

Edgar Filing: FIRSTENERGY CORP - Form 35-CERT

FIRSTENERGY CORP  
Form 35-CERT  
November 15, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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In the Matter of:

CERTIFICATE  
PURSUANT TO  
RULE 24

FirstEnergy Corp.  
Ohio Edison Company  
The Cleveland Electric  
Illuminating Company  
The Toledo Edison Company  
Pennsylvania Power Company

(File No. 70-10307)

(Public Utility Holding Company Act of 1935)

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This Certificate of Notification (the "Certificate") is filed by FirstEnergy Corp. ("FirstEnergy"), a registered holding company under the Public Utility Holding Company Act of 1935, as amended (the "Act"), and its subsidiaries named above, in connection with the transactions proposed in the Form U-1 Application-Declaration, as amended, in File No. 70-10307 (the "Application").

In the Application, Ohio Edison Company ("Ohio Edison"), Pennsylvania Power Company ("Penn Power"), The Cleveland Electric Illuminating Company ("Cleveland Electric") and The Toledo Edison Company ("Toledo Edison") requested authorization to acquire the promissory notes of FirstEnergy Generation Corp. ("FE GenCo"), an "exempt wholesale generator" under Section 32 of the Act, in consideration of FE GenCo's purchase of certain fossil and hydroelectric generating plants owned by Ohio Edison, Penn Power, Cleveland Electric and Toledo Edison (the "Utility Subsidiaries"). The transactions proposed in the Application were authorized by the Securities and Exchange Commission (the "Commission") by order dated October 19, 2005 (the "Order"). FirstEnergy hereby certifies that, on October 24, 2005, the Utility Subsidiaries complete the sale of their respective interests in the fossil and hydroelectric generating plants to FE GenCo and, in consideration therefor, received from FE GenCo, promissory notes in the following principal amounts:

Ohio Edison - \$979,502,480

Penn Power - \$125,411,440

Cleveland Electric - \$407,821,494

Toledo Edison - \$88,171,995

Included herewith as Exhibits F-1 and F-2 are "past tense" opinions of counsel.

S I G N A T U R E

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Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the undersigned companies have duly caused this Certificate to be signed on their behalves by the undersigned thereunto duly authorized.

FirstEnergy Corp.  
Ohio Edison Company  
The Cleveland Electric Illuminating Company  
The Toledo Edison Company  
Pennsylvania Power Company

By: /s/ Harvey L. Wagner

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

November 15, 2005