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FIRSTENERGY CORP  
Form 35-CERT  
November 26, 2002

SEC File No. 70-9793

And

SEC FILE NO. 70-9941

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

CERTIFICATE PURSUANT TO

RULE 24

OF PARTIAL COMPLETION OF

TRANSACTIONS

FirstEnergy Corp.

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In the matter of      :
FirstEnergy Corp.    :      Certificate Pursuant
                     :      to Rule 24 of Partial
                     :      Completion of
                     :      Transactions
SEC File No. 70-9793 :
SEC File No. 70-9941 :
(Public Utility Holding Company Act :
of 1935)              :
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TO THE MEMBERS OF THE SECURITIES AND EXCHANGE COMMISSION:

The undersigned, FirstEnergy Corp. (FirstEnergy) hereby certifies pursuant to Rule 24 of the Rules and Regulations under the Public Utility Holding Company Act of 1935 (the Act), that certain of the transactions proposed in the Applications, as filed in SEC File No. 70-9793 and SEC File No. 70-9941, respectively, have been carried out in accordance with the Commission's Orders dated with respect to the said Applications as follows:

1. Balance Sheets and Income Statements for the FirstEnergy Nonutility Holding Company and its consolidated Subsidiaries for the quarter ended September 30, 2002 are attached as following exhibits:

Exhibit  
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- 1-1 Consolidated Balance Sheet and Income Statement of FirstEnergy Ventures Corp.
- 1-2 Consolidated Balance Sheet and Income Statement of FirstEnergy Facilities Services Group, LLC.
- 1-3 Balance Sheet and Income Statement of OES Ventures, Inc. - filed pursuant to request for confidential treatment.
- 1-4 Balance Sheet and Income Statement of Centerior Communications Holdings, Inc. - filed pursuant to request for confidential treatment.
- 1-5 Consolidated Balance Sheet and Income Statement of E-L Enterprises, Inc. - filed pursuant to request for confidential treatment.
- 1-6 Consolidated Balance Sheet and Income Statement of MARBEL HoldCo, Inc. - filed pursuant to request for confidential treatment.

Balance Sheet and Income Statement of GPU Diversified Holdings LLC are reported on Form U-9C-3.

- 2. During the period July 1, 2002 through September 30, 2002, there was no Development Activity. Investments made during the third quarter 2002 are as follows:

| Category<br>-----    | Investment<br>-----<br>(In Thousands \$) |
|----------------------|--|
| Rule 58 Subsidiaries | \$11,100                                 |

- 3. During the third quarter of 2002, the following guarantees were made by FirstEnergy on behalf of other direct or indirect Subsidiaries of the FirstEnergy Nonutility Holding Companies.

| Beneficiary<br>-----  | Amount<br>----- | Terms<br>----- | Purpose of<br>Guarantee<br>----- |
|---|-----------------|----------------|----------------------------------|
| FirstEnergy Facilities Services Group, LLC (FEFSG)- HVAC<br>----- |                 |                |                                  |
| Edwards (Fifth Third)   | 6,000,000       | 1 Year         | (a)                              |

(a) Credit backstop to revolving credit agreement

The following Letters of Credits (LOC) were issued during the third quarter of 2002:

| Beneficiary<br>-----           | Amount<br>----- | Purpose of<br>LOC<br>----- |
|--------------------------------|-----------------|----------------------------|
| FEFSG<br>-----                 |                 |                            |
| Old Republic Insurance Company | \$11,653,434    | (a)                        |

(a) Collateral for insurance program

- 4. During the third quarter of 2002, there were no services obtained by the FirstEnergy Nonutility Holding Companies, or any direct or indirect Subsidiary of the Nonutility Holding Companies from the Utility Subsidiaries.
- 5. A chart of the nonutility businesses, financing subsidiaries and nonsystem securities in which FirstEnergy and its subsidiaries are engaged in or have

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investments in of 10% or greater are identified below:

| Name of Company<br>-----                               | Type of<br>Subsidiary<br>----- | % Ownership<br>----- |
|--|--------------------------------|----------------------|
| Ohio Edison Company (Ohio Edison)                      | US                             | 100                  |
| OES Capital, Inc.                                      | FS                             | 100                  |
| OES Finance, Inc.                                      | FS                             | 100                  |
| OES Fuel, Inc.   | ERC                            | 100                  |
| OES Nuclear, Inc.                                      | FS                             | 100                  |
| OES Ventures, Inc.                                     | NUHC                           | 100                  |
| Ohio Edison Financing Trust                            | FS                             | 100                  |
| Ohio Edison Financing Trust II (Inactive)              | FS                             | 100                  |
| Pennsylvania Power Company (Penn Power)                | US                             | 100                  |
| Cranberry Square Associates, L.P.                      | RES                            | 50                   |
| McDonald Corporate Tax Credit Fund Limited Partnership | RES                            | 12.37                |
| McDonald Ohio Tax Credit Fund-1996 Limited Partnership | RES                            | 42.13                |
| McDonald Ohio Tax Credit Fund-1998 Limited Partnership | RES                            | 30.94                |
| Apollo Tax Credit Fund III, L.P.                       | RES                            | 33.33                |
| Apollo Tax Credit Fund IX, L.P.                        | RES                            | 99.99                |
| Boston Capital Corporate Tax Credit Fund X, L.P.       | RES                            | 10.93                |
| Boston Capital Corporate Tax Credit Fund XIV, L.P.     | RES                            | 14                   |
| Boston Capital Corporate Tax Credit Fund XVII, L.P.    | RES                            | 99                   |
| Marion Senior Housing Limited Partnership              | RES                            | 29.21                |
| First Communications, LLC                              | ETC                            | 31.08                |
| The Cleveland Electric Illuminating Company            | US                             | 100                  |
| Cleveland Electric Financing Trust I                   | FS                             | 100                  |
| Centerior Funding Corporation                          | FS                             | 100                  |
| The Toledo Edison Capital Corporation                  | FS                             | 10                   |
| The Toledo Edison Company (Toledo Edison)              | US                             | 100                  |
| The Toledo Edison Capital Corporation                  | FS                             | 90                   |
| American Transmission Systems, Incorporated (ATSI)     | US                             | 100                  |
| FirstEnergy Solutions Corp. (FirstEnergy Solutions)    | ERC                            | 100                  |
| FirstEnergy Generation Corp. (GenCo)                   | EWG                            | 100                  |
| FirstEnergy Engineering, Inc.                          | ERC                            | 100                  |
| FirstEnergy Nuclear Operating Company (FENOC)          | ERC                            | 100                  |
| GPU Nuclear, Inc. (GPUN)                               | ERC                            | 100                  |
| Private Fuel Storage LLC                               | ERC                            | 10.1                 |
| FirstEnergy Ventures Corp. (FirstEnergy Ventures)      | NUHC                           | 100                  |
| Advanced Technologies Development Corp.                | ETC                            | 100                  |
| Bay Shore Power Company                                | ERC                            | 100                  |

2

| Name of Company<br>-----                     | Type of<br>Subsidiary<br>----- | % Ownership<br>----- |
|--|--------------------------------|----------------------|
| Centerior Communications Holdings, Inc.      | NUHC                           | 100                  |
| Fiber Venture Equity, Inc. (Inactive)        | ETC                            | 100                  |
| AFN Finance Company No. 3, LLC               | ETC                            | 100                  |
| Centerior Energy Services, Inc.              | ERC                            | 100                  |
| Centerior Power Enterprises, Inc. (Inactive) | ETC                            | 100                  |
| FirstEnergy Telecommunications Corp.         | ETC                            | 100                  |
| Warrenton River Terminal, Ltd.               | ERC                            | 100                  |
| Engineered Processes, Ltd.                   | ERC                            | 50                   |
| Eastroc Technologies, LLC                    | ERC                            | 50                   |

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|   |      |       |
|---|------|-------|
| FE Acquisition Corp. (Inactive)   | NUHC | 100   |
| Mid-Atlantic Energy Development Co. (Inactive)                                  |      | 100   |
| FirstEnergy Properties, Inc. (FirstEnergy Properties)                           | RES  | 100   |
| BSG Properties, Inc. (Inactive)   | RES  | 100   |
| FirstEnergy Facilities Services Group, LLC (FE Facilities)                      | NUHC | 100   |
| Ancoma, Inc.  | ERC  | 100   |
| Colonial Mechanical Corporation   | ERC  | 100   |
| Dunbar Mechanical, Inc.   | ERC  | 100   |
| Edwards Electrical & Mechanical, Inc.   | ERC  | 100   |
| Elliott-Lewis Corporation   | ERC  | 100   |
| Sautter Crane Rental, Inc.  | ERC  | 100   |
| A.A. Duckett, Inc.  | ERC  | 100   |
| E-L Enterprises, Inc.   | NUHC | 100   |
| Modern Air Conditioning, Inc.   | ERC  | 100   |
| Airdex Air Conditioning Corporation   | ERC  | 100   |
| R.L. Anderson, Inc.   | ERC  | 100   |
| The Hattenbach Company  | ERC  | 100   |
| L.H. Cranston and Sons, Inc.  | ERC  | 100   |
| Roth Bros., Inc.  | ERC  | 100   |
| R.P.C. Mechanical, Inc.   | ERC  | 100   |
| Spectrum Controls Systems   | ERC  | 100   |
| Webb Technologies, Inc.   | ERC  | 100   |
| MARBEL Energy Corporation (MARBEL)  | ERC  | 100   |
| Marbel HoldCo, Inc.   | NUHC | 100   |
| Great Lakes Energy Partners, LLC  | ERC  | 50    |
| Northeast Ohio Natural Gas Corp.  | ERC  | 100   |
| PowerSpan Corp.   | ERC  | 18.63 |
| Kinetic Ventures I, LLC   | ERC  | 11.11 |
| Kinetic Ventures II, LLC  | ERC  | 14.28 |
| The Alliance Participants Administrative and Startup<br>Activities Company, LLC | ERC  | 10    |
| FirstEnergy Service Company (ServeCo)   | ERC  | 100   |
| GPU Service, Inc. (GPUS)  | ERC  | 100   |
| FirstEnergy Securities Transfer Company   | FS   | 100   |
| FELHC, Inc.   | ERC  | 100   |
| Centerior Indemnity Trust (Inactive)  |      | 100   |
| Centerior Service Company (Inactive)  |      | 100   |
| FE Holdings, L.L.C. (Inactive)  |      | -     |
| Jersey Central Power & Light Company (JCP&L)                                    | US   | 100   |
| JCP&L Preferred Capital, Inc.   | FS   | 100   |
| JCP&L Capital L.P.  | FS   | 100   |
| JCP&L Transition Funding, LLC   | FS   | 100   |
| Saxton Nuclear Experimental Corporation   | ERC  | 44    |
| Metropolitan Edison Company (Met-Ed)  | US   | 100   |
| York Haven Power Company  | US   | 100   |
| Met-Ed Preferred Capital II, Inc.   | FS   | 100   |
| Met-Ed Capital II, L.P.   | FS   | 100   |
| Met-Ed Capital Trust  | FS   | 100   |
| Saxton Nuclear Experimental Corporation   | ERC  | 32    |
| Pennsylvania Electric Company (Penelec)   | US   | 100   |
| Nineveh Water Company   | ERC  | 100   |

3

| Name of Company                              | Type of<br>Subsidiary | % Ownership |
|--|-----------------------|-------------|
| The Waverly Electric Light and Power Company | US                    | 100         |
| Penelec Preferred Capital II, Inc.           | FS                    | 100         |
| Penelec Capital II, L.P.                     | FS                    | 100         |

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|  |      |       |
|--|------|-------|
| Penelec Capital Trust  | FS   | 100   |
| Saxton Nuclear Experimental Corporation                      | ERC  | 24    |
| GPU Advanced Resources, Inc. (GPU AR)                        | ERC  | 100   |
| AFN Finance Company No. 1, LLC                               | ETC  | 100   |
| GPU Telcom Services, Inc. (GPU Telcom)                       | ETC  | 100   |
| MYR Group Inc. (MYR)   | ERC  | 100   |
| The L. E. Myers Company                                      | ERC  | 100   |
| Hawkeye Construction, Inc.                                   | ERC  | 100   |
| MYRcom, Inc.   | ERC  | 100   |
| MYRpower, Inc.   | ERC  | 100   |
| Great Southwestern Construction, Inc.                        | ERC  | 100   |
| Harlan Electric Company                                      | ERC  | 100   |
| Sturgeon Electric Company, Inc.                              | ERC  | 100   |
| ComTel Technology, Inc.                                      | ERC  | 100   |
| Power Piping Company   | ERC  | 100   |
| D.W.Close Company, Inc.                                      | ERC  | 100   |
| GPU Diversified Holdings LLC (GPUDH)                         | NUHC | 100   |
| GPU Solar, Inc.  | ERC  | 50    |
| GPU EnerTech Holdings, Inc.                                  | ERC  | 100   |
| GPU Distributed Power, Inc.                                  | ERC  | 100   |
| Ballard Generation Systems Inc.                              | ERC  | 12    |
| GPU Power, Inc. (GPU Power)                                  | EWG  | 100   |
| Guaracachi America, Inc.                                     | EWG  | 100   |
| Empresa Guaracachi S.A.                                      | EWG  | 50    |
| EI Barranquilla, Inc.  | EWG  | 100   |
| Termobarranquilla, S.A.                                      | EWG  | 28.67 |
| Barranquilla Lease Holding, Inc.                             | EWG  | 100   |
| Los Amigos Leasing Company, Ltd.                             | EWG  | 100   |
| EI International   | EWG  | 100   |
| GPUI Colombia, Ltda.   | EWG  | 100   |
| GPU Power Philippines, Inc.                                  | EWG  | 100   |
| Magellan Utilities Development Corporation                   | EWG  | 40    |
| Hanover Energy Corporation (Inactive)                        | EWG  | 100   |
| International Power Advisors, Inc.                           | EWG  | 100   |
| EI Canada Holding Limited                                    | EWG  | 100   |
| EI Services Canada Limited                                   | EWG  | 100   |
| EI Brooklyn Power Limited                                    | EWG  | 100   |
| EI Brooklyn Investments Limited                              | EWG  | 100   |
| Brooklyn Energy Limited Partnership                          | EWG  | 75    |
| NCP Ada Power, Inc. (Inactive)                               | EWG  | 100   |
| NCP Energy, Inc.   | EWG  | 100   |
| Syracuse Orange Partners LP                                  | EWG  | -     |
| GPU Capital, Inc. (GPU Capital)                              | FUCO | 100   |
| GPU Electric, Inc. (GPU Electric)                            | FUCO | 100   |
| GPU Argentina Holdings, Inc.                                 | FUCO | 100   |
| GPU Argentina Services S.R.L.                                | FUCO | 100   |
| GPU Empresa Distribuidora Electrica Regional, S.A. (EMDERSA) | FUCO | -     |
| GPU Australia Holdings, Inc.                                 | FUCO | 100   |
| VicGas Holdings, Inc.  | FUCO | 100   |
| Victoria Electric Holdings, Inc.                             | FUCO | 100   |
| Victoria Electric, Inc.                                      | FUCO | 100   |
| Austran Holdings, Inc.                                       | FUCO | 100   |
| GPU International Australia Pty Ltd.                         | FUCO | 100   |

4

| Name of Company | Type of<br>Subsidiary | % Ownership |
|-----------------|-----------------------|-------------|
|-----------------|-----------------------|-------------|

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|                                 |      |       |
|---------------------------------|------|-------|
| EI UK Holdings, Inc.            | FUCO | 100   |
| Aquila Sterling Holdings LLC    | FUCO | 20.1* |
| Avon Energy Partners Holdings   | FUCO | 100   |
| Midlands Electricity plc        | FUCO | 100   |
| UMICO Holdings, Inc. (Inactive) |      | 36    |

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

ERC - Energy Related Activity  
ETC - Exempt Telecommunications Company  
EWG - Exempt Wholesale Generator  
FS - Financing Subsidiary  
FUCO - Foreign Utility Company  
NUHC - Nonutility Holding Company  
RES - Real Estate  
US - Utility Subsidiary

6. During the third quarter of 2002, there were no securities (including guarantees) issued by the FirstEnergy Nonutility Holding Companies and each Non-Exempt Subsidiary pursuant to Rule 52 or Rule 45(b), as applicable.
7. During the period July 1, 2002 through September 30, 2002, there were no Anticipatory Hedge transaction entered into by any FirstEnergy Nonutility Holding Company, or any direct or indirect Non-Exempt Subsidiary of the Nonutility Holding Company.

5

SIGNATURE

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

FIRSTENERGY CORP.

November 26, 2002

By: /s/ Harvey L. Wagner

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

6