

FIRSTENERGY CORP
Form 35-CERT
November 25, 2003

SEC File No. 70-10122

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. 70-10122     :
(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 amended, filed in SEC File No. 70-10122 have been carried out in accordance with the Commission's Order dated June 30, 2003 as follows:

(1) During the period July 1, 2003 through September 30, 2003, there were 32,200,000 common shares issued and no Preferred Securities issued by FirstEnergy.

(2) FirstEnergy issued 430,969 shares of common stock pursuant to options granted under employee benefit plans and dividend reinvestment plans during the third quarter of 2003.

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(3) During the period July 1, 2003 through September 30, 2003, no FirstEnergy common stock was transferred to a seller of securities of a company being acquired.

(4) During the period July 1, 2003 through September 30, 2003, there were no Long-term Debt and Preferred Securities issued by FirstEnergy. FirstEnergy issued the following Short-term Debt during the third quarter of 2003:

	Transaction Date	Maturity Date	Rate	Transaction Amount	Loan Bal
	-----	-----	---	-----	-----
CitiBank (FirstEnergy Revolver)					

FirstEnergy	6/17/2003	7/1/2003	2.38	\$130,000,000.00	\$130,120,0
FirstEnergy	6/5/2003	7/7/2003	2.55	\$335,000,000.00	\$335,759,3
FirstEnergy	6/30/2003	7/7/2003	2.31	\$185,000,000.00	\$185,083,1
FirstEnergy	7/2/2003	7/3/2003	4.18	\$12,000,000.00	\$12,001,3
FirstEnergy	7/3/2003	7/7/2003	4.18	\$36,000,000.00	\$36,016,4
FirstEnergy	7/1/2003	7/8/2003	2.31	\$130,000,000.00	\$130,058,4
FirstEnergy	7/7/2003	7/8/2003	4.18	\$22,000,000.00	\$22,002,5
FirstEnergy	6/27/2003	7/11/2003	2.24	\$405,000,000.00	\$405,352,4
FirstEnergy	7/2/2003	7/14/2003	2.30	\$45,000,000.00	\$45,034,5
FirstEnergy	7/11/2003	7/18/2003	2.30	\$405,000,000.00	\$405,181,1
FirstEnergy	7/7/2003	7/21/2003	2.30	\$335,000,000.00	\$335,299,6
FirstEnergy	6/23/2003	7/23/2003	2.19	\$110,000,000.00	\$110,200,5
FirstEnergy	6/30/2003	7/23/2003	2.30	\$65,000,000.00	\$65,095,5
FirstEnergy	6/25/2003	7/25/2003	2.24	\$50,000,000.00	\$50,093,2
FirstEnergy	7/7/2003	7/28/2003	2.25	\$185,000,000.00	\$185,242,8
FirstEnergy	7/18/2003	8/1/2003	2.30	\$405,000,000.00	\$405,362,2
FirstEnergy	7/23/2003	8/6/2003	2.25	\$95,000,000.00	\$95,083,1
FirstEnergy	7/8/2003	8/7/2003	2.25	\$130,000,000.00	\$130,243,7
FirstEnergy	7/28/2003	8/11/2003	2.25	\$185,000,000.00	\$185,161,8
FirstEnergy	7/23/2003	8/13/2003	2.30	\$65,000,000.00	\$65,087,2
FirstEnergy	7/21/2003	8/20/2003	2.30	\$420,000,000.00	\$420,805,0
FirstEnergy	8/1/2003	9/2/2003	2.30	\$355,000,000.00	\$355,725,7
FirstEnergy	8/6/2003	9/12/2003	2.38	\$95,000,000.00	\$95,231,8
FirstEnergy	8/7/2003	9/19/2003	2.38	\$130,000,000.00	\$130,368,7
FirstEnergy	8/13/2003	9/19/2003	2.30	\$65,000,000.00	\$65,153,6
FirstEnergy	8/20/2003	9/19/2003	2.30	\$420,000,000.00	\$420,805,0
FirstEnergy	9/2/2003	9/19/2003	2.30	\$355,000,000.00	\$355,385,5

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(5) During the period July 1, 2003 through September 30, 2003, the following short-term debt was issued by the Utility Subsidiaries:

	Transaction Date	Maturity Date	Rate	Transaction Amount	Loan Bal
	-----	-----	---	-----	-----
CitiBank (Ohio Edison Company (OE) Revolver)					

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OE	8/1/2003	9/2/2003	2.30	\$250,000,000.00	\$250,511,
OE	9/2/2003	10/2/2003	2.30	\$250,000,000.00	\$250,479,

CitiBank (The Toledo Edison Company (TE) Revolver)

TE	7/18/2003	8/18/2003	2.48	\$70,000,000.00	\$70,149,1
TE	8/18/2003	11/18/2003	2.56	\$70,000,000.00	\$70,458,4

Under the Utility Money Pool, the principal balance of borrowings at the end of the third quarter of 2003 and average interest rate during the third quarter of 2003 are as follows:

Regulated Money Pool Loan to/(from):	Average Interest Rate	Principal Balance
OE	1.4064%	\$1,020,012,662
Pennsylvania Power Company (Penn)	1.4064%	(2,619,352)
The Cleveland Electric Illuminating Company (CEI)	1.4064%	(82,639,233)
TE	1.4064%	(263,008,755)
American Transmission Systems, Incorporated (ATSI)	1.4064%	62,020,420
Jersey Central Power & Light Company (JCP&L)	1.4064%	(228,832,128)
Metropolitan Edison Company (Met-Ed)	1.4064%	(25,501,458)
Pennsylvania Electric Company (Penelec)	1.4064%	(41,846,993)
York Haven Power Company	1.4064%	9,959,740

(6) During the third quarter of 2003, there were no financings consummated by any Non-Utility subsidiary that were not exempt under rule 52.

(7) During the third quarter of 2003, the following guarantees were made by FirstEnergy to support activities of its subsidiary including FirstEnergy Solutions Corp. (FES):

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Beneficiary	Amount	Terms	Purpose of Guarantee
FES (Trading - Electric)			
Energy USA -TPC Corp.	1,000,000	(a)	(b)
J. Aron & Company	7,500,000	(a)	(b)
TransAlta Energy Marketing	2,000,000	(a)	(b)
WPS Energy Services	1,000,000	(a)	(b)
FES (Trading - Gas)			
Atlas Resources	5,000,000	(a)	(b)

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Columbia Gas Transmission	1,500,000	(a)	(b)
Connective Energy Supply	1,000,000	(a)	(b)
Michigan Consolidated Gas	3,000,000	(a)	(b)
Paribas Bank	5,000,000	(a)	(b)
PSEG Energy Resources	5,000,000	(a)	(b)

FES - Retail

American Electric Power	2,400,000	(a)	(c)
Detroit Edison	1,000,000	(a)	(c)
Public Service Electric & Gas	895,000	(a)	(c)

FirstEnergy - Supply Chain

AT&T	730,000	(a)	(d)
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- (a) Such guarantees are issued for a one-year term, with a ten-day termination right by FirstEnergy
- (b) Parental guarantees issued by FirstEnergy to provide credit support for electric power and natural gas purchases by subsidiary
- (c) Credit requirement in non-FirstEnergy service territories
- (d) Credit backstop for vendor agreement with AT&T

The following Letters of Credits (LOC) were issued during the third quarter of 2003:

Beneficiary -----	Amount -----	Purpose of LOC -----
FES ---		
Cincinnati Gas & Electric Company	\$ 5,500,000	(a)
FirstEnergy Facilities Services Group, LLC -----		
Old Republic Insurance Company	11,653,434	(b)
Penn ----		
Pennsylvania Dept. of Environmental Protection Bureau of Land Recycling & Waste Management	11,454,222	(c)
FirstEnergy -----		
PJM Interconnection, LLC	55,400,000	(d)

- a) Collateral for entering into purchase power agreements with Cincinnati Gas & Electric Company.
- b) Collateral of FirstEnergy Facilities Services Group, LLC insurance.
- c) Collateral bond for PA Dept. of EPA for waste management facility in Green Township, Beaver County, PA.
- d) Collateral for entering into purchase power agreements with PJM.

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(8) During the Third Quarter of 2003, FirstEnergy Corp. entered into one (1) transaction designed to hedge the fair value of a portion of its fixed-rate long-term debt portfolio against decreases in interest rates. The hedge structure is a fixed - for - floating interest rate swap, whereby FirstEnergy Corp. will receive fixed payments equivalent to the fixed coupon rates of the bond being hedged, and pay floating rate payments based on the 6-month London Interbank Offering Rate (LIBOR) plus an applicable spread. The notional amount, counterparty, and principal terms of the fair value hedge is filed pursuant to request for confidential treatment.

(9) Investments made during the third quarter of 2003 in any intermediate subsidiary or financing subsidiary are as follows:

Company -----	Investment ----- (In Thousands \$)
GPU Diversified Holdings LLC	\$400

(10) There were no U-6B-2 filed during the third quarter of 2003.

(11) There were no jurisdictional financing transactions during the third quarter of 2003.

(12) The following table presented in thousands, provides the capital structure of FirstEnergy on a consolidated basis and each Utility Subsidiary as of the end of the third quarter 2003.

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FirstEnergy -----	Amount -----	Ratio -----
Common Equity	\$8,111,432	38.69%
Preferred Stock	335,123	1.60%
Long-Term Debt	12,275,850	58.54%
Short-Term Debt	246,084	1.17%
	-----	-----
Total Capitalization	\$20,968,489	100.00%
	-----	-----
OE --		
Common Equity	\$2,634,042	54.58%
Preferred Stock	100,070	2.07%
Long-Term Debt	1,908,246	39.53%
Short-Term Debt	184,525	3.82%
	-----	-----
Total Capitalization	\$4,826,883	100.00%
	-----	-----
CEI ---		
Common Equity	\$1,359,063	34.08%
Preferred Stock	96,404	2.42%
Long-Term Debt	2,316,102	58.10%
Short-Term Debt	215,093	5.40%
	-----	-----
Total Capitalization	\$3,986,662	100.00%
	-----	-----

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TE

--		
Common Equity	\$720,315	38.38%
Preferred Stock	126,000	6.71%
Long-Term Debt	627,215	33.41%
Short-Term Debt	403,695	21.50%
	-----	-----
Total Capitalization	\$1,877,225	100.00%
	-----	-----

Penn

Common Equity	\$204,260	42.85%
Preferred Stock	39,105	8.20%
Long-Term Debt	225,062	47.21%
Short-Term Debt	8,290	1.74%
	-----	-----
Total Capitalization	\$476,717	100.00%
	-----	-----

JCP&L

Common Equity	\$3,156,832	66.67%
Preferred Stock	12,649	0.27%
Long-Term Debt	1,277,290	26.98%
Short-Term Debt	287,867	6.08%
	-----	-----
Total Capitalization	\$4,734,638	100.00%
	-----	-----

Met-Ed

Common Equity	\$1,295,781	63.08%
Preferred Stock	-	- %
Long-Term Debt	702,140	34.18%
Short-Term Debt	56,256	2.74%
	-----	-----
Total Capitalization	\$2,054,177	100.00%
	-----	-----

Penelec

Common Equity	\$1,291,461	67.29%
Preferred Stock	-	- %
Long-Term Debt	562,055	29.29%
Short-Term Debt	65,720	3.42%
	-----	-----
Total Capitalization	\$1,919,236	100.00%
	-----	-----

(13) The following table presented in thousands provides retained earnings analysis of FirstEnergy on a consolidated basis and each Utility Subsidiary as of the end of the third quarter 2003.

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	FirstEnergy -----	OE -----	CEI -----	TE -----
Balance, December 31, 2002				
(Restated)	\$1,634,981	\$800,021	\$262,323	76,978
Net Income	313,333	214,907	134,806	30,189
Cash Dividends on Preferred Stock	-	(1,977)	(5,589)	(6,633)
Cash Dividends on Common Stock	(330,815)	(379,000)	-	-
Other	-	-	2,622	5
	-----	-----	-----	-----
Balance, September 30, 2003	\$1,617,499	\$633,951	\$394,162	100,539
	-----	-----	-----	-----

	Penn -----	JCP&L -----	Met-Ed -----	Penelec -----
Balance, December 31, 2002	\$50,916	\$92,003	\$17,841	\$32,705
Net Income	26,947	74,401	43,571	17,569
Cash Dividends on Preferred Stock	(2,734)	(375)	-	-
Cash Dividends on Common Stock	(37,000)	(128,000)	(27,000)	(26,000)
Other	-	612	(1)	-
	-----	-----	-----	-----
Balance, September 30, 2003	\$ 38,129	\$ 38,641	\$34,411	\$24,274
	-----	-----	-----	-----

(14) On September 30, 2003, Fitch Ratings lowered the senior unsecured ratings of FirstEnergy to `BBB-' from `BBB' and lowered or affirmed many of the ratings of its subsidiary electric utility companies. A complete list of the ratings actions follows:

FirstEnergy

--Senior unsecured debt lowered to 'BBB-' from 'BBB'

OE
--

--First mortgage bonds affirmed at 'BBB+'
 --Secured notes 'BBB+' (new rating)
 --Unsecured notes 'BBB' (new rating)
 --Preferred affirmed at 'BBB-'
 --Short term debt affirmed at 'F2'

Ohio Water Development Authority (OEC project)

--Secured pollution control revenue bonds affirmed at 'BBB+'

BVPS Funding Corp.

--Lease obligation bonds (OEC as lessee) affirmed at 'BBB'

PNPP II Funding Corp.

--Lease obligation bonds (OEC as lessee) affirmed at 'BBB'

Penn

--First mortgage bonds affirmed at 'BBB+'
 --Preferred stock affirmed at 'BBB-'

Ohio Air Quality Development Authority (PPC project)

--Unsecured pollution control revenue bonds affirmed at 'BBB'

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CEI

--First mortgage bonds lowered to 'BBB-' from 'BBB'
--Secured medium term notes lowered to 'BBB-' from 'BBB'
--Preferred lowered to 'BB-' from 'BB+'

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Ohio Air Quality Development Authority (CEI project)

--Unsecured pollution control revenue bonds lowered to 'BB' from 'BBB-'

BV II Funding Corp

--Lease obligation bonds (CEI and TEC as lessees) lowered to 'BB' from 'BB+'

TE

--

--First mortgage bonds affirmed at 'BBB-'
--Secured medium term notes affirmed at 'BBB-'
--Unsecured notes affirmed at 'BB'
--Preferred lowered to 'BB-' from 'BB'

Ohio Water Development Authority (TEC project)

--Secured pollution control revenue bonds affirmed at 'BBB-'

Met-Ed

--First mortgage bonds lowered to 'BBB+' from 'A-'
--Secured notes lowered to 'BBB+' from 'A-'
--Preferred lowered to 'BBB' from 'BBB+'
--Short-term rating lowered to 'F3' from 'F2'

Penelec

--First mortgage bonds lowered to 'BBB+' from 'A-'
--Secured pollution control bonds lowered to 'BBB+' from 'A-'
--Senior unsecured lowered to 'BBB' from 'BBB+'
--Preferred stock lowered to 'BBB-' from 'BBB+'
--Trust preferred lowered to 'BBB-' from 'BBB+'
--Short-term rating lowered to 'F3' from 'F2'

JCP&L

--First mortgage bonds affirmed at 'BBB+'
--Secured medium term notes affirmed at 'BBB+'
--Senior secured notes affirmed at 'BBB+'
--Preferred stock affirmed at 'BBB'
--Short-term debt lowered to 'F3' from 'F2'

The Rating Outlook for all the above securities is Stable.

(15) FirstEnergy's aggregate investment includes all amounts invested, or commitments to be invested, in foreign utility companies (FUCOs) and exempt wholesale generators (EWGs), for which there is recourse, directly or indirectly, to the registered holding company. Accordingly, FirstEnergy's aggregate investment as of September 30, 2003 is as follows:

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(In Thousands)

FUCOs

Midlands Electricity plc	\$	64,200

Subtotal		64,200

EWGs

FE Generation Corp.	\$	851,666
GPU Power, Inc.		145,882

Subtotal		997,548

Aggregate Investment in FUCOs and EWGs	\$	1,061,748
		=====

Aggregate Investment as a Percentage of FirstEnergy and Subsidiary Companies:

Total capitalization	\$ 20,968,489	5.1%
Net utility plant	\$ 12,910,655	8.2%
Total consolidated assets	\$ 33,494,991	3.2%
Market value of common equity	\$ 10,521,777	10.1%

(16) Set forth below is a summary of the direct or indirect investments as defined in SEC Rule 53(a) by FirstEnergy, as of September 30, 2003 in EWGs and FUCOs, as well as the percentage of equity ownership.

Associate Company	FUCO or EWG	First Energy's Investment at 9/30/03 (\$'000)**	First Energy's % Equity Owner- ship	Owners not affiliated with FirstEnergy	
				Name of Entity	Type Entit
-----	-----	-----	-----	-----	-----
Empresa Guaracachi S.A.	EWG	39,439*	50.001%	AFP Prevision BBV AFP Futuro de Bolivia Fore	Fore
Guaracachi America, Inc.	EWG	53,108*	100%	Not Applicable	N/A
GPU Power, Inc.	EWG	145,882	100%	Not Applicable	N/A
EI International	EWG	1,672*	100%	Not Applicable	N/A
GPUI Colombia, Ltda.	EWG	1,739*	100%	Not Applicable	N/A
Midlands Holdings LLC Electricity plc	FUCO	64,200	20.1%	Aquila Sterling	Dome

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(Midlands)

Termobarranquilla S.A.	EWG	74,656*	28.67%	ABB Energy Ventures, Inc. Lancaster Steel Distral Group Corp. Electrica De la Costa Atlantica	Fore Fore Fore Fore
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Associate Company	FUCO or EWG	First Energy's Investment at 9/30/03 (\$000)**	First Energy's % Equity Ownership	Owners not affiliated with FirstEnergy	Type of Entity
-----	----	-----	-----	-----	-----
EI Barranquilla, Inc.	EWG	47,370*	100%	Not Applicable	N/A
Barranquilla Lease Holdings, Inc.	EWG	48,379*	100%	Not Applicable	N/A
Los Amigos Leasing Company, Ltd.	EWG	12*	100%	Not Applicable	N/A
International Power Advisors, Inc.	EWG	3,962*	100%	Not Applicable	N/A
FE Generation Corp.	EWG	851,666	100%	Not Applicable	N/A
Total Aggregate Investment in EWGs & FUCOs *		\$1,061,748 =====			

(*) FirstEnergy's aggregate investment does not include the items shown with asterisks in order to avoid duplication.

(**) Aggregate investment amounts reflected here do not include any goodwill or other fair value adjustments.

As of September 30, 2003, FirstEnergy also owned, directly or indirectly, a 100% interest in each of the following EWGs, in which its aggregate investment did not exceed \$10,000: GPU Power Philippines, Inc.

(17) FirstEnergy and Subsidiary Companies Consolidated Capitalization Ratios as of September 30, 2003:

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	Amount (000's)	%
	-----	-
Common equity	\$ 8,111,432	38.7
Preferred stock not subject to mandatory redemption	335,123	1.6
Long-term debt-		
Preferred stock subject to mandatory redemption *	19,266	0.1
Subsidiary-obligated mandatorily redeemable preferred securities *	284,940	1.3
Other	11,971,644	57.1
Notes payable	246,084	1.2
	-----	-----
Total capitalization	\$ 20,968,489	100.0%
	=====	=====

(*) Effective July 1, 2003 with the adoption of SFAS 150 "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity", preferred stock subject to mandatory redemptions and mandatorily redeemable preferred securities were reclassified as long-term debt.

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(18) Market-to-book ratio of FirstEnergy and Subsidiary Companies common stock at September 30, 2003:

Closing Market Price per Share	\$ 31.90
Book Value per Share	\$ 24.78
Market-to Book Ratio of Common Stock	128.7%

(19) No new EWG/FUCO project covered by the Modified Rule 53 Test in which Firstenergy has invested or committed to invest during the third quarter of 2003.

(20) Analysis of Growth in Retained Earnings for FirstEnergy and Subsidiary Companies:

	(In Thousands)

Retained Earnings as of 09/30/03	\$1,617,499
Retained Earnings as of 12/31/02 *	1,634,981

Decrease in Retained Earnings	\$ (17,482)
	=====
Analysis of Decrease in Retained Earnings:	

Income contribution from regulated utility companies	\$ 522,465
Loss from FUCOs/EWGs	(34,659)
Income contribution from all other companies	(56,160)
FirstEnergy Holding and Service companies	(118,312)
Cash dividends declared on common stock	(330,816)

Decrease in Retained Earnings	\$ (17,482)
	=====

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* Retained Earnings as of 12/31/02 restated per Amendment No. 2 of FirstEnergy 2002 Form 10-K/A.

(21) Statements of Operations for the period ended September 30, 2003 for the following Project Parents and Exempt Entities will be filed separately under a request for confidential treatment under Rule 104 (b):

Termobarranquilla, S.A.
GPUI Colombia, Ltda.
Empresa Guaracachi, S.A.
FirstEnergy Generation Corp.

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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 25, 2003

By: /s/ Harvey L. Wagner

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

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