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FIRSTENERGY CORP  
Form U5S  
May 02, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM U5S

ANNUAL REPORT  
For the Year Ended December 31, 2001

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, 2001  
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### ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2001

Name of Company	Number of Common Shares or Principal Amount Owned	% of (a) Voting Power
FirstEnergy Corp.:		
Ohio Edison Company	100 shs.	100
OES Capital, Inc.	200 shs.	100
OES Finance, Inc.	140 shs.	100
OES Fuel, Inc.	170 shs.	100
OES Nuclear, Inc.	1 shs.	100
OES Ventures, Inc.	110 shs.	100
Ohio Edison Financing Trust	148,454 shs.	100
Ohio Edison Financing Trust II (Inactive)		
Pennsylvania Power Company	6,290,000 shs.	100
The Cleveland Electric Illuminating Company	79,590,689 shs.	100
Cleveland Electric Financing Trust I	123,720 shs.	100
Centerior Funding Corporation	1,000 shs.	100
The Toledo Edison Capital Corporation	28,036 shs.	10
The Toledo Edison Company	39,133,887 shs.	100
The Toledo Edison Capital Corporation	252,321 shs.	90
American Transmission Systems, Incorporated	1 shs.	100
FirstEnergy Solutions Corp.	8 shs.	100
FirstEnergy Generation Corp.	1 shs.	100
Penn Power Energy, Inc.	50 shs.	100
FirstEnergy Nuclear Operating Company	1 shs.	100
GPU Nuclear, Inc. (q)	2,500 shs.	100
FirstEnergy Ventures Corp.	102 shs.	100
Advanced Technologies Development Corp.	1 shs.	100
Bay Shore Power Company	750 shs.	100
Centerior Communications Holdings, Inc.	1 shs.	100
Fiber Venture Equity, Inc. (Inactive)	10 shs.	100
Centerior Energy Services, Inc.	100 shs.	100
Centerior Power Enterprises, Inc. (Inactive)	10 shs.	100

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FirstEnergy Telecommunications Corp.	1 shs.	100
Warrenton River Terminal, Ltd.		100

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### ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2001 (Continued)

Name of Company	Number of Common Shares or Principal Amount Owned	% of (a) Voting Power
FE Acquisition Corp. (Inactive)	65 shs.	100
Mid-Atlantic Energy Development Co. (Inactive)	1,900 shs.	100
FirstEnergy Properties, Inc.	400 shs.	100
BSG Properties, Inc. (Inactive)	1 shs.	100
FirstEnergy Facilities Services Group, LLC	66 shs.	100
Anacoma, Inc.	104 shs.	100
Colonial Mechanical Corporation	81,132 shs.	100
Dunbar Mechanical, Inc.	277 shs.	100
Edwards Electrical & Mechanical, Inc.	435 shs.	100
Elliott-Lewis Corporation	100 shs.	100
Sautter Crane Rental, Inc.	100 shs.	100
A.A. Duckett, Inc.	1,000 shs.	100
E-L Enterprises, Inc.	1,000 shs.	100
Modern Air Conditioning, Inc.	49,950 shs.	100
Airdex Air Conditioning Corporation	1,000 shs.	100
R.L. Anderson, Inc.	9,800 shs.	100
The Hattenbach Company	531 shs.	100
L.H. Cranston and Sons, Inc.	1,000 shs.	100
Roth Bros., Inc.	792,312 shs.	100
R.P.C. Mechanical, Inc.	100 shs.	100
Spectrum Controls Systems	35 shs.	100
Webb Technologies, Inc.	939 shs.	100
MARBEL Energy Corporation	991 shs.	100
Marbel HoldCo, Inc.	100 shs.	100
Northeast Ohio Natural Gas Corp.	100 shs.	100
FirstEnergy Service Company	1 shs.	100
GPU Service, Inc. (GPUS) (b)	5,000 shs.	100
FirstEnergy Securities Transfer Company	1 shs.	100
FELHC, Inc.	1 shs.	100
Centerior Indemnity Trust (Inactive)		
Centerior Service Company (Inactive)	750 shs.	100
FE Holdings, L.L.C. (Inactive)		
Jersey Central Power & Light Company (JCP&L) (c)	15,371,270 shs.	100
JCP&L Preferred Capital, Inc.	100 shs.	100
JCP&L Capital L.P.	(d)	100
JCP&L Transition Holdings, Inc. (e)	100 shs.	100
JCP&L Transition Inc. (e)	100 shs.	100
JCP&L Transition Funding, LLC (e)	-	100

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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREINF DECEMBER 31, 2001 (Continued):

Name of Company	Number of Common Shares or Principal Amount Owned	% of (a) Voting Power
Metropolitan Edison Company (Met-Ed) (c) (f)	859,500 shs.	100
York Haven Power Company	500 shs.	100
Met-Ed Preferred Capital II, Inc.	100 shs.	100
Met-Ed Capital II, L.P.	(d)	100
Met-Ed Capital Trust	(d)	100
Pennsylvania Electric Company (Penelec) (c) (f)	5,290,596 shs.	100
Nineveh Water Company	5 shs.	100
The Waverly Electric Light and Power Company	600 shs.	100
Penelec Preferred Capital II, Inc.	100 shs.	100
Penelec Capital II, L.P.	(d)	100
Penelec Capital Trust	(d)	100
GPU Advanced Resources, Inc. (GPU AR) (g)	100 shs.	100
GPU Telcom Services, Inc. (GPU Telcom) (h)	100 shs.	100
MYR Group Inc. (MYR) (j)	6,702,426 shs.	100
The L. E. Myers Company	1,000 shs.	100
Hawkeye Construction, Inc.	550 shs.	100
Myrcom, Inc.	100 shs.	100
MYRpower, Inc.	100 shs.	100
Great Southwestern Construction, Inc.	50,000 shs.	100
Harlan Electric Company	100 shs.	100
Sturgeon Electric Company, Inc.	100 shs.	100
ComTel Technology, Inc.	50,000 shs.	100
Power Piping Company	9,900 shs.	100
D.W.Close Company, Inc.	26,450 shs.	100
GPU Diversified Holdings LLC (k)	-	100
GPU Solar, Inc.	50 shs.	50
GPU EnerTech Holdings, Inc. (i)	100 shs.	100
GPU Distributed Power, Inc.		100
GPU Power, Inc. (GPU Power) (l)	1,000 shs.	100
Guaracachi America, Inc. (l)	100 shs.	100
Empresa Guaracachi S.A. (l)	822,779 shs.	50
EI Barranquilla, Inc. (l)	100 shs.	100
Termobarranquilla, S.A. (l)	420,592 shs.	29
Barranquilla Lease Holding, Inc. (l)	100 shs.	100
Los Amigos Leasing Company, Ltd. (l)	12,000 shs.	100
EI International (l)	100 shs.	100
GPUI Colombia, Ltda. (l) (m)	100 shs.	100

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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2001 (Continued):

Name of Company	Number of Common Shares or Principal Amount Owned	% of (a) Voting Power
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GPU Power Philippines, Inc. (l)	100 shs.	100
Magellan Utilities Development Corporation (l)	17,264 shs.	40
GPU International Asia, Inc. (l)	100 shs.	100
GPU Power Ireland, Inc. (l) (Inactive)	100 shs.	100
Hanover Energy Corporation (l) (Inactive)	100 shs.	100
Austin Cogeneration Corporation (l) (Inactive)	100 shs.	100
Austin Cogeneration Partners, L.P.(l) (Inactive)	(p)	100
International Power Advisors, Inc. (l)	100 shs.	100
EI Canada Holding Limited (l)	1,000 shs.	100
EI Services Canada Limited (l)	1,000 shs.	100
EI Brooklyn Power Limited (l)	1,000 shs.	100
EI Brooklyn Investments Limited (l)	1,000 shs.	100
NCP Ada Power, Inc. (n) (Inactive)	1,000 shs.	100
NCP Energy, Inc. (n)	1,000 shs.	100
Syracuse Orange Partners LP	-	-
GPU Capital, Inc. (GPU Capital) (o)	100 shs.	100
GPU Electric, Inc. (GPU Electric) (o)	100 shs.	100
GPU Argentina Holdings, Inc. (o)	100 shs.	100
GPU Argentina Services S.R.L. (o)	5,000 shs.	100
GPU Empresa Distribuidora Electrica Regional, S.A. (EMDERSA) (o)	35,066,710 shs.	100
GPU Australia Holdings, Inc. (o)	100 shs.	100
VicGas Holdings, Inc. (o)	100 shs.	100
Victoria Electric Holdings, Inc. (o)	100 shs.	100
Victoria Electric, Inc. (o)	100 shs.	100
Austran Holdings, Inc. (o)	100 shs.	100
GPU International Australia Pty Ltd.	10,000,000 shs.	100
EI UK Holdings, Inc. (o)	100 shs.	100
Avon Energy Partners Holdings (o)	660,000 shs.	100
Avon Energy Partners plc (o)	660,000 shs.	100
Midlands Electricity plc (o)	392,572,556 shs.	100

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ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF  
DECEMBER 31, 2001 (Continued):

- Notes:
- (a) Sets forth the percentage of voting securities held directly or indirectly by FirstEnergy Corp.
  - (b) Provides corporate services to the former GPU Companies and FirstEnergy Corp.
  - (c) The business of these electric utility subsidiaries consists primarily of the transmission, distribution and sale of electricity.  
  
JCP&L, Met-Ed and Penelec collectively own all of the common stock of Saxton Nuclear Experimental Corporation, a Pennsylvania nonprofit corporation organized for nuclear experimental purposes which is now inactive. The carrying value of the owners' investment has been written down to a nominal value.
  - (d) A 100% General Partnership interest.
  - (e) These subsidiaries were established in February 2000 to effect the securitization of JCP&L's restructuring related stranded costs.

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- (f) Met-Ed, Penelec and MARBEL Energy Corporation are exempt as holding companies under Section 3(a) and Rule 2 of the Public Utility Holding Company Act of 1935 (the Act).
- (g) Advanced Resources, Inc.'s lines of business include energy services and retail energy sales.
- (h) GPU Telcom is an exempt telecommunications infrastructure development and management company and wholesale telecommunications provider with operations primarily in the Mid-Atlantic region of the US.
- (i) GPU Enertech Holdings, a Delaware corporation, was established in February 2000 as a holding company for investments in energy related technology or service companies.
- (j) MYR is a Delaware corporation formed in 1982. MYR is an infrastructure construction services company, providing through its ten subsidiaries, a complete range of power line and commercial/industrial electrical construction services for electric utilities, telecommunications providers, commercial and industrial facilities and government agencies across the US. MYR also builds cellular towers for the wireless communications market.
- (k) Diversified Holdings, a Delaware corporation, was established in August 2000 to hold certain of the GPU System's non-utility holdings.
- (l) These subsidiaries are exempt wholesale generators (EWG) under the provisions of Section 32 of the Act. These subsidiaries participate in some or all aspects of promoting, developing, financing, constructing, owning, managing and operating generation facilities, both domestically and in foreign countries, the electric energy from which is sold exclusively at wholesale.

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### ITEM 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 2001 (Continued):

- Notes:
- (m) GPUI Colombia, Ltda. is owned 48% by GPU Power, Inc. and 52% by EI International.
  - (n) These subsidiaries are independent power producers, which participate in some or all aspects of promoting, developing, financing, constructing, owning, managing and operating nonutility qualifying facilities.
  - (o) These subsidiaries are foreign utility companies (FUCO) under the provisions of Section 33 of the Act. These subsidiaries participate in some or all aspects of promoting, developing, financing, constructing, owning, managing and operating generation, transmission and distribution facilities in foreign countries.
  - (p) A 1% General Partnership and a 99% Limited Partnership interest.

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- (q) Involved with decommissioning the Saxton Nuclear Experimental Station and monitoring of the Three Mile Island Unit 2 nuclear facility, which was damaged during a 1979 accident, up until the time decommissioning of the plant commences (around the year 2014).

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ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

On November 7, 2001, FirstEnergy Corp. (FirstEnergy), an Ohio corporation, merged with GPU, Inc. (GPU), a registered holding company under the Public Utility Holding Company Act of 1935 (the 1935 Act). As a result of the merger, GPU's former wholly owned subsidiaries, including JCP&L, Met-Ed and Penelec (collectively, the Former GPU Companies), became wholly owned subsidiaries of FirstEnergy. Upon completion of the merger on November 7, 2001, FirstEnergy filed with the SEC a Notification of Registration on Form U-5A, thereby registering as a holding company pursuant to the provisions of Section 5(a) under the 1935 Act. The merger was accounted for by the purchase method of accounting and accordingly, FirstEnergy's Consolidated Statement of Income includes the results of the Former GPU Companies beginning November 7, 2001.

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

Name of Issuer and Title of Issue (1)	Name of Company Issuing (2)	Principal Amount ----- Issued and Sold (3)
FirstEnergy Corp. ....	FirstEnergy Corp.	
Ohio Edison Company .....	Ohio Edison Company	
Cleveland Electric Illuminating Company	Cleveland Electric Illuminating Co.	
Pennsylvania Power Company .....	Pennsylvania Power Company	
Toledo Edison Company .....	Toledo Edison Company	
First Communications, L.L.C.....	First Communications, L.L.C.	
Great Lakes Energy Partners, L.L.C.....	Great Lakes Energy Partners, L.L.C.	
BSG Properties, Inc. ....	BSG Properties, Inc.	
FirstEnergy Facilities Services Group, L.L.C.....	FirstEnergy Facilities Services Group, L.L.C.	
Jersey Central Power & Light Company ..	Jersey Central Power & Light Company	
Metropolitan Edison Company .....	Metropolitan Edison Company	
Pennsylvania Electric Company .....	Pennsylvania Electric Company	
GPU Advanced Resources .....	GPU Advanced Resources	
GPU Telcom Services, Inc.....	GPU Telcom Services, Inc.	
GPU Nuclear, Inc. ....	GPU Nuclear, Inc.	

  

Name of Issuer and Title of Issue (1)	Name of Company Issuing (2)	Date of Transaction (5)
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FirstEnergy Corp. ....	First Energy Corp.	Various
Ohio Edison Company .....	Ohio Edison Company	Various
Cleveland Electric Illuminating Company	Cleveland Electric Illuminating Company	Various
Pennsylvania Power Company .....	Pennsylvania Power Company	Various
Toledo Edison Company .....	Toledo Edison Company	Various
First Communications, L.L.C.....	First Communications, L.L.C.	Various
Great Lakes Energy Partners, L.L.C....	Great Lakes Energy Partners, L.L.C.	Various
BSG Properties, Inc. ....	BSG Properties, Inc.	Various
FirstEnergy Facilities Services Group, L.L.C.....	FirstEnergy Facilities Services Group, L.L.C.	Various
Jersey Central Power & Light Company ..	Jersey Central Power & Light Company	Various
Metropolitan Edison Company .....	Metropolitan Edison Company	Various
Pennsylvania Electric Company .....	Pennsylvania Electric Company	Various
GPU Advanced Resources .....	GPU Advanced Resources	Various
GPU Telcom Services, Inc. ....	GPU Telcom Services, Inc.	Various
GPU Nuclear, Inc. ....	GPU Nuclear, Inc.	Various

- (a) Represents miscellaneous surety bonds for various purposes.
- (b) Represents surety bonds relating to environmental issues (\$702,800) and miscellaneous surety bonds for various purposes (\$4,840,691).
- (c) Represents surety bonds for workers' compensation self-insurance (\$2,500,000), surety bonds relating to environmental issues (\$11,454,222) and miscellaneous surety bonds for various purposes (\$2,384,925).
- (d) Represents surety bonds for workers' compensation insurance (\$6,323,980) and miscellaneous surety bonds for various purposes (\$31,000).
- (e) Represents surety bonds for workers' compensation insurance (\$1,924,521) and miscellaneous surety bonds for various purposes (\$518,000).
- (f) Represents surety bonds for workers' compensation insurance (\$4,702,512) and miscellaneous surety bonds relating to environmental issues (\$210,000).
- (g) Represents miscellaneous surety bonds related to environmental issues.

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

Name of Issuer and Title of Issue	Name of Company Acquiring, Redeeming or Retiring Securities	Consideration	Disposition	Authorizati or Exemptio
-----				
FirstEnergy Corp.:				
Unsecured Notes	FirstEnergy Corp.	\$3,962,250,000	Acquired	Rule 42
Ohio Edison Company:				
Secured Trust Notes	Ohio Edison	\$ 14,302,266	Redeemed/Retired	Rule 42
Pollution Control Note	Ohio Edison	\$ 70,890,000	Redeemed/Retired	Rule 42
Pollution Control Note	Ohio Edison	\$ 69,500,000	Acquired	Rule 42
Pennsylvania Power Company:				



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First Mortgage Bonds	Penn Power	\$ 974,000	Redeemed/Retired	Rule 42
Pollution Control Notes	Penn Power	\$ 32,850,000	Acquired	Rule 42
Pollution Control Notes	Penn Power	\$ 33,507,000	Redeemed/Retired	Rule 42

Cleveland Electric  
Illuminating Company:

Medium Term Notes	CEI	\$ 57,430,974	Redeemed/Retired	Rule 42
Pollution Control Notes	CEI	\$ 30,000	Redeemed/Retired	Rule 42
Preferred Stock	CEI	\$ 80,466,000	Redeemed/Retired	Rule 42
Preferred Stock	CEI	\$ 100,000,000	Acquired	Rule 42

Toledo Edison Company:

First Mortgage Bonds	Toledo Edison	\$ 400,000	Redeemed/Retired	Rule 42
Medium Term Notes	Toledo Edison	\$ 30,167,500	Redeemed/Retired	Rule 42
Pollution Control Notes	Toledo Edison	\$ 30,000	Redeemed/Retired	Rule 42

Jersey Central Power &  
Light Company:

Cumulative Preferred Stock	JCP&L	\$ 10,968,622	Redeemed/Retired	Rule 42
Medium Term Notes	JCP&L	\$ 41,245,167	Redeemed/Retired	Rule 42

See page 15 for a detailed description of the above transactions.

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

Name of Issuer and Title of Issue (1)	Name of Company Acquiring, Redeeming or Retiring Securities (2)	Principal Amount or Stated Value		Date of Transaction (5)
		Acquired (3)	Redeemed and Retired (4)	
FirstEnergy Corp.				
Unsecured Notes:				
5.500% Series A	FirstEnergy Corp.	\$1,000,000,000		11/15/00
6.450% Series B	FirstEnergy Corp.	1,500,000,000		11/15/00
7.375% Series C	FirstEnergy Corp.	1,500,000,000		11/15/00
		-----		
		\$4,000,000,000		

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

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Name of Issuer and Title of Issue (1)	Name of Company Acquiring, Redeeming or Retiring Securities (2)	Principal Amount or Stated Value		Date of Transaction (5)	Considera (6)
		Acquired (3)	Redeemed and Retired (4)		

Ohio Edison  
Company

Secured Trust Notes:

7.930% PEPCO	Ohio Edison		\$ 1,079,732	1/21/01	\$ 1,19
7.930% PEPCO	Ohio Edison		1,086,867	2/21/01	1,19
7.930% PEPCO	Ohio Edison		1,094,049	3/21/01	1,19
7.930% PEPCO	Ohio Edison		1,101,279	4/21/01	1,19
7.930% PEPCO	Ohio Edison		1,108,557	5/21/01	1,19
7.930% PEPCO	Ohio Edison		1,115,882	6/21/01	1,19
7.930% PEPCO	Ohio Edison		1,123,256	7/21/01	1,19
7.930% PEPCO	Ohio Edison		1,130,679	8/21/01	1,19
7.930% PEPCO	Ohio Edison		1,138,151	9/21/01	1,19
7.930% PEPCO	Ohio Edison		1,145,672	10/21/01	1,19
7.930% PEPCO	Ohio Edison		1,153,243	11/21/01	1,19
7.930% PEPCO	Ohio Edison		1,160,864	12/21/01	1,19
			-----		
			\$13,438,231		\$14,30

Pollution Control Notes:

7.000% Series			\$69,500,000	6/27/01	\$70,89
4.485% Series		\$69,500,000		6/27/01	69,50
		-----			-----
		\$69,500,000	\$69,500,000		\$140,39

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

Name of Issuer and Title of Issue (1)	Name of Company Acquiring, Redeeming or Retiring Securities (2)	Principal Amount or Stated Value		Date of Transaction (5)	Conside (6)
		Acquired (3)	Redeemed and Retired (4)		

Pennsylvania  
Power Company

First Mortgage Bonds:

9.740% Series	Penn Power		\$ 974,000	11/1/01	\$ 9
---------------	------------	--	------------	---------	------

Pollution Control Notes:

7.150% Series	Penn Power		14,925,000	6/27/01	15,2
Variable Series	Penn Power	\$14,925,000		6/27/01	14,9
7.150% Series	Penn Power		17,925,000	6/27/01	18,2
Variable Series	Penn Power	17,925,000		6/27/01	17,9
		-----	-----		-----
		\$32,850,000	\$32,850,000		\$66,3

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

Name of Issuer and Title of Issue (1)	Name of Company Acquiring, Redeeming or Retiring Securities (2)	Principal Amount or Stated Value		Date of Transaction (5)
		Acquired (3)	Redeemed and Retired (4)	
Cleveland Electric Illuminating Company (CEI)				
Medium Term Notes:				
9.200% Series	CEI		\$15,000,000	6/1/01
7.420% Series	CEI		10,000,000	8/5/01
9.050% Series	CEI		5,000,000	8/15/01
8.680% Series	CEI		15,000,000	11/1/01
8.540% Series	CEI		3,000,000	11/15/01
8.550% Series	CEI		5,000,000	11/15/01
8.560% Series	CEI		3,500,000	11/15/01
			-----	
			\$56,500,000	
Pollution Control Notes:				
7.000% Series	CEI		\$ 15,000	9/1/01
7.000% Series	CEI		15,000	9/1/01
			-----	
			\$ 30,000	
Preferred Stock:				
9.150% Series Q	CEI		\$10,716,000	6/1/01
7.350% Series C	CEI		1,000,000	8/1/01
9.000% Series S	CEI		18,750,000	11/1/01
8.800% Series R	CEI		50,000,000	12/1/01
			-----	
			\$80,466,000	
Cleveland Electric Financing Trust I				
Preferred Stock:				
9.000% Series	CEI	\$100,000,000		12/19/01

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

Principal

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Name of Issuer and Title of Issue (1)	Name of Company Acquiring, Redeeming or Retiring Securities (2)	Amount or Stated Value Acquired (3)	Redeemed and Retired (4)	Date of Transaction (5)	Consideration (6)
Toledo Edison Company					
First Mortgage Bonds:					
8.000% Series	Toledo Edison		\$ 400,000	11/1/01	\$ 400,000
Medium Term Notes:					
9.500% Series	Toledo Edison		21,000,000	4/1/01	21,997,500
8.500% Series	Toledo Edison		8,000,000	12/31/01	8,170,000
			-----		-----
			\$29,000,000		\$30,167,500
Pollution Control Notes:					
10.000% Series	Toledo Edison		\$ 30,000	8/15/01	\$ 30,000

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

Name of Issuer and Title of Issue (1)	Name of Company Acquiring, Redeeming or Retiring Securities (2)	Principal Amount or Stated Value Acquired (3)	Redeemed and Retired (4)	Date of Transact (5)
Jersey Central Power & Light Company				
Cumulative Preferred Stock:				
7.52% Series K	JCP&L		\$ 2,500,000	06/01
8.65% Series J	JCP&L		8,333,300	07/01
			-----	
			\$10,833,300	
Medium Term Notes:				
6.45% Series D	JCP&L		\$40,000,000	11/26

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF DECEMBER 31, 2001

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Name of Issuer	Security Owned	Equity Securities	
		Shares Owned	% of Voting Power
Common Systems Inc.	Stock	1,490,301 (1)	7.41%
Ballard Power Systems Inc.	Common Stock	99,400	.12%
EnviroTech	Limited Partnership Interest	-	9.90%
Waterford Development Corporation	Common Stock	50	6.25%
Greater Reading Development Partnership	Limited Partnership Interest	-	5.58%
Telergy	Series B, Convertible Redeemable Preferred Stock	52,220	3%
America's Fiber Network, LLC	LLC Interest		31.09%
Pantellos Corporation	Common Stock	466,108	8.21%
Sting Communications	Series B Preferred Stock	135,087	10%
Enertech Capital Partners II, LP	Limited Partnership Interest	-	1.82%
CID Ohio Equity Capital	Limited Partnership Interest		15%
PNBV Capital Trust	Corporation Interest		49%
Great Lakes Energy Partners	LLC Interest		50%
McDonald Corporate Tax Credit Fund	Limited Partnership Interest		12.37%

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF DECEMBER 31, 2001 (Continued):

Name of Issuer	Security Owned	Equity Securities	
		Shares Owned	% of Voting Power

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McDonald Ohio Tax Credit Fund - 1996	Limited Partnership Interest		42.13%
McDonald Ohio Tax Credit Fund - 1998	Limited Partnership Interest		30.94%
Apollo Tax Credit Fund III	Limited Partnership Interest		33.33%
Apollo Tax Credit Fund IX	Limited Partnership Interest		99.99%
Boston Capital Corp. Tax Credit Fund X	Limited Partnership Interest		10.93%
Boston Capital Corp. Tax Credit Fund XIV	Limited Partnership Interest		14%
Boston Capital Corp. Tax Credit Fund XVII	Limited Partnership Interest		10%
Marion Senior Housing Limited	Limited Partnership Interest		29.21%
Eastroc Technologies, LLC	LLC Interest		50%
Engineered Processes, Ltd.	LLC Interest		50%
Kinetic Ventures I	LLC Interest		11.11%
Kinetic Ventures II	LLC Interest		14.28%
The Alliance Participants Administrative and Startup Co., LLC	LLC Interest		10%
FirstEnergy Engineering, Inc.	Common Stock	100	49%
PowerSpan Corp.	Preferred Stock		18.63%
First Communications	LLC		31.08%

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF DECEMBER 31, 2001 (Continued):

Name of Issuer	Security Owned	Equity Securities		Nat Bu
		Shares Owned	% of Voting Power	
-----	-----	-----	-----	---

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Boston Financial Tax Credit Fund III	Limited Partnership Interest		5.38%
Boston Financial Tax Credit Fund V	Limited Partnership Interest		3.24%
Boston Financial Tax Credit Fund XVI	Limited Partnership Interest		5.83%
McDonald Corporate Tax Credit Fund 1995	Limited Partnership Interest		9.00%
Boston Capital Tax Credit Fund IV	Limited Partnership Interest		2.95%
Ohio Equity Fund for Housing II	Limited Partnership Interest		7.62%
USA Institutional Tax Credits Fund VII	Limited Partnership Interest		8.11%
Nth Power Technology Fund II	Limited Partnership Interest		8.1%
Nth Power Technology Fund II-A	Limited Partnership Interest		6.5%
Kinetics Ventures III	LLC Interest		8.00%
Envirotech Fund I	Limited Partnership Interest		6.32%
Republic Technologies International, Inc.	Series C, Convertible Preferred Stock	30,000	5.3%

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF DECEMBER 31, 2001 (Continued):

Name of Issuer -----	Security Owned -----	Equity Securities -----		Na Bu ---
		Shares Owned -----	% of Voting Power -----	
OVEC	Common Stock	20,500	21%	
Cranberry Square Associates, LP	Limited Partnership Interest		50%	
APX	Series B-2 & Series C Preferred Stock	1,218,975	1.16%	
Cleveland Development Partnership I	Limited Partnership Interest		1.47%	

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Active Power Exchange Inc.	Common Stock	92,378	0.006%
-------------------------------	--------------	--------	--------

Misc. de minimis  
investments received  
as a result of bankruptcy  
of distribution customers

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF  
DECEMBER 31, 2001 (Continued):

- (1) Includes 490,300 nonvoting shares.
- (2) Participation loans to development corporations to assist in the expansion and development of industrial and commercial activities by providing financial assistance to small, emerging businesses.
- (3) A nonprofit business that provides loans to development corporations to assist in the development of commercial real estate and multi-unit homes in the downtown Reading, Pennsylvania area.
- (4) A Competitive Local Exchange Carrier (CLEC) that provides local and long-distance telephone service to business and residential customers.
- (5) A telecommunications company formed by five electric utilities that serves as a "carrier's carrier" and provides telecommunications capacity.
- (6) An exempt telecommunications company, engaged in the e-procurement business.
- (7) A telecommunications company that provides broadband access using unlicensed radio frequencies.
- (8) A fund which invests in energy-related technology or service companies.
- (9) Venture capital fund focusing on the formation and development of new businesses in Ohio.
- (10) Low-income housing tax credit limited partnerships.
- (11) Venture capital funds investing in energy and communications related companies.
- (12) A partnership which will license alpha plaster technology.
- (13) A partnership to license the technology used to convert scrubber by-product to gypsum for use by a wallboard plant and/or to license the technology to other companies.
- (14) A corporation that provides engineering services to parties as a subcontractor on construction projects undertaken for third parties.



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- (15) A trust established to purchase a portion of the lease obligation bonds issued on behalf of lessors in nuclear plant sale and leaseback transactions.
- (16) A telecommunications company.

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ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF DECEMBER 31, 2001 (Continued):

- (17) Oil and gas exploration and production company.
- (18) A corporation involved in research and clean coal technology designed to reduce sulfur dioxide, nitrogen oxide and mercury emissions.
- (19) The Alliance Participants Administrative and Startup Activities Company, LLC ("BridgeCo") is an entity created to manage the financial and other affairs of the ten members of the Alliance Regional Transmission Organization.
- (20) A steel manufacturer.
- (21) Electric service in the Ohio Valley for Portsmouth Uranium Enrichment Plant.
- (22) A limited partnership with the purpose of acquiring, developing, constructing, owning, operating, improving, leasing or otherwise managing a strip shopping center containing approximately 215,000 square feet of rentable space and other incidental improvements on approximately 24 acres located in Cranberry Township, Butler County, Pennsylvania.
- (23) Develops, owns and operates integrated low cost efficient internet-based electronic power exchanges and automated clearinghouses for the electric power industry.
- (24) A partnership created to provide a source of private sector funding for real estate development in the City of Cleveland.
- (25) A developer of flywheel energy storage system for use in uninterruptible power supply and other power quality applications.

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ITEM 6. OFFICERS AND DIRECTORS  
PART I. AS OF DECEMBER 31, 2001

		FE Corp.	ATSI	FE Facilities Services Group	FE Nuclear Operating Co.	FE Properties Inc	FE Securit Transfe
Fred D. Hafer (Q)	(A)	CH,D					
H. Peter Burg	(A)	CEO,VCH,D	P,D	D	CH,CEO,D	P,D	D
Dr. Carol A. Cartwright	(A)	D					

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William F. Conway	(A)	D				D		
Robert B. Heisler, Jr.	(A)	D						
Robert L. Loughhead	(A)	D						
Russell W. Maier	(A)	D						
John M. Pietruski	(A)	D						
Robert N. Pokelwaldt	(A)	D						
Paul J. Powers	(A)	D						
Catherine A. Rein	(A)	D						
Robert C. Savage	(A)	D						
George M. Smart	(A)	D						
Adm. Carlisle A. H. Trost	(A)	D						
Jesse T. Williams, Sr.	(A)	D						
Dr. Patricia K. Woolf	(A)	D						
Stanley C. Van Ness	(C)							
Gelorma E. Persson	(C)							
Anthony J. Alexander	(A)	P, COO	D	D	D	D	D	D
Richard H. Marsh	(A)	SVP, CFO	D, VP, CFO	D			VP, D	D
Leila L. Vespoli	(A)	SVP, GC	VP, GC	VP, GC			VP, GC	
Earl T. Carey	(A)						VP	
Harvey L. Wagner	(A)	VP, C	C			C	C	
Nancy C. Ashcom	(A)	S	S	S	S	S	S	P, S
Edward J. Udovich	(A)	AS	AS	AS	AS	AS	AS	AS
Thomas C. Navin	(A)	T	T	T	T	T	T	T

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2001

		FE Ventures Corp.	GPU AR	GPU Capital Inc.	GPU Div. Holdings	GPU Nuclear
		-----	---	-----	-----	-----
Fred D. Hafer (Q)	(A)					
H. Peter Burg	(A)	D	D	D	D	CH, CEO, D

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Dr. Carol A. Cartwright	(A)						
William F. Conway	(A)						D
Robert B. Heisler, Jr.	(A)						
Robert L. Loughhead	(A)						
Russell W. Maier	(A)						
John M. Pietruski	(A)						
Robert N. Pokelwaldt	(A)						
Paul J. Powers	(A)						
Catherine A. Rein	(A)						
Robert C. Savage	(A)						
George M. Smart	(A)						
Adm. Carlisle A. H. Trost	(A)						
Jesse T. Williams, Sr.	(A)						
Dr. Patricia K. Woolf	(A)						
Stanley C. Van Ness	(C)						
Gelorma E. Persson	(C)						
Anthony J. Alexander	(A)	D	P, D	P, D	P, D		D
Richard H. Marsh	(A)	D	SVP, CFO, D	SVP, CFO, D	SVP, CFO, D		
Leila L. Vespoli	(A)	VP, GC	SVP, GC	SVP, GC	SVP, GC		
Earl T. Carey	(A)						
Harvey L. Wagner	(A)	C	VP, C	VP, C	VP, C		VP, C
Nancy C. Ashcom	(A)	S	S	S	S		S
Edward J. Udovich	(A)	AS	AS	AS	AS		AS
Thomas C. Navin	(A)	T	T	T	T		T

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2001

		JCP&L	MARBEL	Met-Ed	MYR	Ohio	Penele
		-----	-----	-----	---	-----	-----
Fred D. Hafer	(Q)						

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H. Peter Burg	(A)		D	P,D	D	P,D	P,D
Dr. Carol A. Cartwright	(A)						
William F. Conway	(A)						
Robert B. Heisler, Jr.	(A)						
Robert L. Loughhead	(A)						
Russell W. Maier	(A)						
John M. Pietruski	(A)						
Robert N. Pokelwaldt	(A)						
Paul J. Powers	(A)						
Catherine A. Rein	(A)						
Robert C. Savage	(A)						
George M. Smart	(A)						
Adm. Carlisle A. H. Trost	(A)						
Jesse T. Williams, Sr.	(A)						
Dr. Patricia K. Woolf	(A)						
Stanley C. Van Ness	(C)	D					
Gelorma E. Persson	(C)	D					
Anthony J. Alexander	(A)		D	D	D	D	D
Richard H. Marsh	(A)	SVP,CFO		SVP,CFO,D	D	SVP,CFO,D	SVP,CFO
Leila L. Vespoli	(A)	SVP,GC,D		SVP,GC		SVP,GC	SVP,G
Earl T. Carey	(A)	P,D		VP		VP	VP
Harvey L. Wagner	(A)	VP,C		VP,C		VP,C	VP,C
Nancy C. Ashcom	(A)	S	S	S		S	S
Edward J. Udovich	(A)	AS		AS		AS	AS
Thomas C. Navin	(A)	T		T		T	T

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2001

FE Corp.	ATSI	FE Facilities Services Group	FE Nuclear Operating Co.	FE Properties Inc	FE Securiti Transfer
-------------	------	------------------------------------	--------------------------------	-------------------------	----------------------------

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Randy Scilla	(A)	AT	AT	AT	AT	AT
Jeffrey R. Kalata	(A)	AC			AC	AC
Paulette R. Chatman	(C)	AC				
Kevin J. Keough	(A)					
Arthur R. Garfield	(B)					SVP
Robert Saunders	(A)				P, CNO, D	
Lew Myers	(A)				SVP	
Guy Campbell	(G)				VP	
John Wood	(H)				VP	
James J. Byrne	(P)					
Douglas S. Elliott	(B)					
Guy L. Pipitone	(B)					VP
Carole Snyder	(A)					
Mary Beth C. Carroll	(A)					
Stanley A. Szwed	(A)		VP			VP
Lynn Cavalier	(A)					
Mark T. Clark	(A)					
Kathryn W. Dindo	(A)				CH	
Michael J. Dowling	(A)					
Terrance G. Howson	(C)					
Ali Jamshidi	(A)					
Charles E. Jones	(A)					
David C. Luff	(A)					
Thomas M. Welsh	(A)					
David Whitehead	(A)					VP
Bradford F. Tobin	(A)					

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2001

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		FE Ventures Corp. -----	GPU AR -----	GPU Capital Inc. -----	GPU Div. Holdings -----	GPU Nuclear -----	GPU Power -----
Randy Scilla	(A)	AT	AT	AT	AT	AT	AT
Jeffrey R. Kalata	(A)	AC	AC	AC	AC	AC	AC
Paulette R. Chatman	(C)		AC	AC	AC	AC	AC
Kevin J. Keough	(A)	P					
Arthur R. Garfield	(B)						
Robert Saunders	(A)					P, CNO, D	
Lew Myers	(A)						
Guy Campbell	(G)						
John Wood	(H)						
James J. Byrne	(P)					VP	
Douglas S. Elliott	(B)						
Guy L. Pipitone	(B)						
Carole Snyder	(A)						
Mary Beth C. Carroll	(A)						
Stanley A. Szwed	(A)						
Lynn Cavalier	(A)						
Mark T. Clark	(A)						
Kathryn W. Dindo	(A)						
Michael J. Dowling	(A)						
Terrance G. Howson	(C)						
Ali Jamshidi	(A)						
Charles E. Jones	(A)						
David C. Luff	(A)						
Thomas M. Welsh	(A)						
David Whitehead	(A)						
Bradford F. Tobin	(A)						

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ITEM 6. OFFICERS AND DIRECTORS (Continued)

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PART I. AS OF DECEMBER 31, 2001

		JCP&L -----	MARBEL Energy -----	Met-Ed -----	MYR ---	Ohio Edison -----	Penelec -----	CEI ---
Randy Scilla	(A)	AT	AT	AT		AT	AT	AT
Jeffrey R. Kalata	(A)	AC		AC		AC	AC	AC
Paulette R. Chatman	(C)	AC		AC		AC	AC	AC
Kevin J. Keough	(A)							
Arthur R. Garfield	(B)					SVP		SVP
Robert Saunders	(A)							
Lew Myers	(A)							
Guy Campbell	(G)							
John Wood	(H)							
James J. Byrne	(P)							
Douglas S. Elliott	(B)							
Guy L. Pipitone	(B)					VP		VP
Carole Snyder	(A)							
Mary Beth C. Carroll	(A)							
Stanley A. Szwed	(A)					VP		VP
Lynn Cavalier	(A)					RP		
Mark T. Clark	(A)							
Kathryn W. Dindo	(A)		D					
Michael J. Dowling	(A)							
Terrance G. Howson	(C)							
Ali Jamshidi	(A)							
Charles E. Jones	(A)	D						RP
David C. Luff	(A)							
Thomas M. Welsh	(A)							
David Whitehead	(A)							RVP
Bradford F. Tobin	(A)							

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
 PART I. AS OF DECEMBER 31, 2001

		FE Corp.	ATSI	FE Facilities Services Group	FE Nuclear Operating Co.	FE Properties Inc	FE Securiti Transfer
		-----	-----	-----	-----	-----	-----
Samuel A. Roth	(B)			P			
Joseph Hrach	(B)						
Trent Smith	(B)						
Lawrence P. Haren	(E)						
William S. Skibitsky	(D)						
William A Koertner	(D)						
Byron D. Nelson	(D)						
Michael F. Knapp	(D)						
John A. Fluss	(D)						
William H. Green	(D)						
William J. Weaver	(D)						
David L Ayers	(D)						
Elaine Hughes	(D)						
Robert E. McDaniel	(D)						
Brian L. Smolinski	(D)						
James P. Urbas	(D)						
Greg R. Medici	(D)						
Roger D. Ruch	(A)			ED,C			
Howard W. Bergendahl	(H)				VP		
Thomas G. Booth	(A)						
Dennis M. Chack	(K)						
Paul W. Allison	(K)						
Thomas A. Clark	(I)						
Jeffrey A. Elser	(I)						



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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
 PART I. AS OF DECEMBER 31, 2001

		FE Ventures Corp. -----	GPU AR --	GPU Capital Inc. -----	GPU Div. Holdings -----	GPU Nuclear -----	GPU Powe -----
Samuel A. Roth	(B)						
Joseph Hrach	(B)						
Trent Smith	(B)						
Lawrence P. Haren	(E)						
William S. Skibitsky	(D)						
William A Koertner	(D)						
Byron D. Nelson	(D)						
Michael F. Knapp	(D)						
John A. Fluss	(D)						
William H. Green	(D)						
William J. Weaver	(D)						
David L Ayers	(D)						
Elaine Hughes	(D)						
Robert E. McDaniel	(D)						
Brian L. Smolinski	(D)						
James P. Urbas	(D)						
Greg R. Medici	(D)						
Roger D. Ruch	(A)						
Howard W. Bergendahl	(H)						
Thomas G. Booth	(A)						
Dennis M. Chack	(K)						
Paul W. Allison	(K)						
Thomas A. Clark	(I)						
Jeffrey A. Elser	(I)						

ITEM 6. OFFICERS AND DIRECTORS (Continued)  
 PART I. AS OF DECEMBER 31, 2001

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		JCP&L -----	MARBEL Energy -----	Met-Ed -----	MYR ---	Ohio Edison -----	Penelec -----	CEI ---
Samuel A. Roth	(B)							
Joseph Hrach	(B)							
Trent Smith	(B)							
Lawrence P. Haren	(E)		P, T					
William S. Skibitsky	(D)				P, CEO			
William A Koertner	(D)				SVP, CFO, T			
Byron D. Nelson	(D)				SVP, GC, S			
Michael F. Knapp	(D)				GVP			
John A. Fluss	(D)				GVP			
William H. Green	(D)				GVP			
William J. Weaver	(D)				GVP			
David L Ayers	(D)				VP			
Elaine Hughes	(D)				VP			
Robert E. McDaniel	(D)				VP			
Brian L. Smolinski	(D)				VP			
James P. Urbas	(D)				VP			
Greg R. Medici	(D)				C, AT			
Roger D. Ruch	(A)							
Howard W. Bergendahl	(H)							
Thomas G. Booth	(A)							
Dennis M. Chack	(K)							
Paul W. Allison	(K)							
Thomas A. Clark	(I)					RP		
Jeffrey A. Elser	(I)							

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2001

FE Facilities FE Nuclear

FE

FE

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		FE Corp. -----	ATSI -----	Services Group -----	Operating Co. -----	Properties Inc -----	Secur Trans -----
Ronald P. Lantzy	(N)						
Stephen E. Morgan	(J)						
James M. Murray	(L)						
Jack A. Kline	(O)						
Steven A. Schumacher	(O)						
John E. Paganie	(M)						
Jacqueline L. Roth	(M)						
Donald M. Lynch	(A)						
Steven E. Strah	(C)						
Steven L. Feld	(C)						

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ITEM 6. OFFICERS AND DIRECTORS (Continued)  
PART I. AS OF DECEMBER 31, 2001

		FE Ventures Corp. -----	GPU AR --	GPU Capital Inc. -----	GPU Div. Holdings -----	GPU Nuclear -----
Ronald P. Lantzy	(N)					
Stephen E. Morgan	(J)					
James M. Murray	(L)					
Jack A. Kline	(O)					
Steven A. Schumacher	(O)					
John E. Paganie	(M)					
Jacqueline L. Roth	(M)					
Donald M. Lynch	(A)					
Steven E. Strah	(C)					
Steven L. Feld	(C)					

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ITEM 6. OFFICERS AND DIRECTORS (Continued)

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PART I. AS OF DECEMBER 31, 2001

		JCP&L	MARBEL	Met-Ed	MYR	Ohio Edison	Penel
		-----	-----	-----	---	-----	-----
Ronald P. Lantzy	(N)						
Stephen E. Morgan	(J)					RP	
James M. Murray	(L)						
Jack A. Kline	(O)						
Steven A. Schumacher	(O)						
John E. Paganie	(M)						
Jacqueline L. Roth	(M)						
Donald M. Lynch	(A)						
Steven E. Strah	(C)						
Steven L. Feld	(C)						

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ITEM 6. OFFICERS AND DIRECTORS (continued)

PART I. AS OF DECEMBER 31, 2001

- (A) Address is 76 South Main St., Akron, Ohio 44308
- (B) Address is 395 Ghent Road, Akron, Ohio 44308
- (C) Address is 300 Madison Ave., Morristown, New Jersey 07962
- (D) Address is 1701 West Golf Road, Rolling Meadows, Illinois 60008
- (E) Address is 104 Sixth Street, SW, Canton, Ohio 44702
- (F) Not used
- (G) Address is 10 Center Road, Perry, Ohio 44081
- (H) Address is 5501 North State Route 2, Oak Harbor, Ohio 43449
- (I) Address is 730 South Ave., Youngstown, Ohio 44502
- (J) Address is 1910 West Market St., Akron, Ohio 44313
- (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

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- (O) Address is 2800 Pottsville Pike, Reading, PA 19605
- (P) Address is Route 168, Shippingport, PA 15077
- (Q) Mr. Hafer has announced his retirement from the company effective May 21, 2002.

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ITEM 6. OFFICERS AND DIRECTORS (continued)  
PART I. AS OF DECEMBER 31, 2001

Key

-----

CH	Chairman
VCH	Vice Chairman
D	Director
P	President
GC	General Counsel
CEO	Chief Executive Officer
CFO	Chief Financial Officer
COO	Chief Operating Officer
CIO	Chief Information Officer
CNO	Chief Nuclear Officer
CPO	Chief Procurement Officer
CRO	Chief Risk Officer
CETO	Chief Ethics Officer
SVP	Senior Vice President
ED	Executive Director
GVP	Group Vice President
RP	Region President
VP	Vice President
RVP	Region Vice President
C	Controller
S	Corporate Secretary
T	Treasurer
AC	Assistant Controller
AS	Assistant Corporate Secretary
AT	Assistant Treasurer

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ITEM 6. OFFICERS AND DIRECTORS (continued)  
PART II. AS OF DECEMBER 31, 2001

Name of Officer or Director	Name and Location of Financial Institution	Position Held in Financial Institution	Applicable Exception Rule
Robert B. Heisler, Jr. (1)	KeyCorp. Cleveland, OH	Executive Vice President	70
	McDonald Investments Cleveland, OH	Director	70
Dr. Carol A. Cartwright	KeyCorp. Cleveland, OH	Director	70

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Catherine A. Rein	Bank of New York New York, NY	Director	70
	New England Financial, Inc. Boston, MA	Director	70
John M. Pietruski	Lincoln National Corporation Philadelphia, PA	Director	70
Russell W. Maier	United National Bank Canton, OH	Director	70
Dr. Patricia K. Woolf (2)	The Capital Group New York, NY	Director	70
	National Life Insurance Company of Vermont Montpelier, VT	Director	70
Stanley C. Van Ness	The Prudential Insurance Company of America Newark, NJ	Director	70

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

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

### PART III.

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

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### ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

Name of Company Name of Beneficiary -----	Purpose -----	Account Charged -----	Amount -----
<b>FirstEnergy Service Company:</b> -----			
Salary & Expenses - Public Affairs Activities	(2)	(3)	\$ 591,004
ARM PAC State Fund	(1)	(3)	50,000
Eisenhower Center Building Fund	(1)	(3)	28,000
New Jersey Chamber of Commerce	(1)	(3)	10,000
Republic Governors Association	(1)	(3)	65,700
President's Dinner	(2)	(3)	25,000
Chairman's Foundation-NRSC	(2)	(3)	25,000

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Conservation Action League	(1)	(3)	15,000
DCCC Building Fund	(1)	(3)	53,000
Democratic Congressional Campaign Committee	(1)	(3)	40,000
National Republic Senatorial Campaign	(1)	(3)	50,000
NRCC Trust	(1)	(3)	25,000
Progress & Freedom Foundation	(1)	(3)	60,000
U.S. Chamber of Commerce	(1)	(3)	10,000
State & Local Ballot Issue	(1)	(3)	90,400
Other Contributions and Other Expenses under \$10,000	(1) & (2)	(3)	596,917

Company total \$1,735,021

Ohio Edison Company:

Salary & Expenses - Public Affairs Activities	(2)	(3)	\$ 42,117
---	-----	-----	-----------

Company total \$ 42,117

The Cleveland Electric Illuminating Company:

Salary & Expenses - Public Affairs Activities	(2)	(3)	\$ 40,959
---	-----	-----	-----------

Company total \$ 40,959

The Toledo Edison Company:

Salary & Expenses - Public Affairs Activities	(2)	(3)	\$ 22,411
---	-----	-----	-----------

Company total \$ 22,411

Pennsylvania Power Company:

Salary & Expenses - Public Affairs Activities	(2)	(3)	\$ 11,264
---	-----	-----	-----------

Company total \$ 11,264

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS (Continued):

Name of Company Name of Beneficiary	Purpose	Account Charged	Amount
--	---------	--------------------	--------

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FirstEnergy Nuclear Operating Company:				
Salary & Expenses - Public Affairs Activities	(2)	(3)	\$	1,875
				-----
Company total			\$	1,875
				-----
FirstEnergy Solutions Corp.:				
Salary & Expenses - Public Affairs Activities	(2)	(3)	\$	10,578
				-----
Company total			\$	10,578
				-----
Jersey Central Power & Light Company				
Metropolitan Edison Company				
Pennsylvania Electric Company				

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

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

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

Part I.

Transaction	Serving Company	Receiving Company	Compensation
			(In Thousands)
Morristown Headquarters building costs	JCP&L " "	GPUS GPU Telcom GPU AR	\$ 2,812 49 7
Revenues associated with the use of company assets	JCP&L	GPU Telcom	1,664
Allenhurst Remittance Center building costs	JCP&L "	Penelec Met-Ed	76 64
Building costs associated with the Boonton Line Department Facility	JCP&L "	Penelec Met-Ed	22 18



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Total JCP&L			\$ 4,712 =====
Occupancy charges related to the Pottsville Pike facility	Met-Ed "	JCP&L Penelec	\$ 4,826 3,021
Revenues associated with the use of company assets	Met-Ed	GPU Telcom	1,481
Occupancy charges related to the Bethel Meter Shop facility	Met-Ed "	JCP&L Penelec	106 65
Occupancy charges related to the Sylvan Region building	Met-Ed	Penelec	111
Total Met-Ed			\$ 9,610 =====
Revenues associated with the use of company assets	Penelec	GPU Telcom	\$ 1,862
Other	Penelec	Met-Ed	16
Total Penelec			\$ 1,878 =====
Revenues associated with laying underground cable	MYR	GPU Telcom	\$12,102
Revenues associated with various distribution projects	MYR	JCP&L	5,599
Total MYR			\$17,701 =====
Revenues associated with fiber installations	GPU Telcom " "	JCP&L Met-Ed Penelec	127 7 18
Revenues associated with capacity contracts	GPU Telcom	Met-Ed	18
Other	GPU Telcom	Penelec	2
Total GPU Telcom			\$ 172 =====

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

Part I. (Continued)

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

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

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

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

Part II.

None.

Part III.

None.

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

#### EXEMPT WHOLESALE GENERATORS (EWG):

-----

FirstEnergy Corp.

This filing excludes the activity for the period of merger close (November 7, 2001) through December 31, 2001 for the FirstEnergy Generation Corp. which is an exempt wholesale generator (EWG).

GPU Power, Inc.

Part I.

- (a) At December 31, 2001, 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, 2001, GPU had an investment of \$97,094,617 in GPU Power, Inc.
- (c) Ratio of debt to common equity - Not applicable.

Accumulated earnings of GPU Power, Inc. - \$1,675,074

- (d) None.

Part II.

An organizational chart showing the relationship of GPU Power, Inc. to other

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EWGs in which it has an interest is provided in Exhibit G-1.

Filed pursuant to request for confidential treatment, consolidating financial statements of GPU Power, Inc. as of and for the year ended December 31, 2001 are provided in Exhibit I-1.

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

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

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

#### Part I.

- (a) At December 31, 2001, GPU Power, Inc. (GPUP), 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, 2001, GPUP had an investment of \$(177,669) in EI Canada Holding Limited and subsidiaries.
- (c) Ratio of debt to common equity of EI Canada Holding Limited and subsidiaries - Not applicable

Accumulated losses of EI Canada Holding Limited and subsidiaries - \$10,530,026

- (d) None.

#### Part II.

An organizational chart showing the relationship of GPU Power, Inc. to EI Canada Holding Limited and subsidiaries is provided in Exhibit G-1.

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, 2001 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 EI Services Canada Limited are provided in exhibit H-1.

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

#### EXEMPT WHOLESALE GENERATORS (EWG):

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

#### Part I.

- (a) At December 31, 2001, GPU Power, Inc., through its wholly-owned

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subsidiary Guaracachi America, Inc., owned 50% of Empresa Guaracachi S.A.

Empresa Guaracachi S.A. is a Bolivian corporation having three facilities located in Bolivia in and around the cities of Santa Cruz, Sucre and Potosi. It is an electric generating company having an aggregate capacity of 339 megawatts.

- (b) At December 31, 2001, GPU through its wholly-owned subsidiary GPU Power, Inc., had an investment of \$48,915,664 in Empresa Guaracachi S.A.
- (c) Ratio of debt to common equity of Empresa Guaracachi S.A. - .38:1  
Accumulated earnings of Empresa Guaracachi S.A. - \$4,294,943
- (d) None.

### Part II.

An organizational chart showing the relationship of GPU Power, Inc. to Empresa Guaracachi S.A. is provided in Exhibit G-1.

Filed pursuant to request for confidential treatment, financial statements of Empresa Guaracachi S.A. as of and for the year ended December 31, 2001 are provided in Exhibit I-1 as part of GPU Power, Inc.'s consolidating financial statements.

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

#### EXEMPT WHOLESALE GENERATORS (EWG):

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

#### Part I.

- (a) At December 31, 2001, GPU Power, Inc., through its wholly-owned subsidiary EI Barranquilla, Inc., owned a 28.6% interest in Termobarranquilla S.A. Empresa de Servicios Publicos (TEBSA).  
  
TEBSA consists of two gas-fired generating plants with an aggregate capacity of 890 megawatts located near Barranquilla, Colombia. Electricity generated by these plants will be sold to Corporacion Electrica de la Costa Atlantica (Corelca) under a 20-year contract.
- (b) As of December 31, 2001, GPU Power Inc. had an investment of \$40,413,248 in TEBSA, which has been impaired to zero through purchase accounting adjustments made at FirstEnergy.  
  
As of December 31, 2001, a guarantee of amounts up to \$21,250,000 was made by GPU for the benefit of the Bankers Trust Company as collateral agent on behalf of the Secured Parties in connection with the obligations under certain loan agreements.
- (c) Ratio of debt to common equity of TEBSA - .39:1  
Accumulated earnings of TEBSA - \$313,536,565

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(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 G-1.

Filed pursuant to request for confidential treatment, financial statements of TEBSA as of and for the year ended December 31, 2001 are provided in Exhibit I-1.

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

#### EXEMPT WHOLESALE GENERATORS (EWG):

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

#### Part I.

- (a) At December 31, 2001, GPU Power, Inc., through its wholly-owned subsidiary Barranquilla Lease Holding, Inc., owned a 100% interest in Los Amigos Leasing Company, Ltd. (Leaseco).

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

- (b) GPU, indirectly through its wholly-owned subsidiary GPU Power, Inc., has invested \$12,000 in Leaseco to capitalize the company.
- (c) Ratio of debt to common equity of Leaseco - (333):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 G-1.

Filed pursuant to request for confidential treatment, financial statements of Leaseco as of and for the year ended December 31, 2001 are provided in Exhibit I-1.

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

EXEMPT WHOLESALE GENERATORS (EWG):

-----  
EI International and GPUI Colombia, Ltda.

Part I.

- (a) At December 31, 2001, 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, 2001, GPU indirectly through its wholly-owned subsidiary GPU Power, Inc., had an investment of \$1,323,301 in GPUI Colombia, Ltda.

GPUI has guaranteed the obligations of GPU Power, Inc.'s subsidiaries, GPUI Colombia, Ltda. and International Power Advisors, Inc. (the Operators), under the O&M agreement in the TEBSA project. Pursuant to the guarantee, GPUI has guaranteed the performance of the Operators, of which the limit of liability is \$5,825,000.

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

Accumulated earnings of GPUI Colombia, Ltda. - \$1,307,613.

- (d) See (a) above.

Part II.

An organizational chart showing the relationship of GPU Power, Inc. to GPUI Colombia, Ltda. is provided in Exhibit G-1.

Filed pursuant to request for confidential treatment, financial statements of GPUI Colombia, Ltda. as of and for the year ended December 31, 2001 are provided in Exhibit I-1 as part of GPU Power, Inc.'s consolidating financial statements.

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

EXEMPT WHOLESALE GENERATORS (EWG):

-----  
Hanover Energy Corporation

Part I.

- (a) At December 31, 2001, GPU Power, Inc. owned 100% of Hanover Energy Corporation, a New Jersey corporation established to make future

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investments in EWGs.

(b) None.

(c) Ratio of debt to common equity - GPU Power, Inc. has not made equity contributions to Hanover Energy Corporation as of December 31, 2001.

Accumulated earnings - None.

(d) None.

### Part II.

An organizational chart showing the relationship of GPU Power, Inc. to Hanover Energy Corporation is provided in Exhibit G-1.

Exhibit I-1 - Not applicable.

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

#### EXEMPT WHOLESALE GENERATORS (EWG):

-----  
Austin Cogeneration Corporation and Austin Cogeneration Partners, L.P.  
-----

#### Part I.

(a) At December 31, 2001, GPU Power, Inc., through its wholly-owned subsidiary Austin Cogeneration Corporation, owned a 99% limited partnership interest and a 1% general partnership interest in Austin Cogeneration Partners, L.P.

Austin Cogeneration Partners, L.P. is a Delaware limited partnership established to invest in EWGs and qualifying facilities.

(b) None.

(c) Ratio of debt to common equity - GPU Power, Inc. has not made equity contributions to Austin Cogeneration Corporation or Austin Cogeneration Partners, L.P. as of December 31, 2001.

Accumulated earnings - None.

(d) None.

#### Part II.

An organizational chart showing the relationship of GPU Power, Inc. to Austin Cogeneration Partners, L.P. is provided in Exhibit G-1.

Exhibit I-1 - Not applicable.

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

#### EXEMPT WHOLESALE GENERATORS (EWG):

-----

International Power Advisors, Inc.

#### Part I.

- (a) At December 31, 2001, 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.

- (b) At December 31, 2001, GPU, indirectly through its wholly-owned subsidiary GPU Power, Inc, had an investment of \$3,316,068 in IPA.

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

Accumulated earnings of IPA - \$3,315,966

- (d) See (a) above.

#### Part II.

An organizational chart showing the relationship of GPU Power, Inc. to IPA is provided in Exhibit G-1.

Filed pursuant to request for confidential treatment, financial statements of IPA as of and for the year ended December 31, 2001 are provided in Exhibit I-1 as part of GPU Power, Inc.'s consolidating financial statements.

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

#### EXEMPT WHOLESALE GENERATORS (EWG):

-----

GPU Power Philippines, Inc. and Magellan Utilities Development Corporation

#### Part I.

- (a) At December 31, 2001, GPU Power, Inc. through its wholly-owned subsidiary, GPU Power Philippines, Inc. owned a 40% interest in Magellan Utilities Development Corporation (MUDC).

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

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



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(b) None.

(c) Ratio of debt to common equity - GPU Power, Inc. has not made equity contributions to GPU Power Philippines, Inc. as of December 31, 2001.

Accumulated earnings - None.

(d) None.

Part II.

An organizational chart showing the relationship of GPU Power, Inc. to MUDC is provided in Exhibit G-1.

Filed pursuant to request for confidential treatment, financial statements of GPU Power Philippines, Inc. as of and for the year ended December 31, 2001 are provided in Exhibit I-1 as part of GPU Power, Inc.'s consolidating financial statements.

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

EXEMPT WHOLESALE GENERATORS (EWG):

-----

GPU International Asia, Inc.

Part I.

(a) At December 31, 2001, GPU Power, Inc. owned 100% of GPU International Asia, Inc., a Delaware corporation established to make future investments in EWGs in Asia.

(b) At December 31, 2001, GPU, through its wholly-owned subsidiary GPU Power, Inc., had an investment in GPU International Asia, Inc. of \$(530,805).

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

Accumulated losses of GPU International Asia, Inc. - \$530,805.

(d) None.

Part II.

An organizational chart showing the relationship of GPU Power, Inc. to GPU International Asia, Inc. is provided in Exhibit G-1.

Filed pursuant to request for confidential treatment, financial statements of GPU International Asia, Inc. as of and for the year ended December 31, 2001 are provided in Exhibit I-1 as part of GPU Power, Inc.'s consolidating financial statements.

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

#### EXEMPT WHOLESALE GENERATORS (EWG):

-----

GPU Power Ireland, Inc.

##### Part I.

- (a) At December 31, 2001, GPU Power, Inc. owned 100% of GPU Power Ireland, Inc., a Delaware corporation established to make future investments in EWGs in Ireland.
- (b) None.
- (c) Ratio of debt to common equity - GPU Power, Inc. has not made equity contributions to GPU Power Ireland, Inc. as of December 31, 2001.

Accumulated earnings - None.

- (d) None.

##### Part II.

An organizational chart showing the relationship of GPU Power, Inc. to GPU Power Ireland, Inc. is provided in Exhibit G-1.

Exhibit I-1 - Not applicable.

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

#### FOREIGN UTILITY COMPANIES (FUCO):

-----

GPU Capital, Inc.

##### Part I.

- (a) At December 31, 2001, FirstEnergy owned 100% of GPU Capital, Inc., a Delaware corporation established to make investments in FUCOs, own and/or operate eligible facilities and to engage in project development activities for eligible facilities.
- (b) As of December 31, 2001, FirstEnergy has an investment of \$1,574,000,000 in GPU Capital, Inc.
- (c) Ratio of debt to common equity - Not applicable.  
Accumulated losses of GPU Capital, Inc. - \$3,638,890.
- (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 G-1.

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Filed pursuant to request for confidential treatment, consolidating financial statements of GPU Capital, Inc. as of and for the year ended December 31, 2001 are provided in Exhibit I-1.

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

#### FOREIGN UTILITY COMPANIES (FUCO):

-----  
GPU Electric, Inc.

##### Part I.

- (a) At December 31, 2001, 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) FirstEnergy indirectly through its wholly owned subsidiary, GPU Capital, Inc. has an investment of \$1,634,507,568 in GPU Electric, Inc.
- (c) Ratio of debt to common equity - Not applicable.  
Accumulated loss - \$358,865
- (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 G-1.

Filed pursuant to request for confidential treatment, consolidating financial statements of GPU Electric, Inc. as of and for the year ended December 31, 2001 are provided in Exhibit I-1.

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

#### FOREIGN UTILITY COMPANIES (FUCO):

-----  
Victoria Electric Holdings, Inc., and Victoria Electric, Inc.  
-----

##### Part I.

- (a) At December 31, 2001, GPU Electric, Inc. through its wholly-owned subsidiary Victoria Electric Holdings, Inc., owned 100% of Victoria Electric, Inc.
- (b) FirstEnergy, indirectly through its wholly-owned subsidiary GPU Electric, Inc., has an investment of \$25,833,922 in Victoria Holdings,

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Inc.

- (c) Ratio of debt to common equity of Victoria Electric, Inc. - Not applicable.  
Accumulated earnings of Victoria Electric, Inc. - \$282,110.
- (d) None

Part II:

Exhibit G-1 and I-1 - not applicable.

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

FOREIGN UTILITY COMPANIES (FUCO):

-----  
EI UK Holdings, Inc., Avon Energy Partners Holdings, Avon Energy Partners plc  
-----  
and Midlands Electricity plc  
-----

Part I.

- (a) At December 31, 2001, GPU Electric, Inc. through its wholly-owned subsidiary EI UK Holdings, Inc. (EIUK), owned 100% of Avon Energy Partners Holdings which owned 100% of Avon Energy Partners plc, which in turn, owned 100% of Midlands Electricity plc (Midlands).  
  
Midlands is an English regional electric company which distributes electricity to 2.3 million customers in England. Midlands is also engaged in non-regulated activities, including electricity generation, electricity contracting, metering services and related businesses.
- (b) FirstEnergy indirectly through its wholly-owned subsidiary GPU Electric, Inc., has an investment of approximately \$929 million in Midlands.
- (c) Ratio of debt to common equity of Midlands Electricity - 1.38:1  
Accumulated earnings of Midlands Electricity - excluded from FirstEnergy earnings due to pending sale of UK operations.
- (d) None.

Part II:

An organizational chart showing the relationship of GPU Electric, Inc. to Midlands is provided in Exhibit G-1.

Filed pursuant to request for confidential treatment, financial statements of Midlands as of and for the year ended December 31, 2001 are provided in Exhibit I-1 as part of EI UK Holdings, Inc.'s consolidating financial statements.

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

FOREIGN UTILITY COMPANIES (FUCO):  
-----

GPU Australia Holdings, Inc., Austran Holdings, Inc. and VicGas Holdings, Inc.  
-----

Part I:

(a) At December 31, 2001, GPU Electric, Inc. through its wholly-owned subsidiary GPU Australia Holdings, Inc. (Australia Holdings) owned a 100% in Austran Holdings, Inc., which owned 100% of VicGas Holdings, Inc. On December 7, 2001, Australia Holdings sold its investment in GPU GasNet Pty. Ltd. and subsidiaries through an initial public offering generating net cash proceeds of \$125 million.

(b) Not applicable.

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

FOREIGN UTILITY COMPANIES (FUCO):  
-----

GPU Australia Holdings, Inc., Austran Holdings, Inc., VicGas Holdings, Inc.,  
-----  
GPU GasNet Pty Ltd., and Transmission Pipelines Australia (Assets) Pty Ltd.  
-----

(continued)

(c) Accumulated loss of VicGas - \$30,948

(d) None.

Part II:

An organizational chart showing the relationship of GPU Electric, Inc. to GPU GasNet is provided in Exhibit G-1.

Filed pursuant to request for confidential treatment, financial statements of GPU Australia Holdings, Inc., Austran Holdings Inc. and VicGas Holdings, Inc. as of and for the year ended December 31, 2001 are provided in Exhibit I-1 as part of GPU Electric, Inc.'s consolidating financial statements.

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

FOREIGN UTILITY COMPANIES (FUCO):  
-----

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GPU Argentina Holdings, Inc., GPU Argentina Services, Emdersa

### Part I:

- (a) At December 31, 2001, GPU Electric, Inc. owned a 100% interest in GPU Argentina Holdings, Inc., which in turn owns 100% of GPU Argentina Services, which in turn owns 100% of Emdersa. Emdersa is an Argentina regional electric distribution company in the San Luis, La Rioja, and Salta regions of Argentina. Emdersa conducts non-regulated activities, including electricity generation, electricity contracting, metering services and related businesses.
- (b) FirstEnergy indirectly through its wholly-owned subsidiary GPU Electric, Inc., has an investment of approximately \$166 million in GPU Argentina Holdings, Inc.
- (c) Ratio of debt to common equity of Emdersa - 1.51 : 1 Accumulated earnings of Emdersa - excluded from FirstEnergy earnings due to pending sale of Argentine operations.
- (d) None.

### Part II:

An organizational chart showing the relationship of GPU Electric, Inc. to Emdersa is provided in Exhibit G-1.

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, 2001 are provided in Exhibit I-1 as part of GPU Electric, Inc.'s consolidating financial statements.

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

### Part III.

FirstEnergy's aggregate investment in EWG's and FUCO's at December 31, 2001, was as follows\*:

EWG's:	\$ 124,937,000
FUCO's:	\$ 1,290,583,000

FirstEnergy's aggregate capital investment in domestic public utility subsidiary companies at December 31, 2001 was approximately \$10,423,361,170.

Ratio of FirstEnergy's aggregate investment of EWG's and FUCO's to GPU's aggregate investment in domestic public utility subsidiary companies at December 31, 2001, was as follows:

EWG's:	.01:1
FUCO's:	.12:1

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

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### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

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Consolidating Financial Statements, Schedules and Notes	
- Report of Independent Public Accountants.	62
- Consolidating Financial Statements of FirstEnergy Corp. for 2001.	63-92
- Notes 1 through 7 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 93), in the FirstEnergy Corp. Annual Report on Form 10-K for 2001.	
- Notes 1 through 6 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 93), in the Ohio Edison Company Annual Report on Form 10-K for 2001.	
- Notes 1 through 7 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 93), in the The Cleveland Electric Illuminating Company Annual Report on Form 10-K for 2001.	
- Notes 1 through 7 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 93), in the The Toledo Edison Company Annual Report on Form 10-K for 2001.	
- Notes 1 through 6 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 93), in the Pennsylvania Power Company Annual Report on Form 10-K for 2001.	
- Notes 1 through 7 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 93) in the Jersey Central Power & Light Company Annual Report on Form 10-K for 2001.	
- Notes 1 through 7 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 93) in the Metropolitan Edison Company Annual Report on Form 10-K for 2001.	
- Notes 1 through 7 to Consolidated Financial Statements incorporated herein by reference, in Exhibit A (page 93) in the Pennsylvania Electric Company Annual Report on Form 10-K for 2001.	
- Exhibits	93-172

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### REPORT OF INDEPENDENT ACCOUNTANTS

#### Report of Independent Public Accountants

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

We have audited the consolidated balance sheet and consolidated statement of capitalization of FirstEnergy Corp. (an Ohio corporation) and subsidiaries as of December 31, 2001, and the related consolidated statements of income, common stockholders' equity, preferred stock, cash flows and taxes for the year then ended (included in the Company's 2001 annual report to stockholders, which is incorporated by reference into the 2001 Form 10-K included in Exhibit A-1 to this Form U5S). These consolidated financial statements and the supplementary consolidating financial information referred to below are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and the supplementary consolidating information based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of FirstEnergy Corp. and subsidiaries as of December 31, 2001, and the results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States.

As explained in Note 1 to the consolidated financial statements, effective January 1, 2001, the Company changed its method of accounting for derivative instruments and hedging activities by adopting Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended.

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

Arthur Andersen LLP  
Cleveland, Ohio,  
March 18, 2002.



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

ASSETS	FirstEnergy Holding Company	Ohio Edison Consolidated	Cleveland Electric Consolidated
	-----	-----	-----
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents .....	\$ 329	\$ 5	\$ 0
Receivables			
Customers .....	-	312	18
Associated companies .....	482	669	75
Other .....	-	42	100
Notes receivable from associated companies ...	2,117	108	-
Material and supplies			
Owned .....	-	54	20
Under consignment .....	-	14	29
Prepayments and other .....	-	50	32
	-----	-----	-----
	2,928	1,254	274
	-----	-----	-----
ASSETS PENDING SALE	-	-	-
<b>PROPERTY, PLANT AND EQUIPMENT:</b>			
In service .....	-	5,005	4,093
Less--Accumulated provision for depreciation .	-	2,478	1,728
	-----	-----	-----
	-	2,527	2,365
Construction work in progress .....	-	99	88
	-----	-----	-----
	-	2,626	2,453
	-----	-----	-----
<b>INVESTMENTS:</b>			
Capital trust investments .....	-	429	476
Nuclear plant decommissioning trusts .....	-	276	212
Letter of credit collateralization .....	-	278	-
Notes receivable from associated companies ...	-	359	104
Pension investments .....	-	210	-
Other .....	11,582	86	3
	-----	-----	-----
	11,582	1,638	795
	-----	-----	-----
<b>DEFERRED CHARGES:</b>			
Regulatory assets .....	-	2,234	874
Goodwill .....	-	-	1,371
Accumulated Deferred Income Taxes Assets .....	-	-	-
Other .....	32	164	89
	-----	-----	-----
	32	2,398	2,334
	-----	-----	-----

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TOTAL ASSETS	\$14,542	\$7,916	\$5,856
	=====	=====	=====

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

ASSETS	American Transmission Systems, Inc.	FirstEnergy Solutions	FirstEnergy Nuclear Operating Co.
	-----	-----	-----
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents .....	\$ 0	\$ 4	\$ 0
Receivables			
Customers .....	3	167	-
Associated companies .....	36	151	106
Other .....	9	9	-
Notes receivable from associated companies ...	26	-	2
Material and supplies			
Owned .....	-	89	-
Under consignment .....	-	81	-
Prepayments and other .....	-	101	1
	-----	-----	-----
	74	602	109
	-----	-----	-----
ASSETS PENDING SALE .....	-	-	-
<b>PROPERTY, PLANT AND EQUIPMENT:</b>			
In service .....	1,223	419	-
Less--Accumulated provision for depreciation .	615	10	-
	-----	-----	-----
	608	409	-
Construction work in progress .....	28	215	-
	-----	-----	-----
	636	624	-
	-----	-----	-----
<b>INVESTMENTS:</b>			
Capital trust investments .....	-	-	-
Nuclear plant decommissioning trusts .....	-	-	-
Letter of credit collateralization .....	-	-	-
Notes receivable from associated companies ...	-	-	-
Pension investments .....	-	5	10
Other .....	-	15	-
	-----	-----	-----
	-	20	10
	-----	-----	-----
<b>DEFERRED CHARGES:</b>			
Regulatory assets .....	-	-	-

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Goodwill .....	-	24	-
Accumulated Deferred Income Taxes Assets .....	-	45	3
Other .....	35	56	2
	-----	-----	-----
	35	125	5
	-----	-----	-----
 TOTAL ASSETS	 \$ 745	 \$1,371	 \$124
	=====	=====	=====

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

ASSETS	FirstEnergy Facilities Services	FirstEnergy Ventures Corp Consolidated	FirstEnergy Properti
	-----	-----	-----
CURRENT ASSETS:			
Cash and cash equivalents .....	\$ 18	\$ 1	\$ 1
Receivables			
Customers .....	-	-	-
Associated companies .....	-	7	-
Other .....	148	3	-
Notes receivable from associated companies .....	-	26	24
Material and supplies			
Owned .....	8	1	-
Under consignment .....	-	-	-
Prepayments and other .....	1	-	-
	----	----	----
	175	38	25
	----	----	----
ASSETS PENDING SALE .....	-	-	-
PROPERTY, PLANT AND EQUIPMENT:			
In service .....	59	190	20
Less--Accumulated provision for depreciation .....	19	4	1
	----	----	----
.....	40	186	19
Construction work in progress .....	1	3	-
	----	----	----
	41	189	19
	----	----	----
INVESTMENTS:			

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Capital trust investments .....	-	-	-
Nuclear plant decommissioning trusts .....	-	-	-
Letter of credit collateralization .....	-	-	-
Notes receivable from associated companies .....	-	-	-
Pension investments .....	-	-	-
Other .....	4	27	1
	----	----	----
	4	27	1
	----	----	----
DEFERRED CHARGES:			
Regulatory assets .....	-	-	-
Goodwill .....	193	-	-
Accumulated Deferred Income Taxes Assets .....	-	1	-
Other .....	-	4	-
	----	----	----
	193	5	-
	----	----	----
 TOTAL ASSETS	 \$413	 \$259	 \$45
	=====	=====	=====
	65		

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

ASSETS	Jersey Central Power & Light	Metropolitan Edison Consolidated	Pennsylvania Electric Consolidated
	-----	-----	-----
CURRENT ASSETS:			
Cash and cash equivalents .....	\$ 32	\$ 25	\$ 39
Receivables			
Customers .....	226	112	107
Associated companies .....	7	9	40
Other .....	21	17	15
Notes receivable from associated companies .....	-	-	-
Material and supplies			
Owned .....	1	-	-
Under consignment .....	-	-	-
Prepayments and other .....	17	12	9
	-----	-----	-----
	304	175	210
	-----	-----	-----

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ASSETS PENDING SALE .....	-	-	-
PROPERTY, PLANT AND EQUIPMENT:			
In service .....	3,451	1,611	1,846
Less--Accumulated provision for depreciation .....	1,330	530	631
	-----	-----	-----
.....	2,121	1,081	1,215
Construction work in progress .....	60	14	13
	-----	-----	-----
.....	2,181	1,095	1,228
	-----	-----	-----
INVESTMENTS:			
Capital trust investments .....	-	-	-
Nuclear plant decommissioning trusts .....	115	158	97
Letter of credit collateralization .....	-	-	-
Notes receivable from associated companies .....	20	13	15
Pension investments .....	-	-	-
Other .....	141	12	155
	-----	-----	-----
	276	183	267
	-----	-----	-----
DEFERRED CHARGES:			
Regulatory assets .....	3,325	1,321	770
Goodwill .....	1,926	785	797
Accumulated Deferred Income Taxes Assets .....	-	-	-
Other .....	28	48	28
	-----	-----	-----
	5,279	2,154	1,595
	-----	-----	-----
 TOTAL ASSETS	 \$8,040	 \$3,607	 \$3,300
	=====	=====	=====

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

ASSETS	GPU Capital	Diversified Holdings	MYR Corp
	-----	-----	----
CURRENT ASSETS:			
Cash and cash equivalents .....	\$ 7	\$ 0	\$ 8
Receivables			

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Customers .....	-	-	110
Associated companies .....	1,105	-	-
Other .....	45	-	2
Notes receivable from associated companies .....	-	-	-
Material and supplies			
Owned .....	-	-	-
Under consignment .....	-	-	-
Prepayments and other	52	-	25
	-----	---	----
	1,209	-	145
	-----	---	----
ASSETS PENDING SALE .....	3,418	-	-
PROPERTY, PLANT AND EQUIPMENT:			
In service .....	-	-	59
Less--Accumulated provision for depreciation .....	-	-	40
	-----	---	----
	-	-	19
Construction work in progress .....	-	-	-
	-----	---	----
	-	-	19
	-----	---	----
INVESTMENTS:			
Capital trust investments .....	-	-	-
Nuclear plant decommissioning trusts .....	-	-	-
Letter of credit collateralization .....	-	-	-
Notes receivable from associated companies .....	-	-	-
Pension investments .....	-	-	-
Other .....	-	27	1
	-----	---	----
	-	27	1
	-----	---	----
DEFERRED CHARGES:			
Regulatory assets .....	-	-	-
Goodwill .....	-	-	59
Accumulated Deferred Income Taxes Assets .....	-	-	5
Other .....	-	-	-
	-----	---	----
	-	-	64
	-----	---	----
TOTAL ASSETS	\$4,627	\$27	\$229
	=====	===	=====

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

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ASSETS	GPU Telecom Company -----	GPU Service Co. -----	FirstEnergy Service Company -----
CURRENT ASSETS:			
Cash and cash equivalents .....	\$ 9	\$ 37	\$ 12
Receivables			
Customers .....	4	-	10
Associated companies .....	-	353	1,173
Other .....	(5)	5	6
Notes receivable from associated companies .....	-	-	-
Material and supplies			
Owned .....	3	60	-
Under consignment .....	-	-	-
Prepayments and other	1	1	18
	---	---	-----
	12	456	1,219
	---	---	-----
ASSETS PENDING SALE	-	-	-
PROPERTY, PLANT AND EQUIPMENT:			
In service .....	10	75	211
Less--Accumulated provision for depreciation .....	-	53	67
	---	---	-----
	10	22	144
Construction work in progress .....	-	-	26
	---	---	-----
	10	22	170
	---	---	-----
INVESTMENTS:			
Capital trust investments .....	-	-	-
Nuclear plant decommissioning trusts .....	-	-	-
Letter of credit collateralization .....	-	-	-
Notes receivable from associated companies .....	-	-	-
Pension investments .....	-	62	18
Other	3	25	175
	---	---	-----
	3	87	193
	---	---	-----
DEFERRED CHARGES:			
Regulatory assets .....	-	-	-
Goodwill .....	-	-	-
Accumulated Deferred Income Taxes Assets .....	17	95	-
Other .....	-	1	23
	---	---	-----
	17	96	23
	---	---	-----
TOTAL ASSETS	\$42 ===	\$661 =====	\$1,605 =====

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

LIABILITIES AND CAPITALIZATION	FirstEnergy Holding Company -----	Ohio Edison Consolidated -----
<b>CURRENT LIABILITIES:</b>		
Currently payable long-term debt and preferred stock .....	\$ 0	\$ 577
Short-term borrowings .....	385	220
Notes payable to associated companies .....	-	26
Accounts payable		
Other .....	4	20
Associated companies .....	2,170	111
Accrued taxes .....	24	259
Accrued interest .....	37	33
Other .....	6	63
	-----	-----
	2,626	1,309
	-----	-----
LIABILITIES RELATED TO ASSETS PENDING SALE .....	-	-
<b>CAPITALIZATION:</b>		
Common stockholders' equity .....	7,496	2,671
Preferred stock of consolidated subsidiaries--		
Not subject to mandatory redemption .....	-	200
Subject to mandatory redemption .....	-	14
Subsidiary-obligated mandatorily redeemable preferred securities .....	-	120
Long-term debt .....	4,491	1,615
	-----	-----
	11,987	4,620
	-----	-----
<b>DEFERRED CREDITS:</b>		
Accumulated deferred income taxes .....	(89)	1,175
Accumulated deferred investment tax credits .....	-	99
Nuclear plant decommissioning costs .....	-	277
Power purchase contract loss liability .....	-	-
Other postretirement benefits .....	1	167
Other .....	17	269
	-----	-----
	(71)	1,987
	-----	-----
<b>TOTAL LIABILITIES AND CAPITALIZATION</b>	<b>\$14,542</b>	<b>\$7,916</b>
	=====	=====



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LIABILITIES AND CAPITALIZATION	American Transmission Systems, Inc. -----	FirstEnergy Solutions -----
CURRENT LIABILITIES:		
Currently payable long-term debt and preferred stock .....	\$ 0	\$ 0
Short-term borrowings .....	-	-
Notes payable to associated companies .....	2	715
Accounts payable		
Other .....	-	167
Associated companies .....	6	132
Accrued taxes .....	33	7
Accrued interest .....	-	-
Other .....	1	125
	-----	-----
	42	1,146
	-----	-----
LIABILITIES RELATED TO ASSETS PENDING SALE .....	-	-
CAPITALIZATION:		
Common stockholders' equity .....	303	(150)
Preferred stock of consolidated subsidiaries--		
Not subject to mandatory redemption .....	-	-
Subject to mandatory redemption .....	-	-
Subsidiary-obligated mandatorily redeemable preferred securities .....	-	-
Long-term debt .....	336	325
	-----	-----
	639	175
	-----	-----
DEFERRED CREDITS:		
Accumulated deferred income taxes .....	16	-
Accumulated deferred investment tax credits .....	15	-
Nuclear plant decommissioning costs .....	-	-
Power purchase contract loss liability .....	-	-
Other postretirement benefits .....	-	12
Other .....	33	38
	-----	-----
	64	50
	-----	-----
TOTAL LIABILITIES AND CAPITALIZATION	\$745 =====	\$1,371 =====

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

LIABILITIES AND CAPITALIZATION	FirstEnergy Facilities Services	FirstEnergy Ventures Corp Consolidated
--------------------------------	---------------------------------------	--

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CURRENT LIABILITIES:		
Currently payable long-term debt and preferred stock .....	\$ 3	\$ 2
Short-term borrowings .....	9	-
Notes payable to associated companies .....	24	7
Accounts payable		
Other .....	62	-
Associated companies .....	-	1
Accrued taxes .....	1	-
Accrued interest .....	-	3
Other	30	1
	----	----
	129	14
	----	----
LIABILITIES RELATED TO ASSETS PENDING SALE .....	-	-
CAPITALIZATION:		
Common stockholders' equity .....	264	97
Preferred stock of consolidated subsidiaries--		
Not subject to mandatory redemption .....	-	-
Subject to mandatory redemption .....	-	-
Subsidiary-obligated mandatorily redeemable		
preferred securities .....	-	-
Long-term debt .....	13	148
	----	----
	277	245
	----	----
DEFERRED CREDITS:		
Accumulated deferred income taxes .....	-	-
Accumulated deferred investment tax credits .....	-	-
Nuclear plant decommissioning costs .....	-	-
Power purchase contract loss liability .....	-	-
Other postretirement benefits .....	-	-
Other .....	7	-
	----	----
	7	-
	----	----
TOTAL LIABILITIES AND CAPITALIZATION	\$413	\$259
	====	====

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

LIABILITIES AND CAPITALIZATION	Jersey Central Power & Light	Metropolitan Edison Consolidated
	-----	-----

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CURRENT LIABILITIES:		
Currently payable long-term debt and preferred stock .....	\$ 61	\$ 30
Short-term borrowings .....	-	-
Notes payable to associated companies .....	18	72
Accounts payable		
Other .....	90	37
Associated companies .....	171	67
Accrued taxes .....	36	7
Accrued interest .....	25	17
Other .....	80	14
	-----	-----
	481	244
	-----	-----
LIABILITIES RELATED TO ASSETS PENDING SALE .....	-	-
CAPITALIZATION:		
Common stockholders' equity .....	3,164	1,289
Preferred stock of consolidated subsidiaries--		
Not subject to mandatory redemption .....	12	-
Subject to mandatory redemption .....	45	-
Subsidiary-obligated mandatorily redeemable		
preferred securities .....	125	92
Long-term debt .....	1,224	583
	-----	-----
	4,570	1,964
	-----	-----
DEFERRED CREDITS:		
Accumulated deferred income taxes .....	514	300
Accumulated deferred investment tax credits .....	14	13
Nuclear plant decommissioning costs .....	137	269
Power purchase contract loss liability .....	1,969	731
Other postretirement benefits .....	2	1
Other .....	353	85
	-----	-----
	2,989	1,399
	-----	-----
TOTAL LIABILITIES AND CAPITALIZATION	\$8,040	\$3,607
	=====	=====

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

LIABILITIES AND CAPITALIZATION	GPU Capital	Diversified Holdings
	-----	-----
CURRENT LIABILITIES:		
Currently payable long-term debt and preferred stock .....	\$ 0	\$ 0
Short-term borrowings .....	-	-
Notes payable to associated companies .....	1,184	-

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Accounts payable		
Other .....	-	-
Associated companies .....	6	-
Accrued taxes .....	16	-
Accrued interest .....	-	-
Other .....	3	-
	-----	---
	1,209	-
	-----	---
LIABILITIES RELATED TO ASSETS PENDING SALE .....	2,955	-
CAPITALIZATION:		
Common stockholders' equity .....	458	27
Preferred stock of consolidated subsidiaries--		
Not subject to mandatory redemption .....	-	-
Subject to mandatory redemption .....	-	-
Subsidiary-obligated mandatorily redeemable		
preferred securities .....	-	-
Long-term debt .....	-	-
	-----	---
	458	27
	-----	---
DEFERRED CREDITS:		
Accumulated deferred income taxes .....	1	-
Accumulated deferred investment tax credits .....	-	-
Nuclear plant decommissioning costs .....	-	-
Power purchase contract loss liability .....	-	-
Other postretirement benefits .....	-	-
Other .....	4	-
	-----	---
	5	-
	-----	---
TOTAL LIABILITIES AND CAPITALIZATION	\$4,627	\$27
	=====	===

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

LIABILITIES AND CAPITALIZATION	GPU Telecom Company	GPU Service	FirstEnergy Service Company
	-----	-----	-----
CURRENT LIABILITIES:			
Currently payable long-term debt and preferred stock ...	\$ 0	\$ 0	\$ 0
Short-term borrowings .....	-	-	-
Notes payable to associated companies .....	15	-	51
Accounts payable			
Other .....	16	77	36

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Associated companies .....	1	23	1,117
Accrued taxes .....	(4)	1	2
Accrued interest .....	-	1	-
Other .....	-	223	381
	---	----	-----
	28	325	1,587
	---	----	-----
LIABILITIES RELATED TO ASSETS PENDING SALE .....	-	-	-
CAPITALIZATION:			
Common stockholders' equity .....	(29)	-	(68)
Preferred stock of consolidated subsidiaries--			
Not subject to mandatory redemption .....	-	-	-
Subject to mandatory redemption .....	-	-	-
Subsidiary-obligated mandatorily redeemable			
preferred securities .....	-	-	-
Long-term debt .....	15	48	-
	---	----	-----
	(14)	48	(68)
	---	----	-----
DEFERRED CREDITS:			
Accumulated deferred income taxes .....	-	-	29
Accumulated deferred investment tax credits .....	-	-	-
Nuclear plant decommissioning costs .....	-	-	-
Power purchase contract loss liability .....	-	-	-
Other postretirement benefits .....	-	262	57
Other .....	29	26	-
	---	----	-----
	29	288	86
	---	----	-----
TOTAL LIABILITIES AND CAPITALIZATION	\$43	\$661	\$1,605
	===	=====	=====

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2001  
(In Millions \$)

	FirstEnergy Holding Co. & Service Co. (a)	Ohio Edison Consolidated	C E Con
	-----	-----	---
REVENUES	\$386	\$3,180	
EXPENSES:			
Fuel and purchased power .....	-	1,096	
Purchased gas .....	-	-	
Other operating expenses .....	342	729	
Provision for depreciation and amortization .....	26	427	

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General taxes .....	9	154
	----	-----
Total expenses .....	377	2,406
	----	-----
EQUITY IN SUBSIDIARY EARNINGS .....	672	-
	----	-----
INCOME BEFORE INTEREST AND INCOME TAXES .....	681	774
NET INTEREST CHARGES:		
Interest expense .....	76	173
Capitalized interest .....	-	(3)
Subsidiaries' preferred stock dividends .....	-	14
	----	-----
Net interest charges .....	76	184
	----	-----
INCOME TAXES .....	(42)	239
	----	-----
INCOME BEFORE CUMULATIVE EFFECT OF A CHANGE IN ACCOUNTING .....	647	351
	----	-----
CUMULATIVE EFFECT OF ACCOUNTING CHANGE .....	-	-
NET INCOME .....	647	351
PREFERRED STOCK		
DIVIDEND REQUIREMENTS .....	-	11
	----	-----
EARNINGS AVAILABLE FOR COMMON .....	\$647	\$ 340
	=====	=====

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2001  
(In Millions \$)

	American Transmission Systems, Inc.	FirstEnergy Solutions	F Op
	-----	-----	---
REVENUES .....	\$209	\$4,713	
EXPENSES:			
Fuel and purchased power .....	-	3,162	
Purchased gas .....	-	811	
Other operating expenses .....	71	644	
Provision for depreciation and amortization .....	29	11	

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General taxes .....	32	17
	----	-----
Total expenses .....	132	4,645
	----	-----
EQUITY IN SUBSIDIARY EARNINGS .....	-	-
	----	-----
INCOME BEFORE INTEREST AND INCOME TAXES .....	77	68
NET INTEREST CHARGES:		
Interest expense .....	26	51
Capitalized interest .....	(1)	(16)
Subsidiaries' preferred stock dividends .....	-	-
	----	-----
Net interest charges .....	25	35
	----	-----
INCOME TAXES .....	20	14
	----	-----
INCOME BEFORE CUMULATIVE EFFECT OF A CHANGE IN ACCOUNTING .....	32	19
CUMULATIVE EFFECT OF ACCOUNTING CHANGE .....	-	(8)
NET INCOME .....	32	11
	----	-----
PREFERRED STOCK DIVIDEND REQUIREMENTS .....	-	-
	----	-----
EARNINGS AVAILABLE FOR COMMON .....	\$ 32	\$ 11
	=====	=====
		76

FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2001  
(In Millions \$)

	FirstEnergy Facilities Services	FirstEnergy Ventures Corp Consolidated	Fi Pr
	-----	-----	---
REVENUES .....	\$597	\$13	
EXPENSES:			
Fuel and purchased power .....	-	-	
Purchased gas .....	-	-	
Other operating expenses .....	575	10	
Provision for depreciation and amortization .....	13	2	
General taxes .....	-	-	
	----	---	
Total expenses .....	588	12	

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	----	---
EQUITY IN SUBSIDIARY EARNINGS .....	-	-
INCOME BEFORE INTEREST AND INCOME TAXES .....	9	1
NET INTEREST CHARGES:		
Interest expense .....	4	10
Capitalized interest .....	-	(9)
Subsidiaries' preferred stock dividends .....	-	-
	----	---
Net interest charges .....	4	1
INCOME TAXES .....	3	-
	----	---
INCOME BEFORE CUMULATIVE EFFECT OF A CHANGE IN ACCOUNTING .....	2	-
CUMULATIVE EFFECT OF ACCOUNTING CHANGE .....	-	-
NET INCOME .....	2	-
	----	---
PREFERRED STOCK DIVIDEND REQUIREMENTS .....	-	-
	----	---
EARNINGS AVAILABLE FOR COMMON .....	\$ 2	\$ 0
	====	===

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2001  
(In Millions \$)

	Jersey Central Power & Light -----	Metropolitan Edison Consolidated -----	Pen E Con ---
REVENUES .....	\$286	\$150	
EXPENSES:			
Fuel and purchased power .....	136	83	
Purchased gas .....	-	-	
Other operating expenses .....	42	17	
Provision for depreciation and amortization .....	35	9	
General taxes .....	9	7	
	----	---	
Total expenses .....	222	116	
	----	---	
EQUITY IN SUBSIDIARY EARNINGS .....	-	-	
	----	---	



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INCOME BEFORE INTEREST AND INCOME TAXES .....	64	34
NET INTEREST CHARGES:		
Interest expense .....	13	7
Capitalized interest .....	-	-
Subsidiaries' preferred stock dividends .....	2	1
	----	----
Net interest charges .....	15	8
	----	----
INCOME TAXES .....	20	11
	----	----
INCOME BEFORE CUMULATIVE EFFECT OF A CHANGE IN ACCOUNTING .....	29	15
CUMULATIVE EFFECT OF ACCOUNTING CHANGE .....	-	-
NET INCOME .....	29	15
	----	----
PREFERRED STOCK DIVIDEND REQUIREMENTS .....	-	-
	----	----
EARNINGS AVAILABLE FOR COMMON .....	\$ 29	\$ 15
	=====	=====

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2001  
(In Millions \$)

	GPU Capital	Diversified Holdings
	-----	-----
REVENUES .....	\$0	\$0
EXPENSES:		
Fuel and purchased power .....	-	-
Purchased gas .....	-	-
Other operating expenses .....	1	-
Provision for depreciation and amortization .....	-	-
General taxes .....	-	-
	----	----
Total expenses .....	1	-
	----	----
EQUITY IN SUBSIDIARY EARNINGS .....	-	-
	----	----
INCOME BEFORE INTEREST AND INCOME TAXES .....	(1)	-
NET INTEREST CHARGES:		
Interest expense .....	5	-
Capitalized interest .....	-	-
Subsidiaries' preferred stock dividends .....	-	-
	----	----
Net interest charges .....	5	-
	----	----

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INCOME TAXES .....	(2)	-
INCOME BEFORE CUMULATIVE EFFECT OF A CHANGE IN ACCOUNTING .....	(4)	-
	----	----
CUMULATIVE EFFECT OF ACCOUNTING CHANGE .....	-	-
NET INCOME .....	(4)	-
	----	----
PREFERRED STOCK DIVIDEND REQUIREMENTS .....	-	-
	----	----
EARNINGS AVAILABLE FOR COMMON .....	(\$4)	\$0
	====	====

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FIRSTENERGY CORP. CONSOLIDATING INCOME STATEMENT  
For the Year Ended December 31, 2001  
(In Millions \$)

	GPU Telecom Company -----	GPU Service Co. -----	Eli -----
REVENUES .....	\$1	\$121	(
EXPENSES:			
Fuel and purchased power .....	-	-	
Purchased gas .....	-	-	
Other operating expenses .....	3	113	
Provision for depreciation and amortization .....	-	1	
General taxes .....	-	3	
	----	----	
Total expenses .....	3	117	
	----	----	
EQUITY IN SUBSIDIARY EARNINGS .....	-	-	
	----	----	
INCOME BEFORE INTEREST AND INCOME TAXES .....	(2)	4	
NET INTEREST CHARGES:			
Interest expense .....	-	1	
Capitalized interest .....	-	-	
Subsidiaries' preferred stock dividends .....	-	-	
	----	----	
Net interest charges .....	-	1	
	----	----	
INCOME TAXES .....	(1)	3	
	----	----	
INCOME BEFORE CUMULATIVE EFFECT OF A CHANGE IN ACCOUNTING .....	(1)	-	

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CUMULATIVE EFFECT OF ACCOUNTING CHANGE .....	-	-
NET INCOME .....	(1)	-
	---	----
PREFERRED STOCK		
DIVIDEND REQUIREMENTS .....	-	-
	---	----
EARNINGS AVAILABLE FOR COMMON .....	(\$1)	\$ 0
	===	====
		80

FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2001  
(In Millions \$)

	FirstEnergy Holding Company	Ohio Edison Consolidated	Cleveland Electric Consolidate
	-----	-----	-----
RETAINED EARNINGS:			
Balance - Beginning of Period .....	\$1,210	\$ 458	\$ 133
Net Income .....	647	351	219
	-----	-----	-----
Subtotal .....	1,857	809	352
Common Stock Dividends Declared .....	(334)	(226)	(176)
Preferred Stock Dividends Declared .....	-	(11)	(26)
Other .....	-	-	-
	-----	-----	-----
Balance - End of Period .....	\$1,523	\$ 572	\$ 150
	=====	=====	=====
ACCUMULATED OTHER COMPREHENSIVE INCOME:			
Balance - Beginning of Period .....	\$ 1	\$ -	\$ -
Net Changes .....	(170)	-	-
	-----	-----	-----
Balance - End of Period .....	\$ (169)	\$ -	\$ -
	=====	=====	=====

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2001  
(In Millions \$)

	American Transmission Systems, Inc. -----	FirstEnergy Solutions -----
RETAINED EARNINGS:		
Balance - Beginning of Period .....	\$ 20	\$ (132)
Net Income .....	32 ----	11 -----
Subtotal .....	52	(121)
Common Stock Dividends Declared .....	(27)	-
Preferred Stock Dividends Declared .....	-	-
Other .....	- ----	- -----
Balance - End of Period .....	\$ 25 =====	\$ (121) =====
ACCUMULATED OTHER COMPREHENSIVE INCOME:		
Balance - Beginning of Period .....	\$ -	\$ -
Net Changes .....	- ----	(45) -----
Balance - End of Period .....	\$ - =====	\$ (45) =====

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2001  
(In Millions \$)

	FirstEnergy Facilities Services -----	FirstEnergy Ventures Corp Consolidated -----	Fin Pr ---
RETAINED EARNINGS:			
Balance - Beginning of Period .....	\$16	\$12	
Net Income .....	2 ---	-	
Subtotal .....	18	12	

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Common Stock Dividends Declared .....	-	-
Preferred Stock Dividends Declared .....	-	-
Other .....	-	-
	---	---
Balance - End of Period .....	\$18	\$12
	===	===
ACCUMULATED OTHER COMPREHENSIVE INCOME:		
Balance - Beginning of Period .....	\$ -	\$ -
Net Changes .....	-	-
	---	---
Balance - End of Period .....	\$ -	\$ -
	===	===
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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
For the Year Ended December 31, 2001  
(In Millions \$)

	Jersey Central Power & Light -----	Metropolitan Edison Consolidated -----	Penn El Cons -----
RETAINED EARNINGS:			
Balance - Beginning of Period	\$ -	\$ -	
Net Income	29	15	
	---	---	
Subtotal	29	15	
Common Stock Dividends Declared	-	-	
Preferred Stock Dividends Declared	(1)	-	
Other	-	-	
	---	---	
Balance - End of Period	\$28	\$15	
	===	===	
ACCUMULATED OTHER COMPREHENSIVE INCOME:			
Balance - Beginning of Period	\$ -	\$ -	
Net Changes	-	-	
	---	---	
Balance - End of Period	\$ -	\$ -	
	===	===	
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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
 For the Year Ended December 31, 2001  
 (In Millions \$)

	GPU Capital -----	Diversified Holdings -----	MYR Corp -----
RETAINED EARNINGS:			
Balance - Beginning of Period .....	\$ -	\$ -	\$ -
Net Income .....	(4)	-	3
Subtotal .....	(4)	-	3
Common Stock Dividends Declared .....	-	-	-
Preferred Stock Dividends Declared .....	-	-	-
Other .....	-	-	-
Balance - End of Period .....	\$ (4) ===	\$ - ===	\$ 3 ===
ACCUMULATED OTHER COMPREHENSIVE INCOME:			
Balance - Beginning of Period .....	\$ -	\$ -	\$ -
Net Changes .....	-	-	-
Balance - End of Period .....	\$ - ===	\$ - ===	\$ - ===

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FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS  
 For the Year Ended December 31, 2001  
 (In Millions \$)

	GPU Telecom Company -----	GPU Service Co. -----	Elimi -----
RETAINED EARNINGS:			
Balance - Beginning of Period .....	\$ -	\$ -	\$ -
Net Income .....	(1)	-	-

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Subtotal .....	---	---	---
	(1)	-	(1)
Common Stock Dividends Declared .....	-	-	
Preferred Stock Dividends Declared .....	-	-	
Other .....	-	-	
	---	---	---
Balance - End of Period .....	\$ (1)	\$ -	\$ -
	===	===	===
ACCUMULATED OTHER COMPREHENSIVE INCOME:			
Balance - Beginning of Period .....	\$ -	\$ -	\$ -
Net Changes .....	-	-	
	---	---	---
Balance - End of Period .....	\$ -	\$ -	\$ -
	===	===	===

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2001  
(In Millions \$)

	FirstEnergy Holding Co. & Service Co. (a)	Ohio Edison Consolidated	Cleveland Electric Consolidated
	-----	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income .....	\$ 647	\$ 351	\$ 219
Adjustments to reconcile net income to net cash from operating activities:			
Provision for depreciation and amortization .....	26	427	195
Nuclear fuel and lease amortization .....	-	45	31
Other amortization, net .....	-	-	(14)
Deferred costs recoverable as regulatory assets ...	-	-	-
Undistributed subsidiary earnings .....	(232)	-	-
Deferred income taxes, net .....	44	(64)	47
Investment tax credits, net .....	-	(13)	(4)
Cumulative effect of accounting change .....	-	-	-
Receivables .....	(1,334)	(61)	31
Materials and supplies .....	-	65	16
Accounts payable .....	1,328	(54)	(46)
Other .....	(60)	(28)	(109)
	-----	-----	-----
Net cash provided from operating activities ....	419	668	366
	-----	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:			
New Financing-			
Preferred stock .....	-	-	97
Long-term debt .....	4,213	111	-
Redemptions and repayments-			
Common stock .....	18	-	-

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Preferred stock .....	-	5	80
Long-term debt .....	-	232	74
Short-term borrowings .....	29	70	(69)
Dividend payments			
Common stock .....	335	226	176
Preferred stock .....	-	11	28
	-----	-----	-----
Net cash provided from (used for) financing activities .....	3,831	(433)	(192)
	-----	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:			
GPU acquisition, net of cash .....	2,013	-	-
Property additions .....	34	145	156
Cash investments .....	9	-	(16)
Other .....	1,975	104	37
	-----	-----	-----
Net cash used for investing activities .....	4,031	249	177
	-----	-----	-----
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS .....	\$ 219	\$ (14)	\$ (3)
	=====	=====	=====

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOW  
For the Year Ended December 31, 2001  
(In Millions \$)

	American Transmission Systems, Inc.	FirstEnergy Solutions	FirstEnergy Nuclear Operating
	-----	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income .....	\$ 32	\$ 11	\$ (16)
Adjustments to reconcile net income to net cash from operating activities:			
Provision for depreciation and amortization .....	29	11	-
Nuclear fuel and lease amortization .....	-	-	-
Other amortization, net .....	-	-	-
Deferred costs recoverable as regulatory assets ...	-	-	-
Undistributed subsidiary earnings .....	-	-	-
Deferred income taxes, net .....	8	(3)	(2)
Investment tax credits, net .....	(1)	-	-
Cumulative effect of accounting change .....	-	14	-
Receivables .....	(5)	83	(11)
Materials and supplies .....	-	(133)	-
Accounts payable .....	(7)	(134)	1
Other .....	26	(22)	30
	-----	-----	-----
Net cash provided from operating activities ....	82	(173)	2
	-----	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:			
New Financing-			
Preferred stock .....	-	-	-
Long-term debt .....	-	-	-



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Redemptions and repayments-			
Common stock .....	-	-	-
Preferred stock .....	-	-	-
Long-term debt .....	-	-	-
Short-term borrowings .....	-	(537)	-
Dividend payments			
Common stock .....	27	-	-
Preferred stock .....	----	----	----
Net cash provided from (used for)			
financing activities .....	(27)	537	-
	----	----	----
CASH FLOWS FROM INVESTING ACTIVITIES:			
GPU acquisition, net of cash .....	-	-	-
Property additions .....	37	291	-
Cash investments .....	-	-	-
Other .....	19	75	2
	----	----	----
Net cash used for investing activities .....	56	366	2
	----	----	----
NET INCREASE (DECREASE) IN			
CASH AND CASH EQUIVALENTS .....	\$ (1)	\$ (2)	\$ 0
	====	====	====

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2001  
(In Millions \$)

	FirstEnergy Facilities Services -----	FirstEnergy Ventures Corp Consolidated -----	FirstEner Properti -----
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income .....	\$ 2	\$ 0	\$ 1
Adjustments to reconcile net income			
to net cash from operating activities:			
Provision for depreciation and amortization .....	13	2	-
Nuclear fuel and lease amortization .....	-	-	-
Other amortization, net .....	-	-	-
Deferred costs recoverable as regulatory assets ...	-	-	-
Undistributed subsidiary earnings .....	-	-	-
Deferred income taxes, net .....	2	1	-
Investment tax credits, net .....	-	-	-
Cumulative effect of accounting change .....	-	-	-
Receivables .....	(1)	32	-
Materials and supplies .....	(1)	2	-
Accounts payable .....	(5)	(53)	-
Other .....	(2)	-	(1)
	----	----	----
Net cash provided from operating activities ....	8	(16)	-
	----	----	----
CASH FLOWS FROM FINANCING ACTIVITIES:			
New Financing-			
Preferred stock .....	-	-	-
Long-term debt .....	-	4	10

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Redemptions and repayments-			
Common stock .....	-	-	-
Preferred stock .....	-	-	-
Long-term debt .....	2	3	-
Short-term borrowings .....	(14)	(7)	-
Dividend payments			
Common stock .....	-	-	-
Preferred stock .....	-	-	-
	----	----	----
Net cash provided from (used for)			
financing activities .....	12	8	10
	----	----	----
CASH FLOWS FROM INVESTING ACTIVITIES:			
GPU acquisition, net of cash .....	-	-	-
Property additions .....	12	22	-
Cash investments .....	-	-	-
Other .....	-	(24)	10
Net cash used for investing activities .....	12	(2)	10
	----	----	----
NET INCREASE (DECREASE) IN			
CASH AND CASH EQUIVALENTS .....	\$ 8	\$ (6)	\$ 0
	=====	=====	=====

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2001  
(In Millions \$)

	Jersey Central Power & Light -----	Metropolitan Edison Consolidated -----	Pennsylvan Electric Consolidat -----
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income .....	\$ 29	\$ 15	\$ 11
Adjustments to reconcile net income			
to net cash from operating activities:			
Provision for depreciation and amortization .....	35	9	9
Nuclear fuel and lease amortization .....	-	-	-
Other amortization, net .....	2	-	-
Deferred costs recoverable as regulatory assets ...	(26)	1	(7)
Undistributed subsidiary earnings .....	-	-	-
Deferred income taxes, net .....	6	1	(23)
Investment tax credits, net .....	(1)	-	-
Cumulative effect of accounting change .....	-	-	-
Receivables .....	7	10	(27)
Materials and supplies .....	-	-	-
Accounts payable .....	(5)	(4)	(19)
Other .....	21	8	42
	----	----	----
Net cash provided from operating activities ....	68	40	(14)
	----	----	----
CASH FLOWS FROM FINANCING ACTIVITIES:			
New Financing-			
Preferred stock .....	-	-	-

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Long-term debt .....	-	-	-
Redemptions and repayments-			
Common stock .....	-	-	-
Preferred stock .....	-	-	-
Long-term debt .....	40	-	-
Short-term borrowings .....	2	26	(3)
Dividend payments			
Common stock .....	-	-	-
Preferred stock .....	1	-	-
	----	----	----
Net cash provided from (used for)			
financing activities .....	(43)	(26)	3
	----	----	----
 CASH FLOWS FROM INVESTING ACTIVITIES:			
GPU acquisition, net of cash .....	-	-	-
Property additions .....	21	8	10
Cash investments .....	-	-	-
Other .....	1	-	(29)
Net cash used for investing activities .....	22	8	(19)
	----	----	----
 NET INCREASE (DECREASE) IN			
CASH AND CASH EQUIVALENTS .....	\$ 3	\$ 6	\$ 8
	====	====	====

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2001  
(In Millions \$)

	GPU Capital	Diversified Holdings	MYR Corp
	-----	-----	-----
 CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income .....	\$ (4)	\$0	\$ 3
Adjustments to reconcile net income			
to net cash from operating activities:			
Provision for depreciation and amortization .....	-	-	1
Nuclear fuel and lease amortization .....	-	-	-
Other amortization, net .....	-	-	-
Deferred costs recoverable as regulatory assets ...	-	-	-
Undistributed subsidiary earnings .....	-	-	-
Deferred income taxes, net .....	-	-	-
Investment tax credits, net .....	-	-	-
Cumulative effect of accounting change .....	-	-	-
Receivables .....	52	-	3
Materials and supplies .....	1	-	-
Accounts payable .....	17	-	(1)
Other .....	(26)	-	(2)
	----	--	----
Net cash provided from operating activities ....	40	-	4
	----	--	----
 CASH FLOWS FROM FINANCING ACTIVITIES:			
New Financing-			
Preferred stock .....	-	-	-

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Long-term debt .....	-	-	-
Redemptions and repayments-			
Common stock .....	-	-	-
Preferred stock .....	-	-	-
Long-term debt .....	1	-	-
Short-term borrowings .....	140	-	-
Dividend payments			
Common stock .....	-	-	-
Preferred stock .....	-	-	-
.....	----	--	---
Net cash provided from (used for)			
financing activities .....	(141)	-	-
	----	--	---
CASH FLOWS FROM INVESTING ACTIVITIES:			
GPU acquisition, net of cash .....	-	-	-
Property additions .....	-	-	3
Cash investments .....	-	-	-
Other .....	(82)	-	-
Net cash used for investing activities .....	(82)	-	3
	----		---
NET INCREASE (DECREASE) IN			
CASH AND CASH EQUIVALENTS .....	\$ (19)	\$0	\$ 1
	====	==	===

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FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS  
For the Year Ended December 31, 2001  
(In Millions \$)

	GPU FirstEnergy Telecom Company	GPU Service	Elimination
	-----	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income .....	\$ (1)	\$ 0	\$ (729)
Adjustments to reconcile net income			
to net cash from operating activities:			
Provision for depreciation and amortization .....	-	1	(1)
Nuclear fuel and lease amortization .....	-	-	-
Other amortization, net .....	-	-	-
Deferred costs recoverable as regulatory assets ...	-	-	-
Undistributed subsidiary earnings .....	-	-	232
Deferred income taxes, net .....	-	19	(19)
Investment tax credits, net .....	-	-	-
Cumulative effect of accounting change .....	-	-	-
Receivables .....	(2)	71	1,215
Materials and supplies .....	(7)	(1)	-
Accounts payable .....	(5)	(14)	(1,111)
Other .....	15	(49)	(47)
	----	----	-----
Net cash provided from operating activities ....	-	27	(460)
	----	----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:			
New Financing-			
Preferred stock .....	-	-	-

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Long-term debt .....	-	-	-
Redemptions and repayments-			
Common stock .....	-	-	(3)
Preferred stock .....	-	-	-
Long-term debt .....	-	-	-
Short-term borrowings .....	-	-	1,980
Dividend payments			
Common stock .....	-	-	(444)
Preferred stock .....	-	-	(56)
	-----	-----	-----
Net cash provided from (used for			
financing activities .....	-	-	(1,477)
	-----	-----	-----
 CASH FLOWS FROM INVESTING ACTIVITIES:			
GPU acquisition, net of cash .....	-	-	-
Property additions .....	(2)	-	(1)
Cash investments .....	-	-	-
Other .....	-	-	(1,868)
Net cash used for investing activities .....	(2)	-	(1,869)
	-----	-----	-----
 NET INCREASE (DECREASE) IN			
CASH AND CASH EQUIVALENTS .....	\$ 2	\$ 27	\$ (68)
	=====	=====	=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

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A. Annual Reports

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The following documents are incorporated by reference:

A-1 FirstEnergy Corp. - Annual Report on Form 10-K for 2001 (File No. 333-21011)

Ohio Edison Company - Annual Report on Form 10-K for 2001 (File No.1-2578)

The Cleveland Electric Illuminating Company - Annual Report on Form 10-K for 2001 (File No. 1-2323)

The Toledo Edison Company - Annual Report on Form 10-K for 2001 (File No. 1-3583) Pennsylvania Power Company - Annual Report on Form 10-K for 2001 (File No. 1-3491)

Jersey Central Power & Light Company - Annual Report on Form 10-K for 2001 (File No. 1-3141)

Metropolitan Edison Company - Annual Report on Form 10-K for 2001 (File No.1-446)

Pennsylvania Electric Company - Annual Report on Form 10-K for 2001 (File No.1-3522)

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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 to FirstEnergy's Annual Report on Form 10-K for 2001. (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 to FirstEnergy's Annual Report on Form 10-K for 2001. (File No. 333-21011)

American Transmissions Systems, Inc. (ATSI)  
Centerior Indemnity Trust  
Centerior Service Company  
FE Acquisition Corp.  
First Communications, LLC FE Holdings, LLC FELHC, Inc.  
FirstEnergy Facilities Services Group, LLC (FEFSG) FirstEnergy Nuclear  
Operating Company FirstEnergy Properties, Inc.  
FirstEnergy Securities Transfer Company

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy Service Company  
FirstEnergy Solutions Corp. (FES)  
FirstEnergy Ventures Corp.  
MARBEL Energy Corporation  
PowerSpan Corp.  
UMICO Holdings, Inc.

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

GPU Advanced Resources, GPU Telcom, GPUS, GPUN, GPU Diversified Holdings  
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and GPU Enertech Holdings  
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- B-6 Articles of Incorporation of GPUS, as amended through April 27, 1994 - incorporated by reference to Exhibit A-1 to Application on Form U-1, File No. 70-4990.
- B-7 Articles of Incorporation of GPUS, as amended through August 1, 1996 -

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- incorporated by reference to Exhibit B-5 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-8 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-9 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-10 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-11 Amended By-Laws of GPUS, dated as of January 1, 1999 - incorporated by reference to Exhibit B-12 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-12 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-13 Certificate of Incorporation of GPU Energy Services, Inc., dated as of September 13, 1996- incorporated by reference to Exhibit B-15 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-14 Certificate of Amendment of Certificate of Incorporation of GPU Energy Services, Inc., dated as of January 15, 1997 to change the name of the company to GPU Advanced Resources, Inc- incorporated by reference to Exhibit B-16 to GPU Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.

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

#### Exhibits

GPU Advanced Resources, GPU Telcom, GPUS, GPUN, GPU Diversified Holdings  
-----  
and GPU Enertech Holdings  
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- B-15 By-Laws of GPU Advanced Resources, Inc., dated as of March 6, 1997 - incorporated by reference to Exhibit B-17 to GPU Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-16 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-17 By-Laws of GPU Telcom Services, Inc., dated as of March 6, 1997 - incorporated by reference to Exhibit B-19 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-18 Amended By-Laws of Saxton, dated as of March 30, 1984 - incorporated by reference to Exhibit A-1(e) to Application on Form U-1, File No. 70-7398.

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- B-19 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-20 Agreement and Plan of Merger, dated August 8, 2000 between FirstEnergy Corp. and GPU, Inc. - incorporated by reference to Exhibit (c)1, August 11, 2000 Current Report on Form 8-K SEC File No. 1-6047.
- B-21 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-22 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-23 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-24 By-Laws of GPU Enertech Holdings, Inc. dated February 22, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

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

#### Exhibits

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#### Ohio Edison Company (OE)

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

#### Pennsylvania Power Company (Penn)

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- B-28 Amended and Restated Articles of Incorporation, as amended March 15, 2002 - incorporated by reference to Exhibit 3-A 3-1 to Penn's Annual Report on Form 10-K for 2001, File No. 1-3491.
- B-29 Amended and Restated By-Laws of Penn, as amended March 15, 2002 - incorporated by reference to Exhibit 3-A 3-2 to Penn's Annual Report on Form 10-K for 2001, File No. 1-3491.

#### The Cleveland Electric Illuminating Company (CEI)

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- B-30 Amended Articles of Incorporation of CEI, as amended, effective May 28, 1993 (Exhibit 3a, 1993 Form 10-K, File No. 1-2323).
- B-31 Regulations of CEI, dated April 29, 1981, as amended effective October 1, 1988 and April 24, 1990 (Exhibit 3b, 1990 Form 10-K, File No. 1-2323).
- B-32 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3-A 3c to CEI's Annual Report on Form 10-K for 2001, File No. 1-2323.

The Toledo Edison Company (TE)  
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- B-33 Amended Articles of Incorporation of TE, as amended effective October 2, 1992 (Exhibit 3a, 1992 Form 10-K, File No. 1-3583).
- B-34 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3-A 3b to TE's Annual Report on Form 10-K for 2001, File No. 1-3583.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits  
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JCP&L  
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- B-35 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-36 Certificate of Amendment to Restated Certificate of Incorporation of JCP&L, dated as of June 19, 1992 - incorporated by reference to Exhibit A-2(a), Certificate Pursuant to Rule 24, File No. 70-7949.
- B-37 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-38 Certificate of Incorporation of JCP&L Preferred Capital, Inc., dated as of February 21, 1995 - incorporated by reference to Exhibit A-1, Application on Form U-1, File No. 70-8495.
- B-39 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-40 By-Laws of JCP&L Preferred Capital, Inc., dated as of February 21, 1995 - incorporated by reference to Exhibit A-2, Application on Form U-1, File No. 70-8495.
- B-41 Amended and Restated Limited Partnership Agreement of JCP&L Capital, L.P., dated as of May 11, 1995 - incorporated by reference to Exhibit A-5(a), Certificate Pursuant to Rule 24, File No. 70-8495.

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- B-42 Action Creating Series A Preferred Securities of JCP&L Capital, L.P., dated as of May 11, 1995 - incorporated by reference to Exhibit A-6(a), Certificate Pursuant to Rule 24, File No. 70-8495.
- B-43 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-44 Certificate of Incorporation of JCP&L Transition Holdings, Inc. dated February 24, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-45 By-Laws of JCP&L Transition Holdings, Inc. dated February 24, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

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

#### Exhibits

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#### JCP&L

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- B-46 Certificate of Incorporation of JCP&L Transition, Inc. dated February 24, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-47 By-Laws of JCP&L Transition, Inc. dated February 24, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-48 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-49 Limited Liability Company Agreement for JCP&L Transition Funding LLC dated February 24, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

#### Met-Ed

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- B-50 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-51 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-52 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-53 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),

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Certificate Pursuant to Rule 24, File No. 70-7398.

- B-54 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-55 Amended and Restated Limited Partnership Agreement of Met-Ed Capital, L.P., dated as of August 16, 1994 - incorporated by reference to Exhibit A-5(a), Certificate Pursuant to Rule 24, File No. 70-8401.

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

#### Exhibits

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#### Met-Ed

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- B-56 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-57 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-58 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-59 Certificate of Business Trust Registration of Met-Ed Capital Trust, dated as of September 1, 1998- incorporated by reference to Exhibit 4-K, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01, and 333-62967-02.
- B-60 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-61 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-62 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-63 Amended By-Laws of Met-Ed as of May 16, 2000 - incorporated by reference to Exhibit 3-F of Met-Ed's Annual Report on Form 10-K for the year 2000, File No. 2-27099.

#### Penelec

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- B-64 Articles of Incorporation of Nineveh Water Company (formerly Penelec Water

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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-65 Certificate of Incorporation of Penelec Preferred Capital, Inc., dated as of May 9, 1994 - incorporated by reference to Exhibit 3-C to Registration Statement on Form S-3, Registration No. 33-53677.

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

#### Exhibits

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#### Penelec

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B-66 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-67 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-68 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-69 Amended and Restated Limited Partnership Agreement of Penelec Capital, L.P., dated as of June 27, 1994 - incorporated by reference to Exhibit A-5(a), Certificate Pursuant to Rule 24, File No. 70-8403.

B-70 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-71 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-72 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-73 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-74 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-75 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.

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B-76 Restated Articles of Incorporation of Penelec dated March 8, 1999 - incorporated by reference to Exhibit 3-G of Penelec's Annual Report on Form 10-K for the year 1999, File No. 1-3522.

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

#### Exhibits

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#### Penelec

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B-77 Amended By-Laws of Penelec, dated as of May 16, 2000 - incorporated by reference to Exhibit 3-H of Penelec's Annual Report on Form 10-K for the year 2000, File No. 1-3522.

#### GPU Electric & GPU Power

B-78 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-79 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-80 Articles of Incorporation of ADA Management Corporation, dated as of November 20, 1990 - incorporated by reference to Exhibit B-20 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-81 Certificate of Amendment of Articles of Incorporation of ADA Management Corporation, dated as of July 31, 1993 to change the name of the company to Commerce Cogeneration Corporation - incorporated by reference to Exhibit B-21 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-82 Certificate of Amendment of Articles of Incorporation of Commerce Cogeneration Corporation, dated as of July 31, 1993 to change the name of the company to NCP ADA Power, Inc. - incorporated by reference to Exhibit B-22 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

B-83 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-84 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.

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

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### Exhibits

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#### GPU Electric & GPU Power

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- B-85 Certificate of Incorporation of Bermuda Hundred Energy, Inc., dated as of July 25, 1989 - incorporated by reference to Exhibit B-12 to GPU, Inc.'s Annual Report on Form U5S for the year 1989, File No. 30-126
- B-86 Certificate of Amendment to Certificate of Incorporation of Bermuda Hundred Energy, Inc., dated as of March 16, 1993 - incorporated by reference to Exhibit B-12-1 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.
- B-87 Certificate of Amendment of the Certificate of Incorporation of Bermuda Hundred Energy, Inc., dated as of March 16, 1993 to change the name of the corporation to Hanover Energy Corporation - incorporated by reference to Exhibit B-14 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.
- B-88 Certificate of Incorporation of Austin Cogeneration Corporation, dated as of January 27, 1995 - incorporated by reference to Exhibit B-79 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-89 Certificate of Incorporation of Guaracachi America, Inc., dated as of July 13, 1995 - incorporated by reference to Exhibit B-80 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-90 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-91 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-92 By-Laws of Incorporation of Empresa Guaracachi S.A., effective as of July 13, 1995 - incorporated by reference to Exhibit B-82 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-93 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.

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

#### Exhibits

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#### GPU Electric & GPU Power

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- B-94 By-Laws of Incorporation of Termobarranquilla S.A. (Public Deed No. 9994),

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- dated as of October 14, 1994 - incorporated by reference to Exhibit B-84 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-95 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-96 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-97 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-98 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-99 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-100 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-101 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-102 Certificate of Incorporation of Victoria Electric, Inc., dated as of October 18, 1995 - incorporated by reference to Exhibit B-90 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

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

#### Exhibits

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#### GPU Electric & GPU Power

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- B-103 Certificate of Incorporation of Victoria Electric Holdings, Inc., dated as of June 17, 1996 - incorporated by reference to Exhibit B-102 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-104 Certificate of Incorporation of EI UK Holdings, Inc., dated as of April 30, 1996 - incorporated by reference to Exhibit B-103 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-105 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.

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- B-106 Memorandum and Articles of Association of Avon Energy Partners plc, dated as of April 29, 1996 - incorporated by reference to Exhibit B-105 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-107 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-108 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-109 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-110 By-Laws of North Canadian Power, Inc. (subsequently renamed NCP Energy, Inc.), adopted as of December 27, 1989 - incorporated by reference to Exhibit B-70 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-111 By-Laws of Commerce Cogeneration Corporation, as amended through October 3, 1992 (formerly known as ADA Management Corporation) - subsequently renamed NCP ada Power, Inc. - incorporated by reference to Exhibit B-76 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

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

#### Exhibits

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#### GPU Electric & GPU Power

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- B-112 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-113 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-114 Amended By-Laws of Hanover Energy Corporation (formerly Bermuda Hundred Energy, Inc.), dated as of March 16, 1993 - incorporated by reference to Exhibit B-32 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.
- B-115 By-Laws of Austin Cogeneration Corporation, adopted as of January 27, 1995 - incorporated by reference to Exhibit B-123 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-116 By-Laws of Guaracachi America, Inc., adopted as of July 13, 1995 - incorporated by reference to Exhibit B-124 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-117 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



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Form U5S for the year 1995, File No. 30-126.

- B-118 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-119 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-120 By-Laws of International Power Advisors, Inc., adopted as of August 16, 1995 - incorporated by reference to Exhibit B-128 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

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

#### Exhibits

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#### GPU Electric & GPU Power

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- B-121 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-122 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-123 By-Laws of Victoria Electric, Inc., adopted as of October 20, 1995 - incorporated by reference to Exhibit B-131 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-124 By-Laws of Victoria Electric Holdings, Inc., adopted as of June 17, 1996 - incorporated by reference to Exhibit B-149 to GPU Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-125 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-126 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-127 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-128 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.

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B-129 Memorandum of Association of 2322133 Nova Scotia Limited, dated as of December 22, 1993 - incorporated by reference to Exhibit B-31 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.

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

#### Exhibits

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#### GPU Electric & GPU Power

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- B-130 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-131 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.
- B-132 Memorandum of Association of EI Australia Services Pty Ltd., (subsequently renamed GPU International Australia Pty Ltd.), effective as of October 26, 1995 - incorporated by reference to Exhibit B-142 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-133 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-134 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-135 Articles of Association of EI Australia Services Pty Ltd., (subsequently renamed GPU International Australia Pty Ltd.), adopted as of October 26, 1995 - incorporated by reference to Exhibit B-148 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-136 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-137 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.

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

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### Exhibits

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GPU Electric & GPU Power

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- B-138 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-139 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-140 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-141 Certificate of Amendment of Articles of Association of EI Cayman, dated as of July 10, 1995 to change the name of the company to EI International - incorporated by reference to Exhibit B-164 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-142 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-143 Certificate of Incorporation of GPU Australia Holdings, Inc. dated as of September 29, 1997 - incorporated by reference to Exhibit B-192 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-144 By-Laws of GPU Australia Holdings, Inc., dated as of September 29, 1997 - incorporated by reference to Exhibit B-193 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-145 Certificate of Incorporation of Austran Holdings, Inc., dated as of September 29, 1997 - incorporated by reference to Exhibit B-194 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-146 Amended and Restated Certificate of Incorporation of Austran Holdings, Inc., dated as of October 9, 1997 - incorporated by reference to Exhibit B-195 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.

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

#### Exhibits

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GPU Electric & GPU Power

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- B-147 By-Laws of Austran Holdings, Inc. adopted as of September 29, 1997 - incorporated by reference to Exhibit B-196 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-148 Certificate of Incorporation of GPU Power Ireland, Inc., dated October 14, 1997 - incorporated by reference to Exhibit B-199 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-149 By-Laws of GPU Power Ireland, Inc. adopted as of October 14, 1997 - incorporated by reference to Exhibit B-200 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-150 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-151 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-152 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-153 Articles of Association of GPU do Brasil Ltda., dated March 10, 1998 - incorporated by reference to Exhibit B-200 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-154 By-Laws of GPU Sao Paulo S.A. adopted as of March 10, 1998 - incorporated by reference to Exhibit B-201 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-155 Memorandum and Articles of Association of GPU GasNet Pty Ltd. dated as of June 16, 1998 - incorporated by reference to Exhibit B-202 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-156 Memorandum and Articles of Association of GPU GasNet Trading Pty Ltd. dated as of June 16, 1998 - incorporated by reference to Exhibit B-203 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

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

#### Exhibits

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#### GPU Electric & GPU Power

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- B-157 Certificate of Incorporation of GPU Brasil, Inc., dated February 25, 1998 - 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-158 By-Laws of GPU Brasil, Inc., adopted as of February 25, 1998 - incorporated by reference to Exhibit B-208 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-159 Certificate of Incorporation of GPU International Asia, Inc., dated

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- January 9, 1997 - incorporated by reference to Exhibit B-209 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-160 By-Laws of GPU International Asia, Inc., adopted as of January 10, 1997 - incorporated by reference to Exhibit B-210 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126..
- B-161 Certificate of Incorporation of GPU Argentina Holdings, Inc., dated December 18, 1998 - incorporated by reference to Exhibit B-211 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-162 By-Laws of GPU Argentina Holdings, Inc., adopted as of December 18, 1998 - incorporated by reference to Exhibit B-212 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-163 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-164 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-165 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-166 Association of Notaries of Empresa Distribuidora Electrica Regional, S.A. - incorporated by reference to Exhibit B-204 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

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

#### Exhibits

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#### GPU Electric & GPU Power

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- B-167 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-168 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
- B-169 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-170 By-Laws of VicGas Holdings, Inc. - incorporated by reference to Exhibit B-208 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126
- B-171 Certificate of Incorporation of VicGas Holdings, Inc. - incorporated by reference to Exhibit B-209 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126

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- B-172 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
- B-173 Certificate of Registration on Change of Name of Transmission Pipelines Australia (Assets) Pty Limited, dated November 3, 1997 - incorporated by reference to Exhibit B-211 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126
- B-174 Constitution of Transmission Pipelines Australia (Assets) Pty Limited dated, June 1999 - incorporated by reference to Exhibit B-212 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126

MYR Group  
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- B-175 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-176 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.

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

#### Exhibits

MYR Group  
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- B-177 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-178 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-179 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-180 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-181 Agreement and Plan of Merger - Sturgeon Electric Company, Inc., a Colorado Corporation into Sturgeon Electric Company, Inc., a Michigan Corporation dated August 30, 1974 - incorporated by reference to Exhibit B-176 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-182 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.

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- B-183 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-184 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-185 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-186 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.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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MYR Group

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- B-187 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-188 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-189 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-190 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-191 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.
- B-192 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-193 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-194 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-195 Restated Certificate of Incorporation of MYR Group Inc. dated December 14, 1995 - incorporated by reference to Exhibit B-192 to GPU, Inc.'s Annual

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Report on Form U5S for the year 2000, File No. 001-06047.

B-196 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.

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

#### Exhibits

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#### MYR Group

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B-197 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-198 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-199 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-200 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-201 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.

B-202 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-203 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-204 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-205 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.



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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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MYR Group

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B-206 By-Laws of Hawkeye Construction, Inc. dated September 5, 1984 - incorporated by reference to Exhibit B-203 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

C. Instruments Defining the Rights of Security Holders, including

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Indentures, Outstanding and Uncompleted Contracts or Agreements  
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FirstEnergy Corp.

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

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

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

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

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.

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

#### Exhibits

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FirstEnergy Corp.  
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- 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.
- 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.

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

#### Exhibits

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FirstEnergy Corp.  
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- C-20 Restricted Stock Agreements between FirstEnergy Corp. and Officers dated February 20, 2002 - incorporated by reference to Exhibit 10-18 to

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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.
- 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.

GPUS & GPUN  
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- C-27 Credit Agreement between GPUS and First National Bank of Chicago, dated as of March 27, 1996 - incorporated by reference to Exhibit B-2, Certificate Pursuant to Rule 24, File No. 70-8793.
- C-28 Performance Units Agreement Under the 1990 Stock Plan for Employees of GPU and Subsidiaries - 1998 Agreement - incorporated by reference to Exhibit 10-CC to GPU, Inc.'s Annual Report on Form 10K for the year 1998, File No. 1-6047.
- C-29 Incentive Compensation Plan for Elected Officers of GPU Service, Inc., as amended and restated June 4, 1998 - incorporated by reference to Exhibit C-5 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-30 Incentive Compensation Plan for Elected Officers of GPU Nuclear, Inc., dated as of February 6, 1997 - incorporated by reference to Exhibit C-6 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

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

Exhibits  
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GPUS & GPUN  
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- C-31 Employee Incentive Compensation Plan of GPU Service, Inc., dated as of December 1, 1998 - incorporated by reference to Exhibit C-8 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

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- C-32 Employee Incentive Compensation Plan of GPU Nuclear Inc., dated as of April 1, 1995 - incorporated by reference to Exhibit C-8 to GPU Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- C-33 GPU Service, Inc. Supplemental and Excess Benefits Plan, as amended July 1, 1999 - incorporated by reference to Exhibit C-8 to GPU Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-34 GPU Service, Inc. Supplemental and excess Benefits Plan, as amended August 8, 2000 - incorporated by reference to Exhibit C-8 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- C-35 GPU Nuclear, Inc. Supplemental and Excess Benefits Plan, as amended June 5, 1997 - incorporated by reference to Exhibit C-11 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- C-36 Deferred Remuneration Plan for Outside Directors of GPU Nuclear Inc., as amended June 5, 1997 - incorporated by reference to Exhibit C-14 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- C-37 Form of 1998 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-BB to GPU, Inc.'s Annual Report on Form 10-K for the year 1998, File No. 1-6047.
- C-38 Severance Protection Agreement for Fred D. Hafer, dated November 5, 1998 - incorporated by reference to Exhibit C-24 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-39 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-40 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.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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GPUS & GPUN

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- C-41 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.
- C-42 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-43 Form of 1999 Performance Units Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to

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- Exhibit 10-X of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.
- C-44 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-45 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-46 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-47 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-48 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-49 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.

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

#### Exhibits

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#### GPUS & GPUN

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- C-50 Form of 2000 Performance Units Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-X on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-51 Amended Deferred Stock Unit Plan for GPU, Inc. Outside Directors dated as of August 8, 2000 - incorporated by reference to Exhibit 10-Y on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-52 Amendment to Deferred Stock Unit Plan for GPU, Inc. Outside Directors dated as of April 5, 2001 - incorporated by reference to Exhibit C-40 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- C-53 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-54 Form of 2000 MYR Group Inc. Performance Units Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-Z on GPU, Inc.'s Annual Report on Form 10-K for

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the year 2000, File No. 1-6047.

C-55 GPU, Inc. Stock Option and Restricted Stock Plan for MYR Group Inc. Employees amended as of April 5, 2001 - incorporated by reference to Exhibit C-43 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

C-56 Amended GPU Companies Supplemental Executive Retirement Plan, dated as of August 9, 2000 - incorporated by reference to Exhibit 10-EE on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.

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C-57 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)

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

Exhibits

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Dated as of	File Reference	Exhibit No.
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)

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February 1, 1980	Form 10-K, 2-66957	2 (b) (5)
April 15, 1980	Form 10-K, 2-66957	2 (b) (6)
June 15, 1980	Form 10-K, 2-68023	(b) (4) (b) (5)
October 1, 1981	Form 10-K, 2-74059	(4) (d)
October 15, 1981	Form 10-K, 2-75917	(4) (e)
February 15, 1982	Form 10-K, 2-75917	(4) (e)
July 1, 1982	Form 10-K, 2-89360	(4) (d)
March 1, 1983	Form 10-K, 2-89360	(4) (e)
March 1, 1984	Form 10-K, 2-89360	(4) (f)
September 15, 1984	Form 10-K, 2-92918	(4) (d)
September 27, 1984	Form 10-K, 33-2576	(4) (d)
November 8, 1984	Form 10-K, 33-2576	(4) (d)
December 1, 1984	Form 10-K, 33-2576	(4) (d)
December 5, 1984	Form 10-K, 33-2576	(4) (e)
January 30, 1985	Form 10-K, 33-2576	(4) (e)
February 25, 1985	Form 10-K, 33-2576	(4) (e)
July 1, 1985	Form 10-K, 33-2576	(4) (e)
October 1, 1985	Form 10-K, 33-2576	(4) (e)
January 15, 1986	Form 10-K, 33-8791	(4) (d)
May 20, 1986	Form 10-K, 33-8791	(4) (d)
June 3, 1986	Form 10-K, 33-8791	(4) (e)
October 1, 1986	Form 10-K, 33-29827	(4) (d)
August 25, 1989	Form 10-K, 33-34663	(4) (d)
February 15, 1991	Form 10-K, 33-39713	(4) (d)
May 1, 1991	Form 10-K, 33-45751	(4) (d)
May 15, 1991	Form 10-K, 33-45751	(4) (d)
September 15, 1991	Form 10-K, 33-45751	(4) (d)
April 1, 1992	Form 10-K, 33-48931	(4) (d)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Dated as of -----	File Reference -----	Exhibit No. -----
Supplemental Indentures:		
June 15, 1992	Form 10-K, 33-48931	(4) (d)
September 15, 1992	Form 10-K, 33-48931	(4) (e)
April 1, 1993	Form 10-K, 33-51139	(4) (d)
June 15, 1993	Form 10-K, 33-51139	(4) (d)
September 15, 1993	Form 10-K, 33-51139	(4) (d)
November 15, 1993	Form 10-K, 1-2578	(4) (2)
April 1, 1995	Form 10-K, 1-2578	(4) (2)
May 1, 1995	Form 10-K, 1-2578	(4) (2)
July 1, 1995	Form 10-K, 1-2578	(4) (2)
June 1, 1997	Form 10-K, 1-2578	(4) (2)
April 1, 1998	Form 10-K, 1-2578	(4) (2)
June 1, 1998	Form 10-K, 1-2578	(4) (2)
September 29, 1999	Form 10-K, 1-2578	(4) (2)
April 1, 2000	Form 10-K, 1-2578	(4) (2) (a)
April 1, 2000	Form 10-K, 1-2578	(4) (2) (b)
June 1, 2001	(A)	

C-58 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).)

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- C-59 Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c)(2))
- C-60 Amendment No. 1 dated January 4, 1974 to Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-68906, Exhibit 5(c)(3).)
- C-61 Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c)(3).)
- C-62 Amendment No. 1 dated as of January 1, 1993 to Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (1993 Form 10-K, Exhibit 10-4.)
- C-63 Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980 among the CAPCO Group. (Registration No. 2-68906, Exhibit 10-4.)
- C-64 Amendment dated as of December 23, 1993 to Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980 among the CAPCO Group. (1993 Form 10-K, Exhibit 10-6).
- C-65 CAPCO Basic Operating Agreement, as amended September 1, 1980. (Registration No. 2-68906, Exhibit 10-5.)

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

#### Exhibits

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- C-66 Amendment No. 1 dated August 1, 1981, and Amendment No. 2 dated September 1, 1982 to CAPCO Basic Operating Agreement, as amended September 1, 1980. (September 30, 1981 Form 10-Q, Exhibit 20-1 and 1982 Form 10-K, Exhibit 19-3, respectively.)
- C-67 Amendment No. 3 dated July 1, 1984 to CAPCO Basic Operating Agreement, as amended September 1, 1980. (1985 Form 10-K, Exhibit 10-7.)
- C-68 Basic Operating Agreement between the CAPCO Companies as amended October 1, 1991. (1991 Form 10-K, Exhibit 10-8.)
- C-69 Basic Operating Agreement between the CAPCO Companies as amended January 1, 1993. (1993 Form 10-K, Exhibit 10-11.)
- C-70 Memorandum of Agreement effective as of September 1, 1980 among the CAPCO Group. (1982 Form 10-K, Exhibit 19-2.)
- C-71 Operating Agreement for Beaver Valley Power Station Units Nos. 1 and 2 as Amended and Restated September 15, 1987, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 10-15.)
- C-72 Construction Agreement with respect to Perry Plant between the CAPCO Group dated as of July 22, 1974. (Registration No. 2-52251 of Toledo Edison Company, Exhibit 5(yy).)



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- C-73 Amendment No. 3 dated as of October 31, 1980 to the Bond Guaranty dated as of October 1, 1973, as amended, with respect to the CAPCO Group. (Registration No. 2-68906 of Pennsylvania Power Company, Exhibit 10-16.)
- C-74 Amendment No. 4 dated as of July 1, 1985 to the Bond Guaranty dated as of October 1, 1973, as amended, by the CAPCO Companies to National City Bank as Bond Trustee. (1985 Form 10-K, Exhibit 10-30.)
- C-75 Amendment No. 5 dated as of May 1, 1986, to the Bond Guaranty by the CAPCO Companies to National City Bank as Bond Trustee. (1986 Form 10-K, Exhibit 10-33.)
- C-76 Amendment No. 6A dated as of December 1, 1991, to the Bond Guaranty dated as of October 1, 1973, by The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, The Toledo Edison Company to National City Bank, as Bond Trustee. (1991 Form 10-K, Exhibit 10-33.)
- C-77 Amendment No. 6B dated as of December 30, 1991, to the Bond Guaranty dated as of October 1, 1973 by The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, The Toledo Edison Company to National City Bank, as Bond Trustee. (1991 Form 10-K, Exhibit 10-34.)

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

#### Exhibits

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- C-78 Bond Guaranty dated as of December 1, 1991, by The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, The Toledo Edison Company to National City Bank, as Bond Trustee. (1991 Form 10-K, Exhibit 10-35.)
- C-79 Memorandum of Understanding dated March 31, 1985 among the CAPCO Companies. (1985 Form 10-K, Exhibit 10-35.)
- C-80 Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44.)
- C-81 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45.)
- C-82 Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46.)
- C-83 Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47.)
- C-84 Severance pay agreement between Ohio Edison Company and W. R. Holland. (1995 Form 10-K, Exhibit 10-48.)
- C-85 Severance pay agreement between Ohio Edison Company and H. P. Burg. (1995 Form 10-K, Exhibit 10-49.)
- C-86 Severance pay agreement between Ohio Edison Company and A. J. Alexander.

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(1995 Form 10-K, Exhibit 10-50.)

- C-87 Severance pay agreement between Ohio Edison Company and J. A. Gill. (1995 Form 10K, Exhibit 10-51.)
- C-88 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-89 Amendment No. 1 dated as of September 1, 1987 to Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 thereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company (now The Bank of New York), as Indenture Trustee, and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-46.)

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

#### Exhibits

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- C-90 Amendment No. 3 dated as of May 16, 1988 to Participation Agreement dated as of March 16, 1987, as amended among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-47.)
- C-91 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-92 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-93 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.)

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- C-94 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-95 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-96 Amendment No. 1 dated as of September 1, 1987 to Facility Lease dated as of March 16, 1997 between The First National Bank of Boston, as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-49.)

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

#### Exhibits

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- C-97 Amendment No. 2 dated as of November 1, 1991, to Facility Lease dated as of March 16, 1987, between The First National Bank of Boston, as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-50.)
- C-98 Amendment No. 3 dated as of November 24, 1992 to Facility Lease dated as of March 16, 1987 as amended, between The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited partnership, as Owner Participant and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-54.)
- C-99 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-100 (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-101 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-102 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

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- Participant, Tenant. (1986 Form 10-K, Exhibit 28-4.)
- C-103 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-104 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-105 Supplemental Indenture No. 1 dated as of September 1, 1987 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston as Owner Trustee and Irving Trust Company (now The Bank of New York), as Indenture Trustee. (1991 Form 10-K, Exhibit 10-55.)

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

#### Exhibits

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- C-106 Supplemental Indenture No. 2 dated as of November 1, 1991 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee and The Bank of New York, as Indenture Trustee. (1991 Form 10-K, Exhibit 10-56.)
- C-107 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-108 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-109 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-110 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-111 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-112 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

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Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1986 Form 10-K, Exhibit 28-9.)

- C-113 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-114 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-115 Easement dated as of March 16, 1987 from Ohio Edison Company, Grantor, to The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, Grantee. (1986 Form 10-K, File Exhibit 28-12.)

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

#### Exhibits

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- C-116 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-117 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-118 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-119 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-120 Amendment No. 6 dated as of January 12, 1993 to Participation Agreement

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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-121 Amendment No. 7 dated as of October 12, 1994 to Participation Agreement dated as of March 16, 1987 as amended among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-81.)

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

#### Exhibits

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C-122 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-123 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-124 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-125 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-126 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-127 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-128 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

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10-K, Exhibit 28-15.)

C-129 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-130 Trust Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation, as Owner Participant, and The First National Bank of Boston. (1986 Form 10-K, Exhibit 28-17.)

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

#### Exhibits

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C-131 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-132 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-133 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-134 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-135 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-136 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-137 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-138 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

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Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1986 Form 10-K, Exhibit 28-20.)

C-139 Additional Support Agreement dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, and Ohio Edison Company. (1986 Form 10-K, Exhibit 28-21.)

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

#### Exhibits

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C-140 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-141 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-142 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-143 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-144 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-145 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-146 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-147 Guarantee Agreement entered into by Ohio Edison Company dated as of January 17, 1991. (1990 Form 10-K, Exhibit 10-64.)



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C-148 Transfer and Assignment Agreement among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1990 Form 10-K, Exhibit 10-65.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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C-149 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-150 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-151 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-152 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-153 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-154 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-155 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-156 Amendment No. 3 dated as of March 16, 1988 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-99.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

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Exhibits

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- C-157 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-158 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-159 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-160 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-161 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-162 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-163 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-164 Trust Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Limited Partnership, as Owner Participant, and The First National Bank of Boston. (1987 Form 10-K, Exhibit 28-6.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-165 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-166 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-167 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-168 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-169 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-170 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-171 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-172 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-173 Assignment, Assumption and Further Agreement dated as of September 15, 1987, among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1987 Form 10-K, Exhibit 28-11.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-174 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-175 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-176 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-177 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-178 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-179 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-180 Amendment No. 6 dated as of September 30, 1994 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-140.)

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

#### Exhibits

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- C-181 Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, Lessor, and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit

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28-15.)

- C-182 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-183 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-184 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-185 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-186 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-187 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-188 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-189 Supplemental Indenture No. 1 dated as of February 1, 1988 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with Chrysler Consortium Corporation and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-20.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-190 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.)

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- C-191 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-192 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-193 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-194 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-195 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-196 Operating Agreement dated March 10, 1987 with respect to Perry Unit No. 1 between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-24.)
- C-197 Operating Agreement for Bruce Mansfield Units Nos. 1, 2 and 3 dated as of June 1, 1976, and executed on September 15, 1987, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-25.)
- C-198 Operating Agreement for W. H. Sammis Unit No. 7 dated as of September 1, 1971 by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-26.)
- C-199 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-200 OE-PEPCO Power Supply Agreement dated March 18, 1987, by and among Ohio Edison Company and Pennsylvania Power Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-28.)

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

#### Exhibits

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- C-201 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.)

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C-202 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

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C-203 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-204 Supplemental Indenture dated as of September 1, 1995, between Penn and Citibank, N.A., as Trustee. (1995 Form 10-K, Exhibit 4-2.)

C-205 Supplemental Indenture dated as of June 1, 1997, between Penn and Citibank, N.A., as Trustee. (1997 Form 10-K, Exhibit 4-3.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Penn

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C-206 Supplemental Indenture dated as of June 1, 1998, between Penn and Citibank, N.A., as Trustee. (1998 Form 10-K, Exhibit 4-4.)

C-207 Supplemental Indenture dated as of September 29, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-5.)

C-208 Supplemental Indenture dated as of November 15, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-6.)

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- C-209 Supplemental Indenture dated as of June 1, 2001. (2001 Form 10-K, Exhibit 4-7.)
- C-210 Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration Statement of Ohio Edison Company, File No. 2-43102, Exhibit 5(c)(2).)
- C-211 Amendment No. 1 dated January 4, 1974 to Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration Statement No. 2-68906, Exhibit 5 (c)(3).)
- C-212 Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (Registration Statement of Ohio Edison Company, File No. 2-43102, Exhibit 5 (c)(3).)
- C-213 Amendment No. 1 dated as of January 1, 1993 to Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (1993 Form 10-K, Exhibit 10-4, Ohio Edison Company.)
- C-214 Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980 among the CAPCO Group. (Registration Statement No. 2-68906, Exhibit 10-4.)
- C-215 Amendment dated as of December 23, 1993 to Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980 among the CAPCO Group. (1993 Form 10-K, Exhibit 10-6, Ohio Edison Company.)
- C-216 CAPCO Basic Operating Agreement, as amended September 1, 1980. (Registration Statement No. 2-68906, as Exhibit 10-5.)
- C-217 Amendment No. 1 dated August 1, 1981 and Amendment No. 2 dated September 1, 1982, to CAPCO Basic Operating Agreement as amended September 1, 1980. (September 30, 1981 Form 10-Q, Exhibit 20-1 and 1982 Form 10-K, Exhibit 19-3, File No. 1-2578, of Ohio Edison Company.)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Penn

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- C-218 Amendment No. 3 dated as of July 1, 1984, to CAPCO Basic Operating Agreement as amended September 1, 1980. (1985 Form 10-K, Exhibit 10-7, File No. 1-2578, of Ohio Edison Company.)
- C-219 Basic Operating Agreement between the CAPCO Companies as amended October 1, 1991. (1991 Form 10-K, Exhibit 10-8, File No. 1-2578, of Ohio Edison Company.)
- C-220 Basic Operating Agreement between the CAPCO Companies as amended January 1, 1993. (1993 Form 10-K, Exhibit 10-11, Ohio Edison.)
- C-221 Memorandum of Agreement effective as of September 1, 1980, among the CAPCO Group. (1991 Form 10-K, Exhibit 19-2, Ohio Edison Company.)
- C-222 Operating Agreement for Beaver Valley Power Station Units Nos. 1 and 2 as Amended and Restated September 15, 1987, by and between the CAPCO



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- Companies. (1987 Form 10-K, Exhibit 10-15, File No. 1-2578, of Ohio Edison Company.)
- C-223 Construction Agreement with respect to Perry Plant between the CAPCO Group dated as of July 22, 1974. (Registration Statement of Toledo Edison Company, File No. 2-52251, as Exhibit 5 (yy).)
- C-224 Memorandum of Understanding dated as of March 31, 1985, among the CAPCO Companies. (1985 Form 10-K, Exhibit 10-35, File No. 1-2578, Ohio Edison Company.)
- C-225 Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44, File No. 1-2578, Ohio Edison Company.)
- C-226 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45, File No. 1-2578, Ohio Edison Company.)
- C-227 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-228 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-229 Operating Agreement for Perry Unit No. 1 dated March 10, 1987, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-24, File No. 1-2578, Ohio Edison Company.)

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

#### Exhibits

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- Penn  
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- C-230 Operating Agreement for Bruce Mansfield Units Nos. 1, 2 and 3 dated as of June 1, 1976, and executed on September 15, 1987, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-25, File No. 1-2578, Ohio Edison Company.)
- C-231 Operating Agreement for W. H. Sammis Unit No. 7 dated as of September 1, 1971, by and between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-26, File No. 1-2578, Ohio Edison Company.)
- C-232 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-233 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-234 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

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10-K, Exhibit 28-29, File No. 1-2578, of Ohio Edison Company.)

C-235 APS-PEPCO Power Resale Agreement dated March 18, 1987, by and among Monongahela Power Company, West Penn Power Company, and The Potomac Edison Company and Potomac Electric Power Company. (1987 Form 10-K, Exhibit 28-30, File No. 1-2578, of Ohio Edison Company.)

C-236 Pennsylvania Power Company Master Decommissioning Trust Agreement for Beaver Valley Power Station and Perry Nuclear Power Plant dated as of April 21, 1995. (Quarter ended June 30, 1995 Form 10-Q, Exhibit 10, File No. 1-3491.)

C-237 Nuclear Fuel Lease dated as of March 31, 1989, between OES Fuel, Incorporated, as Lessor, and Pennsylvania Power Company, as Lessee. (1989 Form 10-K, Exhibit 10-39, File No. 1-3491.)

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C-238 Rights Agreement (Exhibit 4, June 25, 1996 Form 8-K, File Nos. 1-9130, 1-2323 and 1-3583).

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

Exhibits  
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C-239 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-240 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-241 CAPCO Administration Agreement dated November 1, 1971, as of September 14, 1967, among the CAPCO Group members regarding the organization and procedures for implementing the objectives of the CAPCO Group (Exhibit 5(p), Amendment No. 1, File No. 2-42230, filed by Cleveland Electric).

C-242 Amendment No. 1, dated January 4, 1974, to CAPCO Administration Agreement among the CAPCO Group members (Exhibit 5(c)(3), File No. 2-68906, filed by Ohio Edison).

C-243 CAPCO Transmission Facilities Agreement dated November 1, 1971, as of September 14, 1967, among the CAPCO Group members regarding the installation, operation and maintenance of transmission facilities to carry out the objectives of the CAPCO Group (Exhibit 5(q), Amendment No. 1, File No. 2-42230, filed by Cleveland Electric).

C-244 Amendment No. 1 to CAPCO Transmission Facilities Agreement, dated December 23, 1993 and effective as of January 1, 1993, among the CAPCO Group members regarding requirements for payment of invoices at specified times,

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for payment of interest on non-timely paid invoices, for restricting adjustment of invoices after a four-year period, and for revising the method for computing the Investment Responsibility charge for use of a member's transmission facilities (Exhibit 10b(2)(1), 1993 Form 10-K, File Nos. 1-9130, 1-2323 and 1-3583).

C-245 CAPCO Basic Operating Agreement As Amended January 1, 1993 among the CAPCO Group members regarding coordinated operation of the members' systems (Exhibit 10b(3), 1993 Form 10-K, File Nos. 1-9130, 1-2323 and 1-3583).

C-246 Agreement for the Termination or Construction of Certain Agreement By and Among the CAPCO Group members, dated December 23, 1993 and effective as of September 1, 1980 (Exhibit 10b(4), 1993 Form 10-K, File Nos. 1-9130, 1-2323 and 1-3583).

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

#### Exhibits

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#### CEI and TE

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C-247 Construction Agreement, dated July 22, 1974, among the CAPCO Group members and relating to the Perry Nuclear Plant (Exhibit 5 (yy), File No. 2-52251, filed by Toledo Edison).

C-248 Contract, dated as of December 5, 1975, among the CAPCO Group members for the construction of Beaver Valley Unit No. 2 (Exhibit 5 (g), File No. 2-52996, filed by Cleveland Electric).

C-249 Amendment No. 1, dated May 1, 1977, to Contract, dated as of December 5, 1975, among the CAPCO Group members for the construction of Beaver Valley Unit No. 2 (Exhibit 5(d)(4), File No. 2-60109, filed by Ohio Edison).

C-250 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-251 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-252 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-253 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-254 Form of Collateral Trust Indenture among CTC Mansfield Funding Corporation, Cleveland Electric, Toledo Edison and IBJ Schroder Bank & Trust Company, as Trustee (Exhibit 4(a), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

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C-255 Form of Supplemental Indenture to Collateral Trust Indenture constituting Exhibit 10d(2)(a) above, including forms of Secured Lease Obligation bonds (Exhibit 4(b), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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C-256 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-257 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-258 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-259 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-260 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-261 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).

C-262 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-263 Form of Amendment No. 1 to Participation Agreement constituting Exhibit 10d(6)(a) above (Exhibit 28(c), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-264 Form of Participation Agreement dated as of September 15, 1987 among the corporate Owner Participant named therein, the Original Loan Participants listed in Schedule I 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-265 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-266 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, IJB 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-267 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-268 Form of Ground Lease dated as of September 15, 1987 between Toledo Edison, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(e), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-269 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-270 Form of Site Lease dated as of September 30, 1987 between Cleveland Electric, Lessor, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(d), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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- C-271 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-272 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-273 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-274 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-275 Form of Indenture, Bill of Sale, Instrument of Transfer and Severance Agreement dated as of September 30, 1987 between Toledo Edison, Seller, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, Buyer (Exhibit 28(h), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-276 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-277 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).

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

#### Exhibits

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CEI and TE

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- C-278 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

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Company, as Lessees (Exhibit (28)(e)(i), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).

- C-279 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-280 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-281 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-282 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-283 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-284 Centerior Energy Corporation Equity Compensation Plan (Exhibit 99, Form S-8, File No. 33-59635).

CEI  
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- C-285 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)

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

Exhibits  
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CEI  
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Dated as of	File Reference	Exhibit No.
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)

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November 15, 1970	Form 10-K, 2-38460	2 (a) (4)
May 1, 1974	Form 10-K, 2-50537	2 (a) (4)
April 15, 1975	Form 10-K, 2-52995	2 (a) (4)
April 16, 1975	Form 10-K, 2-53309	2 (a) (4)
May 28, 1975	June 5, 1975 Form 8-A, 1-2323	2 (c)
February 1, 1976	1975 Form 10 K, 1-2323	3 (d) (6)
November 23, 1976	Form 10-K, 2-57375	2 (a) (4)
July 26, 1977	Form 10-K, 2-59401	2 (a) (4)
September 7, 1977	Form 10-K, 2-67221	2 (a) (5)
May 1, 1978	June 30, 1978 Form 10-Q, 1-2323	2 (b)
September 1, 1979	September 30, 1979 Form 10-Q, 1-2323	2 (a)
April 1, 1980	September 30, 1980 Form 10-Q, 1-2323	4 (a) (2)
April 15, 1980	September 30, 1980 Form 10-Q, 1-2323	4 (b)
May 28, 1980	Amendment No. 1, 2-67221	2 (a) (4)
June 9, 1980	September 30, 1980 Form 10-Q, 1-2323	4 (d)
December 1, 1980	1980 Form 10-K, 1-2323	4 (b) (29)
July 28, 1981	September 30, 1981, Form 10-Q, 1-2323	4 (a)
August 1, 1981	September 30, 1981, Form 10-Q, 1-2323	4 (b)
March 1, 1982	Amendment No. 1, 2-76029	4 (b) (3)
July 15, 1982	September 30, 1982 Form 10-Q, 1-2323	4 (a)
September 1, 1982	September 30, 1982 Form 10-Q, 1-2323	4 (a) (1)
November 1, 1982	September 30, 1982 Form 10-Q, 1-2323	(a) (2)
November 15, 1982	1982 Form 10-K, 1-2323	4 (b) (36)
May 24, 1983	June 30, 1983 Form 10-Q, 1-2323	4 (a)
May 1, 1984	June 30, 1984 Form 10-Q, 1-2323	4
May 23, 1984	May 22, 1984 Form 8-K, 1-2323	4
June 27, 1984	June 11, 1984 Form 8-K, 1-2323)	4
September 4, 1984	1984 Form 10-K, 1-2323	4b(41)
November 14, 1984	1984 Form 10 K, 1-2323	4b(42)
November 15, 1984	1984 Form 10-K, 1-2323	4b(43)
April 15, 1985	May 8, 1985 Form 8-K, 1-2323	4 (a)
May 28, 1985	May 8, 1985 Form 8-K, 1-2323	4 (b)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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CEI

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Dated as of	File Reference	Exhibit No.
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August 1, 1985	September 30, 1985 Form 10-Q, 1-2323	4
September 1, 1985	September 30, 1985 Form 8-K, 1-2323	4
November 1, 1985	January 31, 1986 Form 8-K, 1-2323	4
April 15, 1986	March 31, 1986 Form 10-Q,	4



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	1-2323	
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, 1-2323	4(b)
May 1, 1991	June 30, 1991 Form 10-Q, 1-2323	4(a)
May 1, 1992	33-48845	4(a)(3)
July 31, 1992	33-57292	4(a)(3)
January 1, 1993	1992 Form 10-K, 1-2323	4b(65)
February 1, 1993	1992 Form 10-K, 1-2323	4b(66)
May 20, 1993	July 14, 1993 Form 8-K, 1-2323	4(a)
June 1, 1993	July 14, 1993 Form 8-K, 1-2323	4(b)
September 15, 1994	September 30, 1994 Form 10-Q, 1-2323	4(a)
May 1, 1995	September 30, 1995 Form 10-Q, 1-2323	4(a)
May 2, 1995	September 30, 1995 Form 10-Q, 1-2323	4(b)
June 1, 1995	September 30, 1995 Form 10-Q, 1-2323	4(c)
July 15, 1995	1995 Form 10-K, 1-2323	4b(73)
August 1, 1995	1995 Form 10-K, 1-2323	4b(74)
June 15, 1997	Form S-4, 333-35931, 4(a)d by CEI and TE	
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)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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CEI

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Dated as of	File Reference	Exhibit No.
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September 29, 1999	1999 Form 10-K, 1-2323	4b(81)
January 15, 2000	1999 Form 10-K, 1-2323	4b(82)

C-286 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

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- No. 333-47651, filed by Cleveland Electric).
- C-287 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-288 Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c)(2).)
- C-289 Amendment No. 1 dated January 4, 1974 to Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-68906, Exhibit 5(c)(3).)
- C-290 Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c)(3).)
- C-291 Amendment No. 1 dated as of January 1, 1993 to Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (1993 Form 10-K, Exhibit 10-4.)
- C-292 Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980, October 15, 1997 (Exhibit 4(a), Form S-4 File No. 333-47651, filed by Cleveland Electric).

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- C-293 Indenture, dated as of April 1, 1947, between TE and The Chase National Bank of the City of New York (now The Chase Manhattan Bank (National Association)) (Exhibit 2(b), File No. 2-26908).

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

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

Exhibits  
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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,

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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		

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

#### Exhibits

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JCP&L

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C-294 Indenture, dated as of March 1, 1946, with United States Trust Company of New York, Successor Trustee, - incorporated by reference to JCP&L's Instruments of Indebtedness No. 1 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.

C-295 First Supplemental Indenture, dated as of December 1, 1948 - incorporated by reference to JCP&L's Instruments of Indebtedness No. 2 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.

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- C-296 Second Supplemental Indenture, dated as of April 1, 1953 - incorporated by reference to JCP&L's Instruments of Indebtedness No. 3 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-297 Third Supplemental Indenture, dated as of June 1, 1954 - incorporated by reference to JCP&L's Instruments of Indebtedness No. 4 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-298 Fourth Supplemental Indenture, dated as of May 1, 1955 - incorporated by reference to JCP&L's Instruments of Indebtedness No. 5 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-299 Fifth Supplemental Indenture, dated as of August 1, 1956 - incorporated by reference to JCP&L's Instruments of Indebtedness No. 6 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-300 Sixth Supplemental Indenture, dated as of July 1, 1957 - incorporated by reference to JCP&L's Instruments of Indebtedness No. 7 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-301 Seventh Supplemental Indenture, dated as of July 1, 1959 - incorporated by reference to JCP&L's Instruments of Indebtedness No. 9 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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JCP&L

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- C-302 Eighth Supplemental Indenture, dated as of June 1, 1960 - incorporated by reference to JCP&L's Instruments of Indebtedness No. 10 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-303 Ninth Supplemental Indenture, dated as of November 1, 1962 - incorporated by reference to Exhibit 2-C, Registration No. 2-20732.
- C-304 Tenth Supplemental Indenture, dated as of October 1, 1963 - incorporated by reference to Exhibit 2-C, Registration No. 2-21645.
- C-305 Eleventh Supplemental Indenture, dated as of October 1, 1964 - incorporated by reference to Exhibit 5-A-3, Registration No. 2-59785.
- C-306 Twelfth Supplemental Indenture, dated as of November 1, 1965 - incorporated by reference to Exhibit 5-A-4, Registration No. 2-59785.
- C-307 Thirteenth Supplemental Indenture, dated as of August 1, 1966 - incorporated by reference to Exhibit 4-C, Registration No. 2-25124.

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- C-308 Fourteenth Supplemental Indenture, dated as of September 1, 1967 - incorporated by reference to Exhibit 5-A-6, Registration No. 2-59785.
- C-309 Fifteenth Supplemental Indenture, dated as of October 1, 1968 - incorporated by reference to Exhibit 5-A-7, Registration No. 2-59785.
- C-310 Sixteenth Supplemental Indenture, dated as of October 1, 1969 - incorporated by reference to Exhibit 5-A-8, Registration No. 2-59785.
- C-311 Seventeenth Supplemental Indenture, dated as of June 1, 1970 - incorporated by reference to Exhibit 5-A-9, Registration No. 2-59785.
- C-312 Eighteenth Supplemental Indenture, dated as of December 1, 1970 - incorporated by reference to Exhibit 5-A-10, Registration No. 2-59785.
- C-313 Nineteenth Supplemental Indenture, dated as of February 1, 1971 - incorporated by reference to Exhibit 5-A-11, Registration No. 2-59785.

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

#### Exhibits

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JCP&L

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- C-314 Twentieth Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 5-A-12, Registration No. 2-59875.
- C-315 Twenty-first Supplemental Indenture, dated as of August 1, 1972 - incorporated by reference to Exhibit 5-A-13, Registration No. 2-59785.
- C-316 Twenty-second Supplemental Indenture, dated as of August 1, 1973 - incorporated by reference to Exhibit 5-A-14, Registration No. 2-59785.
- C-317 Twenty-third Supplemental Indenture, dated as of October 1, 1973 - incorporated by reference to Exhibit 5-A-15, Registration No. 2-59785.
- C-318 Twenty-fourth Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 5-A-16, Registration No. 2-59785.
- C-319 Twenty-fifth Supplemental Indenture, dated as of November 1, 1974 - incorporated by reference to Exhibit 5-A-17, Registration No. 2-59785.
- C-320 Twenty-sixth Supplemental Indenture, dated as of March 1, 1975 - incorporated by reference to Exhibit 5-A-18, Registration No. 2-59785.
- C-321 Twenty-seventh Supplemental Indenture, dated as of July 1, 1975 - incorporated by reference to Exhibit 5-A-19, Registration No. 2-59785.
- C-322 Twenty-eighth Supplemental Indenture, dated as of October 1, 1975 - incorporated by reference to Exhibit 5-A-20, Registration No. 2-59785.
- C-323 Twenty-ninth Supplemental Indenture, dated as of February 1, 1976 - incorporated by reference to Exhibit 5-A-21, Registration No. 2-59785.
- C-324 Supplemental Indenture No. 29A, dated as of May 31, 1976 - incorporated by reference to Exhibit 5-A-22, Registration No. 2-59785.
- C-325 Thirtieth Supplemental Indenture, dated as of June 1, 1976 - incorporated

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by reference to Exhibit 5-A-23, Registration No. 2-59785.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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JCP&L

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- C-326 Thirty-first Supplemental Indenture, dated as of May 1, 1977 - incorporated by reference to Exhibit 5-A-24, Registration No. 2-59785.
- C-327 Thirty-second Supplemental Indenture, dated as of January 20, 1978 - incorporated by reference to Exhibit 5-A-25, Registration No. 2-60438.
- C-328 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-329 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-330 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-331 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-332 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-333 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-334 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-335 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-336 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.
- C-334 Forty-third Supplemental Indenture, dated as of March 1, 1991 - incorporated by reference to Exhibit 4-A-35, Registration No. 33-45314.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

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Exhibits

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JCP&L

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- C-338 Forty-fourth Supplemental Indenture, dated as of March 1, 1992 - incorporated by reference to Exhibit 4-A-36, Registration No. 33-49405.
- C-339 Forty-fifth Supplemental Indenture, dated as of October 1, 1992 - incorporated by reference to Exhibit 4-A-37, Registration No. 33-49405.
- C-340 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-341 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-342 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-343 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-344 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-345 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-346 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-347 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-348 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.
- C-349 Senior Note Indenture between JCP&L and United States Trust Company of New York, dated July 1, 1999 - incorporated by reference to Exhibit 4-A of Registration No. 333-78717.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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JCP&L

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

Met-Ed

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- C-354 Indenture, dated as of November 1, 1944, with United States Trust Company of New York, Successor Trustee, - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 1 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-355 Supplemental Indenture, dated as of February 1, 1947 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 2 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-356 Supplemental Indenture, dated as of May 20, 1947 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 3 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-357 Supplemental Indenture, dated as of September 1, 1947 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 4 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Met-Ed

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- C-358 Supplemental Indenture, dated as of September 1, 1948 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 5 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-359 Supplemental Indenture, dated as of October 4, 1949 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 6 filed as part of



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- Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-360 Supplemental Indenture, dated as of February 1, 1950 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 7 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-361 Supplemental Indenture, dated as of July 19, 1950 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 8 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-362 Supplemental Indenture, dated as of December 1, 1950 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 9 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-363 Supplemental Indenture, dated as of March 1, 1952 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 10 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-364 Supplemental Indenture, dated as of May 1, 1953 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 11 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-365 Supplemental Indenture, dated as of July 1, 1954 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 12 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.

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

#### Exhibits

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Met-Ed

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- C-366 Supplemental Indenture, dated as of October 1, 1954 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 13 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-367 Supplemental Indenture, dated as of June 1, 1957 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 14 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-368 Supplemental Indenture, dated as of May 1, 1960 - incorporated by reference to Met-Ed's Instruments of Indebtedness No. 16 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-369 Supplemental Indenture, dated as of December 1, 1962 - incorporated by reference to Exhibit 2-E(1), Registration No. 2-59678.

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- C-370 Supplemental Indenture, dated as of March 20, 1964 - incorporated by reference to Exhibit 2-E(2), Registration No. 2-59678.
- C-371 Supplemental Indenture, dated as of July 1, 1965 - incorporated by reference to Exhibit 2-E(3), Registration No. 2-59678.
- C-372 Supplemental Indenture, dated as of June 1, 1966 - incorporated by reference to Exhibit 2-B-4, Registration No. 2-24883.
- C-373 Supplemental Indenture, dated as of March 22, 1968 - incorporated by reference to Exhibit 4-C-5, Registration No. 2-29644.
- C-374 Supplemental Indenture, dated as of September 1, 1968 - incorporated by reference to Exhibit 2-E(6), Registration No. 2-59678.
- C-375 Supplemental Indenture, dated as of August 1, 1969 - incorporated by reference to Exhibit 2-E(7), Registration No. 2-59678.
- C-376 Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 2-E(8), Registration No. 2-59678.
- C-377 Supplemental Indenture, dated as of May 1, 1972 - incorporated by reference to Exhibit 2-E(9), Registration No. 2-59678.

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

#### Exhibits

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Met-Ed

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- C-378 Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 2-E(10), Registration No. 2-59678.
- C-379 Supplemental Indenture, dated as of October 30, 1974 - incorporated by reference to Exhibit 2-E(11), Registration No. 2-59678.
- C-380 Supplemental Indenture, dated as of October 31, 1974 - incorporated by reference to Exhibit 2-E(12), Registration No. 2-59678.
- C-381 Supplemental Indenture, dated as of March 20, 1975 - incorporated by reference to Exhibit 2-E(13), Registration No. 2-59678.
- C-382 Supplemental Indenture, dated as of September 25, 1975 - incorporated by reference to Exhibit 2-E(15), Registration No. 2-59678.
- C-383 Supplemental Indenture, dated as of January 12, 1976 - incorporated by reference to Exhibit 2-E(16), Registration No. 2-59678.
- C-384 Supplemental Indenture, dated as of March 1, 1976 - incorporated by reference to Exhibit 2-E(17), Registration No. 2-59678.
- C-385 Supplemental Indenture, dated as of September 28, 1977 - incorporated by reference to Exhibit 2-E(18), Registration No. 2-62212.
- C-386 Supplemental Indenture, dated as of January 1, 1978 - incorporated by reference to Exhibit 2-E(19), Registration No. 2-62212.

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- C-387 Supplemental Indenture, dated as of September 1, 1978 - incorporated by reference to Exhibit 4-A(19), Registration No. 33-48937.
- C-388 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(20), Registration No. 33-48937.
- C-389 Supplemental Indenture, dated as of January 1, 1980 - incorporated by reference to Exhibit 4-A(21), Registration No. 33-48937.
- C-390 Supplemental Indenture, dated as of September 1, 1981 - incorporated by reference to Exhibit 4-A(22), Registration No. 33-48937.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Met-Ed

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- C-391 Supplemental Indenture, dated as of September 10, 1981 - incorporated by reference to Exhibit 4-A(23), Registration No. 33-48937.
- C-392 Supplemental Indenture, dated as of December 1, 1982 - incorporated by reference to Exhibit 4-A(24), Registration No. 33-48937.
- C-393 Supplemental Indenture, dated as of September 1, 1983 - incorporated by reference to Exhibit 4-A(25), Registration No. 33-48937.
- C-394 Supplemental Indenture dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(26), Registration No. 33-48937.
- C-395 Supplemental Indenture, dated as of March 1, 1985 - incorporated by reference to Exhibit 4-A(27), Registration No. 33-48937.
- C-396 Supplemental Indenture, dated as of September 1, 1985 - incorporated by reference to Exhibit 4-A(28), Registration No. 33-48937.
- C-397 Supplemental Indenture, dated as of June 1, 1988 - incorporated by reference to Exhibit 4-A(29), Registration No. 33-48937.
- C-398 Supplemental Indenture, dated as of April 1, 1990 - incorporated by reference to Exhibit 4-A(30), Registration No. 33-48937.
- C-399 Amendment, dated as of May 22, 1995, to Supplemental Indenture (dated April 1, 1990) - incorporated by reference to Exhibit 4-A(31), Registration No. 33-48937.
- C-400 Supplemental Indenture, dated as of September 1, 1992 - incorporated by reference to Exhibit 4-A(32)(a), Registration No. 33-48937.
- C-401 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-402 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.

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C-403 Supplemental Indenture, dated August 15, 1996 - incorporated by reference to Exhibit 4-B-35 to Met-Ed's Annual Report on Form 10-K for 1996, File No. 1-446.

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

#### Exhibits

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#### Met-Ed

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C-404 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. 1-4446.

C-405 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-406 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-407 Senior Note Indenture between Met-Ed and United States Trust Company of New York, dated July 1, 1999.

C-408 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-409 Incentive Compensation Plan for Elected Officers of Met-Ed dated February 6, 1997 - incorporated by reference to Exhibit C-134 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File NO. 30-126.

C-410 Employee Incentive Compensation Plan of Met-Ed, dated as of April 1, 1995 - incorporated by reference to Exhibit 10-E to GPU, Inc.'s Annual Report on Form 10-K for the year 1995, File No. 1-6047.

C-411 Met-Ed Supplemental and Excess Benefits Plan dated June 5, 1997 - incorporated by reference to Exhibit 10-L to Met-Ed's Annual Report on Form 10-K for the year 1997, File No. 1-446.

#### Penelec

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C-412 Mortgage and Deed of Trust, dated as of January 1, 1942, with United States Trust Company of New York, Successor Trustee, - incorporated by reference to Penelec's Instruments of Indebtedness No. 1 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.

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

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Exhibits

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Penelec

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- C-413 Supplemental Indenture, dated as of March 7, 1942 - incorporated by reference to Penelec's Instruments of Indebtedness No. 2 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-414 Supplemental Indenture, dated as of April 28, 1943 - incorporated by reference to Penelec's Instruments of Indebtedness No. 3 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-415 Supplemental Indenture, dated as of August 20, 1943 - incorporated by reference to Penelec's Instruments of Indebtedness No. 4 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-416 Supplemental Indenture, dated as of August 30, 1943 - incorporated by reference to Penelec's Instruments of Indebtedness No. 5 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-417 Supplemental Indenture, dated as of August 31, 1943 - incorporated by reference to Penelec's Instruments of Indebtedness No. 6 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-418 Supplemental Indenture, dated as of April 26, 1944 - incorporated by reference to Penelec's Instruments of Indebtedness No. 7 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-419 Supplemental Indenture, dated as of April 19, 1945 - incorporated by reference to Penelec's Instruments of Indebtedness No. 8 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-420 Supplemental Indenture, dated as of October 25, 1945 - incorporated by reference to Penelec's Instruments of Indebtedness No. 9 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-421 Supplemental Indenture, dated as of June 1, 1946 - incorporated by reference to Penelec's Instruments of Indebtedness No. 10 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

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Penelec

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- C-422 Supplemental Indenture, dated as of November 1, 1949 - incorporated by reference to Penelec's Instruments of Indebtedness No. 11 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-423 Supplemental Indenture, dated as of October 1, 1951 - incorporated by reference to Penelec's Instruments of Indebtedness No. 12 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-424 Supplemental Indenture, dated as of August 1, 1952 - incorporated by reference to Penelec's Instruments of Indebtedness No. 13 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-425 Supplemental Indenture, dated as of June 1, 1953 - incorporated by reference to Penelec's Instruments of Indebtedness No. 14 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-426 Supplemental Indenture, dated as of March 1, 1954 - incorporated by reference to Penelec's Instruments of Indebtedness No. 15 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-427 Supplemental Indenture, dated as of April 30, 1956 - incorporated by reference to Penelec's Instruments of Indebtedness No. 16 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-428 Supplemental Indenture, dated as of May 1, 1956 - incorporated by reference to Penelec's Instruments of Indebtedness No. 17 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-429 Supplemental Indenture, dated as of March 1, 1958 - incorporated by reference to Penelec's Instruments of Indebtedness No. 18 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-430 Supplemental Indenture, dated as of August 1, 1959 - incorporated by reference to Penelec's Instruments of Indebtedness No. 19 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.

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

#### Exhibits

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Penelec

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- C-431 Supplemental Indenture, dated as of May 1, 1960 - incorporated by reference to Penelec's Instruments of Indebtedness No. 20 filed as part of Amendment No. 1 to GPU, Inc.'s Annual Report on Form U5S for the year 1959, File Nos. 30-126 and 1-3292.
- C-432 Supplemental Indenture, dated as of May 1, 1961 - incorporated by

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- reference to Exhibit 2-D(1), Registration No. 2-61502.
- C-433 Supplemental Indenture, dated as of October 1, 1964 - incorporated by reference to Exhibit 2-D(2), Registration No. 2-61502.
- C-434 Supplemental Indenture, dated as of November 1, 1966 - incorporated by reference to Exhibit 2-D(3), Registration No. 2-61502.
- C-435 Supplemental Indenture, dated as of June 1, 1967 - incorporated by reference to Exhibit 2-D(4), Registration No. 2-61502.
- C-436 Supplemental Indenture, dated as of August 1, 1968 - incorporated by reference to Exhibit 2-D(5), Registration No. 2-61502.
- C-437 Supplemental Indenture, dated as of May 1, 1969 - incorporated by reference to Exhibit 2-D(6), Registration No. 2-61502.
- C-438 Supplemental Indenture, dated as of April 1, 1970 - incorporated by reference to Exhibit 2-D(7), Registration No. 2-61502.
- C-439 Supplemental Indenture, dated as of December 1, 1971 - incorporated by reference to Exhibit 2-D(8), Registration No. 2-61502.
- C-440 Supplemental Indenture, dated as of July 1, 1973 - incorporated by reference to Exhibit 2-D(9), Registration No. 2-61502.
- C-441 Supplemental Indenture, dated as of June 1, 1974 - incorporated by reference to Exhibit 2-D(10), Registration No. 2-61502.
- C-442 Supplemental Indenture, dated as of December 1, 1974 - incorporated by reference to Exhibit 2-D(11), Registration No. 2-61502.
- C-443 Supplemental Indenture, dated as of August 1, 1975 - incorporated by reference to Exhibit 2-D(12), Registration No. 2-61502.
- C-444 Supplemental Indenture, dated as of December 1, 1975 - incorporated by reference to Exhibit 2-D(13), Registration No. 2-61502.

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

#### Exhibits

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#### Penelec

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- C-445 Supplemental Indenture, dated as of April 1, 1976 - incorporated by reference to Exhibit 2-D(14), Registration No. 2-61502.
- C-446 Supplemental Indenture, dated as of June 1, 1976 - incorporated by reference to Exhibit 2-D(15), Registration No. 2-61502.
- C-447 Supplemental Indenture, dated as of July 1, 1976 - incorporated by reference to Exhibit 2-D(16), Registration No. 2-61502.
- C-448 Supplemental Indenture, dated as of November 1, 1976 - incorporated by reference to Exhibit 2-D(17), Registration No. 2-61502.
- C-449 Supplemental Indenture, dated as of November 30, 1977 - incorporated by

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- reference to Exhibit 2-D(18), Registration No. 2-61502.
- C-450 Supplemental Indenture, dated as of December 1, 1977 - incorporated by reference to Exhibit 2-D(19), Registration No. 2-61502.
- C-451 Supplemental Indenture, dated as of June 1, 1978 - incorporated by reference to Exhibit 4-A(2), Registration No. 33-49669.
- C-452 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(3), Registration No. 33-49669.
- C-453 Supplemental Indenture, dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(4), Registration No. 33-49669.
- C-454 Supplemental Indenture, dated as of December 1, 1985 - incorporated by reference to Exhibit 4-A(5), Registration No. 33-49669.
- C-455 Supplemental Indenture, dated as of December 1, 1986, - incorporated by reference to Exhibit 4-A(6), Registration No. 33-49669.
- C-456 Supplemental Indenture, dated as of May 1, 1989 - incorporated by reference to Exhibit 4-A(7), Registration No. 33-49669.
- C-457 Supplemental Indenture, dated as of December 1, 1990 - incorporated by reference to Exhibit 4-A(8), Registration No. 33-45312.
- C-458 Supplemental Indenture, dated as of March 1, 1992 - incorporated by reference to Exhibit 4-A(9), Registration No. 33-45312.

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

#### Exhibits

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#### Penelec

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- C-459 Supplemental Indenture, dated as of June 1, 1993 - incorporated by reference to Exhibit C-73 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.
- C-460 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-461 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-462 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-463 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-464 First Supplemental Indenture between Penelec and United States Trust



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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-465 Incentive Compensation Plan for Elected Officers of Penelec dated February 6, 1997 - incorporated by reference to Exhibit C-191 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

C-466 Employee Incentive Compensation Plan of Penelec, dated as of April 1, 1995 - incorporated by reference to Exhibit 10-F to GPU, Inc.'s Annual Report on Form 10-K for the year 1995, File No. 1-6047.

C-467 Penelec Supplemental and Excess Benefits Plan dated June 5, 1997 - incorporated by reference to Exhibit 10-M to Penelec's Annual Report on Form 10-K for the year 1996, File No. 1-3522.

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

#### Exhibits

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GPUS

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C-468 Amendment to the Severance Protection Agreement for Fred D. Hafer, dated August 8, 2000.

C-469 Amendment to the Special Severance Protection Agreement for Fred D. Hafer, dated November 7, 2001.

C-470 Special Severance Protection Agreement for Fred D. Hafer, dated October 13, 2001.

C-471 Amendment to the Severance Protection Agreement for Carole B. Snyder, dated August 8, 2000.

C-472 Amendment to the Special Severance Protection Agreement for Carole B. Snyder, dated November 7, 2001.

C-473 Special Severance Protection Agreement for Carole B. Snyder, dated October 13, 2001.

C-474 Severance Protection Agreement for Ira H. Jolles, dated November 5, 1998 - incorporated by reference to Exhibit C-25 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

C-475 Amendment to the Severance Protection Agreement for Ira H. Jolles, dated August 8, 2000.

C-476 Amendment to the Special Severance Protection Agreement for Ira H. Jolles, dated November 7, 2001.

C-477 Severance Protection Agreement for Bruce L. Levy, dated December 16, 1998 - incorporated by reference to Exhibit C-28 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

C-478 Amendment to the Severance Protection Agreement for Bruce L. Levy, dated August 8, 2000.

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C-479 Amendment to the Special Severance Protection Agreement for Bruce L. Levy, dated November 7, 2001.

C-480 Severance Protection Agreement for Michael J. Chesser, dated April 17, 2000 - incorporated by reference to Exhibit C-23 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

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

#### Exhibits

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#### GPUS

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C-481 Supplemental Pension Agreement for Michael J. Chesser, dated April 17, 2000 - incorporated by reference to Exhibit C-24 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

C-482 Amendment to the Severance Protection Agreement for Michael J. Chesser, dated August 8, 2000.

C-483 Special Severance Protection Agreement for Robert F. Saunders, dated October 13, 2001.

C-484 Special Severance Protection Agreement for Leila L. Vespoli, dated October 13, 2001.

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

#### Exhibits

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#### D. Tax Allocation Agreement

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

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

#### E. Other Documents

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 2001.

E-4 GPU Nuclear, Inc. - Policy for the Purchase of Computers for the Nuclear Science Degree Program - incorporated by reference to Exhibit E-1 to GPU, Inc.'s Annual Report on Form U5S for the year 1989, File No. 30-126.

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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.

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

#### Schedules Supporting Items of This Report -----

F-1 Item 6. Part III - Compensation and other related information for the Officers and Directors of FirstEnergy, OE, CEI, TE, JCP&L, Met-Ed and Penelec.

F-2 Consolidating Financial Statements of Jersey Central Power & Light Company for 2001.

Consolidating Financial Statements of Metropolitan Edison Company for 2001.

Consolidating Financial Statements of Pennsylvania Electric Company for 2001.

Consolidating Financial Statements of Ohio Edison Company for 2001.

Consolidating Financial Statements of Cleveland Electric Illuminating Company for 2001.

Consolidating Financial Statements of Toledo Edison Company for 2001.

H-1 Organizational chart showing the relationship of GPU Power, Inc. to each exempt wholesale generator (EWG) in which it holds an interest.

H-2 Organizational chart showing the relationship of GPU Capital, Inc. to each foreign utility company (FUCO) in which it holds an interest.

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

#### Schedules Supporting Items of This Report -----

I-1 Financial Statements of EI Services Canada, Ltd. for 2001 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of GPU Power, Inc. for 2001 - filed pursuant to request for confidential treatment.

Financial Statements of Los Amigos Leasing Company, Ltd. for 2001 - filed pursuant to request for confidential treatment.

Financial Statements of Termobarranquilla S.A. for 2001 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of GPU Capital, Inc. for 2001 - filed pursuant to request for confidential treatment.

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Consolidating Financial Statements of GPU Electric, Inc. for 2001 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of EI UK Holdings, Inc. for 2001 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements for MYR Group Inc. for 2001 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Solutions Corp. for 2001 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of MARBEL Energy Corporation for 2001 - incorporated by reference to FirstEnergy's U3A2 filed on February 28, 2002.

Consolidating Financial Statements of FirstEnergy Facilities Services Group, LLC for 2001 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Ventures Corp. for 2001 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Properties, Inc. for 2001 - filed pursuant to request for confidential treatment.

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SIGNATURE

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

FIRSTENERGY CORP.

May 1, 2002

By /s/ Harvey L. Wagner

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Harvey L. Wagner  
Vice President and Controller  
(principal accounting officer)

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