

**BEFORE  
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Joint Application	)	
of Ohio Edison Company, The	)	
Cleveland Electric Illuminating Company,	)	
and The Toledo Edison Company for	)	
Authority to Issue Phase-In-Recovery	)	Case No. 12-1465-EL-ATS
Bonds and Impose, Charge and Collect	)	
Phase-In-Recovery Charges and For	)	
Approval of Tariff and Bill Format Changes	)	

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**ISSUANCE ADVICE LETTER FOR PHASE-IN-RECOVERY BONDS AND  
CERTIFICATES OF OHIO EDISON COMPANY, THE CLEVELAND ELECTRIC  
ILLUMINATING COMPANY, AND THE TOLEDO EDISON COMPANY**

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Pursuant to the Financing Order issued *In the Matter of the Joint Application of Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company for Authority to Issue Phase-In-Recovery Bonds and Impose, Charge and Collect Phase-In-Recovery Charges and for Approval of Tariff and Bill Format Changes* in Case No. 12-1465-EL-ATS, each Applicant hereby submits, no later than the end of the first business day after the pricing of the series of PIR Bonds referenced herein and the related Certificates (as defined below), the information referenced below. This Issuance Advice Letter is for the following PIR Bonds to be issued on behalf of each Applicant by its SPE, in each case in one series with three tranches A-1, A-2 and A-3, and the related Pass-Through Trust Certificates (the "Certificates") of FirstEnergy Ohio PIRB Special Purpose Trust 2013 (the "Trust"):

CEI Funding LLC Bonds, Tranches A-1, A-2 and A-3  
OE Funding LLC Bonds, Tranches A-1, A-2 and A-3  
TE Funding LLC Bonds, Tranches A-1, A-2 and A-3

Any capitalized terms not defined in this Issuance Advice Letter shall have the meanings ascribed to them in the Financing Order.

**PURPOSE:**

This filing establishes the following:

- (a) The total amount of Phase-In Costs and Financing Costs being securitized;
- (b) Confirmation of compliance with issuance standards;
- (c) The actual terms and structure of the PIR Bonds and the Certificates being issued;
- (d) Together with the concurrent tariff filings being made by the Applicants, the initial Phase-In-Recovery Charges for retail users; and
- (e) The identification of the SPEs.

**PHASE-IN COSTS BEING SECURITIZED:**

The total amount of Phase-In Costs and financing costs being securitized is presented in Attachment 1, Schedule A.

**COMPLIANCE WITH ISSUANCE STANDARDS**

The Financing Order requires Applicants to confirm, using the methodology approved therein, that the actual terms of the PIR Bonds and the Certificates result in compliance with the standards set forth in the Financing Order. These standards are:

1. The total amount of Phase-In-Recovery Charge revenues to be collected under the Financing Order is less than the revenue requirement that would be recovered using traditional cost recovery mechanisms (See Attachment 2, Schedules C and D);
2. The amount securitized will not exceed the present value of traditional cost recovery mechanisms' revenue requirement over the life of the proposed PIR Bonds associated with the securitized Phase-In-Recovery Charges for each of the Applicants; (See Attachment 2, Schedule D);
3. The PIR Bonds of each SPE will be issued in one series comprised of three tranches, having a final maturity of 20.57 years and legal final maturity not exceeding 22.57 years from the date of issuance of such series (See Attachment 2, Schedule A); and
4. The structuring and pricing of the PIR Bonds and the Certificates is certified by the Applicants to result in the Phase-In-Recovery Charges as of the date of issuance consistent with market conditions and the terms set out in this Financing Order (See Attachment 3) that demonstrates both measurably enhanced cost savings to customers and mitigates rate impacts to customers as compared with traditional cost recovery methods available to the Applicants.

## **ACTUAL TERMS OF ISSUANCE**

	<i><b>CEI</b></i>	<i><b>OE</b></i>	<i><b>TE</b></i>
<b>PIR Bond Series:</b>	CEI Funding LLC Bonds, Tranches A-1, A-2 and A-3	OE Funding LLC Bonds, Tranches A-1, A-2 and A-3	TE Funding LLC Bonds, Tranches A- 1, A-2 and A-3
<b>PIR Bond Issuer:</b>	CEI Funding LLC	OE Funding LLC	TE Funding LLC
<b>Amount Issued:</b>	\$ 232,046,000	\$ 169,504,000	\$ 43,372,000
<b>PIR Bond Trustee:</b>	U.S. Bank Trust National Association		
<b>Certificates:</b> <sup>1</sup>	Pass-Through Trust Certificates, Tranches A-1, A-2 and A-3		
<b>Issuing Entity:</b>	FirstEnergy Ohio PIRB Special Purpose Trust 2013		
<b>Amount Issued:</b>	\$ 444,922,000		
<b>Certificate Trustee:</b>	U.S. Bank Trust National Association		
<b>Closing date:</b>	June 20, 2013		
<b>Bond ratings:</b>	S&P AAA, Fitch AAA, Moody's Aaa		
<b>PIR Bond and Certificate Issuance Costs (upfront Financing Costs):</b>	See Attachment 1, Schedules A and B		
<b>PIR Bond and Certificate Support and Servicing (ongoing Financing Costs):</b>	See Attachment 2, Schedule B		

<sup>1</sup> All of the PIR Bonds will be issued and sold to the Trust, a Delaware statutory trust formed by the PIR Bond Issuers on May 7, 2013 specifically for the purpose of purchasing the PIR Bonds from the PIR Bond Issuers and issuing the Certificates to be offered for sale to the public in three tranches, tranche A-1, tranche A-2 and tranche A-3. Each tranche of Certificates will represent fractional undivided beneficial interests in the PIR Bonds of each of the PIR Bond Issuers and other trust property. Holders of each tranche of Certificates will receive payments received by the Trust on the corresponding tranche of PIR Bonds of each PIR Bond Issuer, which will be the primary source of distributions on a tranche of Certificates. The Trust will be the initial sole holder of all of the PIR Bonds.

The following information applies to the PIR Bonds to be issued by each PIR Bond Issuer and to the Certificates to be issued by the Trust:

<i>Tranche</i>	<i>Fixed Coupon Rate</i>	<i>Expected Final Maturity</i>	<i>Legal Final Maturity</i>
A-1	0.679%	1/15/2017	1/15/2019
A-2	1.7260%	1/15/2020	1/15/2022
A-3	3.4500%	1/15/2034	1/15/2036

<b>Effective Annual Weighted Average Coupon Rate and Yield of the PIR Bonds and Certificates</b>	3.14%
<b>Life of Series:</b>	20.57 yrs
<b>Weighted Average Life of Series:</b>	9.29 yrs
<b>Call Provisions (including premium, if any):</b>	Not Callable
<b>Target Amortization Schedule:</b>	Attachment 2, Schedule A
<b>Target Final Maturity Dates:</b>	See Above
<b>Legal Final Maturity Dates:</b>	See Above
<b>Payments to Investors:</b>	Semiannually; Beginning January 15, 2014
<b>Initial annual Servicing Fee as a percent of original PIR Bond principal balance:</b>	0.10%

## **INITIAL PHASE-IN-RECOVERY CHARGES**

Table 1 below shows the current assumptions for variables used in the calculation of the initial Phase-In-Recovery Charges.

Table 1			
<b>Input Values For Initial Phase-In-Recovery Charges</b>	<b>CEI</b>	<b>OE</b>	<b>TE</b>
<b>Applicable period:</b>	From June 21, 2013 to December 31, 2013		
<b>Forecasted retail kWh sales for the applicable period:</b>	10,140,032,911	13,016,393,662	5,657,870,360
<b>PIR Bond debt service for the applicable period:</b>	\$17,058,848	\$15,545,509	\$1,145,696
<b>Percent of billed amounts expected to be charged-off</b>	0.89%	0.69%	0.97%
<b>Forecasted percent of billed amounts expected to be paid in the applicable period:</b>	85.29%	84.15%	85.78%
<b>Forecasted retail kWh sales billed and collected for the applicable period</b>	8,648,175,073	10,952,860,027	4,853,425,779
<b>Current PIR Bond outstanding balance:</b>	\$232,046,000	\$169,504,000	\$43,372,000
<b>Target PIR Bond outstanding balance as of January 15, 2014</b>	\$217,848,317	\$156,625,220	\$42,980,649
<b>Total Periodic Billing Requirement for applicable period:</b>	\$20,511,090	\$18,886,947	\$1,431,441

The Applicants submit this Issuance Advice Letter to the Commission in compliance with the Financing Order of October 10, 2012, the Entry on Rehearing of December 19, 2012 and the Entry Nunc Pro Tunc on January 9, 2013 in Case No. 12-1465-EL-ATS to permit the issuance of the PIR Bonds and Certificates on June 20, 2013.

Respectfully submitted,

/s/ James A. Arcuri

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ATTORNEY FOR THE CLEVELAND  
ELECTRIC ILLUMINATING COMPANY, OHIO  
EDISON COMPANY, AND THE TOLEDO  
EDISON COMPANY

DATED: June 13, 2013

**ATTACHMENT 1**  
**SCHEDULE A**

**TOTAL AMOUNT SECURITIZED**

	<b>CEI</b>	<b>OE</b>	<b>TE</b>	<b>Total</b>
<b>Amount permitted to be securitized by Financing Order:</b>	\$280,000,000	\$220,000,000	\$55,000,000	\$555,000,000
<b>Phase-In Costs:</b>	221,811,213	152,488,244	36,420,898	410,720,356
<b>Upfront Financing Costs:</b>	10,234,075	17,014,870	6,950,704	34,199,649
<b>TOTAL COSTS:</b>	232,045,288	169,503,114	43,371,602	444,920,005
<b>PRINCIPAL AMOUNT OF PIR BONDS ISSUED:</b>	\$232,046,000	\$169,504,000	\$43,372,000	\$444,922,000

**ATTACHMENT 1**  
**SCHEDULE B**

**ESTIMATED UP-FRONT FINANCING COSTS**

	<b>UPFRONT FINANCING COSTS</b>	<b>CEI</b>	<b>OE</b>	<b>TE</b>	<b>Total</b>
1	Accountant's/Auditor's Fees	\$108,011	\$74,254	\$17,735	\$200,000
2	Fee for Applicant's Structuring Advisor	172,817	118,806	28,376	320,000
3	Legal Fees and Expenses for Applicant's/Issuer's Counsel	1,812,434	1,245,991	297,598	3,356,023
4	Legal Fees and Expenses for Trustee's Counsel	18,902	12,994	3,104	35,000
5	Legal Fees and Expenses for Underwriter's Counsel	578,207	397,499	94,940	1,070,647
6	Printing and Filing Costs	132,313	90,961	21,726	245,000
7	Rating Agency Fees	284,256	207,642	53,131	545,029
8	SEC Registration Fees	37,200	25,574	6,108	68,882
9	Servicer Set-up Costs	100,000	100,000	100,000	300,000
10	Trustee Payments	3,240	2,228	532	6,000
11	Underwriting Costs	1,160,230	847,520	216,860	2,224,610
12	Miscellaneous	10,000	10,000	10,000	30,000
13	PUCO financial advisor	351,035	241,326	57,639	650,000
14	Subtotal Issuance Expenses(Sum Lines 1-13)	<b>\$4,768,646</b>	<b>\$3,374,797</b>	<b>\$907,748</b>	<b>\$9,051,191<sup>1</sup></b>
15	Debt Retirement Costs	5,465,428	13,640,073	6,042,955	25,148,457
16	Total Estimated Upfront Financing Costs	<b>\$10,234,075</b>	<b>\$17,014,870</b>	<b>\$6,950,704</b>	<b>\$34,199,649</b>

<sup>1</sup> Exhibit C Estimated Up-Front Financing Costs included in the Application estimated those costs to be \$8,410,396, which did not include the fees and expenses of the PUCO financial advisor.

**ATTACHMENT 2**  
**SCHEDULE A**

**PIR BOND AND CERTIFICATE REPAYMENT SCHEDULE**

CEI		Tranche A-1		
<i>Payment Date</i>	<i>Principal Balance</i>	<i>Interest</i>	<i>Principal</i>	<i>Total Payment</i>
6/20/2013	72,503,000			
1/15/2014	58,305,317	280,335	14,197,683	14,478,018
7/15/2014	42,387,863	197,947	15,917,454	16,115,401
1/15/2015	32,703,861	143,907	9,684,002	9,827,909
7/15/2015	23,434,114	111,030	9,269,747	9,380,777
1/15/2016	14,004,184	79,559	9,429,930	9,509,489
7/15/2016	4,719,440	47,544	9,284,744	9,332,288
1/15/2017	-	16,022	4,719,440	4,735,462
7/15/2017	-	-	-	-
1/15/2018	-	-	-	-
7/15/2018	-	-	-	-
1/15/2019	-	-	-	-
7/15/2019	-	-	-	-
1/15/2020	-	-	-	-
7/15/2020	-	-	-	-
1/15/2021	-	-	-	-
7/15/2021	-	-	-	-
1/15/2022	-	-	-	-
7/15/2022	-	-	-	-
1/15/2023	-	-	-	-
7/15/2023	-	-	-	-
1/15/2024	-	-	-	-
7/15/2024	-	-	-	-
1/15/2025	-	-	-	-
7/15/2025	-	-	-	-
1/15/2026	-	-	-	-
7/15/2026	-	-	-	-
1/15/2027	-	-	-	-
7/15/2027	-	-	-	-
1/15/2028	-	-	-	-
7/15/2028	-	-	-	-
1/15/2029	-	-	-	-
7/15/2029	-	-	-	-
1/15/2030	-	-	-	-
7/15/2030	-	-	-	-
1/15/2031	-	-	-	-
7/15/2031	-	-	-	-
1/15/2032	-	-	-	-
7/15/2032	-	-	-	-
1/15/2033	-	-	-	-
7/15/2033	-	-	-	-
1/15/2034	-	-	-	-
7/15/2034	-	-	-	-
1/15/2035	-	-	-	-
7/15/2035	-	-	-	-
Total		876,343	72,503,000	73,379,343



CEI		Tranche		A-2
<i>Payment Date</i>	<i>Principal Balance</i>	<i>Interest</i>	<i>Principal</i>	<i>Total Payment</i>
6/20/2013	56,383,000			
1/15/2014	56,383,000	554,167	-	554,167
7/15/2014	56,383,000	486,585	-	486,585
1/15/2015	56,383,000	486,585	-	486,585
7/15/2015	56,383,000	486,585	-	486,585
1/15/2016	56,383,000	486,585	-	486,585
7/15/2016	56,383,000	486,585	-	486,585
1/15/2017	51,664,204	486,585	4,718,796	5,205,381
7/15/2017	42,379,769	445,862	9,284,436	9,730,298
1/15/2018	32,943,866	365,737	9,435,903	9,801,641
7/15/2018	23,634,345	284,306	9,309,520	9,593,826
1/15/2019	14,105,397	203,964	9,528,949	9,732,913
7/15/2019	4,728,780	121,730	9,376,617	9,498,346
1/15/2020	-	40,809	4,728,780	4,769,589
7/15/2020	-	-	-	-
1/15/2021	-	-	-	-
7/15/2021	-	-	-	-
1/15/2022	-	-	-	-
7/15/2022	-	-	-	-
1/15/2023	-	-	-	-
7/15/2023	-	-	-	-
1/15/2024	-	-	-	-
7/15/2024	-	-	-	-
1/15/2025	-	-	-	-
7/15/2025	-	-	-	-
1/15/2026	-	-	-	-
7/15/2026	-	-	-	-
1/15/2027	-	-	-	-
7/15/2027	-	-	-	-
1/15/2028	-	-	-	-
7/15/2028	-	-	-	-
1/15/2029	-	-	-	-
7/15/2029	-	-	-	-
1/15/2030	-	-	-	-
7/15/2030	-	-	-	-
1/15/2031	-	-	-	-
7/15/2031	-	-	-	-
1/15/2032	-	-	-	-
7/15/2032	-	-	-	-
1/15/2033	-	-	-	-
7/15/2033	-	-	-	-
1/15/2034	-	-	-	-
7/15/2034	-	-	-	-
1/15/2035	-	-	-	-
7/15/2035	-	-	-	-
Total		4,936,087	56,383,000	61,319,087

CEI		Tranche A-3		
<i>Payment Date</i>	<i>Principal Balance</i>	<i>Interest</i>	<i>Principal</i>	<i>Total Payment</i>
6/20/2013	103,160,000			
1/15/2014	103,160,000	2,026,664	-	2,026,664
7/15/2014	103,160,000	1,779,510	-	1,779,510
1/15/2015	103,160,000	1,779,510	-	1,779,510
7/15/2015	103,160,000	1,779,510	-	1,779,510
1/15/2016	103,160,000	1,779,510	-	1,779,510
7/15/2016	103,160,000	1,779,510	-	1,779,510
1/15/2017	103,160,000	1,779,510	-	1,779,510
7/15/2017	103,160,000	1,779,510	-	1,779,510
1/15/2018	103,160,000	1,779,510	-	1,779,510
7/15/2018	103,160,000	1,779,510	-	1,779,510
1/15/2019	103,160,000	1,779,510	-	1,779,510
7/15/2019	103,160,000	1,779,510	-	1,779,510
1/15/2020	98,431,982	1,779,510	4,728,018	6,507,528
7/15/2020	89,143,349	1,697,952	9,288,633	10,986,585
1/15/2021	79,551,522	1,537,723	9,591,827	11,129,550
7/15/2021	70,421,318	1,372,264	9,130,204	10,502,467
1/15/2022	67,936,584	1,214,768	2,484,735	3,699,502
7/15/2022	65,548,132	1,171,906	2,388,452	3,560,358
1/15/2023	63,074,912	1,130,705	2,473,220	3,603,925
7/15/2023	60,631,354	1,088,042	2,443,558	3,531,600
1/15/2024	58,125,770	1,045,891	2,505,585	3,551,476
7/15/2024	55,605,530	1,002,670	2,520,239	3,522,909
1/15/2025	53,013,250	959,195	2,592,280	3,551,476
7/15/2025	50,404,820	914,479	2,608,430	3,522,909
1/15/2026	47,722,827	869,483	2,681,993	3,551,476
7/15/2026	45,023,137	823,219	2,699,690	3,522,909
1/15/2027	42,248,311	776,649	2,774,827	3,551,476
7/15/2027	39,454,185	728,783	2,794,125	3,522,909
1/15/2028	36,583,294	680,585	2,870,891	3,551,476
7/15/2028	33,691,447	631,062	2,891,847	3,522,909
1/15/2029	30,721,149	581,177	2,970,298	3,551,476
7/15/2029	27,728,180	529,940	2,992,969	3,522,909
1/15/2030	24,655,016	478,311	3,073,165	3,551,476
7/15/2030	21,557,406	425,299	3,097,610	3,522,909
1/15/2031	18,377,795	371,865	3,179,610	3,551,476
7/15/2031	15,171,903	317,017	3,205,892	3,522,909
1/15/2032	11,882,143	261,715	3,289,760	3,551,476
7/15/2032	8,564,201	204,967	3,317,942	3,522,909
1/15/2033	5,160,458	147,732	3,403,743	3,551,476
7/15/2033	1,726,567	89,018	3,433,891	3,522,909
1/15/2034	-	29,783	1,726,567	1,756,351
7/15/2034	-	-	-	-
1/15/2035	-	-	-	-
7/15/2035	-	-	-	-
Total		44,462,985	103,160,000	147,622,985

OE		Tranche		A-1
<i>Payment Date</i>	<i>Principal Balance</i>	<i>Interest</i>	<i>Principal</i>	<i>Total Payment</i>
6/20/2013	35,690,000			
1/15/2014	22,811,220	137,996	12,878,780	13,016,776
7/15/2014	8,025,370	77,444	14,785,850	14,863,294
1/15/2015	5,977,864	27,246	2,047,506	2,074,752
7/15/2015	4,279,375	20,295	1,698,489	1,718,784
1/15/2016	2,568,633	14,528	1,710,743	1,725,271
7/15/2016	855,106	8,721	1,713,527	1,722,247
1/15/2017	-	2,903	855,106	858,009
7/15/2017	-	-	-	-
1/15/2018	-	-	-	-
7/15/2018	-	-	-	-
1/15/2019	-	-	-	-
7/15/2019	-	-	-	-
1/15/2020	-	-	-	-
7/15/2020	-	-	-	-
1/15/2021	-	-	-	-
7/15/2021	-	-	-	-
1/15/2022	-	-	-	-
7/15/2022	-	-	-	-
1/15/2023	-	-	-	-
7/15/2023	-	-	-	-
1/15/2024	-	-	-	-
7/15/2024	-	-	-	-
1/15/2025	-	-	-	-
7/15/2025	-	-	-	-
1/15/2026	-	-	-	-
7/15/2026	-	-	-	-
1/15/2027	-	-	-	-
7/15/2027	-	-	-	-
1/15/2028	-	-	-	-
7/15/2028	-	-	-	-
1/15/2029	-	-	-	-
7/15/2029	-	-	-	-
1/15/2030	-	-	-	-
7/15/2030	-	-	-	-
1/15/2031	-	-	-	-
7/15/2031	-	-	-	-
1/15/2032	-	-	-	-
7/15/2032	-	-	-	-
1/15/2033	-	-	-	-
7/15/2033	-	-	-	-
1/15/2034	-	-	-	-
7/15/2034	-	-	-	-
1/15/2035	-	-	-	-
7/15/2035	-	-	-	-
Total		289,134	35,690,000	35,979,134

OE		Tranche		A-2
<i>Payment Date</i>	<i>Principal Balance</i>	<i>Interest</i>	<i>Principal</i>	<i>Total Payment</i>
6/20/2013	10,202,000			
1/15/2014	10,202,000	100,271	-	100,271
7/15/2014	10,202,000	88,043	-	88,043
1/15/2015	10,202,000	88,043	-	88,043
7/15/2015	10,202,000	88,043	-	88,043
1/15/2016	10,202,000	88,043	-	88,043
7/15/2016	10,202,000	88,043	-	88,043
1/15/2017	9,347,183	88,043	854,817	942,861
7/15/2017	7,639,593	80,666	1,707,589	1,788,256
1/15/2018	5,934,136	65,930	1,705,458	1,771,387
7/15/2018	4,228,985	51,212	1,705,150	1,756,362
1/15/2019	2,523,264	36,496	1,705,721	1,742,217
7/15/2019	831,598	21,776	1,691,666	1,713,442
1/15/2020	-	7,177	831,598	838,775
7/15/2020	-	-	-	-
1/15/2021	-	-	-	-
7/15/2021	-	-	-	-
1/15/2022	-	-	-	-
7/15/2022	-	-	-	-
1/15/2023	-	-	-	-
7/15/2023	-	-	-	-
1/15/2024	-	-	-	-
7/15/2024	-	-	-	-
1/15/2025	-	-	-	-
7/15/2025	-	-	-	-
1/15/2026	-	-	-	-
7/15/2026	-	-	-	-
1/15/2027	-	-	-	-
7/15/2027	-	-	-	-
1/15/2028	-	-	-	-
7/15/2028	-	-	-	-
1/15/2029	-	-	-	-
7/15/2029	-	-	-	-
1/15/2030	-	-	-	-
7/15/2030	-	-	-	-
1/15/2031	-	-	-	-
7/15/2031	-	-	-	-
1/15/2032	-	-	-	-
7/15/2032	-	-	-	-
1/15/2033	-	-	-	-
7/15/2033	-	-	-	-
1/15/2034	-	-	-	-
7/15/2034	-	-	-	-
1/15/2035	-	-	-	-
7/15/2035	-	-	-	-
Total		891,787	10,202,000	11,093,787

OE		Tranche A-3		
<i>Payment Date</i>	<i>Principal Balance</i>	<i>Interest</i>	<i>Principal</i>	<i>Total Payment</i>
6/20/2013	123,612,000			
1/15/2014	123,612,000	2,428,461	-	2,428,461
7/15/2014	123,612,000	2,132,307	-	2,132,307
1/15/2015	123,612,000	2,132,307	-	2,132,307
7/15/2015	123,612,000	2,132,307	-	2,132,307
1/15/2016	123,612,000	2,132,307	-	2,132,307
7/15/2016	123,612,000	2,132,307	-	2,132,307
1/15/2017	123,612,000	2,132,307	-	2,132,307
7/15/2017	123,612,000	2,132,307	-	2,132,307
1/15/2018	123,612,000	2,132,307	-	2,132,307
7/15/2018	123,612,000	2,132,307	-	2,132,307
1/15/2019	123,612,000	2,132,307	-	2,132,307
7/15/2019	123,612,000	2,132,307	-	2,132,307
1/15/2020	122,779,605	2,132,307	832,395	2,964,702
7/15/2020	121,138,425	2,117,948	1,641,180	3,759,128
1/15/2021	119,481,165	2,089,638	1,657,261	3,746,899
7/15/2021	117,738,548	2,061,050	1,742,617	3,803,667
1/15/2022	113,700,157	2,030,990	4,038,391	6,069,380
7/15/2022	109,638,027	1,961,328	4,062,131	6,023,458
1/15/2023	105,524,817	1,891,256	4,113,210	6,004,466
7/15/2023	101,398,577	1,820,303	4,126,240	5,946,543
1/15/2024	97,247,384	1,749,125	4,151,193	5,900,319
7/15/2024	92,994,684	1,677,517	4,252,700	5,930,218
1/15/2025	88,698,524	1,604,158	4,296,160	5,900,319
7/15/2025	84,298,355	1,530,050	4,400,168	5,930,218
1/15/2026	79,852,183	1,454,147	4,446,172	5,900,319
7/15/2026	75,299,416	1,377,450	4,552,768	5,930,218
1/15/2027	70,698,012	1,298,915	4,601,404	5,900,319
7/15/2027	65,987,335	1,219,541	4,710,677	5,930,218
1/15/2028	61,225,298	1,138,282	4,762,037	5,900,319
7/15/2028	56,351,217	1,056,136	4,874,081	5,930,218
1/15/2029	51,422,957	972,058	4,928,260	5,900,319
7/15/2029	46,379,785	887,046	5,043,172	5,930,218
1/15/2030	41,279,518	800,051	5,100,267	5,900,319
7/15/2030	36,061,372	712,072	5,218,146	5,930,218
1/15/2031	30,783,112	622,059	5,278,260	5,900,319
7/15/2031	25,383,903	531,009	5,399,209	5,930,218
1/15/2032	19,921,457	437,872	5,462,446	5,900,319
7/15/2032	14,334,884	343,645	5,586,573	5,930,218
1/15/2033	8,681,842	247,277	5,653,042	5,900,319
7/15/2033	2,901,386	149,762	5,780,456	5,930,218
1/15/2034		50,049	2,901,386	2,951,435
7/15/2034	-	-	-	-
1/15/2035	-	-	-	-
7/15/2035	-	-	-	-
Total		61,846,878	123,612,000	185,458,878

TE		Tranche		A-1
<i>Payment Date</i>	<i>Principal Balance</i>	<i>Interest</i>	<i>Principal</i>	<i>Total Payment</i>
6/20/2013	3,778,000			
1/15/2014	3,386,649	14,608	391,351	405,959
7/15/2014	2,796,264	11,498	590,384	601,882
1/15/2015	2,171,530	9,493	624,735	634,228
7/15/2015	1,563,247	7,372	608,282	615,655
1/15/2016	930,421	5,307	632,826	638,133
7/15/2016	319,791	3,159	610,630	613,789
1/15/2017	-	1,086	319,791	320,877
7/15/2017	-	-	-	-
1/15/2018	-	-	-	-
7/15/2018	-	-	-	-
1/15/2019	-	-	-	-
7/15/2019	-	-	-	-
1/15/2020	-	-	-	-
7/15/2020	-	-	-	-
1/15/2021	-	-	-	-
7/15/2021	-	-	-	-
1/15/2022	-	-	-	-
7/15/2022	-	-	-	-
1/15/2023	-	-	-	-
7/15/2023	-	-	-	-
1/15/2024	-	-	-	-
7/15/2024	-	-	-	-
1/15/2025	-	-	-	-
7/15/2025	-	-	-	-
1/15/2026	-	-	-	-
7/15/2026	-	-	-	-
1/15/2027	-	-	-	-
7/15/2027	-	-	-	-
1/15/2028	-	-	-	-
7/15/2028	-	-	-	-
1/15/2029	-	-	-	-
7/15/2029	-	-	-	-
1/15/2030	-	-	-	-
7/15/2030	-	-	-	-
1/15/2031	-	-	-	-
7/15/2031	-	-	-	-
1/15/2032	-	-	-	-
7/15/2032	-	-	-	-
1/15/2033	-	-	-	-
7/15/2033	-	-	-	-
1/15/2034	-	-	-	-
7/15/2034	-	-	-	-
1/15/2035	-	-	-	-
7/15/2035	-	-	-	-
Total		52,523	3,778,000	3,830,523

TE		Tranche		A-2
<i>Payment Date</i>	<i>Principal Balance</i>	<i>Interest</i>	<i>Principal</i>	<i>Total Payment</i>
6/20/2013	3,883,000			
1/15/2014	3,883,000	38,164	-	38,164
7/15/2014	3,883,000	33,510	-	33,510
1/15/2015	3,883,000	33,510	-	33,510
7/15/2015	3,883,000	33,510	-	33,510
1/15/2016	3,883,000	33,510	-	33,510
7/15/2016	3,883,000	33,510	-	33,510
1/15/2017	3,562,373	33,510	320,627	354,138
7/15/2017	2,938,691	30,743	623,682	654,425
1/15/2018	2,286,104	25,361	652,587	677,948
7/15/2018	1,649,500	19,729	636,603	656,333
1/15/2019	980,581	14,235	668,919	683,154
7/15/2019	332,747	8,462	647,835	656,297
1/15/2020	-	2,872	332,747	335,618
7/15/2020	-	-	-	-
1/15/2021	-	-	-	-
7/15/2021	-	-	-	-
1/15/2022	-	-	-	-
7/15/2022	-	-	-	-
1/15/2023	-	-	-	-
7/15/2023	-	-	-	-
1/15/2024	-	-	-	-
7/15/2024	-	-	-	-
1/15/2025	-	-	-	-
7/15/2025	-	-	-	-
1/15/2026	-	-	-	-
7/15/2026	-	-	-	-
1/15/2027	-	-	-	-
7/15/2027	-	-	-	-
1/15/2028	-	-	-	-
7/15/2028	-	-	-	-
1/15/2029	-	-	-	-
7/15/2029	-	-	-	-
1/15/2030	-	-	-	-
7/15/2030	-	-	-	-
1/15/2031	-	-	-	-
7/15/2031	-	-	-	-
1/15/2032	-	-	-	-
7/15/2032	-	-	-	-
1/15/2033	-	-	-	-
7/15/2033	-	-	-	-
1/15/2034	-	-	-	-
7/15/2034	-	-	-	-
1/15/2035	-	-	-	-
7/15/2035	-	-	-	-
Total		340,629	3,883,000	4,223,629

TE		Tranche	A-3	
<i>Payment Date</i>	<i>Principal Balance</i>	<i>Interest</i>	<i>Principal</i>	<i>Total Payment</i>
6/20/2013	35,711,000			
1/15/2014	35,711,000	701,572	-	701,572
7/15/2014	35,711,000	616,015	-	616,015
1/15/2015	35,711,000	616,015	-	616,015
7/15/2015	35,711,000	616,015	-	616,015
1/15/2016	35,711,000	616,015	-	616,015
7/15/2016	35,711,000	616,015	-	616,015
1/15/2017	35,711,000	616,015	-	616,015
7/15/2017	35,711,000	616,015	-	616,015
1/15/2018	35,711,000	616,015	-	616,015
7/15/2018	35,711,000	616,015	-	616,015
1/15/2019	35,711,000	616,015	-	616,015
7/15/2019	35,711,000	616,015	-	616,015
1/15/2020	35,379,059	616,015	331,941	947,956
7/15/2020	34,738,407	610,289	640,652	1,250,941
1/15/2021	34,062,184	599,238	676,223	1,275,461
7/15/2021	33,385,713	587,573	676,471	1,264,044
1/15/2022	32,251,231	575,904	1,134,481	1,710,385
7/15/2022	31,134,321	556,334	1,116,910	1,673,244
1/15/2023	29,966,042	537,067	1,168,279	1,705,346
7/15/2023	28,814,852	516,914	1,151,190	1,668,104
1/15/2024	27,622,376	497,056	1,192,476	1,689,532
7/15/2024	26,433,544	476,486	1,188,833	1,665,319
1/15/2025	25,199,990	455,979	1,233,554	1,689,532
7/15/2025	23,969,371	434,700	1,230,619	1,665,319
1/15/2026	22,693,310	413,472	1,276,061	1,689,532
7/15/2026	21,419,451	391,460	1,273,859	1,665,319
1/15/2027	20,099,404	369,486	1,320,047	1,689,532
7/15/2027	18,780,800	346,715	1,318,604	1,665,319
1/15/2028	17,415,237	323,969	1,365,564	1,689,532
7/15/2028	16,050,331	300,413	1,364,906	1,665,319
1/15/2029	14,637,667	276,868	1,412,664	1,689,532
7/15/2029	13,224,848	252,500	1,412,819	1,665,319
1/15/2030	11,763,444	228,129	1,461,404	1,689,532
7/15/2030	10,301,045	202,919	1,462,399	1,665,319
1/15/2031	8,789,205	177,693	1,511,839	1,689,532
7/15/2031	7,275,501	151,614	1,513,705	1,665,319
1/15/2032	5,711,471	125,502	1,564,030	1,689,532
7/15/2032	4,144,675	98,523	1,566,796	1,665,319
1/15/2033	2,526,638	71,496	1,618,037	1,689,532
7/15/2033	904,904	43,585	1,621,734	1,665,319
1/15/2034	-	15,610	904,904	920,514
7/15/2034	-	-	-	-
1/15/2035	-	-	-	-
7/15/2035	-	-	-	-
Total		17,731,238	35,711,000	53,442,238



**ATTACHMENT 2**  
**SCHEDULE B**

**ONGOING FINANCING COSTS**

<b>ONGOING FINANCING COSTS (ANNUAL)</b>	<b>CEI</b>	<b>OE</b>	<b>TE</b>	<b>Total</b>
Ongoing Servicer Fee (the Applicants as Servicer) <sup>1</sup>	\$232,046	\$169,504	\$43,372	\$444,922
Administration Fees and Expenses	52,154	38,097	9,748	100,000
Trustee Fees and Expenses	7,823	5,715	1,462	15,000
Legal Fees	26,077	19,049	4,874	50,000
Accounting Fees	78,231	57,146	14,622	150,000
SPE Independent Manager's Fees	10,431	7,619	1,950	20,000
Rating Agency Fees	31,293	22,858	5,849	60,000
Reporting and SEC Filing Fees	1,304	952	244	2,500
Miscellaneous	2,608	1,905	487	5,000
Return on Capital Account <sup>2</sup>	79,476	58,055	51,992	189,523
Dealers In Intangible Tax <sup>3</sup>	9,282	6,780	6,072	22,134
<b>TOTAL ONGOING FINANCING COSTS</b>	<b>\$530,725</b>	<b>\$387,682</b>	<b>\$140,673</b>	<b>\$1,059,079</b>

1 Assumes each Applicant will act as servicer for the life of the applicable PIR Bonds. If in the future a third party acts as servicer with respect to any PIR Bonds, the servicing fee may be increased to up to 0.75% of the issuance amount of such PIR Bonds in accordance with the Financing Order.

2 CEI, OE and TE funded capital subaccounts equal to 0.50%, 0.50% and 1.75%, respectively, of the applicable PIR Bond issuance amount and each earn an annual rate of return of 6.85% thereon.

3 Assumes each securitization SPE is required to pay 0.8% annual tax on amounts funded in the capital account.

**Note: The amounts shown for each category of ongoing Financing Costs on this Attachment 2, Schedule B are the expected expenses for the first year after issuance of the PIR Bonds and the Certificates. Phase-In-Recovery Charges will be adjusted at least semi-annually to reflect any changes in ongoing Financing Costs through the true-up process described in the Financing Order.**

**ATTACHMENT 2**  
**SCHEDULE C**

**SUMMARY OF PHASE-IN-RECOVERY CHARGES**

Year	PIR Bond Payments (CEI)	Ongoing Financing Costs (CEI)	Total Nominal Phase-In-Recovery Charge Requirement (CEI)	Present Value of Phase-In-Recovery Charges (CEI)
0.0				
0.5	17,058,848	265,362	20,511,090	20,150,425
1.0	18,381,496	265,362	18,790,762	18,175,020
1.5	12,094,004	265,362	11,570,661	11,018,532
2.0	11,646,872	265,362	12,225,382	11,462,069
2.5	11,775,584	265,362	12,272,943	11,328,811
3.0	11,598,383	265,362	12,058,836	10,959,129
3.5	11,720,353	265,362	12,232,603	10,945,222
4.0	11,509,808	265,362	11,954,627	10,531,174
4.5	11,581,151	265,362	12,092,748	10,488,196
5.0	11,373,336	265,362	11,825,381	10,097,782
5.5	11,512,423	265,362	12,026,988	10,111,201
6.0	11,277,856	265,362	11,709,341	9,691,999
6.5	11,277,117	265,362	11,766,309	9,588,622
7.0	10,986,585	265,362	11,428,097	9,169,062
7.5	11,129,550	265,362	11,634,063	9,190,041
8.0	10,502,467	265,362	10,863,800	8,448,952
8.5	3,699,502	265,362	2,912,901	2,230,395
9.0	3,560,358	265,362	4,062,417	3,062,497
9.5	3,603,925	265,362	3,923,311	2,911,917
10.0	3,531,600	265,362	3,863,552	2,823,242
10.5	3,551,476	265,362	3,893,504	2,801,153
11.0	3,522,909	265,362	3,854,831	2,730,465
11.5	3,551,476	265,362	3,893,504	2,715,232
12.0	3,522,909	265,362	3,854,831	2,646,712
12.5	3,551,476	265,362	3,893,504	2,631,946
13.0	3,522,909	265,362	3,854,831	2,565,528
13.5	3,551,476	265,362	3,893,504	2,551,215
14.0	3,522,909	265,362	3,854,831	2,486,835
14.5	3,551,476	265,362	3,893,504	2,472,960
15.0	3,522,909	265,362	3,854,831	2,410,555
15.5	3,551,476	265,362	3,893,504	2,397,106
16.0	3,522,909	265,362	3,854,831	2,336,614
16.5	3,551,476	265,362	3,893,504	2,323,578
17.0	3,522,909	265,362	3,854,831	2,264,942
17.5	3,551,476	265,362	3,893,504	2,252,306
18.0	3,522,909	265,362	3,854,831	2,195,469
18.5	3,551,476	265,362	3,893,504	2,183,220
19.0	3,522,909	265,362	3,854,831	2,128,126
19.5	3,551,476	265,362	3,893,504	2,116,253
20.0	3,522,909	265,362	3,854,831	2,062,849
20.5	1,756,351	265,362	1,761,766	928,208
Total	282,321,415	10,879,856	298,970,928	241,585,560

Year	PIR Bond Payments (OE)	Ongoing Financing Costs (OE)	Total Nominal Phase- In-Recovery Charge Requirement (OE)	Present Value of Phase-In- Recovery Charges (OE)
0.0				
0.5	15,545,509	193,841	18,886,947	18,554,841
1.0	17,083,645	193,841	17,015,120	16,457,563
1.5	4,295,102	193,841	2,621,682	2,496,581
2.0	3,939,134	193,841	4,436,582	4,159,576
2.5	3,945,621	193,841	4,197,339	3,874,446
3.0	3,942,597	193,841	4,178,589	3,797,522
3.5	3,933,177	193,841	4,233,011	3,787,521
4.0	3,920,563	193,841	4,143,064	3,649,744
4.5	3,903,694	193,841	4,201,774	3,644,253
5.0	3,888,669	193,841	4,111,387	3,510,744
5.5	3,874,524	193,841	4,171,578	3,507,085
6.0	3,845,749	193,841	4,064,447	3,364,204
6.5	3,803,476	193,841	4,093,969	3,336,265
7.0	3,759,128	193,841	3,980,130	3,193,363
7.5	3,746,899	193,841	4,039,576	3,190,964
8.0	3,803,667	193,841	4,037,304	3,139,876
8.5	6,069,380	193,841	6,788,966	5,198,281
9.0	6,023,458	193,841	6,203,265	4,676,399
9.5	6,004,466	193,841	6,364,887	4,724,076
10.0	5,946,543	193,841	6,179,634	4,515,688
10.5	5,900,319	193,841	6,243,374	4,491,750
11.0	5,930,218	193,841	6,179,634	4,377,176
11.5	5,900,319	193,841	6,243,374	4,353,972
12.0	5,930,218	193,841	6,179,634	4,242,913
12.5	5,900,319	193,841	6,243,374	4,220,421
13.0	5,930,218	193,841	6,179,634	4,112,768
13.5	5,900,319	193,841	6,243,374	4,090,966
14.0	5,930,218	193,841	6,179,634	3,986,615
14.5	5,900,319	193,841	6,243,374	3,965,481
15.0	5,930,218	193,841	6,179,634	3,864,331
15.5	5,900,319	193,841	6,243,374	3,843,846
16.0	5,930,218	193,841	6,179,634	3,745,799
16.5	5,900,319	193,841	6,243,374	3,725,942
17.0	5,930,218	193,841	6,179,634	3,630,902
17.5	5,900,319	193,841	6,243,374	3,611,654
18.0	5,930,218	193,841	6,179,634	3,519,529
18.5	5,900,319	193,841	6,243,374	3,500,872
19.0	5,930,218	193,841	6,179,634	3,411,573
19.5	5,900,319	193,841	6,243,374	3,393,488
20.0	5,930,218	193,841	6,179,634	3,306,928
20.5	2,951,435	193,841	2,734,324	1,440,612
Total	232,531,799	7,947,472	244,913,651	181,616,531

Year	PIR Bond Payments (TE)	Ongoing Financing Costs (TE)	Total Nominal Phase- In-Recovery Charge Requirement (TE)	Present Value of Phase-In-Recovery Charges (TE)
0.0				
0.5	1,145,696	70,336	1,431,441	1,406,271
1.0	1,251,407	70,336	1,347,107	1,302,964
1.5	1,283,753	70,336	1,383,766	1,317,735
2.0	1,265,180	70,336	1,360,047	1,275,130
2.5	1,287,658	70,336	1,386,045	1,279,419
3.0	1,263,314	70,336	1,358,587	1,234,691
3.5	1,291,029	70,336	1,390,633	1,244,280
4.0	1,270,440	70,336	1,365,348	1,202,774
4.5	1,293,963	70,336	1,392,950	1,208,123
5.0	1,272,347	70,336	1,367,839	1,168,008
5.5	1,299,169	70,336	1,398,453	1,175,693
6.0	1,272,312	70,336	1,365,873	1,130,554
6.5	1,283,574	70,336	1,380,283	1,124,822
7.0	1,250,941	70,336	1,345,529	1,079,553
7.5	1,275,461	70,336	1,373,743	1,085,154
8.0	1,264,044	70,336	1,361,856	1,059,137
8.5	1,710,385	70,336	1,884,381	1,442,862
9.0	1,673,244	70,336	1,765,106	1,330,644
9.5	1,705,346	70,336	1,817,924	1,349,280
10.0	1,668,104	70,336	1,763,887	1,288,938
10.5	1,689,532	70,336	1,795,154	1,291,511
11.0	1,665,319	70,336	1,769,105	1,253,098
11.5	1,689,532	70,336	1,795,154	1,251,896
12.0	1,665,319	70,336	1,769,105	1,214,661
12.5	1,689,532	70,336	1,795,154	1,213,496
13.0	1,665,319	70,336	1,769,105	1,177,403
13.5	1,689,532	70,336	1,795,154	1,176,273
14.0	1,665,319	70,336	1,769,105	1,141,288
14.5	1,689,532	70,336	1,795,154	1,140,193
15.0	1,665,319	70,336	1,769,105	1,106,281
15.5	1,689,532	70,336	1,795,154	1,105,219
16.0	1,665,319	70,336	1,769,105	1,072,347
16.5	1,689,532	70,336	1,795,154	1,071,318
17.0	1,665,319	70,336	1,769,105	1,039,454
17.5	1,689,532	70,336	1,795,154	1,038,457
18.0	1,665,319	70,336	1,769,105	1,007,571
18.5	1,689,532	70,336	1,795,154	1,006,604
19.0	1,665,319	70,336	1,769,105	976,665
19.5	1,689,532	70,336	1,795,154	975,728
20.0	1,665,319	70,336	1,769,105	946,707
20.5	920,514	70,336	884,339	465,925
Total	61,496,390	2,883,794	65,767,731	47,378,128

**ATTACHMENT 2**  
**SCHEDULE D**

**COMPLIANCE WITH THE PRESENT VALUE STANDARD**

	<b>Existing Ratemaking (CEI)</b>	<b>Securitization Financing (CEI)</b>	<b>Savings/(Cost) of Securitization Financing (CEI)</b>
Nominal	348,676,351	298,970,928	49,705,422
Present Value	276,955,984	241,585,560	35,370,424

	<b>Existing Ratemaking (OE)</b>	<b>Securitization Financing (OE)</b>	<b>Savings/(Cost) of Securitization Financing (OE)</b>
Nominal	292,333,070	244,913,651	47,419,419
Present Value	210,535,293	181,616,531	28,918,762

	<b>Existing Ratemaking (TE)</b>	<b>Securitization Financing (TE)</b>	<b>Savings/(Cost) of Securitization Financing (TE)</b>
Nominal	74,920,959	65,767,731	9,153,228
Present Value	52,443,400	47,378,128	5,065,271

**ATTACHMENT 3**

**The Cleveland Electric Illuminating Company  
Ohio Edison Company  
The Toledo Edison Company**  
76 South Main Street  
Akron, Ohio 44308

**CERTIFICATION OF COMPLIANCE**

Date: June 13, 2013

Re: Joint Application of Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company, Case No. 12-1465-EL-ATS

Applicants, Ohio Edison, Cleveland Electric, and Toledo Edison submit this Certification pursuant to the Financing Order *In the Matter of the Joint Application of Ohio Edison Company, The Cleveland Electric Illuminating Company, and The Toledo Edison Company for Authority to Issue Phase-In-Recovery Bonds and Impose, Charge and Collect Phase-In-Recovery Charges and for Approval of Tariff and Bill Format Changes* in Case No. 12-1465-EL-ATS. All capitalized terms not defined in this letter shall have the meanings ascribed to them in the Financing Order and the Issuance Advice Letter referenced herein.

In their Issuance Advice Letter dated June 13, 2013, the Applicants have set forth the following particulars of the PIR Bonds and the Certificates referenced therein:

<b>Name of PIR Bonds:</b>	CEI Funding LLC Bonds OE Funding LLC Bonds TE Funding LLC Bonds
<b>PIR Bond Issuers:</b>	CEI Funding LLC OE Funding LLC TE Funding LLC
<b>PIR Bond Trustee:</b>	U.S. Bank Trust National Association will act as Trustee for the PIR Bonds of each PIR Bond Issuer
<b>Anticipated closing date:</b>	June 20, 2013
<b>Amounts Issued (PIR Bonds):</b>	\$232,046,000 (CEI) \$169,504,000 (OE) \$43,372,000 (TE )

**Certificates:** Pass-Through Trust Certificates  
**Issuing Entity:** FirstEnergy Ohio PIRB Special Purpose Trust 2013  
**Certificate Trustee:** U.S. Bank Trust National Association will act as Trustee for the Certificates  
**Amounts Issued (Certificates):** \$444,922,000

**Expected Amortization Schedules:** See Attachment 2, Schedule A to the Issuance Advice Letter

**Distributions to Investors (quarterly or semi-annually):** Semi-annually on each January 15<sup>th</sup> and July 15<sup>th</sup>  
**Weighted Average Coupon Rate:** 3.14%  
**Weighted Average Yield:** 3.14%  
**Final Maturity:** 20.57 years  
**Legal Final Maturity:** 22.57 years  
**Estimated Aggregate Savings of:** \$ 106,278,069

The following actions were taken in connection with the design, structuring and pricing of the PIR Bonds and the Certificates:

- Structured the PIR Bonds and Certificates to lower charges in the aggregate and shorten payment periods for each customer by two years;
- Included credit enhancement in the form of the true-up mechanism, and an equity contribution of 0.50% (CEI, OE) and 1.75% (TE) of initial principal amount of the PIR Bonds to be deposited in the capital subaccount;
- Registered the PIR Bonds and Certificates with the Securities and Exchange Commission to facilitate greater liquidity by expanding potential investor base;
- Achieved preliminary AAA/AAA/Aaa ratings from all three of the major rating agencies with final AAA/AAA/Aaa ratings as a condition to closing;
- Worked with the Commission's designated representative to select underwriters that have experience related to electric utility rate reduction bond offerings as well as other ABS offerings;
- Used a joint book-runner structure for the underwriting team to broaden the base of potential investors contacted;
- Worked with the Commission's financial advisor and the underwriters (and each of their respective counsels) to finalize documentation in accordance with established standards for transactions of this sort and the terms of the Financing Order;

- Worked with the Commission's financial advisor and the underwriters to develop a preliminary term sheet to be distributed to potential investors to show them the benefits of this transaction;
- Provided the preliminary term sheet and preliminary prospectus by e-mail to prospective investors;
- Provided potential investors with access to an internet roadshow for viewing at the investors' convenience;
- Allowed sufficient time for investors to review the preliminary term sheet, preliminary prospectus and internet roadshow and to ask questions regarding the transaction;
- Arranged for the issuance of rating agency pre-sale reports during the marketing period;
- Held one-on-one conference calls with investors to describe the legislative, political and regulatory framework and the PIR Bonds' and Certificates' structure;
- During the period that the Certificates were marketed, held daily market update discussions with the underwriting team, the Commission's designated representative(s) and Commission's financial advisor to develop recommendations for pricing;
- Had multiple conversations with all of the members of the underwriting team during the marketing phase in which we stressed the requirements of the Financing Order;
- Implemented a marketing plan designed to encourage each of the underwriters to aggressively market the Certificates to their customers and reach out to a broad base of potential investors including investors who have not previously purchased this type of security;
- Adapted the PIR Bonds and Certificates to market conditions and investor demand at the time of pricing within the constraints set by the Financing Order;
- Considered variables impacting the final structure of the transaction, including the length of average lives and maturity of the PIR Bonds and Certificates, and interest rate requirements at the time of pricing, were evaluated to ensure that the structure of the transaction would correspond to investor preferences and rating agency requirements for the AAA ratings; and
- Worked with the Commission's designated representative(s) and financial advisor to develop allocations, underwriter compensation, and preliminary price guidance designed to achieve lowest interest rates consistent with market conditions and the terms of the Financing Order.

Based upon the information reasonably available to their respective officers, agents, and employees, the Applicants hereby certify that the structuring and pricing of the PIR Bonds and the Certificates, as described in the Issuance Advice Letter, will result in Phase-In-Recovery Charges as of the date of issuance, consistent with market conditions and the terms set out in the Financing Order that demonstrates both measurably enhanced cost savings to customers and mitigates rate impacts to customers as compared with traditional cost recovery methods available to the Applicants.



The forgoing certifications do not mean that lower Phase-In-Recovery Charges could not have been achieved under different market conditions, or that the structuring and pricing of the PIR Bonds and the Certificates under conditions not permitted by the Financing Order could not also have achieved lower Phase-In-Recovery Charges.

The Applicants are delivering this Certification to the Commission solely to assist the Commission in establishing compliance with the aforementioned standard. The Applicants specifically disclaim any responsibility to any other person for the contents of this Certification, whether such person claims rights directly or as third-party beneficiary.

Respectfully submitted,

THE CLEVELAND ELECTRIC  
ILLUMINATING COMPANY  
OHIO EDISON COMPANY  
THE TOLEDO EDISON COMPANY

By: /s/ Steven R. Staub  
Steven R. Staub  
Vice President & Treasurer

**This foregoing document was electronically filed with the Public Utilities**

**Commission of Ohio Docketing Information System on**

**6/13/2013 4:55:16 PM**

**in**

**Case No(s). 12-1465-EL-ATS**

Summary: Correspondence Issuance Advice Letter electronically filed by Ms. Tamera J Singleton on behalf of The Cleveland Electric Illuminating Company and Ohio Edison Company and The Toledo Edison Company