

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

FIRSTENERGY CORP
Form U-9C-3
August 29, 2003

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

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

For the quarterly period ended June 30, 2003

FirstEnergy Corp. (File No. 70-09501)

(Name of Registered Holding Company)

76 South Main Street, Akron, Ohio 44308

(Address of Principal Executive Offices)

FirstEnergy Corp.

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

For the quarterly period ended June 30, 2003

Table of Contents

Item No.	Title	Page
----	-----	----
1	Organization Chart	1-4
2	Issuances and Renewals of Securities and Capital Contributions	5
3	Associate Transactions	6-8
4	Summary of Aggregate Investment	9
5	Other Investments	10
6	Financial Statements and Exhibits:	
	A - Financial Statements	11-12
	B - Exhibits	13

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

C - Certificate of FirstEnergy Corp.	13
Signature	14

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

ITEM 1 - ORGANIZATION CHART

Name of Reporting Company	Energy (ERC) or Gas (GRC) Related Company	Date of Organization	State Organiza

FirstEnergy Corp. (a)			
FirstEnergy Ventures Corp. (b)			
Bay Shore Power Company (d)	ERC	01/26/1998	Ohio
Centerior Energy Services, Inc. (d)	ERC	06/01/1994	Ohio
Eastroc Technologies, LLC (c)	ERC	04/30/1996	Delaw
Engineered Processes, Ltd. (c)	ERC	12/30/1996	Ohio
Warrenton River Terminal, Ltd. (d)	ERC	09/03/1996	Ohio
FirstEnergy Facilities Services Group, LLC (b)			
Ancoma, Inc. (e)	ERC	04/20/1953	New Y
Dunbar Mechanical, Inc. (e)	ERC	07/16/1956	Ohio
Edwards Electrical & Mechanical, Inc. (e)	ERC	02/28/1968	India
Elliot-Lewis Corporation (e)	ERC	04/01/1948	Penns
A.A. Duckett, Inc. ERC 03/01/1973 Delaware 100.0 (g)			
Sautter Crane Rental, Inc.	ERC	12/10/1991	Penns
E-L Enterprises, Inc.			
Modern Air Conditioning, Inc.	ERC	04/27/1965	Flori
Airdex Air Conditioning Corporation	ERC	01/18/1995	Flori
R.L. Anderson, Inc.	ERC	08/28/1961	Flori
L.H. Cranston and Sons, Inc. (e)	ERC	01/02/1951	Maryl
Roth Bros., Inc. (e)	ERC	09/06/1947	Ohio
The Hattenbach Company (e)	ERC	03/21/1969	Ohio
R.P.C. Mechanical, Inc. (e)	ERC	04/21/1959	Ohio
Spectrum Controls Systems, Inc. (e)	ERC	04/18/1988	Ohio
FirstEnergy Solutions Corp. (b)	ERC	08/08/1997	Ohio
FirstEnergy Engineering, Inc. (f)	ERC	08/09/1996	Ohio
GPU Diversified Holdings, LLC (b)	ERC	08/03/2000	Delaw
GPU Solar, Inc.	ERC	11/07/1997	New J
GPU Distributed Power, Inc. *	ERC	02/29/2000	Delaw

* Inactive

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

ITEM 1 - ORGANIZATION CHART (Continued)

Name of Reporting Company	Energy (ERC) or Gas (GRC) Related Company	Date of Organization	State Organiza
FirstEnergy Corp. (a) (Continued)			
The Alliance Participants Administrative and Startup Activities Company, LLC (c)	ERC	12/22/2000	Delaw
PowerSpan Corp. (c)	ERC	05/01/1997	Delaw
Kinetic Ventures I, LLC (c)	ERC	04/15/1997	Delaw
Kinetic Ventures II, LLC (c)	ERC	12/07/1999	Delaw
Nth Power Technologies II, LLC (c)	ERC		
Active Power, Inc. (c)	ERC		
Utility.com, Inc. (c) *	ERC		
Automated Power Exchange, Inc. (c)	ERC		

* Inactive

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

ITEM 1 - ORGANIZATION CHART (Continued)

- (a) FirstEnergy Corp., a registered holding company, holds securities directly or indirectly in the energy-related companies set below its name.
- (b) These companies are direct wholly owned subsidiaries of FirstEnergy Corp.
- (c) FirstEnergy Corp. owns an interest directly or indirectly in these energy-related companies or venture capital funds set below its name.
- (d) These companies are direct wholly owned subsidiaries of FirstEnergy Ventures Corp.
- (e) These companies are direct wholly owned subsidiaries of FirstEnergy Facilities Services Group, LLC.
- (f) This company is direct wholly owned subsidiary of FirstEnergy Solutions Corp.
- (g) This subsidiary provides HVAC equipment installation and services,

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

facilities management, and energy management.

- (h) This subsidiary owns and operates a petroleum coke disposal facility that will supply steam for the Bay Shore Power Plant and to BP Amoco Corporation.
- (i) This subsidiary provides various consulting services related to energy management and procurement.
- (j) This subsidiary holds the patent on plaster, which is manufactured using the by-Products of coal-fired generation facilities.
- (k) This subsidiary owns facilities for the transloading of bulk materials (primarily coal) on the Ohio River. The coal is in part used by the FirstEnergy Operating Companies at various generation facilities.
- (l) This subsidiary provides crane rental services.
- (m) This subsidiary provides refrigeration sales and services to commercial entities.
- (n) This subsidiary engages in the brokering and marketing of energy commodities.
- (o) This entity was created to manage the financial and other affairs of the ten members of the Alliance Regional Transmission Organization.
- (p) This company was formed to utilized advanced technology to reduce emissions of NOx, SO2 and particulate matter from utility generation facilities.
- (q) This venture capital fund is focus on early stage companies involved in energy-related fields and technology.
- (r) This venture capital fund is focus on emerging technologies in the global energy industry.
- (s) This company is a developer of flywheel energy storage system for use in uninterruptible power supply and other power quality applications.
- (t) This energy-related company holds securities directly in the energy-related company set below its name.
- (u) This subsidiary is involved in the development and commercialization of photovoltaics.
- (v) This subsidiary provides engineering services.

3

ITEM 1 - ORGANIZATION CHART (Continued)

Narrative Description of Activities for Reporting Period

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

4

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

Company Issuing Security -----	Type of Security Issued -----	Principal Amount of Security -----	Issue or Renewal -----	Cost of Capital -----	Company to whom Security was Issued -----
None.					

Company Contributing Capital -----	Company Receiving Capital -----	Amount Con -----
FirstEnergy Facilities Services Group, LLC	Dunbar Mechanical, Inc.	\$

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

ITEM 3 - ASSOCIATE TRANSACTIONS

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

Reporting Company Rendering Services -----	Associate Company Receiving Services -----	Types of S -----
Warrenton River Terminal, Ltd.	FirstEnergy Generation Corp.	Loading, u of coal an
Centerior Energy Services, Inc.	FirstEnergy Solutions Corp.	Energy con
Bay Shore Power Company	FirstEnergy Generation Corp.	Sale of st
Dunbar Mechanical, Inc.	FirstEnergy Generation Corp.	HVAC equip
Dunbar Mechanical, Inc.	The Toledo Edison Company	HVAC servi
Dunbar Mechanical, Inc.	FirstEnergy Nuclear Operating Company	HVAC servi

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

Roth Bros., Inc.	Ohio Edison Company	HVAC servi
Roth Bros., Inc.	FirstEnergy Nuclear Operating Company	HVAC servi
Roth Bros., Inc.	The Cleveland Electric Illuminating Co.	HVAC servi
Roth Bros., Inc.	FirstEnergy Generation Corp.	HVAC servi

6

ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

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

Reporting Company Rendering Services -----	Associate Company Receiving Services -----	Types of Services -----
FirstEnergy Solutions Corp.	Ohio Edison Company	Natural gas turbine oper
FirstEnergy Solutions Corp.	The Toledo Edison Company	Natural gas turbine oper
Elliot-Lewis Corporation	Metropolitan Edison Company	HVAC service
Sautter Crane Rental, Inc.	Jersey Central Power & Light Company	Crane rental
Sautter Crane Rental, Inc.	Metropolitan Edison Company	Crane rental

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

7

ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

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

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

Reporting Company Rendering Services -----	Associate Company Receiving Services -----	Types of Services -----
FirstEnergy Service Company	GPU Diversified Holdings LLC	Legal and administrative services
FirstEnergy Service Company	Warrenton River Terminal, Ltd.	General administrative services
FirstEnergy Generation Corp.	Bay Shore Power Company	Consumption of electricity and emission
FirstEnergy Generation Corp.	Bay Shore Power Company	Sale of electricity
FirstEnergy Generation Corp.	Bay Shore Power Company	Plant operation and maintenance services
FirstEnergy Service Company	FirstEnergy Solutions Corp.	General administrative services

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

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

Total average consolidated capitalization as of June 30, 2003*	\$21,817,100
Total capitalization multiplied by 15% (line 1 multiplied by 0.15)	3,272,550
Greater of \$50 million or line 2	

Total current aggregate investment:	
(categorized by major line of energy-related business)	
Development and commercialization of photovoltaics (Category II)	1,500,000
Energy services and retail energy sales (Category V)	
Production, conversion, sale and distribution of thermal energy products (Category VI)	29,000,000
Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII)	4,200,000
Fuel transportation, handling and storage facilities (Category IX)	

Total current aggregate investment

Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

system (line 3 less line 4)

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

The caption "Total current aggregate investment" includes all amounts invested in energy-related companies on or after the date of effectiveness of Rule 58 (March 24, 1999) registered as a holding company (November 7, 2001) for which there is recourse, directly or indirectly by FirstEnergy Corp. or any subsidiary company thereof. The amounts do not include purchase accounting adjustments.

* Total capitalization amounts for June 2002, September 2002, December 2002 and March 2003 are restatements in FirstEnergy's Amendment No. 2 of 2002 Form 10-K/A and Amendment No. 1 of 2003 Form 10-K/A.

9

ITEM 5 - OTHER INVESTMENTS

Major Line of Energy-Related Business -----	Aggregate Investment as of March 31, 2003 -----	Change in Investments During Reporting Period -----
Energy management services (Category I)	\$ 1,766 (1)	-
Development and commercialization of electrotechnologies (Category II)	29,480 (2)	-
Energy services and retail energy sales (Category V)	44,058 (3)	\$ (25,900)
Production, conversion, sale and distribution of thermal energy products (Category VI)	70,913 (4)	-
Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII)	197,279 (5)	\$ 1,000
Fuel transportation, handling and storage facilities (Category IX)	4,959 (6)	-
Development and commercialization of technologies that utilize coal waste by-products (Category X)	46 (7)	-

(1) Includes \$1,766 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).

(2) Includes \$27,920 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).

(3) Includes \$18,158 that was invested in energy-related companies, prior to FirstEnergy

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

- (4) company (November 7, 2001).
Includes \$41,850 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).
- (5) Includes \$193,984 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).
- (6) Includes \$4,909 that was invested in energy-related companies, prior to FirstEnergy company (November 7, 2001).
- (7) Includes \$46 that was invested in energy-related companies, prior to FirstEnergy Corp. (November 7, 2001).

10

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

- A-1 Financial statements of FirstEnergy Solutions Corp. for the quarter ended June 30, 2003.
- A-2 Financial statements of GPU Diversified Holdings LLC for the quarter ended June 30, 2003.
- A-3 Financial statements of Bay Shore Power Company for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-4 Financial statements of Centerior Energy Services, Inc for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-5 Financial statements of Warrenton River Terminal, Ltd. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-6 Financial statements of Ancoma, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-7 Financial statements of Dunbar Mechanical, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-8 Financial statements of Edwards Electrical & Mechanical, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-9 Financial statements of Elliot-Lewis Corporation for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-10 Financial statements of L.H. Cranston and Sons, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-11 Financial statements of Roth Bros., Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

treatment.

- A-12 Financial statements of The Hattenbach Company for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-13 Financial statements of R.P.C. Mechanical, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.

11

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

A. Financial Statements (Continued)

- A-14 Financial statements of Spectrum Controls Systems, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.
- A-15 Financial statements of GPU Solar, Inc. for the quarter ended June 30, 2003. - filed pursuant to request for confidential treatment.

12

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

B. Exhibits

Contracts Required by Item 3

- B-1 Stockholders Agreement made and entered into as of January 7, 1998 by and among GPU International, Inc., AstroPower, Inc. and GPU Solar, Inc. (in connection with the sale of GPU International, Inc. on December 22, 2000, the Stockholders Agreement was amended such that GPU International, Inc. transferred its interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-12 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.
- B-2 Amendment No. 1 to Stockholders Agreement made and entered into as of December 1, 2000 by and among GPU International, Inc., AstroPower, Inc., GPU Diversified Holdings LLC and GPU Solar,

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

Inc. (this amendment essentially transferred GPU International, Inc.'s interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-13 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.

B-3 Contract between FirstEnergy Service Company (as successor-by-merger to GPU Service, Inc.) and GPU Diversified Holdings LLC to provide legal and certain general and administrative services. - incorporated by reference to Exhibit B-4 to GPU's Quarterly Report on Form U-9C-3 for the period ended June 30, 2001.

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

C. Certificate of FirstEnergy Corp.

SIGNATURE

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

FIRSTENERGY CORP.

August 29, 2003

By: /s/ Harvey L. Wagner

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