

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

FIRSTENERGY CORP
Form U-9C-3
May 30, 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 March 31, 2003

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 March 31, 2003

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

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

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
	Signature	14

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

 thousands unless otherwise noted.

ITEM 1 - ORGANIZATION CHAR

Name of Reporting Company	Energy (ERC) or Gas (GRC) related Company	Date of Organization	State of Organization
-----	-----	-----	-----
FirstEnergy Corp. (a)			
FirstEnergy Ventures Corp. (b)			
Bay Shore Power Company (d)	ERC	01/26/1998	Ohio
Centerior Energy Services, Inc. (d)	ERC	06/01/1994	Ohio
Eastroc Technologies, LLC (c)	ERC	04/30/1996	Delaware
Engineered Processes, Ltd. (c)	ERC	12/30/1996	Ohio
Warrenton River Terminal, Ltd. (d)	ERC	09/03/1996	Ohio
FirstEnergy Facilities Services Group, LLC (b)			
Ancoma, Inc. (e)	ERC	04/20/1953	New York
Dunbar Mechanical, Inc. (e)	ERC	07/16/1956	Ohio
Edwards Electrical & Mechanical, Inc. (e)	ERC	02/28/1968	Indiana
Elliot-Lewis Corporation (e)	ERC	04/01/1948	Pennsylvania
A.A. Duckett, Inc.	ERC	03/01/1973	Delaware
Sautter Crane Rental, Inc.	ERC	12/10/1991	Pennsylvania
E-L Enterprises, Inc.			
Modern Air Conditioning, Inc.	ERC	04/27/1965	Florida
Airdex Air Conditioning Corporation	ERC	01/18/1995	Florida
R.L. Anderson, Inc.	ERC	08/28/1961	Florida
L.H. Cranston and Sons, Inc. (e)	ERC	01/02/1951	Maryland
Roth Bros., Inc. (e)	ERC	09/06/1947	Ohio
The Hattenbach Company (e)	ERC	03/21/1969	Ohio
R.P.C. Mechanical, Inc. (e)	ERC	04/21/1959	Ohio
Spectrum Controls Systems, Inc. (e)	ERC	04/18/1988	Ohio
FirstEnergy Solutions Corp. (b)	ERC	08/08/1997	Ohio
FirstEnergy Engineering, Inc. (f)	ERC	08/09/1996	Ohio

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

GPU Advanced Resources, Inc. (b)	ERC	09/13/1996	Delaware
GPU Diversified Holdings, LLC (b)	ERC	08/03/2000	Delaware
GPU Solar, Inc.	ERC	11/07/1997	New Jersey
GPU Distributed Power, Inc. *	ERC	02/29/2000	Delaware

* Inactive

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

1

ITEM 1 - ORGANIZATION CHART (Con

Name of Reporting Company	Energy (ERC) or Gas (GRC) related Company	Date of Organization	State of Organization

FirstEnergy Corp. (a) (Continued)			
The Alliance Participants Administrative and Startup Activities Company, LLC (c)	ERC	12/22/2000	Delaware
PowerSpan Corp. (c)	ERC	05/01/1997	Delaware
Kinetic Ventures I, LLC (c)	ERC	04/15/1997	Delaware
Kinetic Ventures II, LLC (c)	ERC	12/07/1999	Delaware
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.

2

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.

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

- (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 utilized 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.
- (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.

ITEM 1 - ORGANIZATION CHART (Continued)

Narrative Description of Activities for Reporting Period

On January 15, 2003, FirstEnergy Corp. sold Webb Technologies, Inc. and Colonial Mechanical Corporation to the Howard Webb Sr. family.

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

None.

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 Services
--------------------------------------	--------------------------------------	-------------------

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

Warrenton River Terminal, Ltd.	FirstEnergy Generation Corp.	Loading, u of coal an
Centerior Energy Services, Inc.	FirstEnergy Solutions Corp	Energy con
Bay Shore Power Company	FirstEnergy Generation Corp.	Sale of st
Dunbar Mechanical, Inc.	FirstEnergy Generation Corp.	HVAC equip
Dunbar Mechanical, Inc.	The Toledo Edison Company	HVAC servi
Dunbar Mechanical, Inc.	FirstEnergy Nuclear Operating Company	HVAC servi
Roth Bros., Inc.	Ohio Edison Company	HVAC servi
Roth Bros., Inc.	FirstEnergy Properties, Inc.	HVAC servi
Roth Bros., Inc.	FirstEnergy Nuclear Operating Company	HVAC servi
Roth Bros., Inc.	The Cleveland Electric Illuminating Co.	HVAC servi
Roth Bros., Inc.	FirstEnergy Generation Corp.	HVAC servi
Roth Bros., Inc.	GPU Telcom Services, Inc.	HVAC servi

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 Ser -----
FirstEnergy Solutions Corp.	Ohio Edison Company	Natural gas turbine oper
FirstEnergy Solutions Corp.	The Toledo Edison Company	Natural gas turbine oper
Elliot-Lewis Corporation	Jersey Central Power & Light Company	HVAC service
Sautter Crane Rental, Inc.	Jersey Central Power & Light Company	Crane rental
Sautter Crane Rental, Inc.	Metropolitan Edison Company	Crane rental

Note: The information provided in Item 3 presents the activities of the
---- reporting period only. The amounts required under the 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

Associate Company Receiving Services -----	Reporting Company Rendering Services -----	Types of Services -----
GPU Service, Inc.	GPU Diversified Holdings LLC	Legal and administrative services
GPU Service, Inc.	GPU Advanced Resources, Inc	Legal and administrative services
FirstEnergy Service Co.	Warrenton River Terminal, Ltd.	General administrative services
FirstEnergy Generation Corp.	Bay Shore Power Company	Consumption of fuel and emission allowances
FirstEnergy Generation Corp.	Bay Shore Power Company	Sale of fuel
FirstEnergy Generation Corp.	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 amounts required under 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 March 31, 2003 -----	\$22,407,048
Total capitalization multiplied by 15% (line 1 multiplied by 0.15) Greater of \$50 million or line 2	3,361,057

Total current aggregate investment:

7

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

(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)	29,063
Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII)	3,295
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 equity (including amounts 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 or committed to be invested in energy-related companies on or after the date of effectiveness of Rule 58 (March 24, 1997), or after FirstEnergy Corp. registered as a holding company (November 7, 2001) for which there is recourse, directly or indirectly, to FirstEnergy Corp. or any subsidiary company thereof. The amounts do not include purchase accounting adjustments.

9

zzz

ITEM 5 - OTHER INVESTMENTS

Major Line of Energy-Related Business	Aggregate Investment as of December 31, 2002	Change in Investment During Reporting
Energy management services (Category I)	\$ 1,766 (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)	70,913 (4)	-
Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII)	249,913 (5)	\$ (52,634)

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

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)	-

- (1) Includes \$1,766 that was invested in energy-related companies, prior to FirstEnergy Co company (November 7, 2001).
- (2) Includes \$27,920 that was invested in energy-related companies, prior to FirstEnergy Co company (November 7, 2001).
- (3) Includes \$18,158 that was invested in energy-related companies, prior to FirstEnergy Co company (November 7, 2001).
- (4) Includes \$41,850 that was invested in energy-related companies, prior to FirstEnergy Co company (November 7, 2001).
- (5) Includes \$246,618 that was invested in energy-related companies, prior to FirstEnergy Co company (November 7, 2001).
- (6) Includes \$4,909 that was invested in energy-related companies, prior to FirstEnergy Co company (November 7, 2001).
- (7) Includes \$46 that was invested in energy-related companies, prior to FirstEnergy Co company (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 March 31, 2003.
 - A-2 Financial statements of GPU Advanced Resources, Inc. for the quarter ended March 31, 2003.
 - A-3 Financial statements of GPU Diversified Holdings LLC for the quarter ended March 31, 2003.
 - A-4 Financial statements of Bay Shore Power Company for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
 - A-5 Financial statements of Centerior Energy Services, Inc for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
 - A-6 Financial statements of Warrenton River Terminal, Ltd. for the quarter ended March 31, 2003. - filed pursuant to request for confidential

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

treatment.

- A-7 Financial statements of Ancoma, Inc. for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
- A-8 Financial statements of Dunbar Mechanical, Inc. for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
- A-9 Financial statements of Edwards Electrical & Mechanical, Inc. for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
- A-10 Financial statements of Elliot-Lewis Corporation for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
- A-11 Financial statements of L.H. Cranston and Sons, Inc. for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
- A-12 Financial statements of Roth Bros., Inc. for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
- A-13 Financial statements of The Hattenbach Company for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
- A-14 Financial statements of R.P.C. Mechanical, Inc. for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.

11

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

A. Financial Statements (Continued)

- A-15 Financial statements of Spectrum Controls Systems, Inc. for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.
- A-16 Financial statements of GPU Solar, Inc. for the quarter ended March 31, 2003. - filed pursuant to request for confidential treatment.

12

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

B. Exhibits

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

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 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.

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.

May 30, 2003

By: /s/ Harvey L. Wagner

Harvey L. Wagner

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

Vice President, Controller
and Chief Accounting Officer
(Principal Accounting Officer)

14