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FIRSTENERGY CORP
Form U-9C-3
March 23, 2004

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

QUARTERLY REPORT PURSUANT TO RULE 58 OF
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
For the quarterly period ended December 31, 2003

FirstEnergy Corp. (File No. 70-09501)

(Name of Registered Holding Company)

76 South Main Street, Akron, Ohio 44308

(Address of Principal Executive Offices)

FirstEnergy Corp.

Quarterly Report Pursuant to Rule 58 of
the Public Utility Holding Company Act of 1935
For the quarterly period ended December 31, 2003

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

ITEM 1 - ORGANIZATION CHART

| Name of Reporting Company | Energy (ERC) or Gas (GRC) Related Company | Date of Organization | State of Organization |
|--|---|-------------------------|--------------------------|
| FirstEnergy Corp. (a) | | | |
| FirstEnergy Ventures Corp. (b) | | | |
| Bay Shore Power Company (d) | ERC | 01/26/1998 | Ohio |
| Centerior Energy Services, Inc. (d) | ERC | 06/01/1994 | Ohio |
| Eastroc Technologies, LLC (c) | ERC | 04/30/1996 | Delaware |
| Engineered Processes, Ltd. (c) | ERC | 12/30/1996 | Ohio |
| Warrenton River Terminal, Ltd. (d) | ERC | 09/03/1996 | Ohio |
| FirstEnergy Facilities Services Group, LLC (b) | | | |
| Dunbar Mechanical, Inc. (e) | ERC | 07/16/1956 | Ohio |
| Edwards Electrical & Mechanical, Inc. (e) | ERC | 02/28/1968 | Indiana |
| Elliot-Lewis Corporation (e) | ERC | 05/21/1998 | Pennsylvania |
| A.A. Duckett, Inc. | ERC | 03/01/1973 | Delaware |
| Sautter Crane Rental, Inc. | ERC | 12/10/1991 | Pennsylvania |
| E-L Enterprises, Inc. | | | |
| Modern Air Conditioning, Inc. | ERC | 04/27/1965 | Florida |
| Airdex Air Conditioning Corporation | ERC | 01/18/1995 | Florida |
| R.L. Anderson, Inc. | ERC | 08/28/1961 | Florida |
| L.H. Cranston and Sons, Inc. (e) | ERC | 01/02/1951 | Maryland |
| Roth Bros., Inc. (e) | ERC | 09/06/1947 | Ohio |
| The Hattenbach Company (e) | ERC | 03/21/1969 | Ohio |
| R.P.C. Mechanical, Inc. (e) | ERC | 04/21/1959 | Ohio |
| Spectrum Controls Systems, Inc. (e) | ERC | 04/18/1988 | Ohio |
| FirstEnergy Solutions Corp. (b) | ERC | 08/08/1997 | Ohio |
| FirstEnergy Engineering, Inc. (f) | ERC | 08/09/1996 | Ohio |
| GPU Diversified Holdings, LLC (GPUDH) (b) | | 08/03/2000 | Delaware |
| GPU Solar, Inc. | ERC | 11/07/1997 | New Jersey |
| GPU Distributed Power, Inc. * | ERC | 02/29/2000 | Delaware |
| Active Power, Inc. | ERC | | |
| Ballard Power Systems Inc. | ERC | | |
| EnviroTech Investment Fund I, LP | ERC | | |

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EnerTech Capital Partners II, LP

ERC

* Inactive

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

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ITEM 1 - ORGANIZATION CHART (Con

| Name of Reporting Company | Energy (ERC) or Gas (GRC) Related Company | Date of Organization | State of Organization |
|------------------------------------|---|-------------------------|--------------------------|
| ----- | | | |
| FirstEnergy Corp. (a) (Continued) | | | |
| Ohio Edison Company (OE) | | | |
| EnviroTech Investment Fund I, LP | ERC | | |
| PowerSpan Corp. (c) | ERC | 05/01/1997 | Delaware |
| Kinetic Ventures I, LLC (c) | ERC | 04/15/1997 | Delaware |
| Kinetic Ventures II, LLC (c) | ERC | 12/07/1999 | Delaware |
| Nth Power Technologies II, LLC (c) | ERC | | |
| Utility.com, Inc. (c) * | ERC | | |
| Automated Power Exchange, Inc. (c) | ERC | | |

* Inactive

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

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ITEM 1 - ORGANIZATION CHART (Continued)

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

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- (g) This subsidiary provides HVAC equipment installation and services, facilities management, and energy management.
- (h) This subsidiary owns and operates a petroleum coke disposal facility that will supply steam for the Bay Shore Power Plant and to BP Amoco Corporation.
- (i) This subsidiary provides various consulting services related to energy management and procurement.
- (j) This subsidiary holds the patent on plaster, which is manufactured using the by-Products of coal-fired generation facilities.
- (k) This subsidiary owns facilities for the transloading of bulk materials (primarily coal) on the Ohio River. The coal is in part used by the FirstEnergy Operating Companies at various generation facilities.
- (l) This subsidiary provides crane rental services.
- (m) This subsidiary provides refrigeration sales and services to commercial entities.
- (n) This subsidiary engages in the brokering and marketing of energy commodities.
- (o) This company was formed to utilize advanced technology to reduce emissions of NOx, SO2 and particulate matter from utility generation facilities.
- (p) This venture capital fund is focus on early stage companies involved in energy-related fields and technology.
- (q) This venture capital fund is focus on emerging technologies in the global energy industry.
- (r) This company is a developer of flywheel energy storage system for use in uninterruptible power supply and other power quality applications.
- (s) This energy-related company holds securities directly in the energy-related company set below its name.
- (t) This subsidiary is involved in the development and commercialization of photovoltaics.
- (u) This subsidiary provides engineering services.
- (v) An investment fund which invests in energy-related technology. GPUDH owns a 9.89% interest and OE owns a 6% interest.
- (w) GPU Diversified Holdings LLC owns 1,366,062 shares of Ballard Power Systems Inc. (BPS) common stocks. BPS develop stationary fuel cell systems.

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ITEM 1 - ORGANIZATION CHART (Continued)

Narrative Description of Activities for Reporting Period

The Alliance Participants Administrative and Startup Activities Company, LLC was dissolved on October 31, 2003.

Ancoma, Inc. was sold on December 29, 2003.

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ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

| Type of Security | Principal Amount of | Issue or | Cost of | Company to whom Security |
|------------------|---------------------|----------|---------|--------------------------|
|------------------|---------------------|----------|---------|--------------------------|

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| Company Issuing Security | Issued | Security | Renewal | Capital | was Issued |
|--------------------------|--------|----------|---------|---------|------------|
| None. | | | | | |

| Company Contributing Capital | Company Receiving Capital | Amount of Capital Contribution |
|------------------------------|------------------------------|--------------------------------|
| FirstEnergy Corp. | GPU Diversified Holdings LLC | \$ 400 |
| FirstEnergy Corp. | PowerSpan Corp. | \$ 984 |

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

ITEM 3 - ASSOCIATE TRANSACTIONS

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

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services |
|--------------------------------------|---------------------------------------|--------------------------------|
| Bay Shore Power Company | FirstEnergy Generation Corp. | Sale of steam |
| Centerior Energy Services, Inc. | FirstEnergy Solutions Corp. | Energy consul |
| Dunbar Mechanical, Inc. | FirstEnergy Generation Corp. | HVAC services |
| Dunbar Mechanical, Inc. | FirstEnergy Nuclear Operating Company | HVAC services |
| Dunbar Mechanical, Inc. | FirstEnergy Solutions Corp. | HVAC services |
| Elliot-Lewis Corporation | FirstEnergy Solutions Corp. | HVAC services |
| FirstEnergy Solutions Corp. | FirstEnergy Generation Corp. | Natural gas p scheduling se |
| Roth Bros., Inc. | Centerior Energy Services, Inc. | HVAC services |
| Roth Bros., Inc. | FirstEnergy Generation Corp. | HVAC services |

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| | | |
|----------------------------|---------------------------------------|---------------|
| Roth Bros., Inc. | FirstEnergy Nuclear Operating Company | HVAC services |
| Roth Bros., Inc. | FirstEnergy Solutions Corp. | HVAC services |
| Roth Bros., Inc. | Ohio Edison Company | HVAC services |
| Sautter Crane Rental, Inc. | FirstEnergy Solutions Corp. | Crane rental |
| Sautter Crane Rental, Inc. | Jersey Central Power & Light Company | Crane rental |

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ITEM 3 - ASSOCIATE TRANSACTIONS

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

| Reporting Company Rendering Services ----- | Associate Company Receiving Services ----- | Types of Services ----- |
|---|---|-----------------------------------|
| Sautter Crane Rental, Inc. | Metropolitan Edison Company | Crane rental |
| Warrenton River Terminal, Ltd. | FirstEnergy Generation Corp. | Loading, unloading of coal and |

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

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ITEM 3 - ASSOCIATE TRANSACTIONS (Continued)

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

| Associate Company Rendering Services ----- | Reporting Company Receiving Services ----- | Types of Services ----- |
|---|---|--|
| FirstEnergy Service Company | GPU Diversified Holdings LLC | Legal and consulting and administrative services |

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| | | |
|------------------------------|-----------------------------|--------------------------|
| FirstEnergy Generation Corp. | Bay Shore Power Company | Sale of fuel |
| FirstEnergy Generation Corp. | Bay Shore Power Company | Plant operat services |
| FirstEnergy Service Company | FirstEnergy Solutions Corp. | General and services |

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

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ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

| | |
|---|----------|
| Total average consolidated capitalization as of December 31, 2003* | \$21,193 |
| ----- | |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) Greater of \$50 million or line 2 | 3,179 |
| Total current aggregate investment: | |
| (categorized by major line of energy-related business) | |
| Development and commercialization of photovoltaics (Category II) | 4 |
| Production, conversion, sale and distribution of thermal energy products (Category VI) | 29 |
| Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII) | 4 |
| Fuel transportation, handling and storage facilities (Category IX) | ----- |

Total current aggregate investment

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

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

The caption "Total current aggregate investment" includes all amounts invested or com
energy-related companies on or after the date of effectiveness of Rule 58 (March 24, 1997
Corp. registered as a holding company (November 7, 2001) for which there is recourse, dir
FirstEnergy Corp. or any subsidiary company thereof. The amounts do not include purchase ac

* Total capitalization amounts for December 2002 and March 2003 have been revised to r
FirstEnergy's Amendment No. 2 of 2002 Form 10-K/A and Amendment No. 1 of March 2003 Form 10

ITEM 5 - OTHER INVESTMENTS

| Major Line of Energy-Related Business ----- | Aggregate Investment as of September 30, 2003 ----- | Change in Investments During Reporting Period ----- |
|--|---|--|
| Energy management services (Category I) | \$ 1,766 (1) | - |
| Development and commercialization of electrotechnologies (Category II) | 55,623 (2) | \$1,384 |
| Energy services and retail energy sales (Category V) | 18,158 (3) | - |
| Production, conversion, sale and distribution of thermal energy products (Category VI) | 70,913 (4) | - |
| Sale of technical, operational, management, and other services related to HVAC, refrigeration systems (Category VII) | 198,279 (5) | \$(7,164) |
| Fuel transportation, handling and storage facilities (Category IX) | 4,959 (6) | - |
| Development and commercialization of technologies that utilize coal waste by-products (Category X) | 46 (7) | - |

(1) Includes \$1,766 that was invested in energy-related companies, prior to FirstEnergy Corp. company (November 7, 2001).

(2) Includes \$52,483 that was invested in energy-related companies, prior to FirstEnergy Corp. company (November 7, 2001).

(3) Includes \$18,158 that was invested in energy-related companies, prior to FirstEnergy Corp. company (November 7, 2001).

(4) Includes \$41,850 that was invested in energy-related companies, prior to FirstEnergy Corp. company (November 7, 2001).

(5) Includes \$193,984 that was invested in energy-related companies, prior to FirstEnergy Corp. company (November 7, 2001).

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

(7) Includes \$46 that was invested in energy-related companies, prior to FirstEnergy Corp. company (November 7, 2001).

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements

- A-1 Financial statements of FirstEnergy Solutions Corp. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-2 Financial statements of GPU Diversified Holdings LLC - not required for the last quarterly period of the registered holding company's fiscal year.
- A-3 Financial statements of Bay Shore Power Company - not required for the last quarterly period of the registered holding company's fiscal year.
- A-4 Financial statements of Centerior Energy Services, Inc - not required for the last quarterly period of the registered holding company's fiscal year.
- A-5 Financial statements of Warrenton River Terminal, Ltd. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-6 Financial statements of Dunbar Mechanical, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-7 Financial statements of Edwards Electrical & Mechanical, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-8 Financial statements of Elliot-Lewis Corporation - not required for the last quarterly period of the registered holding company's fiscal year.
- A-9 Financial statements of L.H. Cranston and Sons, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-10 Financial statements of Roth Bros., Inc. - not required for the last quarterly period of the registered holding company's fiscal year.
- A-11 Financial statements of The Hattenbach Company - not required for the last quarterly period of the registered holding company's fiscal year.
- A-12 Financial statements of R.P.C. Mechanical, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

A. Financial Statements (Continued)

- A-13 Financial statements of Spectrum Controls Systems, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.

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A-14 Financial statements of GPU Solar, Inc. - not required for the last quarterly period of the registered holding company's fiscal year.

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ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS (Continued)

B. Exhibits

Contracts Required by Item 3

B-1 Stockholders Agreement made and entered into as of January 7, 1998 by and among GPU International, Inc., AstroPower, Inc. and GPU Solar, Inc. (in connection with the sale of GPU International, Inc. on December 22, 2000, the Stockholders Agreement was amended such that GPU International, Inc. transferred its interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-12 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.

B-2 Amendment No. 1 to Stockholders Agreement made and entered into as of December 1, 2000 by and among GPU International, Inc., AstroPower, Inc., GPU Diversified Holdings LLC and GPU Solar, Inc. (this amendment essentially transferred GPU International, Inc.'s interest in GPU Solar, Inc. and its rights and responsibilities under the Stockholders Agreement to GPU Diversified Holdings LLC) - incorporated by reference to Exhibit B-13 to GPU's Quarterly Report on Form U-9C-3 for the period ended December 31, 2000.

B-3 Contract between FirstEnergy Service Company and GPU Diversified Holdings LLC to provide legal and certain general and administrative services - incorporated by reference to Exhibit B-3 to FirstEnergy's Quarterly Report on Form U-9C-3 for the period ended September 30, 2003.

B-4 Contract between FirstEnergy Service Company and FirstEnergy Solutions Corp. to provide legal and certain general and administrative services - incorporated by reference to Exhibit B-4 to FirstEnergy's Quarterly Report on Form U-9C-3 for the period ended September 30, 2003.

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

C. Certificate of FirstEnergy Corp.

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SIGNATURE

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

FIRSTENERGY CORP.

March 23, 2004

By: /s/ Harvey L. Wagner

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