

FIRSTENERGY CORP
Form 11-K
June 27, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT

Pursuant to Section 15(d) of the
Securities Exchange Act of 1934

(Mark One)

{X} ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE
ACT OF 1934
For the fiscal year ended December 31, 2013

OR

{ } TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission file number 333-21011

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

FIRSTENERGY CORP. SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

FIRSTENERGY CORP.
76 SOUTH MAIN STREET
AKRON, OH 44308

FirstEnergy Corp. Savings Plan
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Other schedules of additional financial information have been omitted as they are not applicable or are not required based on the disclosure requirements of the Employee Retirement Income Security Act of 1974 and applicable regulations issued by the United States Department of Labor.

Report of Independent Registered Public Accounting Firm

To the Participants and Savings Plan Committee of the
FirstEnergy Corp. Savings Plan
Akron, Ohio

We have audited the accompanying statements of net assets available for benefits of the FirstEnergy Corp. Savings Plan (the Plan) as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the year ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental information of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013 and Schedule H, Line 4j - Schedule of Reportable Transactions for the year ended December 31, 2013, are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ BOBER, MARKEY, FEDOROVICH & COMPANY
Akron, Ohio

June 27, 2014

FirstEnergy Corp. Savings Plan

Statements of Net Assets Available for Benefits

	As of December 31,	
	2013	2012
Assets		
Investments, at fair value	\$3,458,365,874	\$3,260,536,717
Receivables:		
Accrued interest and dividends	1,349,479	1,900,842
Notes receivable from participants	58,694,303	56,171,733
Due from brokers	11,050	188,299
Total receivables	60,054,832	58,260,874
Total assets	3,518,420,706	3,318,797,591
Liabilities		
Administrative expenses payable	1,425,089	1,885,046
Due to brokers	155,197	6,877
Total liabilities	1,580,286	1,891,923
Net assets reflecting investments at fair value	3,516,840,420	3,316,905,668
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,949,400) (20,402,452
Net assets available for benefits	\$3,514,891,020	\$3,296,503,216

The accompanying notes are an integral part of these financial statements.

FirstEnergy Corp. Savings Plan

Statement of Changes in Net Assets Available for Benefits

	For the Year Ended December 31, 2013	
Additions:		
Contributions		
Employer	\$26,448,187	
Participant	126,505,560	
Total contributions	152,953,747	
Investment Income:		
Interest and dividends	81,572,801	
Net appreciation in fair value of investments	307,317,198	
Total investment income	388,889,999	
Interest income on notes receivable from participants	2,483,073	
Deductions:		
Distributions to participants	(322,337,141)
Administrative expenses	(3,601,874)
Total deductions	(325,939,015)
Increase in net assets available for benefits	218,387,804	
Net assets available for benefits, beginning of year	3,296,503,216	
Net assets available for benefits, end of year	\$3,514,891,020	

The accompanying notes are an integral part of these financial statements.

FirstEnergy Corp. Savings Plan

Notes to Financial Statements

1. Description of the Plan

The following brief description of the FirstEnergy Corp. Savings Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

General

The Plan is a defined contribution plan and was established to provide a systematic savings program for eligible employees and to supplement such savings with employer contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA) and the Internal Revenue Code of 1986, as amended (IRC).

Administration

FirstEnergy Corp. (FirstEnergy) is the sponsor of the Plan. The FirstEnergy Savings Plan Committee is the administrator of the Plan and has responsibility for the day-to-day administration of the Plan. Plan assets are held in trust under an arrangement with State Street Bank & Trust Company (State Street). Record keeping with respect to individual participant accounts for the year ended December 31, 2013 was maintained by ING. Effective January 1, 2014, record keeping with respect to individual participant accounts will be maintained by Fidelity.

Participation

Generally, all full-time and part-time employees of FirstEnergy and its subsidiaries not represented by a collective bargaining union are eligible to participate in the Plan. Full-time and part-time employees represented by a labor union may participate to the extent permitted by their respective collective bargaining agreement.

New employees who do not make an affirmative election to make (or not make) pre-tax contributions to the Plan are deemed to have made an election to contribute 3% of eligible earnings for each payroll period increasing by 1% each April until the contribution rate reaches the amount that will be subject to matching contributions. Certain GPU union participants are automatically enrolled at 2%, Utility Workers Union of America (UWUA) Local 180 is without escalation and International Brotherhood of Electrical Workers (IBEW) Local 777 has an increase of 1% per year up to 4%. A new employee who has not made an affirmative election as to the investment of his or her account shall have his or her account invested in the age appropriate LifePath Portfolio Fund made available to Plan participants. A LifePath Portfolio Fund is an investment alternative that provides a mixture of fixed income and equity investments that are matched to an individual's age and assumed retirement date.

Contributions

Subject to IRC limitations, the Plan allows each participant to contribute 1% to 75% (22% for participants represented by UWUA Local 180) of their eligible earnings to the Plan through payroll deductions. Participant contributions may be made as before-tax, after-tax or Roth 401(k) contributions (UWUA Local 180 and IBEW Local 777 are not eligible to elect Roth 401(k) contributions). During any calendar year in which a participant attains age 50 or older, he or she may elect to make additional pre-tax contributions and/or Roth contributions, called "catch-up" contributions to the Plan. In order to be eligible to make catch-up contributions, the participant must anticipate that his or her pre-tax contributions and/or Roth contributions to the Plan will reach the applicable annual IRC limit on that type of

contribution.

FirstEnergy makes a matching contribution of 50% on the first 4% of compensation contributed by an employee, except for IBEW Local 777 and UWUA Local 180 participants who receive a matching contribution of 80% and 60%, respectively, on the first 4% of eligible contributions. All employer matching contributions are invested in FirstEnergy common stock, except for certain IBEW Local 777 and UWUA Local 180 participants whose matching contributions are invested in cash. Catch-up contributions are not eligible for matching contributions. The number of shares of FirstEnergy common stock contributed to each participant is based on the market price of FirstEnergy common stock as of the end of each pay period. Beginning January 1, 2014, FirstEnergy matching contributions will be made through the issuance of authorized but unissued shares of common stock. Plan participants may diversify matching contributions held in FirstEnergy common stock at any time, subject to certain limitations.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, employer matching contributions and allocated Plan earnings. Participants are vested in the entire value of their account at all times.

FirstEnergy Corp. Savings Plan

Notes to Financial Statements

Investments

Participants direct the investment of their contributions and account balances into various investment options including ten LifePath Funds that include a diversified mix of asset classes based on expected retirement dates, fifteen Plan investment options with different objectives covering a range of asset classes and risk levels and a self-managed brokerage account that offers participants the ability to invest in any security listed on the NYSE, ASE or NASDAQ and a wide range of mutual funds.

Notes Receivable from Participants

Participants may borrow up to 50% of their total account balance, excluding their Roth 401(k) balance, not exceeding \$50,000 including loans outstanding and the highest unpaid loan balance over the previous 12 months. The interest rate for new loans is adjusted each quarter to the prime rate plus 1% based on the prime rate on approximately the 15th day of the last month of the preceding quarter. The range of interest rates on outstanding loan balances during the year ended December 31, 2013 was 4.25% to 11.50%. Participants may have up to two loans outstanding at one time. The minimum loan amount is \$1,000 and must be repaid within 6 to 60 months. If the loan is for the purchase of a principal residence, the loan repayment period can be extended up to 30 years. Principal repayments and interest are credited to the participant's account when made, generally through payroll deduction.

Payment of Benefits

Upon termination of service due to disability, retirement or any other reason, a participant may elect to receive the full value or a portion of his or her account, defer payment to a later date but not beyond age 70-1/2 or receive installment payments. In the event of a participant's death, the participant's spouse may elect to withdraw all or a portion of the former participant's account or keep the funds in the Plan in accordance with provisions of the Plan, all other beneficiaries must withdraw or rollover the former participant's account within 180 days.

Subsequent Events

FirstEnergy has evaluated events and transactions for potential recognition or disclosure through the date the financial statements were issued.

2. Summary of Significant Accounting Policies

The accompanying financial statements have been prepared on the accrual basis of accounting. Benefits are recorded when paid. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect reported amounts and disclosures. Actual results may differ from these estimates.

The Plan's investments are stated at fair value. Fair value reflects the price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between willing market participants on the measurement date. See Note 5 for a discussion of fair value measurements. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of the Plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would

receive if they were to initiate permitted transactions under the terms of the Plan. The Statements of Net Assets Available for Benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is presented on a contract value basis.

Notes receivable from participants represent participant loans and are measured at their unpaid principal balance plus any accrued interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. Repayments of principal and interest are recognized in the period in which payroll deductions are processed.

Investment income consists of interest and dividend income. The net appreciation (depreciation) in the fair value of investments consists of realized gains or losses and unrealized appreciation (depreciation) on those investments. Dividend income is accrued on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported based on historical cost.

Expenses for the administration of the Plan are generally paid by the Plan.

FirstEnergy Corp. Savings Plan

Notes to Financial Statements

3. Recent Accounting Pronouncements

New accounting pronouncements not yet effective are not expected to have a material effect on the financial statements.

4. Plan Termination

Although FirstEnergy has not expressed any intent to do so, it reserves the right to discontinue or terminate the Plan at any time. If the Plan were terminated, in whole or in part, participants would be entitled to withdraw the full value of their accounts, to the extent allowed by law.

5. Investments and Fair Value Measurements

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

The Plan's interest and dividend income and appreciation (depreciation) of investments (including gains and losses on investments purchased, sold and held during the year) for the year ended December 31, 2013 were as follows:

Interest and dividend income	\$81,572,801	
Net appreciation (depreciation) in fair value of investments:		
Balanced funds	54,031,832	
Bond funds	(15,073,688)
Domestic stocks	314,382,749	
FirstEnergy common stock	(101,689,017)
International stocks	44,236,023	
Other Investments	403,002	
Self managed brokerage accounts	11,026,297	
Net appreciation	307,317,198	
Total investment income	\$388,889,999	

FirstEnergy Corp. Savings Plan

Notes to Financial Statements

The following presents the fair value of investments that represented 5% or more of the Plan's net assets as of December 31:

	2013	2012
FirstEnergy Common Stock 11,382,744 and 12,047,412 shares, respectively	\$ 375,402,908	\$ 503,099,945
Capital Preservation Fund 659,640,025 and 691,386,909 units, respectively	\$ 661,629,243	\$ 711,779,607
SSgA S&P 500 Index Fund 1,066,866 and 1,109,710 shares, respectively	\$ 436,380,377	\$ 342,746,971
American Funds EuroPacific Growth Fund 4,349,602 and 4,219,328 shares, respectively	\$ 213,043,484	\$ 173,540,951
PIMCO Total Return Fund Institutional Class 21,715,428 and 25,897,848 shares, respectively	\$ 232,137,922	\$ 291,091,823
Russell 1000 Growth Fund 15,792,036 and 17,189,382 shares, respectively	\$ 316,530,828	\$ 258,363,632

Authoritative accounting guidance establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy gives the highest priority to Level 1 measurements and the lowest priority to Level 3 measurements. The three levels of the fair value hierarchy are as follows:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets;
– quoted prices for identical or similar instruments in markets that are not active; and
– model-derived valuations for which all significant inputs are observable market data.

Models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors and current market and contractual prices for the underlying instruments, as well as other relevant economic measures.

Level 3 – Valuation inputs are unobservable and significant to the fair value measurement.

The Plan did not hold any Level 3 investments as of or during the years ended December 31, 2013 and 2012.

There were no changes in valuation methodologies for assets measured at fair value during 2013.

FirstEnergy Corp. Savings Plan

Notes to Financial Statements

The following tables set forth, by level within the fair value hierarchy, the fair value of the Plan's investments as of December 31, 2013 and 2012:

	December 31, 2013			Total
	Level 1	Level 2	Level 3	
Capital Preservation Fund				
Cash and cash equivalents	\$—	\$36,098,069	\$—	\$36,098,069
Guaranteed investment contracts	—	625,531,174	—	625,531,174
Total Capital Preservation Fund	—	661,629,243	—	661,629,243
Cash and Cash Equivalents	—	3,046,088	—	3,046,088
Common Collective Trusts				
Balanced funds	—	446,051,253	—	446,051,253
Domestic stocks	—	824,475,441	—	824,475,441
Total Common Collective Trusts	—	1,270,526,694	—	1,270,526,694
FirstEnergy Common Stock	375,402,908	—	—	375,402,908
FirstEnergy MidCap Value Index Fund				
Cash and cash equivalents	—	1,189,015	—	1,189,015
Domestic stocks	130,137,697	—	—	130,137,697
Other	—	1,473,340	—	1,473,340
Total MidCap Value Index Fund	130,137,697	2,662,355	—	132,800,052
Registered Investment Companies				
Balanced funds	94,607,141	—	—	94,607,141
Bond funds	242,937,628	—	—	242,937,628
Domestic stocks	335,490,750	—	—	335,490,750
International stocks	266,699,649	—	—	266,699,649
Global stocks	4,820,197	—	—	4,820,197
Total Registered Investment Companies	944,555,365	—	—	944,555,365
Self Managed Brokerage Accounts¹	—	70,405,524	—	70,405,524
Total investments at fair value	\$1,450,095,970	\$2,008,269,904	\$—	\$3,458,365,874

¹ The brokerage account investments are directed by participants.

FirstEnergy Corp. Savings Plan

Notes to Financial Statements

	December 31, 2012			Total
	Level 1	Level 2	Level 3	
Capital Preservation Fund				
Cash and cash equivalents	\$—	\$ 153,746,385	\$—	\$ 153,746,385
Guaranteed investment contracts	—	558,033,222	—	558,033,222
Total Capital Preservation Fund	—	711,779,607	—	711,779,607
Cash and Cash Equivalents	—	3,969,875	—	3,969,875
Common Collective Trusts				
Balanced funds	—	401,198,623	—	401,198,623
Cash and cash equivalents	—	22,802	—	22,802
Domestic stocks	—	640,508,145	—	640,508,145
Total Common Collective Trusts	—	1,041,729,570	—	1,041,729,570
FirstEnergy Common Stock	503,099,945	—	—	503,099,945
FirstEnergy MidCap Value Index Fund				
Cash and cash equivalents	—	624,456	—	624,456
Domestic stocks	90,495,238	—	—	90,495,238
Other	—	1,119,910	—	1,119,910
Total MidCap Value Index Fund	90,495,238	1,744,366	—	92,239,604
Registered Investment Companies				
Balanced funds	77,162,868	—	—	77,162,868
Bond funds	307,893,965	—	—	307,893,965
Domestic stocks	250,881,429	—	—	250,881,429
International stocks	207,843,800	—	—	207,843,800
Global stocks	1,426,257	—	—	1,426,257
Total Registered Investment Companies	845,208,319	—	—	845,208,319
Self Managed Brokerage Accounts ¹	—	62,509,797	—	62,509,797
Total investments at fair value	\$ 1,438,803,502	\$ 1,821,733,215	\$—	\$ 3,260,536,717

¹ The brokerage account investments are directed by participants.

FirstEnergy Corp. Savings Plan

Notes to Financial Statements

6. Guaranteed Investment Contracts

The Plan has an interest in fully benefit-responsive guaranteed investment contracts and synthetic guaranteed investment contracts (GICs) as part of the Capital Preservation Fund, which is managed by PIMCO.

In accordance with authoritative guidance for defined contribution plans, investment contracts are generally measured at contract value rather than fair value to the extent they are fully benefit-responsive. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants transact with their investment in the Capital Preservation Fund at contract value as determined by the insurers and banks. No valuation reserve in relation to the contract value was deemed necessary.

The fair value of the traditional GICs included in the Capital Preservation Fund is calculated under the discounted cash flow method using the interpolated swap rate applicable for each cash flow's pay date. The fair value of the synthetic GICs represents the total fair value of the underlying assets plus the wrap value, which is calculated by using the discounted cash flows of the difference between the current wrap fee and the market indication wrap fee.

Certain events limit the ability of the Plan to transact with the issuer at contract value. These events include closings (location, subsidiary, division), layoffs, Plan termination, bankruptcy or reorganization, corporate merger, early retirement incentive programs or similar events. The Plan Administrator does not believe any such events, of the magnitude that would limit the Plan's ability to transact at contract value, are probable. The GICs do not permit the issuers to terminate the contracts at an amount other than contract value.

The average yields of the contracts were 1.27% and 0.74% during the years ended December 31, 2013 and 2012, respectively. The crediting interest rates as of December 31, 2013 and 2012 were 1.45% and 1.89%, respectively. There are fixed crediting interest rates and variable crediting interest rates that reset on a monthly or quarterly basis. The investment contracts have no minimum credit rating.

7. Tax Considerations

The Plan is exempt from federal, state and local income taxes. The Plan obtained its latest favorable determination letter on April 25, 2014, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

The federal, state and local income tax treatments of distributions from the Plan depend upon when they are made and their form. The withdrawal of the principal amount of a participant's after-tax contribution is not, however, subject to tax. For tax years beginning after December 31, 1986, the Tax Reform Act of 1986 requires that an additional tax of 10% be applied to participant withdrawals from the Plan prior to death, disability, attainment of age 59-1/2 or under certain other limited circumstances. In the case of withdrawal by a participant employed by FirstEnergy prior to the attainment of age 59-1/2, the excess of the value of the withdrawal over the total amount of the participant's after-tax

contributions, is taxable at ordinary income tax rates. The value of FirstEnergy's common stock withdrawn is considered to be its fair value on the date it is withdrawn.

In the case of a distribution that qualifies as a lump-sum distribution upon a participant's termination of employment with FirstEnergy or after attaining the age of 59-1/2, only the excess of the value of the lump sum distribution over the amount of the participant's after-tax contributions to the Plan (less withdrawals) is taxable at ordinary income tax rates. In determining the value of the lump-sum distribution, the FirstEnergy common stock distributed in-kind or in cash is measured at fair value on the date it is withdrawn.

The Plan is subject to audits by taxing jurisdictions. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more than likely would not be sustained upon examination by taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The IRS has completed their examination of the years ending December 31, 2006 through December 31, 2011 and has accepted the returns as filed. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2011.

FirstEnergy Corp. Savings Plan

Notes to Financial Statements

8. Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by State Street Global Advisors. State Street, a related company, is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

PIMCO is the fund manager of the Capital Preservation Fund and invests in certain investments managed by PIMCO and therefore, these transactions qualify as party-in-interest transactions.

Certain Plan investments are shares of FirstEnergy common stock with sales and purchases of the stock commencing on an as-needed basis. The investments and transactions qualify as party-in-interest transactions.

Additionally, the Plan uses the services of other fund managers that are paid directly by the Plan.

All of the above transactions are exempt from the prohibited transaction rules of ERISA.

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits, investment income and interest income on notes receivable per the financial statements to Form 5500 as of December 31, 2013 and 2012, and for the year ended December 31, 2013:

	2013	2012
Net assets available for benefits per the financial statements	\$3,514,891,020	\$3,296,503,216
Adjustment from contract value to fair value for fully-benefit responsive investment contracts	1,949,400	20,402,452
Net assets available for benefits per Form 5500	\$3,516,840,420	\$3,316,905,668
Total investment income and interest income per the financial statements	\$391,373,072	
Adjustment from contract value to fair value for fully-benefit responsive investment contracts	(18,453,052)
Investment income per Form 5500	\$372,920,020	

FirstEnergy Corp. Savings Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013
#34-1843785 Plan 002

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value (\$)
*	STATE STREET STIF	MONEY MARKET FUND	**	3,046,088
*	FIRSTENERGY COMMON STOCK FUND	FIRSTENERGY COMMON STOCK	**	375,402,908
*	SSgA S&P 500 INDEX FUND	S&P 500 STOCKS	**	436,380,377
	FIDELITY PURITAN FUND	BALANCE FUND	**	94,607,141
	SELECTED AMERICAN SHARES D FUND	LARGE CAP VALUE STOCKS	**	82,832,069
	ARTISIAN MIDCAP INVESTOR FUND	MID CAP GROWTH STOCKS	**	105,476,478
	DFA US SMALL CAP VALUE PORTFOLIO	SMALL CAP VALUE STOCKS	**	147,182,204
	BLACKROCK 2000 GROWTH FUND F	SMALL CAP GROWTH STOCKS	**	71,564,236
	PIMCO REAL RETURN FUND INSTITUTIONAL CLASS	BONDS	**	10,799,706
	PIMCO TOTAL RETURN FUND INSTITUTIONAL CLASS	BONDS	**	232,137,922
	AMERICAN FUNDS EUROPACIFIC GROWTH FUND	INTERNATIONAL STOCKS	**	213,043,484
	BLACKROCK LIFEPATH INDEX RETIREMENT FUND J	BLEND OF STOCKS, FIXED INCOME	**	50,824,952
	BLACKROCK LIFEPATH INDEX 2015 FUND J	BLEND OF STOCKS, FIXED INCOME	**	61,244,173
	BLACKROCK LIFEPATH INDEX 2020 FUND J	BLEND OF STOCKS, FIXED INCOME	**	104,111,999
	BLACKROCK LIFEPATH INDEX 2025 FUND J	BLEND OF STOCKS, FIXED INCOME	**	82,971,689
	BLACKROCK LIFEPATH INDEX 2030 FUND J	BLEND OF STOCKS, FIXED INCOME	**	58,832,754
	BLACKROCK LIFEPATH INDEX 2035 FUND J	BLEND OF STOCKS, FIXED INCOME	**	29,640,041
	BLACKROCK LIFEPATH INDEX 2040 FUND J	BLEND OF STOCKS, FIXED INCOME	**	17,160,980
	BLACKROCK LIFEPATH INDEX 2045 FUND J	BLEND OF STOCKS, FIXED INCOME	**	15,474,875
	BLACKROCK LIFEPATH INDEX 2050 FUND J	BLEND OF STOCKS, FIXED INCOME	**	17,600,343
	BLACKROCK LIFEPATH INDEX 2055 FUND J	BLEND OF STOCKS, FIXED INCOME	**	8,189,447

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	DODGE & COX INTERNATIONAL FUND	INTERNATIONAL STOCKS	**	53,656,165
	JP MORGAN GLOBAL OPPORTUNITIES FUND	GLOBAL STOCKS	**	4,820,197
	BLACKROCK RUSSELL 1000 GROWTH FUND T	LARGE CAP GROWTH	**	316,530,828
	SELF MANAGED BROKERAGE ACCOUNTS	EQUITIES, FIXED INCOME	**	70,405,523
*	CAPITAL PRESERVATION FUND TOTAL			
	STATE STREET STIF	MONEY MARKET FUND	**	36,098,069
	ABBAY NATL TREASURY SERV BK GTD FRN	Cash Equivalent - 2.00222, 2014	**	1,308,759
	ACHMEA HYPOTHEEK BANK NV GOV GTD 144A	Corporate Bond - 3.2, 2014	**	413,957
	ALTRIA GROUP INC CO GTD	Corporate Bond - 9.25, 2019	**	475,960
	ALTRIA GROUP INC GLBL CO GTD	Corporate Bond - 7.75, 2014	**	514,029
	AMB PROPERTY L.P. SR UNSECURED	Corporate Bond - 4, 2018	**	1,503,025
	AMERICAN EXPRESS BK FSB BKNT	Corporate Bond - 6, 2017	**	1,396,497
	APPALACHIAN POWER CO SR NT	Corporate Bond - 5, 2017	**	548,727

FirstEnergy Corp. Savings Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013
#34-1843785 Plan 002

(a) (b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
BACM 2004-6 A5 WM13 WC5.3691	Mortgage Bond - 4.811, 2042	**	3,081,182
BACM 2005-3 A2 SEQ	Cash Equivalent - 4.501, 2043	**	139,410
BANK OF AMERICA CORP GLOBL SR NT	Corporate Bond - 7.375, 2014	**	4,538,528
BARCLAYS BANK PLC GLOBL SR NT	Corporate Bond - 5.2, 2014	**	781,604
BEAR STEARNS CO INC GLOBL SR UNSEC	Corporate Bond - 7.25, 2018	**	853,504
BP CAPITAL MARKETS PLC CO GTD	Corporate Bond - 3.125, 2015	**	420,234
BP CAPITAL MARKETS PLC GLOBL CO GTD	Corporate Bond - 3.2, 2016	**	1,163,119
CITIGROUP INC GLOBL SR UNSEC	Corporate Bond - 6.01, 2015	**	852,563
CME APUT EURO\$ 3YMDCV 3/14 @ 97.38	Option - 0, 2014	**	(21,500)
COMCAST CORP GLOBL CO GTD	Corporate Bond - 6.5, 2017	**	583,538
DIGITAL REALTY TRUST LP GLOBL CO GTD	Corporate Bond - 4.5, 2015	**	2,426,058
EOG RESOURCES INC SR UNSEC FRN	Cash Equivalent - 1.18167, 2014	**	1,302,302
F H L M C DISC NT	Cash Equivalent - 0.00%, 2014	**	17,792,488
FED HOME LN MTGE GLOBL NT (2MMM)	Corporate Bond - 5, 2014	**	23,420,260
FED HOME LN MTGE GLOBL NT (3.5MMM)	Corporate Bond - 1.25, 2019	**	3,348,687
FED HOME LN MTGE GLOBL NT (4MMM)	Corporate Bond - 5, 2014	**	11,045,437
FED HOME LN MTGE GLOBL NT (4MMM)	Corporate Bond - 5.125, 2017	**	2,292,664
FED HOME LN MTGE GLOBL NT (6.5MMM)	Corporate Bond - 1, 2017	**	6,127,921
FED HOME LN MTGE GLOBL NT (6MMM)	Corporate Bond - 1.25, 2019	**	190,154
FHA 221D4 P4/02 Grey 54 NCP	Mortgage Bond - 7.43, 2023	**	331
FHLMC Gold15YR #B1-5992	Mortgage Bond - 5.5, 2019	**	5,804
FHLMC Gold15YR #G1-3193	Mortgage Bond - 4.5, 2022	**	24,483
FHLMC Goldconv #A2-5163	Mortgage Bond - 5.5, 2034	**	57,875
FHLMC Goldconv #A8-2426	Mortgage Bond - 5.5, 2038	**	65,241
FHLMC Goldconv #A8-2550	Mortgage Bond - 5.5, 2038	**	61,682
FHLMC Goldconv #A8-3004	Mortgage Bond - 5.5, 2038	**	684,554
FHLMC Goldconv #G0-4840	Mortgage Bond - 5.5, 2035	**	665,996
FHR 2666 OD PAC WM32 WC5.84	Mortgage Bond - 5.5, 2023	**	1,687,609
FHR 2684 PE WM32 WC5.4284	Mortgage Bond - 5, 2033	**	402,206
FHR 2739 PG PAC WM33 WC5.552	Mortgage Bond - 5, 2034	**	2,303,205

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FHR 2764 UE WM32 WC5.4879	Mortgage Bond - 5, 2032	**	1,146,398
FHR 2950 FN 1MLIB+45	Cash Equivalent - 0.6166, 2035	**	564,413
FHR 3185 GT SEQ WM26 WC6.43	Mortgage Bond - 6, 2026	**	520,836
FHR 3203 CF 1MLIB+52BP	Cash Equivalent - 0.69, 2036	**	260,847
FHR 3311 FN 1MLIB+30BP	Cash Equivalent - 0.4666, 2037	**	266,481
FHR 3318 FL 1MLIB+40	Cash Equivalent - 0.6783, 2037	**	657,833
FHR 3339 FL 1MLIB+58	Cash Equivalent - 0.7466, 2037	**	563,823

FirstEnergy Corp. Savings Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013
#34-1843785 Plan 002

(a) (b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
FHR 3355 BF 1MLIB+70	Cash Equivalent - 0.8666, 2037	**	691,787
FHR 3360 FC 1MLIB+72	Cash Equivalent - 0.8866, 2037	**	937,836
FHR 3368 AF 1MLIB+72	Cash Equivalent - 0.8866, 2037	**	83,765
FHR 3666 FC 1MLIB+73	Cash Equivalent - 0.8966, 2040	**	370,941
FHR 3699 FD 1MLIB+60	Cash Equivalent - 0.7666, 2040	**	774,479
FHR 3740 DF 1MLIB+48	Cash Equivalent - 0.6466, 2040	**	264,139
FHR 3743 FA 1MLIB+60	Cash Equivalent - 0.7666, 2040	**	2,031,145
FHR 3747 WF 1MLIB+48	Cash Equivalent - 0.6466, 2040	**	2,248,613
FHR 3751 FG 1MLIB+50	Cash Equivalent - 0.7783, 2050	**	498,134
FHR 3977 FB 1ML+52	Cash Equivalent - 0.8, 2041	**	1,550,827
FHR 3984 DF 1M LIBOR +55BP	Cash Equivalent - 0.72, 2042	**	2,489,657
FINL Futures Maintenance ACCT	Cash Equivalent - 0.052578, 2015	**	1
FNGT 2002-T6 A1 WM22 WC3.7211	Mortgage Bond - 3.31, 2032	**	7,777
FNMA GIBI NT (4MMM)	Corporate Bond - 1.625, 2018	**	3,081,027
FNMA PASS THRU 15YR #255216	Mortgage Bond - 5, 2019	**	47,298
FNMA PASS THRU 15YR #255273	Mortgage Bond - 4.5, 2019	**	70,689
FNMA PASS THRU 15YR #735375	Mortgage Bond - 5, 2020	**	379,418
FNMA PASS THRU 15YR #740483	Mortgage Bond - 5, 2018	**	40,940
FNMA PASS THRU 15YR #775494	Mortgage Bond - 5, 2019	**	51,192
FNMA PASS THRU 15YR #923798	Mortgage Bond - 4.5, 2020	**	63,174
FNMA PASS THRU 15YR #AE1369	Mortgage Bond - 3.5, 2025	**	47,843
FNMA PASS THRU 15YR #AE2127	Mortgage Bond - 3.5, 2026	**	710,530
FNMA PASS THRU 15YR #AE7869	Mortgage Bond - 3.5, 2025	**	41,966
FNMA PASS THRU 15YR #AH4509	Mortgage Bond - 3.5, 2026	**	196,658
FNMA PASS THRU 15YR #AH4511	Mortgage Bond - 3.5, 2026	**	298,030
FNMA PASS THRU 15YR #AL1313	Mortgage Bond - 6, 2027	**	1,934,718
FNMA PASS THRU 15YR #AU1660	Mortgage Bond - 2.5, 2028	**	4,818,108
FNMA PASS THRU 15YR #MA0515	Mortgage Bond - 3.5, 2025	**	16,955
FNMA PASS THRU 30YR #869952	Mortgage Bond - 6.5, 2036	**	94,978
FNMA PASS THRU 30YR #870028	Mortgage Bond - 6.5, 2036	**	22,840
FNMA PASS THRU 30YR #881602	Mortgage Bond - 6.5, 2036	**	113,469
FNMA PASS THRU 30YR #888890	Mortgage Bond - 6.5, 2037	**	76,696
FNMA PASS THRU 30YR #902111	Mortgage Bond - 6.5, 2036	**	51,311
FNMA PASS THRU 30YR #915626	Mortgage Bond - 6.5, 2037	**	50,426

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FNMA PASS THRU 30YR #934342	Mortgage Bond - 6.5, 2038	**	457,395
FNMA PASS THRU 30YR #944007	Mortgage Bond - 6.5, 2037	**	371,897
FNMA PASS THRU 30YR #964090	Mortgage Bond - 6.5, 2038	**	32,541

FirstEnergy Corp. Savings Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013
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(a) (b)	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
FNMA PASS THRU 30YR #982510	Mortgage Bond - 6.5, 2038	**	53,023
FNMA PASS THRU 30YR #983502	Mortgage Bond - 5.5, 2033	**	120,146
FNMA PASS THRU 30YR #985846	Mortgage Bond - 6.5, 2038	**	32,752
FNMA PASS THRU 30YR #988662	Mortgage Bond - 6.5, 2038	**	224,488
FNMA PASS THRU 30YR #995113	Mortgage Bond - 5.5, 2036	**	2,237,180
FNMA PASS THRU 30YR #AB9557	Mortgage Bond - 3.0, 2043	**	948,564
FNMA PASS THRU 30YR #AL0212	Mortgage Bond - 5.5, 2038	**	1,374,347
FNMA PASS THRU 30YR #AT2725	Mortgage Bond - 3, 2043	**	3,815,923
FNMA PASS THRU 30YR #AT5990	Mortgage Bond - 3, 2043	**	946,148
FNMA PASS THRU 30YR #AU4279	Mortgage Bond - 3, 2043	**	954,071
FNMA P-T DUS #466319	Mortgage Bond - 3.23, 2020	**	5,170,789
FNMA P-T DUS #470989	Mortgage Bond - 2.9, 2020	**	1,296,277
FNMA TBA 3.5% JAN 15YR	Mortgage Bond - 3.5, 2029	**	(16,406)
FNMA TBA 3.5% JAN 30YR	Mortgage Bond - 3.5, 2044	**	54,063
FNMA TBA 5.5% JAN 30YR	Mortgage Bond - 5.5, 2044	**	(18,985)
FNR 2005-109 PV WM32 WC6.509500	Mortgage Bond - 6, 2032	**	43,123
FNR 2005-13 FA 1MLIB+45	Cash Equivalent - 0.6146, 2035	**	1,897,670
FNR 2005-29 JB WM33 WC7.0709	Mortgage Bond - 4.5, 2035	**	15,963
FNR 2005-68 PC WM34 WC6.55	Mortgage Bond - 5.5, 2035	**	22,553
FNR 2006-129 FM 1MLIB+25	Cash Equivalent - 0.4146, 2037	**	478,401
FNR 2007-109 GF 1MLIB+68	Cash Equivalent - 0.8446, 2037	**	1,503,619
FNR 2007-25 FB 1MLIB+33BP	Cash Equivalent - 0.4946, 2037	**	321,294
FNR 2007-27 FA 1MLIB+31BP	Cash Equivalent - 0.4746, 2037	**	114,183
FNR 2007-38 FC 1MLIB+42	Cash Equivalent - 0.5846, 2037	**	476,679
FNR 2007-70 FA 1MLIB+35BP	Cash Equivalent - 0.5146, 2037	**	280,737
FNR 2008-12 FA 1MLIB+67BP FRN	Cash Equivalent - 0.8346, 2037	**	1,427,397
FNR 2008-80 ME WM32 WC5.3542	Mortgage Bond - 5, 2032	**	215,814
FNR 2009-12 FA 1MLIBOR+56BP	Cash Equivalent - 0.7246, 2037	**	1,431,655
FNR 2010-111 FC 1MLIB+52	Cash Equivalent - 0.6846, 2040	**	428,646
FNR 2010-115 FM 1MLIB+50	Cash Equivalent - 0.6646, 2040	**	529,198
FNR 2010-117 FE 1MLIB+40BP	Cash Equivalent - 0.5646, 2040	**	360,153
FNR 2010-129 FM 1MLIB+50	Cash Equivalent - 0.6646, 2040	**	735,112
FNR 2010-135 LF 1MLIB+45	Cash Equivalent - 0.6146, 2040	**	615,441
FNR 2010-141 FB 1MLIB+47	Cash Equivalent - 0.6346, 2040	**	466,314

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FNR 2010-2 GF 1MLIB+55BP	Cash Equivalent - 0.7146, 2049	**	1,471,479
FNR 2011-3 FA 1MLIB+68	Cash Equivalent - 0.8446, 2041	**	1,888,254
FNR 2011-86 KF 1MLIB+55	Cash Equivalent - 0.7146, 2041	**	1,135,710

FirstEnergy Corp. Savings Plan
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2013
#34-1843785 Plan 002

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
FNR 2011-86 NF 1MLIB+55	Cash Equivalent - 0.7146, 2041	**	2,260,318
FNR 2011-87 FJ 1MLIB+55BP	Cash Equivalent - 0.7146, 2041	**	3,837,290
FNR 2012-141 FA 1MLIB+30BP	Cash Equivalent - 0.4646, 2041	**	1,888,942
FNR 2013-39 FA 1MLIB+35BP	Cash Equivalent - 0.5146, 2041	**	2,199,972
GCCFC 2007-GG9 A2 SEQ WM15 WC5.79	Mortgage Bond - 5.381, 2039	**	419,460
GNMA I TBA 3.5% JAN 30YR	Mortgage Bond - 3.5, 2044	**	(7,422)
GNMA II MULTPL SGL 30YR #783277M	Mortgage Bond - 6, 2040	**	765,722
GNMA PASS THRU SGL 30YR #782034X	Mortgage Bond - 6, 2036	**	339,499
GNMA PASS THRU SGL 30YR #793555X	Mortgage Bond - 3.5, 2041	**	974,205
GNMA PASS THRU SGL 30YR #AB9505X	Mortgage Bond - 3.5, 2042	**	436,664
GNMA PASS THRU SGL 30YR #AC3754X	Mortgage Bond - 3.5, 2042	**	131,699
GNR 2012-149 GF 1MLIB+30BP	Cash Equivalent - 0.4668, 2042	**	7,560,240
GOLDMAN SACHS GROUP INC GLOBAL SR NT	Corporate Bond - 7.5, 2019	**	2,725,457
GOLDMAN SACHS GROUP INC SR NT	Corporate Bond - 5.375, 2020	**	84,339
INTL FINANCE CORP GLOBAL SR UNSECUR GMTN	Corporate Bond - 3, 2014	**	1,721,525
IRO USD 5Y P 2.0000 03/03/14 FAR	Option - 0, 2014	**	(145,377)
IRS USD P 2.000 06/19/13-10Y HUS	Interest Rate Swap - 2, 2023	**	1,361,297
JPMCC 2005-CB13 A3A1	Cash Equivalent - 5.2439, 2021	**	1,490,237
JPMORGAN CHASE & CO GLOBAL CO GTD	Corporate Bond - 3.45, 2016	**	3,171,978
JPMORGAN CHASE & CO GLOBAL SR NT FRN	Cash Equivalent - 1.0384, 2014	**	801,529
JPMORGAN CHASE & CO SR UNSEC	Cash Equivalent - 0.8566, 2016	**	3,216,755
JPMORGAN CHASE & CO SR UNSEC	Corporate Bond - 4.25, 2020	**	176,185
JPMORGAN CHASE BANK NA SUB NT	Cash Equivalent - .5739, 2016	**	1,393,780
KINDER MORGAN ENER PART NT	Corporate Bond - 6, 2017	**	569,466
KINDER MORGAN ENER PART SR UNSEC	Corporate Bond - 3.5, 2016	**	527,280
MORGAN STANLEY NT	Corporate Bond - 5.5, 2020	**	2,964,963
NA DEVELOPMENT BANK GLOBAL SR UNSECURED	Corporate Bond - 4.375, 2020	**	5,062,217
NOVARTIS CAPITAL CORP CO GTD	Corporate Bond - 4.125, 2014	**	1,781,460