

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

FIRSTENERGY CORP  
Form U-9C-3  
November 26, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58 OF  
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

For the quarterly period ended September 30, 2002  
-----

FirstEnergy Corp. (File No. 70-09501)

-----  
(Name of Registered Holding Company)

76 South Main Street, Akron, Ohio 44308

-----  
(Address of Principal Executive Offices)

FirstEnergy Corp.

Quarterly Report Pursuant to Rule 58 of  
the Public Utility Holding Company Act of 1935

For the quarterly period ended September 30, 2002  
-----

Table of Contents

Item No.	Title	Page
1	Organization Chart	1-4
2	Issuances and Renewals of Securities and Capital Contributions	5
3	Associate Transactions	6-8
4	Summary of Aggregate Investment	9
5	Other Investments	10
6	Financial Statements and Exhibits:	
	A - Financial Statements	11-12
	B - Exhibits	13
	C - Certificate of FirstEnergy Corp.	13

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

Signature

14

Note: All dollar amounts shown in this Form U-9C-3 are expressed in

-----

thousands unless otherwise noted.

ITEM 1 - ORGANIZATION CHART

Name of Reporting Company -----	Energy (ERC) or Gas (GRC) Related Company -----	Date of Organization -----	Stat Organ -----
FirstEnergy Corp. (a)			
Ohio Edison Company (b)			
OES Fuel, Inc. (d)	ERC	12/16/1988	
FirstEnergy Ventures Corp. (b)			
Bay Shore Power Company (e)	ERC	01/26/1998	
Centerior Energy Services, Inc. (e)	ERC	06/01/1994	
Eastroc Technologies, LLC (c)	ERC	04/30/1996	
Engineered Processes, Ltd. (c)	ERC	12/30/1996	
Warrenton River Terminal, Ltd. (e)	ERC	09/03/1996	
FirstEnergy Facilities Services Group, LLC (b)			
Ancoma, Inc. (f)	ERC	04/20/1953	
Colonial Mechanical Corporation (f)	ERC	03/30/1972	
Dunbar Mechanical, Inc. (f)	ERC	07/16/1956	
Edwards Electrical & Mechanical, Inc. (f)	ERC	02/28/1968	
Elliot-Lewis Corporation (f)	ERC	04/01/1948	
A.A. Duckett, Inc.	ERC	03/01/1973	
Sautter Crane Rental, Inc.	ERC	12/10/1991	
E-L Enterprises, Inc.			
Modern Air Conditioning, Inc.	ERC	04/27/1965	
Airdex Air Conditioning Corporation	ERC	01/18/1995	
R.L. Anderson, Inc.	ERC	08/28/1961	
L.H. Cranston and Sons, Inc. (f)	ERC	01/02/1951	
Roth Bros., Inc. (f)	ERC	09/06/1947	
The Hattenbach Company (f)	ERC	03/21/1969	
R.P.C. Mechanical, Inc. (f)	ERC	04/21/1959	
Spectrum Controls Systems, Inc. (f)	ERC	04/18/1988	
Webb Technologies, Inc. (f)	ERC	11/03/1976	
FirstEnergy Solutions Corp. (b)	ERC	08/08/1997	
FirstEnergy Engineering, Inc. (g)	ERC	08/09/1996	
GPU Advanced Resources, Inc. (b)	ERC	09/13/1996	
GPU Diversified Holdings, LLC (b)	ERC	08/03/2000	
GPU Solar, Inc.	ERC	11/07/1997	
GPU Distributed Power, Inc. *	ERC	02/29/2000	

\* Inactive

\*\* Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

ITEM 1 - ORGANIZATION CHART (Continued)

Name of Reporting Company	Energy (ERC) Energy (ERC) or Gas (GRC) Related Company	Date of Organization	Stat Organ
-----			
FirstEnergy Corp. (a) (Continued)			
-----			
The Alliance Participants Administrative and Startup Activities Company, LLC (c)	ERC	12/22/2000	
PowerSpan Corp. (c)	ERC	05/01/1997	
Kinetic Ventures I, LLC (c)	ERC	04/15/1997	
Kinetic Ventures II, LLC (c)	ERC	12/07/1999	
Nth Power Technologies II, LLC (c)	ERC		
Active Power, Inc. (c)	ERC		
Utility.com, Inc. (c) *	ERC		
Automated Power Exchange, Inc. (c)	ERC		

\* Inactive

\*\* Set forth the percentage of interest held directly or indirectly by FirstEnergy Corp.

ITEM 1 - ORGANIZATION CHART (Continued)

- (a) FirstEnergy Corp., a registered holding company, holds securities directly or indirectly in the energy-related companies set below its name.
- (b) These companies are direct wholly owned subsidiaries of FirstEnergy Corp.
- (c) FirstEnergy Corp. owns an interest directly or indirectly in these energy-related companies or venture capital funds set below its name.
- (d) This company is direct wholly owned subsidiary of Ohio Edison Company.
- (e) These companies are direct wholly owned subsidiaries of FirstEnergy Ventures Corp.
- (f) These companies are direct wholly owned subsidiaries of FirstEnergy

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

Facilities Services Group, LLC.

- (g) This company is direct wholly owned subsidiary of FirstEnergy Solutions Corp.
- (h) This subsidiary finances and manages fuel inventories.
- (i) This subsidiary provides HVAC equipment installation and services, facilities management, and energy management.
- (j) This subsidiary owns and operates a petroleum coke disposal facility that will supply steam for the Bay Shore Power Plant and to BP Amoco Corporation.
- (k) This subsidiary provides various consulting services related to energy management and procurement.
- (l) This subsidiary holds the patent on plaster, which is manufactured using the by-products of coal-fired generation facilities.
- (m) This subsidiary owns facilities for the transloading of bulk materials (primarily coal) on the Ohio River. The coal is in part used by the FirstEnergy Operating Companies at various generation facilities.
- (n) This subsidiary provides crane rental services.
- (o) This subsidiary provides refrigeration sales and services to commercial entities.
- (p) This subsidiary engages in the brokering and marketing of energy commodities.
- (q) This entity was created to manage the financial and other affairs of the ten members of the Alliance Regional Transmission Organization.
- (r) This company was formed to utilize advanced technology to reduce emissions of NOx, SO2 and particulate matter from utility generation facilities.
- (s) This venture capital fund is focus on early stage companies involved in energy-related fields and technology.
- (t) This venture capital fund is focus on emerging technologies in the global energy industry.
- (u) This company is a developer of flywheel energy storage system for use in uninterruptible power supply and other power quality applications.
- (v) This subsidiary was formed to engage in energy services and retail energy sales.
- (w) This energy-related company holds securities directly in the energy-related company set below its name.
- (x) This subsidiary is involved in the development and commercialization of photovoltaics. (y) This subsidiary provides engineering services.

3

ITEM 1 - ORGANIZATION CHART (Continued)

Narrative Description of Activities for Reporting Period  
-----

On July 31, 2002, Penn Power Energy, Inc. merged into its parent, FirstEnergy Solutions Corp.

4

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

Company Issuing Security	Type of Security Issued	Principal Amount of Security	Issue or Renewal	Cost of Capital	Company to whom Security was Issued	Collateral Given with Security	for
--------------------------	-------------------------	------------------------------	------------------	-----------------	-------------------------------------	--------------------------------	-----

None.

Company Contributing Capital	Company Receiving Capital	Amount of Capital Contribution
FirstEnergy Corp.	Bay Shore Power Company	\$11,100

Note: The information provided in Item 2 presents the activities of the reporting period only.

ITEM 3 - ASSOCIATE TRANSACTIONS

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies

Reporting Company Rendering Services	Associate Company Receiving Services	Types of
Warrenton River Terminal, Ltd.	FirstEnergy Solutions Corp.	Loading, un of petcoke
Warrenton River Terminal, Ltd.	FirstEnergy Generation Corp.	Loading, un of coal
Centerior Energy Services, Inc.	FirstEnergy Solutions Corp.	Energy cons
Bay Shore Power Company	FirstEnergy Generation Corp.	Sale of ste
Bay Shore Power Company	FirstEnergy Generation Corp.	Sale of pet
OES Fuel, Inc.	Ohio Edison Company	Leasing of
OES Fuel, Inc.	Pennsylvania Power Company	Leasing of
Dunbar Mechanical, Inc.	FirstEnergy Generation Corp.	HVAC equipm and service

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

Dunbar Mechanical, Inc.	The Toledo Edison Company	HVAC service
Dunbar Mechanical, Inc.	FirstEnergy Nuclear Operating Company	HVAC service
Roth Bros., Inc.	Ohio Edison Company	HVAC service
Roth Bros., Inc.	FirstEnergy Properties, Inc.	HVAC service

6

ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies (Continued)

Reporting Company Rendering Services -----	Associate Company Receiving Services -----	Types of -----
Roth Bros., Inc.	FirstEnergy Nuclear Operating Company	HVAC service
Roth Bros., Inc.	The Cleveland Electric Illuminating Co.	HVAC service
Roth Bros., Inc.	FirstEnergy Generation Corp.	HVAC service
FirstEnergy Solutions Corp.	Ohio Edison Company	Sale of na
FirstEnergy Solutions Corp.	Pennsylvania Power Company	Sale of na
FirstEnergy Solutions Corp.	The Toledo Edison Company	Sale of na
Elliot-Lewis Corporation	Jersey Central Power & Light Company	Crane rent
Elliot-Lewis Corporation	Metropolitan Edison Company	Crane rent
Elliot-Lewis Corporation	Pennsylvania Electric Company	HVAC service

Note: The information provided in Item 3 presents the activities of the reporting period only caption "Total Amount Billed" are being filed pursuant to request for confidential treatment

7

ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

Associate Company Rendering Services	Reporting Company Receiving Services	Types of
-----	-----	-----
GPU Service, Inc.	GPU Diversified Holdings LLC	Legal and administrative services GPU Diversified Holdings LLC
GPU Service, Inc.	GPU Advanced Resources, Inc.	Legal and administrative services GPU Advanced Resources, Inc.
FirstEnergy Service Co.	Warrenton River Terminal, Ltd.	General and administrative services
FirstEnergy Service Co.	Bay Shore Power Company	General and administrative services
FirstEnergy Generation Co.	Bay Shore Power Company	Consumption of emissions allowances
FirstEnergy Generation Co.	Bay Shore Power Company	Sale of fuel
FirstEnergy Generation Co.	Bay Shore Power Company	Plant operation and maintenance services

Note: The information provided in Item 3 presents the activities of the reporting period only. The caption "Total Amount Billed" are being filed pursuant to request for confidential treatment.

8

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

Total average consolidated capitalization as of	September 30, 2002	\$21,161,934
	-----	
Total capitalization multiplied by 15% (line 1 multiplied by 0.15)		3,174,290
Greater of \$50 million or line 2		\$3,174,290
Total current aggregate investment:		
(categorized by major line of energy-related business)		
Development and commercialization of photovoltaics (Category II)		1,560
Energy services and retail energy sales (Category V)		25,900
Production, conversion, sale and distribution of thermal energy products (Category VI)		27,500
Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII)		1,810
Fuel transportation, handling and storage facilities (Category IX)		50

Total current aggregate investment

Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4)

Note: The caption "Total average consolidated capitalization" includes total common equity, preferred stock (due within one year), long-term debt (including amounts due within one year) and short-term debt.

The caption "Total current aggregate investment" includes all amounts invested in energy-related companies on or after the date of effectiveness of Rule 58 (March 24, 1999) or after the date of registration as a holding company (November 7, 2001) for which there is recourse, directly or indirectly, by the holding company or any subsidiary company thereof. The amounts do not include purchase accounting adjustments.

9

ITEM 5 - OTHER INVESTMENTS

Major Line of Energy-Related Business	Aggregate Investment as of June 30, 2002	Change in Investment During Reporting Period
Energy management services (Category I)	\$ 18,766 (1)	\$ -
Development and commercialization of electrotechnologies (Category II)	29,480 (2)	-
Energy services and retail energy sales (Category V)	44,058 (3)	-
Production, conversion, sale and distribution of thermal energy products (Category VI)	58,250 (4)	11,100
Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII)	248,428 (5)	-
Fuel transportation, handling and storage facilities (Category IX)	4,959 (6)	-
Development and commercialization of technologies that utilize coal waste by-products (Category X)	46 (7)	-



Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

- (1) Includes \$18,766 that was invested in energy-related companies, prior to FirstEnergy Corp. (November 7, 2001).
- (2) Includes \$27,920 that was invested in energy-related companies, prior to FirstEnergy Corp. (November 7, 2001).
- (3) Includes \$18,158 that was invested in energy-related companies, prior to FirstEnergy Corp. (November 7, 2001).
- (4) Includes \$41,850 that was invested in energy-related companies, prior to FirstEnergy Corp. (November 7, 2001).
- (5) Includes \$246,618 that was invested in energy-related companies, prior to FirstEnergy Corp. (November 7, 2001).
- (6) Includes \$4,909 that was invested in energy-related companies, prior to FirstEnergy Corp. (November 7, 2001).
- (7) Includes \$46 that was invested in energy-related companies, prior to FirstEnergy Corp. (November 7, 2001).

10

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

-----

- A-1 Financial statements of FirstEnergy Solutions Corp. for the quarter ended September 30, 2002.
- A-2 Financial statements of GPU Advanced Resources, Inc. for the quarter ended September 30, 2002.
- A-3 Financial statements of GPU Diversified Holdings LLC for the quarter ended September 30, 2002.
- A-4 Financial statements of OES Fuel, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-5 Financial statements of Bay Shore Power Company for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-6 Financial statements of Centerior Energy Services, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-7 Financial statements of Warrenton River Terminal, Ltd. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-8 Financial statements of Ancoma, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-9 Financial statements of Colonial Mechanical Corporation for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-10 Financial statements of Dunbar Mechanical, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

- A-11 Financial statements of Edwards Electrical & Mechanical, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-12 Financial statements of Elliot-Lewis Corporation for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-13 Financial statements of L.H. Cranston and Sons, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-14 Financial statements of Roth Bros., Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-15 Financial statements of The Hattenback Company for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.

11

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

A. Financial Statements (Continued)

-----

- A-16 Financial statements of R.P.C. Mechanical, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-17 Financial statements of Spectrum Controls Systems, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-18 Financial statements of Webb Technologies, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.
- A-19 Financial statements of GPU Solar, Inc. for the quarter ended September 30, 2002. - filed pursuant to request for confidential treatment.

12

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

B. Exhibits

-----

Contracts Required by Item 3

-----

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

- B-1 Contract between GPU Service, Inc. and GPU Advanced Resources, Inc. to provide legal and certain general and administrative services - incorporated by reference to Exhibit B-13 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 1997.
- B-2 Stockholders Agreement made and entered into as of January 7, 1998 by and among GPU International, Inc., AstroPower, Inc. and GPU Solar, Inc. (in connection with the sale of GPU International, Inc. on December 22, 2000, the Stockholders Agreement was amended such that GPU International, Inc. transferred its interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-12 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.
- B-3 Amendment No. 1 to Stockholders Agreement made and entered into as of December 1, 2000 by and among GPU International, Inc., AstroPower, Inc., GPU Diversified Holdings LLC and GPU Solar, Inc. (this amendment essentially transferred GPU International, Inc.'s interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-13 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.
- B-4 Contract between GPU Service, Inc. and GPU Diversified Holdings LLC to provide legal and certain general and administrative services. - incorporated by reference to Exhibit B-4 to GPU's Quarterly Report on Form U-9C-3 for the period ended June 30, 2001.

Note: Services rendered by Dunbar Mechanical, Inc. and Roth Bros., Inc. to their associate companies are provided pursuant to purchase order contracts.

C. Certificate of FirstEnergy Corp.  
-----

13

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

Edgar Filing: FIRSTENERGY CORP - Form U-9C-3

and Chief Accounting Officer  
(Principal Accounting Officer)

14