FirstEnergy Corp.

Savings Plan

January 1, 2012

FirstEnergy Corp. Savings Plan Summary Plan Description

THIS DOC~~UMENT CONSTITUTES PART OF~~ A PROSPECTUS
COVERING SECURITIES THAT HAVE BEEN REGISTERED UNDER
THE SECURITIES ACT OF 1933.

This Prospectus is applicable to the offer and sale of up to 13,000,000 shares of FirstEnergy Corp. Common Stock, par value $.10 per share, to eligible participants in the FirstEnergy Savings Plan.

FirstEnergy Corp. (“FirstEne~~rgy”) was organized under the laws of~~ the state of Ohio in 1996 as a holding company to implement the merger of Ohio Edison Company (“Ohio Edison”) and Centerior Energy Corporation (“Centerior”). Its principal executive offices are located at 76 South Main Street, Akron, OH 44308, telephone number (330) 384-5100.

As a result of the mergers, FirstEnergy has become the parent company of:

- Ohio Edison, which remains the parent company of Pennsylvania Power Company (“Penn Power”);
- The Cleveland Electric Illuminating Company;
- The Toledo Edison Company;
- General Public Utilities, Inc.;
- Metropolitan Edison Company;
- Pennsylvania Electric Company;
- Jersey Central Power & Light Company;
- Allegheny Energy Service Corporation;
- Monongahela Power Company;
- The Potomac Edison Company and;
- West Penn Power Company

FirstEnergy has a service territory of 65,100 square miles, spanning northern and central Ohio, Western and Eastern Pennsylvania, Northern and Central New Jersey, Maryland, New York and West Virginia, and a customer base of 6 million. Based on electric sales, FirstEnergy is the 5th largest investor-owned electric utility system in the United States.

This Prospectus describes the provisions of the FirstEnergy Savings Plan and should be retained by participants for future reference.

These securities have not been approved or disapproved by the Securities and Exchange Commission or by any state securities commission nor has the securities and exchange commission or any state securities commission passed upon the accuracy or adequacy of the prospectus. Any representation to the contrary is a criminal offense.

The Date of this Prospectus is January 1, 2012

FirstEnergy Corp. Savings Plan

Introduction

Saving money for retirement is not an easy task. FirstEnergy recognizes the importance of long-term planning and wants to help provide financial security for its employees. Retirement, the purchase of a home or the education of your children are major financial commitments. The FirstEnergy Savings Plan can be an important tool in helping you achieve your financial goals. The Plan offers you:

- **the advantage of saving through payroll deductions**
- **Company matching contributions**
- **immediate ownership of your contributions and the Company matching contributions**
- **the additional benefit of reducing your taxes**
- **the freedom to decide how to invest your Account**
- **access to your savings under the withdrawal and loan features of the Plan**

The FirstEnergy Savings Plan makes saving easy, assisting you in taking control of your financial future.

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Benefits at a Glance

ELIGIBILITY	**Full-time and Part-time employees:** First day of work.
ENROLLMENT	**Full-time and Part-time employees:** Enrollment is automatic upon hire: a 3% before-tax contribution will be invested in a LifePath Portfolio Fund based on your retirement date. Every April, the deduction percentage will increase by 1% until 6% is attained. If you wish to make changes, please contact ING.
SAVINGS CHOICES	You may elect to contribute to the plan on a b**efore-tax** and/or a**fter-tax basis, including a Roth 401(k).**
SAVINGS	**Non-highly compensated employees:** Save from 1% to 75% of eligible savings plan earnings (up to IRS annual limits) in before and/or after-tax accounts, including the Roth 401(k). **Highly compensated employees,** as defined by the Internal Revenue Code, may be limited in the amount of their contributions. Affected employees will be advised if such limits apply **Special "catch-up" contributions as regular and/or Roth 401(k) are permitted for employees who are age 50 or older during the plan year.**
SAVINGS CHANGES	You may change your savings rate percentage or stop saving at any time. You may waive the automatic enrollment if you choose not to participate in the Plan when you are hired.
COMPANY MATCH	**Basic Match:** 50% of your contribution up to the first 6% of Eligible Savings Plan Earnings **All Company-matching contributions** are invested in FirstEnergy common stock. The Plan has no limitations on when Company-matching contributions may be moved to other investment options.
VESTING	You are 100% vested in your contributions and Company-matching contributions at all times.
INVESTING YOUR ACCOUNTS	You decide how to invest your accounts. You can choose from a broad variety of investment options as well as a Self-Managed Brokerage Account. There are various investment management, recordkeeping and trustee fees.
INVESTMENT CHANGES	You may change your investment election for current balance or future contributions on any day to become effective at the next close of the US securities markets. There are restrictions/redemption fees with some funds for short-term trading.
IN-SERVICE WITHDRAWALS	You may withdraw after-tax savings. Other withdrawals will be allowed, upon approval, in the case of financial hardship or disability. Additional options are available at age 59 ½. If you elect to invest in the FirstEnergy Stock Fund, you may elect to receive the dividends in cash.
LOANS **Active Employees Only**	You may have two outstanding loans at one time. You may borrow up to 50% of your balance to a maximum of $50,000, less the highest outstanding loan balance(s) in the 12 months before the loan is made. Loans are repaid through payroll deduction over a period of up to five years or up to 30 years for a primary residence. The minimum loan is $1,000. There is a processing fee for each loan.
RECEIVING YOUR PLAN BALANCE	After you leave the Company, you may request a total distribution or if your account balance equals $1000 or more, you may leave all or part of your Plan balance in the Plan until you attain age 70½. You may take withdrawals at any time, and installment payments can be established. When you attain age 70 ½, the Plan will begin the payment of the required minimum distribution. Based on age you may be subject to an early withdrawal penalty.

*Most Savings Plan transactions can be completed through ING, the Plan's Recordkeeper, by phone at **1-800-892-2445** from 8:00 AM to 8:00 PM Eastern Time, Monday through Friday when the Market is open or by logging on to the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com.*

This Summary Plan Description of the FirstEnergy Savings Plan, referred to below as the Plan, provides a description of the general terms and primary features of the Plan that are in effect on or after January 1, 2012. It will help you to understand the benefits that the Plan provides.

However, the Summary Plan Description does not provide all the details of the Plan. These can be found in the Plan document. In the case of any conflict between the description contained in this Summary and the provisions of the Plan document, the Plan document will govern.

Eligibility

Your participation begins when you first become eligible. Your type of employment determines whether you are eligible to participate in the Plan. If you have any questions about your eligibility, please contact the Human Resources Service Center (1-800-543-4654).

All full-time regular and part-time non-bargaining employees of Participating Companies are eligible to participate in the Plan.

All full-time and part-time bargaining employees represented by a labor union as indicated in the section entitled "Participating Unions" may participate to the extent provided by their respective collective bargaining agreement with the Company.

Temporary employees, leased employees and independent contractors are **not** eligible to participate in the Plan.

If You Transfer or Leave the Company and Are Rehired

If you transfer to another FirstEnergy company that is participating in the Plan, there will be no change in your participation. If you transfer to another FirstEnergy company that does not participate in the Plan, you will no longer be eligible to participate in the Plan, but the transfer will not be considered a termination of employment. If you participated in the Plan and you terminate employment and are later rehired as a non-bargaining or participating union employee, you may rejoin the Plan when you are rehired if the FirstEnergy company employing you is participating in the Plan.

Enrollment

If you are eligible to participate in the Plan as of your date of hire you will be automatically enrolled in the Savings Plan with a 3% before-tax contribution level and with your contributions invested in a LifePath Portfolio Fund based on your normal retirement age.

All Plan participants who are automatically enrolled in the Plan on or after May 1, 2007 will have an automatic increase in their contribution percentage each April 1, commencing with April 1, 2008. The contribution percentage will increase 1% until either a contribution level of 6% is attained or the participant elects to change or close the Rate Adjustor. The automatic contribution increase will not apply until the following plan year for new plan participants who enroll during the first quarter.

You may elect to waive the automatic enrollment by notifying the Human Resources representative during your orientation. If you wish to designate a different contribution level, choose other investment funds or opt out of the automatic contribution increase, you should contact ING after receiving your Personal Identification Number (PIN) and enrollment kit.

If you have elected to waive your automatic enrollment you may join the Savings Plan by contacting ING. You will receive an enrollment kit and, separately, your PIN from the Savings Plan recordkeeper, ING. Once you have received your PIN, you may change your contribution level or investment funds by calling ING at 1-800-892-2445 or using the web site: http://fesavingsplan.ingplans.com.

Naming Your Beneficiary

You should name a beneficiary to receive your benefits under the Plan if you should die. To name a beneficiary, you must complete the beneficiary designation form from the enrollment kit and return it to Savings Plan Administration in Reading.

You may designate more than one beneficiary for your Plan account. The share allotted to each beneficiary must be made in full percentages, such as 50%, 45% and not as a fractional percentage, such as 33 1/3%. Your beneficiary information will be transferred to ING and included with your account information. You may view your beneficiary information when you access the Plan Web site.

If You Are Married

Unless you and your spouse designate otherwise, your spouse will automatically be your beneficiary. The Retirement Equity Act of 1984 requires your spouse's notarized consent on the beneficiary designation form if you wish to name any individual other than your spouse as the primary beneficiary.

If No Beneficiary Has Been Named or Your Beneficiary Dies Before You

If no beneficiary has been named or if your beneficiary dies before you, the value of your Savings Plan account will be paid in this order: (1) to your widow or widower, (2) to your surviving children or (3) to the executors and administrators of your estate.

If you have returned a completed beneficiary form to the Human Resources Service Center, you can access your beneficiary information through the Savings Plan Information Line at **1-800-892-2445**, or through the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com. You are encouraged to periodically review your beneficiary information and to revise it as appropriate. Your Savings Plan beneficiary designation may be changed at any time. Beneficiary forms for future changes can be requested through the Savings Plan Information Line or Web site and returned directly to Savings Plan Administration in Reading.. You may also access a copy of the Form, on the Human Resources Community Page on the FirstPlace Portal by clicking on **Forms** under **HR Community Links** and selecting the appropriate form. You can also use the Company's electronic forms database, call ING at 1-800-892-2445 or log on to https://fesavingsplan.ingplans.com.

Vesting

Under the Savings Plan, you have ownership of your account at all times. The value of your account will equal the sum of your contributions, Company matching contributions made on your behalf, and all investment earnings, appreciation or depreciation thereon.

Cost

Expenses and Fees

You should be aware that there are certain expenses and fees. These include investment management, recordkeeping and trustee fees that you will incur while you participate in the Plan.

If you choose to invest in the Self-Managed Brokerage Account (SMBA), fees such as transaction fees, loads or redemption fees will be charged against your account.

For more information about fees, please see pages 22, 23 and 42. For more information about the Self-Managed Brokerage Account (SMBA), please see page 77.

There are Loan application fees for participants requesting loans from their account. For more information about those fees, please see page 39.

There are fees for participants with a domestic relations order against their 401k. For more information about those fees, please see page 40.

Your Plan Accounts

Separate accounts and subaccounts are set up for you to reflect the contributions and earnings made to the Plan on your behalf and any amounts transferred or rolled over under the provisions of the Plan.

Before-Tax Account

The Savings Plan allows you to save with before-tax dollars. Before-tax means that your contribution to the Plan is made before federal income taxes are withheld. The result is lower taxable income and possibly lower income taxes.

Other pay-related benefits, such as life insurance, disability benefits, and retirement benefits, will continue to be based on your full pay, including any before-tax contributions you authorize. The same is true for certain other taxes, such as Social Security taxes. In these instances, you will continue to pay taxes on your full pay, before deductions for before-tax contributions. Thus, there should be no reduction to your future Social Security benefits because you save on a before-tax basis.

Your **Before-tax Account** may include any of the following subaccounts:

- your before-tax contributions
- Company-matching contributions
- any rollovers from other qualified plans and
- vacation carry-over amount transferred to the former GPU plan before January 1, 1992 (frozen for contributions).

After-Tax Account

The Savings Plan also allows you to save with after-tax dollars. After-tax contributions are made after taxes have been withheld, the same as savings in the Credit Union or your personal bank account. Because after-tax contributions do not affect your taxable income, your taxes are not reduced.

Your **After-tax** Account may include any of the following subaccounts:

- your after-tax contributions
- any amount transferred to the former GPU plan from the Accumulated Payments (2% After-Tax Account) (frozen for contributions).

Roth 401(k) Account

The Savings Plan also allows you to save in a Roth 401(k) with after-tax dollars. After-tax contributions are made after taxes have been withheld, the same as savings in the Credit Union or your personal bank account. Because after-tax contributions do not affect your taxable income, your taxes are not reduced. If your Roth 401(k) contributions remain in the Plan at least 5 years and until you are 59 ½, the earnings can be withdrawn tax free.

Other Accounts (frozen for contributions)

- IRA Contribution Account for any tax-deductible IRA contributions made to the former GPU plan before 1987.
- PAYSOP Account containing contributions in the name of former employees of Ohio Edison and Penn Power before 1987.

Your Contributions

When you contribute to the Plan, the amount of your contribution is made as a percent of your Eligible Savings Plan Earnings. The percentage you select must be in whole percentages with a minimum of 1% and a maximum of 75% of Eligible Savings Plan Earnings. Please note, if the percentage that you elected to be withheld from your Eligible Savings Plan Earnings results in an amount that is higher than your net pay, then no deduction will be withheld from that paycheck. The first 6% of your contributions are called **basic savings** and any contributions in excess of 6% (7% - 75%) are identified as **supplemental savings.**

Eligible Savings Plan Earnings: Contributions to the Plan made by you and on your behalf are based on your earnings. For purposes of the Plan, "Eligible Savings Plan Earnings" is defined as your base annual pay plus annual incentive compensation, vacation, commissions, differential wage payments, overtime, annual incentives or cash sales incentive awards or other bonuses paid prior to Severance from Employment, sales incentives, lump-sum merit awards and any negotiated retroactive signing bonus. It does not include expenses paid, annual incentives or cash sales incentive awards or other bonuses paid after Severance from Employment, severance pay, recruiting/retention bonuses, other bonuses or other special compensation, including deferred compensation. Pay is determined before any reduction for your before-tax contributions and any pre-tax amounts you may elect to contribute under the Company's Flexible Benefit Plan.

Since contributions to the Savings Plan are based on a percentage of Eligible Savings Plan Earnings, the dollar value of your savings will change automatically with increases or decreases in those earnings. ThePlan permits you to make three separate types of contributions – before-tax contributions, after-tax contributions, and Roth 401(k) contributions.

Before-Tax Contributions

Before-tax contributions are not subject to federal income tax on a current basis. However, they are subject to Social Security Taxes on a current basis and, depending on where you live, they may also be subject, on a current basis, to state and local income tax. Unless you are eligible for and have applied to make "catch-up" contributions (see below), your before-tax contributions will automatically stop when they reach the before-tax contribution limit for the year (please see page 17). If you wish to continue contributing to receive the Company match, you may only do so on an after-tax basis.

Before-Tax "Catch-Up" Contributions

If you turn age 50 or older at any time during the Plan Year, you are eligible to make additional contributions to the Plan (beyond the limits described above), called "Catch-Up Contributions." The percentage you may select must be in whole percentages with a minimum of 1% and a maximum of 99%. Please note, if the percentage that you elected to be withheld from your Eligible Savings Plan Earnings results in an amount that is higher than your net pay, then you will only see the net amount withheld from that paycheck instead of the correct percentage. The maximum additional Before-tax Catch-Up plus Roth 401(k) catch-up amount permitted by federal law is $5,500 in 2012. This amount is subject to future indexing. You do not have to attain age 50 to start your catch-up contributions. You may elect to make catch-up contributions as of January 1 of the year in which you turn age 50. **Please note that catch-up contributions are not eligible for Company Matching Contributions.**

If you are eligible to elect catch-up contributions, you may only make such an election because you expect to reach the annual before-tax contribution maximum set by the IRS (please see page 17). Other information about catch-up contributions:

- If for any reason your before-tax contributions and Roth 401(k) contributions do not reach the applicable federal limit, your catch-up contribution will be applied as regular before-tax Savings Plan contributions up to the applicable limit. However, no company match will be applied.
- Your catch-up contribution election will be carried forward from year to year. If you do not wish to continue your catch-up election, you need to "turn off" your election.

If you want to elect or "turn off" a catch-up contribution, you should call the Savings Plan Information Line at **1-800-892-2445** or access the Internet Web site at http://fesavingsplan.ingplans.com. A link to this site is also on the Human Resources Community Page of the FirstPlace Portal and is accessible by clicking on **Savings Plan On Line** under **HR Community Links.**

After-Tax Contributions

You may also elect to contribute to the Plan on an after-tax basis. After-tax contributions are subject, on a current basis, to federal income tax as well as Social Security, state and local income taxes.

Roth 401(k) Contributions

You may also elect to contribute to a Roth 401(k) on an after-tax basis. The percentage you select must be in whole percentages with a minimum of 1% and a maximum of 75% of Eligible Savings Plan Earnings. Please note, if the percentage that you elected to be withheld from your Eligible Savings Plan Earnings results in an amount that is higher than your net pay, then no deduction will be withheld from that paycheck. After-tax contributions are subject, on a current basis, to federal income tax as well as Social Security, state and local income taxes. Unless you are eligible for and have applied to make "Roth 401(k) catch-up" contributions (see below), your Roth 401(k) contributions will automatically stop when they reach the before-tax contribution limit for the year (please see page 17). If you wish to continue contributing to receive the Company match, you may only do so on an after-tax basis.

Roth 401(k) "Catch-Up" Contributions

If you turn age 50 or older at any time during the plan year, you are eligible to make additional contributions to the Plan (beyond the limits described above), called "Roth 401(k) Catch-Up Contributions." The percentage you may select must be in whole percentages with a minimum of 1% and a maximum of 99% of Eligible Savings Plan Earnings. Please note, if the percentage that you elected to be withheld from your Eligible Savings Plan Earnings results in an amount that is higher than your net pay, then you will only see the net amount withheld from that paycheck instead of the correct percentage. The maximum additional Before-tax Catch-Up plus Roth 401(k) catch-up amount permitted by federal law is $5,500 in 2012 This amount is subject to future indexing. You do not have to attain age 50 to start your catch-up contributions. You may elect to make catch-up contributions as of January 1 of the year in which you turn age 50. **Please note that Roth 401(k) catch-up contributions are not eligible for Company Matching Contributions.**

If you are eligible to elect Roth 401(k) catch-up contributions, you may only make such an election because you expect to reach the annual before-tax contribution maximum set by the IRS (please see page 17). Other information about Roth 401(k) catch-up contributions:

- If for any reason your before-tax contributions and Roth 401(k) contributions do not reach the applicable federal limit, your Roth 401(k) catch-up contribution will be applied as Roth 401(k) Savings Plan contributions up to the applicable limit. However, no company match will be applied.

- Your Roth 401(k) catch-up contribution election will be carried forward from year to year. If you do not wish to continue your catch-up election, you need to “turn off” your election.

If you want to elect or “turn off” a Roth 401(k) catch-up contribution, you should call the Savings Plan Information Line at **1-800-892-2445** or access the Internet Web site at http://fesavingsplan.ingplans.com. A link to this site is also on the Human Resources Community Page of the FirstPlace Portal and is accessible by clicking on **Savings Plan On Line** under **HR Community Links.**

Rollovers from Other Plans

If you are an eligible employee, the Plan accepts rollovers from other plans qualified under the Internal Revenue Code**. A participant who is not an Employee may make a Rollover Contribution of his or her distributable lump-sum benefit that is eligible for rollover from the FirstEnergy Corp. Master Pension Plan.** You are not required to participate in the Plan in order to roll over other qualified funds into the Plan. However, you should consult a qualified tax advisor to determine if a rollover is possible and in your best interest. Tax-qualified plans that meet the Internal Revenue Code requirements are subject to special tax rules. Generally, they may include:

- pension plans, (including an eligible lump-sum distribution from the FirstEnergy Corp. Master Pension Plan), money purchase pension plans, employee stock ownership plans
- employer savings plans
- Keogh plans and
- certain Individual Retirement Accounts (IRAs) if the amount is solely attributable to a rollover from a qualified plan of a previous employer
- Designated Roth accounts, provided that the rollover is a direct trust-to-trust transfer.

Rollover contributions are not eligible for Company Matching Contributions. The Savings Plan Committee may set other rules, from time to time, governing the eligibility of monies being rolled over into the Plan. If you want to roll over money into the Plan, you must complete the Savings Plan Rollover Contribution Application, Form 423. You may also access a copy of the Form, on the Human Resources Community Page on the FirstPlace Portal by clicking on **Forms** under **HR Community Links** and selecting the appropriate form. You can also use the Company's electronic forms database, call ING at 1-800-892-2445 or log on to http://fesavingsplan.ingplans.com.

A Combination of Savings Methods

You do not have to choose between before-tax and after-tax savings. You may save using both methods, in any combination of whole percentages. However, your total contribution must be at least 1% and no more than 75% of your Eligible Savings Plan Earnings.

A Comparison of Savings Methods

The following provides a simple example of the difference between saving with after-tax and before-tax dollars. The sample employee has Eligible Savings Plan Earnings of $40,000, saves 6% of Eligible Savings Plan Earnings a year (or $2,400), and is in a 15% federal income tax bracket. This example does not include Social Security taxes, state or local taxes, or any other deductions.

A Comparison of Savings Methods		
	Before-Tax	**After-Tax**
Eligible Earnings	$40,000	$40,000
Before-Tax Contribution	- $2,400	$0
Taxable Pay	$37,600	$40,000
Income Tax Withholding	- $5,640	- $6,000
Subtotal After Withholding	$31,960	$34,000
After-tax Contribution	$0	- $2,400
Total "Take-Home Pay" After Contributions	$31,960	$31,600

Company Matching Contributions

Company-matching contributions are made on the first 6% of savings (called Basic Savings) regardless of whether those savings are before-tax or after-tax. Company-matching contributions are posted on a per pay basis. Every pay period that you make a before-tax, after-tax, or Roth 401(k) contribution, the company posts the company-matching contribution at the same time. The match is first made on your before-tax savings and, if you have not elected to save at least 6% before-tax, the balance of the match will be made to any after-tax and/or Roth 401(k) contribution you elect. For example, if you elect to contribute 4% to your Before-tax Account and 10% to your After-tax Account, the Company would match 4% on your before-tax and 2% on your after-tax elections. Remember, if you reach the maximum before-tax limit($17,000 in 2012) before the last pay of the year, you will need to start contributing to an after-tax account in the amount of 6% in order to maximize your Company-matching contribution from the company.

Basic Savings

You can contribute 1% to 6% in whole percentages of your Eligible Savings Plan Earnings as Basic Savings. The Base Matching Contribution percentage for the payroll periods during a Plan Year is determined by the Company, in its sole discretion, prior to the beginning of each Plan Year

Supplemental Savings

You may also contribute up to 69% more of your Eligible Savings Plan Earnings, in 1% increments, as Supplemental Savings. However, supplemental savings are not matched by the Company.

Company Matching Contributions

All Base Matching Contributions are invested for you in Company Stock. Dividends from the shares you own will be automatically reinvested to help your savings grow. Company matching contributions are made through the FirstEnergy Contributions Stock Fund. The FirstEnergy Contributions Stock Fund is a part of the Savings Plan and enables the Company to provide the matching contribution in a more cost-effective manner. The FirstEnergy Contributions Stock Fund acquires shares of FirstEnergy Stock and holds them in the Savings Plan trust for the sole benefit of participants. ING or State Street purchases the needed shares off the open market on a per pay basis.

As you make Basic Savings contributions to the Savings Plan, shares will be credited to your account, at the current market price, in the form of matching contributions. Plan participants may diversify Company's matching contributions held in FirstEnergy Stock at any time. You may transfer your Company match to other investment options at any time, but you are not required to move these funds. You may elect to (1) do nothing and leave the funds in the FirstEnergy Contributions Stock Fund account or (2) transfer the available funds to another investment option in the Plan including the Self Managed Brokerage Account (SMBA). Please note, however, that if you elect to reallocate your existing account balances through Automated Information Service (please see page 34), any Company matching contributions held in your FirstEnergy Contributions Stock Fund account will also be reallocated according to your specifications.

If you have any questions or want to transfer the funds to other investment options, please use the Savings Plan Information Line at **1-800-892-2445** or on the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com.

Contribution Limits

To comply with various Internal Revenue Code requirements, before-tax, after-tax and Company-matching contributions are subject to certain limitations. These include the following:

Dollar Limit for Before-Tax/Roth 401(k) Contributions

Federal law currently limits your before-tax plus Roth 401(k) Savings Plan contributions to $17,000 in the 2012 plan year (402(g) limit), subject to adjustment in future years for increases in the cost of living.

If you worked for another employer that had a salary reduction or similar plan, the sum of your before-tax and Roth 401(k) contributions to this Plan and your corresponding contributions to the other employer's plan during the same plan year cannot exceed the maximum dollar amount in effect for that year (described above). Any "Excess Deferrals" (plus any income or less any losses) will be distributed to you no later that April 15th of the year following the year the deferrals were made You will be taxed on the excess amount.

Stop Your Savings Plan Contributions

If you do not wish to contribute to the Savings Plan once your annual 402(g) contribution limit has been reached, you need do nothing. Company matching and your before-tax and Roth 401(k) contributions to the Plan will automatically be stopped for the remainder of the Plan Year. They will automatically resume effective with the first Savings Plan paycheck deduction for the following Plan Year.

Company Match Stops If You Do Not Continue To Contribute After You Reach the Annual 402(g) Contribution Limit

If you reach the annual 402(g) contribution limit described in this section and you do not elect to continue to contribute on an after-tax basis for the remainder of the Plan Year, you will not receive your entire available Company matching contribution. For example, if your before-tax contributions meet the dollar limit for the year in October, you will not receive a Company matching contribution for November or December unless you elect to contribute to your After-tax Account for November and December. To maximize your Company matching contribution, you should continue your contributions to your After-tax account at least at a 6% level.

Contribute to the After-Tax Part of the Plan

If you wish to continue contributing to the Savings Plan after you have reached the annual 402(g) contribution limit, you will need to call the Savings Plan Information Line at 1-800-892-2445, or access the Savings Plan Internet Web site at ***http://fesavingsplan.ingplans.com*** to redirect your contributions to the after-tax part of the Plan. A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on Savings Plan On Line under HR Community Links.

IMPORTANT: If you redirect your contributions to the after-tax part of the Plan and stop your before-tax/Roth 401(k) contributions for the remainder of the Plan Year, you will again need to call ING or access the Savings Plan Internet Web site to reinstate your before-tax/Roth (401(k) contribution at the beginning of the next plan year. Your before-tax/Roth 401(k) contributions will not resume automatically. You will also need to stop your after-tax deduction.

Code Section 415 Limits

The Plan is compliant with the section 415 contribution restrictions. As required by Code Section 415, in 2012, the total amount of all before-tax, after-tax, Roth 401(k), and Company-matching contributions that may be made by you or on your behalf (other than catch-up contributions) to the Plan for any plan year may not exceed $50,000, subject to adjustment in future years for increases in the cost of living.

Highly Compensated Employees

Before-tax, after-tax, Roth 401(k) and Company-matching contributions made by or on behalf of Plan participants who are “highly compensated employees,” as defined in the Code, are subject to nondiscrimination requirements. In general, these requirements can limit the amount of contributions made by or on behalf of these participants. For 2012, participants with total compensation of $110,000 or more in 2011, the previous Plan Year, will generally be considered highly compensated under these rules. This amount is subject to future indexing.

Plan Compensation

The maximum annual amount of compensation in 2012 recognized for your deferrals and the Company's matching contributions is $250,000. Deductions are not taken once your year-to-date eligible savings plan earnings exceed this limit. This amount is indexed by the IRS and changes from time to time..

Investing Your Savings

The Plan provides a selection of investment alternatives that provide you with the opportunity to create a personal investment strategy that you are comfortable with. There are investment selections that will appeal to all groups of investors, from novice to experienced investors. Your own contributions to the Savings Plan may be invested in or among any of:

- ten LifePath Portfolios that are diversified among broad types of asset classes that are adjusted over time to gradually become more conservative as the year approaches when investors expect to need their money.
- fifteen plan investment options covering a range or asset classes and risk levels. Each of the core funds has different investment objectives from which you may choose to best suit your investment needs.

The ten LifePath Portfolios and the fifteen plan investment funds are known collectively as the core funds. Each of the core funds has different investment objectives from which you may choose to best suit your investment needs.

- a Self-Managed Brokerage Account (SMBA) that offers the experienced investor the opportunity to invest in any security that is listed on the NYSE, ASE and NASDAQ as well as a wide range of mutual funds.

You may invest all of your savings among any of the twenty-five core funds (ten LifePath Portfolios and fifteen plan funds). With the exception of the Capital Preservation Fund, you also may choose to transfer any savings first invested in the core funds to the Self-Managed Brokerage Account. Because of restrictions on competing investments, savings cannot be transferred directly from the Capital Preservation Fund to the Self-Managed Brokerage Account (please see page 77) and must first be transferred into one of the other core funds for a period of 90 days. A brief description of each of these options can be found in Appendix D beginning on page 72, but you can obtain more complete information by calling the Savings Plan Information Line at **1-800-892-2445** or on the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com.

Changing Your Contributions

You may change the percent of Eligible Savings Plan Earnings you save on a before-tax and after-tax basis as often as you wish by using the Savings Plan Information Line at **1-800-892-2445** or you may use the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com. A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on Savings ***Plan On Line*** under ***HR Community Links***.

Changing Your Investment Decision

You may transfer all or part of your eligible existing balance, except as noted above, among the twenty-five core funds and the Self-Managed Brokerage Account. You may also change the investment fund percentages of future contributions to the Savings Plan as often as you wish.

PLEASE NOTE: The fund managers of certain mutual funds in the core funds have instituted “transfer restrictions” which will not permit you to sell or transfer shares of the fund and then buy or transfer back shares of the fund without satisfying a required waiting period or paying a redemption fee. These restrictions or redemption fees are designed to discourage “market timing” or “short-term trading,” which can hurt a fund’s performance.

Please refer to the fund fact sheet and/or the fund prospectus to determine if the fund(s) you are investing in have any restrictions or redemption fees related to “short-term trading”.

Please refer to the Savings Plan Information Line at 1-800-892-2445 for information on changing your investment of future contributions as well as transferring your existing balances between funds. You may also change your investment of future contributions and transfer your existing balance between funds through the Savings Plan Internet Web site at **http://fesavingsplan.ingplans.com**. A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on Savings *Plan On Line* under *HR Community Links*. Changes to the investment of your existing balance will not affect the investment of future contributions to the Savings Plan. Investment transactions will be processed on a daily basis and will become effective as soon as administratively possible.
PLEASE NOTE: Any investment transaction that you make will generally take place late in the business day on the date that you made the change. If the change is made before Market Close, the change will take place that day. If the change was made after the Market Close, the change will take place following the Market close on the next business day. Changes will generally be reflected in your account the day after the shares trade.

Your Account Statement

Each quarter you will receive a statement showing the value of your accounts (including your IRA, PAYSOP, 2% or Vacation carryover account, if applicable) and the amounts that you and the Company have contributed. It will also show the separate value in each fund, including return on the money invested. Loan account activity will appear on each quarterly statement. When you receive your statement, you should review it carefully. If you find what you believe to be an error, please contact ING immediately. You may also view your statement online at http://fesavingsplan.ingplans.com (please see page 40).

Responsibility for Making Investment Decisions

The FirstEnergy Savings Plan is intended to comply with the requirements of federal law under ERISA section 404(c) and Title 29 of the Code of Federal Regulations, Section 2550.404c-1 by offering a broad range of investment options and appropriate investment information, and by allowing participants sufficient opportunities to transfer funds among investment options. Compliance with these regulations relieves the Plan fiduciaries and the Company from any liability for any investment losses that are the direct result of a participant's own investment choices. As a consequence, your decisions and elections under the Plan are your own responsibility. As you consider making or changing any investment election, please keep in mind that the Company, the Trustee and any other fiduciary of the Plan will not be liable for any investment losses charged to your accounts which are the direct and necessary result of your investment elections. **Therefore, it is extremely important that you read the investment materials, review prospectuses, ratings and any other informational materials before you make any investment decision. You should not invest in any fund without carefully reading this material.**

The Company does not guarantee that the current market value of the FirstEnergy Stock Fund, the core funds or any other investment including securities and mutual funds purchased through the self-managed brokerage account will be equal to the purchase price, or that the total amount withdrawn or distributed in cash will be equal to or greater than the amount of your contributions. You assume all risks in connection with any decrease in the market price of any common stocks, mutual funds, investment funds or other investments held on your behalf in accordance with the provisions of the Savings Plan. All investments, even low risk investments, can result in losses or decreases in the value compared to the original investment value. The core investments provide low risk investment alternatives but none of the core investments are risk free. One of the ways to protect against substantial losses in your overall account is to diversify investments, see page 23, 'Diversification'. Contributions to the Savings Plan are not bank deposits and are not covered by FDIC insurance. Neither the Trustee, the Company, nor any officer or employee is authorized to advise you as to the manner in which any contributions should be invested.

However, recent legislation has permitted advice to be offered. ING Advisor Services, through Financial Engines, offers Personal Online Advisor and Professional Account Manager . The Personal Online Advisor provides interactive tools and an Advice Action Kit at no additional cost, and can be accessed at the web site (http://fesavings plan.ingplans.com) by selecting ING Advisor Service. A Professional Account Manager, which provides professional management of your account for a fee, can be accessed at 1-800-892-2445 Monday to Friday between 8 AM and 8 PM ET, excluding holidays.

Which Investment Is Right For You?

Whenever you are planning to invest, you need to ask yourself some basic questions before you make your investment decisions.

What are my investment goals? They can range from maximum security to maximum growth. Consider your age, other savings, other sources of income, and personal obligations.

What is my time frame? In general, the longer the time frame, the more willing you may be to invest in a stock fund and take the risk of short-term fluctuations in the market for long-term gains. Over long periods of time, the stock market has historically outperformed more conservative fixed income investments. However, that might not always be the case.

How much risk am I willing to take? Risk means that your account value can go down or that you may earn less than you could in another fund. You must be comfortable with the level of investment risk that you are going to take.

Just as joining the Savings Plan is a personal and voluntary decision, so is choosing investment funds. It's a personal decision that must fit your personal situation. If you contact ING using the Information Line at **1-800-892-2445** or the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com through the Web, you can find useful information concerning the twenty-five core funds:

- the most recent investment facts sheet and other descriptive material for the fund,
- the most recent financial statements and reports for the fund, and any other available material relating to the fund,
- information regarding the value of each share or unit of interest in the fund, and financial information concerning the past and current performance of the fund *net of expenses*,
- a summary of the fund's annual operating expenses that reduce the rate of return of investment in that fund expressed as a percentage of the average net assets of that fund,
- a list of the assets comprising each fund, the value of the assets, and in the case of any asset which is a fixed rate investment contract, the name of the issuer and
- information concerning the value of the units of interest or shares in the fund held by each of your Plan accounts.

Diversification

Diversification is the central hub of investing. While some of your investments are living up to expectations, others may be performing poorly. If you want your portfolio, or combined group of investment holdings, to produce the income you'll need after you retire, you will want to diversify, or spread your investment money around. That's because any time all of your money is concentrated in one place, your financial security depends entirely on the strength of that investment. And no matter how sound an investment may be, there may be times when its price falls or its investment return does not keep up with inflation.

Diversifying isn't the same as buying randomly. If anything, it's the opposite, because it means investing according to your strategic plan to get the right mix of growth and income. The right level of diversification for you at any given time depends on a variety of factors, including where you are financially, what your goals are, and how the market is doing.

Fees and Expenses

Core Investment Options

The Core Investment Options offered through the Plan are managed by investment management companies. These companies charge a fee for managing money within the funds. In addition to investment management fees described above, the funds also incur other expenses, such as shareholder services and money management expenses as well as recordkeeping and trustee expenses associated with the overall administration of the funds. These fees are not reported on your quarterly statement because you do not pay them directly. Instead, they are paid out of a fund's assets and are deducted from a fund's investment return. For example, if a fund had a return of 10% for the year and its investment management fee is 1%, the return you receive on your money is 9% (10% - 1% = 9%).

Over time, high fees and expenses can impact the value of your accounts in the Plan. While a 1% fee or expense may seem like a small amount, if you reduce the fee or expenses from 1% to 0.5% (one-half percent), the difference in accumulated wealth over a thirty-year investment period can be considerable.

Self Managed Brokerage Account (SMBA)

Because the Self-Managed Brokerage Account is a regular brokerage account, you must pay any fees associated with trades such as brokerage fees, loads, redemption fees, transaction fees or any other feesincurred against the Self-Managed Brokerage Account. These fees will appear on your monthly statement and are not deducted from your investment return.

It is very important that you do your homework if you use the Self-Managed Brokerage Account. If you are buying mutual funds, look at the prospectuses. If you are buying a stock, be sure that you understand any fees associated with that purchase. You can also ask your SMBA broker.

Loans

Borrowing From Your Savings Account

All active employees with before-tax savings, after-tax savings, vacation carryover and/or rollover contributions in the Plan are eligible to borrow from these accounts, with the exception of Roth accounts, which are used only to determine the maximum loan amount possible and cannot be withdrawn. As a result, your ability to access your account through a loan will be limited to amounts in your remaining accounts. You can borrow for any reason. If you are married, spousal consent is not required. When amounts are loaned, they will be taken proportionally, as applicable, from the twenty-two of the twenty-three core investment options first, and then from the FirstEnergy Stock Fund, if necessary. Amounts invested in the Self-Managed Brokerage Account must first be transferred back into the core funds before they can be used for a loan.

You may have two loans outstanding at a time. Loans will normally be processed within two business days from the date they are requested.

Please remember that the primary purpose of the Savings Plan is to promote long-term or retirement savings. Evaluate any loan you take from your accounts carefully. It is your responsibility to ensure that you will have sufficient net income in your paycheck to pay back the loan. As you repay your loan, you pay yourself back interest as well as principal. The accounts of other Savings Plan participants will not be affected by your loan.

Loans are subject to the terms of the Plan and to all rules established by the Savings Plan Committee made under the authority of the Plan. The Committee will direct the Compensation and Benefits Department and the Plan’s recordkeeper, ING , in the administration of the loan program.

Things to Consider Before Borrowing

Borrowing your own savings and repaying yourself with interest appears to be an ideal situation; and, in some cases, it may be the best alternative. However, you should carefully consider all the other options. There can be hidden losses in borrowing from your Before-tax or After-tax Account.

Before you borrow, you may want to ask yourself these questions:

- Can you get the money from any other source—such as personal savings, home equity line of credit, personal loan or credit union loan?
- Which source will provide you with the lowest interest rate? And is the interest you pay on a loan from a particular source tax deductible? (Interest you pay back on a Plan loan is **not** tax deductible.)
- How much potential investment income might you lose if you take the money out of your Before-tax or After-tax Account? If the account is currently getting a high rate of return, you will be losing a substantial amount of potential investment return. This could represent a significant difference in your account balance over the years.
- Will you need to reduce the amount of your before-tax or after-tax contributions in order to pay back the loan?

How Much Can I Borrow?

The amount the Plan may loan to you from your before-tax and after-tax account savings is limited by rules under the Internal Revenue Code. The minimum amount you may borrow is $1,000 and the maximum is limited to the lesser of:

- 50% of your total account balance reduced by the outstanding balance of any other loan you currently have from the Plan, or
- $50,000 reduced by your highest outstanding balance on loans from the Plan during the one-year period before the date of the loan.

For purposes of borrowing, your total account balance consists of the sum of the value as of the last valuation date of your after-tax contributions, rollover contributions (if applicable), Company matching funds, before-tax contributions, vacation carryover, PAYSOP shares, including applicable earnings on these accounts, and the outstanding balance of any loan you currently have from the Plan. However, remember that amounts invested in the Self-Managed Brokerage Account must first be transferred back into the core funds before they can be withdrawn for a loan.

How Do I Apply for a Loan?

Loans will be approved for any reason as long as there are adequate funds in your account. In general, all loans, except those loans extending beyond 60 months for the purchase of a principal residence, may be initiated through the Savings Plan Information Line at **1-800-892-2445**, unless you are restricted from doing so (please see "Automated Information Services," page 36).

You may also initiate a loan through the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com. A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on Savings ***Plan On Line*** under ***HR Community Links***.

A non-refundable administrative fee will be charged for each loan requested and will be based on the duration of the loan. The current level of fees is indicated on the following table and is subject to change. In addition to the principal amount of the loan, the loan-processing fee will be deducted from your account at the time the loan is requested. The administrative fee will not be refunded if for any reason the loan is not completed.

Loan Processing Fees*	
Loan Period	**Fees***
12 Months or Less	$27.00
13 Months to 24 Months	$39.00
25 Months to 36 Months	$51.00
37 Months to 48 Months	$63.00
49 Months to 60 months	$75.00
Real Estate Loan Greater than 60 Months	$75.00 + $12.00 For each additional year beyond 5 years Maximum fee charged is $195.
*Loan processing fees are subject to change. Employees will be notified before any change in fees.	

If you wish to obtain a loan extending beyond the 60-month period for the purchase of a principal residence, a loan agreement must be completed and returned, along with the proper documentation supporting the loan, to ING.

The first step in applying for a loan is to determine the amount you wish to borrow and choose a repayment schedule. You may model the loan through the Savings Plan Information Line at **1-800-892-2445** or on the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com.

Once you select the amount of the loan and the repayment schedule, the Savings Plan Information Line or the Savings Plan Internet Web site will confirm the loan. A check along with the loan agreement will be mailed to you normally within two business days by ING.

By endorsing the check or by electing to have the loan proceeds electronically deposited in your bank account, you have agreed to the terms of the loan and authorize payroll deductions for loan repayment. In the web site, under Personal Information, Banking Information, you can add or edit savings/checking account information. If you have the loan electronically deposited in your bank account, the account must be set up at least 7 days prior to any deposit.

Payroll deductions will be taken either weekly or biweekly depending on your pay schedule. Employees on unpaid leave of absence will be required to pay by check every month for the full number of payroll periods in that month. If no payment is made on your loan and you return within 90 days, your loan will be reamortized to calculate a new payroll deduction to make up for the missed deductions. If you are out longer than 90 days and do not make any manual payments, the outstanding balance of your loan will be defaulted and you will receive a 1099-R for the outstanding balance for that plan year.

What Is The Interest Rate?

The interest rate will be determined quarterly. It will be equal to the prime rate, as published in the Wall Street Journal in the Money Rates Table on the 15th of the month before the start of the quarter (or the last business day before the 15th, if the 15th falls on a holiday, Saturday or Sunday), plus 1%. For example, the interest rate on Plan loans taken during the first quarter of a year will equal the prime rate on the 15th of December plus 1%.

The interest rate in effect when you take a loan will remain fixed over the term of the loan. It will not change even if the interest rate on new loans changes.

How Do I Repay the Loan?

The duration of your loan may be from 6 to 60 months. However, if you are borrowing to finance the purchase of a principal residence, the loan may be repaid over 30 years. The amount you repay is calculated on a biweekly or weekly basis depending on your pay cycle. All loan repayments will be invested in Savings Plan funds according to your investment elections in effect at the time of repayment.

You repay your loan with interest through mandatory and irrevocable payroll deductions. These deductions will come from your net pay after income and social security taxes have been withheld. If you are on an unpaid leave of absence, you must pay by check each month. Loan repayments will not reduce the amount of before-tax or after-tax contributions you may make to the Plan.

You have the option to repay the full, unpaid balance of your loan. If you wish to pay off your loan early, please contact a ING customer service representative through the Voice Response System. Once the payoff amount is determined, you will be required to submit a cashier's check to ING payable to State Street Bank and Trust. Partial loan prepayments will not be accepted.

What If I Miss A Repayment?

If you miss a regularly scheduled repayment, you must pay the full amount in arrears within 90 days of the first missed scheduled repayment. Your loan will be considered in default if you don't pay the full amount in arrears within the 90-day period.

What Happens If My Loan Is In Default?

The outstanding balance of your loan will become taxable income to you in the year of the default. A Form 1099-R will be issued to you for the deemed distribution for income tax purposes. The amount of the deemed distribution is not eligible for rollover or forward averaging. In addition to regular income taxes, if you are under age 59-1/2, you may also be subject to a 10% early distribution federal income tax penalty.

If you default on a loan, you will not be permitted to have two concurrent loans under the Plan. If you default on two loans, you will not be permitted to borrow from the Plan again unless you repay the Plan the full defaulted amount(s). This payment may not be made by regular Plan contributions and must be made from outside personal funds.

What if My Employment With the Company Ends?

Ninety days after you retire or otherwise terminate employment, any outstanding loan balance will be treated as a distribution from the Plan. However, in order to preserve the income tax advantages of keeping your funds in the Plan, you may pay off your loan(s) in full before the end of this 90-day period. If you wish, you may also make arrangements to continue paying off your loan by making monthly payments directly to ING.

Upon termination, ING will mail to you a loan confirmation statement indicating the outstanding loan balance and adjusted monthly loan payment information.

A payment by personal check, money order or cashier's check must be made by a specified date each month. You will receive a loan confirmation statement when the loan is paid in full. If a payment is 90 days late, the loan will be defaulted and a 1099-R will be issued to you for tax purposes.

If you make a monthly loan payment by personal check and the check is returned to ING for insufficient funds, the check will be returned to you along with a request for a replacement payment in the form of a cashiers check or money order within 30 days. If a second incident occurs, your outstanding loan balance will immediately be considered in default and will be deemed a taxable distribution for which you will receive a 1099-R.

In the event of your death, any outstanding loan balance will be treated as a distribution from the Plan. A Form 1099-R will be issued to your estate for tax purposes.

Tax Consequences

Interest you repay each year on any loan from the Savings Plan is not reportable or deductible on your annual income tax return for that year.

Withdrawals and Distributions

Money saved in the Savings Plan may be used for retirement or may be withdrawn from your account for other reasons while you are still working. Whether or not you will be able to withdraw money from the Plan will be determined by your age and the reason and the type of savings being withdrawn. Please refer to the Automated Information Services section, page 36, for information on making withdrawals. These transactions, including those for "hardship withdrawals," are processed on a daily basis.

You may choose to receive your withdrawal by check or by electronic deposit of funds (ACH). For electronic deposit, in the web site under Personal Information, Banking Information, you can add or edit savings/checking account information. The account must be set up at least 7 days prior to any deposit.

Normally, checks for withdrawals are mailed from ING in Boston, Massachusetts within two business days after the request is received. However, processing of certain withdrawal requests may take 30 days or longer because of required approval.

If You Are an Active Employee

While the Savings Plan is designed for long-term savings, you do have some access to your savings while you are still actively employed or have deferred your distribution after separation of employment.

If you are age 59 ½ or older, you have the option of electing which individual investments are to be used to fund your withdrawal. However, if you make no such election, your withdrawal will be taken proportionally, as applicable, from twenty-four of the twenty-five core investment funds first, and then from the FirstEnergy Stock Fund, if necessary. Amounts invested in the Self-Managed Brokerage Account must first be transferred back into the available core funds before they can be withdrawn.

Any withdrawal would first come from any after-tax contributions and earnings and then, according to the following order:

- any rollover contributions and earnings
- any vacation carryover contributions and earnings and
- any before-tax contributions and earnings

After-tax contributions made before January 1, 1987, will be withdrawn first. After these contributions have been exhausted, withdrawals must include a proportional share of after-tax contributions made on or after January 1, 1987, and both pre-and post-1987 after-tax investment earnings.

If you are under age 59-1/2, you can also make withdrawals from the Savings Plan, but there are some Internal Revenue Service (IRS) restrictions. Here are your withdrawal options if you are under age 59-1/2.

- You can withdraw your after-tax contributions and earnings; and then any rollover contributions and earnings for any reason.

Other withdrawals:

- You may withdraw all or a portion of your IRA Contribution Account balance at any time.
- If you are married, you are required to obtain written, notarized spousal consent if you wish to withdraw funds from your 2% After-Tax Account
- You may withdraw all or a portion of your Before-tax Account balance if you become "disabled" as defined by the Plan.

  For disability withdrawals, you will be required to submit documentation showing that your disability complies with the guidelines established by the Saving Plan Committee. In most cases, an early withdrawal penalty may not apply if the withdrawal is made on account of your disability.

Please refer to the FirstEnergy Corp. Special Tax Notice Regarding Retirement Savings and Stock Ownership Plan payments beginning on page 55 for information on any taxes and penalties you may have to pay on any taxable portion of the withdrawal.

Withdrawal Limits and Restrictions

Withdrawals are subject to certain limitations and restrictions. These include the following:

- If some or all of the funds you want to withdraw are invested in a Self-Managed Brokerage Account (SMBA), you must first move these funds back to one or more of the Core investment options.
- If your withdrawal is in-service, age 59½ or a partial withdrawal after termination of employment, you may elect which funds to liquidate for your withdrawal. If you make no election or request a hardship, disability or are receiving a Required Minimum Distribution, the withdrawal will be taken in equal proportion from the investment options (other than the SMBA) in which the funds are invested. If a fund is not specified, the FirstEnergy Stock Fund will be taken last.
- If you want to withdraw any amount of your Accumulated Payments (2% After-Tax Account), your spouse must consent in writing to the withdrawal.
- You may not withdraw an amount from your Before-tax Account that is greater than the balance of that account over the outstanding balance of any loan that you have taken from the Plan.
- Any hardship withdrawal from your Before-tax Account may not include any earnings credited after 1988 to the portion of that account representing your before-tax contributions.
- If you are an Officer Participant, there are certain additional restrictions and limitations. You should contact the Corporate Department for more information about these special rules before you request any withdrawal from the Plan.

Please remember that certain withdrawals may be subject to a 10% early withdrawal penalty as well as 20% mandatory withholding. While it is always prudent to discuss any taxable issues with your personal tax advisor, Appendix A, "Special Tax Notice," beginning on page 55 can provide some fundamental tax information.

Hardship Withdrawals

FirstEnergy Contributions Stock Fund matching contributions made on or after June 1, 1991, and earnings and any prior plan company matching contributions and earnings, vacation carryover and earnings, rollover contributions and earnings and before-tax contributions and earnings (see note, below) are available for a hardship withdrawal. These savings are intended to be long-term savings, so withdrawal will be difficult. Effective January 1, 2010, a Participant may not request more than six (6) hardship withdrawals during any calendar year. **Effective February 1, 2011, participants requesting a Hardship Withdrawal will have to complete a form and provide documentation. The annual limit on Hardship Withdrawals will remain at six..**

In order to maintain the Plan as a tax-qualified plan under federal law, withdrawals will only be approved in limited circumstances as permitted by federal regulations. The IRS permits a withdrawal only for an ***immediate and heavy financial need*** when no other resources are available including the maximum loan amounts available to you from the Plan. These are referred to as "hardship withdrawals".

The Plan permits hardship withdrawals for any one of the following:

- Anticipated or incurred medical expenses for you, your spouse, or your dependents that are not reimbursed by insurance;
- Purchase of your principal residence;
- Preventing foreclosure on, or eviction from, your principal residence;
- Payment of tuition and tuition-related expenses for post-secondary education for you, your spouse, or dependents;
- Extraordinary expenses related to the death of a family member, or
- Major home improvement on your principal residence.

Please refer to the FirstEnergy Corp. Special Tax Notice Regarding Retirement Savings and Stock Ownership Plan Payments beginning on page 55 for information on any taxes and penalties you may have to pay on any taxable portion of the withdrawal.

Note: You cannot withdraw any earnings on before-tax contributions credited to your account on or after January 1, 1989, until you are age 59-1/2 or older, regardless of the reason for your withdrawal.

Note: If you are on a Military Leave of Absence for a period of more than 179 days and request a hardship withdrawal, your contributions to the Plan will be suspended for six months from the date you requested the withdrawal.

When You Retire or Leave For Any Other Reason

You are always 100% vested in your account. When you retire under the Company's Pension Plan, including a disability retirement, or if you leave for any other reason, you are eligible to receive the full value of your account. You may choose to receive your savings in one payment or you may defer payment to a later date, but not beyond age 70-1/2, unless your account balance is under $1000. For participants with an account balance under $1000, you will not have the option of leaving your balance in the Plan until a future date. Balances below $1000 will automatically be distributed as soon as administratively possible after your termination date. If you elect a full distribution, it will include any outstanding loan balance as part of the distribution. If you defer payment, you may elect the full distribution of all of your savings at any time or withdraw a portion of your savings subject to the rules for withdrawal. If you wish, you may specify that your withdrawal be taken from any one or more of the funds in which you are invested. If you make no specification, your withdrawal will be taken on a pro rata basis from all the funds.

When full payment is made, you may elect to receive the value of the whole shares of FirstEnergy Stock, your matching contributions, FirstEnergy Contributions Stock Fund, and PAYSOP accounts ("Employee

Contributions Stock Fund") in the form of a stock certificate or in cash. All other savings and partial shares of FirstEnergy Stock will be paid in cash.

Installment Distribution Method

If you leave the Company for any reason other than death, you may elect to receive your savings in the form of one of the following installment methods:

Annual Installments*

If you elect this distribution method, your decision is irrevocable unless you request a total distribution of your remaining account balance.

You may elect to receive your savings in any number of annual installments from five to fifteen. You must elect the month in which your installments will begin. This is the month that each annual installment will be paid thereafter. The amount of each installment will equal your remaining savings balance in the Plan divided by the number of remaining installments.

Specific Dollar Amount*

You may elect to receive installments in a specific dollar amount to be paid either monthly, quarterly or annually for one or more years until either you change your election or your savings balance is exhausted. The dollar amount and frequency may be changed at any time.

Life Expectancy Installments*

If you elect this distribution method, your decision is irrevocable unless you request a total distribution of your remaining account balance.

You may elect to receive your savings in monthly, quarterly or annual installments, the number of which will be based on your life expectancy. The amount of the installments shall be equal to your savings balance as of the beginning of the installment distribution divided by the number of installments. Each January 1, your savings balance will be divided by the number of remaining installments to calculate the amount of your installment payments for that year. Your installments will continue until either your account balance is exhausted or you elect a full distribution of the remaining balance.

The IRS imposes certain minimum distribution requirements for individuals who have attained age 70-1/2. Any installment method you choose will be subject to these minimum distribution rules. You will be notified if they apply to you.

If you request installments, you should complete an ***Installment Election*** Request form indicating your election to receive your payment in installments. If you do not complete a distribution request, receipt of your account will be deferred until you reach age 70-1/2, at which time required minimum distributions will automatically begin. Normal processing time for receipt of your account balance may take up to four weeks to be sure that all contributions have been credited to your account and your Self-Managed Brokerage Account, if applicable, has been closed.

***If any changes are made to your installment election within five (5) years or before you attain age 59½, an early withdrawal penalty may apply.**

In the Event of Your Death

In the event of your death, your beneficiary will receive the full value of your account. If your beneficiary is your spouse, he or she may elect to keep the funds in the Plan or withdraw all or a portion of the account balance according to the rules of the Plan. Non-spousal beneficiaries may elect either a rollover or to receive a single lump sum distribution.

If a distribution due to death is elected or required, the distribution will be made as a lump-sum payment no later than 180 days following your death. The beneficiary has the option of receiving whole shares in your FirstEnergy Stock Accounts in the form of a stock certificate or cash. All other savings and partial shares of FirstEnergy Stock will be paid in cash.

The value of the amounts distributable from the Plan will be includable, in full, in your estate for federal estate tax purposes. However, amounts payable to your spouse may be eligible for the federal estate tax marital deduction. For federal income tax purposes, amounts distributed to your spouse or estate will be treated in substantially the same way as if distributed to you after termination of employment.

Federal Income Tax Consequences

As a participant in the Savings Plan, you can save with before-tax or after-tax dollars. Based on the type of savings you choose, there is a difference in the taxes due when you make a withdrawal or take final distribution.

The following information summarizes federal income tax law. Because of the complexity of the Internal Revenue Code and the frequency with which the Internal Revenue Code may be changed, it is your responsibility to consult a qualified tax advisor to determine your individual tax situation as it relates to your participation in, or withdrawal from, the Savings Plan. There is no guarantee that present tax law will not change in the future.

Because after-tax savings are deducted from your paycheck after you pay taxes, they are not taxed again when you make a withdrawal or receive a final distribution. However, you are responsible for paying federal income tax and possibly state tax on all the distributions that you receive which exceed the amount of your after-tax contributions ("Fully-Taxable Savings"), such as earnings on after-tax contributions, before-tax contributions and earnings, and Company matching contributions and earnings. However, not only are contributions to a Roth 401(k) not taxed again when you make a withdrawal or receive a final distribution, but the earnings are not subject to tax if they have been in the plan for at least 5 years and you are at least age 59 1/2.

Federal tax laws require that all distributions be reported to the Internal Revenue Service (IRS). Please see Appendix A on page 55 for a discussion of Plan withdrawals and federal tax law.

Leaves of Absence

During a leave of absence, you will have access to account information and may conduct transactions through the Information Line or the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com.

Sick Leave and Short-Term Disability

You may continue participation in the Savings Plan during your leave of absence.

- Your payroll deduction for Savings Plan contributions will continue while you are on paid leave. During the unpaid portion of your leave of absence, your Savings Plan contributions will stop.
- If you have an outstanding loan from the Savings Plan, deductions from your paycheck for loan repayment will continue during the paid portion of your leave. During the unpaid portion of your leave of absence, you will be required to make loan payments directly to ING.

Military Leave

If the reason for your leave is military service,

- when you return to regular employment, your contribution election and Company match will be reinstated and you will be given the opportunity to make up the before-tax and after-tax contributions that were suspended during the leave. You will receive a Company match on any contribution that you do make up, and
- if you have a loan, your loan will be frozen for a period of up to five years while on active duty in accordance with the Uniformed Services Employment and Reemployment Rights Act (USERRA).
- **If you are on a Military Leave of Absence for a period of more than 179 days and request a hardship withdrawal, your contributions to the Plan will be suspended for six months from the date you requested the withdrawal.**

Long-Term Disability

If you are unable to work and become eligible to receive long term disability benefits under the Long Term Disability Plan:

- your before-tax and after-tax contributions and Company-matching contributions will be suspended until you return to work at the Company. You will not be able to make up any missed contributions if you return to work,
- if you want to make a disability withdrawal, you will be required to submit documentation showing that your disability withdrawal complies with the guidelines established by the Savings Plan Committee.
- if you have been approved for partial disability and are also receiving regular compensation from the Company, your before-tax and after-tax contributions will be deducted from that compensation and
- you may, at any time while you are on partial disability, elect to change the percentage of your before-tax and/or after-tax contributions.

Automated Information Services

Participants in the FirstEnergy Savings Plan have the support of a variety of automated information services that provide up-to date information about their accounts as well as the opportunity to complete most Savings Plan transactions. Necessary Savings Plan forms are also available.

Participants may access these features through the **SAVINGS PLAN INFORMATION LINE** at **1-800-892-2445** or the **Savings Plan Internet Web site** at http://fesavingsplan.ingplans.com. Use of the Savings Plan Information Line or the Web site is required for all Savings Plan activity. A link to this site is also available on the Human Resources Community Page of the FirstPlace Portal by clicking on ***Savings Plan On Line*** under ***HR Community Links***.

A touch-tone telephone is required to use the automated features of the Savings Plan Information Line. If you do not have access to a touch-tone telephone, your call will be directed to a Customer Service Representative. Live customer service representatives on the Information Line will be available 8 a.m. to 8 p.m., Monday through Friday if the stock market is open. You can reach a representative at any time during the menu by pressing “0”. The Information Line and the Web site are available 24 hours per day, seven days per week.

All Savings Plan participants will be able to make the inquiries on their Plan accounts as described on the following pages. However, restrictions on your ability to perform some of the Savings Plan transactions may be imposed if your Savings Plan accounts are subject to a restraining order issued by a court of competent jurisdiction, or if you are subject to the reporting and disclosure provisions of Section 16 of the Securities and Exchange Act of 1934 regarding the trading of FirstEnergy stock. In addition, if you are a former employee of the Company who has deferred receipt of your account balance, you will only be able to make inter-fund transfers, obtain non-hardship withdrawals, if you are eligible for a lump-sum payment option of your pension benefits, you can roll over all or a portion of this benefit into the Savings Plan, or change your Personal Identification Number (PIN). The Savings Plan Information Line or the Web site will indicate if you are restricted from performing a transaction.

The Savings Plan Information Line and the Savings Plan Web site provide access to the following services:

Account Balance and Fund Performance Information

You can obtain the value of your after-tax savings, Roth 401(k) savings, Company matching contributions, before-tax savings, IRA, 2% After-Tax Account, Vacation Carryover, Rollover and PAYSOP account balances.

You can also find out the amount you have invested in each fund. In addition, you can get information on the performance of each of the investment funds for the past month, year-to-date, and prior 12-month period, as well as daily unit values.

Automatic Rebalancing

If you elect this option, the fund accounts will automatically be rebalanced at the end of each quarter to the percentage of the total account balance that you have currently designated. You can elect this option at any time. Once elected, it will remain in effect until canceled by you. Rebalancing will occur on the last business day of every quarter and you will receive a reminder about two weeks before the end of the quarter. Rebalancing occurs across all your accounts, including your FirstEnergy Contributions Stock Fund account.

Beneficiary Information

When you complete your Beneficiary Form and submit it to Savings Plan Administration in Reading, the information will be passed to ING and included with your personal information. You may view your current beneficiary at any time by logging on to the Savings Plan Web site.

To change your beneficiary, you will need to complete a new Beneficiary Form and resubmit it to Savings Plan Administration in Reading. The change will be transferred to ING to update your beneficiary.

Change Your PIN

You will be assigned a private Personal Identification Number (PIN) that will be required to access your account information through the Savings Plan Information Line and website.

Once your initial PIN is assigned by ING, you may change it at your convenience through the Savings Plan Information Line or the Savings Plan Internet Web site at http://fesavingsplan.ingplans.com. PINs will be kept confidential. The Human Resources Department will not know your PIN.
If you lose or forget your PIN, you may request that a copy of your PIN be mailed to the address that is on file with the Plan.

You will receive a confirmation statement detailing any contribution changes, interfund transfers, investment allocation changes, withdrawal transactions, and PIN changes you initiate.

Current Contribution of Pay Percentages

You can review and/or change the percentages of pay you are contributing to the Plan on a before-tax, Roth 401(k), and after-tax basis.

Automatically Change Contribution Rate using the Rate Escalator: You may automatically increase your contribution rate by electing the percentage of the contribution increase (in whole %s) and the specific date or period for the rate change to take effect. About two weeks before the change takes place, you will receive a confirmation asking if the requested rate change is still valid. If the change is not cancelled, it will take effect and remain in effect until you revoke your election or reach the maximum under the rate escalator option, which is 6%. Of course, at any time, you may increase you deferral percentage above 6% to the Plan maximum of 75% of pay (up to federal limits). The update will take place as soon as administratively possible following the date you specify.

Current Investment Fund Percentages

You can review and/or change the percentages of Plan contributions you are directing into each of the twenty-five core investment funds by before-tax, Roth 401(k), and after-tax accounts separately.

Distributions and Non-hardship Withdrawal Requests

You can request a distribution or a non-hardship withdrawal on-line using the Savings Plan Web site. If you are under age 59-1/2, you can withdraw your after-tax (2% with spousal consent), IRA, PAYSOP, rollover (if applicable), and pre-June 1, 1991 Company matching contributions and earnings. If you are age 59-1/2 or older, you can also withdraw your vacation, Company matching and before-tax contributions and earnings.

You may choose to receive your withdrawal by check or by electronic deposit of funds (ACH).

Please remember that certain withdrawals may be subject to a 10% early withdrawal penalty as well as 20% mandatory withholding. While it is always prudent to discuss any taxable issues with your personal tax advisor, Appendix A, "Special Tax Notice," beginning on page 55 can provide some fundamental tax information.

E-Mail Correspondence

Instead of waiting for a confirmation statement to be mailed to the address that is on file with the Plan, you may elect to set up an e-mail "in-box" which would be used to deliver printable versions of confirmation statements for any transactions or other requests. If you don't choose this option, confirmation statements for any transactions you request will continue to be mailed to the address that is on file with the Plan.

Hardship Withdrawals

All Participants requesting a Hardship Withdrawal will have to complete a form and provide documentation for review and approval. The annual limit for the quantity of Harship Withdrawals that can be requested is six.

Loan Modeling and Application

You can obtain the maximum amount available for a loan and determine what your scheduled repayments would be if you wish to take a loan from the Savings Plan. Loans and loan modeling are available only to active employees of the Company, subject to the restrictions described in the section on loans beginning on page 24.

Former employees who have deferred receipt of their account balances will **not** be allowed to take a loan through the Savings Plan.

The automated Savings Plan Information Line will allow loan modeling to extend beyond the 60-month period but will not allow processing of these loans.

Reallocation (existing balances only)

You can reallocate your existing account balances (money already contributed to the Plan) among the twenty-five core funds. You can choose to reallocate your entire Plan balance or separately by major account (Before-tax, After-Tax, Roth or IRA). This is accomplished by indicating the percentage of your total balance you want allocated to each investment. For example, you can ask to reallocate 30% to Investment A, 25% to Investment B, 25% to Investment C and 20% to Investment D.

Please note: If you elect to reallocate your Before-Tax Account or your entire Plan balance, this election will automatically diversify any balance in your FirstEnergy Contributions Stock Fund as a part of the reallocation.

Spot Transfers (existing balances only)

You can change all or part of your existing account balance (money already contributed to the Plan) among the twenty-five core funds and the self-managed brokerage account, subject to restrictions noted on page 19. Transfers can be indicated as dollar transfers or percent transfers. For example, you can transfer 20% (or $1,000) from Investment A to Investment B by indicating the percentages or dollar amount. Unlike the reallocation process (above), spot transfers **cannot** be directed by major account (Before-tax, After-tax, Roth or IRA). They will be taken pro-rata from all your major accounts.

Statements Online

You may elect to receive three of your four quarterly statements online instead of by mail. The statement for the fourth quarter will still be mailed to the address that is on file with the Plan. If you elect this feature, you will be able to rearrange the layout of your statement, view it and print it. You may also review and print past account statements (up to 24 previous months) by using the Savings Plan Web site. You must actively elect this feature or your statements will continue to be mailed to the address that is on file with the Plan.

Administration

Notification of Address Change

After you leave employment, be sure to notify the Company of any address change so you can continue to receive plan information. This will also be the address to which benefit payments will be sent.

If any benefit payments are returned because you are no longer living at the address you previously provided, your benefit payment will not be re-mailed to you until you provide your current address. If the Company cannot locate you, the Savings Plan Committee may authorize payment to your designated beneficiary, if you named one and he or she can be located, or, following that, to the individuals who would be entitled to receive the value of your Savings Plan account if you did not name a beneficiary (see “Naming Your Beneficiary” on page 9).

Appealing a Claim

In general, you or your beneficiary will have to file a claim for benefits. You can obtain the necessary directions for filing your request, forms and other assistance from ING through the **SAVINGS PLAN INFORMATION LINE** at **1-800-892-2445.** Use of the Savings Plan Information Line or the Web site is required for all Savings Plan activity. Additional claims and appeals of denied claims should be sent to the Plan Administrator at the address shown in the **Required Legal Information** section of this Summary Plan Description.

If all or part of your claim for benefits is denied, you will receive a letter or written statement within 90 days of the date that your claim is received. It will include:

- the reason for the denial
- reference to the Plan provisions on which the denial is based
- a description of any additional information that is needed to support your claim and why it is needed and
- an explanation of how you can request a review of your claim (an appeal).

In some cases, it may take up to 90 days to review your claim application. If so, you will be notified of the reason for the delay. However, any extension will not go beyond 180 days from the date that your claim was first received.

You have 60 days from the date of the denial to ask for a review. As part of the review process, you may look at or receive copies of the Plan documents and present issues and comments in writing. You will receive a written response within 60 days of receipt of your request that provides the decision or notice that it may take up to another 60 additional days to reach a decision because of a special study.

The decisions of the Savings Plan Committee are final and binding. Keep in mind that until your appeal rights outlined in this section have been exercised to recover any Plan benefits denied in whole or in part, you cannot bring legal action against the Plan or the Company to try to recover these benefits.

General Information

Administrative Expenses and Investment Management Fees

Loan application fees are deducted from the core funds in your account.

Investment management fees and the fees charged by State Street for maintaining participant accounts are deducted from the returns of each of the core funds. If you participate in the Self-Managed Brokerage Account, all investment management fees and commissions are deducted from your brokerage account balance. Interest earned on dividends held in the PAYSOP account will be used to offset administrative expenses of the Fund. The account balance shown on your account statement and all investment fund performance will be reported net of investment management fees.

Top-Heavy Rules

In exchange for the advantages of saving on a before-tax basis, the IRS requires a balance of participation in the Plan to assure that higher-paid employees do not participate in the Plan at a much greater rate than other employees. There are limits in the amounts that higher-paid employees may contribute to the Plan.

While the Plan is meant to help you save, your account could be subject to limitations if your account balance is very high. Each year, the IRS sets certain limits on how much employees can receive through plans like this one. There may be a separate limit because of participation in the Company's tax-qualified Pension Plan. The limits are quite high, however, and you will be notified if your account is affected.

The Internal Revenue Code requires that a plan such as the Savings Plan be tested periodically to see if more than 60% of the value of all participants' accounts belongs to key executives of the Company. If so, the plan is considered "top heavy." The Savings Plan is not top heavy at the current time nor is it anticipated that it will ever become top heavy. However, if it does become top heavy, you will be notified. The Internal Revenue Code and regulations there under may require the Company to adjust its matching contributions to the Plan and implement certain limitations on certain salary levels.

Benefits Not Insured

The Savings Plan is a "defined contribution" plan. This means that while the contribution is known, the benefit you will receive is unknown (contributions include your own contribution plus the Company matching funds). The actual amount of your eventual benefit depends on the value of contributions to your accounts and on investment gains or losses. Defined contribution plans are not insured by the Pension Benefit Guaranty Corporation ("PBGC") nor any other insurance entity.

IRS Approval

The Plan is intended to meet the requirements for qualification under sections 401(a) and 401(k) of the Internal Revenue Code. The Plan is subject to the continuing approval of the IRS. If the IRS does not approve the Plan, or if the IRS requires that any changes be made to the Plan that would affect you or your Plan benefits, you will be notified.

ERISA 404(c)

The Plan is intended to comply with ERISA section 404(c). To the fullest extent permissible under section 404(c) of ERISA, the trustee, the Savings Plan Committee and any other fiduciary of the Plan shall not be liable for any loss that results from any investment decision or election made, or deemed to have been made, by a participant with respect to the investment of his/her Plan account balances.

Non-Assignment of Benefits

In general, as long as your savings and the Company's matching contributions are in the Plan, federal regulations prohibit you from using their value as collateral for a loan nor can you assign or pledge their value to another person or organization except in limited circumstances. An alternate payee such as a former spouse or dependent may have the right to receive all or a portion of your Savings Plan account upon the issuance of a Qualified Domestic Relations Order (QDRO) by a court of competent jurisdiction. There will be an administrative fee for processing a QDRO. When the Plan Administrator segregates the required funds for the Alternate Payee in accordance with the terms of the QDRO, a separate, one-time QDRO processing fee will be charged to both the Participant's and the Alternate Payee's account under the Plan. Specifically, an amount equal to $300 will be applied on a pro-rata basis to reduce (1) the amount to be segregated from the Participant's account for the benefit of the Alternate Payee and (2) the Participant's account balance which will remain after the segregation pursuant to the QDRO.

You may obtain a copy of QDRO procedures without charge. Please contact the Savings Plan Committee at the address on page 52 or, internally, at the General Offices on the 7th floor.

Voting Rights

As a participant in the Savings Plan, you have the right to vote at annual meetings and any special meetings, and you will receive a copy of the proxy solicitation material before such meetings. You can vote the sum of the number of shares credited to your FirstEnergy Stock Accounts on the record date for such meeting. You will get a form requesting that you instruct the Trustee how to vote the number of shares credited to your accounts.

If you vote your credited shares, you will also be able to vote a proportionate number of the shares in the FirstEnergy Contributions Stock Fund which have not yet been credited to participants' accounts, and the number of shares that have been credited to participants' accounts but for which no timely voting instructions were received by the Trustee. Your proportion will be equal to the ratio of the number of credited shares you voted to the total number of credited shares voted by other participants.

All participant directions or instructions will be kept confidential by the Trustee.

Tendering FirstEnergy Corp. Common Stock Held in the Savings Plan Trust

As a participant in the Savings Plan, if you have elected to invest a portion of your savings in the FirstEnergy Stock Fund, you have the right to direct the Trustee in writing to sell, exchange, or transfer shares credited to your Employee Contributions Stock Fund in accordance with the terms of any tender offer. To the extent that you fail to direct the Trustee or do not give valid or timely directions to the Trustee, you shall be deemed to have directed the Trustee not to sell, exchange, or transfer such shares.

You will also be able to direct the Trustee in writing to sell, exchange, or transfer a proportionate number of shares in the FirstEnergy Contributions Stock Fund that have not yet been credited to participants' accounts, in accordance with the terms of any tender offer. Your proportion will be equal to the ratio of the number of shares credited to your accounts to the number of shares credited to all participants' accounts. To the extent that you fail to direct the Trustee or do not give valid or timely directions to the Trustee, you shall be deemed to have directed the Trustee not to sell, exchange, or transfer such shares.

All participant directions or instructions will be kept confidential by the Trustee.

Confidentiality Procedures

Procedures have been established under the Plan for maintaining confidentiality of information relating to the investment by Participants' Plan accounts in the FirstEnergy Stock Fund, and the exercise of voting and other shareholder rights with respect to FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund credited to Participants' Plan accounts. The Savings Plan Committee is the Plan fiduciary responsible for monitoring compliance with these procedures. The Plan Administrator's address and telephone number are listed on page 52 of this Summary Plan Description. Under these procedures, confidentiality as to the investment of your Plan account balances in the FirstEnergy Stock Fund is provided by means of the following:

- Your investment election changes are communicated by you directly to ING. As an exception, if you are an Officer Participant and you wish to make an investment election, or an investment election change that will result in, apply to, or otherwise affect any investment of your Plan accounts in the FirstEnergy Stock Fund, and you make such election or election change on ING's web site, then you will be prompted that you have confirmed the change with the Corporate Services manager. A follow-up report on the transaction is directed to the Corporate Services area for review.
- Unless you elect to receive your statement on-line (see page 40), your quarterly statements showing the investment options in which your Plan accounts are invested are mailed to you at your home address directly by ING. While ING is required to furnish the Savings Plan Committee with certain periodic reports containing information about the investment of your Plan account balances, these documents are furnished by ING to the Plan Administrator, who is required to keep them in their exclusive custody.
- All Corporate Benefits Administration personnel, personnel of the Companies' Human Resources departments, and all other Company personnel who are authorized to perform any functions relating to the investment of your Plan account balances are required to keep in strict confidence all information concerning the investment options in which your Plan accounts are invested. Without your express written consent, no information relating to the investment options in which your Plan accounts are invested may be disclosed to any other employee of any FirstEnergy Company (including any officer, manager or supervisor) except in two cases: First, such information may be disclosed to the Savings Plan Committee upon the written request, to the extent necessary to enable the Savings Plan Committee to determine any claim you may have brought under the Plan's claims procedure that involves the investment of your Plan account balances, or that otherwise may be necessary to enable the Savings Plan Committee to meet any of its other fiduciary duties under the Plan or ERISA. Second, if you are an Officer Participant, information concerning the investment of your Plan accounts in the FirstEnergy Stock Fund will be furnished to the FirstEnergy Corporate Secretary's Office, to the extent such information is needed to permit compliance with applicable federal or state securities statutes or other laws.
- Under the terms of the Trust Agreement for the Plan, ING also is prohibited from furnishing information as to the specific investment options in which your Plan accounts are invested to any employee of any FirstEnergy Company, without the prior written authorization of the Savings Plan Committee.

- If your Plan account balances are invested in any units of interest in the FirstEnergy Stock Fund, copies of all FirstEnergy quarterly and annual reports and other materials which are distributed to FirstEnergy's shareholders generally will be mailed to you at your home address by ING. In addition, proxy materials and forms for instructing ING as to how to vote or take other action with respect to FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund held in your Plan accounts will be mailed to you at your home address by ING.
- The proxy materials and voting instruction forms sent to you in connection with matters to be voted or acted upon in connection with the shares of FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund held in your Plan accounts will be accompanied by an envelope pre-addressed to ING, so that you can return the form containing your instructions to ING as to how to vote or take any other action with respect to the shares directly to ING.

Under the terms of the Trust Agreement, ING is required to communicate how it votes or takes any other action with respect to FirstEnergy stock held in the FirstEnergy Stock Fund only on an "aggregate" basis, i.e., on the basis of the total number of shares of FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund held in the accounts of all Plan participants. ING is prohibited from communicating to any person how it votes or takes any other action with respect to the FirstEnergy stock attributable to the units of interest in the FirstEnergy Stock Fund held in the Plan accounts of any individual participant.

Plan Amendments and Termination

The Company, through its Board of Directors or an authorized officer, reserves the right to end, suspend, withdraw, or amend the Plan if appropriate. The Plan summarized in this material is based on the legal plan documents in effect as of the date of issuance.

If the Plan is ended completely or partially, you will have full ownership rights to your account as of the effective date. Naturally, the Plan will also end if the Company is dissolved.

The Plan is subject to IRS rules and will be changed, if necessary, to comply with them. If the Plan were to be amended, you always would be entitled to at least the value of your account on the day the amendment takes effect.

Plan is Not an Employment Contract

The Plan shall not be deemed to constitute a contract between the Company and any employee nor shall anything herein contained be deemed to give any employee any right to be retained in the employ of the Company or to interfere with the right of the Company to discharge any employee at any time and to treat the employee without regard to the effect which such treatment might have upon the employee as a participant in the Plan.

Right to Amend Plan

The Plan may be amended or terminated by the Chief Executive Officer of FirstEnergy Corp. or his appointed designee at any time or for employees represented by a labor union in accordance with the applicable collective bargaining agreements.

Other Plan Information

Participating Employers and Identification Numbers

FirstEnergy Corp. EIN 34-1843785	FirstEnergy Service Company EIN 34-1968288
The Cleveland Electric Illuminating Company EIN 34-0150020	Ohio Edison Company EIN 34-0437786
Metropolitan Edison Company* EIN 23-0870160	Pennsylvania Electric Company* EIN 25-0718085
Pennsylvania Power Company EIN 25-0718810	FirstEnergy Nuclear Operating Company EIN 34-1881483
The Toledo Edison Company EIN 34-4375005	FirstEnergy Solutions Corp. EIN 31-1560186
FirstEnergy Generation Corp. EIN 34-1940561	FirstEnergy Facilities Services Group, LLC. (Holding Company Staff Only) EIN 34-1876453
American Transmission Systems, Incorporated EIN 34-1882848	Jersey Central Power & Light Company EIN 21-0485010

**The following former GPU unions: IBEW Local 777 and UWUA Local 180, have bargained for component plans that have been merged into the Plan, but have separate SPD's.*

Participating Unions In Accordance With Their Labor Agreements

- Utility Workers Union of America, A.F.L.-C.I.O. Local Union No. 270
- The Utility Workers Union of America Local 270 at Perry, Ohio ("UWUA Local 270 Perry Techs")
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 29
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 459
- Utility Workers Union of America, A.F.L.-C.I.O. Local Union Nos. 350, 351
- Utility Workers Union of America, A.F.L.-C.I.O. Local Union No. 457
- Utility Workers Union of America, A.F.L.-C.I.O. Local Union Nos. 118, 126
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 1194
- Utility Workers Union of America, AFL-CIO Local Union No. 140
- International Brotherhood of Electrical Workers, A.F.L.-C.I.O. Local Union No. 272
- International Brotherhood of Electrical Workers, AFL-CIO Local Union Nos. 245 and 1413
- Office & Professional Employees International Union, A.F.L.-C.I.O. Local Union No. 19
- International Brotherhood of Electrical Workers, System Council U-3

Restrictions on Resale of FirstEnergy Stock

Shares of FirstEnergy Stock acquired under the Plan may be resold freely, except that any holder who is an "affiliate" of FirstEnergy Corp. may not sell shares so acquired unless such shares have been registered by FirstEnergy Corp. under the Securities Act of 1933 for resale or an exemption from registration under the Securities Act of 1933, which contains limitations on the amount of shares that may be sold and the selling prices thereof, as well as limitations on the manner of sale, in such an exemption.

Under certain circumstances, an officer or director of the FirstEnergy Corp. may be subject to liability pursuant to Section 16(b) of the Exchange Act for certain short-term profits upon sale of shares so acquired.

Incorporations of Certain Documents by Reference

FirstEnergy Corp. is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the “SEC”), including information, as of particular dates, concerning FirstEnergy Corp’s directors and officers, their remuneration, the principal holders of FirstEnergy Corp’s securities, and any material interest of such persons in transactions with FirstEnergy Corp.

Such documents, reports, proxy statements, and other information can be inspected and copied at the Public Reference Room maintained by the SEC at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies of such material can also be obtained from the Public Reference Section of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Such material may also be accessed electronically by means of the SEC's home page on the Internet (http://www.sec.gov). FirstEnergy Corp.’s Common Stock is listed on the New York Stock Exchange, and reports, proxy statements, and other information concerning FirstEnergy Corp. can be inspected at the offices of the New York Stock Exchange.

The following documents which have heretofore been filed by FirstEnergy Corp. with the SEC pursuant to the Exchange Act, are incorporated by reference in this Prospectus and shall be deemed to be a part hereof:

1. Annual Report on Form 10-K for the year ended December 31, 2010;

2. Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 June 30, 2011 and September 30, 2011 and

3. Current Reports on Form 8-K February 16, 2011, February 25, 2011, April 19, 2011, May 2, 2011, May 18, 2011, June 20, 2011, June 22, 2011, July 5, 2011, August 2, 2011, September 21, 2011, October 31, 2011, November 1, 2011, December 9, 2011 and December 21, 2011.

All other documents filed by FirstEnergy Corp. with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Prospectus and before the termination of this offering made by this Prospectus also shall be deemed to be incorporated by reference in this Prospectus and be a part hereof from its respective dates of filing such documents (such documents, and the documents enumerated above, being hereinafter referred to as “Incorporated Documents”); provided, however, that the documents filed by FirstEnergy Corp. pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act in each year during which the offering made by the Prospectus is in effect prior to the filing with the SEC of FirstEnergy Corp’s Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference in this Prospectus or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statements contained in an Incorporated Document shall be deemed to be modified or suspended for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statements. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

FirstEnergy Corp. undertakes to provide without charge to each person to whom this Prospectus has been delivered, upon the written or oral request of any such person, a copy of any and all of the Incorporated Documents, other than exhibits to such documents (unless such exhibits are specifically incorporated into such documents). Requests for such copies should be directed to FirstEnergy Corp., 76 South Main Street, Akron, OH 44308-1890, Attention: Investors Services, telephone number (800) 736-3402. The information relating to FirstEnergy Corp. contained in this document does not purport to be comprehensive and should be read together with the information contained in the Incorporated Documents.

Experts

The consolidated financial statements as of December 31, 2011 and for the year then ended, incorporated in this Prospectus by reference from the Annual Reports on Form 10-K for the year ended December 31, 2011, have been audited by PricewaterhouseCoopers LLP, independent accountants, as stated in their report incorporated by reference herein.

Legal Matters

Legal matters have been passed upon for FirstEnergy Corp. by Pillsbury Winthrop LLP, New York, New York and David Winston Esq., Senior Attoney of FirstEnergy Corp. As of December 31, 2011, Mr. Winston owned approximately 1161.966 shares of the FirstEnergy Corp. common stock.

Glossary of Terms and Definitions

Accumulated Payments–This refers to the 2% After-Tax Account, a terminated savings plan set up for certain former GPU employees. At different times, funds in the 2% After-Tax Account were either rolled over or transferred to the former GPU Savings Plan and these amounts were deposited into a special subaccount in the After-tax Account.

After-tax Contributions–The portion of your pay that is credited to your After-tax Account. After-tax contributions are subject, on a current basis, to federal income tax as well as Social Security, and state and local taxes.

Asset Allocation or LifePath Portfolios– Each LifePath Portfolio is diversified among broad types of asset classes and is adjusted over time to gradually become more conservative as the year approaches when investors expect to need their money. The number-as in LifePath Index 2020- represents the approximate year when you plan to start withdrawing your money. As you get closer to this year, the investment mix is gradually shifted from a greater concentration of higher-risk investments (namely stock funds) to a greater concentration of lower-risk investments (bond funds and money market instruments). This shift is designed to reduce fluctuations in the value of your investment as the time that you will need your money approaches.

Before-tax Contributions–The portion of your pay that is credited to your Before-tax Account. Before-tax contributions are not subject to federal income tax on a current basis. However, they are subject to Social Security taxes on a current basis—and they also may be subject, on a current basis, to state and local income tax.

Core Funds–A group of twenty-two professionally managed funds plus the FirstEnergy Stock Fund. The core options represent the full spectrum of the major asset classes: short-term investments, bonds, large company US stock fund, non-US stock fund, small company US stock fund, and single stock fund as well as ten LifePath Portfolios

Disabled–A plan participant shall be considered to be disabled for purposes of the savings plan if, in the sole judgment of the Savings Plan Committee, the participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or to be of long-continued and indefinite duration.

Highly Compensated Employee–Any employee with a certain level of income as defined by the IRS. Such an employee may be limited as to the amount he or she may contribute to the Plan; or, that the Company may contribute on his or her behalf. You will be notified if you are affected by these regulations.

Individual Retirement Account (IRA)–A personal tax-sheltered savings vehicle, generally used to save for retirement. Before 1987 certain employees of GPU made contributions to an IRA plan established by GPU. Amounts contributed to this account are held in a specially identified account.

Institutional Fund–Fund(s) offered only to participants in large company retirement and savings plans. They are similar to mutual funds except that the portfolio is managed by an investment management company instead of an individual fund manager. Institutional funds have more specific investment objectives, are not listed in newspapers and are not generally available to the public. Because these funds do not compete for individual retail customers the way mutual funds do, institutional funds generally have lower operating fees.

Leave of Absence–A period in which you are absent from work with approval; this can be paid or unpaid and is subject to certain restrictions and limitations.

Mutual Fund–Fund(s) that pool investments from many investors and invest in a portfolio of securities aimed at a particular investment goal. An individual fund manager manages the portfolio. Mutual funds are offered to the public as well as participants in savings plans and compete for this public (or retail) business. Their performance records are published in newspapers. Because these funds compete for individual retail customers, they may have higher operating fees.

Officer Participant–a participant who is an elected officer of any Company covered by the Plan.

Plan–The FirstEnergy Savings Plan. It is commonly referred to as the Plan or the Savings Plan.

Plan Administrator–FirstEnergy Corp.

Plan Document–The formal written instrument governing the purpose, rules, administration, benefits and procedures of the Plan.

Plan Year–The period of time over which a benefit plan's records are maintained. The plan year for the FirstEnergy Savings Plan is January 1 – December 31.

Qualified Domestic Relations Order (QDRO)–A court order generally issued in connection with a separation, divorce, or child custody proceeding whereby a portion of your pension and/or Employee Savings Plan accounts are transferred or assigned to someone else.

Rollover and Direct Rollover–A ***Rollover*** permits an individual to transfer taxable amounts from a tax-qualified plan to an individual retirement plan (IRA) or other tax qualified plan without incurring tax liability if done within 60 days. The amounts, frequency and timing of tax-free rollovers are restricted under federal regulations**.** A ***Direct Rollover*** is the direct transfer of taxable amounts between plans without passing through the individual. Withdrawals not authorized by a participant for direct rollover may be rolled over by the participant. However, funds rolled over after being distributed to an individual are subject to tax withholding and may be subject to early distribution penalties.

Roth 401(k) Contributions–The portion of your pay that is credited to your Roth 401(k) Account. Roth 401(k) contributions are subject, on a current basis, to federal income tax as well as Social Security, and state and local taxes.

Salary Reduction–An agreement between an employer and an employee in which the employee agrees to take a reduction in salary as a percentage of compensation and the employer agrees to contribute an amount, equal to the amount of the employee's salary reduction, to a tax-exempt trust for the benefit of the employee. A before-tax contribution is a "salary reduction."

Savings Plan Committee—The Committee appointed by the Chief Executive Officer of FirstEnergy Corp. to carry out delegated responsibilities for administration of the Plan.

Self-Managed Brokerage Account (SMBA)–Another investment alternative available to participants in the FirstEnergy Savings Plan. The Self-Managed Brokerage Account allows an investor to set up a personal brokerage account (through State Street Brokerage Services) to purchase shares in any of thousands of stocks and mutual funds. There are some restrictions and additional fees associated with the Self-Managed Brokerage Account.

Service—any period of employment with the Company

Spousal Consent–Your husband's or wife's official written, notarized agreement.

Trustee–The trustee is responsible for holding amounts contributed to the Plan by or on behalf of each plan participant. The current trustee for the Plan is State Street Bank and Trust.

Withdrawal–A payment of funds from one or more of the Plan accounts. You pay taxes on a withdrawal in the year you receive it, unless you roll it over, within 60 days, to another employer's qualified plan or an IRA.

Required Legal Information

Under the Employee Retirement Income Security Act of 1974 (ERISA), each employee is to be provided with certain details about the Plan. This information is listed in the following chart. If you need additional information, please contact your local Human Resources representative or your local US Department of Labor Office.

Plan Name	FirstEnergy Corp. Savings Plan
Plan Sponsor's Name And Address	FirstEnergy Corp. 76 South Main Street Akron, OH 44308
Plan Sponsor's Employer Identification Number	34-1843785
ERISA Plan Number	002
Plan Year	January 1 – December 31
Plan Trustee	State Street Bank and Trust Company 225 Franklin Street Boston, MA 02110
Plan Administrator And Agent For Service Of Legal Process	The Savings Plan Committee. You can contact the plan administrator as follows: FirstEnergy Corp. 76 South Main Street Akron, OH 44308 Process may be served on either the Savings Plan Committee or the Trustee.

Type of Administration

The FirstEnergy Corp. Savings Plan Committee is the Administrator of the Savings Plan and is responsible for all aspects of administration of the Plan except management of the assets of the Plan, which is the responsibility of the Trustee. State Street has been appointed as the Trustee and ING is the recordkeeper for the Plan. Investment managers may be appointed by the Administrator, and the Trustee may enter into a contract with insurance companies to hold and invest assets of the Plan and aid in administration of the Plan. Inquiries should be made to FirstEnergy Corp. 76 South Main Street, Akron, OH 44308. The telephone number is (330) 384-5417.

Type of Plan

The Plan is a "defined contribution plan" described in Section 3(34) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). As such, the Plan is subject to the applicable provisions set forth in Part 1 (Reporting and Disclosure), Part 2 (Participation and Vesting), Part 4 (Fiduciary Responsibility) and Part 5 (Administration and Enforcement) of Subtitle B of Title I of ERISA which relate to employee pension benefit plans which are defined contribution plans.

The Plan is not subject to Part 3 (Funding) of Subtitle B of Title I of ERISA; nor is it subject to any of the provisions of Title IV of ERISA. Those portions of ERISA pertain to "defined benefit plans" described in Section (3)(35) of ERISA and to certain plan termination insurance provisions and accordingly do not apply to the Plan.

Statement of ERISA Rights

As a participant in the FirstEnergy Savings Plan, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all Plan participants shall be entitled to:

Receive Information About Your Plan and Benefits

- Examine, without charge, at the plan administrator's office and at other specified locations such as worksites and union halls, all documents governing the plan, including insurance contracts and collective bargaining agreements, *and a copy of the latest annual report (Form 5500 Series) filed by the plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.*
- Obtain, upon written request to the plan administrator, copies of documents governing the operation of the plan, including insurance contracts and collective bargaining agreements, and copies of the latest annual report (Form 5500 Series) and updated summary plan description. The administrator may make a reasonable charge for the copies.
- Receive a summary of the plan's annual financial report. The plan administrator is required by law to furnish each participant with a copy of this summary annual report.

Prudent Actions by Plan Fiduciaries

In addition to creating rights for plan participants ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your plan, called "fiduciaries" of the plan, have a duty to do so prudently and in the interest of you and other plan participants and beneficiaries. No one, including your employer, your union, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a pension benefit or exercising your rights under ERISA.

Enforce Your Rights

If your claim for a benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of plan documents or the latest annual report from the plan and do not receive them within 30 days, you may file suit in a Federal court. In such a case, the court may require the plan administrator to provide the materials and pay you up to $110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the administrator. If you have a claim for benefits which is denied or ignored, in whole or in part, you may file suit in a state or Federal court. In addition, if you disagree with the plan's decision or lack thereof concerning the qualified status of a domestic relations order or a medical child support order, you may file suit in Federal court. If it should happen that plan fiduciaries misuse the plan's money, or if you are discriminated against for asserting your rights, you may seek assistance from the US Department of Labor, or you may file suit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

Assistance with Your Questions

If you have any questions about your plan, you should contact the Plan Administrator. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Employee Benefits Security Administration, US Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, US Department of Labor, 200 Constitution Avenue N.W., Washington, D.C. 20210. You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

Appendix A: 402f Notice Regarding Retirement Savings and Stock Ownership Plan Payments

This notice explains how you can continue to defer federal income tax on your retirement savings in your Plan and contains important information you will need before you decide how to receive your Plan benefits. This notice does not address any applicable state or local tax rules that may apply.

Your Rollover Options for Payments Not from a Designated Roth Account

You are receiving this notice in the event that all or a portion of a payment you are receiving from the Plan is eligible to be rolled over to an IRA or an employer plan. This notice is intended to help you decide whether to do such a rollover.

This notice describes the rollover rules that apply to payments from the Plan that are not from a designated Roth account (a type of account with special tax rules in some employer plans). If you also receive a payment from a designated Roth account in the Plan, you will be provided a different notice for that payment, and the Plan administrator or the payor will tell you the amount that is being paid from each account.

Rules that apply to most payments from a plan are described in the "General Information About Rollovers" section. Special rules that only apply in certain circumstances are described in the "Special Rules and Options" section.

GENERAL INFORMATION ABOUT ROLLOVERS

How can a rollover affect my taxes?

You will be taxed on a payment from the Plan if you do not roll it over. If you are under age 59½ and do not do a rollover, you will also have to pay a 10% additional income tax on early distributions (unless an exception applies). However, if you do a rollover, you will not have to pay tax until you receive payments later and the 10% additional income tax will not apply if those payments are made after you are age 59½ (or if an exception applies).

Where may I roll over the payment?

You may roll over the payment to either an IRA (an individual retirement account or individual retirement annuity) or an employer plan (a tax-qualified plan, section 403(b) plan, or governmental section 457(b) plan) that will accept the rollover. The rules of the IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the IRA or employer plan (for example, no spousal consent rules apply to IRAs and IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the IRA or employer plan.

How do I do a rollover?

There are two ways to do a rollover. You can do either a direct rollover or a 60-day rollover.

If you do a direct rollover, the Plan will make the payment directly to your IRA or an employer plan. You should contact the IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover.

If you do not do a direct rollover, you may still do a rollover by making a deposit into an IRA or eligible employer plan that will accept it. You will have 60 days after you receive the payment to make the deposit. If you do not do a direct rollover, the Plan is required to withhold 20% of the payment for federal income taxes (up to the amount of cash and property received other than employer stock). This means that, in order to roll over the entire payment in a 60-day rollover, you must use other funds to make up for the 20% withheld. If you do not roll over the entire amount of the payment, the portion not rolled over will be taxed and will be subject to the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies).

How much may I roll over?

If you wish to do a rollover, you may roll over all or part of the amount eligible for rollover. Any payment from the Plan is eligible for rollover, except:

- Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)
- Required minimum distributions after age 70½ (or after death)
- Hardship distributions
- ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP (also, there will generally be adverse tax consequences if you roll over a distribution of S corporation stock to an IRA).

The Plan administrator or the payor can tell you what portion of a payment is eligible for rollover.

If I don’t do a rollover, will I have to pay the 10% additional income tax on early distributions?

If you are under age 59½, you will have to pay the 10% additional income tax on early distributions for any payment from the Plan (including amounts withheld for income tax) that you do not roll over, unless one of the exceptions listed below applies. This tax is in addition to the regular income tax on the payment not rolled over.

The 10% additional income tax does not apply to the following payments from the Plan:

- Payments made after you separate from service if you will be at least age 55 in the year of the separation
- Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)

- Payments from a governmental defined benefit pension plan made after you separate from service if you are a public safety employee and you are at least age 50 in the year of the separation
- Payments made due to disability
- Payments after your death
- Payments of ESOP dividends
- Corrective distributions of contributions that exceed tax law limitations
- Cost of life insurance paid by the Plan
- Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment
- Payments made directly to the government to satisfy a federal tax levy
- Payments made under a qualified domestic relations order (QDRO)
- Payments up to the amount of your deductible medical expenses
- Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days
- Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution.

If I do a rollover to an IRA, will the 10% additional income tax apply to early distributions from the IRA?
If you receive a payment from an IRA when you are under age 59½, you will have to pay the 10% additional income tax on early distributions from the IRA, unless an exception applies. In general, the exceptions to the 10% additional income tax for early distributions from an IRA are the same as the exceptions listed above for early distributions from a plan. However, there are a few differences for payments from an IRA, including:

- There is no exception for payments after separation from service that are made after age 55.
- The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part of a divorce or separation agreement, a tax-free transfer may be made directly to an IRA of a spouse or former spouse).
- The exception for payments made at least annually in equal or close to equal amounts over a specified period applies without regard to whether you have had a separation from service.
- There are additional exceptions for (1) payments for qualified higher education expenses, (2) payments up to $10,000 used in a qualified first-time home purchase, and (3) payments after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

Will I owe State income taxes?
This notice does not describe any State or local income tax rules (including withholding rules).

SPECIAL RULES AND OPTIONS

If your payment includes after-tax contributions
After-tax contributions included in a payment are not taxed. If a payment is only part of your benefit, an allocable portion of your after-tax contributions is generally included in the payment. If you have pre-1987 after-tax contributions maintained in a separate account, a special rule

may apply to determine whether the after-tax contributions are included in a payment.

You may roll over to an IRA a payment that includes after-tax contributions through either a direct rollover or a 60-day rollover. You must keep track of the aggregate amount of the after-tax contributions in all of your IRAs (in order to determine your taxable income for later payments from the IRAs). If you do a direct rollover of only a portion of the amount paid from the Plan and a portion is paid to you, each of the payments will include an allocable portion of the after-tax contributions. If you do a 60day rollover to an IRA of only a portion of the payment made to you, the after-tax contributions are treated as rolled over last. For example, assume you are receiving a complete distribution of your benefit which totals $12,000, of which $2,000 is after-tax contributions. In this case, if you roll over $10,000 to an IRA in a 60-day rollover, no amount is taxable because the $2,000 amount not rolled over is treated as being aftertax contributions.

You may roll over to an employer plan all of a payment that includes after-tax contributions, but only through a direct rollover (and only if the receiving plan separately accounts for after-tax contributions and is not a governmental section 457(b) plan). You can do a 60-day rollover to an employer plan of part of a payment that includes after-tax contributions, but only up to the amount of the payment that would be taxable if not rolled over.

If you miss the 60-day rollover deadline
Generally, the 60-day rollover deadline cannot be extended. However, the IRS has the limited authority to waive the deadline under certain extraordinary circumstances, such as when external events prevented you from completing the rollover by the 60-day rollover deadline. To apply for a waiver, you must file a private letter ruling request with the IRS. Private letter ruling requests require the payment of a nonrefundable user fee. For more information, see IRS Publication 590, Individual Retirement Arrangements (IRAs).

If your payment includes employer stock that you do not roll over
If you do not do a rollover, you can apply a special rule to payments of employer stock (or other employer securities) that are either attributable to after-tax contributions or paid in a lump sum after separation from service (or after age 59½, disability, or the participant's death). Under the special rule, the net unrealized appreciation on the stock will not be taxed when distributed from the Plan and will be taxed at capital gain rates when you sell the stock. Net unrealized appreciation is generally the increase in the value of employer stock after it was acquired by the Plan. If you do a rollover for a payment that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the payment), the special rule relating to the distributed employer stock will not apply to any subsequent payments from the IRA or employer plan. The Plan administrator can tell you the amount of any net unrealized appreciation.

If you have an outstanding loan that is being offset
If you have an outstanding loan from the Plan, your Plan benefit may be offset by the amount of the loan, typically when your employment ends. The loan offset amount is treated as a distribution to you at the time of the offset and will be taxed (including the 10% additional

income tax on early distributions, unless an exception applies) unless you do a 60-day rollover in the amount of the loan offset to an IRA or employer plan.

If you were born on or before January 1, 1936
If you were born on or before January 1, 1936 and receive a lump sum distribution that you do not roll over, special rules for calculating the amount of the tax on the payment might apply to you. For more information, see IRS Publication 575, Pension and Annuity Income.

If your payment is from a governmental section 457(b) plan
If the Plan is a governmental section 457(b) plan, the same rules described elsewhere in this notice generally apply, allowing you to roll over the payment to an IRA or an employer plan that accepts rollovers. One difference is that, if you do not do a rollover, you will not have to pay the 10% additional income tax on early distributions from the Plan even if you are under age 59½ (unless the payment is from a separate account holding rollover contributions that were made to the Plan from a tax-qualified plan, a section 403(b) plan, or an IRA). However, if you do a rollover to an IRA or to an employer plan that is not a governmental section 457(b) plan, a later distribution made before age 59½ will be subject to the 10% additional income tax on early distributions (unless an exception applies). Other differences are that you cannot do a rollover if the payment is due to an "unforeseeable emergency" and the special rules under "If your payment includes employer stock that you do not roll over" and "If you were born on or before January 1, 1936" do not apply.

If you are an eligible retired public safety officer and your pension payment is used to pay for health coverage or qualified long-term care insurance
If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income plan payments paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of $3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you roll over your payment to a Roth IRA

If you roll over the payment to a Roth IRA, a special rule applies under which the amount of the payment rolled over (reduced by any after-tax amounts) will be taxed. However, the 10% additional income tax on early distributions will not apply (unless you take the amount rolled over out of the Roth IRA within 5 years, counting from January 1 of the year of the rollover). This 10% additional income tax on early distributions will not apply to Section 457 plan distributions (unless the distribution from the 457 plan consists of funds that originated from a separate account holding rollover contributions from a 401(a) plan, 401(k) plan, a 403(b) plan, or an IRA). For payments from the Plan during 2010 that are rolled over to a Roth IRA, the taxable amount can be spread over a 2-year period starting in 2011.

If you roll over the payment to a Roth IRA, later payments from the Roth IRA that are qualified distributions will not be taxed (including earnings after the rollover). A qualified distribution from a Roth IRA is a payment made after you are age 59½ (or after your death or disability, or as a qualified first-time homebuyer distribution of up to $10,000) and after you have had a Roth IRA for at least 5 years. In applying this 5-year rule, you count from January 1 of the year for which your first contribution was made to a Roth IRA. Payments from the Roth IRA that are not qualified distributions will be taxed to the extent of earnings after the rollover, including the 10% additional income tax on early distributions (unless an exception applies). You do not have to take required minimum distributions from a Roth IRA during your lifetime. For more information, see IRS Publication 590, Individual Retirement Arrangements (IRAs).

You can also roll over a payment from the Plan to a designated Roth account in an employer plan.

Rollover to a designated Roth account in the same plan
If the distribute rolls over the payment to a designated Roth account in the plan, the amount of the payment rolled over (reduced by any after-tax amounts directly rolled over) will be taxed. However, the 10% additional tax on early distributions will not apply (unless the distribute takes the amount rolled over out of the designated Roth account within the 5 year period that begins on January 1 of the year of the rollover). This 10% additional income tax on early distributions will not apply to Section 457 plan distributions (unless the distribution from the 457 plan consists of funds that originated from a separate account holding rollover contributions from a 401(a) plan, 401(k) plan, a 403(b) plan, or an IRA). For payments from the plan in 2010 that are rolled over to a designated Roth account in the plan (and that are not distributed from that account until after 2011, the taxable amount of the rollover will be taxed half in 2011 and half in 2012, unless the distributee elects to be taxed in 2010.

If the distributee rolls over the payment to a designated Roth account in the plan, later payments from the designated Roth account that are qualified distributions will not be taxed (including earnings after the rollover). A qualified distribution from a designated Roth account is a payment made both after the distributee attains age 59 ½ (or after the distributee's death of disability) and after the distributee has had a designated Roth account in the plan for a period of at least 5 years. The 5-year period described in the preceding sentence begins on January 1 of the year the distributee's first contribution was made to the designated Roth account. However, if the distributee made a direct rollover to a designated Roth account in the plan of another employer, the 5-year period begins on January 1 of the year the distributee's first contribution was made to the designated Roth account in the plan, or, if earlier, to the designated Roth account in the plan of the other employer. Payments from the designated Roth account that are not qualified distributions will be taxed to the extent allocable to earnings after the rollover, including the 10% additional tax on early distributions (unless an exception applies). This 10% additional income tax on early distributions will not apply to Section 457 plan distributions (unless the distribution from the 457 plan consists of funds that originated from a separate account holding rollover contributions from a 401(a) plan, 401(k) plan, a 403(b) plan, or an IRA).
Once the in-plan conversion to Roth has occurred, it is irrevocable.

If you are not a plan participant

Payments after death of the participant. If you receive a distribution after the participant's death that you do not roll over, the distribution will generally be taxed in the same manner described elsewhere in this notice. However, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section "If you were born on or before January 1, 1936" applies only if the participant was born on or before January 1, 1936.

> **If you are a surviving spouse.** If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice. In addition, if you choose to do a rollover to an IRA, you may treat the IRA as your own or as an inherited IRA.
>
> An IRA you treat as your own is treated like any other IRA of yours, so that payments made to you before you are age 59½ will be subject to the 10% additional income tax on early distributions (unless an exception applies) and required minimum distributions from your IRA do not have to start until after you are age 70½.
>
> If you treat the IRA as an inherited IRA, payments from the IRA will not be subject to the 10% additional income tax on early distributions. However, if the participant had started taking required minimum distributions, you will have to receive required minimum distributions from the inherited IRA. If the participant had not started taking required minimum distributions from the Plan, you will not have to start receiving required minimum distributions from the inherited IRA until the year the participant would have been age 70½.
>
> **If you are a surviving beneficiary other than a spouse**. If you receive a payment from the Plan because of the participant's death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited IRA. Payments from the inherited IRA will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited IRA.

Payments under a qualified domestic relations order. If you are the spouse or former spouse of the participant who receives a payment from the Plan under a qualified domestic relations order (QDRO), you generally have the same options the participant would have (for example, you may roll over the payment to your own IRA or an eligible employer plan that will accept it). Payments under the QDRO will not be subject to the 10% additional income tax on early distributions.

If you are a nonresident alien

If you are a nonresident alien and you do not do a direct rollover to a U.S. IRA or U.S. employer plan, instead of withholding 20%, the Plan is generally required to withhold 30% of the payment for federal income taxes. If the amount withheld exceeds the amount of tax you owe (as may happen if you do a 60-day rollover), you may request an income tax refund by filing Form

1040NR and attaching your Form 1042-S. See Form W-8BEN for claiming that you are entitled to a reduced rate of withholding under an income tax treaty. For more information, see also IRS Publication 519, U.S. Tax Guide for Aliens, and IRS Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities.

Other special rules
If a payment is one in a series of payments for less than 10 years, your choice whether to make a direct rollover will apply to all later payments in the series (unless you make a different choice for later payments).

If your payments for the year are less than $200 (not including payments from a designated Roth account in the Plan), the Plan is not required to allow you to do a direct rollover and is not required to withhold for federal income taxes. However, you may do a 60-day rollover.

Unless you elect otherwise, a mandatory cashout of more than $1,000 (not including payments from a designated Roth account in the Plan) will be directly rolled over to an IRA chosen by the Plan administrator or the payor. A mandatory cashout is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant's benefit does not exceed $5,000 (not including any amounts held under the plan as a result of a prior rollover made to the plan).
You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information, see IRS Publication 3, Armed Forces' Tax Guide.

FOR MORE INFORMATION

You may wish to consult with the Plan administrator or payor, or a professional tax advisor, before taking a payment from the Plan. Also, you can find more detailed information on the federal tax treatment of payments from employer plans in: IRS Publication 575, Pension and Annuity Income; IRS Publication 590, Individual Retirement Arrangements (IRAs); and IRS Publication 571, Tax-Sheltered Annuity Plans (403(b) Plans). These publications are available from a local IRS office, on the web at www.irs.gov, or by calling 1-800-TAX-FORM.

Your Rollover Options for Payments from a Designated Roth Account

You are receiving this notice because all or a portion of a payment you are receiving from the Plan is eligible to be rolled over to a Roth IRA or designated Roth account in an employer plan. This notice is intended to help you decide whether to do a rollover. This notice describes the rollover rules that apply to payments from the Plan that are from a designated Roth account. If you also receive a payment from the Plan that is not from a designated Roth account, you will be provided a different notice for that payment, and the Plan administrator or the payor will tell you the amount that is being paid from each account. Rules that apply to most payments from a designated Roth account are described in the General Information About Rollovers section. Special rules that only apply in certain circumstances are described in the Special Rules and Options section.

GENERAL INFORMATION ABOUT ROLLOVERS

How can a rollover affect my taxes?

After-tax contributions included in a payment from a designated Roth account are not taxed, but earnings might be taxed. The tax treatment of earnings included in the payment depends on whether the payment is a qualified distribution. If a payment is only part of your designated Roth account, the payment will include an allocable portion of the earnings in your designated Roth account. If the payment from the Plan is not a qualified distribution and you do not do a rollover to a Roth IRA or a designated Roth account in an employer plan, you will be taxed on the earnings in the payment. If you are under age 59½, a 10% additional income tax on early distributions will also apply to the earnings (unless an exception applies). However, if you do a rollover, you will not have to pay taxes currently on the earnings and you will not have to pay taxes later on payments that are qualified distributions. If the payment from the Plan is a qualified distribution, you will not be taxed on any part of the payment even if you do not do a rollover. If you do a rollover, you will not be taxed on the amount you roll over and any earnings on the amount you roll over will not be taxed if paid later in a qualified distribution. A qualified distribution from a designated Roth account in the Plan is a payment made after you are age 59½ (or after your death or disability) and after you have had a designated Roth account in the Plan for at least 5 years. In applying the 5-year rule, you count from January 1 of the year your first contribution was made to the designated Roth account. However, if you did a direct rollover to a designated Roth account in the Plan from a designated Roth account in another employer plan, your participation will count from January 1 of the year your first contribution was made to the designated Roth account in the Plan or, if earlier, to the designated Roth account in the other employer plan.

Where may I roll over the payment?

You may roll over the payment to either a Roth IRA (a Roth individual retirement account or Roth individual retirement annuity) or a designated Roth account in an employer plan (a tax-qualified plan or section 403(b) plan) that will accept the rollover. The rules of the Roth IRA or employer plan that holds the rollover will determine your investment options, fees, and rights to payment from the Roth IRA or employer plan (for example, no spousal consent rules apply to Roth IRAs and Roth IRAs may not provide loans). Further, the amount rolled over will become subject to the tax rules that apply to the Roth IRA or the designated Roth account in the employer plan. In general, these tax rules are similar to those described elsewhere in this notice, but differences include:

o If you do a rollover to a Roth IRA, all of your Roth IRAs will be considered for purposes of determining whether you have satisfied the 5-year rule (counting from January 1 of the year for which your first contribution was made to any of your Roth IRAs).

o If you do a rollover to a Roth IRA, you will not be required to take a distribution from the Roth IRA during your lifetime and you must keep track of the aggregate amount of the after-tax contributions in all of your Roth IRAs (in order to determine your taxable income for later Roth IRA payments that are not qualified distributions).

o Eligible rollover distributions from a Roth IRA can only be rolled over to another Roth IRA.

How do I do a rollover?

There are two ways to do a rollover. You can either do a direct rollover or a 60-day rollover. If you do a direct rollover, the Plan will make the payment directly to your Roth IRA or designated Roth account in an employer plan. You should contact the Roth IRA sponsor or the administrator of the employer plan for information on how to do a direct rollover. If you do not do a direct rollover, you may still do a rollover by making a deposit within 60 days into a Roth IRA, whether the payment is a qualified or nonqualified distribution. In addition, you can do a rollover by making a deposit within 60 days into a designated Roth account in an employer plan if the payment is a nonqualified distribution and the rollover does not exceed the amount of the earnings in the payment. You cannot do a 60-day rollover to an employer plan of any part of a qualified distribution. If you receive a distribution that is a nonqualified distribution and you do not roll over an amount at least equal to the earnings allocable to the distribution, you will be taxed on the amount of those earnings not rolled over, including the 10% additional income tax on early distributions if you are under age 59½ (unless an exception applies). If you do a direct rollover of only a portion of the amount paid from the Plan and a portion is paid to you, each of the payments will include an allocable portion of the earnings in your designated Roth account. If you do not do a direct rollover and the payment is not a qualified distribution, the Plan is required to withhold 20% of the earnings for federal income taxes (up to the amount of cash and property received other than employer stock). This means that, in order to roll over the entire payment in a 60-day rollover to a Roth IRA, you must use other funds to make up for the 20% withheld.

How much may I roll over?

If you wish to do a rollover, you may roll over all or part of the amount eligible for rollover. Any payment from the Plan is eligible for rollover, except:

o Certain payments spread over a period of at least 10 years or over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)

o Required minimum distributions after age 70½ (or after death)

o Hardship distributions

o ESOP dividends

o Corrective distributions of contributions that exceed tax law limitations

o Loans treated as deemed distributions (for example, loans in default due to missed payments before your employment ends)

o Cost of life insurance paid by the Plan

o Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days ofenrollment

o Amounts treated as distributed because of a prohibited allocation of S corporation stock under an ESOP be adverse tax consequences if S corporation stock is held by an IRA).The Plan administrator or the payor can tell you what portion of a payment is eligible for rollover.

If I don’t do a rollover, will I have to pay the 10% additional income tax on early distributions?

If a payment is not a qualified distribution and you are under age 59½, you will have to pay the 10% additional income tax on early distributions with respect to the earnings allocated to the payment that you do not roll over (including amounts withheld for income tax), unless one of the exceptions listed below applies. This tax is in addition to the regular income tax on the earnings not rolled over. The 10% additional income tax does not apply to the following payments from the Plan:

o Payments made after you separate from service if you will be at least age 55 in the year of the separation

o Payments that start after you separate from service if paid at least annually in equal or close to equal amounts over your life or life expectancy (or the lives or joint life expectancy of you and your beneficiary)

o Payments made due to disability

o Payments after your death

o Payments of ESOP dividends

o Corrective distributions of contributions that exceed tax law limitations

o Cost of life insurance paid by the Plan

o Contributions made under special automatic enrollment rules that are withdrawn pursuant to your request within 90 days of enrollment

o Payments made directly to the government to satisfy a federal tax levy

o Payments made under a qualified domestic relations order (QDRO)

o Payments up to the amount of your deductible medical expenses

o Certain payments made while you are on active duty if you were a member of a reserve component called to duty after September 11, 2001 for more than 179 days o Payments of certain automatic enrollment contributions requested to be withdrawn within 90 days of the first contribution.

If I do a rollover to a Roth IRA, will the 10% additional income tax apply to early distributions from the IRA?

If you receive a payment from a Roth IRA when you are under age 59½, you will have to pay the 10% additional income tax on early distributions on the earnings paid from the Roth IRA, unless an exception applies or the payment is a qualified distribution. In general, the exceptions to the 10% additional income tax for early distributions from a Roth IRA listed above are the same as the exceptions for early distributions from a plan. However, there are a few differences for payments from a Roth IRA, including:

o There is no special exception for payments after separation from service.

o The exception for qualified domestic relations orders (QDROs) does not apply (although a special rule applies under which, as part

of a divorce or separation agreement, a tax-free transfer may be made directly to a Roth IRA of a spouse or former spouse).

o The exception for payments made at least annually in equal or close to equal amounts over a specified period applies without

regard to whether you have had a separation from service.

o There are additional exceptions for (1) payments for qualified higher education expenses, (2) payments up to $10,000 used in a qualified firsttime home purchase, and (3) payments after you have received unemployment compensation for 12 consecutive weeks (or would have been eligible to receive unemployment compensation but for self-employed status).

Will I owe State income taxes?

This notice does not describe any State or local income tax rules (including withholding rules).

SPECIAL RULES AND OPTIONS

If you miss the 60-day rollover deadline

Generally, the 60-day rollover deadline cannot be extended. However, the IRS has the limited authority to waive the deadline under certain extraordinary circumstances, such as when external events prevented you from completing the rollover by the 60-day rollover deadline. To apply for a waiver, you must file a private letter ruling request with the IRS. Private letter ruling requests require the payment of a nonrefundable user fee. For more information, see IRS Publication 590, Individual Retirement Arrangements (IRAs).

If your payment includes employer stock that you do not roll over

If you receive a payment that is not a qualified distribution and you do not roll it over, you can apply a special rule to payments of employer stock (or other employer securities) that are paid in a lump sum after separation from service (or after age 59½, disability, or the participant s death). Under the special rule, the net unrealized appreciation on the stock included in the earnings in the payment will not be taxed when distributed to you from the Plan and will be taxed at capital gain rates when you sell the stock. If you do a rollover to a Roth IRA for a nonqualified distribution that includes employer stock (for example, by selling the stock and rolling over the proceeds within 60 days of the distribution), you will not have any taxable income and the special rule relating to the distributed employer stock will not apply to any subsequent payments from the Roth IRA or employer plan. Net unrealized appreciation is generally the increase in the value of the employer stock after it was acquired by the Plan. The Plan administrator can tell you the amount of any net unrealized appreciation. If you receive a payment that is a qualified distribution that includes employer stock and you do not roll it over, your basis in the stock (used to determine gain or loss when you later sell the stock) will equal the fair market value of the stock at the time of the payment from the Plan.

If you have an outstanding loan that is being offset

If you have an outstanding loan from the Plan, your Plan benefit may be offset by the amount of the loan, typically when your employment ends. The loan offset amount is treated as a distribution to you at the time of the offset and, if the distribution is a nonqualified distribution, the earnings in the loan offset will be taxed (including the 10% additional income tax on early distributions, unless an exception applies) unless you do a 60-day rollover in the amount of the earnings in the loan offset to a Roth IRA or designated Roth account in an employer plan.

If you receive a nonqualified distribution and you were born on or before January 1, 1936

If you were born on or before January 1, 1936, and receive a lump sum distribution that is not a qualified distribution and that you do not roll over, special rules for calculating the amount of the tax on the earnings in the payment might apply to you. For more information, see IRS Publication 575, Pension and Annuity Income. **If you receive a nonqualified distribution, are an eligible retired public safety officer, and your pension payment is used to pay for health coverage or qualified long-term care insurance** If the Plan is a governmental plan, you retired as a public safety officer, and your retirement was by reason of disability or was after normal retirement age, you can exclude from your taxable income nonqualified distributions paid directly as premiums to an accident or health plan (or a qualified long-term care insurance contract) that your employer maintains for you, your spouse, or your dependents, up to a maximum of $3,000 annually. For this purpose, a public safety officer is a law enforcement officer, firefighter, chaplain, or member of a rescue squad or ambulance crew.

If you are not a plan participant

Payments after death of the participant. If you receive a distribution after the participant s death that you do not roll over, the distribution will generally be taxed in the same manner described elsewhere in this notice. However, whether the payment is a qualified distribution generally depends on when the participant first made a contribution to the designated Roth account in the Plan. Also, the 10% additional income tax on early distributions and the special rules for public safety officers do not apply, and the special rule described under the section If you receive a nonqualified distribution and you were born on or before January 1, 1936 applies only if the participant was born on or before January 1, 1936.

If you are a surviving spouse. If you receive a payment from the Plan as the surviving spouse of a deceased participant, you have the same rollover options that the participant would have had, as described elsewhere in this notice. In addition, if you choose to do a rollover to a Roth IRA, you may treat the Roth IRA as your own or as an inherited Roth IRA. A Roth IRA you treat as your own is treated like any other Roth IRA of yours, so that you will not have to receive any required minimum distributions during your lifetime and earnings paid to you in a nonqualified distribution before you are age 59½ will be subject to the 10% additional income tax on early distributions (unless an exception applies). If you treat the Roth IRA as an inherited Roth IRA, payments from the Roth IRA will not be subject to the 10% additional income tax on early distributions. An inherited Roth IRA is subject to required minimum distributions. If the participant had started taking required minimum distributions from the Plan, you will have to receive required minimum distributions from the
inherited Roth IRA. If the participant had not started taking required minimum distributions, you will not have to start receiving required minimum distributions from the inherited Roth IRA until the year the participant would have been age 70½.

If you are a surviving beneficiary other than a spouse. If you receive a payment from the Plan because of the participant s death and you are a designated beneficiary other than a surviving spouse, the only rollover option you have is to do a direct rollover to an inherited Roth IRA. Payments from the inherited Roth IRA, even if made in a nonqualified distribution, will not be subject to the 10% additional income tax on early distributions. You will have to receive required minimum distributions from the inherited Roth IRA. Payments under a qualified domestic relations order. If you are the spouse or a former spouse of the participant who receives a payment from the Plan under a qualified domestic relations order (QDRO), you generally have the same options the participant would have (for example, you may roll over the payment as described in this notice).

If you are a nonresident alien

If you are a nonresident alien and you do not do a direct rollover to a U.S. IRA or U.S. employer plan, instead of withholding 20%, the Plan is generally required to withhold 30% of the payment for federal income taxes. If the amount withheld exceeds the amount of tax you owe (as may happen if you do a 60-day rollover), you may request an income tax refund by filing Form 1040NR and attaching your Form 1042-S. See Form W-8BEN for claiming that you are entitled to a reduced rate of withholding under an income tax treaty. For more information, see also IRS Publication 519, U.S. Tax Guide for Aliens, and IRS Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities.

Other special rules

If a payment is one in a series of payments for less than 10 years, your choice whether to make a direct rollover will apply to all later payments in the series (unless you make a different choice for later payments). If your payments for the year (only including payments from the designated Roth account in the Plan) are less than $200, the Plan is not required to allow you to do a direct rollover and is not required to withhold for federal income taxes. However, you can do a 60-day rollover. Unless you elect otherwise, a mandatory cashout from the designated Roth account in the Plan of more than $1,000 will be directly rolled over to a Roth IRA chosen by the Plan administrator or the payor. A mandatory cashout is a payment from a plan to a participant made before age 62 (or normal retirement age, if later) and without consent, where the participant s benefit does not exceed $5,000 (not including any amounts held under the plan as a result of a prior rollover made to the plan). You may have special rollover rights if you recently served in the U.S. Armed Forces. For more information, see IRS Publication 3, Armed Forces Tax Guide.

FOR MORE INFORMATION

You may wish to consult with the Plan administrator or payor, or a professional tax advisor, before taking a payment from the Plan. Also, you can find more detailed information on the federal tax treatment of payments from employer plans in: IRS Publication 575, Pension and Annuity Income; IRS Publication 590, Individual Retirement Arrangements (IRAs); and IRS Publication 571, Tax- Sheltered Annuity Plans (403(b) Plans). These publications are available from a local IRS office, on the web at www.irs.gov, or by calling 1-800-TAX-FORM.

Appendix B: PAYSOP

All full-time regular employees were automatically enrolled in the PAYSOP if they were employed by Ohio Edison or Penn Power as of December 31 of any of the calendar years of 1983, 1984, 1985, or 1986, and they completed at least six months of service in the year. Each participant's account was credited with a contribution of Ohio Edison Common Stock equal to 1/2% of the first $100,000 of the participant's W-2 pay.

Due to changes in federal tax law, beginning with the 1987 Plan year, the Company suspended contributions to the PAYSOP. Employees hired on or after January 1, 1987, are not eligible to participate.

For administrative and recordkeeping efficiency, effective January 1, 1991, the PAYSOP was merged into the Savings Plan. On November 10, 1997, as a result of the merger of Ohio Edison and Centerior, all Ohio Edison Common Stock held in PAYSOP accounts was replaced with FirstEnergy Stock. If you currently have a PAYSOP account, the following applies to you:

- You will remain 100% vested in the shares of FirstEnergy Stock credited to your account.
- Beginning in 2002, cash dividends earned on shares credited to your PAYSOP account will be automatically reinvested unless you elect the FirstEnergy Common Stock Dividend Payment Option as described on page 76 of this summary.
- You may transfer your PAYSOP account to other investment options at any time; but you are not required to.
- If you retire (including a disability retirement), die, or leave the Companies for any reason, you or your beneficiary will have the final distribution options described beginning on page 30 of this summary.
- The tax consequences of a final distribution or withdrawal of your PAYSOP shares are described beginning on page 28 of this summary.
- Due to the merger of the PAYSOP into the Savings Plan, effective August 1, 1991, your beneficiary designation for your PAYSOP account became void and was replaced by your beneficiary designation for the Savings Plan. See "Naming Your Beneficiary" (page 9) for more information.

Appendix C: Merger of Various Plans

The Savings Plan includes the former Ohio Edison union and nonunion savings plans; and the Payroll Based Tax Credit Employee Stock Ownership Plan (“PAYSOP”), which affects only certain employees, employed between January 1, 1983, and December 31, 1986. The Ohio Edison System Savings Plan was merged with the Centerior Energy Corporation Employee Savings Plan to create the FirstEnergy Corp. Savings Plan effective July 1, 1998. The FirstEnergy Corp. 401(k) Retirement Savings Plan for Employees at the Beaver Valley Nuclear Power Plant Represented by IBEW Local 29 was merged into the FirstEnergy Corp. Savings Plan effective April 1, 2002. Effective as of January 7, 2003 the GPU Companies Employee Savings Plan for Employees Represented by IBEW System Council U-3, and the GPU Companies Employee Savings Plan for Employees Represented by IBEW Local 777 were merged into the FirstEnergy Corp. Savings Plan. The GPU Companies Employee Savings Plan for Nonbargaining Employees was merged into the FirstEnergy Corp. Savings Plan effective January 1, 2003. As of January 1, 2005, IBEW 459 employees covered by the GPU Companies Employee Savings Plan for Employees Represented by IBEW Local 459 or UWUA Local 180 were merged into the FirstEnergy Savings Plan. As of January 1, 2009, the Bargaining Unit Employees represented by IBEW System Council U-3 and who: (a) were participants in the GPU Companies Employee Savings Plan for Employees Represented by IBEW System Council U-3 on January 7, 2003, or (b) between January 7, 2003 and December 31, 2008 became Members in accordance with Supplement F of this Plan, or (c) on or after January 1, 2009 becomes a Member in accordance with Section 3.2 of this Plan.

LifePath PortfoliosThe LifePath Portfolios are designed to be investment solutions for individual investors.

Each LifePath Portfolio is diversified among broad types of asset classes and is adjusted over time to gradually become more conservative as the year approaches when investors expect to need their money. As an investor, you are faced with making important investment decisions for your retirement savings:

- What is the right mix of stocks and bonds?
- How should this mix change over time?
- How do you create a well diversified portfolio?

LifePath portfolios were created to help you make these decisions. You decide when you will need your money and how you feel about risk. Each LifePath Porfolio seeks to maximize returns for retirement or other purposes consistent with investors' various stages along their investment time horizon.

The number-as in LifePath Index 2020- represents the approximate year when you plan to start withdrawing your money. As you get closer to this year, the investment mix is gradually shifted from a greater concentration of higher-risk investments(namely stock funds) to a greater concentration of lower-risk investments(bond funds and money market instruments). This shift is designed to reduce fluctuations in the value of your investment as the time that you will need your money approaches.

One Portfolio-LifePath Index Retirement- does not include a number because it is designed for people currently withdrawing their money. This Portfolio is intended for individuals already in their retirement. Although the portfolio invests in a greater concentration of lower-risk investments, a portion of its assets will continue to be invested in the underlying stock and bond funds.

Plan Investment Options

The plan investment options cover the full spectrum of major asset classes. You can use them to build your own diversified portfolio.

If you are an investor who finds that the LifePath Portfolio options do not meet your savings strategy, then you may wish to consider designing your own portfolio or adjusting the asset allocation mix by using the plan investment options listed below. Remember that you will need to monitor your overall investment strategy periodically to make sure the options and mix you have selected still makes sense for your savings goals.

Please refer to the fund fact sheet and/or the fund prospectus to determine if the fund(s) you are investing in have any restrictions or redemption fees related to "short-term trading" described on page 20.

Capital Preservation Fund (Stable Value Fund)

The Capital Preservation Fund's primary objective is to preserve principal while providing a more secure, fixed-income yield. The fund invests in diversified, stable, and income-oriented investments such as Guaranteed Investment Contracts, Collateralized Mortgage Obligations, Bank Investment Contracts, and Money Market Instruments which are intended to produce a stable principal value for the fund. The fund uses insurance wrap contracts to protect, within certain confined limits, any market volatility in the fund investments.

Because of restrictions on competing investments, savings cannot be transferred directly from the Capital Preservation Fund to the Self-Managed Brokerage Account (please see page 77) and must first be transferred into one of the other core funds for a period of 90 days.

This fund is managed by State Street Global Advisors, who performs independent credit reviews of insurance companies and banks to provide that high-quality investments are purchased for the fund.

PIMCO Total Return Fund (Intermediate Term Bond Fund) (PTTRX)

The PIMCO Total Return Fund seeks to maximize total return consistent with the preservation of capital by investing at least 65% of its assets in a diversified portfolio of intermediate term fixed income investments of varying maturities. The average portfolio duration normally varies within a 3 to 6 year time frame based on PIMCO's forecast for interest rates. The "total return" sought by this fund consists of income earned on investments, plus capital appreciation, if any, which generally arises from decreases in interest rates or improving credit fundamentals for a particular sector or security.

This fund is managed by PIMCO, a leading fixed income investment management firms. The fund invests primarily in investment grade debt securities but may invest up to 10% of its assets in high-yield securities rated B or higher by Moody's or S&P. The fund may invest up to 20% of its assets in securities denominated in foreign currencies and may invest beyond this limit in US dollar-denominated securities of foreign issuers.

The fund will normally hedge at least 75% of its exposure to foreign currencies to reduce the risk of loss due to fluctuations in currency exchange rates. The fund may invest all of its assets in derivative instruments, such as options, future contracts or swap agreements, or in mortgage or asset-backed securities.

PIMCO Real Return Fund (PRRIX)

The Real Return Fund is an actively managed intermediate duration portfolio that provides exposure to the universe of U.S. Treasury Inflation Protection Securities (TIPS). TIPS are government bonds that provide a return linked to the rate of U.S. inflation as measured by the Consumer Price Index. If held to maturity, TIPS provide a government guaranteed return of principal tied to inflation, which represents an investor's real purchasing power. The fund's benchmark is the Barclays Capital U.S. TIPS Index.

This fund combines the benefits of TIPS as an asset class with PIMCO's active management expertise. The fund seeks to capture the returns of the TIPS universe and consistently outperform the benchmark by leveraging PIMCO's disciplined investment process, global investment team and focus on risk management.

Selected American Fund (Domestic Equity Large-Cap Value) (SLADX)

The Selected American Fund seeks long-term capital appreciation and income by focusing on equities issued by larger US companies with market capitalizations in excess of ten billion dollars.

The fund is managed by Davis Selected Advisers, L.P. The focus is on blue-chip, growing, domestic companies that are selling at modest price to earnings multiples. Shares are usually held for the long-term.

S&P 500 Index Fund (Domestic Equity Large-Cap Core) (Commingled Institutional Fund)

The S&P 500 Index Fund is a diversified grouping of large-cap domestic common stocks designed to mirror the performance of the Standard & Poor's 500 Index. The S&P 500 Index is one of the most widely accepted barometers of the domestic stock market. The S&P 500 Index is capitalization weighted. It captures nearly three-quarters of the capitalization of the US equity markets and is diversified across various types of industries. The fund is managed by State Street Global Advisors.

Russell 1000 Growth Index Fund (Commingled Institutional Fund)

This fund (managed by BlackRock Institutional Trust Company) seeks long-term capital appreciation by investing in stocks represented in the Russell 1000 Growth Index and is a collective trust fund. This fund has a high degree of investment risk. The investment management fee is .15% on an annualized basis.

Russell Mid Cap Value Index Fund (Commingled Institutional Fund)

This fund seeks to achieve long-term capital appreciation by investing in stocks represented in the Russell Mid Cap Value Index. This fund is a separate account managed by Mellon Capital. This fund has a high degree of investment risk. The investment management fee is approximately .25% on an annualized basis.

Artisan Mid-Cap Value Fund (Domestic Mid-Cap Value) (ARTMX)

The Artisan Mid-Cap Value Fund seeks a maximum long-term capital growth. It invests in a diversified portfolio of stocks of medium-sized companies that Artisan believes are undervalued, in solid financial condition and provide a controlled level of risk. Using its own research process, the Fund purchases a stock only at a price that is below Artisan's estimate of the value of the business. The focus is on individual companies, rather than on trends in the economy or securities markets. Generally, Artisan maintains a weighted average market capitalization of not more than 1.5 times the weighted average market capitalization of the companies included in the Russell Mid-Cap Index. The manager is Artisan Partners.

JP Morgan Global Opportunities Fund (Commingled Institutional Fund)

The JPMCH Global Opportunities Fund strategy is designed to provide core exposure to global equities. The Fund, which is benchmarked versus the MSCI World index, seeks to provide long-term capital growth.

DFA Small Cap Value(Domestic Equity Small Cap Value) (DFSVX)

The DFA Small Cap Value Fund seeks long-term capital appreciation. The fund pursues its investment objective by investing all of its assets in the U.S. small Cap Value Series of the trust. The master fund generally may purchase a broad and diverse group of the common stocks of small cap companies listed on the major exchangest that determined to be value stocks. The master fund may invest at least 80% of net assets in securities of small cap U.S. companies.

Russell 2000 Growth Index Fund (Commingled Institutional Fund)

This fund (managed by BlackRock Institutional Trust Company) seeks long-term capital appreciation by investing in stocks represented in the Russell 2000 Growth Index and is a collective trust fund. This fund has a high degree of investment risk. The investment management fee is .15% on an annualized basis.

Fidelity Puritan Fund (Balanced fund) (FPURX)

The Fidelity Puritan Fund has approximately 60% invested in stocks and the remainder in bonds and other debt securities. The manager can invest in both domestic and foreign issuers. The portfolio may vary from a 60%/40% allocation when the manager believes that either stocks or bonds offer more favorable opportunities, but will always have at least 25% of the portfolio invested in fixed income senior securities. The fund is managed by FMR (Fidelity Management & Research).

EuroPacific Growth Fund (International Equity) (RERFX)

The EuroPacific Fund seeks to provide long-term growth of capital by investing in strong and growing companies of varying sizes that are based outside of the United States. The fund's investments are in the form of common and preferred stocks, convertibles, American and European Depository Receipts, bonds and cash.

All holdings are non-US. except a nominal portion that, for liquidity purposes, may be held in US dollars and/or equivalents. At least 65% of assets must be invested in equity securities of issues domiciled in Europe or the Pacific Basin. The fund is managed by Capital Research and Management Company.

Dodge and Cox International Fund (International Equity) (DODFX)

The Dodge & Cox International Fund seeks long-term growth of principal and income. The fund generally invests at least 80% of assets in a diversified portfolio of equity securities issued by non-U.S. companies from at least three different countries, including emerging markets. It focuses on countries whose economic and political systems appear more stable and are believed to provide some protection to foreign shareholders. Under normal circumstances, the fund invests in common stocks.

FirstEnergy Corp. Common Stock Fund (FirstEnergy Stock Fund)

The primary objective of the FirstEnergy Corp. Common Fund is to provide an opportunity for capital appreciation and current income while offering employees the chance to increase their ownership stake in the Company. The value of the fund will fluctuate based on the performance of FirstEnergy Corp. and stock market conditions.

The fund invests primarily in shares of FirstEnergy Corp. common stock that are purchased on the open market at prevailing market prices. A small portion of the fund will be held in cash to maintain liquidity for processing of Plan transactions. Dividends paid on FirstEnergy Stock held in this fund will be reinvested in the fund. Since only a single security is held, this Fund is not diversified. The Plan allows participants to diversify out of the funds at any time. The FirstEnergy Corp. Common Fund is administered by State Street Bank and Trust Company.

FirstEnergy Common Stock Dividend Payment Option

Savings Plan participants may elect to have their eligible common stock dividends paid directly to them. This option, effective with Savings Plan common stock dividends applies to:

- Dividends from common stock shares purchased with employee contributions,
- Company matching shares credited to the Ohio Edison System Savings Plan and Company matching shares from other companies, and
- Remaining shares held in the Savings Plan accounts of former participants in the Payroll Based Employee Stock Ownership Plan (PAYSOP).

Dividends from the FirstEnergy Common Stock Fund that is part of the Roth 401(k) or Roth Catch Up Account will continue to be automatically reinvested in the Savings Plan without the availability of the direct payment option.

If you want to elect to have your eligible common stock dividends payable directly to you, call the FirstEnergy Savings Plan Information Line at **1-800-892-2445**, or access the FirstEnergy Savings Plan Internet Web site at http://*fesavingsplan.ingplans.com*.

You may elect the direct payment of dividends option at any time. Your election will apply to all dividends from the three share sources previously discussed, and remain in effect until you change it. If you do nothing, all dividends from the three share sources will be automatically reinvested in the Savings Plan. This means that PAYSOP dividends will no longer be paid directly to participants, as in the past, unless the dividend payment option is elected.

Self-Managed Brokerage Account (SMBA)

In addition to the Core Investment Options, you may invest all or a part of your savings in a Self-Managed Brokerage Account through State Street Brokerage Services, Inc.

If you choose to use this option, you will be opening a personal brokerage account that is managed through State Street Brokerage Services, a subsidiary of State Street. Remember that the purchase and sale of some of the mutual funds you purchase through the SMBA may be subject to sales charges and other fees. If so, the SMBA broker will deduct these charges from your brokerage account and these charges will appear on your monthly statement.

Opening a Self-Managed Brokerage Account

Before any savings can be invested in the SMBA, you must first open an account with State Street Brokerage Services. You may request an application be mailed to your home through the Savings Plan Information Line at **1-800-892-2445**. Once the completed application is returned to State Street, an account will be opened in your name and you will be issued a brokerage account number.

When you open your brokerage account, you will be able to contact a broker at **1-877-505-6279** or you may contact a broker through the Savings Plan Information Line at **1-800-892-2445**. The broker will be able to provide you with current market quotes and information about the investments available through the SMBA. The broker will not provide investment advice. You can also make transactions online at www.maxxinvest.com/ssb.

Investing in the Self-Managed Brokerage Account

You may invest up to 100% of your eligible Plan assets in the SMBA. However, contributions to the Savings Plan cannot be invested directly in the Self-Managed Brokerage Account. They must first be invested in one of the twenty-two plan funds (Capital Preservation Fund is excluded). Please note that because of restrictions on competing investments, savings cannot be transferred directly from the Capital Preservation Fund to the Self-Managed Brokerage Account and must first be transferred into one of the other core funds for a period of 90 days.

Once a brokerage account has been opened, you may transfer savings from one of the plan funds to the Self-Managed Brokerage Account. The savings are then placed in a money market fund until you contact a broker to direct the investment of your savings. The initial transfer to the SMBA must be a minimum of $1,000. After that, there is no minimum for subsequent transfers into the account.

Your Self-Managed Brokerage Account

Your Self-Managed Brokerage Account is maintained separately from your Savings Plan Account. You will receive a detailed account statement from State Street Brokerage Services each month in which there is investment activity or at least once each quarter, if there is no activity. State Street Brokerage Services will also report the total value of your brokerage account daily to the Savings Plan.

This total amount will be available on the Savings Plan Information Line at **1-800-892-2445**, and reported on your quarterly Savings Plan statement.

All transaction charges and brokerage commission fees for the Self-Managed Brokerage Account will be deducted from the brokerage account.

Taking Savings Out of the Self-Managed Brokerage Account

Any time you wish to take savings out of the Self-Managed Brokerage Account, such as an inter-fund transfer, loan or withdrawal, you must first contact State Street Brokerage Services and instruct the broker to sell investments in the amount of the transaction. Upon settlement, which may take up to five business days, the proceeds will be placed in a money market fund from which they can be transferred back into the core funds. The loan or withdrawal may then be initiated from the core funds.