OHIO EDISON CO
Form 424B5
June 13, 2013
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Registration Nos. 333-187692 and 333-187692-01 through -06

Prospectus Supplement to Prospectus, dated June 12, 2013

$444,922,000

FirstEnergy Ohio PIRB Special Purpose Trust 2013

Issuing Entity

Pass-Through Trust Certificates

CEI Funding LLC **OE Funding LLC** **TE Funding LLC**
Issuers of the Phase-In-Recovery Bonds

The Cleveland Electric Illuminating Company

Ohio Edison Company **The Toledo Edison Company**
Sponsors, Sellers, Initial Servicers and Depositors

Tranche	Expected Weighted Average Life (Years)	Principal Amount Issued	Certificate Interest Rate	Price to Public	Underwriting Discounts and Commissions	Proceeds to Issuing Entity (Before Expenses)	Scheduled Final Distribution Date	Final Maturity Date
A-1	1.60	$ 111,971,000	0.679%	99.9999%	0.50%	99.4999%	1/15/2017	1/15/2019
A-2	5.07	$ 70,468,000	1.726%	99.9954%	0.50%	99.4954%	1/15/2020	1/15/2022
A-3	13.70	$ 262,483,000	3.450%	99.9979%	0.50%	99.4979%	1/15/2034	1/15/2036

The total price to the public is $444,913,134. The total amount of the underwriting discounts and commissions is $2,224,610. The total amount of proceeds to the issuing entity after underwriting discounts and commissions and before deduction of expenses is $442,688,524.

Investing in the pass-through trust certificates involves risks. Please read Risk Factors beginning on page 16 of the accompanying prospectus.

FirstEnergy Ohio PIRB Special Purpose Trust 2013, referred to herein as the **issuing entity**, is offering $444,922,000 of pass-through trust certificates in three tranches, designated A-1, A-2 and A-3, referred to herein as the **certificates**. The certificates will represent fractional undivided beneficial interests in the phase-in-recovery bonds, collectively referred to herein as the **bonds**, of CEI Funding LLC, a wholly-owned subsidiary of The Cleveland Electric Illuminating Company, OE Funding LLC, a wholly-owned subsidiary of Ohio Edison Company, and TE Funding LLC, a wholly-owned subsidiary of The Toledo Edison

Company and other specified property of the issuing entity constituting **trust property**. CEI Funding LLC, OE Funding LLC and TE Funding LLC are collectively referred to herein as the **bond issuers**. The bonds will be 100% owned by the issuing entity. The issuing entity will grant to the certificate trustee, for the benefit of the certificateholders, a lien on the bonds of each bond issuer and other trust property. The Cleveland Electric Illuminating Company, Ohio Edison Company and The Toledo Edison Company are the **sellers** of the phase-in-recovery properties (described below) and will serve as the **initial servicers** with regard to the bonds.

Each of the bonds will be secured primarily by the right to impose, charge and collect irrevocable nonbypassable usage-based charges payable by retail electric customers in the service territories of The Cleveland Electric Illuminating Company, Ohio Edison Company and The Toledo Edison Company, as the case may be. Each of the bonds will be a non-recourse obligation of CEI Funding LLC, OE Funding LLC or TE Funding LLC, as the case may be. Neither the bonds nor the certificates will be legal obligations of CEI, OE or TE, as the sponsors, sellers, initial servicers and depositors.

Payment on the bonds of each bond issuer and thus payment on the certificates will be supported by credit enhancement consisting principally of a semiannual true-up adjustment of phase-in-recovery charges intended to ensure recovery of amounts sufficient to timely pay scheduled principal and interest and other approved financing costs and amounts available in the capital subaccount under each bond indenture to the extent there are insufficient funds in the general subaccount and excess funds subaccount to pay interest and principal on the bonds.

Neither the certificates, the bonds nor the phase-in-recovery property securing the bonds is an obligation of the State of Ohio, the Public Utilities Commission of Ohio, or any political subdivision, governmental agency, authority or instrumentality of the State of Ohio or of FirstEnergy Corp., The Cleveland Electric Illuminating Company, Ohio Edison Company or The Toledo Edison Company or any of their respective affiliates, except for the bond issuers and the issuing entity.

Neither the full faith and credit nor the taxing power of the State of Ohio, nor the Public Utilities Commission of Ohio, nor any political subdivision, agency, authority or instrumentality of the State of Ohio is pledged to the payment of principal of, or interest on, the certificates or the bonds, or the payments securing the bonds. Furthermore, neither the State of Ohio, nor the Public Utilities Commission of Ohio, nor any political subdivision, agency, authority or instrumentality of the State of Ohio will appropriate any funds for the payment of any of the certificates or the bonds.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The underwriters expect to deliver the certificates through the book-entry facilities of The Depository Trust Company against payment in immediately available funds on or about June 20, 2013. Each certificate will be entitled to interest on January 15 and July 15 of each year. The first scheduled payment date is January 15, 2014. Interest will accrue from June 20, 2013 and must be paid by the purchaser if the certificates are delivered after that date. There currently is no secondary market for the certificates, and we cannot assure you that one will develop.

Joint Bookrunning Managers

Citigroup **Credit Agricole Securities** **Goldman, Sachs & Co.**

Co-Managers

Barclays **BofA Merrill Lynch** **RBS**

Prospectus Supplement dated June 12, 2013

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PROSPECTUS SUPPLEMENT

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PROSPECTUS

Until 90 days after the date of this prospectus supplement, all dealers that effect transactions in these securities, whether or not participating in the offering described in this prospectus supplement, may be required to deliver a prospectus supplement and prospectus. This is in addition to the dealers obligation to deliver a prospectus supplement and prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

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READING THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This prospectus supplement and the accompanying prospectus provide information about us, the certificates, the bonds, the bond issuers and The Cleveland Electric Illuminating Company, Ohio Edison Company and The Toledo Edison Company, as the **Ohio Companies, sponsors**, **sellers**, **initial servicers** and **depositors**.

The specific terms of the certificates are contained in this prospectus supplement. The accompanying prospectus provides general information about the certificates. You should read both of these documents in full before buying the certificates.

References in this prospectus supplement and the accompanying prospectus to the terms **we**, **us**, **our** or the **issuing entity** mean FirstEnergy Ohio PIRB Special Purpose Trust 2013, the entity which will issue the certificates. References to the **pass-through trust certificates** or the **certificates**, unless the context otherwise requires, means the trust certificates offered pursuant to this prospectus supplement. References to the **certificateholders** or the **holders**, unless the context otherwise requires, means the registered holders of the certificates. References to the **bond issuers** refer to CEI Funding LLC, OE Funding LLC and TE Funding LLC, as the case may be. References to the **phase-in-recovery bonds** or the **bonds** refer to the phase-in-recovery bonds issued by the bond issuers. The Ohio Companies are also sometimes referred to respectively as CEI, OE and TE. FirstEnergy Corp., the parent of the Ohio Companies, is referred to herein and in the accompanying prospectus as **FirstEnergy**. References to the **Securitization Act** refer to Sections 4928.23 through 4928.2318 of the Ohio Revised Code, passed by the Ohio House of Representatives and the Ohio Senate in December 2011, and effective March 2012, which Securitization Act created the regulatory structure that allows electric utilities to issue bonds to securitize certain phase-in costs. Unless the context otherwise requires, the term **customer** or **retail customer** means a retail end user of electricity and related services provided by a retail electric service provider via the transmission and distribution system of an electric distribution utility. References to the **Ohio commission** or the **PUCO** refer to the Public Utilities Commission of Ohio. You can find a glossary of certain defined terms used in this prospectus supplement and the accompanying prospectus on page 110 of the accompanying prospectus.

We have included cross-references to sections in this prospectus supplement and the accompanying prospectus where you can find further related discussions.

You should rely only on information about the certificates provided in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not offering to sell the certificates in any jurisdiction where the offer or sale is not permitted. The information in this prospectus supplement is current only as of the date of this prospectus supplement.

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SUMMARY OF THE TERMS

The following section is a summary of selected information and will not provide you with all the information you will need to make your investment decision. You will find a detailed description of the offering of the certificates following this summary. To understand all of the terms of this offering of the certificates, carefully read the entire prospectus supplement and accompanying prospectus. This prospectus supplement and the accompanying prospectus contain terms, appearing in bold text at their first usage, that are specific to the regulated utility industry and to the certificates and may be technical in nature. Please refer to the Glossary of Defined Terms.

Securities Offered

$444,922,000 FirstEnergy Ohio PIRB Special Purpose Trust 2013 Pass-Through Trust Certificates. The certificates offered will be issued in three tranches, tranche A-1, tranche A-2 and tranche A-3. No other tranches will be offered in this transaction.

Each tranche of certificates will represent fractional undivided beneficial interests in the bonds of each of the bond issuers and other trust property. Holders of each tranche of certificates will receive payments received by the issuing entity on the corresponding tranche of bonds of each bond issuer, which will be the primary source of distributions on a tranche of certificates. Please read Description of the Certificates and Description of the Bonds in this prospectus supplement and the accompanying prospectus. The issuing entity will be the initial sole holder of all of the bonds. While it is expected that the issuing entity will be at all times the sole holder of all of the bonds, it is possible that one or more bonds could be sold as a result of an event of default.

Issuing Entity and Capital Structure

FirstEnergy Ohio PIRB Special Purpose Trust 2013.

The issuing entity was formed by the bond issuers on May 7, 2013 specifically for the purpose of purchasing the bonds from the bond issuers and issuing the certificates offered hereby. The issuing entity is a Delaware statutory trust. The principal assets of the issuing entity will be the bonds. The declaration of trust does not permit the issuing entity to engage in any activities other than acquiring the bonds, holding the bonds, issuing the certificates and engaging in other related activities. The issuing entity may not issue additional certificates other than in connection with transfers, exchanges or replacements permitted under the certificate indenture.

Each bond issuer will be capitalized by an upfront cash deposit by CEI, in the case of CEI Funding LLC, OE, in the case of OE Funding LLC and TE, in the case of TE Funding LLC, of 0.50% or, in the case of TE Funding LLC, 1.75% of the initial principal amount of the bonds of the related bond issuer (to be held in the capital subaccount) and will have an excess funds subaccount to retain, until the next payment date, any amounts collected remaining after all payments on the bonds have been made (and otherwise in accordance with the priority of payments). Please read How Funds In The Collection Account Will Be Allocated in this prospectus supplement.

Relationship with the PUCO

Pursuant to the financing order:

- the PUCO or its designated representative has a decision-making role co-equal with the sponsors with respect to the structuring

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and pricing of the certificates and all matters related to the structuring and pricing of the certificates will be determined through a joint decision of the sponsors and the PUCO or its designated representative or financial advisor;

the PUCO s financial advisor will participate fully in all plans and decisions related to the pricing, marketing and structuring of the bonds and certificates and will be provided timely information as necessary to fulfill its obligation to advise the PUCO in a timely manner but makes no representations as to any of the information contained herein; and

the servicers will file periodic adjustments to the phase-in- recovery charges with the PUCO on our and the bond issuers behalf.

The bond issuers have agreed that certain reports concerning phase-in-recovery charge collections will be provided to the PUCO.

Our Address	c/o FirstEnergy Corp.
76 South Main Street Akron, Ohio 44308	
Our Telephone Number	(800) 736-3402
Bond Issuers	CEI Funding LLC, or **CEI Funding**, OE Funding LLC, or **OE Funding**, and TE Funding LLC, or **TE Funding**. The address of the bond issuers is c/o FirstEnergy Service Company, 76 South Main Street, Akron, Ohio 44308. The telephone number of the bond issuers is (800) 736-3402.
Trustees	U.S. Bank Trust National Association, a national banking association, will serve as the Delaware trustee of the issuing entity and U.S. Bank National Association, a national banking association, will serve as trustee under the certificate indenture and each bond indenture. Please read The Trustees in this prospectus supplement for a description of certain of the trustee s relevant prior experience and The Trustees in the accompanying prospectus for a description of the trustee s duties and responsibilities as certificate trustee under the certificate indenture and as bond trustee under each bond indenture. The Ohio Companies will serve as administrative trustees of the issuing entity under the declaration of trust.
Purpose of the Offering	The issuance of the bonds and the certificates is intended to enable the sponsors to recover certain previously approved costs, referred to as **phase-in costs**, on terms more favorable to customers than would be achievable through the recovery methods previously approved by the PUCO. Please read The Securitization Act in the accompanying prospectus.

Phase-In-Recovery Property	The phase-in-recovery property of each bond issuer generally consists of its irrevocable right to impose, charge and collect nonbypassable

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	usage-based phase-in-recovery charges from retail electric customers in its sponsor s service territory. Each bond issuer will purchase its phase-in-recovery property from its seller. See The Phase-In- Recovery Property in this prospectus supplement and Description of the Phase-In-Recovery Property in the accompanying prospectus.
Sponsors, Sellers, Initial Servicers and Depositors	The Cleveland Electric Illuminating Company, or **CEI**, is a public electric utility, which provides regulated electric distribution services in northeastern Ohio, and a wholly-owned subsidiary of FirstEnergy.
	Ohio Edison Company, or **OE**, is a public electric utility, which provides regulated electric distribution services in central and northeastern Ohio, and a wholly-owned subsidiary of FirstEnergy.
	The Toledo Edison Company, or **TE**, is a public electric utility, which provides regulated electric distribution services in northwestern Ohio, and a wholly-owned subsidiary of FirstEnergy.
	Each of the Ohio Companies has an address at 76 South Main Street, Akron, Ohio 44308. The telephone number of the sponsors, sellers, initial servicers and depositors is (800) 736-3402.
	CEI, OE and TE, acting as the initial servicers, and any successor servicer(s), referred to in this prospectus supplement and the accompanying prospectus as the **servicers**, will service the phase-in-recovery property securing the bonds under separate servicing agreements with the bond issuers. Please read Servicing and The Sponsors, Sellers, Initial Servicers and Depositors in the accompanying prospectus.
	None of the Ohio Companies, FirstEnergy or any of their respective affiliates (other than the bond issuers and the issuing entity) is an obligor on the bonds or the certificates.
Servicing Fees	Each servicer will be entitled to receive an annual servicing fee in an amount equal to 0.10% of the initial principal balance of the bonds of the applicable bond issuer. If any servicer is replaced by a non-utility successor servicer, such non-utility successor servicer may be paid a servicing fee of up to 0.75% per year of the initial principal balance of the applicable bonds.
	Each bond trustee will pay the unpaid servicing fees semiannually on each payment date to the extent of available funds prior to the distribution of any interest on and principal of its bonds.
Expected Settlement	June 20, 2013, settling flat. DTC, Clearstream and Euroclear.
State of Ohio Pledge	The Securitization Act contains a pledge and agreement by the State of Ohio with the bondholders and bond issuers that the State of Ohio

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	will not take or permit any action that impairs the value of phase-in-recovery property under a financing order or revises the phase-in-costs for which recovery is authorized under a financing order or, except for the approved adjustment mechanism authorized in a financing order and allowed under the Securitization Act, reduce, alter or impair phase-in-recovery charges until the bonds, all financing costs and all amounts to be paid under any ancillary agreement are paid or performed in full. The PUCO invoked this pledge on behalf of the State of Ohio in the financing order.
Optional Redemption	Neither the certificate indenture nor the bond indentures permit an optional redemption of the certificates or the bonds, respectively.
Minimum Denomination of the Certificates	$100,000 or integral multiples of $1,000 in excess thereof except for one certificate of each tranche, which may be of a smaller denomination.
Ratings	We expect the bonds and the certificates will receive credit ratings from three nationally recognized statistical rating organizations, or **NRSROs**. Please see Ratings in this prospectus supplement.
Initial Phase-In-Recovery Charges as a Portion of Customers Total Electricity Bill	Phase-in-recovery charges are nonbypassable in that such charges cannot be avoided by any customer or other person obligated to pay the charges. Subject to the methodology approved in the financing order, the phase-in-recovery charges will apply to all retail electric customers of CEI, OE and TE, as the case may be, for as long as they remain retail customers of such electric distribution utility. If a customer of the electric distribution utility purchases electric generation service from a competitive retail electric service provider, the electric distribution utility is authorized by the Securitization Act to collect the phase-in-recovery charges directly from that customer.
	The phase-in-recovery charges are separate and apart from CEI s, OE s and TE s base rates, and are subject to adjustment semiannually (other than the initial adjustment, which will be completed within 12 months after the issuance date of the bonds, and adjustments during the period commencing with the start of the last year that the last maturing tranche of bonds of each bond issuer is expected to be outstanding and ending with the final maturity date, in which case adjustments as frequently as monthly may be necessary). See Phase-In-Recovery Property in this prospectus supplement and Description of the Phase-In-Recovery Property Adjustments to the Phase-In-Recovery Charges in the accompanying prospectus.
	CEI customers are expected to have estimated initial phase-in-recovery charges of 0.3920 cents/kWh resulting in an estimated monthly cost of $3.92 for the typical residential bill (1,000 kWh), which represents approximately 3.1% of such monthly residential bill. Under current recovery methods, a 1,000 kWh residential customer would pay on average an estimated total monthly charge of 0.4316 cents/kWh resulting in a monthly cost of $4.32.

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	OE customers are expected to have estimated initial phase-in-recovery charges of 0.3308 cents/kWh resulting in an estimated monthly cost of $3.31 for the typical residential bill (1,000 kWh), which represents approximately 2.5% of such monthly residential bill. Under current recovery methods, a 1,000 kWh residential customer would pay on average an estimated total monthly charge of 0.3540 cents/kWh resulting in a monthly cost of $3.54.
	TE customers are expected to have estimated initial phase-in-recovery charges of 0.0253 cents/kWh resulting in an estimated monthly cost of $0.25 for the typical residential bill (1,000 kWh), which represents approximately 0.2% of such monthly residential bill. Under current recovery methods, a 1,000 kWh residential customer would pay on average an estimated total monthly charge of 0.0257 cents/kWh resulting in a monthly cost of $0.26.
	The amounts shown above are dependent on a number of assumptions and based on estimates and market conditions as of June 1, 2013. Such amounts will also periodically change throughout the recovery period in accordance with the approved adjustment mechanism described in the accompanying prospectus.
True-Up Adjustment Mechanism for Payments on the Bonds and other Financing Costs	Please read Credit Enhancement in this prospectus supplement and Prospectus Summary Adjustments to the Phase-In-Recovery Charges and Description of the Phase-In-Recovery Property Adjustments to the Phase-In-Recovery Charges in the accompanying prospectus.
	Pursuant to the Securitization Act, the PUCO provided a description in the financing order of the adjustment mechanism to be used in the imposition, charging and collection of the phase-in-recovery charges, such phase-in-recovery charges to be reviewed and adjusted semiannually as provided in the financing order, based on estimates of consumption for each customer class and other mathematical factors. The PUCO s review of these requests is limited to determining whether there is any mathematical error in the servicer s application of the adjustment mechanism to the phase-in-recovery charges, including the calculation of any proportionate charges allocated to governmental aggregation customers as directed in the financing order. Such adjustments will become automatically effective 60 days after the request is submitted unless otherwise ordered by the PUCO.
Priority of Payments	Please read How Funds In The Collection Account Will Be Allocated in this prospectus supplement for a description of how funds will be allocated under each bond issuer s bond indenture.

Except as noted below, to the extent funds are available (and subject to the priority of payments), each bond issuer will pay principal in respect of its bonds on each payment date in the following order of priority: first, to the holders of tranche A-1 bonds until the principal

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balance of that tranche is paid in full, second, to the holders of tranche A-2 bonds until the principal balance of that tranche is paid in full, and third, to the holders of tranche A-3 bonds until the principal balance of that tranche is paid in full.

So long as no event of default has occurred and is continuing, a bond issuer will not pay principal on a payment date of any tranche of bonds if making the payment would reduce the principal balance of that tranche to an amount lower than that specified in the expected amortization schedule for that tranche on that payment date.

Payments of principal due and payable on the bonds of a bond issuer as a result of an event of default (and assuming all bonds have been declared immediately due and payable), or upon final maturity, will be paid pro rata in accordance with that bond issuer s bond indenture. See Description of the Bonds in this prospectus supplement and in the accompanying prospectus.

Proceeds received by the certificate trustee from the sale of any bond or recoveries received by the certificate trustee as a result of the institution of certain judicial proceedings by the certificate trustee, in each case as a result of an event of default and subject to the terms of the certificate indenture, will be applied (after the payment of any interest owed on the certificates) to due and unpaid principal pro rata on each tranche of certificates based on the respective outstanding principal amount of the certificates of each tranche. See Description of the Certificates Events of Default in the accompanying prospectus.

Use of Proceeds

The issuing entity will use the entire proceeds received from the sale of the certificates, net of underwriting discounts, to purchase the bonds from the bond issuers. Each bond issuer will use the net proceeds from the sale of its bonds to pay its share of the expenses of the issuance and sale of the bonds and the certificates and to purchase the phase-in-recovery property from its seller. The sellers will use the net proceeds from the sale of the phase-in-recovery properties primarily to repay outstanding debt. Net proceeds may also be used by any seller for other general corporate purposes to the extent set forth in the financing order.

Up-front expenses incurred in connection with issuance and sale of the bonds and the certificates and the selection and acquisition of the phase-in-recovery property, net of underwriting discounts and expenses of $2,224,610, are expected to be approximately $6,826,581. An aggregate of approximately $300,000 of such expenses are payable to the servicers in connection with set-up costs of such servicers, including costs incurred in connection with establishing the bond issuers and issuing entity and setting up the necessary information technology systems, processes and reports. In

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	addition, approximately $320,000 of such expenses are payable to an underwriter who previously acted as structuring advisor for the transaction as described under Underwriting in this prospectus supplement.
Security / Credit Enhancement	Each tranche of certificates will represent fractional undivided beneficial interests in the bonds of each of the bond issuers and other trust property. The issuing entity will grant to the certificate trustee, for the benefit of the certificateholders, a lien on the bonds of each of the bond issuers and other trust property. See Description of the Certificates in this prospectus supplement and in the accompanying prospectus. The bonds issued by each bond issuer will be secured primarily by the phase-in-recovery property of such bond issuer, which will generally consist of its irrevocable right to impose, charge and collect nonbypassable usage-based phase-in-recovery charges from retail electric customers in its sponsor s service territory. Credit enhancement for the bonds, through a true-up adjustment mechanism and capital subaccount, is intended to protect against losses or delays in scheduled payments on the bonds and accordingly, the certificates. Please read The Phase-In-Recovery Property and Credit Enhancement in this prospectus supplement, as well as The Securitization Act and Description of the Phase-In-Recovery Property in the accompanying prospectus.
Tax Status of the Certificates	For federal income tax purposes, the issuing entity will be treated as a grantor trust, and thus not taxable as a corporation, and each tranche of certificates will be treated as representing ownership of fractional undivided beneficial interests in the bonds of each of the bond issuers and other trust property. Interest and original issue discount, if any, on the certificates, and any gain on the sale of the certificates, generally will be included in gross income of certificateholders for federal income tax purposes. See Material U.S. Federal Income Tax Consequences. Interest on the certificates and any profit on the sale of the certificates are subject to Ohio personal income taxes. For taxpayers other than a limited class of financial institutions, Ohio does not currently impose a personal property tax to which the certificates would be subject. See Ohio State Taxation in the accompanying prospectus.
ERISA	See Certain ERISA and Other Considerations, which begins on page 104 of the accompanying prospectus.
Payment Dates and Interest Accrual	Interest will be distributed on the certificates semiannually, on January 15 and July 15. The first scheduled interest and principal distribution date is January 15, 2014. If any interest distribution date is not a business day, distributions scheduled to be made on such date may be made on the next succeeding business day and no interest shall accrue upon such payment during the intervening period. On each distribution date, the certificate trustee will distribute interest on and principal of the certificates to the extent interest and principal is

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received on the corresponding tranches of bonds to the holders of each tranche of certificates as of the close of business on the record date. Interest on the bonds will be calculated on a 30/360 basis. See Description of the Certificates and Description of the Bonds in this prospectus supplement and the accompanying prospectus.

Interest is due on each distribution date and principal is due upon the final maturity date for each tranche of certificates.

Scheduled Final Distribution and Payment Dates; Final Maturity Dates

The scheduled final distribution dates and final maturity dates of each tranche of certificates are listed below:

Tranche	Scheduled Final Distribution Date	Final Maturity Date
A-1	1/15/2017	1/15/2019
A-2	1/15/2020	1/15/2022
A-3	1/15/2034	1/15/2036

The scheduled final payment dates and final maturity dates of each tranche of bonds are listed below:

Tranche	Scheduled Final Payment Date	Final Maturity Date
A-1	1/15/2017	1/15/2019
A-2	1/15/2020	1/15/2022
A-3	1/15/2034	1/15/2036

Continuing Disclosure

Each bond issuer will or will cause its sponsor to, post on http://www.firstenergycorp.com/investor, a collective website to be used by all bond issuers, periodic reports containing the information required by the related bond indenture (which will include reports and other information required to be filed with the SEC and information regarding the phase-in-recovery charges). See Description of the Bonds Website Disclosure in the accompanying prospectus.

Information available on FirstEnergy s website, other than the reports and other information we, the bond issuers or the sponsors, solely in their capacity as sponsors, are required to file with the SEC that are incorporated by reference in this prospectus supplement and the accompanying prospectus, does not constitute a part of this prospectus supplement or the accompanying prospectus.

Events of Default

Events of default under each of the bond indentures include a default in the payment of interest on the applicable bonds and a default in the payment of unpaid principal on the final maturity date. An event of default under any of the bond indentures will constitute an event of default under the certificate indenture. Please read Description of the Bonds Bond Events of Default; Rights on Bond Event of Default and Description of the Certificates Events of Default in the accompanying prospectus. An event of default in respect of the bonds of one bond issuer will not constitute an event of default with respect to the bonds of any other bond issuers.

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Risk Factors	**You should carefully consider the risk of investing in the certificates. See Risk Factors, which begins on page 16 of the accompanying prospectus.**

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DESCRIPTION OF THE CERTIFICATES

The certificates issued by the issuing entity will represent fractional undivided beneficial interests in the bonds of CEI Funding, OE Funding and TE Funding, and other trust property. The issuing entity will grant to the certificate trustee, for the benefit of the certificateholders, a lien on the bonds of each of the bond issuers and other trust property. Each tranche of CEI Funding bonds, OE Funding bonds and TE Funding bonds will have the same interest rate, scheduled final distribution date and final maturity date as the related tranche of certificates. Taken together, the tranches of bonds of each of the bond issuers corresponding to a tranche of certificates will have the same aggregate principal amount and expected amortization schedule as that tranche of certificates. See Description of the Bonds. The issuing entity will issue the certificates in minimum denominations of $100,000 or in integral multiples of $1,000 in excess thereof except for one certificate of each tranche, which may be of a smaller denomination. The initial principal amounts, the interest rates, the scheduled final distribution dates and final maturity dates of the certificates of each tranche are listed below:

Tranche	Expected Weighted Average Life (Years)	Principal Amount Issued	Certificate Interest Rate	Scheduled Final Distribution Date	Final Maturity Date
A-1	1.60	$ 111,971,000	0.679%	1/15/2017	1/15/2019
A-2	5.07	$ 70,468,000	1.726%	1/15/2020	1/15/2022
A-3	13.70	$ 262,483,000	3.450%	1/15/2034	1/15/2036

The scheduled final distribution date for a tranche of certificates is the date when the issuing entity expects to receive in full all interest on, and principal of, the corresponding tranche of bonds of each of the bond issuers, and distribute such amounts as payment of all interest on, and principal of, that tranche of certificates. The final maturity date for a tranche of certificates is the legal maturity date of that tranche. The failure to distribute the portion of principal of any tranche of certificates representing principal of either the CEI Funding bonds, the OE Funding bonds or the TE Funding bonds in full by the final maturity date for that tranche is an event of default with respect to the bonds of the defaulting bond issuer, and, if that occurs, the certificate trustee may vote all, and upon the written direction of the holders of at least a majority (greater than 50%) in principal amount of all outstanding certificates, will vote a corresponding majority, of the bonds of the defaulting bond issuer in favor of declaring the unpaid principal amount of all such bonds and accrued interest thereon to be due and payable. A foreclosure on the phase-in-recovery property securing the bonds of a defaulting bond issuer upon the acceleration of the unpaid principal amount of the bonds of such defaulting bond issuer may be an inadequate remedy due to the limited market for phase-in recovery property. See Risk Factors Risks Related to Limited Source of Payments and Credit Enhancement You could experience payment delays or losses as a result of limited sources of payment for the certificates and limited credit enhancement in the accompanying prospectus. A default on the bonds of one bond issuer will not constitute a default with respect to the bonds of any other bond issuer or the certificates to the extent that they represent fractional undivided interests in the bonds of any non-defaulting bond issuer. See Description of the Certificates Events of Default in the accompanying prospectus.

The fees and expenses related to retirement of the certificates will be allocated to the bond issuers pro rata based on the original principal amount of the bonds of each bond issuer.

Distributions and Allocations

Interest on each tranche of certificates will accrue from its issuance date at the interest rate listed in the preceding table. The certificate trustee is required to make distributions of interest on and principal of the certificates semiannually on January 15 and July 15 (or, if any distribution date is not a business day, the following business day) of each year, beginning on January 15, 2014. On each distribution date, the certificate trustee will distribute interest on and principal of the certificates to the extent interest and principal is received on the corresponding tranches of bonds to the holders of each tranche of certificates as of the close of business on the record date. The record date for any distribution of interest on, and principal of, the certificates will be the business day immediately before the distribution date. Each distribution date will also be a payment date for interest on, and principal of, the bonds. The certificate trustee is scheduled to receive payments of interest on and principal of the bonds of each of the bond issuers on each payment date. The bond trustees will make payments on the bonds of the bond issuers on any payment date as described under How Funds In The Collection Account Will Be Allocated, Description of the Bonds Interest and Description of the Bonds Principal in this prospectus supplement and Description of the Bonds Allocations and Payments in the accompanying prospectus. After paying interest, to the extent funds are available, each bond issuer will pay principal in respect of its bonds on each payment date in the following order of priority: first, to the holders of the tranche A-1 bonds until the principal balance of that tranche is paid in full, second, to the holders of the tranche A-2 bonds until the principal balance of that tranche is paid in full, and third, to the holders of the tranche A-3 bonds until the principal balance of that tranche is paid in full; provided that a bond issuer will not pay principal on a payment date of any tranche of bonds if making the payment would reduce the principal balance of that tranche to an amount lower than that specified in the expected amortization schedule for that tranche on that payment date. See Description of the Bonds Principal. Payments of principal due and payable on the bonds of a bond issuer as a result of an event of default (and assuming all bonds have been declared immediately due and payable), or upon final maturity, will be paid pro rata based on the respective principal amounts of such bonds. See Description of the Bonds in this prospectus supplement and in the accompanying prospectus. Proceeds received by the certificate trustee from the sale of any bond or recoveries received by the certificate trustee as a result of the institution of certain judicial proceedings by the certificate trustee, in each case as a result of an event of default and subject to the terms of the certificate indenture, will be applied (after the payment of any interest owed on the certificates) to due and unpaid principal pro rata on each tranche of certificates based on the respective outstanding principal amount of the certificates of each tranche. See Description of the Certificates Events of Default in the accompanying prospectus.

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DESCRIPTION OF THE BONDS

Each of CEI Funding, OE Funding and TE Funding will issue and sell its respective bonds to the issuing entity, in each case, in exchange for an allocable portion (based on the aggregate principal amount of the bonds of each bond issuer) of the net proceeds from the sale of the certificates by the issuing entity. Each tranche of bonds of CEI Funding, OE Funding and TE Funding will provide funds for the payment of an allocable portion of the related tranche of certificates and will have the same interest rate, scheduled maturity date and final maturity date as the related tranche of certificates. Taken together, the tranches of bonds of each of the bond issuers corresponding to a tranche of certificates will have the same aggregate principal amount and expected amortization schedule as the corresponding tranche of certificates.

The bonds will consist of the following tranches, in the initial principal amounts and bearing the interest rates and having the scheduled maturity dates and final maturity dates listed below:

CEI Funding LLC

Tranche	Expected Weighted Average Life (Years)	Principal Amount Issued	Bond Interest Rate	Scheduled Final Payment Date	Final Maturity Date
A-1	1.78	$ 72,503,000	0.679%	1/15/2017	1/15/2019
A-2	5.07	$ 56,383,000	1.726%	1/15/2020	1/15/2022
A-3	12.49	$ 103,160,000	3.450%	1/15/2034	1/15/2036

OE Funding LLC

Tranche	Expected Weighted Average Life (Years)	Principal Amount Issued	Bond Interest Rate	Scheduled Final Payment Date	Final Maturity Date
A-1	1.19	$ 35,690,000	0.679%	1/15/2017	1/15/2019
A-2	5.06	$ 10,202,000	1.726%	1/15/2020	1/15/2022
A-3	14.50	$ 123,612,000	3.450%	1/15/2034	1/15/2036

TE Funding LLC

Tranche	Expected Weighted Average Life (Years)	Principal Amount Issued	Bond Interest Rate	Scheduled Final Payment Date	Final Maturity Date
A-1	2.05	$ 3,778,000	0.679%	1/15/2017	1/15/2019
A-2	5.08	$ 3,883,000	1.726%	1/15/2020	1/15/2022
A-3	14.39	$ 35,711,000	3.450%	1/15/2034	1/15/2036

The scheduled final payment date for a tranche of bonds is the final date by which the bond issuer expects to distribute in full all interest on, and principal of, that tranche of bonds. The final maturity date for a tranche of bonds is the legal maturity date of that tranche.

Interest

Interest on each tranche of bonds will accrue from its issuance date at the interest rate listed in the preceding table. The bond issuers are required to pay interest to the issuing entity semiannually on January 15 and July 15 (or, if any payment date is not a business day, the following business day) of each year, beginning on January 15, 2014.

The bond issuers will pay interest on the bonds prior to paying principal of the bonds. See Description of the Bonds Allocations and Payments in the accompanying prospectus.

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On each payment date, each bond issuer will pay interest as follows:

- if there has been a payment default in respect of any tranche of the bonds of the bond issuer, any unpaid interest payable on any prior payment dates, together with, to the extent lawful, interest at the applicable bond interest rate on any of this unpaid interest; and
- accrued interest on the principal balance of each tranche of bonds of the bond issuer as of the close of business on the preceding payment date, or the date of the original issuance of the tranche of bonds, if applicable, after giving effect to all payments of principal made on the preceding payment date, or the date of the original issuance of the tranche of bonds, if applicable.

If there is a shortfall in the amounts necessary to make these interest payments, the related bond trustee will distribute interest pro rata on each such tranche of bonds of the related bond issuer based on the respective amounts of interest owed on the bonds of each such tranche. The distributions to the certificateholders of the corresponding tranches will be reduced by an amount equal to the shortfalls in respect of the corresponding tranches of bonds.

The bond issuers will calculate interest on the basis of a 360-day year of twelve 30-day months.

Principal

After paying interest as described above, to the extent funds are available, each bond issuer will pay principal in respect of its bonds on each payment date in the following order of priority:

(1) to the holders of the A-1 bonds, until the principal balance of that tranche has been reduced to zero;

(2) to the holders of the A-2 bonds, until the principal balance of that tranche has been reduced to zero; and

(3) to the holders of the A-3 bonds, until the principal balance of that tranche has been reduced to zero.

A bond issuer will not pay principal, however, on a payment date of any tranche of bonds if making the payment would reduce the principal balance of that tranche to an amount lower than that specified in the expected amortization schedule for that tranche on that payment date. If an event of default under the bond indenture applicable to a bond issuer has occurred and is continuing, the bond trustee may declare the unpaid principal amount of all outstanding bonds of that bond issuer and accrued interest on such bonds to be due and payable. Payments of principal due and payable on the bonds of a bond issuer as a result of an event of default (and assuming all bonds have been declared immediately due and payable), or upon final maturity, will be paid pro rata based on the respective principal amounts of such bonds. An event of default under the bond indenture of one bond issuer will not constitute an event of default under the bond indenture of any other bond issuer.

The following expected amortization schedules list the scheduled outstanding principal balance for each tranche of bonds of the bond issuers on each payment date from the issuance date to the scheduled maturity date, after giving effect to the payments expected to be made on the payment dates. In preparing the following tables, we have assumed, among other things, that:

- the bonds are issued on June 20, 2013;
- payments on the bonds are made on each payment date, commencing January 15, 2014;
- annual servicing fee will equal 0.10% of the initial principal amount of the bonds of the respective bond issuers;

there are no earnings on amounts on deposit in the collection accounts;

annual operating expenses, excluding the annual servicing fee, are not expected to exceed $300,000 in the case of CEI Funding, $220,000 in the case of OE Funding, and $100,000 in the case of TE Funding, including the administration fee, which, as to each administrator is expected to be its pro rata portion,

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based on bond issuance amount, of $100,000, payable semiannually, amounts owed to the bond trustee, the Delaware trustee and the certificate trustee (which is not expected to exceed in the aggregate $8,000 per year in the case of CEI Funding, $6,000 per year in the case of OE Funding and $2,000 per year in the case of TE Funding) and amounts owed to the independent directors of each bond issuer (which is not expected to exceed in the aggregate $11,000 per year in the case of CEI Funding, $8,000 per year in the case of OE Funding and $2,000 per year in the case of TE Funding); and

collections from phase-in-recovery charges are deposited in the collection accounts of the bond issuers as expected.

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EXPECTED AMORTIZATION SCHEDULES

Outstanding Bond Balances

CEI Funding LLC

Semiannual Payment Date	**Tranche A-1 Balance**	**Tranche A-2 Balance**	**Tranche A-3 Balance**
Tranche Size	$ 72,503,000	$ 56,383,000	$ 103,160,000
Date			
Closing Date	$ 72,503,000	$ 56,383,000	$ 103,160,000
1/2014	58,305,317	56,383,000	103,160,000
7/2014	42,387,863	56,383,000	103,160,000
1/2015	32,703,861	56,383,000	103,160,000
7/2015	23,434,114	56,383,000	103,160,000
1/2016	14,004,184	56,383,000	103,160,000
7/2016	4,719,440	56,383,000	103,160,000
1/2017		51,664,204	103,160,000
7/2017		42,379,769	103,160,000
1/2018		32,943,866	103,160,000
7/2018		23,634,345	103,160,000
1/2019		14,105,397	103,160,000
7/2019		4,728,780	103,160,000
1/2020			98,431,982
7/2020			89,143,349
1/2021			79,551,522
7/2021			70,421,318
1/2022			67,936,584
7/2022			65,548,132
1/2023			63,074,912
7/2023			60,631,354
1/2024			58,125,770
7/2024			55,605,530
1/2025			53,013,250
7/2025			50,404,820
1/2026			47,722,827
7/2026			45,023,137
1/2027			42,248,311
7/2027			39,454,185
1/2028			36,583,294
7/2028			33,691,447
1/2029			30,721,149
7/2029			27,728,180
1/2030			24,655,016
7/2030			21,557,406
1/2031			18,377,795
7/2031			15,171,903
1/2032			11,882,143
7/2032			8,564,201
1/2033			5,160,458
7/2033			1,726,567
1/2034			
7/2034			

1/2035
7/2035

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OE Funding LLC

Semiannual Payment Date	**Tranche A-1 Balance**	**Tranche A-2 Balance**	**Tranche A-3 Balance**
Tranche Size	$ 35,690,000	$ 10,202,000	$ 123,612,000
Date			
Closing Date	$ 35,690,000	$ 10,202,000	$ 123,612,000
1/2014	22,811,220	10,202,000	123,612,000
7/2014	8,025,370	10,202,000	123,612,000
1/2015	5,977,864	10,202,000	123,612,000
7/2015	4,279,375	10,202,000	123,612,000
1/2016	2,568,633	10,202,000	123,612,000
7/2016	855,106	10,202,000	123,612,000
1/2017		9,347,183	123,612,000
7/2017		7,639,593	123,612,000
1/2018		5,934,136	123,612,000
7/2018			