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FIRSTENERGY CORP
Form U-9C-3
May 30, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58 OF
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

For the quarterly period ended March 31, 2002

FirstEnergy Corp. (File No. 70-09501)

(Name of Registered Holding Company)

76 South Main Street, Akron, Ohio 44308

(Address of Principal Executive Offices)

FirstEnergy Corp.

Quarterly Report Pursuant to Rule 58 of
the Public Utility Holding Company Act of 1935

For the quarterly period ended March 31, 2002

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Note: All dollar amounts shown in this Form U-9C-3 are expressed in
 ---- thousands unless otherwise noted.

ITEM 1 - ORGANIZATION CHART

Name of Reporting Company	Energy (ERC) or Gas (GRC) Related Company	Date of Organization	State of Organization
-----	-----	-----	-----
FirstEnergy Corp. (a) -----			
Ohio Edison Company (b) OES Fuel, Inc. (d)	ERC	12/16/1988	Ohio
FirstEnergy Ventures Corp. (b) Bay Shore Power Company (e) Centerior Energy Services, Inc. (e) Eastroc Technologies, LLC (c) Engineered Processes, Ltd. (c) Warrenton River Terminal, Ltd. (e)	ERC ERC ERC ERC ERC	01/26/1998 06/01/1994 04/30/1996 12/30/1996 09/03/1996	Ohio Ohio Delawar Ohio Ohio
FirstEnergy Facilities Services Group, LLC (b) Ancoma, Inc. (f) Colonial Mechanical Corporation (f) Dunbar Mechanical, Inc. (f) Edwards Electrical & Mechanical, Inc. (f) Elliot-Lewis Corporation (f) A.A. Duckett, Inc. Sautter Crane Rental, Inc. E-L Enterprises, Inc. Modern Air Conditioning, Inc. Airdex Air Conditioning Corporation R.L. Anderson, Inc. L.H. Cranston and Sons, Inc. (f) Roth Bros., Inc. (f) The Hattenbach Company (f) R.P.C. Mechanical, Inc. (f) Spectrum Controls Systems, Inc. (f) Webb Technologies, Inc. (f)	ERC ERC ERC ERC ERC ERC ERC ERC ERC ERC ERC ERC ERC ERC ERC ERC	04/20/1953 03/30/1972 07/16/1956 02/28/1968 04/01/1948 03/01/1973 12/10/1991 04/27/1965 01/18/1995 08/28/1961 01/02/1951 09/06/1947 03/21/1969 04/21/1959 04/18/1988 11/03/1976	New Yor Virgini Ohio Indiana Pennsylv Delawar Pennsylv Florida Florida Florida Marylan Ohio Ohio Ohio Ohio Virgini

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FirstEnergy Solutions Corp. (b)	ERC	08/08/1997	Ohio
Penn Power Energy, Inc. (g)	ERC	09/01/1997	Pennsylv
FirstEnergy Engineering, Inc. (g)	ERC	08/09/1996	Ohio
GPU Advanced Resources, Inc. (b)	ERC	09/13/1996	Delawar
GPU Diversified Holdings, LLC (b)	ERC	08/03/2000	Delawar
GPU Solar, Inc.	ERC	11/07/1997	New Jer
GPU Distributed Power, Inc. *	ERC	02/29/2000	Delawar

* Inactive

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

*** Ownership of FirstEnergy Engineering, Inc. transferred to FirstEnergy Solutions Corp. on J

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ITEM 1 - ORGANIZATION CHART (Con

Name of Reporting Company	Energy (ERC) or Gas (GRC) Related Company	Date of Organization	State of Organization
-----	-----	-----	-----
FirstEnergy Corp. (a) (Continued)			

The Alliance Participants Administrative and Startup Activities Company, LLC (c)	ERC	12/22/2000	Delaware
PowerSpan Corp. (c)	ERC	05/01/1997	Delaware
Kinetic Ventures I, LLC (c)	ERC	04/15/1997	Delaware
Kinetic Ventures II, LLC (c)	ERC	12/07/1999	Delaware
Nth Power Technologies II, LLC (c)	ERC		
Active Power, Inc. (c)	ERC		
Utility.com, Inc. (c) *	ERC		
Automated Power Exchange, Inc. (c)	ERC		

* Inactive

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

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ITEM 1 - ORGANIZATION CHART (Continued)

- (a) FirstEnergy Corp., a registered holding company, holds securities directly or indirectly in the energy-related companies set below its name.
- (b) These companies are direct wholly owned subsidiaries of FirstEnergy Corp.
- (c) FirstEnergy Corp. owns an interest directly or indirectly in these energy-related companies or venture capital funds set below its name.
- (d) This company is direct wholly owned subsidiary of Ohio Edison Company.
- (e) These companies are direct wholly owned subsidiaries of FirstEnergy Ventures Corp.
- (f) These companies are direct wholly owned subsidiaries of FirstEnergy Facilities Services Group, LLC.
- (g) This company is direct wholly owned subsidiary of FirstEnergy Solutions Corp.
- (h) This subsidiary finances and manages fuel inventories.
- (i) This subsidiary provides HVAC equipment installation and services, facilities management, and energy management.
- (j) This subsidiary owns and operates a petroleum coke disposal facility that will supply steam for the Bay Shore Power Plant and to BP Amoco Corporation.
- (k) This subsidiary provides various consulting services related to energy management and procurement.
- (l) This subsidiary holds the patent on plaster, which is manufactured using the by-Products of coal-fired generation facilities.
- (m) This subsidiary owns facilities for the transloading of bulk materials (primarily coal) on the Ohio River. The coal is in part used by the FirstEnergy Operating Companies at various generation facilities.
- (n) This subsidiary provides crane rental services.
- (o) This subsidiary provides refrigeration sales and services to commercial entities.
- (p) This subsidiary engages in the brokering and marketing of energy commodities.
- (q) This entity was created to manage the financial and other affairs of the ten members of the Alliance Regional Transmission Organization.
- (r) This company was formed to utilized advanced technology to reduce emissions of NOx, SO2 and particulate matter from utility generation facilities.
- (s) This venture capital fund is focus on early stage companies involved in energy-related fields and technology.
- (t) This venture capital fund is focus on emerging technologies in the global energy industry.
- (u) This company is a developer of flywheel energy storage system for use in uninterruptible power supply and other power quality applications.
- (v) This subsidiary was formed to engage in energy services and retail energy sales.
- (w) This energy-related company holds securities directly in the energy-related company set below its name.
- (x) This subsidiary is involved in the development and commercialization of photovoltaics.
- (y) This subsidiary provides engineering services.

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ITEM 1 - ORGANIZATION CHART (Continued)

Narrative Description of Activities for Reporting Period

On November 7, 2001, FirstEnergy Corp. (FirstEnergy) filed with the SEC a Notification of Registration on Form U-5A. On February 7, 2002,

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FirstEnergy filed a Registration Statement on Form U-5B (as amended on Form U-5B/A filed May 14, 2002), thereby registering as a holding company pursuant to the provisions of Section 5(a) under the 1935 Act. All the FirstEnergy's subsidiaries on Item 1, investments in energy related companies, were made by FirstEnergy prior to its registration under the Act. On August 31, 2001, FirstEnergy filed Amendment No. 3, Form U-1 Application that requested Commission grant the treatment to exclude the existing investments from the calculation of aggregate investment under Rule 58.

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ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

Company Issuing Security -----	Type of Security Issued -----	Principal Amount of Security -----	Issue or Renewal -----	Cost of Capital -----	Company to whom Security was Issued -----
None.					
		Company Contributing Capital -----	Company Receiving Capital -----		
		FirstEnergy Corp.	Warrenton River Terminal, Ltd.		
		FirstEnergy Corp.	Dunbar Mechanical, Inc.		

Note: The information provided in Item 2 presents the activities of the reporting period only

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ITEM 3 - ASSOCIATE TRANSACTIONS

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies

Reporting Company Rendering Services -----	Associate Company Receiving Services -----	Types of Services -----
--	--	----------------------------

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Warrenton River Terminal, Ltd.	FirstEnergy Solutions Corp.	Loading, unloading of petcoke
Warrenton River Terminal, Ltd.	FirstEnergy Generation Corp.	Loading, unloading of coal
Centerior Energy Services, Inc.	FirstEnergy Solutions Corp.	Energy consulting
OES Fuel, Inc.	Ohio Edison Company	Leasing of nuclear
OES Fuel, Inc.	Pennsylvania Power Company	Leasing of nuclear
Bay Shore Power Company	FirstEnergy Generation Corp.	Sale of steam
Bay Shore Power Company	FirstEnergy Generation Corp.	Sale of petcoke
Dunbar Mechanical, Inc.	FirstEnergy Generation Corp.	HVAC equipment and services
Dunbar Mechanical, Inc.	The Toledo Edison Company	HVAC services
Dunbar Mechanical, Inc.	FirstEnergy Nuclear Operating Company	HVAC services
Roth Bros., Inc.	Ohio Edison Company	HVAC services
Roth Bros., Inc.	FirstEnergy Properties, Inc.	HVAC services
Roth Bros., Inc.	FirstEnergy Nuclear Operating Company	HVAC services
Roth Bros., Inc.	The Cleveland Electric Illuminating Co.	HVAC services
Roth Bros., Inc.	Ohio Edison Company	HVAC services

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ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies (Continued)

Reporting Company Rendering Services -----	Associate Company Receiving Services -----	Types of Services Rendered -----
Roth Bros., Inc.	FirstEnergy Generation Corp.	HVAC services

Note: The information provided in Item 3 presents the activities of the reporting period only. The caption "Total Amount Billed" are being filed pursuant to request for confidential treatment.

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ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies

Associate Company Rendering Services -----	Reporting Company Receiving Services -----	Types of Services -----
GPU Service, Inc.	GPU Diversified Holdings LLC	Legal and certain administrative se GPU Diversified H
GPU Service, Inc.	GPU Advanced Resources, Inc.	Legal and certain administrative se GPU Advanced Reso
FirstEnergy Service Co.	Warrenton River Terminal, Ltd.	General and admin
FirstEnergy Service Co.	Bay Shore Power Company	General and admin
FirstEnergy Solutions Co.	Bay Shore Power Company	General and admin
FirstEnergy Generation Co.	Bay Shore Power Company	Sale of emission
FirstEnergy Generation Co.	Bay Shore Power Company	Sale of fuel oil
FirstEnergy Generation Co.	Bay Shore Power Company	Plant operation & services

Note: The information provided in Item 3 presents the activities of the reporting period
the caption "Total Amount Billed" are being filed pursuant to request for confident

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ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

Total average consolidated capitalization as of March 31, 2002	\$17,228,993
Total capitalization multiplied by 15% (line 1 multiplied by 0.15)	2,584,349
Greater of \$50 million or line 2	

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Total current aggregate investment:

(categorized by major line of energy-related business)

Development and commercialization of photovoltaics (Category II)	1,560
Energy services and retail energy sales (Category V)	25,900
Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII)	980
Fuel transportation, handling and storage facilities (Category IX)	50

Total current aggregate investment

Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4)

Note: The caption "Total average consolidated capitalization" includes total common equity amounts due within one year), long-term debt (including amounts due within one year) a

The caption "Total current aggregate investment" includes all amounts invested energy-related companies on or after the date of effectiveness of Rule 58 (March 24, registered as a holding company (November 7, 2001) for which there is recourse, direct Corp. or any subsidiary company thereof. The amounts do not include purchase accountin

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ITEM 5 - OTHER INVESTMENTS

Major Line of Energy-Related Business -----	Aggregate Investment as of December 31, 2001 -----	Change in Investment During Reporting Peri -----
Energy management services (Category I)	\$ 18,766 (1)	\$ -
Development and commercialization of electrotechnologies (Category II)	29,480 (2)	-
Energy services and retail energy sales (Category V)	44,058 (3)	-
Production, conversion, sale and distribution of thermal energy products (Category VI)	41,850 (4)	-
Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII)	246,618 (5)	980
Fuel transportation, handling and storage facilities	4,909 (6)	50

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(Category IX)

Development and commercialization of
technologies that utilize coal waste
by-products (Category X)

46 (7)

-

- (1) Includes \$18,766 that was invested in energy-related companies, prior to FirstEnergy Corp. as a holding company (November 7, 2001).
- (2) Includes \$27,920 that was invested in energy-related companies, prior to FirstEnergy Corp. as a holding company (November 7, 2001).
- (3) Includes \$18,158 that was invested in energy-related companies, prior to FirstEnergy Corp. as a holding company (November 7, 2001).
- (4) Includes \$41,850 that was invested in energy-related companies, prior to FirstEnergy Corp. as a holding company (November 7, 2001).
- (5) Includes \$246,618 that was invested in energy-related companies, prior to FirstEnergy Corp. as a holding company (November 7, 2001).
- (6) Includes \$4,909 that was invested in energy-related companies, prior to FirstEnergy Corp. as a holding company (November 7, 2001).
- (7) Includes \$46 that was invested in energy-related companies, prior to FirstEnergy Corp. as a holding company (November 7, 2001).

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

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- A-1 Financial statements of FirstEnergy Solutions Corp. for the quarter ended March 31, 2002.
 - A-2 Financial statements of GPU Advanced Resources, Inc. for the quarter ended March 31, 2002.
 - A-3 Financial statements of GPU Diversified Holdings LLC for the quarter ended March 31, 2002.
 - A-4 Financial statements of OES Fuel, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
 - A-5 Financial statements of Bay Shore Power Company for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
 - A-6 Financial statements of Centerior Energy Services, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
 - A-7 Financial statements of Warrenton River Terminal, Ltd. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
 - A-8 Financial statements of Ancoma, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.

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- A-9 Financial statements of Colonial Mechanical Corporation for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-10 Financial statements of Dunbar Mechanical, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-11 Financial statements of Edwards Electrical & Mechanical, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-12 Financial statements of Elliot-Lewis Corporation for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-13 Financial statements of L.H. Cranston and Sons, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-14 Financial statements of Roth Bros., Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-15 Financial statements of The Hattenback Company for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

A. Financial Statements (Continued)

- A-16 Financial statements of R.P.C. Mechanical, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-17 Financial statements of Spectrum Controls Systems, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-18 Financial statements of Webb Technologies, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-19 Financial statements of Penn Power Energy, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.
- A-20 Financial statements of GPU Solar, Inc. for the quarter ended March 31, 2002. - filed pursuant to request for confidential treatment.

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

B. Exhibits

Contracts Required by Item 3

- B-1 Contract between GPU Service, Inc. and GPU Advanced Resources, Inc. to provide legal and certain general and administrative services - incorporated by reference to Exhibit B-13 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 1997.
- B-2 Stockholders Agreement made and entered into as of January 7, 1998 by and among GPU International, Inc., AstroPower, Inc. and GPU Solar, Inc. (in connection with the sale of GPU International, Inc. on December 22, 2000, the Stockholders Agreement was amended such that GPU International, Inc. transferred its interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-12 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.
- B-3 Amendment No. 1 to Stockholders Agreement made and entered into as of December 1, 2000 by and among GPU International, Inc., AstroPower, Inc., GPU Diversified Holdings LLC and GPU Solar, Inc. (this amendment essentially transferred GPU International, Inc.'s interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-13 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.
- B-4 Contract between GPU Service, Inc. and GPU Diversified Holdings LLC to provide legal and certain general and administrative services. - incorporated by reference to Exhibit B-4 to GPU's Quarterly Report on Form U-9C-3 for the period ended June 30, 2001.

Note: Services rendered by Dunbar Mechanical, Inc. and Roth Bros., Inc. to their associate companies are provided pursuant to purchase order contracts.

C. Certificate of FirstEnergy Corp.

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SIGNATURE

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

FIRSTENERGY CORP.

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May 30, 2002

By: /s/ Harvey L. Wagner

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

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