

08-26-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102201290

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

1. Name of conveying party(ies):

GPU Service Corporation, a subsidiary of
GPU, Inc.

8-20-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

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

OFFICE OF PUBLIC RECORDS
2002 AUG 20 AM 9:19
FINANCE SECTION

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,997,863

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:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

08/26/2002 DBYRNE 00000073 1997863
Glenn R. Wilson, Esq.

08/20/2002

01 FC:48 Name of Person Signing

Signature

Date

20

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

Mail documents to be recorded with required cover sheet information to:
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REEL: 2569 FRAME: 0327

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:

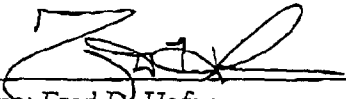
(a) Capital Stock of FirstEnergy. Each share of common stock, par value \$0.10 per share, of FirstEnergy ("FirstEnergy Common Stock") that is issued and outstanding immediately prior to the Effective Time shall remain outstanding unchanged by reason of the

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.

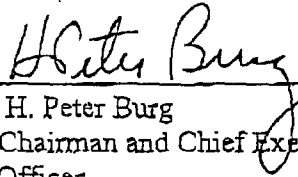
GPU, INC.

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

200184-747

3030080

Filed in the Department of State on NOV 06 2001
[Signature]
Secretary of the Commonwealth
[Signature]

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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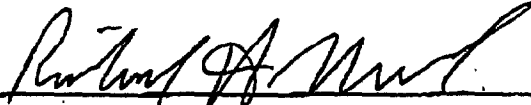
200184 - 748

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



300 Madison Avenue
Morristown, NJ 07962
Tel 973-401-8200
www.gpu.com

Location: <http://www.gpu.com/AboutGPU/Operations/?nav=1&font=1&util=print>

Date: 11/07/2001 08:51:01

GPU Operations

The merger of FirstEnergyCorp. and GPU, Inc. creates a larger, stronger FirstEnergy, with greater resources for succeeding in today's competitive energy marketplace. We're now better positioned to provide high-quality, competitively priced energy services to customers; to enhance near and long term value for our shareholders; and to continue our traditions of financial and volunteer support to the communities we serve.

This is another major step toward our goal of becoming the leading retail supplier of energy and related services in the region we serve.

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Date: 10/31/2001 15:36:18

GPU Energy

At GPU Energy, we are focusing on the delivery of essential services. With our decisions of 1997, our strategic direction is clear. GPU will design, construct and manage utility assets. GPU Energy is focused on customer satisfaction. Its goal is unsurpassed customer service the first time, every time. Everything the company does must be organized around satisfying the customer.

GPU, Inc., a Pennsylvania corporation, is a holding company registered under the Public Utility Holding Company Act of 1935. Its three domestic electric utility subsidiaries Jersey Central Power and Light (JCP&L), Metropolitan Edison Company (Met-Ed) and Pennsylvania Electric Company (Penelec) are conducting business under the name GPU Energy. GPU Energy, annually provide approximately 44 billion kilowatt-hours of electricity to more than 2 million customers in New Jersey and Pennsylvania.

Michael J. Chesser

President and Chief Executive Officer
2800 Pottsville Pike,
Reading, PA 19640-0001
(610) 929-3601

Request for Proposals for Competitive Default Service

Provider of Last Resort (PLR) Filing

GPU Energy

Policy Regarding Non-Discriminatory Open Access Transmission Service

GPU Energy Organization Chart - Corporate Overview

Transmission and Merchant Functions Organization Chart

GPU Energy Merchant Organization

GPU Energy Transmission Organization

GPU Energy Position Descriptions - Merchant Organization

GPU Energy Position Descriptions - Transmission Organization

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Date: 01/16/2002 15:05:48

GPU Nuclear

GPU Nuclear Inc., is a subsidiary of GPU Inc. GPU Nuclear is currently decommissioning the Saxton Nuclear Experimental Facility in Bedford County, Pennsylvania. GPU Nuclear's number one commitment is to the safe, reliable, and environmentally responsible operations of its facilities.

Robert F. Saunders

Chief Nuclear Officer
FirstEnergy Corp.
76 South Main Street
Akron, Ohio 44308

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Company



Company | [Fiber & Private Networks](#) | [Wireless](#) | [SONET](#) | [Infrastructure](#) | [Benefits](#)

About GPU Telcom

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[Sales Team](#)

[Word of Mouth](#)

Who is GPU Telcom Services, Inc.?

GPU Telcom Services (an Exempt Telecommunications Company, ETC) is a wholly owned non-regulated subsidiary of GPU, Inc.

[\(POPs List\)](#)
[PDF Format](#)
[Excel Format](#)

What kind of company is GPU Telcom Services, Inc. ?

GPU Telcom Services is a Telecommunications Infrastructure Development and Management Company. THE CONNECTIVITY COMPANY... providing the connection between telecommunications providers and their customers!

What is the relationship between GPU Telcom Services and GPU Energy?

GPU Telcom Services and GPU Energy are affiliated companies. Telcom Services and GPU Energy have developed a business relationship (contracts) that provides Telcom Services with access/attachment to all of GPU Energy's R.O.W., Easements, Facilities and other assets that are useful for Telecommunications Development. Business contracts have been approved by both the Pennsylvania PUC and the New Jersey BPU.

What is GPU Telcom Services' competitive initiative?

GPU Telcom Services has positioned itself as the infrastructure provider to the telecommunications industry. Telcom leverages its specialized and unique knowledge of telecommunications in combination with utility infrastructure to create new and significant value to the telecommunications industry. Telcom Services reshapes the BENEFICIAL USE of the utility infrastructure for telecommunications purposes.

Who are GPU Telcom Services customers?

Telecommunications end-use services providers:

- IntereXchange Carriers or IXCs
- CLECs, CAPs & MSO's
- Wireless Carriers (Cellular, PCS, SMR, Paging....)
- Commercial, Industrial & Government (Private Networks)
- CATV
- Internet Services Providers
- Incumbent Telcos

What products and services do GPU Telcom Services provide?

Wholesale Telecommunications: Dark Fiber Transmission, Dim Fiber Transmission, SONET Transmission

Infrastructure Services: R.O.W., Easements & Attachment [Wireless Site Development & Licensing, Fiber Cable Construction & Maintenance (Distribution & Campus), Antenna System Construction & Maintenance], Premium Power Service, Electronics Installation & Maintenance, Pole & Conduit Construction & Maintenance, Wire-transfers, Joint Service Drop & Trenching, Infrastructure Management (Bundling the above services)

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About Solar

The GPU logo is displayed in white, bold, sans-serif capital letters on a black, rounded rectangular background.

[About Solar](#)

About GPU Solar

[Solar 2000 Mendocino](#)

[Green Mountain
Solar Berkeley](#)

Who we are ...

[Links](#)

GPU Solar Inc. is a joint venture company owned by GPU Diversified Holdings LLC, a GPU, Inc. subsidiary and AstroPower, Inc. (NASDAQ APWR) of Newark, Delaware, which is the largest U.S. owned manufacturer of photovoltaic (PV) solar power cells and panels.

What we do ...

GPU Solar is a developer, owner, operator of solar electric power plants in the United States. The size of the plants is from 100kW through 1MW. The first plant developed is **Solar 2000 - Mendocino**, a 100kW plant located in California. A second, **Green Mountain Solar Berkeley**, owned and operated by GPU Solar, has been commissioned in Berkeley, Calif. Other sites are under development in Pennsylvania, New Jersey, New York and California.

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Date: 09/19/2000 15:00:21

GPU Service

GPU Service, located in Morristown, NJ, provides financial, computer technology, investor relations, accounting and other common corporate functions that are delivered most cost-effectively on a centralized basis.

Fred D. Hafer

Chairman, President and Chief Executive Officer
300 Madison Avenue
P.O. Box 1911
Morristown, NJ 07962-1911
(973) 455-8200

Bruce L. Levy

Executive Vice President and Chief Financial Officer

Ira H. Jolles

Executive Vice President and General Counsel

Carole B. Snyder

Executive Vice President - Corporate Affairs

Terrance G. Howson

Vice President and Treasurer

Cynthia A. Stinger

Vice President - Government Affairs

Peter E. Maricondo

Vice President and Comptroller

David C. Brauer

Vice President - Strategic Initiatives

Douglas J. Howe

Vice President - Regulatory Policy

Scott Guibord

Secretary

Sharon K. Cepeda

Assistant Secretary

Paulette R. Chatman

Assistant Comptroller

Stephen H. Somich
Assistant Treasurer

GPU Website Guidelines and Standards

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Location: <http://www.gpu.com/AboutGPU/Operations/Emdersa.htm?nav=1&font=1&util=print>

Date: 07/24/2000 08:46:25

Emdersa

GPU Emdersa owns three electric distribution companies - Edesa, Edelar, and Edesal, located in northwest Argentina. The three companies serve approximately 350,000 customers throughout a service territory of approximately 124,000 miles (320,000 square kilometers). The service provinces of the three companies represents 4% of Argentina's gross domestic product. Collectively the three companies are experiencing an electricity demand growth rate of 6% per year.

Paraguay 1178 Piso 12°
(1057) Buenos Aires, Argentina

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Date: 06/07/2001 14:28:32

International Generation Assets

GPU has ownership interests in eight independent electric generating facilities in five countries: Bolivia, Colombia, Pakistan, Turkey and the United Kingdom. These plants are all fired by natural gas and have a combined generating capability of more than 5,400 megawatts.

GPU Power, a subsidiary of GPU, Inc., operates the company's independent power plants in Bolivia and Colombia. GPU Power UK, also a GPU Subsidiary, operates its independent power plants in the UK, and in Pakistan and Turkey.

Links to GPU International's generation projects with specific details are listed below.

Generation - South America

Plant	MW	Type	Location	Ownership
TERMOBARRANQUILLA	750	Combined Cycle-Gas	Colombia	28.5%
TERMOBARRANQUILLA	140	Thermal-Gas/Oil	Colombia	28.5%
EMPRESA GUARACACHI	283	Simple Cycle-Gas/Oil	Bolivia	50%
ARANJUEZ	40	Simple Cycle-Gas/Oil	Bolivia	50%
KARACHIPAMPA	15	Simple Cycle-Gas/Oil	Bolivia	50%

* Indicates plants under construction

Generation - United Kingdom

Plant	MW	Type	Location	Ownership
TEESSIDE	1875	Combined Cycle-Gas/Oil	England	13.3%
HUMBER 1 & 2*	1260	Combined Cycle-Gas/Oil	England	21.9%

*Indicates plant under construction

Generation - Paksitan

Plant	MW	Type	Location	Ownership
UCH	586	Combined Cycle-Gas/Oil	Pakistan	20%

Generation - Turkey

Plant	MW	Type	Location	Ownership
TRAKYA	478	Combined Cycle-Gas/Oil	Turkey	15.5%

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Location: <http://www.gpu.com/AboutGPU/History.htm?nav=0&font=1&util=print>

Date: 07/24/2000 08:46:21

History

GPU's birth was marked in the press by a brief article in the "Topics of the Day in Wall Street" column in the business section of *The New York Times* in January of 1946.

GPU was born during a period of rapid and unpredictable change, into a world with one foot in wartime and the other in peacetime.

On the day GPU was born, the nation was worried by a series of labor disputes that threatened to cripple the burgeoning post-war industrial world. Telephone workers, auto workers and steel workers nationwide were either on strike or threatening to walk, and the White House became involved to try to avert the crisis.

New Yorkers gathered to watch a huge parade honoring the returning 82nd Airborne Division. More than 13,000 soldiers marched up Fifth Avenue.

The world also began to open to travel as wartime restrictions were lifted.

Government officials were optimistic about the conversion of the American economy from wartime to peacetime.

Movies playing at the time gave viewers choices of *A Walk in the Sun*, *She Wouldn't Say Yes*, *Dick Tracey*, *Rhapsody in Blue*, *Shady Lady*, Walt Disney's *Pinnocchio* or Alfred Hitchcock's *Spellbound*. Broadway was presenting some of its best in 1946, including *Carousel*, *Desert Song*, *Hamlet*, *Harvey*, *I Remember Mama*, *Life with Father*, *Oklahoma*, *On The Town* and *The Glass Menagerie*.

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