

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.

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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**  
*Co-Managers*

**Goldman, Sachs & Co.**

**Barclays**

**BofA Merrill Lynch**

**RBS**

**Prospectus Supplement dated June 12, 2013**

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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**

76 South Main Street

Akron, Ohio 44308

c/o FirstEnergy Corp.

**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:

<b>Tranche</b>	<b>Scheduled Final Distribution Date</b>	<b>Final Maturity Date</b>
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:

<b>Tranche</b>	<b>Scheduled Final Payment Date</b>	<b>Final Maturity Date</b>
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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**Table of Contents****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:

<b>Tranche</b>	<b>Expected Weighted Average Life (Years)</b>	<b>Principal Amount Issued</b>	<b>Certificate Interest Rate</b>	<b>Scheduled Final Distribution Date</b>	<b>Final Maturity Date</b>
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

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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.

**Table of Contents****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**

<b>Tranche</b>	<b>Expected Weighted Average Life (Years)</b>	<b>Principal Amount Issued</b>	<b>Bond Interest Rate</b>	<b>Scheduled Final Payment Date</b>	<b>Final Maturity Date</b>
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**

<b>Tranche</b>	<b>Expected Weighted Average Life (Years)</b>	<b>Principal Amount Issued</b>	<b>Bond Interest Rate</b>	<b>Scheduled Final Payment Date</b>	<b>Final Maturity Date</b>
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**

<b>Tranche</b>	<b>Expected Weighted Average Life (Years)</b>	<b>Principal Amount Issued</b>	<b>Bond Interest Rate</b>	<b>Scheduled Final Payment Date</b>	<b>Final Maturity Date</b>
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.

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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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**Table of Contents****EXPECTED AMORTIZATION SCHEDULES***Outstanding Bond Balances***CEI Funding LLC**

<b>Semiannual</b>			
<b>Payment Date</b>	<b>Tranche A-1 Balance</b>	<b>Tranche A-2 Balance</b>	<b>Tranche A-3 Balance</b>
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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**Table of Contents****OE Funding LLC**

<b>Semiannual</b>			
<b>Payment Date</b>	<b>Tranche A-1 Balance</b>	<b>Tranche A-2 Balance</b>	<b>Tranche A-3 Balance</b>
<b>Tranche Size</b>	\$ 35,690,000	\$ 10,202,000	\$ 123,612,000
<b>Date</b>			
<b>Closing Date</b>	\$ 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		4,228,985	123,612,000
1/2019		2,523,264	123,612,000
7/2019		831,598	123,612,000
1/2020			122,779,605
7/2020			121,138,425
1/2021			119,481,165
7/2021			117,738,548
1/2022			113,700,157
7/2022			109,638,027
1/2023			105,524,817
7/2023			101,398,577
1/2024			97,247,384
7/2024			92,994,684
1/2025			88,698,524
7/2025			84,298,355
1/2026			79,852,183
7/2026			75,299,416
1/2027			70,698,012
7/2027			65,987,335
1/2028			61,225,298
7/2028			56,351,217
1/2029			51,422,957
7/2029			46,379,785
1/2030			41,279,518
7/2030			36,061,372
1/2031			30,783,112
7/2031			25,383,903
1/2032			19,921,457
7/2032			14,334,884
1/2033			8,681,842
7/2033			2,901,386
1/2034			
7/2034			
1/2035			
7/2035			



**Table of Contents****TE Funding LLC**

<b>Semiannual</b>			
<b>Payment Date</b>	<b>Tranche A-1 Balance</b>	<b>Tranche A-2 Balance</b>	<b>Tranche A-3 Balance</b>
Tranche Size	\$ 3,778,000	\$ 3,883,000	\$ 35,711,000
Date			
Closing Date	\$ 3,778,000	\$ 3,883,000	\$ 35,711,000
1/2014	3,386,649	3,883,000	35,711,000
7/2014	2,796,264	3,883,000	35,711,000
1/2015	2,171,530	3,883,000	35,711,000
7/2015	1,563,247	3,883,000	35,711,000
1/2016	930,421	3,883,000	35,711,000
7/2016	319,791	3,883,000	35,711,000
1/2017		3,562,373	35,711,000
7/2017		2,938,691	35,711,000
1/2018		2,286,104	35,711,000
7/2018		1,649,500	35,711,000
1/2019		980,581	35,711,000
7/2019		332,747	35,711,000
1/2020			35,379,059
7/2020			34,738,407
1/2021			34,062,184
7/2021			33,385,713
1/2022			32,251,231
7/2022			31,134,321
1/2023			29,966,042
7/2023			28,814,852
1/2024			27,622,376
7/2024			26,433,544
1/2025			25,199,990
7/2025			23,969,371
1/2026			22,693,310
7/2026			21,419,451
1/2027			20,099,404
7/2027			18,780,800
1/2028			17,415,237
7/2028			16,050,331
1/2029			14,637,667
7/2029			13,224,848
1/2030			11,763,444
7/2030			10,301,045
1/2031			8,789,205
7/2031			7,275,501
1/2032			5,711,471
7/2032			4,144,675
1/2033			2,526,638
7/2033			904,904
1/2034			
7/2034			
1/2035			
7/2035			



**Table of Contents***Outstanding Certificate Balances***FirstEnergy Ohio PIRB Special Purpose Trust 2013**

<b>Semiannual</b>			
<b>Distribution Date</b>	<b>Tranche A-1 Balance</b>	<b>Tranche A-2 Balance</b>	<b>Tranche A-3 Balance</b>
Tranche Size	\$ 111,971,000	\$ 70,468,000	\$ 262,483,000
Date			
Closing Date	\$ 111,971,000	\$ 70,468,000	\$ 262,483,000
1/2014	84,503,186	70,468,000	262,483,000
7/2014	53,209,497	70,468,000	262,483,000
1/2015	40,853,255	70,468,000	262,483,000
7/2015	29,276,736	70,468,000	262,483,000
1/2016	17,503,237	70,468,000	262,483,000
7/2016	5,894,337	70,468,000	262,483,000
1/2017		64,573,760	262,483,000
7/2017		52,958,053	262,483,000
1/2018		41,164,105	262,483,000
7/2018		29,512,831	262,483,000
1/2019		17,609,242	262,483,000
7/2019		5,893,125	262,483,000
1/2020			256,590,647
7/2020			245,020,181
1/2021			233,094,870
7/2021			221,545,579
1/2022			213,887,973
7/2022			206,320,480
1/2023			198,565,771
7/2023			190,844,784
1/2024			182,995,530
7/2024			175,033,758
1/2025			166,911,763
7/2025			158,672,546
1/2026			150,268,321
7/2026			141,742,004
1/2027			133,045,727
7/2027			124,222,321
1/2028			115,223,829
7/2028			106,092,995
1/2029			96,781,773
7/2029			87,332,813
1/2030			77,697,977
7/2030			67,919,822
1/2031			57,950,113
7/2031			47,831,307
1/2032			37,515,070
7/2032			27,043,760
1/2033			16,368,938
7/2033			5,532,858
1/2034			
7/2034			
1/2035			



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We cannot assure you that the principal balances of the tranches of bonds of any of the bond issuers, and the related tranches of certificates, will be amortized according to the tables above. The actual amortization of principal may be slower (but cannot be faster) than that indicated in the tables. See **Risk Factors** in the accompanying prospectus for various factors that may, individually or in the aggregate, affect the expected amortization of the principal balances of any tranches of bonds and the related tranches of certificates.

On each payment date, the trustee will make principal payments on the bonds to the extent the principal balance of each tranche of the bonds exceeds the amount indicated for that payment date in the tables above and to the extent of funds available in the collection account after payment of certain fees and expenses and interest. The bonds will not be in default if principal is not paid as specified in the tables above unless the principal of any tranche is not paid in full on or before the final maturity date of that tranche.

**Weighted Average Life Sensitivity**

Weighted average life refers to the average amount of time from the date of issuance of a security until each dollar of principal of the security has been repaid to the investor. The rate of principal payments, the amount of each interest payment and the final maturity date for each tranche of bonds, and, thus, a related portion of the certificates, will be dependent on the rate and timing of receipt of phase-in-recovery charge collections supporting the payment of such bonds. Please read **Weighted Average Life and Yield Considerations for the Certificates** in the accompanying prospectus for further information. Changes in the expected weighted average lives of the respective tranches of the bonds on an aggregate basis, and, thus, a related portion of the certificates, in relation to variances in actual energy consumption levels (retail electric sales) from forecast levels are shown below.

Tranche	Expected	Forecast Error of		Forecast Error of	
	Weighted	5%	15%	5%	15%
	Average Life (WAL)	WAL (yrs)	Change	WAL (yrs)	Change
	(Years)		(days)*		(days)*
A-1	1.60	1.60	0	1.65	17
A-2	5.07	5.07	0	5.12	19
A-3	13.70	13.70	0	13.72	9

\* Number is rounded to whole days.

**Assumptions**

For the purposes of preparing the above charts, the following assumptions, among others, have been made:

- (i) the forecast error stays constant over the life of the bonds and is equal to an over-estimate of electricity consumption of 5% or 15%;
- (ii) each servicer makes timely and accurate filings to true-up the phase-in-recovery charges semiannually (other than the initial adjustment, which will be completed within 12 months after the issuance date of the bonds, and the period commencing with the start of the last year that the last maturing tranche of bonds is expected to be outstanding and ending with the final maturity date, during which adjustments may be made as frequently as monthly);
- (iii) customer charge-off rates are held constant at 0.89% for CEI, 0.69% for OE and 0.97% for TE, in each case for all classes of customers;
- (iv) operating expenses are equal to projections;
- (v) there is no acceleration of the final maturity date of the bonds;

(vi) a permanent loss of all customers has not occurred; and

(vii) the closing date is June 20, 2013.

There can be no assurance that the weighted average lives of the bonds and, thus, a related portion of the certificates, will be as shown.

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**Fees and Expenses**

As set forth in the table below, we are obligated to pay fees to the servicers, the trustees, the independent directors and the administrators from the phase-in-recovery charge collections and investment earnings. The following table illustrates this arrangement.

<b>Recipient</b>	<b>Estimated Fees and Expenses Payable</b>
Each servicer	An annual amount equal to 0.10% of the initial principal balance of the bonds of the applicable bond issuer (so long as such servicer is CEI, OE or TE or a successor electric distribution utility, as the case may be).
Bond trustee	\$3,000 per annum plus expenses.
Certificate trustee	\$1,500 per annum plus expenses.
Delaware trustee	\$2,000 per annum plus expenses.
Independent directors	An aggregate of \$5,700 per annum plus expenses.
Each administrator	Its pro rata portion (based on bond issuance amount) of \$100,000 per annum.

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 bonds.

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**THE PHASE-IN-RECOVERY PROPERTY**

The phase-in-recovery property of each bond issuer consists generally of its property, rights and interests under the financing order issued by the PUCO on October 10, 2012, as amended by the entry on rehearing, issued by the PUCO on December 19, 2012, and as further amended by the entry *nunc pro tunc* issued by the PUCO on January 9, 2013, collectively referred to herein as the **financing order**, including each bond issuer's right:

to impose, charge and collect irrevocable, nonbypassable phase-in-recovery charges from each retail customer within the service territory of CEI, OE or TE, as applicable, and

to adjust those phase-in-recovery charges, in accordance with the adjustment mechanism set forth in the financing order, in an amount sufficient to pay principal and interest on its bonds and, subject to the cap to the extent applicable, other financing costs approved under the financing order.

Each bond issuer will purchase its phase-in-recovery property from its seller. The bonds of each bond issuer are secured primarily by the phase-in-recovery property of such bond issuer. The phase-in-recovery property is not a receivable and, as the primary collateral securing the bonds of the bond issuer, is not a pool of receivables. Collections from the phase-in-recovery charges, as such charges may be adjusted pursuant to the adjustment mechanism, will be used to pay principal and interest on the bonds and, subject to the cap to the extent applicable, other financing costs approved under the financing order. These irrevocable nonbypassable charges will be included in the customer bills of CEI, OE or TE, as applicable, and will be collected until the applicable bonds and approved financing costs are paid in full. Phase-in-recovery charges may not be reduced, impaired or adjusted by the PUCO except for periodic adjustments, in accordance with the adjustment mechanism, to correct overcollections or undercollections to ensure the recovery of amounts sufficient to timely provide all payments of principal and interest on the bonds and, subject to the cap to the extent applicable, other approved financing costs. All revenues and collections from the phase-in-recovery charges provided for in the financing order are part of the phase-in-recovery property. Please read "Credit Enhancement" in this prospectus supplement and "Description of the Phase-In-Recovery Property" in the accompanying prospectus for more information relating to the phase-in-recovery property.

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**THE TRUSTEES**

U.S. Bank Trust National Association, a national banking association, or **U.S. Bank Trust**, will serve as Delaware trustee of the issuing entity. U.S. Bank National Association, a national banking association, or **U.S. Bank**, will serve as trustee under the certificate indenture and each bond indenture. U.S. Bank will also act as paying agent and registrar in each trustee capacity. U.S. Bank Trust is a wholly-owned subsidiary of U.S. Bank. U.S. Bancorp, with total assets exceeding \$354 billion as of December 31, 2012, is the parent of U.S. Bank, the fifth largest commercial bank in the United States. As of December 31, 2012, U.S. Bancorp served approximately 17 million customers and operated over 3,000 branch offices in 25 states. A network of specialized U.S. Bancorp offices across the nation provides a comprehensive line of banking, brokerage, insurance, investment, mortgage, trust and payment services products to consumers, businesses, governments and institutions.

U.S. Bank has one of the largest corporate trust businesses in the country with office locations in 48 domestic and three international cities. The certificate indenture and each bond indenture will be administered from U.S. Bank's corporate trust office located at 190 S. LaSalle Street, 7th Floor, Chicago, IL 60603.

U.S. Bank has provided corporate trust services since 1924. As of December 31, 2012, U.S. Bank was acting as trustee with respect to over 87,000 issuances of securities with an aggregate outstanding principal balance of over \$2.8 trillion. This portfolio includes corporate and municipal bonds, mortgage-backed and asset-backed securities and collateralized debt obligations.

The certificate trustee shall make available to the certificateholders via the certificate trustee's website at [www.usbank.com/abs](http://www.usbank.com/abs) all bond payments reports, certificate distribution reports, periodic reports and related information provided to the trustee by the respective bond issuers or their respective sponsors. Certificateholders with questions may direct them to the certificate trustee's bondholder services group at (800) 934-6802.

U.S. Bank and U.S. Bank Trust serve or has served as trustee, paying agent and registrar on several issues of similar asset-backed securities.

Except for the information set forth in this section titled "The Trustees," neither U.S. Bank nor U.S. Bank Trust has participated in the preparation of this prospectus supplement or the accompanying prospectus and assumes no responsibility for their contents.

The Ohio companies will serve as administrative trustees of the issuing entity under the declaration of trust.

None of the bond trustee, the Delaware trustee or the certificate trustee has any obligation with respect to the bonds or the certificates except for its express obligations under the bond indenture, the declaration of trust or the certificate indenture, as the case may be.

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**CREDIT ENHANCEMENT**

Credit enhancement for the bonds is intended to protect you against losses or delays in scheduled payments on the bonds and, thus, the certificates.

**Statutory True-Up Adjustment Mechanism for Payment of Scheduled Principal and Interest and Other Financing Costs**

Consistent with the Securitization Act and the irrevocable financing order, phase-in-recovery charges on all retail electric customers in the sponsors' respective service territories will be reviewed and adjusted within 12 months after the issuance of the bonds and then semiannually to ensure the recovery of amounts sufficient to timely provide payment of scheduled principal and interest on the bonds and other approved financing costs. During the period commencing with the start of the last year that the last maturing tranche of the bonds of each bond issuer is expected to be outstanding and ending with the final maturity date, adjustment of the phase-in-recovery charges may occur as frequently as monthly. The PUCO will act pursuant to the financing order to ensure the full and timely imposition, charging, collection and adjustment, pursuant to the approved adjustment mechanism, of the phase-in-recovery charges. The State of Ohio has pledged and agreed in the Securitization Act and the PUCO has pledged in the financing order not to take or permit any action that impairs the value of the phase-in-recovery property or, except as allowed under the Securitization Act, reduces, alters or impairs phase-in-recovery charges that are imposed, charged, collected or remitted until the bonds and all other approved financing costs are paid in full. The obligations of the PUCO and the State of Ohio in the final financing order are direct, explicit, irrevocable and unconditional upon issuance of the bonds and are legally enforceable by bondholders against the State of Ohio. Please read *The Phase-In-Recovery Property* in this prospectus supplement and *Description of the Phase-In-Recovery Property* and *The Securitization Act* in the accompanying prospectus.

While there is no cap on the level of phase-in-recovery charges that may be imposed on retail electric customers to pay on a timely basis scheduled principal and interest on the bonds and replenish capital subaccounts, there is a cap on certain approved financing costs that may be recovered through phase-in-recovery charges. Please read *How Funds in the Collection Account Will Be Allocated* *Cap on Certain Financing Costs* in this prospectus supplement and *Description of the Bonds* *Allocations and Payments* in the accompanying prospectus.

**Collection Accounts and Subaccounts**

The bond trustee for each bond issuer will establish a collection account to hold payments arising from the phase-in-recovery charges as well as the capital contributions made to that bond issuer. Each collection account will consist of three subaccounts:

a general subaccount;

a capital subaccount for the capital contributions to the bond issuer; and

an excess funds subaccount.

Withdrawals from, and deposits to, these subaccounts will be made as described under *Description of the Bonds* *Allocations and Payments* in the accompanying prospectus.

**General Subaccount.** The bond trustee for each bond issuer will deposit collected phase-in-recovery charges remitted to it by its servicer with respect to its bonds into the general subaccount. On each payment date, the bond trustee will allocate amounts in the general subaccount as described under *How Funds in the Collection Account Will Be Allocated* in this prospectus supplement and *Description of the Bonds* *Allocations and Payments* in the accompanying prospectus.

**Capital Subaccount.** Prior to the issuance of the bonds, CEI will contribute capital of \$1,160,230 to CEI Funding, OE will contribute capital of \$847,520 to OE Funding and TE will contribute capital of \$759,010 to TE

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Funding, which amounts represent, in the case of each of CEI Funding LLC and OE Funding LLC, 0.50% of the initial principal amount of the bonds of each such bond issuer and, in the case of TE Funding LLC, 1.75% of the initial principal amount of the bonds of such bond issuer. The bond trustee for each bond issuer will deposit the capital into the capital subaccount of the bond issuer. A bond trustee will draw on amounts available in the capital subaccount of the related bond issuer, to the extent amounts available in the general subaccount and excess funds subaccount of that bond issuer are insufficient to pay interest on, and principal of, its bonds and, subject to the cap to the extent applicable, fees and expenses of servicing and retiring such bonds and an allocable portion of the certificates.

If a bond trustee uses amounts on deposit in a capital subaccount to make payments on the bonds of the related bond issuer on a payment date, then that capital subaccount will be replenished by the related bond issuer on subsequent payment dates to the extent the servicer remits payments arising from phase-in-recovery charges exceeding the amounts required to pay amounts having a higher priority of payment.

***Excess Funds Subaccount.*** Each excess funds subaccount will be funded with collected phase-in-recovery charges and earnings on amounts in the collection account in excess of the amount necessary to:

subject to the cap to the extent applicable, pay fees and expenses (including any indemnity payments) related to the servicing and retirement of the bonds (including without limitation trustee, independent director and administration fees and expenses) of that bond issuer and the portion of the certificates allocable to that bond issuer;

pay interest on, and principal of, such bonds to the extent required to be paid on that payment date;

replenish the capital subaccount of that bond issuer to the required capital level; and

pay the return on investment due to that bond issuer's seller and pay any reimbursement amount due to that bond issuer's servicer pursuant to section 6.02 of the applicable servicing agreement.

A bond trustee will draw on amounts in the excess funds subaccount of a bond issuer to the extent amounts available in the bond issuer's general subaccount are insufficient to pay the amounts listed above.



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**HOW FUNDS IN THE COLLECTION ACCOUNT WILL BE ALLOCATED**

On each semiannual payment date, or for any amount payable under clauses (1) through (4) below, on any business day, a bond trustee will allocate or, subject to the cap (discussed below under **Cap on Certain Financing Costs** ) if applicable, pay all amounts on deposit in the collection account of the related bond issuer, including earnings on those amounts, as follows and in the following order of priority:

- (1) first, all fees, costs, expenses (including legal fees and expenses) and indemnity amounts owed by that bond issuer to the related bond trustee, the certificate trustee and the Delaware trustee under the applicable basic documents will be paid to such bond trustee, certificate trustee and Delaware trustee (subject to section 6.07 of the bond indenture), respectively, and second, all fees, costs, expenses (including legal fees and expenses) and indemnity amounts owed by that bond issuer to the issuing entity under the applicable basic documents will be paid to the issuing entity; provided that the total of the foregoing amounts paid will not exceed \$100,000 annually;
- (2) the servicing fee and all unpaid servicing fees from any prior payment dates will be paid to that bond issuer's servicer;
- (3) the administration fee and all unpaid administration fees from prior payment dates and amounts due independent directors will be paid to that bond issuer's administrator and the independent directors, respectively;
- (4) payment of all other operating expenses, such as accounting and audit fees, rating agency fees, legal fees and certain reimbursable costs of the servicer under the related servicing agreement, and taxes and indemnities payable by that bond issuer will be paid to the persons entitled thereto;
- (5) first, any overdue semiannual interest on the bonds of that bond issuer (together with, to the extent lawful, interest on such overdue interest at the applicable bond interest rate) and second, semiannual interest then due and payable on such bonds will be paid to the certificate trustee, as bondholder, for distribution to the applicable certificateholders;
- (6) first, principal due and payable on the bonds of that bond issuer as a result of a bond event of default or on the final maturity date of a tranche of bonds of that bond issuer will be paid to the certificate trustee, as bondholder, for distribution to the applicable certificateholders and second, semiannual principal based on the priorities described above under **Description of the Bonds** Principal will be paid to the certificate trustee, as bondholder, for distribution to the applicable certificateholders according to the expected amortization schedule for each tranche of bonds;
- (7) unpaid operating expenses (including, without limitation, fees, expenses and indemnity amounts) owed by that bond issuer under the basic documents will be paid first, to the persons entitled thereto (other than the bond trustee, the Delaware trustee and certificate trustee) and second, to the bond trustee, Delaware trustee and certificate trustee;
- (8) the amount, if any, by which that bond issuer's capital subaccount needs to be funded to equal the required capital level as of such payment date will be allocated to that capital subaccount;
- (9) an amount equal to one-half of 6.85% of the required capital level will be paid to that bond issuer's seller;
- (10)

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reimbursement of the servicer for any amounts paid by that servicer to the bond trustee, Delaware trustee or certificate trustee pursuant to section 6.02(f) of the servicing agreement;

- (11) allocation of the remainder, if any, to the excess funds subaccount for distribution on subsequent payment dates; and
- (12) following, first, the payment of all principal of and interest on all bonds and all other approved financing costs, and, second, the payment of any unpaid amounts due the Delaware trustee, the certificate trustee and the related bond trustee under clause (1) above that exceeded the cap, then the balance, if any, will be paid to that bond issuer free from the lien of the bond indenture.

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If on any payment date, or for any amounts payable under clauses (1) through (4) above, on any business day, funds on deposit in the general subaccount of a bond issuer are insufficient to make the payments contemplated by clauses (1) through (6) above, the related bond trustee will:

first, draw from amounts on deposit in the excess funds subaccount of that bond issuer; and

second, draw from amounts on deposit in the capital subaccount of that bond issuer, up to the amount of the shortfall, in order to make the payments described above.

In addition, if on any payment date funds on deposit in the general subaccount of a bond issuer are insufficient to make the transfer described in clause (8) above, the related bond trustee will draw from amounts on deposit in the excess funds subaccount of that bond issuer to make the required transfer.

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 Certificates Events of Default in the accompanying prospectus for a description of the allocation of proceeds from the sale of any bond by the certificate trustee or of amounts recovered 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.

**Cap on Certain Financing Costs**

Pursuant to the financing order, certain approved ongoing financing costs recoverable through phase-in recovery charges (including those referenced in clauses (1) through (4), (7), (9) and (10) above) may not exceed on an annual basis the aggregate amount approved for such ongoing financing costs by more than 5%. The sum of such approved annual ongoing financing costs (\$1,072,732) plus an amount equal to 5% of such costs is equal to \$1,126,369, which amount is referred to as the **cap**. The ongoing financing costs referenced in clauses (1) through (4), (7), (9) and (10) above, to the extent in excess of the cap for any given annual period, may be recovered in any subsequent annual period (subject to the annual cap in such subsequent period). Unused cap amounts in a given year will not be available for recovery of any ongoing financing costs in a subsequent year. In the case of a non-utility servicer with a servicing fee of 0.75% of the initial principal balance of the bonds (the maximum permitted to be paid to a non-utility servicer under the financing order), as compared to 0.10% to be paid to the initial servicer, the cap would be \$4,277,550.

The initial servicer of each bond issuer will agree in its servicing agreement to indemnify the bond trustee and, as to such bond issuer's allocable portion only (pro rata in proportion to the original principal amount of such bond issuer's bonds unless directly allocable to such bond issuer), the Delaware trustee and the certificate trustee, for all due and unpaid compensation, expenses and indemnity amounts (owed by such bond issuer to such trustee under, and to the extent set forth in, section 6.07 of the bond indenture, sections 1 through 4 of the fee and indemnity agreement and any applicable provisions of the other applicable basic documents), that exceed the cap. Each servicing agreement will provide that this initial servicer indemnity obligation will continue as an obligation of such initial servicer in the event a successor servicer is appointed.

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The issuing entity, the bond issuers, CEI, OE, TE and the underwriters for the offering named below have entered into an underwriting agreement relating to the certificates. Assuming that conditions in the underwriting agreement are met, each underwriter has severally agreed to purchase the respective principal amount of certificates indicated in the following table.

<b>Underwriters</b>	<b>Tranche A-1</b>	<b>Tranche A-2</b>	<b>Tranche A-3</b>
Citigroup Global Markets Inc.	\$ 33,591,300	\$ 21,140,400	\$ 78,744,900
Goldman, Sachs & Co.	33,591,300	21,140,400	78,744,900
Credit Agricole Securities (USA) Inc.	27,992,750	17,617,000	65,620,750
Barclays Capital Inc.	5,598,550	3,523,400	13,124,150
Merrill Lynch, Pierce, Fenner & Smith Incorporated	5,598,550	3,523,400	13,124,150
RBS Securities Inc.	5,598,550	3,523,400	13,124,150
<b>Total</b>	<b>\$ 111,971,000</b>	<b>\$ 70,468,000</b>	<b>\$ 262,483,000</b>

The underwriters are committed to take and pay for all of the certificates being offered, if any are taken. If an underwriter defaults, the underwriting agreement provides that the purchase commitment of the non-defaulting underwriters may be increased or the underwriting agreement may be terminated, depending on the amount of certificates to which the default relates.

Certificates sold by the underwriters to the public will be initially offered at the initial public offering prices set forth on the cover of this prospectus supplement. We and the bond issuers have been advised that the underwriters propose initially to offer the certificates to dealers at the initial public offering prices, less a selling concession not to exceed the percentage of the certificate denomination set forth below, and that the underwriters may allow and dealers may reallocate a discount not to exceed the percentage of the certificate denomination set forth below:

<b>Tranche</b>	<b>Selling</b>	<b>Reallowance</b>
	<b>Concession</b>	<b>Discount</b>
A-1	0.30%	0.15%
A-2	0.30%	0.15%
A-3	0.30%	0.15%

After the initial public offering, the public offering prices, selling concessions and reallowance discounts may change.

The certificates are a new issue of securities with no established trading market. We and the bond issuers have been advised by the underwriters that the underwriters intend to make a market in the certificates but are not obligated to do so and may discontinue market making at any time without notice. The certificates will not be listed on any securities exchange. No assurance can be given as to the ability of holders of the certificates to resell the certificates.

In connection with the offering, the underwriters may purchase and sell certificates in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the underwriters of a greater number of certificates than they are required to purchase in the offering. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market price of the certificates while the offering is in progress.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased certificates sold by or for the account of such underwriter in stabilizing or short covering transactions.



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These activities by the underwriters may stabilize, maintain or otherwise affect the market price of the certificates. As a result, the price of the certificates may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the underwriters at any time. These transactions may be effected in the over-the-counter market or otherwise.

The bond issuers estimate that their share of the total expenses of the offering of the certificates, excluding underwriting discounts and commissions, will be approximately \$6.83 million.

The bond issuers and each of CEI, OE and TE have agreed to indemnify the underwriters and the issuing entity against certain liabilities, including liabilities under the Securities Act.

The underwriters or their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for CEI, OE and TE, for which they received or will receive customary fees and expenses. Goldman, Sachs & Co., previously served as the structuring advisor to CEI, OE and TE, and in such role, it has rendered certain structuring services to CEI, OE and TE in respect of the bond issuers and the issuing entity and received a fee for such services and reimbursement for certain expenses in connection with such services.

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**RATINGS**

We expect that the certificates will receive credit ratings from three **NRSROs**.

A security rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time by the assigning NRSRO. Each rating should be evaluated independently of any other rating. No person is obligated to maintain its rating on the certificates, and accordingly, we cannot assure you that a rating assigned to any tranche of the certificates upon initial issuance will not be revised or withdrawn by an NRSRO at any time thereafter. If a rating of any tranche of the certificates is revised or withdrawn, the liquidity of that tranche may be adversely affected. In general, ratings address credit risk and do not represent any assessment of the likelihood of any particular level of principal payments on the certificates other than payment in full of each tranche of the certificates by the applicable final maturity date, as well as the timely payment of interest.

Under Rule 17g-5 of the Exchange Act, NRSROs providing the sponsors with the requisite certification will have access to all information posted on a website by the sponsors for the purpose of determining the initial rating and monitoring the rating after the closing date in respect of the certificates. As a result, an NRSRO other than an NRSRO hired by the sponsor, referred to as a **hired NRSRO** may issue ratings on the certificates, or **Unsolicited Ratings**, which may be lower, and could be significantly lower, than the ratings assigned by a hired NRSRO. The Unsolicited Ratings may be issued prior to, or after, the closing date in respect of the certificates. Issuance of any Unsolicited Rating will not affect the issuance of the certificates. Issuance of an Unsolicited Rating lower than the ratings assigned by a hired NRSRO on the certificates might adversely affect the value of the certificates and, for regulated entities, could affect the status of the certificates as a legal investment or the capital treatment of the certificates. Investors in the certificates should consult with their legal counsel regarding the effect of the issuance of a rating by a non-hired NRSRO that is lower than the rating of a hired NRSRO.

In addition to the fees paid by the Ohio Companies to a hired NRSRO at closing, the sponsors may pay a fee to the NRSRO for ongoing surveillance for so long as the certificates are outstanding. However, no NRSRO is under any obligation to continue to monitor or provide a rating on the certificates. There can be no assurance that the credit ratings will be maintained.

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**MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES**

Based on certain assumptions and subject to certain qualifications, Akin Gump Strauss Hauer & Feld LLP will opine that (i) none of CEI, OE or TE will be treated as recognizing gross income upon the receipt of the financing order, the receipt of cash or other valuable consideration in exchange for the transfer of the phase-in-recovery property to the bond issuers, or the receipt of cash or other valuable consideration in exchange for the phase-in-recovery bonds issued by the bond issuers, (ii) the underlying bonds of each bond issuer will be treated as obligations of CEI, OE or TE, as the case may be, within the meaning of Revenue Procedure 2005-62, 2005-2 C.B. 507, (iii) the bond issuers will not be subject to U.S. federal income tax as entities separate from the sellers and (iv) the issuing entity will not be classified as a corporation or a publicly traded partnership treated as a corporation, but will be treated as a grantor trust. Please read **Material U.S. Federal Income Tax Consequences** in the accompanying prospectus.

**LEGAL PROCEEDINGS**

There are no legal or governmental proceedings pending against us, the sponsors, sellers, bond issuers, bond trustees, certificate trustee or servicers, or of which any property of the foregoing is subject, that is material to the holders of the certificates.

**WHERE YOU CAN FIND MORE INFORMATION**

To the extent that we are required to file such reports and information with the SEC under the Exchange Act, we will file (or any of the sponsors, in its capacity as sponsor, will file on our behalf) annual reports on Form 10-K, distribution reports on Form 10-D and current reports on Form 8-K with the SEC. We are incorporating by reference any future filings which we (file no. 333-187692-01 through -05) or any sponsor, but solely in its capacity as a sponsor, makes with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of the offering of the certificates, excluding any information that is furnished to, and not filed with, the SEC. These reports will be filed under the issuing entity's name. Please also read **Where You Can Find More Information** in the accompanying prospectus. We may voluntarily suspend or terminate our filing obligations as issuing entity with the SEC to the extent permitted by law.

**LEGAL MATTERS**

Certain legal matters relating to the issuing entity, bond issuers, the bonds and the certificates, including certain U.S. federal income tax matters, will be passed on by Akin Gump Strauss Hauer & Feld LLP, New York, New York, counsel to the issuing entity, the sellers and the bond issuers. Certain legal matters relating to the bonds and Ohio law will be passed upon by Calfee, Halter & Griswold LLP, Cleveland, Ohio, special local counsel to the sellers and the bond issuers. Certain legal matters relating to the issuing entity, the bond issuers and the certificates will be passed upon by Richards, Layton & Finger, P.A., Wilmington, Delaware, Delaware counsel to the issuing entity and the bond issuers. Morgan, Lewis & Bockius LLP, New York, New York, is counsel to the underwriters. Morgan, Lewis & Bockius LLP has in the past represented, and continues to represent, the Ohio Companies and certain of their affiliates on other matters.



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**OFFERING RESTRICTIONS IN CERTAIN JURISDICTIONS**

**NOTICE TO RESIDENTS OF SINGAPORE**

EACH UNDERWRITER ACKNOWLEDGES THAT THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS HAVE NOT BEEN REGISTERED AS A PROSPECTUS WITH THE MONETARY AUTHORITY OF SINGAPORE. ACCORDINGLY, EACH UNDERWRITER REPRESENTS, WARRANTS AND AGREES THAT IT HAS NOT OFFERED OR SOLD ANY CERTIFICATES OR CAUSED THE CERTIFICATES TO BE MADE THE SUBJECT OF AN INVITATION FOR SUBSCRIPTION OR PURCHASE, AND WILL NOT OFFER OR SELL ANY CERTIFICATES OR CAUSE THE CERTIFICATES TO BE MADE THE SUBJECT OF AN INVITATION FOR SUBSCRIPTION OR PURCHASE, AND HAS NOT CIRCULATED OR DISTRIBUTED, NOR WILL IT CIRCULATE OR DISTRIBUTE THIS PROSPECTUS SUPPLEMENT OR THE ACCOMPANYING PROSPECTUS OR ANY OTHER DOCUMENT OR MATERIAL IN CONNECTION WITH THE OFFER OR SALE, OR INVITATION FOR SUBSCRIPTION OR PURCHASE, OF CERTIFICATES, WHETHER DIRECTLY OR INDIRECTLY, TO PERSONS IN SINGAPORE OTHER THAN (I) TO AN INSTITUTIONAL INVESTOR UNDER SECTION 274 OF THE SECURITIES AND FUTURES ACT, CHAPTER 289 OF SINGAPORE (THE SFA ), OR ANY PERSON PURSUANT TO SECTION 275(1A), AND IN ACCORDANCE WITH THE CONDITIONS SPECIFIED IN SECTION 275 OF THE SFA OR (II) TO A RELEVANT PERSON PURSUANT TO SECTION 275(1) OR ANY PERSON PURSUANT TO SECTION 275(1A) OF THE SFA, AND IN ACCORDANCE WITH THE CONDITIONS SPECIFIED IN SECTION 275 OF THE SFA OR (III) OTHERWISE PURSUANT TO, AND IN ACCORDANCE WITH THE CONDITIONS OF, ANY OTHER APPLICABLE PROVISION OF THE SFA.

WHERE THE CERTIFICATES ARE SUBSCRIBED OR PURCHASED UNDER SECTION 275 BY A RELEVANT PERSON WHICH IS:

(A) A CORPORATION (WHICH IS NOT AN ACCREDITED INVESTOR (AS DEFINED IN SECTION 4A OF THE SFA)) THE SOLE BUSINESS OF WHICH IS TO HOLD INVESTMENTS AND THE ENTIRE SHARE CAPITAL OF WHICH IS OWNED BY ONE OR MORE INDIVIDUALS, EACH OF WHOM IS AN ACCREDITED INVESTOR; OR

(B) A TRUST (WHERE THE TRUSTEE IS NOT AN ACCREDITED INVESTOR) WHOSE SOLE PURPOSE IS TO HOLD INVESTMENTS AND EACH BENEFICIARY OF THE TRUST IS AN INDIVIDUAL WHO IS AN ACCREDITED INVESTOR,

SHARES, DEBENTURES AND UNITS OF SHARES AND DEBENTURES OF THAT CORPORATION OR THE BENEFICIARIES RIGHTS AND INTEREST (HOWSOEVER DESCRIBED) IN THAT TRUST SHALL NOT BE TRANSFERRED WITHIN 6 MONTHS AFTER THAT CORPORATION OR THAT TRUST HAS ACQUIRED THE CERTIFICATES PURSUANT TO AN OFFER MADE UNDER SECTION 275 EXCEPT:

(1) TO AN INSTITUTIONAL INVESTOR (FOR CORPORATIONS, UNDER SECTION 274 OF THE SFA) OR TO A RELEVANT PERSON DEFINED IN SECTION 275(2) OF THE SFA, OR TO ANY PERSON PURSUANT TO AN OFFER THAT IS MADE ON TERMS THAT SUCH RIGHTS OR INTEREST ARE ACQUIRED AT A CONSIDERATION OF NOT LESS THAN S\$200,000 (OR ITS EQUIVALENT IN A FOREIGN CURRENCY) FOR EACH TRANSACTION, WHETHER SUCH AMOUNT IS TO BE PAID FOR IN CASH OR BY EXCHANGE OF SECURITIES OR OTHER ASSETS, AND FURTHER FOR CORPORATIONS, IN ACCORDANCE WITH THE CONDITIONS SPECIFIED IN SECTION 275 OF THE SFA;

(2) WHERE NO CONSIDERATION IS OR WILL BE GIVEN FOR THE TRANSFER; OR

(3) WHERE THE TRANSFER IS BY OPERATION OF LAW. THE PROSPECTUS RELATING TO THE CERTIFICATES ( PROSPECTUS ) WILL, PRIOR TO ANY SALE OF SECURITIES PURSUANT TO THE

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PROVISIONS OF SECTION 106D OF THE COMPANIES ACT (CAP.50), BE LODGED, PURSUANT TO SAID SECTION 106D, WITH THE REGISTRAR OF COMPANIES IN SINGAPORE, WHICH WILL TAKE NO RESPONSIBILITY FOR ITS CONTENTS. HOWEVER, NEITHER THIS PROSPECTUS SUPPLEMENT NOR THE PROSPECTUS HAS BEEN AND NOR WILL THEY BE REGISTERED AS A PROSPECTUS WITH THE REGISTRAR OF COMPANIES IN SINGAPORE. ACCORDINGLY, THE CERTIFICATES MAY NOT BE OFFERED, AND NEITHER THIS PROSPECTUS SUPPLEMENT NOR ANY OTHER OFFERING DOCUMENT OR MATERIAL RELATING TO THE CERTIFICATES MAY BE CIRCULATED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, TO THE PUBLIC OR ANY MEMBER OF THE PUBLIC IN SINGAPORE OTHER THAN TO INSTITUTIONAL INVESTORS OR OTHER PERSONS OF THE KIND SPECIFIED IN SECTION 106C AND SECTION 106D OF THE COMPANIES ACT OR ANY OTHER APPLICABLE EXEMPTION INVOKED UNDER DIVISION 5A OF PART IV OF THE COMPANIES ACT. THE FIRST SALE OF SECURITIES ACQUIRED UNDER A