

PENNSYLVANIA POWER CO

FORM 8-K (Unscheduled Material Events)

Filed 11/29/2005 For Period Ending 11/29/2005

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) November 29, 2005

<u>Commission File Number</u>	<u>Registrant; State of Incorporation; Address; and Telephone Number</u>	<u>I.R.S. Employer Identification No.</u>
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
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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On November 29, 2005, FirstEnergy Corp. announced changes to components of its 2005 and 2006 financial guidance. FirstEnergy affirmed its 2005 non-GAAP* earnings guidance of \$2.85 to \$3.00 per share of common stock and revised its 2005 estimated non-GAAP* cash generation guidance from \$620 million to \$390 million. The modification of non-GAAP* cash generation guidance reflects a \$100 million increase from the release of cash collateral following FirstEnergy's recent credit rating upgrade from Standard & Poor's, offset by a reduction of \$330 million (net of tax) to reflect the mid-point of a \$500 million to \$600 million voluntary pension contribution discussed in Item 8.01 below. The 2005 GAAP earnings are expected to be \$2.67 to \$2.82 per share of common stock and the 2005 net cash from operating activities (GAAP) is expected to be approximately \$1.9 billion.

FirstEnergy also raised its 2006 non-GAAP* earnings guidance upward by \$0.05 per share to \$3.45 to \$3.65 per share of common stock, excluding unusual items that may occur. In addition, FirstEnergy raised its 2006 non-GAAP* cash generation guidance to \$460 million from its initial guidance of \$300 million. The 2006 net cash from operating activities (GAAP) is expected to be in excess of \$2.1 billion. FirstEnergy issued a Press Release and Letter to the Investment Community that provides additional related details. Pursuant to the requirements of Regulation G, FirstEnergy has provided quantitative reconciliations within the Press Release and Letter to the Investment Community of the non-GAAP* financial measures to the most directly comparable GAAP financial measures. The Press Release and Letter to the Investment Community are furnished, not filed, as Exhibits 99.1 and 99.2, respectively, and are incorporated by reference hereunder.

Item 8.01 Other Events .

On November 29, 2005, FirstEnergy Corp. announced that its subsidiaries will make a voluntary contribution of between \$500 million and \$600 million to their pension plans before the end of 2005. The contribution is expected to be funded through existing short-term credit arrangements, including available intercompany money pools, as follows:

	<i>(In millions)</i>
Ohio Edison Company	\$ 70 - 84
The Cleveland Electric Illuminating Company	40 - 49
The Toledo Edison Company	15 - 18
Pennsylvania Power Company	15 - 19
Jersey Central Power & Light Company	72 - 87
Metropolitan Edison Company	43 - 52
Pennsylvania Electric Company	57 - 69
All other subsidiaries	188 - 222
	<u>\$ 500 - 600</u>

Item 9.01 Financial Statements and Exhibits .

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by FirstEnergy Corp., dated November 29, 2005
99.2	Letter to the Investment Community, dated November 29, 2005

*This Form 8-K contains non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's historical or future financial performance, financial position, or cash flows that either excludes or includes amounts, or is subject to adjustment that have the effect of excluding or including amounts, that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with accounting principles generally accepted in the United States, or GAAP.

Forward-Looking Statements: This Form 8-K includes forward-looking statements based on information currently available to management. Such statements are subject to certain risks and uncertainties. These statements typically contain, but are not limited to, the terms "anticipate", "potential", "expect", "believe", "estimate" and similar words. Actual results may differ materially due to the speed and nature of increased competition and deregulation in the electric utility industry, economic or weather conditions affecting future sales and margins, changes in markets for energy services, changing energy and commodity market prices, replacement power costs being higher than anticipated or inadequately hedged, the continued ability of our regulated utilities to collect transition and other charges, maintenance costs being higher than anticipated, legislative and regulatory changes (including revised environmental requirements), the uncertainty of the timing and amounts of the capital expenditures (including that such amounts could be higher than anticipated) or levels of emission reductions related to the settlement agreement resolving the New Source Review litigation, adverse regulatory or legal decisions and outcomes (including, but not limited to, the revocation of necessary licenses or operating permits, fines or other enforcement actions and remedies) of government investigations and oversight, including by the Securities and Exchange Commission, the United States Attorney's Office, the Nuclear Regulatory Commission, and the various state public utility commissions as disclosed in the registrants' Securities and Exchange Commission filings, generally, and with respect to the Davis-Besse Nuclear Power Station outage and heightened scrutiny at the Perry Nuclear Power Plant in particular, rising interest rates and other inflationary trends, the continuing availability and operation of generating units, the ability of generating units to continue to operate at, or near full capacity, the inability to accomplish or realize anticipated benefits of strategic goals (including the proposed transfer of nuclear generation assets and employee workforce factors), the ability to improve electric commodity margins and to experience growth in the distribution business, the ability to access the public securities and other capital markets and the cost of such capital, the outcome, cost and other effects of present and potential legal and administrative proceedings and claims related to the August 14, 2003 regional power outage, circumstances which may lead management to not seek, or the Board of Directors to not grant, in each case in its sole discretion, authority for the implementation of a share repurchase program in the future, the risks and other factors discussed from time to time in the registrants' Securities and Exchange Commission filings, including their annual report on Form 10-K for the year ended December 31, 2004, and other similar factors. Dividends declared from time to time on FirstEnergy's common stock during any annual period may in aggregate vary from the indicated amounts due to circumstances considered by FirstEnergy's Board of Directors at the time of the actual declarations. The registrants expressly disclaim any current intention to update any forward-looking statements contained in this document as a result of new information, future events, or otherwise.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

November 29, 2005

FIRSTENERGY CORP.

Registrant

OHIO EDISON COMPANY

Registrant

**THE CLEVELAND ELECTRIC
ILLUMINATING COMPANY**

Registrant

THE TOLEDO EDISON COMPANY

Registrant

PENNSYLVANIA POWER COMPANY

Registrant

JERSEY CENTRAL POWER & LIGHT COMPANY

Registrant

METROPOLITAN EDISON COMPANY

Registrant

PENNSYLVANIA ELECTRIC COMPANY

Registrant

/s/ Harvey L. Wagner

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

FirstEnergy Corp.
76 South Main Street
Akron, Ohio 44308
www.firstenergycorp.com

For Release : November 29, 2005

News Media Contact:
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(330) 384-5500

FIRST ENERGY INCREASES 2006 EARNINGS AND CASH GENERATION GUIDANCE; SUBSIDIARIES TO MAKE VOLUNTARY CONTRIBUTION TO PENSION PLANS

FirstEnergy Corp. (NYSE: FE) today announced that it is raising its 2006 annual earnings guidance (non-GAAP*) by \$0.05 per share to \$3.45 to \$3.65 per share, excluding any unusual items that may occur. Earnings guidance of \$3.40 to \$3.60 per share, excluding unusual items, initially was set on July 27, 2005. Additionally, the company announced that its subsidiaries will make a voluntary contribution of between \$500 million and \$600 million to their pension plans before the end of 2005. The impact of the pension contribution is expected to be accretive to earnings and further increase security of future plan benefits. In conjunction with these actions, the company today also increased its 2006 cash generation guidance (non-GAAP).

“Based on refinements we’ve made to our operational, financial and regulatory plans since this summer, we believe it is appropriate to raise our 2006 earnings and cash generation guidance from the amounts disclosed in July,” said Anthony J. Alexander, president and chief executive officer of FirstEnergy. “And given the future requirements of our pension plans, we determined it made sense to increase funding now to help preserve security for our employees and retirees.”

The revised guidance reflects the recent stipulation reached in our pending Rate Certainty Plan proceedings in Ohio, the effect of the voluntary pension contribution and higher transmission-related costs.

(more)

The net after-tax cost of the pension contribution is estimated to be approximately \$300 million to \$360 million. The contribution is expected to reduce FirstEnergy's overall risk profile, because it mitigates uncertainty regarding the plans' unfunded liability.

In 2006, the company expects to generate net cash from operating activities (GAAP) exceeding \$2 billion, with free cash flow (non-GAAP) of approximately \$203 million after capital expenditures and common stock dividends, and total cash generation (non-GAAP) of approximately \$460 million, as shown below:

FirstEnergy Corp.
Reconciliation of 2006 Estimated Cash From Operating Activities (GAAP) to
Estimated Free Cash Flow (Non-GAAP) and Estimated Cash Generation (Non-GAAP)
(\$ Millions)

Net Cash from Operating Activities:

GAAP Earnings Guidance

\$1,135 - \$1,200

Adjustments:

Depreciation

635

Amortization and deferral of regulatory assets

620

Deferred purchased power costs

(360)

Other, including changes in working capital

54

Net cash from operating activities (GAAP)

\$2,117

Other Items:

Capital expenditures

(1,116)

Nuclear fuel fabrication

(160)

Common stock dividends

(593)

Other, net

(45)

Free Cash Flow (Non-GAAP)

\$203

Non-core asset sales

80

JCP&L securitization

177

Cash Generation (Non-GAAP)

\$460

Details on the company's 2006 earnings and free cash generation guidance will be provided during an analyst conference being held tomorrow, November 30, 2005, in New York City. Briefings on the company's strategies, operations and financial outlook also will be provided. Supplemental information is included in a November 29, 2005, letter addressed to the investment community, which is posted on the Investor Information section of FirstEnergy's Web site, www.firstenergycorp.com/ir.

(more)

A live Webcast of the presentation, which begins at approximately 8:15 a.m. Eastern Time, will be available via FirstEnergy's Investor Information Web site by clicking on the *Webcast* icon and selecting *FirstEnergy Annual Analyst Meeting*. Access to the Webcast requires RealPlayer 8 and at least a 14.4 kbps connection to the Internet. RealPlayer 8 basic software is downloadable free from www.real.com/products/player/index.html, or from FirstEnergy's Web site. The Webcast also will be archived on FirstEnergy's Web site.

FirstEnergy is a diversified energy company headquartered in Akron, Ohio. Its subsidiaries and affiliates are involved in the generation, transmission and distribution of electricity, as well as energy management and other energy-related services.

(*) This news release contains non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's historical or future financial performance, financial position, or cash flows that either excludes or includes amounts, or is subject to adjustments that have the effect of excluding or including amounts, that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with accounting principles generally accepted in the United States (GAAP).

Forward-Looking Statements: This news release includes forward-looking statements based on information currently available to management. Such statements are subject to certain risks and uncertainties. These statements typically contain, but are not limited to, the terms "anticipate," "potential," "expect," "believe," "estimate" and similar words. Actual results may differ materially due to the speed and nature of increased competition and deregulation in the electric utility industry, economic or weather conditions affecting future sales and margins, changes in markets for energy services, changing energy and commodity market prices, replacement power costs being higher than anticipated or inadequately hedged, the continued ability of our regulated utilities to collect transition and other charges or to recover increased transmission costs, maintenance costs being higher than anticipated, legislative and regulatory changes (including revised environmental requirements), the uncertainty of the timing and amounts of the capital expenditures (including that such amounts could be higher than anticipated) or levels of emission reductions related to the settlement agreement resolving the New Source Review litigation, adverse regulatory or legal decisions and outcomes (including, but not limited to, the revocation of necessary licenses or operating permits, fines or other enforcement actions and remedies) of governmental investigations and oversight, including by the Securities and Exchange Commission, the United States Attorney's Office, the Nuclear Regulatory Commission and the various state public utility commissions as disclosed in our Securities and Exchange Commission filings, generally, and with respect to the Davis-Besse Nuclear Power Station outage and heightened scrutiny at the Perry Nuclear Power Plant in particular, the continuing availability and operation of generating units, the ability of our generating units to continue to operate at, or near full capacity, our inability to accomplish or realize anticipated benefits from strategic goals (including the proposed transfer of nuclear generation assets and employees workforce factors), our ability to improve electric commodity margins and to experience growth in the distribution business, our ability to access the public securities and other capital markets, the outcome, cost and other effects of present and potential legal and administrative proceedings and claims related to the August 14, 2003 regional power outage, the risks and other factors discussed from time to time in our Securities and Exchange Commission filings, including our annual report on Form 10-K for the year ended December 31, 2004, and other similar factors. Dividends declared from time to time on FirstEnergy's common stock during any annual period may in aggregate vary from the indicated amounts due to circumstances considered by FirstEnergy's Board of Directors at the time of the actual declaration. FirstEnergy expressly disclaims any current intention to update any forward-looking statements contained herein as a result of new information, future events, or otherwise.



EXHIBIT 99.2

Terrance G. Howson

Vice President
Investor Relations

FirstEnergy Corp.
76 S. Main Street
Akron, Ohio 44308
Tel 973-401-8519

November 29, 2005

TO THE INVESTMENT COMMUNITY: ¹

As detailed in today's attached news release, FirstEnergy Corp. announced changes to components of its 2005 and 2006 financial guidance, and announced that its subsidiaries will make a voluntary contribution of between \$500 million to \$600 million to their pension plans before the end of 2005. This letter provides additional details concerning these announcements and other financial matters.

2005 Financial Guidance

We are maintaining our 2005 earnings guidance, excluding unusual items (non-GAAP) ², of \$2.85 to \$3.00 per share. We are modifying our 2005 cash generation (non-GAAP) guidance from \$620 million to \$390 million to reflect two changes. The first is an increase of \$100 million principally to reflect the release of cash collateral following our recent credit rating upgrade from Standard & Poor's that raises guidance to \$720 million. The second is a reduction of \$330 million to reflect the mid-point of the after-tax cost of the \$500 million to \$600 million voluntary contribution to our pension plan before year-end. Please see the Voluntary Pension Plan Contribution section of this letter for more details.

Increased 2006 Earnings Guidance

We established our initial 2006 earnings guidance (non-GAAP) on July 27, 2005 at a level of \$3.40 to \$3.60 per share (see the Letter to the Investment Community dated July 27, 2005 for additional details, available at www.firstenergycorp.com/ir). The following table was provided at that time which reconciled the increase from the mid-point of the 2005 earnings guidance (\$2.93) to the mid-point of the 2006 earnings guidance (\$3.50).

¹ Please see the forward-looking statements at the end of this letter.

² This investor letter contains non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's historical or future financial performance, financial position, or cash flows that either excludes or includes amounts, or is subject to adjustments that have the effect of excluding or including amounts, that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with accounting principles generally accepted in the United States (GAAP).

Initial 2006 EPS Guidance

2005 non-GAAP EPS Guidance*

\$2.85 - \$3.00

Ohio Rate Stabilization Plan ¹	0.50	
T&D delivery growth		0.10
Annualized JCP&L rate case settlements ²	0.06	
Financing costs		0.03
Net generation margin ³		0.10
Employee benefit costs		(0.07)
Depreciation expense		(0.03)
Other expenses ⁴	<u>(0.12)</u>	

Initial 2006 non-GAAP EPS Guidance

\$3.40 - \$3.60

*** See the attached GAAP reconciliation schedules**

Notes:

1. Net amortization benefit of \$0.76 per share offset by estimated loss of shopping credit deferral of \$0.26 per share.
2. 2006 full year benefit from the rate settlements in New Jersey.
3. Expiration of power sales contract with PEPCO (\$0.09)
Revised power purchase contract with OVEC (\$0.01)
Ohio revenue increase for fuel costs \$0.17
Increase in POLR generation rates in PA \$0.14
Other (e.g., higher fuel, purchase power costs, etc.) (\$0.11)
4. Includes O&M and general taxes.

Since providing the 2006 earnings guidance, several regulatory, operating and financial developments have modified our 2006 earnings outlook and we are revising our 2006 earnings guidance (non-GAAP) upward by \$0.05 per share, excluding any unusual items that may occur. The following table quantifies these changes.

Revised 2006 EPS Guidance

Initial 2006 non-GAAP EPS Guidance
\$3.40 - \$3.60

Ohio Rate Certainty Plan ¹	0.11
Pension plan contribution ²	0.06
Returning Ohio shoppers ³	(0.07)
RTO transmission costs ⁴	<u>(0.05)</u>

Revised 2006 non-GAAP EPS Guidance

\$3.45 - \$3.65

Notes:

1. The Public Utilities Commission of Ohio (PUCO) has not approved the Rate Certainty Plan (RCP) although all of the major parties either support, or have agreed not to oppose, the RCP. Please refer to the September 9, 2005 and the November 4, 2005 Letters to the Investment Community for additional details about the RCP.
2. Reflects the spread between our estimated borrowing costs (5%) to fund the payment and the long-term asset earnings growth rate assumption (9%) of the pension plan. The contribution is deductible for tax purposes.
3. Various third-party generation suppliers have withdrawn from the Ohio market, resulting in a return of those customers to our regulated generation rate tariff.
4. Primarily increased PJM costs to serve our Pennsylvania customers.

Increased 2006 Cash Generation Guidance

We also established our initial 2006 cash generation guidance (non-GAAP) on July 27, 2005 at a level of \$300 million based on 2006 capital expenditures of \$1.1 billion and net cash from operating activities (GAAP) of in excess of \$2 billion. Our revised 2006 financial outlook allows us to raise our 2006 cash generation guidance (non-GAAP) to \$460 million. The following table quantifies these changes.

Revised 2006 Cash Generation Guidance
(In millions)

Initial 2006 Cash Generation Guidance (non-GAAP)*

\$300

JCP&L securitization ¹		177	
Ohio transmission cost rider ²	65		
Additional asset sales		60	
RTO transmission costs		(17)	
Returning Ohio shoppers		(23)	
Higher dividends			(25)
Increased capital expenditures		(16)	
Rate Certainty Plan ³			(55)
Other changes in working capital			_(6)

Revised 2006 Cash Generation Guidance (non-GAAP)*

\$460

***See the attached GAAP reconciliation schedules**

Notes:

1. Proceeds from the JCP&L securitization bond offering are expected to be between \$150 million and \$200 million and we expect the transaction to close in 2006.
2. The Ohio regulated companies have a transmission rider effective 1/1/06 which will recover increased and deferred transmission-related costs.
3. The RCP maintains rates at current levels. Although the Ohio utility companies will either recover or defer increased fuel costs, there will not be an increase in rates 2006 for fuel costs as was anticipated before the RCP was filed.

Voluntary Pension Plan Contribution

FirstEnergy Corp.'s subsidiaries (or the company) previously made a voluntary contribution to their defined benefit pension plans (Plan) of \$500 million in September 2004. At that time the contribution resulted in the Plan being essentially fully funded on an Accumulated Benefit Obligation (ABO) basis and was also accretive to annual earnings by about \$0.06 per share over the 2005 through 2007 periods.

Since that time, a decline in the long-term interest rates used to discount these liabilities and restrained growth in the value of Plan assets have reduced the funded status of the Plan and will increase annual pension expense.

As a result, the company's board has authorized the making of another voluntary contribution to the Plan of \$500 million to \$600 million by year-end 2005. Since the contribution is deductible for tax purposes, the after-tax cash impact will be between \$300 million to \$360 million. The subsidiaries will initially fund this payment through available short-term credit facilities and anticipate repaying such borrowings during 2006 through positive cash flow. Our projections indicate that absent this funding, cash contributions would have been required at some point prior to 2010. Our pre-funding of the Plan is expected to eliminate this future funding requirement under current pension funding rules and should also minimize our exposure to any funding requirements resulting from proposed pension reform legislation.

The pre-funding is favorable from both a credit and liability management perspective. Due to the tax deductibility of the contribution, we will effectively eliminate a \$500 million to \$600 million debt-like liability through the use of \$300 million to \$360 million of cash. Additionally, common shareholders' equity is expected to be enhanced as the contribution should reduce the minimum pension liability that has been recognized as a reduction to accumulated other comprehensive income.

Additionally, under current accounting standards for pension costs, the pre-funding will be accretive to earnings by approximately \$0.06 per share during 2006 and in subsequent years. This benefit arises from the spread between our borrowing costs to fund the payment and the long-term asset earnings growth rate assumption of the Plan.

We believe it is sound liability and financial management to pre-fund the Plan at this time rather than being potentially subject to mandatory funding requirements over the next several years. In addition to the favorable earnings impact, the pre-funding provides additional benefit security for our employees and retirees, and will result in the Plan being essentially fully funded on an ABO basis.

Common Stock Share Repurchase Program

FirstEnergy will consider a share repurchase program in the second-half of 2006 after clarity of three important milestones:

- The approval of the RCP by the PUCO. We are hopeful that the Commission will act soon as all of the major parties to the proceeding either support the RCP or have agreed not to oppose it.
- Completion of the extended outage at our Beaver Valley Unit 1 nuclear plant. The work scope for this outage, scheduled to be completed during the second quarter of 2006, includes replacement of the unit's steam generators and the reactor vessel head.
- Finalizing the scope, technology to be employed and cost of our environmental compliance program for our fossil power plants. We expect to resolve these issues by mid-2006.

We believe it is appropriate to seek clarity on these milestones prior to seeking authorization from our board of directors for a share repurchase program. In addition, management's decision to seek board authority, any decision by the board to grant such authority, and the size and other terms and conditions of such program will be subject to other factors as management and the board deem appropriate, including but not limited to available cash, the price of our common stock, and market conditions. If implemented, the program may be modified or discontinued at any time.

The company expects to achieve its targeted debt-to-total capital ratio of approximately 55% (rating agency view) by year-end 2005. Going forward, we will have the ability to issue additional debt to maintain the 55% debt-to-capital ratio as equity increases due to retained earnings growth. For example, assuming annual earnings growth of 4%, over \$2 billion of debt could be issued over the 2007 to 2009 period (before a share repurchase program) while maintaining a 55% debt-to-capital ratio. Any such financing proceeds would be incremental to free cash in supporting a share repurchase program or capital expenditures.

Additional Details

Additional details on these and other company issues will be provided at FirstEnergy's analyst conference being held in New York City at approximately 8:15 a.m. Eastern time on Wednesday, November 30, 2005. The conference can be accessed at the company's Internet address which is www.firstenergycorp.com/ir. A recording of the conference will be archived on FirstEnergy's Internet site as will the conference presentation slides.

If you have any questions concerning information in this update, please call Kurt Turosky, Director of Investor Relations, at (330) 384-5500, or me at (973) 401-8519

Very truly yours,

Terrance G. Howson
Vice President - Investor Relations

Forward-Looking Statements

This investor letter includes forward-looking statements based on information currently available to management. Such statements are subject to certain risks and uncertainties. These statements typically contain, but are not limited to, the terms "anticipate," "potential," "expect," "believe," "estimate" and similar words. Actual results may differ materially due to the speed and nature of increased competition and deregulation in the electric utility industry, economic or weather conditions affecting future sales and margins, changes in markets for energy services, changing energy and commodity market prices, replacement power costs being higher than anticipated or inadequately hedged, the continued ability of our regulated utilities to collect transition and other charges or to recover increased transmission costs, maintenance costs being higher than anticipated, legislative and regulatory changes (including revised environmental requirements), the uncertainty of the timing and amounts of the capital expenditures (including that such amounts could be higher than anticipated) or levels of emission reductions related to the settlement agreement resolving the New Source Review litigation, adverse regulatory or legal decisions and outcomes (including, but not limited to, the revocation of necessary licenses or operating permits, fines or other enforcement actions and remedies) of governmental investigations and oversight, including by the Securities and Exchange Commission, the United States Attorney's Office, the Nuclear Regulatory Commission and the various state public utility commissions as disclosed in our Securities and Exchange Commission filings, generally, and with respect to the Davis-Besse Nuclear Power Station outage and heightened scrutiny at the Perry Nuclear Power Plant in particular, the continuing availability and operation of generating units, the ability of our generating units to continue to operate at, or near full capacity, our inability to accomplish or realize anticipated benefits from strategic goals (including the proposed transfer of nuclear generation assets and employees workforce factors), our ability to improve electric commodity margins and to experience growth in the distribution business, our ability to access the public securities and other capital markets, the outcome, cost and other effects of present and potential legal and administrative proceedings and claims related to the August 14, 2003 regional power outage, circumstances which may lead management to seek, or the Board of Directors to not grant, in each case in its sole discretion, authority for the implementation of a share repurchase program in the future, the risks and other factors discussed from time to time in our Securities and Exchange Commission filings, including our annual report on Form 10-K for the year ended December 31, 2004, and other similar factors. Dividends declared from time to time on FirstEnergy's common stock during any annual period may in aggregate vary from the indicated amounts due to circumstances considered by FirstEnergy's Board of Directors at the time of the actual declaration. FirstEnergy expressly disclaims any current intention to update any forward-looking statements contained herein as a result of new information, future events, or otherwise.

Affirmed on November 29, 2005

2005 Earnings Per Share (EPS)
(Reconciliation of GAAP to Non-GAAP)

	<u>Three Months</u> <u>Ended Sep. 30</u>	<u>Nine Months</u> <u>Ended Sep. 30</u>	<u>Annual</u> <u>Guidance</u>
Basic EPS (GAAP basis)	\$ 1.01	\$ 2.04	\$ 2.67 - \$2.82
Excluding Unusual Items:			
Gain on non-core asset sales	-	(0.07)	(0.07)
EPA settlement	-	0.04	0.04
NRC fine	-	0.01	0.01
JCP&L rate settlement	-	(0.05)	(0.05)
JCP&L arbitration decision	0.03	0.03	0.03
Ohio tax write-off	-	0.22	0.22
Basic EPS (non-GAAP basis)	<u>\$ 1.04</u>	<u>\$ 2.22</u>	<u>\$ 2.85 - \$3.00</u>

Issued Prior to November 29, 2005

**Reconciliation of 2005 Estimated Cash from Operating Activities (GAAP) to
Estimated Free Cash Flow (Non-GAAP) and Estimated Cash Generation (Non-GAAP)**
(in millions)

Net Cash from Operating Activities:	
GAAP Earnings Guidance	\$ 887 - \$937
Adjustments:	
Depreciation	578
Amortization of regulatory assets	1,277
Deferral of new regulatory assets	(381)
Deferred purchased power costs	(390)
Deferred income taxes and ITC, net	23
Conversion of off-balance sheet receivables financing to on-balance sheet	(155)
Ohio School Council's prepayment for electric service, net	220
Other, including changes in working capital	(27)
Net Cash from Operating Activities (GAAP)	\$ 2,057
Other Items:	
Capital expenditures	(1,005)
Nuclear fuel fabrication	(80)
Contributions to nuclear decommissioning trusts	(100)
Common stock dividends	(542)
Conversion of off-balance sheet receivables financing to on-balance sheet	155

Other, net		50
Free Cash Flow (Non-GAAP)	\$	535
Non-core asset sales		85
Cash Generation (Non-GAAP)	\$	620
<p>The GAAP to Non-GAAP reconciliation statements are available on the Investor Information section of FirstEnergy Corp.'s website at www.firstenergycorp.com/ir.</p>		

Issued November 29, 2005

**Reconciliation of 2005 Estimated Cash From Operating Activities (GAAP) to
Estimated Free Cash Flow (Non-GAAP) and Estimated Cash Generation (Non-GAAP)
(in millions)**

Net Cash from Operating Activities:

GAAP Earnings Guidance	\$ 875 - 925
Adjustments:	
Depreciation	590
Amortization of regulatory assets	1,250
Deferral of new regulatory assets	(370)
Deferred purchased power costs	(390)
Deferred income taxes and ITC, net	20
Pension contribution, net of taxes ¹	(330)
Conversion of off-balance sheet receivables financing to on-balance sheet	(155)
Ohio School Council's prepayment for electric service, net	220
Collateral call refunds	108
Other, including changes in working capital	99
Net Cash from Operating Activities (GAAP)	\$ 1,942
Other Items:	
Capital expenditures	(1,079)
Nuclear fuel fabrication	(80)
Contributions to nuclear decommissioning trusts	(100)
Common stock dividends	(543)
Pension contribution, net of taxes ²	330
Conversion of off-balance sheet receivables financing to on-balance sheet	155
Other, net	10
Free Cash Flow (Non-GAAP)	\$ 635
Pension contribution, net of taxes ²	(330)
Non-core asset sales	85
Cash generation (Non-GAAP)	\$ 390

¹ Voluntary pension contribution of \$300m - \$360m, net of taxes.

² On a Non-GAAP basis, "Free Cash Flow" was adjusted to exclude the pension contribution, net of taxes.

The GAAP to Non-GAAP reconciliation statements are available on the Investor Information section of FirstEnergy Corp.'s website at www.firstenergycorp.com/ir.



Guidance Provided Prior to November 29, 2005

Reconciliation of 2006 Estimated Cash from Operating Activities (GAAP) to
Estimated Free Cash Flow (Non-GAAP) and Estimated Cash Generation (Non-GAAP)
(in millions)

Net Cash from Operating Activities:

GAAP Earnings Guidance	\$ 1,120 - \$1,185
Adjustments:	
Depreciation	595
Amortization of regulatory assets	870
Deferral of new regulatory assets	(90)
Deferred purchased power costs	(380)
Deferred income taxes and ITC, net	(110)
Other, including changes in working capital	32
Net Cash from Operating Activities (GAAP)	\$ 2,070

Other Items:

Capital expenditures	(1,100)
Nuclear fuel fabrication	(160)
Common stock dividends	(570)
Other, net	40
Free Cash Flow (Non-GAAP)	\$ 280
Non-core asset sales	20
Cash Generation (Non-GAAP)	\$ 300

The GAAP to Non-GAAP reconciliation statements are available on the Investor Information section of FirstEnergy Corp.'s website at www.firstenergycorp.com/ir.

Issued November 29, 2005

**Reconciliation of 2006 Estimated Cash from Operating Activities (GAAP) to
Estimated Free Cash Flow (Non-GAAP) and Estimated Cash Generation (Non-GAAP)
(in millions)**

Net Cash from Operating Activities:

GAAP Earnings Guidance	\$ 1,135 - \$1,200
Adjustments:	
Depreciation	635
Amortization of regulatory assets	860
Deferral of new regulatory assets	(90)
RCP reliability deferrals	(150)
Deferred purchased power costs	(360)
Deferred income taxes and ITC, net	(20)
Collateral call refunds	70
Other, including changes in working capital	<u>4</u>
Net Cash from Operating Activities (GAAP)	2,117
Other Items:	
Capital expenditures	(1,116)
Nuclear fuel fabrication	(160)
Common stock dividends	(593)
Other, net	<u>(45)</u>
Free Cash Flow (Non-GAAP)	\$ 203
Non-core asset sales	80
JCP&L securitization ¹	<u>177</u>
Cash Generation (Non-GAAP)	\$ 460

¹ Potential securitization range of \$150m - \$200m.

The GAAP to Non-GAAP reconciliation statements are available on the Investor Information section of FirstEnergy Corp.'s website at www.firstenergycorp.com/ir.

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