

Gary R. Leidich
President and Chief Nuclear Officer

330-384-5770
Fax: 330-384-5669

May 18, 2005
L-05-080
PY-CEI/NRR-2880L

10 CFR 50.80
10 CFR 50.92
10 CFR 2.1315

U.S. Nuclear Regulatory Commission
Attention: Document Control Desk
Washington, D.C. 20555

Re: Beaver Valley Power Station, Unit Nos. 1 & 2 and Perry Nuclear Power Plant, Unit No. 1
Docket Nos. 50-334 & 50-440, and 50-412
Application for Order Consenting to Transfer of Licenses and Approving Conforming License Amendments

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended ("AEA"), and 10 CFR 50.80, FirstEnergy Nuclear Operating Company ("FENOC" or the "Applicant") acting as agent for and on behalf of FirstEnergy Nuclear Generation Corp. ("FENGenCo") and Pennsylvania Power Company ("Penn Power"), hereby submits the enclosed application to the Nuclear Regulatory Commission ("NRC"). The Applicant requests an order consenting to the transfer of Penn Power's 65 percent undivided ownership interest in Beaver Valley Power Station, Unit No. 1 ("BVPS 1"), 13.74 percent undivided ownership interest in Beaver Valley Power Station, Unit No. 2 ("BVPS 2"; together with BVPS 1, "BVPS"), and 5.24 percent undivided ownership interest in Perry Nuclear Power Plant, Unit No. 1 ("Perry") to FENGenCo.

This application also requests conforming administrative amendments to the BVPS and Perry licenses to:

1. Reflect the proposed transfer of ownership of Penn Power's interests in BVPS and Perry to FENGenCo,
2. Delete the references to Penn Power in the licenses, and
3. Authorize FENGenCo to possess the respective ownership interests in BVPS and Perry.

FENGenCo will be a direct, wholly owned subsidiary of FirstEnergy Solutions Corp. ("FE Solutions"), which, in turn, is a direct, wholly owned subsidiary of FirstEnergy Corp. ("FirstEnergy"). FirstEnergy's seven electric utility operating companies comprise the nation's fifth largest investor-owned electric system, serving 4.4 million customers within 36,100 square miles of Ohio, Pennsylvania, New Jersey, and New York.

A 001

Certain financial information included in Exhibits H and I of the attached license transfer application is confidential commercial information which the Applicant requests be withheld from public disclosure pursuant to 10 CFR 2.390 and 9.17(a)(4). Redacted versions of Exhibits H and I are provided in the non-proprietary version of this application. Confidential versions of Exhibits H and I are provided in a separate Addendum to this application. An affidavit supporting the request for withholding the Addendum from public disclosure is provided with the sworn affirmations appended to the application.

The information contained in this application demonstrates that FENGenCo possesses the requisite qualifications to own Penn Power's existing undivided ownership interests in BVPS and Perry. The proposed transfer of control of Penn Power's interests will not result in any change in the role of FENOC as the licensed operator of the facilities, including budget responsibilities and operating authority. Finally, this request for transfer of control of licenses does not involve any entities that are owned, controlled, or dominated by a foreign entity.

In summary, the proposed transfers will be consistent with the requirements set forth in the AEA, NRC regulations, and the relevant NRC licenses and orders. No physical changes will be made to BVPS or Perry, and there will be no changes in the day-to-day operation of those plants as a result of these transfers. The proposed transfers will not have any adverse impact on the public health and safety, or be inimical to the common defense and security. The application solely requests approval for the transfer of ownership interests within the same family of companies. The Applicant respectfully requests that the NRC consent to the transfers of control in accordance with 10 CFR 50.80 and approve the conforming license amendments.

FENOC requests that the NRC review this application on a schedule that will permit the issuance of NRC consent to the transfers of control and conforming license amendments as soon as possible, and are prepared to work closely with the NRC Staff to help expedite the application's review. Approval is requested by no later than November 1, 2005. Such consent should be immediately effective upon issuance and should permit the transfers at any time prior to December 31, 2006. FENOC will inform the NRC of any significant changes in the status of any other required approvals or any other developments that have an impact on the schedule.

Service upon the Applicant of comments, hearing requests, intervention petitions or other pleadings should be made to David W. Jenkins, Esq., FirstEnergy Corp., 76 South Main Street, Mail Stop A-Go-18, Akron, OH 44308, tel: (330) 384-5037, and email: djenkins@firstenergycorp.com.

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If the NRC requires additional information concerning this application, please contact Mr. Gregory H. Halnon, FENOC Director, Regulatory Affairs, FirstEnergy Nuclear Operating Company, 395 Ghent Road, A-GHE-315, Akron, OH 44333, tel: (330) 315-7500, and email: ghalnon@firstenergycorp.com.

Sincerely,



Gary R. Leidich
President and Chief Nuclear Officer
FirstEnergy Nuclear Operating Company

Enclosures:

1. Application with Exhibits
2. Regulatory Commitments
3. Proprietary Addendum

cc: NRC Region 1 Administrator
NRC Region 3 Administrator
Beaver Valley NRC Project Manager
Perry NRC Project Manager
Beaver Valley NRC Resident
Perry NRC Resident
State of Ohio
D.A. Allard, Director BRP/DEP
L.E. Ryan, BRP/DEP

Enclosure 1
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**APPLICATION FOR ORDER CONSENTING
TO TRANSFER OF LICENSES AND
APPROVING CONFORMING LICENSE
AMENDMENTS**

MAY 18, 2005

submitted by

FirstEnergy Nuclear Operating Company

on behalf of

Pennsylvania Power Company

and

FirstEnergy Nuclear Generation Corp.

Beaver Valley Power Station, Unit Nos. 1 & 2, and
Perry Nuclear Power Plant, Unit No. 1
Docket Nos. 50-334, 50-440, 50-412

**APPLICATION FOR ORDER CONSENTING TO TRANSFER OF LICENSES AND
APPROVING CONFORMING LICENSE AMENDMENTS**

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List of Exhibits

Affirmation of Gary R. Leidich

Affidavit of Gary R. Leidich

- Exhibit A Proposed Changes to the Facility Operating License and Technical Specifications Associated with the Proposed Transfer of BVPS 1 & 2 and Perry to FENGenCo
- Exhibit B No Significant Hazards Considerations Determination
- Exhibit C Simplified Corporate Ownership Structure Before Transfer
- Exhibit D Simplified Corporate Ownership Structure After Transfer
- Exhibit E SEC Form 13G Filings
- Exhibit F 2004 Annual Report of FirstEnergy Corp.
- Exhibit G Form of Support Agreement Between FirstEnergy Corp. and FirstEnergy Nuclear Generation Corp.
- Exhibit H Pro Forma Income Statements (Non-Proprietary Version)
- Exhibit I Pro Forma Opening Balance Sheet (Non-Proprietary Version)
- Exhibit J Form of Nuclear Decommissioning Trust Agreement
- Exhibit K Decommissioning Funding Worksheets for BVPS 1 & 2 and Perry
- Exhibit L NRC Financial Test for Parent Guarantees
- Exhibit M Form of Parent Guaranty
- Addendum *Proprietary Versions of Exhibits H and I*

I. Introduction

Pursuant to Section 184 of the Atomic Energy Act of 1954, as amended (“AEA”), and 10 CFR Section 50.80, the FirstEnergy Nuclear Operating Company (“FENOC” or the “Applicant”) acting as agent for and on behalf of FirstEnergy Nuclear Generation Corp. (“FENGenCo”) and Pennsylvania Power Company (“Penn Power”), hereby submits the enclosed application to the Nuclear Regulatory Commission (“NRC”). The Applicant requests an order consenting to the transfer of Penn Power’s 65 percent undivided ownership interest in Beaver Valley Power Station, Unit No. 1 (“BVPS 1”), 13.74 percent undivided ownership interest in Beaver Valley Power Station, Unit No. 2 (“BVPS 2”; together with BVPS 1, “BVPS”), and 5.24 percent undivided ownership interest in Perry Nuclear Power Plant, Unit No. 1 (“Perry”) to FENGenCo. This transfer also includes Penn Power’s undivided ownership interest in the Beaver Valley common facilities.

This application also requests conforming amendments to the BVPS and Perry licenses to:

1. Reflect the proposed transfer of ownership of Penn Power’s interests in BVPS and Perry to FENGenCo,
2. Delete references to Penn Power in the licenses,
3. Authorize FENGenCo to possess the respective ownership interests in BVPS and Perry, and to possess and use related licensed materials, under the same conditions and authorizations included in the current license unless provided for otherwise by virtue of statements and/or representations in this application.

FirstEnergy Corp. (“FirstEnergy”) is a registered utility holding company headquartered in Akron, Ohio. FirstEnergy and its affiliates are engaged in the generation, transmission, and distribution of electricity to wholesale and retail customers in the Eastern Interconnection. Its seven electric utility operating companies comprise the nation's fifth largest investor-owned electric system, serving 4.4 million customers within 36,100 square miles of Ohio, Pennsylvania, New Jersey, and New York. Subsidiaries of FirstEnergy – The Cleveland Electric Illuminating Company, Ohio Edison Company, OES Nuclear, Inc., Penn Power, and The Toledo Edison Company – collectively own the BVPS, Davis-Besse, and Perry nuclear power plants in varying percentages. FENOC is the licensed operator for these plants.

FENGenCo will be a direct, wholly owned subsidiary of FirstEnergy Solutions Corp. (“FE Solutions”), which, in turn is a direct, wholly owned subsidiary of FirstEnergy. FENGenCo will become an Exempt Wholesale Generator (“EWG”) and will sell the output of its interest in the nuclear plants to FE Solutions. The contract for this sale (“Power Supply Agreement”) is subject to review and approval by the Federal Energy Regulatory Commission (“FERC”). Subject to FERC approval, this Power Supply Agreement will be designed to ensure that FENGenCo will recover its costs to own and fund the operation of the units from FE Solutions.

FENOC is the licensed operator for BVPS and Perry. This application does not request, or involve any change to FENOC’s continued operation of BVPS or Perry. This application does not request approval of any physical changes in the plant, or any changes to the conduct of operations at BVPS or Perry. After transfer of the BVPS and Perry licenses FENOC will

continue to operate and maintain each plant in accordance with its respective licensing basis. FENGenCo will assume the obligations of Penn Power under the FENOC operating agreements.

All of the ownership interests in BVPS Units and Perry are held by or leased by wholly owned subsidiaries of FirstEnergy. Diagrams depicting a simplified pre- and post- transfer corporate structure of the ownership of the interests proposed to be transferred are included as Exhibits C and D.

Marked-up and typed pages showing the conforming changes to the Licenses are provided as Exhibit A to this application. Exhibit B is an evaluation showing that these changes raise no significant hazards considerations.

II. Statement of Purpose of the Transfer and Nature of the Transaction Making the Transfer Necessary or Desirable

In 1992, Congress passed the Energy Policy Act to promote competition in the electric energy market for wholesale power. The Energy Policy Act also amended the Public Utility Holding Company Act ("PUHCA") to create a new class of independent power producers and amended the Federal Power Act ("FPA") to provide open access to electric transmission systems for wholesale transactions. In addition, in December 1996 the Electric Generation Customer Choice and Competition Act ("Competition Act") was enacted in Pennsylvania to restructure the state's electric utility industry by creating retail access to a competitive market for the generation of electricity. These transfers are being undertaken to further implement the restructuring of FirstEnergy's electric utility operations and enhance the ability of FirstEnergy and its subsidiaries to compete in the electric energy markets. Similar legislation was enacted in Ohio, which

included the requirement to establish a structural separation between the competitive generation portion of the electric business and the regulated “wires” portion of this business.

As part of this corporate restructuring, FirstEnergy established FE Solutions as the affiliate responsible for the purchase and sale of electricity in competitive markets. A wholly owned subsidiary of FE Solutions – FirstEnergy Generation Corp. (“Fossil GenCo”) – was created to own and operate the fossil and hydro generation facilities formerly owned and operated by the regulated wires companies. Fossil GenCo is an EWG, and sells the output of its portfolio of generation to FE Solutions pursuant to a Purchased Power Contract approved by the FERC. FE Solutions, in turn, sells its power into competitive wholesale and retail markets at market based rates.

FENGenCo will perform the same function as Fossil GenCo for the nuclear facilities owned by FirstEnergy subsidiaries, with the notable exception that FENOC will continue to perform its role as the licensed operator for these plants. FENGenCo will become an EWG, and will sell the output of its plants to FE Solutions under a cost-based wholesale contract approved by the FERC. Thus, these requested plant transfers are being undertaken to further implement the restructuring of FirstEnergy’s electric utility operations and to enhance the ability of FirstEnergy and its subsidiaries to compete in electric energy markets.

III. Supporting Information

A. *Name of New Licensee*

FirstEnergy Nuclear Generation Corp.

B. Address

76 South Main Street
Akron, OH 44308

C. Description of Business or Occupation

FENGenCo is a newly-formed corporation established to own FirstEnergy's nuclear merchant generation assets. FENGenCo will be an EWG and will sell the output of its plants to FE Solutions pursuant to a Power Agreement approved by the FERC.

D. Corporate Information

1. State of Incorporation and Place of Business

FENGenCo has been formed as a corporation established under the laws of the State of Ohio. FENGenCo's principal place of business is Akron, Ohio.

2. Directors and Principal Officers

FirstEnergy, a registered holding company, may require approval from the Securities and Exchange Commission ("SEC") before acquiring the stock of FENGenCo. FENOC will provide the names and business addresses of the directors and principal officers of FENGenCo, all of whom will be U.S. citizens, once those individuals are identified.

3. No Foreign Ownership or Control

FENGenCo will be a wholly owned subsidiary of FE Solutions. FE Solutions is a wholly owned subsidiary of FirstEnergy. The shares of common stock of FirstEnergy are publicly traded on the New York Stock Exchange and are widely held. All of the directors and principal officers of FE Solutions and FirstEnergy are U.S. citizens, and the directors and principal officers of

FENGenCo will be U.S. citizens. Section 13 of the Securities and Exchange Act of 1934, as amended, 15 U.S.C. 78m(d), requires that a person or entity that owns or controls more than 5% of the stock of a company must file notice with the Securities and Exchange Commission (SEC). Based upon its review of the relevant filings with the SEC, FENOC is not aware of any alien, foreign corporation, or foreign government that holds more than 5% of the common stock of FirstEnergy. FENOC has identified that, when considering ownership shares of their affiliates, Capital Research and Management Company, State Street Corporation and Barclays Global Investors, NA (Barclays), each have ownership or beneficial ownership of less than 10% but more than 5% of the common stock of FirstEnergy. Copies of the relevant SEC Form 13G Filings are provided in Exhibit E. These entities are U.S. entities, but Barclays is a subsidiary of Barclays PLC, a United Kingdom corporation. Nevertheless, Barclays does not have a controlling interest in FirstEnergy and does not exercise domination or control over the affairs of FirstEnergy. As such, FENGenCo will not be owned, controlled or dominated by an alien, a foreign corporation, or a foreign government.

4. No Agency

In seeking to become the licensed owner of interests in BVPS and Perry, FENGenCo is not acting as the agent or representative of any other person or entity.

E. Technical Qualifications

The technical qualifications of FENOC are not affected by the proposed transfers of control of Penn Power's ownership interest in BVPS and Perry to FENGenCo. There will be no physical changes to BVPS or Perry and no changes in the day-to-day operations of FENOC in

connection with the transfers of control of Penn Power's ownership interest in BVPS or Perry. FENOC will at all times remain the licensed operator of BVPS and Perry, and there will be no changes in the FENOC senior management team resulting from the proposed license transfers. FENGenCo will assume Penn Power's obligations to FENOC under the FENOC Operating Agreement and other arrangements relating to BVPS and Perry. In particular, FENGenCo will assume Penn Power's obligation to pay its share of the operating costs for BVPS and Perry, and FENOC will continue to recover its costs under the existing arrangements.

Penn Power's obligations for its share of the costs of BVPS are addressed in the BVPS "Operating Agreement" dated May 24, 1976, as amended; and the obligations for its share of the costs for Perry are addressed in the Perry "Operating Agreement" dated March 10, 1987, as amended. The amended agreements each provide that "[a]ll costs and expenses ..., including overheads, directly or indirectly associated with the operation and maintenance of the Unit[s]" are shared by the companies owning interest in each of the respective units. Pursuant to the operating agreements, annual budgets are prepared, and the companies are then billed for their respective shares of the costs.

F. Financial Qualifications

General information regarding FirstEnergy is provided in its 2004 Annual Report, which is provided as Exhibit F. FirstEnergy will enter into a financial support agreement with FENGenCo in the amount of \$80 million, and a form of this agreement is provided as Exhibit G.

In accordance with 10 CFR 50.33(f) and the Standard Review Plan on Power Reactor Licensee Financial Qualifications and Decommissioning Funding Assurance (NUREG-1577,

Rev. 1) ("Standard Review Plan"), FENGenCo's Pro Forma Income Statements for the five-year period from January 1, 2006 until December 31, 2010 are provided in Exhibit H. Exhibit I provides FENGenCo's pro forma opening balance sheet showing its anticipated assets, liabilities and capital structure expected as of the transfer date. Exhibits H and I are proprietary and are therefore provided in a separately bound Addendum, and FENOC requests that this Addendum be withheld from public disclosure. An affidavit supporting the request for withholding the Addendum from public disclosure is provided with the sworn affirmations appended to this application. Redacted versions of the Exhibits, suitable for public disclosure, are included with this application.

FENGenCo and FE Solutions will enter into a Power Supply Agreement for a period of at least five years through which FENGenCo will recover its operating, maintenance, and capital costs associated with the transferred assets. The terms of that agreement have not been made final, but once the terms have been finalized, a form of the agreement will be submitted to NRC or made available for inspection upon request. The Power Supply Agreement is subject to FERC jurisdiction and will be filed for review and approval by FERC later this year.

The Pro Forma Income Statements on page two of Exhibit H shows the expected operating revenues of FENGenCo from the sale of capacity and energy received under the Power Supply Agreement, and FENGenCo's estimated annual operating costs, for the five calendar years 2006 through 2010. This statement reflects results based upon the current business plan for operating BVPS and Perry. Page three of Exhibit H provides a pro forma sensitivity analysis of estimated revenues generated from the sales of the output from the transferred portions of BVPS

and Perry at market rates, demonstrating that FE Solutions will generate sufficient revenue from such sales to cover its obligations to FENGenCo pursuant to the Power Supply Agreement. These pro forma statements show that the anticipated income from the sales of energy and capacity from BVPS and Perry provide reasonable assurance of an adequate source of funds to meet FENGenCo's anticipated liabilities during the five-year period covered by the pro forma statements.

FENGenCo will have access to additional capital from its affiliated companies on an as-needed basis. First, the Power Supply Agreement will be designed to include a "formula rate" provision permitting FENGenCo to recover increases in its capital expenditures and operating expenses that exceed its base demand and energy charges during the contract term. Secondly, FirstEnergy has presented a form of Support Agreement that provides assurance that FENGenCo will have access to funds sufficient to pay its pro rata share of the fixed operating and maintenance (O&M) costs in the event of an unanticipated plant shutdown. Pursuant to this agreement, FirstEnergy will make up to \$80 million in funding available to FENGenCo.

This level of funding exceeds the approximate amount of Penn Power's pro rata share of the fixed O&M costs that FENGenCo would expect to incur over a one year outage of both BVPS units. This estimate for one year, which exceeds the six month period suggested by the NRC's Standard Review Plan, provides assurance that FENGenCo will be financially qualified to conduct licensed activities at BVPS and Perry in the event these plants fail to operate as anticipated. Further, FENGenCo has a larger ownership percentage interest in BVPS than at Perry, and these units are expected to generate more revenue for FENGenCo than Perry.

Accordingly, the use of a dual unit outage of both BVPS units for one year as a benchmark for the funding agreement is an appropriate assumption for purposes of meeting the criteria in the Standard Review Plan. Finally, the remaining affiliate owners of the BVPS and Perry units remain responsible to provide their pro rata shares of capital and operating costs in the event of any such shutdown.

G. Decommissioning Funding

At the time of the transfer, all of the decommissioning funds in Penn Power's Nuclear Decommissioning Trusts ("NDTs") will be transferred to FENGenCo. These NDTs had a market value of approximately \$143 million as of December 31, 2004, and additional contributions are planned for 2005. Therefore, FENOC expects that the market value of the NDTs will be at least \$140 million at the time of the transfer. The FENGenCo NDTs will be held in external trust funds segregated from FENGenCo's assets and outside its administrative control. The funds will be governed by a Master NDT Agreement with Mellon Bank NA as Trustee, and the terms of that agreement will comply with the requirements of 10 CFR 50.75(h)(1). A form of the "Master Nuclear Decommissioning Trust Agreement" incorporating the terms required by 10 CFR 50.75(h)(1) is provided as Exhibit J.

The NRC minimum amounts of decommissioning funding assurance required for BVPS and Perry, calculated pursuant to 10 CFR 50.75(c) (the "formula amount"), are provided for each unit in Exhibit K, Attachments 1, 2, and 3. The current trust fund balances and anticipated contributions for 2005, with credit for earnings taken into account using a 2 percent real rate of return, are insufficient to be considered fully "prepaid" for purposes of using the "prepayment" method specified in 10 CFR 50.75(e)(1)(i).

Below is a table summarizing for each plant the current: (1) Penn Power's ownership interest (being transferred to FENGenCo); (2) the current Penn Power trust fund balance (being transferred to FENGenCo); (3) the current shortfall; (4) the amount required (when earnings are credited using a 2% real rate of return) to be considered fully "prepaid;" and (5) FENGenCo's pro rata share of the NRC minimum decommissioning amount.

Decommissioning Funding Summary
(\$ in millions)

	Penn Power's Plant Share	Trust Balance (12/31/2004)	Current Shortfall	Pre-Paid Amount Required (Credit for Earnings)	FENGenCo Share of NRC Min.
BVPS 1	65%	\$108.1	\$66.8	\$174.9	\$231.9
BVPS 2	13.74%	\$25.3	\$4.5	\$29.8	\$49.0
Perry	5.24%	\$9.7	\$5.5	\$15.2	\$24.3
Total		\$143.1	\$76.8	\$219.9	\$305.2

The transferred balances of approximately \$140 million are approximately \$80 million less than the \$220 million required to be considered fully pre-paid. Therefore, FENGenCo will provide additional decommissioning funding assurance by obtaining a parent guarantee, as permitted by 10 CFR 50.75(e)(1)(iii), from FirstEnergy in the initial amount of \$80 million (in year 2005 dollars). FENGenCo will re-calculate the required decommissioning funding assurance levels each year, as required by 10 CFR 50.75(b)(2), and if necessary, each year it will either obtain an appropriate adjustment in the amount of the parent company guarantee or otherwise provide for decommissioning funding assurance in the amounts required. Exhibit L provides a worksheet demonstrating compliance with the NRC's financial test for parent guarantees, in accordance with 10 CFR 50.75(e)(1)(iii)(C) and 10 CFR Part 30, Appendix A.

FENGenCo has chosen to demonstrate compliance using the test in section II.A.2 of Appendix A. The form of the guarantee is provided as Exhibit M.

In addition, FENGenCo expects to receive additional funding for decommissioning in the amount of \$80 million from Penn Power and/or other affiliates within the next five years. FENGenCo will maintain these funds in its NDTs. In any event, the existing trust funds combined with the parent company guarantee in the amount of \$80 million provide reasonable assurance that funds will be available to FENGenCo to pay for its share of the decommissioning costs attributable to the interests being transferred to it, in accordance with the requirements of 10 CFR 50.75. This provides the required financial assurance for the funding of FENGenCo's decommissioning obligations in connection with the transferred plant interests. It is expected that when FENGenCo's NDTs have achieved higher funding levels, from funds made available by Penn Power and other sources, as well as earnings and appreciation from NDT investments, the parent company guarantee will be reduced to a lower amount or eliminated, as appropriate.

H. No Antitrust Considerations

In accordance with the Commission's decision in *Kansas Gas and Electric Company* (Wolf Creek Generating Station, Unit 1), CLI-99-19, 49 N.R.C. 441 (1999), antitrust reviews of license transfer applications after initial licensing are not required by the AEA. The existing antitrust conditions in the licenses will continue in effect.

I. Nuclear Insurance

In accordance with Art. IV.2 of the NRC Price-Anderson Indemnity Agreement for BVPS and Perry, the Applicant requests NRC approval of the assignment and transfer of Penn Power's

interest in the Price Anderson Indemnity Agreement for BVPS and Perry to FENGenCo in connection with the proposed license transfer. FENGenCo's Pro Forma Income Statements and financial arrangements with FirstEnergy provide adequate assurance that FENGenCo will be able to pay its share of the annual retrospective premium for BVPS and Perry pursuant to 10 CFR 140.21(e)-(f). Prior to the license transfer, FENOC will provide proof that FENGenCo will have all required nuclear property damage insurance pursuant to 10 CFR 50.54(w) and nuclear energy liability insurance pursuant to Section 170 of the AEA and 10 CFR Part 140.

J. Standard Contract for Disposal of Spent Nuclear Fuel

Upon transfer, FENGenCo will assume title to and responsibility for the storage and disposal of Penn Power's pro rata share of spent nuclear fuel at BVPS and Perry. Penn Power will assign, and FENGenCo will assume, all of Penn Power's rights and duties under the Standard Contract with the Department of Energy. Penn Power will remain liable to FENGenCo for any fees associated with spent nuclear fuel used to generate electricity prior to the transfer.

K. Agreement to Limit Access to Restricted Data

This application does not involve any Restricted Data or other classified defense information. Furthermore, it is not expected that any such information will be raised or required by the licensed activities at BVPS or Perry. In the event that licensed activities do involve Restricted Data in the future, FENGenCo agrees that it will appropriately safeguard such information. In compliance with Section 145a of the AEA, FENGenCo agrees that restricted or classified defense information will not be provided to any individual until the Office of Personnel Management investigates and reports to the NRC on the character, associations, and loyalty of

such individual, and the NRC determines that permitting such person to have access to Restricted Data will not endanger the common defense and security of the United States.

L. Environmental Review

The proposed transfer will not result in any change in the types, or any increase in the amounts, of any effluents that may be released off-site, and will not cause any increase in individual or cumulative occupational radiation exposure. Further, the NRC has determined in 10 CFR 51.22(c)(21) that license transfers are categorically exempt from further environmental review. Accordingly, the license transfer will involve no significant environmental impact.

IV. Effective Date and Other Regulatory Approvals

The Applicant requests that the NRC review this application on a schedule that will permit issuance of an order consenting to the requested license transfer as promptly as possible, and in any event on or before November 1, 2005. Such consent should be immediately effective upon issuance and should permit the transfer and the implementation date of the conforming amendment to occur any time prior to December 31, 2006. The proposed transfer of the BVPS and Perry interests from Penn Power to FENGenCo also requires approvals or actions from other agencies, including, but not limited to, the FERC, Pennsylvania Public Utility Commission, the Public Utilities Commission of Ohio, New Jersey Board of Public Utilities, New York State Public Service Commission, SEC, and the Internal Revenue Service.

FENOC will inform the NRC Staff as to the status of other necessary approvals and will notify the NRC Staff when they are ready for the conforming license amendment to be issued.

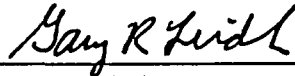
V. Conclusion

For the reasons stated above, the Applicant respectfully submits that the proposed transfer of Penn Power's ownership interests in BVPS and Perry to FENGenCo is consistent with the requirements set forth in the AEA, NRC regulations, and the relevant NRC licenses and orders. The Applicant therefore respectfully requests that, in accordance with Section 184 of the AEA and 10 CFR 50.80 and 50.92, the NRC consent to the transfer of the BVPS and Perry licenses to FENGenCo and approve the conforming administrative amendments associated with this transfer.

Affirmation

I, Gary R. Leidich, being duly sworn, state that I am the President and Chief Executive Officer for FirstEnergy Nuclear Operating Company ("FENOC"), that I am authorized to sign and file this application with the Nuclear Regulatory Commission on behalf of FENOC and its affiliates, and that the statements made and the matters set forth herein pertaining to FirstEnergy, FENOC and their affiliates are true and correct to the best of my knowledge, information, and belief.

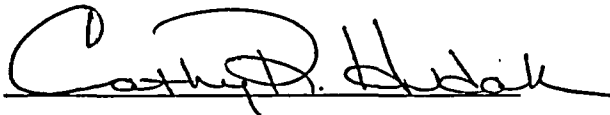
FirstEnergy Nuclear Operating Company



Gary R. Leidich
President and Chief Executive Officer

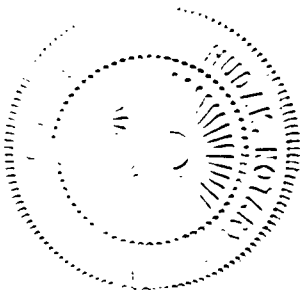
STATE OF Ohio
COUNTY OF Summit

Subscribed and sworn to before me, a Notary Public, in and for the County and State above named, this 18 day of May, 2005.



My Commission Expires

CATHY HUDAK Notary Public State of Ohio My Commission Expires Oct. 17, 2007



10 CFR 2.390

AFFIDAVIT OF GARY R. LEIDICH

I, Gary R. Leidich, President and Chief Executive Officer state that:

1. I am authorized to execute this affidavit on behalf of FirstEnergy Nuclear Operating Company ("FENOC") and its affiliates.

2. FENOC is providing information in support of its "Application for Order and Conforming License Amendment to Transfer Licenses." The Proprietary Versions of Exhibits H and I being provided in the separately bound Addendum to this application contain financial pro forma statements related to anticipated revenues from sales of energy and capacity from BVPS 1 & 2 and Perry and confidential information regarding anticipated assets, liabilities and capital structure at the time of transfer. These documents constitute proprietary commercial and financial information that should be held in confidence by the NRC pursuant to the policy reflected in 10 CFR 2.390(a)(4) and 9.17(a)(4), because:
 - a. This information is and has been held in confidence by FENOC and its affiliates.

 - b. This information is of a type that is held in confidence by FENOC and its affiliates, and there is a rational basis for doing so because the information contains sensitive financial competitive information concerning FENOC's affiliates' anticipated revenues and operating expenses.

 - c. This information is being transmitted to the NRC in confidence.

 - d. This information is not available in public sources and could not be gathered readily from other publicly available information.

 - e. Public disclosure of this information would create substantial harm to the competitive position of FENOC by disclosing its internal financial pro form statements and the commercial terms of a unique transaction to other parties whose commercial interests may be adverse to those of FENOC.

3. Accordingly, FENOC requests that the designated documents be withheld from public disclosure pursuant to the policy reflected in 10 CFR 2.390(a)(4) and 9.17(a)(4).

FirstEnergy Nuclear Operating Company

Gary R. Leidich
Gary R. Leidich
President and Chief Executive Officer

STATE OF Ohio
CITY OF Summit

Subscribed and sworn to me, a Notary Public, in and for the County and State above named, this 18 day of May, 2005.

Cathy R. Hudak

My Commission Expires

CATHY HUDAK
Notary Public
State of Ohio
My Commission Expires Oct. 17, 2007

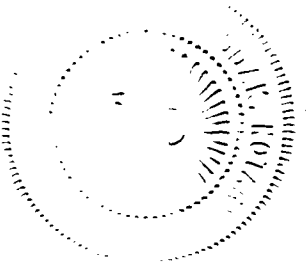


EXHIBIT A

Proposed Changes to the Facility Operating Licenses and Technical Specifications Associated with the Proposed Transfer of BVPS 1 & 2 and Perry to FENGenCo

I. Reason for the Change

The Beaver Valley Power Station, Unit Nos. 1 & 2 and Perry Nuclear Power Plant, Unit No. 1 ("BVPS and Perry"), are being transferred to FirstEnergy Nuclear Generation Corp. ("FENGenCo"). This transfer requires the submittal of a conforming change to the licenses for BVPS and Perry. The proposed changes delete references to the current part owner, Pennsylvania Power Company, and replaces them with references to FirstEnergy Nuclear Generation Corp.

II. Basis for the Change

After the transfer of their ownership interests, Penn Power will retain no responsibility for the regulatory obligations contained in the BVPS and Perry licenses that are applicable to the owners of BVPS and Perry. Accordingly, the entity to which these responsibilities are being transferred, FENGenCo, must be identified in the licenses.

III. Safety Assessment

The proposed changes to the Licenses identify FENGenCo as the new part owner of the plants and make other minor administrative changes related to the transfer of ownership to FENGenCo. No physical modifications are being made to any plant systems or components, nor any changes to operations. Therefore, the proposed changes are administrative in nature and will not adversely affect nuclear safety or safe operation of these plants.

IV. Description of the Proposed Changes

The proposed changes to the Licenses of BVPS 1 & 2 and Perry are included in the following attachments. Attachments 1 through 3 contain the BVPS 1, BVPS 2, and Perry Licenses, respectively, marked with the proposed changes. Attachments 4 through 6 contain clean pages of the BVPS 1, BVPS 2, and Perry Licenses, respectively, with the changes incorporated.

Attachment 1

**Beaver Valley Power Station, Unit No. 1
Marked-Up Pages for Proposed Conforming Changes**

License Amendment Request No. 330

The following is a list of the affected pages:

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UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

FIRSTENERGY NUCLEAR OPERATING COMPANY
OHIO EDISON COMPANY
PENNSYLVANIA POWER COMPANY/FIRSTENERGY NUCLEAR GENERATION CORP.

DOCKET NO. 50-334

BEAVER VALLEY POWER STATION, UNIT NO. 1

FACILITY OPERATING LICENSE

Amendment No. 226
License No. DPR-66

1. The Nuclear Regulatory Commission (the Commission) having found that:
 - A. The application for license filed by FirstEnergy Nuclear Operating Company (FENOC)* acting on its own behalf and as agent for Ohio Edison Company, and ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp. (the licensees) complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter 1, and all required notifications to other agencies or bodies have been duly made;
 - B. Construction of the Beaver Valley Power Station, Unit No. 1 (facility), has been substantially completed in conformity with Construction Permit No. CPPR-75 and the application, as amended, the provisions of the Act and the rules and regulations of the Commission;
 - C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the rules and regulations of the Commission;
 - D. There is reasonable assurance: (i) that the activities authorized by this amended operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the rules and regulations of the Commission;
 - E. FENOC is technically qualified and the licensees are financially qualified to engage in the activities authorized by this amended operating license in accordance with the rules and regulations of the Commission;
 - F. The licensees have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;

*FENOC is authorized to act as agent for Ohio Edison Company and ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp., and has exclusive responsibility and control over the physical construction, operation, and maintenance of the facility.

- G. The issuance of this amended operating license will not be inimical to the common defense and security or to the health and safety of the public;
- H. After weighing the environmental, economic, technical and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of Amendment No. 4 to Facility Operating License No. DPR-66 is in accordance with 10 CFR Part 51 (formerly Appendix D of 10 CFR Part 50) of the Commission's regulations and all applicable requirements have been satisfied; and
- I. The receipt, possession, and use of source, by-product, and special nuclear material as authorized by this amended license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70, including 10 CFR Sections 30.33, 40.32, 70.23, and 70.31.

2. Facility Operating License No. DPR-66 issued to FENOC, Ohio Edison Company, and ~~Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp. is hereby amended in its entirety to read as follows:

- A. This amended license applies to the Beaver Valley Power Station, Unit No. 1, a pressurized water nuclear reactor and associated equipment (the facility), owned by Ohio Edison Company and ~~Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp., and operated by FENOC. The facility is located in Beaver County, Pennsylvania, on the southern shore of the Ohio River, and is described in the "Final Safety Analysis Report" as supplemented and amended (Amendments 1 through 21) and the Environmental Report as amended (Supplements 1 through 6).
- B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
 - (1) FENOC, pursuant to Section 104b of the Act and 10 CFR Part 50, "Licensing of Production and Utilization Facilities," to possess, use, and operate the facility and Ohio Edison Company, and ~~Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp. to possess the facility at the designated location in Beaver County, Pennsylvania in accordance with the procedures and limitations set forth in this amended license;
 - (2) FENOC, pursuant to the Act and 10 CFR Part 70, to receive, possess, and use at any time special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;

APPENDIX C

ADDITIONAL CONDITIONS
OPERATING LICENSE NO. DPR-66

FirstEnergy Nuclear Operating Company, Ohio Edison Company, and ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp. shall comply with the following conditions on the schedules noted below:

Amendment Number	Additional Condition	Implementation Date
202	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated September 9, 1996, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from April 14, 1997
208	The licensee commits to perform the post weld heat treatment of sleeve welds and the NRC-recommended inspections for repaired tubes as described in the licensee's application dated March 10, 1997, as supplemented July 28 and September 17, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from November 25, 1997
209	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated March 14, 1997, as supplemented July 29 and August 13, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from December 10, 1997
210	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated September 11, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 30 days from January 20, 1998

APPENDIX C

ADDITIONAL CONDITIONS
OPERATING LICENSE NO. DPR-66

FirstEnergy Nuclear Operating Company, Ohio Edison Company, and ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp., shall comply with the following conditions on the schedules noted below:

Amendment Number	Additional Condition	Implementation Date
225	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these Technical Specification requirements to the appropriate documents as described in the licensee's application dated December 24, 1998, as supplemented June 15, June 17, and July 7, 1999, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from August 30, 1999

Attachment 2

**Beaver Valley Power Station, Unit No. 2
Marked-Up Pages for Proposed Conforming Changes**

License Amendment Request No. 199

The following is a list of the affected pages:

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UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

FIRSTENERGY NUCLEAR OPERATING COMPANY
PENNSYLVANIA POWER COMPANY FIRSTENERGY NUCLEAR GENERATION CORP.
OHIO EDISON COMPANY
THE CLEVELAND ELECTRIC ILLUMINATING COMPANY
THE TOLEDO EDISON COMPANY
DOCKET NO. 50-412
BEAVER VALLEY POWER STATION, UNIT 2
FACILITY OPERATING LICENSE

License No. NPF-73

1. The Nuclear Regulatory Commission (the Commission or the NRC) has found that:
 - A. The application for license filed by FirstEnergy Nuclear Operating Company (FENOC)* acting on its own behalf and as agent for ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company (the licensees), complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations set forth in 10 CFR Chapter I, and all required notifications to other agencies or bodies have been duly made;
 - B. Construction of the Beaver Valley Power Station, Unit 2 (the facility), has been substantially completed in conformity with Construction Permit No. CPPR-105 and the application, as amended, the provisions of the Act, and the regulations of the Commission;
 - C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the regulations of the Commission (except as exempted from compliance in Section 2.D. below);
 - D. There is reasonable assurance: (i) that the activities authorized by this operating license can be conducted without endangering the health and safety of the public and (ii) that such activities will be conducted in compliance with the Commission's regulations set forth in 10 CFR Chapter I (except as exempted from compliance in Section 2.D. below);

*FENOC is authorized to act as agent for ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company and has exclusive responsibility and control over the physical construction, operation, and maintenance of the facility.

- E. FENOC is technically qualified to engage in the activities authorized by this license in accordance with the Commission's regulations set forth in 10 CFR Chapter I;
 - F. The licensees have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;
 - G. The issuance of this license will not be inimical to the common defense and security or to the health and safety of the public;
 - H. After weighing the environmental, economic, technical, and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of this Facility Operating License No. NPF-73 is subject to the conditions for protection of the environment set forth in the Environmental Protection Plan attached as Appendix B, is in accordance with 10 CFR Part 51 of the Commission's regulations, and all applicable requirements have been satisfied;
 - I. The receipt, possession and use of source, byproduct and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70.
2. Based on the foregoing findings, review by the Nuclear Regulatory Commission at a meeting on July 8, 1987, and approval by the Commission on August 13, 1987, the License for Fuel Loading and Low Power Testing, License No. NPF-64, issued on May 28, 1987, is superseded by Facility Operating License NPF-73, hereby issued to FENOC, ~~Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company (the licensees) to read as follows:
- A. This amended license applies to the Beaver Valley Power Station, Unit 2, a pressurized water reactor and associated equipment (the facility), owned by ~~Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company and operated by FENOC. The facility is located on the licensees' site on the southern shore of the Ohio River in Beaver County, Pennsylvania, approximately 22 miles northwest of Pittsburgh and 5 miles east of East Liverpool, Ohio, and is described in FENOC's Final Safety Analysis Report, as supplemented and amended, and in its Environmental Report, as supplemented and amended;
 - B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
 - (1) Pursuant to Section 103 of the Act and 10 CFR Part 50, FENOC to possess, use, and operate the facility at the designated location in Beaver County, Pennsylvania, in accordance with the procedures and limitations set forth in this license;

- (2) Pursuant to the Act and 10 CFR Part 50, ~~Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company to possess the facility at the designated location in Beaver County, Pennsylvania, in accordance with the procedures and limitations set forth in the license;
- (3) Pursuant to the Act and 10 CFR Part 70, FENOC, to receive, possess, and use at any time special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;
- (4) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, FENOC to receive, possess, and use at any time any byproduct, source, and special nuclear material such as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation and radiation monitoring equipment calibration, and as fission detectors in amounts as required;
- (5) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, FENOC to receive, possess, and use in amounts as required any byproduct, source, or special nuclear material without restriction to chemical or physical form, for sample analysis or instrument calibration or other activity associated with radioactive apparatus or components;
- (6) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, FENOC to possess, but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility authorized herein.
- (7) (a) ~~Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company are authorized to transfer any portion of their respective 13.74%, 41.88%, 24.47%, and 19.91% ownership interests in BVPS Unit 2 and a proportionate share of their ownership interests in the BVPS common facilities to certain potential investors identified in their submittals of July 14, 16, 22 and 31, and September 14, 17 and 18, 1987, and at the same time to lease back from such purchasers such interest transferred in the BVPS Unit 2 facility. The term of the lease is for approximately 29-1/2 years subject to a right of renewal. Such sale and leaseback transactions are subject to the representations and conditions set forth in the aforementioned submittals. Specifically, a lessor and anyone else who may acquire an interest under these transactions are prohibited from exercising directly or indirectly any control over the license of BVPS Unit 2. For purposes of this condition the limitations in 10 CFR 50.81, as now in effect and as may be subsequently amended, are fully applicable to the lessor and any successor in interest to that lessor as long as the license for BVPS Unit 2 remains in effect; these financial

APPENDIX D

ADDITIONAL CONDITIONS
OPERATING LICENSE NO. NPF-73

FirstEnergy Nuclear Operating Company, ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company shall comply with the following conditions on the schedules noted below:

Amendment Number	Additional Condition	Implementation Date
83	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated September 9, 1996, and evaluated in the staff's safety evaluation attached to this amendment.	This amendment shall be implemented within 60 days from April 14, 1997
87	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated March 14, 1997, as supplemented July 29 and August 13, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from December 10, 1997
88	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated September 11, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 30 days from January 20, 1998
98	The licensee commits to perform visual acceptance examinations of sleeve welds; post weld heat treatment of sleeve welds; and the NRC-recommended inspections of repaired tubes as described in the licensee's application dated March 10, 1997, as supplemented July 28, 1997, September 17, 1997, April 30, 1998, and January 29, 1999, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from March 26, 1999

APPENDIX D

ADDITIONAL CONDITIONS
OPERATING LICENSE NO. NPF-73

FirstEnergy Nuclear Operating Company, ~~Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company shall comply with the following conditions on the schedules noted below:

Amendment Number	Additional Condition	Implementation Date
102	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these Technical Specification requirements to the appropriate documents as described in the licensee's application dated December 24, 1998, as supplemented June 15, June 17, and July 7, 1999, and evaluated in the staff's evaluation attached to this amendment.	This amendment shall be implemented within 60 days from August 30, 1999

1.0 Objectives of the Environmental Protection Plan

The Environmental Protection Plan (EPP) is to provide for protection of nonradiological environmental values during operation of the Beaver Valley Power Station, Unit 2 (facility). The principal objectives of the EPP are as follows:

- (1) Verify that the facility is operated in an environmentally acceptable manner, as established by the Final Environmental Statement - Operating License Stage (FES-OL) and other NRC environmental impact assessments.
- (2) Coordinate NRC requirements and maintain consistency with other Federal, State, and local requirements for environmental protection.
- (3) Keep NRC informed of the environmental effects of facility construction and operation and of actions taken to control those effects.

Environmental concerns identified in the FES-OL (September 1985, NUREG-1094) which relate to water quality matters are regulated by way of the licensee's* NPDES permit.

2.0 Environmental Protection Issues

In the FES-OL (NUREG-1094, September 1985), the staff considered the environmental impacts associated with the operation of the Beaver Valley Power Station, Unit 2. No aquatic/water quality, terrestrial, or noise issues were identified.

3.0 Consistency Requirements

3.1 Plant Design and Operation

The licensee may make changes in station design or operation or perform tests or experiments affecting the environment provided such activities do not involve an unreviewed environmental question and do not involve a change in the EPP*. Changes in station design or operation or performance of tests or experiments which do not affect the environment are not subject to the requirements of this EPP. Activities governed by Section 3.3 are not subject to the requirements of this Section.

Before engaging in additional construction or operational activities which may significantly affect the environment, the licensee shall prepare and record an environmental evaluation of such activity. Activities are excluded from this requirement if all measurable nonradiological environmental effects are confined to the on-site areas previously disturbed during site preparation and plant construction. When the evaluation indicates that such activity involves an unreviewed environmental question, the licensee shall provide a written evaluation of such activity and obtain prior NRC approval. Such activity and change to the EPP may be implemented only in accordance with an appropriate license amendment as set forth in Section 5.3 of this EPP.

*"Licensee" refers to FirstEnergy Nuclear Operating Company, operator of the facility, and acting as agent for ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company, owners of the facility.

Attachment 3

**Perry Nuclear Power Plant, Unit No. 1
Marked-Up Pages for Proposed Conforming Changes**

The following is a list of the affected pages:

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UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 29555-0001

FIRSTENERGY NUCLEAR OPERATING COMPANY
CLEVELAND ELECTRIC ILLUMINATING COMPANY
OHIO EDISON COMPANY
OES NUCLEAR, INC.
PENNSYLVANIA POWER COMPANY FIRSTENERGY NUCLEAR GENERATION CORP.
TOLEDO EDISON COMPANY
DOCKET NO. 50-440
PERRY NUCLEAR POWER, PLANT, UNIT NO. 1
FACILITY OPERATING LICENSE

License No. NPF-58

1. The Nuclear Regulatory Commission (the Commission) has found that:

- A. The application for license filed by FirstEnergy Nuclear Operating Company (FENOC)¹ acting on its own behalf and as agent for The Cleveland Electric Illuminating Company (CEICO), Ohio Edison Company, OES Nuclear, Inc.², ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp., and the Toledo Edison Company (licensees) complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations set forth in 10 CFR Chapter I, and all required notifications to other agencies or bodies have been duly made;
- B. Construction of the Perry Nuclear Power Plant, Unit No. 1 (the facility), has been substantially completed in conformity with Construction Permit No. CPPR-148 and the application, as amended, the provisions of the Act, and the regulations of the Commission;

¹FENOC is authorized to act as agent for Ohio Edison Company, OES Nuclear, Inc., ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp., the Toledo Edison Company, and The Cleveland Electric Illuminating Company, and has exclusive responsibility and control over the physical construction, operation, and maintenance of the facility.

²OES Nuclear, Inc., is a wholly owned subsidiary of Ohio Edison Company. OES Nuclear, Inc., owns a portion of the 30% interest in Perry Nuclear Power Plant Unit No. 1 attributable to Ohio Edison Company. Ohio Edison Company remains fully responsible for all costs and expenses, including decommissioning expenses, relating to the portion of the Perry Nuclear Power Plant Unit No. 1 owned by OES Nuclear, Inc., for the duration of the license through completion of plant decommissioning. OES Nuclear, Inc., was added as a licensee by Amendment No. 81 to this license.

- C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the regulations of the Commission (except as exempted from compliance in Section 2.D below);
 - D. There is reasonable assurance: (i) that the activities authorized by this operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations set forth in 10 CFR Chapter I (except as exempted from compliance in Section 2.D below);
 - E. The FirstEnergy Nuclear Operating Company is technically qualified to engage in the activities authorized by this license in accordance with the Commission's regulations set forth in 10 CFR Chapter I;
 - F. The licensees have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;
 - G. The issuance of this license will not be inimical to the common defense and security or to the health and safety of the public;
 - H. After weighing the environmental, economic, technical, and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of this Facility Operating License No. NPF-58, subject to the conditions for protection of the environment set forth in the Environmental Protection Plan attached as Appendix B, is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied; and
 - I. The receipt, possession, and use of source, byproduct, and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70.
2. Based on the foregoing findings regarding this facility, the Partial-Initial Decisions issued December 2, 1983, and September 3, 1985, by the Atomic Safety and Licensing Board in regard to this facility (affirmed by ALAB-841, dated July 25, 1986) and pursuant to approval by the Nuclear Regulatory Commission at a meeting on November 7, 1986, Facility Operating License No. NPF-58, which supersedes the license for fuel loading and low power testing, License No. NPF-45, issued on March 18, 1986, is hereby issued to the Cleveland Electric Illuminating Company, FirstEnergy Nuclear Operating Company, Ohio Edison Company, OES Nuclear Inc., ~~Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp., and Toledo Edison Company (the licensees) to read as follows:
- A. The license applies to the Perry Nuclear Power Plant, Unit No. 1, a boiling water nuclear reactor and associated equipment (the facility), owned by the Cleveland Electric Illuminating Company, Ohio Edison Company, OES Nuclear, Inc., ~~Pennsylvania Power~~

~~Company~~FirstEnergy Nuclear Generation Corp., and the Toledo Edison Company. The facility is located on the shore of Lake Erie in Lake County, Ohio, approximately 35 miles northeast of Cleveland, Ohio, and is described in the licensees' Final Safety Analysis Report, as supplemented and amended, and in the licensees' Environmental Report, as supplemented and amended.

- B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
- (1) FENOC, pursuant to Section 103 of the Act and 10 CFR Part 50, to possess, use, and operate the facility at the designated location in Lake County, Ohio, in accordance with the procedures and limitations set forth in this license;
 - (2) ~~CEICO, Ohio Edison Company, OES Nuclear, Inc., Pennsylvania Power Company~~FirstEnergy Nuclear Generation Corp., and Toledo Edison Company to possess the facility at the designated location in Lake County, Ohio, in accordance with the procedures and limitations set forth in this license;
 - (3) FENOC, pursuant to the Act and 10 CFR Part 70, to receive, possess, and use at any time special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;
 - (4) FENOC, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to receive, possess, and use at any time any byproduct, source, and special nuclear material such as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation and radiation monitoring equipment calibration, and fission detectors in amounts as required;
 - (5) FENOC, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to receive, possess, and use in amounts as required any byproduct, source, or special nuclear material without restriction as to chemical or physical form, for sample analysis or instrument calibration or associated with radioactive apparatus or components; and
 - (6) FENOC, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to possess, but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility.
 - (7)(a) Ohio Edison Company is authorized to transfer any portion of its 30.0% ownership share of PNPP Unit 1 and a proportionate share of its interest in the PNPP common facilities to certain equity investors identified in its submission of January 23, 1987, as supplemented on March 3, 1987, and at the same time to lease back from such purchasers such interest sold in the PNPP Unit 1 facility. The term of the lease is for approximately 29½ years subject to a right of

renewal. Such sale and leaseback transactions are subject to the representations and conditions set forth in the above mentioned application of January 23, 1987, as supplemented on March 3, 1987, as well as the letter of the Director of the Office of Nuclear Reactor Regulation dated March 16, 1987, consenting to such transactions. Specifically, a lessor and anyone else who may acquire an interest under these transactions are prohibited from exercising directly or indirectly any control over the licenses of PNPP Unit 1. For purposes of this condition the limitations of 10 CFR 50.81, as now in effect and as may be subsequently amended, are fully applicable to the lessor and any successor in interest to that lessor as long as the license for PNPP Unit 1 remains in effect; these financial transactions shall have no effect on the license for the Perry Nuclear facility throughout the term of the license.

(b) Further, the licensees are also required to notify the NRC in writing prior to any change in: (i) the terms or conditions of any lease agreements executed as part of these transactions; (ii) the PNPP Operating Agreement; (iii) the existing property insurance coverage for PNPP Unit 1; and (iv) any action by a lessor or others that may have an adverse effect on the safe operation of the facility.

C. This license shall be deemed to contain and is subject to the conditions specified in the Commission's regulations set forth in 10 CFR Chapter I and is subject to all applicable provisions of the Act and to the rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the additional conditions specified or incorporated below:

(1) Maximum Power Level

FENOC is authorized to operate the facility at reactor core power levels not in excess of 3758 megawatts thermal (100% power) in accordance with the conditions specified herein.

(2) Technical Specifications

The Technical Specifications contained in Appendix A and the Environmental Protection Plan contained in Appendix B, as revised through Amendment No. 112, are hereby incorporated into the license. FENOC shall operate the facility in accordance with the Technical Specifications and the Environmental Protection Plan.

(3) Antitrust Conditions

a. Cleveland Electric Illuminating Company, Ohio Edison Company, OES Nuclear, Inc., ~~Pennsylvania Power Company~~ FirstEnergy Nuclear Generation Corp., and the

APPENDIX C

PERRY NUCLEAR POWER PLANT, UNIT NO. 1

NPF-58

ANTITRUST CONDITIONS

FOR

CLEVELAND ELECTRIC ILLUMINATING COMPANY

OHIO EDISON COMPANY

OES NUCLEAR, INC.

PENNSYLVANIA POWER COMPANY FIRSTENERGY NUCLEAR GENERATION CORP.

TOLEDO EDISON COMPANY

- A. The licensees are subject to the following antitrust conditions:

Definitions

Applicants shall mean the five companies listed above.

Entity shall mean any electric generation and/or distribution system or municipality or cooperative with a statutory right or privilege to engage in either of these functions.

Wheeling shall mean transportation of electricity by a utility over its lines for another utility, including the receipt from and delivery to another system of like amounts but not necessarily the same energy. Federal Power Commission, The 1970 National Power Survey, Part 1, P. I-24-8.

Licensing Conditions

- (1) Applicants shall not condition the sale or exchange of wholesale power or coordination services upon the condition that any other entity:
- (a) enter into any agreement or understanding restricting the use of or alienation of such energy or services to any customers or territories;
 - (b) enter into any agreement or understanding requiring the receiving entity to give up any other power supply alternatives or to deny itself any market opportunities;
 - (c) withdraw any petition to intervene or forego participation in any proceeding before the Nuclear Regulatory Commission or refrain from instigating or prosecuting any antitrust action in any other forum.

Attachment 4

**Beaver Valley Power Station, Unit No. 1
Clean Pages for Proposed Conforming Changes**

License Amendment Request No. 330

The following is a list of the affected pages:

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UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

FIRSTENERGY NUCLEAR OPERATING COMPANY
OHIO EDISON COMPANY
FIRSTENERGY NUCLEAR GENERATION CORP.

DOCKET NO. 50-334

BEAVER VALLEY POWER STATION, UNIT NO. 1

FACILITY OPERATING LICENSE

Amendment No.
License No. DPR-66

1. The Nuclear Regulatory Commission (the Commission) having found that:
 - A. The application for license filed by FirstEnergy Nuclear Operating Company (FENOC)* acting on its own behalf and as agent for Ohio Edison Company, and FirstEnergy Nuclear Generation Corp. (the licensees) complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's rules and regulations set forth in 10 CFR Chapter 1, and all required notifications to other agencies or bodies have been duly made;
 - B. Construction of the Beaver Valley Power Station, Unit No. 1 (facility), has been substantially completed in conformity with Construction Permit No. CPPR-75 and the application, as amended, the provisions of the Act and the rules and regulations of the Commission;
 - C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the rules and regulations of the Commission;
 - D. There is reasonable assurance: (i) that the activities authorized by this amended operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the rules and regulations of the Commission;
 - E. FENOC is technically qualified and the licensees are financially qualified to engage in the activities authorized by this amended operating license in accordance with the rules and regulations of the Commission;
 - F. The licensees have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;

*FENOC is authorized to act as agent for Ohio Edison Company and FirstEnergy Nuclear Generation Corp., and has exclusive responsibility and control over the physical construction, operation, and maintenance of the facility.

- G. The issuance of this amended operating license will not be inimical to the common defense and security or to the health and safety of the public;
 - H. After weighing the environmental, economic, technical and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of Amendment No. 4 to Facility Operating License No. DPR-66 is in accordance with 10 CFR Part 51 (formerly Appendix D of 10 CFR Part 50) of the Commission's regulations and all applicable requirements have been satisfied; and
 - I. The receipt, possession, and use of source, by-product, and special nuclear material as authorized by this amended license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70, including 10 CFR Sections 30.33, 40.32, 70.23, and 70.31.
2. Facility Operating License No. DPR-66 issued to FENOC, Ohio Edison Company, and FirstEnergy Nuclear Generation Corp. is hereby amended in its entirety to read as follows:
- A. This amended license applies to the Beaver Valley Power Station, Unit No. 1, a pressurized water nuclear reactor and associated equipment (the facility), owned by Ohio Edison Company and FirstEnergy Nuclear Generation Corp., and operated by FENOC. The facility is located in Beaver County, Pennsylvania, on the southern shore of the Ohio River, and is described in the "Final Safety Analysis Report" as supplemented and amended (Amendments 1 through 21) and the Environmental Report as amended (Supplements 1 through 6).
 - B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
 - (1) FENOC, pursuant to Section 104b of the Act and 10 CFR Part 50, "Licensing of Production and Utilization Facilities," to possess, use, and operate the facility and Ohio Edison Company, and FirstEnergy Nuclear Generation Corp. to possess the facility at the designated location in Beaver County, Pennsylvania in accordance with the procedures and limitations set forth in this amended license;
 - (2) FENOC, pursuant to the Act and 10 CFR Part 70, to receive, possess, and use at any time special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;

APPENDIX C

Provided for Information Only.

ADDITIONAL CONDITIONS
OPERATING LICENSE NO. DPR-66

FirstEnergy Nuclear Operating Company, Ohio Edison Company, and FirstEnergy Nuclear Generation Corp. shall comply with the following conditions on the schedules noted below:

Amendment Number	Additional Condition	Implementation Date
202	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated September 9, 1996, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from April 14, 1997
208	The licensee commits to perform the post weld heat treatment of sleeve welds and the NRC-recommended inspections for repaired tubes as described in the licensee's application dated March 10, 1997, as supplemented July 28 and September 17, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from November 25, 1997
209	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated March 14, 1997, as supplemented July 29 and August 13, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from December 10, 1997
210	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated September 11, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 30 days from January 20, 1998

APPENDIX C

Provided for Information Only.

ADDITIONAL CONDITIONS
OPERATING LICENSE NO. DPR-66

FirstEnergy Nuclear Operating Company, Ohio Edison Company, and FirstEnergy Nuclear Generation Corp. shall comply with the following conditions on the schedules noted below:

Amendment Number	Additional Condition	Implementation Date
225	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these Technical Specification requirements to the appropriate documents as described in the licensee's application dated December 24, 1998, as supplemented June 15, June 17, and July 7, 1999, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from August 30, 1999

Attachment 5

**Beaver Valley Power Station, Unit No. 2
Clean Pages for Proposed Conforming Changes**

License Amendment Request No. 199

The following is a list of the affected pages:

License Page
1
2
3
Appendix D
1
2
Appendix B
1

UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 20555-0001

FIRSTENERGY NUCLEAR OPERATING COMPANY
FIRSTENERGY NUCLEAR GENERATION CORP.
OHIO EDISON COMPANY
THE CLEVELAND ELECTRIC ILLUMINATING COMPANY
THE TOLEDO EDISON COMPANY
DOCKET NO. 50-412
BEAVER VALLEY POWER STATION, UNIT 2
FACILITY OPERATING LICENSE

License No. NPF-73

1. The Nuclear Regulatory Commission (the Commission or the NRC) has found that:
 - A. The application for license filed by FirstEnergy Nuclear Operating Company (FENOC)* acting on its own behalf and as agent for FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company (the licensees), complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations set forth in 10 CFR Chapter I, and all required notifications to other agencies or bodies have been duly made;
 - B. Construction of the Beaver Valley Power Station, Unit 2 (the facility), has been substantially completed in conformity with Construction Permit No. CPPR-105 and the application, as amended, the provisions of the Act, and the regulations of the Commission;
 - C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the regulations of the Commission (except as exempted from compliance in Section 2.D. below);
 - D. There is reasonable assurance: (i) that the activities authorized by this operating license can be conducted without endangering the health and safety of the public and (ii) that such activities will be conducted in compliance with the Commission's regulations set forth in 10 CFR Chapter I (except as exempted from compliance in Section 2.D. below);

*FENOC is authorized to act as agent for FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company and has exclusive responsibility and control over the physical construction, operation, and maintenance of the facility.

Amendment No.

- E. FENOC is technically qualified to engage in the activities authorized by this license in accordance with the Commission's regulations set forth in 10 CFR Chapter I;
 - F. The licensees have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;
 - G. The issuance of this license will not be inimical to the common defense and security or to the health and safety of the public;
 - H. After weighing the environmental, economic, technical, and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of this Facility Operating License No. NPF-73 is subject to the conditions for protection of the environment set forth in the Environmental Protection Plan attached as Appendix B, is in accordance with 10 CFR Part 51 of the Commission's regulations, and all applicable requirements have been satisfied;
 - I. The receipt, possession and use of source, byproduct and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70.
2. Based on the foregoing findings, review by the Nuclear Regulatory Commission at a meeting on July 8, 1987, and approval by the Commission on August 13, 1987, the License for Fuel Loading and Low Power Testing, License No. NPF-64, issued on May 28, 1987, is superseded by Facility Operating License NPF-73, hereby issued to FENOC, FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company (the licensees) to read as follows:
- A. This amended license applies to the Beaver Valley Power Station, Unit 2, a pressurized water reactor and associated equipment (the facility), owned by FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company and operated by FENOC. The facility is located on the licensees' site on the southern shore of the Ohio River in Beaver County, Pennsylvania, approximately 22 miles northwest of Pittsburgh and 5 miles east of East Liverpool, Ohio, and is described in FENOC's Final Safety Analysis Report, as supplemented and amended, and in its Environmental Report, as supplemented and amended;
 - B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:
 - (1) Pursuant to Section 103 of the Act and 10 CFR Part 50, FENOC to possess, use, and operate the facility at the designated location in Beaver County, Pennsylvania, in accordance with the procedures and limitations set forth in this license;

- (2) Pursuant to the Act and 10 CFR Part 50, FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company; and The Toledo Edison Company to possess the facility at the designated location in Beaver County, Pennsylvania, in accordance with the procedures and limitations set forth in the license;
- (3) Pursuant to the Act and 10 CFR Part 70, FENOC, to receive, possess, and use at any time special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;
- (4) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, FENOC to receive, possess, and use at any time any byproduct, source, and special nuclear material such as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation and radiation monitoring equipment calibration, and as fission detectors in amounts as required;
- (5) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, FENOC to receive, possess, and use in amounts as required any byproduct, source, or special nuclear material without restriction to chemical or physical form, for sample analysis or instrument calibration or other activity associated with radioactive apparatus or components;
- (6) Pursuant to the Act and 10 CFR Parts 30, 40, and 70, FENOC to possess, but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility authorized herein.
- (7) (a) FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company are authorized to transfer any portion of their respective 13.74%, 41.88%, 24.47%, and 19.91% ownership interests in BVPS Unit 2 and a proportionate share of their ownership interests in the BVPS common facilities to certain potential investors identified in their submittals of July 14, 16, 22 and 31, and September 14, 17 and 18, 1987, and at the same time to lease back from such purchasers such interest transferred in the BVPS Unit 2 facility. The term of the lease is for approximately 29-1/2 years subject to a right of renewal. Such sale and leaseback transactions are subject to the representations and conditions set forth in the aforementioned submittals. Specifically, a lessor and anyone else who may acquire an interest under these transactions are prohibited from exercising directly or indirectly any control over the license of BVPS Unit 2. For purposes of this condition the limitations in 10 CFR 50.81, as now in effect and as may be subsequently amended, are fully applicable to the lessor and any successor in interest to that lessor as long as the license for BVPS Unit 2 remains in effect; these financial

APPENDIX D
ADDITIONAL CONDITIONS
OPERATING LICENSE NO. NPF-73

Provided for Information Only.

FirstEnergy Nuclear Operating Company, FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company shall comply with the following conditions on the schedules noted below:

Amendment Number	Additional Condition	Implementation Date
83	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated September 9, 1996, and evaluated in the staff's safety evaluation attached to this amendment.	This amendment shall be implemented within 60 days from April 14, 1997
87	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated March 14, 1997, as supplemented July 29 and August 13, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from December 10, 1997
88	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these technical specification requirements to the appropriate documents, as described in the licensee's application dated September 11, 1997, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 30 days from January 20, 1998
98	The licensee commits to perform visual acceptance examinations of sleeve welds; post weld heat treatment of sleeve welds; and the NRC-recommended inspections of repaired tubes as described in the licensee's application dated March 10, 1997, as supplemented July 28, 1997, September 17, 1997, April 30, 1998, and January 29, 1999, and evaluated in the staff's safety evaluation attached to this amendment.	The amendment shall be implemented within 60 days from March 26, 1999

APPENDIX D

Provided for Information Only.

ADDITIONAL CONDITIONS
OPERATING LICENSE NO. NPF-73

FirstEnergy Nuclear Operating Company, FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company shall comply with the following conditions on the schedules noted below:

Amendment Number	Additional Condition	Implementation Date
102	The licensee is authorized to relocate certain Technical Specification requirements to licensee-controlled documents. Implementation of this amendment shall include the relocation of these Technical Specification requirements to the appropriate documents as described in the licensee's application dated December 24, 1998, as supplemented June 15, June 17, and July 7, 1999, and evaluated in the staff's evaluation attached to this amendment.	This amendment shall be implemented within 60 days from August 30, 1999

1.0 Objectives of the Environmental Protection Plan

The Environmental Protection Plan (EPP) is to provide for protection of nonradiological environmental values during operation of the Beaver Valley Power Station, Unit 2 (facility). The principal objectives of the EPP are as follows:

- (1) Verify that the facility is operated in an environmentally acceptable manner, as established by the Final Environmental Statement - Operating License Stage (FES-OL) and other NRC environmental impact assessments.
- (2) Coordinate NRC requirements and maintain consistency with other Federal, State, and local requirements for environmental protection.
- (3) Keep NRC informed of the environmental effects of facility construction and operation and of actions taken to control those effects.

Environmental concerns identified in the FES-OL (September 1985, NUREG-1094) which relate to water quality matters are regulated by way of the licensee's* NPDES permit.

2.0 Environmental Protection Issues

In the FES-OL (NUREG-1094, September 1985), the staff considered the environmental impacts associated with the operation of the Beaver Valley Power Station, Unit 2. No aquatic/water quality, terrestrial, or noise issues were identified.

3.0 Consistency Requirements

3.1 Plant Design and Operation

The licensee may make changes in station design or operation or perform tests or experiments affecting the environment provided such activities do not involve an unreviewed environmental question and do not involve a change in the EPP*. Changes in station design or operation or performance of tests or experiments which do not affect the environment are not subject to the requirements of this EPP. Activities governed by Section 3.3 are not subject to the requirements of this Section.

Before engaging in additional construction or operational activities which may significantly affect the environment, the licensee shall prepare and record an environmental evaluation of such activity. Activities are excluded from this requirement if all measurable nonradiological environmental effects are confined to the on-site areas previously disturbed during site preparation and plant construction. When the evaluation indicates that such activity involves an unreviewed environmental question, the licensee shall provide a written evaluation of such activity and obtain prior NRC approval. Such activity and change to the EPP may be implemented only in accordance with an appropriate license amendment as set forth in Section 5.3 of this EPP.

*"Licensee" refers to FirstEnergy Nuclear Operating Company, operator of the facility, and acting as agent for FirstEnergy Nuclear Generation Corp., Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company, owners of the facility.

Attachment 6

**Perry Nuclear Power Plant, Unit No. 1
Clean Pages for Proposed Conforming Changes**

The following is a list of the affected pages:

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UNITED STATES
NUCLEAR REGULATORY COMMISSION
WASHINGTON, D.C. 29555-0001

FIRSTENERGY NUCLEAR OPERATING COMPANY
CLEVELAND ELECTRIC ILLUMINATING COMPANY
OHIO EDISON COMPANY
OES NUCLEAR, INC.
FIRSTENERGY NUCLEAR GENERATION CORP.
TOLEDO EDISON COMPANY
DOCKET NO. 50-440
PERRY NUCLEAR POWER, PLANT, UNIT NO. 1
FACILITY OPERATING LICENSE

License No. NPF-58

1. The Nuclear Regulatory Commission (the Commission) has found that:

- A. The application for license filed by FirstEnergy Nuclear Operating Company (FENOC)¹ acting on its own behalf and as agent for The Cleveland Electric Illuminating Company (CEICO), Ohio Edison Company, OES Nuclear, Inc.², FirstEnergy Nuclear Generation Corp., and the Toledo Edison Company (licensees) complies with the standards and requirements of the Atomic Energy Act of 1954, as amended (the Act), and the Commission's regulations set forth in 10 CFR Chapter I, and all required notifications to other agencies or bodies have been duly made;
- B. Construction of the Perry Nuclear Power Plant, Unit No. 1 (the facility), has been substantially completed in conformity with Construction Permit No. CPPR-148 and the application, as amended, the provisions of the Act, and the regulations of the Commission;

¹FENOC is authorized to act as agent for Ohio Edison Company, OES Nuclear, Inc., FirstEnergy Nuclear Generation Corp., the Toledo Edison Company, and The Cleveland Electric Illuminating Company, and has exclusive responsibility and control over the physical construction, operation, and maintenance of the facility.

²OES Nuclear, Inc., is a wholly owned subsidiary of Ohio Edison Company. OES Nuclear, Inc., owns a portion of the 30% interest in Perry Nuclear Power Plant Unit No. 1 attributable to Ohio Edison Company. Ohio Edison Company remains fully responsible for all costs and expenses, including decommissioning expenses, relating to the portion of the Perry Nuclear Power Plant Unit No. 1 owned by OES Nuclear, Inc., for the duration of the license through completion of plant decommissioning. OES Nuclear, Inc., was added as a licensee by Amendment No. 81 to this license.

- C. The facility will operate in conformity with the application, as amended, the provisions of the Act, and the regulations of the Commission (except as exempted from compliance in Section 2.D below);
 - D. There is reasonable assurance: (i) that the activities authorized by this operating license can be conducted without endangering the health and safety of the public, and (ii) that such activities will be conducted in compliance with the Commission's regulations set forth in 10 CFR Chapter I (except as exempted from compliance in Section 2.D below);
 - E. The FirstEnergy Nuclear Operating Company is technically qualified to engage in the activities authorized by this license in accordance with the Commission's regulations set forth in 10 CFR Chapter I;
 - F. The licensees have satisfied the applicable provisions of 10 CFR Part 140, "Financial Protection Requirements and Indemnity Agreements," of the Commission's regulations;
 - G. The issuance of this license will not be inimical to the common defense and security or to the health and safety of the public;
 - H. After weighing the environmental, economic, technical, and other benefits of the facility against environmental and other costs and considering available alternatives, the issuance of this Facility Operating License No. NPF-58, subject to the conditions for protection of the environment set forth in the Environmental Protection Plan attached as Appendix B, is in accordance with 10 CFR Part 51 of the Commission's regulations and all applicable requirements have been satisfied; and
 - I. The receipt, possession, and use of source, byproduct, and special nuclear material as authorized by this license will be in accordance with the Commission's regulations in 10 CFR Parts 30, 40, and 70.
2. Based on the foregoing findings regarding this facility, the Partial-Initial Decisions issued December 2, 1983, and September 3, 1985, by the Atomic Safety and Licensing Board in regard to this facility (affirmed by ALAB-841, dated July 25, 1986) and pursuant to approval by the Nuclear Regulatory Commission at a meeting on November 7, 1986, Facility Operating License No. NPF-58, which supersedes the license for fuel loading and low power testing, License No. NPF-45, issued on March 18, 1986, is hereby issued to the Cleveland Electric Illuminating Company, FirstEnergy Nuclear Operating Company, Ohio Edison Company, OES Nuclear Inc., FirstEnergy Nuclear Generation Corp., and Toledo Edison Company (the licensees) to read as follows:
- A. The license applies to the Perry Nuclear Power Plant, Unit No. 1, a boiling water nuclear reactor and associated equipment (the facility), owned by the Cleveland Electric Illuminating Company, Ohio Edison Company, OES Nuclear, Inc., FirstEnergy Nuclear Generation Corp., and the Toledo Edison Company. The facility is located on the shore of Lake Erie in Lake County, Ohio, approximately 35 miles northeast of Cleveland, Ohio, and is described in the licensees' Final Safety Analysis Report, as supplemented and amended, and in the licensees' Environmental Report, as supplemented and amended.

B. Subject to the conditions and requirements incorporated herein, the Commission hereby licenses:

- (1) FENOC, pursuant to Section 103 of the Act and 10 CFR Part 50, to possess, use, and operate the facility at the designated location in Lake County, Ohio, in accordance with the procedures and limitations set forth in this license;
- (2) CEICO, Ohio Edison Company, OES Nuclear, IncFirstEnergy Nuclear Generation Corp., and Toledo Edison Company to possess the facility at the designated location in Lake County, Ohio, in accordance with the procedures and limitations set forth in this license;
- (3) FENOC, pursuant to the Act and 10 CFR Part 70, to receive, possess, and use at any time special nuclear material as reactor fuel, in accordance with the limitations for storage and amounts required for reactor operation, as described in the Final Safety Analysis Report, as supplemented and amended;
- (4) FENOC, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to receive, possess, and use at any time any byproduct, source, and special nuclear material such as sealed neutron sources for reactor startup, sealed sources for reactor instrumentation and radiation monitoring equipment calibration, and fission detectors in amounts as required;
- (5) FENOC, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to receive, possess, and use in amounts as required any byproduct, source, or special nuclear material without restriction as to chemical or physical form, for sample analysis or instrument calibration or associated with radioactive apparatus or components; and
- (6) FENOC, pursuant to the Act and 10 CFR Parts 30, 40, and 70, to possess, but not separate, such byproduct and special nuclear materials as may be produced by the operation of the facility.
- (7)(a) Ohio Edison Company is authorized to transfer any portion of its 30.0% ownership share of PNPP Unit 1 and a proportionate share of its interest in the PNPP common facilities to certain equity investors identified in its submission of January 23, 1987, as supplemented on March 3, 1987, and at the same time to lease back from such purchasers such interest sold in the PNPP Unit 1 facility. The term of the lease is for approximately 29½ years subject to a right of

renewal. Such sale and leaseback transactions are subject to the representations and conditions set forth in the above mentioned application of January 23, 1987, as supplemented on March 3, 1987, as well as the letter of the Director of the Office of Nuclear Reactor Regulation dated March 16, 1987, consenting to such transactions. Specifically, a lessor and anyone else who may acquire an interest under these transactions are prohibited from exercising directly or indirectly any control over the licenses of PNPP Unit 1. For purposes of this condition the limitations of 10 CFR 50.81, as now in effect and as may be subsequently amended, are fully applicable to the lessor and any successor in interest to that lessor as long as the license for PNPP Unit 1 remains in effect; these financial transactions shall have no effect on the license for the Perry Nuclear facility throughout the term of the license.

(b) Further, the licensees are also required to notify the NRC in writing prior to any change in: (i) the terms or conditions of any lease agreements executed as part of these transactions; (ii) the PNPP Operating Agreement; (iii) the existing property insurance coverage for PNPP Unit 1; and (iv) any action by a lessor or others that may have an adverse effect on the safe operation of the facility.

C. This license shall be deemed to contain and is subject to the conditions specified in the Commission's regulations set forth in 10 CFR Chapter I and is subject to all applicable provisions of the Act and to the rules, regulations, and orders of the Commission now or hereafter in effect; and is subject to the additional conditions specified or incorporated below:

(1) Maximum Power Level

FENOC is authorized to operate the facility at reactor core power levels not in excess of 3758 megawatts thermal (100% power) in accordance with the conditions specified herein.

(2) Technical Specifications

The Technical Specifications contained in Appendix A and the Environmental Protection Plan contained in Appendix B, as revised through Amendment No. 112, are hereby incorporated into the license. FENOC shall operate the facility in accordance with the Technical Specifications and the Environmental Protection Plan.

(3) Antitrust Conditions

a. Cleveland Electric Illuminating Company, Ohio Edison Company, OES Nuclear, Inc., FirstEnergy Nuclear Generation Corp., and the

APPENDIX C

PERRY NUCLEAR POWER PLANT, UNIT NO. 1

NPF-58

ANTITRUST CONDITIONS

FOR

CLEVELAND ELECTRIC ILLUMINATING COMPANY
OHIO EDISON COMPANY
OES NUCLEAR, INC.
FIRSTENERGY NUCLEAR GENERATION CORP.
TOLEDO EDISON COMPANY

- A. The licensees are subject to the following antitrust conditions:

Definitions

Applicants shall mean the five companies listed above.

Entity shall mean any electric generation and/or distribution system or municipality or cooperative with a statutory right or privilege to engage in either of these functions.

Wheeling shall mean transportation of electricity by a utility over its lines for another utility, including the receipt from and delivery to another system of like amounts but not necessarily the same energy. Federal Power Commission, The 1970 National Power Survey, Part 1, P. I-24-8.

Licensing Conditions

- (1) Applicants shall not condition the sale or exchange of wholesale power or coordination services upon the condition that any other entity:
- (a) enter into any agreement or understanding restricting the use of or alienation of such energy or services to any customers or territories;
 - (b) enter into any agreement or understanding requiring the receiving entity to give up any other power supply alternatives or to deny itself any market opportunities;
 - (c) withdraw any petition to intervene or forego participation in any proceeding before the Nuclear Regulatory Commission or refrain from instigating or prosecuting any antitrust action in any other forum.

EXHIBIT B

No Significant Hazards Consideration Determination

The proposed changes to the licenses are administrative in nature. The proposed changes delete the references in the licenses to Penn Power and change them to FENGenCo.

In its regulations, at 10 CFR 2.1315, the Nuclear Regulatory Commission ("NRC") has made a generic determination regarding No Significant Hazards Consideration ("NSHC") determinations required by 10 CFR 50.92. The determination is applicable to license amendments involving license transfers. In brief, the rule states that the NRC has determined that any amendment to the license of a utilization facility which does no more than conform the license to reflect the transfer action does not involve a NSHC. The proposed changes contained in this license amendment application are intended solely to conform the BVPS and Perry Operating Licenses and associated Technical Specifications to reflect the change in ownership as a result of the license transfers and thus meet the criteria specified by 10 CFR 2.1315.

EXHIBIT C

Simplified Corporate Ownership Structure Before Transfer

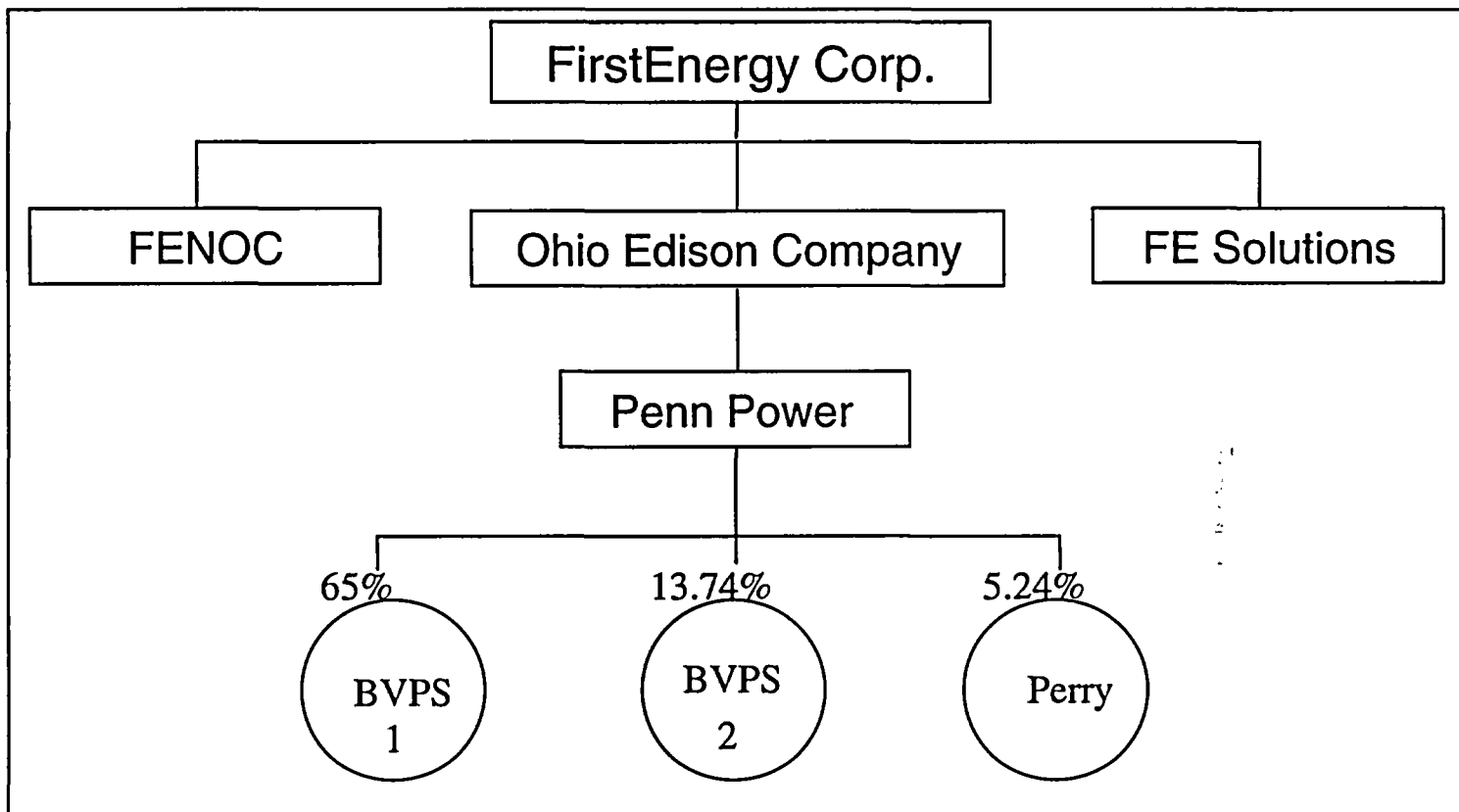
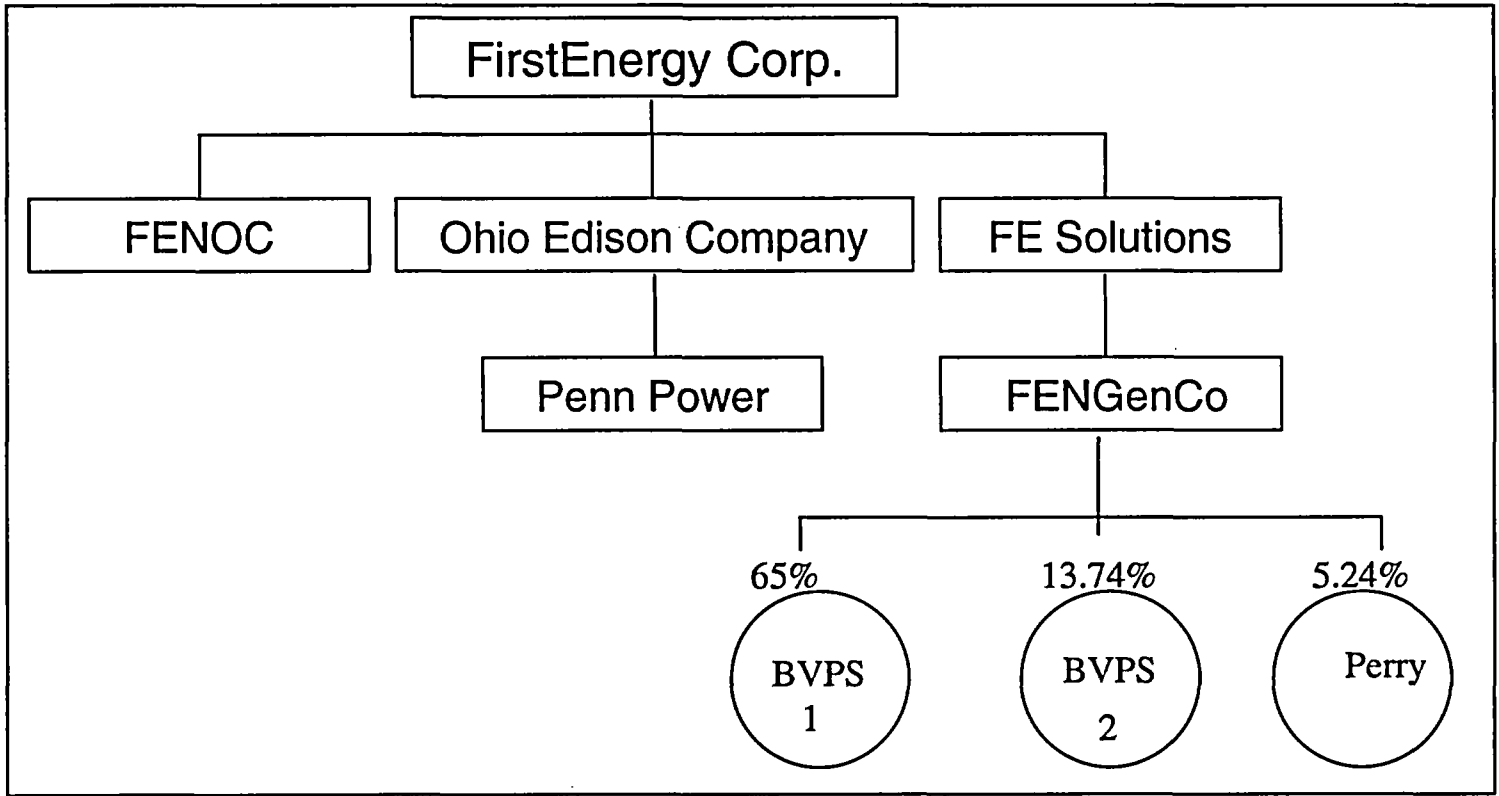


EXHIBIT D

Simplified Corporate Ownership Structure After Transfer



Enclosure 1 Exhibit E
L-05-080
PY-CEI/NRR-2880L

EXHIBIT E

SEC FORM 13G FILINGS

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

FIRSTENERGY CORP
(Name of Issuer)

Common Stock
(Title of Class of Securities)

337932107
(CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS, NA., 943112180

----- (2) Check the
appropriate box if a member of a Group*

(a) / /
(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization
U.S.A.

----- Number of Shares

(5) Sole Voting Power
Beneficially Owned 12981319
by Each Reporting -----
Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power
12981319

 (8) Shared Dispositive Power
 0

 Amount Beneficially Owned by Each Reporting Person (9) Aggregate
 12981319

 the Aggregate Amount in Row (9) Excludes Certain Shares* (10) Check Box if

 Class Represented by Amount in Row (9) (11) Percent of
 4.36%

 Reporting Person* (12) Type of
 BK

CUSIP No. 337932107

 (1) Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 BARCLAYS GLOBAL FUND ADVISORS

 appropriate box if a member of a Group* (2) Check the
 (a) / /
 (b) /X/

 (3) SEC Use Only

 or Place of Organization (4) Citizenship
 U.S.A.

 (5) Sole Voting Power Number of Shares
 Beneficially Owned 1038783
 by Each Reporting Person With (6) Shared Voting Power
 0

 (7) Sole Dispositive Power
 1038783

 (8) Shared Dispositive Power
 0

 1038783 (9) Aggregate

 the Aggregate Amount in Row (9) Excludes Certain Shares* (10) Check Box if

 Class Represented by Amount in Row (9) (11) Percent of
 0.35%

 Reporting Person* (12) Type of

BK

CUSIP No.337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS, LTD

----- (2) Check the
appropriate box if a member of a Group*

(a) / /
(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization
England

----- Number of Shares

(5) Sole Voting Power
Beneficially Owned 1581798
by Each Reporting Person With
(6) Shared Voting Power
0

(7) Sole Dispositive Power
1581798

(8) Shared Dispositive Power
0

----- (9) Aggregate
1581798

----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*

----- (11) Percent of
Class Represented by Amount in Row (9)
0.53%

----- (12) Type of
Reporting Person*
BK

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS TRUST AND BANKING COMPANY (JAPAN) LIMITED

----- (2) Check the
appropriate box if a member of a Group*

(a) / /
(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship

or Place of Organization
Japan

----- Number of Shares

(5) Sole Voting Power
Beneficially Owned 208779
by Each Reporting

Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power
208779

(8) Shared Dispositive Power
0

----- (9) Aggregate
208779

----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*

----- (11) Percent of
Class Represented by Amount in Row (9)
0.07%

----- (12) Type of
Reporting Person*
BK

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS LIFE ASSURANCE COMPANY LIMITED

----- (2) Check the
appropriate box if a member of a Group*

(a) / /
(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship

or Place of Organization
England

----- Number of Shares

(5) Sole Voting Power
Beneficially Owned 27886
by Each Reporting

Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power

27886

(8) Shared Dispositive Power
0

(9) Aggregate

27886

(10) Check Box if

the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of

Class Represented by Amount in Row (9)
0.01%

(12) Type of

Reporting Person*
BK

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS BANK PLC

(2) Check the

appropriate box if a member of a Group*

(a) / /
(b) /X/

(3) SEC Use Only

(4) Citizenship

or Place of Organization
England

Number of Shares

(5) Sole Voting Power
Beneficially Owned 116203
by Each Reporting Person With
(6) Shared Voting Power
0

(7) Sole Dispositive Power
116203

(8) Shared Dispositive Power
0

(9) Aggregate

116203

(10) Check Box if

the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of

Class Represented by Amount in Row (9)
0.04%

(12) Type of

Reporting Person*
BK

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS CAPITAL SECURITIES LIMITED

----- (2) Check the
appropriate box if a member of a Group*

(a) / /
(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization
England.

----- Number of Shares

(5) Sole Voting Power
Beneficially Owned 10019
by Each Reporting -----
Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power
10019

(8) Shared Dispositive Power
0

----- (9) Aggregate
10019

----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*

----- (11) Percent of
Class Represented by Amount in Row (9)
0.00%

----- (12) Type of
Reporting Person*
BK

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS CAPITAL INVESTMENTS

----- (2) Check the
appropriate box if a member of a Group*

(a) / /
(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization
England.
----- Number of Shares
(5) Sole Voting Power
Beneficially Owned 12602
by Each Reporting -----
Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power
12602

(8) Shared Dispositive Power
0
----- (9) Aggregate
12602
----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*
----- (11) Percent of
Class Represented by Amount in Row (9)
0.00%
----- (12) Type of
Reporting Person*
BK

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
BARCLAYS PRIVATE BANK & TRUST (ISLE OF MAN) LIMITED
----- (2) Check the
appropriate box if a member of a Group*
(a) / /
(b) /X/
----- (3) SEC Use Only
----- (4) Citizenship
or Place of Organization
England.
----- Number of Shares
(5) Sole Voting Power
Beneficially Owned 0
by Each Reporting -----
Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power
0

 (8) Shared Dispositive Power
 0
 ----- (9) Aggregate
 0
 ----- (10) Check Box if
 the Aggregate Amount in Row (9) Excludes Certain Shares*
 ----- (11) Percent of
 Class Represented by Amount in Row (9)
 0.00%
 ----- (12) Type of
 Reporting Person*
 BK

 CUSIP No. 337932107

 (1) Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).
 BARCLAYS PRIVATE BANK AND TRUST (JERSEY) LIMITED
 ----- (2) Check the
 appropriate box if a member of a Group*
 (a) / /
 (b) /X/
 ----- (3) SEC Use Only
 ----- (4) Citizenship
 or Place of Organization
 England
 ----- Number of Shares
 (5) Sole Voting Power
 Beneficially Owned 0
 by Each Reporting Person With -----
 (6) Shared Voting Power
 0

 (7) Sole Dispositive Power
 0

 (8) Shared Dispositive Power
 0
 ----- (9) Aggregate
 0
 ----- (10) Check Box if
 the Aggregate Amount in Row (9) Excludes Certain Shares*
 ----- (11) Percent of
 Class Represented by Amount in Row (9)
 0.00%
 ----- (12) Type of
 Reporting Person*
 BK

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS BANK TRUST COMPANY LIMITED

----- (2) Check the
appropriate box if a member of a Group*

(a) / /

(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization
England

----- Number of Shares

(5) Sole Voting Power

Beneficially Owned 0

by Each Reporting

Person With (6) Shared Voting Power

0

----- (7) Sole Dispositive Power

0

----- (8) Shared Dispositive Power

0

----- (9) Aggregate

0

----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*

----- (11) Percent of

Class Represented by Amount in Row (9)

0.00%

----- (12) Type of

Reporting Person*

BK

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS PRIVATE BANK AND TRUST LIMITED (Sussie)

----- (2) Check the
appropriate box if a member of a Group*

(a) / /

(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization
U.S.A.

----- Number of Shares
(5) Sole Voting Power
Beneficially Owned 0
by Each Reporting
Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power
0

(8) Shared Dispositive Power
0

----- (9) Aggregate
0

----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*

----- (11) Percent of
Class Represented by Amount in Row (9)
0.00%

----- (12) Type of
Reporting Person*
BK

ITEM 1(A). NAME OF ISSUER
FIRSTENERGY CORP

----- ITEM 1(B).
ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main Street
Akron, OH 44308

----- ITEM 2(A). NAME
OF PERSON(S) FILING
BARCLAYS GLOBAL INVESTORS, NA

----- ITEM 2(B).
ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
45 Fremont Street
San Francisco, CA 94105

----- ITEM 2(C).
CITIZENSHIP
U.S.A

----- ITEM 2(D). TITLE
OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP
NUMBER
337932107

----- ITEM 3. IF THIS
STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

(a) // Broker or Dealer registered under Section 15 of the Act
(15 U.S.C. 78o).
(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company
as defined in section 3(a) (19) of the Act
(15 U.S.C. 78c).

- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER
FIRSTENERGY CORP

----- ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main Street
Akron, OH 44308

----- ITEM 2(A). NAME

OF PERSON(S) FILING
BARCLAYS GLOBAL FUND ADVISORS

----- ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
45 Fremont Street
San Francisco, CA 94105

----- ITEM 2(C).

CITIZENSHIP
U.S.A

----- ITEM 2(D). TITLE

OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP

NUMBER
337932107

----- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
 - (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
 - (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
 - (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
 - (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
 - (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
- ITEM 1(A). NAME OF ISSUER

FIRSTENERGY CORP

----- ITEM 1(B).
ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main Street
Akron, OH 44308
----- ITEM 2(A). NAME
OF PERSON(S) FILING
BARCLAYS GLOBAL INVESTORS, LTD
----- ITEM 2(B).
ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Murray House
1 Royal Mint Court
LONDON, EC3N 4HH
----- ITEM 2(C).
CITIZENSHIP
U.S.A
----- ITEM 2(D). TITLE
OF CLASS OF SECURITIES
Common Stock
----- ITEM 2(E). CUSIP
NUMBER
337932107
----- ITEM 3. IF THIS
STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).. (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER
FIRSTENERGY CORP
----- ITEM 1(B).
ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main Street
Akron, OH 44308
----- ITEM 2(A). NAME
OF PERSON(S) FILING
BARCLAYS TRUST AND BANKING COMPANY (JAPAN) LIMITED
----- ITEM 2(B).
ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Ebisu Prime Square Tower 8th Floor
1-1-39 Hiroo Shibuya-Ku
Tokyo 150-0012 Japan

ITEM 2(C). CITIZENSHIP
U.S.A

OF CLASS OF SECURITIES
Common Stock

ITEM 2(D). TITLE

NUMBER
337932107

ITEM 2(E). CUSIP

STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

ITEM 3. IF THIS

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER
FIRSTENERGY CORP

ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main Street
Akron, OH 44308

OF PERSON(S) FILING
BARCLAYS LIFE ASSURANCE COMPANY LIMITED

ITEM 2(A). NAME

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Unicorn House 5th floor
252 Romford Road, Forest Gate
London 37 9JB England

ITEM 2(B).

CITIZENSHIP
U.S.A

ITEM 2(C).

OF CLASS OF SECURITIES
Common Stock

ITEM 2(D). TITLE

NUMBER
337932107

ITEM 2(E). CUSIP

STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

ITEM 3. IF THIS

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).

- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER
FIRSTENERGY CORP

----- ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main Street
Akron, OH 44308

----- ITEM 2(A). NAME

OF PERSON(S) FILING
BARCLAYS BANK PLC

----- ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
54 Lombard Street
London, England EC3P 3AH

----- ITEM 2(C).

CITIZENSHIP
U.S.A

----- ITEM 2(D). TITLE

OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP

NUMBER
337932107

----- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).

(j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER

FIRSTENERGY CORP

----- ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

76 South Main Street

Akron, OH 44308

----- ITEM 2(A). NAME

OF PERSON(S) FILING

BARCLAYS CAPITAL SECURITIES LIMITED

----- ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

5 The North Colonmade

Canary Wharf, London, England E14 4BB

----- ITEM 2(C).

CITIZENSHIP

U.S.A

----- ITEM 2(D). TITLE

OF CLASS OF SECURITIES

Common Stock

----- ITEM 2(E). CUSIP

NUMBER

337932107

----- ITEM 3. IF THIS

STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

(a) // Broker or Dealer registered under Section 15 of the Act
(15 U.S.C. 78o).

(b) /X/ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) // Insurance Company
as defined in section 3(a)(19) of the Act

(15 U.S.C. 78c).

(d) // Investment Company registered under section 8 of the Investment
Company Act of 1940 (15 U.S.C. 80a-8).

(e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee
Benefit Plan or endowment fund in accordance with section

240.13d-1(b)(1)(ii)(F).

(g) // Parent Holding Company or control person in accordance with section
240.13d-1(b)(1)(ii)(G).

(h) // A savings association as defined in section 3(b) of the Federal Deposit
Insurance Act (12 U.S.C. 1813).

(i) // A church plan that is excluded from the definition of an investment
company under section 3(c)(14) of the Investment Company Act of 1940

(15 U.S.C. 80a-3).

(j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER

FIRSTENERGY CORP

----- ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

76 South Main Street

Akron, OH 44308

----- ITEM 2(A). NAME

OF PERSON(S) FILING

BARCLAYS CAPITAL INVESTMENTS

----- ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

5 The North Colonmade

Canary Wharf, London, England E14 4BB

----- ITEM 2(C).
CITIZENSHIP
U.S.A
----- ITEM 2(D). TITLE
OF CLASS OF SECURITIES
Common Stock
----- ITEM 2(E). CUSIP
NUMBER
337932107

----- ITEM 3. IF THIS
STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER
FIRSTENERGY CORP
----- ITEM 1(B).
ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main Street
Akron, OH 44308

----- ITEM 2(A). NAME
OF PERSON(S) FILING
BARCLAYS PRIVATE BANK & TRUST (ISLE OF MAN) LIMITED

----- ITEM 2(B).
ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
4th Floor, Queen Victoria House
Isle of Man, IM99 IDF

----- ITEM 2(C).
CITIZENSHIP
U.S.A

----- ITEM 2(D). TITLE
OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP
NUMBER
337932107

----- ITEM 3. IF THIS
STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).

(d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F).

(g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G).

(h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).

(j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J)

ITEM 1(A). NAME OF ISSUER
FIRSTENERGY CORP

----- ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main Street
Akron, OH 44308

----- ITEM 2(A). NAME

OF PERSON(S) FILING
BARCLAYS PRIVATE BANK AND TRUST (JERSEY) LIMITED

----- ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
39/41 Broad Street, St. Helier
Jersey, Channel Islands JE4 8PU

----- ITEM 2(C).

CITIZENSHIP
U.S.A

----- ITEM 2(D). TITLE

OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP

NUMBER
337932107

----- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

(a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).

(d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F).

(g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G).

(h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).

(j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 1(A). NAME OF ISSUER
FIRSTENERGY CORP

----- ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main Street
Akron, OH 44308

----- ITEM 2(A). NAME

OF PERSON(S) FILING
BARCLAYS PRIVATE BANK AND TRUST LIMITED (Sussie)

----- ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 10 rue d'Italie
CH-1204 Geneva
Switzerland

----- ITEM 2(C).

CITIZENSHIP
U.S.A

----- ITEM 2(D). TITLE

OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP

NUMBER
337932107

----- ITEM 3. IF THIS
STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

(a) // Broker or Dealer registered under Section 15 of the Act
(15 U.S.C. 78o).

(b) /X/ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) // Insurance Company
as defined in section 3(a)(19) of the Act
(15 U.S.C. 78c).

(d) // Investment Company registered under section 8 of the Investment
Company Act of 1940 (15 U.S.C. 80a-8).

(e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee
Benefit Plan or endowment fund in accordance with section
240.13d-1(b)(1)(ii)(F).

(g) // Parent Holding Company or control person in accordance with section
240.13d-1(b)(1)(ii)(G).

(h) // A savings association as defined in section 3(b) of the Federal Deposit
Insurance Act (12 U.S.C. 1813).

(i) // A church plan that is excluded from the definition of an investment
company under section 3(c)(14) of the Investment Company Act of 1940
(15U.S.C. 80a-3).

(j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)
ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of
securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:
15995596

(b) Percent of Class:
5.37%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote
15977389

(ii) shared power to vote or to direct the vote
0

(iii) sole power to dispose or to direct the disposition of
15977389

(iv) shared power to dispose or to direct the disposition of
0

----- ITEM 5. OWNERSHIP

OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. //

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATION

(a) The following certification shall not be included if the statement is filed pursuant to section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2003

Date

Signature

Lois Towers
Compliance Officer

Name/Title

SCHEDULE 13G

Amendment No. 0
FirstEnergy Corporation
Common Stock
Cusip #337932107

Cusip #337932107

Item 1: Reporting Person - FMR Corp.
Item 4: Delaware
Item 5: 4,461,878
Item 6: 0
Item 7: 25,757,225
Item 8: 0
Item 9: 25,757,225
Item 11: 8.654%
Item 12: HC

Cusip #337932107

Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 25,757,225
Item 8: 0
Item 9: 25,757,225
Item 11: 8.654%
Item 12: IN

Cusip #337932107

Item 1: Reporting Person - Abigail P. Johnson
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 25,757,225
Item 8: 0
Item 9: 25,757,225
Item 11: 8.654%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

FirstEnergy Corporation

Item 1(b). Name of Issuer's Principal Executive Offices:

76 South Main Street

Akron, OH 44308-1890

Item 2(a). Name of Person Filing:

FMR Corp.

Item 2(b). Address or Principal Business Office or, if None, Residence:

82 Devonshire Street, Boston,
Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

337932107

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR Corp., is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 25,757,225

(b) Percent of Class: 8.654%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 4,461,878

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 25,757,225

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to

direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of FirstEnergy Corporation. No one person's interest in the Common Stock of FirstEnergy Corporation is more than five percent of the total outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit(s) A, B, and C.

Item 8. Identification and Classification of Members of the Group.

Not Applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G in connection with FMR Corp.'s beneficial ownership of the Common Stock of FirstEnergy Corporation at December 31, 2002 is true, complete and correct.

February 14, 2003
Date

/s/Eric D. Roiter
Signature

Eric D. Roiter
Duly authorized under Power of Attorney dated December 30, 1997 by and on behalf of FMR Corp. and its direct and indirect subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company

("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 21,280,497 shares or 7.150% of the Common Stock outstanding of FirstEnergy Corporation ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d, FMR Corp., through its control of Fidelity, and the funds each has sole power to dispose of the 21,280,497 shares owned by the Funds.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 1,823,102 shares or 0.613% of the Common Stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, each has sole dispositive power over 1,823,102 shares and sole power to vote or to direct the voting of 1,806,002 shares, and no power to vote or to direct the voting of 17,100 shares of Common Stock owned by the institutional account(s) as reported above.

Strategic Advisers, Inc., 82 Devonshire Street, Boston, MA 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, provides investment advisory services to individuals. As such, FMR Corp.'s beneficial ownership includes 2,489 shares, or 0.001%, of the Common Stock stock outstanding of FirstEnergy Corporation, beneficially owned through Strategic Advisers, Inc.

Geode Capital Management, LLC, 53 State Street, Boston, Massachusetts 02109, a Delaware limited liability company ("Geode LLC"), is the beneficial owner of 1,016 shares or 0.000% of the outstanding common stock of the Company. Geode LLC is wholly-owned by Fidelity Investors III Limited Partnership ("FILP III"), a Delaware limited partnership. Geode LLC is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Fidelity Investors Management, LLC ("FIML"), a Delaware limited liability company, is the general partner and investment manager of FILP III, and is an investment manager registered under Section 203 of the Investment Advisers Act of 1940. The managers of Geode LLC, the

members of FIML and the limited partners of FILP III are certain shareholders and employees of FMR Corp.

Members of the Edward C. Johnson 3d family are the predominant owners of Class B shares of common stock of FMR Corp., representing approximately 49% of the voting power of FMR Corp. Mr. Johnson 3d owns 12.0% and Abigail Johnson owns 24.5% of the aggregate outstanding voting stock of FMR Corp. Mr. Johnson 3d is Chairman of FMR Corp. and Abigail P. Johnson is a Director of FMR Corp. The Johnson family group and all other Class B shareholders have entered into a shareholders' voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.

Fidelity International Limited, Pembroke Hall, 42 Crowlane, Hamilton, Bermuda, and various foreign-based subsidiaries provide investment advisory and management services to a number of non-U.S. investment companies (the "International Funds") and certain institutional investors. Fidelity International Limited is the beneficial owner of 2,650,121 shares or 0.890% of the Common Stock outstanding of the Company. Additional information with respect to the beneficial ownership of Fidelity International Limited is shown on Exhibit B.

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to instructions in Item 7 of Schedule 13G, this Exhibit has been prepared to identify Fidelity International Limited, Pembroke Hall, 42 Crow Lane, Hamilton, Bermuda, a Bermudan joint stock company incorporated for an unlimited duration by private act of the Bermuda Legislature (FIL) and an investment adviser to various investment companies (the "International Funds") and certain institutional investors, as a beneficial owner of the 2,650,121 shares or 0.890% of the Common Stock outstanding of FirstEnergy Corporation.

Prior to June 30, 1980, FIL was a majority-owned subsidiary of Fidelity Management & Research Company (Fidelity), a wholly-owned subsidiary of FMR Corp. On that date, the shares of FIL held by Fidelity were distributed, as a dividend, to the shareholders of FMR Corp. FIL currently operates as an entity independent of FMR Corp. and Fidelity. The International Funds and FIL's other clients, with the exception of Fidelity and an affiliated company of Fidelity, are non-U.S. entities.

A partnership controlled by Edward C. Johnson 3d and

members of his family owns shares of FIL voting stock with the right to cast approximately 39.89% of the total votes which may be cast by all holders of FIL voting stock. Mr. Johnson 3d is Chairman of FMR Corp. and FIL. FMR Corp. and FIL are separate and independent corporate entities, and their Boards of Directors are generally composed of different individuals. Other than when one serves as a sub adviser to the other, their investment decisions are made independently, and their clients are generally different organizations.

FMR Corp. and FIL are of the view that they are not acting as a "group" for purposes of Section 13(d) under the Securities Exchange Act of 1934 (the "1934" Act) and that they are not otherwise required to attribute to each other the "beneficial ownership" of securities "beneficially owned" by the other corporation within the meaning of Rule 13d-3 promulgated under the 1934 Act. Therefore, they are of the view that the shares held by the other corporation need not be aggregated for purposes of Section 13(d). However, FMR Corp. is making this filing on a voluntary basis as if all of the shares are beneficially owned by FMR Corp. and FIL on a joint basis.

FIL may continue to have the International Funds or other accounts purchase shares subject to a number of factors, including, among others, the availability of shares for sale at what FIL considers to be reasonable prices and other investment opportunities that may be available to the International Funds.

FIL intends to review continuously the equity position of the International Funds and other accounts in the Company. Depending upon its future evaluations of the business and prospects of the Company and upon other developments, including, but not limited to, general economic and business conditions and money market and stock market conditions, FIL may determine to cease making additional purchases of shares or to increase or decrease the equity interest in the Company by acquiring additional shares, or by disposing of all or a portion of the shares.

FIL does not have a present plan or proposal which relates to or would result in (i) an extraordinary corporate transaction, such as a merger, reorganization, liquidation, or sale or transfer of a material amount of assets involving the Company or any of its subsidiaries, (ii) any change in the Company's present Board of Directors or management, (iii) any material changes in the Company's present capitalization or dividend policy or any other material change in the Company's business or corporate structure, (iv) any change in the Company's charter or by-laws, or (v) the Company's common stock becoming eligible for termination of its registration pursuant to Section 12(g)(4) of the 1934 Act.

FIL has sole power to vote and the sole power to dispose of 2,650,121 shares.

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on February 14, 2003, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of FirstEnergy Corporation at December 31, 2002.

FMR Corp.

By /s/ Eric D. Roiter
Eric D. Roiter
Duly authorized under Power of Attorney dated December 30, 1997, by and on behalf of FMR Corp. and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Eric D. Roiter
Eric D. Roiter
Duly authorized under Power of Attorney dated December 30, 1997, by and on behalf of Edward C. Johnson 3d

Abigail P. Johnson

By /s/ Eric D. Roiter
Eric D. Roiter
Duly authorized under Power of Attorney dated December 30, 1997, by and on behalf of Abigail P. Johnson

Fidelity Management & Research Company

By /s/ Eric D. Roiter
Eric D. Roiter
Senior V.P. and General Counsel

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

First Energy Corp.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

337932107
(CUSIP Number)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 337932107

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Barclays Global Investors. N.A., 943112180

----- (2) Check the
appropriate box if a member of a Group*

(a) / /

(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization

U.S.A.

----- Number of Shares

(5) Sole Voting Power

Beneficially Owned 13,611,129

by Each Reporting

Person With (6) Shared Voting Power

0

----- (7) Sole Dispositive Power

14,182,575

(8) Shared Dispositive Power

0

----- (9) Aggregate
Amount Beneficially Owned by Each Reporting Person

14,182,575

----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*

----- (11) Percent of
Class Represented by Amount in Row (9)

4.76%

----- (12) Type of
Reporting Person*

BK

CUSIP No. 337932107

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Barclays Global Fund Advisors

----- (2) Check the
appropriate box if a member of a Group*

(a) / /

(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization

U.S.A.

----- Number of Shares

(5) Sole Voting Power

Beneficially Owned 1,175,651

by Each Reporting

Person With (6) Shared Voting Power

0

----- (7) Sole Dispositive Power

1,175,651

----- (8) Shared Dispositive Power

0

----- (9) Aggregate
Amount Beneficially Owned by Each Reporting Person

1,175,651

----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*

----- (11) Percent of
Class Represented by Amount in Row (9)

0.39%

----- (12) Type of
Reporting Person*

BK

CUSIP No. 337932107

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Barclays Global Investors, LTD.

----- (2) Check the
appropriate box if a member of a Group*

(a) / /

(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization

United Kingdom

----- (5) Sole Voting Power

Beneficially Owned 1,012,351

by Each Reporting

Person With (6) Shared Voting Power

0

----- (7) Sole Dispositive Power

1,030,558

----- (8) Shared Dispositive Power

0

----- (9) Aggregate

Amount Beneficially Owned by Each Reporting Person

1,030,558

----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*

----- (11) Percent of
Class Represented by Amount in Row (9)

0.35%

----- (12) Type of
Reporting Person*

BK

CUSIP No. 337932107

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Barclays Funds Limited

----- (2) Check the
appropriate box if a member of a Group*

(a) / /

(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship

or Place of Organization
United Kingdom

----- Number of Shares

(5) Sole Voting Power
Beneficially Owned 29,541
by Each Reporting -----
Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power
29,541

(8) Shared Dispositive Power
0

----- (9) Aggregate
Amount Beneficially Owned by Each Reporting Person
29,541

----- (10) Check Box if
the Aggregate Amount in Row (9) Excludes Certain Shares*

----- (11) Percent of
Class Represented by Amount in Row (9)
0.01%

----- (12) Type of
Reporting Person*
BK

CUSIP No. 337932107

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Barclays Trust and Banking Company (Japan) Ltd.

----- (2) Check the
appropriate box if a member of a Group*

(a) / /
(b) /X/

----- (3) SEC Use Only

----- (4) Citizenship
or Place of Organization
Japan

----- Number of Shares

(5) Sole Voting Power
Beneficially Owned 106,689
by Each Reporting -----
Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power
106,689

(8) Shared Dispositive Power

0

Amount Beneficially Owned by Each Reporting Person
106,689

(9) Aggregate

the Aggregate Amount in Row (9) Excludes Certain Shares*

(10) Check Box if

Class Represented by Amount in Row (9)
0.04%

(11) Percent of

Reporting Person*
BK

(12) Type of

CUSIP No. 337932107

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Barclays Life Assurance Company Ltd..

(2) Check the

appropriate box if a member of a Group*

(a) / /
(b) /X/

(3) SEC Use Only

or Place of Organization
United Kingdom

(4) Citizenship

(5) Sole Voting Power

Beneficially Owned 27,886
by Each Reporting

Number of Shares

Person With (6) Shared Voting Power
0

(7) Sole Dispositive Power
27,886

(8) Shared Dispositive Power
0

Amount Beneficially Owned by Each Reporting Person
27,886

(9) Aggregate

the Aggregate Amount in Row (9) Excludes Certain Shares*

(10) Check Box if

Class Represented by Amount in Row (9)
0.01%

(11) Percent of

Reporting Person*
BK

(12) Type of

OF ISSUER

ITEM 1(A). NAME

First Energy Corp.

----- ITEM 1(B).
ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main St
Akron, OH 44308

----- ITEM 2(A). NAME
OF PERSON(S) FILING
Barclays Global Investors, N.A.

----- ITEM 2(B).
ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
45 Fremont Street
San Francisco, CA 94105

----- ITEM 2(C).
CITIZENSHIP
U.S.A

----- ITEM 2(D). TITLE
OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP
NUMBER
337932107

----- ITEM 3. IF THIS
STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act
(15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company
as defined in section 3(a) (19) of the Act
(15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment
Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E). (f) // Employee
Benefit Plan or endowment fund in accordance with section
240.13d-1(b) (1) (ii) (F).
- (g) // Parent Holding Company or control person in accordance with section
240.13d-1(b) (1) (ii) (G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit
Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment
company under section 3(c) (14) of the Investment Company Act of 1940
(15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J) ITEM 1(A). NAME OF ISSUER
First Energy Corp.

----- ITEM 1(B).
ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main St
Akron, OH 44308

----- ITEM 2(A). NAME
OF PERSON(S) FILING
Barclays Global Fund Advisors

----- ITEM 2(B).
ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
45 Fremont Street
San Francisco, CA 94105

----- ITEM 2(C).
CITIZENSHIP
U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock

NUMBER

337932107

ITEM 2(E). CUSIP

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER
First Energy Corp.

ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

76 South Main St
Akron, OH 44308

ITEM 2(A). NAME

OF PERSON(S) FILING

Barclays Global Investors, LTD

ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

Murray House, 1 Royal Mint Court
London, England EC3 NHH

ITEM 2(C).

CITIZENSHIP

United Kingdom

ITEM 2(D). TITLE

OF CLASS OF SECURITIES

Common Stock

ITEM 2(E). CUSIP

NUMBER

337932107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER
First Energy Corp.

----- ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main St
Akron, OH 44308

----- ITEM 2(A). NAME

OF PERSON(S) FILING
Barclays Funds Ltd.

----- ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Gredley House, 11 The Broadway
Stratford, England, E15 4BJ

----- ITEM 2(C).

CITIZENSHIP
United Kingdom

----- ITEM 2(D). TITLE

OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP

NUMBER
337932107

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- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER
First Energy Corp.
----- ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

76 South Main St
Akron, OH 44308

----- ITEM 2(A). NAME
OF PERSON(S) FILING

Barclays Trust and Banking Company (Japan) Ltd.

----- ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Ebisu Prime Square Tower, 8th Flr, 1-1-39 Hiroo, Shibuya-Ku
Tokyo, Japan 150-8402

----- ITEM 2(C).
CITIZENSHIP
Japan

----- ITEM 2(D). TITLE
OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP
NUMBER
337932107

----- ITEM 3. IF THIS
STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

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- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

----- ITEM 1(B).
ITEM 1(A). NAME OF ISSUER
First Energy Corp.

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
76 South Main St
Akron, OH 44308

----- ITEM 2(A). NAME
OF PERSON(S) FILING
Barclays Life Assurance Company, Ltd.

----- ITEM 2(B).
ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Unicorn House, 5th Flr., 252 Romford Rd, Forest Gate
London, England E7 9JB

----- ITEM 2(C).
CITIZENSHIP
United Kingdom

----- ITEM 2(D). TITLE
OF CLASS OF SECURITIES
Common Stock

----- ITEM 2(E). CUSIP NUMBER
337932107

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- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
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- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned:
16,552,900
- (b) Percent of Class:
5.56%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
15,963,247
 - (ii) shared power to vote or to direct the vote
0
 - (iii) sole power to dispose or to direct the disposition of
16,552,900
 - (iv) shared power to dispose or to direct the disposition of
0

----- ITEM 5. OWNERSHIP

OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. //

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATION

(a) The following certification shall not be included if the statement is filed pursuant to section 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 8, 2002

Date

Signature

Rebecca Brubaker
Manager of Compliance

Name/Title

Enclosure 1 Exhibit F
L-05-080
PY-CEI/NRR-2880L

EXHIBIT F

2004 Annual Report of
FirstEnergy Corp.