

talexander@calfee.com 614.621.7774 **Direct** 

# RECEIVED

APR **2** 2018

PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

Calfee, Halter & Griswold LLP Attorneys at Law

1200 Huntington Center 41 South High Street Columbus, Ohio 43215-3465 614.621.1500 Phone calfee.com

April 2, 2018

#### VIA FEDERAL EXPRESS DELIVERY

Rosemary Chiavetta, Secretary Pennsylvania Public Utility Commission Commonwealth Keystone Building 400 North Street Harrisburg, PA 17120

Re: <u>Notice of Material Change - FirstEnergy Solutions Corp. (Electric Generation Supplier License No. A-110078)</u>

Dear Executive Secretary:

Please be advised that this firm and the undersigned represent FirstEnergy Solutions Corp. ("FÉS"), a licensed electric generation supplier in the state of Pennsylvania operating under License No. A-110078.

Pursuant to Section 54.34 of Title 52 of the Pennsylvania Code ("Code"), FES hereby provides notice to the Pennsylvania Public Utility Commission ("Commission") of a material change to the business operations of FES. On March 31, 2018, FES filed a voluntary petition in the United States Court for the Northern District of Ohio for relief pursuant to Chapter 11 of Title 11 of the United States Code ("Bankruptcy Proceeding"). Pleadings and other filings from the Bankruptcy Proceeding are publicly available and accessible via the Public Access to Court Electronic Records ("PACER") system at https://www.pacer.gov or via Prime Clerk at <a href="https://cases.primeclerk.com/FES/">https://cases.primeclerk.com/FES/</a>. Notwithstanding the bankruptcy filing, FES will continue to operate in the ordinary course and serve its Pennsylvania customers. FES intends to continue to perform under its contracts, and does not anticipate any change in service in the near future as a result of this bankruptcy.

In addition, pursuant to Section 1.61 of Title 52 of the Code, FES has attached a copy of FES's bankruptcy petition for filing with the Commission. FES has also served copies of its bankruptcy petition on the Office of Trial Staff, the Office of Consumer Advocate and the Office of Small Business Advocate as required by Section 1.61(b) of Title 52 of the Code. Moreover, when FES files its reorganization plan in the Bankruptcy Proceeding, FES will file a copy of its

reorganization plan with the Commission within ten (10) days thereafter in accordance with Section 1.61(c) of Title 52 of the Code.

In the meantime, if the Commission considers taking any action with respect to FES' license as an electric generation supplier, FES respectfully requests reasonable notice and an opportunity for hearing. All inquiries concerning this Notice and/or the Bankruptcy Proceeding should be directed to the undersigned via email at <a href="mailto:talexander@calfee.com">talexander@calfee.com</a> or by telephone at 614-621-7774.

Very truly yours,

N. Trevor Alexander

Enclosure

RECEIVED

APR 2 2018

PA PUBLIC UTILITY COMMISSION SECRETARY'S BUREAU

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Northern District of Ohio (State)	
Case number (# known): Chapter 11	☐ Check amend

# Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *instructions for Bankruptcy Forms for Non-individuals*, is available.

1.	Debtor's name	FirstEnergy Solutions Corp.	
2.	All other names debtor used in the last 8 years Include any assumed names, trade names, and doing business as names	N/A	
3.	Debtor's federal Employer Identification Number (EIN)	3 1 _ 1 5 6 0 1 8 6	
4.	Debtor's address	Principal place of business	Mailing address, if different from principal place of business
		341 White Pond Drive Number Street	Number Street
		Building B3	
			P.O. Box
		Akron OH 44320	
		City State ZIP Code	City State ZIP Code
		Summit	Location of principal assets, if different from principal place of business
		County	
			Number Street
			City State ZIP Code
5.	Debtor's website (URL)	https://www.fes.com/	
6.	Type of debtor	Corporation (including Limited Liability Company Partnership (excluding LLP) Other. Specify:	(LLC) and Limited Liability Partnership (LLP))

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

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tor FIRST Energy Solution	Case number (# known)		
A. Check one:  Health Care Business (as defined in 11 U.S.C. § 101(27A))  Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  Railroad (as defined in 11 U.S.C. § 101(44))  Stockbroker (as defined in 11 U.S.C. § 101(53A))  Commodity Broker (as defined in 11 U.S.C. § 101(6))  Clearing Bank (as defined in 11 U.S.C. § 781(3))			
· · · · · · · · · · · · · · · · · · ·	<ul> <li>B. Check all that apply:</li> <li>□ Tax-exempt entity (as described in 26 U.S.C. § 501)</li> <li>□ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)</li> <li>□ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))</li> <li>C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <a href="http://www.uscourts.gov/four-digit-national-association-naics-codes">http://www.uscourts.gov/four-digit-national-association-naics-codes</a>.</li> <li>2 2 4 4 4</li> </ul>		
Under which chapter of the Bankruptcy Code is the debtor filing?	Check one:  Chapter 7  Chapter 9  Chapter 11. Check all that apply:  Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).  The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  A plan is being filed with this petition.  Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.  The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.		
Were prior bankruptcy cases filed by or against the debtor within the last 8 years?  If more than 2 cases, attach a separate list	✓ No  ✓ Yes. District  When Case number  District  When Case number		
Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?  List all cases. If more than 1, attach a separate list.	District When Case number		
	Under which chapter of the Bankruptcy Code is the debtor filing?  Were prior bankruptcy cases filed by or against the debtor within the last 8 years?  If more than 2 cases, attach a separate list.  Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?  List all cases. If more than 1,		

First Energy Solutions Corp.

Voluntary Petition for Non-Individuals Filing for Bankruptcy

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Def	btor First Energy Solutions C	Corp.	Case number (# known)_	
11.	Why is the case filed in this district?	immediately, preceding the da district.	orincipal place of business, or principa ate of this petition or for a longer part o g debtor's affiliate, general partner, or	of such 180 days than in any other
12.	Does the debtor own or have possession of any real property or personal property that needs immediate attention?	Why does the property  It poses or is alleged What is the hazard?  It needs to be physic  It includes perishabl attention (for examp assets or other optic  Other  Where is the property  Is the property insured No	cally secured or protected from the we e goods or assets that could quickly dile, livestock, seasonal goods, meat, dons).  Number Street  City	ntifiable hazard to public health or safety.  Pather.  eteriorate or lose value without airy, produce, or securities-related  State ZIP Code
	Statistical and adminis	trative information		
13.	. Debtor's estimation of available funds	Check one:  Funds will be available for dis  After any administrative expe		ble for distribution to unsecured creditors.
14.	Estimated number of creditors	<b>□</b> 50-99	☐ 1,000-5,000 ☐ 5,001-10,000 ☐ 10,001-25,000	25,001-50,000 50,001-100,000 More than 100,000
15.	. Estimated assets	□ \$50,001-\$100,000 □ \$100,001-\$500,000	■ \$1,000,001-\$10 million ■ \$10,000,001-\$50 million ■ \$50,000,001-\$100 million ■ \$100,000,001-\$500 million	\$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion More than \$50 billion

Voluntary Petition for Non-Individuals Filing for Bankruptcy

Debtor	First Energy Solutions C	огр.	Case number (# known)				
16. Estimate	d liabilities	\$0-\$50,000 \$50,001-\$100,000 \$100,001-\$500,000 \$500,001-\$1 million	\$1,000,001-\$10 million \$10,000,001-\$50 million \$50,000,001-\$100 million \$100,000,001-\$500 million	n 📮 \$10,000,000,001-\$50 billion			
Re	equest for Relief, Dec	laration, and Signatures		. 1			
WARNING		tous crime. Making a false stat nt for up to 20 years, or both. 1		inkruptcy case can result in fines up to and 3571.			
	on and signature of ed representative of	■ The debtor requests relief petition.	In accordance with the chap	er of title 11, United States Code, specified in this			
		■ I have been authorized to	file this petition on behalf of i	he debtor.			
		1 have examined the inforcement.	mation in this petition and ha	re a reasonable belief that the information is true and			
		i declare under penalty of perj	iury that the foregoing is true	and correct.			
		Executed on 3 34/2	018				
		* Shald	+ Worl	Donald A. Moul			
		Signature of authorized representation of aut	entative of debtor terating Companies and Ch	Printed name of Nuclear Officer			
18. Signatur	e of attorney	Signature of attorney for debt	ior	Date 3/3/30/8 MM /00/7777			
		Marc B. Merklin Printed name					
		Brouse McDowell	, LPA				
		388 S. Main Street	et, Suite 500				
		Akron		OH 44311 State ZIP Code			
		330-535-5711		mmerklin@brouse.com			
		Contact phone		Email address			
		0018195		Ohio			
		Bar number		State			

Voluntary Petition for Non-Individuals Filing for Bankruptcy

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#### SCHEDULE 1

### Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

As of the date hereof, each of the entities listed below (the "Debtors") filed a petition in this Court for relief under chapter 11 of title 11 of the United States Bankruptcy Code. The Debtors will move for joint administration of these cases under the case number assigned to the chapter 11 case of FirstEnergy Solutions Corp.

- 1. FirstEnergy Solutions Corp.
- 2. FE Aircraft Leasing Corp.
- 3. FirstEnergy Generation, LLC
- 4. FirstEnergy Generation Mansfield Unit 1 Corp.
- 5. FirstEnergy Nuclear Generation, LLC
- 6. FirstEnergy Nuclear Operating Company
- 7. Norton Energy Storage L.L.C.

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

[Caption as in Form 416B]

## Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

a. Total assets	\$ 7,241 million
a. Total assets	<u> </u>
b. Total debts (including debts listed in 2.c., below)	\$ _3,093million
c. Debt securities held by more than 500 holders	
	Approxi
	number of holders:
	notacis.
secured □ unsecured □ subordinated □ \$ _	
secured $\square$ unsecured $\square$ subordinated $\square$ \$	
secured □ unsecured □ subordinated □ \$ _	
d. Number of shares of preferred stock	
e. Number of shares common stock	
Comments, if any: <u>ltem 2b. includes only funded indeb</u>	btedness.
3. Brief description of debtor's business: FESprovid	lesenergy-relate orducts and service sto ret
lesa lecustomers ES also owns and operates in roughts	FG subsidiary jossugenera impacunies and
lesalecustomersFESalsoownsandoperatesthroughits	FG subsidiary fossil generating a cilities and

## RESOLUTIONS OF THE BOARD OF DIRECTORS (THE "BOARD") OF FIRSTENERGY SOLUTIONS CORP. (THE "COMPANY")

#### Dated as of March 31, 2018

# Authorization to Commence Chapter 11 Proceedings; Authorization to Employ and Retain Requisite Professionals

WHEREAS, the Board has reviewed and analyzed the materials presented by the Company's management and the Company's financial, legal, and other advisors and has held numerous, extensive and vigorous discussions (including with management and such advisors) regarding such materials and the liabilities and liquidity situation of the Company, the short- and long-term prospects of the Company, the restructuring and strategic alternatives available to the Company, and the impact of the foregoing on the Company's business and operations and has consulted with management and the Company's financial, legal, and other advisors regarding the above; and

WHEREAS, the Board has determined that it is necessary, advisable and in the best interests of the Company, its creditors, employees, stockholders and other interested parties, and necessary and convenient to the purpose, conduct, promotion, or attainment of the business and affairs of Company, that a petition be filed by the Company seeking relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and that the Company undertake related actions.

#### NOW THEREFORE BE IT:

RESOLVED, that the Board, in its best judgment, and after consultation with management and the Company's financial, legal, and other advisors, has determined that it is desirable and in the best interests of the Company, its creditors, employees, stockholders and other interested parties that a voluntary petition for relief under chapter 11 of the Bankruptcy Code be filed and directs that the Company file or cause to be filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code;

RESOLVED FURTHER, that each of the Chairman of the Board, the President, any Vice President, the Treasurer, the Chief Financial Officer, and the Corporate Secretary of the Company, each acting alone or together with one or more other officers of the Company that such individuals may designate, be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Ohio, Eastern Division at such time as such officers shall determine;

RESOLVED FURTHER, that the "Authorized Officers" referenced in these resolutions shall be each of the Chairman of the Board, the President, any Vice President, the Chief Restructuring Officer, the Treasurer, the Chief Financial Officer, and the Corporate Secretary of the Company;

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RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to execute and file all pleadings, schedules, lists, and other papers, and to take any and all actions that each such officer may deem necessary or proper in connection with the foregoing resolutions;

RESOLVED FURTHER, that Charles M. Moore be, and hereby is, appointed and affirmed as Chief Restructuring Officer of the Company, which appointment shall take effect immediately upon the filing of the Company's petition under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Ohio, Eastern Division, and shall report to the Board and any applicable officer of the Company as directed by the Board, to hold such office until his successor has been duly appointed and qualified or until his earlier death, resignation, retirement or removal;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage Alvarez & Marsal North America, LLC ("Alvarez") as restructuring advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Alvarez:

RESOLVED FURTHER, that in connection with the appointment of the Chief Restructuring Officer and the retention of the services of Alvarez, the Board hereby approves the entering into, execution and delivery of, an amended and restated engagement letter with Alvarez, and the performance by the Company of its obligations thereunder, in such form as any Authorized Officer shall in their sole discretion approve, such approval to be conclusively established by the execution and delivery by such Authorized Officer of such agreement;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage the law firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") as general bankruptcy counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests, including filing any pleadings and making any filings with regulatory agencies or other governmental authorities; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Akin Gump;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage Prime Clerk LLC ("Prime Clerk") as claims, notice and balloting agent to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute

appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Prime Clerk:

RESOLVED FURTHER, that each Authorized Officer, be, and hereby is authorized and empowered on behalf of, and in the name of, the Company to engage Lazard Ltd. ("Lazard") as financial advisor to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests; and, in connection therewith, each of the Authorized Officers be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Lazard;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage the law firm of Brouse McDowell LPA ("Brouse") as local counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests, including filing any pleadings and making any filings with regulatory agencies or other governmental authorities; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Brouse;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage the law firm of Willkie Farr & Gallagher LLP ("Willkie") as conflicts counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests, including filing any pleadings and making any filings with regulatory agencies or other governmental authorities; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Willkie;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage the law firm of Hogan Lovells US LLP ("Hogan") as nuclear regulatory counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests, including filing any pleadings and making any filings with regulatory agencies or other governmental authorities; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Hogan;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage ICF International, Inc. ("ICF") as industry consultants to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of ICF;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage the law firm of Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn") as special litigation counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests, including filing any pleadings and making any filings with regulatory agencies or other governmental authorities; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Quinn;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage the law firm of Stark & Knoll Co., L.P.A. ("Stark") as local conflicts counsel to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests, including filing any pleadings and making any filings with regulatory agencies or other governmental authorities; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Stark;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage KPMG US LLP ("KPMG") as tax consultant to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of KPMG;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage Sitrick and Company ("Sitrick") as communications consultant to represent and assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code and to take any and all actions to advance the Company's and its subsidiaries' rights and interests; and, in connection therewith, each Authorized Officer be, and hereby is, authorized and directed to execute

appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Company's chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Sitrick;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to engage any other professionals as deemed necessary or appropriate in their respective sole discretion to assist the Company and its subsidiaries in carrying out their duties under the Bankruptcy Code, including executing appropriate retention agreements, paying appropriate retainers prior to or after the filing of the Company's chapter 11 case, and filing appropriate applications for authority to retain the services of any other professionals as any Authorized Officer shall in their sole discretion deem necessary or desirable;

RESOLVED FURTHER, that each Authorized Officer be, and hereby is, authorized and empowered on behalf of, and in the name of, the Company to (i) take or cause to be taken any and all such further actions and to prepare, execute and deliver or cause to be prepared, executed and delivered and, where necessary or appropriate, file or cause to be filed with the appropriate governmental authorities, all such necessary or appropriate instruments and documents, (ii) incur and pay or cause to be paid all fees and expenses associated with or arising out of the actions authorized herein, and (iii) engage such persons as any Authorized Officer shall in their sole discretion deem necessary or desirable to carry out fully the intent and purposes of the foregoing resolutions and each of the transactions contemplated thereby, such determination to be conclusively established by the taking or causing of any such further action;

RESOLVED FURTHER, that all lawful actions of any kind taken prior to the date hereof by the Authorized Officers, or any person or persons designated or authorized to act by an Authorized Officer, which acts would have been authorized by the foregoing resolutions, except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts of the Company;

RESOLVED FURTHER, that the signature of any Authorized Officer on any document, instrument, certificate, agreement or other writing shall constitute conclusive evidence that such officer deemed such act or thing to be necessary, advisable or appropriate; and

RESOLVED FURTHER, that any Authorized Officer be, and hereby is, authorized and empowered to certify and to furnish such copies of these resolutions as may be necessary and such statements of incumbency of the corporate officers of the Company as may be requested.

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## UNITED STATES BANKRUPTCY COURT

#### Northern District of Ohio

# LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity holders which is prepared in accordance with Fed. R. Bankr. P. 1007(a)(3) for filing this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Shares or Securities	Kind of Interest	
FirstEnergy Corp. 76 South Main St., Akron, OH 44308	Common Stock	7	Common Stock	

### UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF OHIO EASTERN DIVISION

In man	) Chapter 11
In re:	) Case No. 18- ( )
FIRSTENERGY SOLUTIONS CORP., et al.,	) (Request for Joint Administration) Pending)
Debtors.	)
	) Hon. Judge Alan M. Koschik )

## CORPORATE OWNERSHIP STATEMENT PURSUANT TO FED, R. BANKR. P. 1007(a)(1) AND (3) AND 7007.1

Pursuant to Rules 1007(a)(1) and (3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, FirstEnergy Solutions Corp.; FE Aircraft Leasing Corp.; FirstEnergy Generation, LLC; FirstEnergy Generation Mansfield Unit 1 Corp.; FirstEnergy Nuclear Generation, LLC; FirstEnergy Nuclear Operating Company; and Norton Energy Storage L.L.C. (collectively, the "Debtors"), respectfully represent:

- 100% of the shares of common stock of FirstEnergy Solutions Corp. are directly owned by FirstEnergy Corp.
- 2. 100% of the shares of common stock of FE Aircraft Leasing Corp. are directly owned by FirstEnergy Solutions Corp.
- 100% of the membership interests of FirstEnergy Generation, LLC are directly owned by FirstEnergy Solutions Corp.
- 4. 100% of the shares of common stock FirstEnergy Generation Mansfield Unit 1 Corp. are directly owned by FirstEnergy Generation, LLC.

- 5. 100% of the membership interests of FirstEnergy Nuclear Generation, LLC are directly owned by FirstEnergy Solutions Corp.
- 6. 100% of the shares of common stock of FirstEnergy Nuclear Operating Company are directly owned by FirstEnergy Corp.
- 100% of the membership interests of Norton Energy Storage L.L.C. are directly owned by FirstEnergy Generation, LLC.

FIRSTENERGY SOLUTIONS CORP., et al.,

Name of creditor and complete malling address, including the code	Name, telephone number, and email address of creditor cantact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	fedicate if claim is contingent (C),	Amount of onsecured	Claim Deduction for	
meradual sch cone	Executor contact		unitquidated (U), or disputed (D)	Tetal claim, if partially secured	value of collateral or actoff	Unsecured claim
ikir Kaliway Company 114' Chel Ice G. Pizzkiant, Chai Soi Low Medik Dirise It Warth, CN, 76131	Curl Ico Exact Phone - (400) 799-2673 Fas - (417) 152-7925	Origoling Bitgation				
			C.U.D			tradespressed
wfolk Swithern Corporation TTN, James A. Squider rector Units; Goef North Of Myrigh Sweet that Lora the Lora that Lora that Lora	James A. Squittes  Citatal - rob relu niger quincing Cott  Places -  1 8 4 -	Ovigoling srigation				
Imington Resings Fried Success, 1978			C. U. D			Undergrosed
romagion autoriga evono succesy, con TEN, Parine I, Healt romo V. Sur Pravidera Dellaware Avenue Shittington, DE 19803	Patrik & Healy Essect - phosphysica wickenductom Phone - (102) nan-7420 san-	Claims Related to Sale-Lessebuck Transaction				
			C, 17, 0		<u> </u>	\$769,200,000.03
he Bank of New York McDon Trust Constany, N.A. TTN: Earl Hunt see President of Cilchel Corporate Trust Survices and West Tuil Street and 1930.	Entil 1 vet Entil 1 vet lanten havetallen over Phone 216; 522-551-1 Fina 2216; 521-1-441	5500M Sen. Note: 6 8% due 8/15/39 (\$363 781M Outstanding)				ŕ
feretand (31 #411 t						\$344.36K 6H4 5I
he Bead of New York Meliber Trust Company, N.A. TTM: David Kessels or Procedure of California Trust New York 600 West 2nd Street unit 201 leveland, OH: 44113		S600M Sen. Notice 6:05% due 8/15/71 (\$332 305M Ourstanding)				5334.518.050 56
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of Bank of New York, McGao Trina Crimpinn, 20 A. TIN: Earl Main vor Prusident of Glabal Corporate From Hers new, 1889 West Zud Street no. 330.	Cert Hust Crash - Arthurste beymellen.com Phone - (216) 127-451-4 Fax - (216) 621-3441	PCN 5.7% Series due August 3, 2020	\			
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FIRSTENERGY SOLUTIONS CORP., et al.,

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CSX Trimporation, for ATTN, AIT Guicher Director Utility Coal 500 Wier St 1842	JCTI Causicher Classi - JCT. (Postetnerif den.Cum Phone : (1904) 554 1854 Ear - (1904) 359-2459	Settlement of Arbitration	1.41*		,	a Compuse to
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#### FIRSTENEAGY SOLUTIONS CORP., et al.,

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ne President of Chillet Corporate Trust Netwoon	Phone - (216) 623-6414	! .	l I				
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FIRSTENERGY SOLUTIONS CORP., et al.,

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The Hank of New York Methon Trust Greegary, N.A. A 17% Fast Hous. Very Production of Global Companie Trust Services 1860 West Land Stones Same \$30 Cleveland, OH: 44113	Fact trans I mail - grant bursticker, meltion core. Phone: - (216) 627-6314 Par - (216) 627-1841	PCN 3.625% Senes due December 1, 2033 (Put: 6/1/20)				\$14.AM77.291.07
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FIRSTENERGY SOLUTIONS CORP., et al.

Name of creditor and complete mailing address,	Name telephone number and small uddows of	Nature of the -	laim (for example, trade debts, bank loons, professional	Indicate If claim is	Amount of unsecured	claim	
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this Valley Electric Corporation VITP' Relect & Orbination Mist Valley Electric Carp 982 U.S. Route 3 O. Box, 468 (Maless, CH. 4566)	Robert A. Dabourne Email - Phone - (744) 284-724. 1.0 (740) 254-728.3	Trade Payables		u .			52.1a0,000 ou
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FIRSTENERGY SOLUTIONS CORP. et al.

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The settlement agreement does not allocate the settlement eases there een the own parties

Fill in this in	nformation to identify the case and this filin	g:
Debtor Name	FirstEnergy Solutions Corp.	
	Bankruptcy Court for the: Northern	District of Ohio (State)
Case number	(if known):	

# **Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

	Schedule A/B; Assets-Real and Personal Property (Official Form 206A/B)					
	Schedule D: Creditors Who Have Claims Secured by Property (Official Form 208D)					
	Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)					
	Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)					
	Schedule H: Codebtors (Official Form 206H)					
	Summary of Assets and Liabilities for Non-Individuals (Official Form 208Sum)					
	Amended Schedule					
Ø	Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204					
7	Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement					
	cuted on 3/30/308 Signature of individual signing on behalf of debtor  Donald A. Moul  Printed name					
	President, FES Generating Companies and Chief Nuclear Officer					

Declaration Under Penalty of Perjury for Non-Individual Debtors

Position or relationship to debtor

Official Form 202

Tracking

Support

Locations

Printing Services

Shipping

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ORIGIN ID: GOOA (814) 352-1014 COURTNEY ROFFINO CALFEE 1200 HUNTINGTON CENTER 41 SOUTH HIGH COLUMBUS, OH 43215 UNITED STATES US

SHIP DATE: 02APR18 ACTWGT: 1.00 LB CAD: 106264125/INET3980

BILL SENDER

TO MS. ROSEMARY CHIAVETTA PENNSYLVANIA PUBLIC UTILITY COMMISS **400 NORTH STREET** 

552J18132DCA6

HARRISBURG PA 17120 (614) 621-7785 REF: 38668 04000 NV. PO





TUE - 03 APR 3:00P STANDARD OVERNIGHT

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