, Incorporated | Financing subsidiaries | 140 |
| OES Nuclear, Incorporated | Financing subsidiaries | 1 |
| OES Ventures, Incorporated | Nonutility holding company | 110 |
| PNBV Capital Trust (8) | Financing subsidiaries | |
| Ohio Edison Financing Trust (6) | Financing subsidiaries | 148,454 |
| Ohio Edison Financing Trust II* (6) | Financing subsidiaries | |
| Ohio Valley Electric Corporation (OVEC) (3) | Public utility company | 16,500 |
| Indiana-Kentucky Electric Corporation | | |
| Pennsylvania Power Company (Penn) | Public utility company | 6,290,000 |
| First mortgage bonds (11) | | |
| Secured notes (11) | | |
| Unsecured notes (11) | | |
| Apollo Tax Credit Fund III, L. P. (6) | Affordable housing investments | |
| Apollo Tax Credit Fund IX, L. P. (6) | Affordable housing investments | |
| Boston Capital Corporate Tax Credits IV, L. P. (6) | Affordable housing investments | |
| Boston Capital Corporate Tax Credits X, L. P. (6) | Affordable housing investments | |
| Boston Capital Corporate Tax Credits XVI, L. P. (6) | Affordable housing investments | |

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

| Name of Company | Business Type | Number Common S Owne |
|--|--------------------------------|----------------------------|
| ----- | ----- | ----- |
| Boston Capital Corporate Tax Credits XVII, L. P. (6) | Affordable housing investments | |
| Boston Financial Institutional Tax Credits III, L.P. (6) | Affordable housing investments | |
| Boston Financial Institutional Tax Credits V, L.P. (6) | Affordable housing investments | |
| Boston Financial Institutional Tax Credits XVI, L.P. (6) | Affordable housing investments | |
| Cranberry Square Associates, L. P (6) | Affordable housing investments | |
| EnviroTech Investment Fund I LP (1) (6) | Venture Capital Fund | |
| Marion Senior Housing Limited Partnership (6) | Affordable housing investments | |
| McDonald Corporate Tax Credit Fund Limited Partnership (6) | Affordable housing investments | |
| McDonald Corporate Tax Credit Fund - 1995 Limited | Affordable housing investments | |

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| | | |
|---|--------------------------------|--------|
| Partnership (6) | | |
| McDonald Corporate Tax Credit Fund - 1996 Limited Partnership (6) | Affordable housing investments | |
| McDonald Corporate Tax Credit Fund - 1998 Limited Partnership (6) | Affordable housing investments | |
| Ohio Equity Fund for Housing Limited Partnership II (6) | Affordable housing investments | |
| USA Institutional Tax Credit Fund VII, L.P. (6) | Affordable housing investments | |
| Pennsylvania Electric Company (Penelec) | Public utility company | 5,290 |
| First mortgage bonds (11) | | |
| Unsecured notes (11) | | |
| Money pool (13) | | |
| Nineveh Water Company | Energy-related company | |
| Penelec Preferred Capital II, Inc. | Financing subsidiaries | |
| Penelec Capital II, L.P. (9) | Financing subsidiaries | |
| Penelec Capital Trust (9) | Financing subsidiaries | |
| Saxton Nuclear Experimental Corporation* (2) | Energy-related company | |
| The Waverly Electric Light and Power Company | Electric utility company | |
| Waterford Development Corporation | | |
| The Cleveland Electric Illuminating Company (CEI) | Public utility company | 79,590 |
| First mortgage bonds (11) | | |
| Unsecured notes (11) | | |
| Secured notes (11) | | |
| Short-term borrowings - associated company (12) | | |
| Money pool (13) | | |
| Centerior Funding Corporation | Financing subsidiaries | 1 |
| Cleveland Electric Financing Trust I* | Financing subsidiaries | 123 |
| The Toledo Edison Capital Corporation (TECC) (4) | Financing subsidiaries | 28 |
| Shippingport Capital Trust (7) | Financing subsidiaries | |

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

| Name of Company ----- | Business Type ----- | Number of Common Share Owned ----- |
|--|------------------------|---|
| The Toledo Edison Company (TE) | Public utility company | 39,133,887 |
| First mortgage bonds (11) | | |
| Unsecured notes and debentures (11) | | |
| Secured notes (11) | | |
| Short-term debt (12) | | |
| Money pool (13) | | |
| Ohio Valley Electric Corporation (OVEC) (3) | Public utility company | 4,000 |
| Indiana-Kentucky Electric Corporation | | |
| The Toledo Edison Capital Corporation (TECC) (4) | Financing subsidiaries | 1,000 |
| Shippingport Capital Trust (7) | Financing subsidiaries | |
| Akron Development Fund I, Ltd. | | |

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| | | |
|--------------------------------------|------------------------|--------|
| Kinetic Ventures I, LLC (6) | Rule 58 energy-related | |
| Kinetic Ventures II, LLC (6) | Rule 58 energy-related | |
| Kinetic Ventures III, LLC (6) | Rule 58 energy-related | |
| Nth Power Technologies II, LLC (6) | Rule 58 energy-related | |
| Nth Power Technologies II-A, LLC (6) | Rule 58 energy-related | |
| Pantellos Corporation | ETC | |
| PowerSpan Corp. | Rule 58 energy-related | |
| UMICO Holdings, Inc. (UMICO)* | | 71,947 |
| Utility.com, Inc. | Rule 58 energy-related | |

* Inactive

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

Note:

- (1) GPUDH owns a 9.89% interest and OE owns a 6% interest in EnviroTech Investment Fund I LP.
- (2) JCP&L(44%), Met-Ed(32%), Penelec(24%) collectively own all of the common stock of Saxton Nuclear Experimental Corporation.
- (3) OE owns a 16.5% interest in OVEC and TE owns a 4% interest in OVEC.
- (4) TE owns a 90% interest in TECC and CEI owns the rest of 10% interest.
- (5) EI UK Holdings, Inc. owns 50% voting (20.1% economic) interest in Aquila Sterling Holding LLC.
- (6) A noncorporate subsidiary or affiliate.
- (7) Under the revised FIN 46, "Consolidation of Variable Interest Entities," which was adopted at year end 2003, CEI was determined to be the primary beneficiary through its debt variable interest of Shippingport Capital Trust and therefore consolidated the trust. CEI has indirect owner's interest in Shippingport Capital Trust through a 10% voting interest in TECC whose 3% ownership interest in Shippingport Capital Trust equates to a \$2,096,000 owner's book value. TE has a 90% interest in TECC.
- (8) Under the revised Fin 46, OE was determined to be the primary beneficiary of PNBV Capital Trust. Ownership of the trust includes a 3% equity interest by a nonaffiliated third party and a 3% equity interest held by OES Ventures, a wholly owned subsidiary of OE.

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- (9) Met-Ed and Penelec created statutory business trusts to issue trust preferred securities. Prior to the adoption of the revised FIN 46, these trusts had been consolidated by FirstEnergy and the respective operating company. Application of the guidance in FIN 46R resulted in the holders of the preferred securities being considered the primary beneficiaries of these trusts. Therefore, FirstEnergy, Met-Ed and Penelec have deconsolidated the trusts.
- (10) Upon application of FIN 46R, Leaseco met the criteria of a VIE and FirstEnergy was determined not to be its primary beneficiary. Therefore, effective December 31, 2003 Leaseco was deconsolidated.
- (11) Details of Unsecured Notes, Secured Notes and First Mortgage Bonds are presented after the footnotes.
- (12) Details of Short-term Debt are presented after the footnotes.
- (13) Details of Money Pool are presented after the footnotes.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003 (Continued)

Note (11) Unsecured Notes, Secured Notes, and First Mortgage Bonds

FIRSTENERGY CORP.

| | |
|----------------------------|-----------|
| Unsecured notes: | |
| 5.50% due 2006..... | 1,000,000 |
| 6.45% due 2011..... | 1,500,000 |
| 7.375% due 2031..... | 1,500,000 |
| 2.313% due 2004..... | 200,000 |
| 2.638% due 2004..... | 70,000 |
| 7.70% due 2005..... | 300,000 |
| | ----- |
| Total unsecured notes..... | 4,570,000 |
| | ----- |

FIRST COMMUNICATIONS, LLC

| | |
|---------------------|-------|
| Unsecured notes: | |
| 6.21% due 2007..... | 5,407 |
| | ----- |

FIRSTENERGY FACILITIES SERVICES GROUP, LLC

| | |
|--------------------------|-------|
| Secured notes | |
| 7.34% due 2009..... | 4,449 |
| 7.125% due 2023..... | 1,896 |
| 3.75% due 2016..... | 1,374 |
| 7.3% due 2006..... | 29 |
| 8.0% due 2004..... | 6 |
| | ----- |
| Total secured notes..... | 7,754 |
| | ----- |

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FIRSTENERGY PROPERTIES, INC.

| | |
|---------------------|-------|
| Secured notes: | |
| 7.89% due 2006..... | 9,438 |

FIRSTENERGY SOLUTIONS CORP.

| | |
|--------------------------|--------|
| Pollution Control Notes: | |
| 5.00% due 2028..... | 15,000 |

FIRSTENERGY VENTURES CORP.

| | |
|--------------------------|---------|
| Secured notes: | |
| 5.875% due 2020..... | 71,800 |
| 6.625% due 2020..... | 68,800 |
| | 410 |
| Total secured notes..... | 141,010 |

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

Note (11) (Continued)

JERSEY CENTRAL POWER & LIGHT COMPANY

| | |
|-----------------------|---------|
| First mortgage bonds: | |
| 7.125% due 2004..... | 160,000 |
| 6.780% due 2005..... | 50,000 |
| 6.850% due 2006..... | 40,000 |
| 7.125% due 2009..... | 6,300 |
| 7.100% due 2015..... | 12,200 |
| 8.320% due 2022..... | 40,000 |
| 7.980% due 2023..... | 40,000 |
| 7.500% due 2023..... | 125,000 |
| 8.450% due 2025..... | 50,000 |
| 6.750% due 2025..... | 150,000 |

| | |
|---------------------------------|---------|
| Total first mortgage bonds..... | 673,500 |
|---------------------------------|---------|

| | |
|----------------------|---------|
| Secured notes: | |
| 6.450% due 2006..... | 150,000 |
| 4.190% due 2007..... | 67,312 |
| 5.390% due 2010..... | 52,297 |
| 5.810% due 2013..... | 77,075 |
| 6.160% due 2017..... | 99,517 |
| 4.800% due 2018..... | 150,000 |

| | |
|--------------------------|---------|
| Total secured notes..... | 596,201 |
|--------------------------|---------|

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| | |
|---------------------|-------|
| Unsecured notes: | |
| 7.69% due 2039..... | 2,968 |

METROPOLITAN EDISON COMPANY

| | |
|---------------------------------|---------|
| First mortgage bonds: | |
| 6.34% due 2004..... | 40,000 |
| 6.77% due 2005..... | 30,000 |
| 6.36% due 2006..... | 17,000 |
| 6.40% due 2006..... | 33,000 |
| 6.00% due 2008..... | 8,265 |
| 6.10% due 2021..... | 28,500 |
| 5.95% due 2027..... | 13,690 |
| Total first mortgage bonds..... | 170,455 |

| | |
|--------------------------|---------|
| Secured notes: | |
| 5.72% due 2006..... | 100,000 |
| 5.93% due 2007..... | 50,000 |
| 4.45% due 2010..... | 100,000 |
| 4.95% due 2013..... | 150,000 |
| Total secured notes..... | 400,000 |

| | |
|----------------------------|---------|
| Unsecured notes: | |
| 7.69% due 2039..... | 5,936 |
| 7.35% due 2039..... | 95,711 |
| Total unsecured notes..... | 101,647 |

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

Note (11) (Continued)

OHIO EDISON COMPANY:

| | |
|-----------------------|--------|
| First mortgage bonds: | |
| 6.875% due 2005..... | 80,000 |

| | |
|------------------------|---------|
| Secured notes: | |
| 7.680% due 2005..... | 109,081 |
| * 1.050% due 2015..... | 19,000 |
| 6.750% due 2015..... | 40,000 |
| * 3.250% due 2015..... | 50,000 |
| 7.050% due 2020..... | 60,000 |
| * 1.100% due 2021..... | 443 |

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|----------------------------|---------|
| 5.375% due 2028..... | 13,522 |
| 5.625% due 2029..... | 50,000 |
| 5.950% due 2029..... | 56,212 |
| * 1.050% due 2030..... | 60,400 |
| * 1.100% due 2031..... | 69,500 |
| * 1.100% due 2033..... | 7,100 |
| 5.450% due 2033..... | 14,800 |
| * 2.250% due 2033..... | 50,000 |
| Limited Partnerships- | |
| 7.37% weighted average | |
| interest rate | |
| due 2004-2010..... | 21,432 |
| | ----- |
| Total secured notes..... | 671,490 |
| | ----- |
| Unsecured notes: | |
| * 2.238% due 2005..... | 40,000 |
| 4.000% due 2008..... | 175,000 |
| * 1.120% due 2014..... | 50,000 |
| 5.450% due 2015..... | 150,000 |
| * 5.800% due 2016..... | 47,725 |
| * 1.340% due 2018..... | 33,000 |
| * 1.300% due 2018..... | 23,000 |
| * 1.300% due 2023..... | 50,000 |
| * 4.650% due 2033..... | 108,000 |
| | ----- |
| Total unsecured notes..... | 676,725 |
| | ----- |

* Denotes variable rate issue with December 31, 2003 interest rate shown.

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

Note (11) (Continued)

PENNSYLVANIA POWER COMPANY

| | |
|---------------------------------|--------|
| First mortgage bonds- | |
| 9.740% due 2004-2019..... | 15,617 |
| 6.375% due 2004..... | 20,500 |
| 6.625% due 2004..... | 14,000 |
| 8.500% due 2022..... | 27,250 |
| 7.625% due 2023..... | 6,500 |
| | ----- |
| Total first mortgage bonds..... | 83,867 |
| | ----- |
| Secured notes- | |
| 5.400% due 2013..... | 1,000 |
| 5.400% due 2017..... | 10,600 |
| *1.100% due 2017..... | 17,925 |
| 5.900% due 2018..... | 16,800 |

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|----------------------------|---------|
| *1.100% due 2021..... | 14,482 |
| 6.150% due 2023..... | 12,700 |
| *1.200% due 2027..... | 10,300 |
| 5.375% due 2028..... | 1,734 |
| 5.450% due 2028..... | 6,950 |
| 6.000% due 2028..... | 14,250 |
| 5.950% due 2029..... | 238 |
| | ----- |
| Total secured notes..... | 106,979 |
| | ----- |
| Unsecured notes- | |
| *2.500% due 2029..... | 14,500 |
| *5.900% due 2033..... | 5,200 |
| | ----- |
| Total unsecured notes..... | 19,700 |
| | ----- |

* Denotes variable rate issue with December 31, 2003 interest rate shown.

Pennsylvania Electric Company

| | |
|---------------------------------|---------|
| First mortgage bonds: | |
| 6.125% due 2007..... | 3,700 |
| 5.35% due 2010..... | 12,310 |
| 5.35% due 2010..... | 12,000 |
| 5.80% due 2020..... | 20,000 |
| 6.05% due 2025..... | 25,000 |
| | ----- |
| Total first mortgage bonds..... | 73,010 |
| | ----- |
| Unsecured notes: | |
| 5.75% due 2004..... | 125,000 |
| 7.50% due 2005..... | 8,000 |
| 6.125% due 2009..... | 100,000 |
| 7.77% due 2010..... | 35,000 |
| 6.625% due 2019..... | 125,000 |
| 7.34% due 2039..... | 95,520 |
| 7.49% due 2039..... | 2,968 |
| | ----- |
| Total unsecured notes..... | 491,488 |
| | ----- |

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

Note (11) (Continued)

THE CLEVELAND ELECTRIC ILLUMINATING COMPANY

| | |
|-----------------------|---------|
| First mortgage bonds: | |
| 6.860% due 2008..... | 125,000 |
| | ----- |

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| | |
|---|-----------|
| Unsecured notes: | |
| 6.000% due 2013..... | 78,700 |
| 5.650% due 2013..... | 300,000 |
| 9.000% due 2031..... | 103,093 |
| * 5.580% due 2033..... | 27,700 |
| | ----- |
| | 509,493 |
| 7.682% due to associated companies 2005-2016..... | 198,843 |
| | ----- |
| Total unsecured notes..... | 708,336 |
| | ----- |
| Secured notes: | |
| 7.000% due 2004-2009..... | 1,730 |
| 7.670% due 2004..... | 280,000 |
| 7.130% due 2007..... | 120,000 |
| 7.430% due 2009..... | 150,000 |
| * 1.120% due 2015..... | 39,835 |
| 7.880% due 2017..... | 300,000 |
| * 1.120% due 2018..... | 72,795 |
| * 1.150% due 2020..... | 47,500 |
| 6.000% due 2020..... | 62,560 |
| 6.100% due 2020..... | 70,500 |
| 9.520% due 2021..... | 7,500 |
| 8.000% due 2023..... | 46,100 |
| 7.625% due 2025..... | 53,900 |
| 7.700% due 2025..... | 43,800 |
| 7.750% due 2025..... | 45,150 |
| 5.375% due 2028..... | 5,993 |
| 3.400% due 2030..... | 23,255 |
| * 1.150% due 2033..... | 30,000 |
| | ----- |
| Total secured notes..... | 1,400,618 |
| | ----- |

* Denotes variable rate issue with December 31, 2003 interest rate shown.

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

Note (11) (Continued)

TOLEDO EDISON COMPANY

First mortgage bonds:

| | |
|----------------------|---------|
| 7.875% due 2004..... | 145,000 |
| | ----- |

Unsecured notes and debentures:

| | |
|------------------------|--------|
| * 4.850% due 2030..... | 34,850 |
| * 4.500% due 2033..... | 31,600 |
| * 5.580% due 2033..... | 18,800 |
| | ----- |

| | |
|---|--------|
| Total unsecured notes and debentures..... | 85,250 |
| | ----- |

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| | |
|--------------------------|---------|
| Secured notes: | |
| 7.670% due 2004..... | 70,000 |
| 7.130% due 2007..... | 30,000 |
| 7.625% due 2020..... | 45,000 |
| 7.750% due 2020..... | 54,000 |
| 9.220% due 2021..... | 15,000 |
| 8.000% due 2023..... | 30,500 |
| 6.100% due 2027..... | 10,100 |
| 5.375% due 2028..... | 3,751 |
| * 1.150% due 2033..... | 30,900 |
| * 1.100% due 2033..... | 20,200 |
| | ----- |
| Total secured notes..... | 309,451 |
| | ----- |

* Denotes variable rate issue with December 31, 2003 interest rate shown.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003

(Continued)

Note (12) Short-term Debt

FIRSTENERGY CORP.

Short-term debt:

| | |
|----------------------------|---------|
| 3.0625%..... | 80,000 |
| 2.4875%..... | 200,000 |
| | ----- |
| Total short-term debt..... | 280,000 |
| | ----- |

OHIO EDISON COMPANY

Short-term debt:

| | |
|----------------------------|---------|
| 1.75%..... | 14,000 |
| 2.25%..... | 3,000 |
| 1.08375%..... | 149,690 |
| various..... | 4,850 |
| | ----- |
| Total short-term debt..... | 171,540 |
| | ----- |

TOLEDO EDISON COMPANY

Short-term debt:

| | |
|--------------|--------|
| 2.5625%..... | 70,000 |
| | ----- |

SHORT-TERM BORROWINGS - ASSOCIATE COMPANY:

THE CLEVELAND ELECTRIC ILLUMINATING COMPANY

| | |
|---|--------|
| 8.75% loan from Toledo Edison Company | 8,524 |
| 7.682% loan from Toledo Edison Company..... | 10,553 |

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Total short-term borrowings..... 19,077

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003
(Continued)

Note (13) Money Pool

| Company | December 31, 2003 Interest Rate | Loan to/ (Borrowing from) (In thousands \$) |
|---|------------------------------------|---|
| American Transmission Systems, Incorporated | 1.65290% | 103,546 |
| FELHC, Inc. | 1.44162% | 49 |
| FirstEnergy Corp. | 1.44162% | 1,770,761 |
| FirstEnergy Facilities Service Group LLC | 1.44162% | (11,655) |
| FirstEnergy Nuclear Operating Company | 1.44162% | 53,955 |
| FirstEnergy Properties, Inc. | 1.44162% | 24,203 |
| FirstEnergy Service Company | | 445,464 |
| FirstEnergy Solutions Corp. | 1.44162% | (1,070,395) |
| FirstEnergy Ventures Corp. | 1.44162% | 25,992 |
| GPU Capital, Inc. | 1.44162% | (852,314) |
| GPU Nuclear, Inc. | 1.44162% | (2,863) |
| GPU Telcom Services, Inc. | 1.44162% | (41,161) |
| Jersey Central Power & Light Company | 1.65290% | (230,985) |
| MARBEL Energy Corporation | 1.44162% | 14,963 |
| Metropolitan Edison Company | 1.65290% | (54,868) |
| MYR Group Inc. | 1.44162% | 2,965 |
| Ohio Edison Company | 1.44162% | 355,167 |
| Pennsylvania Electric Company | 1.65290% | (78,510) |
| The Cleveland Electric Illuminating Company | 1.65290% | (168,597) |
| The Toledo Edison Company | 1.65290% | (285,714) |

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2003 (Continued)

Changes in the status of subsidiary during 2003:

FirstEnergy exercised its agreement on FirstEnergy Communications LLC, to increase its percentage ownership from 31.08% to 65% on January 1, 2003.

FirstEnergy sold Webb Technologies, Inc. and Colonial Mechanical Corporation on January 15, 2003.

GPU Advanced Resources, Inc. was dissolved on March 26, 2003.

FirstEnergy divested its ownership in GPU Empresa Distribuidora Electrica Regional, S.A. (Emdersa) through the abandonment of its shares in Emdersa's parent company, GPU Argentina Holdings, Inc. on April 18, 2003.

GPU Service, Inc. was merged into FirstEnergy Service Company on June 1, 2003.

FirstEnergy sold Northeast Ohio Natural Gas Corp. on June 30, 2003.

JCP&L Capital L.P. was dissolved on August 4, 2003.

JCP&L Preferred Capital, Inc. was dissolved on August 11, 2003.

Austran Holdings, Inc. and GPU Australia Holdings, Inc. were dissolved on September 12, 2003.

FirstEnergy reached an agreement to sell its 20.1% interest in Aquila Sterling Limited, parent company of Avon Energy Partners Holdings and Midlands Electricity plc on October 21, 2003. The sale was completed on January 16, 2004.

FirstEnergy owns a 10% interest in The Alliance Participants Administrative and Startup Activities Company, LLC (BridgeCo). BridgeCo was dissolved on October 31, 2003.

OE owns a 7.5% limited partnership interest in CID Ohio Equity Capital, Limited Partnership Fund IV (CID). CID was dissolved in the fourth quarter 2003, and FirstEnergy received final distribution on November 3, 2003.

FirstEnergy sold Empresa Guaracachi S.A. (EGSA) and Guaracachi America, Inc. on December 11, 2003.

Ancoma, Inc. was sold on December 29, 2003.

Advanced Technologies Development Corp. merged into GPU Telcom Services, Inc. on December 31, 2003. GPU Telcom Services, Inc. renamed to FirstEnergy Telecom Services, Inc. on January 1, 2004.

FirstEnergy reached an agreement to sell its 28.67% interest in Termobarranquilla S.A. (TEBSA); Barranquilla Lease Holding, Inc.; Los Amigos Leasing Company, Ltd.; EI Barranquilla, Inc.; EI International and GPU Colombia, Ltda. to Darby Delaware Mezzanine Holdings L.L.C. in 2003. The sale was completed on January 31, 2004.

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ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

Marbel Energy Corporation sold its interest in Northeast Ohio Natural Gas Company on June 30, 2003 in a transaction exempt under Rule 44(b).

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ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

Item 3. Issue, Sale, Pledge, Guarantee or Assumption of System Securities

| Name of Issuer and Title of Issue ----- (1) | Name of Company Issuing ----- (2) | Issued ----- |
|--|--|---|
| FirstEnergy Corp. Ohio Edison Company Cleveland Electric Illuminating Company Pennsylvania Power Company FirstEnergy Solutions Corp. FirstEnergy Facilities Services Group, LLC Jersey Central Power & Light Company Metropolitan Edison Company Pennsylvania Electric Company GPU Telcom Services GPU Energy MYR Group | FirstEnergy Corp. Ohio Edison Company Cleveland Electric Illuminating Company Pennsylvania Power Company FirstEnergy Solutions Corp. FirstEnergy Facilities Services Group, LLC Jersey Central Power & Light Company Metropolitan Edison Company Pennsylvania Electric Company GPU Telcom Services GPU Energy MYR Group | |
| Date of Transaction ----- (5) | Proceeds ----- (6) | Commission Authorization ----- (7) |
| Various Various Various Various Various Various Various Various Various Various Various Various Various | N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A | Rule 45 Rule 45 Rule 45 Rule 45 Rule 45 Rule 45 Rule 45 Rule 45 Rule 45 Rule 45 Rule 45 Rule 45 Rule 45 |

- (a) Represents miscellaneous surety bonds for various purposes.
- (b) Represents surety bonds relating to environmental issues (\$11,454,222) and miscellaneous surety bonds for various purposes (\$73,625).

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- (c) Represents letters of credit (\$9,250,558) and miscellaneous surety bonds for various purposes (\$1,938,576).
- (d) Represents letters of credit (\$3,589,890), surety bonds (\$1,035,390) for workers' compensation insurance, and miscellaneous surety bonds for various purposes (\$745,500).
- (e) Represents letters of credit (\$3,589,890) and surety bonds (\$1,035,390) for workers' compensation insurance.

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ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

| Name of Issuer and Title of Issue ----- | Name of Company Acquiring, Redeeming or Retiring Securities ----- | Consideration ----- | Dispos ----- |
|--|--|-------------------------|-----------------|
| Ohio Edison Company: | | | |
| Secured Trust Notes | Ohio Edison | \$ 64,047,647 ===== | Redeemed/ |
| First Mortgage Bonds | Ohio Edison | \$ 377,036,300 ===== | Redeemed/ |
| Unsecured Notes | Ohio Edison | \$ 325,000,000 ===== | Acqui |
| Pollution Control Notes | Ohio Edison | \$ 30,000,000 ===== | Redeemed/ |
| Pennsylvania Power Company | | | |
| First Mortgage Bonds | Penn Power | \$ 40,974,000 ===== | Redeemed/ |
| Preferred Stocks | Penn Power | \$ 750,000 ===== | Redeemed/ |
| Cleveland Electric Illuminating Company | | | |
| Medium Term Notes | CEI | \$ 15,000,000 ===== | Redeemed/ |
| First Mortgage Bonds | CEI | \$ 556,195,000 ===== | Redeemed/ |
| Pollution Control Notes | CEI | \$ 81,670,000 ===== | Redeemed/ |
| Preferred Stocks | CEI | \$ 1,000,000 ===== | Redeemed/ |
| Unsecured Notes | CEI | \$ 300,000,000 ===== | Acqui |
| Toledo Edison Company | | | |
| First Mortgage Bonds | TE | \$ 33,725,000 ===== | Redeemed/ |
| Medium Term Notes | TE | \$ 62,400,000 ===== | Redeemed/ |

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Pollution Control Notes

TE

\$ 73,910,000
=====

Redeemed/

Note: See pages 22 to 30 for a detailed description of the above transactions.

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ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES (Continued):

| Name of Issuer and Title of Issue ----- | Name of Company Acquiring, Redeeming or Retiring Securities ----- | Consideration ----- | D ----- |
|--|--|-------------------------|------------|
| Bayshore Power Company | | | |
| Pollution Control Notes | Bayshore | \$ 2,600,000 ===== | Rede |
| Jersey Central Power & Light | | | |
| Trust Preferred | JCP&L | \$ 125,244,000 ===== | Rede |
| First Mortgage Bonds | JCP&L | \$ 229,369,524 ===== | Rede |
| Secured Notes | JCP&L | \$ 150,000,000 ===== | |
| Unsecured Notes | JCP&L | \$ 15,818 ===== | Rede |
| JCP&L Transition Funding LLC | | | |
| Transition Bonds | JCP&L Transition Funding LLC | \$ 23,799,102 ===== | Rede |
| Metropolitan Edison Company | | | |
| Medium Term Notes | Met-Ed | \$ 266,993,000 ===== | Rede |
| Unsecured Notes | Met-Ed | \$ 31,636 ===== | Rede |
| Secured Notes | Met-Ed | \$ 250,000,000 ===== | |
| Pollution Control Notes | Met-Ed | \$ 435,000 ===== | Rede |
| Pennsylvania Electric Company | | | |
| Pollution Control Notes | Penelec | \$ 205,000 ===== | Rede |
| Unsecured Notes | Penelec | \$ 15,818 ===== | Rede |

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Note: See pages 22 to 30 for a detailed description of the above transactions.

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| Name of Issuer and Title of Issue (1) | Name of Company Acquiring, Redeeming or Retiring Securities (2) | Principal Amount or Stated Value | | Date of Transaction (5) |
|--|--|-------------------------------------|--------------------------------|-------------------------------|
| | | Acquired (3) | Redeemed and Retired (4) | |
| Ohio Edison Company | | | | |
| Secured Trust Notes: | | | | |
| 7.680% PEPCO | Ohio Edison | | \$ 4,299,109 | 1/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,326,298 | 2/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,353,661 | 3/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,381,191 | 4/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,408,898 | 5/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,436,781 | 6/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,464,840 | 7/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,493,076 | 8/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,521,491 | 9/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,550,086 | 10/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,578,891 | 11/21/2003 |
| 7.680% PEPCO | Ohio Edison | | \$ 4,607,819 | 12/21/2003 |
| | | | ----- | |
| | | | \$ 53,422,141 | |
| | | | ===== | |
| First Mortgage Bonds: | | | | |
| 8.625% Series | Ohio Edison | | \$150,000,000 | 9/15/2003 |
| 8.750% Series | Ohio Edison | | \$50,960,000 | 5/15/2003 |
| 7.875% Series | Ohio Edison | | \$93,500,000 | 5/15/2003 |
| 7.625% Series | Ohio Edison | | \$75,000,000 | 6/15/2003 |
| | | | ----- | |
| | | | \$369,460,000 | |
| | | | ===== | |
| Unsecured Notes: | | | | |
| 4.000% Series | Ohio Edison | \$175,000,000 | | 4/21/2003 |
| 5.450% Series | Ohio Edison | \$150,000,000 | | 4/21/2003 |
| | | ----- | | |
| | | \$325,000,000 | | |
| | | ===== | | |
| Pollution Control Notes: | | | | |
| 4.400% Series | Ohio Edison | | \$30,000,000 | 12/1/2003 |
| | | | ===== | |

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ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES (Continued):

| Name of Issuer and Title of Issue (1) | Name of Company Acquiring, Redeeming or Retiring Securities (2) | Principal Amount or Stated Value | | Date of Transaction (5) |
|--|--|-------------------------------------|--------------------------------|-------------------------------|
| | | Acquired (3) | Redeemed and Retired (4) | |
| ----- | | | | |
| Pennsylvania Power Company | | | | |
| First Mortgage Bonds: | | | | |
| 9.74% Series | Penn Power | | \$ 487,000 | 5/1/2003 |
| 9.74% Series | Penn Power | | \$ 487,000 | 11/1/2003 |
| 7.50% Series | Penn Power | | \$ 40,000,000 | 8/1/2003 |
| | | | ----- | |
| | | | \$ 40,974,000 | |
| | | | ===== | |
| Preferred Stock: | | | | |
| 7.625% Series | Penn Power | | \$ 750,000 | 10/1/2003 |
| | | | ===== | ===== |

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| Name of Issuer and Title of Issue (1) | Name of Company Acquiring, Redeeming or Retiring Securities (2) | Principal Amount or Stated Value | | Date of Transaction (5) |
|--|--|-------------------------------------|--------------------------------|-------------------------------|
| | | Acquired (3) | Redeemed and Retired (4) | |
| ----- | | | | |
| Cleveland Electric Illuminating Company | | | | |
| Medium Term Notes: | | | | |
| 7.750% Series | CEI | | \$ 10,000,000 | 3/3/2003 |
| 7.750% Series | CEI | | \$ 5,000,000 | 3/5/2003 |
| | | | ----- | |

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| | | | | |
|--------------------------|-----|--|---------------|------------|
| | | | \$ 15,000,000 | |
| | | | ===== | |
| First Mortgage Bonds: | | | | |
| 7.375% Series | CEI | | \$100,000,000 | 6/1/2003 |
| 9.000% Series | CEI | | \$150,000,000 | 12/29/2003 |
| 9.500% Series | CEI | | \$300,000,000 | 11/19/2003 |
| | | | ----- | |
| | | | \$550,000,000 | |
| | | | ===== | |
| Pollution Control Notes: | | | | |
| 7.00% Series B | CEI | | \$ 15,000 | 9/1/2003 |
| 7.00% Series C | CEI | | \$ 15,000 | 9/1/2003 |
| 4.60% Series | CEI | | \$ 23,255,000 | 10/1/2003 |
| 4.60% Series | CEI | | \$ 12,085,000 | 10/1/2003 |
| 4.60% Series | CEI | | \$ 46,300,000 | 10/1/2003 |
| | | | ----- | |
| | | | \$ 81,670,000 | |
| | | | ===== | |
| Preferred Stock: | | | | |
| 7.35% Series C | CEI | | \$ 1,000,000 | 8/1/2003 |
| | | | ===== | |
| Unsecured Note: | | | | |
| 5.650% Series | CEI | | \$300,000,000 | 12/9/2003 |
| | | | ===== | |

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| Name of Issuer and Title of Issue (1) | Name of Company Acquiring, Redeeming or Retiring Securities (2) | Principal Amount or Stated Value | | Date of Transaction (5) |
|--|--|-------------------------------------|--------------------------------|-------------------------------|
| | | Acquired (3) | Redeemed and Retired (4) | |
| ----- | | | | |
| Toledo Edison Company | | | | |
| First Mortgage Bonds: | | | | |
| 8.00% Series | TE | | \$33,725,000 | 7/18/2003 |
| | | | ===== | |
| Medium Term Notes: | | | | |
| 7.85% Series | TE | | \$15,000,000 | 3/31/2003 |
| 7.82% Series | TE | | \$38,400,000 | 3/31/2003 |
| 7.78% Series | TE | | \$ 1,000,000 | 4/1/2003 |
| 7.76% Series | TE | | \$ 5,000,000 | 4/1/2003 |
| 7.91% Series | TE | | \$ 3,000,000 | 4/1/2003 |

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 \$62,400,000
 =====

Pollution Control Notes:

| | | | |
|---------------|----|--------------|-----------|
| 10.00% Series | TE | \$ 910,000 | 8/15/2003 |
| 1.70% Series | TE | \$34,100,000 | 7/18/2003 |
| 1.70% Series | TE | \$33,200,000 | 7/18/2003 |
| 1.70% Series | TE | \$ 5,700,000 | 9/1/2003 |
| | | ----- | |
| | | \$73,910,000 | |
| | | ===== | |

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ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES (Continued):

| Name of Issuer and Title of Issue (1) | Name of Company Acquiring, Redeeming or Retiring Securities (2) | Principal Amount or Stated Value | | Date of Transaction (5) |
|--|--|-------------------------------------|--------------------------------|-------------------------------|
| | | Acquired (3) | Redeemed and Retired (4) | |

 Bayshore Power
 Company

Pollution Control Notes:

| | | | |
|---------------|----------|-------------|----------|
| 5.875% Series | Bayshore | \$1,600,000 | 9/1/2003 |
| 6.625% Series | Bayshore | \$1,000,000 | 9/1/2003 |
| | | ----- | |
| | | \$2,600,000 | |
| | | ===== | |

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| Name of Issuer and Title of Issue (1) | Name of Company Acquiring, Redeeming or Retiring Securities (2) | Principal Amount or Stated Value | | Date of Transaction (5) |
|--|--|-------------------------------------|--------------------------------|-------------------------------|
| | | Acquired (3) | Redeemed and Retired (4) | |

 Jersey Central

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Power & Light

Trust Preferred:

| | | | |
|--------------|-------|---------------|-----------|
| 8.56% Series | JCP&L | \$125,244,000 | 6/29/2003 |
| | | ===== | |

First Mortgage Bonds:

| | | | |
|---------------|-------|---------------|----------|
| 8.25% Series | JCP&L | \$23,053,000 | 7/3/2003 |
| 9.20% Series | JCP&L | \$22,963,000 | 7/3/2003 |
| 7.90% Series | JCP&L | \$18,361,000 | 7/3/2003 |
| 8.55% Series | JCP&L | \$13,623,000 | 7/3/2003 |
| 6.375% Series | JCP&L | \$150,000,000 | 5/1/2003 |
| | | ----- | |
| | | \$228,000,000 | |
| | | ===== | |

Secured Notes:

| | | | |
|---------------|-------|---------------|-----------|
| 4.800% Series | JCP&L | \$150,000,000 | 5/22/2003 |
| | | ===== | |

Unsecured Notes:

| | | | |
|---------------------------|-------|-----------|-----------|
| 7.69% Series (Cowanesque) | JCP&L | \$ 15,818 | 8/31/2003 |
| | | ===== | |

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| Name of Issuer and Title of Issue (1) | Name of Company Acquiring, Redeeming or Retiring Securities (2) | Principal Amount or Stated Value | | Date of Transaction (5) |
|--|--|-------------------------------------|--------------------------------|-------------------------------|
| | | Acquired (3) | Redeemed and Retired (4) | |

JCP&L
Transition Funding LLC

Transition Bonds:

| | | | |
|--------------|------------------------------|--------------|-----------|
| 4.19% Series | JCP&L Transition Funding LLC | \$10,090,330 | 3/5/2003 |
| 4.19% Series | JCP&L Transition Funding LLC | \$ 4,935,300 | 6/5/2003 |
| 4.19% Series | JCP&L Transition Funding LLC | \$ 4,372,541 | 9/5/2003 |
| 4.19% Series | JCP&L Transition Funding LLC | \$ 4,400,931 | 12/5/2003 |
| | | ----- | |
| | | \$23,799,102 | |
| | | ===== | |

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ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES (Continued):

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| Name of Issuer and Title of Issue (1) | Name of Company Acquiring, Redeeming or Retiring Securities (2) | Principal Amount or Stated Value | | Date of Transaction (5) |
|--|--|-------------------------------------|--------------------------------|-------------------------------|
| | | Acquired (3) | Redeemed and Retired (4) | |
| Metropolitan Edison | | | | |
| Medium Term Notes | | | | |
| 6.60% Series | MetEd | | \$ 20,000,000 | 6/18/200 |
| 7.22% Series | MetEd | | \$ 40,000,000 | 1/30/200 |
| 8.60% Series | MetEd | | \$ 30,000,000 | 4/15/200 |
| 8.80% Series | MetEd | | \$ 30,000,000 | 4/15/200 |
| 8.15% Series | MetEd | | \$ 60,000,000 | 4/15/200 |
| 7.35% Series | MetEd | | \$ 20,000,000 | 4/19/200 |
| 7.65% Series | MetEd | | \$ 30,000,000 | 6/22/200 |
| 6.97% Series | MetEd | | \$ 30,000,000 | 10/19/200 |
| | | | ----- | |
| | | | \$260,000,000 | |
| | | | ===== | |
| Unsecured Notes: | | | | |
| 7.69% Series (Cowan-esque) | MetEd | | \$ 31,636 | 8/31/200 |
| | | | ===== | |
| Secured Notes: | | | | |
| 4.45% Series | MetEd | \$100,000,000 | | 3/20/200 |
| 4.95% Series | MetEd | \$150,000,000 | | 3/20/200 |
| | | ----- | | |
| | | \$250,000,000 | | |
| | | ----- | | |
| | | | ===== | |
| Pollution Control Notes: | | | | |
| 6.00% Series | MetEd | | \$ 435,000 | 1/1/200 |
| | | | ===== | |

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ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES (Continued):

| Name of Issuer and Title of Issue | Name of Company Acquiring, Redeeming or Retiring Securities | Principal Amount or Stated Value | | Date of Transaction |
|---|---|-------------------------------------|-------------------------|------------------------|
| | | Acquired | Redeemed and Retired | |

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| (1) | (2) | (3) | (4) | (5) |
|---|---------|-----|---------------------|-----------|
| Pennsylvania Electric | | | | |
| Pollution Control Notes 6.125% Series | Penelec | | \$ 205,000 ===== | 12/1/2003 |
| Unsecured Notes: 7.69% Series (Cowanisque) | Penelec | | \$ 15,818 ===== | 8/31/2003 |

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF DECEMBER 31, 2003

| Name | Security Owned | Shares | % Ownership | Nature |
|--------------------------------------|---|-----------|-------------|---|
| Active Power, Inc. | Common Stock | 236,221 | 0.60% | A developer storage syst uninterrupti other power |
| APX | Series B-2 & Series C Preferred Stock | | 4.37% | Operates Int for the buyi electricity, and related |
| Ballard Power Systems, Inc. | Common Stock | 1,465,463 | 1.25% | Develop, man fuel cells a |
| Cleveland Development Partnership II | LP | | 1.47% | Housing and |
| Cleveland Civic Housing Fund | LLC | | 4.00% | Housing and |
| Enertech Capital Partners II, LP | Limited Partnership | | 2.10% | A venture ca invests in e technology o |
| 26 Misc. de minimis investments | | | | |

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ITEM 6. OFFICERS AND DIRECTORS
PART I. AS OF DECEMBER 31, 2003

| | | FirstEnergy | ATSI | ELHC | FEFSG |
|-------------------------|-----|-------------|-------|-------|-------|
| | | ----- | ----- | ----- | ----- |
| H. Peter Burg | (A) | CH,CEO,D | P,D | P,D | M |
| Paul T. Addison | (A) | D | | | |
| Dr. Carol A. Cartwright | (A) | D | | | |
| William F. Conway | (A) | | | | |
| William T. Cottle | (A) | D | | | |
| Douglas S. Elliott | (B) | | | | P |
| Joseph J. Hagan | (A) | | | | |
| Robert B. Heisler, Jr. | (A) | D | | | |
| Robert L. Loughhead | (A) | D | | | |
| Russell W. Maier | (A) | D | | | |
| John M. Pietruski | (A) | D | | | |
| Robert N. Pokelwaldt | (A) | D | | | |
| Paul J. Powers | (A) | D | | | |
| Catherine A. Rein | (A) | D | | | |
| Robert C. Savage | (A) | D | | | |
| George M. Smart | (A) | D | | | |
| Jesse T. Williams, Sr. | (A) | D | | | |
| Dr. Patricia K. Woolf | (A) | D | | | |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

| | | FirstEnergy | ATSI | FELHC | FEFSG |
|-----------------|-----|-------------|-------|-------|-------|
| | | ----- | ----- | ----- | ----- |
| Mark B. Bezilla | (A) | | | | |

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| | | | | | |
|----------------------|-----|-----------------|-------------|---------|-------------|
| Gary R. Leidich | (A) | | | | |
| Lew W. Myers | (A) | | | | |
| Stanley F. Szwed | (A) | | VP | | |
| Frederick G. von Ahn | (A) | | | | |
| Anthony J. Alexander | (A) | P, COO, ACEO, D | D | D | M |
| Richard H. Marsh | (A) | SVP, CFO | D, SVP, CFO | D | M, SVP, CFO |
| Leila L. Vespoli | (A) | SVP, GC | SVP, GC | SVP, GC | SVP, GC |
| Harvey L. Wagner | (A) | VP, C, CAO | VP, C | | VP |
| David W. Whitehead | (A) | CS | CS | CS | CS |
| Edward J. Udovich | (A) | ACS | ACS | ACS | ACS |
| Thomas C. Navin | (A) | T | T | T | T |
| Randy Scilla | (A) | AT | AT | AT | AT |
| Jeffrey R. Kalata | (A) | AC | AC | | AC |
| Paulette R. Chatman | (C) | AC | AC | | AC |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

| | | FirstEnergy | ATSI | FELHC | FEFSG |
|------------------|-----|-------------|-------|-------|---------|
| | | ----- | ----- | ----- | ----- |
| William R. Kanda | (G) | | | AVP | |
| Steven F. Lux | (A) | | | | |
| L. W. Pearce | (P) | | | | |
| Roger D. Ruch | (B) | | | | C |
| Arthur W. Yuan | (B) | | | | VP, COO |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

| | | FirstEnergy Transfer | FECO | FES |
|----------------------|-----|-------------------------|--------------|-------------|
| | | ----- | ----- | ----- |
| H. Peter Burg | (A) | D | CEO, D | D |
| Mark A. Julian | (A) | | | |
| Anthony J. Alexander | (A) | D | P, COO, D | P, D |
| Richard H. Marsh | (A) | D | SVP, CFO, D | SVP, CFO, D |
| Leila L. Vespoli | (A) | | SVP, GC | SVP, GC |
| Harvey L. Wagner | (A) | | VP, C | VP, C |
| David W. Whitehead | (A) | P, CS | VP, CETO, CS | CS |
| Edward J. Udovich | (A) | ACS | ACS | ACS |
| Thomas C. Navin | (A) | T | T | T |
| Randy Scilla | (A) | AT | AT | AT |
| Jeffrey R. Kalata | (A) | | AC | AC |
| Paulette R. Chatman | (C) | | AC | AC |
| Kevin J. Keough | (A) | | SVP, RP | |
| Bradley S. Ewing | (A) | | | |
| Douglas S. Elliott | (B) | | | SVP |
| Guy L. Pipitone | (A) | | | SVP |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

| | FirstEnergy Transfer | FECO | FES |
|--|-------------------------|-------|-------|
| | ----- | ----- | ----- |

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| | | | |
|---------------------|-----|---------|----|
| Mary Beth Carroll | (A) | VP | |
| Stanley F. Szwed | (A) | VP | |
| Lynn M. Cavalier | (A) | VP | |
| Mark T. Clark | (A) | VP | |
| Kathryn W. Dindo | (A) | VP, CRO | |
| Michael J. Dowling | (A) | VP | |
| Terrance G. Howson | (C) | VP | |
| Ali Jamshidi | (A) | VP, CIO | |
| Charles E. Jones | (A) | SVP, D | |
| David C. Luff | (A) | VP | |
| Thomas M. Welsh | (A) | VP | |
| Bradford F. Tobin | (A) | VP, CPO | |
| Alfred G. Roth | (B) | | VP |
| Donald R. Schneider | (A) | | VP |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

| | | FirstEnergy Transfer | FECO | FES | FirstEn Ventu |
|-------------------|-----|-------------------------|-------|-------|------------------|
| | | ----- | ----- | ----- | ----- |
| Trent A. Smith | (B) | | | VP | |
| Dennis M. Chack | (K) | | RP | | |
| Paul W. Allison | (K) | | RVP | | |
| Thomas A. Clark | (I) | | RP | | |
| Jeffrey A. Elser | (I) | | RVP | | |
| Ronald P. Lantzy | (N) | | RP | | |
| Stephen E. Morgan | (C) | | RP | | |
| James M. Murray | (L) | | RP | | |
| Jack A. Kline | (O) | | RP | | |

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| | | |
|----------------------|-----|-----|
| Steven A. Schumacher | (O) | RVP |
| John E. Paganie | (M) | RP |
| Jacqueline L. Roth | (M) | RVP |
| Donald M. Lynch | (J) | RP |
| Steven E. Strah | (C) | RP |
| Steven L. Feld | (C) | RVP |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

| | | GPUDH | GPUN | GPU Power | |
|----------------------|-----|-------------|------------|--------------|-------|
| | | ----- | ----- | ----- | ----- |
| H. Peter Burg | (A) | D | CH, CEO, D | D | |
| William F. Conway | (A) | | D | | |
| Stanley C. Van Ness | (Q) | | | | |
| Gelorma E. Persson | (F) | | | | |
| Anthony J. Alexander | (A) | P, D | D | P, D | |
| Richard H. Marsh | (A) | SVP, CFO, D | | SVP, CFO, D | SV |
| Leila L. Vespoli | (A) | SVP, GC | | SVP, GC | |
| Harvey L. Wagner | (A) | VP, C | VP, C | VP, C | |
| David W. Whitehead | (A) | CS | CS | CS | |
| Edward J. Udovich | (A) | ACS | ACS | ACS | |
| Thomas C. Navin | (A) | T | T | T | |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

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| | | GPUDH | GPUN | GPU Power |
|---------------------|-----|-------|-----------|--------------|
| | | ----- | ----- | ----- |
| Randy Scilla | (A) | AT | AT | AT |
| Jeffrey R. Kalata | (A) | AC | AC | AC |
| Paulette R. Chatman | (C) | AC | AC | AC |
| Kevin J. Keough | (A) | SVP | | |
| Bradley S. Ewing | (A) | | | |
| Mark A. Julian | (A) | | | |
| Gary R. Leidich | (A) | | P, CNO, D | |
| Stephen E. Morgan | (C) | | | |
| Charles E. Jones | (A) | | | |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

| | | MARBEL | Met-Ed | MYR | OE | |
|----------------------|-----|----------|-------------|-------|-------------|-------|
| | | ----- | ----- | ----- | ----- | ----- |
| H. Peter Burg | (A) | D | P, D | D | P, D | |
| Anthony J. Alexander | (A) | P, D | D | D | D | |
| Richard H. Marsh | (A) | SVP, CFO | SVP, CFO, D | D | SVP, CFO, D | S |
| Leila L. Vespoli | (A) | SVP, GC | SVP, GC | | SVP, GC | |
| Harvey L. Wagner | (A) | VP, C | VP, C | | VP, C | |
| David W. Whitehead | (A) | CS | CS | | CS | |
| Edward J. Udovich | (A) | ACS | ACS | | ACS | |
| Thomas C. Navin | (A) | T | T | | T | |
| Randy Scilla | (A) | AT | AT | | AT | |
| Jeffrey R. Kalata | (A) | | AC | | AC | |

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| | | | |
|---------------------|-----|----|----|
| Paulette R. Chatman | (C) | AC | AC |
| Kevin J. Keough | (A) | | RP |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

| | | MARBEL | Met-Ed | MYR | OE |
|---------------------|-----|--------|--------|----------|-------|
| | | ----- | ----- | ----- | ----- |
| Stanley F Szwed | (A) | | | | VP |
| Charles E. Jones | (A) | D | SVP | | SVP |
| William A. Koertner | (D) | | | P, CEO | |
| Michael F. Knapp | (D) | | | GVP | |
| John A. Fluss | (D) | | | GVP | |
| William H. Green | (D) | | | SVP, COO | |
| Elaine K. Hughes | (D) | | | VP | |
| Robert E. McDaniel | (D) | | | VP | |
| Greg R. Medici | (D) | | | C, AT | |
| Brian L. Smolinski | (D) | | | VP | |
| James P. Urbas | (D) | | | VP | |

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ITEM 6. OFFICERS AND DIRECTORS (Continued)
PART I. AS OF DECEMBER 31, 2003

| | | MARBEL | Met-Ed | MYR | OE |
|-----------------|-----|--------|--------|-------|-------|
| | | ----- | ----- | ----- | ----- |
| Dennis M. Chack | (K) | | | | |
| Paul W. Allison | (K) | | | | |

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| | | | |
|------------------------|-----|------------|-----|
| Thomas A. Clark | (I) | | RP |
| Jeffrey A. Elser | (I) | | RVP |
| Ronald P. Lantzy | (N) | | RP |
| James M. Murray | (L) | | |
| Gerald B. Engen, Jr. | (D) | VP, CLO, S | |
| Michael D. Cooper | (D) | VP | |
| Marco Martinez | (D) | VP, CFO, T | |
| Richard S. Swartz, Jr. | (D) | VP | |
| Steven T. Theis | (D) | VP | |

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ITEM 6. OFFICERS AND DIRECTORS (continued)
PART I. AS OF DECEMBER 31, 2003

- (A) Address is 76 South Main St., Akron, Ohio 44308
- (B) Address is 395 Ghent Road, Akron, Ohio 44308
- (C) Address is 300 Madison Ave., Morristown, New Jersey 07962
- (D) Address is 1701 West Golf Road, Rolling Meadows, Illinois 60008
- (E) Address is 104 Sixth Street, SW, Canton, Ohio 44702
- (F) Address is 27 Greenfields Drive, Lakewood, New Jersey 08701
- (G) Address is 10 Center Road, Perry, Ohio 44081
- (H) Address is 5501 North State Route 2, Oak Harbor, Ohio 43449
- (I) Address is 730 South Ave., Youngstown, Ohio 44502
- (J) Address is 521 Main Street, Allenhurst, NJ 07711
- (K) Address is 6896 Miller Road, Brecksville, Ohio 44141
- (L) Address is 300 Madison Ave., Toledo, Ohio 43652
- (M) Address is 5404 Evans Road, Erie, PA 16509
- (N) Address is 410 Park Ave., West, Mansfield, Ohio 44906
- (O) Address is 2800 Pottsville Pike, Reading, PA 19605
- (P) Address is Route 168, Shippingport, PA 15077
- (Q) Address is 22 Chambers Street, Princeton, New Jersey 08542

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ITEM 6. OFFICERS AND DIRECTORS (continued)
PART I. AS OF DECEMBER 31, 2003

| Key | Position Held |
|------|--------------------------------|
| --- | ----- |
| AC | Assistant Controller |
| ACEO | Acting Chief Executive Officer |
| ACS | Assistant Corporate Secretary |
| AS | Assistant Secretary |
| AT | Assistant Treasurer |
| AVP | Assistant Vice President |
| C | Controller |
| CAO | Chief Accounting Officer |
| CEO | Chief Executive Officer |
| CETO | Chief Ethics Officer |
| CFO | Chief Financial Officer |
| CH | Chairman |
| CIO | Chief Information Officer |
| CLO | Chief Legal Officer |
| CNO | Chief Nuclear Officer |
| COO | Chief Operating Officer |
| CPO | Chief Procurement Officer |
| CRO | Chief Risk Officer |
| CS | Corporate Secretary |
| D | Director |
| GC | General Counsel |
| GVP | Group Vice President |
| M | Manager |
| P | President |
| RP | Region President |
| RVP | Region Vice President |
| S | Secretary |
| SVP | Senior Vice President |
| T | Treasurer |
| VP | Vice President |

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ITEM 6. OFFICERS AND DIRECTORS (continued)
PART II. AS OF DECEMBER 31, 2003

| Name of Officer or Director | Name and Location of Financial Institution | Position Held in Financial Institution |
|--------------------------------|---|---|
| ----- | ----- | ----- |
| Robert B. Heisler, Jr. (1) | KeyCorp. Cleveland, OH | Executive Vice Pr |
| Dr. Carol A. Cartwright | KeyCorp. | Director |

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| | | |
|---------------------------|---|----------|
| | Cleveland, OH | |
| Catherine A. Rein | Bank of New York New York, NY | Director |
| | New England Financial, Inc. Boston, MA | Director |
| Russell W. Maier | Unizan Financial Corp. Canton, OH | Director |
| | Unizan Bank, National Association Canton, OH | Director |
| George M. Smart | Unizan Financial Corp. Canton, OH | Director |
| | Unizan Bank, National Association Canton, OH | Director |
| Dr. Patricia K. Woolf (2) | The Capital Group New York, NY | Director |
| | National Life Holding Company of Vermont Montpelier, VT | Director |
| Stanley C. Van Ness | The Prudential Insurance Company of America Newark, NJ | Director |

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ITEM 6. OFFICERS AND DIRECTORS (continued)
PART II. AS OF DECEMBER 31, 2003 (continued)

- (1) Mr. Heisler is also Chief Executive Officer, Chairperson, and Director of KeyBank, National Association, the commercial banking subsidiary of KeyCorp; Director and Chairperson of Key Bank USA, National Association; Chairperson of Key Bank Life Insurance, Ltd.; Director of KeyCorp Insurance Agency, Inc.; Director of KeyCorp Insurance Agency USA Inc.; and Director of Champion Financial Services, Inc.
- (2) Dr. Woolf is also Director of Growth Fund of America, Director of American Balance Fund, Director of Income Fund of America, Director of Small Cap World Fund, Trustee for Fundamental Investors and Trustee for New Economy Fund - The Capital Group.

PART III.

Information concerning the compensation and other related information for the Officers and Directors of FirstEnergy and its subsidiary companies is filed as Exhibit F-1 to this Form U5S.

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ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

- (1) Expenditures, disbursements, or payments during the year, in money, goods or services, directly or indirectly to or for the account of any political party, candidate for public office or holder of such office, or any committee or agent therefor (or any officer or employee acting as such).

None

- (2) Expenditures, disbursements, or payments during the year, in money, goods or services, directly or indirectly to or for the account of any citizens' group, taxpayers' group, or public relations counsel (or any officer or employee acting as such).

None

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ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

Part I.

Excluding transactions included in the Annual Report on Form U-13-60 of a service company, FirstEnergy reports intercompany service, sales and construction contracts on:

1. Form U-9C-3, Quarterly Report Pursuant to Rule 58.
2. Certificate Pursuant to Rule 24, Semi-annual reports regarding the affiliated transactions for the period of January 1, 2003 through June 30, 2003.
3. Affiliated transactions for the period of July 1, 2003 through December 31, 2003 is filed as Exhibit F-3 to this Form U5S. The amounts required under the caption "Total Amount Billed" are being filed pursuant to request for confidential treatment.

Part II.

The system companies had no contracts to purchase services or goods from any affiliate (other than a system company), or from a company in which any officer or director of the receiving company is a partner or owns 5% or more of any class of equity securities.

Part III.

The system companies do not employ any other person for the performance on a continuing basis of management, supervisory or financial advisory services.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

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EXEMPT WHOLESALE GENERATORS (EWG):

FirstEnergy Generation Corp. (GenCo)

Part I.

- (a) At December 31, 2003, FirstEnergy Solutions Corp. (FES) owned 100% of GenCo, an Ohio corporation that operates fossil plants and the Seneca pumped storage plant and sells all its output at wholesale prices to FES.
- (b) At December 31, 2003, FES had an investment of \$56,539,000 in GenCo.
- (c) Ratio of debt to common equity - 6.02:1

Accumulated earnings of GenCo - \$66,883,424
- (d) See (a) above.

Part II.

An organizational chart showing the relationship of FES to GenCo is provided in Exhibit H-1.

Filed pursuant to request for confidential treatment, financial statements of GenCo as of and for the year ended December 31, 2003 are provided in Exhibit I-1.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

GPU Power, Inc.

Part I.

- (a) At December 31, 2003, FirstEnergy Corp. owned 100% of GPU Power, Inc., a Delaware corporation established to make investments in EWGs, own and/or operate eligible facilities, and to engage in project development activities for eligible facilities.
- (b) At December 31, 2003, FirstEnergy had an investment of \$14,866,816 in GPU Power, Inc.
- (c) Ratio of debt to common equity - Not applicable

Accumulated losses of GPU Power, Inc. - \$53,023,485
- (d) None

Part II.

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An organizational chart showing the relationship of GPU Power, Inc. to other EWGs in which it has an interest is provided in Exhibit H-2.

Filed pursuant to request for confidential treatment, consolidating financial statements of GPU Power, Inc. as of and for the year ended December 31, 2003 are provided in Exhibit I-1.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

EI Canada Holding Limited, EI Brooklyn Power Limited, EI Brooklyn Investments

Limited and EI Services Canada Limited

Part I.

- (a) At December 31, 2003, GPU Power, Inc. (GPU Power), through its wholly-owned subsidiary EI Canada Holding Limited, owned 100% of EI Services Canada Limited and EI Brooklyn Power Ltd. EI Brooklyn Power Ltd. owns 100% of EI Brooklyn Investments Ltd.
- (b) At December 31, 2003, GPU Power had an investment of \$(152,436) in EI Canada Holding Limited and subsidiaries.
- (c) Ratio of debt to common equity of EI Canada Holding Limited and subsidiaries - Not applicable

Accumulated losses of EI Canada Holding Limited and subsidiaries -
\$10,510,794
- (d) None

Part II.

An organizational chart showing the relationship of GPU Power, Inc. to EI Canada Holding Limited and subsidiaries is provided in Exhibit H-2.

Filed pursuant to request for confidential treatment, financial statements of EI Canada Holding Limited and subsidiaries as of and for the year ended December 31, 2003 are provided in Exhibit I-1 as part of GPU Power, Inc.'s consolidating financial statements.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

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EI Barranquilla, Inc. and Termobarranquilla S.A.

Part I.

- (a) At December 31, 2003, GPU Power, Inc., through its wholly-owned subsidiary EI Barranquilla, Inc., owned a 28.6% interest in Termobarranquilla S.A. Empresa de Servicios Publicos (TEBSA).

TEBSA consists of two gas-fired generating plants with an aggregate capacity of 890 megawatts located near Barranquilla, Colombia. Electricity generated by these plants will be sold to Corporacion Electrica de la Costa Atlantica (Corelca) under a 20-year contract.

- (b) At December 31, 2003, GPU Power Inc. had an investment of \$(9,769,413) in EI Barranquilla, Inc. EI Barranquilla, Inc. had an investment of \$62,744,118 in TEBSA, which has been impaired to zero through purchase accounting adjustments made at FirstEnergy.

As of December 31, 2003, FirstEnergy has issued Letters of Credit of \$60,400,000 for the benefit of the Deutsche Bank Trust Company, which serves as collateral agent on behalf of the Secured Parties in connection with the obligations under certain loan agreements.

- (c) Ratio of debt to common equity of TEBSA - .16:1

Accumulated earnings of TEBSA - Excluded from FirstEnergy's earnings due to the impairment of the investment as noted in (b) above

- (d) See GPUI Colombia, Ltda. Item I, Part (d).

Part II.

An organization chart showing the relationship of GPU Power, Inc. to TEBSA is provided in Exhibit H-2.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

EXEMPT WHOLESALE GENERATORS (EWG) (Continued): -----

Barranquilla Lease Holding, Inc. and Los Amigos Leasing Company, Ltd.

Part I.

- (a) At December 31, 2003, GPU Power, Inc., through its wholly-owned subsidiary Barranquilla Lease Holding, Inc. (BLH), owned a 100% interest in Los Amigos Leasing Company, Ltd. (Leaseco).

Leaseco, which is a Bermuda corporation, had procured equipment to be used by and leased to TEBSA. Pursuant to a lease agreement, Leaseco will deliver certain non-Colombian equipment related to TEBSA, and TEBSA will make lease payments equal to the interest and principal payments of Leaseco.

- (b) At December 31, 2003, GPU Power, Inc. had an investment of \$17,318,072 in

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BLH, which has invested \$12,000 in Leaseco to capitalize the company.

- (c) Ratio of debt to common equity of Leaseco - 18,404:1

Accumulated earnings of Leaseco - None

- (d) Pursuant to the lease agreement, Leaseco will deliver certain non-Colombian equipment related to the project to TEBSA during the construction period. TEBSA will lease the imported equipment from Leaseco during an interim lease term during the construction period and subsequently during a 15 year basic lease term. During the interim lease term, TEBSA will pay rent to Leaseco to reimburse it for certain expenses, including interest incurred during construction. During the basic lease term, TEBSA will make lease payments equal to the interest and principal payments of Leaseco.

Part II.

An organizational chart showing the relationship of GPU Power, Inc. to Leaseco is provided in Exhibit H-2.

Filed pursuant to request for confidential treatment, financial statements of Barranquilla Lease Holding, Inc. as of and for the year ended December 31, 2003 are provided in Exhibit I-1 as part of GPU Power, Inc.'s consolidating financial statements.

Filed pursuant to request for confidential treatment, financial statements of Leaseco as of and for the year ended December 31, 2003 are provided in Exhibit I-1.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

EI International and GPUI Colombia, Ltda.

Part I.

- (a) At December 31, 2003, GPU Power, Inc., through its wholly-owned subsidiary EI International, owned a 100% interest in GPUI Colombia, Ltda.

GPUI Colombia, Ltda. has entered into an operation and maintenance (O&M) agreement with TEBSA to provide management services to TEBSA over its 20-year contract with Corelca. Fees for these management services are in accordance with the terms and conditions of the O&M agreement.

- (b) At December 31, 2003, FirstEnergy indirectly through its wholly-owned subsidiary GPU Power, Inc., had an investment of \$3,441,694 in GPUI Colombia, Ltda.

FirstEnergy has guaranteed the obligations of GPU Power, Inc.'s subsidiaries, GPUI Colombia, Ltda. and International Power Advisors, Inc. (the Operators), under the O&M agreement in the TEBSA project. Pursuant to the guarantee, FirstEnergy has guaranteed the performance of the Operators, of which the limit of liability is \$6,044,577.

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(c) Ratio of debt to common equity of GPUI Colombia, Ltda. - Not applicable

Accumulated earnings of GPUI Colombia, Ltda. - \$2,143,931

(d) See (a) above.

Part II.

An organizational chart showing the relationship of GPU Power, Inc. to GPUI Colombia, Ltda. is provided in Exhibit H-2.

Filed pursuant to request for confidential treatment, financial statements of GPUI Colombia, Ltda. as of and for the year ended December 31, 2003 are provided in Exhibit I-1 as part of GPU Power, Inc.'s consolidating financial statements.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

International Power Advisors, Inc.

Part I.

(a) At December 31, 2003, GPU Power, Inc. owned 100% of International Power Advisors, Inc. (IPA), a Delaware corporation established to provide technical services to EWGs.

IPA has entered into an operation and maintenance (O&M) agreement with TEBSA to provide technical services and technical assistance in the O&M of the generating facilities of TEBSA. Fees for these services are in accordance with the terms and conditions of the O&M agreement. This IPA fee was cancelled in January 2002.

(b) At December 31, 2003, FirstEnergy, indirectly through its wholly-owned subsidiary GPU Power, Inc, had an investment of \$3,962,098 in IPA.

(c) Ratio of debt to common equity - Not applicable

Accumulated earnings of IPA - \$3,961,998

(d) See (a) above.

Part II.

An organizational chart showing the relationship of GPU Power, Inc. to IPA is provided in Exhibit H-2.

Filed pursuant to request for confidential treatment, financial statements of IPA as of and for the year ended December 31, 2003 are provided in Exhibit I-1 as part of GPU Power, Inc.'s consolidating financial statements.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

FOREIGN UTILITY COMPANIES (FUCO):

GPU Capital, Inc.

Part I.

- (a) At December 31, 2003, FirstEnergy owned 100% of GPU Capital, Inc., a Delaware corporation established to make investments in FUCOs, own and/or operate eligible facilities and to engage in project development activities for eligible facilities.
- (b) At December 31, 2003, FirstEnergy had an investment of \$141,280,026 in GPU Capital, Inc.
- (c) Ratio of debt to common equity - Not applicable

Accumulated losses of GPU Capital, Inc. - \$229,383,548
- (d) None

Part II:

An organizational chart showing the relationship of GPU Capital, Inc. to other FUCO's in which it has an interest is provided in Exhibit H-3.

Filed pursuant to request for confidential treatment, consolidating financial statements of GPU Capital, Inc. as of and for the year ended December 31, 2003 are provided in Exhibit I-1.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

FOREIGN UTILITY COMPANIES (FUCO): (Continued)

GPU Electric, Inc.

Part I.

- (a) At December 31, 2003, GPU Capital, Inc. owned 100% of GPU Electric, Inc., a Delaware corporation established to make investments in FUCOs, own and/or operate eligible facilities and to engage in project development activities for eligible facilities.
- (b) At December 31, 2003, FirstEnergy indirectly through its wholly owned subsidiary, GPU Capital, Inc. had an investment of \$18,313,208 in GPU Electric, Inc.

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(c) Ratio of debt to common equity - Not applicable

Accumulated losses of GPU Electric, Inc. - \$9,579,053

(d) None

Part II:

An organizational chart showing the relationship of GPU Electric, Inc. to other FUCO's in which it has an interest is provided in Exhibit H-3.

Filed pursuant to request for confidential treatment, financial statements of GPU Electric, Inc. as of and for the year ended December 31, 2003 are provided in Exhibit I-1 as part of GPU Capital, Inc.'s consolidating financial statements.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

FOREIGN UTILITY COMPANIES (FUCO): (Continued)

EI UK Holdings, Inc., Aquila Sterling Holdings LLC, Avon Energy Partners

Holdings and Midlands Electricity plc

Part I.

(a) At December 31, 2003, GPU Electric, Inc. through its wholly-owned subsidiary EI UK Holdings, Inc. (EIUK), owns 20.1% equity and 50% voting interest of Aquila Sterling Holdings, Inc. (ASH). ASH owned 100% of Avon Energy Partners Holdings, which in turn owned 100% of Midlands Electricity, plc.

Midlands is an English regional electric company which distributes electricity to 2.3 million customers in England. Midlands is also engaged in non-regulated activities, including electricity generation, electricity contracting, metering services and related businesses.

(b) At December 31, 2003, FirstEnergy indirectly through its wholly-owned subsidiary GPU Electric, Inc. had an investment of \$46,686,813 in EI UK Holdings, Inc., which had an investment of \$8,913,933 in ASH.

(c) Ratio of debt to common equity - Not applicable

Accumulated losses of EI UK Holdings, Inc. - \$3,579,716

(d) None

Part II:

An organizational chart showing the relationship of GPU Electric, Inc. to Midlands is provided in Exhibit H-3.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

FOREIGN UTILITY COMPANIES (FUCO): (Continued)

GPU Argentina Holdings, Inc., GPU Argentina Services, S.R.L, Emdersa

Part I:

- (a) At December 31, 2003, GPU Electric, Inc. owned a 100% interest in GPU Argentina Services, S.R.L. On April 18, 2003, FirstEnergy divested its ownership in GPU Empresa Distribuidora Electrica Regional S.A. and affiliates (Emdersa) through the abandonment of its shares in Emdersa's parent company, GPU Argentina Holdings, Inc. The abandonment involved the tendering of FirstEnergy's shares in GPU Argentina Holdings back to that company. Emdersa is an Argentina regional electric distribution company in the San Luis, La Rioja, and Salta regions of Argentina. Emdersa conducts non-regulated activities, including electricity generation, electricity contracting, metering services and related businesses.
- (b) At December 31, 2003, FirstEnergy indirectly through its wholly-owned subsidiary GPU Electric, Inc., had an investment of \$0 in GPU Argentina Services, S.R.L. and GPU Argentina Holdings, Inc.
- (c) Ratio of debt to common equity of Emdersa - Not applicable
- Accumulated losses of GPU Argentina Holdings, Inc. - \$143,471,828
- (d) None

Part II:

An organizational chart showing the relationship of GPU Electric, Inc. to GPU Argentina Services, S.R.L. is provided in Exhibit H-3.

Filed pursuant to request for confidential treatment, financial statements of GPU Argentina Holdings, Inc., GPU Argentina Services, and Emdersa as of and for the year ended December 31, 2003 are provided in Exhibit I-1 as part of GPU Capital, Inc.'s consolidating financial statements.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (Continued)

Part III.

FirstEnergy's aggregate investment in EWG's and FUCO's at December 31, 2003 was as follows*:

| | |
|---------|------------------|
| EWG's: | \$ 1,069,248,000 |
| FUCO's: | \$ 64,200,000 |

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FirstEnergy's aggregate capital investment in domestic public utility subsidiary companies at December 31, 2003 was approximately \$11,155,829,000.

Ratio of FirstEnergy's aggregate investment of EWG's and FUCO's to FirstEnergy's aggregate investment in domestic public utility subsidiary companies at December 31, 2003, was as follows:

| | |
|---------|-------|
| EWG's: | .10:1 |
| FUCO's: | .01:1 |

* Pursuant to Rule 53(a)(1)(i) under the Public Utility Holding Company Act of 1935, aggregate investment as stated herein Part III includes all amounts invested, or committed to be invested, in foreign utility companies (FUCO) and exempt wholesale generators (EWG), for which there is recourse, directly or indirectly, to the registered holding company.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

| | Page |
|--|-------|
| Consolidating Financial Statements, Schedules and Notes | ---- |
| - Consent of Independent Public Accountants. | 62 |
| - Consolidating Financial Statements of FirstEnergy Corp. for 2003. | 63-97 |
| - Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the FirstEnergy Corp. Annual Report on Form 10-K for 2003. | |
| - Notes 1 through 8 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the Ohio Edison Company Annual Report on Form 10-K for 2003. | |
| - Notes 1 through 8 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the The Cleveland Electric Illuminating Company Annual Report on Form 10-K for 2003. | |
| - Notes 1 through 8 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the The Toledo Edison Company Annual Report on Form 10-K for 2003. | |
| - Notes 1 through 7 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the Pennsylvania Power Company Annual Report on Form 10-K for 2003. | |
| - Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the Jersey Central Power & Light Company Annual Report on Form 10-K for 2003. | |
| - Notes 1 through 4 to Consolidated Financial Statements | |

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Incorporated herein by reference, in Exhibit A (page 98), in the JCP&L Transition Funding LLC Annual Report on Form 10-K for 2003.

- Notes 1 through 4 to the Financial Statements incorporated herein by reference, in Exhibit A (page 98) in the JCP&L Transition Funding LLC Annual Report on Form 10-K for 2003.
- Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the Metropolitan Edison Company Annual Report on Form 10-K for 2003.
- Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the Pennsylvania Electric Company Annual Report on Form 10-K for 2003.
- Exhibits 98-157

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CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Annual Report on Form U5S of FirstEnergy Corp. for the year ended December 31, 2003, filed pursuant to the Public Utility Holding Company Act of 1935, of our reports dated February 25, 2004, relating to the consolidated financial statements of FirstEnergy Corp. and its wholly-owned subsidiaries, Ohio Edison Company, Pennsylvania Power Company, The Cleveland Electric Illuminating Company, The Toledo Edison Company, Jersey Central Power & Light Company, Metropolitan Edison Company, Pennsylvania Electric Company and JCP&L Transition Funding LLC included in the respective Annual Reports on Form 10-K of FirstEnergy Corp., Ohio Edison Company, Pennsylvania Power Company, The Cleveland Electric Illuminating Company, The Toledo Edison Company, Jersey Central Power & Light Company, Metropolitan Edison Company, Pennsylvania Electric Company and JCP&L Transition Funding LLC for the year ended December 31, 2003.

PricewaterhouseCoopers LLP

Cleveland, Ohio
April 29, 2004

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

FirstEnergy Ohio Cleveland

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| ASSETS | Holding Company | Edison Consolidated | Electric Consolidated | C |
|--|---------------------|------------------------|--------------------------|-----------|
| | ----- | ----- | ----- | ----- |
| CURRENT ASSETS: | | | | |
| Cash and cash equivalents | \$ - | \$ 1,883 | \$ 24,782 | \$ |
| Receivables- | | | | |
| Customers | - | 280,538 | 10,313 | |
| Associated companies | 1,359,477 | 436,991 | 40,541 | |
| Other | 8,877 | 28,308 | 185,179 | |
| Notes receivable from associated companies | 1,770,761 | 366,501 | 482 | |
| Material and supplies- | | | | |
| Owned | - | 79,813 | 50,616 | |
| Under consignment | - | - | - | |
| Prepayments and other | 44,366 | 14,390 | 4,511 | |
| | ----- | ----- | ----- | |
| | 3,183,481 | 1,208,424 | 316,424 | |
| | ----- | ----- | ----- | |
| PROPERTY, PLANT AND EQUIPMENT: | | | | |
| In service | - | 5,269,042 | 4,232,335 | |
| Less--Accumulated provision for depreciation | - | (2,578,899) | (1,857,588) | |
| | ----- | ----- | ----- | |
| | - | 2,690,143 | 2,374,747 | |
| Construction work in progress | - | 145,934 | 181,235 | |
| | ----- | ----- | ----- | |
| | - | 2,836,077 | 2,555,982 | |
| | ----- | ----- | ----- | |
| INVESTMENTS: | | | | |
| Investment in lease obligation bonds | - | 383,510 | 605,915 | |
| Nuclear plant decommissioning trusts | - | 376,367 | 313,621 | |
| Non utility generation trusts | - | - | - | |
| Nuclear fuel disposal trust | - | - | - | |
| Letter of credit collateralization | - | 277,763 | - | |
| Other | 11,885,789 | 567,696 | 131,582 | |
| | ----- | ----- | ----- | |
| | 11,885,789 | 1,605,336 | 1,051,118 | |
| | ----- | ----- | ----- | |
| DEFERRED CHARGES: | | | | |
| Regulatory assets | - | 1,477,969 | 1,056,050 | |
| Goodwill | - | - | 1,693,629 | |
| Accumulated Deferred Income Taxes Assets | 87,399 | - | - | |
| Property taxes | - | 59,279 | 77,122 | |
| Unamortized sale and leaseback costs | - | 65,631 | - | |
| Other | 43,663 | 64,214 | 23,123 | |
| | ----- | ----- | ----- | |
| | 131,062 | 1,667,093 | 2,849,924 | |
| | ----- | ----- | ----- | |
| TOTAL ASSETS | \$15,200,332 | \$ 7,316,930 | \$ 6,773,448 | \$ |
| | ===== | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In Millions \$)

| ASSETS | American Transmission Systems, Inc. | Jersey Central Power & Light | Metropolitan Edison Consolidated | P C |
|--|---|------------------------------------|--|--------|
| CURRENT ASSETS: | | | | |
| Cash and cash equivalents | \$ - | \$ 271 | \$ 121 | |
| Receivables- | | | | |
| Customers | 14,892 | 198,061 | 118,933 | |
| Associated companies | 1,457 | 70,012 | 45,934 | |
| Other | 595 | 46,411 | 22,750 | |
| Notes receivable from associated companies | 105,528 | - | 10,467 | |
| Material and supplies- | | | | |
| Owned | - | 2,480 | 167 | |
| Under consignment | - | - | - | |
| Prepayments and other | 39 | 49,360 | 6,433 | |
| | ----- | ----- | ----- | |
| | 122,511 | 366,595 | 204,805 | |
| | ----- | ----- | ----- | |
| PROPERTY, PLANT AND EQUIPMENT: | | | | |
| In service | 1,265,994 | 3,642,467 | 1,838,567 | |
| Less--Accumulated provision for depreciation | (670,778) | (1,367,042) | (772,123) | |
| | ----- | ----- | ----- | |
| | 595,216 | 2,275,425 | 1,066,444 | |
| Construction work in progress | 27,611 | 48,985 | 21,980 | |
| | ----- | ----- | ----- | |
| | 622,827 | 2,324,410 | 1,088,424 | |
| | ----- | ----- | ----- | |
| INVESTMENTS: | | | | |
| Investment in lease obligation bonds | - | - | - | |
| Nuclear plant decommissioning trusts | - | 125,945 | 192,409 | |
| Non utility generation trusts | - | - | - | |
| Nuclear fuel disposal trust | - | 155,774 | - | |
| Letter of credit collateralization | - | - | - | |
| Other | 2 | 38,323 | 44,814 | |
| | ----- | ----- | ----- | |
| | 2 | 320,042 | 237,223 | |
| | ----- | ----- | ----- | |
| DEFERRED CHARGES: | | | | |
| Regulatory assets | - | 2,558,214 | 1,028,432 | |
| Goodwill | - | 2,001,302 | 884,279 | |
| Accumulated Deferred Income Taxes Assets | - | - | - | |
| Property taxes | 34,386 | - | - | |
| Unamortized sale and leaseback costs | - | - | - | |
| Other | 846 | 8,481 | 30,824 | |
| | ----- | ----- | ----- | |

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| | | | |
|--------------|------------|--------------|--------------|
| | 35,232 | 4,567,997 | 1,943,535 |
| | ----- | ----- | ----- |
| TOTAL ASSETS | \$ 780,572 | \$ 7,579,044 | \$ 3,473,987 |
| | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power Company, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| ASSETS | FirstEnergy Facilities Services | FirstEnergy Solutions Consolidated | FirstEnergy Nuclear Operating Co. |
|--|---------------------------------------|--|---|
| | ----- | ----- | ----- |
| CURRENT ASSETS: | | | |
| Cash and cash equivalents | \$ 13,415 | \$ 2,972 | \$ 3 |
| Receivables- | | | |
| Customers | - | 167,686 | - |
| Associated companies | 1,631 | 396,649 | 140,613 |
| Other | 81,338 | 9,614 | 231 |
| Notes receivable from associated companies | - | - | 53,955 |
| Material and supplies- | | | |
| Owned | 7,518 | 88,624 | - |
| Under consignment | - | 83,775 | - |
| Prepayments and other | 698 | 24,328 | 2,922 |
| | ----- | ----- | ----- |
| | 104,600 | 773,648 | 197,724 |
| | ----- | ----- | ----- |
| PROPERTY, PLANT AND EQUIPMENT: | | | |
| In service | 454 | 818,239 | - |
| Less--Accumulated provision for depreciation | (270) | (52,257) | - |
| | ----- | ----- | ----- |
| | 184 | 765,982 | - |
| Construction work in progress | 1 | 142,947 | - |
| | ----- | ----- | ----- |
| | 185 | 908,929 | - |
| | ----- | ----- | ----- |
| INVESTMENTS: | | | |
| Investment in lease obligation bonds | - | - | - |
| Nuclear plant decommissioning trusts | - | - | - |
| Non utility generation trusts | - | - | - |
| Nuclear fuel disposal trust | - | - | - |
| Letter of credit collateralization | - | - | - |

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| | | | |
|--|------------|--------------|------------|
| Other | 26,748 | 72,385 | - |
| | ----- | ----- | ----- |
| | 26,748 | 72,385 | - |
| | ----- | ----- | ----- |
| DEFERRED CHARGES: | | | |
| Regulatory assets | - | - | - |
| Goodwill | 36,471 | 26,067 | - |
| Accumulated Deferred Income Taxes Assets | - | 58,101 | 76,389 |
| Property taxes | | 6,248 | |
| Unamortized sale and leaseback costs | | | |
| Other | 31,891 | 126,337 | 8,392 |
| | ----- | ----- | ----- |
| | 68,362 | 216,753 | 84,781 |
| | ----- | ----- | ----- |
| TOTAL ASSETS | \$ 199,895 | \$ 1,971,715 | \$ 282,505 |
| | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| ASSETS | FirstEnergy Ventures Consolidated | MYR | GPU Advanced Resources |
|--|---|----------|------------------------------|
| | ----- | ----- | ----- |
| CURRENT ASSETS: | | | |
| Cash and cash equivalents | \$ 5,183 | \$ 9,281 | \$ - |
| Receivables- | | | |
| Customers | - | 74,130 | - |
| Associated companies | 16,023 | - | 668 |
| Other | 29,543 | 10,179 | - |
| Notes receivable from associated companies | 33,979 | 2,965 | - |
| Material and supplies- | | | |
| Owned | 537 | - | - |
| Under consignment | - | - | - |
| Prepayments and other | 2,808 | 16,016 | - |
| | ----- | ----- | ----- |
| | 88,073 | 112,571 | 668 |
| | ----- | ----- | ----- |
| PROPERTY, PLANT AND EQUIPMENT: | | | |
| In service | 203,866 | - | - |
| Less--Accumulated provision for depreciation | (21,436) | - | - |

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| | | | |
|--|------------|-----------|--------|
| | ----- | ----- | ----- |
| | 182,430 | - | - |
| Construction work in progress | - | - | - |
| | ----- | ----- | ----- |
| | 182,430 | - | - |
| | ----- | ----- | ----- |
| INVESTMENTS: | | | |
| Investment in lease obligation bonds | - | - | - |
| Nuclear plant decommissioning trusts | - | - | - |
| Non utility generation trusts | - | - | - |
| Nuclear fuel disposal trust | - | - | - |
| Letter of credit collateralization | - | - | - |
| Other | 20,426 | 15,225 | - |
| | ----- | ----- | ----- |
| | 20,426 | 15,225 | - |
| | ----- | ----- | ----- |
| DEFERRED CHARGES: | | | |
| Regulatory assets | - | - | - |
| Goodwill | 68 | 63,136 | - |
| Accumulated Deferred Income Taxes Assets | - | 1,059 | - |
| Property taxes | - | - | - |
| Unamortized sale and leaseback costs | - | - | - |
| Other | 3,004 | - | - |
| | ----- | ----- | ----- |
| | 3,072 | 64,195 | - |
| | ----- | ----- | ----- |
| TOTAL ASSETS | \$ 294,001 | \$191,991 | \$ 668 |
| | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| ASSETS | GPU Capital | FirstEnergy Properties | License Holding Co. |
|---------------------------|----------------|---------------------------|------------------------|
| | ----- | ----- | ----- |
| CURRENT ASSETS: | | | |
| Cash and cash equivalents | \$ 1,011 | \$ 100 | \$ - |
| Receivables- | | | |
| Customers | - | - | - |
| Associated companies | 1,256,354 | 239 | - |
| Other | - | 2 | - |

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| | | | |
|--|-------------|-----------|-------|
| Notes receivable from associated companies | - | 24,203 | 49 |
| Material and supplies- | | | |
| Owned | - | - | - |
| Under consignment | - | - | - |
| Prepayments and other | - | 2 | - |
| | ----- | ----- | ----- |
| | 1,257,365 | 24,546 | 49 |
| | ----- | ----- | ----- |
| PROPERTY, PLANT AND EQUIPMENT: | | | |
| In service | - | 20,099 | - |
| Less--Accumulated provision for depreciation | - | (3,062) | - |
| | ----- | ----- | ----- |
| | - | 17,037 | - |
| Construction work in progress | - | - | - |
| | ----- | ----- | ----- |
| | - | 17,037 | - |
| | ----- | ----- | ----- |
| INVESTMENTS: | | | |
| Investment in lease obligation bonds | - | - | - |
| Nuclear plant decommissioning trusts | - | - | - |
| Non utility generation trusts | - | - | - |
| Nuclear fuel disposal trust | - | - | - |
| Letter of credit collateralization | - | - | - |
| Other | 8,914 | 559 | - |
| | ----- | ----- | ----- |
| | 8,914 | 559 | - |
| | ----- | ----- | ----- |
| DEFERRED CHARGES: | | | |
| Regulatory assets | - | - | - |
| Goodwill | - | - | - |
| Accumulated Deferred Income Taxes Assets | 4,086 | 381 | 2 |
| Property taxes | - | - | - |
| Unamortized sale and leaseback costs | - | - | - |
| Other | 10 | 41 | - |
| | ----- | ----- | ----- |
| | 4,096 | 422 | 2 |
| | ----- | ----- | ----- |
| TOTAL ASSETS | | | |
| | \$1,270,375 | \$ 42,564 | \$ 51 |
| | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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| ASSETS | FirstEnergy Telecom Services ----- | FirstEnergy Service Co. ----- | GPU Nuclear ----- |
|--|---|--|-------------------------|
| CURRENT ASSETS: | | | |
| Cash and cash equivalents | \$ 100 | \$ 41,534 | \$ 47 |
| Receivables- | | | |
| Customers | - | 7,161 | - |
| Associated companies | 6,533 | 1,323,155 | 7,483 |
| Other | 5,543 | 20,066 | 68 |
| Notes receivable from associated companies | - | 2,812,636 | - |
| Material and supplies- | | | |
| Owned | 3,040 | 57,361 | - |
| Under consignment | - | 11,944 | - |
| Prepayments and other | 1,593 | 26,041 | - |
| | ----- | ----- | ----- |
| | 16,809 | 4,299,898 | 7,598 |
| | ----- | ----- | ----- |
| PROPERTY, PLANT AND EQUIPMENT: | | | |
| In service | 23,523 | 421,403 | - |
| Less--Accumulated provision for depreciation | (3,040) | (173,297) | - |
| | ----- | ----- | ----- |
| | 20,483 | 248,106 | - |
| Construction work in progress | 1,795 | 34,688 | - |
| | ----- | ----- | ----- |
| | 22,278 | 282,794 | - |
| | ----- | ----- | ----- |
| INVESTMENTS: | | | |
| Investment in lease obligation bonds | - | - | - |
| Nuclear plant decommissioning trusts | - | - | - |
| Non utility generation trusts | - | - | - |
| Nuclear fuel disposal trust | - | - | - |
| Letter of credit collateralization | - | - | - |
| Other | 8,924 | 152,701 | - |
| | ----- | ----- | ----- |
| | 8,924 | 152,701 | - |
| | ----- | ----- | ----- |
| DEFERRED CHARGES: | | | |
| Regulatory assets | - | - | - |
| Goodwill | - | - | - |
| Accumulated Deferred Income Taxes Assets | 10,146 | 94,821 | 369 |
| Property taxes | - | - | - |
| Unamortized sale and leaseback costs | - | - | - |
| Other | 547 | 43,139 | - |
| | ----- | ----- | ----- |
| | 10,693 | 137,960 | 369 |
| | ----- | ----- | ----- |
| TOTAL ASSETS | \$ 58,704 | \$4,873,353 | \$7,967 |
| | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| ASSETS | Eliminations | FirstEnergy Corp. Consolidated |
|--|--------------|--------------------------------------|
| | ----- | ----- |
| CURRENT ASSETS: | | |
| Cash and cash equivalents | \$ - | \$ 113,975 |
| Receivables- | | |
| Customers | - | 1,000,259 |
| Associated companies | (5,224,734) | - |
| Other | - | 505,241 |
| Notes receivable from associated companies | (5,215,805) | - |
| Material and supplies- | | |
| Owned | - | 325,303 |
| Under consignment | - | 95,719 |
| Prepayments and other | - | 202,814 |
| | ----- | ----- |
| | (10,440,539) | 2,243,311 |
| | ----- | ----- |
| PROPERTY, PLANT AND EQUIPMENT: | | |
| In service | 177,263 | 21,594,746 |
| Less--Accumulated provision for depreciation | (98,042) | (9,105,303) |
| | ----- | ----- |
| | 79,221 | 12,489,443 |
| Construction work in progress | - | 779,479 |
| | ----- | ----- |
| | 79,221 | 13,268,922 |
| | ----- | ----- |
| INVESTMENTS: | | |
| Investment in lease obligation bonds | - | 989,425 |
| Nuclear plant decommissioning trusts | 1 | 1,351,650 |
| Non utility generation trusts | - | 43,864 |
| Nuclear fuel disposal trust | - | 155,774 |
| Letter of credit collateralization | - | 277,763 |
| Other | (12,908,374) | 679,215 |
| | ----- | ----- |
| | (12,908,373) | 3,497,691 |
| | ----- | ----- |
| DEFERRED CHARGES: | | |
| Regulatory assets | (1) | 7,076,923 |
| Goodwill | 10,074 | 6,127,883 |
| Accumulated Deferred Income Taxes Assets | (381,299) | (31,891) |
| Property taxes | - | 201,478 |
| Unamortized sale and leaseback costs | - | 65,631 |
| Other | 2,627 | 460,000 |
| | ----- | ----- |
| | (368,599) | 13,900,024 |
| | ----- | ----- |

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| | | | |
|--|------------------|-----------------|----------|
| Power purchase contract loss liability | - | - | |
| Retirement benefits | 10,453 | 331,829 | |
| Lease market valuation liability | - | - | |
| Other | 23,050 | 294,616 | |
| | ----- | ----- | |
| | 33,503 | 1,887,658 | 1, |
| | ----- | ----- | |
| TOTAL LIABILITIES AND CAPITALIZATION | \$15,200,332 | \$7,316,930 | \$6, |
| | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| LIABILITIES AND CAPITALIZATION | American Transmission Systems, Inc. | Jersey Central Power & Light | Metropolitan Edison Consolidating |
|--|---|------------------------------------|---|
| | ----- | ----- | ----- |
| CURRENT LIABILITIES: | | | |
| Currently payable long-term debt and preferred stock | \$ - | \$ 175,921 | \$ - |
| Short-term borrowings | - | - | - |
| Notes payable to associated companies | 1,982 | 230,985 | - |
| Accounts payable- | | | |
| Other | 178 | 105,815 | - |
| Associated companies | 19,169 | 42,410 | - |
| Accrued taxes | 36,882 | 919 | - |
| Accrued interest | - | 14,843 | - |
| Lease market valuation liability | - | - | - |
| Other | 1,822 | 58,094 | - |
| | ----- | ----- | ----- |
| | 60,033 | 628,987 | - |
| | ----- | ----- | ----- |
| CAPITALIZATION: | | | |
| Common stockholders' equity | 300,538 | 3,153,974 | 1, |
| Preferred stock of consolidated subsidiaries-- | - | - | - |
| Not subject to mandatory redemption | - | 12,649 | - |
| Long-term debt and other long-term obligations- | | | |
| Preferred stock of consolidated subsidiaries | | | |
| subject to mandatory redemption | - | - | - |
| Subordinated debentures to affiliated trusts | - | - | - |
| Notes payable to associated companies | - | - | - |
| Other | 332,156 | 1,095,991 | - |
| | ----- | ----- | ----- |

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| | | | |
|---|------------|--------------|-------|
| | 632,694 | 4,262,614 | 1, |
| | ----- | ----- | ----- |
| NONCURRENT LIABILITIES: | | | |
| Accumulated deferred income taxes | 30,189 | 640,208 | |
| Accumulated deferred investment tax credits | 13,538 | 7,711 | |
| Asset retirement obligations | | 109,851 | |
| Nuclear fuel disposal costs | - | 167,936 | |
| Power purchase contract loss liability | - | 1,473,070 | |
| Retirement benefits | 2,239 | 159,219 | |
| Lease market valuation liability | - | - | |
| Other | 41,879 | 129,448 | |
| | ----- | ----- | ----- |
| | 87,845 | 2,687,443 | 1, |
| | ----- | ----- | ----- |
| TOTAL LIABILITIES AND CAPITALIZATION | \$ 780,572 | \$ 7,579,044 | \$ 3, |
| | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| LIABILITIES AND CAPITALIZATION | FirstEnergy Facilities Services | FirstEnergy Solutions Consolidated | FirstEnergy Nuclear Operations |
|--|---------------------------------------|--|--------------------------------------|
| | ----- | ----- | ----- |
| CURRENT LIABILITIES: | | | |
| Currently payable long-term debt and preferred stock | \$ 431 | \$ - | \$ - |
| Short-term borrowings | - | - | - |
| Notes payable to associated companies | 11,655 | 1,070,395 | |
| Accounts payable- | | | |
| Other | 34,763 | 236,264 | |
| Associated companies | 112 | 193,038 | |
| Accrued taxes | 3,703 | 14,092 | |
| Accrued interest | | 63 | |
| Lease market valuation liability | | | |
| Other | 14,545 | 46,387 | |
| | ----- | ----- | ----- |
| | 65,209 | 1,560,239 | |
| | ----- | ----- | ----- |
| CAPITALIZATION: | | | |
| Common stockholders' equity | 126,744 | (68,293) | |
| Preferred stock of consolidated subsidiaries-- | - | - | |

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| | | |
|---|------------|-------------|
| Not subject to mandatory redemption | - | - |
| Long-term debt and other long-term obligations- | | |
| Preferred stock of consolidated subsidiaries | | |
| subject to mandatory redemption | - | - |
| Subordinated debentures to affiliated trusts | - | - |
| Notes payable to associated companies | - | - |
| Other | 7,323 | 340,262 |
| | ----- | ----- |
| | 134,067 | 271,969 |
| | ----- | ----- |
| NONCURRENT LIABILITIES: | | |
| Accumulated deferred income taxes | - | - |
| Accumulated deferred investment tax credits | - | 6,248 |
| Asset retirement obligations | | |
| Nuclear fuel disposal costs | - | - |
| Power purchase contract loss liability | - | - |
| Retirement benefits | - | 123,895 |
| Lease market valuation liability | - | - |
| Other | 619 | 9,364 |
| | ----- | ----- |
| | 619 | 139,507 |
| | ----- | ----- |
| TOTAL LIABILITIES AND CAPITALIZATION | \$ 199,895 | \$1,971,715 |
| | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are consolidated financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| LIABILITIES AND CAPITALIZATION | FirstEnergy Ventures Consolidated | MYR |
|--|---|--------|
| | ----- | ----- |
| CURRENT LIABILITIES: | | |
| Currently payable long-term debt and preferred stock | \$ 3,299 | \$ - |
| Short-term borrowings | - | - |
| Notes payable to associated companies | 7,987 | - |
| Accounts payable- | | |
| Other | 429 | 10,580 |
| Associated companies | 5,825 | 4,575 |
| Accrued taxes | 6,506 | - |
| Accrued interest | 2,925 | - |
| Lease market valuation liability | | |

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| | | |
|--|------------|------------|
| Other | 5,217 | 45,218 |
| | ----- | ----- |
| | 32,188 | 60,373 |
| | ----- | ----- |
| CAPITALIZATION: | | |
| Common stockholders' equity | 115,343 | 131,342 |
| Preferred stock of consolidated subsidiaries-- | - | - |
| Not subject to mandatory redemption | - | - |
| Long-term debt and other long-term obligations-- | | |
| Preferred stock of consolidated subsidiaries | | |
| subject to mandatory redemption | - | - |
| Subordinated debentures to affiliated trusts | - | - |
| Notes payable to associated companies | - | - |
| Other | 137,731 | - |
| | ----- | ----- |
| | 253,074 | 131,342 |
| | ----- | ----- |
| NONCURRENT LIABILITIES: | | |
| Accumulated deferred income taxes | 3,776 | - |
| Accumulated deferred investment tax credits | - | - |
| Asset retirement obligations | | |
| Nuclear fuel disposal costs | - | - |
| Power purchase contract loss liability | - | - |
| Retirement benefits | - | - |
| Lease market valuation liability | - | - |
| Other | 4,963 | 276 |
| | ----- | ----- |
| | 8,739 | 276 |
| | ----- | ----- |
| TOTAL LIABILITIES AND CAPITALIZATION | \$ 294,001 | \$ 191,991 |
| | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference into the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| LIABILITIES AND CAPITALIZATION | GPU Capital | FirstEnergy Properties |
|--|----------------|---------------------------|
| | ----- | ----- |
| CURRENT LIABILITIES: | | |
| Currently payable long-term debt and preferred stock | \$ - | \$ 256 |
| Short-term borrowings | - | - |
| Notes payable to associated companies | 852,314 | - |

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| | | |
|---|-------------|-----------|
| Accounts payable- | | |
| Other | 964 | 32 |
| Associated companies | 106,623 | - |
| Accrued taxes | 163,487 | 560 |
| Accrued interest | | |
| Lease market valuation liability | | |
| Other | - | - |
| | ----- | ----- |
| | 1,123,388 | 848 |
| | ----- | ----- |
| CAPITALIZATION: | | |
| Common stockholders' equity | 141,280 | 32,534 |
| Preferred stock of consolidated subsidiaries-- | - | - |
| Not subject to mandatory redemption | - | - |
| Long-term debt and other long-term obligations- | | |
| Preferred stock of consolidated subsidiaries | | |
| subject to mandatory redemption | - | - |
| Subordinated debentures to affiliated trusts | - | - |
| Notes payable to associated companies | - | - |
| Other | - | 9,182 |
| | ----- | ----- |
| | 141,280 | 41,716 |
| | ----- | ----- |
| | - | - |
| NONCURRENT LIABILITIES: | | |
| Accumulated deferred income taxes | - | - |
| Accumulated deferred investment tax credits | - | - |
| Asset retirement obligations | | |
| Nuclear fuel disposal costs | - | - |
| Power purchase contract loss liability | - | - |
| Retirement benefits | - | - |
| Lease market valuation liability | - | - |
| Other | 5,707 | - |
| | ----- | ----- |
| | 5,707 | - |
| | ----- | ----- |
| | - | - |
| | ----- | ----- |
| | ----- | ----- |
| TOTAL LIABILITIES AND CAPITALIZATION | \$1,270,375 | \$ 42,564 |
| | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidated financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| | | |
|--------------------------------|-------------|-------------|
| | FirstEnergy | FirstEnergy |
| LIABILITIES AND CAPITALIZATION | Telecom | Service |
| | Services | Co. |

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| | ----- | ----- |
|--|-----------|-------------|
| CURRENT LIABILITIES: | | |
| Currently payable long-term debt and preferred stock | \$ - | \$ - |
| Short-term borrowings | - | - |
| Notes payable to associated companies | 41,161 | 2,367,172 |
| Accounts payable- | | |
| Other | 1,439 | 149,307 |
| Associated companies | 834 | 1,798,235 |
| Accrued taxes | 1,846 | 6,122 |
| Accrued interest | | 676 |
| Lease market valuation liability | | |
| Other | 2,842 | 123,696 |
| | ----- | ----- |
| | 48,122 | 4,445,208 |
| | ----- | ----- |
| CAPITALIZATION: | | |
| Common stockholders' equity | (6,790) | (76,124) |
| Preferred stock of consolidated subsidiaries-- | - | - |
| Not subject to mandatory redemption | - | - |
| Long-term debt and other long-term obligations- | | |
| Preferred stock of consolidated subsidiaries | | |
| subject to mandatory redemption | - | - |
| Subordinated debentures to affiliated trusts | - | - |
| Notes payable to associated companies | - | - |
| Other | - | 56,448 |
| | ----- | ----- |
| | (6,790) | (19,676) |
| | ----- | ----- |
| NONCURRENT LIABILITIES: | | |
| Accumulated deferred income taxes | - | - |
| Accumulated deferred investment tax credits | - | - |
| Asset retirement obligations | | - |
| Nuclear fuel disposal costs | - | - |
| Power purchase contract loss liability | - | - |
| Retirement benefits | - | 447,573 |
| Lease market valuation liability | - | - |
| Other | 17,372 | 248 |
| | ----- | ----- |
| | 17,372 | 447,821 |
| | ----- | ----- |
| TOTAL LIABILITIES AND CAPITALIZATION | \$ 58,704 | \$4,873,353 |
| | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland El Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidated financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2003
(In thousands \$)

| LIABILITIES AND CAPITALIZATION | Eliminations | FirstEnergy Corp. Consolidated |
|--|------------------------|--------------------------------------|
| | ----- | ----- |
| CURRENT LIABILITIES: | | |
| Currently payable long-term debt and preferred stock | \$ - | \$ 1,754,197 |
| Short-term borrowings | - | 521,540 |
| Notes payable to associated companies | (5,215,802) | - |
| Accounts payable- | | |
| Other | - | 725,239 |
| Associated companies | (4,929,558) | - |
| Accrued taxes | (440,851) | 669,529 |
| Accrued interest | | 151,112 |
| Lease market valuation liability | | 84,800 |
| Other | (31) | 565,750 |
| | ----- | ----- |
| | (10,586,242) | 4,472,167 |
| | ----- | ----- |
| CAPITALIZATION: | | |
| Common stockholders' equity | (11,790,609) | 8,289,341 |
| Preferred stock of consolidated subsidiaries-- | - | - |
| Not subject to mandatory redemption | - | 335,123 |
| Long-term debt and other long-term obligations- | | - |
| Preferred stock of consolidated subsidiaries | | 0 |
| subject to mandatory redemption | - | 16,764 |
| Subordinated debentures to affiliated trusts | - | 294,324 |
| Notes payable to associated companies | (198,843) | - |
| Other | (677,755) | 9,477,978 |
| | ----- | ----- |
| | (12,667,207) | 18,413,530 |
| | ----- | ----- |
| NONCURRENT LIABILITIES: | | |
| Accumulated deferred income taxes | (381,300) | 2,178,075 |
| Accumulated deferred investment tax credits | - | 218,145 |
| Asset retirement obligations | | 1,179,493 |
| Nuclear fuel disposal costs | - | 224,840 |
| Power purchase contract loss liability | - | 2,727,892 |
| Retirement benefits | - | 1,591,006 |
| Lease market valuation liability | - | 1,021,000 |
| Other | (3,541) | 883,800 |
| | ----- | ----- |
| | (384,841) | 10,024,251 |
| | ----- | ----- |
| TOTAL LIABILITIES AND CAPITALIZATION | \$ (23,638,290) | \$ 32,909,948 |
| | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT
For the Year Ended December 31, 2003
(In thousands \$)

| | FirstEnergy Holding Company | Ohio Edison Consolidated | CL E Con |
|---|-----------------------------------|--------------------------------|----------------|
| REVENUES | \$ 54,640 | \$3,044,755 | \$1 |
| EXPENSES: | | | |
| Fuel and purchased power | - | 966,892 | |
| Purchased gas | - | - | |
| Other operating expenses | 21,473 | 824,582 | |
| Provision for depreciation and amortization | - | 438,312 | |
| Goodwill impairment | - | - | |
| General taxes | - | 170,078 | |
| Total expenses | 21,473 | 2,399,864 | 1 |
| CLAIM SETTLEMENT | (2,063) | - | |
| EQUITY IN SUBSIDIARY EARNINGS | 603,089 | - | |
| INCOME BEFORE INTEREST AND INCOME TAXES | 634,193 | 644,891 | |
| NET INTEREST CHARGES: | | | |
| Interest expense | 302,635 | 113,137 | |
| Capitalized interest | - | (6,075) | |
| Subsidiaries' preferred stock dividends | - | 3,731 | |
| Net interest charges | 302,635 | 110,793 | |
| INCOME TAXES | (91,206) | 241,173 | |
| INCOME BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE | 422,764 | 292,925 | |
| DISCONTINUED OPERATIONS | - | - | |
| CUMULATIVE EFFECT OF ACCOUNTING CHANGE | - | 31,720 | |
| NET INCOME | 422,764 | 324,645 | |
| PREFERRED STOCK DIVIDEND REQUIREMENTS | - | 2,732 | |

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| | | | |
|--------------------------|------------|------------|----|
| EARNINGS ON COMMON STOCK | \$ 422,764 | \$ 321,913 | \$ |
| | ===== | ===== | == |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of the consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT
For the Year Ended December 31, 2003
(In thousands \$)

| | American Transmission Systems, Inc. | Jersey Central Power & Light | Met Con |
|---|---|------------------------------------|------------|
| | ----- | ----- | --- |
| REVENUES | \$ 201,856 | \$2,375,052 | \$1 |
| EXPENSES: | | | |
| Fuel and purchased power | - | 1,504,558 | |
| Purchased gas | - | - | |
| Other operating expenses | 70,169 | 366,695 | |
| Provision for depreciation and amortization | 30,072 | 250,077 | |
| Goodwill impairment | - | - | |
| General taxes | 32,922 | 53,481 | |
| | ----- | ----- | --- |
| Total expenses | 133,163 | 2,174,811 | |
| | ----- | ----- | --- |
| CLAIM SETTLEMENT | - | - | |
| EQUITY IN SUBSIDIARY EARNINGS | - | - | |
| | ----- | ----- | --- |
| INCOME BEFORE INTEREST AND INCOME TAXES | 68,693 | 200,241 | |
| NET INTEREST CHARGES: | | | |
| Interest expense | 26,029 | 80,733 | |
| Capitalized interest | (1,192) | (296) | |
| Subsidiaries' preferred stock dividends | - | 5,347 | |
| | ----- | ----- | --- |
| Net interest charges | 24,837 | 85,784 | |
| INCOME TAXES | 17,704 | 46,440 | |
| | ----- | ----- | --- |
| INCOME BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE | 26,152 | 68,017 | |

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| | | | |
|--|-----------|-----------|-------|
| DISCONTINUED OPERATIONS | - | - | - |
| CUMULATIVE EFFECT OF ACCOUNTING CHANGE | - | - | - |
| NET INCOME | 26,152 | 68,017 | |
| PREFERRED STOCK DIVIDEND REQUIREMENTS | - | (112) | |
| EARNINGS ON COMMON STOCK | \$ 26,152 | \$ 68,129 | \$ |
| | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidated financial statements.

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT
For the Year Ended December 31, 2003
(In thousands \$)

| | FirstEnergy Facilities Services | FirstEnergy Solutions Consolidated | FirstEnergy Operations |
|---|---------------------------------------|--|---------------------------|
| | ----- | ----- | ----- |
| REVENUES | \$ 327,095 | \$4,718,673 | \$ |
| EXPENSES: | | | |
| Fuel and purchased power | - | 3,138,731 | |
| Purchased gas | - | 594,083 | |
| Other operating expenses | 316,279 | 789,846 | |
| Provision for depreciation and amortization | 5,470 | 25,900 | |
| Goodwill impairment | 116,988 | - | |
| General taxes | - | 25,108 | |
| Total expenses | 438,737 | 4,573,668 | |
| CLAIM SETTLEMENT | - | - | |
| EQUITY IN SUBSIDIARY EARNINGS | - | - | |
| INCOME BEFORE INTEREST AND INCOME TAXES | (111,642) | 145,005 | |
| NET INTEREST CHARGES: | | | |
| Interest expense | 1,127 | 42,622 | |
| Capitalized interest | - | (6,253) | |
| Subsidiaries' preferred stock dividends | - | - | |

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| | | |
|---|-------------|-----------|
| Net interest charges | 1,127 | 36,369 |
| INCOME TAXES | (37,397) | 45,239 |
| INCOME BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE | (75,372) | 63,397 |
| DISCONTINUED OPERATIONS | (5,776) | - |
| CUMULATIVE EFFECT OF ACCOUNTING CHANGE | - | 71 |
| NET INCOME | (81,148) | 63,468 |
| PREFERRED STOCK DIVIDEND REQUIREMENTS | - | - |
| EARNINGS ON COMMON STOCK | \$ (81,148) | \$ 63,468 |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison System, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference to the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT
For the Year Ended December 31, 2003
(In thousands \$)

| | FirstEnergy Ventures Consolidated | MYR |
|---|---|------------|
| | ----- | ----- |
| REVENUES | \$ 34,995 | \$ 438,710 |
| EXPENSES: | | |
| Fuel and purchased power | 2,439 | - |
| Purchased gas | - | - |
| Other operating expenses | 19,948 | 444,087 |
| Provision for depreciation and amortization | 11,345 | 1,757 |
| Goodwill impairment | - | - |
| General taxes | 217 | - |
| Total expenses | 33,949 | 445,844 |
| CLAIM SETTLEMENT | 27,537 | - |

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| | | |
|---|-----------|------------|
| EQUITY IN SUBSIDIARY EARNINGS | - | - |
| | ----- | ----- |
| INCOME BEFORE INTEREST AND INCOME TAXES | 28,583 | (7,134) |
| NET INTEREST CHARGES: | | |
| Interest expense | 9,357 | 33 |
| Capitalized interest | 12 | - |
| Subsidiaries' preferred stock dividends | - | - |
| | ----- | ----- |
| Net interest charges | 9,369 | 33 |
| INCOME TAXES | 8,061 | (5,319) |
| | ----- | ----- |
| INCOME BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE | 11,153 | (1,848) |
| DISCONTINUED OPERATIONS | - | - |
| CUMULATIVE EFFECT OF ACCOUNTING CHANGE | - | - |
| | ----- | ----- |
| NET INCOME | 11,153 | (1,848) |
| PREFERRED STOCK DIVIDEND REQUIREMENTS | - | - |
| | ----- | ----- |
| EARNINGS ON COMMON STOCK | \$ 11,153 | \$ (1,848) |
| | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which a reference from the respective annual reports on Form 10-K for the year ended December integral part of the consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT
For the Year Ended December 31, 2003
(In thousands \$)

| | GPU Capital | FirstEnergy Properties |
|---|----------------|---------------------------|
| | ----- | ----- |
| REVENUES | \$ 599 | \$3,386 |
| EXPENSES: | | |
| Fuel and purchased power | - | - |
| Purchased gas | - | - |
| Other operating expenses | 15,158 | 1,765 |
| Provision for depreciation and amortization | 890 | 264 |

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| | | |
|---|--------------|-------|
| Goodwill impairment | - | - |
| General taxes | - | 304 |
| | ----- | ----- |
| Total expenses | 16,048 | 2,333 |
| | ----- | ----- |
| CLAIM SETTLEMENT | - | - |
| EQUITY IN SUBSIDIARY EARNINGS | - | - |
| | ----- | ----- |
| INCOME BEFORE INTEREST AND INCOME TAXES | (15,449) | 1,053 |
| NET INTEREST CHARGES: | | |
| Interest expense | 66,556 | 781 |
| Capitalized interest | - | - |
| Subsidiaries' preferred stock dividends | - | - |
| | ----- | ----- |
| Net interest charges | 66,556 | 781 |
| INCOME TAXES | (27,029) | 175 |
| | ----- | ----- |
| INCOME BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE | (54,976) | 97 |
| DISCONTINUED OPERATIONS | (60,495) | - |
| CUMULATIVE EFFECT OF ACCOUNTING CHANGE | - | - |
| | ----- | ----- |
| NET INCOME | (115,471) | 97 |
| PREFERRED STOCK DIVIDEND REQUIREMENTS | - | - |
| | ----- | ----- |
| EARNINGS ON COMMON STOCK | \$ (115,471) | \$ 97 |
| | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT
For the Year Ended December 31, 2003
(In thousands \$)

| | |
|------------------------------------|-------------------------------|
| FirstEnergy Telecom Services | FirstEnergy Service Co. |
|------------------------------------|-------------------------------|

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| | | |
|---|----------|-----------|
| | ----- | ----- |
| REVENUES | \$24,791 | \$496,100 |
| EXPENSES: | | |
| Fuel and purchased power | - | 13 |
| Purchased gas | - | - |
| Other operating expenses | 19,567 | 447,217 |
| Provision for depreciation and amortization | 823 | 37,570 |
| Goodwill impairment | - | - |
| General taxes | 314 | 13,525 |
| | ----- | ----- |
| Total expenses | 20,704 | 498,325 |
| | ----- | ----- |
| CLAIM SETTLEMENT | - | - |
| EQUITY IN SUBSIDIARY EARNINGS | - | - |
| | ----- | ----- |
| INCOME BEFORE INTEREST AND INCOME TAXES | 4,087 | (2,225) |
| NET INTEREST CHARGES: | | |
| Interest expense | 497 | 5,742 |
| Capitalized interest | (5) | (3,378) |
| Subsidiaries' preferred stock dividends | - | - |
| | ----- | ----- |
| Net interest charges | 492 | 2,364 |
| INCOME TAXES | 1,104 | (4,589) |
| | ----- | ----- |
| INCOME BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE | 2,491 | - |
| DISCONTINUED OPERATIONS | - | - |
| CUMULATIVE EFFECT OF ACCOUNTING CHANGE | - | - |
| | ----- | ----- |
| NET INCOME | 2,491 | - |
| PREFERRED STOCK DIVIDEND REQUIREMENTS | - | - |
| | ----- | ----- |
| EARNINGS ON COMMON STOCK | \$ 2,491 | \$ - |
| | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidated financial statements.

(A) GPU Service Company ceased operations in mid-2003 and combined with FirstEnergy Service Company

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT
 For the Year Ended December 31, 2003
 (In thousands \$)

| | First Communications (B) | Eliminations | Fir Con |
|---|--------------------------------|----------------|------------|
| | ----- | ----- | ----- |
| REVENUES | \$ 35,687 | \$ (4,922,832) | \$12 |
| EXPENSES: | | | |
| Fuel and purchased power | - | (3,156,211) | 4 |
| Purchased gas | - | (8,002) | 3 |
| Other operating expenses | 30,812 | (1,604,499) | 1 |
| Provision for depreciation and amortization | - | (1,700) | - |
| Goodwill impairment | - | - | - |
| General taxes | 59 | (4,553) | - |
| | ----- | ----- | ----- |
| Total expenses | 30,871 | (4,774,965) | 10 |
| | ----- | ----- | ----- |
| CLAIM SETTLEMENT | - | - | - |
| EQUITY IN SUBSIDIARY EARNINGS | - | (603,089) | - |
| | ----- | ----- | ----- |
| INCOME BEFORE INTEREST AND INCOME TAXES | 4,816 | (750,956) | 1 |
| NET INTEREST CHARGES: | | | |
| Interest expense | 403 | (147,077) | - |
| Capitalized interest | - | - | - |
| Subsidiaries' preferred stock dividends | - | 18,984 | - |
| | ----- | ----- | ----- |
| Net interest charges | 403 | (128,093) | - |
| INCOME TAXES | - | 755 | - |
| | ----- | ----- | ----- |
| INCOME BEFORE DISCONTINUED OPERATIONS AND CUMULATIVE EFFECT OF ACCOUNTING CHANGE | 4,413 | (623,618) | - |
| DISCONTINUED OPERATIONS | - | - | - |
| CUMULATIVE EFFECT OF ACCOUNTING CHANGE | - | - | - |
| | ----- | ----- | ----- |
| NET INCOME | 4,413 | (623,618) | - |
| PREFERRED STOCK DIVIDEND REQUIREMENTS | - | (18,984) | - |
| | ----- | ----- | ----- |
| EARNINGS ON COMMON STOCK | \$ 4,413 | \$ (604,634) | \$ |
| | ===== | ===== | ===== |

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, w

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incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of the consolidating financial statements.

(B) Includes elimination of 35% non-affiliated minority interest in First Communications LLC.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS For the Year Ended December 31, 2003 (In thousands \$)

| | FirstEnergy Holding Company ----- | Ohio Edison Consolidated ----- | Cleveland Electric Consolidated ----- |
|---|--|---|--|
| RETAINED EARNINGS: | | | |
| Balance - Beginning of Period | \$1,634,981 | \$ 800,021 | \$ 262,323 |
| Net Income | 422,764 ----- | 324,645 ----- | 239,411 ----- |
| Subtotal | 2,057,745 | 1,124,666 | 501,734 |
| Common Stock Dividends Declared | (453,360) | (599,000) | - |
| Preferred Stock Dividends Declared | - | (2,732) | (7,429) |
| Other | - ----- | - ----- | (93,000) ----- |
| Balance - End of Period | \$1,604,385 ===== | \$ 522,934 ===== | \$ 494,212 ===== |
| ACCUMULATED OTHER COMPREHENSIVE INCOME: | | | |
| Balance - Beginning of Period | \$ (656,148) | \$ (59,495) | \$ (44,284) |
| Net Changes | 303,499 ----- | 20,802 ----- | 46,937 ----- |
| Balance - End of Period | \$ (352,649) ===== | \$ (38,693) ===== | \$ 2,653 ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of the consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
 For the Year Ended December 31, 2003
 (In thousands \$)

| | American Transmission Systems, Inc. | Jersey Central Power & Light | Metropolitan Edison Consolidated |
|---|---|------------------------------------|--|
| | ----- | ----- | ----- |
| RETAINED EARNINGS: | | | |
| Balance - Beginning of Period | \$ 10,726 | \$ 92,003 | \$ 17,841 |
| Net Income | 26,152 | 68,017 | 61,170 |
| | ----- | ----- | ----- |
| Subtotal | 36,878 | 160,020 | 79,011 |
| Common Stock Dividends Declared | (14,000) | (138,000) | (52,000) |
| Preferred Stock Dividends Declared | | (500) | |
| Other | - | 612 | - |
| | ----- | ----- | ----- |
| Balance - End of Period | \$ 22,878 | \$ 22,132 | \$ 27,011 |
| | ===== | ===== | ===== |
| ACCUMULATED OTHER COMPREHENSIVE INCOME: | | | |
| Balance - Beginning of Period | \$ (374) | \$ (865) | \$ (39) |
| Net Changes | 52 | (50,900) | (32,435) |
| | ----- | ----- | ----- |
| Balance - End of Period | \$ (322) | \$ (51,765) | \$ (32,474) |
| | ===== | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidated financial statements.

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| | FirstEnergy Facilities Services ----- | FirstEnergy Solutions ----- | FirstEnergy Nuclear Operating ----- |
|---|--|-----------------------------------|--|
| RETAINED EARNINGS: | | | |
| Balance - Beginning of Period | \$ 21,121 | \$ (142,468) | \$ (12,468) |
| Net Income | (81,148) | 63,468 | 1,212 |
| Subtotal | (60,027) | (79,000) | (11,256) |
| Common Stock Dividends Declared | - | - | - |
| Preferred Stock Dividends Declared | - | - | - |
| Other | (5,340) | - | - |
| Balance - End of Period | \$ (65,367) | \$ (79,000) | \$ (11,256) |
| ACCUMULATED OTHER COMPREHENSIVE INCOME: | | | |
| Balance - Beginning of Period | \$ - | \$ (11,955) | \$ (34,955) |
| Net Changes | - | 6,995 | 25,800 |
| Balance - End of Period | \$ - | \$ (4,960) | \$ (9,155) |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2003
(In thousands \$)

| | FirstEnergy Ventures Consolidated ----- | MYR ----- | GPU Advanced Resources ----- |
|-------------------------------|--|--------------|---------------------------------------|
| RETAINED EARNINGS: | | | |
| Balance - Beginning of Period | \$ 1,163 | \$ 8,191 | \$ (1,028) |

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| | | | |
|---|-----------|------------|--------|
| Net Income | 11,153 | (1,848) | |
| | ----- | ----- | ----- |
| Subtotal | 12,316 | 6,343 | (1) |
| Common Stock Dividends Declared | - | (25,000) | |
| Preferred Stock Dividends Declared | | | |
| Other | 185 | 14,130 | |
| | ----- | ----- | ----- |
| Balance - End of Period | \$ 12,501 | \$ (4,527) | \$ (1) |
| | ===== | ===== | ===== |
| ACCUMULATED OTHER COMPREHENSIVE INCOME: | | | |
| Balance - Beginning of Period | \$ - | \$ - | \$ - |
| Net Changes | - | - | - |
| | ----- | ----- | ----- |
| Balance - End of Period | \$ - | \$ - | \$ - |
| | ===== | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2003
(In thousands \$)

| | GPU Capital | FirstEnergy Properties | Lice Holdi |
|------------------------------------|----------------|---------------------------|---------------|
| | ----- | ----- | ----- |
| RETAINED EARNINGS: | | | |
| Balance - Beginning of Period | \$ (113,913) | \$ 3,396 | \$ - |
| Net Income | (115,471) | 97 | - |
| | ----- | ----- | ----- |
| Subtotal | (229,384) | 3,493 | |
| Common Stock Dividends Declared | - | - | |
| Preferred Stock Dividends Declared | | | |
| Other | - | - | |

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| | | | |
|---|-----------------------|-------------------|----------|
| | ----- | ----- | --- |
| Balance - End of Period | \$ (229,384) ===== | \$ 3,493 ===== | \$ == |
| ACCUMULATED OTHER COMPREHENSIVE INCOME: | | | |
| Balance - Beginning of Period | \$ (91,461) | \$ - | \$ |
| Net Changes | - ----- | - ----- | -- |
| Balance - End of Period | \$ (91,461) ===== | \$ - ===== | \$ == |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2003
(In thousands \$)

| | FirstEnergy Telecom Services ----- | FirstEnergy Service Co. ----- | GPU Nuclear ----- |
|---|---|--|-------------------------|
| RETAINED EARNINGS: | | | |
| Balance - Beginning of Period | \$ 2,855 | \$ 2,595 | \$ - |
| Net Income | 2,491 ----- | - ----- | - ---- |
| Subtotal | 5,346 | 2,595 | - |
| Common Stock Dividends Declared | - | - | - |
| Preferred Stock Dividends Declared | | | |
| Other | (186) ----- | - ----- | - ---- |
| Balance - End of Period | \$ 5,160 ===== | \$ 2,595 ===== | \$ - ===== |
| ACCUMULATED OTHER COMPREHENSIVE INCOME: | | | |
| Balance - Beginning of Period | \$ - | \$ (268,467) | \$ - |

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| | | | |
|-------------------------|-------|-------------|-------|
| Net Changes | - | 203,200 | - |
| | ----- | ----- | ---- |
| Balance - End of Period | \$ - | \$ (65,267) | \$ - |
| | ===== | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of the consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2003
(In thousands \$)

| | Eliminations | FirstEnergy Corp. Consolidated |
|---|----------------|--------------------------------|
| | ----- | ----- |
| RETAINED EARNINGS: | | |
| Balance - Beginning of Period | \$ (1,102,153) | \$ 1,634,981 |
| Net Income | (623,618) | 422,764 |
| | ----- | ----- |
| Subtotal | (1,725,771) | 2,057,745 |
| Common Stock Dividends Declared | 864,869 | (453,360) |
| Preferred Stock Dividends Declared | 19,499 | - |
| Other | (8,037) | - |
| | ----- | ----- |
| Balance - End of Period | \$ (849,440) | \$ 1,604,385 |
| | ===== | ===== |
| ACCUMULATED OTHER COMPREHENSIVE INCOME: | | |
| Balance - Beginning of Period | 537,773 | (656,148) |
| Net Changes | (206,418) | 303,499 |
| | ----- | ----- |
| Balance - End of Period | \$ 331,355 | \$ (352,649) |
| | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
 For the Year Ended December 31, 2003
 (In thousands \$)

| | FirstEnergy Holding Company ----- | Ohio Edison Consolidated ----- | Cleve Elect Consol ----- |
|--|--|---|-----------------------------------|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net Income | \$ 422,764 | \$ 324,645 | \$ 23 |
| Adjustments to reconcile net income to net cash from operating activities-- | | | |
| Provision for depreciation and amortization | - | 438,312 | 19 |
| Nuclear fuel and capital lease amortization | - | 39,317 | 1 |
| Undistributed subsidiary earnings | (9,895) | - | (1 |
| Other amortization and accruals, net | - | - | (1 |
| Deferred costs recoverable as regulatory assets | - | - | |
| Goodwill impairment | - | - | |
| Disallowed purchased power costs | - | - | |
| Investment Impairments | - | - | |
| Deferred income taxes, net | (3,986) | (73,541) | 2 |
| Investment tax credits, net | - | (14,747) | (|
| Cumulative effect of accounting change | - | (54,109) | (7 |
| Loss from discontinued operations | - | - | |
| Receivables | (1,212,913) | 170,492 | (1 |
| Materials and supplies | - | (2,038) | |
| Accounts payable | 249,488 | 132,983 | (5 |
| Deferred lease costs | - | (4,183) | (7 |
| Other | 72,452 | 154,491 | 11 |
| | ----- | ----- | ----- |
| Net cash provided from operating activities | (482,090) | 1,111,622 | 36 |
| | ----- | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| New Financing- | | | |
| Common stock | 934,138 | - | |
| Long-term debt | - | 365,000 | 29 |
| Short-term borrowings, net | (630,000) | (224,788) | (10 |
| Equity contributions from parent | - | - | 30 |
| Redemptions and repayments- | | | |
| Common stock | - | - | |
| Preferred stock | - | (750) | (|
| Long-term debt | (130,682) | (519,506) | (67 |
| Dividend payments | | | |
| Common stock | (453,360) | (599,000) | |
| Preferred stock | - | (2,732) | (|
| | ----- | ----- | ----- |
| Net cash provided from (used for) financing activities | (279,904) | (981,776) | (19 |
| | ----- | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Property additions | - | (189,019) | (13 |
| Proceeds from sale of assets | - | - | |

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| | | | |
|---|--------------|-------------|-------|
| Cash investments | - | - | 4 |
| Affiliated company transactions | 474,339 | 66,401 | (|
| Other | (340) | (25,857) | (7 |
| | ----- | ----- | ----- |
| Net cash provided from (used for) investing activities | 473,999 | (148,475) | (17 |
| | ----- | ----- | ----- |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | \$ (287,995) | \$ (18,629) | \$ (|
| | ===== | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, New Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference to the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2003
(In thousands \$)

| | American Transmission Systems, Inc. | Jersey Central Power & Light | Metro Ed Conso |
|--|---|------------------------------------|----------------------|
| | ----- | ----- | ----- |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net Income | \$ 26,152 | \$ 68,017 | \$ 6 |
| Adjustments to reconcile net income to net cash from operating activities-- | | | |
| Provision for depreciation and amortization | 30,072 | 250,077 | 8 |
| Nuclear fuel and capital lease amortization | - | - | |
| Undistributed subsidiary earnings | - | - | |
| Other amortization and accruals, net | - | - | |
| Deferred costs recoverable as regulatory assets | - | (164,290) | (1 |
| Goodwill impairment | - | - | |
| Disallowed purchased power costs | - | 152,500 | |
| Investment Impairments | - | - | |
| Deferred income taxes, net | 7,791 | 64,600 | 4 |
| Investment tax credits, net | (756) | (2,228) | |
| Cumulative effect of accounting change | - | - | |
| Loss from discontinued operations | - | - | |
| Receivables | 22,025 | 4,528 | 1 |
| Materials and supplies | - | (1,139) | |
| Accounts payable | 7,136 | (153,953) | (2 |
| Deferred lease costs | - | - | |
| Other | 2,561 | (38,160) | (3 |
| | ----- | ----- | ----- |
| Net cash provided from operating activities | 94,981 | 179,952 | 13 |
| | ----- | ----- | ----- |

CASH FLOWS FROM FINANCING ACTIVITIES:

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| | | | |
|--|----------|------------|-------|
| New Financing- | | | |
| Common stock | - | - | |
| Long-term debt | - | 150,000 | 24 |
| Short-term borrowings, net | 145 | 230,985 | (2 |
| Equity contributions from parent | - | - | |
| Redemptions and repayments- | | | |
| Common stock | - | - | |
| Preferred stock | - | (125,244) | |
| Long-term debt | - | (251,815) | (26 |
| Dividend payments | | | |
| Common stock | (14,000) | (138,000) | (5 |
| Preferred stock | - | (5,235) | |
| | ----- | ----- | ----- |
| Net cash provided from (used for) financing activities | (13,855) | (139,309) | (8 |
| | ----- | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Property additions | (17,406) | (122,930) | (4 |
| Proceeds from sale of assets | - | - | |
| Cash investments | - | - | |
| Affiliated company transactions | (64,027) | 78,112 | (|
| Other | (16) | (377) | (|
| | ----- | ----- | ----- |
| Net cash provided from (used for) investing activities | (81,449) | (45,195) | (6 |
| | ----- | ----- | ----- |
| NET INCREASE (DECREASE) IN | | | |
| CASH AND CASH EQUIVALENTS | \$ (323) | \$ (4,552) | \$ (1 |
| | ===== | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2003
(In thousands \$)

| | FirstEnergy Facilities Services | FirstEnergy Solutions | First Nuc Operat |
|---|---------------------------------------|--------------------------|------------------------|
| | ----- | ----- | ----- |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net Income | \$ (81,148) | \$ 63,468 | \$ |
| Adjustments to reconcile net income | | | |
| to net cash from operating activities-- | | | |
| Provision for depreciation and amortization | 5,470 | 25,900 | |
| Nuclear fuel and capital lease amortization | - | - | |
| Undistributed subsidiary earnings | - | - | |

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| | | | |
|--|-------------|-----------|-------|
| Other amortization and accruals, net | - | - | |
| Deferred costs recoverable as regulatory assets | - | - | |
| Goodwill impairment | 116,988 | - | |
| Disallowed purchased power costs | - | - | |
| Investment Impairments | - | - | |
| Deferred income taxes, net | (34,178) | (20,151) | (2) |
| Investment tax credits, net | - | - | |
| Cumulative effect of accounting change | - | (122) | |
| Loss from discontinued operations | 5,776 | - | |
| Receivables | 8,606 | (36,752) | 9 |
| Materials and supplies | (35) | 10,797 | |
| Accounts payable | (6,804) | (71,736) | (6) |
| Deferred lease costs | - | - | |
| Other | (2,473) | (70,220) | 3 |
| | ----- | ----- | ----- |
| Net cash provided from operating activities | 12,202 | (98,816) | 4 |
| | ----- | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| New Financing- | | | |
| Common stock | - | - | |
| Long-term debt | - | - | |
| Short-term borrowings, net | (8,887) | 254,933 | |
| Equity contributions from parent | - | - | |
| Redemptions and repayments- | | | |
| Common stock | - | - | |
| Preferred stock | - | - | |
| Long-term debt | (426) | 3 | |
| Dividend payments | | | |
| Common stock | - | - | |
| Preferred stock | - | - | |
| | ----- | ----- | ----- |
| Net cash provided from (used for) financing activities | (9,313) | 254,936 | |
| | ----- | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Property additions | (4,302) | (130,294) | |
| Proceeds from sale of assets | 61,396 | - | |
| Cash investments | - | - | |
| Affiliated company transactions | - | - | (4) |
| Other | (70,386) | (23,883) | |
| | ----- | ----- | ----- |
| Net cash provided from (used for) investing activities | (13,292) | (154,177) | (4) |
| | ----- | ----- | ----- |
| NET INCREASE (DECREASE) IN | | | |
| CASH AND CASH EQUIVALENTS | \$ (10,403) | \$ 1,943 | \$ |
| | ===== | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidated financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2003
(In thousands \$)

| | FirstEnergy Ventures Consolidated | MYR | G Adva Reso |
|--|---|------------|-------------------|
| | ----- | ----- | ----- |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net Income | \$ 11,153 | \$ (1,848) | \$ |
| Adjustments to reconcile net income to net cash from operating activities-- | | | |
| Provision for depreciation and amortization | 11,345 | 1,757 | |
| Nuclear fuel and capital lease amortization | - | - | |
| Undistributed subsidiary earnings | - | - | |
| Other amortization and accruals, net | - | - | |
| Deferred costs recoverable as regulatory assets | - | - | |
| Goodwill impairment | - | - | |
| Disallowed purchased power costs | - | - | |
| Investment Impairments | - | - | |
| Deferred income taxes, net | 6,846 | 2,730 | |
| Investment tax credits, net | - | - | |
| Cumulative effect of accounting change | - | - | |
| Loss from discontinued operations | - | - | |
| Receivables | (28,401) | 1,625 | |
| Materials and supplies | 3,927 | - | |
| Accounts payable | 3,847 | 323 | |
| Deferred lease costs | - | - | |
| Other | 12,367 | (6,590) | |
| | ----- | ----- | ----- |
| Net cash provided from operating activities | 21,084 | (2,003) | |
| | ----- | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| New Financing- | | | |
| Common stock | - | - | |
| Long-term debt | - | - | |
| Short-term borrowings, net | (305) | - | |
| Equity contributions from parent | - | - | |
| Redemptions and repayments- | | | |
| Common stock | - | - | |
| Preferred stock | - | - | |
| Long-term debt | (2,833) | - | |
| Dividend payments | | | |
| Common stock | - | (25,000) | |
| Preferred stock | - | - | |
| | ----- | ----- | ----- |
| Net cash provided from (used for) financing activities | (3,138) | (25,000) | |
| | ----- | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Property additions | (398) | (4,940) | |
| Proceeds from sale of assets | - | - | |
| Cash investments | - | - | |
| Affiliated company transactions | (12,551) | (2,965) | |
| Other | (3,023) | 900 | |
| | ----- | ----- | ----- |

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| | | | |
|---|----------|-------------|-------|
| Net cash provided from (used for) investing activities | (15,972) | \$ (7,005) | |
| | ----- | ----- | ----- |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | \$ 1,974 | \$ (34,008) | \$ |
| | ===== | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2003
(In thousands \$)

| | GPU Power | FirstEnergy Properties | L Ho |
|--|--------------|---------------------------|---------|
| | ----- | ----- | ----- |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net Income | \$ (58,896) | \$ 97 | |
| Adjustments to reconcile net income to net cash from operating activities-- | | | |
| Provision for depreciation and amortization | - | 264 | |
| Nuclear fuel and capital lease amortization | - | - | |
| Undistributed subsidiary earnings | - | - | |
| Other amortization and accruals, net | - | - | |
| Deferred costs recoverable as regulatory assets | - | - | |
| Goodwill impairment | - | - | |
| Disallowed purchased power costs | - | - | |
| Investment Impairments | 25,953 | - | |
| Deferred income taxes, net | 1,062 | 132 | |
| Investment tax credits, net | - | - | |
| Cumulative effect of accounting change | - | - | |
| Loss from discontinued operations | 34,915 | - | |
| Receivables | 16,738 | (229) | |
| Materials and supplies | 5,845 | - | |
| Accounts payable | (1,244) | (79) | |
| Deferred lease costs | - | - | |
| Other | 5,504 | (1,960) | |
| | ----- | ----- | |
| Net cash provided from operating activities | 29,877 | (1,775) | |
| | ----- | ----- | |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| New Financing- | | | |
| Common stock | - | - | |
| Long-term debt | - | - | |
| Short-term borrowings, net | - | - | |

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| | | |
|--|-------------|--------|
| Equity contributions from parent | - | - |
| Redemptions and repayments- | | |
| Common stock | (14,000) | - |
| Preferred stock | - | - |
| Long-term debt | (38,307) | (241) |
| Dividend payments | | |
| Common stock | (869) | - |
| Preferred stock | - | - |
| | ----- | ----- |
| Net cash provided from (used for) financing activities | (53,176) | (241) |
| | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Property additions | - | - |
| Proceeds from sale of assets | 5,000 | 1,657 |
| Cash investments | - | - |
| Affiliated company transactions | - | 217 |
| Other | - | 141 |
| | ----- | ----- |
| Net cash provided from (used for) investing activities | 5,000 | 2,015 |
| | ----- | ----- |
| NET INCREASE (DECREASE) IN | | |
| CASH AND CASH EQUIVALENTS | \$ (18,299) | \$ (1) |
| | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2003
(In thousands \$)

| | FirstEnergy Telecom Services | FirstEnergy Service Co. | G Nuc |
|--|------------------------------------|-------------------------------|----------|
| | ----- | ----- | ----- |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net Income | \$ 2,491 | \$ - | \$ - |
| Adjustments to reconcile net income to net cash from operating activities-- | | | |
| Provision for depreciation and amortization | 823 | 39,270 | |
| Nuclear fuel and capital lease amortization | - | - | |
| Undistributed subsidiary earnings | - | - | |
| Other amortization and accruals, net | - | - | |
| Deferred costs recoverable as regulatory assets | - | - | |
| Goodwill impairment | - | - | |

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| | | | |
|--|----------|-------------|-------|
| Disallowed purchased power costs | - | - | |
| Investment Impairments | - | - | |
| Deferred income taxes, net | 4,808 | 8,763 | |
| Investment tax credits, net | - | - | |
| Cumulative effect of accounting change | - | - | |
| Loss from discontinued operations | - | - | |
| Receivables | (8,421) | 283,001 | 1 |
| Materials and supplies | (490) | (19,077) | |
| Accounts payable | (10,426) | 477,280 | (1 |
| Deferred lease costs | - | - | |
| Other | (6,101) | 127,981 | |
| | ----- | ----- | ----- |
| Net cash provided from operating activities | (17,316) | 917,218 | (|
| | ----- | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| New Financing- | | | |
| Common stock | - | - | |
| Long-term debt | - | 8,182 | |
| Short-term borrowings, net | 20,830 | 2,278,404 | |
| Equity contributions from parent | - | - | |
| Redemptions and repayments- | | | |
| Common stock | - | - | |
| Preferred stock | - | - | |
| Long-term debt | - | - | |
| Dividend payments | | | |
| Common stock | - | - | |
| Preferred stock | - | - | |
| | ----- | ----- | ----- |
| Net cash provided from (used for) financing activities | 20,830 | 2,286,586 | |
| | ----- | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Property additions | (3,028) | (73,583) | |
| Proceeds from sale of assets | - | - | |
| Cash investments | - | (31,873) | |
| Affiliated company transactions | - | (2,825,798) | |
| Other | (493) | 69,247 | |
| | ----- | ----- | ----- |
| Net cash provided from (used for) investing activities | (3,521) | (2,862,007) | |
| | ----- | ----- | ----- |
| NET INCREASE (DECREASE) IN | | | |
| CASH AND CASH EQUIVALENTS | \$ (7) | \$ 341,797 | \$ |
| | ===== | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated in the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of these consolidating financial statements.

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For the Year Ended December 31, 2003
(In thousands \$)

| | Eliminations ----- | FirstEnergy Corp. Consolidated ----- |
|--|-----------------------|---|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net Income | \$ (623,567) | \$ 422,764 |
| Adjustments to reconcile net income to net cash from operating activities-- | | |
| Provision for depreciation and amortization | (1,717) | 1,281,690 |
| Nuclear fuel and capital lease amortization | - | 66,072 |
| Undistributed subsidiary earnings | 9,895 | - |
| Other amortization and accruals, net | - | (16,278) |
| Deferred costs recoverable as regulatory assets | - | (216,829) |
| Goodwill impairment | - | 116,988 |
| Disallowed purchased power costs | - | 152,500 |
| Investment Impairments | - | 43,803 |
| Deferred income taxes, net | 11,776 | 80,043 |
| Investment tax credits, net | - | (26,404) |
| Cumulative effect of accounting change | - | (174,663) |
| Loss from discontinued operations | - | 101,379 |
| Receivables | 797,522 | 66,311 |
| Materials and supplies | - | 5,399 |
| Accounts payable | (608,521) | (169,652) |
| Deferred lease costs | - | (119,398) |
| Other | (248,122) | 338,737 |
| | ----- | ----- |
| Net cash provided from operating activities | (662,734) | 1,952,462 |
| | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| New Financing- | | |
| Common stock | (1,794) | 934,138 |
| Long-term debt | (45,878) | 1,027,312 |
| Short-term borrowings, net | (2,340,199) | (575,391) |
| Equity contributions from parent | (300,000) | - |
| Redemptions and repayments- | | |
| Common stock | 14,000 | - |
| Preferred stock | - | (127,087) |
| Long-term debt | 45,878 | (2,128,567) |
| Dividend payments | | |
| Common stock | 864,869 | (453,360) |
| Preferred stock | 24,262 | - |
| | ----- | ----- |
| Net cash provided from (used for) financing activities | (1,738,862) | (1,322,955) |
| | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Property additions | - | (856,316) |
| Proceeds from sale of assets | - | 78,743 |
| Cash investments | - | 52,884 |
| Affiliated company transactions | 2,361,748 | - |
| Other | 39,848 | 12,856 |
| | ----- | ----- |
| Net cash provided from (used for) investing activities | 2,401,596 | (711,833) |
| | ----- | ----- |

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| | | |
|---|-------|-------------|
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | \$ - | \$ (82,326) |
| | ===== | ===== |

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2003, are an integral part of the consolidating financial statements.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

A. Annual Reports

The following documents are incorporated by reference:

- A-1 FirstEnergy Corp. - Annual Report on Form 10-K for 2003 (File No. 333-21011)
Ohio Edison Company - Annual Report on Form 10-K for 2003 (File No. 1-2578)
The Cleveland Electric Illuminating Company - Annual Report on Form 10-K for 2003 (File No. 1-2323)
The Toledo Edison Company - Annual Report on Form 10-K for 2003 (File No. 1-3583)
Pennsylvania Power Company - Annual Report on Form 10-K for 2003 (File No. 1-3491)
Jersey Central Power & Light Company - Annual Report on Form 10-K for 2003 (File No. 1-3141)
JCP&L Transition Funding, LLC - Annual Report on Form 10-K for 2003 (File No. 333-31250)
Metropolitan Edison Company - Annual Report on Form 10-K for 2003 (File No. 1-446)
Pennsylvania Electric Company - Annual Report on Form 10-K for 2003 (File No. 1-3522)

B. Certificates of Incorporation, Articles of Incorporation, By-Laws, Partnership Agreements and Other Organizational Documents

FirstEnergy Corp (FirstEnergy)

- B-1 Articles of Incorporation constituting FirstEnergy Corp.'s Articles of Incorporation, dated September 17, 1996. (September 17, 1996 Form 8-K, Exhibit C)
- B-2 Amended Articles of Incorporation of FirstEnergy Corp -incorporated by reference to Exhibit (3)-1(a) to FirstEnergy's Annual Report on Form 10-K for 2002. (File No. 333-21011)

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- B-3 Regulations of FirstEnergy Corp. (September 17, 1996 Form 8-K, Exhibit D)
- B-4 FirstEnergy Corp. Amended Code of Regulations - incorporated by reference to Exhibit (3)-2(a) to FirstEnergy's Annual Report on Form 10-K for 2002. (File No. 333-21011)
- B-5 Incorporated by reference to Exhibit B to FirstEnergy's Form U5B for the year 2002, File No. 030-00039.

American Transmissions Systems, Inc. (ATSI)
Centerior Indemnity Trust
Centerior Service Company
FE Acquisition Corp.
First Communications, LLC
FE Holdings, LLC

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibit

FirstEnergy Corp (FirstEnergy)

FELHC, Inc.
FirstEnergy Facilities Services Group, LLC (FEFSG)
FirstEnergy Nuclear Operating Company
FirstEnergy Properties, Inc.
FirstEnergy Securities Transfer Company
FirstEnergy Service Company
FirstEnergy Solutions Corp. (FES)
FirstEnergy Ventures Corp.
MARBEL Energy Corporation
PowerSpan Corp.
UMICO Holdings, Inc.

GPU Telcom, GPU Nuclear (GPUN), GPU Diversified Holdings and

GPU Enertech Holdings

- B-6 Certificate of Incorporation of GPUN, dated as of September 5, 1980 - incorporated by reference to Exhibit A-1 to Application on Form U-1, File No. 70-6443.
- B-7 Certificate of Amendment to the Certificate of Incorporation of GPUN dated August 1, 1996 - incorporated by reference to Exhibit B-7 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-8 Amended By-Laws of GPUN, dated as of April 29, 1993 - incorporated by reference to Exhibit 3-A to GPU, Inc.'s Annual Report on Form 10K for 1993, File No.1-6047.
- B-9 Articles of Incorporation of Saxton Nuclear Experimental Corporation (Saxton) dated as of March 29, 1974 - incorporated by reference to Exhibit B-12 to GPU, Inc.'s Annual Report on Form U5S for the year 1988,

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File No. 30-126.

- B-10 Amended By-Laws of Saxton, dated as of March 30, 1984 - incorporated by reference to Exhibit A-1(e) to Application on Form U-1, File No. 70-7398.
- B-11 Amendment to Section 37 of the By-Laws of Saxton, dated as of August 27, 1987 - incorporated by reference to Exhibit A-2(b), Certificate Pursuant to Rule 24, File No. 70-7398.
- B-12 Certificate of Incorporation of GPU Telcom Services, Inc., dated as of September 13, 1996 - incorporated by reference to Exhibit B-18 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-13 By-Laws of GPU Telcom Services, Inc., dated as of March 6, 1997 - incorporated by reference to Exhibit B-19 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibit

GPU Telcom, GPU Nuclear (GPUN), GPU Diversified Holdings and

GPU Enertech Holdings

- B-14 Certificate of Formation of GPU Diversified Holdings, LLC dated August 3, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-15 Limited Liability Company Agreement of GPU Diversified Holdings LLC dated December 12, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-16 Certificate of Incorporation of GPU Enertech Holdings, Inc. dated February 22, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-17 By-Laws of GPU Enertech Holdings, Inc. dated February 22, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

Ohio Edison Company (OE)

- B-18 Amended Articles of Incorporation, Effective June 21, 1994, constituting OE's Articles of Incorporation. (1994 Form 10-K, Exhibit 3-1.)
- B-19 Amended and Restated Code of Regulations, amended March 15, 2002 - incorporated by reference to Exhibit 3-2 to OE's Annual Report on Form 10-K for 2001, File No. 1-2578.

Pennsylvania Power Company (Penn)

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-
- B-20 Amended and Restated Articles of Incorporation, as amended March 15, 2002 - incorporated by reference to Exhibit 3-1 to Penn's Annual Report on Form 10-K for 2001, File No. 1-3491.
 - B-21 Amended and Restated By-Laws of Penn, as amended March 15, 2002 - incorporated by reference to Exhibit 3-2 to Penn's Annual Report on Form 10-K for 2001, File No. 1-3491.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

The Cleveland Electric Illuminating Company (CEI)

- B-22 Amended Articles of Incorporation of CEI, as amended, effective May 28, 1993 (Exhibit 3a, 1993 Form 10-K, File No. 1-2323).
- B-23 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3c to CEI's Annual Report on Form 10-K for 2001, File No. 1-2323.

The Toledo Edison Company (TE)

- B-24 Amended Articles of Incorporation of TE, as amended effective October 2, 1992 (Exhibit 3a, 1992 Form 10-K, File No. 1-3583).
- B-25 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3b to TE's Annual Report on Form 10-K for 2001, File No. 1-3583.

JCP&L

- B-26 Restated Certificate of Incorporation of JCP&L, dated as of May 26, 1982 - incorporated by reference to Exhibit 3-A to JCP&L's Annual Report on Form 10-K for 1990, File No. 1-3141.
- B-27 Certificate of Amendment to Restated Certificate of Incorporation of JCP&L, dated as of June 19, 1992 - incorporated by reference to Exhibit A-2(a), Certificate Pursuant to Rule 24, File No. 70-7949.
- B-28 Certificate of Amendment to Restated Certificate of Incorporation of JCP&L, dated as of June 19, 1992 - incorporated by reference to Exhibit A-2(a)(i), Certificate Pursuant to Rule 24, File No. 70-7949.
- B-29 Amended By-Laws of JCP&L, dated as of May 25, 1993 - incorporated by reference to Exhibit 3-B to JCP&L's Annual Report on Form 10-K for 1993, File No. 1-3141.
- B-30 Payment and Guarantee Agreement of JCP&L, dated as of May 18, 1995 -

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incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, File No. 70-8495.

- B-31 Certificate of Formation of JCP&L Transition Funding LLC dated February 24, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-32 Limited Liability Company Agreement for JCP&L Transition Funding LLC dated February 24, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

- B-33 Articles of Incorporation of York Haven Power Company, dated as of December 18, 1967 - incorporated by reference to Exhibit B-15 to GPU, Inc.'s Annual Report on Form U5S for the year 1988, File No. 30-126.
- B-34 Certificate of Incorporation of Met-Ed Preferred Capital, Inc., dated as of May 6, 1994 - incorporated by reference to Exhibit 3-C to Registration Statement on Form S-3, Registration No. 33-53673.
- B-35 Amended By-Laws of York Haven Power Company, dated as of January 1, 1985 - incorporated by reference to Exhibit A-1(d), Application on Form U-1, File No. 70-7398.
- B-36 Amendment to Section 29 of the By-Laws of York Haven Power Company, dated as of September 8, 1987 - incorporated by reference to Exhibit A-2(a), Certificate Pursuant to Rule 24, File No. 70-7398.
- B-37 By-Laws of Met-Ed Preferred Capital, Inc., dated as of May 6, 1994 - incorporated by reference to Exhibit A-2, Application on Form U-1, File No. 70-8401.
- B-38 Amended and Restated Limited Partnership Agreement of Met-Ed Capital, L.P., dated as of August 16, 1994 - incorporated by reference to Exhibit A-5(a), Certificate Pursuant to Rule 24, File No. 70-8401.
- B-39 Certificate of Incorporation of Met-Ed Preferred Capital II, Inc., dated as of September 1, 1998- incorporated by reference to Exhibit 3-C, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01 and 333-62967-02.
- B-40 By-Laws of Met-Ed Preferred Capital II, Inc., dated as of September 1, 1998- incorporated by reference to Exhibit 3-D, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01 and 333-62967-02.
- B-41 Certificate of Limited Partnership of Met-Ed Capital II, L.P., dated as of September 1, 1998-incorporated by reference to Exhibit 3E, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01 and 333-62967-02.

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B-42 Certificate of Business Trust Registration of Met-Ed Capital Trust, dated as of September 1, 1998- incorporated by reference to Exhibit 4-K, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01, and 333-62967-02.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

- B-43 Restated Articles of Incorporation of Met-Ed dated March 8, 1999 - incorporated by reference to Exhibit 3-E of Met-Ed's Annual Report on Form 10-K for the year 1999, File No. 1-446.
- B-44 Payment and Guarantee Agreement of Met-Ed, dated May 28, 1999 - incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, File No. 70-9329.
- B-45 Amendment No. 1 to Payment and Guarantee Agreement of Met-Ed, dated November 23, 1999 - incorporated by reference to Exhibit 4-H of Met-Ed's Annual Report on Form 10-K for the year 1999, File No. 1-446.
- B-46 Amended By-Laws of Met-Ed as of May 16, 2000 - incorporated by reference to Exhibit 3-F of Met-Ed's Annual Report on Form 10-K for the year 2000, File No. 2-27099.

Penelec

- B-47 Articles of Incorporation of Nineveh Water Company (formerly Penelec Water Company), dated as of May 22, 1920 - incorporated by reference to Exhibit B-36 to GPU, Inc.'s Annual Report on Form U5S for the year 1988, File No. 30-126.
- B-48 Certificate of Incorporation of Penelec Preferred Capital, Inc., dated as of May 9, 1994 - incorporated by reference to Exhibit 3-C to Registration Statement on Form S-3, Registration No. 33-53677.
- B-49 By-Laws of Nineveh Water Company, dated as of May 22, 1920 - incorporated by reference to Exhibit A-1(c), Application on Form U-1, File No. 70-7398.
- B-50 Amendment to Article V, Section 6 of the By-Laws of Nineveh Water Company, dated as of August 27, 1987 - incorporated by reference to Exhibit A-1 (c), Certificate Pursuant to Rule 24, File No. 70-7398.
- B-51 By-Laws of Penelec Preferred Capital, Inc., dated as of May 9, 1994 - incorporated by reference to Exhibit A-2, Application on Form U-1, File No. 70-8403.
- B-52 Amended and Restated Limited Partnership Agreement of Penelec Capital, L.P., dated as of June 27, 1994 - incorporated by reference to Exhibit A-5(a), Certificate Pursuant to Rule 24, File No. 70-8403.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penelec

- B-53 Payment and Guarantee Agreement of Penelec, dated June 16, 1999 - incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, File No. 70-9327.
- B-54 Amendment No. 1 to Payment and Guarantee Agreement of Penelec, dated November 23, 1999 - incorporated by reference to Exhibit 4-J of Penelec's Annual Report on Form 10-K for the year 1999, File No. 1-3522.
- B-55 Certificate of Incorporation of Penelec Preferred Capital II, Inc., dated as of August 20, 1998- incorporated by reference to Exhibit 3-C, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.
- B-56 By-Laws of Penelec Preferred Capital II, Inc., dated as of August 20, 1998- incorporated by reference to Exhibit 3-D, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.
- B-57 Certificate of Limited Partnership of Penelec Capital II, L.P., dated as of August 20, 1998- incorporated by reference to Exhibit 3-E, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.
- B-58 Certificate of Business Trust Registration of Penelec Capital Trust, dated as of August 20, 1998- incorporated by reference to Exhibit 4-J, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.
- B-59 Restated Articles of Incorporation of Penelec dated March 8, 1999 - incorporated by reference to Exhibit 3-G of Penelec's Annual Report on Form 10-K for the year 1999, File No. 1-3522.
- B-60 Amended By-Laws of Penelec, dated as of May 16, 2000 - incorporated by reference to Exhibit 3-H of Penelec's Annual Report on Form 10-K for the year 2000, File No. 1-3522.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

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- B-61 Articles of Incorporation of North Canadian Power, Inc., dated as of November 21, 1989 - incorporated by reference to Exhibit B-13 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-62 Certificate of Amendment of Articles of Incorporation of North Canadian Power, Inc., dated as of May 18, 1994, to change to name of the company to NCP Energy, Inc. - incorporated by reference to Exhibit B-14 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-63 Certificate of Incorporation of EI Power, Inc., dated as of March 15, 1994 - incorporated by reference to Exhibit B-41 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-64 Certificate of Amendment of Certificate of Incorporation of EI Power, Inc., dated as of August 1, 1996 to change the name of the company to GPU Power, Inc. - incorporated by reference to Exhibit B-77 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, Form No. 30-126.
- B-65 By-Laws of Incorporation of EI Services Colombia, Ltda. (Public Deed No. 2798), dated as of August 11, 1995 - incorporated by reference to Exhibit B-81 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-66 Amendment to the By-Laws of Incorporation of EI Services Colombia, Ltda. dated as of August 9, 1996 to change the name of the company to GPU International Latin America, Ltda. (subsequently renamed GPUI Colombia, Ltda.) - incorporated by reference to Exhibit B-88 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-67 Certificate of Incorporation of EI Barranquilla, Inc., dated as of July 10, 1995 - incorporated by reference to Exhibit B-83 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-68 By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 9994), dated as of October 14, 1994 - incorporated by reference to Exhibit B-84 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

-
- B-69 Certificate of Incorporation of Barranquilla Lease Holding, Inc., dated as of August 7, 1995 - incorporated by reference to Exhibit B-85 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-70 Certificate of Incorporation of Los Amigos Leasing Company, Ltd., dated as of August 18, 1995 - incorporated by reference to Exhibit B-86 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-71 Certificate of Incorporation of International Power Advisors, Inc., dated as of August 14, 1995 - incorporated by reference to Exhibit B-87 to GPU,

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- Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-72 Certificate of Incorporation of Colombian Installations, Inc., dated as of September 8, 1995 - incorporated by reference to Exhibit B-88 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-73 Certificate of Amendment of Certificate of Incorporation of Colombian Installations, Inc., dated as of August 26, 1996 to change the name of the company to GPU Power Philippines, Inc. - incorporated by reference to Exhibit B-96 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-74 Certificate of Incorporation of EI Energy, Inc., dated as of October 18, 1995 - incorporated by reference to Exhibit B-89 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-75 Certificate of Amendment of Certificate of Incorporation of EI Energy, Inc., dated as of August 1, 1996 to change the name of the company to GPU Electric, Inc. - incorporated by reference to Exhibit B-98 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-76 Certificate of Incorporation of EI UK Holdings, Inc., dated as of April 30, 1996 - incorporated by reference to Exhibit B-103 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

- B-77 Memorandum and Articles of Association of Avon Energy Partners Holdings, dated as of May 2, 1996 - incorporated by reference to Exhibit B-104 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-78 Memorandum of Association of Midlands Electricity plc, dated as of March 9, 1989 - incorporated by reference to Exhibit B-106 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-79 Articles of Association of Midlands Electricity plc, adopted on December 13, 1996 - incorporated by reference to Exhibit B-107 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-80 Certificate of Filing of Amended Articles of Incorporation of Magellan Utilities Development Corporation, adopted on March 14, 1994 - incorporated by reference to Exhibit B-108 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-81 By-Laws of EI Cayman (subsequently renamed EI International), dated as of June 16, 1993 - incorporated by reference to Exhibit B-87 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-82 By-Laws of EI Power, Inc. (subsequently renamed GPU Power, Inc.), dated as of May 2, 1994 - incorporated by reference to Exhibit B-89 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

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- B-83 By-Laws of EI Barranquilla, Inc., adopted as of December 29, 1995 - incorporated by reference to Exhibit B-125 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-84 By-Laws of Barranquilla Lease Holding, Inc., adopted as of December 29, 1995 - incorporated by reference to Exhibit B-126 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-85 By-Laws of Los Amigos Leasing Company, Ltd., dated as of August 18, 1995 - incorporated by reference to Exhibit B-127 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-86 By-Laws of International Power Advisors, Inc., adopted as of August 16, 1995 - incorporated by reference to Exhibit B-128 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

- B-87 By-Laws of Colombian Installations, Inc. (subsequently renamed GPU Power Philippines, Inc.), adopted as of September 9, 1995 - incorporated by reference to Exhibit B-129 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-88 By-Laws of EI Energy, Inc. (subsequently renamed GPU Electric, Inc.), dated as of October 20, 1995 - incorporated by reference to Exhibit B-130 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-89 By-Laws of EI UK Holdings, Inc., adopted as of April 30, 1996 - incorporated by reference to Exhibit B-150 to GPU Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-90 Certificate of Filing of Amended By-Laws of Magellan Utilities Development Corporation adopted on September 29, 1994- incorporated by reference to Exhibit B-151 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-91 Memorandum of Association of 2322120 Nova Scotia Limited, dated as of December 22, 1993 - incorporated by reference to Exhibit B-35 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-92 Certificate of Amendment of the Memorandum of Association of 2322120 Nova Scotia Limited, dated as of February 17, 1994 to change the name of the company to EI Services Canada Limited - incorporated by reference to Exhibit B-36 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-93 Memorandum of Association of 2322133 Nova Scotia Limited, dated as of December 22, 1993 - incorporated by reference to Exhibit B-31 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

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- B-94 Certificate of Amendment of the Memorandum of Association of 2322133 Nova Scotia Limited, dated as of February 17, 1994 to change the name of the company to EI Canada Holding Limited - incorporated by reference to Exhibit B-32 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-95 Memorandum of Association of EI Cayman (subsequently renamed EI International), dated as of June 16, 1993 - incorporated by reference to Exhibit B-39 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

- B-96 Articles of Association of 2322133 Nova Scotia Limited (subsequently renamed EI Canada Holding Limited), adopted as of December 22, 1993 - incorporated by reference to Exhibit B-83 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-97 Articles of Association of 2322120 Nova Scotia Limited (subsequently renamed EI Services Canada Limited), adopted as of December 22, 1993 - incorporated by reference to Exhibit B-85 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-98 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 1198), dated as of February 24, 1995 - incorporated by reference to Exhibit B-160 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-99 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 1198), dated as of February 24, 1995 - incorporated by reference to Exhibit B-160 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-100 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 6455), dated as of October 4, 1995 - incorporated by reference to Exhibit B-161 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-101 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 2093), dated as of April 6, 1995 - incorporated by reference to Exhibit B-162 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-102 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 5777), dated as of September 5, 1995 - incorporated by reference to Exhibit B-163 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-103 Certificate of Amendment of Articles of Association of EI Cayman, dated as of July 10, 1995 to change the name of the company to EI International

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- incorporated by reference to Exhibit B-164 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

- B-104 Amendment to the Certificate of Incorporation of GPU International Latin America Ltda., dated as of March 6, 1997, to change the name of the company to GPUI Colombia Ltda. - incorporated by reference to Exhibit B-191 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No.30-126.
- B-105 Certificate of Amendment to the Certificate of Registration of EI Australia Services Pty Ltd. to GPU International Australia Pty. Ltd. dated as of October 14, 1996 - incorporated by reference to Exhibit B-205 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-106 Certificate of Incorporation of GPU Capital, Inc., dated October 8, 1998 - incorporated by reference to Exhibit B-198 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-107 By-Laws of GPU Capital, Inc. adopted as of October 8, 1998 - incorporated by reference to Exhibit B-199 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-108 Certificate of Incorporation of GPU Solar, Inc., dated November 5, 1997 - incorporated by reference to Exhibit B-213 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-109 By-Laws of GPU Solar, Inc., adopted as of November 5, 1997 - incorporated by reference to Exhibit B-214 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-110 Certificate of Merger of GPU Solar, L.L.C. and GPU Solar, Inc., dated January 7, 1997 - incorporated by reference to Exhibit B-215 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-111 Articles of Association of Avon Energy Partners plc, adopted as of January 19, 2000 - incorporated by reference to Exhibit B-205 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-112 Articles of Association of Avon Energy Partners Holdings, adopted as of January 19, 2000 - incorporated by reference to Exhibit B-206 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

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Exhibits

GPU Electric & GPU Power

- B-113 Articles of Association of GPU Argentina Services S.R.L., dated January 15, 1999 - incorporated by reference to Exhibit B-207 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126
- B-114 Articles of Association of Midlands Electricity plc, adopted as of January 19, 2000 - incorporated by reference to Exhibit B-210 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126

MYR Group

- B-115 Restated Certificate of Incorporation of The L.E. Myers Company as of April 29, 1982 - incorporated by reference to Exhibit B-168 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-116 By-Laws of the L.E. Myers Company as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-169 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-117 Certificate of Incorporation of MYRcom, Inc. dated April 20, 1999 - incorporated by reference to Exhibit B-170 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-118 By-Laws of MYRcom, Inc. dated as of April 20, 1999 - incorporated by reference to Exhibit B-173 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-119 Articles of Incorporation of Sturgeon Electric Company, Inc. dated August 20, 1974- incorporated by reference to Exhibit B-174 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-120 Certificate of Merger of Sturgeon Electric Company, Inc., a Colorado Corporation into Sturgeon Electric Company, Inc. a Michigan Corporation dated August 30, 1974 - incorporated by reference to Exhibit B-175 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-121 Agreement and Plan of Merger - Sturgeon Electric Company, Inc., a Colorado Corporation into Sturgeon Electric Company, Inc., a Michigan Corporation dated August 30, 1974 - incorporated by reference to Exhibit B-176 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

MYR Group

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- B-122 Certificate of Merger of Harsub, Inc. into Sturgeon Electric Company, Inc. dated September 26, 1974 - incorporated by reference to Exhibit B-177 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-123 Plan of Merger of Sturgeon Electric Company, Inc. and Harsub, Inc. dated September 4, 1974 - incorporated by reference to Exhibit B-178 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-124 By-Laws of Sturgeon Electric Company, Inc. as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-179 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-125 Certificate of Incorporation of MYRpower, Inc. dated April 18, 2000 - incorporated by reference to Exhibit B-180 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-126 By-Laws of MYRpower, Inc. dated April 19, 2000 - incorporated by reference to Exhibit B-183 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-127 Articles of Incorporation of Harlan Electric Company dated December 26, 1940 - incorporated by reference to Exhibit B-184 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-128 By-Laws of Harlan Electric Company as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-185 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-129 Articles of Incorporation of ComTel Technology, Inc. dated March 23, 1983 - incorporated by reference to Exhibit B-186 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-130 By-Laws of ComTel Technology dated March 23, 1983 - incorporated by reference to Exhibit B-187 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-131 Articles of Incorporation of Power Piping Company dated October 31, 1963 - incorporated by reference to Exhibit B-188 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

MYR Group

- B-132 By-Laws of Power Piping Company as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-189 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-133 Articles of Incorporation of D.W.Close Company, Inc. dated February 16, 1979 - incorporated by reference to Exhibit B-190 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

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- B-134 By-Laws of D.W. Close Company, Inc. dated February 16, 1979 - incorporated by reference to Exhibit B-191 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-135 Restated Certificate of Incorporation of MYR Group Inc. dated December 14, 1995 - incorporated by reference to Exhibit B-192 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-136 Certificate of Amendment of Amended and Restated Certificate of Incorporation of MYR Group Inc. dated May 23, 1996 - incorporated by reference to Exhibit B-193 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-137 Certificate of Amendment of Amended and Restated Certificate of Incorporation of MYR Group Inc. dated May 10, 1999 - incorporated by reference to Exhibit B-194 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-138 Certificate of Ownership and Merger Merging GPX Acquisition Corporation With and Into MYR Group Inc. dated April 26, 2000 - incorporated by reference to Exhibit B-195 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-139 Amended and Restated Certificate of Incorporation of MYR Group Inc. - incorporated by reference to Exhibit B-196 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-140 By-Laws of MYR Group Inc. - incorporated by reference to Exhibit B-197 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-141 Articles of Amendment to the Articles of Incorporation of Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc.) dated June 28, 1977 - incorporated by reference to Exhibit B-198 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

MYR Group

- B-142 Articles of Incorporation of Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc) dated June 15, 1977 - incorporated by reference to Exhibit B-199 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-143 Articles of Amendment to the Articles of Incorporation of Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc.) dated November 13, 1980 - incorporated by reference to Exhibit B-200 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-144 By-Laws of the Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc.) - incorporated by reference to

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Exhibit B-201 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

- B-145 Articles of Incorporation of Hawkeye Construction, Inc. dated September 5, 1984 - incorporated by reference to Exhibit B-202 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-146 By-Laws of Hawkeye Construction, Inc. dated September 5, 1984 - incorporated by reference to Exhibit B-203 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

C. Instruments Defining the Rights of Security Holders, including Indentures,

Outstanding and Uncompleted Contracts or Agreements

FirstEnergy

- C-1 Rights Agreement, dated December 1, 1997 - incorporated by reference to Exhibit 4.1, Form 8-K.
- C-2 FirstEnergy Corp. to The Bank of New York, Supplemental Indenture, dated November 7, 2001 - incorporated by reference to Exhibit 4-2 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-3 FirstEnergy Corp. Executive and Director Incentive Compensation Plan, revised November 15, 1999 - incorporated by reference to Exhibit 10-1 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.
- C-4 Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, revised November 15, 1999 - incorporated by reference to Exhibit 10-2 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

- C-5 Employment, severance and change of control agreement between FirstEnergy Corp. and executive officers - incorporated by reference to Exhibit 10-3 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.
- C-6 FirstEnergy Corp. Supplemental Executive Retirement Plan, amended January 1, 1999 - incorporated by reference to Exhibit 10-4 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.
- C-7 FirstEnergy Corp. Executive Incentive Compensation Plan -incorporated by reference to Exhibit 10-5 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.
- C-8 Restricted stock agreement between FirstEnergy Corp. and A. J. Alexander - incorporated by reference to Exhibit 10-6 to FirstEnergy's Annual

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Report on Form 10-K for 1999, File No. 333-21011.

- C-9 FirstEnergy Corp. Executive and Director Incentive Compensation Plan - incorporated by reference to Exhibit 10-1 to FirstEnergy's Annual Report on Form 10-K for 1998, File No. 333-21011.
- C-10 Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, amended February 15, 1999 - incorporated by reference to Exhibit 10-2 to FirstEnergy's Annual Report on Form 10-K for 1998, File No. 333-21011.
- C-11 Restricted stock agreement between FirstEnergy Corp. and A. J. Alexander - incorporated by reference to Exhibit 10-9 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-12 Restricted stock agreement between FirstEnergy Corp. and H. P. Burg - incorporated by reference to Exhibit 10-10 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-13 Stock option agreement between FirstEnergy Corp. and officers dated November 22, 2000 - incorporated by reference to Exhibit 10-11 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-14 Stock option agreement between FirstEnergy Corp. and officers dated March 1, 2000 - incorporated by reference to Exhibit 10-12 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

- C-15 Stock option agreement between FirstEnergy Corp. and director dated January 1, 2000 - incorporated by reference to Exhibit 10-13 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-16 Stock option agreement between FirstEnergy Corp. and two directors dated January 1, 2001 - incorporated by reference to Exhibit 10-14 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-17 Executive and Director Incentive Compensation Plan dated May 15, 2001 - incorporated by reference to Exhibit 10-15 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-18 Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, revised September 18, 2000 - incorporated by reference to Exhibit 10-16 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-19 Stock Option Agreements between FirstEnergy Corp. and Officers dated May 16, 2001 - incorporated by reference to Exhibit 10-17 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-20 Restricted Stock Agreements between FirstEnergy Corp. and Officers dated February 20, 2002 - incorporated by reference to Exhibit 10-18 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

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- C-21 Stock Option Agreements between FirstEnergy Corp. and One Director dated January 1, 2002 - incorporated by reference to Exhibit 10-19 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-22 FirstEnergy Corp. Executive Deferred Compensation Plan - incorporated by reference to Exhibit 10-20 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-23 Executive Incentive Compensation Plan-Tier 2 - incorporated by reference to Exhibit 10-21 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-24 Executive Incentive Compensation Plan-Tier 3 - incorporated by reference to Exhibit 10-22 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-25 Executive Incentive Compensation Plan-Tier 4 - incorporated by reference to Exhibit 10-23 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

- C-26 Executive Incentive Compensation Plan-Tier 5 - incorporated by reference to Exhibit 10-24 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-27 Executive and Director Stock Option Agreement dated June 11, 2002 - incorporated by reference to Exhibit 10-28 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-28 Director Stock Option Agreement - incorporated by reference to Exhibit 10-29 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-29 Executive and Director Incentive Compensation Plan, Amendment dated May 21, 2002 - incorporated by reference to Exhibit 10-30 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-30 Directors Deferred Compensation Plan, Revised November 19, 2002 - incorporated by reference to Exhibit 10-31 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-31 Executive Incentive Compensation Plan 2002 - incorporated by reference to Exhibit 10-32 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-32 Form of 1998 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to GPU, Inc.'s Annual Report on Form 10-K, Exhibit 10-Q, for the year 1998, File No. 1-6047.

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- C-33 Severance Protection Agreement for Carole B. Snyder, dated November 30, 1998 - incorporated by reference to Exhibit C-27 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-34 Amended and Restated GPU System Companies Master Directors' Benefits Protection Trust effective June 1, 1999 - incorporated by reference to Exhibit 10-T of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.
- C-35 GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries as amended and restated to reflect amendments through June 3, 1999 - incorporated by reference to Exhibit 10-V of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

- C-36 Form of 1999 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-W of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.
- C-37 Forms of Estate Enhancement Program Agreements - incorporated by reference to Exhibit 10-JJ of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.
- C-38 Amended GPU System Companies Deferred Compensation Plan, dated as of August 8, 2000 - incorporated by reference to Exhibit 10-A on GPU Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-39 Amended and restated Restricted Stock Plan for GPU, Inc.'s Outside Directors dated as of August 8, 2000 - incorporated by reference to Exhibit 10-M on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-40 Amended and restated Retirement Plan for Outside Directors of GPU, Inc. dated as of August 8, 2000 - incorporated by reference to Exhibit 10-N on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-41 Amended and restated Deferred Remuneration Plan for GPU, Inc.'s Outside Directors dated as of August 8, 2000 - incorporated by reference to Exhibit 10-O on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-42 Form of 2000 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-W on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-43 Amendment to GPU, Inc. 1990 Stock Plan dated as of April 5, 2001 - incorporated by reference to Exhibit C-41 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

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C-44 GPU, Inc. Stock Option and Restricted Stock Plan for MYR Group Inc. Employees amended as of April 5, 2001 - incorporated by reference to Exhibit C-43 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

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C-45 Indenture dated as of August 1, 1930 between OE and Bankers Trust Company, (now the Bank of New York), as Trustee, as amended and supplemented by Supplemental Indentures:

| Dated as of ----- | File Reference ----- | Exhibit No. ----- |
|--------------------------|-----------------------------|----------------------|
| March 3, 1931 | Form 10-K, 2-1725 | B1, B-1 (a), B-1 (b) |
| November 1, 1935 | Form 10-K, 2-2721 | B-4 |
| January 1, 1937 | Form 10-K, 2-3402 | B-5 |
| September 1, 1937 | Form 8-A | B-6 |
| June 13, 1939 | Form 10-K, 2-5462 | 7 (a)-7 |
| August 1, 1974 | Form 8-A, August 28, 1974 | 2 (b) |
| July 1, 1976 | Form 8-A, July 28, 1976 | 2 (b) |
| December 1, 1976 | Form 8-A, December 15, 1976 | 2 (b) |
| June 15, 1977 | Form 8-A, June 27, 1977 | 2 (b) |
| Supplemental Indentures: | | |
| September 1, 1944 | Form 10-K, 2-61146 | 2 (b) (2) |
| April 1, 1945 | Form 10-K, 2-61146 | 2 (b) (2) |
| September 1, 1948 | Form 10-K, 2-61146 | 2 (b) (2) |
| May 1, 1950 | Form 10-K, 2-61146 | 2 (b) (2) |
| January 1, 1954 | Form 10-K, 2-61146 | 2 (b) (2) |
| May 1, 1955 | Form 10-K, 2-61146 | 2 (b) (2) |
| August 1, 1956 | Form 10-K, 2-61146 | 2 (b) (2) |
| March 1, 1958 | Form 10-K, 2-61146 | 2 (b) (2) |
| April 1, 1959 | Form 10-K, 2-61146 | 2 (b) (2) |
| June 1, 1961 | Form 10-K, 2-61146 | 2 (b) (2) |
| September 1, 1969 | Form 10-K, 2-34351 | 2 (b) (2) |
| May 1, 1970 | Form 10-K, 2-37146 | 2 (b) (2) |
| September 1, 1970 | Form 10-K, 2-38172 | 2 (b) (2) |
| June 1, 1971 | Form 10-K, 2-40379 | 2 (b) (2) |
| August 1, 1972 | Form 10-K, 2-44803 | 2 (b) (2) |
| September 1, 1973 | Form 10-K, 2-48867 | 2 (b) (2) |
| May 15, 1978 | Form 10-K, 2-66957 | 2 (b) (4) |
| February 1, 1980 | Form 10-K, 2-66957 | 2 (b) (5) |
| April 15, 1980 | Form 10-K, 2-66957 | 2 (b) (6) |
| June 15, 1980 | Form 10-K, 2-68023 | (b) (4) (b) (5) |
| October 1, 1981 | Form 10-K, 2-74059 | (4) (d) |
| October 15, 1981 | Form 10-K, 2-75917 | (4) (e) |
| February 15, 1982 | Form 10-K, 2-75917 | (4) (e) |
| July 1, 1982 | Form 10-K, 2-89360 | (4) (d) |
| March 1, 1983 | Form 10-K, 2-89360 | (4) (e) |
| March 1, 1984 | Form 10-K, 2-89360 | (4) (f) |
| September 15, 1984 | Form 10-K, 2-92918 | (4) (d) |
| September 27, 1984 | Form 10-K, 33-2576 | (4) (d) |

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|-------------------|--------------------|---------|
| November 8, 1984 | Form 10-K, 33-2576 | (4) (d) |
| December 1, 1984 | Form 10-K, 33-2576 | (4) (d) |
| December 5, 1984 | Form 10-K, 33-2576 | (4) (e) |
| January 30, 1985 | Form 10-K, 33-2576 | (4) (e) |
| February 25, 1985 | Form 10-K, 33-2576 | (4) (e) |

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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| Dated as of | File Reference | Exhibit No. |
|---------------------------------|------------------------|-------------|
| Supplemental Indentures: | | |
| July 1, 1985 | Form 10-K, 33-2576 | (4) (e) |
| October 1, 1985 | Form 10-K, 33-2576 | (4) (e) |
| January 15, 1986 | Form 10-K, 33-8791 | (4) (d) |
| May 20, 1986 | Form 10-K, 33-8791 | (4) (d) |
| June 3, 1986 | Form 10-K, 33-8791 | (4) (e) |
| October 1, 1986 | Form 10-K, 33-29827 | (4) (d) |
| August 25, 1989 | Form 10-K, 33-34663 | (4) (d) |
| February 15, 1991 | Form 10-K, 33-39713 | (4) (d) |
| May 1, 1991 | Form 10-K, 33-45751 | (4) (d) |
| May 15, 1991 | Form 10-K, 33-45751 | (4) (d) |
| September 15, 1991 | Form 10-K, 33-45751 | (4) (d) |
| April 1, 1992 | Form 10-K, 33-48931 | (4) (d) |
| June 15, 1992 | Form 10-K, 33-48931 | (4) (d) |
| September 15, 1992 | Form 10-K, 33-48931 | (4) (e) |
| April 1, 1993 | Form 10-K, 33-51139 | (4) (d) |
| June 15, 1993 | Form 10-K, 33-51139 | (4) (d) |
| September 15, 1993 | Form 10-K, 33-51139 | (4) (d) |
| November 15, 1993 | Form 10-K, 1-2578 | (4) (2) |
| April 1, 1995 | Form 10-K, 1-2578 | (4) (2) |
| May 1, 1995 | Form 10-K, 1-2578 | (4) (2) |
| July 1, 1995 | Form 10-K, 1-2578 | (4) (2) |
| June 1, 1997 | Form 10-K, 1-2578 | (4) (2) |
| April 1, 1998 | Form 10-K, 1-2578 | (4) (2) |
| June 1, 1998 | Form 10-K, 1-2578 | (4) (2) |
| September 29, 1999 | Form 10-K, 1-2578 | (4) (2) |
| April 1, 2000 | Form 10-K, 1-2578 | (4) (2) (a) |
| April 1, 2000 | Form 10-K, 1-2578 | (4) (2) (b) |
| June 1, 2001 | 2003 Form 10-K, 1-2578 | |
| February 1, 2003 | 2003 Form 10-K, 1-2578 | (4) (2) |
| March 1, 2003 | 2003 Form 10-K, 1-2578 | (4) (2) |
| August 1, 2003 | 2003 Form 10-K, 1-2578 | (4) (2) |

C-46 General Mortgage Indenture and Deed of Trust dated as of January 1, 1998 between OE and the Bank of New York, as Trustee. (Registration No. 333-05277, Exhibit 4(g).)

C-47 Indenture dated as of April 1, 2003 between OE and The Bank of New York, as Trustee, incorporated by reference to Exhibit 4-3 on FirstEnergy Annual Report on Form 10-K, for the year 2003, File No. 1-2578.

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C-48 Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibit

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- C-49 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45.)
- C-50 Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46.)
- C-51 Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47.)
- C-52 Severance pay agreement between Ohio Edison Company and W. R. Holland. (1995 Form 10-K, Exhibit 10-48.)
- C-53 Severance pay agreement between Ohio Edison Company and H. P. Burg. (1995 Form 10-K, Exhibit 10-49.)
- C-54 Severance pay agreement between Ohio Edison Company and A. J. Alexander. (1995 Form 10-K, Exhibit 10-50.)
- C-55 Severance pay agreement between Ohio Edison Company and J. A. Gill. (1995 Form 10K, Exhibit 10-51.)
- C-56 Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 Hereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-1.)
- C-57 Amendment No. 1 dated as of September 1, 1987 to Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 thereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company (now The Bank of New York), as Indenture Trustee, and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-46.)
- C-58 Amendment No. 3 dated as of May 16, 1988 to Participation Agreement dated as of March 16, 1987, as amended among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-47.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-59 Amendment No. 4 dated as of November 1, 1991 to Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-47.)
- C-60 Amendment No. 5 dated as of November 24, 1992 to Participation Agreement dated as of March 16, 1987, as amended, among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company as Lessee. (1992 Form 10-K, Exhibit 10-49.)
- C-61 Amendment No. 6 dated as of January 12, 1993 to Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-50.)
- C-62 Amendment No. 7 dated as of October 12, 1994 to Participation Agreement dated as of March 16, 1987 as amended, among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-54.)
- C-63 Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited Partnership, Lessor, and Ohio Edison Company, Lessee. (1986 Form 10-K, Exhibit 28-2.)
- C-64 Amendment No. 1 dated as of September 1, 1987 to Facility Lease dated as of March 16, 1997 between The First National Bank of Boston, as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-49.)
- C-65 Amendment No. 2 dated as of November 1, 1991, to Facility Lease dated as of March 16, 1987, between The First National Bank of Boston, as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-50.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

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Exhibits

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- C-66 Amendment No. 3 dated as of November 24, 1992 to Facility Lease dated as of March 16, 1987 as amended, between The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited partnership, as Owner Participant and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-54.)
- C-67 Amendment No. 4 dated as of January 12, 1993 to Facility Lease dated as of March 16, 1987 as amended, between, The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-59.)
- C-68 (Amendment No. 5 dated as of October 12, 1994 to Facility Lease dated as of March 16, 1987 as amended, between, The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-60.)
- C-69 Letter Agreement dated as of March 19, 1987 between Ohio Edison Company, Lessee, and The First National Bank of Boston, Owner Trustee under a Trust dated March 16, 1987 with Chase Manhattan Realty Leasing Corporation, required by Section 3(d) of the Facility Lease. (1986 Form 10-K, Exhibit 28-3.)
- C-70 Ground Lease dated as of March 16, 1987 between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with the Owner Participant, Tenant. (1986 Form 10-K, Exhibit 28-4.)
- C-71 Trust Agreement dated as of March 16, 1987 between Perry One Alpha Limited Partnership, as Owner Participant, and The First National Bank of Boston. (1986 Form 10-K, Exhibit 28-5.)
- C-72 Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of March 16, 1987 with Perry One Alpha Limited Partnership, and Irving Trust Company, as Indenture Trustee. (1986 Form 10-K, Exhibit 28-6.)
- C-73 Supplemental Indenture No. 1 dated as of September 1, 1987 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston as Owner Trustee and Irving Trust Company (now The Bank of New York), as Indenture Trustee. (1991 Form 10-K, Exhibit 10-55.)
- C-74 Supplemental Indenture No. 2 dated as of November 1, 1991 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee and The Bank of New York, as Indenture Trustee. (1991 Form 10-K, Exhibit 10-56.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-75 Tax Indemnification Agreement dated as of March 16, 1987 between Perry One, Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-7.)
- C-76 Amendment No. 1 dated as of November 1, 1991 to Tax Indemnification Agreement dated as of March 16, 1987 between Perry One, Inc. and PARock Limited Partnership and Ohio Edison Company. (1991 Form 10-K, Exhibit 10-58.)
- C-77 Amendment No. 2 dated as of January 12, 1993 to Tax Indemnification Agreement dated as of March 16, 1987 between Perry One, Inc. and PARock Limited Partnership and Ohio Edison Company. (1994 Form 10-K, Exhibit 10-69.)
- C-78 Amendment No. 3 dated as of October 12, 1994 to Tax Indemnification Agreement dated as of March 16, 1987 between Perry One, Inc. and PARock Limited Partnership and Ohio Edison Company. (1994 Form 10-K, Exhibit 10-70.)
- C-79 Partial Mortgage Release dated as of March 19, 1987 under the Indenture between Ohio Edison Company and Bankers Trust Company, as Trustee, dated as of the 1st day of August 1930. (1986 Form 10-K, Exhibit 28-8.)
- C-80 Assignment, Assumption and Further Agreement dated as of March 16, 1987 among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1986 Form 10-K, Exhibit 28-9.)
- C-81 Additional Support Agreement dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, and Ohio Edison Company. (1986 Form 10-K, Exhibit 28-10.)
- C-82 Bill of Sale, Instrument of Transfer and Severance Agreement dated as of March 19, 1987 between Ohio Edison Company, Seller, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership. (1986 Form 10-K, Exhibit 28-11.)
- C-83 Easement dated as of March 16, 1987 from Ohio Edison Company, Grantor, to The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, Grantee. (1986 Form 10-K, File Exhibit 28-12.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

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Exhibits

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- C-84 Participation Agreement dated as of March 16, 1987 among Security Pacific Capital Leasing Corporation, as Owner Participant, the Original Loan Participants listed in Schedule 1 Hereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1986 Form 10-K, as Exhibit 28-13.)
- C-85 Amendment No. 1 dated as of September 1, 1987 to Participation Agreement dated as of March 16, 1987 among Security Pacific Capital Leasing Corporation, as Owner Participant, The Original Loan Participants Listed in Schedule 1 thereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-65.)
- C-86 Amendment No. 4 dated as of November 1, 1991, to Participation Agreement dated as of March 16, 1987 among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-66.)
- C-87 Amendment No. 5 dated as of November 24, 1992 to Participation Agreement dated as of March 16, 1987 as amended among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNNP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-71.)
- C-88 Amendment No. 6 dated as of January 12, 1993 to Participation Agreement dated as of March 16, 1987 as amended among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-80.)
- C-89 Amendment No. 7 dated as of October 12, 1994 to Participation Agreement dated as of March 16, 1987 as amended among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-81.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-90 Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, Lessor, and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-14.)
- C-91 Amendment No. 1 dated as of September 1, 1987 to Facility Lease dated as of March 16, 1987 between The First National Bank of Boston as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-68.)
- C-92 Amendment No. 2 dated as of November 1, 1991 to Facility Lease dated as of March 16, 1987 between The First National Bank of Boston as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-69.)
- C-93 Amendment No. 3 dated as of November 24, 1992 to Facility Lease dated as of March 16, 1987, as amended, between, The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, as Owner Participant and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-75.)
- C-94 Amendment No. 4 dated as of January 12, 1993 to Facility Lease dated as of March 16, 1987 as amended between, The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-76.)
- C-95 Amendment No. 5 dated as of October 12, 1994 to Facility Lease dated as of March 16, 1987 as amended between, The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-87.)
- C-96 Letter Agreement dated as of March 19, 1987 between Ohio Edison Company, as Lessee, and The First National Bank of Boston, as Owner Trustee under a Trust, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, required by Section 3(d) of the Facility Lease. (1986 Form 10-K, Exhibit 28-15.)
- C-97 Ground Lease dated as of March 16, 1987 between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, Tenant. (1986 Form 10-K, Exhibit 28-16.)
- C-98 Trust Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation, as Owner Participant, and The First National Bank of Boston. (1986 Form 10-K, Exhibit 28-17.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-99 Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, and Irving Trust Company, as Indenture Trustee. (1986 Form 10-K, Exhibit 28-18.)

- C-100 Supplemental Indenture No. 1 dated as of September 1, 1987 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee and Irving Trust Company (now The Bank of New York), as Indenture Trustee. (1991 Form 10-K, Exhibit 10-74.)

- C-101 Supplemental Indenture No. 2 dated as of November 1, 1991 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee and The Bank of New York, as Indenture Trustee. (1991 Form 10-K, Exhibit 10-75.)

- C-102 Tax Indemnification Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-19.)

- C-103 Amendment No. 1 dated as of November 1, 1991 to Tax Indemnification Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation and Ohio Edison Company. (1991 Form 10-K, Exhibit 10-77.)

- C-104 Amendment No. 2 dated as of January 12, 1993 to Tax Indemnification Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation and Ohio Edison Company. (1994 Form 10-K, Exhibit 10-96.)

- C-105 Amendment No. 3 dated as of October 12, 1994 to Tax Indemnification Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation and Ohio Edison Company. (1994 Form 10-K, Exhibit 10-97.)

- C-106 Assignment, Assumption and Further Agreement dated as of March 16, 1987 among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1986 Form 10-K, Exhibit 28-20.)

- C-107 Additional Support Agreement dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, and Ohio Edison Company. (1986 Form 10-K, Exhibit 28-21.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-108 Bill of Sale, Instrument of Transfer and Severance Agreement dated as of March 19, 1987 between Ohio Edison Company, Seller, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, Buyer. (1986 Form 10-K, Exhibit 28-22.)
- C-109 Easement dated as of March 16, 1987 from Ohio Edison Company, Grantor, to The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, Grantee. (1986 Form 10-K, Exhibit 28-23.)
- C-110 Refinancing Agreement dated as of November 1, 1991 among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee, The Bank of New York, as Collateral Trust Trustee, The Bank of New York, as New Collateral Trust Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-82.)
- C-111 Refinancing Agreement dated as of November 1, 1991 among Security Pacific Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee, The Bank of New York, as Collateral Trust Trustee, The Bank of New York as New Collateral Trust Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-83.)
- C-112 Ohio Edison Company Master Decommissioning Trust Agreement for Perry Nuclear Power Plant Unit One, Perry Nuclear Power Plant Unit Two, Beaver Valley Power Station Unit One and Beaver Valley Power Station Unit Two dated July 1, 1993. (1993 Form 10-K, Exhibit 10-94.)
- C-113 Nuclear Fuel Lease dated as of March 31, 1989, between OES Fuel, Incorporated, as Lessor, and Ohio Edison Company, as Lessee. (1989 Form 10-K, Exhibit 10-62.)
- C-114 Receivables Purchase Agreement dated as November 28, 1989, as amended and restated as of April 23, 1993, between OES Capital, Incorporated, Corporate Asset Funding Company, Inc. and Citicorp North America, Inc. (1994 Form 10-K, Exhibit 10-106.)
- C-115 Guarantee Agreement entered into by Ohio Edison Company dated as of January 17, 1991. (1990 Form 10-K, Exhibit 10-64.)
- C-116 Transfer and Assignment Agreement among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1990 Form 10-K, Exhibit 10-65.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-117 Renunciation of Payments and Assignment among Ohio Edison Company, Monongahela Power Company, West Penn Power Company, and the Potomac Edison Company dated as of January 4, 1991. (1990 Form 10-K, Exhibit 10-66.)
- C-118 Transfer and Assignment Agreement dated May 20, 1994 among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1994 Form 10-K, Exhibit 10-110.)
- C-119 Renunciation of Payments and Assignment among Ohio Edison Company, Monongahela Power Company, West Penn Power Company, and the Potomac Edison Company dated as of May 20, 1994. (1994 Form 10-K, Exhibit 10-111.)
- C-120 Transfer and Assignment Agreement dated October 12, 1994 among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1994 Form 10-K, Exhibit 10-112.)
- C-121 Renunciation of Payments and Assignment among Ohio Edison Company, Monongahela Power Company, West Penn Power Company, and the Potomac Edison Company dated as of October 12, 1994. (1994 Form 10-K, Exhibit 10-113.)
- C-122 Participation Agreement dated as of September 15, 1987, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company as Lessee. (1987 Form 10-K, Exhibit 28-1.)
- C-123 Amendment No. 1 dated as of February 1, 1988, to Participation Agreement dated as of September 15, 1987, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-2.)
- C-124 Amendment No. 3 dated as of March 16, 1988 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-99.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-125 Amendment No. 4 dated as of November 5, 1992 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-100.)
- C-126 Amendment No. 5 dated as of September 30, 1994 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-118.)
- C-127 Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, Lessor, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-3.)
- C-128 Amendment No. 1 dated as of February 1, 1988, to Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, Lessor, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-4.)
- C-129 Amendment No. 2 dated as of November 5, 1992, to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-103.)
- C-130 Amendment No. 3 dated as of September 30, 1994 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-122.)
- C-131 Ground Lease and Easement Agreement dated as of September 15, 1987, between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, Tenant. (1987 Form 10-K, Exhibit 28-5.)
- C-132 Trust Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Limited Partnership, as Owner Participant, and The First National Bank of Boston. (1987 Form 10-K, Exhibit 28-6.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

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- C-133 Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987, between The First National Bank of

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- Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-7.)
- C-134 Supplemental Indenture No. 1 dated as of February 1, 1988 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with Beaver Valley Two Pi Limited Partnership and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-8.)
- C-135 Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-9.)
- C-136 Amendment No. 1 dated as of November 5, 1992 to Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-128.)
- C-137 Amendment No. 2 dated as of September 30, 1994 to Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-129.)
- C-138 Tax Indemnification Agreement dated as of September 15, 1987, between HG Power Plant, Inc., as Limited Partner and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-10.)
- C-139 Amendment No. 1 dated as of November 5, 1992 to Tax Indemnification Agreement dated as of September 15, 1987, between HG Power Plant, Inc., as Limited Partner and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-131.)
- C-140 Amendment No. 2 dated as of September 30, 1994 to Tax Indemnification Agreement dated as of September 15, 1987, between HG Power Plant, Inc., as Limited Partner and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-132.)
- C-141 Assignment, Assumption and Further Agreement dated as of September 15, 1987, among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1987 Form 10-K, Exhibit 28-11.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-142 Additional Support Agreement dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee under a Trust Agreement,

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dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, and Ohio Edison Company. (1987 Form 10-K, Exhibit 28-12.)

- C-143 Participation Agreement dated as of September 15, 1987, among Chrysler Consortium Corporation, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-13.)
- C-144 Amendment No. 1 dated as of February 1, 1988, to Participation Agreement dated as of September 15, 1987, among Chrysler Consortium Corporation, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-14.)
- C-145 Amendment No. 3 dated as of March 16, 1988 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-114.)
- C-146 Amendment No. 4 dated as of November 5, 1992 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-115.)
- C-147 Amendment No. 5 dated as of January 12, 1993 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-139.)
- C-148 Amendment No. 6 dated as of September 30, 1994 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-140.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-149 Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, Lessor, and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit

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- 28-15.)
- C-150 Amendment No. 1 dated as of February 1, 1988, to Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, Lessor, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-16.)
- C-151 Amendment No. 2 dated as of November 5, 1992 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-118.)
- C-152 Amendment No. 3 dated as of January 12, 1993 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-119.)
- C-153 Amendment No. 4 dated as of September 30, 1994 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-145.)
- C-154 Ground Lease and Easement Agreement dated as of September 15, 1987, between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation, Tenant. (1987 Form 10-K, Exhibit 28-17.)
- C-155 Trust Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and The First National Bank of Boston. (1987 Form 10-K, Exhibit 28-18.)
- C-156 Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-19.)
- C-157 Supplemental Indenture No. 1 dated as of February 1, 1988 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with Chrysler Consortium Corporation and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-20.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-158 Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison

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- Company, Lessee. (1987 Form 10-K, Exhibit 28-21.)
- C-159 Amendment No. 1 dated as of November 5, 1992 to Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-151.)
- C-160 Amendment No. 2 dated as of January 12, 1993 to Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-152.)
- C-161 Amendment No. 3 dated as of September 30, 1994 to Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-153.)
- C-162 Assignment, Assumption and Further Agreement dated as of September 15, 1987, among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, and Toledo Edison Company. (1987 Form 10-K, Exhibit 28-22.)
- C-163 Additional Support Agreement dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation, and Ohio Edison Company. (1987 Form 10-K, Exhibit 28-23.)
- C-164 OE-APS Power Interchange Agreement dated March 18, 1987, by and among Ohio Edison Company and Pennsylvania Power Company, and Monongahela Power Company and West Penn Power Company and The Potomac Edison Company. (1987 Form 10-K, Exhibit 28-27.)
- C-165 OE-PEPCO Power Supply Agreement dated March 18, 1987, by and among Ohio Edison Company and Pennsylvania Power Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-28.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-166 Supplement No. 1 dated as of April 28, 1987, to the OE-PEPCO Power Supply Agreement dated March 18, 1987, by and among Ohio Edison Company, Pennsylvania Power Company, and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-29.)
- C-167 APS-PEPCO Power Resale Agreement dated March 18, 1987, by and among Monongahela Power Company, West Penn Power Company, and The Potomac Edison Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-30.)

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Penn

- C-168 Indenture dated as of November 1, 1945, between Penn and The First National Bank of the City of New York (now Citibank, N.A.), as Trustee, as supplemented and amended by Supplemental Indentures dated as of May 1, 1948, March 1, 1950, February 1, 1952, October 1, 1957, September 1, 1962, June 1, 1963, June 1, 1969, May 1, 1970, April 1, 1971, October 1, 1971, May 1, 1972, December 1, 1974, October 1, 1975, September 1, 1976, April 15, 1978, June 28, 1979, January 1, 1980, June 1, 1981, January 14, 1982, August 1, 1982, December 15, 1982, December 1, 1983, September 6, 1984, December 1, 1984, May 30, 1985, October 29, 1985, August 1, 1987, May 1, 1988, November 1, 1989, December 1, 1990, September 1, 1991, May 1, 1992, July 15, 1992, August 1, 1992, and May 1, 1993, July 1, 1993, August 31, 1993, September 1, 1993, September 15, 1993, October 1, 1993, November 1, 1993, and August 1, 1994. (Physically filed and designated as Exhibits 2(b)(1)-1 through 2(b)(1)-15 in Registration Statement File No. 2-60837; as Exhibits 2(b)(2), 2(b)(3), and 2(b)(4) in Registration Statement File No. 2-68906; as Exhibit 4-2 in Form 10-K for 1981 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1982 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1983 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1984 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1985 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1987 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1988 File No. 1-3491; as Exhibit 19 in Form 10-K for 1989 File No. 1-3491; as Exhibit 19 in Form 10-K for 1990 File No. 1-3491; as Exhibit 19 in Form 10-K for 1991 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1992 File No. 1-3491; as Exhibit 4-2 in Form 10-K for 1993 File No. 1-3491; and as Exhibit 4-2 in Form 10-K for 1994 File No. 1-3491.)
- C-169 Supplemental Indenture dated as of September 1, 1995, between Penn and Citibank, N.A., as Trustee. (1995 Form 10-K, Exhibit 4-2.)
- C-170 Supplemental Indenture dated as of June 1, 1997, between Penn and Citibank, N.A., as Trustee. (1997 Form 10-K, Exhibit 4-3.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penn

- C-171 Supplemental Indenture dated as of June 1, 1998, between Penn and Citibank, N. A., as Trustee. (1998 Form 10-K, Exhibit 4-4.)
- C-172 Supplemental Indenture dated as of September 29, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-5.)
- C-173 Supplemental Indenture dated as of November 15, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-6.)
- C-174 Supplemental Indenture dated as of June 1, 2001. (2001 Form 10-K, Exhibit 4-7.)

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- C-175 Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44, File No. 1-2578, Ohio Edison Company.)
- C-176 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45, File No. 1-2578, Ohio Edison Company.)
- C-177 Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46, File No. 1-2578, Ohio Edison Company.)
- C-178 Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47, File No. 1-2578, Ohio Edison Company.)
- C-179 OE-APS Power Interchange Agreement dated March 18, 1987, by and among Ohio Edison Company and Pennsylvania Power Company, and Monongahela Power Company and West Penn Power Company and The Potomac Edison Company. (1987 Form 10-K, Exhibit 28-27, File No. 1-2578, of Ohio Edison Company.)
- C-180 OE-PEPCO Power Supply Agreement dated March 18, 1987, by and among Ohio Edison Company and Pennsylvania Power Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-28, File No. 1-2578, of Ohio Edison Company.)
- C-181 Supplement No. 1 dated as of April 28, 1987, to the OE-PEPCO Power Supply Agreement dated March 18, 1987, by and among Ohio Edison Company, Pennsylvania Power Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-29, File No. 1-2578, of Ohio Edison Company.)
- C-182 APS-PEPCO Power Resale Agreement dated March 18, 1987, by and among Monongahela Power Company, West Penn Power Company, and The Potomac Edison Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-30, File No. 1-2578, of Ohio Edison Company.) ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penn

- C-183 Pennsylvania Power Company Master Decommissioning Trust Agreement for Beaver Valley Power Station and Perry Nuclear Power Plant dated as of April 21, 1995. (Quarter ended June 30, 1995 Form 10-Q, Exhibit 10, File No. 1-3491.)

CEI and TE

- C-184 Rights Agreement (Exhibit 4, June 25, 1996 Form 8-K, File Nos. 1-9130, 1-2323 and 1-3583).
- C-185 Form of Note Indenture between Cleveland Electric, Toledo Edison and The Chase Manhattan Bank, as Trustee dated as of June 13, 1997 (Exhibit 4(c), Form S-4 File No. 333-35931, filed by Cleveland Electric and Toledo

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- Edison).
- C-186 Form of First Supplemental Note Indenture between Cleveland Electric, Toledo Edison and The Chase Manhattan Bank, as Trustee dated as of June 13, 1997 (Exhibit 4(d), Form S-4 File No. 333-35931, filed by Cleveland Electric and Toledo Edison).
- C-187 Form of Collateral Trust Indenture among CTC Beaver Valley Funding Corporation, Cleveland Electric, Toledo Edison and Irving Trust Company, as Trustee (Exhibit 4(a), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-188 Form of Supplemental Indenture to Collateral Trust Indenture constituting Exhibit 10d(1)(a) above, including form of Secured Lease Obligation bond (Exhibit 4(b), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-189 Form of Collateral Trust Indenture among Beaver Valley II Funding Corporation, The Cleveland Electric Illuminating Company and The Toledo Edison Company and The Bank of New York, as Trustee (Exhibit (4)(a), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).
- C-190 Form of Supplemental Indenture to Collateral Trust Indenture constituting Exhibit 10d(1)(c) above, including form of Secured Lease Obligation Bond (Exhibit (4)(b), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).
- C-191 Form of Collateral Trust Indenture among CTC Mansfield Funding Corporation, Cleveland Electric, Toledo Edison and IBJ Schroder Bank & Trust Company, as Trustee (Exhibit 4(a), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penn

- C-192 Form of Supplemental Indenture to Collateral Trust Indenture constituting Exhibit 10d(2)(a) above, including forms of Secured Lease Obligation bonds (Exhibit 4(b), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

CEI and TE

- C-193 Form of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the limited partnership Owner Participant named therein, Lessor, and Cleveland Electric and Toledo Edison, Lessee (Exhibit 4(c), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-194 Form of Amendment No. 1 to Facility Lease constituting Exhibit 10d(3)(a) above (Exhibit 4(e), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

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- C-195 Form of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the corporate Owner Participant named therein, Lessor, and Cleveland Electric and Toledo Edison, Lessees (Exhibit 4(d), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-196 Form of Amendment No. 1 to Facility Lease constituting Exhibit 10d(4)(a) above (Exhibit 4(f), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-197 Form of Facility Lease dated as of September 30, 1987 between Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Lessor, and Cleveland Electric and Toledo Edison, Lessees (Exhibit 4(c), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-198 Form of Amendment No. 1 to the Facility Lease constituting Exhibit 10d(5)(a) above (Exhibit 4(f), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI and TE

- C-199 Form of Participation Agreement dated as of September 15, 1987 among the limited partnership Owner Participant named therein, the Original Loan Participants listed in Schedule 1 thereto, as Original Loan Participants, CTC Beaver Valley Fund Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Cleveland Electric and Toledo Edison, as Lessees (Exhibit 28(a), File No. 33-18755, filed by Cleveland Electric And Toledo Edison).
- C-200 Form of Amendment No. 1 to Participation Agreement constituting Exhibit 10d(6)(a) above (Exhibit 28(c), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-201 Form of Participation Agreement dated as of September 15, 1987 among the corporate Owner Participant named therein, the Original Loan Participants listed in Schedule 1 thereto, as Owner Loan Participants, CTC Beaver Valley Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Cleveland Electric and Toledo Edison, as Lessees (Exhibit 28(b), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-202 Form of Amendment No. 1 to Participation Agreement constituting Exhibit 10d(7)(a) above (Exhibit 28(d), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-203 Form of Participation Agreement dated as of September 30, 1987 among the Owner Participant named therein, the Original Loan Participants listed in

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Schedule II thereto, as Owner Loan Participants, CTC Mansfield Funding Corporation, Meridian Trust Company, as Owner Trustee, IBJ Schroder Bank & Trust Company, as Indenture Trustee, and Cleveland Electric and Toledo Edison, as Lessees (Exhibit 28(a), File No. 33-0128, filed by Cleveland Electric and Toledo Edison).

- C-204 Form of Amendment No. 1 to the Participation Agreement constituting Exhibit 10d(8)(a) above (Exhibit 28(b), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-205 Form of Ground Lease dated as of September 15, 1987 between Toledo Edison, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(e), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI and TE

- C-206 Form of Site Lease dated as of September 30, 1987 between Toledo Edison, Lessor, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(c), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-207 Form of Site Lease dated as of September 30, 1987 between Cleveland Electric, Lessor, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(d), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-208 Form of Amendment No. 1 to the Site Leases constituting Exhibits 10d(10) and 10d(11) above (Exhibit 4(f), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-209 Form of Assignment, Assumption and Further Agreement dated as of September 15, 1987 among The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, Cleveland Electric, Duquesne, Ohio Edison, Pennsylvania Power and Toledo Edison (Exhibit 28(f), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-210 Form of Additional Support Agreement dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, and Toledo Edison (Exhibit 28(g), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-211 Form of Support Agreement dated as of September 30, 1987 between Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Toledo Edison, Cleveland Electric, Duquesne, Ohio Edison and Pennsylvania Power

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(Exhibit 28(e), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-212 Form of Indenture, Bill of Sale, Instrument of Transfer and Severance Agreement dated as of September 30, 1987 between Toledo Edison, Seller, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, Buyer (Exhibit 28(h), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI and TE

C-213 Form of Bill of Sale, Instrument of Transfer and Severance Agreement dated as of September 30, 1987 between Toledo Edison, Seller, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Buyer (Exhibit 28(f), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-214 Form of Bill of Sale, Instrument of Transfer and Severance Agreement dated as of September 30, 1987 between Cleveland Electric, Seller, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Buyer (Exhibit 28(g), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-215 Forms of Refinancing Agreement, including exhibits thereto, among the Owner Participant named therein, as Owner Participant, CTC Beaver Valley Funding Corporation, as Funding Corporation, Beaver Valley II Funding Corporation, as New Funding Corporation, The Bank of New York, as Indenture Trustee, The Bank of New York, as New Collateral Trust Trustee, and The Cleveland Electric Illuminating Company and The Toledo Edison Company, as Lessees (Exhibit (28)(e)(i), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).

C-216 Form of Amendment No. 2 to Facility Lease among Citicorp Lescaman, Inc., Cleveland Electric and Toledo Edison (Exhibit 10(a), Form S-4 File No. 333-47651, filed by Cleveland Electric).

C-217 Form of Amendment No. 3 to Facility Lease among Citicorp Lescaman, Inc., Cleveland Electric and Toledo Edison (Exhibit 10(b), Form S-4 File No. 333-47651, filed by Cleveland Electric).

C-218 Form of Amendment No. 2 to Facility Lease among US West Financial Services, Inc., Cleveland Electric and Toledo Edison (Exhibit 10(c), Form S-4 File No. 333-47651, filed by Cleveland Electric).

C-219 Form of Amendment No. 3 to Facility Lease among US West Financial Services, Inc., Cleveland Electric and Toledo Edison (Exhibit 10(d), Form S-4 File No. 333-47651, filed by Cleveland Electric).

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- C-220 Form of Amendment No. 2 to Facility Lease among Midwest Power Company, Cleveland Electric and Toledo Edison (Exhibit 10(e), Form S-4 File No. 333-47651, filed by Cleveland Electric).
- C-221 Centerior Energy Corporation Equity Compensation Plan (Exhibit 99, Form S-8, File No. 33-59635).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI

- C-222 Mortgage and Deed of Trust between CEI and Guaranty Trust Company of New York (now The Chase Manhattan Bank (National Association)), as Trustee, dated July 1, 1940 (Exhibit 7(a), File No. 2-4450). Supplemental Indentures between CEI and the Trustee, dated as follows:

| Dated as of ----- | File Reference ----- | Exhibit No. ----- |
|----------------------|--|----------------------|
| July 1, 1940 | Form 10-K, 2-445 | 7 (b) |
| August 18, 1944 | Form 10-K, 2-9887 | 4 (c) |
| December 1, 1947 | Form 10-K, 2-7306 | 7 (d) |
| September 1, 1950 | Form 10-K, 2-8587 | 7 (c) |
| June 1, 1951 | Form 10-K, 2-8994 | 7 (f) |
| May 1, 1954 | Form 10-K, 2-10830 | 4 (d) |
| March 1, 1958 | Form 10-K, 2-13839 | 2 (a) (4) |
| April 1, 1959 | Form 10-K, 2-14753 | 2 (a) (4) |
| December 20, 1967 | Form 10-K, 2-30759 | 2 (a) (4) |
| January 15, 1969 | Form 10-K, 2-30759 | 2 (a) (5) |
| November 1, 1969 | Form 10-K, 2-35008 | 2 (a) (4) |
| June 1, 1970 | Form 10-K, 2-37235 | 2 (a) (4) |
| November 15, 1970 | Form 10-K, 2-38460 | 2 (a) (4) |
| May 1, 1974 | Form 10-K, 2-50537 | 2 (a) (4) |
| April 15, 1975 | Form 10-K, 2-52995 | 2 (a) (4) |
| April 16, 1975 | Form 10-K, 2-53309 | 2 (a) (4) |
| May 28, 1975 | June 5, 1975 Form 8-A, 1-2323 | 2 (c) |
| February 1, 1976 | 1975 Form 10 K, 1-2323 | 3 (d) (6) |
| November 23, 1976 | Form 10-K, 2-57375 | 2 (a) (4) |
| July 26, 1977 | Form 10-K, 2-59401 | 2 (a) (4) |
| September 7, 1977 | Form 10-K, 2-67221 | 2 (a) (5) |
| May 1, 1978 | June 30, 1978 Form 10-Q, 1-2323 | 2 (b) |
| September 1, 1979 | September 30, 1979 Form 10-Q, 1-2323 | 2 (a) |
| April 1, 1980 | September 30, 1980 Form 10-Q, 1-2323 | 4 (a) (2) |
| April 15, 1980 | September 30, 1980 Form 10-Q, 1-2323 | 4 (b) |
| May 28, 1980 | Amendment No. 1, 2-67221 | 2 (a) (4) |
| June 9, 1980 | September 30, 1980 Form 10-Q, 1-2323 | 4 (d) |
| December 1, 1980 | 1980 Form 10-K, 1-2323 | 4 (b) (29) |
| July 28, 1981 | September 30, 1981, Form 10-Q, 1-2323 | 4 (a) |

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|-------------------|--|-----------|
| August 1, 1981 | September 30, 1981, Form 10-Q, 1-2323 | 4 (b) |
| March 1, 1982 | Amendment No. 1, 2-76029 | 4 (b) (3) |
| July 15, 1982 | September 30, 1982 Form 10-Q, 1-2323 | 4 (a) |
| September 1, 1982 | September 30, 1982 Form 10-Q, 1-2323 | 4 (a) (1) |
| November 1, 1982 | September 30, 1982 Form 10-Q, 1-2323 | (a) (2) |

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI

| Dated as of ----- | File Reference ----- | Exhibit No. ----- |
|----------------------|---|----------------------|
| November 15, 1982 | 1982 Form 10-K, 1-2323 | 4 (b) (36) |
| May 24, 1983 | June 30, 1983 Form 10-Q, 1-2323 | 4 (a) |
| May 1, 1984 | June 30, 1984 Form 10-Q, 1-2323 | 4 |
| May 23, 1984 | May 22, 1984 Form 8-K, 1-2323 | 4 |
| June 27, 1984 | June 11, 1984 Form 8-K, 1-2323 | 4 |
| September 4, 1984 | 1984 Form 10-K, 1-2323 | 4b(41) |
| November 14, 1984 | 1984 Form 10 K, 1-2323 | 4b(42) |
| November 15, 1984 | 1984 Form 10-K, 1-2323 | 4b(43) |
| April 15, 1985 | May 8, 1985 Form 8-K, 1-2323 | 4 (a) |
| May 28, 1985 | May 8, 1985 Form 8-K, 1-2323 | 4 (b) |
| August 1, 1985 | September 30, 1985 Form 10-Q, 1-2323 | 4 |
| September 1, 1985 | September 30, 1985 Form 8-K, 1-2323 | 4 |
| November 1, 1985 | January 31, 1986 Form 8-K, 1-2323 | 4 |
| April 15, 1986 | March 31, 1986 Form 10-Q, 1-2323 | 4 |
| May 14, 1986 | June 30, 1986 Form 10-Q, 1-2323 | 4 (a) |
| May 15, 1986 | June 30, 1986 Form 10-Q, 1-2323 | 4 (b) |
| February 25, 1987 | 1986 Form 10-K, 1-2323 | 4b(52) |
| October 15, 1987 | September 30, 1987 Form 10-Q 1-2323 | 4 |
| February 24, 1988 | 1987 Form 10-K, 1-2323 | 4b(54) |
| September 15, 1988 | 1988 Form 10-K, 1-2323 | 4b(55) |
| May 15, 1989 | 33-32724 | 4 (a) (2) (i) |
| June 13, 1989 | File No. 33-32724 | 4 (a) (2) (ii) |
| October 15, 1989 | 33-32724 | 4 (a) (2) (iii) |
| January 1, 1990 | 1989 Form 10-K, 1-2323 | 4b(59) |
| June 1, 1990 | September 30, 1990 Form 10-Q, 1-2323 | 4 (a) |
| August 1, 1990 | September 30, 1990 Form 10-Q, | 4 (b) |

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| | | |
|--------------------|--|-----------|
| May 1, 1991 | 1-2323 June 30, 1991 Form 10-Q, 1-2323 | 4 (a) |
| May 1, 1992 | 33-48845 | 4 (a) (3) |
| July 31, 1992 | 33-57292 | 4 (a) (3) |
| January 1, 1993 | 1992 Form 10-K, 1-2323 | 4b(65) |
| February 1, 1993 | 1992 Form 10-K, 1-2323 | 4b(66) |
| May 20, 1993 | July 14, 1993 Form 8-K, 1-2323 | 4 (a) |
| June 1, 1993 | July 14, 1993 Form 8-K, 1-2323 | 4 (b) |
| September 15, 1994 | September 30, 1994 Form 10-Q, 1-2323 | 4 (a) |

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI

| Dated as of | File Reference | Exhibit No. |
|--------------------|--|-------------|
| ----- | ----- | ----- |
| May 1, 1995 | September 30, 1995 Form 10-Q, 1-2323 | 4 (a) |
| May 2, 1995 | September 30, 1995 Form 10-Q, 1-2323 | 4 (b) |
| June 1, 1995 | September 30, 1995 Form 10-Q, 1-2323 | 4 (c) |
| July 15, 1995 | 1995 Form 10-K, 1-2323 | 4b(73) |
| August 1, 1995 | 1995 Form 10-K, 1-2323 | 4b(74) |
| June 15, 1997 | Form S-4, 333-35931, filed by CEI and TE | 4 (a) |
| October 15, 1997 | Form S-4, 333-47651, filed by Cleveland Electric | 4 (a) |
| June 1, 1998 | Form S-4, 333-72891 | 4b(77) |
| October 1, 1998 | Form S-4, 333-72891 | 4b(78) |
| October 1, 1998 | Form S-4, 333-72891 | 4b(79) |
| February 24, 1999 | Form S-4, 333-72891 | 4b(80) |
| September 29, 1999 | 1999 Form 10-K, 1-2323 | 4b(81) |
| January 15, 2000 | 1999 Form 10-K, 1-2323 | 4b(82) |
| May 15, 2002 | 2002 Form 10-K, 1-2323 | 4b(83) |
| October 1, 2002 | 2002 Form 10-K, 1-2323 | 4b(84) |
| C-223 | Form of Note Indenture between Cleveland Electric and The Chase Manhattan Bank, as Trustee dated as of October 24, 1997 (Exhibit 4(b), Form S-4 File No. 333-47651, filed by Cleveland Electric). | |
| C-224 | Form of Supplemental Note Indenture between Cleveland Electric and The Chase Manhattan Bank, as Trustee dated as of October 24, 1997 (Exhibit 4(c), Form S-4 File No. 333-47651, filed by Cleveland Electric). | |
| C-225 | Indenture dated as of December 1, 2003 between CEI and JPMorgan Chase Bank, as Trustee, incorporated by reference to Exhibit 4-1 on FirstEnergy Annual Report on Form 10-K, for the year 2003, File No.1-2323. | |

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TE
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C-226 Indenture, dated as of April 1, 1947, between TE and The Chase National Bank of the City of New York (now The Chase Manhattan Bank (National Association)) (Exhibit 2(b), File No. 2-26908).

| Dated as of ----- | File Reference ----- | Exhibit No. ----- |
|----------------------|-------------------------|----------------------|
| September 1, 1948 | Form 10-K, 2-26908 | 2 (d) |
| April 1, 1949 | Form 10-K, 2-26908 | 2 (e) |
| December 1, 1950 | Form 10-K, 2-26908 | 2 (f) |
| March 1, 1954 | Form 10-K, 2-26908 | 2 (g) |
| February 1, 1956 | Form 10-K, 2-26908 | 2 (h) |
| May 1, 1958 | Form 10-K, 2-59794 | 5 (g) |
| August 1, 1967 | Form 10-K, 2-26908 | 2 (c) |

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

TE
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| Dated as of | File Reference | Exhibit No. |
|--------------------|---|-------------|
| November 1, 1970 | Form 10-K, 2-38569 | 2 (c) |
| August 1, 1972 | Form 10-K, 2-44873 | 2 (c) |
| November 1, 1973 | Form 10-K, 2-49428 | 2 (c) |
| October 1, 1975 | Form 10-K, 2-54627 | 2 (c) |
| June 1, 1976 | Form 10-K, 2-56396 | 2 (c) |
| October 1, 1978 | Form 10-K, 2-62568 | 2 (c) |
| September 1, 1979 | Form 10-K, 2-65350 | 2 (c) |
| September 1, 1980 | Form 10-K, 2-69190 | 4 (s) |
| October 1, 1980 | Form 10-K, 2-69190 | 4 (c) |
| April 1, 1981 | Form 10-K, 2-71580 | 4 (c) |
| November 1, 1981 | Form 10-K, 2-74485 | 4 (c) |
| June 1, 1982 | Form 10-K, 2-77763 | 4 (c) |
| September 1, 1982 | Form 10-K, 2-87323 | 4 (x) |
| April 1, 1983 | March 31, 1983, Form 10-Q, 1-3583 | 4 (c) |
| December 1, 1983 | 1983 Form 10-K, 1-3583 | 4 (x) |
| April 1, 1984 | 2-90059 | 4 (c) |
| October 15, 1984 | 1984 Form 10-K | 4 (dd) |
| August 1, 1985 | 33-1689 | 4 (ee) |
| December 1, 1985 | 33-1689 | 4 (c) |
| March 1, 1986 | 1986 Form 10-K, 1-3583 | 4b(31) |
| October 15, 1987 | September 30, 1987 Form 10-Q, 1-3583 | 4 |
| September 15, 1988 | 1988 Form 10-K, 1-3583 | 4b(33) |
| June 15, 1989 | 1989 Form 10-K, 1-3583 | 4b(34) |
| October 15, 1989 | 1989 Form 10-K, 1-3583 | 4b(35) |
| May 15, 1990 | June 30, 1990 Form 10-Q, 1-3583 | 4 |
| March 1, 1991 | June 30, 1991 Form 10-Q, 1-3583 | 4 (b) |
| May 1, 1992 | 33-48844 | 4 (a) (3) |

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| | | |
|--------------------|---|--------|
| August 1, 1992 | 1992 Form 10-K, 1-3583 | 4b(39) |
| October 1, 1992 | 1992 Form 10-K, 1-3583 | 4b(40) |
| January 1, 1993 | 1992 Form 10-K, 1-3583 | 4b(41) |
| September 15, 1994 | September 30, 1994 Form 10-Q, 1-3583 | 4(b) |
| May 1, 1995 | September 30, 1995 Form 10-Q, 1-3583 | 4(d) |
| June 1, 1995 | September 30, 1995 Form 10-Q, 1-3583 | 4(e) |
| July 14, 1995 | September 30, 1995 Form 10-Q, 1-3583 | 4(f) |
| July 15, 1995 | September 30, 1995 Form 10-Q, 1-3583 | 4(g) |
| August 1, 1997 | 1998 Form 10-K, 1-3583 | 4b(47) |
| June 1, 1998 | 1998 Form 10-K, 1-3583 | 4b(48) |
| January 15, 2000 | 1999 Form 10-K, 1-3583 | 4b(49) |
| May 1, 2000 | 2000 Form 10-K, 1-3583 | 4b(50) |
| September 1, 2000 | 2000 Form 10-K, 1-3583 | 4b(51) |
| October 1, 2002 | 2002 Form 10-K, 1-3583 | 4b(52) |
| April 1, 2003 | 2003 Form 10-k, 1-3583 | 4b(53) |

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

- C-227 Indenture of JCP&L, dated March 1, 1946 between JCP&L and United States Trust Company of New York, Successor Trustee, as amended and supplemented by eight supplemental indentures dated December 1, 1948 through June 1, 1960 - Incorporated by reference to JCP&L's Instruments of Indebtedness Nos. 1 to 7, inclusive, and 9 and 10 filed as part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, SEC File Nos. 30-126 and 1-3292.
- C-228 Ninth Supplemental Indenture, dated as of November 1, 1962 - incorporated by reference to Exhibit 2-C, Registration No. 2-20732.
- C-229 Tenth Supplemental Indenture, dated as of October 1, 1963 - incorporated by reference to Exhibit 2-C, Registration No. 2-21645.
- C-230 Eleventh Supplemental Indenture, dated as of October 1, 1964 - incorporated by reference to Exhibit 5-A-3, Registration No. 2-59785.
- C-231 Twelfth Supplemental Indenture, dated as of November 1, 1965 - incorporated by reference to Exhibit 5-A-4, Registration No. 2-59785.
- C-232 Thirteenth Supplemental Indenture, dated as of August 1, 1966 - incorporated by reference to Exhibit 4-C, Registration No. 2-25124.
- C-233 Fourteenth Supplemental Indenture, dated as of September 1, 1967 - incorporated by reference to Exhibit 5-A-6, Registration No. 2-59785.
- C-234 Fifteenth Supplemental Indenture, dated as of October 1, 1968 - incorporated by reference to Exhibit 5-A-7, Registration No. 2-59785.

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- C-235 Sixteenth Supplemental Indenture, dated as of October 1, 1969 - incorporated by reference to Exhibit 5-A-8, Registration No. 2-59785.
- C-236 Seventeenth Supplemental Indenture, dated as of June 1, 1970 - incorporated by reference to Exhibit 5-A-9, Registration No. 2-59785.
- C-237 Eighteenth Supplemental Indenture, dated as of December 1, 1970 - incorporated by reference to Exhibit 5-A-10, Registration No. 2-59785.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

- C-238 Nineteenth Supplemental Indenture, dated as of February 1, 1971 - incorporated by reference to Exhibit 5-A-11, Registration No. 2-59785.
- C-239 Twentieth Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 5-A-12, Registration No. 2-59875.
- C-240 Twenty-first Supplemental Indenture, dated as of August 1, 1972 - incorporated by reference to Exhibit 5-A-13, Registration No. 2-59785.
- C-241 Twenty-second Supplemental Indenture, dated as of August 1, 1973 - incorporated by reference to Exhibit 5-A-14, Registration No. 2-59785.
- C-242 Twenty-third Supplemental Indenture, dated as of October 1, 1973 - incorporated by reference to Exhibit 5-A-15, Registration No. 2-59785.
- C-243 Twenty-fourth Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 5-A-16, Registration No. 2-59785.
- C-243 Twenty-fifth Supplemental Indenture, dated as of November 1, 1974 - incorporated by reference to Exhibit 5-A-17, Registration No. 2-59785.
- C-244 Twenty-sixth Supplemental Indenture, dated as of March 1, 1975 - incorporated by reference to Exhibit 5-A-18, Registration No. 2-59785.
- C-245 Twenty-seventh Supplemental Indenture, dated as of July 1, 1975 - incorporated by reference to Exhibit 5-A-19, Registration No. 2-59785.
- C-246 Twenty-eighth Supplemental Indenture, dated as of October 1, 1975 - incorporated by reference to Exhibit 5-A-20, Registration No. 2-59785.
- C-247 Twenty-ninth Supplemental Indenture, dated as of February 1, 1976 - incorporated by reference to Exhibit 5-A-21, Registration No. 2-59785.
- C-248 Supplemental Indenture No. 29A, dated as of May 31, 1976 - incorporated by reference to Exhibit 5-A-22, Registration No. 2-59785.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

- C-249 Thirtieth Supplemental Indenture, dated as of June 1, 1976 - incorporated by reference to Exhibit 5-A-23, Registration No. 2-59785.
- C-250 Thirty-first Supplemental Indenture, dated as of May 1, 1977 - incorporated by reference to Exhibit 5-A-24, Registration No. 2-59785.
- C-251 Thirty-second Supplemental Indenture, dated as of January 20, 1978 - incorporated by reference to Exhibit 5-A-25, Registration No. 2-60438.
- C-252 Thirty-third Supplemental Indenture, dated as of January 1, 1979 - incorporated by reference to Exhibit A-20(b), Certificate Pursuant to Rule 24, File No. 70-6242.
- C-253 Thirty-fourth Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit A-28, Certificate Pursuant to Rule 24, File No. 70-6290.
- C-254 Thirty-sixth Supplemental Indenture, dated as of October 1, 1979 - incorporated by reference to Exhibit A-30, Certificate Pursuant to Rule 24, File No. 70-6354.
- C-255 Thirty-seventh Supplemental Indenture, dated as of September 1, 1984 - incorporated by reference to Exhibit A-1(cc), Certificate Pursuant to Rule 24, File No. 70-7001.
- C-256 Thirty-eighth Supplemental Indenture, dated as of July 1, 1985 - incorporated by reference to Exhibit A-1(dd), Certificate Pursuant to Rule 24, File No. 70-7109.
- C-257 Thirty-ninth Supplemental Indenture, dated as of April 1, 1988 - incorporated by reference to Exhibit A-1(a), Certificate Pursuant to Rule 24, File No. 70-7263.
- C-258 Fortieth Supplemental Indenture, dated as of June 14, 1988 - incorporated by reference to Exhibit A-1(ff), Certificate Pursuant to Rule 24, File No. 70-7603.
- C-259 Forty-first Supplemental Indenture, dated as of April 1, 1989 - incorporated by reference to Exhibit A-1(gg), Certificate Pursuant to Rule 24, File No. 70-7603.
- C-260 Forty-second Supplemental Indenture, dated as of July 1, 1989 - incorporated by reference to Exhibit A-1(hh), Certificate Pursuant to Rule 24, File No. 70-7603.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

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Exhibits

JCP&L

- C-261 Forty-third Supplemental Indenture, dated as of March 1, 1991 - incorporated by reference to Exhibit 4-A-35, Registration No. 33-45314.
- C-262 Forty-fourth Supplemental Indenture, dated as of March 1, 1992 - incorporated by reference to Exhibit 4-A-36, Registration No. 33-49405.
- C-263 Forty-fifth Supplemental Indenture, dated as of October 1, 1992 - incorporated by reference to Exhibit 4-A-37, Registration No. 33-49405.
- C-264 Forty-sixth Supplemental Indenture, dated as of April 1, 1993 - incorporated by reference to Exhibit C-15 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.
- C-265 Forty-seventh Supplemental Indenture, dated as of April 10, 1993 - incorporated by reference to Exhibit C-16 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.
- C-266 Forty-eighth Supplemental Indenture, dated as of April 15, 1993 - incorporated by reference to Exhibit C-17 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.
- C-267 Forty-ninth Supplemental Indenture, dated as of October 1, 1993 - incorporated by reference to Exhibit C-18 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.
- C-268 Fiftieth Supplemental Indenture, dated as of August 1, 1994 - incorporated by reference to Exhibit C-19 of GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- C-269 Fifty-first Supplemental Indenture of JCP&L, dated August 15, 1996 - incorporated by reference to Exhibit 4-A-43 of GPU, Inc.'s Annual Report on Form 10-K for 1996, File No. 1-6047.
- C-270 Fifty-second Supplemental Indenture of JCP&L dated July 1, 1999 - incorporated by reference to Item 16, Exhibit 4-B-44 of Registration No. 333-88783.
- C-271 Fifty-third Supplemental Indenture of JCP&L dated November 1, 1999 - incorporated by reference to Exhibit 4-A-45 of JCP&L's Annual Report on Form 10-K for the year 1999, File No. 1-3141.
- C-272 Subordinated Debenture Indenture, dated as of May 1, 1995 - incorporated by reference to Exhibit A-8(a), Certificate Pursuant to Rule 24, File No. 70-8495.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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JCP&L

- C-273 Fifty-fourth Supplemental Indenture of JCP&L, dated November 7, 2001 - incorporated by reference to Exhibit 4-A-47 of JCP&L's Annual Report on Form 10-K for the year 2001, File No. 1-3141.
- C-274 Senior Note Indenture between JCP&L and United States Trust Company of New York, dated July 1, 1999 - incorporated by reference to Exhibit 4-A of Registration No. 333-78717.
- C-275 Incentive Compensation Plan for Elected Officers of JCP&L dated February 6, 1997 incorporated by reference to Exhibit C-74 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- C-276 Amended and restated Deferred Remuneration Plan for Outside Directors of JCP&L effective as of August 8, 2000 - incorporated by reference to Exhibit 10-H to JCP&L's Annual Report on Form 10-K for the year 2000, File No. 1-3141.
- C-277 Form of Amendment, effective November 7, 2001, to Deferred Remuneration Plan for Outside Directors of JCP&L - incorporated by reference to Exhibit 10-B to JCP&L's Annual Report on Form 10-K for the year 2001, File No. 1-3141.

Met-Ed

- C-278 Indenture of Met-Ed, dated November 1, 1944, between Met-Ed and United States Trust Company of New York, Successor Trustee, as amended and supplemented by fourteen supplemental indentures dated February 1, 1947 through May 1, 1960 - Incorporated by reference to Met-Ed's Instruments of Indebtedness Nos. 1 to 14 inclusive, and 16, filed as part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, SEC File Nos. 30-126 and 1-3292.
- C-279 Supplemental Indenture, dated as of December 1, 1962 - incorporated by reference to Exhibit 2-E(1), Registration No. 2-59678.
- C-280 Supplemental Indenture, dated as of March 20, 1964 - incorporated by reference to Exhibit 2-E(2), Registration No. 2-59678.
- C-281 Supplemental Indenture, dated as of July 1, 1965 - incorporated by reference to Exhibit 2-E(3), Registration No. 2-59678.
- C-282 Supplemental Indenture, dated as of June 1, 1966 - incorporated by reference to Exhibit 2-B-4, Registration No. 2-24883.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

- C-283 Supplemental Indenture, dated as of March 22, 1968 - incorporated by

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- reference to Exhibit 4-C-5, Registration No. 2-29644.
- C-284 Supplemental Indenture, dated as of September 1, 1968 - incorporated by reference to Exhibit 2-E(6), Registration No. 2-59678.
- C-285 Supplemental Indenture, dated as of August 1, 1969 - incorporated by reference to Exhibit 2-E(7), Registration No. 2-59678.
- C-286 Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 2-E(8), Registration No. 2-59678.
- C-287 Supplemental Indenture, dated as of May 1, 1972 - incorporated by reference to Exhibit 2-E(9), Registration No. 2-59678.
- C-288 Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 2-E(10), Registration No. 2-59678.
- C-289 Supplemental Indenture, dated as of October 30, 1974 - incorporated by reference to Exhibit 2-E(11), Registration No. 2-59678.
- C-290 Supplemental Indenture, dated as of October 31, 1974 - incorporated by reference to Exhibit 2-E(12), Registration No. 2-59678.
- C-291 Supplemental Indenture, dated as of March 20, 1975 - incorporated by reference to Exhibit 2-E(13), Registration No. 2-59678.
- C-292 Supplemental Indenture, dated as of September 25, 1975 - incorporated by reference to Exhibit 2-E(15), Registration No. 2-59678.
- C-293 Supplemental Indenture, dated as of January 12, 1976 - incorporated by reference to Exhibit 2-E(16), Registration No. 2-59678. C-294 Supplemental Indenture, dated as of March 1, 1976 - incorporated by reference to Exhibit 2-E(17), Registration No. 2-59678.
- C-295 Supplemental Indenture, dated as of September 28, 1977 - incorporated by reference to Exhibit 2-E(18), Registration No. 2-62212.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

- C-296 Supplemental Indenture, dated as of January 1, 1978 - incorporated by reference to Exhibit 2-E(19), Registration No. 2-62212.
- C-300 Supplemental Indenture, dated as of September 1, 1978 - incorporated by reference to Exhibit 4-A(19), Registration No. 33-48937.
- C-301 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(20), Registration No. 33-48937.
- C-302 Supplemental Indenture, dated as of January 1, 1980 - incorporated by reference to Exhibit 4-A(21), Registration No. 33-48937.

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- C-303 Supplemental Indenture, dated as of September 1, 1981 - incorporated by reference to Exhibit 4-A(22), Registration No. 33-48937.
- C-304 Supplemental Indenture, dated as of September 10, 1981 - incorporated by reference to Exhibit 4-A(23), Registration No. 33-48937.
- C-305 Supplemental Indenture, dated as of December 1, 1982 - incorporated by reference to Exhibit 4-A(24), Registration No. 33-48937.
- C-306 Supplemental Indenture, dated as of September 1, 1983 - incorporated by reference to Exhibit 4-A(25), Registration No. 33-48937.
- C-307 Supplemental Indenture dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(26), Registration No. 33-48937.
- C-308 Supplemental Indenture, dated as of March 1, 1985 - incorporated by reference to Exhibit 4-A(27), Registration No. 33-48937.
- C-309 Supplemental Indenture, dated as of September 1, 1985 - incorporated by reference to Exhibit 4-A(28), Registration No. 33-48937.
- C-310 Supplemental Indenture, dated as of June 1, 1988 - incorporated by reference to Exhibit 4-A(29), Registration No. 33-48937.
- C-311 Supplemental Indenture, dated as of April 1, 1990 - incorporated by reference to Exhibit 4-A(30), Registration No. 33-48937.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

- C-312 Amendment, dated as of May 22, 1990, to Supplemental Indenture (dated April 1, 1990) - incorporated by reference to Exhibit 4-A(31), Registration No. 33-48937.
- C-313 Supplemental Indenture, dated as of September 1, 1992 - incorporated by reference to Exhibit 4-A(32)(a), Registration No. 33-48937.
- C-314 Supplemental Indenture, dated as of December 1, 1993 - incorporated by reference to Exhibit C-58 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.
- C-315 Supplemental Indenture, dated as of July 15, 1995 - incorporated by reference to Exhibit 4-B-35 to Met-Ed's Annual Report on Form 10-K for the year 1995, File No. 1-446.
- C-316 Supplemental Indenture, dated August 15, 1996 - incorporated by reference to Exhibit 4-B-35 to Met-Ed's Annual Report on Form 10-K for 1996, File No. 1-446.
- C-317 Supplemental Indenture, dated May 1, 1997 - incorporated by reference to Exhibit 4-B-36 to Met-Ed's Annual Report on Form 10-K for 1997, File No.

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- 1-446.
- C-318 Indenture between Met-Ed and United States Trust Company of New York dated May 1, 1999 - incorporated by reference to Exhibit A-11(a), Certificate Pursuant to Rule 24, File No. 70-9329.
- C-319 Supplemental Indenture between Met-Ed and United States Trust Company of New York dated July 1, 1999 - incorporated by reference to Exhibit 4-B-38 of Met-Ed's Annual Report on Form 10-K for the year 1999, File No. 1-446.
- C-320 Senior Note Indenture between Met-Ed and United States Trust Company of New York, dated July 1, 1999.
- C-321 Supplemental Indenture, dated May 1, 2001 - incorporated by reference to Exhibit 4-B-41 to Met-Ed's Annual Report on Form 10-K for 2002, File No. 1-446.
- C-322 First Supplemental Indenture between Met-Ed and United States Trust Company of New York, dated August 1, 2000 - incorporated by reference to Exhibit 4-A, June 30, 2000 Quarterly Report on Form 10-Q, SEC File No. 1-446.
- C-323 Supplemental Indenture, dated March 1, 2003 - incorporated by reference to Exhibit 4-B-42 to Met-Ed's Annual Report on Form 10-K for 2003, File No. 1-446.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penelec

- C-324 Mortgage and Deed of Trust of Penelec, dated January 1, 1942, between Penelec and United States Trust Company of New York, Successor Trustee, and indentures supplemental thereto dated March 7, 1942 through May 1, 1960 - Incorporated by reference to Penelec's Instruments of Indebtedness Nos. 1-20, inclusive, filed as a part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, Sec File Nos. 30-236 and 1-3292.
- C-325 Supplemental Indentures to Mortgage and Deed of Trust, dated May 1, 1961 through December 1, 1977 - incorporated by reference to Exhibit 2-D(1) to 2-D(19), Registration No. 2-61502.
- C-326 Supplemental Indenture, dated as of June 1, 1978 - incorporated by reference to Exhibit 4-A(2), Registration No. 33-49669.
- C-327 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(3), Registration No. 33-49669.
- C-328 Supplemental Indenture, dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(4), Registration No. 33-49669.
- C-329 Supplemental Indenture, dated as of December 1, 1985 - incorporated by reference to Exhibit 4-A(5), Registration No. 33-49669.
- C-330 Supplemental Indenture, dated as of December 1, 1986, - incorporated by

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- reference to Exhibit 4-A(6), Registration No. 33-49669.
- C-331 Supplemental Indenture, dated as of May 1, 1989 - incorporated by reference to Exhibit 4-A(7), Registration No. 33-49669.
- C-332 Supplemental Indenture, dated as of December 1, 1990 - incorporated by reference to Exhibit 4-A(8), Registration No. 33-45312.
- C-333 Supplemental Indenture, dated as of March 1, 1992 - incorporated by reference to Exhibit 4-A(9), Registration No. 33-45312.
- C-334 Supplemental Indenture, dated as of June 1, 1993 - incorporated by reference to Exhibit C-73 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penelec

- CC-335 Supplemental Indenture, dated as of November 1, 1995 - incorporated by reference to Exhibit 4-C-11 to GPU, Inc.'s Annual Report on Form 10-K for the year 1995, File No. 1-6047.
- C-336 Supplemental Indenture, dated August 15, 1996 - incorporated by reference to Exhibit 4-C-12 to GPU, Inc.'s Annual Report on Form 10-K for 1996, File No. 1-6047.
- C-337 Senior Note Indenture between Penelec and United States Trust Company of New York dated April 1, 1999 - incorporated by reference to Exhibit 4-C-13 of Penelec's Annual Report on Form 10-K for the year 1999, File No. 1-3522.
- C-338 Indenture between Penelec and United States Trust Company of New York dated June 1, 1999 - incorporated by reference to Exhibit A-11(a), Certificate Pursuant to Rule 24, File No. 70-9327.
- C-339 First Supplemental Indenture between Penelec and United States Trust Company of New York, dated August 1, 2000 - incorporated by reference to Exhibit 4-B, June 30, 2000 Quarterly Report on Form 10-Q, SEC File No. 1-3522.
- C-340 Supplemental Indenture, dated May 1, 2001 - incorporated by reference to Exhibit 4-C-16 to Penelec's Annual Report on Form 10-K for the year 2001, File No. 1-3522.
- C-341 Supplemental Indenture No. 1, dated May 1, 2001 - incorporated by reference to Exhibit 4-C-16 to Penelec's Annual Report on Form 10-K for the year 2001, File No. 1-3522.

GPU Service, Inc.

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- C-342 Amendment to the Severance Protection Agreement for Carole B. Snyder, dated August 8, 2000.
- C-343 Amendment to the Special Severance Protection Agreement for Carole B. Snyder, dated November 7, 2001.
- C-344 Special Severance Protection Agreement for Carole B. Snyder, dated October 13, 2001.
- C-345 Special Severance Protection Agreement for Leila L. Vespoli, dated October 13, 2001.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

D. Tax Allocation Agreement

- D-1 Tax Allocation Agreement incorporated by reference to xxx

E. Other Documents

- E-1 Venture Disclosures - Fiber Optic System Lease Agreements with Non-associated Companies.
- E-2 Venture Disclosures - Services to Non-Affiliated Utilities.
- E-3 Annual Report to the SEC on Form U-13-60 for 2003.
- E-4 GPU Nuclear, Inc. - Policy for the Purchase of Computers for the Nuclear Science Degree Program - incorporated by reference to Exhibit E-1 to GPU, Inc.'s Annual Report on Form U5S for the year 1989, File No. 30-126.
- E-5 GPU System Accounting Policy regarding Company Credit Card Agreements, dated April 20, 1993 - incorporated by reference to Exhibit E-3 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.

Schedules Supporting Items of This Report

- F-1 Item 6. Part III - Compensation and other related information for the Officers and Directors of FirstEnergy, OE, CEI, TE, JCP&L, Met-Ed and Penelec.
- F-2 Consolidating Financial Statements of Ohio Edison Company for 2003.

Consolidating Financial Statements of The Cleveland Electric Illuminating Company for 2003.

Consolidating Financial Statements of The Toledo Edison Company for 2003.

Consolidating Financial Statements of Jersey Central Power & Light

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Company for 2003.

Consolidating Financial Statements of JCP&L Preferred Capital, Inc. for 2003.

Consolidating Financial Statements of Metropolitan Edison Company for 2003.

Consolidating Financial Statements of Met-Ed Preferred Capital II, Inc. for 2003.

Consolidating Financial Statements of Met-Ed Capital II LP for 2003.

Consolidating Financial Statements of Pennsylvania Electric Company for 2003.

Consolidating Financial Statements of Penelec Preferred Capital II, Inc. for 2003.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Schedules Supporting Items of This Report

Consolidating Financial Statements of Penelec Capital II LP for 2003.

Consolidating Financial Statements of MYR Group Inc. for 2003 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of Harlan Electric Company for 2003 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Solutions Corp. for 2003 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of MARBEL Energy Corporation for 2003 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Facilities Services Group, LLC for 2003 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Ventures Corp. for 2003 - filed pursuant to request for confidential treatment.

- F-3 Item 8. Part I - Affiliated transactions for the period of July 1, 2003 through December 31, 2003.
- H-1 Organizational chart showing the relationship of FirstEnergy Generation Corp. to each exempt wholesale generator (EWG) in which it holds an interest.
- H-2 Organizational chart showing the relationship of GPU Power, Inc. to each exempt wholesale generator (EWG) in which it holds an interest.
- H-3 Organizational chart showing the relationship of GPU Capital, Inc. to each foreign utility company (FUCCO) in which it holds an interest.

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I-1 Consolidating Financial Statements of GPU Power, Inc. for 2003 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of GPU Capital, Inc. for 2003 - filed pursuant to request for confidential treatment.

Financial Statements of Los Amigos Leasing Company, Ltd for 2003 - filed pursuant to request for confidential treatment.

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SIGNATURE

The undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

FIRSTENERGY CORP.

April 30, 2004

By /s/ Harvey L. Wagner

Harvey L. Wagner
Vice President, Controller
and Chief Accounting Officer
(Principal Accounting Officer)

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