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FIRSTENERGY CORP
Form 35-CERT
December 30, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

In the Matter of:

CERTIFICATE
PURSUANT TO
RULE 24

FirstEnergy Corp.
Ohio Edison Company
The Cleveland Electric
 Illuminating Company
The Toledo Edison Company
Pennsylvania Power Company
FirstEnergy Nuclear Generating
 Corp.

(File No. 70-10322)

(Public Utility Holding Company Act of 1935)

This Certificate of Notification (the "Certificate") is filed by FirstEnergy Corp. ("FirstEnergy"), a registered holding company under the Public Utility Holding Company Act of 1935, as amended (the "Act"), and its subsidiaries named above, in connection with the transactions proposed in the Form U-1 Application-Declaration, as amended, in File No. 70-10322 (the "Application").

In the Application, Ohio Edison Company ("Ohio Edison"), Pennsylvania Power Company ("Penn Power"), The Cleveland Electric Illuminating Company ("Cleveland Electric") and The Toledo Edison Company ("Toledo Edison") (collectively, the "Utility Subsidiaries") requested authorization to transfer their respective ownership interests in certain nuclear generating units to FirstEnergy Nuclear Generation Corp. ("FE Nuclear"); FE Nuclear requested authorization to issue notes ("FE Nuclear Notes") to Penn Power, Cleveland Electric, and Toledo Edison and Penn Power, Cleveland Electric, and Toledo Edison requested authorization to acquire the FE Nuclear Notes; and FE Nuclear requested authorization to issue and sell from time to time long-term and short-term debt securities. The transactions proposed in the Application were authorized by the Securities and Exchange Commission (the "Commission") by order dated December 2, 2005 (the "Order"). FirstEnergy hereby certifies that, on December 16, 2005, the Utility Subsidiaries complete the transfer of their respective interests in the nuclear generating plants to FE Nuclear and FE Nuclear issued and delivered FE Nuclear Notes to Penn Power, Cleveland Electric of Toledo Edison in the following principal amounts:

Penn Power - \$166 million

Cleveland Electric - \$993 million

Toledo Edison - \$706 million

Included herewith as Exhibits F-1 and F-2 are "past tense" opinions of

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counsel.

S I G N A T U R E

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the undersigned companies have duly caused this Certificate to be signed on their behalves by the undersigned thereunto duly authorized.

FirstEnergy Corp.
Ohio Edison Company
The Cleveland Electric Illuminating Company
The Toledo Edison Company
Pennsylvania Power Company
FirstEnergy Nuclear Generation Corp.

By: /s/ Harvey L. Wagner

Name: Harvey L. Wagner
Title: Vice President, Controller and
Chief Accounting Officer

December 30, 2005