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CLEVELAND ELECTRIC ILLUMINATING CO

Form 10-K

March 15, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number	Registrant; State of Incorporation; Address; and Telephone Number	I.R.S. Employer Identification No.
333-21011	FIRSTENERGY CORP. (An Ohio Corporation) 76 South Main Street Akron, OH 44308 Telephone (800)736-3402	34-1843785
1-2578	OHIO EDISON COMPANY (An Ohio Corporation) c/o FirstEnergy Corp. 76 South Main Street Akron, OH 44308 Telephone (800)736-3402	34-0437786
1-2323	THE CLEVELAND ELECTRIC ILLUMINATING COMPANY (An Ohio Corporation) c/o FirstEnergy Corp. 76 South Main Street Akron, OH 44308 Telephone (800)736-3402	34-0150020
1-3583	THE TOLEDO EDISON COMPANY (An Ohio Corporation) c/o FirstEnergy Corp. 76 South Main Street Akron, OH 44308 Telephone (800)736-3402	34-4375005
1-3491	PENNSYLVANIA POWER COMPANY (A Pennsylvania Corporation) c/o FirstEnergy Corp. 76 South Main Street Akron, OH 44308 Telephone (800)736-3402	25-0718810
1-3141	JERSEY CENTRAL POWER & LIGHT COMPANY (A New Jersey Corporation) c/o FirstEnergy Corp. 76 South Main Street Akron, OH 44308 Telephone (800)736-3402	21-0485010

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1-446	METROPOLITAN EDISON COMPANY (A Pennsylvania Corporation) c/o FirstEnergy Corp. 76 South Main Street Akron, OH 44308 Telephone (800)736-3402	23-0870160
1-3522	PENNSYLVANIA ELECTRIC COMPANY (A Pennsylvania Corporation) c/o FirstEnergy Corp. 76 South Main Street Akron, OH 44308 Telephone (800)736-3402	25-0718085

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Registrant -----	Title of Each Class -----	Name of Each on Which Re -----
FirstEnergy Corp.	Common Stock, \$0.10 par value	New York Stock
Ohio Edison Company	Cumulative Preferred Stock, \$100 par value: 3.90% Series 4.40% Series 4.44% Series 4.56% Series	All series re York Stock Ex Chicago Stock
The Cleveland Electric Illuminating Company	Cumulative Serial Preferred Stock, without par value: \$7.40 Series A Adjustable Rate, Series L	Both series r York Stock Ex
The Toledo Edison Company	Cumulative Preferred Stock, par value \$100 per share: 4.25% Series	American Stoo
	Cumulative Preferred Stock, par value \$25 per share: \$2.365 Series Adjustable Rate, Series A Adjustable Rate, Series B	All series re New York Stoo
	First Mortgage Bonds: 8% Series due 2003	New York Stoo
Pennsylvania Power Company	Cumulative Preferred Stock, \$100 par value: 4.24% Series 4.25% Series 4.64% Series	All series re Philadelphia

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Jersey Central Power &  
Light Company

Cumulative Preferred Stock, without  
par value:  
4% Series

New York Stock

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes (X) No ( )  
- --

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. (X)

Indicate by check mark whether each registrant is an accelerated filer (as defined in Rule 12b-2 of the Act):

Yes (X) No ( ) FirstEnergy Corp.  
- --

Yes ( ) No (X) Ohio Edison Company, Pennsylvania Power Company, The Cleveland Electric Illuminating Company, The Toledo Edison Company, Jersey Central Power & Light Company, Metropolitan Edison Company, and Pennsylvania Electric Company

State the aggregate market value of the common stock held by non-affiliates of the registrants: FirstEnergy Corp., \$11,426,526,667 as of June 30, 2003; and for all other registrants, none.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

CLASS -----	OUTSTANDING As of MARCH 15, 2004 -----
FirstEnergy Corp., \$0.10 par value	329,836,276
Ohio Edison Company, no par value	100
The Cleveland Electric Illuminating Company, no par value	79,590,689
The Toledo Edison Company, \$5 par value	39,133,887
Pennsylvania Power Company, \$30 par value	6,290,000
Jersey Central Power & Light Company, \$10 par value	15,371,270
Metropolitan Edison Company, no par value	859,500
Pennsylvania Electric Company, \$20 par value	5,290,596

FirstEnergy Corp. is the sole holder of Ohio Edison Company, The Cleveland Electric Illuminating Company, The Toledo Edison Company, Jersey Central Power & Light Company, Metropolitan Edison Company, and Pennsylvania Electric Company common stock; Ohio Edison Company is the sole holder of Pennsylvania Power

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Company common stock.

Documents incorporated by reference (to the extent indicated herein):

DOCUMENT	PART OF FORM 10-K INTO WHICH DOCUMENT IS INCORPORATED
FirstEnergy Corp. Annual Report to Stockholders for the fiscal year ended December 31, 2003 (Pages 6-85)	Part II
Proxy Statement for 2004 Annual Meeting of Stockholders to be held May 18, 2004	Part III

This combined Form 10-K is separately filed by FirstEnergy Corp., Ohio Edison Company, Pennsylvania Power Company, The Cleveland Electric Illuminating Company, The Toledo Edison Company, Jersey Central Power & Light Company, Metropolitan Edison Company, and Pennsylvania Electric Company. Information contained herein relating to any individual registrant is filed by such registrant on its own behalf. No registrant makes any representation as to information relating to any other registrant, except that information relating to any of the seven FirstEnergy subsidiary registrants is also attributed to FirstEnergy.

## FORM 10-K

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### PART I

#### ITEM 1. BUSINESS

##### The Company

FirstEnergy Corp. was organized under the laws of the State of Ohio in 1996. FirstEnergy's principal business is the holding, directly or indirectly, of all of the outstanding common stock of its principal electric utility operating subsidiaries, Ohio Edison Company (OE), The Cleveland Electric Illuminating Company (CEI), Pennsylvania Power Company (Penn), The Toledo Edison Company (TE), American Transmission Systems, Incorporated (ATSI), Jersey Central

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Power & Light Company (JCP&L), Metropolitan Edison Company (Met-Ed) and Pennsylvania Electric Company (Penelec). These utility operating subsidiaries are referred to throughout as the "Companies." FirstEnergy's consolidated revenues are primarily derived from electric service provided by its utility operating subsidiaries and the revenues of its other principal subsidiaries: FirstEnergy Solutions Corp. (FES); FirstEnergy Facilities Services Group, LLC (FSG); MYR Group Inc. (MYR); MARBEL Energy Corporation (MARBEL); and First Communications, LLC. In addition, FirstEnergy holds all of the outstanding common stock of other direct subsidiaries including: FirstEnergy Properties, Inc., FirstEnergy Ventures Corp., FirstEnergy Nuclear Operating Company (FENOC), FirstEnergy Securities Transfer Company, GPU Diversified Holdings, LLC, GPU Telecom Services, Inc., GPU Nuclear, Inc.; and FirstEnergy Service Company (FESC).

The Companies' combined service areas encompass approximately 37,200 square miles in Ohio, New Jersey and Pennsylvania. The areas they serve have a combined population of approximately 11.1 million.

OE was organized under the laws of the State of Ohio in 1930 and owns property and does business as an electric public utility in that state. OE also has ownership interests in certain generating facilities located in the Commonwealth of Pennsylvania (see Item 2 - Properties). OE engages in the generation, distribution and sale of electric energy to communities in a 7,500 square mile area of central and northeastern Ohio. OE also engages in the sale, purchase and interchange of electric energy with other electric companies. The area it serves has a population of approximately 2.7 million.

OE owns all of Penn's outstanding common stock. Penn was organized under the laws of the Commonwealth of Pennsylvania in 1930 and owns property and does business as an electric public utility in that state. Penn is also authorized to do business and owns property in the State of Ohio (see Item 2 - Properties). Penn furnishes electric service to communities in a 1,500 square mile area of western Pennsylvania. The area served by Penn has a population of approximately 0.3 million.

CEI was organized under the laws of the State of Ohio in 1892 and does business as an electric public utility in that state. CEI engages in the generation, distribution and sale of electric energy in an area of approximately 1,700 square miles in northeastern Ohio. It also has ownership interests in certain generating facilities in Pennsylvania (see Item 2 - Properties). CEI also engages in the sale, purchase and interchange of electric energy with other electric companies. The area CEI serves has a population of approximately 1.9 million.

TE was organized under the laws of the State of Ohio in 1901 and does business as an electric public utility in that state. TE engages in the generation, distribution and sale of electric energy in an area of approximately 2,500 square miles in northwestern Ohio. It also has interests in certain generating facilities in Pennsylvania and Michigan (see Item 2 - Properties). TE also engages in the sale, purchase and interchange of electric energy with other electric companies. The area TE serves has a population of approximately 0.8 million.

ATSI was organized under the laws of the State of Ohio in 1998. ATSI owns transmission assets that were formerly owned by OE, CEI and TE (Ohio Companies) and Penn. ATSI owns and operates major, high-voltage transmission facilities, which consist of approximately 7,100 circuit miles (5,778 pole miles) of transmission lines with nominal voltages of 345 kilovolts (kV), 138 kV and 69 kV. There are 37 interconnections with six neighboring control areas. ATSI's transmission system offers gateways into the East through high capacity ties with Pennsylvania-New Jersey-Maryland Interconnection LLC (PJM) through Penelec, Duquesne Light Company and Allegheny Energy, Inc. into the North

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through multiple 345 kV high capacity ties with Michigan Electric Coordination Systems (MEC), and into the South through ties with American Electric Power Company, Inc. (AEP) and Dayton Power & Light Company (DPL). In addition, ATSI is the control area operator for the Ohio Companies and Penn service areas. ATSI plans, operates and maintains the transmission system in accordance with the requirements of the North American Electric Reliability Council and applicable regulatory agencies to ensure reliable service to FirstEnergy's customers (see FERC Rate Matters for a discussion of ATSI's participation in the Midwest Independent System Operator, Inc. (MISO)).

JCP&L was organized under the laws of the State of New Jersey in 1925 and owns property and does business as an electric public utility in that state. JCP&L provides transmission and distribution services in northern, western and east central New Jersey. The area JCP&L serves has a population of approximately 2.5 million.

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Met-Ed was organized under the laws of the Commonwealth of Pennsylvania in 1922 and owns property and does business as an electric public utility in that state. Met-Ed provides primarily transmission and distribution services in eastern and south central Pennsylvania. The area it serves has a population of approximately 1.2 million.

Penelec was organized under the laws of the Commonwealth of Pennsylvania in 1919 and owns property and does business as an electric public utility in that state. Penelec provides transmission and distribution services in western, northern and south central Pennsylvania. The area it serves has a population of approximately 1.7 million. Penelec, as lessee of the property of its subsidiary, The Waverly Electric Light & Power Company, also serves a population of about 13,400 in Waverly, New York and its vicinity.

FES was organized under the laws of the its State of Ohio in 1997 and provides energy-related products and services, and through its FirstEnergy Generation Corp. (FGCO) subsidiary, operates FirstEnergy's nonnuclear generation businesses. FSG is the parent company of several heating, ventilating, air conditioning and energy management companies; MYR is a utility infrastructure construction service company. MARBEL holds FirstEnergy's 50% owner interest in Great Lakes Energy Partners, LLC, an oil and natural gas exploration and production venture. First Communications, LLC provides telecommunication services (local and long-distance phone service). FESC provides legal, financial and other corporate support services to affiliated FirstEnergy companies.

### Divestitures

#### International Operations

FirstEnergy completed the divestiture of its international assets subsequent to December 31, 2003 with the sales of its remaining 20.1 percent interest in Avon (parent of Midlands Electricity in the United Kingdom) on January 16, 2004, and its 28.67 percent interest in Termobarranquilla S.A., Empresa de Servicios Publicos (TEBSA) and other related subsidiaries in Colombia on January 30, 2004. Avon, TEBSA and other international assets divested in 2003 and 2004 were acquired as part of FirstEnergy's November 2001 merger with the former GPU, Inc. As a result of these transactions, FirstEnergy no longer has ownership interests in international operating assets.

The divestiture in 2003 of international operations in Bolivia and Argentina included the sale of FirstEnergy's wholly owned subsidiary, Guaracachi America, Inc., a holding company with a 50.001 percent interest in Empresa

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Guaracachi S.A. (EGSA), on December 11, 2003, and its ownership in GPU Empresa Distribuidora Electrica Regional S.A. (Emdersa) through the abandonment of its shares in Emdersa's parent company, GPU Argentina Holdings, Inc. on April 18, 2003.

FirstEnergy was unsuccessful in selling of GPU's former Argentina operations and abandoned its interest in Emdersa in early 2003. A number of economic events occurred in Argentina that hindered FirstEnergy's ability to realize an acceptable value. These events included currency devaluation, restrictions on repatriation of cash, and the anticipation of future asset sales in that region by competitors. FirstEnergy reflected Emdersa's 2002 results of an after-tax loss of \$87 million (including \$109 million in currency transaction losses arising principally from U.S. dollar denominated debt) as discontinued operations in the Consolidated Statement of Income for the year ended December 31, 2002. FirstEnergy also recognized a currency translation adjustment (CTA) of \$91 million in 2002 which reduced FirstEnergy's common stockholders' equity. This adjustment represented the impact of translating Emdersa's financial statements from its functional currency to the U.S. dollar for GAAP financial reporting. The abandonment was accomplished by relinquishing FirstEnergy's shares to the independent Board of Directors of GPU Argentina Holdings, relieving FirstEnergy of all rights and obligations relative to this business. As a result of the abandonment, FirstEnergy recognized a one-time, non-cash charge of \$67 million, or \$0.23 per share of common stock in the second quarter of 2003. This charge is the result of realizing the CTA losses through current period earnings (\$90 million, or \$0.30 per share), partially offset by the gain recognized from abandoning FirstEnergy's investment in Emdersa (\$23 million, or \$0.07 per share). Since FirstEnergy had previously recorded \$90 million of CTA adjustments in Other Comprehensive Income (OCI), the net effect of the \$67 million charge was an increase in common stockholders' equity of \$23 million.

The \$67 million after-tax charge in 2003 does not include the expected income tax benefits related to the abandonment, which were fully reserved during the second quarter of 2003. FirstEnergy expects tax benefits of approximately \$129 million, of which \$50 million would increase net income in the period that it becomes probable those benefits will be realized. The remaining \$79 million of tax benefits would reduce goodwill recognized in connection with the acquisition of GPU.

### Generation Assets

In November 2001, FirstEnergy reached an agreement to sell four coal-fired power plants totaling 2,535 MW to NRG Energy Inc. On August 8, 2002, FirstEnergy notified NRG that it was canceling the agreement because NRG stated that it could not complete the transaction under the original terms of the

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agreement. NRG filed voluntary bankruptcy petitions in May 2003; subsequently FirstEnergy reached an agreement for settlement of its claim against NRG. FirstEnergy sold its entire claim (including \$32 million of cash proceeds received in December 2003) for \$170 million in January 2004.

### Other Domestic Assets

Other asset sales in 2003 included three FSG subsidiaries - Ancoma, Inc., a mechanical contracting company based in Rochester, New York, and Virginia-based Colonial Mechanical Corporation and Webb Technologies, Inc. - and a MARBEL subsidiary - Northeast Ohio Natural Gas Company.



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### Risks Factors That May Affect Results

#### Risks Related to Our Business

##### FirstEnergy May Ultimately Incur Liability in Connection with the August 14, 2003 Regional Outage or the Restatement of Earnings

On August 14, 2003, various states in the northeast United States and parts of southern Canada experienced a widespread power outage, which affected approximately 1.4 million customers in FirstEnergy's service area. FirstEnergy continues to accumulate data and evaluate the status of its electrical system prior to and during the outage event, and continues to cooperate with the U.S.-Canada Power System Outage Task Force (Task Force) investigating the outage. The interim report issued by the Task Force on November 18, 2003 concluded that the problems leading up to the outage began in FirstEnergy's service area. Specifically, the interim report concludes, among other things, that the initiation of the August 14th outage resulted from the coincidence on that afternoon of the following causes: (1) inadequate situational awareness at FirstEnergy; (2) FirstEnergy's failure to adequately manage tree growth in its transmission rights of way; and (3) failure of the interconnected grid's reliability organizations (Midwest Independent System Operator and PJM Interconnection) to provide effective diagnostic support. FirstEnergy believes that the interim report does not provide a complete and comprehensive picture of the conditions that contributed to the August 14th outage and that it does not adequately address the underlying causes of the outage. FirstEnergy believes that the outage cannot be explained by events on any one utility's system. On March 1, 2004, the FirstEnergy companies filed, in accordance with a November 25, 2003 order from the PUCO, its plan for addressing certain issues identified by the Task Force in its interim report. In particular, the filing addressed upgrades to FENOC's control room computer hardware and software and enhancements to the training of control room operators. The PUCO, in consultation with the North American Electric Reliability Council, will review the plan before determining the next steps in the proceeding. On December 24, 2003, the Federal Energy Regulatory Commission (FERC) ordered FirstEnergy to pay for an independent study of part of Ohio's power grid. The study has commenced and will examine the stability of the grid in critical points in the Cleveland and Akron, Ohio areas; the status of projected power reserves during summer 2004 through 2008; and the need for new transmission lines or other grid projects. The FERC ordered the study to be completed within 120 days. At this time, we do not know how the results of the study will impact FirstEnergy.

Various legal proceedings have been filed against FirstEnergy in connection with, among other things, the restatements in August 2003, by FirstEnergy and its Ohio utility subsidiaries of previously reported results, the August 14th power outage described above, and the extended outage at the Davis-Besse Nuclear Power Station. Depending upon the particular proceeding, the issues raised include alleged violations of federal securities laws, breaches of fiduciary duties under state law by FirstEnergy directors and officers, and damages as a result of one or more of the noted events. The securities cases have been consolidated into one action pending in federal court in Akron. The derivative actions filed in federal court likewise have been consolidated as a separate matter, also in federal court in Akron. There are also pending derivative actions in state court. FirstEnergy's Ohio utility subsidiaries also were named as respondents in two regulatory proceedings initiated at the Public Utility Commission of Ohio (PUCO) in response to complaints alleging failure to provide reasonable and adequate service stemming primarily from the August 14th power outage. FirstEnergy is vigorously defending these actions, but cannot predict the outcome of any of these proceedings or whether any further regulatory proceedings or legal actions may be instituted against them. In particular, if FirstEnergy were ultimately determined to have legal liability in connection with these proceedings, it could have a material adverse effect on our financial condition and results of operations.

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On September 11, 2003, FirstEnergy received an informal data request from the Securities and Exchange Commission (SEC) asking it to voluntarily provide information and documents related to the restatement of its 2002 annual financial statements. We have responded to the request, but are unable to predict the outcome of this or any of the other pending legal and regulatory proceedings discussed above.

### Changes in Commodity Prices Could Decrease Revenues from Power FirstEnergy Sells and Increase the Cost of Power We Buy

While much of FirstEnergy's generation serves customers under retail rates set by regulatory bodies, FirstEnergy also purchases and sells electricity

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in the competitive wholesale and retail markets. Increases in the costs of fuel for the generation facilities (particularly coal and natural gas) can affect FirstEnergy's profit margins in both competitive and non-competitive markets. Changes in the market prices of electricity, which are affected by changes in fuel costs and other factors, may impact FirstEnergy's financial results and financial position by increasing the amount FirstEnergy pays to purchase power to supply provider of last resort (PLR) obligations in Ohio and Pennsylvania.

Electricity and fuel prices may fluctuate substantially over relatively short periods of time for a variety of reasons, including:

- o severe or unexpected weather or seasonality;
- o changes in electricity usage;
- o illiquidity in wholesale power and other markets;
- o transmission or transportation constraints, inoperability or inefficiencies;
- o availability of competitively priced alternative energy sources;
- o changes in supply and demand for energy commodities;
- o changes in power production capacity;
- o outages at our power production facilities or those of our competitors;
- o changes in production and storage levels of natural gas, lignite, coal, crude oil and refined products;
- o natural disasters, wars, acts of sabotage, terrorist acts, embargoes and other catastrophic events; and
- o federal, state and local energy environmental and other regulation and legislation.

### FirstEnergy's Facilities May Not Operate As Planned, Which May Increase Expenses or Decrease Revenues and Have an Adverse Effect on Financial Performance

Operation of power plants and distribution facilities involves many risks, including the breakdown or failure of equipment or processes, accidents,

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labor disputes, and performance below expected levels. In addition, weather-related incidents and other natural disasters can disrupt generation, transmission and distribution delivery systems. Because FirstEnergy's transmission facilities are interconnected with those of third parties, the operation of its facilities may be adversely affected by unexpected or uncontrollable events occurring on the systems of such third parties.

Operation of FirstEnergy's power plants below expected capacity levels could result in lost revenues or increased expenses, including higher maintenance costs that it may not be able to recover from customers. Unplanned outages may require it to incur significant replacement power costs. Moreover, if it were unable to perform under contractual obligations, penalties or liability for damages may result.

### A Downgrade in Credit Ratings Could Negatively Affect our Ability to Access Capital

On December 23, 2003, Standard & Poor's (S&P) lowered its corporate credit ratings on FirstEnergy and its regulated utility subsidiaries to "BBB-" from "BBB" and lowered FirstEnergy's senior unsecured debt rating to "BB+" from "BBB-". Except for OE's senior secured issue rating, which was left unchanged, all other subsidiary ratings were lowered one notch as well. The ratings were removed from CreditWatch with negative implications, where they had been placed by S&P on August 18, 2003, and the Ratings Outlook returned to Stable. The rating action followed a revision in S&P's assessment of our consolidated business risk profile to `6' from `5' (`1' equals low risk, `10' equals high risk), with S&P citing operational and management challenges as well as heightened regulatory uncertainty for its revision of our business risk assessment score. S&P's rationale for its revisions in our ratings included uncertainty regarding the timing of the Ohio Rate Plan filing (see Utility Regulation), the pending final report on the August 14th power outage as previously discussed, the outcome of the remedial phase of litigation relating to the Sammis plant (see Environmental Matters), and the extended Davis-Besse outage and the related pending subpoena (see Progress Toward Davis-Besse Restart). S&P further stated that the restart of Davis-Besse and a supportive Ohio Rate Plan extension will be vital positive developments that would aid an upgrade of FirstEnergy's ratings. S&P's reduction of our credit ratings in December 2003 triggered cash and letter-of-credit collateral calls in addition to higher interest rates for some outstanding borrowings.

On February 6, 2004, Moody's downgraded FirstEnergy senior unsecured debt to Baa3 from Baa2 and downgraded the senior secured debt of JCP&L, Met-Ed

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and Penelec to Baal from A2. Moody's also downgraded the preferred stock rating of JCP&L to Ba1 from Baa2 and the senior unsecured rating of Penelec to Baa2 from A2. The ratings of OE, CEI, TE and Penn were confirmed. Moody's said that the lower ratings were prompted by: "1) high consolidated leverage with significant holding company debt, 2) a degree of regulatory uncertainty in the service territories in which the company operates, 3) risks associated with investigations of the causes of the August 2003 blackout, and related securities litigation, and 4) a narrowing of the ratings range for the FirstEnergy operating utilities, given the degree to which FirstEnergy increasingly manages the utilities as a single system and the significant financial interrelationship among the subsidiaries."

### Risks Related to the Electric Utility Industry

FirstEnergy is Subject to Complex and Changing Government Regulations

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that May Require Increased Expense and/or Changes in Business Strategy that Could Have a Negative Impact on our Results of Operations

FirstEnergy is subject to comprehensive regulation by various federal, state and local regulatory agencies that significantly influences our operating environment. FirstEnergy is required to have numerous permits, approvals and certificates from the agencies that regulate our business. FirstEnergy believes the necessary permits, approvals and certificates have been obtained for our existing operations and that our business is conducted in accordance with applicable laws; however, we are unable to predict the impact on operating results from future regulatory activities of any of these agencies. Changes in or reinterpretations of existing laws or regulations or the imposition of new laws or regulations could require FirstEnergy to incur additional expenses or change the way we run our business, and therefore have an adverse impact on our results of operations.

Restructuring and Deregulation in the Electric Utility Industry May Result in Increased Competition and Unrecoverable Costs that Could Adversely Affect FirstEnergy's Business and Results of Operations

As a result of the actions taken by state legislative bodies over the last few years, major changes in the electric utility business have occurred and are continuing to take place in parts of the United States, including Ohio, Pennsylvania and New Jersey. These changes have resulted in fundamental alterations in the way integrated utilities conduct their business.

Increased competition resulting from restructuring efforts could have a significant adverse financial impact on FirstEnergy and its subsidiaries and consequently on their results of operations. Increased competition could result in increased pressure to lower prices, including the price of electricity. Retail competition and the unbundling of regulated electric service could have a significant adverse financial impact on us due to potential impairment of assets, a loss of retail customers, lower profit margins or increased costs of capital. FirstEnergy cannot predict the extent and timing of entry by additional competitors into the electric markets.

The FERC and U.S. Congress are also proposing significant changes in the structure and conduct of the electric utility industry. If the restructuring and deregulation efforts result in increased competition or unrecoverable costs, our business and results of operations may be adversely affected. FirstEnergy cannot predict the extent and timing of further efforts to restructure, deregulate or re-regulate FirstEnergy or the industry.

FirstEnergy is Exposed to Risks of Nuclear Generation, Which Involve Issues and Uncertainties Relating to Health and Safety, Additional Capital Costs, the Adequacy of Insurance Coverage and Nuclear Plant Decommissioning

FirstEnergy is subject to the risks of nuclear generation, including but not limited to the following:

- o the potential harmful effects on the environment and human health resulting from the operation of nuclear facilities and the storage, handling and disposal of radioactive materials;
- o limitations on the amounts and types of insurance commercially available to cover losses that might arise in connection with our nuclear operations or those of others in the United States;
- o uncertainties with respect to contingencies and assessment amounts if insurance coverage is inadequate; and

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- o uncertainties with respect to the technological and financial aspects of decommissioning nuclear plants at the end of their licensed operation.

The NRC has broad authority under federal law to impose licensing and safety-related requirements for the operation of nuclear generation facilities. In the event of non-compliance, the NRC has the authority to impose fines or shut down a unit, or both, depending upon its assessment of the severity of the situation, until compliance is achieved. Revised safety requirements promulgated

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by the NRC could necessitate substantial capital expenditures at nuclear plants, including ours. Unlike our fossil plants, which have been leased to and operated by FGCO since 2001, new capital costs as well as fuel, operation and maintenance expenses for the nuclear plants continue to be borne by CEI, TE, OE and Penn.

The Companies' respective interests in nuclear facilities are insured under Nuclear Electric Insurance Limited, or NEIL, policies issued for each plant. Under these policies, up to \$2.75 billion is provided for property damage and decontamination and decommissioning costs. We have also obtained approximately \$537 million of insurance coverage for replacement power costs for The Companies' respective interests in nuclear facilities. Under these policies, we can be assessed a maximum of approximately \$29.1 million for incidents at any covered nuclear facility occurring during a policy year which are in excess of accumulated funds available to the insurer for paying losses.

### FirstEnergy's Operating Results are Affected by Weather Conditions and May Fluctuate on a Seasonal and Quarterly Basis

Weather conditions directly influence the demand for electric power. In FirstEnergy's service area, demand for power peaks during the hot summer months, with market prices also typically peaking at that time. As a result, overall operating results may fluctuate on a seasonal and quarterly basis. In addition, FirstEnergy has historically sold less power, and consequently received less revenue, when weather conditions are milder. Severe weather, such as tornadoes, hurricanes, storms and droughts, may cause outages and property damage which may require FirstEnergy to incur additional expenses that are generally not insured and that may not be recoverable from customers. The effect of the failure of FirstEnergy's facilities to operate as planned, as described above, would be particularly burdensome during a peak demand period.

### FirstEnergy's Costs of Compliance with Environmental Laws are Significant, and the Cost of Compliance with Future Environmental Laws Could Harm Cash Flow and Profitability

FirstEnergy's subsidiaries' operations are subject to extensive federal, state and local environmental statutes, rules and regulations. Compliance with these legal requirements requires us to incur significant costs toward environmental monitoring, installation of pollution control equipment, emission fees, maintenance, upgrading, remediation and permitting at all of our facilities. These expenditures have been significant in the past and may increase in the future. If the cost of compliance with existing environmental regulations does increase, it could adversely affect FirstEnergy's business and results of operations, financial position and cash flows. Moreover, changes in environmental laws may materially increase FirstEnergy's costs of compliance or accelerate the timing of capital expenditures. Because of the deregulation of generation, FirstEnergy may not recover through rates additional costs incurred for such compliance. FirstEnergy's compliance strategy, although reasonably based on available information, may not successfully address the relevant

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standards and interpretations in the future. If FirstEnergy fails to comply with environmental laws and regulations, even if caused by factors beyond its control or new interpretations of longstanding requirements, that failure may result in the assessment of civil or criminal liability and fines.

### Utility Regulation

As a registered public utility holding company, FirstEnergy is subject to regulation by the SEC under the Public Utility Holding Company Act of 1935 (1935 Act). The SEC has determined that the electric facilities of the Companies constitute a single integrated public utility system under the standards of the 1935 Act. The 1935 Act regulates FirstEnergy with respect to accounting, the issuance of securities, the acquisition and sale of utility assets, securities or any other interest in any business, and entering into, and performance of, service, sales and construction contracts among its subsidiaries, and certain other matters. The 1935 Act also limits the extent to which FirstEnergy may engage in nonutility businesses or acquire additional utility businesses. Each of the Companies' retail rates, conditions of service, issuance of securities and other matters are subject to regulation in the state in which each operates - in Ohio by the PUCO, in New Jersey by the New Jersey Board of Public Utilities (NJBPU) and in Pennsylvania by the Pennsylvania Public Utility Commission (PPUC). With respect to their wholesale and interstate electric operations and rates, the Companies are subject to regulation, including regulation of their accounting policies and practices, by the FERC. Under Ohio law, municipalities may regulate rates, subject to appeal to the PUCO if not acceptable to the utility.

In Ohio, New Jersey and Pennsylvania, laws applicable to electric industry deregulation included similar provisions which are reflected in the Companies' respective state regulatory plans:

- o allowing the Companies' electric customers to select their generation suppliers;
  - o establishing PLR obligations to customers in the Companies' service areas;
  - o allowing recovery of transition costs (sometimes referred to as stranded investment);
  - o itemizing (unbundling) the price of electricity into its component elements - including generation, transmission, distribution and transition costs recovery charges;
  - o deregulating the Companies' electric generation businesses;
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- o continuing regulation of the Companies' transmission and distribution systems; and
  - o requiring corporate separation of regulated and unregulated business activities.

### PUCO Rate Matters

In July 1999, Ohio's electric utility restructuring legislation, which allowed Ohio electric customers to select their generation suppliers beginning January 1, 2001, was signed into law. Among other things, the legislation provided for a 5% reduction on the generation portion of residential customers'

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bills and the opportunity to recover transition costs, including regulatory assets, from January 1, 2001 through December 31, 2005 (market development period). The period for the recovery of regulatory assets only can be extended up to December 31, 2010. The PUCO was authorized to determine the level of transition cost recovery, as well as the recovery period for the regulatory assets portion of those costs, in considering each Ohio electric utility's transition plan application.

In July 2000, the PUCO approved FirstEnergy's transition plan for OE, CEI and TE (Ohio Companies) as modified by a settlement agreement with major parties to the transition plan. The application of SFAS 71, "Accounting for the Effects of Certain Types of Regulation" to OE's generation business and the nonnuclear generation businesses of CEI and TE was discontinued with the issuance of the PUCO transition plan order, as described further below. Major provisions of the settlement agreement consisted of approval of recovery of generation-related transition costs as filed of \$4.0 billion net of deferred income taxes (OE-\$1.6 billion, CEI-\$1.6 billion and TE-\$0.8 billion) and transition costs related to regulatory assets as filed of \$2.9 billion net of deferred income taxes (OE-\$1.0 billion, CEI-\$1.4 billion and TE-\$0.5 billion), with recovery through no later than 2006 for OE, mid-2007 for TE and 2008 for CEI, except where a longer period of recovery is provided for in the settlement agreement. The generation-related transition costs include \$1.4 billion, net of deferred income taxes, (OE-\$1.0 billion, CEI-\$0.2 billion and TE-\$0.2 billion) of impaired generating assets recognized as regulatory assets as described further below, \$2.4 billion, net of deferred income taxes, (OE-\$1.2 billion, CEI-\$0.4 billion and TE-\$0.8 billion) of above market operating lease costs and \$0.8 billion, net of deferred income taxes, (CEI-\$0.5 billion and TE-\$0.3 billion) of additional plant costs that were reflected on CEI's and TE's regulatory financial statements.

Also as part of the settlement agreement, the Ohio Companies give preferred access over its subsidiaries to nonaffiliated marketers, brokers and aggregators to 1,120 megawatts (MW) of generation capacity through 2005 at established prices for sales to the Ohio Companies' retail customers. Customer prices are frozen through the five-year market development period, which runs through the end of 2005, except for certain limited statutory exceptions, including the 5% reduction referred to above. In February 2003, the Ohio Companies were authorized increases in annual revenues aggregating approximately \$50 million (OE-\$41 million, CEI-\$4 million and TE-\$5 million) to recover their higher tax costs resulting from the Ohio deregulation legislation.

The Ohio Companies' customers choosing alternative suppliers receive an additional incentive applied to the shopping credit (generation component) of 45% for residential customers, 30% for commercial customers and 15% for industrial customers. The amount of the incentive is deferred for future recovery from customers. Subject to approval by the PUCO, recovery will be accomplished by extending the respective transition cost recovery period.

On October 21, 2003, the Ohio Companies filed an application with the PUCO to establish generation service rates beginning January 1, 2006, in response to expressed concerns by the PUCO about price and supply uncertainty following the end of the market development period. The filing included two options:

- o A competitive auction, which would establish a price for generation that customers would be charged during the period covered by the auction, or
- o A Rate Stabilization Plan, which would extend current generation prices through 2008, ensuring adequate supply and continuing our support of energy efficiency and economic development efforts.

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Under the first option, an auction would be conducted to secure generation service for the Ohio Companies' customers. Beginning in 2006, customers would pay market prices for generation as determined by the auction.

Under the Rate Stabilization Plan option, customers would have price and supply stability through 2008 - three years beyond the end of the market development period - as well as the benefits of a competitive market. Customer benefits would include: customer savings by extending the current five percent discount on generation costs and other customer credits; maintaining current distribution base rates through 2007; market-based auctions that may be conducted annually to ensure that customers pay the lowest available prices; extension of the Ohio Companies' support of energy-efficiency programs and the potential for continuing the program to give preferred access to nonaffiliated entities to generation capacity if shopping drops below 20%. Under the proposed plan, FirstEnergy is requesting:

- o Extension of the transition cost amortization period for OE from 2006 to 2007; for CEI from 2008 to mid-2009 and for TE from mid-2007 to mid-2008;

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- o Deferral of interest costs on the accumulated shopping incentives and other cost deferrals as new regulatory assets; and
- o Ability to initiate a request to increase generation rates under certain limited conditions.

On January 7, 2004, the PUCO staff filed testimony on the proposed rate plan generally supporting the Rate Stabilization Plan as opposed to the competitive auction proposal. Hearings began on February 11, 2004 and were completed on March 1, 2004. On February 23 2004, after consideration of PUCO Staff comments and testimony as well as those provided by some of the intervening parties, FirstEnergy made certain modifications to the Rate Stabilization Plan. A decision is expected from the PUCO in the Spring of 2004.

### NJBPU Rate Matters

JCP&L's 2001 Final Decision and Order (Final Order) with respect to its rate unbundling, stranded cost and restructuring filings confirmed rate reductions set forth in its 1999 Summary Order, which had been in effect at increasing levels through July 2003. The Final Order also confirmed the establishment of a non-bypassable societal benefits charge (SBC) to recover costs which include nuclear plant decommissioning and manufactured gas plant remediation, as well as a non-bypassable market transition charge (MTC) primarily to recover stranded costs. The NJBPU has deferred making a final determination of the net proceeds and stranded costs related to prior generating asset divestitures until JCP&L's request for an Internal Revenue Service (IRS) ruling regarding the treatment of associated federal income tax benefits is acted upon. Should the IRS ruling support the return of the tax benefits to customers, there would be no effect on FirstEnergy's or JCP&L's net income since the contingency existed prior to the merger.

In addition, the Final Order provided for the ability to securitize stranded costs associated with the divested Oyster Creek Nuclear Generating Station. Under NJBPU authorization in 2002, JCP&L issued through its wholly owned subsidiary, JCP&L Transition Funding LLC, \$320 million of transition bonds (recognized on the Consolidated Balance Sheet) which securitized the recovery of



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these costs and which provided for a usage-based non-bypassable transition bond charge (TBC) and for the transfer of the bondable transition property to another entity.

Prior to August 1, 2003, JCP&L's PLR obligation to provide basic generation service (BGS) to non-shopping customers was supplied almost entirely from contracted and open market purchases. JCP&L is permitted to defer for future collection from customers the amounts by which its costs of supplying BGS to non-shopping customers and costs incurred under nonutility generation (NUG) agreements exceed amounts collected through BGS and MTC rates. As of December 31, 2003, the accumulated deferred cost balance totaled approximately \$440 million, after the charge discussed below. The NJBPU also allowed securitization of JCP&L's deferred balance to the extent permitted by law upon application by JCP&L and a determination by the NJBPU that the conditions of the New Jersey restructuring legislation are met. There can be no assurance as to the extent, if any, that the NJBPU will permit such securitization.

Under New Jersey transition legislation, all electric distribution companies were required to file rate cases to determine the level of unbundled rate components to become effective August 1, 2003. JCP&L's two August 2002 rate filings requested increases in base electric rates of approximately \$98 million annually and requested the recovery of deferred costs that exceeded amounts being recovered under the current MTC and SBC rates; one proposed method of recovery of these costs is the securitization of the deferred balance. This securitization methodology is similar to the Oyster Creek securitization discussed above. On July 25, 2003, the NJBPU announced its JCP&L base electric rate proceeding decision, which reduced JCP&L's annual revenues by approximately \$62 million effective August 1, 2003. The NJBPU decision also provided for an interim return on equity of 9.5 percent on JCP&L's rate base for 6 to 12 months. During that period, JCP&L will initiate another proceeding to request recovery of additional costs incurred to enhance system reliability. In that proceeding, the NJBPU could increase the return on equity to 9.75 percent or decrease it to 9.25 percent, depending on its assessment of the reliability of JCP&L's service. Any reduction would be retroactive to August 1, 2003. The net revenue decrease from the NJBPU's decision consists of a \$223 million decrease in the electricity delivery charge, a \$111 million increase due to the August 1, 2003 expiration of annual customer credits previously mandated by the New Jersey transition legislation, a \$49 million increase in the MTC tariff component, and a net \$1 million increase in the SBC charge. The MTC allows for the recovery of \$465 million in deferred energy costs over the next ten years on an interim basis, thus disallowing \$153 million of the \$618 million provided for in a preliminary settlement agreement between certain parties. As a result, JCP&L recorded charges to net income for the year ended December 31, 2003, aggregating \$185 million (\$109 million net of tax) consisting of the \$153 million of disallowed deferred energy costs and other regulatory assets. JCP&L filed a motion for rehearing and reconsideration with the NJBPU on August 15, 2003 with respect to the following issues: (1) the disallowance of the \$153 million deferred energy costs; (2) the reduced rate of return on equity; and (3) \$42.7 million of disallowed costs to achieve merger savings. On October 10, 2003, the NJBPU held the motion in abeyance until the final NJBPU decision and order which is expected to be issued in the first quarter of 2004.

JCP&L's BGS obligation for the twelve month period beginning August 1, 2003 was auctioned in February 2003. The auction covered a fixed price bid (applicable to all residential and smaller commercial and industrial customers) and an hourly price bid (applicable to all large industrial customers) process. JCP&L sells all self-supplied energy (NUGs and owned generation) to the wholesale market with offsetting credits to its deferred energy balances. The

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BGS auction for the subsequent period was completed in February 2004. The NJBPU adjusted the generation component of JCP&L's retail rates on August 1, 2003 to reflect the results of the BGS auction.

On July 5, 2003, JCP&L experienced a series of 34.5 kilo-volt sub-transmission line faults that resulted in outages on the New Jersey shore. The NJBPU instituted an investigation into these outages, and directed that a Special Reliability Master be hired to oversee the investigation. On December 8, 2003, the Special Reliability Master issued his Interim Report recommending that JCP&L implement a series of actions to improve reliability in the area affected by the outages. The NJBPU adopted the findings and recommendations of the Interim Report on December 17, 2003, and ordered JCP&L to implement the recommended actions on a staggered basis, with initial actions to be completed by March 31, 2004. JCP&L expects to spend \$12.5 million implementing these actions during 2004.

### PPUC Rate Matters

The PPUC authorized 1998 rate restructuring plans for Penn, Met-Ed and Penelec. In 2000, the PPUC disallowed a portion of the requested additional stranded costs above those amounts granted in Met-Ed's and Penelec's 1998 rate restructuring plan orders. The PPUC required Met-Ed and Penelec to seek an IRS ruling regarding the return of certain unamortized investment tax credits and excess deferred income tax benefits to customers. Similar to JCP&L's situation, if the IRS ruling ultimately supports returning these tax benefits to customers, there would be no effect to FirstEnergy's, Met-Ed's or Penelec's net income since the contingency existed prior to the merger.

In June 2001, the PPUC approved the Settlement Stipulation with all of the major parties in the combined merger and rate proceedings which approved the merger and provided PLR deferred accounting treatment for energy costs, permitting Met-Ed and Penelec to defer, for future recovery, energy costs in excess of amounts reflected in their capped generation rates retroactive to January 1, 2001. This PLR deferral accounting procedure was later denied in a February 2002 Commonwealth Court of Pennsylvania decision. The court decision also affirmed the PPUC decision regarding the merger, remanding the decision to the PPUC only with respect to the issue of merger savings. FirstEnergy established reserves in 2002 for Met-Ed's and Penelec's PLR deferred energy costs which aggregated \$287.1 million, reflecting the potential adverse impact of the then pending Pennsylvania Supreme Court decision whether to review the Commonwealth Court decision.

On April 2, 2003, the PPUC remanded the issue relating to merger savings to the Office of Administrative Law for hearings, directed Met-Ed and Penelec to file a position paper on the effect of the Commonwealth Court order on the Settlement Stipulation and allowed other parties to file responses to the position paper. Met-Ed and Penelec filed a letter with the Administrative Law Judge (ALJ) on June 11, 2003, voiding the Stipulation in its entirety and reinstating Met-Ed's and Penelec's restructuring settlement previously approved by the PPUC.

On October 2, 2003, the PPUC issued an order concluding that the Commonwealth Court reversed the PPUC's June 20, 2001 order in its entirety. The PPUC directed Met-Ed and Penelec to file tariffs within thirty days of the order to reflect the competitive transition charge (CTC) rates and shopping credits that were in effect prior to the June 21, 2001 order to be effective upon one day's notice. In response to that order, Met-Ed and Penelec filed these supplements to their tariffs to become effective October 24, 2003.

On October 8, 2003, Met-Ed and Penelec filed a petition for clarification relating to the October 2, 2003 order on two issues: to establish June 30, 2004 as the date to fully refund the NUG trust fund and to clarify that

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the ordered accounting treatment regarding the CTC rate/shopping credit swap should follow the ratemaking, and that the PPUC's findings would not impair their rights to recover all of their stranded costs. On October 9, 2003, ARIPPA (an intervenor in the proceedings) petitioned the PPUC to direct Met-Ed and Penelec to reinstate accounting for the CTC rate/shopping credit swap retroactive to January 1, 2002. Several other parties also filed petitions. On October 16, 2003, the PPUC issued a reconsideration order granting the date requested by Met-Ed and Penelec for the NUG trust fund refund, denying Met-Ed's and Penelec's other clarification requests and granting ARIPPA's petition with respect to the accounting treatment of the changes to the CTC rate/shopping credit swap. On October 22, 2003, Met-Ed and Penelec filed an Objection with the Commonwealth Court asking that the Court reverse the PPUC's finding that requires Met-Ed and Penelec to treat the stipulated CTC rates that were in effect from January 1, 2002 on a retroactive basis. Met-Ed and Penelec are considering filing an appeal to the Commonwealth Court on the PPUC orders as well.

On October 27, 2003, a Commonwealth Court judge issued an Order denying Met-Ed's and Penelec's objection without explanation. Due to the vagueness of the Order, Met-Ed and Penelec, on October 31, 2003, filed an Application for Clarification with the judge. Concurrent with this filing, Met-Ed and Penelec, in order to preserve their rights, also filed with the Commonwealth Court both a Petition for Review of the PPUC's October 16 and October 22 Orders, and an application for reargument, if the judge, in his clarification order, indicates that Met-Ed's and Penelec's objection was intended to be denied on the merits. In addition to these findings, Met-Ed and Penelec, in compliance with the PPUC's Orders, filed revised PPUC quarterly

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reports for the twelve months ended December 31, 2001 and 2002, and for the first two quarters of 2003, reflecting balances consistent with the PPUC's findings in their Orders.

Effective September 1, 2002, Met-Ed and Penelec assigned their PLR responsibility to their FES affiliate through a wholesale power sale agreement. The PLR sale will be automatically extended for each successive calendar year unless any party elects to cancel the agreement by November 1 of the preceding year. Under the terms of the wholesale agreement, FES assumed the supply obligation and the supply profit and loss risk, for the portion of power supply requirements not self-supplied by Met-Ed and Penelec under their NUG contracts and other power contracts with nonaffiliated third party suppliers. This arrangement reduces Met-Ed's and Penelec's exposure to high wholesale power prices by providing power at a fixed price for their uncommitted PLR energy costs during the term of the agreement with FES. FES has hedged most of Met-Ed's and Penelec's unfilled PLR on-peak obligation through 2004 and a portion of 2005, the period during which deferred accounting was previously allowed under the PPUC's order. Met-Ed and Penelec are authorized to continue deferring differences between NUG contract costs and current market prices.

In late 2003, the PPUC issued a Tentative Order implementing new reliability benchmarks and standards. In connection therewith, the PPUC commenced a rulemaking procedure to amend the Electric Service Reliability Regulations to implement these new benchmarks, and create additional reporting on reliability. Although neither the Tentative Order nor the Reliability Rulemaking has been finalized, the PPUC ordered all Pennsylvania utilities to begin filing quarterly reports on November 1, 2003. The comment period for both the Tentative Order and the Proposed Rulemaking Order has closed. Met-Ed, Penelec and Penn are currently awaiting the PPUC to issue a final order in both matters. The order will determine (1) the standards and benchmarks to be

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utilized, and (2) the details required in the quarterly and annual reports. It is expected that these Orders will be finalized in March of 2004.

On January 16, 2004, the PPUC initiated a formal investigation of Met-Ed's, Penelec's and Penn's levels of compliance with the Public Utility Code and the PPUC's regulations and orders with regard to reliable electric service. Hearings will be held in August in this investigation, and the ALJ has been directed to issue a Recommended Decision by September 30, 2004, in order to allow the PPUC time to issue a Final Order before December 16, 2004. FirstEnergy is unable to predict the outcome of the investigation or the impact of the PPUC order.

### FERC Rate Matters

The Companies provide wholesale power and transmission service subject to the jurisdiction of the FERC.

Following the FirstEnergy/GPU merger, the transmission facilities of JCP&L, Met-Ed and Penelec continue to be operated by PJM. PJM was approved by the FERC as a regional transmission organization (RTO) on December 20, 2002. Transmission service over the facilities of FirstEnergy's PJM operating companies is provided under the PJM Open Access Transmission Tariff.

ATSI transferred operational control of its transmission facilities in the East Central Area Reliability Agreement (ECAR) area to the MISO RTO as part of GridAmerica, LLC, an independent transmission company. This transfer of control became effective on October 1, 2003. Transmission service over the facilities of ATSI is now provided under the MISO Open Access Transmission Tariff. A settlement of all rate matters related to ATSI's integration into MISO was filed with FERC on December 18, 2003 and is waiting decision by FERC.

PJM and MISO were ordered by the FERC to develop a common market between the regions by October 31, 2004. The FERC also initiated a Section 206 investigation into the reasonableness of the "through-and-out" transmission rates charged by PJM and MISO. On November 17, 2003, the FERC issued orders directing MISO, PJM, and certain unaffiliated transmission owners in the Midwest to eliminate their transmission rates for point-to-point service effective April 1, 2004. A settlement judge has been appointed by the FERC to resolve compliance filings by the affected transmission providers. As part of the settlement process, the FERC extended the date for elimination of through-and-out rates until May 1, 2004. AEP, Commonwealth Edison, and other transmission owning utilities have appealed the FERC's November 17, 2003 orders to the federal court of appeals for the District of Columbia.

### Regulatory Accounting

All of the Companies' regulatory assets (deferred costs) are expected to continue to be recovered under provisions of the Ohio transition plan and the respective Pennsylvania and New Jersey regulatory plans. The application of Statement of Financial Accounting Standards (SFAS) No. 71, "Accounting for the Effects of Certain Types of Regulation", has been discontinued with respect to the Companies' generation operations.

### Capital Requirements

Capital expenditures for the Companies, FES and FirstEnergy's other subsidiaries for the years 2004 through 2006 excluding nuclear fuel, are shown

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in the following table. Such costs include expenditures for the betterment of existing facilities and for the construction of generating capacity, facilities for environmental compliance, transmission lines, distribution lines, substations and other assets.

	Capital Expenditures Forecast			
	2003 Actual	2004	2005-2006	Total
-----				
(In millions)				
OE.....	\$ 87	\$110	\$ 185	\$ 295
Penn.....	46	64	79	143
CEI.....	114	92	183	275
TE.....	71	50	91	141
JCP&L.....	125	146	300	446
Met-Ed.....	44	55	113	168
Penelec.....	46	66	132	198
ATSI.....	18	23	43	66
FES.....	141	69	374	443
Other subsidiaries..	100	38	87	125
-----				
Total.....	\$ 792	\$713	\$ 1,587	\$2,300

Amounts shown above for 2004 and 2005-2006 include \$45 million and \$120 million, respectively, for the replacement of steam generators at the Beaver Valley Nuclear Power Plant.

During the 2004-2006 period, maturities of, and sinking fund requirements for, long-term debt and preferred stock of FirstEnergy and its subsidiaries are:

	Preferred Stock and Long-Term Debt Redemption Schedule		
	2004	2005-2006	Total
-----			
(In millions)			
OE.....	\$ 60	\$ 180	\$ 240
Penn.....	64	4	68
CEI*.....	289	2	291
TE.....	230	--	230
JCP&L.....	176	275	451
Met-Ed.....	40	181	221
Penelec.....	125	8	133
FirstEnergy.....	270	1,300	1,570
Other subsidiaries.....	4	18	22
-----			
Total.....	\$1,258	\$1,968	\$3,226

\* CEI has an additional \$22 million due to associated companies in 2005-2006.

The Companies' and FES's respective investments for additional nuclear fuel, and nuclear fuel investment reductions as the fuel is consumed, during the 2004-2006 period are presented in the following table. The table also displays the Companies' operating lease commitments, net of capital trust cash receipts for the 2004-2006 period.

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	New Investments			Consumption			Operating Lea	Ne
	2004	2005-2006	Total	2004	2005-2006	Total	2004	200
	(In millions)							
OE.....	\$28	\$20	\$48	\$25	\$25	\$50	\$ 80	\$
Penn.....	20	14	34	17	18	35	--	
CEI.....	29	32	61	30	30	60	27	
TE.....	13	29	42	21	21	42	73	
JCP&L.....	--	--	--	--	--	--	1	
Met-Ed.....	--	--	--	--	--	--	1	
FES.....	--	138	138	--	98	98	--	
Total.....	\$90	\$233	\$323	\$93	\$192	\$285	\$182	\$

Short-term borrowings outstanding as of December 31, 2003, consisted of \$372 million of bank borrowings (FirstEnergy-\$280 million, OE-\$22 million and TE-\$70 million), and \$150 million of OES Capital, Incorporated commercial paper. OES Capital is a wholly owned subsidiary of OE whose borrowings are secured by customer accounts receivable. OES Capital can borrow up to \$170 million under a receivables financing agreement at rates based on certain bank commercial paper. FirstEnergy had \$516 million available under \$1.25 billion of revolving lines of credit as of December 31, 2003. FirstEnergy may borrow under its facility and could transfer any of its borrowings to affiliated companies. OE had \$477 million of unused bank facilities as of December 31, 2003. An additional source of ongoing cash for FirstEnergy, as a holding company, is cash dividends from its subsidiaries. In 2003, the holding company received \$864 million of cash dividends on common stock from its subsidiaries.

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Based on their present plans, the Companies could provide for their cash requirements in 2004 from the following sources: funds to be received from operations; available cash and temporary cash investments as of December 31, 2003 (Company's nonutility subsidiaries-\$85 million, OE-\$2 million, CEI-\$25 million, TE-\$2 million); the issuance of long-term debt (for refunding purposes); and funds available under revolving credit arrangements. Cash and cash equivalents as of December 31, 2003 included \$32 million received in December 2003 which was included in the NRG settlement claim sold in January 2004.

The extent and type of future financings will depend on the need for external funds as well as market conditions, the maintenance of an appropriate capital structure and the ability of the Companies to comply with coverage requirements in order to issue first mortgage bonds and preferred stock. The Companies will continue to monitor financial market conditions and, where appropriate, may take advantage of economic opportunities to refund debt and preferred stock to the extent that their financial resources permit.

The coverage requirements contained in the first mortgage indentures under which the Companies issue first mortgage bonds provide that, except for certain refunding purposes, the Companies may not issue first mortgage bonds unless applicable net earnings (before income taxes), calculated as provided in the indentures, for any period of twelve consecutive months within the fifteen calendar months preceding the month in which such additional bonds are issued, are at least twice annual interest requirements on outstanding first mortgage

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bonds, including those being issued. Under OE's first mortgage indenture, the availability of property additions is more restrictive than the earnings test at the present time and would limit the amount of first mortgage bonds issuable against property additions to \$238 million. OE is currently able to issue approximately \$1.4 billion principal amount of first mortgage bonds against previously retired bonds without the need to meet the above restrictions. Under Penn's first mortgage indenture, other requirements also apply and are more restrictive than the earnings test at the present time. Penn is currently able to issue \$451 million principal amount of first mortgage bonds, with up to \$237 million of such amount issuable against property additions; the remainder could be issued against previously retired bonds. CEI can issue approximately \$1.1 billion principal amount of first mortgage bonds against a combination of previously retired bonds and property additions. TE cannot currently issue first mortgage bonds. JCP&L, Met-Ed and Penelec are able to issue \$126 million, \$189 million and \$23 million principal amount, respectively, of first mortgage bonds.

OE's, Penn's, TE's and JCP&L's respective articles of incorporation prohibit the sale of preferred stock unless applicable gross income, calculated as provided in the articles of incorporation, is equal to at least 1-1/2 times the aggregate of the annual interest requirements on indebtedness and annual dividend requirements on preferred stock outstanding immediately thereafter. Based upon earnings for 2003 an assumed dividend rate of 7.38% (OE and Penn) and 7.25% (JCP&L), and no additional indebtedness, OE, Penn and JCP&L would be permitted, under the earnings coverage test contained in their respective charters, to issue at least \$2.4 billion, \$244 million and \$189 million of preferred stock, respectively; TE cannot currently issue preferred stock. There are no restrictions on the ability of CEI, Met-Ed and Penelec to issue preferred stock.

To the extent that coverage requirements or market conditions restrict the Companies' abilities to issue desired amounts of first mortgage bonds or preferred stock, the Companies may seek other methods of financing. Such financings could include the sale of preferred and/or preference stock or of such other types of securities as might be authorized by applicable regulatory authorities which would not otherwise be sold and could result in annual interest charges and/or dividend requirements in excess of those that would otherwise be incurred.

### Met-Ed Capital Trust and Penelec Capital Trust

In 1999, Met-Ed Capital Trust, a wholly owned subsidiary of Met-Ed, issued \$100 million of trust preferred securities (Met-Ed Trust Preferred Securities) at 7.35%, due 2039. The sole assets of Met-Ed Capital Trust are the 7.35% Cumulative Preferred Securities of Met-Ed Capital II, L.P. (Met-Ed Partnership Preferred Securities) and its only revenues are the quarterly cash distributions it receives on the Met-Ed Partnership Preferred Securities. Each Met-Ed Trust Preferred Security represents a Met-Ed Partnership Preferred Security. Met-Ed Capital II, L.P. is a wholly-owned subsidiary of Met-Ed and the sponsor of Met-Ed Capital Trust. The sole assets of Met-Ed Capital II, L.P. are Met-Ed's 7.35% Subordinated Debentures, Series A, due 2039, which have an aggregate principal amount of \$103.1 million. Distributions were made on the Trust Preferred Securities during 2003 in the aggregate amount of \$7,350,000. Expenses of Met-Ed Trust for 2003 were approximately \$5,000, all of which were paid by Met-Ed Preferred Capital II, Inc., the general partner of Met-Ed Capital II, L.P. The Trust Preferred Securities are issued in book-entry form only so that there is only one holder of record. Met-Ed has fully and unconditionally guaranteed the Met-Ed Partnership Preferred Securities, and, therefore, the Met-Ed Trust Preferred Securities.

In 1999, Penelec Capital Trust, a wholly owned subsidiary of Penelec, issued \$100 million of trust preferred securities (Penelec Trust Preferred Securities) at 7.34%, due 2039. The sole assets of Penelec Capital Trust are the

7.34% Cumulative Preferred Securities of Penelec Capital II, L.P. (Penelec Partnership Preferred Securities) and its only revenues are the quarterly cash distributions it receives on the Penelec Partnership Preferred Securities. Each Penelec Trust Preferred Security represents a Penelec Partnership Preferred Security. Penelec Capital II, L.P. is a wholly-owned subsidiary of Penelec and the sponsor of Penelec Capital Trust. The sole assets of Penelec Capital II, L.P. are Penelec's 7.34% Subordinated Debentures, Series A, due 2039, which have an aggregate principal amount of \$103.1 million. Distributions were made on the Trust Preferred Securities during 2003 in the aggregate amount of \$7,340,000. Expenses of Penelec Trust for 2003 were approximately \$5,000, all of which were paid by Penelec Preferred Capital II, Inc., the general partner of Penelec Capital II, L.P. The Trust Preferred Securities are issued in book-entry form only so that there is only one holder of record. Penelec has fully and unconditionally guaranteed the Penelec Partnership Preferred Securities, and, therefore, the Penelec Trust Preferred Securities.

Upon adoption of FIN 46R, "Consolidation of Variable Interest Entities", the limited partnerships and statutory business trusts discussed above are not consolidated on the financial statements of FirstEnergy, CEI, Met-Ed and Penelec as of December 31, 2003.

#### Nuclear Regulation

The construction, operation and decommissioning of nuclear generating units are subject to the regulatory jurisdiction of the Nuclear Regulatory Commission (NRC) including the issuance by it of construction permits, operating licenses, and possession only licenses for decommissioning reactors. The NRC's procedures with respect to the amendment of nuclear reactor operating licenses afford opportunities for interested parties to request adjudicatory hearings on health, safety and environmental issues subject to meeting NRC "standing" requirements. The NRC may require substantial changes in operation or the installation of additional equipment to meet safety or environmental standards, subject to the backfit rule requiring the NRC to justify such new requirements as necessary for the overall protection of public health and safety. The possibility also exists for modification, denial or revocation of licenses. As a result of the merger with GPU, FirstEnergy now owns the Three Mile Island Unit 2 (TMI-2) and the Saxton Nuclear Experimental Facility. Both facilities are in various stages of decommissioning. TMI-2 is in a post-defueling monitored storage condition, with decommissioning planned in 2014. Saxton is in the final stages of decommissioning, with license termination scheduled for the fourth quarter of 2004 and its final site restoration is scheduled for the end of 2004. Beaver Valley Unit 1 was placed in commercial operation in 1976, and its operating license expires in 2016. Davis-Besse was placed in commercial operation in 1977, and its operating license expires in 2017. Perry Unit 1 and Beaver Valley Unit 2 were placed in commercial operation in 1987, and their operating licenses expire in 2026 and 2027, respectively.

Davis-Besse, which is operated by FENOC, began its scheduled refueling outage on February 16, 2002. The plant was originally scheduled to return to service by the end of March 2002. During the refueling outage, visual and ultrasonic testings were conducted on all 69 of the Control Rod Drive Mechanism penetration nozzles. This testing was performed to check for the kind of circular or circumferential cracking in these nozzles that had been found at some other plants similar in design and vintage to Davis-Besse. Based on the inspection and test results, five nozzles were scheduled for repair during the refueling outage.



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As repair work began on one of the nozzles, FENOC found corrosion in the reactor vessel head near some of the penetration holes, created by boric acid deposits from leaks in the nozzles. As a result, the NRC issued a confirmatory action letter stating that restart of the plant would be subject to prior NRC approval, and it established an Inspection Manual Chapter 0350 Oversight Panel to ensure close NRC oversight of Davis-Besse's corrective actions.

In response to the reactor vessel head degradation, FENOC initiated a number of root cause analyses and other assessments, and established a Return to Service Plan to correct the causes and ensure a safe and reliable return to service. The Return to Service Plan included actions to: replace the reactor vessel head, inspect and correct other components in the containment that may have been affected by boric acid, review important systems and programs to ensure their readiness for restart, and improve management and human performance. FENOC has completed all of the actions under the Return to Service Plan and is currently implementing corrective actions and performing assessments for operations issues identified in the late 2003 and early 2004.

On March 8, 2004, FENOC received NRC authorization to restart Davis-Besse. FENOC formally requested startup authorization at the February 12, 2004, NRC 0350 panel meeting in Port Clinton, Ohio. The plant will be restarted in a deliberate and controlled manner, with reactor operators incrementally increasing reactor power, stopping at the 50-percent and 100-percent power levels to test equipment and assess operational performance. Also, post-restart assessments will be conducted two weeks and one month after the plant reaches 100-percent power. Operators expect to reach full power by mid-March.

The NRC granted restart authorization in an order containing several commitments for Davis-Besse. Those requirements include ongoing independent assessments of the site's operational performance, safety culture and safety conscious work environment, and corrective action and engineering programs for

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five years, as well as visual inspection of the reactor head and lower vessel during the plant's mid-cycle outage, slated in about one year.

In 2002, FENOC spent approximately \$115 million in additional nuclear-related operation and maintenance costs, approximately \$120 million in replacement power costs and approximately \$63 million in capital expenditures related to the reactor head and restart. In 2003, FENOC spent approximately \$93 million in additional nuclear-related operation and maintenance costs, approximately \$196 million in replacement power costs and approximately \$21 million in capital expenditures related to the reactor head and restart. For 2004, FENOC expects to spend approximately \$10 million in additional nuclear-related operation and maintenance costs and approximately \$15-20 million in replacement power costs per month during the remaining period of the outage.

FENOC recently received a subpoena from a grand jury sitting in the United States District Court for the Northern District of Ohio, Eastern Division requesting the production of certain documents and records relating to the inspection and maintenance of the reactor vessel head at the Davis-Besse plant. We are unable to predict the outcome of this investigation. In addition, FENOC remains subject to possible civil enforcement action by the NRC in connection with the events leading to the Davis Besse outage. If it were ultimately determined that FirstEnergy has legal liability or is otherwise made subject to regulatory or civil enforcement action with respect to the Davis-Besse outage, it could have a material adverse effect on FirstEnergy's financial condition and results of operations.

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The NRC has promulgated and continues to promulgate orders and regulations related to the safe operation of nuclear power plants and standards for decommissioning clean-up and final license termination. The Companies cannot predict what additional orders and regulations (including post-September 11, 2001 security enhancements) may be promulgated, design changes required or the effect that any such regulations or design changes or additional clean-up standards for final site release, or the consideration thereof, may have upon their nuclear plants. Although the Companies have no reason to anticipate an accident at any of their nuclear plants, if such an accident did happen, it could have a material but currently undeterminable adverse effect on FirstEnergy's consolidated financial position. In addition, such an accident at any operating nuclear plant, whether or not owned by the Companies, could result in regulations or requirements that could affect the operation, licensing, or decommissioning of plants that the Companies do own with a consequent but currently undeterminable adverse impact, and could affect the Companies' abilities to raise funds in the capital markets.

### Nuclear Insurance

The Price-Anderson Act limits the public liability which can be assessed with respect to a nuclear power plant to \$10.9 billion (assuming 105 units licensed to operate) for a single nuclear incident, which amount is covered by: (i) private insurance amounting to \$300 million; and (ii) \$10.6 billion provided by an industry retrospective rating plan required by the NRC pursuant thereto. Under such retrospective rating plan, in the event of a nuclear incident at any unit in the United States resulting in losses in excess of private insurance, up to \$100.6 million (but not more than \$10 million per unit per year in the event of more than one incident) must be contributed for each nuclear unit licensed to operate in the country by the licensees thereof to cover liabilities arising out of the incident. Based on their present nuclear ownership and leasehold interests, the Companies' maximum potential assessment under these provisions would be \$402.4 million (OE-\$107.5 million, Penn-\$84.5 million, CEI-\$121.4 million and TE-\$89.0 million) per incident but not more than \$40.0 million (OE-\$10.7 million, Penn-\$8.4 million, CEI-\$12.1 million and TE-\$8.8 million) in any one year for each incident.

In addition to the public liability insurance provided pursuant to the Price-Anderson Act, the Companies have also obtained insurance coverage in limited amounts for economic loss and property damage arising out of nuclear incidents. The Companies are members of NEIL which provides coverage (NEIL I) for the extra expense of replacement power incurred due to prolonged accidental outages of nuclear units. Under NEIL I, the Companies have policies, renewable yearly, corresponding to their respective nuclear interests, which provide an aggregate indemnity of up to approximately \$1.182 billion (OE-\$315 million, Penn-\$222 million, CEI-\$382 million and TE-\$263 million) for replacement power costs incurred during an outage after an initial 12-week waiting period. Members of NEIL I pay annual premiums and are subject to assessments if losses exceed the accumulated funds available to the insurer. The Companies' present maximum aggregate assessment for incidents at any covered nuclear facility occurring during a policy year would be approximately \$8.6 million (OE-\$2.3 million, Penn-\$1.6 million, CEI-\$2.8 million and TE-\$1.9 million).

The Companies are insured as to their respective nuclear interests under property damage insurance provided by NEIL to the operating company for each plant. Under these arrangements, \$2.75 billion of coverage for decontamination costs, decommissioning costs, debris removal and repair and/or replacement of property is provided. The Companies pay annual premiums for this coverage and are liable for retrospective assessments of up to approximately \$55.5 million (OE-\$14.9 million, Penn-\$10.2 million, CEI-\$17.7 million, TE-\$12.0 million, JCP&L-\$0.2 million, Met-Ed-\$0.3 million and Penelec-\$0.2 million) during a policy year.

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The Companies intend to maintain insurance against nuclear risks as described above as long as it is available. To the extent that replacement power, property damage, decontamination, decommissioning, repair and replacement costs and other such costs arising from a nuclear incident at any of the

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Companies' plants exceed the policy limits of the insurance in effect with respect to that plant, to the extent a nuclear incident is determined not to be covered by the Companies' insurance policies, or to the extent such insurance becomes unavailable in the future, the Companies would remain at risk for such costs.

The NRC requires nuclear power plant licensees to obtain minimum property insurance coverage of \$1.06 billion or the amount generally available from private sources, whichever is less. The proceeds of this insurance are required to be used first to ensure that the licensed reactor is in a safe and stable condition and can be maintained in that condition so as to prevent any significant risk to the public health and safety. Within 30 days of stabilization, the licensee is required to prepare and submit to the NRC a cleanup plan for approval. The plan is required to identify all cleanup operations necessary to decontaminate the reactor sufficiently to permit the resumption of operations or to commence decommissioning. Any property insurance proceeds not already expended to place the reactor in a safe and stable condition must be used first to complete those decontamination operations that are ordered by the NRC. The Companies are unable to predict what effect these requirements may have on the availability of insurance proceeds to the Companies for the Companies' bondholders.

### Environmental Matters

Various federal, state and local authorities regulate the Companies with regard to air and water quality and other environmental matters. The effects of compliance on the Companies with regard to environmental matters could have a material adverse effect on FirstEnergy's earnings and competitive position. These environmental regulations affect FirstEnergy's earnings and competitive position to the extent that its subsidiaries compete with companies that are not subject to such regulations and therefore do not bear the risk of costs associated with compliance, or failure to comply, with such regulations. Overall, FirstEnergy believes its subsidiaries are in material compliance with existing regulations but is unable to predict future change in regulatory policies and what, if any, the effects of such change would be. FirstEnergy estimates additional capital expenditures for environmental compliance of approximately \$91 million for 2004 through 2006, which is included in the \$2.3 billion of forecasted capital expenditures for 2004 through 2006. Additional estimated capital expenditures of \$481 million relating to proposed environmental laws could be required after 2006.

### Clean Air Act Compliance

FirstEnergy is required to meet federally approved sulfur dioxide (SO<sub>2</sub>) regulations. Violations of such regulations can result in shutdown of the generating unit involved and/or civil or criminal penalties of up to \$31,500 for each day the unit is in violation. The Environmental Protection Agency (EPA) has an interim enforcement policy for SO<sub>2</sub> regulations in Ohio that allows for compliance based on a 30-day averaging period. The Companies cannot predict what action the EPA may take in the future with respect to the interim enforcement policy.

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FirstEnergy is complying with SO<sub>2</sub> reduction requirements under the Clean Air Act Amendments of 1990 by burning lower-sulfur fuel, generating more electricity from lower-emitting plants, and/or using emission allowances. NO<sub>x</sub> reductions required by the 1990 Amendments are being achieved through combustion controls and the generation of more electricity at lower-emitting plants. In September 1998, the EPA finalized regulations requiring additional NO<sub>x</sub> reductions from the Companies' Ohio and Pennsylvania facilities. The EPA's NO<sub>x</sub> Transport Rule imposes uniform reductions of NO<sub>x</sub> emissions (an approximate 85% reduction in utility plant NO<sub>x</sub> emissions from projected 2007 emissions) across a region of nineteen states (including Michigan, New Jersey, Ohio and Pennsylvania) and the District of Columbia based on a conclusion that such NO<sub>x</sub> emissions are contributing significantly to ozone pollution in the eastern United States. State Implementation Plans (SIP) must comply by May 31, 2004 with individual state NO<sub>x</sub> budgets established by the EPA. New Jersey and Pennsylvania submitted a SIP that required compliance with the NO<sub>x</sub> budgets at the Companies' New Jersey and Pennsylvania facilities by May 1, 2003. The Companies' New Jersey and Pennsylvania facilities complied with the NO<sub>x</sub> budgets in 2003 and all facilities will comply with the NO<sub>x</sub> budgets in 2004 and thereafter. Michigan and Ohio submitted a SIP that requires compliance with the NO<sub>x</sub> budgets at the Companies' Michigan and Ohio facilities by May 31, 2004.

### National Ambient Air Quality Standards

In July 1997, the EPA promulgated changes in the National Ambient Air Quality Standard (NAAQS) for ozone and proposed a new NAAQS for fine particulate matter. On December 17, 2003, the EPA proposed the "Interstate Air Quality Rule" covering a total of 29 states (including New Jersey, Ohio and Pennsylvania) and the District of Columbia based on proposed findings that air pollution emissions from 29 eastern states and the District of Columbia significantly contribute to nonattainment of the NAAQS for fine particles and/or the "8-hour" ozone NAAQS in other states. The EPA has proposed the Interstate Air Quality Rule to "cap-and-trade" NO<sub>x</sub> and SO<sub>2</sub> emissions in two phases (Phase I in 2010 and Phase II in 2015). According to the EPA, SO<sub>2</sub> emissions would be reduced by approximately 3.6 million tons in 2010, across states covered by the rule, with reductions ultimately reaching more than 5.5 million tons annually. NO<sub>x</sub> emission reductions would measure about 1.5 million tons in 2010 and 1.8 million tons in 2015. The future cost of compliance with these proposed regulations may be substantial and will depend on whether and how they are ultimately implemented by the states in which the Companies operate affected facilities.

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### Mercury Emissions

In December 2000, the EPA announced it would proceed with the development of regulations regarding hazardous air pollutants from electric power plants, identifying mercury as the hazardous air pollutant of greatest concern. On December 15, 2003, the EPA proposed two different approaches to reduce mercury emissions from coal-fired power plants. The first approach would require plants to install controls known as "maximum achievable control technologies" (MACT) based on the type of coal burned. According to the EPA, if implemented, the MACT proposal would reduce nationwide mercury emissions from coal-fired power plants by fourteen tons to approximately thirty-four tons per year. The second approach proposes a cap-and-trade program that would reduce mercury emissions in two distinct phases. Initially, mercury emissions would be reduced by 2010 as a "co-benefits" from implementation of SO<sub>2</sub> and NO<sub>x</sub> emission caps under the EPA's proposed Interstate Air Quality Rule. Phase II of the mercury cap-and-trade program would be implemented in 2018 to cap nationwide mercury emissions from coal-fired power plants at fifteen tons per year. The EPA has agreed to choose between these two options and issue a final rule by

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December 15, 2004. The future cost of compliance with these regulations may be substantial.

### W. H. Sammis Plant

In 1999 and 2000, the EPA issued Notices of Violation (NOV) or a Compliance Order to nine utilities covering 44 power plants, including the W. H. Sammis Plant. In addition, the U.S. Department of Justice filed eight civil complaints against various investor-owned utilities, which included a complaint against OE and Penn in the U.S. District Court for the Southern District of Ohio. The NOV and complaint allege violations of the Clean Air Act based on operation and maintenance of the W. H. Sammis Plant dating back to 1984. The complaint requests permanent injunctive relief to require the installation of "best available control technology" and civil penalties of up to \$27,500 per day of violation. On August 7, 2003, the United States District Court for the Southern District of Ohio ruled that 11 projects undertaken at the W. H. Sammis Plant between 1984 and 1998 required pre-construction permits under the Clean Air Act. The ruling concludes the liability phase of the case, which deals with applicability of Prevention of Significant Deterioration provisions of the Clean Air Act. The remedy phase, which is currently scheduled to be ready for trial beginning July 19, 2004, will address civil penalties and what, if any, actions should be taken to further reduce emissions at the plant. In the ruling, the Court indicated that the remedies it "may consider and impose involved a much broader, equitable analysis, requiring the Court to consider air quality, public health, economic impact, and employment consequences. The Court may also consider the less than consistent efforts of the EPA to apply and further enforce the Clean Air Act." The potential penalties that may be imposed, as well as the capital expenditures necessary to comply with substantive remedial measures that may be required, could have a material adverse impact on FirstEnergy's financial condition and results of operations. Management is unable to predict the ultimate outcome of this matter and no liability has been accrued as of December 31, 2003.

### Climate Change

In December 1997, delegates to the United Nations' climate summit in Japan adopted an agreement, the Kyoto Protocol (Protocol), to address global warming by reducing the amount of man-made greenhouse gases emitted by developed countries by 5.2% from 1990 levels between 2008 and 2012. The United States signed the Protocol in 1998 but it failed to receive the two-thirds vote of the U.S. Senate required for ratification. However, the Bush administration has committed the United States to a voluntary climate change strategy to reduce domestic greenhouse gas intensity - the ratio of emissions to economic output - by 18% through 2012.

We cannot currently estimate the financial impact of climate change policies although the potential restrictions on carbon dioxide (CO<sub>2</sub>) emissions could require significant capital and other expenditures. However, the CO<sub>2</sub> emissions per kilowatt-hour of electricity generated by the Companies is lower than many regional competitors due to the Companies' diversified generation sources which includes low or non-CO<sub>2</sub> emitting gas-fired and nuclear generators.

### Regulation of Hazardous Waste

As a result of the Resource Conservation and Recovery Act of 1976, as amended, and the Toxic Substances Control Act of 1976, federal and state hazardous waste regulations have been promulgated. Certain fossil-fuel combustion waste products, such as coal ash, were exempted from hazardous waste disposal requirements pending the EPA's evaluation of the need for future regulation. The EPA subsequently determined that regulation of coal ash as a hazardous waste is unnecessary. In April 2000, the EPA announced that it will develop national standards regulating disposal of coal ash under its authority

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to regulate nonhazardous waste.

The Companies have been named as "potentially responsible parties" (PRPs) at waste disposal sites which may require cleanup under the Comprehensive Environmental Response, Compensation and Liability Act of 1980. Allegations of disposal of hazardous substances at historical sites and the liability involved

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are often unsubstantiated and subject to dispute; however, federal law provides that all PRPs for a particular site be held liable on a joint and several basis. Therefore, environmental liabilities that are considered probable have been recognized on the Consolidated Balance Sheet as of December 31, 2003, based on estimates of the total costs of cleanup, the Companies' proportionate responsibility for such costs and the financial ability of other nonaffiliated entities to pay. In addition, JCP&L has accrued liabilities for environmental remediation of former manufactured gas plants in New Jersey; those costs are being recovered by JCP&L through a non-bypassable societal benefits charge. The Companies have total accrued liabilities aggregating approximately \$65 million as of December 31, 2003.

### Clean Water Act

Various water quality regulations, the majority of which are the result of the federal Clean Water Act and its amendments, apply to the Companies' plants. In addition, Ohio, New Jersey and Pennsylvania have water quality standards applicable to the Companies' operations. As provided in the Clean Water Act, authority to grant federal National Pollutant Discharge Elimination System water discharge permits can be assumed by a state. Ohio, New Jersey and Pennsylvania have assumed such authority.

### Summary

Environmental controls are still developing and require, in many instances, balancing the needs for additional quantities of energy in future years and the need to protect the environment. As a result, the Companies cannot now estimate the precise effect of existing and potential regulations and legislation upon any of their existing and proposed facilities and operations or upon their ability to issue additional first mortgage bonds under their respective mortgages. These mortgages contain covenants by the Companies to observe and conform to all valid governmental requirements at the time applicable unless in course of contest, and provisions which, in effect, prevent the issuance of additional bonds if there is a completed default under the mortgage. The provisions of each of the mortgages, in effect, also require, in the opinion of counsel for the respective Companies, that certification of property additions as the basis for the issuance of bonds or other action under the mortgages be accompanied by an opinion of counsel that the company certifying such property additions has all governmental permissions at the time necessary for its then current ownership and operation of such property additions. The Companies intend to contest any requirements they deem unreasonable or impossible for compliance or otherwise contrary to the public interest. Developments in these and other areas of regulation may require the Companies to modify, supplement or replace equipment and facilities, and may delay or impede the construction and operation of new facilities, at costs which could be substantial.

### Fuel Supply

FirstEnergy currently has long-term coal contracts to provide approximately 17.4 million tons for the year 2004. The contracts are shared

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among the Companies based on various economic considerations. This contract coal is produced primarily from mines located in Pennsylvania, Kentucky, Wyoming and West Virginia. The contracts expire at various times through December 31, 2021.

The Companies estimate their 2004 coal requirements to be approximately 18.7 million tons (OE - 6.4 million, Penn - 7.4 million, CEI - 3.6 million, and TE - 1.3 million) to be met from the long-term contracts discussed above and spot market purchases. See "Environmental Matters" for factors pertaining to meeting environmental regulations affecting coal-fired generating units.

CEI, TE, OE and Penn have contracts for uranium material and conversion services through 2007. One supplier of natural uranium provided notice that it will not deliver under its contract for the year 2004. The Companies will cover this quantity of natural uranium from other contracts or other sources. The enrichment services are contracted for all of the enrichment requirements for nuclear fuel through 2006. A portion of enrichment requirements is also contracted through 2011. Fabrication services for fuel assemblies are contracted for the next three reloads for Beaver Valley Unit 1, the next two reloads for Beaver Valley Unit 2 (through approximately 2007 and 2006, respectively), the next reload for Davis-Besse (through approximately 2006) and through the operating license period for Perry (through approximately 2026). Davis-Besse fabrication contract also has an extension provision for services through about 2008. In addition to the existing commitments, the Companies intend to make additional arrangements for the supply of uranium and for the subsequent conversion, enrichment, fabrication, and waste disposal services.

On-site spent fuel storage facilities are expected to be adequate for Perry through 2011; facilities at Beaver Valley Units 1 and 2 are expected to be adequate through 2015 and 2008, respectively. With the plant modifications completed in 2002, Davis-Besse has adequate storage through the remainder of its operating license period. After current on-site storage capacity is exhausted, additional storage capacity will have to be obtained either through plant modifications, interim off-site disposal, or permanent waste disposal facilities. The Federal Nuclear Waste Policy Act of 1982 provides for the construction of facilities for the permanent disposal of high-level nuclear wastes, including spent fuel from nuclear power plants operated by electric utilities. CEI, TE, OE and Penn have contracts with the U.S. Department of Energy (DOE) for the disposal of spent fuel for Beaver Valley, Davis-Besse and Perry. On February 15, 2002, President Bush approved the DOE's recommendation of Yucca Mountain for underground disposal of spent nuclear fuel from nuclear power plants and high level waste from U.S. defense programs. The approval by

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President Bush enables the process to proceed to the licensing phase. Based on the DOE schedule published in the July 1999 Draft Environmental Impact Statement, the Yucca Mountain Repository is currently projected to start receiving spent fuel in 2010. The Companies intend to make additional arrangements for storage capacity as a contingency for further delays with the DOE acceptance of spent fuel for disposal past 2010.

### System Capacity and Reserves

The 2003 net maximum hourly demand for each of the Companies was: OE-6,097 MW (including an additional 272 MW of firm power sales under a contract which extends through 2005) on August 21, 2003; Penn-952 MW (including an additional 63 MW of firm power sales under a contract which extends through 2005) on August 14, 2003; CEI-4,160 MW on June 26, 2003; TE-2,037 MW on August 25, 2003; JCP&L-5,645 MW on June 26, 2003; Met-Ed-2,506 MW on August 21, 2003;

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and Penelec-2,661 MW on January 23, 2003. JCP&L's load was auctioned off in the New Jersey BGS Auction, transferring the full 5,100 MW load obligation to other parties for the period through July 31, 2004. FES participated in the auction and won a segment of that load.

Based on existing capacity plans, ongoing arrangements for firm purchase contracts, and anticipated term power sales and purchases, FirstEnergy has sufficient supply resources to meet load obligations. The current FirstEnergy capacity portfolio contains 13,387 MW of owned generation and approximately 1,600 MW of long-term purchases from non-utility generators.

The Companies' sources of generation during 2003 were:

	Coal ----	Nuclear -----
OE.....	76.5%	23.5%
Penn.....	42.0%	58.0%
CEI.....	69.3%	30.7%
TE.....	64.0%	36.0%
Total FirstEnergy.....	68.4%	31.6%

Any remaining load obligations will be met through a mix of multi-year forward purchases, short-term forward purchases (less than one year) and spot market purchases.

### Regional Reliability

The Companies participate with 24 other electric companies operating in nine states in ECAR, which was organized for the purpose of furthering the reliability of bulk power supply in the area through coordination of the planning and operation by the ECAR members of their bulk power supply facilities. The ECAR members have established principles and procedures regarding matters affecting the reliability of the bulk power supply within the ECAR region. Procedures have been adopted regarding: i) the evaluation and simulated testing of systems' performance; ii) the establishment of minimum levels of daily operating reserves; iii) the development of a program regarding emergency procedures during conditions of declining system frequency; and iv) the basis for uniform rating of generating equipment.

Following the FirstEnergy/GPU merger, the transmission facilities of JCP&L, Met-Ed and Penelec continue to be operated by PJM. PJM is the organization responsible for the operation and control of the bulk electric power system throughout major portions of five Mid-Atlantic states and the District of Columbia. PJM is dedicated to meeting the reliability criteria and standards of the North American Electric Reliability Council and the Mid-Atlantic Area Council.

### Competition

The Companies traditionally competed with other utilities for intersystem bulk power sales and for sales to municipalities and cooperatives. The Companies compete with suppliers of natural gas and other forms of energy in connection with their industrial and commercial sales and in the home climate control market, both with respect to new customers and conversions, and with all other suppliers of electricity. To date, there has been no substantial cogeneration by the Companies' customers.



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As a result of the actions taken by state legislative bodies over the last few years, major changes in the electric utility business are occurring in parts of the United States, including Ohio, New Jersey and Pennsylvania where FirstEnergy's utility subsidiaries operate. These changes have resulted in fundamental alterations in the way traditional integrated utilities and holding company systems, like FirstEnergy, conduct their business. In accordance with the Ohio electric utility restructuring law under which Ohio electric customers could begin choosing their electric generation suppliers starting in January 2001, FirstEnergy has further aligned its business units to accommodate its retail strategy and participate in the competitive electricity marketplace in Ohio. The organizational changes deal with the unbundling of electric utility services and new ways of conducting business.

Sales of electricity in deregulated markets are diversifying FirstEnergy's revenue sources through our competitive subsidiaries in areas outside of the Companies' franchise areas. This strategy has positioned FirstEnergy to compete in the northeast and mid-Atlantic region of the United States - the area targeted by FirstEnergy for growth. FirstEnergy's competitive segment participates in deregulated energy markets in Ohio, Pennsylvania, New Jersey and Michigan. Currently, FES is providing electric generation service to customers within those states. As additional states within the northeast and mid-Atlantic region of the United States become deregulated, FES is preparing to enter these markets.

Competition in Ohio's electric generation began on January 1, 2001. FirstEnergy moved the operation of the generation portion of its business to its competitive business unit as reflected in its approved Ohio transition plan. The Companies continue to provide generation services to regulated franchise customers who have not chosen an alternative, competitive generation supplier, except in New Jersey where JCP&L's obligation to provide BGS has been removed through a transitional mechanism of auctioning the obligation (see "NJBPU Rate Matters"). In September 2002, Met-Ed and Penelec assigned their PLR responsibility to FES through a wholesale power sale agreement. Under the terms of the wholesale agreement, FES assumed the supply obligation and the supply profit and loss risk, for the portion of power supply requirements not self-supplied by Met-Ed and Penelec. The agreement will be automatically extended on an annual basis unless any party elects to cancel the agreement by November 1 of the preceding year (see "PPUC Rate Matters" for further discussion). The Ohio Companies and Penn obtain their generation through power supply agreements with FES. In addition to electric generation, FES is also competing in deregulated natural gas markets as well as offering other energy-related products and services.

### Research and Development

The Companies participate in funding the Electric Power Research Institute (EPRI), which was formed for the purpose of expanding electric research and development under the voluntary sponsorship of the nation's electric utility industry - public, private and cooperative. Its goal is to mutually benefit utilities and their customers by promoting the development of new and improved technologies to help the utility industry meet present and future electric energy needs in environmentally and economically acceptable ways. EPRI conducts research on all aspects of electric power production and use, including fuels, generation, delivery, energy management and conservation, environmental effects and energy analysis. The major portion of EPRI research and development projects is directed toward practical solutions and their applications to problems currently facing the electric utility industry. In 2003, approximately 45% of the Companies' research and development expenditures were related to EPRI.

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### Executive Officers

The executive officers are elected at the annual organization meeting of the Board of Directors, held immediately after the annual meeting of stockholders, and hold office until the next such organization meeting, unless the Board of Directors shall otherwise determine, or unless a resignation is submitted.

Name	Age	Position Held During Past Five Years
-----	---	-----
A. J. Alexander**	52	President and Chief Executive Officer President and Chief Operating Officer President Executive Vice President and General Counsel
L. M. Cavalier	52	Vice President - Human Resources President - Eastern Region
M. T. Clark	53	Senior Vice President - Strategic Planning and Operations Vice President - Business Development Managing Director - Business Development
D. S. Elliott	49	Senior Vice President - FirstEnergy Solutions Vice President
C. E. Jones	48	Senior Vice President Vice President - Regional Operations President - Northern Region
K. J. Keough	44	Senior Vice President Vice President - Business Planning & Ventures Partner - McKinsey & Company
G. R. Leidich	53	President and Chief Nuclear Officer - FENOC Executive Vice President - FENOC Executive Vice President - Institute of Nuclear Power Operations
R. H. Marsh	53	Senior Vice President and Chief Financial Officer Vice President and Chief Financial Officer
S. E. Morgan	53	President - JCP&L Vice President - Energy Delivery President - Central Region
G. L. Pipitone	53	Senior Vice President - Commodity Operations Vice President
D. R. Schneider	42	Vice President - Fossil Operations Plant Manager
C. B. Snyder	58	Senior Vice President Executive Vice President - Corporate Affairs - GPU
L. L. Vespoli	44	Senior Vice President and General Counsel Vice President and General Counsel

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Associate General Counsel

H. L. Wagner	51	Vice President, Controller and Chief Accounting Officer Controller and Chief Accounting Officer
T. M. Welsh	54	Senior Vice President Vice President - Communications Manager - Communications Services

Mrs. Vespoli and Messrs. Alexander, Marsh and Wagner are the executive officers, as noted above, of OE, Penn, CEI, TE, Met-Ed and Penelec. Mrs. Vespoli and Messrs. Marsh, Morgan and Wagner are the executive officers of JCP&L.

\* Indicates position held at least since January 1, 1999.

\*\* Mr. Alexander was elected "Acting Chief Executive Officer" on December 22, 2003 when H. Peter Burg, the Chairman and Chief Executive Officer, began a medical leave of absence. Mr. Alexander was elected Chief Executive Officer effective January 20, 2004, succeeding Mr. Burg, who passed away on January 13, 2004.

As of January 1, 2004, FirstEnergy's nonutility subsidiaries and the Companies had a total of 15,905 employees located in the United States as follows: FirstEnergy-2,677, OE-1,320, CEI-949, TE-446, Penn-201, JCP&L-1,557, Met-Ed-659, Penelec-887, ATSI-31, FES-2,078, FENOC-2,954, FSG-2,042, and First Communications - 104.

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### FirstEnergy Website

Each of the registrant's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are also made available free of charge on or through FirstEnergy's internet website at [www.firstenergycorp.com](http://www.firstenergycorp.com). These reports are posted on the website as soon as reasonably practicable after they are electronically filed with the SEC.

### ITEM 2. PROPERTIES

The Companies' respective first mortgage indentures constitute, in the opinion of the Companies' counsel, direct first liens on substantially all of the respective Companies' physical property, subject only to excepted encumbrances, as defined in the indentures. See "Leases" and "Capitalization" notes to the respective financial statements for information concerning leases and financing encumbrances affecting certain of the Companies' properties.

The Companies own, individually or together as tenants in common, and/or lease, the generating units in service as of March 1, 2004, shown on the table below.

Net  
Demonstrated  
Capacity (MW)

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Plant - Location	-----		OE		Penn		CEI		TE		-----
	Unit	Total	%	MW	%	MW	%	MW	%	MW	
-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----
Coal-Fired Units											
Ashtabula-.....	5	244	--	--	--	--	100.00%	244	--	--	--
Ashtabula, OH											
Bay Shore-.....	1-4	631	--	--	--	--	--	--	100.00%	631	--
Toledo, OH											
R. E. Burger-.....	3-5	406	100.00%	406	--	--	--	--	--	--	--
Shadyside, OH											
Eastlake-Eastlake, OH	1-5	1,233	--	--	--	--	100.00%	1,233	--	--	--
Lakeshore-.....	18	245	--	--	--	--	100.00%	245	--	--	--
Cleveland, OH											
Bruce Mansfield-..	1	780	60.00%	468	33.50%	261	6.50%	51	--	--	--
Shippingport, PA	2	780	43.06%	336	9.36%	73	30.28% (a)	236	17.30% (a)	135	--
	3	800	49.34%	395	6.28%	50	24.47%	196	19.91%	159	--
W. H. Sammis-.....	1-6	1,620	100.00%	1,620	--	--	--	--	--	--	--
Stratton, OH...	7	600	48.00%	288	20.80%	125	31.20%	187	--	--	--
Total.....		7,339		3,513		509		2,392		925	
Nuclear Units											
Beaver Valley-....	1	821	35.00%	287	65.00%	534	--	--	--	--	--
Shippingport, PA	2	831	41.88% (b)	348	13.74%	114	24.47%	203	19.91% (c)	166	--
Davis-Besse-.....	1	883	--	--	--	--	51.38%	454	48.62%	429	--
Oak Harbor, OH											
Perry-.....	1	1,260	30.00% (b)	378	5.24%	66	44.85%	565	19.91%	251	--
N. Perry Village, OH											
Total.....		3,795		1,013		714		1,222		846	
Oil/Gas-Fired/ Pumped Storage Units											
Richland-Defiance, OH	1-3	42	--	--	--	--	--	--	100.00%	42	--
	4-6	390	--	--	--	--	--	--	--	--	--
Seneca-Warren, PA.	1-3	435	--	--	--	--	100.00%	435	--	--	--
Sumpter-Sumpter Twp., MI	1-4	340	--	--	--	--	--	--	--	--	--
West Lorain.....	1-1	120	100.00%	120	--	--	--	--	--	--	--
Lorain, OH.....	2-6	425	--	--	--	--	--	--	--	--	--
Yard's Creek-Blairstown											
Twp., NJ.....	1-3	200	--	--	--	--	--	--	--	--	5
Other.....		301		109		19		33		35	
Total.....		2,253		229		19		468		77	
Total.....		13,387		4,755		1,242		4,082		1,848	
Total.....		=====		=====		=====		=====		=====	

Notes: (a) CEI's interests consist of 1.68% owned and 28.60% leased and TE's interests are leased  
(b) OE's interests consist of 20.22% owned and 21.66% leased for Beaver Valley Unit 2; a portion leased from a wholly owned subsidiary of OE) and 12.58% leased for Perry.

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(c) TE's interests consist of 1.65% owned and 18.26% leased.

Prolonged outages of existing generating units might make it necessary for the Companies, depending upon the demand for electric service upon their system, to use to a greater extent than otherwise, less efficient and less economic generating units, or purchased power, and in some cases may require the reduction of load during peak periods under the Companies' interruptible programs, all to an extent not presently determinable.

The Companies' generating plants and load centers are connected by a transmission system consisting of elements having various voltage ratings ranging from 23 kV to 345 kV. The Companies' overhead and underground transmission lines aggregate 14,944 pole miles.

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The Companies' electric distribution systems include 112,709 miles of overhead pole line and underground conduit carrying primary, secondary and street lighting circuits. They own substations with a total installed transformer capacity of 91,822,000 kilovolt-amperes.

The transmission facilities that are owned and operated by ATSI also interconnect with those of AEP, DPL, Duquesne, Allegheny, MEC and Penelec. The transmission facilities of JCP&L, Met-Ed and Penelec are physically interconnected and are operated on an integrated basis as part of the PJM RTO.

FirstEnergy's distribution and transmission systems as of December 31, 2003, consist of the following:

	Distribution Lines	Transmission Lines	Substation Transformer Capacity
	-----	-----	-----
	(Miles)		(kV-amperes)
OE.....	29,064	550	9,679,000
Penn.....	5,548	44	1,777,000
CEI.....	24,729	2,144	9,937,000
TE.....	1,445	223	3,586,000
JCP&L.....	18,219	2,106	21,154,000
Met-Ed.....	14,235	1,407	9,985,000
Penelec.....	19,469	2,690	13,182,000
ATSI.....	--	5,780	22,522,000
	-----	-----	-----
Total.....	112,709	14,944	91,822,000

FirstEnergy's subsidiary, MARBEL Energy, holds a 50% ownership interest in Great Lakes Energy Partners, LLC, an oil and natural gas exploration and production venture. The joint venture in Great Lakes includes interests in more than 7,700 oil and natural gas wells, drilling rights to nearly one million acres, proved reserves of 450 billion cubic feet equivalent of natural gas and oil and 5,000 miles of pipelines in the Appalachian Basin.

### ITEM 3. LEGAL PROCEEDINGS

Reference is made to Note 7, Commitments, Guarantees and Contingencies, of the Notes to Consolidated Financial Statements contained in

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Item 8 for a description of certain legal proceedings involving FirstEnergy, OE, CEI, TE, Penn, JCP&L, Met-Ed and Penelec.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

## PART II

### ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The information required by this item for FirstEnergy is included on page 5 of FirstEnergy's 2003 Annual Report to Stockholders (Exhibit 13). The information required for OE, CEI, TE, Penn, JCP&L, Met-Ed and Penelec is not applicable because they are wholly owned subsidiaries.

### ITEM 6. SELECTED FINANCIAL DATA

### ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required for items 6 through 8 is incorporated herein by reference to Selected Financial Data, Management's Discussion and Analysis of Results of Operations and Financial Condition, and Financial Statements included on the pages shown in the following table in the respective company's 2003 Annual Report to Stockholders (Exhibit 13).

	Item 6 -----	Item 7 -----	Item 7A -----	Item 8 -----
FirstEnergy.....	5	6-38	26-29	39-85
OE.....	1	2-13	7	14-39
Penn.....	1	2-10	6	11-30
CEI.....	1	2-13	7	14-39
TE.....	1	2-12	6-7	13-37
JCP&L.....	1	2-12	6-7	13-33
Met-Ed.....	1	2-12	6-7	13-34
Penelec.....	1	2-12	5-7	13-34

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### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

### ITEM 9A. CONTROLS AND PROCEDURES

#### (a) Evaluation of Disclosure Controls and Procedures

Each registrant's Chief Executive Officer and Chief Financial Officer have reviewed and evaluated such registrant's disclosure controls and procedures, as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e), as of the end date covered by this report. Based upon this evaluation, the respective Chief Executive Officer and Chief Financial Officer concluded that, except as described below, such registrant's disclosure controls and procedures are effective.

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During the fourth quarter of 2003, management identified expenses recognized during the first three quarters of 2003 related to activities that should have been recorded as capital expenditures as a result of untimely table updates in the registrants' automated work management system and inconsistent application of the allocation of costs to capital projects in the registrants' work management system.

Management believes that this condition, which has been defined as a material weakness, was attributable to employee training and process changes that were not uniformly applied in connection with the registrants' recent implementation of a new Enterprise Resource Planning system. As a result, the quarterly financial results for JCP&L, Penelec and TE have been restated in each registrant's respective annual reports.

As discussed below, management has corrected this condition by strengthening the registrants' internal control procedures.

### (b) Changes in Internal Controls

During the quarter ended December 31, 2003, management implemented the following measures to correct the condition discussed above:

1. Increased training of field employees regarding the proper accounting for capital and expense projects;
2. Established procedures to ensure that tables within the registrants' automated work management system are updated on a timely basis; and
3. Reconfigured the registrants' automated work management system to identify the proper allocation of capital and expense projects.

Except for the changes noted above, there were no other changes in the registrants' internal controls over the financial reporting that have materially affected, or are reasonably likely to materially affect, the registrants' internal control over financial reporting.

## PART III

### ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

#### FirstEnergy

The information required by Item 10, with respect to Identification of FirstEnergy's Directors and with respect to reports required to be filed under Section 16 of the Securities Exchange Act of 1934, is incorporated herein by reference to FirstEnergy's 2004 Proxy Statement filed with the SEC pursuant to Regulation 14A and, with respect to Identification of Executive Officers, to "Part I, Item 1. Business - Executive Officers" herein.

The Board of Directors has determined that Robert Loughhead, an independent director, is the audit committee financial expert.

FirstEnergy makes available on its website at <http://www.firstenergycorp.com/ir> its Corporate Governance Policies and the charters for each of the following committees of the Board of Directors: Audit; Corporate Governance; Compensation; Finance; and Nuclear. The Corporate Governance Policies and Board committee charters are also available in print upon written request to David Whitehead, Corporate Secretary, FirstEnergy Corp., 76 South Main Street, Akron, OH 44308-1890.

FirstEnergy has adopted a Code of Business Conduct, which applies to all employees, including the Chief Executive Officer, the Chief Financial

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Officer and the Chief Accounting Officer. In addition, the Board of Directors

has its own Code of Business Conduct. These Codes can be found on our website provided in the previous paragraph or upon written request to the Corporate Secretary.

OE, Penn, CEI, TE, JCP&L, Met-Ed and Penelec  
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A. J. Alexander, R. H. Marsh and L. L. Vespoli are the Directors of OE, Penn, CEI, TE, Met-Ed and Penelec. Information concerning these individuals is shown in the "Executive Officers" section of Item 1. S. E. Morgan, C. E. Jones, L. L. Vespoli, B. S. Ewing, M. A. Julian, G. E. Persson and S. C. Van Ness are the Directors of JCP&L.

Mr. Ewing has served as FirstEnergy Service Company's Vice President - Energy Delivery since 2003. From 1999 to 2003, Mr. Ewing served as Director of Operations Services - Northern Region.

Mr. Julian has served as FirstEnergy Service Company's Vice President - Energy Delivery since 2003. From 2001 to 2003, Mr. Julian served as Director of Energy Delivery Technical Services. He was Director of Operations Services - Northern Region from 2000 to 2001 and Director of Operations Support Services - Central Region from 1999-2000.

Mrs. Persson has served in the New Jersey Division of Consumer Affairs Elder Fraud Investigation Unit since 1999. She previously served as liaison (Special Assistant Director) between the New Jersey Division of Consumer Affairs and various state boards. Prior to 1995, she was owner and President of Business Dynamics Associates of Red Bank, NJ. Mrs. Persson is a member of the United States Small Business Administration National Advisory Board, the New Jersey Small Business Advisory Council, the Board of Advisors of Brookdale Community College and the Board of Advisors of Georgian Court College.

Mr. Van Ness has been Of Counsel in the firm of Hubert, Van Ness, Cayci and Goodell, LP of Princeton, NJ since 1998. Prior to that he was affiliated with the law firm of Pico, Mack, Kennedy, Jaffe, Perrella and Yoskin of Trenton, NJ since 1990. He is also a director of The Prudential Insurance Company of America.

Information concerning the other Directors of JCP&L is shown in the "Executive Officers" section of Item 1.

ITEM 11. EXECUTIVE COMPENSATION

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

FirstEnergy, OE, CEI, TE, Penn, JCP&L, Met-Ed and Penelec -  
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The information required by Items 11, 12 and 13 is incorporated herein by reference to FirstEnergy's 2004 Proxy Statement filed with the SEC pursuant to Regulation 14A.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES



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A summary of the audit and audit-related fees rendered by PricewaterhouseCoopers LLP for the years ended December 31, 2003 and 2002 are as follows:

Company	Audit Fees (1)		Audit Related Fees (2)	
	2003	2002	2003	2002
	(In thousands)			
OE.....	\$ 676	\$ 427	\$ 58	\$ --
CEI.....	806	332	54	--
TE.....	684	258	48	--
Penn.....	230	168	18	--
JCP&L.....	402	310	28	--
Met-Ed.....	377	241	22	--
Penelec.....	275	241	22	--
Other subsidiaries....	983	948	182	89
	-----	-----	-----	-----
Total FirstEnergy	\$ 4,433	\$ 2,925	\$ 432	\$ 89
	=====	=====	=====	=====

- (1) Professional services rendered for the audits of FirstEnergy's annual financial statements and reviews of financial statements included in FirstEnergy's Quarterly Reports on Form 10-Q and for services in connection with statutory and regulatory filings or engagements, including comfort letters and consents for financings and filings made with the SEC.

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- (2) Assurance and related services principally related to: (i) audits of employee benefit plans; (ii) consultation to ensure appropriate accounting and reporting in connection with FIN 46 and the Ohio Rate Plan (OE, CEI and TE); and (iii) assistance with Sarbanes-Oxley.

### Tax Fees

The aggregate fees billed to FirstEnergy for the fiscal years ended December 31, 2003 and December 31, 2002 for professional services rendered by PricewaterhouseCoopers LLP for tax-related services were \$0 and \$263,673, respectively.

### All Other Fees

There were no additional fees billed by PricewaterhouseCoopers LLP for the fiscal year ended December 31, 2003. The aggregate fees billed by PricewaterhouseCoopers LLP for the fiscal year ended December 31, 2002 for services rendered to FirstEnergy other than the Audit Fees, Audit-Related Fees and Tax Fees included above were \$661,167. These fees principally related to services provided prior to PricewaterhouseCoopers LLP being engaged as FirstEnergy's independent auditor. PricewaterhouseCoopers LLP no longer provides this type of service for FirstEnergy or any of its affiliates.

## PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

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(a) 1. Financial Statements

Included in Part II of this report and incorporated herein by reference to the respective company's 2003 Annual Report to Stockholders (Exhibit 13 below) at the pages indicated.

	First- Energy -----	OE --	Penn ----	CEI ---	T --
Report of Independent Auditors.....	3-4	40-41	31-32	40	
Statements of Income-Three Years Ended December 31, 2003.....	39	14	11	14	
Balance Sheets-December 31, 2003 and 2002.....	40	15	12	15	
Statements of Capitalization-December 31, 2003 and 2002.....	41-44	16-17	13	16-17	15
Statements of Common Stockholders' Equity-Three Years Ended December 31, 2003.....	45	18	14	18	
Statements of Preferred Stock-Three Years Ended December 31, 2003.	46	18	14	18	
Statements of Cash Flows-Three Years Ended December 31, 2003.....	47	19	15	19	
Statements of Taxes-Three Years Ended December 31, 2003.....	48	20	16	20	
Notes to Financial Statements.....	49-85	21-39	17-30	21-39	2

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2. Financial Statement Schedules

Included in Part IV of this report:

	First- Energy -----	OE --	Penn ----	CEI ---	TE --	JO --
Report of Independent Auditors.....	59-60	61-62	65-66	63	64	67
Schedule - Three Years Ended December 31, 2003:						
II - Consolidated Valuation and Qualifying Accounts.....	73	74	77	75	76	7

Schedules other than the schedule listed above are omitted for the reason that they are not required or are not applicable, or the required information is shown in the financial statements or notes thereto.

3. Exhibits - FirstEnergy

Exhibit  
Number  
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- 3-1 -- Articles of Incorporation constituting FirstEnergy Corp.'s Articles of Incorporation, dated September 17, 1996. (September 17, 1996 Form 8-K, Exhibit C)

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- 3-1(a) -- Amended Articles of Incorporation of FirstEnergy Corp. (Registration No. 333-21011, Exhibit (3)-1)
- 3-2 -- Regulations of FirstEnergy Corp. (September 17, 1996 Form 8-K, Exhibit D)
- 3-2(a) -- FirstEnergy Corp. Amended Code of Regulations. (Registration No. 333-21011, Exhibit (3)-2)
- 4-1 -- Rights Agreement (December 1, 1997 Form 8-K, Exhibit 4.1)
- 4-2 -- FirstEnergy Corp. to The Bank of New York, Supplemental Indenture, dated November 7, 2001. (2001 Form 10-K, Exhibit 4-2)
- 10-1 -- FirstEnergy Corp. Executive and Director Incentive Compensation Plan, revised November 15, 1999. (1999 Form 10-K, Exhibit 10-1)
- 10-2 -- Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, revised November 15, 1999. (1999 Form 10-K, Exhibit 10-2)
- 10-3 -- Employment, severance and change of control agreement between FirstEnergy Corp. and executive officers. (1999 Form 10-K, Exhibit 10-3)
- 10-4 -- FirstEnergy Corp. Supplemental Executive Retirement Plan, amended January 1, 1999. (1999 Form 10-K, Exhibit 10-4)
- 10-5 -- FirstEnergy Corp. Executive Incentive Compensation Plan. (1999 Form 10-K, Exhibit 10-5)
- 10-6 -- Restricted stock agreement between FirstEnergy Corp. and A. J. Alexander. (1999 Form 10-K, Exhibit 10-6)
- 10-7 -- FirstEnergy Corp. Executive and Director Incentive Compensation Plan. (1998 Form 10-K, Exhibit 10-1)
- 10-8 -- Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, amended February 15, 1999. (1998 Form 10-K, Exhibit 10-2)
- 10-9 -- Restricted stock agreement between FirstEnergy Corp. and A. J. Alexander. (2000 Form 10-K, Exhibit 10-9)
- 10-10 -- Restricted stock agreement between FirstEnergy Corp. and H. P. Burg. (2000 Form 10-K, Exhibit 10-10)
- 10-11 -- Stock option agreement between FirstEnergy Corp. and officers dated November 22, 2000. (2000 Form 10-K, Exhibit 10-11)
- 10-12 -- Stock option agreement between FirstEnergy Corp. and officers dated March 1, 2000. (2000 Form 10-K, Exhibit 10-12)

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- 10-13 -- Stock option agreement between FirstEnergy Corp. and director dated January 1, 2000. (2000 Form 10-K, Exhibit 10-13)
- 10-14 -- Stock option agreement between FirstEnergy Corp. and two directors dated January 1, 2001. (2000 Form 10-K, Exhibit 10-14)
- 10-15 -- Executive and Director Incentive Compensation Plan dated May 15, 2001. (2001 Form 10-K, Exhibit 10-15)
- 10-16 -- Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, revised September 18, 2000. (2001 Form 10-K, Exhibit 10-16)
- 10-17 -- Stock Option Agreements between FirstEnergy Corp. and Officers dated May 16, 2001. (2001 Form 10-K, Exhibit 10-17)
- 10-18 -- Restricted Stock Agreements between FirstEnergy Corp. and Officers dated February 20, 2002. (2001 Form 10-K, Exhibit 10-18)
- 10-19 -- Stock Option Agreements between FirstEnergy Corp. and One Director dated January 1, 2002. (2001 Form 10-K, Exhibit 10-19)
- 10-20 -- FirstEnergy Corp. Executive Deferred Compensation Plan. (2001 Form 10-K, Exhibit 10-20)
- 10-21 -- Executive Incentive Compensation Plan-Tier 2. (2001 Form 10-K, Exhibit 20-21)
- 10-22 -- Executive Incentive Compensation Plan-Tier 3. (2001 Form 10-K, Exhibit 20-22)
- 10-23 -- Executive Incentive Compensation Plan-Tier 4. (2001 Form 10-K, Exhibit 10-23)
- 10-24 -- Executive Incentive Compensation Plan-Tier 5. (2001 Form 10-K, Exhibit 10-24)
- 10-25 -- Amendment to GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries, effective April 5, 2001. (2001 Form 10-K, Exhibit 10-25)
- 10-26 -- Form of Amendment, effective November 7, 2001, to GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries, Deferred Remuneration Plan for Outside Directors of GPU, Inc., and Retirement Plan for Outside Directors of GPU, Inc. (2001 Form 10-K, Exhibit 10-26)
- 10-27 -- GPU, Inc. Stock Option and Restricted Stock Plan for MYR Group, Inc. Employees. (2001 Form 10-K, Exhibit 10-27)
- 10-28 -- Executive and Director Stock Option Agreement dated June 11, 2002. (2002 Form 10-K, Exhibit 10-28).
- 10-29 -- Director Stock Option Agreement. (2002 Form 10-K, Exhibit 10-29).
- 10-30 -- Executive and Director Executive Incentive Compensation Plan, Amendment dated May 21, 2002. (2002 Form 10-K, Exhibit 10-30).
- 10-31 -- Directors Deferred Compensation Plan, Revised Nov. 19, 2002.

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(2002 Form 10-K, Exhibit 10-31).

- 10-32 -- Executive Incentive Compensation Plan 2002. (2002 Form 10-K, Exhibit 10-32).
- 10-33 -- GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries as amended and restated to reflect amendments through June 3, 1999. (1999 Form 10-K, Exhibit 10-V, File No. 1-6047, GPU, Inc.)
- 10-34 -- Form of 1998 Stock Option Agreement under the GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries. (1997 Form 10-K, Exhibit 10-Q, File No. 1-6047, GPU, Inc.)
- 10-35 -- Form of 1999 Stock Option Agreement under the GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries. (1999 Form 10-K, Exhibit 10-W, File No. 1-6047, GPU, Inc.)
- 10-36 -- Form of 2000 Stock Option Agreement under the GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries. (2000 Form 10-K, Exhibit 10-W, File No. 1-6047, GPU, Inc.)

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Exhibit  
Number

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- 10-37 -- Deferred Remuneration Plan for Outside Directors of GPU, Inc. as amended and restated effective August 8, 2000. (2000 Form 10-K, Exhibit 10-O, File No. 1-6047, GPU, Inc.)
- 10-38 -- Retirement Plan for Outside Directors of GPU, Inc. as amended and restated as of August 8, 2000. (2000 Form 10-K, Exhibit 10-N, File No. 1-6047, GPU, Inc.)
- 10-39 -- Forms of Estate Enhancement Program Agreements entered into by certain former GPU directors. (1999 Form 10-K, Exhibit 10-JJ, File No. 1-6047, GPU, Inc.)
- (A) 12.1 -- Consolidated fixed charge ratios.
- (A) 13 -- FirstEnergy 2003 Annual Report to Stockholders. (Only those portions expressly incorporated by reference in this Form 10-K are to be deemed "filed" with the SEC.)
- (A) 21 -- List of Subsidiaries of the Registrant at December 31, 2003.
- (A) 23 -- Consent of Independent Accountants.
- (A) 31.1 -- Certification of chief executive officer, as adopted pursuant to Rule 13a-15(e)/15d-15(e) (FirstEnergy, OE, CEI, TE, Penn, Met-Ed and Penelec).
- (A) 31.2 -- Certification of chief financial officer, as adopted pursuant to Rule 13a-15(e)/15d-15(e) (FirstEnergy, OE, CEI, TE, Penn, Met-Ed and Penelec).
- (A) 32.1 -- Certification of chief executive officer and chief financial officer, pursuant to 18 U.S.C.ss.1350 (FirstEnergy,

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OE, CEI, TE, Penn, Met-Ed and Penelec).

(A) Provided herein in electronic format as an exhibit.

(B) 3.Exhibits - Ohio Edison

- 2-1 -- 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)
- 3-1 -- Amended Articles of Incorporation, Effective June 21, 1994, constituting OE's Articles of Incorporation. (1994 Form 10-K, Exhibit 3-1)
- 3-2 -- Amended and Restated Code of Regulations, amended March 15, 2002. (2001 Form 10-K, Exhibit 3-2)

(B) 4-1 -- 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	2-1725	B1, B-1 (a), B-1 (b)
November 1, 1935	2-2721	B-4
January 1, 1937	2-3402	B-5
September 1, 1937	Form 8-A	B-6
June 13, 1939	2-5462	7 (a) -7
August 1, 1974	Form 8-A, August 28, 1974	2 (b)
July 1, 1976	Form 8-A, July 28, 1976	2 (b)
December 1, 1976	Form 8-A, December 15, 1976	2 (b)
June 15, 1977	Form 8-A, June 27, 1977	2 (b)
Supplemental Indentures:		
September 1, 1944	2-61146	2 (b) (2)
April 1, 1945	2-61146	2 (b) (2)
September 1, 1948	2-61146	2 (b) (2)
May 1, 1950	2-61146	2 (b) (2)
January 1, 1954	2-61146	2 (b) (2)
May 1, 1955	2-61146	2 (b) (2)
August 1, 1956	2-61146	2 (b) (2)
March 1, 1958	2-61146	2 (b) (2)
April 1, 1959	2-61146	2 (b) (2)
June 1, 1961	2-61146	2 (b) (2)

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Dated as of -----	File Reference -----	Exhibit No. -----
September 1, 1969	2-34351	2 (b) (2)
May 1, 1970	2-37146	2 (b) (2)
September 1, 1970	2-38172	2 (b) (2)
June 1, 1971	2-40379	2 (b) (2)
August 1, 1972	2-44803	2 (b) (2)
September 1, 1973	2-48867	2 (b) (2)
May 15, 1978	2-66957	2 (b) (4)

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February 1, 1980	2-66957	2 (b) (5)
April 15, 1980	2-66957	2 (b) (6)
June 15, 1980	2-68023	(b) (4) (b) (5)
October 1, 1981	2-74059	(4) (d)
October 15, 1981	2-75917	(4) (e)
February 15, 1982	2-75917	(4) (e)
July 1, 1982	2-89360	(4) (d)
March 1, 1983	2-89360	(4) (e)
March 1, 1984	2-89360	(4) (f)
September 15, 1984	2-92918	(4) (d)
September 27, 1984	33-2576	(4) (d)
November 8, 1984	33-2576	(4) (d)
December 1, 1984	33-2576	(4) (d)
December 5, 1984	33-2576	(4) (e)
January 30, 1985	33-2576	(4) (e)
February 25, 1985	33-2576	(4) (e)
July 1, 1985	33-2576	(4) (e)
October 1, 1985	33-2576	(4) (e)
January 15, 1986	33-8791	(4) (d)
May 20, 1986	33-8791	(4) (d)
June 3, 1986	33-8791	(4) (e)
October 1, 1986	33-29827	(4) (d)
August 25, 1989	33-34663	(4) (d)
February 15, 1991	33-39713	(4) (d)
May 1, 1991	33-45751	(4) (d)
May 15, 1991	33-45751	(4) (d)
September 15, 1991	33-45751	(4) (d)
April 1, 1992	33-48931	(4) (d)
June 15, 1992	33-48931	(4) (d)
September 15, 1992	33-48931	(4) (e)
April 1, 1993	33-51139	(4) (d)
June 15, 1993	33-51139	(4) (d)
September 15, 1993	33-51139	(4) (d)
November 15, 1993	1-2578	(4) (2)
April 1, 1995	1-2578	(4) (2)
May 1, 1995	1-2578	(4) (2)
July 1, 1995	1-2578	(4) (2)
June 1, 1997	1-2578	(4) (2)
April 1, 1998	1-2578	(4) (2)
June 1, 1998	1-2578	(4) (2)
September 29, 1999	1-2578	(4) (2)
April 1, 2000	1-2578	(4) (2) (a)
April 1, 2000	1-2578	(4) (2) (b)
June 1, 2001	1-2578	
(A) February 1, 2003	1-2578	4 (2)
(A) March 1, 2003	1-2578	4 (2)
(A) August 1, 2003	1-2578	4 (2)

(B) 4-2 -- 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)

	Dated as of	File Reference	Exhibit No.
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(A)	February 1, 2003	1-2578	4-2
(A)	March 1, 2003	1-2578	4-2
(A)	August 1, 2003	1-2578	4-2

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- (A) 4-3 -- Indenture dated as of April 1, 2003 between OE and The Bank of New York, as Trustee.
  
- 10-1 -- Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c)(2))
  
- 10-2 -- 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))
  
- 10-3 -- Transmission Facilities Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c)(3))
  
- 10-4 -- 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)
  
- 10-5 -- Agreement for the Termination or Construction of Certain Agreements effective September 1, 1980 among the CAPCO Group. (Registration No. 2-68906, Exhibit 10-4)
  
- 10-6 -- 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)
  
- 10-7 -- CAPCO Basic Operating Agreement, as amended September 1, 1980. (Registration No. 2-68906, Exhibit 10-5)
  
- 10-8 -- 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)
  
- 10-9 -- Amendment No. 3 dated July 1, 1984 to CAPCO Basic Operating Agreement, as amended September 1, 1980. (1985 Form 10-K, Exhibit 10-7)
  
- 10-10 -- Basic Operating Agreement between the CAPCO Companies as amended October 1, 1991. (1991 Form 10-K, Exhibit 10-8)
  
- 10-11 -- Basic Operating Agreement between the CAPCO Companies as amended January 1, 1993. (1993 Form 10-K, Exhibit 10-11)
  
- 10-12 -- Memorandum of Agreement effective as of September 1, 1980 among the CAPCO Group. (1982 Form 10-K, Exhibit 19-2)
  
- 10-13 -- 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)
  
- 10-14 -- 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))
  
- 10-15 -- Amendment No. 3 dated as of October 31, 1980 to the Bond



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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)

- 10-16 -- 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)
- 10-17 -- 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)
- 10-18 -- 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)
- 10-19 -- 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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- 10-20 -- 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)
- 10-21 -- Memorandum of Understanding dated March 31, 1985 among the CAPCO Companies. (1985 Form 10-K, Exhibit 10-35)
- (C) 10-22 -- Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44)
- (C) 10-23 -- Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45.)
- (C) 10-24 -- Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46.)
- (C) 10-25 -- Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47.)
- (C) 10-26 -- Severance pay agreement between Ohio Edison Company and W. R. Holland. (1995 Form 10-K, Exhibit 10-48.)
- (C) 10-27 -- Severance pay agreement between Ohio Edison Company and H. P. Burg. (1995 Form 10-K, Exhibit 10-49.)

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- (C) 10-28 -- Severance pay agreement between Ohio Edison Company and A. J. Alexander. (1995 Form 10-K, Exhibit 10-50.)
- (C) 10-29 -- Severance pay agreement between Ohio Edison Company and J. A. Gill. (1995 Form 10K, Exhibit 10-51.)
- (D) 10-30 -- 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.)
- (D) 10-31 -- 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.)
- (D) 10-32 -- 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.)
- (D) 10-33 -- 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.)
- (D) 10-34 -- 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.)

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- (D) 10-35 -- 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

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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.)

- (D) 10-36 -- 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.)
- (D) 10-37 -- 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.)
- (D) 10-38 -- 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.)
- (D) 10-39 -- 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.)
- (D) 10-40 -- Amendment No. 3 dated as of November 24, 1992 to Facility Lease dated as March 16, 1987 as amended, between The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited partnership, as Owner Participant and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-54.)
- (D) 10-41 -- 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.)
- (D) 10-42 -- 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.)
- (D) 10-43 -- 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.)
- (D) 10-44 -- Ground Lease dated as of March 16, 1987 between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with the Owner Participant, Tenant. (1986 Form 10-K, Exhibit 28-4.)
- (D) 10-45 -- 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.)

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- (D) 10-46 -- 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.)
- (D) 10-47 -- 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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- (D) 10-48 -- 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.)
- (D) 10-49 -- 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.)
- (D) 10-50 -- 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.)
- (D) 10-51 -- 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.)
- (D) 10-52 -- 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.)
- (D) 10-53 -- 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.)
- (D) 10-54 -- Assignment, Assumption and Further Agreement dated as of March 16, 1987 among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1986 Form 10-K, Exhibit 28-9.)

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- (D) 10-55 -- 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.)
- (D) 10-56 -- 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.)
- (D) 10-57 -- 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.)
- 10-58 -- 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.)
- 10-59 -- 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.)
- 10-60 -- 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.)

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- 10-61 -- 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.)

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- 10-62 -- Amendment No. 6 dated as of January 12, 1993 to Participation Agreement dated as of March 16, 1987 as amended among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-80.)
- 10-63 -- 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.)
- 10-64 -- 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.)
- 10-65 -- 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.)
- 10-66 -- 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.)
- 10-67 -- 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.)
- 10-68 -- 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.)
- 10-69 -- 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.)
- 10-70 -- Letter Agreement dated as of March 19, 1987 between Ohio Edison Company, as Lessee, and The First National Bank of Boston, as Owner Trustee under a Trust, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, required by Section 3(d) of the Facility Lease. (1986 Form 10-K, Exhibit 28-15.)
- 10-71 -- Ground Lease dated as of March 16, 1987 between Ohio Edison

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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.)

- 10-72 -- 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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- 10-73 -- 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.)
- 10-74 -- Supplemental Indenture No. 1 dated as of September 1, 1987 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee and Irving Trust Company (now The Bank of New York), as Indenture Trustee. (1991 Form 10-K, Exhibit 10-74.)
- 10-75 -- 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.)
- 10-76 -- 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.)
- 10-77 -- 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.)
- 10-78 -- 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.)
- 10-79 -- 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.)
- 10-80 -- Assignment, Assumption and Further Agreement dated as of March 16, 1987 among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, The

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

- 10-81 -- Additional Support Agreement dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, and Ohio Edison Company. (1986 Form 10-K, Exhibit 28-21.)
- 10-82 -- Bill of Sale, Instrument of Transfer and Severance Agreement dated as of March 19, 1987 between Ohio Edison Company, Seller, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, Buyer. (1986 Form 10-K, Exhibit 28-22.)
- 10-83 -- Easement dated as of March 16, 1987 from Ohio Edison Company, Grantor, to The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, Grantee. (1986 Form 10-K, Exhibit 28-23.)
- 10-84 -- 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.)
- 10-85 -- 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.)

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- 10-86 -- 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.)
- 10-87 -- 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.)
- 10-88 -- 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



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Citicorp North America, Inc. (1994 Form 10-K, Exhibit 10-106.)

- 10-89 -- Guarantee Agreement entered into by Ohio Edison Company dated as of January 17, 1991. (1990 Form 10-K, Exhibit 10-64.)
- 10-90 -- 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.)
- 10-91 -- 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.)
- 10-92 -- 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.)
- 10-93 -- 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.)
- 10-94 -- 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.)
- 10-95 -- 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.)
- (E) 10-96 -- 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.)
- (E) 10-97 -- 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.)
- (E) 10-98 -- 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.)
- (E) 10-99 -- 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

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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.)

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- (E) 10-100 -- 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.)
- (E) 10-101 -- 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.)
- (E) 10-102 -- 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.)
- (E) 10-103 -- 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.)
- (E) 10-104 -- 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.)
- (E) 10-105 -- 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.)
- (E) 10-106 -- 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.)
- (E) 10-107 -- 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

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Indenture Trustee. (1987 Form 10-K, Exhibit 28-7.)

- (E) 10-108 -- 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.)
- (E) 10-109 -- 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.)
- (E) 10-110 -- 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.)
- (E) 10-111 -- 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.)
- (E) 10-112 -- 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.)

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- (E) 10-113 -- 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.)
- (E) 10-114 -- 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.)
- (E) 10-115 -- 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.)
- (E) 10-116 -- 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

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Company. (1987 Form 10-K, Exhibit 28-12.)

- (F) 10-117 -- 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.)
- (F) 10-118 -- 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.)
- (F) 10-119 -- 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.)
- (F) 10-120 -- 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.)
- (F) 10-121 -- 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.)
- (F) 10-122 -- 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.)
- (F) 10-123 -- Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, Lessor, and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-15.)

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- (F) 10-124 -- 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.)
- (F) 10-125 -- 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.)
- (F) 10-126 -- 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.)
- (F) 10-127 -- 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.)
- (F) 10-128 -- 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.)
- (F) 10-129 -- 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.)
- (F) 10-130 -- 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.)
- (F) 10-131 -- 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.)
- (F) 10-132 -- 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.)
- (F) 10-133 -- 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.)

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- (F) 10-134 -- 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.)
- (F) 10-135 -- 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.)
- (F) 10-136 -- 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.)
- (F) 10-137 -- 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.)

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- 10-138 -- Operating Agreement dated March 10, 1987 with respect to Perry Unit No. 1 between the CAPCO Companies. (1987 Form 10-K, Exhibit 28-24.)
- 10-139 -- 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.)
- 10-140 -- 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.)
- 10-141 -- 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.)
- 10-142 -- 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.)
- 10-143 -- 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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10-144 -- 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.)

- (A) 12.2 -- Consolidated fixed charge ratios.
- (A) 13.1 -- OE 2003 Annual Report to Stockholders (Only those portions expressly incorporated by reference in this Form 10-K are to be deemed "filed" with the SEC.)
- (A) 21.1 -- List of Subsidiaries of the Registrant at December 31, 2003.
- (A) 23.1 -- Consent of Independent Accountants.
- (A) Provided herein in electronic format as an exhibit.
- (B) Pursuant to paragraph (b) (4) (iii) (A) of Item 601 of Regulation S-K, OE has not filed as an exhibit to this Form 10-K any instrument with respect to long-term debt if the total amount of securities authorized thereunder does not exceed 10% of the total assets of OE and its subsidiaries on a consolidated basis, but hereby agrees to furnish to the SEC on request any such instruments.
- (C) Management contract or compensatory plan contract or arrangement filed pursuant to Item 601 of Regulation S-K.
- (D) Substantially similar documents have been entered into relating to three additional Owner Participants.
- (E) Substantially similar documents have been entered into relating to five additional Owner Participants.
- (F) Substantially similar documents have been entered into relating to two additional Owner Participants.

Note: Reports of OE on Forms 10-Q and 10-K are on file with the SEC under number 1-2578.

Pursuant to Rule 14a - 3 (10) of the Securities Exchange Act of 1934, the Company will furnish any exhibit in this Report upon the payment of the Company's expenses in furnishing such exhibit.

### 3. Exhibits - Penn

3-1 -- Amended and Restated Articles of Incorporation, as amended March 15, 2002. (2001 Form 10-K, Exhibit 3-1)

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3-2 -- Amended and Restated By-Laws of Penn, as amended March 15, 2002. (2001 Form 10-K, Exhibit 3-2)

4-1\* -- Indenture dated as of November 1, 1945, between Penn and The

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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.)

- 4-2 -- Supplemental Indenture dated as of September 1, 1995, between Penn and Citibank, N.A., as Trustee. (1995 Form 10-K, Exhibit 4-2.)
- 4-3 -- Supplemental Indenture dated as of June 1, 1997, between Penn and Citibank, N.A., as Trustee. (1997 Form 10-K, Exhibit 4-3.)
- 4-4 -- Supplemental Indenture dated as of June 1, 1998, between Penn and Citibank, N. A., as Trustee. (1998 Form 10-K, Exhibit 4-4.)
- 4-5 -- Supplemental Indenture dated as of September 29, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-5.)
- 4-6 -- Supplemental Indenture dated as of November 15, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-6.)
- 4-7 -- Supplemental Indenture dated as of June 1, 2001. (2001 Form 10-K, Exhibit 4-7)
- 10-1 -- 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).)
- 10-2 -- 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).)



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- 10-3 -- 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).)
- 10-4 -- 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.)
- 10-5 -- 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.)

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\* Pursuant to paragraph (b)(4)(iii)(A) of Item 601 of Regulation S-K, Penn has not filed as an exhibit to this Form 10-K any instrument with respect to long-term debt if the total amount of securities authorized thereunder does not exceed 10% of the total assets of Penn, but hereby agrees to furnish to the Commission on request any such instruments.

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- 10-6 -- 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.)
- 10-7 -- CAPCO Basic Operating Agreement, as amended September 1, 1980. (Registration Statement No. 2-68906, as Exhibit 10-5.)
- 10-8 -- 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.)
- 10-9 -- 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.)
- 10-10 -- 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.)
- 10-11 -- Basic Operating Agreement between the CAPCO Companies as amended January 1, 1993. (1993 Form 10-K, Exhibit 10-11, Ohio Edison.)
- 10-12 -- Memorandum of Agreement effective as of September 1, 1980, among the CAPCO Group. (1991 Form 10-K, Exhibit 19-2, Ohio Edison Company.)
- 10-13 -- 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, File No. 1-2578, of Ohio Edison Company.)

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- 10-14 -- 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).)
- 10-15 -- 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.)
- (B) 10-16 -- Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44, File No. 1-2578, Ohio Edison Company.)
- (B) 10-17 -- Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45, File No. 1-2578, Ohio Edison Company.)
- (B) 10-18 -- Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46, File No. 1-2578, Ohio Edison Company.)
- (B) 10-19 -- Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47, File No. 1-2578, Ohio Edison Company.)
- 10-20 -- 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.)
- 10-21 -- 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.)
- 10-22 -- 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.)
- 10-23 -- 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.)

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- 10-24 -- 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.)
- 10-25 -- 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

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Power Company. (1987 Form 10-K, Exhibit 28-29, File No. 1-2578, of Ohio Edison Company.)

- 10-26 -- 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.)
- 10-27 -- 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.)
- 10-28 -- 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.)
- (A) 12.5 -- Fixed Charge Ratios
- (A) 13.4 -- Penn 2003 Annual Report to Stockholders. (Only those portions expressly incorporated by reference in this Form 10-K are to be deemed "filed" with the Securities and Exchange Commission.)
- (A) 23.2 -- Consent of Independent Accountants.
- (A) Provided herein in electronic format as an exhibit.
- (B) -- Management contract or compensatory plan contract or arrangement filed pursuant to Item 601 of Regulation S-K.
- Pursuant to Rule 14a-3(10) of the Securities Exchange Act of 1934, the Company will furnish any exhibit in this Report upon the payment of the Company's expenses in furnishing such exhibit.

### 3. Exhibits - Common Exhibits to CEI and TE

#### Exhibit Number

- 2(a) -- Agreement and Plan of Merger between Ohio Edison and Centerior Energy dated as of September 13, 1996 (Exhibit (2)-1, Form S-4 File No. 333-21011, filed by FirstEnergy).
- 2(b) -- Merger Agreement by and among Centerior Acquisition Corp., FirstEnergy and Centerior (Exhibit (2)-3, Form S-4 File No. 333-21011, filed by FirstEnergy).
- 4(a) -- Rights Agreement (Exhibit 4, June 25, 1996 Form 8-K, File Nos. 1-9130, 1-2323 and 1-3583).
- 4(b) (1) -- 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).
- 4(b) (2) -- 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).

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10b(1) (a) -- 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).

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10b(1) (b) -- 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).

10b(2) -- 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).

10b(2) (1) -- Amendment No. 1 to CAPCO Transmission Facilities Agreement, dated December 23, 1993 and effective as of January 1, 1993, among the CAPCO Group members regarding requirements for payment of invoices at specified times, for payment of interest on non-timely paid invoices, for restricting adjustment of invoices after a four-year period, and for revising the method for computing the Investment Responsibility charge for use of a member's transmission facilities (Exhibit 10b(2) (1), 1993 Form 10-K, File Nos. 1-9130, 1-2323 and 1-3583).

10b(3) -- 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).

10b(4) -- 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).

10b(5) -- 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).

10b(6) -- 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).

10b(7) -- 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).

10d(1) (a) -- Form of Collateral Trust Indenture among CTC Beaver Valley

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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).

- 10d(1) (b) -- 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).
- 10d(1) (c) -- 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).
- 10d(1) (d) -- 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).
- 10d(2) (a) -- 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).
- 10d(2) (b) -- 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).
- 10d(3) (a) -- 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).

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- 10d(3) (b) -- 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).
- 10d(4) (a) -- 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).
- 10d(4) (b) -- 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).

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- 10d(5) (a) -- 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).
- 10d(5) (b) -- 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).
- 10d(6) (a) -- 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).
- 10d(6) (b) -- 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).
- 10d(7) (a) -- Form of Participation Agreement dated as of September 15, 1987 among the corporate Owner Participant named therein, the Original Loan Participants listed in Schedule 1 thereto, as Owner Loan Participants, CTC Beaver Valley Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Cleveland Electric and Toledo Edison, as Lessees (Exhibit 28(b), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- 10d(7) (b) -- 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).
- 10d(8) (a) -- 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).
- 10d(8) (b) -- 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).
- 10d(9) -- 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).
- 10d(10) -- Form of Site Lease dated as of September 30, 1987 between Toledo Edison, Lessor, and Meridian Trust Company, as Owner

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

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- 10d(11) -- 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).
- 10d(12) -- 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).
- 10d(13) -- 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).
- 10d(14) -- 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).
- 10d(15) -- 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).
- 10d(16) -- 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).
- 10d(17) -- 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).

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- 10d(18) -- 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).
- 10d(19) -- Forms of Refinancing Agreement, including exhibits thereto, among the Owner Participant named therein, as Owner Participant, CTC Beaver Valley Funding Corporation, as Funding Corporation, Beaver Valley II Funding Corporation, as New Funding Corporation, The Bank of New York, as Indenture Trustee, The Bank of New York, as New Collateral Trust Trustee, and The Cleveland Electric Illuminating Company and The Toledo Edison Company, as Lessees (Exhibit (28)(e)(i), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).
- 10d(20)(a) -- 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).
- 10d(20)(b) -- 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).
- 10d(21)(a) -- 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).
- 10d(21)(b) -- 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).

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- 10d(22) -- 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).
- 10e(1) -- Centerior Energy Corporation Equity Compensation Plan (Exhibit 99, Form S-8, File No. 33-59635).
3. Exhibits - Cleveland Electric Illuminating (CEI)
- 3a -- Amended Articles of Incorporation of CEI, as amended, effective May 28, 1993 (Exhibit 3a, 1993 Form 10-K, File No. 1-2323).
- 3b -- 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).



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- 3c -- Amended and Restated Code of Regulations, dated March 15, 2002.
- (B) 4b(1) -- 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, supplemental to Exhibit 4b(1), dated as follows:
- 4b(2) -- July 1, 1940 (Exhibit 7(b), File No. 2-4450).  
4b(3) -- August 18, 1944 (Exhibit 4(c), File No. 2-9887).  
4b(4) -- December 1, 1947 (Exhibit 7(d), File No. 2-7306).  
4b(5) -- September 1, 1950 (Exhibit 7(c), File No. 2-8587).  
4b(6) -- June 1, 1951 (Exhibit 7(f), File No. 2-8994).  
4b(7) -- May 1, 1954 (Exhibit 4(d), File No. 2-10830).  
4b(8) -- March 1, 1958 (Exhibit 2(a)(4), File No. 2-13839).  
4b(9) -- April 1, 1959 (Exhibit 2(a)(4), File No. 2-14753).  
4b(10) -- December 20, 1967 (Exhibit 2(a)(4), File No. 2-30759).  
4b(11) -- January 15, 1969 (Exhibit 2(a)(5), File No. 2-30759).  
4b(12) -- November 1, 1969 (Exhibit 2(a)(4), File No. 2-35008).  
4b(13) -- June 1, 1970 (Exhibit 2(a)(4), File No. 2-37235).  
4b(14) -- November 15, 1970 (Exhibit 2(a)(4), File No. 2-38460).  
4b(15) -- May 1, 1974 (Exhibit 2(a)(4), File No. 2-50537).  
4b(16) -- April 15, 1975 (Exhibit 2(a)(4), File No. 2-52995).  
4b(17) -- April 16, 1975 (Exhibit 2(a)(4), File No. 2-53309).  
4b(18) -- May 28, 1975 (Exhibit 2(c), June 5, 1975 Form 8-A, File No. 1-2323).  
4b(19) -- February 1, 1976 (Exhibit 3(d)(6), 1975 Form 10 K, File No. 1-2323).  
4b(20) -- November 23, 1976 (Exhibit 2(a)(4), File No. 2-57375).  
4b(21) -- July 26, 1977 (Exhibit 2(a)(4), File No. 2-59401).  
4b(22) -- September 7, 1977 (Exhibit 2(a)(5), File No. 2-67221).  
4b(23) -- May 1, 1978 (Exhibit 2(b), June 30, 1978 Form 10-Q, File No. 1-2323).  
4b(24) -- September 1, 1979 (Exhibit 2(a), September 30, 1979 Form 10-Q, File No. 1-2323).  
4b(25) -- April 1, 1980 (Exhibit 4(a)(2), September 30, 1980 Form 10-Q, File No. 1-2323).  
4b(26) -- April 15, 1980 (Exhibit 4(b), September 30, 1980 Form 10-Q, File No. 1-2323).  
4b(27) -- May 28, 1980 (Exhibit 2(a)(4), Amendment No. 1, File No. 2-67221).  
4b(28) -- June 9, 1980 (Exhibit 4(d), September 30, 1980 Form 10-Q, File No. 1-2323).  
4b(29) -- December 1, 1980 (Exhibit 4(b)(29), 1980 Form 10-K, File No. 1-2323).  
4b(30) -- July 28, 1981 (Exhibit 4(a), September 30, 1981, Form 10-Q, File No. 1-2323).  
4b(31) -- August 1, 1981 (Exhibit 4(b), September 30, 1981, Form 10-Q, File No. 1-2323).  
4b(32) -- March 1, 1982 (Exhibit 4(b)(3), Amendment No. 1, File No. 2-76029).  
4b(33) -- July 15, 1982 (Exhibit 4(a), September 30, 1982 Form 10-Q, File No. 1-2323).  
4b(34) -- September 1, 1982 (Exhibit 4(a)(1), September 30, 1982 Form 10-Q, File No. 1-2323).  
4b(35) -- November 1, 1982 (Exhibit 4(a)(2), September 30, 1982 Form 10-Q, File No. 1-2323).  
4b(36) -- November 15, 1982 (Exhibit 4(b)(36), 1982 Form 10-K, File No. 1-2323).

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- 4b(37) -- May 24, 1983 (Exhibit 4(a), June 30, 1983 Form 10-Q, File No. 1-2323).
- 4b(38) -- May 1, 1984 (Exhibit 4, June 30, 1984 Form 10-Q, File No. 1-2323).
- 4b(39) -- May 23, 1984 (Exhibit 4, May 22, 1984 Form 8-K, File No. 1-2323).
- 4b(40) -- June 27, 1984 (Exhibit 4, June 11, 1984 Form 8-K, File No. 1-2323).
- 4b(41) -- September 4, 1984 (Exhibit 4b(41), 1984 Form 10-K, File No. 1-2323).
- 4b(42) -- November 14, 1984 (Exhibit 4b(42), 1984 Form 10 K, File No. 1-2323).
- 4b(43) -- November 15, 1984 (Exhibit 4b(43), 1984 Form 10-K, File No. 1-2323).
- 4b(44) -- April 15, 1985 (Exhibit 4(a), May 8, 1985 Form 8-K, File No. 1-2323).
- 4b(45) -- May 28, 1985 (Exhibit 4(b), May 8, 1985 Form 8-K, File No. 1-2323).
- 4b(46) ---August 1, 1985 (Exhibit 4, September 30, 1985 Form 10-Q, File No. 1-2323).  
File No. 1-2323).
- 4b(48) -- November 1, 1985 (Exhibit 4, January 31, 1986 Form 8-K, File No. 1-2323).
- 4b(49) -- April 15, 1986 (Exhibit 4, March 31, 1986 Form 10-Q, File No. 1-2323).
- 4b(50) -- May 14, 1986 (Exhibit 4(a), June 30, 1986 Form 10-Q, File No. 1-2323).
- 4b(51) -- May 15, 1986 (Exhibit 4(b), June 30, 1986 Form 10-Q, File No. 1-2323).
- 4b(52) -- February 25, 1987 (Exhibit 4b(52), 1986 Form 10-K, File No. 1-2323).
- 4b(53) -- October 15, 1987 (Exhibit 4, September 30, 1987 Form 10-Q, File No. 1-2323).
- 4b(54) -- February 24, 1988 (Exhibit 4b(54), 1987 Form 10-K, File No. 1-2323).
- 4b(55) -- September 15, 1988 (Exhibit 4b(55), 1988 Form 10-K, File No. 1-2323).
- 4b(56) -- May 15, 1989 (Exhibit 4(a)(2)(i), File No. 33-32724).
- 4b(57) -- June 13, 1989 (Exhibit 4(a)(2)(ii), File No. 33-32724).
- 4b(58) -- October 15, 1989 (Exhibit 4(a)(2)(iii), File No. 33-32724).
- 4b(59) -- January 1, 1990 (Exhibit 4b(59), 1989 Form 10-K, File No. 1-2323).
- 4b(60) -- June 1, 1990 (Exhibit 4(a). September 30, 1990 Form 10-Q, File No. 1-2323).
- 4b(61) -- August 1, 1990 (Exhibit 4(b), September 30, 1990 Form 10-Q, File No. 1-2323).
- 4b(62) -- May 1, 1991 (Exhibit 4(a), June 30, 1991 Form 10-Q, File No. 1-2323).
- 4b(63) -- May 1, 1992 (Exhibit 4(a)(3), File No. 33-48845).
- 4b(64) -- July 31, 1992 (Exhibit 4(a)(3), File No. 33-57292).
- 4b(65) -- January 1, 1993 (Exhibit 4b(65), 1992 Form 10-K, File No. 1-2323).
- 4b(66) -- February 1, 1993 (Exhibit 4b(66), 1992 Form 10-K, File No. 1-2323).

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- 4b(67) -- May 20, 1993 (Exhibit 4(a), July 14, 1993 Form 8-K, File No. 1-2323).
- 4b(68) -- June 1, 1993 (Exhibit 4(b), July 14, 1993 Form 8-K, File No. 1-2323).
- 4b(69) -- September 15, 1994 (Exhibit 4(a), September 30, 1994 Form 10-Q, File No. 1-2323).
- 4b(70) -- May 1, 1995 (Exhibit 4(a), September 30, 1995 Form 10-Q, File No. 1-2323).
- 4b(71) -- May 2, 1995 (Exhibit 4(b), September 30, 1995 Form 10-Q, File No. 1-2323).
- 4b(72) -- June 1, 1995 (Exhibit 4(c), September 30, 1995 Form 10-Q, File No. 1-2323).
- 4b(73) -- July 15, 1995 (Exhibit 4b(73), 1995 Form 10-K, File No. 1-232).
- 4b(74) -- August 1, 1995 (Exhibit 4b(74), 1995 Form 10-K, File No. 1-2323).
- 4b(75) -- June 15, 1997 (Exhibit 4(a), Form S-4 File No. 333-35931, filed by Cleveland Electric and Toledo Edison).
- 4b(76) -- October 15, 1997 (Exhibit 4(a), Form S-4 File No. 333-47651, filed by Cleveland Electric).
- 4b(77) -- June 1, 1998 (Exhibit 4b(77), Form S-4 File No. 333-72891).
- 4b(78) -- October 1, 1998 (Exhibit 4b(78), Form S-4 File No. 333-72891).
- 4b(79) -- October 1, 1998 (Exhibit 4b(79), Form S-4 File No. 333-72891).
- 4b(80) -- February 24, 1999 (Exhibit 4b(80), Form S-4 File No. 333-72891).
- 4b(81) -- September 29, 1999. (Exhibit 4b(81), 1999 Form 10-K, File No. 1-2323).
- 4b(82) -- January 15, 2000. (Exhibit 4b(82), 1999 Form 10-K, File No. 1-2323).
- 4b(83) -- May 15, 2002 (Exhibit 4b(83), 2002 Form 10-K, File No. 1-2323).
  
- 4d -- Form of Note Indenture between Cleveland Electric and The Chase Manhattan Bank, as Trustee dated as of October 24, 1997 (Exhibit 4(b), Form S-4 File No. 333-47651, filed by Cleveland Electric).
  
- 4d(1) -- 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).
  
- (A) 4-1 -- Indenture dated as of December 1, 2003 between CEI and JPMorgan Chase Bank, as Trustee.

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- 10-1 -- Administration Agreement between the CAPCO Group dated as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c)(2).)
- 10-2 -- 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).)
- 10-3 -- Transmission Facilities Agreement between the CAPCO Group dated

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as of September 14, 1967. (Registration No. 2-43102, Exhibit 5(c) (3).)

- 10-4 -- 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.)
- 10-5 -- 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).
- (A)12.3 -- Consolidated fixed charge ratios.
- (A)13.2 -- CEI 2003 Annual Report to Stockholders. (Only those portions expressly incorporated by reference in this Form 10-K are to be deemed "filed" with the SEC.)
- (A)21.2 -- List of Subsidiaries of the Registrant at December 31, 2003.
- (A) Provided herein in electronic format as an exhibit.
- (B) -- Pursuant to paragraph (b) (4) (iii) (A) of Item 601 of Regulation S-K, CEI has not filed as an exhibit to this Form 10-K any instrument with respect to long-term debt if the total amount of securities authorized thereunder does not exceed 10% of the total assets of CEI, but hereby agrees to furnish to the Commission on request any such instruments.

### 3. Exhibits - Toledo Edison (TE)

#### Exhibit Number

- 3a -- Amended Articles of Incorporation of TE, as amended effective October 2, 1992 (Exhibit 3a, 1992 Form 10-K, File No. 1-3583).
- 3b -- Amended and Restated Code of Regulations, dated March 15, 2002. (2001 Form 10-K, Exhibit 3b)
- (B)4b(1) b-- 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).
- 4b(2) -- September 1, 1948 (Exhibit 2(d), File No. 2-26908).
- 4b(3) -- April 1, 1949 (Exhibit 2(e), File No. 2-26908).
- 4b(4) -- December 1, 1950 (Exhibit 2(f), File No. 2-26908).
- 4b(5) -- March 1, 1954 (Exhibit 2(g), File No. 2-26908).
- 4b(6) -- February 1, 1956 (Exhibit 2(h), File No. 2-26908).
- 4b(7) -- May 1, 1958 (Exhibit 5(g), File No. 2-59794).
- 4b(8) -- August 1, 1967 (Exhibit 2(c), File No. 2-26908).
- 4b(9) -- November 1, 1970 (Exhibit 2(c), File No. 2-38569).
- 4b(10) -- August 1, 1972 (Exhibit 2(c), File No. 2-44873).
- 4b(11) -- November 1, 1973 (Exhibit 2(c), File No. 2-49428).
- 4b(12) -- July 1, 1974 (Exhibit 2(c), File No. 2-51429).
- 4b(13) -- October 1, 1975 (Exhibit 2(c), File No. 2-54627).
- 4b(14) -- June 1, 1976 (Exhibit 2(c), File No. 2-56396).
- 4b(15) -- October 1, 1978 (Exhibit 2(c), File No. 2-62568).
- 4b(16) -- September 1, 1979 (Exhibit 2(c), File No. 2-65350).
- 4b(17) -- September 1, 1980 (Exhibit 4(s), File No. 2-69190).
- 4b(18) -- October 1, 1980 (Exhibit 4(c), File No. 2-69190).

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4b(19) -- April 1, 1981 (Exhibit 4(c), File No. 2-71580).

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4b(20) -- November 1, 1981 (Exhibit 4(c), File No. 2-74485).  
4b(21) -- June 1, 1982 (Exhibit 4(c), File No. 2-77763).  
4b(22) -- September 1, 1982 (Exhibit 4(x), File No. 2-87323).  
4b(23) -- April 1, 1983 (Exhibit 4(c), March 31, 1983, Form 10-Q, File No. 1-3583).  
4b(24) -- December 1, 1983 (Exhibit 4(x), 1983 Form 10-K, File No. 1-3583).  
4b(25) -- April 1, 1984 (Exhibit 4(c), File No. 2-90059).  
4b(26) -- October 15, 1984 (Exhibit 4(z), 1984 Form 10-K, File No. 1-3583).  
4b(27) -- October 15, 1984 (Exhibit 4(aa), 1984 Form 10-K, File No. 1-3583).  
4b(28) -- August 1, 1985 (Exhibit 4(dd), File No. 33-1689).  
4b(29) -- August 1, 1985 (Exhibit 4(ee), File No. 33-1689).  
4b(30) -- December 1, 1985 (Exhibit 4(c), File No. 33-1689).  
4b(31) -- March 1, 1986 (Exhibit 4b(31), 1986 Form 10-K, File No. 1-3583).  
4b(32) -- October 15, 1987 (Exhibit 4, September 30, 1987 Form 10-Q, File No. 1-3583).  
4b(33) -- September 15, 1988 (Exhibit 4b(33), 1988 Form 10-K, File No. 1-3583).  
4b(34) -- June 15, 1989 (Exhibit 4b(34), 1989 Form 10-K, File No. 1-3583).  
4b(35) -- October 15, 1989 (Exhibit 4b(35), 1989 Form 10-K, File No. 1-3583).  
4b(36) -- May 15, 1990 (Exhibit 4, June 30, 1990 Form 10-Q, File No. 1-3583).  
4b(37) -- March 1, 1991 (Exhibit 4(b), June 30, 1991 Form 10-Q, File No. 1-3583).  
4b(38) -- May 1, 1992 (Exhibit 4(a)(3), File No. 33-48844).  
4b(39) -- August 1, 1992 (Exhibit 4b(39), 1992 Form 10-K, File No. 1-3583).  
4b(40) -- October 1, 1992 (Exhibit 4b(40), 1992 Form 10-K, File No. 1-3583).  
4b(41) -- January 1, 1993 (Exhibit 4b(41), 1992 Form 10-K, File No. 1-3583).  
4b(42) -- September 15, 1994 (Exhibit 4(b), September 30, 1994 Form 10-Q, File No. 1-3583).  
4b(44) -- June 1, 1995 (Exhibit 4(e), September 30, 1995 Form 10-Q, File No. 1-3583).  
4b(45) -- July 14, 1995 (Exhibit 4(f), September 30, 1995 Form 10-Q, File No. 1-3583).  
4b(46) -- July 15, 1995 (Exhibit 4(g), September 30, 1995 Form 10-Q, File No. 1-3583).  
4b(47) -- August 1, 1997 (Exhibit 4b(47), 1998 Form 10-K, File No. 1-3583).  
4b(48) -- June 1, 1998 (Exhibit 4b(48), 1998 Form 10-K, File No. 1-3583).  
4b(49) -- January 15, 2000 (Exhibit 4b(49), 1999 Form 10-K, File No. 1-3583).  
4b(50) -- May 1, 2000 (Exhibit 4b(50), 2000 Form 10-K, File No. 1-3583).

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- 4b(51) -- September 1, 2000 (Exhibit 4b(51), 2002 Form 10-K, File No. 1-3583).
- 4b(52) -- October 1, 2002 (Exhibit 4b(52), 2002 Form 10-K, File No. 1-3583).
- (A) 4b(53) -- April 1, 2003 (Exhibit 4b(53)).
- (A) 12.4 -- Consolidated fixed charge ratios.
- (A) 13.3 -- TE 2003 Annual Report to Stockholders. (Only those portions expressly incorporated by reference in this Form 10-K are to be deemed "filed" with the SEC.)
- (A) 21.3 -- List of Subsidiaries of the Registrant at December 31, 2003.
- (A) Provided herein in electronic format as an exhibit.
- (B) -- Pursuant to paragraph (b)(4)(iii)(A) of Item 601 of Regulation S-K, TE has not filed as an exhibit to this Form 10-K any instrument with respect to long-term debt if the total amount of securities authorized thereunder does not exceed 10% of the total assets of TE, but hereby agrees to furnish to the Commission on request any such instruments.

### 3. Exhibits - Combined Exhibits for JCP&L, Met-Ed and Penelec

#### Exhibit Number

- 3-A -- Restated Certificate of Incorporation of JCP&L, as amended - Incorporated by reference to Exhibit 3-A, 1990 Annual Report on Form 10-K, SEC File No. 1-3141.
- 3-A-1 -- Certificate of Amendment to Restated Certificate of Incorporation of JCP&L, dated June 19, 1992 - Incorporated by reference to Exhibit A-2(a), Certificate Pursuant to Rule 24, SEC File No. 70-7949.

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#### Exhibit Number

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- 3-A-2 -- Certificate of Amendment to Restated Certificate of Incorporation of JCP&L, dated June 19, 1992 - Incorporated by reference to Exhibit A-2(a)(i), Certificate Pursuant to Rule 24, SEC File No. 70-7949.
- 3-B -- By-Laws of JCP&L, as amended May 25, 1993 - Incorporated by reference to Exhibit 3-B, 1993 Annual Report on Form 10-K, SEC File No. 1-3141.
- 3-C -- Restated Articles of Incorporation of Met-Ed, dated March 8, 1999 - Incorporated by reference to Exhibit 3-E, 1999 Annual Report on Form 10-K, SEC File No. 1-446.
- 3-D -- By-Laws of Met-Ed as amended May 16, 2000.
- 3-E -- Restated Articles of Incorporation of Penelec, dated March 8, 1999 - Incorporated by reference to Exhibit 3-G, 1999 Annual

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Report on Form 10-K, SEC File No. 1-3522.

- 3-F -- By-Laws of Penelec as amended May 16, 2000.
- 4-A -- Indenture of JCP&L, dated March 1, 1946, between JCP&L and United States Trust Company of New York, Successor Trustee, as amended and supplemented by eight supplemental indentures dated December 1, 1948 through June 1, 1960 - Incorporated by reference to JCP&L's Instruments of Indebtedness Nos. 1 to 7, inclusive, and 9 and 10 filed as part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, SEC File Nos. 30-126 and 1-3292.
- 4-A-1 -- Ninth Supplemental Indenture of JCP&L, dated November 1, 1962 - Incorporated by reference to Exhibit 2-C, Registration No. 2-20732.
- 4-A-2 -- Tenth Supplemental Indenture of JCP&L, dated October 1, 1963 - Incorporated by reference to Exhibit 2-C, Registration No. 2-21645.
- 4-A-3 -- Eleventh Supplemental Indenture of JCP&L, dated October 1, 1964 - Incorporated by reference to Exhibit 5-A-3, Registration No. 2-59785.
- 4-A-4 -- Twelfth Supplemental Indenture of JCP&L, dated November 1, 1965 - Incorporated by reference to Exhibit 5-A-4, Registration No. 2-59785.
- 4-A-5 -- Thirteenth Supplemental Indenture of JCP&L, dated August 1, 1966 - Incorporated by reference to Exhibit 4-C, Registration No. 2-25124.
- 4-A-6 -- Fourteenth Supplemental Indenture of JCP&L, dated September 1, 1967 - Incorporated by reference to Exhibit 5-A-6, Registration No. 2-59785.
- 4-A-7 -- Fifteenth Supplemental Indenture of JCP&L, dated October 1, 1968 - Incorporated by reference to Exhibit 5-A-7, Registration No. 2-59785.
- 4-A-8 -- Sixteenth Supplemental Indenture of JCP&L, dated October 1, 1969 - Incorporated by reference to Exhibit 5-A-8, Registration No. 2-59785.
- 4-A-9 -- Seventeenth Supplemental Indenture of JCP&L, dated June 1, 1970 - Incorporated by reference to Exhibit 5-A-9, Registration No. 2-59785.
- 4-A-10 -- Eighteenth Supplemental Indenture of JCP&L, dated December 1, 1970 - Incorporated by reference to Exhibit 5-A-10, Registration No. 2-59785.
- 4-A-11 -- Nineteenth Supplemental Indenture of JCP&L, dated February 1, 1971 - Incorporated by reference to Exhibit 5-A-11, Registration No. 2-59785.
- 4-A-12 -- Twentieth Supplemental Indenture of JCP&L, dated November 1, 1971 - Incorporated by reference to Exhibit 5-A-12, Registration No. 2-59875.
- 4-A-13 -- Twenty-first Supplemental Indenture of JCP&L, dated August 1,

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1972 - Incorporated by reference to Exhibit 5-A-13,  
Registration No. 2-59785.

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- 4-A-14 -- Twenty-second Supplemental Indenture of JCP&L, dated August 1, 1973 - Incorporated by reference to Exhibit 5-A-14, Registration No. 2-59785.
- 4-A-15 -- Twenty-third Supplemental Indenture of JCP&L, dated October 1, 1973 - Incorporated by reference to Exhibit A-15, Registration No. 2-59785.
- 4-A-16 -- Twenty-fourth Supplemental Indenture of JCP&L, dated December 1, 1973 - Incorporated by reference to Exhibit 5-A-16, Registration No. 2-59785.
- 4-A-17 -- Twenty-fifth Supplemental Indenture of JCP&L, dated November 1, 1974 - Incorporated by reference to Exhibit 5-A-17, Registration No. 2-59785.
- 4-A-18 -- Twenty-sixth Supplemental Indenture of JCP&L, dated March 1, 1975 - Incorporated by reference to Exhibit 5-A-18, Registration No. 2-59785.
- 4-A-19 -- Twenty-seventh Supplementa Indenture of JCP&L, dated July 1, 1975 - Incorporated by reference to Exhibit 5-A-19, Registration No. 2-59785.
- 4-A-20 -- Twenty-eighth Supplemental Indenture of JCP&L, dated October 1, 1975 - Incorporated by reference to Exhibit 5-A-20, Registration No. 2-59785.
- 4-A-21 -- Twenty-ninth Supplemental Indenture of JCP&L, dated February 1, 1976 - Incorporated by reference to Exhibit 5-A-21, Registration No. 2-59785.
- 4-A-22 -- Supplemental Indenture No. 29A of JCP&L, dated May 31, 1976 - Incorporated by reference to Exhibit 5-A-22, Registration No. 2-59785.
- 4-A-23 -- Thirtieth Supplemental Indenture of JCP&L, dated June 1, 1976 - Incorporated by reference to Exhibit 5-A-23, Registration No. 2-59785.
- 4-A-24 -- Thirty-first Supplemental Indenture of JCP&L, dated May 1, 1977 - Incorporated by reference to Exhibit 5-A-24, Registration No. 2-59785.
- 4-A-25 -- Thirty-second Supplemental Indenture of JCP&L, dated January 20, 1978 - Incorporated by reference to Exhibit 5-A-25, Registration No. 2-60438.
- 4-A-26 -- Thirty-third Supplemental Indenture of JCP&L, dated January 1, 1979 - Incorporated by reference to Exhibit A-20(b), Certificate Pursuant to Rule 24, SEC File No. 70-6242.



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- 4-A-27 -- Thirty-fourth Supplemental Indenture of JCP&L, dated June 1, 1979 - Incorporated by reference to Exhibit A-28, Certificate Pursuant to Rule 24, SEC File No. 70-6290.
- 4-A-28 -- Thirty-sixth Supplemental Indenture of JCP&L, dated October 1, 1979 - Incorporated by reference to Exhibit A-30, Certificate Pursuant to Rule 24, SEC File No. 70-6354.
- 4-A-29 -- Thirty-seventh Supplemental Indenture of JCP&L, dated September 1, 1984 - Incorporated by reference to Exhibit A-1(cc), Certificate Pursuant to Rule 24, SEC File No. 70-7001.
- 4-A-30 -- Thirty-eighth Supplemental Indenture of JCP&L, dated July 1, 1985 - Incorporated by reference to Exhibit A-1(dd), Certificate Pursuant to Rule 24, SEC File No. 70-7109.
- 4-A-31 -- Thirty-ninth Supplemental Indenture of JCP&L, dated April 1, 1988 - Incorporated by reference to Exhibit A-1(a), Certificate Pursuant to Rule 24, SEC File No. 70-7263.
- 4-A-32 -- Fortieth Supplemental Indenture of JCP&L, dated June 14, 1988 - Incorporated by reference to Exhibit A-1(ff), Certificate Pursuant to Rule 24, SEC File No. 70-7603.
- 4-A-33 -- Forty-first Supplemental Indenture of JCP&L, dated April 1, 1989 - Incorporated by reference to Exhibit A-1(gg), Certificate Pursuant to Rule 24, SEC File No. 70-7603.
- 4-A-34 -- Forty-second Supplemental Indenture of JCP&L, dated July 1, 1989 - Incorporated by reference to Exhibit A-1(hh), Certificate Pursuant to Rule 24, SEC File No. 70-7603.

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- 4-A-35 -- Forty-third Supplemental Indenture of JCP&L, dated March 1, 1991 - Incorporated by reference to Exhibit 4-A-35, Registration No. 33-45314.
- 4-A-36 -- Forty-fourth Supplemental Indenture of JCP&L, dated March 1, 1992 - Incorporated by reference to Exhibit 4-A-36, Registration No. 33-49405.
- 4-A-37 -- Forty-fifth Supplemental Indenture of JCP&L, dated October 1, 1992 - Incorporated by reference to Exhibit 4-A-37, Registration No. 33-49405.
- 4-A-38 -- Forty-sixth Supplemental Indenture of JCP&L, dated April 1, 1993 - Incorporated by reference to Exhibit C-15, 1992 Annual Report of GPU on Form U5S, SEC File No. 30-126.
- 4-A-39 -- Forty-seventh Supplemental Indenture of JCP&L, dated April 10, 1993 - Incorporated by reference to Exhibit C-16, 1992 Annual Report of GPU on Form U5S, SEC File No. 30-126.

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- 4-A-40 -- Forty-eighth Supplemental Indenture of JCP&L, dated April 15, 1993 - Incorporated by reference to Exhibit C-17, 1992 Annual Report of GPU on Form U5S, SEC File No. 30-126.
- 4-A-41 -- Forty-ninth Supplemental Indenture of JCP&L, dated October 1, 1993 - Incorporated by reference to Exhibit C-18, 1993 Annual Report of GPU on Form U5S, SEC File No. 30-126.
- 4-A-42 -- Fiftieth Supplemental Indenture of JCP&L, dated August 1, 1994 - Incorporated by reference to Exhibit C-19, 1994 Annual Report of GPU on Form U5S, SEC File No. 30-126.
- 4-A-43 -- Fifty-first Supplemental Indenture of JCP&L, dated August 15, 1996 - Incorporated by reference to Exhibit 4-A-43, 1996 Annual Report on Form 10-K, SEC File No. 1-6047.
- 4-A-44 -- Fifty-second Supplemental Indenture of JCP&L, dated July 1, 1999 - Incorporated by reference to Exhibit 4-B-44, Registration No. 333-88783.
- 4-A-45 -- Fifty-third Supplemental Indenture of JCP&L, dated November 1, 1999 - Incorporated by reference to Exhibit 4-A-45, 1999 Annual Report on Form 10-K, SEC File No. 1-3141.
- 4-A-46 -- Subordinated Debenture Indenture of JCP&L, dated May 1, 1995 - Incorporated by reference to Exhibit A-8(a), Certificate Pursuant to Rule 24, SEC File No. 70-8495.
- 4-A-47 -- Fifty-fourth Supplemental Indenture of JCP&L, dated November 7, 2001.
- 4-B -- Indenture of Met-Ed, dated November 1, 1944, between Met-Ed and United States Trust Company of New York, Successor Trustee, as amended and supplemented by fourteen supplemental indentures dated February 1, 1947 through May 1, 1960 - Incorporated by reference to Met-Ed's Instruments of Indebtedness Nos. 1 to 14 inclusive, and 16, filed as part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, SEC File Nos. 30-126 and 1-3292.
- 4-B-1 -- Supplemental Indenture of Met-Ed, dated December 1, 1962 - Incorporated by reference to Exhibit 2-E(1), Registration No. 2-59678.
- 4-B-2 -- Supplemental Indenture of Met-Ed, dated March 20, 1964 - Incorporated by reference to Exhibit 2-E(2), Registration No. 2-59678.
- 4-B-3 -- Supplemental Indenture of Met-Ed, dated July 1, 1965 - Incorporated by reference to Exhibit 2-E(3), Registration No. 2-59678.
- 4-B-4 -- Supplemental Indenture of Met-Ed, dated June 1, 1966 - Incorporated by reference to Exhibit 2-B-4, Registration No. 2-24883.
- 4-B-5 -- Supplemental Indenture of Met-Ed, dated March 22, 1968 - Incorporated by reference to Exhibit 4-C-5, Registration No. 2-29644.
- 4-B-6 -- Supplemental Indenture of Met-Ed, dated September 1, 1968 - Incorporated by reference to Exhibit 2-E(6), Registration No.

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2-59678.

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- 4-B-7 -- Supplemental Indenture of Met-Ed, dated August 1, 1969 -  
Incorporated by reference to Exhibit 2-E(7), Registration  
No. 2-59678.
- 4-B-8 -- Supplemental Indenture of Met-Ed, dated November 1, 1971 -  
Incorporated by reference to Exhibit 2-E(8), Registration No.  
2-59678.
- 4-B-9 -- Supplemental Indenture of Met-Ed, dated May 1, 1972 -  
Incorporated by reference to Exhibit 2-E(9), Registration No.  
2-59678.
- 4-B-10 -- Supplemental Indenture of Met-Ed, dated December 1, 1973 -  
Incorporated by reference to Exhibit 2-E(10), Registration No.  
2-59678.
- 4-B-11 -- Supplemental Indenture of Met-Ed, dated October 30, 1974 -  
Incorporated by reference to Exhibit 2-E(11), Registration No.  
2-59678.
- 4-B-12 -- Supplemental Indenture of Met-Ed, dated October 31, 1974 -  
Incorporated by reference to Exhibit 2-E(12), Registration No.  
2-59678.
- 4-B-13 -- Supplemental Indenture of Met-Ed, dated March 20, 1975 -  
Incorporated by reference to Exhibit 2-E(13), Registration No.  
2-59678.
- 4-B-14 -- Supplemental Indenture of Met-Ed, dated September 25, 1975 -  
Incorporated by reference to Exhibit 2-E(15), Registration No.  
2-59678.
- 4-B-15 -- Supplemental Indenture of Met-Ed, dated January 12, 1976 -  
Incorporated by reference to Exhibit 2-E(16), Registration No.  
2-59678.
- 4-B-16 -- Supplemental Indenture of Met-Ed, dated March 1, 1976 -  
Incorporated by reference to Exhibit 2-E(17), Registration No.  
2-59678.
- 4-B-17 -- Supplemental Indenture of Met-Ed, dated September 28, 1977 -  
Incorporated by reference to Exhibit 2-E(18), Registration No.  
2-62212.
- 4-B-18 -- Supplemental Indenture of Met-Ed, dated January 1, 1978 -  
Incorporated by reference to Exhibit 2-E(19), Registration No.  
2-62212.
- 4-B-19 -- Supplemental Indenture of Met-Ed, dated September 1, 1978 -  
Incorporated by reference to Exhibit 4-A(19), Registration No.  
33-48937.

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- 4-B-20 -- Supplemental Indenture of Met-Ed, dated June 1, 1979 -  
Incorporated by reference to Exhibit 4-A(20), Registration No.  
33-48937.
- 4-B-21 -- Supplemental Indenture of Met-Ed, dated January 1, 1980 -  
Incorporated by reference to Exhibit 4-A(21), Registration No.  
33-48937.
- 4-B-22 -- Supplemental Indenture of Met-Ed, dated September 1, 1981 -  
Incorporated by reference to Exhibit 4-A(22), Registration No.  
33-48937.
- 4-B-23 -- Supplemental Indenture of Met-Ed, dated September 10, 1981 -  
Incorporated by reference to Exhibit 4-A(23), Registration No.  
33-48937.
- 4-B-24 -- Supplemental Indenture of Met-Ed, dated December 1, 1982 -  
Incorporated by reference to Exhibit 4-A(24), Registration No.  
33-48937.
- 4-B-25 -- Supplemental Indenture of Met-Ed, dated September 1, 1983 -  
Incorporated by reference to Exhibit 4-A(25), Registration No.  
33-48937.
- 4-B-26 -- Supplemental Indenture of Met-Ed, dated September 1, 1984 -  
Incorporated by reference to Exhibit 4-A(26), Registration No.  
33-48937.
- 4-B-27 -- Supplemental Indenture of Met-Ed, dated March 1, 1985 -  
Incorporated by reference to Exhibit 4-A(27), Registration No.  
33-48937.

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- 4-B-28 -- Supplemental Indenture of Met-Ed, dated September 1, 1985 -  
Incorporated by reference to Exhibit 4-A(28), Registration No.  
33-48937.
- 4-B-29 -- Supplemental Indenture of Met-Ed, dated June 1, 1988 -  
Incorporated by reference to Exhibit 4-A(29), Registration No.  
33-48937.
- 4-B-30 -- Supplemental Indenture of Met-Ed, dated April 1, 1990 -  
Incorporated by reference to Exhibit 4-A(30), Registration No.  
33-48937.
- 4-B-31 -- Amendment dated May 22, 1990 to Supplemental Indenture of  
Met-Ed, dated April 1, 1990 - Incorporated by reference to  
Exhibit 4-A(31), Registration No. 33-48937.
- 4-B-32 -- Supplemental Indenture of Met-Ed, dated September 1, 1992 -  
Incorporated by reference to Exhibit 4-A(32)(a), Registration  
No. 33-48937.
- 4-B-33 -- Supplemental Indenture of Met-Ed, dated December 1, 1993 -  
Incorporated by reference to Exhibit C-58, 1993 Annual Report

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of GPU on Form U5S, SEC File No. 30-126.

- 4-B-34 -- Supplemental Indenture of Met-Ed, dated July 15, 1995 - Incorporated by reference to Exhibit 4-B-35, 1995 Annual Report on Form 10-K, SEC File No. 1-446.
- 4-B-35 -- Supplemental Indenture of Met-Ed, dated August 15, 1996 - Incorporated by reference to Exhibit 4-B-35, 1996 Annual Report on Form 10-K, SEC File No. 1-446.
- 4-B-36 -- Supplemental Indenture of Met-Ed, dated May 1, 1997 - Incorporated by reference to Exhibit 4-B-36, 1997 Annual Report on Form 10-K, SEC File No. 1-446.
- 4-B-37 -- Supplemental Indenture of Met-Ed, dated July 1, 1999 - Incorporated by reference to Exhibit 4-B-38, 1999 Annual Report on Form 10-K, SEC File No. 1-446.
- 4-B-38 -- 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, SEC File No. 70-9329.
- 4-B-39 -- Senior Note Indenture between Met-Ed and United States Trust Company of New York, dated July 1, 1999 Incorporated by reference to Exhibit C-154 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, SEC File No. 30-126.
- 4-B-40 -- 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.
- 4-B-41 -- Supplemental Indenture of Met-Ed, dated May 1, 2001.
- (A) 4-B-42 -- Supplemental Indenture of Met-Ed, dated March 1, 2003.
- 4-C -- Mortgage and Deed of Trust of Penelec, dated January 1, 1942, between Penelec and United States Trust Company of New York, Successor Trustee, and indentures supplemental thereto dated March 7, 1942 through May 1, 1960 - Incorporated by reference to Penelec's Instruments of Indebtedness Nos. 1-20, inclusive, filed as a part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, SEC File Nos. 30-126 and 1-3292.
- 4-C-1 -- Supplemental Indentures to Mortgage and Deed of Trust of Penelec, dated May 1, 1961 through December 1, 1977 - Incorporated by reference to Exhibit 2-D(1) to 2-D(19), Registration No. 2-61502.
- 4-C-2 -- Supplemental Indenture of Penelec, dated June 1, 1978 - Incorporated by reference to Exhibit 4-A(2), Registration No. 33-49669.
- 4-C-3 -- Supplemental Indenture of Penelec, dated June 1, 1979 - Incorporated by reference to Exhibit 4-A(3), Registration No. 33-49669.

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- 4-C-4 -- Supplemental Indenture of Penelec, dated September 1, 1984 - Incorporated by reference to Exhibit 4-A(4), Registration No. 33-49669.
- 4-C-5 -- Supplemental Indenture of Penelec, dated December 1, 1985 - Incorporated by reference to Exhibit 4-A(5), Registration No. 33-49669.
- 4-C-6 -- Supplemental Indenture of Penelec, dated December 1, 1986 - Incorporated by reference to Exhibit 4-A(6), Registration No. 33-49669.
- 4-C-7 -- Supplemental Indenture of Penelec, dated May 1, 1989 - Incorporated by reference to Exhibit 4-A(7), Registration No. 33-49669.
- 4-C-8 -- Supplemental Indenture of Penelec, dated December 1, 1990 - Incorporated by reference to Exhibit 4-A(8), Registration No. 33-45312.
- 4-C-9 -- Supplemental Indenture of Penelec, dated March 1, 1992 - Incorporated by reference to Exhibit 4-A(9), Registration No. 33-45312.
- 4-C-10 -- Supplemental Indenture of Penelec, dated June 1, 1993 - Incorporated by reference to Exhibit C-73, 1993 Annual Report of GPU on Form U5S, SEC File No. 30-126.
- 4-C-11 -- Supplemental Indenture of Penelec, dated November 1, 1995 - Incorporated by reference to Exhibit 4-C-11, 1995 Annual Report on Form 10-K, SEC File No.1-3522.
- 4-C-12 -- Supplemental Indenture of Penelec, dated August 15, 1996 - Incorporated by reference to Exhibit 4-C-12, 1996 Annual Report on Form 10-K, SEC File No. 1-3522.
- 4-C-13 -- 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, 1999 Annual Report on Form 10-K, SEC File No. 1-3522.
- 4-C-14 -- Indenture between Penelec and United States Trust Company of New York, dated June 1, 1999 - Incorporated by reference to No. 70-9327.
- 4-C-15 -- First Supplemental Indenture between Penelec and United States Trust Company of New York, dated August 1, 2000 - Incorporated by reference to Exhibit 4-B, June 30, 2000 Quarterly Report on Form 10-Q, SEC File No. 1-3522.
- 4-C-16 -- Supplemental Indenture of Penelec, dated May 1, 2001.
- 4-C-17 -- Supplemental Indenture No. 1 of Penelec, dated May 1, 2001.
- 4-D -- Amended and Restated Limited Partnership Agreement of JCP&L Capital, L.P., dated May 11, 1995 - Incorporated by reference to Exhibit A-5(a), Certificate Pursuant to Rule 24, SEC File No. 70-8495.

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- 4-E -- Action Creating Series A Preferred Securities of JCP&L Capital, L.P., dated May 11, 1995 - Incorporated by reference to Exhibit A-6(a), Certificate Pursuant to Rule 24, SEC File No. 70-8495.
- 4-F -- Payment and Guarantee Agreement of JCP&L, dated May 18, 1995 - Incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, SEC File No. 70-8495.
- 4-G -- Payment and Guarantee Agreement of Met-Ed, dated May 28, 1999 - Incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, SEC No. 70-9329.
- 4-H -- Amendment No. 1 to Payment and Guarantee Agreement of Met-Ed, dated November 23, 1999 - Incorporated by reference to Exhibit 4-H, 1999 Annual Report on Form 10-K, SEC File No. 1-446.
- 4-I -- Payment and Guarantee Agreement of Penelec, dated June 16, 1999 - Incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, SEC File No. 70-9327.

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Exhibit  
Number  
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- 4-J -- Amendment No. 1 to Payment and Guarantee Agreement of Penelec, dated November 23, 1999 - Incorporated by reference to Exhibit 4-J, 1999 Annual Report on Form 10-K, SEC File No. 1-3522.
- \* 10-A -- Deferred Remuneration Plan for Outside Directors of Jersey Central Power & Light Company, as amended and restated effective August 8, 2000. (2000 Form 10-K, Exhibit 10-H, File No. 1-3141, Jersey Central Power & Light Company.)
- 10-B -- Form of Amendment, effective November 7, 2001, to Deferred Remuneration Plan for Outside Directors of Jersey Central Power and Light Company.
- (A) 12.6 -- Consolidated fixed charge ratios - JCP&L.
- (A) 12.7 -- Consolidated fixed charge ratios - Met-Ed.
- (A) 12.8 -- Consolidated fixed charge ratios - Penelec.
- (A) 13.5 -- JCP&L 2003 Annual Report to Stockholders (Only those portions expressly incorporated by reference in this Form 10-K are to be deemed "filed" with SEC.)
- (A) 13.6 -- Met-Ed 2003 Annual Report to Stockholders (Only those portions expressly incorporated by reference in this Form 10-K are to be deemed "filed" with SEC.)
- (A) 13.7 -- Penelec 2003 Annual Report to Stockholders (Only those portions expressly incorporated by reference in this Form 10-K are to be deemed "filed" with SEC.)
- (A) 21.4 -- List of Subsidiaries of JCP&L at December 31, 2003.
- (A) 21.5 -- List of Subsidiaries of Met-Ed at December 31, 2003.

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- (A) 21.6 -- List of Subsidiaries of Penelec at December 31, 2003.
- (A) 23.3 - Consent of Independent Accountants - Penelec.
- (A) 31.2 - Certification of chief financial officer, as adopted pursuant to Rule 13a-15(e)/15d-15(e).
- (A) 31.3 - Certification of chief executive officer, as adopted pursuant to Rule 13a-15(e)/15d-15(e).
- (A) 32.2 - Certification of chief executive officer and chief financial officer, pursuant to 18 U.S.C. Section 1350.
- (A) Provided here in electronic format as an exhibit.

### (b) Reports on Form 8-K

#### FirstEnergy-

FirstEnergy filed the following eight reports on Form 8-K since September 30, 2003: A report dated November 13, 2003 reported the announcement of a settlement agreement of FirstEnergy's claim against NRG Energy for the cancellation of a generating plants sale. A report dated November 21, 2003 reported FirstEnergy received a subpoena for Davis-Besse related matters. A report dated December 22, 2003 reported FirstEnergy Chief Executive Officer H. Peter Burg on extended medical leave. A report dated December 23, 2003 reported Standard and Poor's lowers credit ratings for FirstEnergy and subsidiaries. A report dated January 13, 2004 reported FirstEnergy Chief Executive Officer H. Peter Burg passed away. A report dated January 20, 2004 reported Anthony J. Alexander elected as FirstEnergy Chief Executive Officer and George M. Smart elected as FirstEnergy Chairman of the Board of Directors. A report dated February 9, 2004 reported Moody's lowered debt ratings for FirstEnergy and subsidiaries. A report dated March 8, 2004 reported that FirstEnergy began Davis-Besse restart with NRC authorization.

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#### OE

OE filed the following five reports on Form 8-K since September 30, 2003: A report dated December 22, 2003 reported FirstEnergy Chief Executive Officer H. Peter Burg on extended medical leave. A report dated December 23, 2003 reported Standard and Poor's lowers credit ratings for FirstEnergy and subsidiaries. A report dated January 13, 2004 reported FirstEnergy Chief Executive Officer H. Peter Burg passed away. A report dated January 20, 2004 reported Anthony J. Alexander elected as FirstEnergy Chief Executive Officer and George M. Smart elected as FirstEnergy Chairman of the Board of Directors. A report dated February 9, 2004 reported Moody's lowered debt ratings for FirstEnergy and subsidiaries.

#### CEI and TE

CEI and TE each filed the following nine reports on Form 8-K since September 30, 2003: A report dated October 21, 2003 reported the filing of a proposed rate stabilization plan with the PUCO. A report dated November 13, 2003 reported the announcement of a settlement agreement of FirstEnergy's claim against NRG Energy for the cancellation of a generating plants sale. A report



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dated November 21, 2003 reported FirstEnergy received a subpoena for Davis-Besse related matters. A report dated December 22, 2003 reported FirstEnergy Chief Executive Officer H. Peter Burg on extended medical leave. A report dated December 23, 2003 reported Standard and Poor's lowers credit ratings for FirstEnergy and subsidiaries. A report dated January 13, 2004 reported FirstEnergy Chief Executive Officer H. Peter Burg passed away. A report dated January 20, 2004 reported Anthony J. Alexander elected as FirstEnergy Chief Executive Officer and George M. Smart elected as FirstEnergy Chairman of the Board of Directors. A report dated February 9, 2004 reported Moody's lowered debt ratings for FirstEnergy and subsidiaries. A report dated March 8, 2004 reported that FirstEnergy began Davis-Besse restart with NRC authorization.

Penn, JCP&L, Met-Ed and Penelec

Penn, JCP&L, Met-Ed and Penelec filed the following five reports on Form 8-K since September 30, 2003: A report dated December 22, 2003 reported Chief Executive Officer H. Peter Burg on extended medical leave. A report dated December 23, 2003 reported Standard and Poor's lowers credit ratings for FirstEnergy and subsidiaries. A report dated January 13, 2004 reported FirstEnergy Chief Executive Officer H. Peter Burg passed away. A report dated January 20, 2004 reported Anthony J. Alexander elected as FirstEnergy Chief Executive Officer and George M. Smart elected as FirstEnergy Chairman of the Board of Directors. A report dated February 9, 2004 reported Moody's lowered debt ratings for FirstEnergy and subsidiaries.

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### Report of Independent Auditors on Financial Statement Schedules

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

Our audits of the consolidated financial statements referred to in our report dated February 25, 2004 appearing in the 2003 Annual Report to Stockholders of FirstEnergy Corp. (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedules for the years ended December 31, 2003 and 2002 listed in Item 15(a)(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. The financial statement schedule of FirstEnergy Corp. for the year ended December 31, 2001 was audited by other independent auditors who have ceased operations. Those independent auditors expressed an unqualified opinion on the financial statement schedule in their report dated March 18, 2002.

PricewaterhouseCoopers LLP

Cleveland, Ohio  
February 25, 2004

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The following report is a copy of a report previously issued by Arthur Andersen LLP and has not been reissued by Arthur Andersen LLP.

### REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

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

We have audited, in accordance with auditing standards generally accepted in the United States, the consolidated financial statements included in FirstEnergy Corp.'s Annual Report to Stockholders incorporated by reference in this Form 10-K and have issued our report thereon dated March 18, 2002. Our audit was made for the purpose of forming an opinion on those statements taken as a whole. The schedule of consolidated valuation and qualifying accounts listed in Item 14 is the responsibility of the Company's management and is presented for the purpose of complying with the Securities and Exchange Commission's rules and is not part of the basic consolidated financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Cleveland, Ohio,  
March 18, 2002.

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### Report of Independent Auditors on Financial Statement Schedules

To the Stockholders and Board of Directors of Ohio Edison Company:

Our audits of the consolidated financial statements referred to in our report dated February 25, 2004 appearing in the 2003 Annual Report to Stockholders of Ohio Edison Company (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedules for the years ended December 31, 2003 and 2002 listed in Item 15(a)(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. The financial statement schedule of Ohio Edison Company for the year ended December 31, 2001 was audited by other independent auditors who have ceased operations. Those independent auditors expressed an unqualified opinion on the financial statement schedule in their report dated March 18, 2002.

PricewaterhouseCoopers LLP

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Cleveland, Ohio  
February 25, 2004

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The following report is a copy of a report previously issued by Arthur Andersen LLP and has not been reissued by Arthur Andersen LLP.

## REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Stockholders and Board of Directors of Ohio Edison Company:

We have audited, in accordance with auditing standards generally accepted in the United States, the consolidated financial statements included in Ohio Edison Company's Annual Report to Stockholders incorporated by reference in this Form 10-K and have issued our report thereon dated March 18, 2002. Our audit was made for the purpose of forming an opinion on those statements taken as a whole. The schedule of consolidated valuation and qualifying accounts listed in Item 14 is the responsibility of the Company's management and is presented for the purpose of complying with the Securities and Exchange Commission's rules and is not part of the basic consolidated financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Cleveland, Ohio,  
March 18, 2002.

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## Report of Independent Auditors on Financial Statement Schedules

To the Stockholders and Board of Directors of  
The Cleveland Electric Illuminating Company:

Our audits of the consolidated financial statements referred to in our report dated February 25, 2004 appearing in the 2003 Annual Report to Stockholders of The Cleveland Electric Illuminating Company (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedules listed in Item 15(a)(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

PricewaterhouseCoopers LLP

Cleveland, Ohio  
February 25, 2004

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Report of Independent Auditors on  
Financial Statement Schedules

To the Stockholders and Board of Directors of  
The Toledo Edison Company:

Our audits of the consolidated financial statements referred to in our report dated February 25, 2004 appearing in the 2003 Annual Report to Stockholders of The Toledo Edison Company (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedules listed in Item 15(a)(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

PricewaterhouseCoopers LLP

Cleveland, Ohio  
February 25, 2004

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Report of Independent Auditors on  
Financial Statement Schedules

To the Stockholders and Board of Directors of Pennsylvania Power Company:

Our audits of the financial statements referred to in our report dated February 25, 2004 appearing in the 2003 Annual Report to Stockholders of Pennsylvania Power Company (which report and financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedules for the years ended December 31, 2003 and 2002 listed in Item 15(a)(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related financial statements. The financial statement schedule of Pennsylvania Power Company for the year ended December 31, 2001 was audited by other independent auditors who have ceased operations. Those independent auditors expressed an unqualified opinion on the financial statement schedule in their report dated March 18, 2002.

PricewaterhouseCoopers LLP

Cleveland, Ohio  
February 25, 2004

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The following report is a copy of a report previously issued by Arthur Andersen LLP and has not been reissued by Arthur Andersen LLP.

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Stockholders and Board of Directors of Pennsylvania Power Company:

We have audited, in accordance with auditing standards generally accepted in the United States, the financial statements included in Pennsylvania Power Company's Annual Report to Stockholders incorporated by reference in this Form 10-K and have issued our report thereon dated March 18, 2002. Our audit was made for the purpose of forming an opinion on those statements taken as a whole. The schedule of valuation and qualifying accounts listed in Item 14 is the responsibility of the Company's management and is presented for the purpose of complying with the Securities and Exchange Commission's rules and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Cleveland, Ohio,  
March 18, 2002.

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Report of Independent Auditors on  
Financial Statement Schedules

To the Stockholders and Board of Directors of  
Jersey Central Power & Light Company:

Our audits of the consolidated financial statements referred to in our report dated February 25, 2004 appearing in the 2003 Annual Report to Stockholders of Jersey Central Power & Light Company (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedules for the years ended

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December 31, 2003 and 2002 listed in Item 15(a)(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. The financial statement schedule of Jersey Central Power & Light Company for the year ended December 31, 2001 was audited by other independent auditors who have ceased operations. Those independent auditors expressed an unqualified opinion on the financial statement schedule in their report dated March 18, 2002.

PricewaterhouseCoopers LLP

Cleveland, Ohio  
February 25, 2004

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The following report is a copy of a report previously issued by Arthur Andersen LLP and has not been reissued by Arthur Andersen LLP.

### REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Stockholders and Board of Directors of Jersey Central Power & Light Company:

We have audited, in accordance with auditing standards generally accepted in the United States, the consolidated financial statements as of December 31, 2001 and for the periods from January 1, 2001 to November 6, 2001 and from November 7, 2001 to December 31, 2001, included in Jersey Central Power & Light Company's Annual Report to Stockholders incorporated by reference in this Form 10-K and have issued our report thereon dated March 18, 2002. Our audit was made for the purpose of forming an opinion on those statements taken as a whole. The schedule of consolidated valuation and qualifying accounts listed in Item 14 is the responsibility of the Company's management and is presented for the purpose of complying with the Securities and Exchange Commission's rules and is not part of the basic consolidated financial statements. The information included in this schedule for the year ended December 31, 2001 has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole. The consolidated financial statements as of December 31, 2000 and for each of the two years in the period ended December 31, 2000, together with the related information included in this schedule, were audited by other auditors whose report dated January 31, 2001, expressed an unqualified opinion.

ARTHUR ANDERSEN LLP

Cleveland, Ohio,  
March 18, 2002.

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## Report of Independent Auditors on Financial Statement Schedules

To the Stockholders and Board of Directors of  
Metropolitan Edison Company:

Our audits of the consolidated financial statements referred to in our report dated February 25, 2004 appearing in the 2003 Annual Report to Stockholders of Metropolitan Edison Company (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedules for the years ended December 31, 2003 and 2002 listed in Item 15(a)(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. The financial statement schedule of Metropolitan Edison Company for the year ended December 31, 2001 was audited by other independent auditors who have ceased operations. Those independent auditors expressed an unqualified opinion on the financial statement schedule in their report dated March 18, 2002.

PricewaterhouseCoopers LLP

Cleveland, Ohio  
February 25, 2004

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The following report is a copy of a report previously issued by Arthur Andersen LLP and has not been reissued by Arthur Andersen LLP.

### REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Stockholders and Board of Directors of Metropolitan Edison Company:

We have audited, in accordance with auditing standards generally accepted in the United States, the consolidated financial statements as of December 31, 2001 and for the periods from January 1, 2001 to November 6, 2001 and from November 7, 2001 to December 31, 2001, included in Metropolitan Edison Company's Annual Report to Stockholders incorporated by reference in this Form 10-K and have issued our report thereon dated March 18, 2002. Our audit was made for the purpose of forming an opinion on those statements taken as a whole. The schedule of consolidated valuation and qualifying accounts listed in Item 14 is the responsibility of the Company's management and is presented for the purpose of complying with the Securities and Exchange Commission's rules and is not part of the basic consolidated financial statements. The information included in this schedule for the year ended December 31, 2001 has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic consolidated financial

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statements taken as a whole. The consolidated financial statements as of December 31, 2000 and for each of the two years in the period ended December 31, 2000, together with the related information included in this schedule, were audited by other auditors whose report dated January 31, 2001, expressed an unqualified opinion.

ARTHUR ANDERSEN LLP

Cleveland, Ohio,  
March 18, 2002.

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### Report of Independent Auditors on Financial Statement Schedules

To the Stockholders and Board of Directors of  
Pennsylvania Electric Company:

Our audits of the consolidated financial statements referred to in our report dated February 25, 2004 appearing in the 2003 Annual Report to Stockholders of Pennsylvania Electric Company (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedules for the years ended December 31, 2003 and 2002 listed in Item 15(a)(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. The financial statement schedule of Pennsylvania Electric Company for the year ended December 31, 2001 was audited by other independent auditors who have ceased operations. Those independent auditors expressed an unqualified opinion on the financial statement schedule in their report dated March 18, 2002.

PricewaterhouseCoopers LLP

Cleveland, Ohio  
February 25, 2004

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The following report is a copy of a report previously issued by Arthur Andersen LLP and has not been reissued by Arthur Andersen LLP.

### REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Stockholders and Board of Directors of Pennsylvania Electric Company:



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We have audited, in accordance with auditing standards generally accepted in the United States, the consolidated financial statements as of December 31, 2001 and for the periods from January 1, 2001 to November 6, 2001 and from November 7, 2001 to December 31, 2001, included in Pennsylvania Electric Company's Annual Report to Stockholders incorporated by reference in this Form 10-K and have issued our report thereon dated March 18, 2002. Our audit was made for the purpose of forming an opinion on those statements taken as a whole. The schedule of consolidated valuation and qualifying accounts listed in Item 14 is the responsibility of the Company's management and is presented for the purpose of complying with the Securities and Exchange Commission's rules and is not part of the basic consolidated financial statements. The information included in this schedule for the year ended December 31, 2001 has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole. The consolidated financial statements as of December 31, 2000 and for each of the two years in the period ended December 31, 2000, together with the related information included in this schedule, were audited by other auditors whose report dated January 31, 2001, expressed an unqualified opinion.

ARTHUR ANDERSEN LLP

Cleveland, Ohio,  
March 18, 2002.

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FIRSTENERGY CORP.

CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

Description	Beginning Balance	Additions		Dedu
		Charged to Income	Charged to Other Accounts	
(In thousands)				
Year Ended December 31, 2003:				
Accumulated provision for uncollectible accounts - customers.....	\$ 52,514	\$63,535	\$15,966 (a)	\$8
- other.....	\$ 12,851	\$ 6,516	\$10,002 (a)	\$1
Loss carryforward tax valuation reserve.....	\$ 482,061	\$29,575	\$50,503	\$9

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Year Ended December 31, 2002:

Accumulated provision for uncollectible accounts - customers.....	\$ 65,358	\$43,601	\$ 5,637 (a)	\$6
	=====	=====	=====	=====
- other.....	\$ 7,947	\$ 4,316	\$ 4,089	\$
	=====	=====	=====	=====
Loss carryforward tax valuation reserve.....	\$ 459,170	\$17,500	\$ 5,391	\$
	=====	=====	=====	=====

Year Ended December 31, 2001:

Accumulated provision for uncollectible accounts - customers.....	\$ 32,251	\$27,805	\$ 41,071 (a) (b)	\$3
	=====	=====	=====	=====
- other.....	\$ 4,035	\$3,912	\$ --	\$
	=====	=====	=====	=====
Loss carryforward tax valuation reserve (Unaudited).....	\$ --	\$ --	\$459,170	\$
	=====	=====	=====	=====

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OHIO EDISON COMPANY

CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

Description	Beginning Balance	Additions		Deduction
		Charged to Income	Charged to Other Accounts	
-----	-----	-----	-----	-----
(In thousands)				
Year Ended December 31, 2003:				
Accumulated provision for uncollectible accounts - customers.....	\$ 5,240	\$18,157	\$4,384 (a)	\$19,034
	=====	=====	=====	=====
- other.....	\$ 1,000	\$ 1,282	\$ --	\$ --
	=====	=====	=====	=====

Year Ended December 31, 2002:

Accumulated provision for

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uncollectible accounts - customers.....	\$ 4,522	\$12,792	\$2,777 (a)	\$14,851
	=====	=====	=====	=====
- other.....	\$ 1,000	\$ --	\$ --	\$ --
	=====	=====	=====	=====
Year Ended December 31, 2001:				
Accumulated provision for uncollectible accounts - customers.....	\$ 11,777	\$16,460	\$2,401 (a)	\$26,116
	=====	=====	=====	=====
- other.....	\$ 1,000	\$ --	\$ --	\$ --
	=====	=====	=====	=====

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THE CLEVELAND ELECTRIC ILLUMINATING COMPANY  
CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

Description -----	Beginning Balance -----	Additions -----		Deduc -----
		Charged to Income -----	Charged to Other Accounts -----	
(In thousands)				
Year Ended December 31, 2003:				
Accumulated provision for uncollectible accounts.....	\$1,015	\$ 765	\$ --	\$
	=====	=====	=====	=====
Year Ended December 31, 2002:				
Accumulated provision for uncollectible accounts.....	\$1,015	\$ --	\$ --	\$
	=====	=====	=====	=====
Year Ended December 31, 2001:				
Accumulated provision for uncollectible accounts.....	\$1,000	\$ 15	\$ --	\$
	=====	=====	=====	=====

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THE TOLEDO EDISON COMPANY  
 CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS  
 FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

Description	Beginning Balance -----	Additions -----		Deduct
		Charged to Income -----	Charged to Other Accounts -----	
			(In thousands)	
Year Ended December 31, 2003:				
Accumulated provision for uncollectible accounts.....	\$ 2 =====	\$1,160 =====	\$ 712 (c) =====	\$ 1, =====
Year Ended December 31, 2002:				
Accumulated provision for uncollectible accounts.....	\$ 2 =====	\$ -- =====	\$ -- =====	\$ =====
Year Ended December 31, 2001:				
Accumulated provision for uncollectible accounts.....	\$ -- =====	\$ 2 =====	\$ -- =====	\$ =====
-----				

PENNSYLVANIA POWER COMPANY  
 VALUATION AND QUALIFYING ACCOUNTS  
 FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

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Description	Beginning Balance	Additions		Deduct
		Charged to Income	Charged to Other Accounts	
(In thousands)				
Year Ended December 31, 2003:				
Accumulated provision for uncollectible accounts - customers.....	\$ 702	\$1,931	\$ 664 (a)	\$2,
	=====	=====	=====	=====
- other.....	\$ --	\$ 102	\$ --	\$
	=====	=====	=====	=====
Year Ended December 31, 2002:				
Accumulated provision for uncollectible accounts - customers.....	\$ 619	\$1,808	\$ 333 (a)	\$2,
	=====	=====	=====	=====
Year Ended December 31, 2001:				
Accumulated provision for uncollectible accounts - customers.....	\$ 628	\$1,172	\$ 311 (a)	\$1,
	=====	=====	=====	=====

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JERSEY CENTRAL POWER & LIGHT COMPANY

CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

Description	Beginning Balance	Additions		Deduct
		Charged to Income	Charged to Other Accounts	
(In thousands)				
Year Ended December 31, 2003:				
Accumulated provision for uncollectible accounts - customers.....	\$ 4,509	\$ 7,867	\$2,991 (a)	\$11,
	=====	=====	=====	=====

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- other.....	\$ --	\$ 1,183	\$ --	\$
	=====	=====	=====	=====
Year Ended December 31, 2002:				
Accumulated provision for uncollectible accounts - customers.....	\$ 12,923	\$ 9,057	\$1,305 (a)	\$18,
	=====	=====	=====	=====
Year Ended December 31, 2001:				
Accumulated provision for uncollectible accounts - customers Nov. 7-Dec. 31, 2001	\$ 12,858	\$ 1,869	\$ 57 (a)	\$ 1,
	=====	=====	=====	=====
Jan. 1-Nov. 6, 2001	\$ 21,479	\$ 390	\$1,778 (a)	\$10,
	=====	=====	=====	=====

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METROPOLITAN EDISON COMPANY

CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

Description	Beginning Balance	Additions		Deducti
		Charged to Income	Charged to Other Accounts	
-----				
(In thousands)				
Year Ended December 31, 2003:				
Accumulated provision for uncollectible accounts - customers.....	\$ 4,810	\$ 8,617	\$4,595 (a)	\$13,0
	=====	=====	=====	=====
- other.....	\$ --	\$ 68	\$ --	\$
	=====	=====	=====	=====

Year Ended December 31, 2002:

Accumulated provision for

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uncollectible accounts - customers.....	\$12,271 =====	\$ 3,332 =====	\$ 851 (a) =====	\$11,6 =====
Year Ended December 31, 2001:				
Accumulated provision for uncollectible accounts - customers Nov. 7-Dec. 31, 2001	\$11,244 =====	\$ 2,669 =====	\$ 78 (a) =====	\$ 1,7 =====
<hr/>				
Jan. 1-Nov. 6, 2001	\$13,004 =====	\$ 7,354 =====	\$ 743 (a) =====	\$ 9,8 =====
-----				

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PENNSYLVANIA ELECTRIC COMPANY

CONSOLIDATED VALUATION AND QUALIFYING ACCOUNTS  
FOR THE YEARS ENDED DECEMBER 31, 2003, 2002 AND 2001

Description	Beginning Balance -----	Additions -----		Deduct -----
		Charged to Income -----	Charged to Other Accounts -----	
(In thousands)				
Year Ended December 31, 2003:				
Accumulated provision for uncollectible accounts - customers.....	\$ 6,216 =====	\$ 9,287 =====	\$3,995 (a) =====	\$13,6 =====
- other.....	\$ -- =====	\$ 399 =====	\$ -- =====	\$ =====
Year Ended December 31, 2002:				
Accumulated provision for uncollectible accounts - customers.....	\$ 14,719 =====	\$ 2,991 =====	\$ 704 (a) =====	\$12,1 =====
Year Ended December 31, 2001:				
Accumulated provision for uncollectible accounts - customers Nov. 7-Dec. 31, 2001	\$ 13,509	\$ 3,686	\$ 83 (a)	\$ 2,5

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	=====	=====	=====	=====
Jan. 1–Nov. 6, 2001	\$ 14,851	\$ 10,833	\$1,069 (a)	\$13,2
	=====	=====	=====	=====

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIRSTENERGY CORP.

BY /s/ Anthony J. Alexander

-----  
 Anthony J. Alexander  
 President and Chief Executive Officer

Date: March 15, 2004

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

/s/George M. Smart

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 George M. Smart  
 Chairman of the Board

/s/Anthony J. Alexander

-----  
 Anthony J. Alexander  
 President and Chief Executive Officer  
 and Director (Principal  
 Executive Officer)



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/s/Richard H. Marsh

-----  
Richard H. Marsh  
Senior Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

/s/Harvey L. Wagner

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

/s/Paul T. Addison

-----  
Paul T. Addison  
Director

-----  
Robert N. Pokewaldt  
Director

/s/William T. Cottle

-----  
William T. Cottle  
Director

/s/Paul J. Powers

-----  
Paul J. Powers  
Director

/s/Carol A. Cartwright

-----  
Carol A. Cartwright  
Director

/s/Catherine A. Rein

-----  
Catherine A. Rein  
Director

/s/Robert B. Heisler, Jr.

-----  
Robert B. Heisler, Jr.  
Director

/s/Robert C. Savage

-----  
Robert C. Savage  
Director

/s/Robert L. Loughhead

-----  
Robert L. Loughhead  
Director

/s/Jesse T. Williams, Sr.

-----  
Jesse T. Williams, Sr.  
Director

/s/Russell W. Maier

-----  
Russell W. Maier  
Director

/s/Patricia K. Woolf

-----  
Patricia K. Woolf  
Director

-----  
/s/John M. Pietruski  
John M. Pietruski  
Director

Date: March 15, 2004

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OHIO EDISON COMPANY

BY /s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President

Date: March 15, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

/s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President and Director  
(Principal Executive Officer)

/s/Richard H. Marsh

-----  
Richard H. Marsh  
Senior Vice President and Director  
(Principal Financial Officer)

/s/ Harvey L. Wagner

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

/s/Leila L. Vespoli

-----  
Leila L. Vespoli  
Senior Vice President and Director

Date: March 15, 2004

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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THE CLEVELAND ELECTRIC  
ILLUMINATING COMPANY

BY /s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President

Date: March 15, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

/s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President and Director  
(Principal Executive Officer)

/s/Richard H. Marsh

-----  
Richard H. Marsh  
Senior Vice President and Director  
(Principal Financial Officer)

/s/ Harvey L. Wagner

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

/s/Leila L. Vespoli

-----  
Leila L. Vespoli  
Senior Vice President and Director

Date: March 15, 2004

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

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THE TOLEDO EDISON COMPANY

BY /s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President

Date: March 15, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

/s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President and Director  
(Principal Executive Officer)

/s/Richard H. Marsh

-----  
Richard H. Marsh  
Senior Vice President and Director  
(Principal Financial Officer)

/s/ Harvey L. Wagner

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

/s/Leila L. Vespoli

-----  
Leila L. Vespoli  
Senior Vice President and Director

Date: March 15, 2004

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

JERSEY CENTRAL POWER & LIGHT COMPANY

BY /s/ Stephen E. Morgan

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Stephen E. Morgan  
President

Date: March 15, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

/s/ Stephen E. Morgan

-----  
Stephen E. Morgan  
President and Director  
(Principal Executive Officer)

s/Richard H. Marsh

-----  
Richard H. Marsh  
Senior Vice President  
(Principal Financial Officer)

/s/ Harvey L. Wagner

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

/s/Leila L. Vespoli

-----  
Leila L. Vespoli  
Senior Vice President and Director

/s/ Charles E. Jones

-----  
Charles E. Jones  
Director

/s/Stanley C. Van Ness

-----  
Stanley C. Van Ness  
Director

/s/ Gelorma E. Persson

-----  
Gelorma E. Persson  
Director

/s/Mark A. Julian

-----  
Mark A. Julian  
Director

-----  
/s/ Bradley S. Ewing  
Bradley S. Ewing  
Director

Date: March 15, 2004

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on

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its behalf by the undersigned, thereunto duly authorized.

METROPOLITAN EDISON COMPANY

BY /s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President

Date: March 15, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

/s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President and Director  
(Principal Executive Officer)

/s/Richard H. Marsh

-----  
Richard H. Marsh  
Senior Vice President and Director  
(Principal Financial Officer)

/s/ Harvey L. Wagner

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

/s/Leila L. Vespoli

-----  
Leila L. Vespoli  
Senior Vice President and Director

Date: March 15, 2004

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PENNSYLVANIA ELECTRIC COMPANY

BY /s/ Anthony J. Alexander

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-----  
Anthony J. Alexander  
President

Date: March 15, 2004

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

/s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President and Director  
(Principal Executive Officer)

/s/Richard H. Marsh

-----  
Richard H. Marsh  
Senior Vice President and Director  
(Principal Financial Officer)

/s/ Harvey L. Wagner

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

/s/Leila L. Vespoli

-----  
Leila L. Vespoli  
Senior Vice President and Director

Date: March 15, 2004

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PENNSYLVANIA POWER COMPANY

BY /s/ Anthony J. Alexander

-----  
Anthony J. Alexander  
President

Date: March 15, 2004

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

/s/ Anthony J. Alexander

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Anthony J. Alexander  
President and Director  
(Principal Executive Officer)

/s/Richard H. Marsh

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Richard H. Marsh  
Senior Vice President and Director  
(Principal Financial Officer)

/s/ Harvey L. Wagner

-----

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

/s/Leila L. Vespoli

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Leila L. Vespoli  
Senior Vice President and Director

Date: March 15, 2004