

**BEFORE**

**THE PUBLIC UTILITIES COMMISSION OF OHIO**

|   |                         |
|---|-------------------------|
| In the Matter of the Application of The )     |                         |
| Cleveland Electric Illuminating Company )     | Case No. 11-4288-EL-AIS |
| for Authority to Issue, Sell, or Enter into ) |                         |
| Debt Transactions. )                          |                         |

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|--|-------------------------|
| In the Matter of the Application of Ohio ) |                         |
| Edison Company for Authority to Issue, )   | Case No. 11-4289-EL-AIS |
| Sell, or Enter into Debt Transactions. )   |                         |

|   |                         |
|---|-------------------------|
| In the Matter of the Application of The )       |                         |
| Toledo Edison Company for Authority to )        | Case No. 11-4290-EL-AIS |
| Issue, Sell, or Enter into Debt Transactions. ) |                         |

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**SUPPLEMENTAL APPLICATION**

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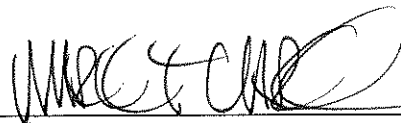
Pursuant to Section 4905.40, Ohio Revised Code, The Cleveland Electric Illuminating Company, Ohio Edison Company, and The Toledo Edison Company ("CEI", "OE" and "TE" respectively and "Applicants" collectively) respectfully request the authorization of The Public Utilities Commission of Ohio ("Commission") to increase the aggregate principal amounts of the capital lease transactions Applicants are currently authorized to enter into (pursuant to the Commission's September 7, 2011, Finding and Order in the above-captioned proceeding) to \$20 million, \$31 million, and \$12 million, respectively, for CEI, OE and TE.

The Commission's September 7, 2011 Finding and Order provided authority for CEI, OE, and TE to enter into capital lease transactions in aggregate principal amounts of \$15 million, \$30 million, and \$5 million upon terms and conditions as had been set forth in the initial application filed July 13, 2011 ("Application"). The increased authority is requested to allow the

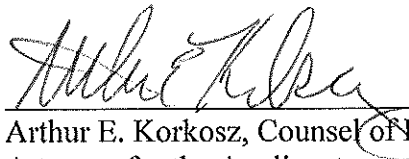
Applicants to receive the benefit of the bonus depreciation provided by the extension of the 2010 Tax Relief Act. In order therefore, prospectively, to adequately finance the transportation and related equipment as contemplated by and referenced in the Application on financially favorable terms, Applicants request that the authority initially granted be increased so that the aggregate principal amounts of the capital lease transactions CEI, OE and TE may enter into will be \$20 million, \$31 million, and \$12 million, respectively. Except for these changes in the authorized principal aggregate amounts of the capital lease transactions, in all other respects the terms and conditions of the transactions, as well as the requirements upon the Applicants set out by the Commission, the will remain unchanged from those approved by the Commission in the September 7, 2011 Finding and Order.

The Commission's expeditious review and approval of this supplemental application is requested in order that the lease transactions contemplated may be effected promptly.

Respectfully submitted,



Mark T. Clark  
Executive Vice President and  
Chief Financial Officer



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**Case No(s). 11-4288-EL-AIS, 11-4289-EL-AIS, 11-4290-EL-AIS**

Summary: Application (Supplemental) Expedited Review Requested electronically filed by Ms. Carrie M Dunn on behalf of The Cleveland Electric Illuminating Company and Ohio Edison Company and The Toledo Edison Company