

**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. )

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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**SECOND 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 capital lease transactions into which Applicants are currently authorized to enter [pursuant to the Commission’s September 7, 2011 Finding and Order in the above-captioned proceeding (the “Initial Order”), as amended by the Commission’s August 1, 2012 Supplemental Finding and Order (the “Supplemental Order”)], to \$25 million, \$35 million and \$15 million, respectively for CEI, OE and TE (collectively, “Increased Authorized Amounts”).

The Initial Order provided authority for CEI, OE and TE to enter into capital lease transactions in the aggregate principal amounts of \$15 million, \$30 million and \$5 million, respectively, upon terms and conditions as had been set forth in the initial application filed on July 31, 2011 (“**Original Application**”). The Supplemental Order provided authority for CEI, OE and TE to enter into capital lease transactions in the aggregate principal amounts of \$20 million, \$31 million and \$12 million, respectively, upon terms and conditions as had been set forth in the Supplemental Application that Applicants filed with the Commission on June 7, 2012.

The Applicants seek increased authority with this Second Supplemental Application to continue to allow Applicants to receive the benefits 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 Original Application on financially favorable terms, Applicants request that the authority initially granted and subsequently increased be further increased to the requested Increased Authorized Amounts. Except for these changes in the amounts authorized, (a) the terms and conditions of subject lease transactions and (b) the Commission’s requirements upon Applicants related thereto, shall in all other respects remain unchanged from those that the Commission approved in the Initial Order and the Supplemental Order.

The Commission’s expeditious review and approval of this Second Supplemental Application is requested in order that the proposed additional lease transactions be effected promptly.

Respectfully submitted,



James F. Pearson  
Senior Vice President and  
Chief Financial Officer



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