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

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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): CENTERIOR ENERGY CORPORATION
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[X] Corporation-State
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

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

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FINANCE SECTION

3. Nature of conveyance:
[] Assignment [X] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: 09/13/1996

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,134,358
Additional number(s) attached [] Yes [X] 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:
7. Total fee (37 CFR 3.41) \$ 40.00
[X] 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
Date 10/04/2002

Total number of pages including cover sheet, attachments, and document: 10

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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[EXECUTION COPY]

AGREEMENT AND PLAN OF MERGER

between

OHIO EDISON COMPANY

and

CENTERIOR ENERGY CORPORATION

Dated as of September 13, 1996

AGREEMENT AND PLAN OF MERGER dated as of September 13, 1996 (the "Agreement"), between OHIO EDISON COMPANY, an Ohio corporation with its principal executive offices in Akron, Ohio ("Ohio Edison"), and CENTERIOR ENERGY CORPORATION, an Ohio corporation with its principal executive offices in Independence, Ohio ("Centerior").

WHEREAS, the respective Boards of Directors of Ohio Edison and Centerior deem it advisable and in the best interests of their respective shareholders to consummate, and have approved, the business combination transactions provided for herein in which

(i) Ohio Edison and Centerior will form an Ohio holding company, FirstEnergy Corp. ("FirstEnergy"),

(ii) (A) FirstEnergy will form two subsidiaries, one of which ("Ohio Edison Acquisition Corp.") will merge with and into Ohio Edison with Ohio Edison continuing as the surviving corporation (the "Ohio Edison Merger") pursuant to the Ohio Edison Merger Agreement attached hereto as Exhibit A (the "Ohio Edison Merger Agreement"), and the other of which ("Centerior Acquisition Corp.") will merge with and into Centerior with Centerior continuing as the surviving corporation (the "Centerior Merger") pursuant to the Centerior Merger Agreement attached hereto as Exhibit B (the "Centerior Merger Agreement"), and

(B) whereby

(I) each issued and outstanding share of common stock, par value \$9 per share, of Ohio Edison ("Ohio Edison Common Stock"), and any associated right (an "Ohio Edison Right") that may be issued pursuant to the Rights Agreement, dated as of October 16, 1990, between Ohio Edison and Citibank, N.A., as Rights Agent (the "Ohio Edison Rights Agreement"), and

(II) each issued and outstanding share of common stock, without par value, of Centerior ("Centerior Common Stock"), and any associated right (a "Centerior Right") that may be issued pursuant to the Shareholder Rights Agreement, dated as of June 25, 1996, between Centerior and KeyBank National Association, as Rights Agent (the "Centerior Rights Agreement"),

in each case not owned directly or through a wholly-owned Subsidiary by Ohio Edison or Centerior, will be converted into the right to receive common stock, par value \$0.10 per share, of FirstEnergy ("FirstEnergy Common Stock"),

(iii) immediately after the Centerior Merger, Centerior will merge with and into FirstEnergy with FirstEnergy continuing as the surviving corporation (the "FirstEnergy Merger"; the Ohio Edison Merger, the Centerior Merger and the FirstEnergy Merger together being referred to herein as the "Merger"), and

(iv) as a result of the Merger, the respective common shareholders of Ohio Edison and Centerior will own all of the outstanding shares of FirstEnergy Common Stock and each share of any other class of capital stock of Ohio Edison and its Subsidiaries and of the Subsidiaries of Centerior will be unaffected by the Merger and will remain outstanding;

WHEREAS, for Federal income tax purposes, it is intended that the Merger qualify, as to Ohio Edison, as a tax-free transfer within the meaning of Section 351(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and, as to Centerior, as a tax-free reorganization within the meaning of Section 368(a) of the Code;

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 applied on a consistent basis ("GAAP") and applicable regulations of the Securities and Exchange Commission (the "SEC");

WHEREAS, Centerior and Ohio Edison 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 agree as follows:

ARTICLE I

FORMATION OF FIRSTENERGY AND MERGER COMPANIES

1.1 *Organization of FirstEnergy.* As promptly as practicable following the execution of this Agreement, Ohio Edison and Centerior shall cause FirstEnergy to be organized under the laws of the State of Ohio. The initial Articles of Incorporation and Regulations of FirstEnergy shall be in the forms attached hereto as Exhibits C and D, respectively. The authorized capital stock of FirstEnergy shall consist initially of 100 shares of common stock, par value \$0.10 per share, of which 50 shares will be issued to Ohio Edison and 50 shares will be issued to Centerior.

1.2 *Directors and Officers of FirstEnergy.*

(a) *Prior to the Effective Time.* Upon formation of FirstEnergy, Ohio Edison and Centerior shall cause one individual selected by each company to be elected as directors of FirstEnergy and the individuals designated on *Exhibit E* hereto to be elected as the officers of FirstEnergy, holding the position(s) designated on *Exhibit E*. Each such officer and director (or any replacement officer or director designated as set forth above) shall remain in office until his successor is elected.

(b) *As of the Effective Time.* As of the Effective Time, the parties hereto agree that the Board of Directors and officers of FirstEnergy shall be designated as provided in Section 7.12 of this Agreement.

1.3 *Organization of Merger Companies.* As promptly as practicable after the formation of FirstEnergy, the parties shall cause FirstEnergy to cause Ohio Edison Acquisition Corp. and Centerior Acquisition Corp. to be organized under the laws of the State of Ohio. The Articles of Incorporation and Regulations of Ohio Edison Acquisition Corp. and Centerior Acquisition Corp. shall be in such form as shall be determined by FirstEnergy. Upon formation of each company, FirstEnergy shall designate the Boards of Directors and officers of each of Ohio Edison Acquisition Corp. and Centerior Acquisition Corp.

ARTICLE II

THE MERGER

2.1 *Closing.* The closing of the Merger (the "Closing") will take place at 10:00 a.m., 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 Squire, Sanders & Dempsey, 4900 Key Tower, 127 Public Square, Cleveland, Ohio, unless another date or place is agreed to in writing by the parties hereto (the "Closing Date").

2.2 *Effective Time of the Merger.* Subject to the provisions of this Agreement, 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 on the Closing Date to the Secretary of State of the State of Ohio for filing, as provided by Ohio law, as soon as practicable on or after the Closing Date. The Merger shall become effective upon the filing of the Certificates of Merger with the Secretary of State of the State of Ohio or at such time thereafter as is provided in the Certificates of Merger (the "Effective Time").

2.3 *Effects of the Merger.* At the Effective Time, and subject to such changes as Ohio Edison and Centerior shall agree to be necessary to secure required regulatory approvals,

(a) the separate existence of Ohio Edison Acquisition Corp. shall cease and Ohio Edison Acquisition Corp. shall be merged with and into Ohio Edison with Ohio Edison continuing as the surviving corporation,

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

CENTERIOR ENERGY CORPORATION

OHIO EDISON COMPANY

By: /s/ ROBERT J. FARLING
Name: Robert J. Farling
Title: Chairman, President
and Chief Executive Officer

By: /s/ WILLARD R. HOLLAND
Name: Willard R. Holland
Title: President and Chief
Executive Officer

SUBSCRIPTION AGREEMENT

Centerior Energy Corporation, an Ohio corporation, hereby subscribes for 50 shares of Common Stock, par value \$0.10 per share, of FirstEnergy Corp., an Ohio corporation (the "Corporation"), and agrees to pay therefor and in full payment thereof, upon call of the Board of Directors of the Corporation, \$5.00 in cash.

CENTERIOR ENERGY CORPORATION

By: *Robert J. Farling*
Robert J. Farling
Chairman, President and
Chief Executive Officer

The incorporator hereby accepts the above subscription.

David W. Feltner
David Feltner, Sole Incorporator

December 2, 1996
Date

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SUBSCRIPTION AGREEMENT

Ohio Edison Company, an Ohio corporation, hereby subscribes for 50 shares of Common Stock, par value \$0.10 per share, of FirstEnergy Corp., an Ohio corporation (the "Corporation"), and agrees to pay therefor and in full payment thereof, upon call of the Board of Directors of the Corporation, \$5.00 in cash.

OHIO EDISON COMPANY

By: Willard R. Holland
Willard R. Holland
Chairman of the Board and
Chief Executive Officer

The incorporator hereby accepts the above subscription.

David L. Feltner

David Feltner, Sole Incorporator

December 2, 1996

Date

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Rec. Doc. File No: 1032
D. to Board 7/15/97

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SECRETARY'S
OFFICE

OHIO EDISON/CENTERIOR EXCHANGE AGENT/CO-TRANSFER AGENT AGREEMENT

The Bank of New York
101 Barclay Street - 12th Floor West
New York, NY 10286

Ohio Edison Company, ("Ohio Edison"), and Centerior Energy Corporation, ("Centerior") have entered into an Agreement and Plan of Merger dated as of September 13, 1996 (the "Merger Agreement"), whereby Ohio Edison and Centerior will form an Ohio holding company, FirstEnergy Corp. ("FirstEnergy" or the "Company") and whereby at the Effective Time, subject to certain provisions as described in the Merger Agreement, a series of three merger transactions, involving FirstEnergy, Ohio Edison, Centerior and two temporary corporations formed to facilitate the Merger will occur (referred to collectively as the "Merger") pursuant to which the former holders of Ohio Edison and Centerior Common Stock will become the holders of FirstEnergy Common Stock.

Each issued and outstanding share of common stock, par value \$9 per share, of Ohio Edison ("Ohio Edison Common Stock"), and any associated right (an "Ohio Edison Right") that may be issued pursuant to the Rights Agreement, dated as of October 16, 1990, between Ohio Edison and Citibank, N.A., as Rights Agent (the "Ohio Edison Rights Agreement"), and each issued and outstanding share of common stock, without par value, of Centerior ("Centerior Common Stock"), and any associated right (a "Centerior Right") that may be issued pursuant to the Shareholder Rights Agreement, dated as of June 25, 1996, between Centerior and KeyBank National Association, as Rights Agent (the "Centerior Rights Agreement") in each case not owned directly or through a wholly-owned subsidiary by Ohio Edison or Centerior (the Ohio Edison Common Stock, the Ohio Edison Rights, the Centerior Common Stock and the Centerior Rights being collectively referred to herein as the "Old Securities"), will be converted into a right to receive fully paid and nonassessable shares of common stock, par value \$0.10 per share, of FirstEnergy (the "New Securities") at the rate of one share of FirstEnergy Common Stock for each share of Ohio Edison Common Stock and 0.525 (525/1000) share of New Securities for each share of Centerior Common Stock.

The Merger Agreement and the Proxy Statement/Prospectus dated February 5, 1997 (the "Proxy Statement") (which constitutes a part of a Registration Statement on Form S-4 of the Company with respect to shares of the Company Common Stock) and the related proxy cards have previously been delivered to you.

You have agreed to act as exchange agent (the "Exchange Agent") and co-transfer agent (the "Co-Transfer Agent") in connection with the Merger in accordance with the terms of the Merger Agreement, the Proxy Statement and this Exchange Agent/Co-Transfer Agent Agreement (this "Agreement"). Without limiting the generality of the preceding sentence, your specific responsibilities as Exchange Agent shall be as follows:

1. MERGER CONSIDERATION. As soon as reasonably practicable as of or after the Effective Time of the Merger:

(a) The Company shall deposit with you certificates representing the New Securities and monies for payment in lieu of fractional shares (such certificates and monies being hereinafter referred to as the "Exchange Fund") issuable pursuant to the Merger Agreement in exchange for outstanding shares of the Old Securities.

(b) Any interest and other income with respect to the Exchange Fund shall be paid to the Company as and when requested by the Company. Amounts other than such interest and other income shall be withdrawn from the Exchange Fund by the Exchange Agent to make cash payments pursuant to the Merger Agreement in respect of shares of New Securities in accordance with Section 4 below or any required tax withholdings. The Exchange Agent shall not use the Exchange Fund for any other purpose unless specifically so directed by the Company in writing. The Exchange Fund shall terminate, and all securities and funds therein will be remitted to the Company, upon either the earlier of (1) delivery by the Exchange Agent of the entire principal amount of the Exchange Fund pursuant to this Agreement or (b) 12 months after the Effective Time (such date, the "Exchange Fund Termination Date").

2. TRANSMITTAL LETTER. There shall be developed a Letter of Transmittal, which final form is to be approved by the Company, together with instructions for use in effecting the surrender of the Old Securities in exchange for shares of New Securities (the "Transmittal Letter") to be used by holders of Old Securities to surrender such securities (and the certificates evidencing such securities, the "Old Certificates") in exchange for the New Securities. Promptly following the closing of the Merger, the Company shall notify you that the Effective Time of the Merger has occurred. As soon as reasonably practicable thereafter, you shall address and mail and otherwise make available the Transmittal Letter to each holder of Old Securities as of the Effective Time of the Merger.

Please confirm your agreement to act as Exchange Agent by signing in the space indicated below.

Ohio Edison Company

Centerior Energy Corporation

By: Nancy C. Ashcom

By: [Signature]

Name: Nancy C. Ashcom
Title: Secretary

Name: Janis T. Percio
Title: Secretary

Date: July 2, 1997

Date: 7/3/97

The undersigned hereby accepts its appointment as Exchange Agent on the terms set forth above as of the date first above written.

The Bank of New York

By: [Signature]

Date: 7/8/97

Name: William J. Skinner
Title: Vice President

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