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FIRSTENERGY CORP  
Form U5S  
May 12, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM U5S

ANNUAL REPORT  
For the Year Ended December 31, 2002

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, 2002  
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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2002

Name of Company -----	Number of Common Shares Owned -----	% of Voting Power -----
FirstEnergy Corp. (FirstEnergy): (9)		
Unsecured debt (23)	-	-
American Transmission Systems, Incorporated (ATSI) (1) (10)	1	100.00%
Unsecured debt (23)	-	-
Centerior Service Company * (1)	750	100.00%
FE Acquisition Corp. * (1)	65	100.00%
Mid-Atlantic Energy Development Co. *	1,900	100.00%
FE Holdings, L.L.C.* (1)		
FELHC, Inc. (FELHC) (1) (15)	1	100.00%
FirstEnergy Facilities Services Group, LLC (FEFSG) (1) (12)	66	100.00%
Anacoma, Inc. (11)	104	100.00%
Colonial Mechanical Corporation (11)	81,132	100.00%
Dunbar Mechanical, Inc. (11)	277	100.00%
Edwards Electrical & Mechanical, Inc. (11)	435	100.00%
Elliott-Lewis Corporation (11)	100	100.00%
A.A. Duckett, Inc. (11)	1,000	100.00%
E-L Enterprises, Inc. (12)	1,000	100.00%
Modern Air Conditioning, Inc. (11)	49,950	100.00%
Air dex Air Conditioning Corporation (11)	100	100.00%
R.L. Anderson, Inc. (11)	9,800	100.00%
Sautter Crane Rental, Inc. (11)	100	100.00%
L.H. Cranston and Sons, Inc. (11)	1,000	100.00%
Roth Bros., Inc. (11)	792	100.00%

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R.P.C. Mechanical, Inc. (11)	100	100.00%
Spectrum Controls Systems, Inc. (11)	35	100.00%
The Hattenbach Company (11)	531	100.00%
Webb Technologies, Inc. (11)	939	100.00%
FirstEnergy Nuclear Operating Company (FENOC) (1)	1	100.00%
Unsecured debt (23)	-	-

\* Inactive

\*\* Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2002 (Continued)

Name of Company	Number of Common Shares Owned	% of Voting Power
FirstEnergy Properties, Inc. (FE Properties) (1) (19)	400	100.00%
Unsecured debt (23)	-	-
BSG Properties, Inc. *	10	100.00%
FirstEnergy Securities Transfer Company (FirstEnergy Transfer) (1) (18)	1	100.00%
FirstEnergy Service Company (FECO) (1) (16)	1	100.00%
FirstEnergy Solutions Corp. (FES) (1) (11)	8	100.00%
FirstEnergy Engineering, Incorporated (1) (11)		100.00%
FirstEnergy Generation Corp. (GenCo) (13)	1	100.00%
FirstEnergy Ventures Corp. (FirstEnergy Ventures) (1) (12)	102	100.00%
Unsecured debt (23)	-	-
Advanced Technologies Development Corp. (15)	1	100.00%
Bay Shore Power Company (11)	1	100.00%
Centerior Communications Holdings, Inc. (12)	10	100.00%
Fiber Venture Equity, Inc. * (15)	10	100.00%
Centerior Energy Services, Inc. (11)	100	100.00%
Centerior Power Enterprises, Inc. *	10	100.00%
Eastroc Technologies, LLC * (2) (11)	-	50.00%**
Engineered Processes, Ltd. * (2) (11)	-	50.00%**
FirstEnergy Telecommunications Corp. (15)	1	100.00%
Warrenton River Terminal, Ltd. (11)		100.00%
GPU Advanced Resources, Inc. (GPUAR) (1) (11)	100	100.00%
Unsecured debt (23)	-	-
GPU Capital, Inc. (GPU Capital) (1) (14)	100	100.00%
GPU Electric, Inc. (GPU Electric)	100	100.00%
EI UK Holdings, Inc. (14)	100	100.00%
Aquila Sterling Holdings LLC (14) (17)		

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50.00%\*\*

- \* Inactive
- \*\* Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.
- \*\*\* EI UK Holdings, Inc. owns 50% voting (20.1% economic) interest in Aquila Sterling Holding LL

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002 (Continued):

Name of Company	Number of Common Shares Owned	% of Voting Power
GPU Argentina Holdings, Inc. (14)	100	100.00%
GPU Australia Holdings, Inc. (14)	100	100.00%
Austran Holdings, Inc. (14)	100	100.00%
Austran Investments Pty Ltd. (14)		100.00%
GPU International Australia Pty Ltd. (14)	10,000,000	100.00%
GPU Diversified Holdings LLC (GPUDH) (1) (11)	100	100.00%
GPU Distributed Power, Inc. (11)	10	100.00%
GPU EnerTech Holdings, Inc. (11)	100	100.00%
EnviroTech Investment Fund I LP (2) (26)	-	9.89%*
GPU Solar, Inc. (11)	50	50.00%
GPU Nuclear, Inc. (GPUN) (1) (16)	2,500	100.00%
Private Fuel Storage LLC (2)		10.10%*
GPU Power, Inc. (GPU Power) (1) (13)	100	100.00%
Barranquilla Lease Holding, Inc. (13)	100	100.00%
Los Amigos Leasing Company, Ltd. (13)	12,000	100.00%
EI Barranquilla, Inc. (13)	100	100.00%
Termobarranquilla, S.A. (TEBSA) (13)	420,592	28.67%
EI Canada Holding Limited (13)	100	100.00%
EI Brooklyn Power Limited (13)	100	100.00%
EI Brooklyn Investments Limited (13)	1	100.00%
EI Services Canada Limited (13)	100	100.00%
EI International (13)	100	100.00%
GPUUI Colombia, Ltda. (13)	100	100.00%
GPU Power Philippines, Inc. (13)	100	100.00%
Magellan Utilities Development Corporation (13)	17,264	40.00%
Guaracachi America, Inc. (13)	100	100.00%
Empresa Guaracachi S.A. (13)	1,679,184	50.00%
International Power Advisors, Inc. (13)	100	100.00%

- \* Inactive
- \*\* Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002 (Continued):

Name of Company	Number of Common Shares Owned	% of Voting Power
GPU Service, Inc. (GPUS) (1) (16)	5,000	100.00%
GPU Telcom Services, Inc. (GPU Telcom) (1) (15)	100	100.00%
Jersey Central Power & Light Company (JCP&L) (1) (10)	15,371,270	100.00%
Unsecured debt (23)	-	-
JCP&L Preferred Capital, Inc. (18)	100	100.00%
JCP&L Capital L.P. (18)	- (7)	100.00%
JCP&L Transition Funding, LLC (18)	100	100.00%
Saxton Nuclear Experimental Corporation * (4)		44.00%
MARBEL Energy Corporation (MARBEL) (1) (3) (20)	991	100.00%
Marbel HoldCo, Inc. (12) (22)	100	100.00%
Great Lakes Energy Partners, LLC (Great Lakes) (2) (22)		50.00%*
Northeast Ohio Natural Gas Corp. (21)	100	100.00%
Metropolitan Edison Company (Met-Ed) (1) (3) (10)	859,500	100.00%
Met-Ed Preferred Capital II, Inc. (18)	100	100.00%
Met-Ed Capital II, L.P. (18)	- (7)	100.00%
Met-Ed Capital Trust (18)	- (7)	100.00%
Saxton Nuclear Experimental Corporation * (4)		32.00%
York Haven Power Company (10)	500	100.00%
MYR Group Inc. (MYR) (1) (27)	100	100.00%
ComTel Technology, Inc.	50,000	100.00%
D.W.Close Company, Inc.	26,450	100.00%
Great Southwestern Construction, Inc.	50,000	100.00%
Harlan Electric Company	100	100.00%
Power Piping Company	9,900	100.00%
Sturgeon Electric Company, Inc.	100	100.00%
Hawkeye Construction, Inc.	550	100.00%
MYRcom, Inc.	100	100.00%
MYRpower, Inc.	100	100.00%
The L. E. Myers Company	1,000	100.00%

\* Inactive

\*\* Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002 (Continued):

Name of Company -----	Number of Common Shares Owned -----	% of Voting Power -----
Ohio Edison Company (OE) (1) (10)	100	100.00%
Unsecured debt (23)	-	-
OES Capital, Incorporated (18)	200	100.00%
Unsecured debt (23)	-	-
OES Finance, Incorporated (18)	140	100.00%
OES Nuclear, Incorporated (18)	1	100.00%
OES Ventures, Incorporated (12)	110	100.00%
PNBV Capital Trust (2) (28)	-	49.00%*
Ohio Edison Financing Trust (18)	148,454	100.00%
Ohio Edison Financing Trust II * (18)		
Ohio Valley Electric Corporation (OVEC) (2) (8)	16,500	16.50%*
Indiana-Kentucky Electric Corporation		
Pennsylvania Power Company (Penn) (10)	6,290,000	100.00%
Unsecured debt (23)	-	-
Cranberry Square Associates, L. P. (2) (25)	-	50.00%*
Apollo Tax Credit Fund III, L. P. (2) (24)	-	33.33%*
Apollo Tax Credit Fund IX, L. P. (2) (24)	-	99.99%*
Boston Capital Corporate Tax		
Credits IV, L. P. (2) (24)	-	2.95%*
Boston Capital Corporate Tax		
Credits X, L. P. (2) (24)	-	10.93%*
Boston Capital Corporate Tax		
Credits XVI, L. P. (2) (24)	-	14.00%*
Boston Capital Corporate Tax		
Credits XVII, L. P. (2) (24)	-	10.00%*
Boston Financial Institutional Tax		
Credits III, L. P. (2) (24)	-	5.38%*
Boston Financial Institutional Tax		
Credits V, L. P. (2) (24)	-	3.24%*
Boston Financial Institutional Tax		
Credits XVI, L. P. (2) (24)	-	5.83%*
EnviroTech Investment Fund I LP (2) (26)	-	6.35%*
Marion Senior Housing Limited Partnership (2) (24)	-	29.47%*
McDonald Corporate Tax Credit Fund Limited		
Partnership (2) (24)	-	12.37%*
McDonald Corporate Tax Credit Fund -		
1995 Limited Partnership (2) (24)	-	9.00%*

\* Inactive

\*\* Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002 (Continued):

Number of

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Name of Company	Common Shares Owned	% of Voting Power
McDonald Corporate Tax Credit Fund - 1996 Limited Partnership (2) (24)	-	42.13%**
McDonald Corporate Tax Credit Fund - 1998 Limited Partnership (2) (24)	-	30.94%**
Ohio Equity Fund for Housing Limited Partnership II (2) (24)	-	7.62%**
USA Institutional Tax Credit Fund VII, L.P. (2) (24)	-	8.11%**
Pennsylvania Electric Company (Penelec) (1) (3) (10)	5,290,596	100.00%
Nineveh Water Company	5	100.00%
Penelec Preferred Capital II, Inc. (18)	100	100.00%
Penelec Capital II, L.P. (18)	- (7)	100.00%
Penelec Capital Trust (18)	- (7)	100.00%
Saxton Nuclear Experimental Corporation * (4)		24.00%
The Waverly Electric Light and Power Company (10)	600	100.00%
The Cleveland Electric Illuminating Company (CEI) (1) (10)	79,590,689	100.00%
Centerior Funding Corporation (18)	1,000	100.00%
Cleveland Electric Financing Trust I * (18)	123,720	100.00%
The Toledo Edison Capital Corporation (2) (6) (18)	28,036	10.00%**
The Toledo Edison Company (TE) (1) (10)	39,133,887	100.00%
Ohio Valley Electric Corporation (OVEC) (2) (8)	4,000	4.00%**
Indiana-Kentucky Electric Corporation		
The Toledo Edison Capital Corporation (2) (6) (18)	1,000	90.00%**
First Communications, LLC (2) (15)	-	31.08%**
Kinetic Ventures I, LLC (2) (11)	-	11.11%**
Kinetic Ventures II, LLC (2) (11)	-	14.28%**
Kinetic Ventures III, LLC (2) (11)	-	8.00%**
Nth Power Technologies II, LLC (2) (11)	-	8.22%**

\* Inactive

\*\* Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002 (Continued):

Name of Company	Number of Common Shares Owned	% of Voting Power
-----------------	-------------------------------	-------------------

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Nth Power Technologies II-A, LLC (2) (11)	-	5.33%**
PowerSpan Corp. (2) (11)	-	18.63%**
UMICO Holdings, Inc.* (2)	71,947	36.00%**

\* Inactive

\*\* Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

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ITEM 1 SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002  
(Continued):

- (1) These companies are direct wholly owned subsidiaries of FirstEnergy Corp.
- (2) Direct or indirect investments by FirstEnergy Corp.
- (3) MARBEL, Met-Ed and Penelec are exempt as holding companies under Section 3 (a) and Rule 2 of the Public Utility Holding Company Act of 1935 (the Act).
- (4) JCP&L, Met-Ed, Penelec collectively own all of the common stock of Saxton Nuclear Experimental Corporation, a Pennsylvania nonprofit corporation organized for nuclear experimental purposes which is now inactive. The carrying value of the owner's investment has been written down to a nominal value.
- (5) Not used.
- (6) The Toledo Edison Capital Corporation (TECC) makes equity investments in Delaware business trusts that hold lessor debt instruments. TE owns a 90% interest in TECC and CEI owns a 10% interest in TECC.
- (7) A 100% General Partnership interests.
- (8) OVEC is a public utility company formed by 15 independent investor-owned public utilities to furnish electric service in the Ohio River Valley. OE owns a 16.5% interest in OVEC and TE owns a 4% interest in OVEC.
- (9) Registered holding company.
- (10) Electric utility company.
- (11) Rule 58 energy-related company or investments.
- (12) Nonutility holding company.
- (13) Exempt wholesale generator (EWG).
- (14) Foreign utility company (FUCO).
- (15) Exempt telecommunications company.



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- (16) Service company.
- (17) FirstEnergy sold 79.9% interest of Avon energy Partners Holdings (Avon) to Acquila, Inc. (Acquila) on May 8, 2002. FirstEnergy and Acquila together own all of the outstanding shares of Avon through a jointly owned subsidiary, Acquila Sterling Holdings LLC, with each company having a 50% voting interest.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002  
(Continued):

- (18) Financing subsidiary.
- (19) Real estate investment subsidiary.
- (20) MARBEL is the parent company of a natural gas pipeline company, Northeast Ohio Natural Gas Corp., and a holding company, Marbel Holdco Inc.
- (21) Natural gas pipeline company.
- (22) Marbel Holdco Inc. owns a 50% interest in Great Lakes, an oil and gas exploration and production company, in a joint venture with Range Resources Corporation.
- (23) Unsecured debt represents short-term intercompany loan with rolling maturity date. Details of unsecured debt are presented after the footnote.
- (24) Affordable housing investments.
- (25) Managing a strip shopping center.
- (26) A venture capital fund investing in energy and communications related companies. GPUDH owns a 9.89% interest and OE owns a 6.35% interest in EnviroTech Investment Fund I LP.
- (27) Infrastructure service company.
- (28) A trust established to purchase a portion of the lease obligation bonds issued on behalf of lessors in nuclear plant sale and leaseback transactions.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002  
(Continued):

Note (23) Unsecured debt

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Intercompany Loan from -----	Intercompany Loan to -----	Interest Rate -----
FirstEnergy	Met-Ed	1.80%
	OE	1.80%
	Penelec	1.80%
	Advanced Technologies Development Corp.	2.45%
	EI UK Holdings, Inc.	6.56%
	FEFSG	2.45%
	GenCo	2.45%
	FECO	2.45%
	FES	2.45%
	GPU Capital	6.56%
	GPU Telcom	2.45%
		Total FirstEnergy
ATSI	OE	1.80%
FENOC	FECO	2.45%
FE Properties	FECO	2.45%
FirstEnergy Ventures	FECO	2.45%
GPUAR	FES	2.45%
JCP&L	OE	1.80%
OE	CEI	1.80%
	TE	1.80%
		Total OE
OES Capital, Inc.	OES Fuel, Inc.	2.51%
Penn	OE	1.80%

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002  
(Continued):

Changes in the status of an existing subsidiary during 2002:

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Avon Energy Partners plc was dissolved on March 28, 2002.

Austin Cogeneration Corporation and Austin Cogeneration Partners, LP were dissolved on June 6, 2002.

GPU International Asia, Inc. was dissolved on June 7, 2002.

America's Fiber Network LLC was dissolved on June 30, 2002.

AFN, LLC was dissolved on June 30, 2002.

Penn Power Energy, Inc. merged into its parent, FirstEnergy Solutions Corp. on July 31, 2002.

Victoria Electric Holdings, Inc., Victoria Electric, Inc., and VicGas Holdings, Inc. were dissolved on November 15, 2002.

JCP&L Transition, Inc. was dissolved on July 26, 2002.

JCP&L Transition Holdings, Inc. was dissolved on August 1, 2002.

OES Fuel, Inc. merged into its parent, Ohio Edison Company on November 27, 2002.

FirstEnergy Corp. had reached an agreement to sell Webb Technologies, Inc. and Colonial Mechanical Corporation on December 15, 2002. The sale was completed on January 15, 2003.

Hanover Energy Corporation was dissolved on December 27, 2002.

NCP Energy, Inc. and NCP Ada Power Incorporated - provisional dissolution (pending tax clearance from the State of California).

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### ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

None

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

Name of Issuer and Title of Issue -----	Name of Company Issuing -----	Principal Amount Of Stated Value	
		Issued and Sold	Pledged, Guaranteed or Assumed
(1)	(2)	(3)	(4)
FirstEnergy Corp.	FirstEnergy Corp.	\$25,711,265	(a)
Ohio Edison Company	Ohio Edison Company	\$ 538,000	(a)
Cleveland Electric Illuminating Company	Cleveland Electric Illuminating Company	\$ 465,101	(a)

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Pennsylvania Power Company	Pennsylvania Power Company	\$11,859,147	(b)
Toledo Edison Company	Toledo Edison Company	\$ 1,048,309	(a)
BSG Properties, Inc.	BSG Properties, Inc.	\$ 3,495,127	(a)
FirstEnergy Facilities Services Group, LLC	FirstEnergy Facilities Services Group, LLC	\$60,046,617	(a)
Jersey Central Power & Light Company	Jersey Central Power & Light Company	\$ 9,718,558	(c)
Metropolitan Edison Company	Metropolitan Edison Company	\$ 6,288,835	(d)
Pennsylvania Electric Company	Pennsylvania Electric Company	\$ 3,775,222	(e)
GPU Advanced Resources	GPU Advanced Resources	\$ 2,000,000	(a)
GPU Telecom Services	GPU Telecom Services	\$ 25,000	(a)
GPU Nuclear, Inc.	GPU Nuclear, Inc.	\$ 46,204	(f)

- (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 (\$404,925).
- (c) Represents letters of credit (\$1,525,783), surety bonds (\$7,724,775) for workers' compensation insurance and miscellaneous surety bonds for various purposes (\$468,000).
- (d) Represents letters of credit (\$915,470), surety bonds (\$4,634,865) for workers' compensation insurance and miscellaneous surety bonds for various purposes (\$738,500).
- (e) Represents letters of credit (\$610,313), surety bonds (\$3,089,909) for workers' compensation insurance and miscellaneous surety bonds for various purposes (\$75,000).
- (f) Represents miscellaneous surety bonds related to environmental issues.

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	Di
-----	-----	-----	-----
Ohio Edison Company:			
Secured Trust Notes	Ohio Edison	\$ 51,642,095 =====	Rede
First Mortgage Bonds	Ohio Edison	\$ 279,265,000 =====	Rede
Preferred Stocks	Ohio Edison	\$ 220,000,000 =====	Rede
Pennsylvania Power Company			
First Mortgage Bonds	Penn Power	\$ 974,000 =====	Rede

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Pollution Control Notes	Penn Power	\$ 14,790,000	Rede
		=====	
Pollution Control Notes	Penn Power	\$ 14,500,000	
		=====	
Preferred Stocks	Penn Power	\$ 750,000	Rede
		=====	
Cleveland Electric Illuminating Company			
Medium Term Notes	CEI	\$ 33,000,000	Rede
		=====	
First Mortgage Bonds	CEI	\$ 195,000,000	Rede
		=====	
Pollution Control Notes	CEI	\$ 108,700,000	
		=====	
Pollution Control Notes	CEI	\$ 111,691,000	Rede
		=====	
Preferred Stocks	CEI	\$ 64,767,000	Rede
		=====	
Toledo Edison Company			
First Mortgage Bonds	TE	\$ 400,000	Rede
		=====	
Medium Term Notes	TE	\$ 44,675,000	Rede
		=====	
Pollution Control Notes	TE	\$ 20,200,000	
		=====	
Pollution Control Notes	TE	\$ 20,634,000	Rede
		=====	
Unsecured Notes	TE	\$ 135,000,000	Rede
		=====	
Preferred Stocks	TE	\$ 85,299,050	Rede
		=====	

Note: See pages 16 to 24 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	Dis
-----	-----	-----	-----
FirstEnergy Generation Company			
Pollution Control Notes	GenCo	\$ 15,000,000	A
		=====	
Bayshore Power Company			

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Pollution Control Notes	Bayshore	\$ 2,200,000	Redee
		=====	
Jersey Central Power & Light			
Preferred Stocks	JCP&L	\$ 51,112,251	Redee
		=====	
Medium Term Notes	JCP&L	\$174,393,868	Redee
		=====	
Pollution Control Notes	JCP&L	\$ 21,639,000	Redee
		=====	
Unsecured Notes	JCP&L	\$ 14,689	Redee
		=====	
Metropolitan Edison Company			
Medium Term Notes	Met-Ed	\$ 60,000,000	Redee
		=====	
Medium Term Notes	Met-Ed	\$ 50,000,000	A
		=====	
Unsecured Notes	Met-Ed	\$ 29,377	Redee
		=====	
Pennsylvania Electric Company			
Pollution Control Notes	Penelec	\$ 205,000	Redee
		=====	
Unsecured Notes	Penelec	\$ 50,014,689	Redee
		=====	

Note: See pages 16 to 24 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 (1)	Name of Company Acquiring, Redeeming or Retiring Securities (2)	Principal Amount or Stated Value		Date of Transaction (5)	C
		Acquired (3)	Redeemed and Retired (4)		
-----					
Ohio Edison Company					
Secured Trust Notes:					
7.930% PEPCO	Ohio Edison		\$ 1,168,536	1/21/2002	
7.930% PEPCO	Ohio Edison		\$ 1,176,258	2/21/2002	
7.930% PEPCO	Ohio Edison		\$ 1,184,031	3/21/2002	
7.680% PEPCO	Ohio Edison		\$ 4,061,976	4/21/2002	
7.680% PEPCO	Ohio Edison		\$ 4,087,665	5/21/2002	

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7.680% PEPCO	Ohio Edison	\$ 4,113,516	6/21/2002
7.680% PEPCO	Ohio Edison	\$ 4,139,530	7/21/2002
7.680% PEPCO	Ohio Edison	\$ 4,165,709	8/21/2002
7.680% PEPCO	Ohio Edison	\$ 4,192,054	9/21/2002
7.680% PEPCO	Ohio Edison	\$ 4,218,565	10/21/2002
7.680% PEPCO	Ohio Edison	\$ 4,245,244	11/21/2002
7.680% PEPCO	Ohio Edison	\$ 4,272,092	12/21/2002

-----  
\$41,025,177  
=====

First Mortgage Bonds

8.250% Series	Ohio Edison	\$125,000,000	4/1/2002
7.375% Series	Ohio Edison	\$120,000,000	9/15/2002
7.500% Series	Ohio Edison	\$34,265,000	9/1/2002

-----  
\$279,265,000  
=====

Preferred Stocks:

9.00% Series	Ohio Edison	\$120,000,000	8/15/2002
7.75% Series	Ohio Edison	\$100,000,000	7/1/2002

-----  
\$220,000,000  
=====

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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)	
-----				
Pennsylvania Power Company				
First Mortgage Bonds:				
9.74% Series	Penn Power		\$ 974,000	11/1/2002
			=====	
Pollution Control Notes:				
6.450% Series	Penn Power		\$ 14,500,000	7/1/2002
3.850% Series	Penn Power	\$14,500,000		7/1/2002
			-----	
			\$14,500,000	\$ 14,500,000
			=====	=====
Preferred Stock:				
6.860% Series	Penn Power		\$ 750,000	10/1/2002

=====

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)	
Cleveland Electric Illuminating Company				
Medium Term Notes:				
8.130% Series	CEI		\$ 28,000,000	7/1/2002
7.850% Series	CEI		\$ 5,000,000	7/30/2002
			-----	
			\$ 33,000,000	
			=====	
First Mortgage Bonds:				
7.625% Series	CEI		\$195,000,000	8/1/2002
			=====	
Pollution Control Notes:				
7.00% Series B	CEI		\$ 15,000	9/1/2002
7.00% Series C	CEI		\$ 15,000	9/1/2002
6.85% Series	CEI		\$ 30,000,000	10/8/2002
1.50% Series	CEI	\$ 30,000,000		10/8/2002
8.00% Series	CEI		\$ 78,700,000	7/16/2002
6.00% Series	CEI	\$ 8,700,000		7/16/2002
			-----	
		\$108,700,000	\$108,730,000	
			=====	
Preferred Stock:				
7.35% Series C	CEI		\$ 1,000,000	8/1/2002
9.00% Series S	CEI		\$ 17,750,000	11/1/2002
7.56% Series	CEI		\$ 45,000,000	5/28/2002
			-----	
			\$ 63,750,000	
			=====	



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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)	
-----				
Toledo Edison Company				
First Mortgage Bonds:				
8.00% Series	TE		\$ 400,000 =====	11/1/2002
Medium Term Notes:				
8.65% Series	TE		\$ 5,000,000	4/1/2002
8.62% Series	TE		\$ 7,000,000	4/1/2002
8.18% Series	TE		\$ 17,000,000	7/30/2002
10.00% Series	TE		\$ 15,000,000	6/11/2002
			-----	
			\$ 44,000,000 =====	
Pollution Control Notes:				
10.0% Series	TE		\$ 30,000	8/15/2002
6.875% Series	TE		\$ 20,200,000	10/8/2002
1.500% Series	TE	\$20,200,000		10/8/2002
			-----	
		\$20,200,000	\$ 20,230,000 =====	
Unsecured Notes:				
8.70% Debenture	TE		\$135,000,000 =====	9/1/2002
Preferred Stock:				
10.00% Series	TE		\$19,000,000	2/1/2002
8.84% Series	TE		\$25,000,000	2/1/2002
8.32% Series	TE		\$10,000,000	2/1/2002
7.80% Series	TE		\$15,000,000	2/1/2002
7.76% Series	TE		\$15,000,000	2/1/2002
			-----	
			\$84,000,000 =====	

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

Principal

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Name of Issuer and Title of Issue (1)	Name of Company Acquiring, Redeeming or Retiring Securities (2)	Amount or Stated Value		Date of Transaction (5)
		Acquired (3)	Redeemed and Retired (4)	
FirstEnergy Generation Company				
Pollution Control Notes:				
5% OWDA	GENCO	\$ 15,000,000 =====		7/2/2002

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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)	Consid (6)
		Acquired (3)	Redeemed and Retired (4)		
Bayshore Power Company					
Pollution Control Notes:					
5.375% Series	Bayshore		\$1,400,000	9/1/2002	\$1,
6.625% Series	Bayshore		800,000	9/1/2002	
			----- \$2,200,000 =====		----- \$2, =====

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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)	

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Jersey Central  
Power & Light

Preferred Stocks:

8.65% Series J	JCP&L	\$16,666,600	7/1/2002
7.52% Series K	JCP&L	\$ 5,000,000	6/1/2002
7.52% Series	JCP&L	\$21,500,000	8/1/2002
8.65% Series J	JCP&L	\$ 8,333,500	8/1/2002
		-----	
		\$51,500,100	
		=====	

Medium Term Notes:

9.00% Series	JCP&L	\$ 50,000,000	3/27/2002
9.20% Series	JCP&L	\$ 27,037,000	7/23/2002
8.85% Series	JCP&L	\$ 38,000,000	7/12/2002
8.82% Series	JCP&L	\$ 12,000,000	7/12/2002
8.55% Series	JCP&L	\$ 16,377,000	7/23/2002
8.25% Series	JCP&L	\$ 26,947,000	7/23/2002
		-----	
		\$170,361,000	
		=====	

Pollution Control Notes:

7.90% Series	JCP&L	\$ 21,639,000	6/11/2002
		=====	

Unsecured Notes:

7.69% Series (Cowanisque)	JCP&L	\$ 14,689	8/1/2002
		=====	

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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)	
Metropolitan Edison Company				
Medium Term Notes				
8.05% Series	MetEd		\$30,000,000	3/1/2002
9.10% Series	MetEd		\$30,000,000	6/3/2002
5.93% Series	MetEd	\$50,000,000		6/3/2002
		-----	-----	

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\$50,000,000  
=====

\$60,000,000  
=====

Unsecured Notes:

7.69% Series (Cowanesque)	MetEd	\$ 29,377	8/1/2002
		=====	

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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 Electric Company				
Pollution Control Notes				
6.125% Series	Penelec		\$ 205,000	12/1/2002
			=====	
Unsecured Notes:				
Variable Series E	Penelec		\$25,000,000	4/1/2002
Variable Series E	Penelec		\$25,000,000	10/11/2002
7.69% Series (Cowanesque)	Penelec		\$ 14,689	8/1/2002
			-----	
			\$50,014,689	
			=====	

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF DECEMBER 31, 2002

Name	Security Owned	Shares	% Ownership	Nature of
-----	-----	-----	-----	-----
Active Power Exchange Inc.	Common Stock	92,378	0.01%	A developer of storage system uninterruptible

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Name	Entity Type	Shares	Ownership %	Nature of Investment
Akron Development Fund I, Ltd.	LLC		7.92%	other power qua Provide financi promote growth
APX	Series B-2 & Series C Preferred Stock		1.16%	Operates Intern for the buying electricity, en and related pro
Ballard Generation Systems, Inc.	Common Stock	1,490,301*	7.41%	Develop, manufa stationary fuel
Ballard Power Systems, Inc.	Common Stock	99,400	0.12%	Develop, manufa fuel cells and
CID Ohio Equity Capital	LP		7.50%	Venture capital
Cleveland Development Partnership II	LP		1.47%	Housing and urb
Cleveland Civic Housing Fund	LLC		4.00%	Housing and urb

\* Includes 490,300 nonvoting shares.

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF DECEMBER 31, 2002 (Continued):

Name	Security Owned	Shares	% Ownership	Nature of
Enertech Capital Partners II, LP	Limited Partnership		2.20%	A venture capit in energy-relat service compani
Greater Reading Development Partnership	LP		5.58%	Nonprofit busin loans to develo assist in the d commercial real homes in Readin
Pantellos Corporation	Common Stock	466,108	8.21%	Pantellos is an marketplace foc and energy serv
Silicon Energy			0.28%	Back office ser Generation serv
Waterford Development Corporation	Common Stock		6.25%	Provides loans assist in the e of C&I activiti financial assis emerging busine

ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF DECEMBER 31, 2002 (Continued):

Name	Security Owned	Shares	%	Ownership	Nature of
-----					
30 Misc. de minimis investments					

ITEM 6. OFFICERS AND DIRECTORS  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy	ATSI	FELHC	FEFSG
-----					
H. Peter Burg	(A)	CH,CEO,D	P,D	P,D	M
Dr. Carol A. Cartwright	(A)	D			
William F. Conway	(A)	D			
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			
Adm. Carlisle A. H. Trost	(A)	D			

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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, 2002

		FirstEnergy Transfer	FECO	FES	FirstEnergy Ventures
<hr/>					
H. Peter Burg	(A)	D	CEO, D	D	D
Dr. Carol A. Cartwright	(A)				
William F. Conway	(A)				
Robert B. Heisler, Jr.	(A)				
Robert L. Loughhead	(A)				
Russell W. Maier	(A)				
John M. Pietruski	(A)				
Robert N. Pokelwaldt	(A)				
Paul J. Powers	(A)				
Catherine A. Rein	(A)				
Robert C. Savage	(A)				
George M. Smart	(A)				
Adm. Carlisle A. H. Trost	(A)				
Jesse T. Williams, Sr.	(A)				
Dr. Patricia K. Woolf	(A)				

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

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		GPU DH	GPUN	GPU Power	GPUS
H. Peter Burg	(A)	D	CH, CEO, D	D	P, D
Dr. Carol A. Cartwright	(A)				
William F. Conway	(A)		D		
Robert B. Heisler, Jr.	(A)				
Robert L. Loughhead	(A)				
Russell W. Maier	(A)				
John M. Pietruski	(A)				
Robert N. Pokelwaldt	(A)				
Paul J. Powers	(A)				
Catherine A. Rein	(A)				
Robert C. Savage	(A)				
George M. Smart	(A)				
Adm. Carlisle A. H. Trost	(A)				
Jesse T. Williams, Sr.	(A)				
Dr. Patricia K. Woolf	(A)				

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		MARBEL	Met-Ed	MYR	OE	P
H. Peter Burg	(A)	D	P, D	D	P, D	
Dr. Carol A. Cartwright	(A)					
William F. Conway	(A)					
Robert B. Heisler, Jr.	(A)					
Robert L. Loughhead	(A)					
Russell W. Maier	(A)					



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John M. Pietruski	(A)
Robert N. Pokelwaldt	(A)
Paul J. Powers	(A)
Catherine A. Rein	(A)
Robert C. Savage	(A)
George M. Smart	(A)
Adm. Carlisle A. H. Trost	(A)
Jesse T. Williams, Sr.	(A)
Dr. Patricia K. Woolf	(A)

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy	ATSI	FELHC	FEFSG
-----					
Stanley C. Van Ness	(C)				
Gelorma E. Persson	(C)				
Anthony J. Alexander	(A)	D, P, COO	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
Earl T. Carey	(A)				
Harvey L. Wagner	(A)	VP, C, CAO	VP, C		VP
Nancy C. Ashcom	(A)	S	S	S	S
Edward J. Udovich	(A)	AS	AS	AS	AS
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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Kevin J. Keough (A)

Arthur R. Garfield (A)

CH

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy Transfer	FECO	FES	FirstEner Ventures
Stanley C. Van Ness	(C)				
Gelorma E. Persson	(C)				
Anthony J. Alexander	(A)	D	P, COO, D	D	D
Richard H. Marsh	(A)	D	SVP, CFO, D	SVP, D, CFO	D, SVP, CFO
Leila L. Vespoli	(A)		SVP, GC	SVP, GC	SVP, GC
Earl T. Carey	(A)		SVP		
Harvey L. Wagner	(A)		VP, C	VP, C	VP, C
Nancy C. Ashcom	(A)	P, S	S	S	S
Edward J. Udovich	(A)	AS	AS	AS	AS
Thomas C. Navin	(A)	T	T	T	T
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, RP		P
Arthur R. Garfield	(A)			P	

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

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		GPUDH	GPUN	GPU Power	GPUS
Stanley C. Van Ness	(C)				
Gelorma E. Persson	(C)				
Anthony J. Alexander	(A)	P, D	D	P, D	D
Richard H. Marsh	(A)	SVP, CFO, D		SVP, CFO, D	SVP, CFO, D
Leila L. Vespoli	(A)	SVP, GC		SVP, GC	SVP, GC
Earl T. Carey	(A)				
Harvey L. Wagner	(A)	VP, C	VP, C	VP, C	VP, C
Nancy C. Ashcom	(A)	S	S	S	S
Edward J. Udovich	(A)	AS	AS	AS	AS
Thomas C. Navin	(A)	T	T	T	T
Randy Scilla	(A)	AT	AT	AT	AT
Jeffrey R. Kalata	(A)	AC	AC	AC	AC
Paulette R. Chatman	(C)	AC	AC	AC	AC
Kevin J. Keough	(A)	SVP			
Arthur R. Garfield	(A)				

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		MARBEL	Met-Ed	MYR	OE	P
Stanley C. Van Ness	(C)					
Gelorma E. Persson	(C)					
Anthony J. Alexander	(A)	D	D	D	D	
Richard H. Marsh	(A)	SVP, CFO	SVP, CFO, D	D	SVP, CFO, D	SVP
Leila L. Vespoli	(A)	SVP, GC	SVP, GC		SVP, GC	S

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Earl T. Carey	(A)	D	VP	SVP
Harvey L. Wagner	(A)	VP, C	VP, C	VP, C
Nancy C. Ashcom	(A)	S	S	S
Edward J. Udovich	(A)	AS	AS	AS
Thomas C. Navin	(A)		T	T
Randy Scilla	(A)	AT	AT	AT
Jeffrey R. Kalata	(A)		AC	AC
Paulette R. Chatman	(C)		AC	AC
Kevin J. Keough	(A)			RP
Arthur R. Garfield	(A)			

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy	ATSI	FELHC	FEFSG
Robert F. Saunders	(A)				
Lew W. Myers	(A)				
Gary R. Leidich	(A)				
Mark B. Bezilla	(A)				
Douglas S. Elliott	(B)				P
Guy L. Pipitone	(A)				
Carole B. Snyder	(A)				
Mary Beth Carroll	(A)				
Stanley A. Szwed	(A)		VP		
Lynn M. Cavalier	(A)				
Mark T. Clark	(A)				
Kathryn W. Dindo	(A)				
Michael J. Dowling	(A)				

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Terrance G. Howson (C)

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy Transfer	FECO	FES	FirstEnergy Ventures
Robert F. Saunders	(A)				
Lew W. Myers	(A)				
Gary R. Leidich	(A)				
Mark B. Bezilla	(A)				
Douglas S. Elliott	(B)			SVP	
Guy L. Pipitone	(A)			SVP	
Carole B. Snyder	(A)		SVP		
Mary Beth Carroll	(A)		VP		
Stanley A. 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		

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

GPUH	GPUN	GPU Power	GPUS
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Robert F. Saunders	(A)	P, CNO, D
Lew W. Myers	(A)	
Gary R. Leidich	(A)	
Mark B. Bezilla	(A)	
Douglas S. Elliott	(B)	
Guy L. Pipitone	(A)	
Carole B. Snyder	(A)	
Mary Beth Carroll	(A)	
Stanley A. Szwed	(A)	
Lynn M. Cavalier	(A)	
Mark T. Clark	(A)	
Kathryn W. Dindo	(A)	
Michael J. Dowling	(A)	
Terrance G. Howson	(C)	

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

	MARBEL	Met-Ed	MYR	OE
Robert F. Saunders	(A)			
Lew W. Myers	(A)			
Gary R. Leidich	(A)			
Mark B. Bezilla	(A)			
Douglas S. Elliott	(B)			
Guy L. Pipitone	(A)			
Carole B. Snyder	(A)			
Mary Beth Carroll	(A)			

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Stanley A. Szwed	(A)	VP
Lynn M. Cavalier	(A)	
Mark T. Clark	(A)	
Kathryn W. Dindo	(A)	
Michael J. Dowling	(A)	
Terrance G. Howson	(C)	

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy	ATSI	FELHC	FEFSG
-----					
Ali Jamshidi	(A)				
Charles E. Jones	(A)				
David C. Luff	(A)				
Thomas M. Welsh	(A)				
David W. Whitehead	(A)				
Bradford F. Tobin	(A)				
R. Joseph Hrach	(B)				
Steven F. Lux	(A)			AVP	
Lawrence P. Haren	(E)				
Arthur W. Yuan	(B)				VP, COO
William S. Skibitsky	(D)				
William A Koertner	(D)				
Michael F. Knapp	(D)				
John A. Fluss	(D)				

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy Transfer	FECO	FES	FirstEner Ventures
Ali Jamshidi	(A)		VP, CIO		
Charles E. Jones	(A)		RVP		
David C. Luff	(A)		VP		
Thomas M. Welsh	(A)		VP		
David W. Whitehead	(A)		VP, CETO		
Bradford F. Tobin	(A)		VP, CPO		
R. Joseph Hrach	(B)			VP	
Steven F. Lux	(A)				
Lawrence P. Haren	(E)				
Arthur W. Yuan	(B)				
William S. Skibitsky	(D)				
William A Koertner	(D)				
Michael F. Knapp	(D)				
John A. Fluss	(D)				

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		GPU Power	GPUDH	GPUN	GPUS
Ali Jamshidi	(A)				
Charles E. Jones	(A)				



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David C. Luff	(A)
Thomas M. Welsh	(A)
David W. Whitehead	(A)
Bradford F. Tobin	(A)
R. Joseph Hrach	(B)
Steven F. Lux	(A)
Lawrence P. Haren	(E)
Arthur W. Yuan	(B)
William S. Skibitsky	(D)
William A Koertner	(D)
Michael F. Knapp	(D)
John A. Fluss	(D)

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
 PART I. AS OF DECEMBER 31, 2002

		MARBEL	Met-Ed	MYR	OE	Pene
-----						
Ali Jamshidi	(A)					
Charles E. Jones	(A)					
David C. Luff	(A)					
Thomas M. Welsh	(A)					
David W. Whitehead	(A)					
Bradford F. Tobin	(A)					
R. Joseph Hrach	(B)					
Steven F. Lux	(A)					
Lawrence P. Haren	(E)		P, T			
Arthur W. Yuan	(B)					
William S. Skibitsky	(D)					P, CEO

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William A Koertner	(D)	SVP, CFO, T
Michael F. Knapp	(D)	GVP
John A. Fluss	(D)	GVP

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy	ATSI	FELHC	FEFSG
-----					
William H. Green	(D)				
Elaine Hughes	(D)				
Robert E. McDaniel	(D)				
Brian L. Smolinski	(D)				
James P. Urbas	(D)				
Greg R. Medici	(D)				
Roger D. Ruch	(A)				C
Alfred G. Roth	(A)				
Donald R. Schneider	(A)				
Trent A. Smith	(A)				
Dennis M. Chack	(K)				
Paul W. Allison	(K)				
Thomas A. Clark	(I)				
Jeffrey A. Elser	(I)				
Ronald P. Lantzy	(N)				

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ITEM 6. OFFICERS AND DIRECTORS (Continued)

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PART I. AS OF DECEMBER 31, 2002

		FirstEnergy Transfer	FECO	FES	FirstEner Ventures
William H. Green	(D)				
Elaine Hughes	(D)				
Robert E. McDaniel	(D)				
Brian L. Smolinski	(D)				
James P. Urbas	(D)				
Greg R. Medici	(D)				
Roger D. Ruch	(A)				
Alfred G. Roth	(A)			VP	
Donald R. Schneider	(A)			VP	
Trent A. Smith	(A)			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		

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		GPUDH	GPUN	GPU Power	GPUS
William H. Green	(D)				
Elaine Hughes	(D)				
Robert E. McDaniel	(D)				
Brian L. Smolinski	(D)				

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James P. Urbas	(D)
Greg R. Medici	(D)
Roger D. Ruch	(A)
Alfred G. Roth	(A)
Donald R. Schneider	(A)
Trent A. Smith	(A)
Dennis M. Chack	(K)
Paul W. Allison	(K)
Thomas A. Clark	(I)
Jeffrey A. Elser	(I)
Ronald P. Lantzy	(N)

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		MARBEL	Met-Ed	MYR	OE	Penel
-----						
William H. Green	(D)			SVP		
Elaine Hughes	(D)			VP		
Robert E. McDaniel	(D)			VP		
Brian L. Smolinski	(D)			VP		
James P. Urbas	(D)			VP		
Greg R. Medici	(D)			C,AT		
Roger D. Ruch	(A)					
Alfred G. Roth	(A)					
Donald R. Schneider	(A)					
Trent A. Smith	(A)					
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

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy	ATSI	FELHC	FEFSG
-----					
Stephen E. Morgan	(A)				
James M. Murray	(L)				
Jack A. Kline	(O)				
Steven A. Schumacher	(O)				
John E. Paganie	(M)				
Jacqueline L. Roth	(M)				
Donald M. Lynch	(J)				
Steven E. Strah	(C)				
Steven L. Feld	(C)				
Gerald B. Engen, Jr.	(D)				
Michael D. Cooper	(D)				
Richard S. Swartz, Jr.	(D)				
Steven T. Theis	(D)				
William R. Kanda	(G)				
L. W. Pearce	(A)				

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		FirstEnergy Transfer	FECO	FES	FirstEner Ventures
		-----	-----	-----	-----
Stephen E. Morgan	(A)		VP		
James M. Murray	(L)		RP		
Jack A. Kline	(O)		RP		
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		
Gerald B. Engen, Jr.	(D)				
Michael D. Cooper	(D)				
Richard S. Swartz, Jr.	(D)				
Steven T. Theis	(D)				
William R. Kanda	(G)				
L. W. Pearce	(A)				

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

		GPUDH	GPUN	GPU Power	GPUS
		-----	-----	-----	-----
Stephen E. Morgan	(A)				
James M. Murray	(L)				
Jack A. Kline	(O)				

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Steven A. Schumacher	(O)
John E. Paganie	(M)
Jacqueline L. Roth	(M)
Donald M. Lynch	(J)
Steven E. Strah	(C)
Steven L. Feld	(C)
Gerald B. Engen, Jr.	(D)
Michael D. Cooper	(D)
Richard S. Swartz, Jr.	(D)
Steven T. Theis	(D)
William R. Kanda	(G)
L. W. Pearce	(A)

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2002

	MARBEL	Met-Ed	MYR	OE	Penele
Stephen E. Morgan	(A)				
James M. Murray	(L)				
Jack A. Kline	(O)				
Steven A. Schumacher	(O)				
John E. Paganie	(M)				
Jacqueline L. Roth	(M)				
Donald M. Lynch	(J)				
Steven E. Strah	(C)				
Steven L. Feld	(C)				
Gerald B. Engen, Jr.	(D)		VP, CLO, S		
Michael D. Cooper	(D)		VP		

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Richard S. Swartz, Jr.	(D)	VP
Steven T. Theis	(D)	VP
William R. Kanda	(G)	
L. W. Pearce	(A)	

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ITEM 6. OFFICERS AND DIRECTORS (continued)  
PART I. AS OF DECEMBER 31, 2002

(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) Not used

(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

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ITEM 6. OFFICERS AND DIRECTORS (continued)  
PART I. AS OF DECEMBER 31, 2002

Key                    Position Held  
---                    -----



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AC Assistant Controller  
AS Assistant Corporate 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  
D Director  
GC General Counsel  
GVP Group Vice President  
M Manager  
P President  
RP Region President  
RVP Region Vice President  
S Corporate 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, 2002

Name of Officer or Director -----	Name and Location of Financial Institution -----	Position Held in Financial Institution -----	Applicable Exception Ru -----
Robert B. Heisler, Jr. (1)	KeyCorp. Cleveland, OH	Executive Vice President	70
	McDonald Investments Cleveland, OH	Director	70
Dr. Carol A. Cartwright	KeyCorp. Cleveland, OH	Director	70
Catherine A. Rein	Bank of New York New York, NY	Director	70
	New England Financial, Inc. Boston, MA	Director	70
John M. Pietruski	Lincoln National Corporation Philadelphia, PA	Director	70

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Russell W. Maier	Unizan Financial Corp. Canton, OH	Director	70
George M. Smart	Unizan Financial Corp. Canton, OH	Director	70
Dr. Patricia K. Woolf (2)	The Capital Group New York, NY	Director	70
	National Life Holding Company of Vermont Montpelier, VT	Director	70
Stanley C. Van Ness	The Prudential Insurance Company of America Newark, NJ	Director	70

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ITEM 6. OFFICERS AND DIRECTORS (continued)  
PART II. AS OF DECEMBER 31, 2002 (continued)

- (1) Mr. Heisler is also Chairman of the Board, CEO and Director of KeyBank, N.A., the commercial banking subsidiary of KeyCorp., Director of Key Capital Partners, Director of Key Trust, Director of Champion Financial Services, Inc. and Director of Key Bank Life Insurance Company.
- (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

Name of Company Name of Beneficiary -----	Purpose -----	Account Charged -----
FirstEnergy Service Company: -----		

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Salary and Expenses - Public		
Affairs Activities	(2)	(3)
Coleman Victory Committee-Building Fund	(1)	(3)
Democratic Congressional Campaign		
Committee	(1)	(3)
Democratic National Campaign Committee	(1)	(3)
DSCC Building Fund	(1)	(3)
Eisenhower Center Building Fund	(1)	(3)
Hope Street Kids	(1)	(3)
National Republican Senatorial Campaign	(1)	(3)
NRCC Building Fund	(1)	(3)
Nuclear Energy Institute	(1)	(3)
President's Dinner	(2)	(3)
Progress & Freedom	(1)	(3)
Progress & Freedom Foundation	(1)	(3)
Rendell Inaugural Committee	(1)	(3)
Republican Governors Association	(1)	(3)
Taft-Bradley Inaugural Committee	(1)	(3)
State & Local Ballot Issue	(1)	(3)
Other Contributions and Other		
Expenses under \$10,000	(1) & (2)	(3)

Company total

Ohio Edison Company:

-----		
Salary & Expenses - Public		
Affairs Activities	(2)	(3)

Company total

Jersey Central Power & Light Company

-----  
Metropolitan Edison Company

-----  
Pennsylvania Electric Company

All payments relating to (1) any political party, candidate for public office or holder of such office or committee or agent therefor; or (2) any citizens group, or public relations counsel are reported on FirstEnergy Service, Inc.'s Form U-13-60 and are therefore excluded from this filing.

Notes: (1) Contribution or membership fee.  
(2) Public relations services.  
(3) Income deduction.

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Part I.

Transaction	Serving Company	Receiving Company	Com
	-----	-----	-----
Morristown Headquarters building costs	JCP&L "	Met-Ed Penelec	(In
Revenues associated with the use of company assets	JCP&L	GPU Telcom	
Allenhurst Remittance Center building costs	JCP&L "	Penelec Met-Ed	
Total JCP&L			
Occupancy charges related to the Pottsville Pike facility	Met-Ed "	JCP&L Penelec	
Revenues associated with the use of company assets	Met-Ed	GPU Telcom	
Occupancy charges related to the Bethel Meter Shop facility	Met-Ed "	JCP&L Penelec	
Occupancy charges related to the TMI-1 Circuit building	Met-Ed	JCP&L	
Total Met-Ed			
Revenues associated with the use of company assets	Penelec	GPU Telcom	
Other	Penelec	Met-Ed	
Total Penelec			
Revenues associated with various distribution projects	MYR	JCP&L	
Total MYR			

Note:

Excludes transactions included in the FirstEnergy's Semi-Annual Rule 24 filed on September 3, 2003. (File no. 70-9793 and 70-9941)

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### ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS: (Continued)

#### Part I. (Continued)

A Mutual Assistance Agreement, approved by the Pennsylvania Public Utility Commission by order dated December 15, 1993, between and among Met-Ed, Penelec, JCP&L, GPUN and GPUS covering various affiliate transactions in goods and services remains in effect at year-end.

Service Agreement, between GPUS and GPU AR dated as of June 30, 1997 covering various affiliate transactions in goods and services remains in effect at year-end.

Agreement between and among JCP&L, Met-Ed, Penelec, GPUS, GPU AR and GPU Telcom dated as of April 25, 1997 covering various affiliate transactions in services remains in effect at year-end.

Services provided by MYR to other system companies are performed pursuant to individual, oral agreements rather than pursuant to written, ongoing contracts.

#### Part II.

None.

#### Part III.

None.

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### ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

#### EXEMPT WHOLESALE GENERATORS (EWG):

-----

FirstEnergy Generation Corp. (GenCo)

-----

#### Part I.

- (a) At December 31, 2002, 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, 2002, FES had an investment of \$(20,591,000) in GenCo.
- (c) Ratio of debt to common equity - 16.52:1.  
Accumulated earnings of GenCo - \$2,387,640
- (d) See (a) above

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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, 2002 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, 2002, 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, 2002, FirstEnergy had an investment of \$87,859,973 in GPU Power, Inc.

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

Accumulated earnings of GPU Power, Inc. - \$5,872,819

(d) None.

Part II.

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, 2002 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.

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- (a) At December 31, 2002, 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, 2002, GPU Power had an investment of \$(177,669) 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 - \$10,530,026
- (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, 2002 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):

-----  
Guaracachi America, Inc. and Empresa Guaracachi S.A.  
-----

#### Part I.

- (a) At December 31, 2002, GPU Power, Inc., through its wholly-owned subsidiary Guaracachi America, Inc., owned 50.00% of Empresa Guaracachi S.A.  
  
Empresa Guaracachi S.A. is a Bolivian corporation having three facilities located in Bolivia in and around the cities of Santa Cruz, Sucre and Potosi. It is an electric generating company having an aggregate capacity of 295 megawatts.
- (b) At December 31, 2002, FirstEnergy through its wholly-owned subsidiary GPU Power, Inc., had an investment of \$50,412,676 in Empresa Guaracachi S.A.
- (c) Ratio of debt to common equity of Empresa Guaracachi S.A. - .30:1  
  
Accumulated earnings of Empresa Guaracachi S.A. - \$7,289,166
- (d) None.

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Part II.

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

Filed pursuant to request for confidential treatment, financial statements of Empresa Guaracachi S.A. as of and for the year ended December 31, 2002 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):

-----  
EI Barranquilla, Inc. and Termobarranquilla S.A.  
-----

Part I.

- (a) At December 31, 2002, 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) As of December 31, 2002, GPU Power Inc. had an investment of \$59,708,658 in TEBSA, which has been impaired to zero through purchase accounting adjustments made at FirstEnergy.

As of December 31, 2002, a guarantee of amounts up to \$21,250,000 was made by FirstEnergy for the benefit of the Bankers Trust Company 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 - .20:1

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)



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

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

### Part I.

- (a) At December 31, 2002, GPU Power, Inc., through its wholly-owned subsidiary Barranquilla Lease Holding, Inc., 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) FirstEnergy, indirectly through its wholly-owned subsidiary GPU Power, Inc., has invested \$12,000 in Leaseco to capitalize the company.

- (c) Ratio of debt to common equity of Leaseco - 21,384:1

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, 2002 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, 2002 are provided in Exhibit I-1.

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

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

EI International and GPUI Colombia, Ltda.

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-----  
Part I.

- (a) At December 31, 2002, 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, 2002, FirstEnergy indirectly through its wholly-owned subsidiary GPU Power, Inc., had an investment of \$1,866,123 in GPUI Colombia, Ltda.

GPUI 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, GPUI has guaranteed the performance of the Operators, of which the limit of liability is \$5,825,000.

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

Accumulated earnings of GPUI Colombia, Ltda. - \$1,856,123.

- (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, 2002 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, 2002, 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.

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- (b) At December 31, 2002, 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, 2002 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):

-----  
GPU Power Philippines, Inc. and Magellan Utilities Development Corporation  
-----

### Part I.

- (a) At December 31, 2002, GPU Power, Inc. through its wholly-owned subsidiary, GPU Power Philippines, Inc. owned a 40% interest in Magellan Utilities Development Corporation (MUDC).

MUDC, a Philippine corporation, has postponed the construction of a 300 MW coal generating plant on the south shore of Bantangas Bay, Philippines, as a result of the devaluation of the Asian currency, a delay in securing construction permits and lower than expected growth in electricity demand.

The terms of a 25 year power purchase agreement with Manila Electric Company have been renegotiated with an April 2004 in-service date.

- (b) None.
- (c) Ratio of debt to common equity - GPU Power, Inc. has not made equity contributions to GPU Power Philippines, Inc. as of December 31, 2002.  
Accumulated earnings - None.
- (d) None.

### Part II.

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

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Filed pursuant to request for confidential treatment, financial statements of GPU Power Philippines, Inc. as of and for the year ended December 31, 2002 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, 2002, 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) As of December 31, 2002, FirstEnergy has an investment of \$184,222,553 in GPU Capital, Inc.
- (c) Ratio of debt to common equity - Not applicable. Accumulated losses of GPU Capital, Inc. - \$96,412,763.
- (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, 2002 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, 2002, 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.

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- (b) FirstEnergy indirectly through its wholly owned subsidiary, GPU Capital, Inc. has an investment of \$191,469,699 in GPU Electric, Inc.
- (c) Ratio of debt to common equity - Not applicable. Accumulated earnings - \$31,881,693
- (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, 2002 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, 2002, GPU Electric, Inc. through its wholly-owned subsidiary EI UK Holdings, Inc. (EIUK), own 20.1% 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) FirstEnergy indirectly through its wholly-owned subsidiary GPU Electric, Inc., has an investment of approximately \$13,813,489 million in ASH.
- (c) Ratio of debt to common equity - not applicable.
- (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 Australia Holdings, Inc., and Austran Holdings, Inc.  
-----

#### Part I:

- (a) At December 31, 2001, GPU Electric, Inc. through its wholly-owned subsidiary GPU Australia Holdings, Inc. (Australia Holdings) owned a 100% in Austran Holdings. On December 7, 2001, Australia Holdings sold its investment in GPU GasNet Pty. Ltd. and subsidiaries through an initial public offering generating net cash proceeds of \$125 million.
- (b) Not applicable.
- (c) Ratio of debt to common equity - not applicable.
- (d) None.

#### Part II:

An organizational chart showing the relationship of GPU Electric, Inc. to GPU Australia Holdings, Inc. and Austran Holdings, Inc. 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, Emdersa  
-----

#### Part I:

- (a) At December 31, 2002, GPU Electric, Inc. owned a 100% interest in GPU Argentina Holdings, Inc., which in turn owns 100% of GPU Argentina Services, which in turn owns 100% of Emdersa. 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, 2002, FirstEnergy indirectly through its wholly-owned subsidiary GPU Electric, Inc., has an investment of approximately (\$35,465,791) million in GPU Argentina Holdings, Inc.
- (c) Ratio of debt to common equity of Emdersa - 1.81 : 1 Accumulated losses of Emdersa - \$87,476,558.
- (d) None.

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Part II:

An organizational chart showing the relationship of GPU Electric, Inc. to Emdersa 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, 2002 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, 2002, was as follows\*:

EWG's:	\$945,860,000
FUCO's:	\$287,776,000

FirstEnergy's aggregate capital investment in domestic public utility subsidiary companies at December 31, 2002 was approximately \$11,011,627,000.

Ratio of FirstEnergy's aggregate investment of EWG's and FUCO's to GPU's aggregate investment in domestic public utility subsidiary companies at December 31, 2002, was as follows:

EWG's:	.08:1
FUCO's:	.03:1

\* 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	-----
- Report of Independent Public Accountants.	75
- Consolidating Financial Statements of FirstEnergy Corp. for 2002.	76-110
- Notes 1 through 12 to Consolidated Financial Statements incorporated	

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herein by reference, in Exhibit A (page 111), in the FirstEnergy Corp. Annual Report on Form 10-K/A for 2002, filed on May 9, 2003.

- Notes 1 through 8 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 111), in the Ohio Edison Company Annual Report on Form 10-K for 2002.
- Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 111), in the The Cleveland Electric Illuminating Company Annual Report on Form 10-K for 2002.
- Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 111), in the The Toledo Edison Company Annual Report on Form 10-K for 2002.
- Notes 1 through 7 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 111), in the Pennsylvania Power Company Annual Report on Form 10-K for 2002.
- Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 111), in the Jersey Central Power & Light Company Annual Report on Form 10-K for 2002.
- Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 111), in the Metropolitan Edison Company Annual Report on Form 10-K for 2001.
- Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 111), in the Pennsylvania Electric Company Annual Report on Form 10-K for 2002.
- Exhibits

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### Report of Independent Accountants

-----

To the Stockholders and Board of Directors of FirstEnergy Corp.:

In our opinion, the consolidated balance sheet and consolidated statement of capitalization and the related consolidated statements of income, common stockholders' equity, preferred stock, cash flows and taxes included in FirstEnergy Corp.'s Annual Report on Form 10-K/A for the year ended December 31, 2002, which is incorporated by reference in this Form U5S, present fairly, in all material respects, the financial position of FirstEnergy Corp. and subsidiaries as of December 31, 2002, and the results of their operations and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall



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financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Note 2(E) to the consolidated financial statements, the Company changed its method of accounting for goodwill in 2002.

As discussed in Note 2(L) to the consolidated financial statements, the Company has revised the presentation of its Consolidated Statement of Income for the year ended December 31, 2002.

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements taken as a whole. The supplementary consolidating information in the accompanying Form U5S is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position, results of operations and cash flows of the individual companies. Accordingly, we do not express an opinion on the financial position, results of operations and cash flows of the individual companies. However, the supplementary consolidating information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the consolidated financial statements taken as a whole.

PricewaterhouseCoopers LLP  
Cleveland, Ohio

February 28, 2003, except as to Note 2(L) and Note 3,  
which are as of May 9, 2003

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### FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET As of December 31, 2002 (In thousands \$)

ASSETS	FirstEnergy Holding Company -----	Ohio Edison Consolidated -----	Cleveland Electric Consolidate -----
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents	\$ 287,994	\$ 20,512	\$ 30,38
Receivables			
Customers	-	296,548	11,31
Associated companies	762,786	737,893	74,00
Other	(39,666)	33,557	134,37
Notes receivable from associated companies	2,231,575	437,669	44
Material and supplies			
Owned	-	58,022	18,29
Under consignment	-	19,753	38,09
Prepayments and other	23,366	11,804	4,21
	-----	-----	-----
<b>PROPERTY, PLANT AND EQUIPMENT:</b>			
In service	-	4,989,056	4,045,46
Less--Accumulated provision for depreciation	-	(2,552,007)	(1,824,88
	-----	-----	-----
	-	2,437,049	2,220,58

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Construction work in progress	-	146,222	198,45
	-	2,583,271	2,419,03
	-----	-----	-----
INVESTMENTS:			
Capital trust investments	-	402,565	435,90
Nuclear plant decommissioning trusts	-	293,190	230,52
Letter of credit collateralization	-	277,763	
Notes receivable from associated companies	-	358,152	102,97
Other	11,611,668	74,220	21,00
	-----	-----	-----
	11,611,668	1,405,890	790,41
	-----	-----	-----
DEFERRED CHARGES:			
Regulatory assets	-	2,012,754	939,80
Goodwill	-	-	1,370,63
Accumulated Deferred Income Taxes Assets	-	-	
Other	39,589	183,068	104,22
	-----	-----	-----
	39,589	2,195,822	2,414,67
	-----	-----	-----
TOTAL ASSETS	\$14,917,312	\$7,800,741	\$ 5,935,25
	=====	=====	=====

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, 2002, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2001  
(In Thousands \$)

ASSETS	American Transmission Systems, Inc.	Jersey Central Power & Light	Metropolit Edison Consolida
	-----	-----	-----
CURRENT ASSETS:			
Cash and cash equivalents	\$ 323	\$ 4,823	\$ 15,68
Receivables			
Customers	2,805	247,624	120,86
Associated companies	28,208	318	23,21
Other	7,654	20,134	18,23
Notes receivable from associated companies	43,483	77,358	
Material and supplies			
Owned	-	1,341	
Under consignment	-	-	
Prepayments and other	126	37,719	9,73

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	82,599	389,317	187,73
PROPERTY, PLANT AND EQUIPMENT:			
In service	1,253,919	3,478,803	1,620,61
Less--Accumulated provision for depreciation	(641,053)	(1,343,846)	(547,92)
	612,866	2,134,957	1,072,68
Construction work in progress	22,612	20,687	16,07
	635,478	2,155,644	1,088,76
INVESTMENTS:			
Capital trust investments	-	-	
Nuclear plant decommissioning trusts	-	106,820	155,69
Letter of credit collateralization	-	-	
Notes receivable from associated companies	-	20,333	12,41
Other	-	167,940	19,20
	-	295,093	187,31
DEFERRED CHARGES:			
Regulatory assets	-	3,199,012	1,179,12
Goodwill	-	2,000,875	885,83
Accumulated Deferred Income Taxes Assets	-	-	
Other	34,942	12,814	36,03
	34,942	5,212,701	2,100,98
TOTAL ASSETS	\$ \$ 753,019	\$8,052,755	\$ 3,564,80

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, 2002, are an integral part of these consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

ASSETS	FirstEnergy Facilities Services	FirstEnergy Solutions	FirstEnergy Nuclear Operating
	-----	-----	-----
CURRENT ASSETS:			

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Cash and cash equivalents	\$ 23,818	\$ 1,029	\$ 1
Receivables			
Customers	-	246,000	
Associated companies	1,430	258,292	243,03
Other	130,658	17,251	23
Notes receivable from associated companies	-	-	8,65
Material and supplies			
Owned	8,137	90,012	
Under consignment	-	93,184	
Prepayments and other	2,680	68,397	1,98
	-----	-----	-----
	166,723	774,165	253,91
	-----	-----	-----
 PROPERTY, PLANT AND EQUIPMENT:			
In service	482	641,533	
Less--Accumulated provision for depreciation	(273)	(16,776)	
	-----	-----	-----
	209	624,757	
Construction work in progress	-	180,816	
	-----	-----	-----
	209	805,573	
	-----	-----	-----
 INVESTMENTS:			
Capital trust investments	-	-	
Nuclear plant decommissioning trusts	-	-	
Letter of credit collateralization	-	-	
Notes receivable from associated companies	-	-	
Other	40,107	48,180	
	-----	-----	-----
	40,107	48,180	
	-----	-----	-----
 DEFERRED CHARGES:			
Regulatory assets	-	-	
Goodwill	196,490	25,360	
Accumulated Deferred Income Taxes Assets	-	30,815	70,23
Other	-	56,420	13,76
	-----	-----	-----
	196,490	112,595	83,99
	-----	-----	-----
 TOTAL ASSETS	\$ 403,529	\$1,740,513	\$ 337,91
	=====	=====	=====

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, 2002, are an integral part of these consolidating financial statements.

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(In thousands \$)

ASSETS	FirstEnergy Ventures Consolidated -----	MYR -----	GPU Advance Resource -----
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents	\$ 3,209	\$ 43,289	\$
Receivables			
Customers	-	85,549	
Associated companies	13,406	198	
Other	3,760	186	
Notes receivable from associated companies	21,428	-	13,52
Material and supplies			
Owned	4,464	-	
Under consignment	-	-	
Prepayments and other	1,776	18,668	
	-----	-----	-----
	48,043	147,890	13,52
	-----	-----	-----
<b>PROPERTY, PLANT AND EQUIPMENT:</b>			
In service	211,925	-	
Less--Accumulated provision for depreciation	(12,307)	-	
	-----	-----	-----
	199,618	-	
Construction work in progress	1,320	-	
	-----	-----	-----
	200,938	-	
	-----	-----	-----
<b>INVESTMENTS:</b>			
Capital trust investments	-	-	
Nuclear plant decommissioning trusts	-	-	
Letter of credit collateralization	-	-	
Notes receivable from associated companies	-	-	
Other	22,552	17,750	2
	-----	-----	-----
	22,552	17,750	2
	-----	-----	-----
<b>DEFERRED CHARGES:</b>			
Regulatory assets	-	-	
Goodwill	68	63,136	
Accumulated Deferred Income Taxes Assets	2,084	10,448	
Other	3,472	-	
	-----	-----	-----
	5,624	73,584	
	-----	-----	-----
<b>TOTAL ASSETS</b>	<b>\$277,157</b>	<b>\$ 239,224</b>	<b>\$ 13,55</b>
	=====	=====	=====

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, 2002, are an integral part of these consolidated financial statements.

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

ASSETS	GPU Capital	FirstEnergy Properties	Licen Holdin
	-----	-----	-----
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents	\$ 6,599	\$ 101	\$
Receivables			
Customers	-	-	
Associated companies	1,104,898	12	
Other	62,012	-	
Notes receivable from associated companies	-	24,419	
Material and supplies			
Owned	423	-	
Under consignment	-	-	
Prepayments and other	697	4	
	-----	-----	-----
	1,174,629	24,536	-----
	-----	-----	-----
<b>PROPERTY, PLANT AND EQUIPMENT:</b>			
In service	-	20,099	
Less--Accumulated provision for depreciation	-	(1,141)	
	-----	-----	-----
	-	18,958	-----
Construction work in progress	-	-	
	-----	-----	-----
	-	18,958	-----
	-----	-----	-----
<b>INVESTMENTS:</b>			
Capital trust investments	-	-	
Nuclear plant decommissioning trusts	-	-	
Letter of credit collateralization	-	-	
Notes receivable from associated companies	-	-	
Other	165,174	699	
	-----	-----	-----
	165,174	699	-----
	-----	-----	-----
<b>DEFERRED CHARGES:</b>			
Regulatory assets	-	-	
Goodwill	-	-	
Accumulated Deferred Income Taxes Assets	15,561	514	
Other	57,971	58	
	-----	-----	-----
	73,532	572	-----
	-----	-----	-----

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TOTAL ASSETS	\$1,413,335	\$ 44,765	\$
	=====	=====	=====

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, 2002, are an integral part of these consolidated financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

ASSETS	GPU Service Co.	GPU Telecom Services	FirstEnergy Service Co.
	-----	-----	-----
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents	\$ 12,008	\$ 107	\$ (312,220)
Receivables			
Customers	-	-	9,760
Associated companies	298,347	-	1,118,200
Other	6,266	3,655	3,630
Notes receivable from associated companies	-	-	200
Material and supplies			
Owned	50,228	2,550	
Under consignment	-	-	
Prepayments and other	299	2,118	13,300
	-----	-----	-----
	367,148	8,430	832,880
	-----	-----	-----
<b>PROPERTY, PLANT AND EQUIPMENT:</b>			
In service	68,514	12,172	207,730
Less--Accumulated provision for depreciation	(51,454)	(335)	(92,070)
	-----	-----	-----
	17,060	11,837	115,660
Construction work in progress	-	874	115,000
	-----	-----	-----
	17,060	12,711	230,660
	-----	-----	-----
<b>INVESTMENTS:</b>			
Capital trust investments	-	-	
Nuclear plant decommissioning trusts	-	-	
Letter of credit collateralization	-	-	
Notes receivable from associated companies	-	-	
Other	17,460	3,084	128,940
	-----	-----	-----
	17,460	3,084	128,940
	-----	-----	-----

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DEFERRED CHARGES:			
Regulatory assets	-	-	
Goodwill	-	-	
Accumulated Deferred Income Taxes Assets	339,385	16,205	34,99
Other	6,716	1,010	43,46
	-----	-----	-----
	346,101	17,215	78,46
	-----	-----	-----
TOTAL ASSETS	\$ 747,769	\$ 41,440	\$1,270,96
	=====	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference reports on Form 10-K for the year ended December 31, 2002, are an integral part of the consolidated

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

	FirstEnergy Corp. Consolidated
ASSETS	-----
CURRENT ASSETS:	
Cash and cash equivalents	\$ 196,301
Receivables	
Customers	1,153,486
Associated companies	-
Other	473,106
Notes receivable from associated companies	-
Material and supplies	
Owned	253,047
Under consignment	174,028
Prepayments and other	203,630
	-----
	2,453,598
	-----
PROPERTY, PLANT AND EQUIPMENT:	
In service	20,372,224
Less--Accumulated provision for depreciation	(8,551,427)
	-----
	11,820,797
Construction work in progress	859,016
	-----
	12,679,813
	-----
INVESTMENTS:	
Capital trust investments	1,079,435
Nuclear plant decommissioning trusts	1,049,560



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Letter of credit collateralization	277,763
Notes receivable from associated companies	-
Other	918,874
	-----
	3,325,632
	-----
DEFERRED CHARGES:	
Regulatory assets	8,323,001
Goodwill	5,896,292
Accumulated Deferred Income Taxes Assets	-
Other	902,437
	-----
	15,121,730
	-----
TOTAL ASSETS	\$33,580,773
	=====

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, 2002, are an integral part of the consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Holding Company	Ohio Edison Consolidated
	-----	-----
CURRENT LIABILITIES:		
Currently payable long-term debt and preferred stock	\$ -	\$ 563,267
Short-term borrowings	910,000	182,317
Notes payable to associated companies	-	225,345
Accounts payable		
Other	1,637	18,015
Associated companies	2,258,570	145,981
Accrued taxes	(80,737)	467,776
Other	47,016	102,091
	-----	-----
	3,136,486	1,704,792
	-----	-----
CAPITALIZATION:		
Common stockholders' equity	7,188,253	2,840,361
Preferred stock of consolidated subsidiaries--		
Not subject to mandatory redemption	-	100,070
Subject to mandatory redemption	-	13,500
Subsidiary-obligated mandatorily redeemable preferred securities	-	-

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Long-term debt	4,669,863	1,219,347
	-----	-----
	11,858,116	4,173,278
	-----	-----
DEFERRED CREDITS:		
Accumulated deferred income taxes	(90,288)	1,016,680
Accumulated deferred investment tax credits	-	86,465
Nuclear plant decommissioning costs	-	292,353
Power purchase contract loss liability	-	-
Retirement benefits	1,277	247,531
Other	11,721	279,642
	-----	-----
	(77,290)	1,922,671
	-----	-----
TOTAL LIABILITIES AND CAPITALIZATION	\$14,917,312	\$ 7,800,741
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference to the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

LIABILITIES AND CAPITALIZATION	American Transmission Systems, Inc.	Jersey Central Power & Light	M C
	-----	-----	-----
CURRENT LIABILITIES:			
Currently payable long-term debt and preferred stock	\$ -	\$ 173,815	
Short-term borrowings	-	-	
Notes payable to associated companies	1,836	-	
Accounts payable			
Other	496	106,504	
Associated companies	11,438	170,803	
Accrued taxes	34,657	13,844	
Other	2,895	139,569	
	-----	-----	
	51,322	604,535	
	-----	-----	
CAPITALIZATION:			
Common stockholders' equity	288,344	3,274,069	
Preferred stock of consolidated subsidiaries--			
Not subject to mandatory redemption	-	12,649	
Subject to mandatory redemption	-	-	

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Subsidiary-obligated mandatorily redeemable preferred securities	-	125,244
Long-term debt	334,138	1,210,446
	-----	-----
	622,482	4,622,408
	-----	-----
DEFERRED CREDITS:		
Accumulated deferred income taxes	22,591	691,721
Accumulated deferred investment tax credits	14,296	9,939
Nuclear plant decommissioning costs	-	135,355
Power purchase contract loss liability	-	1,710,968
Retirement benefits	1,424	2,027
Other	40,904	275,802
	-----	-----
	79,215	2,825,812
	-----	-----
TOTAL LIABILITIES AND CAPITALIZATION	\$ 753,019	\$8,052,755
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Facilities Services	FirstEnergy Solutions
	-----	-----
CURRENT LIABILITIES:		
Currently payable long-term debt and preferred stock	\$ 1,057	\$ -
Short-term borrowings	500	-
Notes payable to associated companies	24,712	815,462
Accounts payable		
Other	57,938	343,244
Associated companies	(657)	162,179
Accrued taxes	4,557	11,254
Other	24,284	87,053
	-----	-----
	112,391	1,419,192
	-----	-----
CAPITALIZATION:		
Common stockholders' equity	268,289	(142,596)
Preferred stock of consolidated subsidiaries--		

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Not subject to mandatory redemption	-	-
Subject to mandatory redemption	-	-
Subsidiary-obligated mandatorily redeemable preferred securities	-	-
Long-term debt	12,148	340,258
	-----	-----
	280,437	197,662
	-----	-----
DEFERRED CREDITS:		
Accumulated deferred income taxes	3,527	-
Accumulated deferred investment tax credits	-	-
Nuclear plant decommissioning costs	-	-
Power purchase contract loss liability	-	-
Retirement benefits	-	100,554
Other	7,174	23,105
	-----	-----
	10,701	123,659
	-----	-----
TOTAL LIABILITIES AND CAPITALIZATION	\$ 403,529	\$1,740,513
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference in the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Ventures Consolidated	MYR
	-----	-----
CURRENT LIABILITIES:		
Currently payable long-term debt and preferred stock	\$ 2,762	\$ -
Short-term borrowings	-	-
Notes payable to associated companies	8,294	-
Accounts payable		
Other	201	14,722
Associated companies	2,206	110
Accrued taxes	296	4,937
Other	3,256	54,646
	-----	-----
	17,015	74,415
	-----	-----
CAPITALIZATION:		
Common stockholders' equity	115,914	158,780

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Preferred stock of consolidated subsidiaries--		
Not subject to mandatory redemption	-	-
Subject to mandatory redemption	-	-
Subsidiary-obligated mandatorily redeemable preferred securities	-	-
Long-term debt	141,100	-
	-----	-----
	257,014	158,780
	-----	-----
 DEFERRED CREDITS:		
Accumulated deferred income taxes	-	5,809
Accumulated deferred investment tax credits	-	-
Nuclear plant decommissioning costs	-	-
Power purchase contract loss liability	-	-
Retirement benefits	-	-
Other	3,128	220
	-----	-----
	3,128	6,029
	-----	-----
 TOTAL LIABILITIES AND CAPITALIZATION	 \$ 277,157	 \$ 239,224
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference to the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

LIABILITIES AND CAPITALIZATION	GPU Capital	FirstEnergy Properties
	-----	-----
 CURRENT LIABILITIES:		
Currently payable long-term debt and preferred stock	\$ 101,468	\$ 240
Short-term borrowings	-	-
Notes payable to associated companies	1,073,894	-
Accounts payable		
Other	4,579	33
Associated companies	5,953	80
Accrued taxes	27,166	2,537
Other	5,840	-
	-----	-----
	1,218,900	2,890
	-----	-----

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CAPITALIZATION:

Common stockholders' equity	184,222	32,437
Preferred stock of consolidated subsidiaries--		
Not subject to mandatory redemption	-	-
Subject to mandatory redemption	-	-
Subsidiary-obligated mandatorily redeemable preferred securities	-	-
Long-term debt	-	9,438
	-----	-----
	184,222	41,875
	-----	-----

DEFERRED CREDITS:

Accumulated deferred income taxes	-	-
Accumulated deferred investment tax credits	-	-
Nuclear plant decommissioning costs	-	-
Power purchase contract loss liability	-	-
Retirement benefits	-	-
Other	10,213	-
	-----	-----
	10,213	-
	-----	-----

TOTAL LIABILITIES AND CAPITALIZATION	\$1,413,335	\$ 44,765
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference in the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

LIABILITIES AND CAPITALIZATION	GPU Service Co.	GPU Telecom Services
	-----	-----
CURRENT LIABILITIES:		
Currently payable long-term debt and preferred stock	\$ -	\$ -
Short-term borrowings	-	-
Notes payable to associated companies	-	20,331
Accounts payable		
Other	86,869	6,300
Associated companies	35,465	6,400
Accrued taxes	3,686	8,591
Other	128,627	20,823
	-----	-----
	254,647	62,445

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	-----	-----
CAPITALIZATION:		
Common stockholders' equity	(225,477)	(21,005)
Preferred stock of consolidated subsidiaries--		
Not subject to mandatory redemption	-	-
Subject to mandatory redemption	-	-
Subsidiary-obligated mandatorily redeemable preferred securities	-	-
Long-term debt	48,266	-
	-----	-----
	(177,211)	(21,005)
	-----	-----
DEFERRED CREDITS:		
Accumulated deferred income taxes	-	-
Accumulated deferred investment tax credits	-	-
Nuclear plant decommissioning costs	-	-
Power purchase contract loss liability	-	-
Retirement benefits	648,367	-
Other	21,966	-
	-----	-----
	670,333	-
	-----	-----
TOTAL LIABILITIES AND CAPITALIZATION	\$ 747,769	\$ 41,440
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of statements.

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FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET  
As of December 31, 2002  
(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Corp. Consolidated -----
CURRENT LIABILITIES:	
Currently payable long-term debt and preferred stock	\$ 1,702,822
Short-term borrowings	1,092,817
Notes payable to associated companies	-
Accounts payable	
Other	918,268
Associated companies	-
Accrued taxes	456,178

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Other	1,000,415
	-----
	5,170,500
	-----
CAPITALIZATION:	
Common stockholders' equity	7,120,049
Preferred stock of consolidated subsidiaries--	
Not subject to mandatory redemption	335,123
Subject to mandatory redemption	18,521
Subsidiary-obligated mandatorily redeemable preferred securities	409,867
Long-term debt	10,872,216
	-----
	18,755,776
	-----
DEFERRED CREDITS:	
Accumulated deferred income taxes	2,367,997
Accumulated deferred investment tax credits	235,758
Nuclear plant decommissioning costs	1,254,344
Power purchase contract loss liability	3,136,538
Retirement benefits	1,564,930
Other	1,094,930
	-----
	9,654,497
	-----
TOTAL LIABILITIES AND CAPITALIZATION	\$33,580,773
	=====

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, 2002, are an integral part of the consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2002  
(In thousands \$)

	Ohio Edison Consolidated	Cleveland Electric Consolidated
	-----	-----
REVENUES	\$ 3,059,140	\$ 1,887,879
EXPENSES:		
Fuel and purchased power	986,737	587,108
Purchased gas	-	-
Other operating expenses	752,911	568,569
Provision for depreciation and amortization	371,896	141,437



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General taxes	177,021	147,804
	-----	-----
Total expenses	2,288,565	1,444,918
	-----	-----
EQUITY IN SUBSIDIARY EARNINGS	-	-
	-----	-----
CUMULATIVE ADJUSTMENT (A)	-	-
	-----	-----
INCOME BEFORE INTEREST AND INCOME TAXES	770,575	442,961
NET INTEREST CHARGES:		
Interest expense	133,721	180,602
Capitalized interest	(3,639)	(4,331)
Subsidiaries' preferred stock dividends	10,449	8,900
	-----	-----
Net interest charges	140,531	185,171
	-----	-----
INCOME TAXES	266,561	101,844
	-----	-----
NET INCOME	363,483	155,946
PREFERRED STOCK		
DIVIDEND REQUIREMENTS	6,510	17,390
	-----	-----
EARNINGS AVAILABLE FOR COMMON	\$ 356,973	\$ 138,556
	=====	=====

NOTE: (A) See Note 2(1) of Notes to Consolidated Financial Statements included in FirstEnergy's Annual Report to Shareholders, as revised

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference in the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2002  
(In thousands \$)

Jersey Central Power & Light	Metropolitan Edison Consolidated
-----	-----

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REVENUES	\$2,351,467	\$ 1,029,535	\$
EXPENSES:			
Fuel and purchased power	1,248,012	604,305	
Purchased gas	-	-	
Other operating expenses	277,930	119,631	
Provision for depreciation and amortization	244,759	81,419	
General taxes	56,049	66,795	
	-----	-----	
Total expenses	1,826,750	872,150	
	-----	-----	
EQUITY IN SUBSIDIARY EARNINGS	-	-	
	-----	-----	
CUMULATIVE ADJUSTMENT (A)	-	-	
	-----	-----	
INCOME BEFORE INTEREST AND INCOME TAXES	524,717	157,385	
NET INTEREST CHARGES:			
Interest expense	80,856	42,700	
Capitalized interest	(583)	(470)	
Subsidiaries' preferred stock dividends	10,694	7,559	
	-----	-----	
Net interest charges	90,967	49,789	
	-----	-----	
INCOME TAXES	181,855	44,372	
	-----	-----	
NET INCOME	251,895	63,224	
PREFERRED STOCK DIVIDEND REQUIREMENTS	(1,464)	-	
	-----	-----	
EARNINGS AVAILABLE FOR COMMON	\$ 253,359	\$ 63,224	\$
	=====	=====	=====

NOTE:(A) See Note 2(1) of Notes to Consolidated Financial Statements included in FirstEnergy Shareholders, as revised.

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power, Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference to the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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	FirstEnergy Solutions -----	FirstEnergy Nuclear Operating Co. -----
REVENUES	\$ 3,675,464	\$ 50,185
EXPENSES:		
Fuel and purchased power	2,157,611	-
Purchased gas	631,812	-
Other operating expenses	834,768	49,458
Provision for depreciation and amortization	20,682	-
General taxes	20,319	535
	-----	-----
Total expenses	3,665,192	49,993
	-----	-----
EQUITY IN SUBSIDIARY EARNINGS	-	-
	-----	-----
CUMULATIVE ADJUSTMENT (A)	-	-
	-----	-----
INCOME BEFORE INTEREST AND INCOME TAXES	10,272	192
NET INTEREST CHARGES:		
Interest expense	43,791	241
Capitalized interest	(8,530)	-
Subsidiaries' preferred stock dividends	-	-
	-----	-----
Net interest charges	35,261	241
	-----	-----
INCOME TAXES	908	1,775
	-----	-----
NET INCOME	(25,897)	(1,824)
PREFERRED STOCK		
DIVIDEND REQUIREMENTS	-	-
	-----	-----
EARNINGS AVAILABLE FOR COMMON	\$ (25,897)	\$ (1,824)
	=====	=====

NOTE:(A) See Note 2(1) of Notes to Consolidated Financial Statements included in FirstEnergy Shareholders, as revised.

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference in the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
 For the Year Ended December 31, 2002  
 (In thousands \$)

	MYR -----	GPU Advanced Resources -----
REVENUES	\$ 521,195	\$ 564
EXPENSES:		
Fuel and purchased power	-	115
Purchased gas	-	-
Other operating expenses	510,988	390
Provision for depreciation and amortization	1,648	2
General taxes	-	-
	-----	-----
Total expenses	512,636	507
	-----	-----
EQUITY IN SUBSIDIARY EARNINGS	-	-
	-----	-----
CUMULATIVE ADJUSTMENT (A)	-	-
	-----	-----
INCOME BEFORE INTEREST AND INCOME TAXES	8,559	57
NET INTEREST CHARGES:		
Interest expense	-	1
Capitalized interest	-	-
Subsidiaries' preferred stock dividends	-	-
	-----	-----
Net interest charges	-	1
	-----	-----
INCOME TAXES	3,015	31
	-----	-----
NET INCOME	5,544	25
PREFERRED STOCK DIVIDEND REQUIREMENTS	-	-
	-----	-----
EARNINGS AVAILABLE FOR COMMON	\$ 5,544 =====	\$ 25 =====

NOTE: (A) See Note 2(1) of Notes to Consolidated Financial Statements included in FirstEnergy Shareholders, as revised.

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of statements.

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
 For the Year Ended December 31, 2002  
 (In thousands \$)  
 GPU GPU

	FirstEnergy Properties -----	License Holding Co. -----
REVENUES	\$ 2,710	\$ 125
EXPENSES:		
Fuel and purchased power	-	-
Purchased gas	-	-
Other operating expenses	1,006	27
Provision for depreciation and amortization	268	-
General taxes	216	-
	-----	-----
Total expenses	1,490	27
	-----	-----
EQUITY IN SUBSIDIARY EARNINGS	-	-
	-----	-----
CUMULATIVE ADJUSTMENT (A)	-	-
	-----	-----
INCOME BEFORE INTEREST AND INCOME TAXES	1,220	98
NET INTEREST CHARGES:		
Interest expense	799	-
Capitalized interest	-	-
Subsidiaries' preferred stock dividends	-	-
	-----	-----
Net interest charges	799	-
	-----	-----
INCOME TAXES	163	41
	-----	-----
NET INCOME	258	57
PREFERRED STOCK		
DIVIDEND REQUIREMENTS	-	-
	-----	-----
EARNINGS AVAILABLE FOR COMMON	\$ 258 =====	\$ 57 =====

NOTE: (A) See Note 2(1) of Notes to Consolidated Financial Statements included in FirstEnergy Shareholders, as revised

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The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power, Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference to the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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### FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT For the Year Ended December 31, 2002 (In thousands \$)

	GPU Telecom Services -----	FirstEnergy Service Co. -----
REVENUES	\$ 23,326	\$ 415,543
EXPENSES:		
Fuel and purchased power	-	-
Purchased gas	-	-
Other operating expenses	15,367	369,835
Provision for depreciation and amortization	337	34,154
General taxes	113	9,873
	-----	-----
Total expenses	15,817	413,862
	-----	-----
EQUITY IN SUBSIDIARY EARNINGS	-	-
	-----	-----
CUMULATIVE ADJUSTMENT (A)	-	-
	-----	-----
INCOME BEFORE INTEREST AND INCOME TAXES	7,509	1,681
NET INTEREST CHARGES:		
Interest expense	1,194	10,117
Capitalized interest	(660)	(2,306)
Subsidiaries' preferred stock dividends	-	-
	-----	-----
Net interest charges	534	7,811
	-----	-----
INCOME TAXES	2,908	(6,130)
	-----	-----
NET INCOME	4,067	-
PREFERRED STOCK		
DIVIDEND REQUIREMENTS	-	-
	-----	-----

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EARNINGS AVAILABLE FOR COMMON	\$ 4,067	\$ -
	=====	=====

NOTE: (A) See Note 2(1) of Notes to Consolidated Financial Statements included in FirstEnergy Shareholders, as revised.

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference in the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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### FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT For the Year Ended December 31, 2002 (In thousands \$)

	FirstEnergy Corp. Consolidated	
	-----	
REVENUES	\$ 12,247,401	
EXPENSES:		
Fuel and purchased power	3,673,610	
Purchased gas	592,116	
Other operating expenses	3,973,781	
Provision for depreciation and amortization	1,105,904	
General taxes	650,329	
	-----	
Total expenses	9,995,740	
	-----	
EQUITY IN SUBSIDIARY EARNINGS	-	
	-----	
CUMULATIVE ADJUSTMENT (A)	(93,723)	
	-----	
INCOME BEFORE INTEREST AND INCOME TAXES	2,157,938	
NET INTEREST CHARGES:		
Interest expense	911,109	
Capitalized interest	(24,474)	
Subsidiaries' preferred stock dividends	78,947	
	-----	
Net interest charges	965,582	
	-----	
INCOME TAXES	563,076	
	-----	
NET INCOME	629,280	

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PREFERRED STOCK DIVIDEND REQUIREMENTS	-
	-----
EARNINGS AVAILABLE FOR COMMON	\$ 629,280
	=====

NOTE: (A) See Note 2(1) of Notes to Consolidated Financial Statements included in FirstEnergy's 2002 Annual Report to Shareholders, as revised

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, 2002, 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, 2002  
(In thousands \$)

	FirstEnergy Holding Company	Ohio Edison Consolidated	Cle El Cons
	-----	-----	-----
RETAINED EARNINGS:			
Balance - Beginning of Period	\$ 1,521,805	\$ 572,272	\$
Net Income	629,280	363,483	---
	-----	-----	---
Subtotal	2,151,085	935,755	---
Common Stock Dividends Declared	(439,628)	(121,900)	---
Preferred Stock Dividends Declared	-	(6,510)	---
Other	-	-	---
	-----	-----	---
Balance - End of Period	\$ 1,711,457	\$ 807,345	\$
	=====	=====	=====
ACCUMULATED OTHER COMPREHENSIVE INCOME:			
Balance - Beginning of Period	\$ (169,003)	\$ -	\$
Net Changes	(494,233)	(65,713)	---
	-----	-----	---
Balance - End of Period	\$ (663,236)	\$ (65,713)	\$
	=====	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric



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Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated in their respective annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of the consolidated financial statements.

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### FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS For the Year Ended December 31, 2002 (In thousands \$)

	American Transmission Systems, Inc. -----	Jersey Central Power & Light -----	Met E Con -----
RETAINED EARNINGS:			
Balance - Beginning of Period	\$ 24,662	\$ 29,343	\$
Net Income	25,873 -----	251,895 -----	---
Subtotal	50,535	281,238	
Common Stock Dividends Declared	(39,800)	(190,700)	(
Preferred Stock Dividends Declared	-	1,465	
Other	- -----	- -----	---
Balance - End of Period	\$ 10,735 =====	\$ 92,003 =====	\$ ==
ACCUMULATED OTHER COMPREHENSIVE INCOME:			
Balance - Beginning of Period	\$ -	\$ (472)	\$
Net Changes	(374) -----	(393) -----	---
Balance - End of Period	\$ (374) =====	\$ (865) =====	\$ ==

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Power, Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated in their respective annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of the consolidated financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
 For the Year Ended December 31, 2002  
 (In thousands \$)

	FirstEnergy Facilities Services -----	FirstEnergy Solutions -----
RETAINED EARNINGS:		
Balance - Beginning of Period	\$ 18,448	\$ (120,411)
Net Income	2,673 -----	(25,897) -----
Subtotal	21,121	(146,308)
Common Stock Dividends Declared	-	-
Preferred Stock Dividends Declared	-	-
Other	- -----	- -----
Balance - End of Period	\$ 21,121 =====	\$ (146,308) =====
ACCUMULATED OTHER COMPREHENSIVE INCOME:		
Balance - Beginning of Period	\$ -	\$ (45,274)
Net Changes	- -----	33,319 -----
Balance - End of Period	\$ - =====	\$ (11,955) =====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric 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, 2002, are an integral part of these financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
 For the Year Ended December 31, 2002  
 (In thousands \$)

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	Ventures Consolidated -----	MYR -----
RETAINED EARNINGS:		
Balance - Beginning of Period	\$ 10,899	\$ 3,237
Net Income	(9,736)	5,544
	-----	-----
Subtotal	1,163	8,781
Common Stock Dividends Declared	-	-
Preferred Stock Dividends Declared	-	-
Other	-	-
	-----	-----
Balance - End of Period	\$ 1,163	\$ 8,781
	=====	=====
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 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, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2002  
(In thousands \$)

	GPU Capital -----	FirstEnergy Properties -----
RETAINED EARNINGS:		
Balance - Beginning of Period	\$ (3,638)	\$ 3,138
Net Income	(92,775)	258

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Subtotal	(96,413)	3,396
Common Stock Dividends Declared	-	-
Preferred Stock Dividends Declared	-	-
Other	-	-
Balance - End of Period	\$ (96,413)	\$ 3,396
ACCUMULATED OTHER COMPREHENSIVE INCOME:		
Balance - Beginning of Period	\$ -	\$ -
Net Changes	(91,461)	-
Balance - End of Period	\$ (91,461)	\$ -

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric 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, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2002  
(In thousands \$)

	GPU Service Co.	GPU Telecom Services
	-----	-----
RETAINED EARNINGS:		
Balance - Beginning of Period	\$ -	\$ (1,212)
Net Income	-	4,067
Subtotal	-	2,855
Common Stock Dividends Declared	-	-
Preferred Stock Dividends Declared	-	-
Other	-	-

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Balance - End of Period	\$ - =====	\$ 2,855 =====
ACCUMULATED OTHER COMPREHENSIVE INCOME:		
Balance - Beginning of Period	\$ -	\$ -
Net Changes	(225,577) -----	- -----
Balance - End of Period	\$ (225,577) =====	\$ - =====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric 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, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2002  
(In thousands \$)

	FirstEnergy Corp. Consolidated -----
RETAINED EARNINGS:	
Balance - Beginning of Period	\$1,521,805
Net Income	629,280 -----
Subtotal	2,151,085
Common Stock Dividends Declared	(439,628)
Preferred Stock Dividends Declared	-
Other	- -----
Balance - End of Period	\$1,711,457 =====
ACCUMULATED OTHER COMPREHENSIVE INCOME:	
Balance - Beginning of Period	(169,003)
Net Changes	(494,233) -----
Balance - End of Period	\$ (663,236)

=====

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, 2002, are an integral part of the consolidating financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2002  
(In thousands \$)

	Ohio Edison Consolidated -----	Cleveland Electric Consolidated -----	Con ---
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 363,483	\$ 155,946	\$
Adjustments to reconcile net income to net cash from operating activities:			
Provision for depreciation and amortization	371,896	141,437	
Nuclear fuel and lease amortization	47,597	21,044	
Other amortization, net	-	(15,008)	
Undistributed subsidiary earnings	-	-	
Deferred costs recoverable as regulatory assets	-	-	
Avon investment impairment	-	-	
Deferred income taxes, net	(56,136)	19,973	
Investment tax credits, net	(15,026)	(4,062)	
Cumulative adjustment	-	-	
Receivables	(45,084)	(27,159)	
Materials and supplies	(9,930)	(7,624)	
Accounts payable	33,393	170,452	
Other	367,008	(137,844)	
	-----	-----	---
Net cash provided from operating activities	1,057,201	317,155	
	-----	-----	---
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
New Financing-			
Common stock	-	50,000	
Long-term debt	14,500	106,981	
Short-term borrowings, net	161,836	190,879	
Redemptions and repayments-			
Common stock	-	-	
Preferred stock	(220,750)	(164,674)	
Long-term debt	(425,742)	(309,480)	
Dividend payments			
Common stock	(121,900)	-	
Preferred stock	(6,510)	(13,782)	
	-----	-----	---
Net cash provided from (used for) financing activities	(598,566)	(140,076)	
	-----	-----	---

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CASH FLOWS FROM INVESTING ACTIVITIES:			
Property additions	(148,967)	(163,199)	(
Proceeds from sale of Midlands	-	-	
Avon cash & cash equivalents	-	-	
Net assets held for sale	-	-	
Cash investments	25,717	39,636	
Affiliated company transactions	(327,876)	415	
Other	8,415	(23,845)	
	-----	-----	---
Net cash provided from (used for) investing activities	(442,711)	(146,993)	(
	-----	-----	---
NET INCREASE (DECREASE) IN			
CASH AND CASH EQUIVALENTS	\$ 15,924	\$ 30,086	\$
	=====	=====	==

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference in the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2002  
(In thousands \$)

	Jersey Central Power & Light	Metropolitan Edison Consolidated	Pen E Con
	-----	-----	---
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 251,895	\$ 63,224	\$
Adjustments to reconcile net income to net cash from operating activities:			
Provision for depreciation and amortization	244,759	81,419	
Nuclear fuel and lease amortization	-	-	
Other amortization, net	849	(2,528)	
Undistributed subsidiary earnings	-	-	
Deferred costs recoverable as regulatory assets	(285,065)	(18,938)	
Avon investment impairment	-	-	
Deferred income taxes, net	115,866	23,356	
Investment tax credits, net	(3,551)	(792)	
Cumulative adjustment	-	-	
Receivables	(14,542)	(24,672)	
Materials and supplies	7	-	
Accounts payable	16,399	(18,657)	
Other	(17,642)	(538)	
	-----	-----	---
Net cash provided from operating activities	308,975	101,874	
	-----	-----	---
CASH FLOWS FROM FINANCING ACTIVITIES:			

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New Financing-		
Common stock	-	-
Long-term debt	318,106	49,750
Short-term borrowings, net	(18,149)	16,288
Redemptions and repayments-		
Common stock	-	-
Preferred stock	(51,500)	-
Long-term debt	(196,033)	(60,000)
Dividend payments		
Common stock	(190,700)	(60,000)
Preferred stock	(2,125)	-
	-----	-----
Net cash provided from (used for) financing activities	(140,401)	(53,962)
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property additions	(97,346)	(44,533)
Proceeds from sale of Midlands	-	-
Avon cash & cash equivalents	-	-
Net assets held for sale	-	-
Cash investments	-	-
Affiliated company transactions	(77,358)	-
Other	(20,471)	(12,968)
	-----	-----
Net cash provided from (used for) investing activities	(195,175)	(57,501)
	-----	-----
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ (26,601)	\$ (9,589)
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2002  
(In thousands \$)

	FirstEnergy Solutions	FirstEnergy Nuclear Operating Co.
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ (25,896)	\$ (1,825)
Adjustments to reconcile net income to net cash from operating activities:		



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Provision for depreciation and amortization	20,682	-
Nuclear fuel and lease amortization	-	-
Other amortization, net	-	-
Undistributed subsidiary earnings	-	-
Deferred costs recoverable as regulatory assets	-	-
Avon investment impairment	-	-
Deferred income taxes, net	7,795	(19,326)
Investment tax credits, net	-	-
Cumulative adjustment	-	-
Receivables	(195,034)	(136,935)
Materials and supplies	(13,198)	-
Accounts payable	205,462	112,996
Other	119,975	51,745
	-----	-----
Net cash provided from operating activities	119,786	6,655
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
New Financing-		
Common stock	-	-
Long-term debt	14,717	-
Short-term borrowings, net	100,676	-
Redemptions and repayments-		
Common stock	-	-
Preferred stock	-	-
Long-term debt	-	-
Dividend payments		
Common stock	-	-
Preferred stock	-	-
	-----	-----
Net cash provided from (used for) financing activities	115,393	-
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property additions	(209,444)	-
Proceeds from sale of Midlands	-	-
Avon cash & cash equivalents	-	-
Net assets held for sale	-	-
Cash investments	-	-
Affiliated company transactions	-	(6,664)
Other	(28,929)	-
	-----	-----
Net cash provided from (used for) investing activities	(238,373)	(6,664)
	-----	-----
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ (3,194)	\$ (9)
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland EL Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
 For the Year Ended December 31, 2002  
 (In thousands \$)

	MYR -----	GPU Advanced Resources -----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 5,543	\$ 26
Adjustments to reconcile net income to net cash from operating activities:		
Provision for depreciation and amortization	1,648	2
Nuclear fuel and lease amortization	-	-
Other amortization, net	-	-
Undistributed subsidiary earnings	-	-
Deferred costs recoverable as regulatory assets	-	-
Avon investment impairment	-	-
Deferred income taxes, net	-	(2)
Investment tax credits, net	-	-
Cumulative adjustment	-	-
Receivables	25,520	218
Materials and supplies	-	-
Accounts payable	(1,762)	31
Other	11,745	(503)
	-----	-----
Net cash provided from operating activities	42,694	(228)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
New Financing-		
Common stock	-	-
Long-term debt	-	-
Short-term borrowings, net	-	-
Redemptions and repayments-		
Common stock	-	-
Preferred stock	-	-
Long-term debt	-	-
Dividend payments		
Common stock	-	-
Preferred stock	-	-
	-----	-----
Net cash provided from (used for) financing activities	-	-
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property additions	(4,910)	-
Proceeds from sale of Midlands	-	-
Avon cash & cash equivalents	-	-
Net assets held for sale	-	-
Cash investments	-	-
Affiliated company transactions	-	(13,526)
Other	(2,730)	12
	-----	-----
Net cash provided from (used for)		

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investing activities	(7,640)	(13,514)
	-----	-----
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	\$ 35,054	\$ (13,742)
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference in the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2002  
(In thousands \$)

	FirstEnergy Properties	License Holding Co.
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 258	\$ 56
Adjustments to reconcile net income to net cash from operating activities:		
Provision for depreciation and amortization	268	-
Nuclear fuel and lease amortization	-	-
Other amortization, net	-	-
Undistributed subsidiary earnings	-	-
Deferred costs recoverable as regulatory assets	-	-
Avon investment impairment	-	-
Deferred income taxes, net	(155)	(1)
Investment tax credits, net	-	-
Cumulative adjustment	-	-
Receivables	141	7
Materials and supplies	-	-
Accounts payable	(436)	(95)
Other	506	33
	-----	-----
Net cash provided from operating activities	582	-
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
New Financing-		
Common stock	-	-
Long-term debt	-	-
Short-term borrowings, net	-	-
Redemptions and repayments-		
Common stock	-	-
Preferred stock	-	-
Long-term debt	(223)	-

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Dividend payments		
Common stock	-	-
Preferred stock	-	-
	-----	-----
Net cash provided from (used for)		
financing activities	(223)	-
	-----	-----
 CASH FLOWS FROM INVESTING ACTIVITIES:		
Property additions	-	-
Proceeds from sale of Midlands	-	-
Avon cash & cash equivalents	-	-
Net assets held for sale	-	-
Cash investments	-	-
Affiliated company transactions	(487)	-
Other	-	-
	-----	-----
Net cash provided from (used for)		
investing activities	(487)	-
	-----	-----
 NET INCREASE (DECREASE) IN		
CASH AND CASH EQUIVALENTS	\$ (128)	\$ -
	=====	=====

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Edison, Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference in the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2002  
(In thousands \$)

	GPU Telecom Services	FirstEnergy Service Co.	FirstEnergy Holding Co.
	-----	-----	-----
 CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 4,067	\$ -	\$ -
Adjustments to reconcile net income			
to net cash from operating activities:			
Provision for depreciation and amortization	337	34,154	-
Nuclear fuel and lease amortization	-	-	-
Other amortization, net	-	-	-
Undistributed subsidiary earnings	-	-	-
Deferred costs recoverable as regulatory assets	-	-	-
Avon investment impairment	-	-	-
Deferred income taxes, net	872	(2,403)	-
Investment tax credits, net	-	-	-

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Cumulative adjustment	-	-	
Receivables	(4,465)	57,452	(
Materials and supplies	346	100	
Accounts payable	(3,953)	(85,051)	(
Other	6,139	(317,752)	(
	-----	-----	
Net cash provided from operating activities	3,343	(313,500)	
	-----	-----	
CASH FLOWS FROM FINANCING ACTIVITIES:			
New Financing-			
Common stock	-	-	
Long-term debt	-	-	
Short-term borrowings, net	5,331	37,796	
Redemptions and repayments-			
Common stock	-	-	
Preferred stock	-	-	
Long-term debt	(15,000)	-	
Dividend payments			
Common stock	-	-	(
Preferred stock	-	-	
	-----	-----	
Net cash provided from (used for) financing activities	(9,669)	37,796	
	-----	-----	
CASH FLOWS FROM INVESTING ACTIVITIES:			
Property additions	(2,940)	(101,584)	
Proceeds from sale of Midlands	-	-	
Avon cash & cash equivalents	-	-	
Net assets held for sale	-	-	
Cash investments	-	(5,395)	
Affiliated company transactions	-	(204)	(
Other	(6)	58,510	(
	-----	-----	
Net cash provided from (used for) investing activities	(2,946)	(48,673)	(
	-----	-----	
NET INCREASE (DECREASE) IN			
CASH AND CASH EQUIVALENTS	\$ (9,272)	\$ (324,377)	\$
	=====	=====	==

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric Central Power & Light, Metropolitan Edison, and Pennsylvania Electric, which are incorporated by reference to the annual reports on Form 10-K for the year ended December 31, 2002, are an integral part of these financial statements.

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2002  
(In thousands \$)

FirstEnergy  
Corp.

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	Consolidated
	-----
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net income	\$ 629,280
Adjustments to reconcile net income	
to net cash from operating activities:	
Provision for depreciation and amortization	1,105,904
Nuclear fuel and lease amortization	80,507
Other amortization, net	(16,593)
Undistributed subsidiary earnings	-
Deferred costs recoverable as regulatory assets	(362,956)
Avon investment impairment	50,000
Deferred income taxes, net	89,860
Investment tax credits, net	(27,071)
Cumulative adjustment	93,723
Receivables	(85,307)
Materials and supplies	(29,557)
Accounts payable	220,762
Other	166,735
	-----
Net cash provided from operating activities	1,915,287
	-----
CASH FLOWS FROM FINANCING ACTIVITIES:	
New Financing-	
Common stock	-
Long-term debt	668,676
Short-term borrowings, net	478,520
Redemptions and repayments-	
Common stock	-
Preferred stock	(522,223)
Long-term debt	(1,308,814)
Dividend payments	
Common stock	(439,628)
Preferred stock	-
	-----
Net cash provided from (used for)	
financing activities	(1,123,469)
	-----
CASH FLOWS FROM INVESTING ACTIVITIES:	
Property additions	(997,723)
Proceeds from sale of Midlands	155,034
Avon cash & cash equivalents	31,326
Net assets held for sale	(31,326)
Cash investments	81,349
Affiliated company transactions	-
Other	(54,355)
	-----
Net cash provided from (used for)	
investing activities	(815,695)
	-----
NET INCREASE (DECREASE) IN	
CASH AND CASH EQUIVALENTS	\$ (23,877)
	=====

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

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respective annual reports on Form 10-K for the year ended December 31, 2002, 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/A for 2002, filed on May 9, 2003 (File No. 333-21011)

Ohio Edison Company - Annual Report on Form 10-K for 2002 (File No. 1-2578)

The Cleveland Electric Illuminating Company - Annual Report on Form 10-K for 2002 (File No. 1-2323)

The Toledo Edison Company - Annual Report on Form 10-K for 2002 (File No. 1-3583)

Pennsylvania Power Company - Annual Report on Form 10-K for 2002 (File No. 1-3491)

Jersey Central Power & Light Company - Annual Report on Form 10-K for 2002 (File No. 1-3141)

Metropolitan Edison Company - Annual Report on Form 10-K for 2002 (File No. 1-446)

Pennsylvania Electric Company - Annual Report on Form 10-K for 2002 (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)

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

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10-K for 2002. (File No. 333-21011)

American Transmissions Systems, Inc. (ATSI)

-----  
Centerior Indemnity Trust

-----  
Centerior Service Company

-----  
FE Acquisition Corp.  
-----

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

-----  
First Communications, LLC

-----  
FE Holdings, LLC

-----  
FELHC, Inc.

-----  
FirstEnergy Facilities Services Group, LLC (FEFSG)

-----  
FirstEnergy Nuclear Operating Company

-----  
FirstEnergy Properties, Inc.

-----  
FirstEnergy Securities Transfer Company

-----  
FirstEnergy Servis Company

-----  
FirstEnergy Solutions Corp. (FES)

-----  
FirstEnergy Ventrues Corp.

-----  
MARBEL Energy Corporation

-----  
PowerSpan Corp.

-----  
UMICO Holdings, Inc.  
-----

B-5 Incorporated by reference to Exhibit B to FirstEnergy's Form U5B for the year 2002, File No. 030-00039.

GPU Advanced Resources, GPU Telcom, GPUS, GPUN, GPU Diversified Holdings and GPU

-----  
Enertech Holdings  
-----

B-6 Articles of Incorporation of GPUS, as amended through April 27, 1994 - incorporated by reference to Exhibit A-1 to Application on Form U-1, File No. 70-4990.

B-7 Articles of Incorporation of GPUS, as amended through August 1, 1996 - incorporated by reference to Exhibit B-5 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.



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- B-8 Amended By-Laws of GPUS, dated as of January 1, 1999 - incorporated by reference to Exhibit B-12 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-9 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-10 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-11 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-12 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, File No. 30-126.
- B-13 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.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

-----

GPU Advanced Resources, GPU Telcom, GPUS, GPUN, GPU Diversified

-----  
Holdings and GPU Enertech Holdings  
-----

- B-14 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-15 Certificate of Incorporation of GPU Energy Services, Inc., dated as of September 13, 1996- incorporated by reference to Exhibit B-15 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-16 Certificate of Amendment of Certificate of Incorporation of GPU Energy Services, Inc., dated as of January 15, 1997 to change the name of the company to GPU Advanced Resources, Inc- incorporated by reference to Exhibit B-16 to GPU Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-17 By-Laws of GPU Advanced Resources, Inc., dated as of March 6, 1997 - incorporated by reference to Exhibit B-17 to GPU Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-18 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.

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- B-19 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.
- B-20 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-21 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-22 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-23 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.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

- Ohio Edison Company (OE)  
-----
- B-24 Agreement and Plan of Merger, dated as of September 13, 1996, between Ohio Edison Company (OE) and Centerior Energy Corporation. (September 17, 1996 Form 8-K, Exhibit 2-1).
- B-25 Amended Articles of Incorporation, Effective June 21, 1994, constituting OE's Articles of Incorporation. (1994 Form 10-K, Exhibit 3-1.)
- B-26 Amended and Restated Code of Regulations, amended March 15, 2002 - incorporated by reference to Exhibit 3-A 3-2 to OE's Annual Report on Form 10-K for 2001, File No. 1-2578.
- Pennsylvania Power Company (Penn)  
-----
- B-27 Amended and Restated Articles of Incorporation, as amended March 15, 2002 - incorporated by reference to Exhibit 3-A 3-1 to Penn's Annual Report on Form 10-K for 2001, File No. 1-3491.
- B-28 Amended and Restated By-Laws of Penn, as amended March 15, 2002 - incorporated by reference to Exhibit 3-A 3-2 to Penn's Annual Report on Form 10-K for 2001, File No. 1-3491.
- The Cleveland Electric Illuminating Company (CEI)  
-----
- B-29 Amended Articles of Incorporation of CEI, as amended, effective May 28,

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1993 (Exhibit 3a, 1993 Form 10-K, File No. 1-2323).

- B-30 Regulations of CEI, dated April 29, 1981, as amended effective October 1, 1988 and April 24, 1990 (Exhibit 3b, 1990 Form 10-K, File No. 1-2323).
- B-31 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3-A 3c to CEI's Annual Report on Form 10-K for 2001, File No. 1-2323.

The Toledo Edison Company (TE)  
-----

- B-32 Amended Articles of Incorporation of TE, as amended effective October 2, 1992 (Exhibit 3a, 1992 Form 10-K, File No. 1-3583).
- B-33 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3-A 3b to TE's Annual Report on Form 10-K for 2001, File No. 1-3583.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits -----

JCP&L  
-----

- B-34 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-35 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-36 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-37 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-38 Certificate of Incorporation of JCP&L Preferred Capital, Inc., dated as of February 21, 1995 - incorporated by reference to Exhibit A-1, Application on Form U-1, File No. 70-8495.
- B-39 By-Laws of JCP&L Preferred Capital, Inc., dated as of February 21, 1995 - incorporated by reference to Exhibit A-2, Application on Form U-1, File No. 70-8495.
- B-40 Amended and Restated Limited Partnership Agreement of JCP&L Capital, L.P., dated as of May 11, 1995 - incorporated by reference to Exhibit A-5(a), Certificate Pursuant to Rule 24, File No. 70-8495.
- B-41 Action Creating Series A Preferred Securities of JCP&L Capital, L.P.,

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dated as of May 11, 1995 - incorporated by reference to Exhibit A-6(a), Certificate Pursuant to Rule 24, File No. 70-8495.

- B-42 Payment and Guarantee Agreement of JCP&L, dated as of May 18, 1995 - incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, File No. 70-8495.
- B-43 Certificate of Incorporation of JCP&L Transition Holdings, Inc. 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

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#### JCP&L

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- B-44 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-45 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.

#### Met-Ed

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- B-46 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-47 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-48 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-49 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-50 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-51 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.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Met-Ed

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- B-52 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-53 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-54 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.
- B-55 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.
- B-56 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-57 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-58 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-59 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

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- B-60 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-61 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.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Penelec

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- B-62 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-63 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-64 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-65 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.
- B-66 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-67 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-68 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-69 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-70 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-71 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-72 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.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Penelec

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- B-73 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.

GPU Electric & GPU Power

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- B-74 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-75 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-76 Articles of Incorporation of ADA Management Corporation, dated as of November 20, 1990 - incorporated by reference to Exhibit B-20 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-77 Certificate of Amendment of Articles of Incorporation of ADA Management Corporation, dated as of July 31, 1993 to change the name of the company to Commerce Cogeneration Corporation - incorporated by reference to Exhibit B-21 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-78 Certificate of Amendment of Articles of Incorporation of Commerce Cogeneration Corporation, dated as of July 31, 1993 to change the name of the company to NCP ADA Power, Inc. - incorporated by reference to Exhibit B-22 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-79 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-80 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.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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GPU Electric & GPU Power  
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- B-81 Certificate of Incorporation of Guaracachi America, Inc., dated as of July 13, 1995 - incorporated by reference to Exhibit B-80 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-82 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-83 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 GPU 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-84 By-Laws of Incorporation of Empresa Guaracachi S.A., effective as of July 13, 1995 - incorporated by reference to Exhibit B-82 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-85 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-86 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.
- B-87 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-88 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-89 Certificate of Incorporation of International Power Advisors, Inc., dated as of August 14, 1995 - incorporated by reference to Exhibit B-87 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  
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GPU Electric & GPU Power  
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- B-90 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-91 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-92 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-93 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-94 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.
- B-95 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-96 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-97 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-98 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.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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GPU Electric & GPU Power

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- B-99 By-Laws of North Canadian Power, Inc. (subsequently renamed NCP Energy, Inc.), adopted as of December 27, 1989 - incorporated by reference to Exhibit B-70 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-100 By-Laws of Commerce Cogeneration Corporation, as amended through October 3, 1992 (formerly known as ADA Management Corporation) -

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subsequently renamed NCP ada Power, Inc. - incorporated by reference to Exhibit B-76 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

- B-101 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-102 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.
- B-103 By-Laws of Guaracachi America, Inc., adopted as of July 13, 1995 - incorporated by reference to Exhibit B-124 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-104 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-105 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-106 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-107 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

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#### GPU Electric & GPU Power

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- B-108 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-109 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-110 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-111 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

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the year 1996, File No. 30-126.

- B-112 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-113 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-114 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.
- B-115 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-116 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

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#### GPU Electric & GPU Power

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- B-117 Memorandum of Association of EI Australia Services Pty Ltd., (subsequently renamed GPU International Australia Pty Ltd.), effective as of October 26, 1995 - incorporated by reference to Exhibit B-142 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-118 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-119 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-120 Articles of Association of EI Australia Services Pty Ltd., (subsequently renamed GPU International Australia Pty Ltd.), adopted as of October 26, 1995 - incorporated by reference to Exhibit B-148 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

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- B-121 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-122 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-123 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-124 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.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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#### GPU Electric & GPU Power

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- B-125 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-126 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 - incorporated by reference to Exhibit B-164 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-127 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-128 Certificate of Incorporation of GPU Australia Holdings, Inc. dated as of September 29, 1997 - incorporated by reference to Exhibit B-192 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-129 By-Laws of GPU Australia Holdings, Inc., dated as of September 29, 1997 - incorporated by reference to Exhibit B-193 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-130 Certificate of Incorporation of Austran Holdings, Inc., dated as of September 29, 1997 - incorporated by reference to Exhibit B-194 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.

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- B-131 Amended and Restated Certificate of Incorporation of Austran Holdings, Inc., dated as of October 9, 1997 - incorporated by reference to Exhibit B-195 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-132 By-Laws of Austran Holdings, Inc. adopted as of September 29, 1997 - incorporated by reference to Exhibit B-196 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-133 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.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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#### GPU Electric & GPU Power

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- B-134 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-135 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-136 Certificate of Incorporation of GPU Argentina Holdings, Inc., dated December 18, 1998 - incorporated by reference to Exhibit B-211 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-137 By-Laws of GPU Argentina Holdings, Inc., adopted as of December 18, 1998 - incorporated by reference to Exhibit B-212 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-138 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-139 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-140 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-141 Association of Notaries of Empresa Distribuidora Electrica Regional, S.A. - incorporated by reference to Exhibit B-204 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-142 Articles of Association of Avon Energy Partners plc, adopted as of January 19, 2000 - incorporated by reference to Exhibit B-205 to GPU,

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Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

- B-143 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):

#### Exhibits

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#### GPU Electric & GPU Power

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- B-144 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-145 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

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- B-146 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-147 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-148 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-149 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-150 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-151 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-152 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

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MYR Group

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- B-153 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-154 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-155 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-156 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-157 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-158 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-159 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-160 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-161 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-162 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):

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### Exhibits

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#### MYR Group

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- B-163 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-164 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.
- B-165 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-166 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-167 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-168 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-169 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-170 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-171 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-172 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.

### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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MYR Group

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- B-173 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-174 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-175 By-Laws of the Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc.) - incorporated by reference to Exhibit B-201 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-176 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-177 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  
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Indentures, Outstanding and Uncompleted Contracts or Agreements  
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FirstEnergy

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- 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

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FirstEnergy

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- 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 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

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FirstEnergy

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- 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.

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- 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.
- 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

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FirstEnergy

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- 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.

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- 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.

### GPUS & GPUN

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- C-32 Credit Agreement between GPUS and First National Bank of Chicago, dated as of March 27, 1996 - incorporated by reference to Exhibit B-2, Certificate Pursuant to Rule 24, File No. 70-8793.
- C-33 Performance Units Agreement Under the 1990 Stock Plan for Employees of GPU and Subsidiaries - 1998 Agreement - incorporated by reference to Exhibit 10-CC to GPU, Inc.'s Annual Report on Form 10K for the year 1998, File No. 1-6047.
- C-34 Incentive Compensation Plan for Elected Officers of GPU Service, Inc., as amended and restated June 4, 1998 - incorporated by reference to Exhibit C-5 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-35 Incentive Compensation Plan for Elected Officers of GPU Nuclear, Inc., dated as of February 6, 1997 - incorporated by reference to Exhibit C-6 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- C-36 Employee Incentive Compensation Plan of GPU Service, Inc., dated as of December 1, 1998 - incorporated by reference to Exhibit C-8 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):

### Exhibits

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### GPUS & GPUN

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- C-37 Employee Incentive Compensation Plan of GPU Nuclear Inc., dated as of April 1, 1995 - incorporated by reference to Exhibit C-8 to GPU Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- C-38 GPU Service, Inc. Supplemental and Excess Benefits Plan, as amended

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- July 1, 1999 - incorporated by reference to Exhibit C-8 to GPU Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-39 GPU Service, Inc. Supplemental and excess Benefits Plan, as amended August 8, 2000 - incorporated by reference to Exhibit C-8 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- C-40 GPU Nuclear, Inc. Supplemental and Excess Benefits Plan, as amended June 5, 1997 - incorporated by reference to Exhibit C-11 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- C-41 Deferred Remuneration Plan for Outside Directors of GPU Nuclear Inc., as amended June 5, 1997 - incorporated by reference to Exhibit C-14 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- C-42 Form of 1998 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-BB to GPU, Inc.'s Annual Report on Form 10-K for the year 1998, File No. 1-6047.
- C-43 Severance Protection Agreement for Fred D. Hafer, dated November 5, 1998 - incorporated by reference to Exhibit C-24 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-44 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-45 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-46 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

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#### GPUS & GPUN

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- C-47 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-48 Form of 1999 Performance Units Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-X of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.

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- C-49 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-50 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-51 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-52 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-53 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-54 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-55 Form of 2000 Performance Units Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-X on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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#### GPUS & GPUN

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- C-56 Amended Deferred Stock Unit Plan for GPU, Inc. Outside Directors dated as of August 8, 2000 - incorporated by reference to Exhibit 10-Y on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-57 Amendment to Deferred Stock Unit Plan for GPU, Inc. Outside Directors dated as of April 5, 2001 - incorporated by reference to Exhibit C-40 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- C-58 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.
- C-59 Form of 2000 MYR Group Inc. Performance Units Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated

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by reference to Exhibit 10-Z on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.

C-60 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.

C-61 Amended GPU Companies Supplemental Executive Retirement Plan, dated as of August 9, 2000 - incorporated by reference to Exhibit 10-EE on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.

OE

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C-62 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)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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OE

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Dated as of -----	File Reference -----	Exhibit No. -----
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)

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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)
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)
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)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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OE

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Dated as of -----	File Reference -----	Exhibit No. -----
Supplemental Indentures:		
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)



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April 1, 2000                      Form 10-K, 1-2578                      (4) (2) (b)  
June 1, 2001                      (A)

- C-63      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-64      Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c) (2))
- C-65      Amendment No. 1 dated January 4, 1974 to Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-68906, Exhibit 5(c) (3).)
- C-66      Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c) (3).)
- C-67      Amendment No. 1 dated as of January 1, 1993 to Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (1993 Form 10-K, Exhibit 10-4.)
- C-68      Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980 among the CAPCO Group. (Registration No. 2-68906, Exhibit 10-4.)
- C-69      Amendment dated as of December 23, 1993 to Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980 among the CAPCO Group. (1993 Form 10-K, Exhibit 10-6).
- C-70      CAPCO Basic Operating Agreement, as amended September 1, 1980. (Registration No. 2-68906, Exhibit 10-5.)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-71      Amendment No. 1 dated August 1, 1981, and Amendment No. 2 dated September 1, 1982 to CAPCO Basic Operating Agreement, as amended September 1, 1980. (September 30, 1981 Form 10-Q, Exhibit 20-1 and 1982 Form 10-K, Exhibit 19-3, respectively.)
- C-72      Amendment No. 3 dated July 1, 1984 to CAPCO Basic Operating Agreement, as amended September 1, 1980. (1985 Form 10-K, Exhibit 10-7.)
- C-73      Basic Operating Agreement between the CAPCO Companies as amended October 1, 1991. (1991 Form 10-K, Exhibit 10-8.)
- C-74      Basic Operating Agreement between the CAPCO Companies as amended January 1, 1993. (1993 Form 10-K, Exhibit 10-11.)
- C-75      Memorandum of Agreement effective as of September 1, 1980 among the CAPCO Group. (1982 Form 10-K, Exhibit 19-2.)

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- C-76 Operating Agreement for Beaver Valley Power Station Units Nos. 1 and 2 as Amended and Restated September 15, 1987, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 10-15.)
- C-77 Construction Agreement with respect to Perry Plant between the CAPCO Group dated as of July 22, 1974. (Registration No. 2-52251 of Toledo Edison Company, Exhibit 5(yy).)
- C-78 Amendment No. 3 dated as of October 31, 1980 to the Bond Guaranty dated as of October 1, 1973, as amended, with respect to the CAPCO Group. (Registration No. 2-68906 of Pennsylvania Power Company, Exhibit 10-16.)
- C-79 Amendment No. 4 dated as of July 1, 1985 to the Bond Guaranty dated as of October 1, 1973, as amended, by the CAPCO Companies to National City Bank as Bond Trustee. (1985 Form 10-K, Exhibit 10-30.)
- C-80 Amendment No. 5 dated as of May 1, 1986, to the Bond Guaranty by the CAPCO Companies to National City Bank as Bond Trustee. (1986 Form 10-K, Exhibit 10-33.)
- C-81 Amendment No. 6A dated as of December 1, 1991, to the Bond Guaranty dated as of October 1, 1973, by The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, The Toledo Edison Company to National City Bank, as Bond Trustee. (1991 Form 10-K, Exhibit 10-33.)
- C-82 Amendment No. 6B dated as of December 30, 1991, to the Bond Guaranty dated as of October 1, 1973 by The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, The Toledo Edison Company to National City Bank, as Bond Trustee. (1991 Form 10-K, Exhibit 10-34.)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-83 Bond Guaranty dated as of December 1, 1991, by The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, The Toledo Edison Company to National City Bank, as Bond Trustee. (1991 Form 10-K, Exhibit 10-35.)
- C-84 Memorandum of Understanding dated March 31, 1985 among the CAPCO Companies. (1985 Form 10-K, Exhibit 10-35.)
- C-85 Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44.)
- C-86 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45.)
- C-87 Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46.)

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- C-88 Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47.)
- C-89 Severance pay agreement between Ohio Edison Company and W. R. Holland. (1995 Form 10-K, Exhibit 10-48.)
- C-90 Severance pay agreement between Ohio Edison Company and H. P. Burg. (1995 Form 10-K, Exhibit 10-49.)
- C-91 Severance pay agreement between Ohio Edison Company and A. J. Alexander. (1995 Form 10-K, Exhibit 10-50.)
- C-92 Severance pay agreement between Ohio Edison Company and J. A. Gill. (1995 Form 10K, Exhibit 10-51.)
- C-93 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-94 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.)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-95 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.)
- C-96 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-97 Amendment No. 5 dated as of November 24, 1992 to Participation

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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-98 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-99 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-100 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-101 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.)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-102 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.)
- C-103 Amendment No. 3 dated as of November 24, 1992 to Facility Lease dated as 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-104 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.)

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- C-105 (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-106 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-107 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-108 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-109 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-110 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.)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-111 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.)
- C-112 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-113 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.)

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- C-114 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-115 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-116 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-117 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-118 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-119 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-120 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.)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-121 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-122 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

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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-123 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-124 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-125 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-126 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-127 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-128 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-129 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

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Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-69.)

- C-130 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-131 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-132 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-133 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-134 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-135 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-136 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-137 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.)



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- C-138 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-139 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-140 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-141 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-142 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-143 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-144 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-145 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-146 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.)

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- C-147 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-148 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-149 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-150 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-151 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-152 Guarantee Agreement entered into by Ohio Edison Company dated as of January 17, 1991. (1990 Form 10-K, Exhibit 10-64.)
- C-153 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-154 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-155 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-156 Renunciation of Payments and Assignment among Ohio Edison Company,

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- 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-157 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-158 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-159 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-160 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-161 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-162 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-163 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.)

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- C-164 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-165 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-166 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-167 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-168 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-169 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

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- C-170 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 28-7.)
- C-171 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-172 Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General

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- Partners and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-9.)
- C-173 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-174 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-175 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-176 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-177 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-178 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-179 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 Beaver Valley Two Pi Limited Partnership, and Ohio Edison Company. (1987 Form 10-K, Exhibit 28-12.)
- C-180 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-181 Amendment No. 1 dated as of February 1, 1988, to Participation Agreement dated as of September 15, 1987, among Chrysler Consortium

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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-182 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-183 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-184 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-185 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-186 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 28-15.)
- C-187 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-188 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.)

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- C-189 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-190 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-191 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-192 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-193 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-194 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-195 Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-21.)
- C-196 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-197 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.

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(1994 Form 10-K, Exhibit 10-152.)

- C-198 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-199 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-200 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-201 Operating Agreement dated March 10, 1987 with respect to Perry Unit No. 1 between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-24.)
- C-202 Operating Agreement for Bruce Mansfield Units Nos. 1, 2 and 3 dated as of June 1, 1976, and executed on September 15, 1987, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-25.)
- C-203 Operating Agreement for W. H. Sammis Unit No. 7 dated as of September 1, 1971 by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-26.)
- C-204 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-205 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-206 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-207 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

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- C-208 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-209 Supplemental Indenture dated as of September 1, 1995, between Penn and Citibank, N.A., as Trustee. (1995 Form 10-K, Exhibit 4-2.)
- C-210 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

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Penn

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- C-211 Supplemental Indenture dated as of June 1, 1998, between Penn and Citibank, N. A., as Trustee. (1998 Form 10-K, Exhibit 4-4.)
- C-212 Supplemental Indenture dated as of September 29, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-5.)
- C-213 Supplemental Indenture dated as of November 15, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-6.)
- C-214 Supplemental Indenture dated as of June 1, 2001. (2001 Form 10-K, Exhibit 4-7.)

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- C-215 Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration Statement of Ohio Edison Company, File No. 2-43102, Exhibit 5(c)(2).)
- C-216 Amendment No. 1 dated January 4, 1974 to Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration Statement No. 2-68906, Exhibit 5 (c)(3).)
- C-217 Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (Registration Statement of Ohio Edison Company, File No. 2-43102, Exhibit 5 (c)(3).)
- C-218 Amendment No. 1 dated as of January 1, 1993 to Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (1993 Form 10-K, Exhibit 10-4, Ohio Edison Company.)
- C-219 Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980 among the CAPCO Group. (Registration Statement No. 2-68906, Exhibit 10-4.)
- C-220 Amendment dated as of December 23, 1993 to Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980 among the CAPCO Group. (1993 Form 10-K, Exhibit 10-6, Ohio Edison Company.)
- C-221 CAPCO Basic Operating Agreement, as amended September 1, 1980. (Registration Statement No. 2-68906, as Exhibit 10-5.)
- C-222 Amendment No. 1 dated August 1, 1981 and Amendment No. 2 dated September 1, 1982, to CAPCO Basic Operating Agreement as amended September 1, 1980. (September 30, 1981 Form 10-Q, Exhibit 20-1 and 1982 Form 10-K, Exhibit 19-3, File No. 1-2578, of Ohio Edison Company.)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-223 Amendment No. 3 dated as of July 1, 1984, to CAPCO Basic Operating Agreement as amended September 1, 1980. (1985 Form 10-K, Exhibit 10-7, File No. 1-2578, of Ohio Edison Company.)
- C-224 Basic Operating Agreement between the CAPCO Companies as amended October 1, 1991. (1991 Form 10-K, Exhibit 10-8, File No. 1-2578, of Ohio Edison Company.)
- C-225 Basic Operating Agreement between the CAPCO Companies as amended January 1, 1993. (1993 Form 10-K, Exhibit 10-11, Ohio Edison.)
- C-226 Memorandum of Agreement effective as of September 1, 1980, among the CAPCO Group. (1991 Form 10-K, Exhibit 19-2, Ohio Edison Company.)
- C-227 Operating Agreement for Beaver Valley Power Station Units Nos. 1 and 2

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as Amended and Restated September 15, 1987, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 10-15, File No. 1-2578, of Ohio Edison Company.)

- C-228 Construction Agreement with respect to Perry Plant between the CAPCO Group dated as of July 22, 1974. (Registration Statement of Toledo Edison Company, File No. 2-52251, as Exhibit 5 (yy).)
- C-229 Memorandum of Understanding dated as of March 31, 1985, among the CAPCO Companies. (1985 Form 10-K, Exhibit 10-35, File No. 1-2578, Ohio Edison Company.)
- C-230 Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44, File No. 1-2578, Ohio Edison Company.)
- C-231 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45, File No. 1-2578, Ohio Edison Company.)
- C-232 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-233 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-234 Operating Agreement for Perry Unit No. 1 dated March 10, 1987, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-24, File No. 1-2578, Ohio Edison Company.)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-235 Operating Agreement for Bruce Mansfield Units Nos. 1, 2 and 3 dated as of June 1, 1976, and executed on September 15, 1987, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-25, File No. 1-2578, Ohio Edison Company.)
- C-236 Operating Agreement for W. H. Sammis Unit No. 7 dated as of September 1, 1971, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-26, File No. 1-2578, Ohio Edison Company.)
- C-237 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-238 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.)

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- C-239 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-240 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.)
- C-241 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.)
- C-242 Nuclear Fuel Lease dated as of March 31, 1989, between OES Fuel, Incorporated, as Lessor, and Pennsylvania Power Company, as Lessee. (1989 Form 10-K, Exhibit 10-39, File No. 1-3491.)

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- C-243 Rights A greement (Exhibit 4, June 25, 1996 Form 8-K, File Nos. 1-9130, 1-2323 and 1-3583).

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits  
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- C-244 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 Edison).
- C-245 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-246 CAPCO Administration Agreement dated November 1, 1971, as of September 14, 1967, among the CAPCO Group members regarding the organization and procedures for implementing the objectives of the CAPCO Group (Exhibit 5(p), Amendment No. 1, File No. 2-42230, filed by Cleveland Electric).
- C-247 Amendment No. 1, dated January 4, 1974, to CAPCO Administration Agreement among the CAPCO Group members (Exhibit 5(c)(3), File No. 2-68906, filed by Ohio Edison).
- C-248 CAPCO Transmission Facilities Agreement dated November 1, 1971, as of September 14, 1967, among the CAPCO Group members regarding the

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installation, operation and maintenance of transmission facilities to carry out the objectives of the CAPCO Group (Exhibit 5(q), Amendment No. 1, File No. 2-42230, filed by Cleveland Electric).

- C-249 Amendment No. 1 to CAPCO Transmission Facilities Agreement, dated December 23, 1993 and effective as of January 1, 1993, among the CAPCO Group members regarding requirements for payment of invoices at specified times, for payment of interest on non-timely paid invoices, for restricting adjustment of invoices after a four-year period, and for revising the method for computing the Investment Responsibility charge for use of a member's transmission facilities (Exhibit 10b(2)(1), 1993 Form 10-K, File Nos. 1-9130, 1-2323 and 1-3583).
- C-250 CAPCO Basic Operating Agreement As Amended January 1, 1993 among the CAPCO Group members regarding coordinated operation of the members' systems (Exhibit 10b(3), 1993 Form 10-K, File Nos. 1-9130, 1-2323 and 1-3583).
- C-251 Agreement for the Termination or Construction of Certain Agreement By and Among the CAPCO Group members, dated December 23, 1993 and effective as of September 1, 1980 (Exhibit 10b(4), 1993 Form 10-K, File Nos. 1-9130, 1-2323 and 1-3583).

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-252 Construction Agreement, dated July 22, 1974, among the CAPCO Group members and relating to the Perry Nuclear Plant (Exhibit 5 (yy), File No. 2-52251, filed by Toledo Edison).
- C-253 Contract, dated as of December 5, 1975, among the CAPCO Group members for the construction of Beaver Valley Unit No. 2 (Exhibit 5 (g), File No. 2-52996, filed by Cleveland Electric).
- C-254 Amendment No. 1, dated May 1, 1977, to Contract, dated as of December 5, 1975, among the CAPCO Group members for the construction of Beaver Valley Unit No. 2 (Exhibit 5(d)(4), File No. 2-60109, filed by Ohio Edison).
- C-255 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-256 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-257 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),

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File No. 33-46665, filed by Cleveland Electric and Toledo Edison).

- C-258 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-259 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).
- C-260 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).

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- C-261 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-262 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).
- C-263 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-264 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-265 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-266 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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- C-267 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-268 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).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-269 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-270 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-271 Form of Participation Agreement dated as of September 30, 1987 among the Owner Participant named therein, the Original Loan Participants listed in 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-272 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-273 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).
- C-274 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).

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C-275 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).

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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C-276 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-277 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-278 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-279 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 (Exhibit 28(e), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-280 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).

C-281 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-282 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,



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

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-283 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-284 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-285 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-286 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-287 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).
- C-288 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-289 Centerior Energy Corporation Equity Compensation Plan (Exhibit 99, Form S-8, File No. 33-59635).

CEI

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- C-290 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)

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September 1, 1950 Form 10-K, 2-8587 7(c)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI

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Dated as of -----	File Reference -----	Exhibit No. -----
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)
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)
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)

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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)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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CEI

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Dated as of	File Reference	Exhibit No.
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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 10Q, 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, 1-2323	4(b)
May 1, 1991	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)
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)

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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)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI

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Dated as of -----	File Reference -----	Exhibit No. -----
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-291 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-292 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-293 Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c)(2).)

C-294 Amendment No. 1 dated January 4, 1974 to Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-68906, Exhibit 5(c)(3).)

C-295 Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c)(3).)

C-296 Amendment No. 1 dated as of January 1, 1993 to Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (1993 Form 10-K, Exhibit 10-4.)

C-297 Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980, October 15, 1997 (Exhibit 4(a), Form S-4 File No. 333-47651, filed by Cleveland Electric).

TE

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C-298 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. -----
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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)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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TE

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Dated as of -----	File Reference -----	Exhibit No. -----
August 1, 1967	Form 10-K, 2-26908	2 (c)
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)
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,	4 (f)

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	1-3583	
July 15, 1995	September 30, 1995 Form 10-Q,	4 (g)
	1-3583	
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		4b(51)
October 1, 2002	2002 Form 10-K, 1-3583	4b(52)

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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- JCP&L  
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- C-299 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-300 Ninth Supplemental Indenture, dated as of November 1, 1962 - incorporated by reference to Exhibit 2-C, Registration No. 2-20732.
- C-301 Tenth Supplemental Indenture, dated as of October 1, 1963 - incorporated by reference to Exhibit 2-C, Registration No. 2-21645.
- C-302 Eleventh Supplemental Indenture, dated as of October 1, 1964 - incorporated by reference to Exhibit 5-A-3, Registration No. 2-59785.
- C-303 Twelfth Supplemental Indenture, dated as of November 1, 1965 - incorporated by reference to Exhibit 5-A-4, Registration No. 2-59785.
- C-304 Thirteenth Supplemental Indenture, dated as of August 1, 1966 - incorporated by reference to Exhibit 4-C, Registration No. 2-25124.
- C-305 Fourteenth Supplemental Indenture, dated as of September 1, 1967 - incorporated by reference to Exhibit 5-A-6, Registration No. 2-59785.
- C-306 Fifteenth Supplemental Indenture, dated as of October 1, 1968 - incorporated by reference to Exhibit 5-A-7, Registration No. 2-59785.
- C-307 Sixteenth Supplemental Indenture, dated as of October 1, 1969 - incorporated by reference to Exhibit 5-A-8, Registration No. 2-59785.
- C-308 Seventeenth Supplemental Indenture, dated as of June 1, 1970 - incorporated by reference to Exhibit 5-A-9, Registration No. 2-59785.
- C-309 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

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JCP&L

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- C-310 Nineteenth Supplemental Indenture, dated as of February 1, 1971 - incorporated by reference to Exhibit 5-A-11, Registration No. 2-59785.
- C-311 Twentieth Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 5-A-12, Registration No. 2-59875.
- C-312 Twenty-first Supplemental Indenture, dated as of August 1, 1972 - incorporated by reference to Exhibit 5-A-13, Registration No. 2-59785.
- C-313 Twenty-second Supplemental Indenture, dated as of August 1, 1973 - incorporated by reference to Exhibit 5-A-14, Registration No. 2-59785.
- C-314 Twenty-third Supplemental Indenture, dated as of October 1, 1973 - incorporated by reference to Exhibit 5-A-15, Registration No. 2-59785.
- C-315 Twenty-fourth Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 5-A-16, Registration No. 2-59785.
- C-316 Twenty-fifth Supplemental Indenture, dated as of November 1, 1974 - incorporated by reference to Exhibit 5-A-17, Registration No. 2-59785.
- C-317 Twenty-sixth Supplemental Indenture, dated as of March 1, 1975 - incorporated by reference to Exhibit 5-A-18, Registration No. 2-59785.
- C-318 Twenty-seventh Supplemental Indenture, dated as of July 1, 1975 - incorporated by reference to Exhibit 5-A-19, Registration No. 2-59785.
- C-319 Twenty-eighth Supplemental Indenture, dated as of October 1, 1975 - incorporated by reference to Exhibit 5-A-20, Registration No. 2-59785.
- C-320 Twenty-ninth Supplemental Indenture, dated as of February 1, 1976 - incorporated by reference to Exhibit 5-A-21, Registration No. 2-59785.
- C-321 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

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JCP&L

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- C-322 Thirtieth Supplemental Indenture, dated as of June 1, 1976 -

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- incorporated by reference to Exhibit 5-A-23, Registration No. 2-59785.
- C-323 Thirty-first Supplemental Indenture, dated as of May 1, 1977 - incorporated by reference to Exhibit 5-A-24, Registration No. 2-59785.
- C-324 Thirty-second Supplemental Indenture, dated as of January 20, 1978 - incorporated by reference to Exhibit 5-A-25, Registration No. 2-60438.
- C-325 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-326 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-327 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-328 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-329 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-330 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-331 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-332 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-333 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.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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JCP&L

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- C-334 Forty-third Supplemental Indenture, dated as of March 1, 1991 - incorporated by reference to Exhibit 4-A-35, Registration No. 33-45314.
- C-335 Forty-fourth Supplemental Indenture, dated as of March 1, 1992 -



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- incorporated by reference to Exhibit 4-A-36, Registration No. 33-49405.
- C-336 Forty-fifth Supplemental Indenture, dated as of October 1, 1992 - incorporated by reference to Exhibit 4-A-37, Registration No. 33-49405.
- C-337 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-338 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-339 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-340 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-341 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-342 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-343 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-344 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-345 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.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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JCP&L

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- C-346 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-347 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.

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- C-348 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-349 Employee Incentive Compensation Plan of JCP&L, dated as of April 1, 1995 - incorporated by reference to Exhibit 10-D to GPU, Inc.'s Annual Report on Form 10-K for the year 1995, File No. 1-6047.
- C-350 JCP&L Supplemental and Excess Benefits Plan dated June 5, 1997 - incorporated by reference to Exhibit 10-K to JCP&L's Annual Report on Form 10-K for the year 1997, File No. 1-3141.
- C-351 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-352 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  
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- C-353 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.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits  
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Met-Ed  
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- C-354 Supplemental Indenture, dated as of December 1, 1962 - incorporated by reference to Exhibit 2-E(1), Registration No. 2-59678.
- C-355 Supplemental Indenture, dated as of March 20, 1964 - incorporated by reference to Exhibit 2-E(2), Registration No. 2-59678.
- C-356 Supplemental Indenture, dated as of July 1, 1965 - incorporated by reference to Exhibit 2-E(3), Registration No. 2-59678.
- C-357 Supplemental Indenture, dated as of June 1, 1966 - incorporated by reference to Exhibit 2-B-4, Registration No. 2-24883.
- C-358 Supplemental Indenture, dated as of March 22, 1968 - incorporated by reference to Exhibit 4-C-5, Registration No. 2-29644.

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- C-359 Supplemental Indenture, dated as of September 1, 1968 - incorporated by reference to Exhibit 2-E(6), Registration No. 2-59678.
- C-360 Supplemental Indenture, dated as of August 1, 1969 - incorporated by reference to Exhibit 2-E(7), Registration No. 2-59678.
- C-361 Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 2-E(8), Registration No. 2-59678.
- C-362 Supplemental Indenture, dated as of May 1, 1972 - incorporated by reference to Exhibit 2-E(9), Registration No. 2-59678.
- C-363 Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 2-E(10), Registration No. 2-59678.
- C-364 Supplemental Indenture, dated as of October 30, 1974 - incorporated by reference to Exhibit 2-E(11), Registration No. 2-59678.
- C-365 Supplemental Indenture, dated as of October 31, 1974 - incorporated by reference to Exhibit 2-E(12), Registration No. 2-59678.
- C-366 Supplemental Indenture, dated as of March 20, 1975 - incorporated by reference to Exhibit 2-E(13), Registration No. 2-59678.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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Met-Ed

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- C-367 Supplemental Indenture, dated as of September 25, 1975 - incorporated by reference to Exhibit 2-E(15), Registration No. 2-59678.
- C-368 Supplemental Indenture, dated as of January 12, 1976 - incorporated by reference to Exhibit 2-E(16), Registration No. 2-59678.
- C-369 Supplemental Indenture, dated as of March 1, 1976 - incorporated by reference to Exhibit 2-E(17), Registration No. 2-59678.
- C-370 Supplemental Indenture, dated as of September 28, 1977 - incorporated by reference to Exhibit 2-E(18), Registration No. 2-62212.
- C-371 Supplemental Indenture, dated as of January 1, 1978 - incorporated by reference to Exhibit 2-E(19), Registration No. 2-62212.
- C-372 Supplemental Indenture, dated as of September 1, 1978 - incorporated by reference to Exhibit 4-A(19), Registration No. 33-48937.
- C-373 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(20), Registration No. 33-48937.
- C-374 Supplemental Indenture, dated as of January 1, 1980 - incorporated by reference to Exhibit 4-A(21), Registration No. 33-48937.
- C-375 Supplemental Indenture, dated as of September 1, 1981 - incorporated by

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- reference to Exhibit 4-A(22), Registration No. 33-48937.
- C-376 Supplemental Indenture, dated as of September 10, 1981 - incorporated by reference to Exhibit 4-A(23), Registration No. 33-48937.
- C-377 Supplemental Indenture, dated as of December 1, 1982 - incorporated by reference to Exhibit 4-A(24), Registration No. 33-48937.
- C-378 Supplemental Indenture, dated as of September 1, 1983 - incorporated by reference to Exhibit 4-A(25), Registration No. 33-48937.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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Met-Ed

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- C-379 Supplemental Indenture dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(26), Registration No. 33-48937.
- C-380 Supplemental Indenture, dated as of March 1, 1985 - incorporated by reference to Exhibit 4-A(27), Registration No. 33-48937.
- C-381 Supplemental Indenture, dated as of September 1, 1985 - incorporated by reference to Exhibit 4-A(28), Registration No. 33-48937.
- C-382 Supplemental Indenture, dated as of June 1, 1988 - incorporated by reference to Exhibit 4-A(29), Registration No. 33-48937.
- C-383 Supplemental Indenture, dated as of April 1, 1990 - incorporated by reference to Exhibit 4-A(30), Registration No. 33-48937.
- C-384 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-385 Supplemental Indenture, dated as of September 1, 1992 - incorporated by reference to Exhibit 4-A(32) (a), Registration No. 33-48937.
- C-386 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-387 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-388 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.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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#### Met-Ed

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- C-389 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. 1-446.
- C-390 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-391 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-392 Senior Note Indenture between Met-Ed and United States Trust Company of New York, dated July 1, 1999.
- C-393 Supplemental Indenture, dated May 1, 2000 - 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-394 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-395 Incentive Compensation Plan for Elected Officers of Met-Ed dated February 6, 1997 - incorporated by reference to Exhibit C-134 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File NO. 30-126.
- C-396 Employee Incentive Compensation Plan of Met-Ed, dated as of April 1, 1995 - incorporated by reference to Exhibit 10-E to GPU, Inc.'s Annual Report on Form 10-K for the year 1995, File No. 1-6047.
- C-397 Met-Ed Supplemental and Excess Benefits Plan dated June 5, 1997 - incorporated by reference to Exhibit 10-L to Met-Ed's Annual Report on Form 10-K for the year 1997, File No. 1-446.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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#### Penelec

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- C-398 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,

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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-399 Supplemental Indenture, dated as of May 1, 1961 - incorporated by reference to Exhibit 2-D(1), Registration No. 2-61502.
- C-400 Supplemental Indenture, dated as of October 1, 1964 - incorporated by reference to Exhibit 2-D(2), Registration No. 2-61502.
- C-401 Supplemental Indenture, dated as of November 1, 1966 - incorporated by reference to Exhibit 2-D(3), Registration No. 2-61502.
- C-402 Supplemental Indenture, dated as of June 1, 1967 - incorporated by reference to Exhibit 2-D(4), Registration No. 2-61502.
- C-403 Supplemental Indenture, dated as of August 1, 1968 - incorporated by reference to Exhibit 2-D(5), Registration No. 2-61502.
- C-404 Supplemental Indenture, dated as of May 1, 1969 - incorporated by reference to Exhibit 2-D(6), Registration No. 2-61502.
- C-405 Supplemental Indenture, dated as of April 1, 1970 - incorporated by reference to Exhibit 2-D(7), Registration No. 2-61502.
- C-406 Supplemental Indenture, dated as of December 1, 1971 - incorporated by reference to Exhibit 2-D(8), Registration No. 2-61502.
- C-407 Supplemental Indenture, dated as of July 1, 1973 - incorporated by reference to Exhibit 2-D(9), Registration No. 2-61502.
- C-408 Supplemental Indenture, dated as of June 1, 1974 - incorporated by reference to Exhibit 2-D(10), Registration No. 2-61502.
- C-409 Supplemental Indenture, dated as of December 1, 1974 - incorporated by reference to Exhibit 2-D(11), Registration No. 2-61502.
- C-410 Supplemental Indenture, dated as of August 1, 1975 - incorporated by reference to Exhibit 2-D(12), Registration No. 2-61502.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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Penelec

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- C-411 Supplemental Indenture, dated as of December 1, 1975 - incorporated by reference to Exhibit 2-D(13), Registration No. 2-61502.
- C-412 Supplemental Indenture, dated as of April 1, 1976 - incorporated by reference to Exhibit 2-D(14), Registration No. 2-61502.
- C-413 Supplemental Indenture, dated as of June 1, 1976 - incorporated by reference to Exhibit 2-D(15), Registration No. 2-61502.

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- C-414 Supplemental Indenture, dated as of July 1, 1976 - incorporated by reference to Exhibit 2-D(16), Registration No. 2-61502.
- C-415 Supplemental Indenture, dated as of November 1, 1976 - incorporated by reference to Exhibit 2-D(17), Registration No. 2-61502.
- C-416 Supplemental Indenture, dated as of November 30, 1977 - incorporated by reference to Exhibit 2-D(18), Registration No. 2-61502.
- C-417 Supplemental Indenture, dated as of December 1, 1977 - incorporated by reference to Exhibit 2-D(19), Registration No. 2-61502.
- C-418 Supplemental Indenture, dated as of June 1, 1978 - incorporated by reference to Exhibit 4-A(2), Registration No. 33-49669.
- C-419 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(3), Registration No. 33-49669.
- C-420 Supplemental Indenture, dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(4), Registration No. 33-49669.
- C-421 Supplemental Indenture, dated as of December 1, 1985 - incorporated by reference to Exhibit 4-A(5), Registration No. 33-49669.
- C-422 Supplemental Indenture, dated as of December 1, 1986, - incorporated by reference to Exhibit 4-A(6), Registration No. 33-49669.
- C-423 Supplemental Indenture, dated as of May 1, 1989 - incorporated by reference to Exhibit 4-A(7), Registration No. 33-49669.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Penelec

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- C-424 Supplemental Indenture, dated as of December 1, 1990 - incorporated by reference to Exhibit 4-A(8), Registration No. 33-45312.
- C-425 Supplemental Indenture, dated as of March 1, 1992 - incorporated by reference to Exhibit 4-A(9), Registration No. 33-45312.
- C-426 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.
- C-427 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-428 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.

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- C-429 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-430 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-431 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-432 Incentive Compensation Plan for Elected Officers of Penelec dated February 6, 1997 - incorporated by reference to Exhibit C-191 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- C-433 Employee Incentive Compensation Plan of Penelec, dated as of April 1, 1995 - incorporated by reference to Exhibit 10-F to GPU, Inc.'s Annual Report on Form 10-K for the year 1995, File No. 1-6047.
- C-434 Penelec Supplemental and Excess Benefits Plan dated June 5, 1997 - incorporated by reference to Exhibit 10-M to Penelec's Annual Report on Form 10-K for the year 1996, File No. 1-3522.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### Exhibits

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#### GPUS

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- C-435 Amendment to the Severance Protection Agreement for Fred D. Hafer, dated August 8, 2000.
- C-436 Amendment to the Special Severance Protection Agreement for Fred D. Hafer, dated November 7, 2001.
- C-437 Special Severance Protection Agreement for Fred D. Hafer, dated October 13, 2001.
- C-438 Amendment to the Severance Protection Agreement for Carole B. Snyder, dated August 8, 2000.
- C-439 Amendment to the Special Severance Protection Agreement for Carole B. Snyder, dated November 7, 2001.
- C-440 Special Severance Protection Agreement for Carole B. Snyder, dated October 13, 2001.
- C-441 Severance Protection Agreement for Ira H. Jolles, dated November 5, 1998 - incorporated by reference to Exhibit C-25 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-442 Amendment to the Severance Protection Agreement for Ira H. Jolles,



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dated August 8, 2000.

- C-443 Amendment to the Special Severance Protection Agreement for Ira H. Jolles, dated November 7, 2001.
- C-444 Severance Protection Agreement for Bruce L. Levy, dated December 16, 1998 - incorporated by reference to Exhibit C-28 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-445 Amendment to the Severance Protection Agreement for Bruce L. Levy, dated August 8, 2000.
- C-446 Amendment to the Special Severance Protection Agreement for Bruce L. Levy, dated November 7, 2001.
- C-447 Severance Protection Agreement for Michael J. Chesser, dated April 17, 2000 - incorporated by reference to Exhibit C-23 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):

Exhibits

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GPUS

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- C-448 Supplemental Pension Agreement for Michael J. Chesser, dated April 17, 2000 - incorporated by reference to Exhibit C-24 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-449 Amendment to the Severance Protection Agreement for Micheal J. Chesser, dated August 8, 2000.
- C-450 Special Severance Protection Agreement for Robert F. Saunders, dated October 13, 2001.
- C-451 Special Severance Protection Agreement for Leila L. Vespoli, dated October 13, 2001.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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D. Tax Allocation Agreement

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- D-1 Tax Allocation Agreement as amended through March 31, 1996 - incorporated by reference to Exhibit D-1 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

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Tax Allocation Agreement - Amendments thereto for 2000 -incorporated by reference to Exhibit D-1 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

E. Other Documents  
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E-1 Venture Disclosures - Fiber Optic System Lease Agreements with Non-associated Companies.

E-2 Venture Disclosures - Services to Non-Affiliated Utilities.

E-3 FirstEnergy Service Company and GPU Service, Inc. Annual Report to the SEC on Form U-13-60 for 2002.

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.

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

#### 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 2002.

Consolidating Financial Statements of Cleveland Electric Illuminating Company for 2002.

Consolidating Financial Statements of Toledo Edison Company for 2002.

Consolidating Financial Statements of Jersey Central Power & Light Company for 2002.

Consolidating Financial Statements of Metropolitan Edison Company for 2002.

Consolidating Financial Statements of Pennsylvania Electric Company for 2002.

Consolidating Financial Statements of FirstEnergy Facilities Services Group, LLC for 2002 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Solutions Corp. for 2002 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Ventures Corp. for 2002 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of MARBEL Energy Corporation for

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2002 - incorporated by reference to FirstEnergy's U3A2 filed on February 28, 2003.

Consolidating Financial Statements for MYR Group Inc. for 2002 - filed pursuant to request for confidential treatment.

H-1 Organizational chart showing the relationship of FirstEnergy Corp. and FirstEnergy Generation Corp., an 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 (FUCO) in which it holds an interest.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Schedules Supporting Items of This Report

I-1 Financial Statements of FirstEnergy Generation Corp. for 2002 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of GPU Power, Inc. for 2002 - filed pursuant to request for confidential treatment.

Financial Statements of Los Amigos Leasing Company, Ltd. for 2002 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of GPU Capital, Inc. for 2002 - 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.

May 12, 2003

By /s/ Harvey L. Wagner

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

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(Principal Accounting Officer)

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