

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Application of)
The Toledo Edison Company for)
Authority to Issue, Renew or)
Assume Liability on Notes and)
Other Evidences of Indebtedness)
Pursuant to O.R.C. §4905.401)

Case No. 13-2133-EL-AIS

Applicant, The Toledo Edison Company (the "Company"), respectfully represents:

1. The Company is an Ohio corporation engaged in the distribution of electric energy for sale to customers in Ohio under rates and tariffs approved by this Commission.
2. O.R.C. §4905.401(A) provides an exception which permits the Company, without action by this Commission, to issue, renew or assume liability on notes and other evidences of indebtedness maturing not more than twelve months after the date of such issuance, renewal or assumption of liability (collectively, "Short-Term Notes") of not more than 5% of the par value of the other outstanding stocks, bonds, notes and other evidences of indebtedness of the Company (the "Statutory Exemption Limit"). The Statutory Exemption Limit for the Company at June 30, 2013, is \$38,263,043. During the period January 1, 2013 through December 31, 2013, this Commission, in its Finding and Order in Case No. 12-2944-EL-AIS, *et al.* (the "2012 Order"), authorized the Company to have short-term notes outstanding including the Statutory Exemption Limit, in the aggregate principal amount of not more than \$500,000,000. During the period January 1, 2014

through December 31, 2014 (the "2014 Fiscal Year"), the Company estimates that it may again need to exceed the Statutory Exemption Limit.

3. Pursuant to the provisions of O.R.C. §4905.401, the Company requests the Commission to authorize the Company to have Short-Term Notes outstanding at any one time during the 2014 Fiscal Year in an aggregate principal amount up to \$500,000,000 (the "Authorized Principal") (such Authorized Principal to include the Statutory Exemption Limit).
4. The Company further requests that the Commission approve that the Authorized Principal, or any part thereof issued, renewed or assumed or to be issued, renewed or assumed, be in addition to any long-term financing that the Company may require during the 2014 Fiscal Year and which this Commission may approve pursuant to O.R.C. §4905.40.
5. The Company respectfully represents that the issuance and renewal of, or assumption of liability on, Short-Term Notes, from time to time, and the money to be procured therefrom, are reasonably required and necessary for the Company's lawful capital purposes. Such Short-Term Notes may be issued to provide funds for regulated utility purposes including: current maturities of existing obligations, retirement of securities through open market purchases, redemption of securities through applicable redemption provisions, loans to the Money Pool (as defined in Paragraph 6 below), working capital and for general corporate purposes. Prior to their use, such funds may be invested in highly liquid short-term investments. Pursuant to O.R.C. §4905.41, the Company incorporates herein by reference the following exhibits:

- a. "Exhibit A," Balance Sheet including Statement of Capitalization as of June 30, 2013, and
 - b. "Exhibit B," Statement of Income for the Twelve Months Ended June 30, 2013.
6. This Commission, in its 2012 Order, previously approved a utility money pool contract (the "Money Pool") in order to establish an intra-system financing arrangement, by and among the Company, Ohio Edison Company ("OE"), OE's wholly-owned subsidiary, Pennsylvania Power Company ("Penn Power"), The Cleveland Electric Illuminating Company ("CEI"), American Transmission Systems, Incorporated ("ATSI"), FirstEnergy Corp., solely as a lender, FirstEnergy Service Company, solely as administrator and not as a lender or borrower, Jersey Central Power & Light Company, Pennsylvania Electric Company, Metropolitan Edison Company, Monongahela Power Company, The Potomac Edison Company, West Penn Power Company, Trans-Allegheny Interstate Line Company and Waverly Electric Power & Light Company (each a "Participating Company", collectively called the "Participating Companies"), and the issuance and acquisition of Short-Term Notes of Participating Companies in connection therewith, through December 31, 2013.
7. The Company hereby requests that the Commission's approval of the Money Pool be extended through December 31, 2014 and that the Authorized Principal shall include Short-Term Notes of the Company outstanding under the Money Pool by the Company.

8. The Participating Companies may contribute funds to the Money Pool from the following sources: (a) surplus funds from Participating Companies ("Internal Funds"), and (b) proceeds borrowed from external sources by the Participating Companies for loan to the Money Pool ("External Funds").
9. The Commission, in its 2012 Order, authorized the Company, through December 31, 2013, to have short-term notes outstanding including the Statutory Exemption, in the aggregate principal amount of not more than \$500,000,000 at any one time and to participate in the Money Pool. During the 2014 Fiscal Year, the Company estimates that it may again need to exceed the Statutory Exemption Limit. Thus, the Company hereby requests the Commission to permit the Company to have short-term notes outstanding including the Statutory Exemption, in the aggregate principal amount of not more than \$500,000,000 at any one time and to participate in the Money Pool by providing Internal or External Funds to Participating Companies through the Money Pool.
10. The Commission, in its 2012 Order authorized the Company, to provide loans to the Money Pool, so long as the aggregate amount loaned to the Money Pool by the Company, ATSI, OE and CEI did not exceed \$1,000,000,000 to the Participating Companies at any time. The Company hereby requests Commission authorization for the Company, together with ATSI, OE and CEI, to make loans in the aggregate to the Money Pool not to exceed \$1,000,000,000 outstanding to the Participating Companies (other than the Company, ATSI, OE and CEI) at any one time.

11. The Company agrees any loans to Participating Companies (other than ATSI, OE and CEI) made through the Money Pool shall be made only to those Participating Companies that have investment grade or higher credit ratings on their senior secured debt from at least one nationally recognized rating agency, or in the absence of such rating, investment grade or higher credit ratings on their corporate credit rating. The Company agrees to continue to report the details of its participation in the Money Pool on a quarterly basis to the Director of the Utilities Department of the Commission.

WHEREFORE, the Company prays

(1) That this Commission approves the extension of the Company's participation in the Money Pool through December 31, 2014 and that the Authorized Principal shall include Short-Term Notes of the Company outstanding under the Money Pool by the Company

(2) That this Commission authorizes the Company, during the 2014 Fiscal Year, to issue, renew or assume liability on Short-Term Notes, as requested in this Application, provided however, that the aggregate Short-Term Notes do not exceed \$500,000,000 outstanding at any one time, and provided further that such amount is exclusive of any long-term financing the Company may incur during said period with this Commission's approval.

(3) That this Commission authorizes the Company, during the 2014 Fiscal Year, to provide Internal or External Funds to the Money Pool, as requested in this Application, provided however, that the aggregate amount loaned to the Money Pool by the Company, ATSI, OE and CEI to the Participating Companies (other than the

Company, ATSI, OE and CEI) does not exceed \$1,000,000,000 outstanding at any one time.

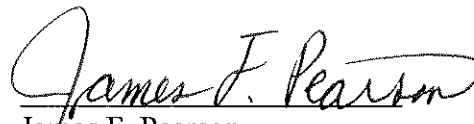
(4) That due to the time sensitive nature of this request, that this Commission issue such Order approving this Application on or before December 18, 2013.


By: James F. Pearson
James F. Pearson
Senior Vice President and Chief Financial Officer

By: Steven R. Staub
Steven R. Staub
Vice President and Treasurer

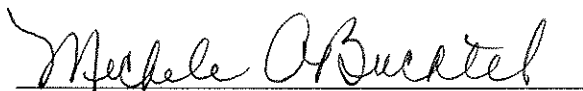
STATE OF OHIO)
) ss.:
SUMMIT COUNTY)

James F. Pearson and Steven R. Staub, depose and say that they are Senior Vice President and Chief Financial Officer, and Vice President and Treasurer, respectively, of The Toledo Edison Company, Applicant in the above matter, and that they have read and are fully acquainted and familiar with the contents of the foregoing Application and that the statements therein are true as they verily believe.

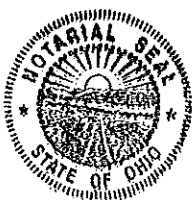

James F. Pearson


Steve R. Staub

Subscribed and sworn to before me
this 28th day of October, 2013


Michele A. Buchtel
Notary Public, State of Ohio
Resident of Summit County
My Commission Expires August 28, 2016


James A. Arcuri
Attorney for Applicant



Michele A. Buchtel
Resident Summit County
Notary Public, State of Ohio
My Commission Expires: 08/28/2016

Exhibit A

Balance Sheet including Statement of Capitalization as of June 30, 2013

(see attached)

THE TOLEDO EDISON COMPANY
CONSOLIDATED BALANCE SHEET
(Unaudited)

(In thousands)	June 30, 2013
ASSETS	
CURRENT ASSETS:	
Cash and cash equivalents	\$ 770
Receivables-	
Customers, net of allowance for uncollectible accounts of \$1,339	47,810
Associated companies	6,194
Other, net of allowance for uncollectible accounts of \$280	2,365
Notes receivable from associated companies	209,434
Prepayments and other	3,710
	<u>270,283</u>
UTILITY PLANT:	
In service	1,063,777
Less - Accumulated provision for depreciation	473,985
	<u>589,792</u>
Construction work in progress	16,644
	<u>606,436</u>
OTHER PROPERTY AND INVESTMENTS:	
Investment in lessor notes	-
Nuclear plant decommissioning trusts	86,996
Other	1,565
	<u>88,561</u>
DEFERRED CHARGES AND OTHER ASSETS:	
Goodwill	500,576
Regulatory assets	83,120
Other	74,316
	<u>658,012</u>
	<u>\$ 1,623,292</u>
LIABILITIES AND CAPITALIZATION	
CURRENT LIABILITIES:	
Currently payable long-term debt	\$ 1,405
Associated companies	
Accounts payable-	
Associated companies	33,894
Other	8,814
Accrued taxes	26,615
Accrued interest	5,546
Lease market valuation liability	36,900
Other	14,736
	<u>127,910</u>
CAPITALIZATION:	
Common stockholder's equity-	
Common stock, \$5 par value, authorized 60,000,000 shares -	
29,402,054 shares outstanding	147,010
Other paid-in capital	162,771
Accumulated other comprehensive income	11,239
Retained earnings	52,785
Total common stockholder's equity	<u>373,805</u>
Noncontrolling Interest	2,601
Total equity	<u>376,406</u>
Long-term debt and other long-term obligations	614,553
	<u>990,959</u>
NONCURRENT LIABILITIES:	
Accumulated deferred income taxes	193,402
Accumulated deferred investment tax credits	4,864
Retirement benefits	53,242
Asset retirement obligations	33,292
Lease market valuation liability	107,050
Other	112,573
	<u>504,423</u>
COMMITMENTS AND CONTINGENCIES	
	<u>\$ 1,623,292</u>

THE TOLEDO EDISON COMPANY
CONSOLIDATED STATEMENT OF CAPITALIZATION
(Unaudited)

(In thousands)	June 30, 2013
COMMON STOCKHOLDER'S EQUITY:	
Common stock, \$5 par value, 60,000,000 shares authorized, 29,402,054 shares outstanding	\$ 147,010
Other paid-in capital	162,771
Accumulated other comprehensive loss	11,239
Retained earnings	52,785
Total	<u>373,805</u>
NONCONTROLLING INTEREST	<u>2,601</u>
LONG-TERM DEBT AND OTHER LONG-TERM OBLIGATIONS:	
Secured notes-	
7.250% due 2020	265,000
6.150% due 2037	300,000
Total	<u>565,000</u>
Ohio Securitization	
Ohio Securitization Bonds	
.679% due 2017	3,778
1.726% due 2020	3,883
3.45% due 2034	35,711
Total	<u>43,372</u>
Capital lease obligations	9,354
Net unamortized discount on debt	(1,768)
Long-term debt due within one year	(1,405)
Total long-term debt and other long-term obligations	<u>614,553</u>
TOTAL CAPITALIZATION	<u>\$ 990,959</u>

Exhibit B

Statement of Income for the Twelve Months Ended June 30, 2013

(see attached)

THE TOLEDO EDISON COMPANY
CONSOLIDATED STATEMENT OF INCOME
TWELVE MONTHS ENDED JUNE 30, 2013
(Unaudited)
(In thousands)

REVENUES:	
Electric sales	\$ 444,865
Excise tax collections	27,808
Total revenues	<u>472,673</u>
EXPENSES:	
Purchased power from affiliates	48,276
Purchased power from non-affiliates	93,333
Pensions and OPEB mark-to-market adjustments	22,397
Other operating expenses	152,364
Provision for depreciation	34,878
Deferral of regulatory assets, net	6,650
General taxes	58,471
Total expenses	<u>416,369</u>
OPERATING INCOME	<u>56,304</u>
OTHER INCOME (EXPENSE):	
Investment income	11,116
Miscellaneous income (expense)	2,366
Interest expense	(42,244)
Capitalized interest	485
Total other expense	<u>(28,277)</u>
INCOME BEFORE INCOME TAXES	28,027
INCOME TAXES	<u>11,465</u>
NET INCOME	16,562
Income attributable to noncontrolling interest	<u>1</u>
EARNINGS AVAILABLE TO PARENT	<u>\$ 16,561</u>

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Case No(s). 13-2133-EL-AIS

Summary: Application to Issue, Renew or Assume Liability on Notes and Other Evidences of Indebtedness Pursuant to O.R.C. 4905.401 electronically filed by Ms. Tamera J Singleton on behalf of The Toledo Edison Company