

08-07-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): GPU, INC.

MRO 7.31.02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 08/08/2000

2. Name and address of receiving party(ies)

Name: FIRSTENERGY CORP.

Internal Address:

Street Address: 76 South Main Street

City: Akron State: OH Zip: 44308

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Ohio Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,136,909

2,275,146 2,117,903 2,134,092

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Glenn R. Wilson, Esq.

Internal Address: Squire, Sanders & Dempsey LLP

Street Address: 4900 Key Tower

127 Public Square

City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Glenn R. Wilson, Esq.

Name of Person Signing

Signature

07/31/2002

Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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**ADDITIONAL NUMBER(S) ATTACHMENT PAGE
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

Trademark Registration No.(s)

1. 2,112,344
2. 1,966,279

EXECUTION COPY

Mary H. Bell

AGREEMENT AND PLAN OF MERGER

between

FIRSTENERGY CORP.

and

GPU, INC.

Dated as of August 8, 2000

AGREEMENT AND PLAN OF MERGER dated as of August 8, 2000 (the "Agreement"), between FIRSTENERGY CORP., an Ohio corporation with its principal executive offices in Akron, Ohio ("FirstEnergy"), and GPU, INC., a Pennsylvania corporation with its principal executive offices in Morristown, New Jersey ("GPU").

WHEREAS, the respective Boards of Directors of FirstEnergy and GPU deem it advisable and in the best interests of their respective shareholders to consummate, and have approved, the business combination transaction contemplated herein pursuant to which the businesses of GPU and FirstEnergy will be combined by means of the merger of GPU with and into FirstEnergy (the "Merger"); and

WHEREAS, for Federal income tax purposes, it is intended that the Merger will be treated as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, for accounting purposes, it is intended that the Merger will be accounted for on a purchase accounting basis in accordance with generally accepted accounting principles ("GAAP") and applicable regulations of the Securities and Exchange Commission (the "SEC"); and

WHEREAS, GPU and FirstEnergy desire to make certain representations, warranties and agreements in connection with the Merger and also to prescribe various conditions to the Merger;

NOW, THEREFORE, in consideration of the premises and the respective representations, warranties, covenants and agreements set forth in this Agreement, the parties intending to be legally bound agree as follows:

ARTICLE I

THE MERGER

Section 1.01 The Merger. Upon the terms and subject to the conditions of this Agreement, at the Effective Time (as defined in Section 1.03), GPU shall be merged with and into FirstEnergy in accordance with the laws of the Commonwealth of Pennsylvania and the State of Ohio. FirstEnergy shall be the surviving corporation in the Merger and shall continue its corporate existence under the laws of the State of Ohio. The effects and the consequences of the Merger shall be as set forth in Section 1.04. Throughout this Agreement, the term "Surviving Corporation" shall refer to FirstEnergy in its capacity as the surviving corporation in the Merger.

Section 1.02 Closing. Closing of the Merger (the "Closing") will take place at 10:00 A.M. (local time), on a date to be specified by the parties, which shall be no later than the second business day following the date on which the last of the closing conditions set forth in Article VIII has been met or waived, at the offices of Winthrop, Stimson, Putnam & Roberts, One Battery Park Plaza, New York, NY 10004, unless another date or place is agreed to in writing by the parties hereto (the "Closing Date").

Section 1.03 Effective Time of the Merger. Subject to the provisions of this Agreement, articles or certificates of merger shall be duly prepared, executed and acknowledged by an appropriate officer of each of the corporations involved in the Merger (the "Certificates of Merger") and thereafter delivered as soon as practicable on the Closing Date to the Department of State of the Commonwealth of Pennsylvania for filing as well as to the Secretary of State of the State of Ohio as provided by Pennsylvania law and Ohio law. The Merger shall become effective upon the filing of the Certificates of Merger with the Department of State of the Commonwealth of Pennsylvania and the Secretary of State of the State of Ohio or at such time thereafter as is agreed by the parties and provided in the Certificates of Merger (the "Effective Time").

Section 1.04 Effects of the Merger. At the Effective Time,

(a) the separate existence of GPU shall cease and GPU shall be merged with and into FirstEnergy with FirstEnergy continuing as the Surviving Corporation,

(b) pursuant to the Merger, Article IV.A of the Amended Articles of Incorporation of FirstEnergy shall be amended by replacing "305 million" and "300 million" contained therein with "380 million" and "375 million", respectively, and as so amended such Amended Articles of Incorporation shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law and such Articles of Incorporation,

(c) the Regulations of FirstEnergy, as in effect immediately prior to the Effective Time, shall be the Regulations of the Surviving Corporation until thereafter amended as provided by law, the Articles of Incorporation of the Surviving Corporation and such Regulations, and

(d) the Merger shall have all the effects of applicable law, including without limitation as provided in Section 1701.82 of the Ohio General Corporation Law (the "Ohio GCL") and Section 1929 of the Pennsylvania Business Corporation Law (the "Pennsylvania BCL").

Section 1.05 Directors and Officers of the Surviving Corporation. As of the Effective Time, the directors and officers of the Surviving Corporation shall be designated as provided in Section 7.12 of this Agreement.

ARTICLE II

EFFECT OF THE MERGER ON THE CAPITAL STOCK OF THE RESPECTIVE CORPORATIONS; EXCHANGE OF CERTIFICATES

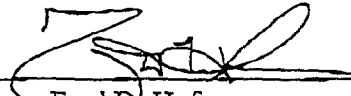
Section 2.01 Manner of Converting Shares. As of the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of capital stock of the corporations involved:

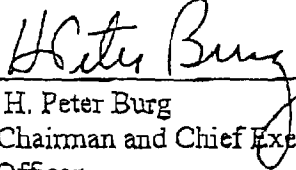
(a) Capital Stock of FirstEnergy. Each share of common stock, par value \$0.10 per share, of FirstEnergy ("FirstEnergy Common Stock") that is issued and outstanding immediately prior to the Effective Time shall remain outstanding unchanged by reason of the

IN WITNESS WHEREOF, FirstEnergy and GPU have caused this Agreement to be signed by their respective officers thereunto duly authorized, all as of the date first above written.

GPU, INC.

FIRSTENERGY CORP.

By: 
Name: Fred D. Hafer
Title: Chairman, President and Chief Executive Officer

By: 
Name: H. Peter Burg
Title: Chairman and Chief Executive Officer

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Filed in the Department of State on NOV 26 2001

Secretary of the Commonwealth

ARTICLES OF MERGER

- 1. The name of the corporation surviving the merger is FirstEnergy Corp.
- 2. The surviving corporation is a qualified foreign business corporation incorporated under the laws of Ohio. The address of its current registered office in the Commonwealth of Pennsylvania is:

CT Corporation System
Allegheny County

- 3. The name and address of the registered office in the Commonwealth of Pennsylvania of each other domestic business corporation that is a party to the plan of merger are as follows:

<u>Name</u>	<u>Registered Office Address</u>	<u>County</u>
GPU, Inc.	2800 Pottsville Pike Muhlenberg Township, PA 19605	Berks

- 4. The plan of merger shall be effective at 12:01 a.m. on Wednesday, November 7, 2001.
- 5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

<u>Name</u>	<u>Manner of Adoption</u>
GPU, Inc.	Adopted by the directors and shareholders pursuant to 15 Pa.C.S. § 1924(a).

- 6. The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.
- 7. The plan of merger does not amend the operative provisions of the Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan. Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from

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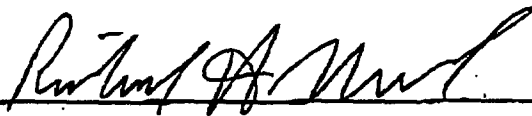
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filed plans), the full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

76 South Main Street
Akron, OH 44308

IN TESTIMONY WHEREOF, the undersigned corporations have caused these Articles of Merger to be signed by duly authorized officers thereof on November 6, 2001.

FIRSTENERGY CORP.



Signature

Richard H. Marsh

Title: Vice President and Chief Financial Officer

GPU, INC.



Signature

Fred D. Hafer

Title: Chairman, President and Chief Executive Officer