FIRSTENERGY CORP
Form U5S
April 30, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM U5S

ANNUAL REPORT
For the Year Ended December 31, 2003

Filed pursuant to the Public Utility Holding Company Act of 1935

by

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

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

TABLE OF CONTENTS

Item No.	Title	Page
1.	System Companies and Investments Therein	1-17
2.	Acquisitions or Sales of Utility Assets	18
3.	Issue, Sale, Pledge, Guarantee or Assumption of System Securities	19
4.	Acquisition, Redemption or Retirement of System Securities	20-30
5.	Investments in Securities of Nonsystem Companies	31
6.	Officers and Directors	32-46
7.	Contributions and Public Relations	47
8.	Service, Sales and Construction Contracts	48
9.	Wholesale Generators and Foreign Utility Companies	49-60
10.	Financial Statements and Exhibits:	61

Consent of Independent Public Accountants 62

Consolidating Financial Statements of FirstEnergy Corp. for 2003 63-97

Exhibits 98-157

Signature Page 158

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

* Inactive

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

Note:
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(1) GPUDH owns a 9.89% interest and OE owns a 6% interest in EnviroTech Investment Fund I LP.

(2) JCP&L(44%), Met-Ed(32%), Penelec(24%) collectively own all of the common stock of Saxton Nuclear Experimental Corporation.

(3) OE owns a 16.5% interest in OVEC and TE owns a 4% interest in OVEC.

(4) TE owns a 90% interest in TECC and CEI owns the rest of 10% interest.

(5) EI UK Holdings, Inc. owns 50% voting (20.1% economic) interest in Aquila Sterling Holding LLC.

(6) A noncorporate subsidiary or affiliate.

(7) Under the revised FIN 46, "Consolidation of Variable Interest Entities," which was adopted at year end 2003, CEI was determined to be the primary beneficiary through its debt variable interest of Shippingport Capital Trust and therefore consolidated the trust. CEI has indirect owner's interest in Shippingport Capital Trust through a 10% voting interest in TECC whose 3% ownership interest in Shippingport Capital Trust equates to a $2,096,000 owner's book value. TE has a 90% interest in TECC.

(8) Under the revised Fin 46, OE was determined to be the primary beneficiary of PNBV Capital Trust. Ownership of the trust includes a 3% equity interest by a nonaffiliated third party and a 3% equity interest held by OES Ventures, a wholly owned subsidiary of OE.

(9) Met-Ed and Penelec created statutory business trusts to issue trust preferred securities. Prior to the adoption of the revised FIN 46, these trusts had been consolidated by FirstEnergy and the respective operating company. Application of the guidance in FIN 46R resulted in the holders of the preferred securities being considered the primary beneficiaries of these trusts. Therefore, FirstEnergy, Met-Ed and Penelec have deconsolidated the trusts.

(10) Upon application of FIN 46R, Leaseco met the criteria of a VIE and FirstEnergy was determined not to be its primary beneficiary. Therefore, effective December 31, 2003 Leaseco was deconsolidated.

(11) Details of Unsecured Notes, Secured Notes and First Mortgage Bonds are presented after the footnotes.

(12) Details of Short-term Debt are presented after the footnotes.

(13) Details of Money Pool are presented after the footnotes.

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

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

FIRSTENERGY CORP.

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

FIRST COMMUNICATIONS, LLC

Unsecured notes:	
6.21% due 2007	5,407

FIRSTENERGY FACILITIES SERVICES GROUP, LLC

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

FIRSTENERGY PROPERTIES, INC.

Secured notes:	
7.89% due 2006	9,438

FIRSTENERGY SOLUTIONS CORP.

Pollution Control Notes:	
5.00% due 2028	15,000

FIRSTENERGY VENTURES CORP.

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

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

Note (11) (Continued)

JERSEY CENTRAL POWER & LIGHT COMPANY

First mortgage bonds:	
7.125% due 2004	160,000
6.780% due 2005	50,000
6.850% due 2006	40,000
7.125% due 2009	6,300
7.100% due 2015	12,200
8.320% due 2022	40,000
7.980% due 2023	40,000
7.500% due 2023	125,000
8.450% due 2025	50,000
6.750% due 2025	150,000
Total first mortgage bonds	673,500
Secured notes:	
6.450% due 2006	150,000
4.190% due 2007	67,312
5.390% due 2010	52,297
5.810% due 2013	77,075
6.160% due 2017	99,517
4.800% due 2018	150,000
Total secured notes	596,201

Unsecured notes:	
7.69% due 2039	2,968

METROPOLITAN EDISON COMPANY

First mortgage bonds:	
6.34% due 2004	40,000
6.77% due 2005	30,000
6.36% due 2006	17,000
6.40% due 2006	33,000
6.00% due 2008	8,265
6.10% due 2021	28,500
5.95% due 2027	13,690
Total first mortgage bonds	170,455
Secured notes:	
5.72% due 2006	100,000
5.93% due 2007	50,000
4.45% due 2010	100,000
4.95% due 2013	150,000
Total secured notes	400,000
Unsecured notes:	
7.69% due 2039	5,936
7.35% due 2039	95,711
Total unsecured notes	101,647

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

Note (11) (Continued)

OHIO EDISON COMPANY:

First mortgage bonds:	
6.875% due 2005	80,000
Secured notes:	
7.680% due 2005	109,081
* 1.050% due 2015	19,000
6.750% due 2015	40,000
* 3.250% due 2015	50,000
7.050% due 2020	60,000
* 1.100% due 2021	443

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

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

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

Note (11) (Continued)

PENNSYLVANIA POWER COMPANY

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

*1.100% due 2021	14,482
6.150% due 2023	12,700
*1.200% due 2027	10,300
5.375% due 2028	1,734
5.450% due 2028	6,950
6.000% due 2028	14,250
5.950% due 2029	238
Total secured notes	106,979

Unsecured notes-

*2.500% due 2029	14,500
*5.900% due 2033	5,200
Total unsecured notes	19,700

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

Pennsylvania Electric Company

First mortgage bonds:

6.125% due 2007	3,700
5.35% due 2010	12,310
5.35% due 2010	12,000
5.80% due 2020	20,000
6.05% due 2025	25,000
Total first mortgage bonds	73,010

Unsecured notes:

5.75% due 2004	125,000
7.50% due 2005	8,000
6.125% due 2009	100,000
7.77% due 2010	35,000
6.625% due 2019	125,000
7.34% due 2039	95,520
7.49% due 2039	2,968
Total unsecured notes	491,488

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

Note (11) (Continued)

THE CLEVELAND ELECTRIC ILLUMINATING COMPANY

First mortgage bonds:

6.860% due 2008	125,000

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

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

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

Note (11) (Continued)

TOLEDO EDISON COMPANY

First mortgage bonds:	
7.875% due 2004	145,000
Unsecured notes and debentures:	
* 4.850% due 2030	34,850
* 4.500% due 2033	31,600
* 5.580% due 2033	18,800
Total unsecured notes and debentures	85,250

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

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

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

Note (12) Short-term Debt

FIRSTENERGY CORP.

Short-term debt:	
3.0625%	80,000
2.4875%	200,000
Total short-term debt	280,000

OHIO EDISON COMPANY

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

TOLEDO EDISON COMPANY

Short-term debt:	
2.5625%	70,000

SHORT-TERM BORROWINGS - ASSOCIATE COMPANY:

THE CLEVELAND ELECTRIC ILLUMINATING COMPANY	
8.75% loan from Toledo Edison Company	8,524
7.682% loan from Toledo Edison Company	10,553

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

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

Note (13) Money Pool

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

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

Changes in the status of subsidiary during 2003:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

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

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

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

Name of Issuer and Title of Issue	Name of Company Issuing	Issued
(1)	(2)	
FirstEnergy Corp.	FirstEnergy Corp.	
Ohio Edison Company	Ohio Edison Company	
Cleveland Electric Illuminating Company	Cleveland Electric Illuminating Company	
Pennsylvania Power Company	Pennsylvania Power Company	
FirstEnergy Solutions Corp.	FirstEnergy Solutions Corp.	
FirstEnergy Facilities Services Group, LLC	FirstEnergy Facilities Services Group, LLC	
Jersey Central Power & Light Company	Jersey Central Power & Light Company	
Metropolitan Edison Company	Metropolitan Edison Company	
Pennsylvania Electric Company	Pennsylvania Electric Company	
GPU Telcom Services	GPU Telcom Services	
GPU Energy	GPU Energy	
MYR Group	MYR Group	

Date of Transaction	Proceeds	Commission Authorization
(5)	(6)	(7)
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45
Various	N/A	Rule 45

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

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

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

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

Pollution Control Notes	TE	$ 73,910,000	Redeemed/

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

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

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

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

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

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: Acquired (3)	Principal Amount or Stated Value: Redeemed and Retired (4)	Date of Transaction (5)
Pennsylvania Power Company				
First Mortgage Bonds:				
9.74% Series	Penn Power		$ 487,000	5/1/2003
9.74% Series	Penn Power		$ 487,000	11/1/2003
7.50% Series	Penn Power		$ 40,000,000	8/1/2003
			$ 40,974,000	
Preferred Stock:				
7.625% Series	Penn Power		$ 750,000	10/1/2003

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

			$ 15,000,000	
			==========	
First Mortgage Bonds:				
7.375% Series	CEI		$100,000,000	6/1/2003
9.000% Series	CEI		$150,000,000	12/29/2003
9.500% Series	CEI		$300,000,000	11/19/2003

			$550,000,000	
			==========	
Pollution Control Notes:				
7.00% Series B	CEI		$ 15,000	9/1/2003
7.00% Series C	CEI		$ 15,000	9/1/2003
4.60% Series	CEI		$ 23,255,000	10/1/2003
4.60% Series	CEI		$ 12,085,000	10/1/2003
4.60% Series	CEI		$ 46,300,000	10/1/2003

			$ 81,670,000	
			==========	
Preferred Stock:				
7.35% Series C	CEI		$ 1,000,000	8/1/2003
			==========	
Unsecured Note:				
5.650% Series	CEI	$300,000,000		12/9/2003
		==========		

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

		$62,400,000	
Pollution Control Notes:			
10.00% Series	TE	$ 910,000	8/15/2003
1.70% Series	TE	$34,100,000	7/18/2003
1.70% Series	TE	$33,200,000	7/18/2003
1.70% Series	TE	$ 5,700,000	9/1/2003
		$73,910,000	

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: Acquired (3)	Principal Amount or Stated Value: Redeemed and Retired (4)	Date of Transactio (5)
Bayshore Power Company				
Pollution Control Notes:				
5.875% Series	Bayshore		$1,600,000	9/1/2003
6.625% Series	Bayshore		$1,000,000	9/1/2003
			$2,600,000	

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

Power & Light				
Trust Preferred:				
8.56% Series	JCP&L		$125,244,000	6/29/2003
			==========	
First Mortgage Bonds:				
8.25% Series	JCP&L		$23,053,000	7/3/2003
9.20% Series	JCP&L		$22,963,000	7/3/2003
7.90% Series	JCP&L		$18,361,000	7/3/2003
8.55% Series	JCP&L		$13,623,000	7/3/2003
6.375% Series	JCP&L		$150,000,000	5/1/2003

			$228,000,000	
			==========	
Secured Notes:				
4.800% Series	JCP&L	$150,000,000		5/22/2003
		==========		
Unsecured Notes:				
7.69% Series (Cowanesque)	JCP&L		$ 15,818	8/31/2003
			==========	

Name of Issuer and Title of Issue (1)	Name of Company Acquiring, Redeeming or Retiring Securities (2)	Principal Amount or Stated Value Acquired (3)	Principal Amount or Stated Value Redeemed and Retired (4)	Date of Transaction (5)
JCP&L Transition Funding LLC				
Transition Bonds:				
4.19% Series	JCP&L Transition Funding LLC		$10,090,330	3/5/2003
4.19% Series	JCP&L Transition Funding LLC		$ 4,935,300	6/5/2003
4.19% Series	JCP&L Transition Funding LLC		$ 4,372,541	9/5/2003
4.19% Series	JCP&L Transition Funding LLC		$ 4,400,931	12/5/2003

			$23,799,102	
			==========	

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 Acquired (3)	Principal Amount or Stated Value Redeemed and Retired (4)	Date of Transaction (5)
Metropolitan Edison				
Medium Term Notes				
6.60% Series	MetEd		$ 20,000,000	6/18/200
7.22% Series	MetEd		$ 40,000,000	1/30/200
8.60% Series	MetEd		$ 30,000,000	4/15/200
8.80% Series	MetEd		$ 30,000,000	4/15/200
8.15% Series	MetEd		$ 60,000,000	4/15/200
7.35% Series	MetEd		$ 20,000,000	4/19/200
7.65% Series	MetEd		$ 30,000,000	6/22/200
6.97% Series	MetEd		$ 30,000,000	10/19/200
			$260,000,000	
Unsecured Notes:				
7.69% Series (Cowanesque)	MetEd		$ 31,636	8/31/200
Secured Notes:				
4.45% Series	MetEd	$100,000,000		3/20/200
4.95% Series	MetEd	$150,000,000		3/20/200
		$250,000,000		
Pollution Control Notes:				
6.00% Series	MetEd		$ 435,000	1/1/200

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

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

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

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

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

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

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

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

		FirstEnergy	ATSI	FELHC	FEFSG
Mark B. Bezilla	(A)				

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

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

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

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

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

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

		FirstEnergy Transfer	FECO	FES

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

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

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

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

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

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

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

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

39

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

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

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

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

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

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

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

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

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

(A) Address is 76 South Main St., Akron, Ohio 44308

(B) Address is 395 Ghent Road, Akron, Ohio 44308

(C) Address is 300 Madison Ave., Morristown, New Jersey 07962

(D) Address is 1701 West Golf Road, Rolling Meadows, Illinois 60008

(E) Address is 104 Sixth Street, SW, Canton, Ohio 44702

(F) Address is 27 Greenfields Drive, Lakewood, New Jersey 08701

(G) Address is 10 Center Road, Perry, Ohio 44081

(H) Address is 5501 North State Route 2, Oak Harbor, Ohio 43449

(I) Address is 730 South Ave., Youngstown, Ohio 44502

(J) Address is 521 Main Street, Allenhurst, NJ 07711

(K) Address is 6896 Miller Road, Brecksville, Ohio 44141

(L) Address is 300 Madison Ave., Toledo, Ohio 43652

(M) Address is 5404 Evans Road, Erie, PA 16509

(N) Address is 410 Park Ave., West, Mansfield, Ohio 44906

(O) Address is 2800 Pottsville Pike, Reading, PA 19605

(P) Address is Route 168, Shippingport, PA 15077

(Q) Address is 22 Chambers Street, Princeton, New Jersey 08542

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

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

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

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

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

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

(1) Mr. Heisler is also Chief Executive Officer, Chairperson, and Director of KeyBank, National Association, the commercial banking subsidiary of KeyCorp; Director and Chairperson of Key Bank USA, National Association; Chairperson of Key Bank Life Insurance, Ltd.; Director of KeyCorp Insurance Agency, Inc.; Director of KeyCorp Insurance Agency USA Inc.; and Director of Champion Financial Services, Inc.

(2) Dr. Woolf is also Director of Growth Fund of America, Director of American Balance Fund, Director of Income Fund of America, Director of Small Cap World Fund, Trustee for Fundamental Investors and Trustee for New Economy Fund - The Capital Group.

PART III.

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

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

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

None

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

None

47

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

Part I.

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

1. Form U-9C-3, Quarterly Report Pursuant to Rule 58.

2. Certificate Pursuant to Rule 24, Semi-annual reports regarding the affiliated transactions for the period of January 1, 2003 through June 30, 2003.

3. Affiliated transact6ions for the period of July 1, 2003 through December 31, 2003 is filed as Exhibit F-3 to this Form U5S. The amounts required under the caption "Total Amount Billed" are being filed pursuant to request for confidential treatment.

Part II.

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

Part III.

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

48

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

EXEMPT WHOLESALE GENERATORS (EWG):

FirstEnergy Generation Corp. (GenCo)

Part I.

(a) At December 31, 2003, FirstEnergy Solutions Corp. (FES) owned 100% of GenCo, an Ohio corporation that operates fossil plants and the Seneca pumped storage plant and sells all its output at wholesale prices to FES.

(b) At December 31, 2003, FES had an investment of $56,539,000 in GenCo.

(c) Ratio of debt to common equity - 6.02:1

Accumulated earnings of GenCo - $66,883,424

(d) See (a) above.

Part II.

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

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

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

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

GPU Power, Inc.

Part I.

(a) At December 31, 2003, FirstEnergy Corp. owned 100% of GPU Power, Inc., a Delaware corporation established to make investments in EWGs, own and/or operate eligible facilities, and to engage in project development activities for eligible facilities.

(b) At December 31, 2003, FirstEnergy had an investment of $14,866,816 in GPU Power, Inc.

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

Accumulated losses of GPU Power, Inc. - $53,023,485

(d) None

Part II.

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

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

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

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

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

Part I.

(a) At December 31, 2003, GPU Power, Inc. (GPU Power), through its wholly-owned subsidiary EI Canada Holding Limited, owned 100% of EI Services Canada Limited and EI Brooklyn Power Ltd. EI Brooklyn Power Ltd. owns 100% of EI Brooklyn Investments Ltd.

(b) At December 31, 2003, GPU Power had an investment of $(152,436) in EI Canada Holding Limited and subsidiaries.

(c) Ratio of debt to common equity of EI Canada Holding Limited and subsidiaries - Not applicable

Accumulated losses of EI Canada Holding Limited and subsidiaries - $10,510,794

(d) None

Part II.

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

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

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

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

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

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

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

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

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

Part II.

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

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

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

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

Part I.

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

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

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

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

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

Accumulated earnings of Leaseco - None

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

Part II.

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

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

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

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

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

EI International and GPUI Colombia, Ltda.

Part I.

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

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

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

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

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

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

(d) See (a) above.

Part II.

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

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

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

EXEMPT WHOLESALE GENERATORS (EWG) (Continued):

International Power Advisors, Inc.

Part I.

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

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

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

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

Accumulated earnings of IPA - $3,961,998

(d) See (a) above.

Part II.

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

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

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

FOREIGN UTILITY COMPANIES (FUCO)):

GPU Capital, Inc.

Part I.

(a) At December 31, 2003, FirstEnergy owned 100% of GPU Capital, Inc., a Delaware corporation established to make investments in FUCOs, own and/or operate eligible facilities and to engage in project development activities for eligible facilities.

(b) At December 31, 2003, FirstEnergy had an investment of $141,280,026 in GPU Capital, Inc.

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

Accumulated losses of GPU Capital, Inc. - $229,383,548

(d) None

Part II:

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

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

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

FOREIGN UTILITY COMPANIES (FUCO): (Continued)

GPU Electric, Inc.

Part I.

(a) At December 31, 2003, GPU Capital, Inc. owned 100% of GPU Electric, Inc., a Delaware corporation established to make investments in FUCOs, own and/or operate eligible facilities and to engage in project development activities for eligible facilities.

(b) At December 31, 2003, FirstEnergy indirectly through its wholly owned subsidiary, GPU Capital, Inc. had an investment of $18,313,208 in GPU Electric, Inc.

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

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

(d) None

Part II:

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

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

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

FOREIGN UTILITY COMPANIES (FUCO): (Continued)

EI UK Holdings, Inc., Aquila Sterling Holdings LLC, Avon Energy Partners Holdings and Midlands Electricity plc

Part I.

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

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

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

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

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

(d) None

Part II:

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

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

FOREIGN UTILITY COMPANIES (FUCO): (Continued)

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

Part I:

(a) At December 31, 2003, GPU Electric, Inc. owned a 100% interest in GPU Argentina Services, S.R.L. On April 18, 2003, FirstEnergy divested its ownership in GPU Empresa Distribuidora Electrica Regional S.A. and affiliates (Emdersa) through the abandonment of its shares in Emdersa's parent company, GPU Argentina Holdings, Inc. The abandonment involved the tendering of FirstEnergy's shares in GPU Argentina Holdings back to that company. Emdersa is an Argentina regional electric distribution company in the San Luis, La Rioja, and Salta regions of Argentina. Emdersa conducts non-regulated activities, including electricity generation, electricity contracting, metering services and related businesses.

(b) At December 31, 2003, FirstEnergy indirectly through its wholly-owned subsidiary GPU Electric, Inc., had an investment of $0 in GPU Argentina Services, S.R.L. and GPU Argentina Holdings, Inc.

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

Accumulated losses of GPU Argentina Holdings, Inc. - $143,471,828

(d) None

Part II:

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

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

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

Part III.

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

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

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

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

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

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

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

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

- Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the Metropolitan Edison Company Annual Report on Form 10-K for 2003.

- Notes 1 through 9 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 98), in the Pennsylvania Electric Company Annual Report on Form 10-K for 2003.

- Exhibits 98-157

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

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

PricewaterhouseCoopers LLP

Cleveland, Ohio
April 29, 2004

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

	FirstEnergy	Ohio	Cleveland

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

TOTAL ASSETS	$(23,638,240)	$32,909,948

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

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

LIABILITIES AND CAPITALIZATION	FirstEnergy Holding Company	Ohio Edison Consolidated	Cl El Cons
CURRENT LIABILITIES:			
Currently payable long-term debt and preferred stock	$ 270,000	$ 466,589	$$
Short-term borrowings	280,000	171,540	
Notes payable to associated companies	-	11,334	
Accounts payable-			
Other	184	7,979	
Associated companies	1,948,598	271,262	
Accrued taxes	15,716	560,345	
Accrued interest	38,137	18,714	
Lease market valuation liability	-	-	
Other	4,721	58,680	
	2,557,356	1,566,443	1,
CAPITALIZATION:			
Common stockholders' equity	8,337,471	2,582,970	1,
Preferred stock of consolidated subsidiaries--	-	-	
Not subject to mandatory redemption	-	100,070	
Long-term debt and other long-term obligations-			
Preferred stock of consolidated subsidiaries subject to mandatory redemption	-	12,750	
Subordinated debentures to affiliated trusts	-	-	
Notes payable to associated companies		-	
Other	4,272,002	1,167,039	1,
	12,609,473	3,862,829	3,
NONCURRENT LIABILITIES:			
Accumulated deferred income taxes	-	867,691	
Accumulated deferred investment tax credits	-	75,820	
Asset retirement obligations	-	317,702	
Nuclear fuel disposal costs	-	-	

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

LIABILITIES AND CAPITALIZATION	FirstEnergy Telecom Services	FirstEnergy Service Co.

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

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

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

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

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

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

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

EARNINGS ON COMMON STOCK	$ 422,764	$ 321,913	$

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	FirstEnergy Telecom Services	FirstEnergy Service Co.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

85

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

	FirstEnergy Facilities Services	FirstEnergy Solutions	FirstEne Nuclea Operatin
RETAINED EARNINGS:			
Balance - Beginning of Period	$ 21,121	$ (142,468)	$ (12,4
Net Income	(81,148)	63,468	1,2
Subtotal	(60,027)	(79,000)	(11,2
Common Stock Dividends Declared	-	-	
Preferred Stock Dividends Declared			
Other	(5,340)	-	
Balance - End of Period	$ (65,367)	$ (79,000)	$ (11,2
ACCUMULATED OTHER COMPREHENSIVE INCOME:			
Balance - Beginning of Period	$ -	$ (11,955)	$ (34,9
Net Changes	-	6,995	25,8
Balance - End of Period	$ -	$ (4,960)	$ (9,0

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

86

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

	FirstEnergy Ventures Consolidated	MYR	GPU Advanc Resour
RETAINED EARNINGS:			
Balance - Beginning of Period	$ 1,163	$ 8,191	$ (1

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

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

87

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

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

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

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

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

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

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

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

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

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

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

90

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

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

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

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

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

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

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

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

92

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

A. Annual Reports

The following documents are incorporated by reference:

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

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

FirstEnergy Corp (FirstEnergy)

B-1 Articles of Incorporation constituting FirstEnergy Corp.'s Articles of Incorporation, dated September 17, 1996. (September 17, 1996 Form 8-K, Exhibit C)

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

B-3 Regulations of FirstEnergy Corp. (September 17, 1996 Form 8-K, Exhibit D)

B-4 FirstEnergy Corp. Amended Code of Regulations - incorporated by reference to Exhibit (3)-2(a) to FirstEnergy's Annual Report on Form 10-K for 2002. (File No. 333-21011)

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibit

FirstEnergy Corp (FirstEnergy)

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

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

GPU Enertech Holdings

B-6 Certificate of Incorporation of GPUN, dated as of September 5, 1980 - incorporated by reference to Exhibit A-1 to Application on Form U-1, File No. 70-6443.

B-7 Certificate of Amendment to the Certificate of Incorporation of GPUN dated August 1, 1996 - incorporated by reference to Exhibit B-7 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-8 Amended By-Laws of GPUN, dated as of April 29, 1993 - incorporated by reference to Exhibit 3-A to GPU, Inc.'s Annual Report on Form 10K for 1993, File No.1-6047.

B-9 Articles of Incorporation of Saxton Nuclear Experimental Corporation (Saxton) dated as of March 29, 1974 - incorporated by reference to Exhibit B-12 to GPU, Inc.'s Annual Report on Form U5S for the year 1988,

File No. 30-126.

B-10 Amended By-Laws of Saxton, dated as of March 30, 1984 - incorporated by reference to Exhibit A-1(e) to Application on Form U-1, File No. 70-7398.

B-11 Amendment to Section 37 of the By-Laws of Saxton, dated as of August 27, 1987 - incorporated by reference to Exhibit A-2(b), Certificate Pursuant to Rule 24, File No. 70-7398.

B-12 Certificate of Incorporation of GPU Telcom Services, Inc., dated as of September 13, 1996 - incorporated by reference to Exhibit B-18 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.

B-13 By-Laws of GPU Telcom Services, Inc., dated as of March 6, 1997 - incorporated by reference to Exhibit B-19 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibit

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

B-14 Certificate of Formation of GPU Diversified Holdings, LLC dated August 3, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

B-15 Limited Liability Company Agreement of GPU Diversified Holdings LLC dated December 12, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

B-16 Certificate of Incorporation of GPU Enertech Holdings, Inc. dated February 22, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

B-17 By-Laws of GPU Enertech Holdings, Inc. dated February 22. 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

Ohio Edison Company (OE)

B-18 Amended Articles of Incorporation, Effective June 21, 1994, constituting OE's Articles of Incorporation. (1994 Form 10-K, Exhibit 3-1.)

B-19 Amended and Restated Code of Regulations, amended March 15, 2002 - incorporated by reference to Exhibit 3-2 to OE's Annual Report on Form 10-K for 2001, File No. 1-2578.

Pennsylvania Power Company (Penn)

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

The Cleveland Electric Illuminating Company (CEI)

B-22 Amended Articles of Incorporation of CEI, as amended, effective May 28, 1993 (Exhibit 3a, 1993 Form 10-K, File No. 1-2323).

B-23 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3c to CEI's Annual Report on Form 10-K for 2001, File No. 1-2323.

The Toledo Edison Company (TE)

B-24 Amended Articles of Incorporation of TE, as amended effective October 2, 1992 (Exhibit 3a, 1992 Form 10-K, File No. 1-3583).

B-25 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3b to TE's Annual Report on Form 10-K for 2001, File No. 1-3583.

JCP&L

B-26 Restated Certificate of Incorporation of JCP&L, dated as of May 26, 1982 - incorporated by reference to Exhibit 3-A to JCP&L's Annual Report on Form 10-K for 1990, File No. 1-3141.

B-27 Certificate of Amendment to Restated Certificate of Incorporation of JCP&L, dated as of June 19, 1992 - incorporated by reference to Exhibit A-2(a), Certificate Pursuant to Rule 24, File No. 70-7949.

B-28 Certificate of Amendment to Restated Certificate of Incorporation of JCP&L, dated as of June 19, 1992 - incorporated by reference to Exhibit A-2(a)(i), Certificate Pursuant to Rule 24, File No. 70-7949.

B-29 Amended By-Laws of JCP&L, dated as of May 25, 1993 - incorporated by reference to Exhibit 3-B to JCP&L's Annual Report on Form 10-K for 1993, File No. 1-3141.

B-30 Payment and Guarantee Agreement of JCP&L, dated as of May 18, 1995 -

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

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

B-33 Articles of Incorporation of York Haven Power Company, dated as of December 18, 1967 - incorporated by reference to Exhibit B-15 to GPU, Inc.'s Annual Report on Form U5S for the year 1988, File No. 30-126.

B-34 Certificate of Incorporation of Met-Ed Preferred Capital, Inc., dated as of May 6, 1994 - incorporated by reference to Exhibit 3-C to Registration Statement on Form S-3, Registration No. 33-53673.

B-35 Amended By-Laws of York Haven Power Company, dated as of January 1, 1985 - incorporated by reference to Exhibit A-1(d), Application on Form U-1, File No. 70-7398.

B-36 Amendment to Section 29 of the By-Laws of York Haven Power Company, dated as of September 8, 1987 - incorporated by reference to Exhibit A-2(a), Certificate Pursuant to Rule 24, File No. 70-7398.

B-37 By-Laws of Met-Ed Preferred Capital, Inc., dated as of May 6, 1994 - incorporated by reference to Exhibit A-2, Application on Form U-1, File No. 70-8401.

B-38 Amended and Restated Limited Partnership Agreement of Met-Ed Capital, L.P., dated as of August 16, 1994 - incorporated by reference to Exhibit A-5(a), Certificate Pursuant to Rule 24, File No. 70-8401.

B-39 Certificate of Incorporation of Met-Ed Preferred Capital II, Inc., dated as of September 1, 1998- incorporated by reference to Exhibit 3-C, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01 and 333-62967-02.

B-40 By-Laws of Met-Ed Preferred Capital II, Inc., dated as of September 1, 1998- incorporated by reference to Exhibit 3-D, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01 and 333-62967-02.

B-41 Certificate of Limited Partnership of Met-Ed Capital II, L.P., dated as of September 1, 1998-incorporated by reference to Exhibit 3E, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01 and 333-62967-02.

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

B-43 Restated Articles of Incorporation of Met-Ed dated March 8, 1999 - incorporated by reference to Exhibit 3-E of Met-Ed's Annual Report on Form 10-K for the year 1999, File No. 1-446.

B-44 Payment and Guarantee Agreement of Met-Ed, dated May 28, 1999 - incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, File No. 70-9329.

B-45 Amendment No. 1 to Payment and Guarantee Agreement of Met-Ed, dated November 23, 1999 - incorporated by reference to Exhibit 4-H of Met-Ed's Annual Report on Form 10-K for the year 1999, File No. 1-446.

B-46 Amended By-Laws of Met-Ed as of May 16, 2000 - incorporated by reference to Exhibit 3-F of Met-Ed's Annual Report on Form 10-K for the year 2000, File No. 2-27099.

Penelec

B-47 Articles of Incorporation of Nineveh Water Company (formerly Penelec Water Company), dated as of May 22, 1920 - incorporated by reference to Exhibit B-36 to GPU, Inc.'s Annual Report on Form U5S for the year 1988, File No. 30-126.

B-48 Certificate of Incorporation of Penelec Preferred Capital, Inc., dated as of May 9, 1994 - incorporated by reference to Exhibit 3-C to Registration Statement on Form S-3, Registration No. 33-53677.

B-49 By-Laws of Nineveh Water Company, dated as of May 22, 1920 - incorporated by reference to Exhibit A-1(c), Application on Form U-1, File No. 70-7398.

B-50 Amendment to Article V, Section 6 of the By-Laws of Nineveh Water Company, dated as of August 27, 1987 - incorporated by reference to Exhibit A-1 (c), Certificate Pursuant to Rule 24, File No. 70-7398.

B-51 By-Laws of Penelec Preferred Capital, Inc., dated as of May 9, 1994 - incorporated by reference to Exhibit A-2, Application on Form U-1, File No. 70-8403.

B-52 Amended and Restated Limited Partnership Agreement of Penelec Capital, L.P., dated as of June 27, 1994 - incorporated by reference to Exhibit A-5(a), Certificate Pursuant to Rule 24, File No. 70-8403.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penelec

B-53 Payment and Guarantee Agreement of Penelec, dated June 16, 1999 - incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, File No. 70-9327.

B-54 Amendment No. 1 to Payment and Guarantee Agreement of Penelec, dated November 23, 1999 - incorporated by reference to Exhibit 4-J of Penelec's Annual Report on Form 10-K for the year 1999, File No. 1-3522.

B-55 Certificate of Incorporation of Penelec Preferred Capital II, Inc., dated as of August 20, 1998- incorporated by reference to Exhibit 3-C, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.

B-56 By-Laws of Penelec Preferred Capital II, Inc., dated as of August 20, 1998- incorporated by reference to Exhibit 3-D, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.

B-57 Certificate of Limited Partnership of Penelec Capital II, L.P., dated as of August 20, 1998- incorporated by reference to Exhibit 3-E, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.

B-58 Certificate of Business Trust Registration of Penelec Capital Trust, dated as of August 20, 1998- incorporated by reference to Exhibit 4-J, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.

B-59 Restated Articles of Incorporation of Penelec dated March 8, 1999 - incorporated by reference to Exhibit 3-G of Penelec's Annual Report on Form 10-K for the year 1999, File No. 1-3522.

B-60 Amended By-Laws of Penelec, dated as of May 16, 2000 - incorporated by reference to Exhibit 3-H of Penelec's Annual Report on Form 10-K for the year 2000, File No. 1-3522.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

B-61 Articles of Incorporation of North Canadian Power, Inc., dated as of November 21, 1989 - incorporated by reference to Exhibit B-13 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-62 Certificate of Amendment of Articles of Incorporation of North Canadian Power, Inc., dated as of May 18, 1994, to change to name of the company to NCP Energy, Inc. - incorporated by reference to Exhibit B-14 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-63 Certificate of Incorporation of EI Power, Inc., dated as of March 15, 1994 - incorporated by reference to Exhibit B-41 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-64 Certificate of Amendment of Certificate of Incorporation of EI Power, Inc., dated as of August 1, 1996 to change the name of the company to GPU Power, Inc. - incorporated by reference to Exhibit B-77 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, Form No. 30-126.

B-65 By-Laws of Incorporation of EI Services Colombia, Ltda. (Public Deed No. 2798), dated as of August 11, 1995 - incorporated by reference to Exhibit B-81 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-66 Amendment to the By-Laws of Incorporation of EI Services Colombia, Ltda. dated as of August 9, 1996 to change the name of the company to GPU International Latin America, Ltda. (subsequently renamed GPUI Colombia, Ltda.) - incorporated by reference to Exhibit B-88 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-67 Certificate of Incorporation of EI Barranquilla, Inc., dated as of July 10, 1995 - incorporated by reference to Exhibit B-83 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-68 By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 9994), dated as of October 14, 1994 - incorporated by reference to Exhibit B-84 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

B-69 Certificate of Incorporation of Barranquilla Lease Holding, Inc., dated as of August 7, 1995 - incorporated by reference to Exhibit B-85 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-70 Certificate of Incorporation of Los Amigos Leasing Company, Ltd., dated as of August 18, 1995 - incorporated by reference to Exhibit B-86 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-71 Certificate of Incorporation of International Power Advisors, Inc., dated as of August 14, 1995 - incorporated by reference to Exhibit B-87 to GPU,

Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-72 Certificate of Incorporation of Colombian Installations, Inc., dated as of September 8, 1995 - incorporated by reference to Exhibit B-88 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-73 Certificate of Amendment of Certificate of Incorporation of Colombian Installations, Inc., dated as of August 26, 1996 to change the name of the company to GPU Power Philippines, Inc. - incorporated by reference to Exhibit B-96 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-74 Certificate of Incorporation of EI Energy, Inc., dated as of October 18, 1995 - incorporated by reference to Exhibit B-89 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-75 Certificate of Amendment of Certificate of Incorporation of EI Energy, Inc., dated as of August 1, 1996 to change the name of the company to GPU Electric, Inc. - incorporated by reference to Exhibit B-98 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-76 Certificate of Incorporation of EI UK Holdings, Inc., dated as of April 30, 1996 - incorporated by reference to Exhibit B-103 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

B-77 Memorandum and Articles of Association of Avon Energy Partners Holdings, dated as of May 2, 1996 - incorporated by reference to Exhibit B-104 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-78 Memorandum of Association of Midlands Electricity plc, dated as of March 9, 1989 - incorporated by reference to Exhibit B-106 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-79 Articles of Association of Midlands Electricity plc, adopted on December 13, 1996 - incorporated by reference to Exhibit B-107 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-80 Certificate of Filing of Amended Articles of Incorporation of Magellan Utilities Development Corporation, adopted on March 14, 1994- incorporated by reference to Exhibit B-108 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-81 By-Laws of EI Cayman (subsequently renamed EI International), dated as of June 16, 1993 - incorporated by reference to Exhibit B-87 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-82 By-Laws of EI Power, Inc. (subsequently renamed GPU Power, Inc.), dated as of May 2, 1994 - incorporated by reference to Exhibit B-89 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-83 By-Laws of EI Barranquilla, Inc., adopted as of December 29, 1995 - incorporated by reference to Exhibit B-125 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-84 By-Laws of Barranquilla Lease Holding, Inc., adopted as of December 29, 1995 - incorporated by reference to Exhibit B-126 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-85 By-Laws of Los Amigos Leasing Company, Ltd., dated as of August 18, 1995 - incorporated by reference to Exhibit B-127 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-86 By-Laws of International Power Advisors, Inc., adopted as of August 16, 1995 - incorporated by reference to Exhibit B-128 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

B-87 By-Laws of Colombian Installations, Inc. (subsequently renamed GPU Power Philippines, Inc.), adopted as of September 9, 1995 - incorporated by reference to Exhibit B-129 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-88 By-Laws of EI Energy, Inc. (subsequently renamed GPU Electric, Inc.), dated as of October 20, 1995 - incorporated by reference to Exhibit B-130 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-89 By-Laws of EI UK Holdings, Inc., adopted as of April 30, 1996 - incorporated by reference to Exhibit B-150 to GPU Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-90 Certificate of Filing of Amended By-Laws of Magellan Utilities Development Corporation adopted on September 29, 1994- incorporated by reference to Exhibit B-151 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

B-91 Memorandum of Association of 2322120 Nova Scotia Limited, dated as of December 22, 1993 - incorporated by reference to Exhibit B-35 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-92 Certificate of Amendment of the Memorandum of Association of 2322120 Nova Scotia Limited, dated as of February 17, 1994 to change the name of the company to EI Services Canada Limited - incorporated by reference to Exhibit B-36 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-93 Memorandum of Association of 2322133 Nova Scotia Limited, dated as of December 22, 1993 - incorporated by reference to Exhibit B-31 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

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

B-95 Memorandum of Association of EI Cayman (subsequently renamed EI International), dated as of June 16, 1993 - incorporated by reference to Exhibit B-39 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

B-96 Articles of Association of 2322133 Nova Scotia Limited (subsequently renamed EI Canada Holding Limited), adopted as of December 22, 1993 - incorporated by reference to Exhibit B-83 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-97 Articles of Association of 2322120 Nova Scotia Limited (subsequently renamed EI Services Canada Limited), adopted as of December 22, 1993 - incorporated by reference to Exhibit B-85 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-98 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 1198), dated as of February 24, 1995 - incorporated by reference to Exhibit B-160 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-99 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 1198), dated as of February 24, 1995 - incorporated by reference to Exhibit B-160 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-100 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 6455), dated as of October 4, 1995 - incorporated by reference to Exhibit B-161 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-101 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 2093), dated as of April 6, 1995 - incorporated by reference to Exhibit B-162 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-102 Amendment to By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 5777), dated as of September 5, 1995 - incorporated by reference to Exhibit B-163 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

B-103 Certificate of Amendment of Articles of Association of EI Cayman, dated as of July 10, 1995 to change the name of the company to EI International

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

B-104 Amendment to the Certificate of Incorporation of GPU International Latin America Ltda., dated as of March 6, 1997, to change the name of the company to GPUI Colombia Ltda. - incorporated by reference to Exhibit B-191 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No.30-126.

B-105 Certificate of Amendment to the Certificate of Registration of EI Australia Services Pty Ltd. to GPU International Australia Pty. Ltd. dated as of October 14, 1996 - incorporated by reference to Exhibit B-205 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.

B-106 Certificate of Incorporation of GPU Capital,Inc., dated October 8, 1998 - incorporated by reference to Exhibit B-198 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

B-107 By-Laws of GPU Capital, Inc. adopted as of October 8, 1998 - incorporated by reference to Exhibit B-199 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

B-108 Certificate of Incorporation of GPU Solar, Inc., dated November 5, 1997 - incorporated by reference to Exhibit B-213 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

B-109 By-Laws of GPU Solar, Inc., adopted as of November 5, 1997 - incorporated by reference to Exhibit B-214 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

B-110 Certificate of Merger of GPU Solar, L.L.C. and GPU Solar, Inc., dated January 7, 1997 - incorporated by reference to Exhibit B-215 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

B-111 Articles of Association of Avon Energy Partners plc, adopted as of January 19, 2000 - incorporated by reference to Exhibit B-205 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

B-112 Articles of Association of Avon Energy Partners Holdings, adopted as of January 19, 2000 - incorporated by reference to Exhibit B-206 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Electric & GPU Power

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

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

MYR Group

B-115 Restated Certificate of Incorporation of The L.E. Myers Company as of April 29, 1982 - incorporated by reference to Exhibit B-168 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-116 By-Laws of the L.E. Myers Company as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-169 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-117 Certificate of Incorporation of MYRcom, Inc. dated April 20, 1999 - incorporated by reference to Exhibit B-170 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-118 By-Laws of MYRcom, Inc. dated as of April 20, 1999 - incorporated by reference to Exhibit B-173 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-119 Articles of Incorporation of Sturgeon Electric Company, Inc. dated August 20, 1974- incorporated by reference to Exhibit B-174 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-120 Certificate of Merger of Sturgeon Electric Company, Inc., a Colorado Corporation into Sturgeon Electric Company, Inc. a Michigan Corporation dated August 30, 1974 - incorporated by reference to Exhibit B-175 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-121 Agreement and Plan of Merger - Sturgeon Electric Company, Inc., a Colorado Corporation into Sturgeon Electric Company, Inc., a Michigan Corporation dated 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.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

MYR Group

B-122 Certificate of Merger of Harsub, Inc. into Sturgeon Electric Company, Inc. dated September 26, 1974 - incorporated by reference to Exhibit B-177 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-123 Plan of Merger of Sturgeon Electric Company, Inc. and Harsub, Inc. dated September 4, 1974 - incorporated by reference to Exhibit B-178 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-124 By-Laws of Sturgeon Electric Company, Inc. as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-179 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-125 Certificate of Incorporation of MYRpower, Inc. dated April 18, 2000 - incorporated by reference to Exhibit B-180 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-126 By-Laws of MYRpower, Inc. dated April 19, 2000 - incorporated by reference to Exhibit B-183 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-127 Articles of Incorporation of Harlan Electric Company dated December 26, 1940 - incorporated by reference to Exhibit B-184 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-128 By-Laws of Harlan Electric Company as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-185 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-129 Articles of Incorporation of ComTel Technology, Inc. dated March 23, 1983 - incorporated by reference to Exhibit B-186 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-130 By-Laws of ComTel Technology dated March 23, 1983 - incorporated by reference to Exhibit B-187 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-131 Articles of Incorporation of Power Piping Company dated October 31, 1963 - incorporated by reference to Exhibit B-188 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

MYR Group

B-132 By-Laws of Power Piping Company as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-189 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-133 Articles of Incorporation of D.W.Close Company, Inc. dated February 16, 1979 - incorporated by reference to Exhibit B-190 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-134 By-Laws of D.W. Close Company, Inc. dated February 16, 1979 - incorporated by reference to Exhibit B-191 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-135 Restated Certificate of Incorporation of MYR Group Inc. dated December 14, 1995 - incorporated by reference to Exhibit B-192 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-136 Certificate of Amendment of Amended and Restated Certificate of Incorporation of MYR Group Inc. dated May 23, 1996 - incorporated by reference to Exhibit B-193 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-137 Certificate of Amendment of Amended and Restated Certificate of Incorporation of MYR Group Inc. dated May 10, 1999 - incorporated by reference to Exhibit B-194 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-138 Certificate of Ownership and Merger Merging GPX Acquisition Corporation With and Into MYR Group Inc. dated April 26, 2000 - incorporated by reference to Exhibit B-195 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-139 Amended and Restated Certificate of Incorporation of MYR Group Inc. - incorporated by reference to Exhibit B-196 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-140 By-Laws of MYR Group Inc. - incorporated by reference to Exhibit B-197 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-141 Articles of Amendment to the Articles of Incorporation of Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc.) dated June 28, 1977 - incorporated by reference to Exhibit B-198 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

MYR Group

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

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

B-144 By-Laws of the Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc.) - incorporated by reference to

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

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

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

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

Outstanding and Uncompleted Contracts or Agreements

FirstEnergy

C-1 Rights Agreement, dated December 1, 1997 - incorporated by reference to Exhibit 4.1, Form 8-K.

C-2 FirstEnergy Corp. to The Bank of New York, Supplemental Indenture, dated November 7, 2001 - incorporated by reference to Exhibit 4-2 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

C-3 FirstEnergy Corp. Executive and Director Incentive Compensation Plan, revised November 15, 1999 - incorporated by reference to Exhibit 10-1 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

C-4 Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, revised November 15, 1999 - incorporated by reference to Exhibit 10-2 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

C-5 Employment, severance and change of control agreement between FirstEnergy Corp. and executive officers - incorporated by reference to Exhibit 10-3 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

C-6 FirstEnergy Corp. Supplemental Executive Retirement Plan, amended January 1, 1999 - incorporated by reference to Exhibit 10-4 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

C-7 FirstEnergy Corp. Executive Incentive Compensation Plan -incorporated by reference to Exhibit 10-5 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

C-8 Restricted stock agreement between FirstEnergy Corp. and A. J. Alexander - incorporated by reference to Exhibit 10-6 to FirstEnergy's Annual

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.

115

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

C-15 Stock option agreement between FirstEnergy Corp. and director dated January 1, 2000 - incorporated by reference to Exhibit 10-13 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.

C-16 Stock option agreement between FirstEnergy Corp. and two directors dated January 1, 2001 - incorporated by reference to Exhibit 10-14 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.

C-17 Executive and Director Incentive Compensation Plan dated May 15, 2001 - incorporated by reference to Exhibit 10-15 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

C-18 Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, revised September 18, 2000 - incorporated by reference to Exhibit 10-16 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

C-19 Stock Option Agreements between FirstEnergy Corp. and Officers dated May 16, 2001 - incorporated by reference to Exhibit 10-17 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

C-20 Restricted Stock Agreements between FirstEnergy Corp. and Officers dated February 20, 2002 - incorporated by reference to Exhibit 10-18 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

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.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

C-26 Executive Incentive Compensation Plan-Tier 5 - incorporated by reference to Exhibit 10-24 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

C-27 Executive and Director Stock Option Agreement dated June 11, 2002 - incorporated by reference to Exhibit 10-28 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.

C-28 Director Stock Option Agreement - incorporated by reference to Exhibit 10-29 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.

C-29 Executive and Director Incentive Compensation Plan, Amendment dated May 21, 2002 - incorporated by reference to Exhibit 10-30 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.

C-30 Directors Deferred Compensation Plan, Revised November 19, 2002 - incorporated by reference to Exhibit 10-31 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.

C-31 Executive Incentive Compensation Plan 2002 - incorporated by reference to Exhibit 10-32 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.

C-32 Form of 1998 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to GPU, Inc.'s Annual Report on Form 10-K, Exhibit 10-Q, for the year 1998, File No. 1-6047.

C-33 Severance Protection Agreement for Carole B. Snyder, dated November 30, 1998 - incorporated by reference to Exhibit C-27 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

C-34 Amended and Restated GPU System Companies Master Directors' Benefits Protection Trust effective June 1, 1999 - incorporated by reference to Exhibit 10-T of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.

C-35 GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries as amended and restated to reflect amendments through June 3, 1999 - incorporated by reference to Exhibit 10-V of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

C-36 Form of 1999 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-W of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.

C-37 Forms of Estate Enhancement Program Agreements - incorporated by reference to Exhibit 10-JJ of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.

C-38 Amended GPU System Companies Deferred Compensation Plan, dated as of August 8, 2000 - incorporated by reference to Exhibit 10-A on GPU Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.

C-39 Amended and restated Restricted Stock Plan for GPU, Inc.'s Outside Directors dated as of August 8, 2000 - incorporated by reference to Exhibit 10-M on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.

C-40 Amended and restated Retirement Plan for Outside Directors of GPU, Inc. dated as of August 8, 2000 - incorporated by reference to Exhibit 10-N on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.

C-41 Amended and restated Deferred Remuneration Plan for GPU, Inc.'s Outside Directors dated as of August 8, 2000 - incorporated by reference to Exhibit 10-O on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.

C-42 Form of 2000 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-W on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.

C-43 Amendment to GPU, Inc. 1990 Stock Plan dated as of April 5, 2001 - incorporated by reference to Exhibit C-41 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

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

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

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)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

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

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibit

OE
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C-49 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45.)

C-50 Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46.)

C-51 Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47.)

C-52 Severance pay agreement between Ohio Edison Company and W. R. Holland. (1995 Form 10-K, Exhibit 10-48.)

C-53 Severance pay agreement between Ohio Edison Company and H. P. Burg. (1995 Form 10-K, Exhibit 10-49.)

C-54 Severance pay agreement between Ohio Edison Company and A. J. Alexander. (1995 Form 10-K, Exhibit 10-50.)

C-55 Severance pay agreement between Ohio Edison Company and J. A. Gill. (1995 Form 10K, Exhibit 10-51.)

C-56 Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 Hereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-1.)

C-57 Amendment No. 1 dated as of September 1, 1987 to Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 thereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company (now The Bank of New York), as Indenture Trustee, and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-46.)

C-58 Amendment No. 3 dated as of May 16, 1988 to Participation Agreement dated as of March 16, 1987, as amended among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-47.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE
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C-90 Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, Lessor, and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-14.)

C-91 Amendment No. 1 dated as of September 1, 1987 to Facility Lease dated as of March 16, 1987 between The First National Bank of Boston as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-68.)

C-92 Amendment No. 2 dated as of November 1, 1991 to Facility Lease dated as of March 16, 1987 between The First National Bank of Boston as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-69.)

C-93 Amendment No. 3 dated as of November 24, 1992 to Facility Lease dated as of March 16, 1987, as amended, between, The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, as Owner Participant and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-75.)

C-94 Amendment No. 4 dated as of January 12, 1993 to Facility Lease dated as of March 16, 1987 as amended between, The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-76.)

C-95 Amendment No. 5 dated as of October 12, 1994 to Facility Lease dated as of March 16, 1987 as amended between, The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-87.)

C-96 Letter Agreement dated as of March 19, 1987 between Ohio Edison Company, as Lessee, and The First National Bank of Boston, as Owner Trustee under a Trust, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, required by Section 3(d) of the Facility Lease. (1986 Form 10-K, Exhibit 28-15.)

C-97 Ground Lease dated as of March 16, 1987 between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, Tenant. (1986 Form 10-K, Exhibit 28-16.)

C-98 Trust Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation, as Owner Participant, and The First National Bank of Boston. (1986 Form 10-K, Exhibit 28-17.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

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

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

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

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

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

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

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE
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C-108 Bill of Sale, Instrument of Transfer and Severance Agreement dated as of March 19, 1987 between Ohio Edison Company, Seller, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, Buyer. (1986 Form 10-K, Exhibit 28-22.)

C-109 Easement dated as of March 16, 1987 from Ohio Edison Company, Grantor, to The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, Grantee. (1986 Form 10-K, Exhibit 28-23.)

C-110 Refinancing Agreement dated as of November 1, 1991 among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee, The Bank of New York, as Collateral Trust Trustee, The Bank of New York, as New Collateral Trust Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-82.)

C-111 Refinancing Agreement dated as of November 1, 1991 among Security Pacific Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee, The Bank of New York, as Collateral Trust Trustee, The Bank of New York as New Collateral Trust Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-83.)

C-112 Ohio Edison Company Master Decommissioning Trust Agreement for Perry Nuclear Power Plant Unit One, Perry Nuclear Power Plant Unit Two, Beaver Valley Power Station Unit One and Beaver Valley Power Station Unit Two dated July 1, 1993. (1993 Form 10-K, Exhibit 10-94.)

C-113 Nuclear Fuel Lease dated as of March 31, 1989, between OES Fuel, Incorporated, as Lessor, and Ohio Edison Company, as Lessee. (1989 Form 10-K, Exhibit 10-62.)

C-114 Receivables Purchase Agreement dated as November 28, 1989, as amended and restated as of April 23, 1993, between OES Capital, Incorporated, Corporate Asset Funding Company, Inc. and Citicorp North America, Inc. (1994 Form 10-K, Exhibit 10-106.)

C-115 Guarantee Agreement entered into by Ohio Edison Company dated as of January 17, 1991. (1990 Form 10-K, Exhibit 10-64.)

C-116 Transfer and Assignment Agreement among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1990 Form 10-K, Exhibit 10-65.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE
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C-117 Renunciation of Payments and Assignment among Ohio Edison Company, Monongahela Power Company, West Penn Power Company, and the Potomac Edison Company dated as of January 4, 1991. (1990 Form 10-K, Exhibit 10-66.)

C-118 Transfer and Assignment Agreement dated May 20, 1994 among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1994 Form 10-K, Exhibit 10-110.)

C-119 Renunciation of Payments and Assignment among Ohio Edison Company, Monongahela Power Company, West Penn Power Company, and the Potomac Edison Company dated as of May 20, 1994. (1994 Form 10-K, Exhibit 10-111.)

C-120 Transfer and Assignment Agreement dated October 12, 1994 among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1994 Form 10-K, Exhibit 10-112.)

C-121 Renunciation of Payments and Assignment among Ohio Edison Company, Monongahela Power Company, West Penn Power Company, and the Potomac Edison Company dated as of October 12, 1994. (1994 Form 10-K, Exhibit 10-113.)

C-122 Participation Agreement dated as of September 15, 1987, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company as Lessee. (1987 Form 10-K, Exhibit 28-1.)

C-123 Amendment No. 1 dated as of February 1, 1988, to Participation Agreement dated as of September 15, 1987, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-2.)

C-124 Amendment No. 3 dated as of March 16, 1988 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-99.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE
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C-125 Amendment No. 4 dated as of November 5, 1992 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-100.)

C-126 Amendment No. 5 dated as of September 30, 1994 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-118.)

C-127 Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, Lessor, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-3.)

C-128 Amendment No. 1 dated as of February 1, 1988, to Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, Lessor, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-4.)

C-129 Amendment No. 2 dated as of November 5, 1992, to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-103.)

C-130 Amendment No. 3 dated as of September 30, 1994 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-122.)

C-131 Ground Lease and Easement Agreement dated as of September 15, 1987, between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, Tenant. (1987 Form 10-K, Exhibit 28-5.)

C-132 Trust Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Limited Partnership, as Owner Participant, and The First National Bank of Boston. (1987 Form 10-K, Exhibit 28-6.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-7.)

C-134 Supplemental Indenture No. 1 dated as of February 1, 1988 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with Beaver Valley Two Pi Limited Partnership and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-8.)

C-135 Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-9.)

C-136 Amendment No. 1 dated as of November 5, 1992 to Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-128.)

C-137 Amendment No. 2 dated as of September 30, 1994 to Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-129.)

C-138 Tax Indemnification Agreement dated as of September 15, 1987, between HG Power Plant, Inc., as Limited Partner and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-10.)

C-139 Amendment No. 1 dated as of November 5, 1992 to Tax Indemnification Agreement dated as of September 15, 1987, between HG Power Plant, Inc., as Limited Partner and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-131.)

C-140 Amendment No. 2 dated as of September 30, 1994 to Tax Indemnification Agreement dated as of September 15, 1987, between HG Power Plant, Inc., as Limited Partner and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-132.)

C-141 Assignment, Assumption and Further Agreement dated as of September 15, 1987, among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1987 Form 10-K, Exhibit 28-11.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

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

C-143 Participation Agreement dated as of September 15, 1987, among Chrysler Consortium Corporation, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-13.)

C-144 Amendment No. 1 dated as of February 1, 1988, to Participation Agreement dated as of September 15, 1987, among Chrysler Consortium Corporation, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-14.)

C-145 Amendment No. 3 dated as of March 16, 1988 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-114.)

C-146 Amendment No. 4 dated as of November 5, 1992 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-115.)

C-147 Amendment No. 5 dated as of January 12, 1993 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-139.)

C-148 Amendment No. 6 dated as of September 30, 1994 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-140.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

28-15.)

C-150 Amendment No. 1 dated as of February 1, 1988, to Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, Lessor, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-16.)

C-151 Amendment No. 2 dated as of November 5, 1992 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-118.)

C-152 Amendment No. 3 dated as of January 12, 1993 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-119.)

C-153 Amendment No. 4 dated as of September 30, 1994 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-145.)

C-154 Ground Lease and Easement Agreement dated as of September 15, 1987, between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation, Tenant. (1987 Form 10-K, Exhibit 28-17.)

C-155 Trust Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and The First National Bank of Boston. (1987 Form 10-K, Exhibit 28-18.)

C-156 Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-19.)

C-157 Supplemental Indenture No. 1 dated as of February 1, 1988 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with Chrysler Consortium Corporation and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-20.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

Company, Lessee. (1987 Form 10-K, Exhibit 28-21.)

C-159 Amendment No. 1 dated as of November 5, 1992 to Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-151.)

C-160 Amendment No. 2 dated as of January 12, 1993 to Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-152.)

C-161 Amendment No. 3 dated as of September 30, 1994 to Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-153.)

C-162 Assignment, Assumption and Further Agreement dated as of September 15, 1987, among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, and Toledo Edison Company. (1987 Form 10-K, Exhibit 28-22.)

C-163 Additional Support Agreement dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation, and Ohio Edison Company. (1987 Form 10-K, Exhibit 28-23.)

C-164 OE-APS Power Interchange Agreement dated March 18, 1987, by and among Ohio Edison Company and Pennsylvania Power Company, and Monongahela Power Company and West Penn Power Company and The Potomac Edison Company. (1987 Form 10-K, Exhibit 28-27.)

C-165 OE-PEPCO Power Supply Agreement dated March 18, 1987, by and among Ohio Edison Company and Pennsylvania Power Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-28.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

C-167 APS-PEPCO Power Resale Agreement dated March 18, 1987, by and among Monongahela Power Company, West Penn Power Company, and The Potomac Edison Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-30.)

Penn

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

C-169 Supplemental Indenture dated as of September 1, 1995, between Penn and Citibank, N.A., as Trustee. (1995 Form 10-K, Exhibit 4-2.)

C-170 Supplemental Indenture dated as of June 1, 1997, between Penn and Citibank, N.A., as Trustee. (1997 Form 10-K, Exhibit 4-3.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penn

C-171 Supplemental Indenture dated as of June 1, 1998, between Penn and Citibank, N. A., as Trustee. (1998 Form 10-K, Exhibit 4-4.)

C-172 Supplemental Indenture dated as of September 29, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-5.)

C-173 Supplemental Indenture dated as of November 15, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-6.)

C-174 Supplemental Indenture dated as of June 1, 2001. (2001 Form 10-K, Exhibit 4-7.)

C-175 Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44, File No. 1-2578, Ohio Edison Company.)

C-176 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45, File No. 1-2578, Ohio Edison Company.)

C-177 Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46, File No. 1-2578, Ohio Edison Company.)

C-178 Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47, File No. 1-2578, Ohio Edison Company.)

C-179 OE-APS Power Interchange Agreement dated March 18, 1987, by and among Ohio Edison Company and Pennsylvania Power Company, and Monongahela Power Company and West Penn Power Company and The Potomac Edison Company. (1987 Form 10-K, Exhibit 28-27, File No. 1-2578, of Ohio Edison Company.)

C-180 OE-PEPCO Power Supply Agreement dated March 18, 1987, by and among Ohio Edison Company and Pennsylvania Power Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-28, File No. 1-2578, of Ohio Edison Company.)

C-181 Supplement No. 1 dated as of April 28, 1987, to the OE-PEPCO Power Supply Agreement dated March 18, 1987, by and among Ohio Edison Company, Pennsylvania Power Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-29, File No. 1-2578, of Ohio Edison Company.)

C-182 APS-PEPCO Power Resale Agreement dated March 18, 1987, by and among Monongahela Power Company, West Penn Power Company, and The Potomac Edison Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-30, File No. 1-2578, of Ohio Edison Company.) ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penn

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

CEI and TE

C-184 Rights Agreement (Exhibit 4, June 25, 1996 Form 8-K, File Nos. 1-9130, 1-2323 and 1-3583).

C-185 Form of Note Indenture between Cleveland Electric, Toledo Edison and The Chase Manhattan Bank, as Trustee dated as of June 13, 1997 (Exhibit 4(c), Form S-4 File No. 333-35931, filed by Cleveland Electric and Toledo

Edison).

C-186 Form of First Supplemental Note Indenture between Cleveland Electric, Toledo Edison and The Chase Manhattan Bank, as Trustee dated as of June 13, 1997 (Exhibit 4(d), Form S-4 File No. 333-35931, filed by Cleveland Electric and Toledo Edison).

C-187 Form of Collateral Trust Indenture among CTC Beaver Valley Funding Corporation, Cleveland Electric, Toledo Edison and Irving Trust Company, as Trustee (Exhibit 4(a), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-188 Form of Supplemental Indenture to Collateral Trust Indenture constituting Exhibit 10d(1)(a) above, including form of Secured Lease Obligation bond (Exhibit 4(b), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-189 Form of Collateral Trust Indenture among Beaver Valley II Funding Corporation, The Cleveland Electric Illuminating Company and The Toledo Edison Company and The Bank of New York, as Trustee (Exhibit (4)(a), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).

C-190 Form of Supplemental Indenture to Collateral Trust Indenture constituting Exhibit 10d(1)(c) above, including form of Secured Lease Obligation Bond (Exhibit (4)(b), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).

C-191 Form of Collateral Trust Indenture among CTC Mansfield Funding Corporation, Cleveland Electric, Toledo Edison and IBJ Schroder Bank & Trust Company, as Trustee (Exhibit 4(a), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penn

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

CEI and TE

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

C-194 Form of Amendment No. 1 to Facility Lease constituting Exhibit 10d(3)(a) above (Exhibit 4(e), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-195 Form of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the corporate Owner Participant named therein, Lessor, and Cleveland Electric and Toledo Edison, Lessees (Exhibit 4(d), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-196 Form of Amendment No. 1 to Facility Lease constituting Exhibit 10d(4)(a) above (Exhibit 4(f), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-197 Form of Facility Lease dated as of September 30, 1987 between Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Lessor, and Cleveland Electric and Toledo Edison, Lessees (Exhibit 4(c), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-198 Form of Amendment No. 1 to the Facility Lease constituting Exhibit 10d(5)(a) above (Exhibit 4(f), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI and TE

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

C-200 Form of Amendment No. 1 to Participation Agreement constituting Exhibit 10d(6)(a) above (Exhibit 28(c), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-201 Form of Participation Agreement dated as of September 15, 1987 among the corporate Owner Participant named therein, the Original Loan Participants listed in Schedule 1 thereto, as Owner Loan Participants, CTC Beaver Valley Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Cleveland Electric and Toledo Edison, as Lessees (Exhibit 28(b), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-202 Form of Amendment No. 1 to Participation Agreement constituting Exhibit 10d(7)(a) above (Exhibit 28(d), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-203 Form of Participation Agreement dated as of September 30, 1987 among the Owner Participant named therein, the Original Loan Participants listed in

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

C-204 Form of Amendment No. 1 to the Participation Agreement constituting Exhibit 10d(8)(a) above (Exhibit 28(b), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI and TE

C-206 Form of Site Lease dated as of September 30, 1987 between Toledo Edison, Lessor, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(c), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-207 Form of Site Lease dated as of September 30, 1987 between Cleveland Electric, Lessor, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(d), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-208 Form of Amendment No. 1 to the Site Leases constituting Exhibits 10d(10) and 10d(11) above (Exhibit 4(f), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-209 Form of Assignment, Assumption and Further Agreement dated as of September 15, 1987 among The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, Cleveland Electric, Duquesne, Ohio Edison, Pennsylvania Power and Toledo Edison (Exhibit 28(f), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-210 Form of Additional Support Agreement dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, and Toledo Edison (Exhibit 28(g), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-211 Form of Support Agreement dated as of September 30, 1987 between Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Toledo Edison, Cleveland Electric, Duquesne, Ohio Edison and Pennsylvania Power

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI and TE

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

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

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

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

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

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

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

C-220 Form of Amendment No. 2 to Facility Lease among Midwest Power Company, Cleveland Electric and Toledo Edison (Exhibit 10(e), Form S-4 File No. 333-47651, filed by Cleveland Electric).

C-221 Centerior Energy Corporation Equity Compensation Plan (Exhibit 99, Form S-8, File No. 33-59635).

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI

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

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

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)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI

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

	1-2323	
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)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI

Dated as of	File Reference	Exhibit No.
May 1, 1995	September 30, 1995 Form 10-Q, 1-2323	4(a)
May 2, 1995	September 30, 1995 Form 10-Q, 1-2323	4(b)
June 1, 1995	September 30, 1995 Form 10-Q, 1-2323	4(c)
July 15, 1995	1995 Form 10-K, 1-2323	4b(73
August 1, 1995	1995 Form 10-K, 1-2323	4b(74)
June 15, 1997	Form S-4, 333-35931, filed by CEI and TE	4(a)
October 15, 1997	Form S-4, 333-47651, filed by Cleveland Electric	4(a)
June 1, 1998	Form S-4, 333-72891	4b(77)
October 1, 1998	Form S-4, 333-72891	4b(78)
October 1, 1998	Form S-4, 333-72891	4b(79)
February 24, 1999	Form S-4, 333-72891	4b(80)
September 29, 1999	1999 Form 10-K, 1-2323	4b(81)
January 15, 2000	1999 Form 10-K, 1-2323	4b(82)
May 15, 2002	2002 Form 10-K, 1-2323	4b(83)
October 1, 2002	2002 Form 10-K, 1-2323	4b(84)

C-223 Form of Note Indenture between Cleveland Electric and The Chase Manhattan Bank, as Trustee dated as of October 24, 1997 (Exhibit 4(b), Form S-4 File No. 333-47651, filed by Cleveland Electric).

C-224 Form of Supplemental Note Indenture between Cleveland Electric and The Chase Manhattan Bank, as Trustee dated as of October 24, 1997 (Exhibit 4(c), Form S-4 File No. 333-47651, filed by Cleveland Electric).

C-225 Indenture dated as of December 1, 2003 between CEI and JPMorgan Chase Bank, as Trustee, incorporated by reference to Exhibit 4-1 on FirstEnergy Annual Report on Form 10-K, for the year 2003, File No.1-2323.

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

C-227 Indenture of JCP&L, dated March 1, 1946 between JCP&L and United States Trust Company of New York, Successor Trustee, as amended and supplemented by eight supplemental indentures dated December 1, 1948 through June 1, 1960 - Incorporated by reference to JCP&L's Instruments of Indebtedness Nos. 1 to 7, inclusive, and 9 and 10 filed as part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, SEC File Nos. 30-126 and 1-3292.

C-228 Ninth Supplemental Indenture, dated as of November 1, 1962 - incorporated by reference to Exhibit 2-C, Registration No. 2-20732.

C-229 Tenth Supplemental Indenture, dated as of October 1, 1963 - incorporated by reference to Exhibit 2-C, Registration No. 2-21645.

C-230 Eleventh Supplemental Indenture, dated as of October 1, 1964 - incorporated by reference to Exhibit 5-A-3, Registration No. 2-59785.

C-231 Twelfth Supplemental Indenture, dated as of November 1, 1965 - incorporated by reference to Exhibit 5-A-4, Registration No. 2-59785.

C-232 Thirteenth Supplemental Indenture, dated as of August 1, 1966 - incorporated by reference to Exhibit 4-C, Registration No. 2-25124.

C-233 Fourteenth Supplemental Indenture, dated as of September 1, 1967 - incorporated by reference to Exhibit 5-A-6, Registration No. 2-59785.

C-234 Fifteenth Supplemental Indenture, dated as of October 1, 1968 - incorporated by reference to Exhibit 5-A-7, Registration No. 2-59785.

C-235 Sixteenth Supplemental Indenture, dated as of October 1, 1969 - incorporated by reference to Exhibit 5-A-8, Registration No. 2-59785.

C-236 Seventeenth Supplemental Indenture, dated as of June 1, 1970 - incorporated by reference to Exhibit 5-A-9, Registration No. 2-59785.

C-237 Eighteenth Supplemental Indenture, dated as of December 1, 1970 - incorporated by reference to Exhibit 5-A-10, Registration No. 2-59785.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

C-238 Nineteenth Supplemental Indenture, dated as of February 1, 1971 - incorporated by reference to Exhibit 5-A-11, Registration No. 2-59785.

C-239 Twentieth Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 5-A-12, Registration No. 2-59875.

C-240 Twenty-first Supplemental Indenture, dated as of August 1, 1972 - incorporated by reference to Exhibit 5-A-13, Registration No. 2-59785.

C-241 Twenty-second Supplemental Indenture, dated as of August 1, 1973 - incorporated by reference to Exhibit 5-A-14, Registration No. 2-59785.

C-242 Twenty-third Supplemental Indenture, dated as of October 1, 1973 - incorporated by reference to Exhibit 5-A-15, Registration No. 2-59785.

C-243 Twenty-fourth Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 5-A-16, Registration No. 2-59785.

C-243 Twenty-fifth Supplemental Indenture, dated as of November 1, 1974 - incorporated by reference to Exhibit 5-A-17, Registration No. 2-59785.

C-244 Twenty-sixth Supplemental Indenture, dated as of March 1, 1975 - incorporated by reference to Exhibit 5-A-18, Registration No. 2-59785.

C-245 Twenty-seventh Supplemental Indenture, dated as of July 1, 1975 - incorporated by reference to Exhibit 5-A-19, Registration No. 2-59785.

C-246 Twenty-eighth Supplemental Indenture, dated as of October 1, 1975 - incorporated by reference to Exhibit 5-A-20, Registration No. 2-59785.

C-247 Twenty-ninth Supplemental Indenture, dated as of February 1, 1976 - incorporated by reference to Exhibit 5-A-21, Registration No. 2-59785.

C-248 Supplemental Indenture No. 29A, dated as of May 31, 1976 - incorporated by reference to Exhibit 5-A-22, Registration No. 2-59785.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

C-249 Thirtieth Supplemental Indenture, dated as of June 1, 1976 - incorporated by reference to Exhibit 5-A-23, Registration No. 2-59785.

C-250 Thirty-first Supplemental Indenture, dated as of May 1, 1977 - incorporated by reference to Exhibit 5-A-24, Registration No. 2-59785.

C-251 Thirty-second Supplemental Indenture, dated as of January 20, 1978 - incorporated by reference to Exhibit 5-A-25, Registration No. 2-60438.

C-252 Thirty-third Supplemental Indenture, dated as of January 1, 1979 - incorporated by reference to Exhibit A-20(b), Certificate Pursuant to Rule 24, File No. 70-6242.

C-253 Thirty-fourth Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit A-28, Certificate Pursuant to Rule 24, File No. 70-6290.

C-254 Thirty-sixth Supplemental Indenture, dated as of October 1, 1979 - incorporated by reference to Exhibit A-30, Certificate Pursuant to Rule 24, File No. 70-6354.

C-255 Thirty-seventh Supplemental Indenture, dated as of September 1, 1984 - incorporated by reference to Exhibit A-1(cc), Certificate Pursuant to Rule 24, File No. 70-7001.

C-256 Thirty-eighth Supplemental Indenture, dated as of July 1, 1985 - incorporated by reference to Exhibit A-1(dd), Certificate Pursuant to Rule 24, File No. 70-7109.

C-257 Thirty-ninth Supplemental Indenture, dated as of April 1, 1988 - incorporated by reference to Exhibit A-1(a), Certificate Pursuant to Rule 24, File No. 70-7263.

C-258 Fortieth Supplemental Indenture, dated as of June 14, 1988 - incorporated by reference to Exhibit A-1(ff), Certificate Pursuant to Rule 24, File No. 70-7603.

C-259 Forty-first Supplemental Indenture, dated as of April 1, 1989 - incorporated by reference to Exhibit A-1(gg), Certificate Pursuant to Rule 24, File No. 70-7603.

C-260 Forty-second Supplemental Indenture, dated as of July 1, 1989 - incorporated by reference to Exhibit A-1(hh), Certificate Pursuant to Rule 24, File No. 70-7603.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

C-261 Forty-third Supplemental Indenture, dated as of March 1, 1991 -incorporated by reference to Exhibit 4-A-35, Registration No. 33-45314.

C-262 Forty-fourth Supplemental Indenture, dated as of March 1, 1992 - incorporated by reference to Exhibit 4-A-36, Registration No. 33-49405.

C-263 Forty-fifth Supplemental Indenture, dated as of October 1, 1992 - incorporated by reference to Exhibit 4-A-37, Registration No. 33-49405.

C-264 Forty-sixth Supplemental Indenture, dated as of April 1, 1993 - incorporated by reference to Exhibit C-15 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.

C-265 Forty-seventh Supplemental Indenture, dated as of April 10, 1993 - incorporated by reference to Exhibit C-16 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.

C-266 Forty-eighth Supplemental Indenture, dated as of April 15, 1993 - incorporated by reference to Exhibit C-17 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.

C-267 Forty-ninth Supplemental Indenture, dated as of October 1, 1993 - incorporated by reference to Exhibit C-18 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.

C-268 Fiftieth Supplemental Indenture, dated as of August 1, 1994 - incorporated by reference to Exhibit C-19 of GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

C-269 Fifty-first Supplemental Indenture of JCP&L, dated August 15, 1996 - incorporated by reference to Exhibit 4-A-43 of GPU, Inc.'s Annual Report on Form 10-K for 1996, File No. 1-6047.

C-270 Fifty-second Supplemental Indenture of JCP&L dated July 1, 1999 - incorporated by reference to Item 16, Exhibit 4-B-44 of Registration No. 333-88783.

C-271 Fifty-third Supplemental Indenture of JCP&L dated November 1, 1999 - incorporated by reference to Exhibit 4-A-45 of JCP&L's Annual Report on Form 10-K for the year 1999, File No. 1-3141.

C-272 Subordinated Debenture Indenture, dated as of May 1, 1995 - incorporated by reference to Exhibit A-8(a), Certificate Pursuant to Rule 24, File No. 70-8495.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

C-273 Fifty-fourth Supplemental Indenture of JCP&L, dated November 7, 2001 - incorporated by reference to Exhibit 4-A-47 of JCP&L's Annual Report on Form 10-K for the year 2001, File No. 1-3141.

C-274 Senior Note Indenture between JCP&L and United States Trust Company of New York, dated July 1, 1999 - incorporated by reference to Exhibit 4-A of Registration No. 333-78717.

C-275 Incentive Compensation Plan for Elected Officers of JCP&L dated February 6, 1997 incorporated by reference to Exhibit C-74 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

C-276 Amended and restated Deferred Remuneration Plan for Outside Directors of JCP&L effective as of August 8, 2000 - incorporated by reference to Exhibit 10-H to JCP&L's Annual Report on Form 10-K for the year 2000, File No. 1-3141.

C-277 Form of Amendment, effective November 7, 2001, to Deferred Remuneration Plan for Outside Directors of JCP&L - incorporated by reference to Exhibit 10-B to JCP&L's Annual Report on Form 10-K for the year 2001, File No. 1-3141.

Met-Ed

C-278 Indenture of Met-Ed, dated November 1, 1944, between Met-Ed and United States Trust Company of New York, Successor Trustee, as amended and supplemented by fourteen supplemental indentures dated February 1, 1947 through May 1, 1960 - Incorporated by reference to Met-Ed's Instruments of Indebtedness Nos. 1 to 14 inclusive, and 16, filed as part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, SEC File Nos. 30-126 and 1-3292.

C-279 Supplemental Indenture, dated as of December 1, 1962 - incorporated by reference to Exhibit 2-E(1), Registration No. 2-59678.

C-280 Supplemental Indenture, dated as of March 20, 1964 - incorporated by reference to Exhibit 2-E(2), Registration No. 2-59678.

C-281 Supplemental Indenture, dated as of July 1, 1965 - incorporated by reference to Exhibit 2-E(3), Registration No. 2-59678.

C-282 Supplemental Indenture, dated as of June 1, 1966 - incorporated by reference to Exhibit 2-B-4, Registration No. 2-24883.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

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

reference to Exhibit 4-C-5, Registration No. 2-29644.

C-284 Supplemental Indenture, dated as of September 1, 1968 - incorporated by reference to Exhibit 2-E(6), Registration No. 2-59678.

C-285 Supplemental Indenture, dated as of August 1, 1969 - incorporated by reference to Exhibit 2-E(7), Registration No. 2-59678.

C-286 Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 2-E(8), Registration No. 2-59678.

C-287 Supplemental Indenture, dated as of May 1, 1972 - incorporated by reference to Exhibit 2-E(9), Registration No. 2-59678.

C-288 Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 2-E(10), Registration No. 2-59678.

C-289 Supplemental Indenture, dated as of October 30, 1974 - incorporated by reference to Exhibit 2-E(11), Registration No. 2-59678.

C-290 Supplemental Indenture, dated as of October 31, 1974 - incorporated by reference to Exhibit 2-E(12), Registration No. 2-59678.

C-291 Supplemental Indenture, dated as of March 20, 1975 - incorporated by reference to Exhibit 2-E(13), Registration No. 2-59678.

C-292 Supplemental Indenture, dated as of September 25, 1975 - incorporated by reference to Exhibit 2-E(15), Registration No. 2-59678.

C-293 Supplemental Indenture, dated as of January 12, 1976 - incorporated by reference to Exhibit 2-E(16), Registration No. 2-59678. C-294 Supplemental Indenture, dated as of March 1, 1976 - incorporated by reference to Exhibit 2-E(17), Registration No. 2-59678.

C-295 Supplemental Indenture, dated as of September 28, 1977 - incorporated by reference to Exhibit 2-E(18), Registration No. 2-62212.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

C-296 Supplemental Indenture, dated as of January 1, 1978 - incorporated by reference to Exhibit 2-E(19), Registration No. 2-62212.

C-300 Supplemental Indenture, dated as of September 1, 1978 - incorporated by reference to Exhibit 4-A(19), Registration No. 33-48937.

C-301 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(20), Registration No. 33-48937.

C-302 Supplemental Indenture, dated as of January l, 1980 - incorporated by reference to Exhibit 4-A(21), Registration No. 33-48937.

C-303 Supplemental Indenture, dated as of September 1, 1981 - incorporated by reference to Exhibit 4-A(22), Registration No. 33-48937.

C-304 Supplemental Indenture, dated as of September 10, 1981 - incorporated by reference to Exhibit 4-A(23), Registration No. 33-48937.

C-305 Supplemental Indenture, dated as of December 1, 1982 - incorporated by reference to Exhibit 4-A(24), Registration No. 33-48937.

C-306 Supplemental Indenture, dated as of September 1, 1983 - incorporated by reference to Exhibit 4-A(25), Registration No. 33-48937.

C-307 Supplemental Indenture dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(26), Registration No. 33-48937.

C-308 Supplemental Indenture, dated as of March 1, 1985 - incorporated by reference to Exhibit 4-A(27), Registration No. 33-48937.

C-309 Supplemental Indenture, dated as of September 1, 1985 - incorporated by reference to Exhibit 4-A(28), Registration No. 33-48937.

C-310 Supplemental Indenture, dated as of June 1, 1988 - incorporated by reference to Exhibit 4-A(29), Registration No. 33-48937.

C-311 Supplemental Indenture, dated as of April 1, 1990 - incorporated by reference to Exhibit 4-A(30), Registration No. 33-48937.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

C-312 Amendment, dated as of May 22, 1990, to Supplemental Indenture (dated April 1, 1990) - incorporated by reference to Exhibit 4-A(31), Registration No. 33-48937.

C-313 Supplemental Indenture, dated as of September 1, 1992 - incorporated by reference to Exhibit 4-A(32)(a), Registration No. 33-48937.

C-314 Supplemental Indenture, dated as of December 1, 1993 - incorporated by reference to Exhibit C-58 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.

C-315 Supplemental Indenture, dated as of July 15, 1995 - incorporated by reference to Exhibit 4-B-35 to Met-Ed's Annual Report on Form 10-K for the year 1995, File No. 1-446.

C-316 Supplemental Indenture, dated August 15, 1996 - incorporated by reference to Exhibit 4-B-35 to Met-Ed's Annual Report on Form 10-K for 1996, File No. 1-446.

C-317 Supplemental Indenture, dated May 1, 1997 - incorporated by reference to Exhibit 4-B-36 to Met-Ed's Annual Report on Form 10-K for 1997, File No.

1-446.

C-318 Indenture between Met-Ed and United States Trust Company of New York dated May 1, 1999 - incorporated by reference to Exhibit A-11(a), Certificate Pursuant to Rule 24, File No. 70-9329.

C-319 Supplemental Indenture between Met-Ed and United States Trust Company of New York dated July 1, 1999 - incorporated by reference to Exhibit 4-B-38 of Met-Ed's Annual Report on Form 10-K for the year 1999, File No. 1-446.

C-320 Senior Note Indenture between Met-Ed and United States Trust Company of New York, dated July 1, 1999.

C-321 Supplemental Indenture, dated May 1, 2001 - incorporated by reference to Exhibit 4-B-41 to Met-Ed's Annual Report on Form 10-K for 2002, File No. 1-446.

C-322 First Supplemental Indenture between Met-Ed and United States Trust Company of New York, dated August 1, 2000 - incorporated by reference to Exhibit 4-A, June 30, 2000 Quarterly Report on Form 10-Q, SEC File No. 1-446.

C-323 Supplemental Indenture, dated March 1, 2003 - incorporated by reference to Exhibit 4-B-42 to Met-Ed's Annual Report on Form 10-K for 2003, File No. 1-446.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penelec

C-324 Mortgage and Deed of Trust of Penelec, dated January 1, 1942, between Penelec and United States Trust Company of New York, Successor Trustee, and indentures supplemental thereto dated March 7, 1942 through May 1, 1960 - Incorporated by reference to Penelec's Instruments of Indebtedness Nos. 1-20, inclusive, filed as a part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, Sec File Nos. 30-236 and 1-3292.

C-325 Supplemental Indentures to Mortgage and Deed of Trust, dated May 1, 1961 through December1, 1977 - incorporated by reference to Exhibit 2-D(1) to 2-D(19), Registration No. 2-61502.

C-326 Supplemental Indenture, dated as of June 1, 1978 - incorporated by reference to Exhibit 4-A(2), Registration No. 33-49669.

C-327 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(3), Registration No. 33-49669.

C-328 Supplemental Indenture, dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(4), Registration No. 33-49669.

C-329 Supplemental Indenture, dated as of December 1, 1985 - incorporated by reference to Exhibit 4-A(5), Registration No. 33-49669.

C-330 Supplemental Indenture, dated as of December 1, 1986, - incorporated by

reference to Exhibit 4-A(6), Registration No. 33-49669.

C-331 Supplemental Indenture, dated as of May 1, 1989 - incorporated by reference to Exhibit 4-A(7), Registration No. 33-49669.

C-332 Supplemental Indenture, dated as of December 1, 1990 - incorporated by reference to Exhibit 4-A(8), Registration No. 33-45312.

C-333 Supplemental Indenture, dated as of March 1, 1992 - incorporated by reference to Exhibit 4-A(9), Registration No. 33-45312.

C-334 Supplemental Indenture, dated as of June 1, 1993 - incorporated by reference to Exhibit C-73 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penelec

CC-335 Supplemental Indenture, dated as of November 1, 1995 - incorporated by reference to Exhibit 4-C-11 to GPU, Inc.'s Annual Report on Form 10-K for the year 1995, File No. 1-6047.

C-336 Supplemental Indenture, dated August 15, 1996 - incorporated by reference to Exhibit 4-C-12 to GPU, Inc.'s Annual Report on Form 10-K for 1996, File No. 1-6047.

C-337 Senior Note Indenture between Penelec and United States Trust Company of New York dated April 1, 1999 - incorporated by reference to Exhibit 4-C-13 of Penelec's Annual Report on Form 10-K for the year 1999, File No. 1-3522.

C-338 Indenture between Penelec and United States Trust Company of New York dated June 1, 1999 - incorporated by reference to Exhibit A-11(a), Certificate Pursuant to Rule 24, File No. 70-9327.

C-339 First Supplemental Indenture between Penelec and United States Trust Company of New York, dated August 1, 2000 - incorporated by reference to Exhibit 4-B, June 30, 2000 Quarterly Report on Form 10-Q, SEC File No. 1-3522.

C-340 Supplemental Indenture, dated May 1, 2001 - incorporated by reference to Exhibit 4-C-16 to Penelec's Annual Report on Form 10-K for the year 2001, File No. 1-3522.

C-341 Supplemental Indenture No. 1, dated May 1, 2001 - incorporated by reference to Exhibit 4-C-16 to Penelec's Annual Report on Form 10-K for the year 2001, File No. 1-3522.

GPU Service, Inc.

C-342 Amendment to the Severance Protection Agreement for Carole B. Snyder, dated August 8, 2000.

C-343 Amendment to the Special Severance Protection Agreement for Carole B. Snyder, dated November 7, 2001.

C-344 Special Severance Protection Agreement for Carole B. Snyder, dated October 13, 2001.

C-345 Special Severance Protection Agreement for Leila L. Vespoli, dated October 13, 2001.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

D. Tax Allocation Agreement

D-1 Tax Allocation Agreement incorporated by reference to xxx

E. Other Documents

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

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

E-3 Annual Report to the SEC on Form U-13-60 for 2003.

E-4 GPU Nuclear, Inc. - Policy for the Purchase of Computers for the Nuclear Science Degree Program - incorporated by reference to Exhibit E-1 to GPU, Inc.'s Annual Report on Form U5S for the year 1989, File No. 30-126.

E-5 GPU System Accounting Policy regarding Company Credit Card Agreements, dated April 20, 1993 - incorporated by reference to Exhibit E-3 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.

Schedules Supporting Items of This Report

F-1 Item 6. Part III - Compensation and other related information for the Officers and Directors of FirstEnergy, OE, CEI, TE, JCP&L, Met-Ed and Penelec.

F-2 Consolidating Financial Statements of Ohio Edison Company for 2003.

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

Consolidating Financial Statements of The Toledo Edison Company for 2003.

Consolidating Financial Statements of Jersey Central Power & Light

Company for 2003.

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

Consolidating Financial Statements of Metropolitan Edison Company for 2003.

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

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

Consolidating Financial Statements of Pennsylvania Electric Company for 2003.

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

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Schedules Supporting Items of This Report

Consolidating Financial Statements of Penelec Capital II LP for 2003.

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

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

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

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

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

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

F-3 Item 8. Part I - Affiliated transactions for the period of July 1, 2003 through December 31, 2003.

H-1 Organizational chart showing the relationship of FirstEnergy Generation Corp. to each exempt wholesale generator (EWG) in which it holds an interest.

H-2 Organizational chart showing the relationship of GPU Power, Inc. to each exempt wholesale generator (EWG) in which it holds an interest.

H-3 Organizational chart showing the relationship of GPU Capital, Inc. to each foreign utility company (FUCO) in which it holds an interest.

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

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

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

SIGNATURE

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

FIRSTENERGY CORP.

April 30, 2004

By /s/ Harvey L. Wagner

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