

QUALCOMM INC/DE
Form S-8 POS
April 24, 2008

As filed with the Securities and Exchange Commission on April 24, 2008
Registration No. 333-117626

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
QUALCOMM INCORPORATED

(Exact name of registrant as specified in its charter)

DELAWARE

95-3685934

(State or other jurisdiction
of incorporation or organization)

(I.R.S. employer identification no.)

5775 MOREHOUSE DRIVE
SAN DIEGO, CALIFORNIA 92121
858-587-1121

(Address of principal executive offices)

QUALCOMM INCORPORATED 1991 STOCK OPTION PLAN
QUALCOMM INCORPORATED 1998 NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN
QUALCOMM INCORPORATED 2001 NON-EMPLOYEE DIRECTORS STOCK OPTION PLAN

(Full titles of the plans)

PAUL E. JACOBS
CHIEF EXECUTIVE OFFICER
QUALCOMM INCORPORATED
5775 MOREHOUSE DRIVE
SAN DIEGO, CALIFORNIA 92121
858-587-1121

(Name and address of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if a smaller reporting company)

DEREGISTRATION OF SHARES

Effective as of December 5, 2005, QUALCOMM Incorporated (the Registrant) adopted the QUALCOMM Incorporated 2006 Long-Term Incentive Plan, as amended (the 2006 LTIP), which is the successor to the QUALCOMM Incorporated 1991 Stock Option Plan, the 1998 Non-Employee Directors Stock Option Plan and the 2001 Non-Employee Directors Stock Option Plan (the Prior Plans). This post-effective amendment to the Registrant s Registration Statements on Form S-8 listed below (collectively, the Prior Registration Statements) is filed to deregister 1,026,447 shares previously registered under 1) the 1991 Stock Option Plan (964,780 shares), 2) the 2001 Non-Employee Directors Stock Option Plan (41,667 shares), and 3) the 1998 Non-Employee Directors Stock Option Plan (20,000 shares), for which the Registration Statements had remained in effect with respect to outstanding options previously granted under the Prior Plans. The 1,026,447 shares deregistered by this post-effective amendment will be registered by means of a Registration Statement on Form S-8 that will be filed simultaneously with this Registration Statement for the 2006 LTIP. The associated registration fees previously paid on these shares under the Prior Registration Statements are carried forward to cover the registration fee necessary to register shares issuable under the Registrant s 2006 LTIP. The Prior Registration Statements will remain in effect to cover the potential exercise of outstanding stock options.

1. Registration Statement No. 33-45083 filed January 16, 1992;
 2. Registration Statement No. 33-78150 filed April 26, 1994;
 3. Registration Statement No. 33-78158 filed April 26, 1994;
 4. Registration Statement No. 333-2752 filed March 25, 1996;
 5. Registration Statement No. 333-2754 filed March 25, 1996;
 6. Registration Statement No. 333-2756 filed March 25, 1996;
 7. Registration Statement No. 333-32013 filed July 24, 1997;
 8. Registration Statement No. 333-69457 filed December 22, 1998;
 9. Registration Statement No. 333-95291 filed January 24, 2000;
 10. Registration Statement No. 333-60484 filed May 8, 2001;
 11. Registration Statement No. 333-103497 filed February 28, 2003; and
 12. Registration Statement No. 333-117626 filed July 23, 2004.
-

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the Registration Statements with respect to the QUALCOMM Incorporated 1991 Stock Option Plan, the 1998 Non-Employee Directors Stock Option Plan and the 2001 Non-Employee Directors Stock Option Plan to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on April 24, 2008.

QUALCOMM Incorporated

By: /s/ Paul E. Jacobs

Paul E. Jacobs, Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

The officers and directors of QUALCOMM Incorporated whose signatures appear below, hereby constitute and appoint PAUL E. JACOBS and WILLIAM E. KEITEL, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned this post-effective amendment to the Registration Statements on Form S-8 with respect to the QUALCOMM Incorporated 1991 Stock Option Plan, the 1998 Non-Employee Directors Stock Option Plan and the 2001 Non-Employee Directors Stock Option Plan and any amendment or amendments thereto, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their or his substitutes, shall do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ Paul E. Jacobs Paul E. Jacobs	Chief Executive Officer and Director (Principal Executive Officer)	April 24, 2008
/s/ William E. Keitel William E. Keitel	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	April 24, 2008
/s/ Irwin Mark Jacobs Irwin Mark Jacobs	Chairman of the Board	April 24, 2008
/s/ Barbara T. Alexander Barbara T. Alexander	Director	April 24, 2008
/s/ Raymond V. Dittamore Raymond V. Dittamore	Director	April 24, 2008
/s/ Robert E. Kahn Robert E. Kahn	Director	April 24, 2008
/s/ Duane A. Nelles Duane A. Nelles	Director	April 24, 2008
/s/ Brent Scowcroft Brent Scowcroft	Director	April 24, 2008
/s/ Marc I. Stern Marc I. Stern	Director	April 24, 2008

Notes receivable from associated companies

2,600,492

2,123

-

(4,977,461

)
Material and supplies-

Owned

60,787

-

-

-

Under consignment

13,151

-

-

-

Prepayments and other

8,853

17

105

-

3,036,107

3,185

8,079

(6,382,697

)

PROPERTY, PLANT AND EQUIPMENT:

In service

326,512

-

-

170,538

Less--Accumulated provision for depreciation

(165,768

)

-

-

(102,910

)

160,744

-

-

67,628

Construction work in progress

8,395

-

-

-

169,139

-

-

67,628

INVESTMENTS:

Nuclear plant decommissioning trusts

-
-
-
-

Investment in lease obligation bonds

-
-
-
-

Non utility generation trusts

-
-
-
-

Nuclear fuel disposal trust

-
-
-
-

Long-term notes receivable from associated companies

-
-
-

(446,120

)

Other

165,081

-

1,849

(12,388,386

)

165,081

-

1,849

(12,834,506

)

DEFERRED CHARGES:

Regulatory assets

-

-

-

1

Goodwill

-

-

9,788

10,074

Accumulated Deferred Income Taxes Assets

74,268

1,631

125

(246,532

)
Property taxes

-
-
-
-

Unamortized sale and leaseback costs

-
-
-
-

Other

49,070

-

257

2,607

123,338

1,631

10,170

(233,850

)

TOTAL ASSETS

\$

3,493,665

\$

4,816

\$

20,098

\$

(19,383,425

)

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

67

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET

As of December 31, 2004

(In thousands \$)

ASSETS	FirstEnergy Corp. Consolidated
CURRENT ASSETS:	
Cash and cash equivalents	\$ 52,941
Receivables-	
Customers	979,242
Associated companies	-
Other	377,195
Notes receivable from associated companies	-
Material and supplies-	
Owned	363,547
Under consignment	94,226
Prepayments and other	145,196
	2,012,347
PROPERTY, PLANT AND EQUIPMENT:	
In service	22,213,218
Less--Accumulated provision for depreciation	(9,413,730)
	12,799,488
Construction work in progress	678,868
	13,478,356
INVESTMENTS:	
Nuclear plant decommissioning trusts	1,582,588
Investment in lease obligation bonds	951,352
Non utility generation trusts	95,991
Nuclear fuel disposal trust	159,696
Long-term notes receivable from associated companies	-
Other	484,339
	3,273,966
DEFERRED CHARGES:	
Regulatory assets	5,532,087
Goodwill	6,050,277
Accumulated Deferred Income Taxes Assets	-
Property taxes	202,156
Unamortized sale and leaseback costs	78,462
Other	440,293
	12,303,275

TOTAL ASSETS	\$	31,067,944
---------------------	----	------------

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2004
(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Holding Company	Ohio Edison Consolidated	Cleveland Electric Consolidated	Toledo Edison Consolidated
CURRENT LIABILITIES:				
Currently payable long-term debt	\$ 300,000	\$ 398,263	\$ 76,701	\$ 90,950
Short-term borrowings	-	167,007	-	-
Notes payable to associated companies	-	11,852	488,633	429,517
Accounts payable-				
Other	-	10,582	9,271	2,247
Associated companies	60,850	187,921	150,141	110,047
Accrued taxes	15,607	153,400	129,454	46,957
Accrued interest	37,062	11,992	22,102	3,331
Lease market valuation liability	-	-	60,200	24,600
Other	139,305	62,671	61,131	49,724
	552,824	1,003,688	997,633	757,373
CAPITALIZATION:				
Common stockholders' equity	8,579,221	2,493,809	1,853,561	835,327
Preferred stock of consolidated subsidiaries--				
Not subject to mandatory redemption	-	100,070	96,404	126,000
Long-term debt and other long-term obligations	4,239,356	1,114,914	1,970,117	300,299
	12,818,577	3,708,793	3,920,082	1,261,626
NONCURRENT LIABILITIES:				
Accumulated deferred income taxes	-	766,276	540,211	221,950
Accumulated deferred investment tax credits	-	62,471	60,901	25,102
Asset retirement obligations	-	339,134	272,123	194,315
Nuclear fuel disposal costs	-	-	-	28,229
Power purchase contract loss liability	-	-	-	-
Retirement benefits	11,862	307,880	82,306	39,227
Lease market valuation liability	-	-	668,200	268,000
Regulatory liability	-	18,454	-	-
Other	22,863	275,955	149,009	38,084
	34,725	1,770,170	1,772,750	814,907

TOTAL LIABILITIES AND CAPITALIZATION	\$ 13,406,126	\$ 6,482,651	\$ 6,690,465	\$ 2,833,906
---	---------------	--------------	--------------	--------------

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2004
(In thousands \$)

LIABILITIES AND CAPITALIZATION	American Transmission Systems, Inc.	Jersey Central Power & Light Consolidated	Metropolitan Edison Consolidated	Pennsylvania Electric Consolidated
CURRENT LIABILITIES:				
Currently payable long-term debt	\$ -	\$ 16,866	\$ 30,435	\$ 8,248
Short-term borrowings	-	-	-	-
Notes payable to associated companies	2,138	248,532	80,090	241,496
Accounts payable-				
Other	-	124,733	26,097	25,960
Associated companies	22,849	20,605	88,879	56,154
Accrued taxes	38,052	2,626	11,957	7,999
Accrued interest	-	10,359	11,618	9,695
Lease market valuation liability	-	-	-	-
Other	819	65,130	23,076	23,750
	63,858	488,851	272,152	373,302
CAPITALIZATION:				
Common stockholders' equity	295,420	3,155,362	1,285,419	1,305,015
Preferred stock of consolidated subsidiaries--				
Not subject to mandatory redemption	-	12,649	-	-
Long-term debt and other long-term obligations	330,018	1,238,984	701,736	481,871
	625,438	4,406,995	1,987,155	1,786,886
NONCURRENT LIABILITIES:				
Accumulated deferred income taxes	45,106	645,741	305,389	37,318
Accumulated deferred investment tax credits	12,783	6,124	10,868	8,917
Asset retirement obligations	-	72,655	132,887	66,443
Nuclear fuel disposal costs	-	169,884	38,408	19,204
Power purchase contract loss liability	-	1,268,478	349,980	382,548
Retirement benefits	459	103,036	82,218	118,247
Lease market valuation liability	-	-	-	-
Regulatory liability	-	-	-	-
Other	37,216	129,420	66,221	20,887

	95,564	2,395,338	985,971	653,564
TOTAL LIABILITIES AND CAPITALIZATION	\$ 784,860	\$ 7,291,184	\$ 3,245,278	\$ 2,813,752

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2004
(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Facilities Services Consolidated	FirstEnergy Solutions Consolidated	FirstEnergy Nuclear Operating Co.	MARBEL Energy Corporation Consolidated
CURRENT LIABILITIES:				
Currently payable long-term debt	\$ 500	\$ 15,000	\$ -	\$ -
Short-term borrowings	3,481	-	-	-
Notes payable to associated companies	8,877	1,090,134	58,559	-
Accounts payable-				
Other	45,314	180,393	75,521	2,869
Associated companies	95	155,481	717	24
Accrued taxes	2,573	70,183	5,647	9,035
Accrued interest	-	63	-	-
Lease market valuation liability	-	-	-	-
Other	16,123	49,387	65,006	-
	76,963	1,560,641	205,450	11,928
CAPITALIZATION:				
Common stockholders' equity	90,753	170,247	(11,200)	141,151
Preferred stock of consolidated subsidiaries--				
Not subject to mandatory redemption	-	-	-	-
Long-term debt and other long-term obligations	6,841	(70)	-	-
	97,594	170,177	(11,200)	141,151
NONCURRENT LIABILITIES:				
Accumulated deferred income taxes	-	391	-	-
Accumulated deferred investment tax credits	-	-	-	-
Asset retirement obligations	-	-	-	-
Nuclear fuel disposal costs	-	-	-	-
Power purchase contract loss liability	-	-	-	-
Retirement benefits	-	56,215	48,706	-
Lease market valuation liability	-	-	-	-
Regulatory liability	-	-	-	-
Other	-	15,379	128	201
	-	71,985	48,834	201

TOTAL LIABILITIES AND CAPITALIZATION	\$	174,557	\$	1,802,803	\$	243,084	\$	153,280
---	----	---------	----	-----------	----	---------	----	---------

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2004
(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Ventures Consolidated	MYR Group Inc. Consolidated	GPU Power, Inc. Consolidated	GPU Capital, Inc. Consolidated
CURRENT LIABILITIES:				
Currently payable long-term debt	\$ 3,702	\$ -	\$ -	\$ -
Short-term borrowings	-	-	-	-
Notes payable to associated companies	1,128	-	-	65,921
Accounts payable-				
Other	463	12,202	38	-
Associated companies	8,298	1,430	16	2,873
Accrued taxes	1,468	-	7,512	156,876
Accrued interest	2,862	-	-	-
Lease market valuation liability	-	-	-	-
Other	26	38,826	382	-
	17,947	52,458	7,948	225,670
CAPITALIZATION:				
Common stockholders' equity	110,446	127,434	37,874	175,400
Preferred stock of consolidated subsidiaries--				
Not subject to mandatory redemption	-	-	-	-
Long-term debt and other long-term obligations	134,029	-	-	-
	244,475	127,434	37,874	175,400
NONCURRENT LIABILITIES:				
Accumulated deferred income taxes	7,965	-	282	-
Accumulated deferred investment tax credits	-	-	-	-
Asset retirement obligations	-	-	-	-
Nuclear fuel disposal costs	-	-	-	-
Power purchase contract loss liability	-	-	-	-
Retirement benefits	-	-	-	-
Lease market valuation liability	-	-	-	-
Regulatory liability	-	-	-	-
Other	5,582	156	-	2,375
	13,547	156	282	2,375

TOTAL LIABILITIES AND CAPITALIZATION	\$	275,969	\$	180,048	\$	46,104	\$	403,445
---	----	---------	----	---------	----	--------	----	---------

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2004
(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Properties, Inc.	License Holding Co.	GPU Diversified Holdings LLC Consolidated	FirstEnergy Telecom Services, Inc.
CURRENT LIABILITIES:				
Currently payable long-term debt	\$ 280	\$ -	\$ -	\$ -
Short-term borrowings	-	-	-	-
Notes payable to associated companies	-	-	-	26,108
Accounts payable- Other	34	-	-	411
Associated companies	-	-	-	1,948
Accrued taxes	446	15	-	741
Accrued interest	-	-	-	36
Lease market valuation liability	-	-	-	-
Other	-	-	-	2,486
	760	15	-	31,730
CAPITALIZATION:				
Common stockholders' equity	33,037	32	19,836	(5,751)
Preferred stock of consolidated subsidiaries--				
Not subject to mandatory redemption	-	-	-	-
Long-term debt and other long-term obligations	8,902	-	-	-
	41,939	32	19,836	(5,751)
NONCURRENT LIABILITIES:				
Accumulated deferred income taxes	-	-	-	-
Accumulated deferred investment tax credits	-	-	-	-
Asset retirement obligations	-	-	-	-
Nuclear fuel disposal costs	-	-	-	-
Power purchase contract loss liability	-	-	-	-
Retirement benefits	-	-	-	-
Lease market valuation liability	-	-	-	-
Regulatory liability	-	-	-	-

Other	59	-	-	16,658
	59	-	-	16,658

**TOTAL LIABILITIES AND
CAPITALIZATION**

\$ 42,758 \$ 47 \$ 19,836 \$ 42,637

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET

As of December 31, 2004

(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Service Co.	GPU Nuclear, Inc.	First Communications	Eliminations
CURRENT LIABILITIES:				
Currently payable long-term debt	\$ -	\$ -	\$ -	\$ (1)
Short-term borrowings	-	-	-	1
Notes payable to associated companies	2,224,476	-	-	(4,977,461)
Accounts payable-				
Other	90,910	-	3,544	-
Associated companies	400,390	752	52	(1,269,522)
Accrued taxes	129,824	2,462	100	(135,715)
Accrued interest	663	984	-	-
Lease market valuation liability	-	-	-	-
Other	133,300	-	2,522	(37)
	2,979,563	4,198	6,218	(6,382,735)
CAPITALIZATION:				
Common stockholders' equity	4,624	50	8,629	(12,116,402)
Preferred stock of consolidated subsidiaries--				
Not subject to mandatory redemption	-	-	-	-
Long-term debt and other long-term obligations	116,101	-	5,000	(634,749)
	120,725	50	13,629	(12,751,151)
NONCURRENT LIABILITIES:				
Accumulated deferred income taxes	-	-	-	(246,532)
Accumulated deferred investment tax credits	-	-	-	-
Asset retirement obligations	-	-	-	-
Nuclear fuel disposal costs	-	-	-	-
Power purchase contract loss liability	-	-	-	-
Retirement benefits	388,817	-	-	-
Lease market valuation liability	-	-	-	-
Regulatory liability	-	-	-	-
Other	4,560	568	251	(3,007)

393,377

568

251

(249,539)

**TOTAL LIABILITIES AND
CAPITALIZATION**

\$ 3,493,665

\$ 4,816

\$ 20,098

\$ (19,383,425)

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

14 of 14
FIRSTENERGY CORP. CONSOLIDATING BALANCE SHEET
As of December 31, 2004
(In thousands \$)

LIABILITIES AND CAPITALIZATION	FirstEnergy Corp. Consolidated
CURRENT LIABILITIES:	
Currently payable long-term debt	\$ 940,944
Short-term borrowings	170,489
Notes payable to associated companies	-
Accounts payable-	
Other	610,589
Associated companies	-
Accrued taxes	657,219
Accrued interest	110,767
Lease market valuation liability	84,800
Other	733,627
	3,308,435
CAPITALIZATION:	
Common stockholders' equity	8,589,294
Preferred stock of consolidated subsidiaries--	
Not subject to mandatory redemption	335,123
Long-term debt and other long-term obligations	10,013,349
	18,937,766
NONCURRENT LIABILITIES:	
Accumulated deferred income taxes	2,324,097
Accumulated deferred investment tax credits	187,166
Asset retirement obligations	1,077,557
Nuclear fuel disposal costs	255,725
Power purchase contract loss liability	2,001,006
Retirement benefits	1,238,973
Lease market valuation liability	936,200
Regulatory liability	18,454
Other	782,565
	8,821,743
TOTAL LIABILITIES AND CAPITALIZATION	\$ 31,067,944

The Notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual

reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2004
(In thousands \$)

	FirstEnergy Holding Company	Ohio Edison Consolidated	Cleveland Electric Consolidated	Toledo Edison Consolidated
RETAINED EARNINGS:				
Balance - Beginning of Period	\$ 1,604,385	\$ 522,934	\$ 494,212	\$ 113,620
Net Income	878,175	342,766	236,531	86,283
Cash Dividends on Common Stock	(490,529)	(421,000)	(170,000)	-
Common Stock Dividends Declared in 2004 payable in 2005	(135,168)	-	-	-
Preferred Stock Dividends Declared	-	(2,502)	(7,003)	(8,844)
Other	-	-	-	-
Balance - End of Period	\$ 1,856,863	\$ 442,198	\$ 553,740	\$ 191,059
ACCUMULATED OTHER COMPREHENSIVE INCOME:				
Balance - Beginning of Period	\$ (352,649)	\$ (38,693)	\$ 2,653	\$ 11,672
Unrealized gain on investments and derivative hedges	39,537	(873)	11,450	7,253
Minimum liability for unfunded retirement benefits	-	(7,552)	3,756	1,114
Balance - End of Period	\$ (313,112)	\$ (47,118)	\$ 17,859	\$ 20,039

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2004
(In thousands \$)

	American Transmission Systems, Inc.	Jersey Central Power & Light Consolidated	Metropolitan Edison Consolidated	Pennsylvania Electric Consolidated
RETAINED EARNINGS:				
Balance - Beginning of Period	\$ 22,878	\$ 22,132	\$ 27,011	\$ 18,038
Net Income	32,559	111,639	66,955	36,030
Cash Dividends on Common Stock	(38,000)	(90,000)	(55,000)	(8,000)
Common Stock Dividends Declared in 2004 payable in 2005	-	-	-	-
Preferred Stock Dividends Declared	-	(500)	-	-
Other	-	-	-	-
Balance - End of Period	\$ 17,437	\$ 43,271	\$ 38,966	\$ 46,068
ACCUMULATED OTHER COMPREHENSIVE INCOME:				
Balance - Beginning of Period	\$ (322)	\$ (51,765)	\$ (32,474)	\$ (42,185)
Unrealized gain on investments and derivative hedges	-	1,692	(1,845)	(355)
Minimum liability for unfunded retirement benefits	322	(5,461)	(9,171)	(10,273)
Balance - End of Period	\$ -	\$ (55,534)	\$ (43,490)	\$ (52,813)

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2004
(In thousands \$)

	FirstEnergy Facilities Services Consolidated	FirstEnergy Solutions Consolidated	FirstEnergy Nuclear Operating Co.	MARBEL Energy Corporation Consolidated
RETAINED EARNINGS:				
Balance - Beginning of Period	\$ (65,367)	\$ (79,000)	\$ (11,200)	\$ 47,179
Net Income	(35,991)	232,074	-	(31,660)
Cash Dividends on Common Stock	-	-	-	-
Common Stock Dividends Declared in 2004 payable in 2005	-	-	-	-
Preferred Stock Dividends Declared	-	-	-	-
Other	-	-	-	-
Balance - End of Period	\$ (101,358)	\$ 153,074	\$ (11,200)	\$ 15,519
ACCUMULATED OTHER COMPREHENSIVE INCOME:				
Balance - Beginning of Period	\$ -	\$ (4,960)	\$ (9,080)	\$ (10,226)
Unrealized gain on investments and derivative hedges	-	(5,561)	-	10,226
Minimum liability for unfunded retirement benefits	-	12,027	9,080	-
Balance - End of Period	\$ -	\$ 1,506	\$ -	\$ -

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2004
(In thousands \$)

	FirstEnergy Ventures Consolidated	MYR Group Inc. Consolidated	GPU Power, Inc. Consolidated	GPU Capital, Inc. Consolidated
RETAINED EARNINGS:				
Balance - Beginning of Period	\$ 12,501	\$ (4,527)	\$ (53,023)	\$ (229,384)
Net Income	(897)	(3,908)	17,678	16,711
Cash Dividends on Common Stock	-	-	-	-
Common Stock Dividends Declared in 2004 payable in 2005	-	-	-	-
Preferred Stock Dividends Declared	-	-	-	-
Other	-	-	-	-
Balance - End of Period	\$ 11,604	\$ (8,435)	\$ (35,345)	\$ (212,673)
ACCUMULATED OTHER COMPREHENSIVE INCOME:				
Balance - Beginning of Period	\$ -	\$ -	\$ -	\$ -
Unrealized gain on investments and derivative hedges	-	-	-	-
Minimum liability for unfunded retirement benefits	-	-	-	-
Balance - End of Period	\$ -	\$ -	\$ -	\$ -

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

5 of 7

**FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED
EARNINGS**

For the Year Ended December 31, 2004

(In thousands \$)

	FirstEnergy Properties, Inc.	License Holding Co.	GPU Diversified Holdings LLC Consolidated	FirstEnergy Telecom Services, Inc.
RETAINED EARNINGS:				
Balance - Beginning of Period	\$ 3,494	\$ 34	\$ (1,978)	\$ 5,160
Net Income	503	(3)	(6,563)	1,039
Cash Dividends on Common Stock	-	-	-	-
Common Stock Dividends Declared in 2004 payable in 2005	-	-	-	-
Preferred Stock Dividends Declared	-	-	-	-
Other	-	-	-	-
Balance - End of Period	\$ 3,997	\$ 31	\$ (8,541)	\$ 6,199
ACCUMULATED OTHER COMPREHENSIVE INCOME:				
Balance - Beginning of Period	\$ -	\$ -	\$ 1,151	\$ -
Unrealized gain on investments and derivative hedges	-	-	(1,151)	-
Minimum liability for unfunded retirement benefits	-	-	-	-
Balance - End of Period	\$ -	\$ -	\$ -	\$ -

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central

Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2004
(In thousands \$)

	FirstEnergy Service Co.	GPU Nuclear, Inc.	First Communications	Eliminations
RETAINED EARNINGS:				
Balance - Beginning of Period	\$ 2,595	\$ -	\$ (2,276)	\$ (845,033)
Net Income	-	-	2,620	(1,104,366)
Cash Dividends on Common Stock	-	-	-	782,000
Common Stock Dividends Declared in 2004 payable in 2005	-	-	-	-
Preferred Stock Dividends Declared	-	-	-	18,849
Other	-	-	(278)	278
Balance - End of Period	\$ 2,595	\$ -	\$ 66	\$ (1,148,272)
ACCUMULATED OTHER COMPREHENSIVE INCOME:				
Balance - Beginning of Period	\$ (65,267)	\$ -	\$ (398)	\$ 239,894
Unrealized gain on investments and derivative hedges	(12)	-	80	(14,648)
Minimum liability for unfunded retirement benefits	(98)	-	-	-
Balance - End of Period	\$ (65,377)	\$ -	\$ (318)	\$ 225,246

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports

on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

7 of 7

FIRSTENERGY CORP. CONSOLIDATING STATEMENT OF RETAINED EARNINGS
For the Year Ended December 31, 2004
(In thousands \$)

**FirstEnergy
Corp.
Consolidated**

RETAINED EARNINGS:

Balance - Beginning of Period	\$	1,604,385
Net Income		878,175
Cash Dividends on Common Stock		(490,529)
Common Stock Dividends Declared in 2004 payable in 2005		(135,168)
Preferred Stock Dividends Declared		-
Other		-
Balance - End of Period	\$	1,856,863

ACCUMULATED OTHER COMPREHENSIVE INCOME:

Balance - Beginning of Period	\$	(352,649)
Unrealized gain on investments and derivative hedges		45,793
Minimum liability for unfunded retirement benefits		(6,256)
Balance - End of Period	\$	(313,112)

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2004
(In thousands \$)

	FirstEnergy Holding Company	Ohio Edison Consolidated	Cleveland Electric Consolidated	Toledo Edison Consolidated
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Income	\$ 878,175	\$ 342,766	\$ 236,531	\$ 86,283
Adjustments to reconcile net income to net cash from operating activities--				
Provision for depreciation	-	122,413	131,854	57,948
Amortization of regulatory assets	-	411,326	196,501	123,858
Deferral of new regulatory assets	-	(100,633)	(117,466)	(38,696)
Nuclear fuel and lease amortization	-	42,811	28,239	25,034
Undistributed subsidiary earnings	(328,332)	-	-	-
Other amortization, net	-	-	(18,386)	-
Deferred purchased power and other costs	-	-	-	-
Deferred income taxes and investment tax credits, net	3,850	(44,469)	39,129	6,123
Goodwill impairment	-	-	-	-
Investment impairments	2,133	-	-	-
Deferred rents and lease market valuation liability	-	(5,170)	(56,405)	(23,121)
Accrued retirement benefit obligations	(3,745)	31,289	13,245	5,889
Accrued compensation, net	(7)	4,551	2,433	1,074
Commodity derivative transactions, net	-	-	-	-
Loss (income) from discontinued operations	-	-	-	-
Pension trust contribution	-	(72,763)	(31,718)	(12,572)
Decrease (increase) in operating assets:				
Receivables	1,317,240	209,130	38,297	10,228
Materials and supplies	-	(10,259)	(8,306)	(5,133)
Prepayments & other current assets	19,087	1,286	2,375	5,554
Increase (decrease) in operating liabilities:				
Accounts payable	(1,887,933)	(80,738)	(93,745)	(23,398)
Accrued taxes	(109)	(406,945)	(73,068)	(8,647)

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

Accrued interest	(1,075)	(6,722)	(15,770)	(9,080)
NUG power contract restructuring	-	-	-	-
Other	221	(18,066)	(51,617)	(18,438)
Net cash provided from operating activities	(495)	419,807	222,123	182,906

CASH FLOWS FROM FINANCING ACTIVITIES:

New Financing--				
Long-term debt	-	30,000	124,977	103,500
Equity contributions from parent	36,183	-	-	-
Redemptions and Repayments--				
Preferred stock	-	(750)	(1,000)	-
Long-term debt	(59,848)	(170,997)	(335,393)	(262,162)
Short-term borrowings, net	(280,000)	(4,015)	290,263	73,565
Equity payments to parent	-	-	-	-
Net controlled disbursement activity	-	-	-	-
Dividend Payments--				
Common stock	(490,529)	(421,000)	(170,000)	-
Preferred stock	-	(2,502)	(7,008)	(8,844)
Net cash provided from (used for) financing activities	(794,194)	(569,264)	(98,161)	(93,941)

CASH FLOWS FROM INVESTING ACTIVITIES:

Property additions	-	(235,022)	(121,316)	(64,629)
Proceeds from sale of assets	1,019	253	-	-
Proceeds from certificates of deposit	-	277,763	-	-
Nonutility generation trusts withdrawals (contributions)	-	-	-	-
Contributions to nuclear decommissioning trusts	-	(31,540)	(29,024)	(28,541)
Cash investments	-	28,877	9,270	10,246
Asset retirements and transfers	-	(25,094)	(18,634)	(15,430)
Loan repayments from (loans to) associated companies, net	793,134	128,054	10,418	7,284
Other	638	5,513	739	(117)
Net cash provided from (used for) investing activities	794,791	148,804	(148,547)	(91,187)

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

\$	102	\$	(653)	\$	(24,585)	\$	(2,222)
----	-----	----	-------	----	----------	----	---------

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power

& Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2004
(In thousands \$)

	American Transmission Systems, Inc.	Jersey Central Power & Light Consolidated	Metropolitan Edison Consolidated	Pennsylvania Electric Consolidated
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Income	\$ 32,559	\$ 111,639	\$ 66,955	\$ 36,030
Adjustments to reconcile net income to net cash from operating activities--				
Provision for depreciation	30,370	75,163	41,161	47,104
Amortization of regulatory assets	-	278,559	105,675	50,403
Deferral of new regulatory assets	-	-	-	-
Nuclear fuel and lease amortization	-	-	-	-
Undistributed subsidiary earnings	-	-	-	-
Other amortization, net	(1,050)	-	-	-
Deferred purchased power and other costs	-	(263,257)	(65,981)	(87,379)
Deferred income taxes and investment tax credits, net	13,626	54,887	18,495	77,375
Goodwill impairment	-	-	-	-
Investment impairments	-	-	-	-
Deferred rents and lease market valuation liability	-	-	-	-
Accrued retirement benefit obligations	629	(2,986)	(186)	5,822
Accrued compensation, net	282	1,014	584	3,226
Commodity derivative transactions, net	-	-	-	-
Loss (income) from discontinued operations	-	-	-	-
Pension trust contribution	(1,637)	(62,499)	(38,823)	(50,281)
Decrease (increase) in operating assets:				
Receivables	(7,325)	(13,360)	(65,979)	(2,591)
Materials and supplies	-	45	69	-
Prepayments & other current assets	(567)	17,870	(4,526)	(4,687)
Increase (decrease) in operating liabilities:				

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

Accounts payable	3,502	(2,887)	35,639	(13,909)
Accrued taxes	1,170	1,707	3,195	(705)
Accrued interest	-	(4,484)	(230)	(2,999)
NUG power contract restructuring	-	52,800	-	-
Other	(13,779)	18,442	(22,222)	(11,116)
Net cash provided from operating activities	57,780	262,653	73,826	46,293

CASH FLOWS FROM FINANCING ACTIVITIES:

New Financing--				
Long-term debt	-	300,000	247,606	150,000
Equity contributions from parent	-	-	-	-
Redemptions and Repayments--				
Preferred stock	-	-	-	-
Long-term debt	-	(308,872)	(196,371)	(228,670)
Short-term borrowings, net	157	17,547	14,755	162,986
Equity payments to parent	-	-	-	-
Net controlled disbursement activity	-	-	-	-
Dividend Payments--				
Common stock	(38,000)	(90,000)	(55,000)	(8,000)
Preferred stock	-	(500)	-	-
Net cash provided from (used for) financing activities	(37,843)	(81,825)	10,990	76,316

CASH FLOWS FROM INVESTING ACTIVITIES:

Property additions	(21,592)	(178,877)	(52,979)	(51,801)
Proceeds from sale of assets	-	-	-	-
Proceeds from certificates of deposit	-	-	-	-
Nonutility generation trusts withdrawals (contributions)	-	-	-	(50,614)
Contributions to nuclear decommissioning trusts	-	(2,895)	(9,483)	-
Cash investments	-	-	-	-
Asset retirements and transfers	(3,770)	-	(13,693)	(12,197)
Loan repayments from (loans to) associated companies, net	5,425	(857)	(8,863)	(7,559)
Other	-	1,692	201	(438)
Net cash provided from (used for) investing activities	(19,937)	(180,937)	(84,817)	(122,609)

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

\$ - \$ (109) \$ (1) \$ -

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2004
(In thousands \$)

	FirstEnergy Facilities Services Consolidated	FirstEnergy Solutions Consolidated	FirstEnergy Nuclear Operating Co.	MARBEL Energy Corporation Consolidated
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Income	\$ (35,991)	\$ 232,074	\$ -	\$ (31,660)
Adjustments to reconcile net income to net cash from operating activities--				
Provision for depreciation	4,645	28,799	-	1,136
Amortization of regulatory assets	-	-	-	-
Deferral of new regulatory assets	-	-	-	-
Nuclear fuel and lease amortization	-	-	-	-
Undistributed subsidiary earnings	-	-	-	-
Other amortization, net	-	-	-	-
Deferred purchased power and other costs	-	-	-	-
Deferred income taxes and investment tax credits, net	(10,014)	53,942	14,413	(26,314)
Goodwill impairment	36,471	-	-	-
Investment impairments	10,969	-	-	-
Deferred rents and lease market valuation liability	-	-	-	-
Accrued retirement benefit obligations	-	23,471	35,867	-
Accrued compensation, net	-	12,228	27,518	-
Commodity derivative transactions, net	-	(48,840)	-	-
Loss (income) from discontinued operations	-	(4,396)	-	-
Pension trust contribution	-	(61,502)	(76,572)	-
Decrease (increase) in operating assets:				
Receivables	(21,509)	200,369	(42,812)	155
Materials and supplies	561	(9,077)	-	-
Prepayments & other current assets	(2,704)	2,202	841	-
Increase (decrease) in operating liabilities:				
Accounts payable	10,534	(93,428)	(54,952)	(9,370)
Accrued taxes	(1,130)	53,053	(9,465)	2,751
Accrued interest	-	(1,311)	-	-

NUG power contract restructuring	-	-	-	-
Other	4,022	3,066	(6,679)	(5,786)
Net cash provided from operating activities	(4,146)	390,650	(111,841)	(69,088)
CASH FLOWS FROM FINANCING ACTIVITIES:				
New Financing--				
Long-term debt	234	-	-	-
Equity contributions from parent	-	-	-	-
Redemptions and Repayments--				
Preferred stock	-	-	-	-
Long-term debt	(648)	-	-	-
Short-term borrowings, net	703	(103,700)	58,559	-
Equity payments to parent	-	(201,896)	-	-
Net controlled disbursement activity	-	-	-	-
Dividend Payments--				
Common stock	-	-	-	-
Preferred stock	-	-	-	-
Net cash provided from (used for) financing activities	289	(305,596)	58,559	-
CASH FLOWS FROM INVESTING ACTIVITIES:				
Property additions	(2,861)	(91,880)	(673)	-
Proceeds from sale of assets	-	-	-	200,000
Proceeds from certificates of deposit	-	-	-	-
Nonutility generation trusts withdrawals (contributions)	-	-	-	-
Contributions to nuclear decommissioning trusts	-	-	-	-
Cash investments	-	-	-	-
Asset retirements and transfers	773	(2,272)	-	-
Loan repayments from (loans to) associated companies, net	-	-	53,955	(118,575)
Other	940	15,633	-	(21,119)
Net cash provided from (used for) investing activities	(1,148)	(78,519)	53,282	60,306
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS				
	\$ (5,005)	\$ 6,535	\$ -	\$ (8,782)

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on

Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

85

FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2004
(In thousands \$)

	FirstEnergy Ventures Consolidated	MYR Group Inc. Consolidated	GPU Capital, Inc. Consolidated	GPU Power, Inc. Consolidated
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Income	\$ (897)	\$ (3,908)	\$ 16,711	\$ 17,678
Adjustments to reconcile net income to net cash from operating activities--				
Provision for depreciation	10,198	1,074	(814)	-
Amortization of regulatory assets	-	-	-	-
Deferral of new regulatory assets	-	-	-	-
Nuclear fuel and lease amortization	-	-	-	-
Undistributed subsidiary earnings	-	-	-	-
Other amortization, net	-	-	-	-
Deferred purchased power and other costs	-	-	-	-
Deferred income taxes and investment tax credits, net	4,189	-	-	-
Goodwill impairment	-	-	-	-
Investment impairments	-	-	-	-
Deferred rents and lease market valuation liability	-	-	-	-
Accrued retirement benefit obligations	-	-	-	-
Accrued compensation, net	-	(4,264)	-	-
Commodity derivative transactions, net	-	-	-	-
Loss (income) from discontinued operations	-	-	-	-
Pension trust contribution	-	-	-	-
Decrease (increase) in operating assets:				
Receivables	30,836	22,525	1,255,998	15,051
Materials and supplies	(14)	-	-	-
Prepayments & other current assets	572	(6,970)	-	4
Increase (decrease) in operating liabilities:				
Accounts payable	2,507	(1,523)	(104,715)	(251)
Accrued taxes	(5,038)	-	(6,611)	7,512
Accrued interest	(63)	-	-	-

NUG power contract restructuring	-	-	-	-
Other	(4,354)	(388)	18,988	(12,272)
Net cash provided from operating activities	37,936	6,546	1,179,557	27,722
CASH FLOWS FROM FINANCING ACTIVITIES:				
New Financing--				
Long-term debt	-	-	-	-
Equity contributions from parent	-	-	-	5,329
Redemptions and Repayments--				
Preferred stock	-	-	-	-
Long-term debt	(3,299)	-	-	-
Short-term borrowings, net	(6,859)	-	(786,392)	-
Equity payments to parent	(4,000)	-	-	-
Net controlled disbursement activity	-	-	-	-
Dividend Payments--				
Common stock	-	-	-	-
Preferred stock	-	-	-	-
Net cash provided from (used for) financing activities	(14,158)	-	(786,392)	5,329
CASH FLOWS FROM INVESTING ACTIVITIES:				
Property additions	(233)	(4,127)	-	-
Proceeds from sale of assets	-	1,149	8,914	2,533
Proceeds from certificates of deposit	-	-	-	-
Nonutility generation trusts withdrawals (contributions)	-	-	-	-
Contributions to nuclear decommissioning trusts	-	-	-	-
Cash investments	-	-	-	-
Asset retirements and transfers	(8)	614	-	-
Loan repayments from (loans to) associated companies, net	(17,111)	(1,178)	(400,590)	(36,255)
Other	(11,609)	-	-	-
Net cash provided from (used for) investing activities	(28,961)	(3,542)	(391,676)	(33,722)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS				
	\$ (5,183)	\$ 3,004	\$ 1,489	\$ (671)

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on

Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2004
(In thousands \$)

	FirstEnergy Properties, Inc.	License Holding Co.	GPU Diversified Holdings LLC Consolidated	FirstEnergy Telecom Services, Inc.
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Income	\$ 503	\$ (3)	\$ (6,563)	\$ 1,039
Adjustments to reconcile net income to net cash from operating activities--				
Provision for depreciation	263	-	-	1,900
Amortization of regulatory assets	-	-	-	-
Deferral of new regulatory assets	-	-	-	-
Nuclear fuel and lease amortization	-	-	-	-
Undistributed subsidiary earnings	-	-	-	-
Other amortization, net	-	-	-	-
Deferred purchased power and other costs	-	-	-	-
Deferred income taxes and investment tax credits, net	173	(1)	-	3,301
Goodwill impairment	-	-	-	-
Investment impairments	-	-	4,795	-
Deferred rents and lease market valuation liability	-	-	-	-
Accrued retirement benefit obligations	-	-	-	-
Accrued compensation, net	-	-	-	-
Commodity derivative transactions, net	-	-	-	-
Loss (income) from discontinued operations	-	-	-	-
Pension trust contribution	-	-	-	-
Decrease (increase) in operating assets:				
Receivables	(289)	-	(1,465)	10,383
Materials and supplies	-	-	-	(5)
Prepayments & other current assets	(513)	-	-	31
Increase (decrease) in operating liabilities:				
Accounts payable	2	-	(66)	86
Accrued taxes	(114)	(1)	(117)	(1,105)

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

Accrued interest	-	-	-	36
NUG power contract restructuring	-	-	-	-
Other	24	-	3,866	(1,218)
Net cash provided from operating activities	49	(5)	450	14,448

CASH FLOWS FROM FINANCING ACTIVITIES:

New Financing--				
Long-term debt	-	-	-	-
Equity contributions from parent	-	-	-	-
Redemptions and Repayments--				
Preferred stock	-	-	-	-
Long-term debt	(257)	-	-	-
Short-term borrowings, net	-	-	-	(15,053)
Equity payments to parent	-	-	-	-
Net controlled disbursement activity	-	-	-	-
Dividend Payments--				
Common stock	-	-	-	-
Preferred stock	-	-	-	-
Net cash provided from (used for) financing activities	(257)	-	-	(15,053)

CASH FLOWS FROM INVESTING ACTIVITIES:

Property additions	-	-	-	1,027
Proceeds from sale of assets	260	-	390	-
Proceeds from certificates of deposit	-	-	-	-
Nonutility generation trusts withdrawals (contributions)	-	-	-	-
Contributions to nuclear decommissioning trusts	-	-	-	-
Cash investments	-	-	-	904
Asset retirements and transfers	-	-	-	(1,326)
Loan repayments from (loans to) associated companies, net	(236)	5	2,693	-
Other	184	-	(3,533)	-
Net cash provided from (used for) investing activities	208	5	(450)	605

NET INCREASE (DECREASE) IN

CASH AND CASH EQUIVALENTS	\$	-	\$	-	\$	-	\$	-
----------------------------------	----	---	----	---	----	---	----	---

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on

Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2004
(In thousands \$)

	FirstEnergy Service Co.	GPU Nuclear, Inc.	FIRST Communications	Eliminations
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Income	\$ -	\$ -	\$ 2,620	\$ (1,104,366)
Adjustments to reconcile net income to net cash from operating activities--				
Provision for depreciation	34,736	-	-	1,702
Amortization of regulatory assets	-	-	-	1
Deferral of new regulatory assets	-	-	-	-
Nuclear fuel and lease amortization	-	-	-	-
Undistributed subsidiary earnings	-	-	-	328,332
Other amortization, net	-	-	-	-
Deferred purchased power and other costs	-	-	-	-
Deferred income taxes and investment tax credits, net	49,811	(250)	-	(3)
Goodwill impairment	-	-	-	-
Investment impairments	-	-	-	-
Deferred rents and lease market valuation liability	-	-	-	-
Accrued retirement benefit obligations	28,447	-	-	-
Accrued compensation, net	(30,237)	-	(5)	-
Commodity derivative transactions, net	-	-	-	-
Loss (income) from discontinued operations	-	-	-	-
Pension trust contribution	(91,633)	-	-	-
Decrease (increase) in operating assets:				
Receivables	1,012,682	6,554	(1,234)	(3,818,831)
Materials and supplies	(4,634)	-	-	2
Prepayments & other current assets	17,189	(18)	(17)	1
Increase (decrease) in operating liabilities:				
Accounts payable	(1,456,242)	(160)	61	3,660,039
Accrued taxes	123,702	(167)	(14)	305,135
Accrued interest	(12)	56	-	(2)

NUG power contract restructuring	-	-	-	-
Other	(11,349)	(1,029)	78	88,734
Net cash provided from operating activities	(327,540)	4,986	1,489	(539,256)

CASH FLOWS FROM FINANCING ACTIVITIES:

New Financing--				
Long-term debt	59,654	-	-	(54,497)
Equity contributions from parent	108,277	-	-	(149,789)
Redemptions and Repayments--				
Preferred stock	-	-	-	-
Long-term debt	-	-	(407)	(5,156)
Short-term borrowings, net	(142,697)	(2,863)	-	371,993
Equity payments to parent	-	-	-	205,896
Net controlled disbursement activity	(2,740)	-	-	-
Dividend Payments--				
Common stock	-	-	-	782,000
Preferred stock	-	-	-	18,854
Net cash provided from (used for) financing activities	22,494	(2,863)	(407)	1,169,301

CASH FLOWS FROM INVESTING ACTIVITIES:

Property additions	(21,258)	-	-	-
Proceeds from sale of assets	-	-	-	-
Proceeds from certificates of deposit	-	-	-	-
Nonutility generation trusts withdrawals (contributions)	-	-	-	-
Contributions to nuclear decommissioning trusts	-	-	-	-
Cash investments	(11,935)	-	-	(10,280)
Asset retirements and transfers	100,176	-	374	-
Loan repayments from (loans to) associated companies, net	212,144	(2,123)	-	(619,765)
Other	(490)	-	-	-
Net cash provided from (used for) investing activities	278,637	(2,123)	374	(630,045)

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

\$ (26,409) \$ - \$ 1,456 \$ -

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on

Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

FIRSTENERGY CORP. CONSOLIDATING STATEMENTS OF CASH FLOWS
For the Year Ended December 31, 2004
(In thousands \$)

**FirstEnergy
Corp.
Consolidated**

CASH FLOWS FROM OPERATING ACTIVITIES:

Net Income	\$ 878,175
Adjustments to reconcile net income to net cash from operating activities--	
Provision for depreciation	589,652
Amortization of regulatory assets	1,166,323
Deferral of new regulatory assets	(256,795)
Nuclear fuel and lease amortization	96,084
Undistributed subsidiary earnings	-
Other amortization, net	(19,436)
Deferred purchased power and other costs	(416,617)
Deferred income taxes and investment tax credits, net	258,263
Goodwill impairment	36,471
Investment impairments	17,897
Deferred rents and lease market valuation liability	(84,696)
Accrued retirement benefit obligations	137,742
Accrued compensation, net	18,397
Commodity derivative transactions, net	(48,840)
Loss (income) from discontinued operations	(4,396)
Pension trust contribution	(500,000)
Decrease (increase) in operating assets:	
Receivables	154,053
Materials and supplies	(36,751)
Prepayments & other current assets	47,010
Increase (decrease) in operating liabilities:	-
Accounts payable	(110,947)
Accrued taxes	(15,011)
Accrued interest	(41,656)
NUG power contract restructuring	52,800
Other	(40,872)
Net cash provided from operating activities	1,876,850

CASH FLOWS FROM FINANCING ACTIVITIES:

New Financing--	
Long-term debt	961,474
Equity contributions from parent	-
Redemptions and Repayments--	
Preferred stock	(1,750)
Long-term debt	(1,572,080)
Short-term borrowings, net	(351,051)
Equity payments to parent	-
Net controlled disbursement activity	(2,740)
Dividend Payments--	

Common stock	(490,529)
Preferred stock	-
Net cash provided from (used for) financing activities	(1,456,676)

CASH FLOWS FROM INVESTING ACTIVITIES:

Property additions	(846,221)
Proceeds from sale of assets	214,518
Proceeds from certificates of deposit	277,763
Nonutility generation trusts withdrawals (contributions)	(50,614)
Contributions to nuclear decommissioning trusts	(101,483)
Cash investments	27,082
Asset retirements and transfers	9,513
Loan repayments from (loans to) associated companies, net	-
Other	(11,766)
Net cash provided from (used for) investing activities	(481,208)

NET INCREASE (DECREASE) IN

CASH AND CASH EQUIVALENTS	\$	(61,034)
----------------------------------	----	----------

The notes to the consolidated financial statements of FirstEnergy, Ohio Edison, Cleveland Electric, Toledo Edison, Jersey Central Power & Light, Metropolitan Edison and Pennsylvania Electric, which are incorporated by reference from the respective annual reports on Form 10-K for the year ended December 31, 2004, are an integral part of the consolidating financial statements.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

A. Annual Reports

The following documents are incorporated by reference:

- A-1 FirstEnergy Corp. - Annual Report on Form 10-K for 2004 (File No. 333-21011)
Ohio Edison Company - Annual Report on Form 10-K for 2004 (File No. 1-2578)
The Cleveland Electric Illuminating Company - Annual Report on Form 10-K for 2004 (File No. 1-2323)
The Toledo Edison Company - Annual Report on Form 10-K for 2004 (File No. 1-3583)
Pennsylvania Power Company - Annual Report on Form 10-K for 2004 (File No. 1-3491)
Jersey Central Power & Light Company - Annual Report on Form 10-K for 2004 (File No. 1-3141)
Metropolitan Edison Company - Annual Report on Form 10-K for 2004 (File No.1-446)
Pennsylvania Electric Company - Annual Report on Form 10-K for 2004 (File No.1-3522)

B. Certificates of Incorporation, Articles of Incorporation, By-Laws, Partnership Agreements and Other Organizational Documents

FirstEnergy Corp (FirstEnergy)

- B-1 Articles of Incorporation constituting FirstEnergy Corp.'s Articles of Incorporation, dated September 17, 1996. (September 17, 1996 Form 8-K, Exhibit C)
- B-2 Amended Articles of Incorporation of FirstEnergy Corp -incorporated by reference to Exhibit (3)-1(a) to FirstEnergy's Annual Report on Form 10-K for 2004. (File No. 333-21011)
- B-3 Regulations of FirstEnergy Corp. (September 17, 1996 Form 8-K, Exhibit D)
- B-4 FirstEnergy Corp. Amended Code of Regulations - incorporated by reference to Exhibit (3)-2(a) to FirstEnergy's Annual Report on Form 10-K for 2004. (File No. 333-21011)
- B-5 Incorporated by reference to Exhibit B to FirstEnergy's Form U5B for the year 2004, File No. 030-00039.

American Transmissions Systems, Inc.(ATSI)

Centerior Service Company

FE Acquisition Corp.

First Communications, LLC

FE Holdings, LLC

FELHC, Inc.

FirstEnergy Facilities Services Group, LLC (FEFSG)

FirstEnergy Nuclear Operating Company

FirstEnergy Properties, Inc.

FirstEnergy Securities Transfer Company

FirstEnergy Service Company

FirstEnergy Solutions Corp. (FES)

FirstEnergy Ventures Corp.

MARBEL Energy Corporation

PowerSpan Corp.
UMICO Holdings, Inc.

90

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy Telecom Services, Inc., GPU Nuclear (GPUN) and GPU Diversified Holdings

- B-6 Certificate of Incorporation of GPUN, dated as of September 5, 1980 - incorporated by reference to Exhibit A-1 to Application on Form U-1, File No. 70-6443.
- B-7 Certificate of Amendment to the Certificate of Incorporation of GPUN dated August 1, 1996 - incorporated by reference to Exhibit B-7 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-8 Amended By-Laws of GPUN, dated as of April 29, 1993 - incorporated by reference to Exhibit 3-A to GPU, Inc.'s Annual Report on Form 10K for 1993, File No.1-6047.
- B-9 Articles of Incorporation of Saxton Nuclear Experimental Corporation (Saxton) dated as of March 29, 1974 - incorporated by reference to Exhibit B-12 to GPU, Inc.'s Annual Report on Form U5S for the year 1988, File No. 30-126.
- B-10 Amended By-Laws of Saxton, dated as of March 30, 1984 - incorporated by reference to Exhibit A-1(e) to Application on Form U-1, File No. 70-7398.
- B-11 Amendment to Section 37 of the By-Laws of Saxton, dated as of August 27, 1987 - incorporated by reference to Exhibit A-2(b), Certificate Pursuant to Rule 24, File No. 70-7398.
- B-12 Certificate of Incorporation of FirstEnergy Telecom Services, Inc., formerly known as GPU Telecom Services, Inc., dated as of September 13, 1996 - incorporated by reference to Exhibit B-18 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-13 By-Laws of FirstEnergy Telecom Services, Inc., formerly known as GPU Telecom Services, Inc., dated as of March 6, 1997 - incorporated by reference to Exhibit B-19 to GPU, Inc.'s Annual Report on Form U5S for the year 1997, File No. 30-126.
- B-14 Certificate of Amendment of Certificate of Incorporation dated January 15, 2004, attached as Exhibit B-14.
- B-15 Certificate of Formation of GPU Diversified Holdings, LLC dated August 3, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-16 Limited Liability Company Agreement of GPU Diversified Holdings LLC dated December 12, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-17 Certificate of Incorporation of GPU Enertech Holdings, Inc. dated February 22, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-18 By-Laws of GPU Enertech Holdings, Inc. dated February 22, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- B-19 Amended Articles of Incorporation, Effective June 21, 1994, constituting OE's Articles of Incorporation. (1994 Form 10-K, Exhibit 3-1.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Ohio Edison Company (OE)

B-20 Amendment to Articles of Incorporation, effective November 12, 1999 - incorporated by reference to Exhibit (A) 3-2 to Ohio Edison Annual Report on Form 10-K for 2004, File No. 1-3491

B-21 Amended and Restated Code of Regulations, amended March 15, 2002 - incorporated by reference to Exhibit 3-2 to OE's Annual Report on Form 10-K for 2001, File No. 1-2578.

Pennsylvania Power Company (Penn)

B-22 Amended and Restated Articles of Incorporation, as amended March 15, 2002 - incorporated by reference to Exhibit 3-1 to Penn's Annual Report on Form 10-K for 2001, File No. 1-3491.

B-23 Amended and Restated By-Laws of Penn, as amended March 15, 2002 - incorporated by reference to Exhibit 3-2 to Penn's Annual Report on Form 10-K for 2001, File No. 1-3491.

The Cleveland Electric Illuminating Company (CEI)

B-24 Amended Articles of Incorporation of CEI, as amended, effective May 28, 1993 (Exhibit 3a, 1993 Form 10-K, File No. 1-2323).

B-25 Regulations of CEI, dated April 29, 1981, as amended effective October 1, 1988 and April 24, 1990 (Exhibit 3B, 1990 Form 10—K, File No. 1-2323).

B-26 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3c to CEI's Annual Report on Form 10-K for 2001, File No. 1-2323.

The Toledo Edison Company (TE)

B-27 Amended Articles of Incorporation of TE, as amended effective October 2, 1992 (Exhibit 3a, 1992 Form 10-K, File No. 1-3583).

B-28 Amended and Restated Code of Regulations, dated March 15, 2002 - incorporated by reference to Exhibit 3b to TE's Annual Report on Form 10-K for 2001, File No. 1-3583.

JCP&L

B-29 Restated Certificate of Incorporation of JCP&L, dated as of May 26, 1982 - incorporated by reference to Exhibit 3-A to JCP&L's Annual Report on Form 10-K for 1990, File No. 1-3141.

B-30 Certificate of Amendment to Restated Certificate of Incorporation of JCP&L, dated as of June 19, 1992 - incorporated by reference to Exhibit A-2(a), Certificate Pursuant to Rule 24, File No. 70-7949.

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

B-31 Certificate of Amendment to Restated Certificate of Incorporation of JCP&L, dated as of June 19, 1992 - incorporated by reference to Exhibit A-2(a)(i), Certificate Pursuant to Rule 24, File No. 70-7949.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

B-32 Amended By-Laws of JCP&L, dated as of May 25, 1993 - incorporated by reference to Exhibit 3-B to JCP&L's Annual Report on Form 10-K for 1993, File No. 1-3141.

B-33 Certificate of Formation of JCP&L Transition Funding LLC dated February 24, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

B-34 Limited Liability Company Agreement for JCP&L Transition Funding LLC dated February 24, 2000 - incorporated by reference to Exhibit B-20 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.

Met-Ed

B-35 Articles of Incorporation of York Haven Power Company, dated as of December 18, 1967 - incorporated by reference to Exhibit B-15 to GPU, Inc.'s Annual Report on Form U5S for the year 1988, File No. 30-126.

B-36 Amended By-Laws of York Haven Power Company, dated as of January 1, 1985 - incorporated by reference to Exhibit A-1(d), Application on Form U-1, File No. 70-7398.

B-37 Amendment to Section 29 of the By-Laws of York Haven Power Company, dated as of September 8, 1987 - incorporated by reference to Exhibit A-2(a), Certificate Pursuant to Rule 24, File No. 70-7398.

B-38 Certificate of Incorporation of Met-Ed Preferred Capital II, Inc., dated as of September 1, 1998- incorporated by reference to Exhibit 3-C, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01 and 333-62967-02.

B-39 By-Laws of Met-Ed Preferred Capital II, Inc., dated as of September 1, 1998- incorporated by reference to Exhibit 3-D, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01 and 333-62967-02.

B-40 Certificate of Limited Partnership of Met-Ed Capital II, L.P., dated as of September 1, 1998-incorporated by reference to Exhibit 3E, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01 and 333-62967-02.

B-41 Certificate of Business Trust Registration of Met-Ed Capital Trust, dated as of September 1, 1998- incorporated by reference to Exhibit 4-K, Registration Statement on Form S-3, SEC Registration Nos. 333-62967, 333-62967-01, and 333-62967-02.

B-42 Restated Articles of Incorporation of Met-Ed dated March 8, 1999 - incorporated by reference to Exhibit 3-E of Met-Ed's Annual Report on Form 10-K for the year 1999, File No. 1-446.

B-43 Payment and Guarantee Agreement of Met-Ed, dated May 28, 1999 - incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, File No. 70-9329.

B-44 Amended By-Laws of Met-Ed as of May 16, 2000 - incorporated by reference to Exhibit 3-F of Met-Ed's Annual Report on Form 10-K for the year 2000, File No. 2-27099.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penelec

- B-45 Articles of Incorporation of Nineveh Water Company (formerly Penelec Water Company), dated as of May 22, 1920 - incorporated by reference to Exhibit B-36 to GPU, Inc.'s Annual Report on Form U5S for the year 1988, File No. 30-126.
- B-46 By-Laws of Nineveh Water Company, dated as of May 22, 1920 - incorporated by reference to Exhibit A-1(c), Application on Form U-1, File No. 70-7398.
- B-47 Amendment to Article V, Section 6 of the By-Laws of Nineveh Water Company, dated as of August 27, 1987 - incorporated by reference to Exhibit A-1 (c), Certificate Pursuant to Rule 24, File No. 70-7398.
- B-48 Certificate of Incorporation of Penelec Preferred Capital II, Inc., dated as of August 20, 1998- incorporated by reference to Exhibit 3-C, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.
- B-49 By-Laws of Penelec Preferred Capital II, Inc., dated as of August 20, 1998- incorporated by reference to Exhibit 3-D, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.
- B-50 Certificate of Limited Partnership of Penelec Capital II, L.P., dated as of August 20, 1998- incorporated by reference to Exhibit 3-E, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.
- B-51 Certificate of Business Trust Registration of Penelec Capital Trust, dated as of August 20, 1998- incorporated by reference to Exhibit 4-J, Registration Statement on Form S-3, SEC Registration Nos. 333-62295, 333-62295-01 and 333-62295-02.
- B-52 Restated Articles of Incorporation of Penelec dated March 8, 1999 - incorporated by reference to Exhibit 3-G of Penelec's Annual Report on Form 10-K for the year 1999, File No. 1-3522.
- B-53 Amended By-Laws of Penelec, dated as of May 16, 2000 - incorporated by reference to Exhibit 3-H of Penelec's Annual Report on Form 10-K for the year 2000, File No. 1-3522.

GPU Capital & GPU Power

- B-54 Certificate of Incorporation of EI Power, Inc., dated as of March 15, 1994 - incorporated by reference to Exhibit B-41 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-55 Certificate of Amendment of Certificate of Incorporation of EI Power, Inc., dated as of August 1, 1996 to change the name of the company to GPU Power, Inc. - incorporated by reference to Exhibit B-77 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, Form No. 30-126.
- B-56 Certificate of Incorporation of EI Energy, Inc., dated as of October 18, 1995 - incorporated by reference to Exhibit B-89 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

B-57 Certificate of Amendment of Certificate of Incorporation of EI Energy, Inc., dated as of August 1, 1996 to change the name of the company to GPU Electric, Inc. - incorporated by reference to Exhibit B-98 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Capital & GPU Power

- B-58 Certificate of Incorporation of EI UK Holdings, Inc., dated as of April 30, 1996 - incorporated by reference to Exhibit B-103 to GPU, Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-59 By-Laws of EI Power, Inc. (subsequently renamed GPU Power, Inc.), dated as of May 2, 1994 - incorporated by reference to Exhibit B-89 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-60 By-Laws of EI Energy, Inc. (subsequently renamed GPU Electric, Inc.), dated as of October 20, 1995 - incorporated by reference to Exhibit B-130 to GPU, Inc.'s Annual Report on Form U5S for the year 1995, File No. 30-126.
- B-61 By-Laws of EI UK Holdings, Inc., adopted as of April 30, 1996 - incorporated by reference to Exhibit B-150 to GPU Inc.'s Annual Report on Form U5S for the year 1996, File No. 30-126.
- B-62 Memorandum of Association of 2322120 Nova Scotia Limited, dated as of December 22, 1993 - incorporated by reference to Exhibit B-35 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-63 Certificate of Amendment of the Memorandum of Association of 2322120 Nova Scotia Limited, dated as of February 17, 1994 to change the name of the company to EI Services Canada Limited - incorporated by reference to Exhibit B-36 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-64 Memorandum of Association of 2322133 Nova Scotia Limited, dated as of December 22, 1993 - incorporated by reference to Exhibit B-31 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-65 Certificate of Amendment of the Memorandum of Association of 2322133 Nova Scotia Limited, dated as of February 17, 1994 to change the name of the company to EI Canada Holding Limited - incorporated by reference to Exhibit B-32 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-66 Articles of Association of 2322133 Nova Scotia Limited (subsequently renamed EI Canada Holding Limited), adopted as of December 22, 1993 - incorporated by reference to Exhibit B-83 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-67 Articles of Association of 2322120 Nova Scotia Limited (subsequently renamed EI Services Canada Limited), adopted as of December 22, 1993 - incorporated by reference to Exhibit B-85 to GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- B-68 Certificate of Incorporation of GPU Capital, Inc., dated October 8, 1998 - incorporated by reference to Exhibit B-198 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-69 By-Laws of GPU Capital, Inc. adopted as of October 8, 1998 - incorporated by reference to Exhibit B-199 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- B-70

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

Certificate of Incorporation of GPU Solar, Inc., dated November 5, 1997 - incorporated by reference to Exhibit B-213 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

GPU Capital & GPU Power

B-71 By-Laws of GPU Solar, Inc., adopted as of November 5, 1997 - incorporated by reference to Exhibit B-214 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

B-72 Certificate of Merger of GPU Solar, L.L.C. and GPU Solar, Inc., dated January 7, 1997 - incorporated by reference to Exhibit B-215 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.

B-73 Articles of Association of GPU Argentina Services S.R.L., dated January 15, 1999 - incorporated by reference to Exhibit B-207 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126

MYR Group

B-74 Restated Certificate of Incorporation of The L.E. Myers Company as of April 29, 1982 - incorporated by reference to Exhibit B-168 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-75 By-Laws of the L.E. Myers Company as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-169 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-76 Certificate of Incorporation of MYRcom, Inc. dated April 20, 1999 - incorporated by reference to Exhibit B-170 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-77 By-Laws of MYRcom, Inc. dated as of April 20, 1999 - incorporated by reference to Exhibit B-173 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-78 Articles of Incorporation of Sturgeon Electric Company, Inc. dated August 20, 1974 - incorporated by reference to Exhibit B-174 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-79 Certificate of Merger of Sturgeon Electric Company, Inc., a Colorado Corporation into Sturgeon Electric Company, Inc. a Michigan Corporation dated August 30, 1974 - incorporated by reference to Exhibit B-175 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-80 Agreement and Plan of Merger - Sturgeon Electric Company, Inc., a Colorado Corporation into Sturgeon Electric Company, Inc., a Michigan Corporation dated August 30, 1974 - incorporated by reference to Exhibit B-176 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-81 Certificate of Merger of Harsub, Inc. into Sturgeon Electric Company, Inc. dated September 26, 1974 - incorporated by reference to Exhibit B-177 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-82 Plan of Merger of Sturgeon Electric Company, Inc. and Harsub, Inc. dated September 4, 1974 - incorporated by reference to Exhibit B-178 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-83 By-Laws of Sturgeon Electric Company, Inc. as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-179 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

MYR Group

- B-84 Certificate of Incorporation of MYRpower, Inc. dated April 18, 2000 - incorporated by reference to Exhibit B-180 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-85 By-Laws of MYRpower, Inc. dated April 19, 2000 - incorporated by reference to Exhibit B-183 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-86 Articles of Incorporation of Harlan Electric Company dated December 26, 1940 - incorporated by reference to Exhibit B-184 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-87 By-Laws of Harlan Electric Company as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-185 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-88 Articles of Incorporation of ComTel Technology, Inc. dated March 23, 1983 - incorporated by reference to Exhibit B-186 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-89 By-Laws of ComTel Technology dated March 23, 1983 - incorporated by reference to Exhibit B-187 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-90 Articles of Incorporation of Power Piping Company dated October 31, 1963 - incorporated by reference to Exhibit B-188 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-91 By-Laws of Power Piping Company as Amended and Restated on May 15, 1996 - incorporated by reference to Exhibit B-189 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-92 Restated Certificate of Incorporation of MYR Group Inc. dated December 14, 1995 - incorporated by reference to Exhibit B-192 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-93 Certificate of Amendment of Amended and Restated Certificate of Incorporation of MYR Group Inc. dated May 23, 1996 - incorporated by reference to Exhibit B-193 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-94 Certificate of Amendment of Amended and Restated Certificate of Incorporation of MYR Group Inc. dated May 10, 1999 - incorporated by reference to Exhibit B-194 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-95 Certificate of Ownership and Merger Merging GPX Acquisition Corporation With and Into MYR Group Inc. dated April 26, 2000 - incorporated by reference to Exhibit B-195 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-96 Amended and Restated Certificate of Incorporation of MYR Group Inc. - incorporated by reference to Exhibit B-196 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.
- B-97 By-Laws of MYR Group Inc. - incorporated by reference to Exhibit B-197 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

MYR Group

B-98 Articles of Amendment to the Articles of Incorporation of Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc.) dated June 28, 1977 - incorporated by reference to Exhibit B-198 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-99 Articles of Incorporation of Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc) dated June 15, 1977 - incorporated by reference to Exhibit B-199 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-100 Articles of Amendment to the Articles of Incorporation of Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc.) dated November 13, 1980 - incorporated by reference to Exhibit B-200 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-101 By-Laws of the Alvarado-Martinez Construction Management Corporation (Great Southwestern Construction, Inc.) - incorporated by reference to Exhibit B-201 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-102 Articles of Incorporation of Hawkeye Construction, Inc. dated September 5, 1984 - incorporated by reference to Exhibit B-202 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

B-103 By-Laws of Hawkeye Construction, Inc. dated September 5, 1984 - incorporated by reference to Exhibit B-203 to GPU, Inc.'s Annual Report on Form U5S for the year 2000, File No. 001-06047.

C. Instruments Defining the Rights of Security Holders, including Indentures, Outstanding and Uncompleted Contracts or Agreements

FirstEnergy

C-1 Rights Agreement, dated December 1, 1997 - incorporated by reference to Exhibit 4.1, Form 8-K.

C-2 FirstEnergy Corp. to The Bank of New York, Supplemental Indenture, dated November 7, 2001 - incorporated by reference to Exhibit 4-2 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

C-3 FirstEnergy Corp. Executive and Director Incentive Compensation Plan, revised November 15, 1999 - incorporated by reference to Exhibit 10-1 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

C-4 Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, revised November 15, 1999 - incorporated by reference to Exhibit 10-2 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

C-5 Employment, severance and change of control agreement between FirstEnergy Corp. and executive officers - incorporated by reference to Exhibit 10-3 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

C-6 FirstEnergy Corp. Supplemental Executive Retirement Plan, amended January 1, 1999 - incorporated by reference to Exhibit 10-4 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

- C-7 FirstEnergy Corp. Executive Incentive Compensation Plan -incorporated by reference to Exhibit 10-5 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.
- C-8 Restricted stock agreement between FirstEnergy Corp. and A. J. Alexander - incorporated by reference to Exhibit 10-6 to FirstEnergy's Annual Report on Form 10-K for 1999, File No. 333-21011.
- C-9 FirstEnergy Corp. Executive and Director Incentive Compensation Plan - incorporated by reference to Exhibit 10-1 to FirstEnergy's Annual Report on Form 10-K for 1998, File No. 333-21011.
- C-10 Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, amended February 15, 1999 - incorporated by reference to Exhibit 10-2 to FirstEnergy's Annual Report on Form 10-K for 1998, File No. 333-21011.
- C-11 Restricted stock agreement between FirstEnergy Corp. and A. J. Alexander - incorporated by reference to Exhibit 10-9 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-12 Restricted stock agreement between FirstEnergy Corp. and H. P. Burg - incorporated by reference to Exhibit 10-10 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-13 Stock option agreement between FirstEnergy Corp. and officers dated November 22, 2000 - incorporated by reference to Exhibit 10-11 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-14 Stock option agreement between FirstEnergy Corp. and officers dated March 1, 2000 - incorporated by reference to Exhibit 10-12 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-15 Stock option agreement between FirstEnergy Corp. and director dated January 1, 2000 - incorporated by reference to Exhibit 10-13 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-16 Stock option agreement between FirstEnergy Corp. and two directors dated January 1, 2001 - incorporated by reference to Exhibit 10-14 to FirstEnergy's Annual Report on Form 10-K for 2000, File No. 333-21011.
- C-17 Executive and Director Incentive Compensation Plan dated May 15, 2001 - incorporated by reference to Exhibit 10-15 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-18 Amended FirstEnergy Corp. Deferred Compensation Plan for Directors, revised September 18, 2000 - incorporated by reference to Exhibit 10-16 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-19 Stock Option Agreements between FirstEnergy Corp. and Officers dated May 16, 2001 - incorporated by reference to Exhibit 10-17 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-20 Restricted Stock Agreements between FirstEnergy Corp. and Officers dated February 20, 2002 - incorporated by reference to Exhibit 10-18 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

- C-21 Stock Option Agreements between FirstEnergy Corp. and One Director dated January 1, 2002 - incorporated by reference to Exhibit 10-19 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-22 FirstEnergy Corp. Executive Deferred Compensation Plan - incorporated by reference to Exhibit 10-20 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-23 Executive Incentive Compensation Plan-Tier 2 - incorporated by reference to Exhibit 10-21 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-24 Executive Incentive Compensation Plan-Tier 3 - incorporated by reference to Exhibit 10-22 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-25 Executive Incentive Compensation Plan-Tier 4 - incorporated by reference to Exhibit 10-23 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-26 Executive Incentive Compensation Plan-Tier 5 - incorporated by reference to Exhibit 10-24 to FirstEnergy's Annual Report on Form 10-K for 2001, File No. 333-21011.
- C-27 Executive and Director Stock Option Agreement dated June 11, 2002 - incorporated by reference to Exhibit 10-28 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-28 Director Stock Option Agreement - incorporated by reference to Exhibit 10-29 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-29 Executive and Director Incentive Compensation Plan, Amendment dated May 21, 2002 - incorporated by reference to Exhibit 10-30 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-30 Directors Deferred Compensation Plan, Revised November 19, 2002 - incorporated by reference to Exhibit 10-31 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-31 Executive Incentive Compensation Plan 2002 - incorporated by reference to Exhibit 10-32 to FirstEnergy's Annual Report on Form 10-K for 2002, File No. 333-21011.
- C-32 Form of 1998 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to GPU, Inc.'s Annual Report on Form 10-K, Exhibit 10-Q, for the year 1998, File No. 1-6047.
- C-33 Severance Protection Agreement for Carole B. Snyder, dated November 30, 1998 - incorporated by reference to Exhibit C-27 to GPU, Inc.'s Annual Report on Form U5S for the year 1999, File No. 30-126.
- C-34 GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries as amended and restated to reflect amendments through June 3, 1999 - incorporated by reference to Exhibit 10-V of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

C-35 Form of 1999 Stock Option Agreement under the 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries - incorporated by reference to Exhibit 10-W of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.

100

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

- C-36 Forms of Estate Enhancement Program Agreements - incorporated by reference to Exhibit 10-JJ of GPU, Inc.'s Annual Report on Form 10-K for the year 1999, File No. 1-6047.
- C-37 Amended and restated Retirement Plan for Outside Directors of GPU, Inc. dated as of August 8, 2000 - incorporated by reference to Exhibit 10-N on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-38 Amended and restated Deferred Remuneration Plan for GPU, Inc.'s Outside Directors dated as of August 8, 2000 - incorporated by reference to Exhibit 10-O on GPU, Inc.'s Annual Report on Form 10-K for the year 2000, File No. 1-6047.
- C-39 Amendment to GPU, Inc. 1990 Stock Plan dated as of April 5, 2001 - incorporated by reference to Exhibit C-41 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- C-40 GPU, Inc. Stock Option and Restricted Stock Plan for MYR Group Inc. Employees amended as of April 5, 2001 - incorporated by reference to Exhibit C-43 to GPU Inc.'s Annual Report on Form U5S for the year 2000, File No. 1-6047.
- C-41 Amendment to the Severance Protection Agreement for Carole B. Snyder, dated August 8, 2000.
- C-42 Amendment to the Special Severance Protection Agreement for Carole B. Snyder, dated November 7, 2001.
- C-43 Special Severance Protection Agreement for Carole B. Snyder, dated October 13, 2001.
- C-44 Amendment to the Severance Protection Agreement for Carole B. Snyder, dated July 29, 2003.
- C-45 Form of Amendment, effective November 7, 2001, to GPU, Inc. 1990 Stock Plan for Employees of GPU, Inc. and Subsidiaries, Deferred Remuneration Plan for Outside Directors of GPU, Inc., and Retirement Plan for Outside Directors of GPU, Inc. (2001 Form 10-K, Exhibit 10-26).
- C-46 Executive and Director Stock Option Agreement dated June 11, 2002. (2002 Form 10-K, Exhibit 10-28).
- C-47 \$1 Billion Three-Year Credit Agreement dated as of June 22, 2004 among FirstEnergy Corp., the Banks named therein, Citicorp USA, Inc., as Administrative and Fronting Bank and Barclays Bank PLC as Fronting Bank. (2004 Form 10-K, Exhibit 10-1)
- C-48 \$375,000,000 Three-Year Credit Agreement dated as of October 23, 2003 among FirstEnergy Corp., the Banks named therein, Citibank, N.A., as Administrative Agent and Bank One, NA, as Fronting Bank. (2004 Form 10-K, Exhibit 10-2)
- C-49 Deferred Compensation Plan for Outside Directors, effective November 7, 2001, incorporated by reference to Exhibit 4(f), Form S-8, File No. 333-101472.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

FirstEnergy

- C-50 Employment Agreement between FirstEnergy and an officer dated July 20, 2004, (September 30, 2004 Form 10-Q, Exhibit 10-41).
- C-51 Stock Option Agreement between FirstEnergy and an officer dated August 20, 2004. (September 30, 2004 Form 10-Q, Exhibit 10-42).
- C-52 Restricted Stock Agreement between FirstEnergy and an officer dated August 20, 2004. (September 30, 2004 Form 10-Q, Exhibit 10-43).
- C-53 Executive Bonus Plan between FirstEnergy and Officers dated October 31, 2004. (September 30, 2004 Form 10-Q, Exhibit 10-44).
- C-54 Form of Employment, Severance, and Change of Control Agreement, between FirstEnergy and A. J. Alexander. (2004 Form 10-K, Exhibit 10-12)
- C-55 Form of Employment, Severance, and Change of Control Agreement, Tier 1, between FirstEnergy and the following executive officers: C.B. Snyder, L.L. Vespoli, and R.H. Marsh (effective January 1, 2006). (2004 Form 10-K, Exhibit 10-13)
- C-56 Form of Employment, Severance, and Change of Control Agreement, Tier 1, between FirstEnergy and the following executive officers: L.M. Cavalier, M.T. Clark, and R.R. Grigg. (2004 Form 10-K, Exhibit 10-14)
- C-57 Form of Employment, Severance, and Change of Control Agreement, Tier 2, between FirstEnergy and the following executive officers: K.J. Keough and K.W. Dindo (effective January 1, 2006). (2004 Form 10-K, Exhibit 10-15)
- C-58 Form of Employment, Severance, and Change of Control Agreement, Tier 2, between FirstEnergy and G. L. Pipitone. (2004 Form 10-K, Exhibit 10-16)
- C-59 Executive and Director Incentive Compensation Plan, Amendment dated January 18, 2005. (2004 Form 10-K, Exhibit 10-3)
- C-60 Form of Restricted Stock Agreements, between FirstEnergy and Officers. (2004 Form 10-K, Exhibit 10-5)
- C-61 Form of Restricted Stock Unit Agreements (Performance Adjusted), between FirstEnergy and Officers. (2004 Form 10-K, Exhibit 10-4)
- C-62 Form of Restricted Stock Agreement, between FirstEnergy and an officer. (2004 Form 10-K, Exhibit 10-6)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):ExhibitsOE

C-63 Indenture dated as of August 1, 1930 between OE and Bankers Trust Company, (now the Bank of New York), as Trustee, as amended and supplemented by Supplemental Indentures:

Dated as of	File Reference	Exhibit No.
March 3, 1931	Form 10-K, 2-1725	B1,B-1(a),B-1(b)
November 1, 1935	Form 10-K, 2-2721	B-4
January 1, 1937	Form 10-K, 2-3402	B-5
September 1, 1937	Form 8-A	B-6
June 13, 1939	Form 10-K, 2-5462	7(a)-7
August 1, 1974	Form 8-A, August 28, 1974	2(b)
July 1, 1976	Form 8-A, July 28, 1976	2(b)
December 1, 1976	Form 8-A, December 15, 1976	2(b)
June 15, 1977	Form 8-A, June 27, 1977	2(b)
<i>Supplemental Indentures:</i>		
September 1, 1944	Form 10-K, 2-61146	2(b)(2)
April 1, 1945	Form 10-K, 2-61146	2(b)(2)
September 1, 1948	Form 10-K, 2-61146	2(b)(2)
May 1, 1950	Form 10-K, 2-61146	2(b)(2)
January 1, 1954	Form 10-K, 2-61146	2(b)(2)
May 1, 1955	Form 10-K, 2-61146	2(b)(2)
August 1, 1956	Form 10-K, 2-61146	2(b)(2)
March 1, 1958	Form 10-K, 2-61146	2(b)(2)
April 1, 1959	Form 10-K, 2-61146	2(b)(2)
June 1, 1961	Form 10-K, 2-61146	2(b)(2)
September 1, 1969	Form 10-K, 2-34351	2(b)(2)
May 1, 1970	Form 10-K, 2-37146	2(b)(2)
September 1, 1970	Form 10-K, 2-38172	2(b)(2)
June 1, 1971	Form 10-K, 2-40379	2(b)(2)
August 1, 1972	Form 10-K, 2-44803	2(b)(2)
September 1, 1973	Form 10-K, 2-48867	2(b)(2)
May 15, 1978	Form 10-K, 2-66957	2(b)(4)
February 1, 1980	Form 10-K, 2-66957	2(b)(5)
April 15, 1980	Form 10-K, 2-66957	2(b)(6)
June 15, 1980	Form 10-K, 2-68023	(b)(4)(b)(5)
October 1, 1981	Form 10-K, 2-74059	(4)(d)
October 15, 1981	Form 10-K, 2-75917	(4)(e)
February 15, 1982	Form 10-K, 2-75917	(4)(e)
July 1, 1982	Form 10-K, 2-89360	(4)(d)
March 1, 1983	Form 10-K, 2-89360	(4)(e)
March 1, 1984	Form 10-K, 2-89360	(4)(f)
September 15, 1984	Form 10-K, 2-92918	(4)(d)

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

September 27, 1984	Form 10-K, 33-2576	(4)(d)
November 8, 1984	Form 10-K, 33-2576	(4)(d)
December 1, 1984	Form 10-K, 33-2576	(4)(d)
December 5, 1984	Form 10-K, 33-2576	(4)(e)
January 30, 1985	Form 10-K, 33-2576	(4)(e)
February 25, 1985	Form 10-K, 33-2576	(4)(e)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):ExhibitsOE

Dated as of	File Reference	Exhibit No.
<i>Supplemental</i>		
<i>Indentures:</i>		
July 1, 1985	Form 10-K, 33-2576	(4)(e)
October 1, 1985	Form 10-K, 33-2576	(4)(e)
January 15, 1986	Form 10-K, 33-8791	(4)(d)
May 20, 1986	Form 10-K, 33-8791	(4)(d)
June 3, 1986	Form 10-K, 33-8791	(4)(e)
October 1, 1986	Form 10-K, 33-29827	(4)(d)
August 25, 1989	Form 10-K, 33-34663	(4)(d)
February 15, 1991	Form 10-K, 33-39713	(4)(d)
May 1, 1991	Form 10-K, 33-45751	(4)(d)
May 15, 1991	Form 10-K, 33-45751	(4)(d)
September 15, 1991	Form 10-K, 33-45751	(4)(d)
April 1, 1992	Form 10-K, 33-48931	(4)(d)
June 15, 1992	Form 10-K, 33-48931	(4)(d)
September 15, 1992	Form 10-K, 33-48931	(4)(e)
April 1, 1993	Form 10-K, 33-51139	(4)(d)
June 15, 1993	Form 10-K, 33-51139	(4)(d)
September 15, 1993	Form 10-K, 33-51139	(4)(d)
November 15, 1993	Form 10-K, 1-2578	(4)(2)
April 1, 1995	Form 10-K, 1-2578	(4)(2)
May 1, 1995	Form 10-K, 1-2578	(4)(2)
July 1, 1995	Form 10-K, 1-2578	(4)(2)
June 1, 1997	Form 10-K, 1-2578	(4)(2)
April 1, 1998	Form 10-K, 1-2578	(4)(2)
June 1, 1998	Form 10-K, 1-2578	(4)(2)
September 29, 1999	Form 10-K, 1-2578	(4)(2)
April 1, 2000	Form 10-K, 1-2578	(4)(2)(a)
April 1, 2000	Form 10-K, 1-2578	(4)(2)(b)
June 1, 2001	2003 Form 10-K, 1-2578	
February 1, 2003	2003 Form 10-K, 1-2578	(4)(2)
March 1, 2003	2003 Form 10-K, 1-2578	(4)(2)
August 1, 2003	2003 Form 10-K, 1-2578	(4)(2)

C-64 General Mortgage Indenture and Deed of Trust dated as of January 1, 1998 between OE and the Bank of New York, as Trustee. (Registration No. 333-05277, Exhibit 4(g).)

C-65 Indenture dated as of April 1, 2003 between OE and The Bank of New York, as Trustee, incorporated by reference to Exhibit 4-3 on FirstEnergy Annual Report on Form 10-K, for the year 2003, File No. 1-2578.

C-66 Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44.)

June 1, 2003	2004 Form 10-K, 1-2578	(4)(2)
--------------	------------------------	--------

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

June 1, 2003

2004 Form 10-K, 1-2578 (4)(2)

December 1, 2003

2004 Form 10-K, 1-2578 (4)(2)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-67 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45.)
- C-68 Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46.)
- C-69 Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47.)
- C-70 Severance pay agreement between Ohio Edison Company and A. J. Alexander. (1995 Form 10-K, Exhibit 10-50.)
- C-71 Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 Hereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-1.)
- C-72 Amendment No. 1 dated as of September 1, 1987 to Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 thereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company (now The Bank of New York), as Indenture Trustee, and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-46.)
- C-73 Amendment No. 3 dated as of May 16, 1988 to Participation Agreement dated as of March 16, 1987, as amended among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-47.)
- C-74 Amendment No. 4 dated as of November 1, 1991 to Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-47.)
- C-75 Amendment No. 5 dated as of November 24, 1992 to Participation Agreement dated as of March 16, 1987, as amended, among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company as Lessee. (1992 Form 10-K, Exhibit 10-49.)
- C-76 Amendment No. 6 dated as of January 12, 1993 to Participation Agreement dated as of March 16, 1987 among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-50.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-77 Amendment No. 7 dated as of October 12, 1994 to Participation Agreement dated as of March 16, 1987 as amended, among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-54.)
- C-78 Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited Partnership, Lessor, and Ohio Edison Company, Lessee. (1986 Form 10-K, Exhibit 28-2.)
- C-79 Amendment No. 1 dated as of September 1, 1987 to Facility Lease dated as of March 16, 1997 between The First National Bank of Boston, as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-49.)
- C-80 Amendment No. 2 dated as of November 1, 1991, to Facility Lease dated as of March 16, 1987, between The First National Bank of Boston, as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-50.)
- C-81 Amendment No. 3 dated as of November 24, 1992 to Facility Lease dated as March 16, 1987 as amended, between The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited partnership, as Owner Participant and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-54.)
- C-82 Amendment No. 4 dated as of January 12, 1993 to Facility Lease dated as of March 16, 1987 as amended, between, The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-59.)
- C-83 (Amendment No. 5 dated as of October 12, 1994 to Facility Lease dated as of March 16, 1987 as amended, between, The First National Bank of Boston, as Owner Trustee, with Perry One Alpha Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-60.)
- C-84 Letter Agreement dated as of March 19, 1987 between Ohio Edison Company, Lessee, and The First National Bank of Boston, Owner Trustee under a Trust dated March 16, 1987 with Chase Manhattan Realty Leasing Corporation, required by Section 3(d) of the Facility Lease. (1986 Form 10-K, Exhibit 28-3.)
- C-85 Ground Lease dated as of March 16, 1987 between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with the Owner Participant, Tenant. (1986 Form 10-K, Exhibit 28-4.)
- C-86 Trust Agreement dated as of March 16, 1987 between Perry One Alpha Limited Partnership, as Owner Participant, and The First National Bank of Boston. (1986 Form 10-K, Exhibit 28-5.)
- C-87 Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of March 16, 1987 with Perry One Alpha Limited Partnership, and Irving Trust Company, as Indenture Trustee. (1986

Form 10-K, Exhibit 28-6.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-88 Supplemental Indenture No. 1 dated as of September 1, 1987 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston as Owner Trustee and Irving Trust Company (now The Bank of New York), as Indenture Trustee. (1991 Form 10-K, Exhibit 10-55.)
- C-89 Supplemental Indenture No. 2 dated as of November 1, 1991 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee and The Bank of New York, as Indenture Trustee. (1991 Form 10-K, Exhibit 10-56.)
- C-90 Tax Indemnification Agreement dated as of March 16, 1987 between Perry One, Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-7.)
- C-91 Amendment No. 1 dated as of November 1, 1991 to Tax Indemnification Agreement dated as of March 16, 1987 between Perry One, Inc. and PARock Limited Partnership and Ohio Edison Company. (1991 Form 10-K, Exhibit 10-58.)
- C-92 Amendment No. 2 dated as of January 12, 1993 to Tax Indemnification Agreement dated as of March 16, 1987 between Perry One, Inc. and PARock Limited Partnership and Ohio Edison Company. (1994 Form 10-K, Exhibit 10-69.)
- C-93 Amendment No. 3 dated as of October 12, 1994 to Tax Indemnification Agreement dated as of March 16, 1987 between Perry One, Inc. and PARock Limited Partnership and Ohio Edison Company. (1994 Form 10-K, Exhibit 10-70.)
- C-94 Partial Mortgage Release dated as of March 19, 1987 under the Indenture between Ohio Edison Company and Bankers Trust Company, as Trustee, dated as of the 1st day of August 1930. (1986 Form 10-K, Exhibit 28-8.)
- C-95 Assignment, Assumption and Further Agreement dated as of March 16, 1987 among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1986 Form 10-K, Exhibit 28-9.)
- C-96 Additional Support Agreement dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, and Ohio Edison Company. (1986 Form 10-K, Exhibit 28-10.)
- C-97 Bill of Sale, Instrument of Transfer and Severance Agreement dated as of March 19, 1987 between Ohio Edison Company, Seller, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership. (1986 Form 10-K, Exhibit 28-11.)
- C-98 Easement dated as of March 16, 1987 from Ohio Edison Company, Grantor, to The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, Grantee. (1986 Form 10-K, File Exhibit 28-12.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-99 Participation Agreement dated as of March 16, 1987 among Security Pacific Capital Leasing Corporation, as Owner Participant, the Original Loan Participants listed in Schedule 1 Hereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1986 Form 10-K, as Exhibit 28-13.)
- C-100 Amendment No. 1 dated as of September 1, 1987 to Participation Agreement dated as of March 16, 1987 among Security Pacific Capital Leasing Corporation, as Owner Participant, The Original Loan Participants Listed in Schedule 1 thereto, as Original Loan Participants, PNPP Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-65.)
- C-101 Amendment No. 4 dated as of November 1, 1991, to Participation Agreement dated as of March 16, 1987 among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-66.)
- C-102 Amendment No. 5 dated as of November 24, 1992 to Participation Agreement dated as of March 16, 1987 as amended among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-71.)
- C-103 Amendment No. 6 dated as of January 12, 1993 to Participation Agreement dated as of March 16, 1987 as amended among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-80.)
- C-104 Amendment No. 7 dated as of October 12, 1994 to Participation Agreement dated as of March 16, 1987 as amended among Security Pacific Capital Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-81.)
- C-105 Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, Lessor, and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-14.)
- C-106 Amendment No. 1 dated as of September 1, 1987 to Facility Lease dated as of March 16, 1987 between The First National Bank of Boston as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-68.)

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

C-107 Amendment No. 2 dated as of November 1, 1991 to Facility Lease dated as of March 16, 1987 between The First National Bank of Boston as Owner Trustee, Lessor and Ohio Edison Company, Lessee. (1991 Form 10-K, Exhibit 10-69.)

108

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-108 Amendment No. 3 dated as of November 24, 1992 to Facility Lease dated as of March 16, 1987, as amended, between, The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, as Owner Participant and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-75.)
- C-109 Amendment No. 4 dated as of January 12, 1993 to Facility Lease dated as of March 16, 1987 as amended between, The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-76.)
- C-110 Amendment No. 5 dated as of October 12, 1994 to Facility Lease dated as of March 16, 1987 as amended between, The First National Bank of Boston, as Owner Trustee, with Security Pacific Capital Leasing Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-87.)
- C-111 Letter Agreement dated as of March 19, 1987 between Ohio Edison Company, as Lessee, and The First National Bank of Boston, as Owner Trustee under a Trust, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, required by Section 3(d) of the Facility Lease. (1986 Form 10-K, Exhibit 28-15.)
- C-112 Ground Lease dated as of March 16, 1987 between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Perry One Alpha Limited Partnership, Tenant. (1986 Form 10-K, Exhibit 28-16.)
- C-113 Trust Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation, as Owner Participant, and The First National Bank of Boston. (1986 Form 10-K, Exhibit 28-17.)
- C-114 Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, and Irving Trust Company, as Indenture Trustee. (1986 Form 10-K, Exhibit 28-18.)
- C-115 Supplemental Indenture No. 1 dated as of September 1, 1987 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee and Irving Trust Company (now The Bank of New York), as Indenture Trustee. (1991 Form 10-K, Exhibit 10-74.)
- C-116 Supplemental Indenture No. 2 dated as of November 1, 1991 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee and The Bank of New York, as Indenture Trustee. (1991 Form 10-K, Exhibit 10-75.)
- C-117 Tax Indemnification Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1986 Form 10-K, Exhibit 28-19.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-118 Amendment No. 1 dated as of November 1, 1991 to Tax Indemnification Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation and Ohio Edison Company. (1991 Form 10-K, Exhibit 10-77.)
- C-119 Amendment No. 2 dated as of January 12, 1993 to Tax Indemnification Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation and Ohio Edison Company. (1994 Form 10-K, Exhibit 10-96.)
- C-120 Amendment No. 3 dated as of October 12, 1994 to Tax Indemnification Agreement dated as of March 16, 1987 between Security Pacific Capital Leasing Corporation and Ohio Edison Company. (1994 Form 10-K, Exhibit 10-97.)
- C-121 Assignment, Assumption and Further Agreement dated as of March 16, 1987 among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1986 Form 10-K, Exhibit 28-20.)
- C-122 Additional Support Agreement dated as of March 16, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, and Ohio Edison Company. (1986 Form 10-K, Exhibit 28-21.)
- C-123 Bill of Sale, Instrument of Transfer and Severance Agreement dated as of March 19, 1987 between Ohio Edison Company, Seller, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, Buyer. (1986 Form 10-K, Exhibit 28-22.)
- C-124 Easement dated as of March 16, 1987 from Ohio Edison Company, Grantor, to The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of March 16, 1987, with Security Pacific Capital Leasing Corporation, Grantee. (1986 Form 10-K, Exhibit 28-23.)
- C-125 Refinancing Agreement dated as of November 1, 1991 among Perry One Alpha Limited Partnership, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee, The Bank of New York, as Collateral Trust Trustee, The Bank of New York, as New Collateral Trust Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-82.)
- C-126 Refinancing Agreement dated as of November 1, 1991 among Security Pacific Leasing Corporation, as Owner Participant, PNPP Funding Corporation, as Funding Corporation, PNPP II Funding Corporation, as New Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee, The Bank of New York, as Collateral Trust Trustee, The Bank of New York as New Collateral Trust Trustee and Ohio Edison Company, as Lessee. (1991 Form 10-K, Exhibit 10-83.)
- C-127 Receivables Purchase Agreement dated as November 28, 1989, as amended and restated as of April 23, 1993, between OES Capital, Incorporated, Corporate Asset Funding Company, Inc. and Citicorp North America, Inc.

(1994 Form 10-K, Exhibit 10-106.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-128 Guarantee Agreement entered into by Ohio Edison Company dated as of January 17, 1991. (1990 Form 10-K, Exhibit 10-64.)
- C-129 Transfer and Assignment Agreement among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1990 Form 10-K, Exhibit 10-65.)
- C-130 Renunciation of Payments and Assignment among Ohio Edison Company, Monongahela Power Company, West Penn Power Company, and the Potomac Edison Company dated as of January 4, 1991. (1990 Form 10-K, Exhibit 10-66.)
- C-131 Transfer and Assignment Agreement dated May 20, 1994 among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1994 Form 10-K, Exhibit 10-110.)
- C-132 Renunciation of Payments and Assignment among Ohio Edison Company, Monongahela Power Company, West Penn Power Company, and the Potomac Edison Company dated as of May 20, 1994. (1994 Form 10-K, Exhibit 10-111.)
- C-133 Transfer and Assignment Agreement dated October 12, 1994 among Ohio Edison Company and Chemical Bank, as trustee under the OE Power Contract Trust. (1994 Form 10-K, Exhibit 10-112.)
- C-134 Renunciation of Payments and Assignment among Ohio Edison Company, Monongahela Power Company, West Penn Power Company, and the Potomac Edison Company dated as of October 12, 1994. (1994 Form 10-K, Exhibit 10-113.)
- C-135 Participation Agreement dated as of September 15, 1987, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company as Lessee. (1987 Form 10-K, Exhibit 28-1.)
- C-136 Amendment No. 1 dated as of February 1, 1988, to Participation Agreement dated as of September 15, 1987, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-2.)
- C-137 Amendment No. 3 dated as of March 16, 1988 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-99.)
- C-138 Amendment No. 4 dated as of November 5, 1992 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of

New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-100.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-139 Amendment No. 5 dated as of September 30, 1994 to Participation Agreement dated as of September 15, 1987, as amended, among Beaver Valley Two Pi Limited Partnership, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-118.)
- C-140 Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, Lessor, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-3.)
- C-141 Amendment No. 1 dated as of February 1, 1988, to Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, Lessor, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-4.)
- C-142 Amendment No. 2 dated as of November 5, 1992, to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-103.)
- C-143 Amendment No. 3 dated as of September 30, 1994 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Beaver Valley Two Pi Limited Partnership, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-122.)
- C-144 Ground Lease and Easement Agreement dated as of September 15, 1987, between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, Tenant. (1987 Form 10-K, Exhibit 28-5.)
- C-145 Trust Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Limited Partnership, as Owner Participant, and The First National Bank of Boston. (1987 Form 10-K, Exhibit 28-6.)
- C-146 Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-7.)
- C-147 Supplemental Indenture No. 1 dated as of February 1, 1988 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with Beaver Valley Two Pi Limited Partnership and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-8.)
- C-148 Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-9.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

C-149 Amendment No. 1 dated as of November 5, 1992 to Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-128.)

C-150 Amendment No. 2 dated as of September 30, 1994 to Tax Indemnification Agreement dated as of September 15, 1987, between Beaver Valley Two Pi Inc. and PARock Limited Partnership as General Partners and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-129.)

C-151 Tax Indemnification Agreement dated as of September 15, 1987, between HG Power Plant, Inc., as Limited Partner and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-10.)

C-152 Amendment No. 1 dated as of November 5, 1992 to Tax Indemnification Agreement dated as of September 15, 1987, between HG Power Plant, Inc., as Limited Partner and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-131.)

C-153 Amendment No. 2 dated as of September 30, 1994 to Tax Indemnification Agreement dated as of September 15, 1987, between HG Power Plant, Inc., as Limited Partner and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-132.)

C-154 Assignment, Assumption and Further Agreement dated as of September 15, 1987, among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company and Toledo Edison Company. (1987 Form 10-K, Exhibit 28-11.)

C-155 Additional Support Agreement dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Beaver Valley Two Pi Limited Partnership, and Ohio Edison Company. (1987 Form 10-K, Exhibit 28-12.)

C-156 Participation Agreement dated as of September 15, 1987, among Chrysler Consortium Corporation, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-13.)

C-157 Amendment No. 1 dated as of February 1, 1988, to Participation Agreement dated as of September 15, 1987, among Chrysler Consortium Corporation, as Owner Participant, the Original Loan Participants listed in Schedule 1 Thereto, as Original Loan Participants, BVPS Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-14.)

C-158 Amendment No. 3 dated as of March 16, 1988 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-114.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-159 Amendment No. 4 dated as of November 5, 1992 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-115.)
- C-160 Amendment No. 5 dated as of January 12, 1993 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-139.)
- C-161 Amendment No. 6 dated as of September 30, 1994 to Participation Agreement dated as of September 15, 1987, as amended, among Chrysler Consortium Corporation, as Owner Participant, BVPS Funding Corporation, BVPS II Funding Corporation, The First National Bank of Boston, as Owner Trustee, The Bank of New York, as Indenture Trustee and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-140.)
- C-162 Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, Lessor, and Ohio Edison Company, as Lessee. (1987 Form 10-K, Exhibit 28-15.)
- C-163 Amendment No. 1 dated as of February 1, 1988, to Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, Lessor, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-16.)
- C-164 Amendment No. 2 dated as of November 5, 1992 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-118.)
- C-165 Amendment No. 3 dated as of January 12, 1993 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1992 Form 10-K, Exhibit 10-119.)
- C-166 Amendment No. 4 dated as of September 30, 1994 to Facility Lease dated as of September 15, 1987, as amended, between The First National Bank of Boston, as Owner Trustee, with Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-145.)
- C-167 Ground Lease and Easement Agreement dated as of September 15, 1987, between Ohio Edison Company, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation, Tenant. (1987 Form 10-K, Exhibit 28-17.)
- C-168 Trust Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and The First National Bank of Boston. (1987 Form 10-K, Exhibit 28-18.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

OE

- C-169 Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-19.)
- C-170 Supplemental Indenture No. 1 dated as of February 1, 1988 to Trust Indenture, Mortgage, Security Agreement and Assignment of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with Chrysler Consortium Corporation and Irving Trust Company, as Indenture Trustee. (1987 Form 10-K, Exhibit 28-20.)
- C-171 Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, Lessee. (1987 Form 10-K, Exhibit 28-21.)
- C-172 Amendment No. 1 dated as of November 5, 1992 to Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-151.)
- C-173 Amendment No. 2 dated as of January 12, 1993 to Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-152.)
- C-174 Amendment No. 3 dated as of September 30, 1994 to Tax Indemnification Agreement dated as of September 15, 1987, between Chrysler Consortium Corporation, as Owner Participant, and Ohio Edison Company, as Lessee. (1994 Form 10-K, Exhibit 10-153.)
- C-175 Assignment, Assumption and Further Agreement dated as of September 15, 1987, among The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation, The Cleveland Electric Illuminating Company, Duquesne Light Company, Ohio Edison Company, Pennsylvania Power Company, and Toledo Edison Company. (1987 Form 10-K, Exhibit 28-22.)
- C-176 Additional Support Agreement dated as of September 15, 1987, between The First National Bank of Boston, as Owner Trustee under a Trust Agreement, dated as of September 15, 1987, with Chrysler Consortium Corporation, and Ohio Edison Company. (1987 Form 10-K, Exhibit 28-23.)
- C-177 \$125,000,000 Three-Year Credit Agreement dated as of October 23, 2003 by and among Ohio Edison Company, Citibank, N.A., as Administrative Agent, and the other lenders named therein. (2004 Form 10-K, Exhibit 10-7)
- C-178 \$250,000,000 Credit Agreement dated as of May 12, 2003 by and among Ohio Edison Company, JPMorgan Chase Bank, as Administrative Agent, and the other lenders named therein. (2004 Form 10-K, Exhibit 10-8)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penn

C-179 Indenture dated as of November 1, 1945, between Penn and The First National Bank of the City of New York (now Citibank, N.A.), as Trustee, as supplemented and amended by Supplemental Indentures dated as of May 1, 1948, March 1, 1950, February 1, 1952, October 1, 1957, September 1, 1962, June 1, 1963, June 1, 1969, May 1, 1970, April 1, 1971, October 1, 1971, May 1, 1972, December 1, 1974, October 1, 1975, September 1, 1976, April 15, 1978, June 28, 1979, January 1, 1980, June 1, 1981, January 14, 1982, August 1, 1982, December 15, 1982, December 1, 1983, September 6, 1984, December 1, 1984, May 30, 1985, October 29, 1985, August 1, 1987, May 1, 1988, November 1, 1989, December 1, 1990, September 1, 1991, May 1, 1992, July 15, 1992, August 1, 1992, and May 1, 1993, July 1, 1993, August 31, 1993, September 1, 1993, September 15, 1993, October 1, 1993, November 1, 1993, and August 1, 1994. (Physically filed and designated as Exhibits 2(b)(1)-1 through 2(b)(1)-15 in Registration Statement File No. 2-60837; as Exhibits 2(b)(2), 2(b)(3), and 2(b)(4) in Registration Statement File No. 2-68906; as Exhibit 4-2 in Form 10-K for 1981 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1982 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1983 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1984 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1985 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1987 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1988 File No. 1-3491; as Exhibit 19 in Form 10-K for 1989 File No. 1-3491; as Exhibit 19 in Form 10-K for 1990 File No. 1-3491; as Exhibit 19 in Form 10-K for 1991 File No. 1-3491; as Exhibit 19-1 in Form 10-K for 1992 File No. 1-3491; as Exhibit 4-2 in Form 10-K for 1993 File No. 1-3491; and as Exhibit 4-2 in Form 10-K for 1994 File No. 1-3491.)

C-180 Supplemental Indenture dated as of September 1, 1995, between Penn and Citibank, N.A., as Trustee. (1995 Form 10-K, Exhibit 4-2.)

C-181 Supplemental Indenture dated as of June 1, 1997, between Penn and Citibank, N.A., as Trustee. (1997 Form 10-K, Exhibit 4-3.)

C-182 Supplemental Indenture dated as of June 1, 1998, between Penn and Citibank, N. A., as Trustee. (1998 Form 10-K, Exhibit 4-4.)

C-183 Supplemental Indenture dated as of September 29, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-5.)

C-184 Supplemental Indenture dated as of November 15, 1999, between Penn and Citibank, N.A., as Trustee. (1999 Form 10-K, Exhibit 4-6.)

C-185 Supplemental Indenture dated as of June 1, 2001. (2001 Form 10-K, Exhibit 4-7.)

C-186 Supplemental Indenture dated as of December 1, 2004. (2004 Form 10-K, Exhibit 4-4)

C-187 Ohio Edison System Executive Supplemental Life Insurance Plan. (1995 Form 10-K, Exhibit 10-44, File No. 1-2578, Ohio Edison Company.)

C-188 Ohio Edison System Executive Incentive Compensation Plan. (1995 Form 10-K, Exhibit 10-45, File No. 1-2578, Ohio Edison Company.)

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

C-189 Ohio Edison System Restated and Amended Executive Deferred Compensation Plan. (1995 Form 10-K, Exhibit 10-46, File No. 1-2578, Ohio Edison Company.)

C-190 Ohio Edison System Restated and Amended Supplemental Executive Retirement Plan. (1995 Form 10-K, Exhibit 10-47, File No. 1-2578, Ohio Edison Company.)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Common Exhibits to
CEI and TE

- C-191 Rights Agreement (Exhibit 4, June 25, 1996 Form 8-K, File Nos. 1-9130, 1-2323 and 1-3583).
- C-192 Form of Note Indenture between Cleveland Electric, Toledo Edison and The Chase Manhattan Bank, as Trustee dated as of June 13, 1997 (Exhibit 4(c), Form S-4 File No. 333-35931, filed by Cleveland Electric and Toledo Edison).
- C-193 Form of First Supplemental Note Indenture between Cleveland Electric, Toledo Edison and The Chase Manhattan Bank, as Trustee dated as of June 13, 1997 (Exhibit 4(d), Form S-4 File No. 333-35931, filed by Cleveland Electric and Toledo Edison).
- C-194 Form of Collateral Trust Indenture among CTC Beaver Valley Funding Corporation, Cleveland Electric, Toledo Edison and Irving Trust Company, as Trustee (Exhibit 4(a), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-195 Form of Supplemental Indenture to Collateral Trust Indenture constituting Exhibit 10d(1)(a) above, including form of Secured Lease Obligation bond (Exhibit 4(b), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-196 Form of Collateral Trust Indenture among Beaver Valley II Funding Corporation, The Cleveland Electric Illuminating Company and The Toledo Edison Company and The Bank of New York, as Trustee (Exhibit (4)(a), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).
- C-197 Form of Supplemental Indenture to Collateral Trust Indenture constituting Exhibit 10d(1)(c) above, including form of Secured Lease Obligation Bond (Exhibit (4)(b), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).
- C-198 Form of Collateral Trust Indenture among CTC Mansfield Funding Corporation, Cleveland Electric, Toledo Edison and IBJ Schroder Bank & Trust Company, as Trustee (Exhibit 4(a), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

CEI and Penn

- C-199 Form of Supplemental Indenture to Collateral Trust Indenture constituting Exhibit 10d(2)(a) above, including forms of Secured Lease Obligation bonds (Exhibit 4(b), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-200 Form of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the limited partnership Owner Participant named therein, Lessor, and Cleveland Electric and Toledo Edison, Lessee (Exhibit 4(c), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-201 Form of Amendment No. 1 to Facility Lease constituting Exhibit 10d(3)(a) above (Exhibit 4(e), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI and Penn

C-202 Form of Facility Lease dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the corporate Owner Participant named therein, Lessor, and Cleveland Electric and Toledo Edison, Lessees (Exhibit 4(d), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-203 Form of Amendment No. 1 to Facility Lease constituting Exhibit 10d(4)(a) above (Exhibit 4(f), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-204 Form of Facility Lease dated as of September 30, 1987 between Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Lessor, and Cleveland Electric and Toledo Edison, Lessees (Exhibit 4(c), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-205 Form of Amendment No. 1 to the Facility Lease constituting Exhibit 10d(5)(a) above (Exhibit 4(f), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

CEI and TE

C-206 Form of Participation Agreement dated as of September 15, 1987 among the limited partnership Owner Participant named therein, the Original Loan Participants listed in Schedule 1 thereto, as Original Loan Participants, CTC Beaver Valley Fund Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Cleveland Electric and Toledo Edison, as Lessees (Exhibit 28(a), File No. 33-18755, filed by Cleveland Electric And Toledo Edison).

C-207 Form of Amendment No. 1 to Participation Agreement constituting Exhibit 10d(6)(a) above (Exhibit 28(c), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-208 Form of Participation Agreement dated as of September 15, 1987 among the corporate Owner Participant named therein, the Original Loan Participants listed in Schedule 1 thereto, as Owner Loan Participants, CTC Beaver Valley Funding Corporation, as Funding Corporation, The First National Bank of Boston, as Owner Trustee, Irving Trust Company, as Indenture Trustee, and Cleveland Electric and Toledo Edison, as Lessees (Exhibit 28(b), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-209 Form of Amendment No. 1 to Participation Agreement constituting Exhibit 10d(7)(a) above (Exhibit 28(d), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

C-210 Form of Participation Agreement dated as of September 30, 1987 among the Owner Participant named therein, the Original Loan Participants listed in Schedule II thereto, as Owner Loan Participants, CTC Mansfield Funding Corporation, Meridian Trust Company, as Owner Trustee, IBJ Schroder Bank & Trust Company, as Indenture Trustee, and Cleveland Electric and Toledo Edison, as Lessees (Exhibit 28(a), File No. 33-0128, filed by Cleveland Electric and Toledo Edison).

C-211 Form of Amendment No. 1 to the Participation Agreement constituting Exhibit 10d(8)(a) above (Exhibit 28(b), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

C-212 Form of Ground Lease dated as of September 15, 1987 between Toledo Edison, Ground Lessor, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(e), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI and TE

- C-213 Form of Site Lease dated as of September 30, 1987 between Toledo Edison, Lessor, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(c), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-214 Form of Site Lease dated as of September 30, 1987 between Cleveland Electric, Lessor, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Tenant (Exhibit 28(d), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-215 Form of Amendment No. 1 to the Site Leases constituting Exhibits 10d(10) and 10d(11) above (Exhibit 4(f), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-216 Form of Assignment, Assumption and Further Agreement dated as of September 15, 1987 among The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, Cleveland Electric, Duquesne, Ohio Edison, Pennsylvania Power and Toledo Edison (Exhibit 28(f), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-217 Form of Additional Support Agreement dated as of September 15, 1987 between The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, and Toledo Edison (Exhibit 28(g), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-218 Form of Support Agreement dated as of September 30, 1987 between Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Toledo Edison, Cleveland Electric, Duquesne, Ohio Edison and Pennsylvania Power (Exhibit 28(e), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-219 Form of Indenture, Bill of Sale, Instrument of Transfer and Severance Agreement dated as of September 30, 1987 between Toledo Edison, Seller, and The First National Bank of Boston, as Owner Trustee under a Trust Agreement dated as of September 15, 1987 with the Owner Participant named therein, Buyer (Exhibit 28(h), File No. 33-18755, filed by Cleveland Electric and Toledo Edison).
- C-220 Form of Bill of Sale, Instrument of Transfer and Severance Agreement dated as of September 30, 1987 between Toledo Edison, Seller, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Buyer (Exhibit 28(f), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).
- C-221 Form of Bill of Sale, Instrument of Transfer and Severance Agreement dated as of September 30, 1987 between Cleveland Electric, Seller, and Meridian Trust Company, as Owner Trustee under a Trust Agreement dated as of September 30, 1987 with the Owner Participant named therein, Buyer (Exhibit 28(g), File No. 33-20128, filed by Cleveland Electric and Toledo Edison).

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

CEI and TE

- C-222 Forms of Refinancing Agreement, including exhibits thereto, among the Owner Participant named therein, as Owner Participant, CTC Beaver Valley Funding Corporation, as Funding Corporation, Beaver Valley II Funding Corporation, as New Funding Corporation, The Bank of New York, as Indenture Trustee, The Bank of New York, as New Collateral Trust Trustee, and The Cleveland Electric Illuminating Company and The Toledo Edison Company, as Lessees (Exhibit (28)(e)(i), File No. 33-46665, filed by Cleveland Electric and Toledo Edison).
- C-223 Form of Amendment No. 2 to Facility Lease among Citicorp Lescaman, Inc., Cleveland Electric and Toledo Edison (Exhibit 10(a), Form S-4 File No. 333-47651, filed by Cleveland Electric).
- C-224 Form of Amendment No. 3 to Facility Lease among Citicorp Lescaman, Inc., Cleveland Electric and Toledo Edison (Exhibit 10(b), Form S-4 File No. 333-47651, filed by Cleveland Electric).
- C-225 Form of Amendment No. 2 to Facility Lease among US West Financial Services, Inc., Cleveland Electric and Toledo Edison (Exhibit 10(c), Form S-4 File No. 333-47651, filed by Cleveland Electric).
- C-226 Form of Amendment No. 3 to Facility Lease among US West Financial Services, Inc., Cleveland Electric and Toledo Edison (Exhibit 10(d), Form S-4 File No. 333-47651, filed by Cleveland Electric).
- C-227 Form of Amendment No. 2 to Facility Lease among Midwest Power Company, Cleveland Electric and Toledo Edison (Exhibit 10(e), Form S-4 File No. 333-47651, filed by Cleveland Electric).
- C-228 Centerior Energy Corporation Equity Compensation Plan (Exhibit 99, Form S-8, File No. 33-59635).

CEI

- C-229 Mortgage and Deed of Trust between CEI and Guaranty Trust Company of New York (now The Chase Manhattan Bank (National Association)), as Trustee, dated July 1, 1940 (Exhibit 7(a), File No. 2-4450). Supplemental Indentures between CEI and the Trustee, dated as follows:

Dated as of	File Reference	Exhibit No.
July 1, 1940	Form 10-K, 2-4450	7(b)
August 18, 1944	Form 10-K, 2-9887	4(c)
December 1, 1947	Form 10-K, 2-7306	7(d)
September 1, 1950	Form 10-K, 2-8587	7(c)
June 1, 1951	Form 10-K, 2-8994	7(f)
May 1, 1954	Form 10-K, 2-10830	4(d)
March 1, 1958	Form 10-K, 2-13839	2(a)(4)
April 1, 1959	Form 10-K, 2-14753	2(a)(4)
December 20, 1967	Form 10-K, 2-30759	2(a)(4)
January 15, 1969	Form 10-K, 2-30759	2(a)(5)
November 1, 1969	Form 10-K, 2-35008	2(a)(4)
June 1, 1970	Form 10-K, 2-37235	2(a)(4)

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

November 15, 1970	Form 10-K, 2-38460	2(a)(4)
May 1, 1974	Form 10-K, 2-50537	2(a)(4)
April 15, 1975	Form 10-K, 2-52995	2(a)(4)
April 16, 1975	Form 10-K, 2-53309	2(a)(4)
May 28, 1975	June 5,1975 Form 8-A, 1-2323	2(c)
February 1, 1976	1975 Form 10 K, 1-2323	3(d)(6)
November 23, 1976	Form 10-K, 2-57375	2(a)(4)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):ExhibitsCEI

Dated as of	File Reference	Exhibit No.
July 26, 1977	Form 10-K, 2-59401	2(a)(4)
September 7, 1977	Form 10-K, 2-67221	2(a)(5)
May 1, 1978	June 30,1978 Form 10-Q, 1-2323	2(b)
September 1, 1979	September 30, 1979 Form 10-Q, 1-2323	2(a)
April 1, 1980	September 30, 1980 Form 10-Q, 1-2323	4(a)(2)
April 15, 1980	September 30, 1980 Form 10-Q, 1-2323	4(b)
May 28, 1980	Amendment No. 1, 2-67221	2(a)(4)
June 9, 1980	September 30, 1980 Form 10-Q, 1-2323	4(d)
December 1, 1980	1980 Form 10-K, 1-2323	4(b) (29)
July 28, 1981	September 30, 1981, Form 10-Q, 1-2323	4(a)
August 1, 1981	September 30, 1981, Form 10-Q, 1-2323	4(b)
March 1, 1982	Amendment No. 1, 2-76029	4(b)(3)
July 15, 1982		4(a)

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

	September 30, 1982	
	Form 10-Q, 1-2323	
September 1, 1982	September 30, 1982	4(a)(1)
	Form 10-Q, 1-2323	
November 1, 1982	September 30, 1982	(a)(2)
	Form 10-Q, 1-2323	
November 15, 1982	1982	4(b)(36)
	Form 10-K, 1-2323	
May 24, 1983	June 30, 1983	
	Form 10-Q, 1-2323	4(a)
May 1, 1984	June 30, 1984	
	Form 10-Q, 1-2323	4
May 23, 1984	May 22, 1984	4
	Form 8-K, 1-2323	
June 27, 1984	June 11, 1984	
	Form 8-K, 1-2323	4
September 4, 1984	1984	4b(41)
	Form 10-K, 1-2323	
November 14, 1984	1984	4b(42)
	Form 10 K, 1-2323	
November 15, 1984	1984	4b(43)
	Form 10-K, 1-2323	
April 15, 1985	May 8, 1985	4(a)
	Form 8-K, 1-2323	
May 28, 1985	May 8, 1985	4(b)
	Form 8-K, 1-2323	
August 1, 1985	September 30, 1985	4
	Form 10-Q, 1-2323	
September 1, 1985	September 30, 1985	4
	Form 8-K, 1-2323	
		4

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

November 1, 1985	January 31, 1986 Form 8-K, 1-2323	
April 15, 1986	March 31, 1986 Form 10-Q, 1-2323	4
May 14, 1986	June 30, 1986 Form 10-Q, 1-2323	4(a)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):ExhibitsCEI

Dated as of	File Reference	Exhibit No.
May 15, 1986	June 30, 1986 Form 10-Q, 1-2323	4(b)
February 25, 1987	1986 Form 10-K, 1-2323	4b(52)
October 15, 1987	September 30, 1987 Form 10-Q 1-2323	4
February 24, 1988	1987 Form 10-K, 1-2323	4b(54)
September 15, 1988	1988 Form 10-K, 1-2323	4b(55)
May 15, 1989	33-32724	4(a)(2)(i)
June 13, 1989	File No. 33-32724	4(a)(2)(ii)
October 15, 1989	33-32724	4(a)(2)(iii)
January 1, 1990	1989 Form 10-K, 1-2323	4b(59)
June 1, 1990	September 30, 1990 Form 10-Q, 1-2323	4(a)
August 1, 1990	September 30, 1990 Form 10-Q, 1-2323	4(b)
May 1, 1991	June 30, 1991 Form 10-Q, 1-2323	4(a)
May 1, 1992	33-48845	4(a)(3)
July 31, 1992	33-57292	4(a)(3)
January 1, 1993	1992 Form 10-K, 1-2323	4b(65)
February 1, 1993	1992 Form 10-K, 1-2323	4b(66)
May 20, 1993	July 14, 1993 Form 8-K, 1-2323	4(a)
June 1, 1993	July 14, 1993 Form 8-K, 1-2323	4(b)
September 15, 1994	September 30, 1994 Form 10-Q, 1-2323	4(a)
May 1, 1995		4(a)

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

	September 1995 Form 10-Q, 1-2323	
May 2, 1995	September 1995 Form 10-Q, 1-2323	4(b)
June 1, 1995	September 1995 Form 10-Q, 1-2323	4(c)
July 15, 1995	1995 Form 10-K, 1-2323	4b(73)
August 1, 1995	1995 Form 10-K, 1-2323	4b(74)
June 15, 1997	Form S-4, 333-35931, filed by CEI and TE	4(a)
October 15, 1997	Form S-4, 333-47651, filed by Cleveland Electric	4(a)
June 1, 1998	Form S-4, 333-72891	4b(77)
October 1, 1998	Form S-4, 333-72891	4b(78)
October 1, 1998	Form S-4, 333-72891	4b(79)
February 24, 1999	Form S-4, 333-72891	4b(80)
September 29, 1999	1999 Form 10-K, 1-2323	4b(81)
January 15, 2000	1999 Form 10-K, 1-2323	4b(82)
May 15, 2002	2002 Form 10-K, 1-2323	4b(83)
October 1, 2002	2002 Form 10-K, 1-2323	4b(84)
September 1, 2004	September 2004 10Q, 1-2323	4-1(85)
October 1, 2004	September 2004 10Q, 1-2323	4-1(86)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):ExhibitsCEI

C-230 Form of Note Indenture between Cleveland Electric and The Chase Manhattan Bank, as Trustee dated as of October 24, 1997 (Exhibit 4(b), Form S-4 File No. 333-47651, filed by Cleveland Electric).

C-231 Form of Supplemental Note Indenture between Cleveland Electric and The Chase Manhattan Bank, as Trustee dated as of October 24, 1997 (Exhibit 4(c), Form S-4 File No. 333-47651, filed by Cleveland Electric).

C-232 Indenture dated as of December 1, 2003 between CEI and JPMorgan Chase Bank, as Trustee, incorporated by reference to Exhibit 4-1 on FirstEnergy Annual Report on Form 10-K, for the year 2003, File No.1-2323.

TE

C-233 Indenture, dated as of April 1, 1947, between TE and The Chase National Bank of the City of New York (now The Chase Manhattan Bank (National Association)) (Exhibit 2(b), File No. 2-26908).

Dated as of	File Reference	Exhibit No.
September 1, 1948	Form 10-K, 2-26908	2(d)
April 1, 1949	Form 10-K, 2-26908	2(e)
December 1, 1950	Form 10-K, 2-26908	2(f)
March 1, 1954	Form 10-K, 2-26908	2(g)
February 1, 1956	Form 10-K, 2-26908	2(h)
May 1, 1958	Form 10-K, 2-59794	5(g)
August 1, 1967	Form 10-K, 2-26908	2(c)
November 1, 1970	Form 10-K, 2-38569	2(c)
August 1, 1972	Form 10-K, 2-44873	2(c)
November 1, 1973	Form 10-K, 2-49428	2(c)
October 1, 1975	Form 10-K, 2-54627	2(c)
June 1, 1976	Form 10-K, 2-56396	2(c)
October 1, 1978	Form 10-K, 2-62568	2(c)
September 1, 1979	Form 10-K, 2-65350	2(c)
September 1, 1980	Form 10-K, 2-69190	4(s)
October 1, 1980	Form 10-K, 2-69190	4(c)
April 1, 1981	Form 10-K, 2-71580	4(c)
November 1, 1981	Form 10-K, 2-74485	4(c)
June 1, 1982	Form 10-K, 2-77763	4(c)
September 1, 1982	Form 10-K, 2-87323	4(x)
April 1, 1983	March 31, 1983, Form 10-Q, 1-3583	4(c)
December 1, 1983	1983 Form 10-K, 1-3583	4(x)
April 1, 1984	2-90059	4(c)
October 15, 1984	1984 Form 10-K	4(dd)
August 1, 1985	33-1689	4(ee)

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

December 1, 1985	33-1689	4(c)
March 1, 1986	1986 Form 10-K, 1-3583	4b(31)
October 15, 1987	September 30, 1987 Form 10-Q, 1-3583	4
September 15, 1988	1988 Form 10-K, 1-3583	4b(33)
June 15, 1989	1989 Form 10-K, 1-3583	4b(34)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):ExhibitsTE

Dated as of	File Reference	Exhibit No.
October 15, 1989	1989 Form 10-K, 1-3583	4b(35)
May 15, 1990	June 30, 1990 Form 10-Q, 1-3583	4
March 1, 1991	June 30, 1991 Form 10-Q, 1-3583	4(b)
May 1, 1992	33-48844	4(a)(3)
August 1, 1992	1992 Form 10-K, 1-3583	4b(39)
October 1, 1992	1992 Form 10-K, 1-3583	4b(40)
January 1, 1993	1992 Form 10-K, 1-3583	4b(41)
September 15, 1994	September 30, 1994 Form 10-Q, 1-3583	4(b)
May 1, 1995	September 30, 1995 Form 10-Q, 1-3583	4(d)
June 1, 1995	September 30, 1995 Form 10-Q, 1-3583	4(e)
July 14, 1995	September 30, 1995 Form 10-Q, 1-3583	4(f)
July 15, 1995	September 30, 1995 Form 10-Q, 1-3583	4(g)
August 1, 1997	1998 Form 10-K, 1-3583	4b(47)
June 1, 1998	1998 Form 10-K, 1-3583	4b(48)
January 15, 2000	1999 Form 10-K, 1-3583	4b(49)
May 1, 2000	2000 Form 10-K, 1-3583	4b(50)
September 1, 2000	2002 Form 10-K, 1-3583	4b(51)

October 1, 2002	2002 Form 10-K, 1-3583	4b(52)
April 1, 2003	2003 Form 10-k, 1-3583	4b(53)

JCP&L

C-234 Indenture of JCP&L, dated March 1, 1946 between JCP&L and United States Trust Company of New York, Successor Trustee, as amended and supplemented by eight supplemental indentures dated December 1, 1948 through June 1, 1960 - Incorporated by reference to JCP&L's Instruments of Indebtedness Nos. 1 to 7, inclusive, and 9 and 10 filed as part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, SEC File Nos. 30-126 and 1-3292.

C-235 Ninth Supplemental Indenture, dated as of November 1, 1962 - incorporated by reference to Exhibit 2-C, Registration No. 2-20732.

C-236 Tenth Supplemental Indenture, dated as of October 1, 1963 - incorporated by reference to Exhibit 2-C, Registration No. 2-21645.

C-237 Eleventh Supplemental Indenture, dated as of October 1, 1964 - incorporated by reference to Exhibit 5-A-3, Registration No. 2-59785.

C-238 Twelfth Supplemental Indenture, dated as of November 1, 1965 - incorporated by reference to Exhibit 5-A-4, Registration No. 2-59785.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

- C-239 Thirteenth Supplemental Indenture, dated as of August 1, 1966 - incorporated by reference to Exhibit 4-C, Registration No. 2-25124.
- C-240 Fourteenth Supplemental Indenture, dated as of September 1, 1967 - incorporated by reference to Exhibit 5-A-6, Registration No. 2-59785.
- C-241 Fifteenth Supplemental Indenture, dated as of October 1, 1968 - incorporated by reference to Exhibit 5-A-7, Registration No. 2-59785.
- C-242 Sixteenth Supplemental Indenture, dated as of October 1, 1969 - incorporated by reference to Exhibit 5-A-8, Registration No. 2-59785.
- C-243 Seventeenth Supplemental Indenture, dated as of June 1, 1970 - incorporated by reference to Exhibit 5-A-9, Registration No. 2-59785.
- C-244 Eighteenth Supplemental Indenture, dated as of December 1, 1970 - incorporated by reference to Exhibit 5-A-10, Registration No. 2-59785.
- C-245 Nineteenth Supplemental Indenture, dated as of February 1, 1971 - incorporated by reference to Exhibit 5-A-11, Registration No. 2-59785.
- C-246 Twentieth Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 5-A-12, Registration No. 2-59875.
- C-247 Twenty-first Supplemental Indenture, dated as of August 1, 1972 - incorporated by reference to Exhibit 5-A-13, Registration No. 2-59785.
- C-248 Twenty-second Supplemental Indenture, dated as of August 1, 1973 - incorporated by reference to Exhibit 5-A-14, Registration No. 2-59785.
- C-249 Twenty-third Supplemental Indenture, dated as of October 1, 1973 - incorporated by reference to Exhibit 5-A-15, Registration No. 2-59785.
- C-250 Twenty-fourth Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 5-A-16, Registration No. 2-59785.
- C-251 Twenty-fifth Supplemental Indenture, dated as of November 1, 1974 - incorporated by reference to Exhibit 5-A-17, Registration No. 2-59785.
- C-252 Twenty-sixth Supplemental Indenture, dated as of March 1, 1975 - incorporated by reference to Exhibit 5-A-18, Registration No. 2-59785.
- C-253 Twenty-seventh Supplemental Indenture, dated as of July 1, 1975 - incorporated by reference to Exhibit 5-A-19, Registration No. 2-59785.

C-254 Twenty-eighth Supplemental Indenture, dated as of October 1, 1975 - incorporated by reference to Exhibit 5-A-20, Registration No. 2-59785.

C-255 Twenty-ninth Supplemental Indenture, dated as of February 1, 1976 - incorporated by reference to Exhibit 5-A-21, Registration No. 2-59785.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

- C-256 Supplemental Indenture No. 29A, dated as of May 31, 1976 - incorporated by reference to Exhibit 5-A-22, Registration No. 2-59785.
- C-257 Thirtieth Supplemental Indenture, dated as of June 1, 1976 - incorporated by reference to Exhibit 5-A-23, Registration No. 2-59785.
- C-258 Thirty-first Supplemental Indenture, dated as of May 1, 1977 - incorporated by reference to Exhibit 5-A-24, Registration No. 2-59785.
- C-259 Thirty-second Supplemental Indenture, dated as of January 20, 1978 - incorporated by reference to Exhibit 5-A-25, Registration No. 2-60438.
- C-260 Thirty-third Supplemental Indenture, dated as of January 1, 1979 - incorporated by reference to Exhibit A-20(b), Certificate Pursuant to Rule 24, File No. 70-6242.
- C-261 Thirty-fourth Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit A-28, Certificate Pursuant to Rule 24, File No. 70-6290.
- C-262 Thirty-sixth Supplemental Indenture, dated as of October 1, 1979 - incorporated by reference to Exhibit A-30, Certificate Pursuant to Rule 24, File No. 70-6354.
- C-263 Thirty-seventh Supplemental Indenture, dated as of September 1, 1984 - incorporated by reference to Exhibit A-1(cc), Certificate Pursuant to Rule 24, File No. 70-7001.
- C-264 Thirty-eighth Supplemental Indenture, dated as of July 1, 1985 - incorporated by reference to Exhibit A-1(dd), Certificate Pursuant to Rule 24, File No. 70-7109.
- C-265 Thirty-ninth Supplemental Indenture, dated as of April 1, 1988 - incorporated by reference to Exhibit A-1(a), Certificate Pursuant to Rule 24, File No. 70-7263.
- C-266 Fortieth Supplemental Indenture, dated as of June 14, 1988 - incorporated by reference to Exhibit A-1(ff), Certificate Pursuant to Rule 24, File No. 70-7603.
- C-267 Forty-first Supplemental Indenture, dated as of April 1, 1989 - incorporated by reference to Exhibit A-1(gg), Certificate Pursuant to Rule 24, File No. 70-7603.
- C-268 Forty-second Supplemental Indenture, dated as of July 1, 1989 - incorporated by reference to Exhibit A-1(hh), Certificate Pursuant to Rule 24, File No. 70-7603.
- C-269 Forty-third Supplemental Indenture, dated as of March 1, 1991 - incorporated by reference to Exhibit 4-A-35, Registration No. 33-45314.
- C-270 Forty-fourth Supplemental Indenture, dated as of March 1, 1992 - incorporated by reference to Exhibit 4-A-36, Registration No. 33-49405.

C-271 Forty-fifth Supplemental Indenture, dated as of October 1, 1992 - incorporated by reference to Exhibit 4-A-37,
Registration No. 33-49405.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

JCP&L

- C-272 Forty-sixth Supplemental Indenture, dated as of April 1, 1993 - incorporated by reference to Exhibit C-15 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.
- C-273 Forty-seventh Supplemental Indenture, dated as of April 10, 1993 - incorporated by reference to Exhibit C-16 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.
- C-274 Forty-eighth Supplemental Indenture, dated as of April 15, 1993 - incorporated by reference to Exhibit C-17 to GPU, Inc.'s Annual Report on Form U5S for the year 1992, File No. 30-126.
- C-275 Forty-ninth Supplemental Indenture, dated as of October 1, 1993 - incorporated by reference to Exhibit C-18 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.
- C-276 Fiftieth Supplemental Indenture, dated as of August 1, 1994 - incorporated by reference to Exhibit C-19 of GPU, Inc.'s Annual Report on Form U5S for the year 1994, File No. 30-126.
- C-277 Fifty-first Supplemental Indenture of JCP&L, dated August 15, 1996 - incorporated by reference to Exhibit 4-A-43 of GPU, Inc.'s Annual Report on Form 10-K for 1996, File No. 1-6047.
- C-278 Fifty-second Supplemental Indenture of JCP&L dated July 1, 1999 - incorporated by reference to Item 16, Exhibit 4-B-44 of Registration No. 333-88783.
- C-279 Fifty-third Supplemental Indenture of JCP&L dated November 1, 1999 - incorporated by reference to Exhibit 4-A-45 of JCP&L's Annual Report on Form 10-K for the year 1999, File No. 1-3141.
- C-280 Subordinated Debenture Indenture, dated as of May 1, 1995 - incorporated by reference to Exhibit A-8(a), Certificate Pursuant to Rule 24, File No. 70-8495.
- C-281 Fifty-fourth Supplemental Indenture of JCP&L, dated November 7, 2001 - incorporated by reference to Exhibit 4-A-47 of JCP&L's Annual Report on Form 10-K for the year 2001, File No. 1-3141.
- C-282 Fifty-fifth Supplemental Indenture of JCP&L, dated April 23, 2004, incorporated by reference to Exhibit 4-5, 2004 Annual Report on Form 10-K, SEC File No. 1-3141.
- C-283 Senior Note Indenture between JCP&L and United States Trust Company of New York, dated July 1, 1999 - incorporated by reference to Exhibit 4-A of Registration No. 333-78717.

Met-Ed

- C-284 Indenture of Met-Ed, dated November 1, 1944, between Met-Ed and United States Trust Company of New York, Successor Trustee, as amended and supplemented by fourteen supplemental indentures dated February 1, 1947 through May 1, 1960 - Incorporated by reference to Met-Ed's Instruments of Indebtedness Nos. 1 to 14 inclusive, and 16, filed as part of Amendment No. 1 to 1959 Annual Report of GPU on Form U5S, SEC File Nos. 30-126 and 1-3292.

Edgar Filing: QUALCOMM INC/DE - Form S-8 POS

C-285 Supplemental Indenture, dated as of December 1, 1962 - incorporated by reference to Exhibit 2-E(1),
Registration No. 2-59678.

C-286 Supplemental Indenture, dated as of March 20, 1964 - incorporated by reference to Exhibit 2-E(2), Registration
No. 2-59678.

127

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

- C-287 Supplemental Indenture, dated as of July 1, 1965 - incorporated by reference to Exhibit 2-E(3), Registration No. 2-59678.
- C-288 Supplemental Indenture, dated as of June 1, 1966 - incorporated by reference to Exhibit 2-B-4, Registration No. 2-24883.
- C-289 Supplemental Indenture, dated as of March 22, 1968 - incorporated by reference to Exhibit 4-C-5, Registration No. 2-29644.
- C-290 Supplemental Indenture, dated as of September 1, 1968 - incorporated by reference to Exhibit 2-E(6), Registration No. 2-59678.
- C-291 Supplemental Indenture, dated as of August 1, 1969 - incorporated by reference to Exhibit 2-E(7), Registration No. 2-59678.
- C-292 Supplemental Indenture, dated as of November 1, 1971 - incorporated by reference to Exhibit 2-E(8), Registration No. 2-59678.
- C-293 Supplemental Indenture, dated as of May 1, 1972 - incorporated by reference to Exhibit 2-E(9), Registration No. 2-59678.
- C-294 Supplemental Indenture, dated as of December 1, 1973 - incorporated by reference to Exhibit 2-E(10), Registration No. 2-59678.
- C-295 Supplemental Indenture, dated as of October 30, 1974 - incorporated by reference to Exhibit 2-E(11), Registration No. 2-59678.
- C-296 Supplemental Indenture, dated as of October 31, 1974 - incorporated by reference to Exhibit 2-E(12), Registration No. 2-59678.
- C-297 Supplemental Indenture, dated as of March 20, 1975 - incorporated by reference to Exhibit 2-E(13), Registration No. 2-59678.
- C-298 Supplemental Indenture, dated as of September 25, 1975 - incorporated by reference to Exhibit 2-E(15), Registration No. 2-59678.
- C-299 Supplemental Indenture, dated as of January 12, 1976 - incorporated by reference to Exhibit 2-E(16), Registration No. 2-59678.
- C-300 Supplemental Indenture, dated as of March 1, 1976 - incorporated by reference to Exhibit 2-E(17), Registration No. 2-59678.
- C-301 Supplemental Indenture, dated as of September 28, 1977 - incorporated by reference to Exhibit 2-E(18), Registration No. 2-62212.

C-302 Supplemental Indenture, dated as of January 1, 1978 - incorporated by reference to Exhibit 2-E(19),
Registration No. 2-62212.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

- C-303 Supplemental Indenture, dated as of September 1, 1978 - incorporated by reference to Exhibit 4-A(19),
Registration No. 33-48937.
- C-304 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(20), Registration
No. 33-48937.
- C-305 Supplemental Indenture, dated as of January 1, 1980 - incorporated by reference to Exhibit 4-A(21),
Registration No. 33-48937.
- C-306 Supplemental Indenture, dated as of September 1, 1981 - incorporated by reference to Exhibit 4-A(22),
Registration No. 33-48937.
- C-108 Supplemental indenture, dated as of September 10, 1981 - incorporated by reference to Exhibit 4-A(23),
Registration No. 33-48937.
- C-308 Supplemental Indenture, dated as of December 1, 1982 - incorporated by reference to Exhibit 4-A(24),
Registration No. 33-48937.
- C-309 Supplemental Indenture, dated as of September 1, 1983 - incorporated by reference to Exhibit 4-A(25),
Registration No. 33-48937.
- C-310 Supplemental Indenture dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(26),
Registration No. 33-48937.
- C-311 Supplemental Indenture, dated as of March 1, 1985 - incorporated by reference to Exhibit 4-A(27), Registration
No. 33-48937.
- C-312 Supplemental Indenture, dated as of September 1, 1985 - incorporated by reference to Exhibit 4-A(28),
Registration No. 33-48937.
- C-313 Supplemental Indenture, dated as of June 1, 1988 - incorporated by reference to Exhibit 4-A(29), Registration
No. 33-48937.
- C-314 Supplemental Indenture, dated as of April 1, 1990 - incorporated by reference to Exhibit 4-A(30), Registration
No. 33-48937.
- C-315 Amendment, dated as of May 22, 1990, to Supplemental Indenture (dated April 1, 1990) - incorporated by
reference to Exhibit 4-A(31), Registration No. 33-48937.
- C-316 Supplemental Indenture, dated as of September 1, 1992 - incorporated by reference to Exhibit 4-A(32)(a),
Registration No. 33-48937.
- C-317 Supplemental Indenture, dated as of December 1, 1993 - incorporated by reference to Exhibit C-58 to GPU,
Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.

C-318 Supplemental Indenture, dated as of July 15, 1995 - incorporated by reference to Exhibit 4-B-35 to Met-Ed's Annual Report on Form 10-K for the year 1995, File No. 1-446.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Met-Ed

- C-319 Supplemental Indenture, dated August 15, 1996 - incorporated by reference to Exhibit 4-B-35 to Met-Ed's Annual Report on Form 10-K for 1996, File No. 1-446.
- C-320 Supplemental Indenture, dated May 1, 1997 - incorporated by reference to Exhibit 4-B-36 to Met-Ed's Annual Report on Form 10-K for 1997, File No. 1-446.
- C-321 Indenture between Met-Ed and United States Trust Company of New York dated May 1, 1999 - incorporated by reference to Exhibit A-11(a), Certificate Pursuant to Rule 24, File No. 70-9329.
- C-322 Supplemental Indenture between Met-Ed and United States Trust Company of New York dated July 1, 1999 - incorporated by reference to Exhibit 4-B-38 of Met-Ed's Annual Report on Form 10-K for the year 1999, File No. 1-446.
- C-323 Senior Note Indenture between Met-Ed and United States Trust Company of New York, dated July 1, 1999.
- C-324 Supplemental Indenture, dated May 1, 2001 - incorporated by reference to Exhibit 4-B-41 to Met-Ed's Annual Report on Form 10-K for 2002, File No. 1-446.
- C-325 First Supplemental Indenture between Met-Ed and United States Trust Company of New York, dated August 1, 2000 - incorporated by reference to Exhibit 4-A, June 30, 2000 Quarterly Report on Form 10-Q, SEC File No. 1-446.
- C-326 Supplemental Indenture, dated March 1, 2003 - incorporated by reference to Exhibit 4-B-42 to Met-Ed's Annual Report on Form 10-K for 2003, File No. 1-446.
- C-327 Payment and Guarantee Agreement of Met-Ed, dated May 28, 1999 - incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, SEC No. 70-9329.
- C-328 Amendment No. 1 Payment and Guarantee Agreement of Met-Ed, dated November 23, 1999 - incorporated by reference to Exhibit 4-H, 1999 Annual Report on Form 10-K, SEC File No. 1-446.

Penelec

- C-329 Supplemental Indentures to Mortgage and Deed of Trust, dated May 1, 1961 through December 1, 1977 - incorporated by reference to Exhibit 2-D(1) to 2-D(19), Registration No. 2-61502.
- C-330 Supplemental Indenture, dated as of June 1, 1978 - incorporated by reference to Exhibit 4-A(2), Registration No. 33-49669.
- C-331 Supplemental Indenture, dated as of June 1, 1979 - incorporated by reference to Exhibit 4-A(3), Registration No. 33-49669.
- C-332 Supplemental Indenture, dated as of September 1, 1984 - incorporated by reference to Exhibit 4-A(4), Registration No. 33-49669.

C-333 Supplemental Indenture, dated as of December 1, 1985 - incorporated by reference to Exhibit 4-A(5),
Registration No. 33-49669.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

Penelec

- C-334 Supplemental Indenture, dated as of December 1, 1986, - incorporated by reference to Exhibit 4-A(6), Registration No. 33-49669.
- C-335 Supplemental Indenture, dated as of May 1, 1989 - incorporated by reference to Exhibit 4-A(7), Registration No. 33-49669.
- C-336 Supplemental Indenture, dated as of December 1, 1990 - incorporated by reference to Exhibit 4-A(8), Registration No. 33-45312.
- C-337 Supplemental Indenture, dated as of March 1, 1992 - incorporated by reference to Exhibit 4-A(9), Registration No. 33-45312.
- C-338 Supplemental Indenture, dated as of June 1, 1993 - incorporated by reference to Exhibit C-73 to GPU, Inc.'s Annual Report on Form U5S for the year 1993, File No. 30-126.
- C-339 Supplemental Indenture, dated as of November 1, 1995 - incorporated by reference to Exhibit 4-C-11 to GPU, Inc.'s Annual Report on Form 10-K for the year 1995, File No. 1-6047.
- C-340 Supplemental Indenture, dated August 15, 1996 - incorporated by reference to Exhibit 4-C-12 to GPU, Inc.'s Annual Report on Form 10-K for 1996, File No. 1-6047.
- C-341 Senior Note Indenture between Penelec and United States Trust Company of New York dated April 1, 1999 - incorporated by reference to Exhibit 4-C-13 of Penelec's Annual Report on Form 10-K for the year 1999, File No. 1-3522.
- C-342 Indenture between Penelec and United States Trust Company of New York dated June 1, 1999 - incorporated by reference to Exhibit A-11(a), Certificate Pursuant to Rule 24, File No. 70-9327.
- C-343 First Supplemental Indenture between Penelec and United States Trust Company of New York, dated August 1, 2000 - incorporated by reference to Exhibit 4-B, June 30, 2000 Quarterly Report on Form 10-Q, SEC File No. 1-3522.
- C-344 Supplemental Indenture, dated May 1, 2001 - incorporated by reference to Exhibit 4-C-16 to Penelec's Annual Report on Form 10-K for the year 2001, File No. 1-3522.
- C-345 Supplemental Indenture No. 1, dated May 1, 2001 - incorporated by reference to Exhibit 4-C-16 to Penelec's Annual Report on Form 10-K for the year 2001, File No. 1-3522.
- C-346 Payment and Guarantee Agreement of Penelec, dated June 16, 1999 - incorporated by reference to Exhibit B-1(a), Certificate Pursuant to Rule 24, SEC File No. 70-9327.
- C-347 Amendment No. 1 to Payment and Guarantee Agreement of Penelec, dated November 23, 1999 - incorporated by reference to Exhibit 4-J, 1999 Annual Report on Form 10-K, SEC File No. 1-3522.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

D. Tax Allocation Agreement

D-1 Tax Allocation Agreement dated June 30, 2003 incorporated by reference to Exhibit D-1 to FirstEnergy Corp.'s Annual Report on Form U5S for the year 2003, File No. 333-21011.

F. Schedules Supporting Items of This Report

F-1 Item 6. Part III - Compensation and other related information for the Officers and Directors of FirstEnergy and its subsidiaries.

F-2 Consolidating Financial Statements of Jersey Central Power & Light Company for 2004.

Consolidating Financial Statements of Metropolitan Edison Company for 2004.

Consolidating Financial Statements of Ohio Edison Company for 2004.

Consolidating Financial Statements of Pennsylvania Electric Company for 2004.

Consolidating Financial Statements of Pennsylvania Power Company for 2004.

Consolidating Financial Statements of The Cleveland Electric Illuminating Company for 2004.

Consolidating Financial Statements of The Toledo Edison Company for 2004.

Consolidating Financial Statements of FirstEnergy Facilities Services Group, LLC for 2004 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of Elliott-Lewis Corporation for 2004 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of E-L Enterprises, Inc. for 2004 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Solutions Corp. for 2004 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of FirstEnergy Ventures Corp. for 2004 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of GPU Capital, Inc. for 2004 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of GPU Diversified Holdings, LLC. for 2004 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of MARBEL Energy Corporation for 2004 - filed pursuant to request for confidential treatment.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (Continued):

Exhibits

F-2 Consolidating Financial Statements of MYR Group Inc. for 2004 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of Harlan Electric Company for 2004 - filed pursuant to request for confidential treatment.

F-3 Item 8. Part I - Affiliated Transactions for 2004.

H Organization Chart - EWG and FUCO

H-1 Organizational chart showing the relationship of FirstEnergy Generation Corp. to each exempt wholesale generator (EWG) in which it holds an interest.

H-2 Organizational chart showing the relationship of GPU Power, Inc. to each exempt wholesale generator (EWG) in which it holds an interest.

H-3 Organizational chart showing the relationship of GPU Capital, Inc. to each foreign utility company (FUCO) in which it holds an interest.

I Financial Statement - EWG and FUCO

I-1 Financial Statements of FirstEnergy Generation Corp. for 2004 - filed pursuant to request for confidential treatment.

Consolidating Financial Statements of GPU Power, Inc. for 2004 - filed pursuant to request for confidential treatment.

SIGNATURE

The undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

FIRSTENERGY CORP.

Date: April 28, 2005

By: /s/ Harvey L. Wagner

Harvey L. Wagner
Vice President, Controller
and Chief Accounting Officer
(Principal Accounting Officer)

