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FIRSTENERGY CORP
Form U-9C-3
March 28, 2003

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 December 31, 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 December 31, 2002

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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 ----- |
|--|--|----------------------------------|
| FirstEnergy Corp. (a) ----- | | |
| FirstEnergy Ventures Corp. (b) | | |
| Bay Shore Power Company (d) | ERC | 01/26/1998 |
| Centerior Energy Services, Inc. (d) | ERC | 06/01/1994 |
| Eastroc Technologies, LLC (c) | ERC | 04/30/1996 |
| Engineered Processes, Ltd. (c) | ERC | 12/30/1996 |
| Warrenton River Terminal, Ltd. (d) | ERC | 09/03/1996 |
| FirstEnergy Facilities Services Group, LLC (b) | | |
| Ancoma, Inc. (e) | ERC | 04/20/1953 |
| Colonial Mechanical Corporation (e) | ERC | 03/30/1972 |
| Dunbar Mechanical, Inc. (e) | ERC | 07/16/1956 |
| Edwards Electrical & Mechanical, Inc. (e) | ERC | 02/28/1968 |
| Elliot-Lewis Corporation (e) | 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. (e) | ERC | 01/02/1951 |
| Roth Bros., Inc. (e) | ERC | 09/06/1947 |
| The Hattenbach Company (e) | ERC | 03/21/1969 |
| R.P.C. Mechanical, Inc. (e) | ERC | 04/21/1959 |

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| | | |
|-------------------------------------|-----|------------|
| Spectrum Controls Systems, Inc. (e) | ERC | 04/18/1988 |
| Webb Technologies, Inc. (e) | ERC | 11/03/1976 |
| FirstEnergy Solutions Corp. (b) | ERC | 08/08/1997 |
| FirstEnergy Engineering, Inc. (f) | 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.

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ITEM 1 - ORGANIZATION CHART (Con

| Name of Reporting Company | Energy (ERC) or Gas (GRC) Related Company | Date of Organization |
|---|---|-------------------------|
| ----- | ----- | ----- |
| 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 C

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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) These companies are direct wholly owned subsidiaries of FirstEnergy Ventures Corp.
- (e) These companies are direct wholly owned subsidiaries of FirstEnergy Facilities Services Group, LLC.
- (f) This company is direct wholly owned subsidiary of FirstEnergy Solutions Corp.
- (g) This subsidiary provides HVAC equipment installation and services, facilities management, and energy management.
- (h) 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.
- (i) This subsidiary provides various consulting services related to energy management and procurement.
- (j) This subsidiary holds the patent on plaster, which is manufactured using the by-Products of coal-fired generation facilities.
- (k) 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.
- (l) This subsidiary provides crane rental services.
- (m) This subsidiary provides refrigeration sales and services to commercial entities.
- (n) This subsidiary engages in the brokering and marketing of energy commodities.
- (o) This entity was created to manage the financial and other affairs of the ten members of the Alliance Regional Transmission Organization.
- (p) This company was formed to utilize advanced technology to reduce emissions of NOx, SO2 and particulate matter from utility generation facilities.
- (q) This venture capital fund is focus on early stage companies involved in energy-related fields and technology.
- (r) This venture capital fund is focus on emerging technologies in the global energy industry.
- (s) This company is a developer of flywheel energy storage system for use in uninterruptible power supply and other power quality applications.
- (t) This subsidiary was formed to engage in energy services and retail energy sales.

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- (u) This energy-related company holds securities directly in the energy-related company set below its name.
- (v) This subsidiary is involved in the development and commercialization of photovoltaics.
- (w) This subsidiary provides engineering services. 3

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ITEM 1 - ORGANIZATION CHART (Continued)

Narrative Description of Activities for Reporting Period

On November 27, 2002, OES Fuel, Inc. merged into its parent, Ohio Edison Company.

On December 15, 2002, FirstEnergy Corp. has reached an agreement to sell Webb Technologies, Inc. and Colonial Mechanical Corporation to the Howard Webb Sr. family. The sale was completed on January 15, 2003.

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ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

| Company Issuing Security ----- | Type of Security Issued ----- | Principal Amount of Security ----- | Issue or Renewal ----- | Cost of Capital ----- | Company to whom Security was Issued ----- |
|-----------------------------------|--|---|------------------------------|-----------------------------|---|
| None. | | | | | |
| | | Company Contributing Capital ----- | | | Company Receiving Capital ----- |
| | | FirstEnergy Corp. FirstEnergy Corp. FirstEnergy Corp. | | | Bay Shore Power Company Webb Technologies, Inc. L. H. Cranston and Sons, Inc. |

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

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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 |
|---|---|--------------------|
| Warrenton River Terminal, Ltd. | FirstEnergy Generation Corp. | Loading of coal |
| Centerior Energy Services, Inc. | FirstEnergy Solutions Corp. | Energy |
| Bay Shore Power Company | FirstEnergy Generation Corp. | Sale of |
| Dunbar Mechanical, Inc. | FirstEnergy Generation Corp. | HVAC eq and ser |
| Dunbar Mechanical, Inc. | The Toledo Edison Company | HVAC se |
| Dunbar Mechanical, Inc. | FirstEnergy Nuclear Operating Company | HVAC se |
| Roth Bros., Inc. | Ohio Edison Company | HVAC se |
| Roth Bros., Inc. | FirstEnergy Properties, Inc. | HVAC se |
| Roth Bros., Inc. | FirstEnergy Nuclear Operating Company | HVAC se |
| Roth Bros., Inc. | The Cleveland Electric Illuminating Co. | HVAC se |
| Roth Bros., Inc. | FirstEnergy Generation Corp. | HVAC se |

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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 |
|---|---|-------|
|---|---|-------|

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| | | |
|-----------------------------|--------------------------------------|-----------------|
| FirstEnergy Solutions Corp. | Ohio Edison Company | Natural operati |
| FirstEnergy Solutions Corp. | Pennsylvania Power Company | Natural operati |
| FirstEnergy Solutions Corp. | The Toledo Edison Company | Sale of operati |
| Elliot-Lewis Corporation | Jersey Central Power & Light Company | HVAC se |
| Elliot-Lewis Corporation | Metropolitan Edison Company | Crane r |
| Sautter Crane Rental, Inc. | Jersey Central Power & Light Company | Crane r |
| Sautter Crane Rental, Inc. | Metropolitan Edison Company | Crane r |

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.

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ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

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

| Reporting Company Rendering Services | Associate Company Receiving Services | Types |
|---|---|------------------------------|
| ----- | ----- | ----- |
| GPU Service, Inc. | GPU Diversified Holdings LLC | Legal and adminis GPU Div |
| GPU Service, Inc. | GPU Advanced Resources, Inc. | Legal and adminis GPU Adv |
| FirstEnergy Service Co. | Warrenton River Terminal, Ltd. | General |
| FirstEnergy Generation Co. | Bay Shore Power Company | Consump of emis |
| FirstEnergy Generation Co. | Bay Shore Power Company | Sale of |
| FirstEnergy Generation Co. | Bay Shore Power Company | Plant o service |

Note: The information provided in Item 3 presents the activities of the

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reporting period only. The amounts required under the caption "Total Amount Billed" are being filed pursuant to request for confidential treatment.

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ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

| | |
|--|-----------|
| Total average consolidated capitalization as of December 31, 2002 | \$22,971, |
| ----- | |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) Greater of \$50 million or line 2 | |
| \$3,445,758 Line 3 | |
| Total current aggregate investment: (categorized by major line of energy-related business) | |
| Development and commercialization of photovoltaics (Category II) | 1, |
| Energy services and retail energy sales (Category V) | 25, |
| Production, conversion, sale and distribution of thermal energy products (Category VI) | 29, |
| Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII) | 3, |
| Fuel transportation, handling and storage facilities (Category IX) | ----- |
| 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 amounts due within one year), long-term debt (including amounts due within one year) and

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

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ITEM 5 - OTHER INVESTMENTS

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| Major Line of Energy-Related Business ----- | Aggregate Investment as of September 30, 2002 ----- | Change in Inves During Reporting ----- |
|---|---|--|
| Energy management services (Category I) | \$ 18,766 (1) | \$(17,000) |
| 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) | 69,350 (4) | 1,563 |
| Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII) | 248,428 (5) | 1,485 |
| 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) | - |

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ITEM 5 - OTHER INVESTMENTS (Continued)

- (1) Includes \$18,766 that was invested in energy-related companies, prior to FirstEnergy Corp. registered as a holding company (November 7, 2001).
- (2) Includes \$27,920 that was invested in energy-related companies, prior to FirstEnergy Corp. registered as a holding company (November 7, 2001).
- (3) Includes \$18,158 that was invested in energy-related companies, prior to FirstEnergy Corp. registered as a holding company (November 7, 2001).

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- (4) Includes \$41,850 that was invested in energy-related companies, prior to FirstEnergy Corp. registered as a holding company (November 7, 2001).
- (5) Includes \$246,618 that was invested in energy-related companies, prior to FirstEnergy Corp. registered as a holding company (November 7, 2001).
- (6) Includes \$4,909 that was invested in energy-related companies, prior to FirstEnergy Corp. registered as a holding company (November 7, 2001).
- (7) Includes \$46 that was invested in energy-related companies, prior to FirstEnergy Corp. registered as a holding company (November 7, 2001).

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

- A-1 Financial statements of FirstEnergy Solutions Corp. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-2 Financial statements of GPU Advanced Resources, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-3 Financial statements of GPU Diversified Holdings LLC - not required for the last quarterly period of the registered holding company's fiscal year.
- A-4 Financial statements of Bay Shore Power Company - not required for the last quarterly period of the registered holding company's fiscal year.
- A-5 Financial statements of Centerior Energy Services, Inc - not required for the last quarterly period of the registered holding company's fiscal year.
- A-6 Financial statements of Warrenton River Terminal, Ltd. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-7 Financial statements of Ancoma, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-8 Financial statements of Colonial Mechanical Corporation - not required for the last quarterly period of the registered holding company's fiscal year.
- A-9 Financial statements of Dunbar Mechanical, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-10 Financial statements of Edwards Electrical & Mechanical, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-11 Financial statements of Elliot-Lewis Corporation - not required for the last quarterly period of the registered holding company's fiscal year.
- A-12 Financial statements of L.H. Cranston and Sons, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-13 Financial statements of Roth Bros., Inc. - not required for the last quarterly period of the registered holding company's fiscal year.

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

A. Financial Statements (Continued)

- A-14 Financial statements of The Hattenbach Company - not required for the last quarterly period of the registered holding company's fiscal year.
- A-15 Financial statements of R.P.C. Mechanical, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-16 Financial statements of Spectrum Controls Systems, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-17 Financial statements of Webb Technologies, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-18 Financial statements of GPU Solar, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

B. Exhibits

Contracts Required by Item 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

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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.

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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.

March 28, 2003

By: /s/ Harvey L. Wagner

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

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