

# FIRSTENERGY CORP

## FORM 35-CERT (Certificate by Public Utility Company)

Filed 11/26/2002

Address	76 SOUTH MAIN ST AKRON, Ohio 44308-1890
Telephone	330-384-5100
CIK	0001031296
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

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.**

-----  
 :  
 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) :

**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 -----	
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 -----	Investment ----- (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 -----	Amount -----	Terms -----	Purpose of Guarantee -----
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**FirstEnergy Facilities Services Group, LLC (FEFSG)- HVAC**  
**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 -----	Amount -----	Purpose of LOC -----
FEFSG -----		
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 investments in of 10% or greater are identified below:

Name of Company -----	Type of Subsidiary -----	% Ownership -----
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

Name of Company -----	Type of Subsidiary -----	% Ownership -----
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)		100
FirstEnergy Telecommunications Corp.	ETC	100
Warrenton River Terminal, Ltd.	ERC	100
Engineered Processes, Ltd.	ERC	50
Eastroc Technologies, LLC	ERC	50
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 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

Name of Company	Type of 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
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

Name of Company -----	Type of Subsidiary -----	% Ownership -----
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.

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

**Index of Financial Statements and Exhibits to be Filed in EDGAR**

**Exhibit**

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.

A Certificate of FirstEnergy Corp.

**Exhibit 1-1**

**FIRSTENERGY VENTURES CORP.**  
 Consolidated Balance Sheet (Unaudited)  
September 30, 2002  
 (In Thousands)

**ASSETS**

**CURRENT ASSETS:**

Cash and cash equivalents	\$ 657
Receivables:	
Customers	-
Associated companies	11,529
Other	4,081
Notes receivable from associated companies	22,901
Material and supplies	5,182
Prepayments and other	2,146
	-----
	46,496
 PROPERTY, PLANT AND EQUIPMENT:	
In service	208,881
Less: Accumulated provision for depreciation	2,971
	-----
	205,910
Construction work in progress	2,565
	-----
	208,475
 INVESTMENTS:	
Pension investments	-
Other	20,690
	-----
	20,690
 DEFERRED CHARGES:	
Goodwill	67
Accumulated deferred income taxes assets	192
Other	4,180
	-----
	4,439
 TOTAL ASSETS	\$ 280,100
	=====

**LIABILITIES & STOCKHOLDER'S EQUITY**

**CURRENT LIABILITIES:**

Currently payable long-term debt	\$ 2,759
Notes payable to associated companies	7,164
Accounts payable	
Other	1,083
Associated companies	2,799
Accrued taxes	175
Accrued interest	745
Other	522
	-----
	15,247
 CAPITALIZATION:	
Common stockholders' equity	119,683
Long-term debt	141,142
	-----
	260,825
 DEFERRED CREDITS:	
Accumulated deferred income taxes	-
Accumulated deferred investment tax credits	-
Other	4,028
	-----
	4,028
 TOTAL LIABILITIES & CAPITALIZATION	\$ 280,100



**Exhibit 1-1****FIRSTENERGY VENTURES CORP.**  
**Consolidated Statement of Income (Unaudited)**

(In Thousands)

	Three Months Ended Sept 30, 2002 -----	Nine Months Ended Sept 30, 2002 -----
REVENUES	\$ 9,095	\$ 22,792
EXPENSES:		
Other operating expenses	3,767	21,966
Provision for depreciation and amortization	324	938
General taxes	77	152
	-----	-----
Total expenses	4,168	23,056
	-----	-----
INCOME/(LOSS) BEFORE INTEREST & INCOME TAXES	4,927	(264)
NET INTEREST CHARGES:		
Interest expenses	2,408	7,637
Capitalized interest	-	(450)
	-----	-----
Net interest charges	2,408	7,187
	-----	-----
INCOME TAXES	1,534	(3,047)
	-----	-----
NET INCOME/(LOSS)	\$ 985 =====	\$ (4,404) =====

Exhibit 1-2

**FIRSTENERGY FACILITIES SERVICES GROUP, LLC**

Consolidated Balance Sheet (Unaudited)

September 30, 2002

(In Thousands)

**ASSETS**

**CURRENT ASSETS:**

Cash and cash equivalents	\$ 22,275
Receivables:	
Customers	-
Associated companies	-
Other	154,896
Notes receivable from associated companies	-
Material and supplies	8,255
Prepayments and other	2,681
	-----
	188,107
INVESTMENTS:	
Nonutility property, net	37,244
Other	4,682
	-----
	41,926
DEFERRED CHARGES:	
Goodwill	194,956
Accumulated deferred income taxes assets	-
Other	-
	-----
	194,956
TOTAL ASSETS	\$ 424,989
	=====

**LIABILITIES & STOCKHOLDER'S EQUITY**

**CURRENT LIABILITIES:**

Currently payable long-term debt	\$ 1,697
Short-term borrowings	1,853
Notes payable to associated companies	33,575
Accounts payable	
Other	64,645
Associated companies	364
Accrued taxes	7,891
Accrued interest	-
Other	25,092
	-----
	135,117
CAPITALIZATION:	
Common stockholders' equity	268,190
Long-term debt	11,775
	-----
	279,965
DEFERRED CREDITS:	
Accumulated deferred income taxes	3,644
Other	6,263
	-----
	9,907
TOTAL LIABILITIES & CAPITALIZATION	\$ 424,989
	=====

**Exhibit 1-2**

**FIRSTENERGY FACILITIES SERVICES GROUP, LLC**  
Consolidated Statement of Income (Unaudited)

(In Thousands)

	Three Months Ended Sept 30, 2002 -----	Nine Months Ended Sept 30, 2002 -----
REVENUES	\$ 146,199	\$ 401,234
Direct costs of revenue	126,104 -----	345,650 -----
Gross profit	20,095	55,584
Selling, general and administrative expenses	10,974	43,266
Depreciation	1,683	5,121
Accrual for loss contracts	-	-
	-----	-----
Operating income before goodwill and purchase agreement incentive plans	7,438	7,197
Purchase agreement incentive plans	334 -----	828 -----
Operating income	7,104	6,369
Interest income	334	983
Interest expense	(688)	(2,027)
Gain/(loss) on sale of fixed assets	(159)	(279)
Other income	176	511
	-----	-----
Total other income/(expense)	(337)	(812)
	-----	-----
Income before income taxes	6,767	5,557
Provision for income taxes	2,752 -----	2,594 -----
Net income	\$ 4,015 =====	\$ 2,963 =====

Exhibit A

FirstEnergy Corp.

76 South Main Street, Akron, Ohio 44308

**Certificate**

Pursuant to the requirements of Rule 24 of the Public Utility Holding Company Act of 1935, the undersigned certifies that:

A copy of certificate pursuant to Rule 24 related to FirstEnergy Corp.'s financing activities, for the period ended June 30, 2002, was filed with the state commissions having jurisdiction over the electric retail rates of the company's public utility subsidiary companies.

The names and addresses of these state commissions are as follows:

New Jersey Division of Energy Board of Public Utilities  
Two Gateway Center  
Newark, NJ 07102

Commonwealth of Pennsylvania\* Public Utility Commission  
P.O. Box 3265  
Harrisburg, PA 17105-3265

The Public Utilities Commission of Ohio\* 180 E. Broad Street  
Columbus, Ohio 43215-3793

\* A conformed copy of the publicly available report was filed with the Pennsylvania Public Utility Commission and The Public Utilities Commission of Ohio.

**FirstEnergy Corp.**

November 26, 2002

By: */s/ Harvey L. Wagner*

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

Note: Pennsylvania Electric Company (Penelec) is also subject to retail rate regulation by the New York Public Service Commission with respect to retail service to approximately 3,700 customers in Waverly, New York served by Waverly Electric Power & Light Company, a Penelec subsidiary. Waverly Electric's revenues are immaterial, accounting for less than 1% of Penelec's total operating revenues.

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**End of Filing**

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