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Governor

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Lt. Governor

STATE OF NEW JERSEY
Board of Public Utilities
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Trenton, New Jersey 08625-0350
www.nj.gov/bpu/

Kristi Izzo
Secretary of the Board
Tel. # (609) 292-1599

NOTICE¹

The New Jersey Board of Public Utilities ("Board") hereby gives notice of a Request for Comments on the following item:

In the Matter of the Provision of Basic Generation Service ("BGS") Pursuant to the Electric Discount and Energy Competition Act—Determination on Creditworthiness Requirements for Jersey Central Power and Light Company - Docket No. EO13080721

By letter dated August 5, 2013, Jersey Central Power and Light Company ("JCP&L") notified the Board that Fitch Ratings had lowered both its Issuer Default Rating ("IDR") and senior unsecured debt credit rating on JCP&L's parent company FirstEnergy from BBB- to BB+. Fitch also lowered its IDR on the utility JCP&L from BBB to BBB-, and lowered JCP&L's senior unsecured debt credit rating from BBB+ to BBB while revising JCP&L's Rating Outlook to Stable from Negative. By that same letter, posted with this Notice and the July 31, 2013 Fitch Ratings report, JCP&L submitted its plan for mitigating any possible effects of this credit downgrade.

Parties wishing to be heard on this mitigation plan should submit comments to board.secretary@bpu.state.nj.us by August 19, 2013, and should include "JCP&L BGS Creditworthiness" in the subject line of the email. After reviewing comments, it will be determined whether to hold a public hearing on this matter or take any additional action.

Hard copies or any comments should also be sent to:

Kristi Izzo
Secretary of the Board
Board of Public Utilities
44 South Clinton Avenue, 9th Floor
Post Office Box 350
Trenton, NJ 08625-0350

A handwritten signature in black ink that reads "Kristi Izzo".

Kristi Izzo
Secretary of the Board

Dated: August 12, 2013

¹ Not a paid legal advertisement.



Fitch Downgrades First Energy & Subsidiaries to 'BB+' & JCP&L to 'BBB-'; Outlook

Stable Ratings Endorsement Policy

31 Jul 2013 11:54 AM (EDT)

Fitch Ratings-New York-31 July 2013: Fitch has downgraded the Issuer Default Ratings (IDRs) of FirstEnergy Corporation (FE) and its wholly-owned merchant generation subsidiaries FirstEnergy Solutions Corporation (FES) and Allegheny Energy Supply Company, LLC (Supply) to 'BB+' from 'BBB-'. Fitch has also downgraded Jersey Central Power & Light Company's (JCP&L) IDR to 'BBB-' from 'BBB'. JCP&L's Rating Outlook has been revised to Stable from Negative.

In addition, Fitch has affirmed the long-term issuer and securities ratings for all of FE's remaining subsidiaries. The Rating Outlook for FE and its subsidiaries is Stable. Fitch has also downgraded the short-term ratings of FE and its subsidiaries to 'B' from 'F3'.

Approximately \$20 billion of debt is affected by today's rating actions. A full list of ratings is shown at the end of this release.

Key rating drivers for FE include:

- The extended downturn in U.S. power prices and its adverse effect on operating profits at consolidated FE, FES and Supply;
- Significant capex and rising operating costs due to environmental compliance standards, which further pressure margins and cash flows at FES and Supply;
- FE's planned asset restructuring, plant retirements and debt reduction at FES and Supply;
- Rating linkage between FE and its unregulated and regulated operating subsidiaries under Fitch criteria;
- Relatively stable electric utility operations and cash flows, but weakening credit metrics at JCP&L.

Debt Restructuring

The ratings consider debt issuance of \$1.5 billion at the FE parent level during March 2013 and the use of the proceeds to reduce FES debt by a like amount. The ratings also consider the issuance of Ohio PIRB Special Purpose Trust Notes totaling \$455 million. Fitch expects future, planned asset sales to third parties in 2013 will be used to reduce debt at FES.

Low Power Prices

The lower ratings and Stable Outlook for FE, FES and Supply primarily reflect the prolonged downturn in power prices driven by a surfeit of natural gas supply, strong reserve margins and a sluggish economic recovery. Low power prices have depressed margins and cash flows at FES and Supply, along with more stringent environmental requirements.

Moreover, the results of the PJM Interconnection's 2016/2017 base residual auction bode ill for a meaningful regional power price recovery in the near-to-intermediate term, in Fitch's opinion. FE's announcement in July 2013 to retire the Hatfield super-critical coal-fired generating facility underscores the challenges confronting FE's unregulated generation business model against a backdrop that includes a surfeit of natural gas supply and rising environmental costs.

Asset Sales

The ratings consider the planned debt restructuring, asset transfers and sales at FES, Supply and AGC with affiliated utility, Monongahela Power Company (MP) and third parties. A final ruling regarding the transfer of the Harrison Power Station (Harrison) to MP from Supply for approximately \$1.1 billion (1,476-mws net of the sale of the Pleasants plant to Supply) is expected by the West Virginia Public Service Commission (PSC) in August 2013.

Fitch notes that certain intervenors in proceedings before the West Virginia commission are recommending a transfer price of less than \$600 million and completion of the transaction is not assured.

The planned sale of FES/Supply's unregulated hydro assets to potential third parties later this year is expected to facilitate debt reduction.

Environmental Costs

FE has invested heavily to comply with Environmental Protection Agency (EPA) rules. Continued compliance will require significant additional capital investment and result in higher operating costs in 2013 and beyond at FE's unregulated and regulated generating operations. These factors have resulted in a more leveraged consolidated financial profile.

On its first quarter 2013 earnings call, FE announced a further reduction to estimated compliance costs with the EPA's Mercury and Air Toxics Standard (MATS) by \$50 million to \$925 million. In addition, the retirement of the Hatfield and Mitchell units is expected to reduce MATS compliance by approximately an incremental \$270 million.

AGC

Allegheny Generation Company's (AGC) ratings and Stable Outlook reflect the company's strong credit metrics relative to Fitch's 'BBB' internal guideline and linkage to FE.

Operating risk at AGC is relatively low. The company's sole asset is a 40% undivided interest in a large pumped storage facility and related transmission assets. All of AGC's revenues, earnings and cash flow are derived from its sales to Supply and affiliate, MP. Revenues are provided via Federal Energy Regulatory Commission-approved tariffs.

Storm Activity

The impact of frequent, significant storm activity across FE's service territory in 2011 and 2012 and recovery of related costs, especially at JCP&L, is also factored into the utility and FE's credit ratings. Costs related to Hurricane Sandy totaled \$860 million for the FE system and \$603 million at JCP&L, pressuring JCP&L and FE's consolidated credit metrics.

Uncertainty regarding JCP&L's pending general rate case (GRC) and recovery of deferred storm costs remain a concern for JCP&L and FE's credit quality. A worse-than expected outcome in the GRC and related generic storm cost proceeds could lead to further adverse rating actions. Fitch assumes recovery of prudently incurred storm costs within six years and no base rate increase.

FE Utility Operations

FE's electric utility subsidiaries are primarily distribution operating companies serving significant portions of Ohio, Pennsylvania, New Jersey, Maryland and West Virginia. The utilities benefit from balanced regulatory jurisdictions, relatively low risk business profiles and credit metrics that are generally consistent with the rating categories. Ohio, Pennsylvania and New Jersey account for more than 85% of FE's total estimated 2012 electric distribution deliveries.

Fitch expects management to invest significant capital in its distribution and transmission businesses over the next several years to enhance service quality and reliability.

West Virginia Rate Case

Monongahela Power Co. (MP) and Potomac Edison (PotEd) filed a request with the PSC in 2012 to approve the proposed Harrison/Pleasants transaction. Currently, the Harrison super critical coal-fired generating facility is 80% owned by Allegheny Energy Supply (Supply). MP owns 408-megawatts (MW - 20%) of Harrison.

As proposed, the asset transfer would require implementation of a temporary transaction surcharge to be implemented concomitant with closing of the transaction. The surcharge, if approved by the PSC, would remain effective until the adjudication of MP's next general rate case proceeding. The requested \$192.9 million surcharge at MP would be offset in part by reductions to its expanded net energy cost (ENEC) mechanism. Fitch notes that intervenors in the proceedings have proposed a transfer price of under \$600 million and that there is significant opposition to the proposed transaction.

Ohio Restructuring

The transition to competition in Ohio has been a slowly evolving, sometimes controversial process. FE moved early to separate its generation from regulatory oversight. As a result, its distribution utilities in the state, OE, CEI and TE, have a less volatile business mix compared to other utilities in the state that are in the process of restructuring their generation assets.

ESPs Approved

FE's Ohio-based utilities have Public Utilities Commission of Ohio (PUCO)-approved electric security plans (ESP) in effect. The ESPs include generation supply procurement via competitive bid process and no increase in base distribution rates through May 31, 2016. In addition, the ESP continues the Distribution Capital Recovery (DCR) rider, which allows the utilities to recover a return of and on capital investment of up to \$405 million in their delivery system.

Pennsylvania Operations

FE's Pennsylvania-based utilities exited their multi-year transition-to-competition plans Dec. 31, 2010. Pennsylvania Public

Utility Commission-approved default service plans are in place through May 31, 2015.

WV and MD

MP provides integrated, regulated electricity service in parts of West Virginia and PotEd provides transmission and distribution services in portions of West Virginia and Maryland. While the regulatory environment in West Virginia has been somewhat restrictive from an investor viewpoint, recent decisions have been more balanced, in Fitch's view. In Maryland, energy regulation has in recent years been less of a political focal point than it had been previously.

Parent/Subsidiary Linkage

FE and its operating subsidiaries' ratings are closely linked in accordance with Fitch criteria. IDR linkage reflects FE's reliance on its operating subsidiary dividends to meet its financial obligations, centrally managed operations and treasury functions including money pools and sub-limits on revolving credit agreements.

Liquidity

Fitch believes FE's consolidated liquidity position is solid, with \$6 billion of existing, committed bank facilities that mature May 2018. As of April 30, 2013, FE had more than \$3 billion of available liquidity on credit facilities totaling at the time \$5.5 billion and maturing in May 2017. FE subsequently extended the maturity dates one year to May 2018 and exercised an accordion feature increasing borrowing capacity at FE's revolver to \$2.5 billion from \$2 billion.

FE subsidiary AGC's \$50 million revolving credit facility matures December 2013.

In addition to sub-limit borrowing under FE's \$2.5 billion credit facility, FE's integrated and distribution utility subsidiaries also participate in a money pool to meet their short-term working capital requirements.

The Stable Outlook for Supply takes into consideration plans by FE management to eventually merge Supply into FES. The companies will remain separate entities for the near-to medium-term. However, FES and Supply are currently managed operationally and financially as one entity (together FE Generation).

RATING SENSITIVITIES

A rating upgrade at this juncture appears unlikely for FE and its subsidiaries. A credit rating downgrade could be triggered by: lower than expected margins and volumes at FES and Supply; continued deterioration at JCP&L; and or an unexpected adverse operating event at one of FE's nuclear or large coal-fired generating units.

Fitch has taken the following rating actions:

FirstEnergy Corp.

- IDR downgraded to 'BB+' from 'BBB-';
- Senior unsecured debt downgraded to 'BB+' from 'BBB-';
- Short-term IDR and commercial paper ratings downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

FirstEnergy Solutions Corp.

- IDR downgraded to 'BB+' from 'BBB-';
- Senior unsecured debt downgraded to 'BB+' from 'BBB-';
- Short-term IDR and commercial paper ratings downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

Allegheny Energy Supply Co., LLC

- IDR downgraded to 'BB+' from 'BBB-';
- Senior unsecured debt and revenue bonds downgraded to 'BB+' from 'BBB-';
- Short-term IDR downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

Allegheny Generating Co.

- Issuer Default Rating (IDR) affirmed at 'BBB';
- Short-term IDR downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

Jersey Central Power & Light

- IDR downgraded to 'BBB-' from 'BBB'
- Senior unsecured debt downgraded to 'BBB' from 'BBB+'
- Short-term IDR and commercial paper downgraded to 'B' from 'F3'.

The Rating Outlook revised to Stable from Negative.

Ohio Edison Company

- IDR affirmed at 'BBB-';
- Senior secured debt affirmed at 'BBB+';
- Senior unsecured debt and revenue bonds affirmed at 'BBB';
- Short-term IDR and commercial paper downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

Pennsylvania Power Company

- IDR affirmed at 'BBB-';
- Senior secured debt affirmed at 'BBB+';
- Short-term IDR downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

Cleveland Electric and Illuminating Co.

- IDR affirmed at 'BB+';
- Senior secured debt affirmed at 'BBB';
- Senior unsecured debt affirmed at 'BBB-'.

The Rating Outlook is Stable.

Toledo Edison Company

- IDR affirmed at 'BB+';
- Senior secured debt affirmed at 'BBB'.

The Rating Outlook is Stable.

BVPS II Funding Corp.

- Secured debt affirmed at 'BBB'.

Beaver Valley II Funding Corp.

- Secured Debt affirmed at 'BBB'.

PNPP II Funding Corp.

- Secured debt affirmed at 'BBB-'.

Pennsylvania Electric Company

- IDR affirmed at 'BBB-';
- Senior secured debt affirmed at 'BBB+';
- Senior Unsecured Debt affirmed at 'BBB';
- Short-term IDR and commercial paper downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

Metropolitan Edison Company

- IDR affirmed at 'BBB';
- Senior secured affirmed at 'A-';
- Senior unsecured affirmed at 'BBB+';
- Short-term IDR and commercial paper downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

Monongahela Power Company

--IDR affirmed at 'BBB';
--Senior secured debt affirmed at 'A-';
--Secured revenue bonds affirmed at 'A-';
--Senior unsecured revenue bonds affirmed at 'BBB+';
--Short-term IDR downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

Potomac Edison

--IDR affirmed at 'BBB';
--Senior secured debt affirmed at 'A-';
--Secured revenue bonds affirmed at 'A-';
--Senior unsecured debt affirmed at 'BBB+';
--Short-term IDR downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

West Penn Power Co.

--IDR affirmed at 'BBB';
--Senior Secured Debt affirmed at 'A-';
--Short-term IDR downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

Trans-Allegheny Interstate Line Co.

--IDR affirmed at 'BBB';
--Senior unsecured debt affirmed at 'BBB+';
--Short-term IDR downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

American Transmission Systems Inc.

--IDR affirmed at 'BBB';
--Senior unsecured debt affirmed at 'BBB+';
--Short-term IDR downgraded to 'B' from 'F3'.

The Rating Outlook is Stable.

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Applicable Criteria and Related Research:

--'Corporate Rating Methodology' (Aug. 8, 2012);

--'Recovery Ratings and Notching Criteria For Non-Financial Corporate Issuers' (Nov. 13, 2012);

--'Parent and Subsidiary Rating Linkage' (Aug. 8, 2012).

Applicable Criteria and Related Research:

Corporate Rating Methodology

Recovery Ratings and Notching Criteria for Non-Financial Corporate Issuers

Parent and Subsidiary Rating Linkage

Additional Disclosure

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C O U N S E L O R S A T L A W
A Pennsylvania Limited Liability Partnership

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August 5, 2013

BY HAND DELIVERY

Kristi Izzo, Secretary
Board of Public Utilities
44 South Clinton Avenue, 9th Floor
Trenton, NJ 08625-0350

Re: In the Matter of the Provision of Basic Generation Service Pursuant to the
 Electric Discount and Energy Competition Act, N.J.S.A. 48:3-49 et seq.
 BPU Docket No. EX01110754

Dear Secretary Izzo:

This submission (original and eleven copies) is being made on behalf of Jersey Central Power & Light Company ("JCP&L") pursuant to the Decision and Order, dated December 4, 2002 ("2002 Order"), issued by the Board of Public Utilities ("Board") in the above-referenced docket.

Please be advised that on July 31, 2013, Fitch Ratings ("Fitch") announced that it has lowered its issuer default rating ("IDR") on JCP&L's parent holding company, FirstEnergy Corp. ("FirstEnergy"), from BBB- to BB+ and its senior unsecured debt credit rating on FirstEnergy from BBB- to BB+. Fitch also announced that it has lowered its IDR on JCP&L from BBB to BBB-, and its senior unsecured debt credit rating on JCP&L from BBB+ to BBB. Fitch has also revised JCP&L's Rating Outlook to Stable from Negative.

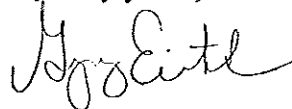
As a result, FirstEnergy's Fitch IDR and senior unsecured credit ratings are currently below investment grade. JCP&L's corporate and senior unsecured credit ratings from all three agencies (Fitch, Standard & Poor's Ratings Services, and Moody's Investors Service) remain investment grade.

Pursuant to the directive on page 4 of the 2002 Order, enclosed herewith is JCP&L's plan to mitigate such downgrade, including an assessment of its present and future sources of liquidity. This plan demonstrates that JCP&L has ample resources available to it to assure continued payments for the basic generation service supply for its customers. Therefore, no Board action is required.

Kindly stamp the enclosed additional copy of this letter with the date and time of receipt by your office, and return to the undersigned in the self-addressed postage paid return envelope provided.

Thank you for your anticipated cooperation.

Very truly yours,



Gregory Eisenstark

Enclosure

c: (w/enclosure – via regular mail)
Service List

Mitigation Plan

Jersey Central Power & Light Company (JCP&L) presents this Mitigation Plan that demonstrates that it has ample resources available to assure continued payments for the basic generation service (BGS) supply for its customers. The plan discusses (1) Existing Sources of Liquidity, (2) Access to Capital Markets, (3) Funds from Operations, (4) Debt Reduction and Maturities, and (5) Summary of Credit Ratings.

Existing Sources of Liquidity

FirstEnergy Corp. and certain of its utility subsidiaries, including JCP&L, participate in a \$2.5 billion multi-year syndicated revolving credit facility. Revolving credit facilities totaling \$3.55 billion are in place for certain other FirstEnergy Corp. subsidiaries. Currently, the total revolving credit facilities in place for the FirstEnergy companies is \$6.05 billion. As of July 31, 2013, \$3.245 billion had been drawn down and \$8 million in letters of credit had been issued under these facilities, leaving \$2.797 billion of available credit from these facilities. Additionally, as of July 31, 2013, the FirstEnergy companies had \$189 million in cash investments resulting in available liquidity of \$2.986 billion. The sources and amount of the available liquidity are summarized in the table below.

Borrower (s)	Facility	Commitment (in millions)	Available Liquidity (in millions)
FirstEnergy Corp. and the utilities	Revolving	\$2,500	\$268
FirstEnergy Solutions Corp./Allegheny Energy Supply Company, LLC	Revolving	\$2,500	\$2,499
FirstEnergy Transmission, LLC/ American Transmission Systems, Incorporated/ Trans-Allegheny Interstate Line Company	Revolving	\$1,000	\$0
Allegheny Generating Company (AGC)	Revolving	\$50	\$30
Cash Investments			\$189
Available Liquidity			\$2,986

Commitments under these credit facilities, excluding the AGC facility, were recently extended to May 2018. JCP&L's borrowing sublimit under the FirstEnergy Corp. and utilities credit facility is currently \$600 million.

In addition to these external credit facilities, the FirstEnergy companies maintain both a regulated and an unregulated money pool. The FirstEnergy companies participating in each money pool may borrow and lend to one another. FirstEnergy Corp. provides funds to both money pools, but is only allowed to borrow from the unregulated money pool. These money pools utilize the credit facilities described above to provide flexibility to borrow and lend among the FirstEnergy companies at cost-effective interest rates. In particular, JCP&L is a participant in, and has the ability to borrow from or lend to, the regulated money pool. As a result, cash available to FirstEnergy Corp. and the other utility money pool participants from the FirstEnergy Corp. and utilities credit facility mentioned above are available to JCP&L through the money pool, subject to regulatory limitations.

JCP&L's short-term borrowing authorization from the regulated money pool was temporarily increased to \$850 million pursuant to the Order dated March 20, 2013 of the Board of Public Utilities (BPU). Pursuant to such Order, JCP&L is required to reduce its short-term borrowing level from the regulated money pool to \$600 million upon the earlier of (i) the date JCP&L issues \$750 million long-term debt as authorized by the BPU in the Order dated February 20, 2013 or (ii) one year from the Order dated March 20, 2013. JCP&L also has authorization from the Federal Energy Regulatory Commission to issue up to \$850 million of short-term debt consisting of both external borrowings and regulated money pool borrowings. As of March 31, 2013, JCP&L had short-term borrowings of \$642 million outstanding.

FirstEnergy Corp. expects its existing sources of liquidity to remain sufficient to meet its anticipated obligations and those of its subsidiaries, including JCP&L.

Funds from Operations

FirstEnergy Corp. anticipates that it will have, on a consolidated basis, funds from operations, after payment of purchased power costs such as payments under the BGS supply contracts, of approximately \$3.15 billion to \$3.35 billion in the 2013 calendar year, which includes funds from JCP&L. JCP&L's anticipated funds from operations and its sources of liquidity described above provide ample support to assure payments to the BGS suppliers.

Access to Capital Markets

Through June 30, 2013, FirstEnergy Corp. and certain of its subsidiaries issued \$2.245 billion of new long-term debt in 2013. This includes \$1.5 billion for FirstEnergy Corp., \$300 million for Metropolitan Edison Company and a total of \$445 million in Phase-In Recovery Bonds for Ohio Edison Company, The Cleveland Electric Illuminating Company and The Toledo Edison Company. These issuances were well received by the markets and were over subscribed, a clear indication that the FirstEnergy companies have enjoyed access to the capital markets and should be able to continue to do so as necessary to meet their obligations.

JCP&L has authorization from the BPU in the Order dated February 20, 2013 to issue up to \$750 million in long-term debt. The BPU has also authorized JCP&L to utilize the proceeds from any such issuance in the manner set forth in such Order.

Debt Reduction and Maturities

Through June 30, 2013, certain subsidiaries of FirstEnergy Corp. redeemed \$1.968 billion of long-term debt in 2013. There are no mandatory long-term debt maturities at JCP&L until 2016.

Summary of Credit Ratings

On July 31, 2013, Fitch Ratings (Fitch) lowered its corporate credit rating on FirstEnergy Corp., FirstEnergy Solutions Corporation, Allegheny Energy Supply Company, LLC and JCP&L. The table below summarizes the ratings for both FirstEnergy Corp. and JCP&L.

As of July 31, 2013	Corporate Credit Rating (S&P) / Issuer Rating (Moody's) / Issuer Default (Fitch)			Senior Secured			Senior Unsecured			Outlook		
	S&P	Moody's	Fitch	S&P	Moody's	Fitch	S&P	Moody's	Fitch	S&P	Moody's	Fitch
	FirstEnergy Corp.	BBB-	Baa3	BB+	-	-	-	BB+	Baa3	BB+	stable	negative
JCP&L	BBB-	Baa2	BBB-	-	-	-	BBB-	Baa2	BBB	stable	negative	stable

According to the press release issued by Fitch, key drivers for their action include the extended downturn in U.S. power prices, costs due to environmental compliance standards and uncertainty regarding JCP&L's pending general rate case and recovery of deferred storm costs for JCP&L. JCP&L's credit ratings from Fitch remain investment grade and the outlook was changed from negative to stable. Fitch noted in its press release that FirstEnergy's consolidated liquidity position is solid.

BPU

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