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FIRSTENERGY CORP
Form U-9C-3
August 28, 2002

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

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

For the quarterly period ended June 30, 2002

FirstEnergy Corp. (File No. 70-09501)

(Name of Registered Holding Company)

76 South Main Street, Akron, Ohio 44308

(Address of Principal Executive Offices)

FirstEnergy Corp.

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

For the quarterly period ended June 30, 2002

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Note: All dollar amounts shown in this Form U-9C-3 are expressed in
 ---- thousands unless otherwise noted.

ITEM 1 - ORGANIZATION CHART

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

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| | | | |
|-------------------------------|-----|------------|------------|
| GPU Solar, Inc. | ERC | 11/07/1997 | New Jersey |
| GPU Distributed Power, Inc. * | ERC | 02/29/2000 | Delaware |

* Inactive

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

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ITEM 1 - ORGANIZATION CHART (Continued)

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

* Inactive

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

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ITEM 1 - ORGANIZATION CHART (Continued)

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

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

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ITEM 1 - ORGANIZATION CHART (Continued)

Narrative Description of Activities for Reporting Period

None.

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ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

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

None.

| Company Contributing Capital | Company Receiving Capital | Amount Cont |
|--|--|-------------|
| FirstEnergy Corp. FirstEnergy Corp. | Bay Shore Power Company Webb Technologies, Inc. | \$16 |

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

ITEM 3 - ASSOCIATE TRANSACTIONS

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

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rend |
|--------------------------------------|---------------------------------------|--------------------------------------|
| Warrenton River Terminal, Ltd. | FirstEnergy Solutions Corp. | Loading, unloading and of petcoke |
| Warrenton River Terminal, Ltd. | FirstEnergy Generation Corp. | Loading, unloading and of coal |
| Centerior Energy Services, Inc. | FirstEnergy Solutions Corp. | Energy consulting servi |
| Bay Shore Power Company | FirstEnergy Generation Corp. | Sale of steam |
| Dunbar Mechanical, Inc. | FirstEnergy Generation Corp. | HVAC equipment installa and services |
| Dunbar Mechanical, Inc. | The Toledo Edison Company | HVAC services |
| Dunbar Mechanical, Inc. | FirstEnergy Nuclear Operating Company | HVAC services |

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| | | |
|-----------------------------|---|---------------------|
| Roth Bros., Inc. | Ohio Edison Company | HVAC services |
| Roth Bros., Inc. | FirstEnergy Properties, Inc. | HVAC services |
| Roth Bros., Inc. | FirstEnergy Nuclear Operating Company | HVAC services |
| Roth Bros., Inc. | The Cleveland Electric Illuminating Co. | HVAC services |
| Roth Bros., Inc. | FirstEnergy Generation Corp. | HVAC services |
| FirstEnergy Solutions Corp. | Ohio Edison Company | Sale of natural gas |

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ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

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

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rend |
|---|---|------------------------|
| ----- | ----- | ----- |
| FirstEnergy Solutions Corp. | Pennsylvania Power Company | Sale of natural gas |
| FirstEnergy Solutions Corp. | The Toledo Edison Company | Sale of natural gas |

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

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ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

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

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rend |
|---|---|------------------------|
| ----- | ----- | ----- |

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| | | |
|----------------------------|--------------------------------|---|
| GPU Service, Inc. | GPU Diversified Holdings LLC | Legal and certain general administrative services GPU Diversified Holdings |
| GPU Service, Inc. | GPU Advanced Resources, Inc. | Legal and certain general administrative services GPU Advanced |
| Resources, Inc. | | |
| FirstEnergy Service Co. | Warrenton River Terminal, Ltd. | General and administrative |
| FirstEnergy Service Co. | Bay Shore Power Company | General and administrative |
| FirstEnergy Generation Co. | Bay Shore Power Company | Sale of emission allowances |
| FirstEnergy Generation Co. | Bay Shore Power Company | Sale of fuel oil |
| FirstEnergy Generation Co. | Bay Shore Power Company | Plant operation & maintenance services |

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

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ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

| | |
|--|--------------|
| Total average consolidated capitalization as of June 30, 2002 | \$19,224,158 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | 2,883,624 |
| Greater of \$50 million or line 2 | |

| | |
|--|--------|
| Total current aggregate investment: | |
| (categorized by major line of energy-related business) | |
| Development and commercialization of photovoltaics (Category II) | 1,560 |
| Energy services and retail energy sales (Category V) | 25,900 |
| Production, conversion, sale and distribution of thermal energy products (Category VI) | 16,400 |
| Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII) | 1,810 |
| Fuel transportation, handling and storage facilities (Category IX) | 50 |
| | ----- |

Total current aggregate investment

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

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

The caption "Total current aggregate investment" includes all amounts invested or committed to be invested in energy-related companies on or after the date of effectiveness of Rule 58 (M) or after FirstEnergy Corp. registered as a holding company (November 7, 2001) for which the investment was made directly or indirectly, to FirstEnergy Corp. or any subsidiary company thereof. The amount excludes purchase accounting adjustments.

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ITEM 5 - OTHER INVESTMENTS

| Major Line of Energy-Related Business | Aggregate Investment as of March 31, 2002 | Change in Investments During Reporting Period | |
|---|--|--|------------------|
| Energy management services (Category I) | \$ 18,766 (1) | \$ - | N |
| Development and commercialization of electrotechnologies (Category II) | 29,480 (2) | - | N |
| Energy services and retail energy sales (Category V) | 44,058 (3) | - | N |
| Production, conversion, sale and distribution of thermal energy products (Category VI) | 41,850 (4) | 16,400 | I F c t |
| Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII) | 247,598 (5) | 830 | I F c t |
| Fuel transportation, handling and storage facilities (Category IX) | 4,959 (6) | - | N |
| Development and commercialization of technologies that utilize coal waste by-products (Category X) | 46 (7) | - | N |

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

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

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

-
- A-1 Financial statements of FirstEnergy Solutions Corp. for the quarter ended June 30, 2002.
 - A-2 Financial statements of GPU Advanced Resources, Inc. for the quarter ended June 30, 2002.
 - A-3 Financial statements of GPU Diversified Holdings LLC for the quarter ended June 30, 2002.
 - A-4 Financial statements of OES Fuel, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
 - A-5 Financial statements of Bay Shore Power Company for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
 - A-6 Financial statements of Centerior Energy Services, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
 - A-7 Financial statements of Warrenton River Terminal, Ltd. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
 - A-8 Financial statements of Ancoma, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
 - A-9 Financial statements of Colonial Mechanical Corporation for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
 - A-10 Financial statements of Dunbar Mechanical, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
 - A-11 Financial statements of Edwards Electrical & Mechanical, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
 - A-12 Financial statements of Elliot-Lewis Corporation for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
 - A-13 Financial statements of L.H. Cranston and Sons, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.

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- A-14 Financial statements of Roth Bros., Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
- A-15 Financial statements of The Hattenback Company for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

A. Financial Statements (Continued)

- A-16 Financial statements of R.P.C. Mechanical, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
- A-17 Financial statements of Spectrum Controls Systems, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
- A-18 Financial statements of Webb Technologies, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
- A-19 Financial statements of Penn Power Energy, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.
- A-20 Financial statements of GPU Solar, Inc. for the quarter ended June 30, 2002. - filed pursuant to request for confidential treatment.

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

B. Exhibits

Contracts Required by Item 3

- B-1 Contract between GPU Service, Inc. and GPU Advanced Resources, Inc. to provide legal and certain general and administrative services - incorporated by reference to Exhibit B-13 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 1997.
- B-2 Stockholders Agreement made and entered into as of January 7, 1998 by and among GPU International, Inc., AstroPower, Inc. and GPU Solar, Inc. (in connection with the sale of GPU International, Inc. on December 22, 2000, the Stockholders Agreement was amended such that GPU International, Inc. transferred its interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders

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Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-12 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.

B-3 Amendment No. 1 to Stockholders Agreement made and entered into as of December 1, 2000 by and among GPU International, Inc., AstroPower, Inc., GPU Diversified Holdings LLC and GPU Solar, Inc. (this amendment essentially transferred GPU International, Inc.'s interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-13 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.

B-4 Contract between GPU Service, Inc. and GPU Diversified Holdings LLC to provide legal and certain general and administrative services. - incorporated by reference to Exhibit B-4 to GPU's Quarterly Report on Form U-9C-3 for the period ended June 30, 2001.

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

C. Certificate of FirstEnergy Corp.

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SIGNATURE

The undersigned registered holding company has duly caused this quarterly report to be signed on its behalf by the undersigned officer thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

FIRSTENERGY CORP.

August 28, 2002

By: /s/ Harvey L. Wagner

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

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