

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Ohio
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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

1. Debtor's name FirstEnergy Solutions Corp.

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

3 1 - 1 5 6 0 1 8 6

4. Debtor's address

Principal place of business

341 White Pond Drive

Number Street

Building B3

Akron

OH

44320

City

State

ZIP Code

Summit

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City

State

ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City

State

ZIP Code

5. Debtor's website (URL) <https://www.fes.com/>

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify:

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 2 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule 1. Relationship _____
District _____ When _____
MM / DD / YYYY
Case number, if known _____

List all cases. If more than 1, attach a separate list.

11. Why is the case filed in *this district*?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor First Energy Solutions Corp.
Name

Case number (if known) _____

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

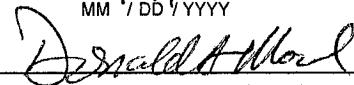
WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 3/31/2018
MM / DD / YYYY

x 

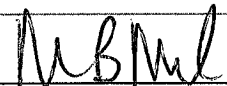
Signature of authorized representative of debtor

Donald A. Moul

Printed name

Title President, FES Generating Companies and Chief Nuclear Officer

18. Signature of attorney

x 

Signature of attorney for debtor

Date 3/31/2018
MM / DD / YYYY

Marc B. Merklin
Printed name

Brouse McDowell, LPA
Firm name

388 S. Main Street, Suite 500
Number Street

Akron
City

330-535-5711
Contact phone

0018195
Bar number

OH 44311
State ZIP Code

mmerklin@brouse.com
Email address

Ohio
State

SCHEDULE 1

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

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

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

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

[Caption as in Form 416B]

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

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-53742_____.

2. The following financial data is the latest available information and refers to the debtor's condition on 12/31/2016.

a. Total assets	\$ 7,241 million
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b. Total debts (including debts listed in 2.c., below)	\$ 3,093 million
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c. Debt securities held by more than 500 holders

Approximate
number of
holders:

secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	_____	_____

d. Number of shares of preferred stock

e. Number of shares common stock	7
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Comments, if any: Item 2b. includes only funded indebtedness.

3. Brief description of debtor's business: FES provides energy-related products and services to retail and wholesale customers. FES also owns and operates, through its FG subsidiary, fossil generating facilities and owns, through its NG subsidiary, nuclear generating facilities.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

FirstEnergy Corp. owns 100% of the shares of common stock of FirstEnergy Solutions Corp. (FES).

**RESOLUTIONS OF
THE BOARD OF DIRECTORS (THE “BOARD”) OF
FIRSTENERGY SOLUTIONS CORP. (THE “COMPANY”)**

Dated as of March 31, 2018

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

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

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

NOW THEREFORE BE IT:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

* * * * *

UNITED STATES BANKRUPTCY COURT

Northern District of Ohio

Debtor FirstEnergy Solutions Corp.

Case number (*if known*) _____

LIST OF EQUITY SECURITY HOLDERS

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

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

LIST OF EQUITY SECURITY HOLDERS

In re: FIRSTENERGY SOLUTIONS CORP., *et al.*, Debtors.

) Chapter 11
)
) Case No. 18-_____(____)
) (Request for Joint Administration
) Pending)
)
) Hon. Judge Alan M. Koschik
)

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

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5. 100% of the membership interests of FirstEnergy Nuclear Generation, LLC are directly owned by FirstEnergy Solutions Corp.
6. 100% of the shares of common stock of FirstEnergy Nuclear Operating Company are directly owned by FirstEnergy Corp.
7. 100% of the membership interests of Norton Energy Storage L.L.C. are directly owned by FirstEnergy Generation, LLC.

Top Unsecured Creditors

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent (C), unliquidated (U), or disputed (D)	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
BNSF Railway Company ATTN: Carl Ice Vice President, Coal 2650 Lou Menk Drive Fort Worth, TX 76131	Carl Ice Email - Phone - (800) 795-2673 Fax - (817) 352-7925	Ongoing litigation	C, U, D			Undetermined
Norfolk Southern Corporation ATTN: James A. Squires Director Utility Coal - North 2001 Market Street 29th Floor Philadelphia, PA 19103	James A. Squires Email - rob.zehringer@nscorp.com Phone - Fax -	Ongoing litigation	C, U, D			Undetermined
Wilmington Savings Fund Society, FSB ATTN: Patrick J Healy Senior Vice President 500 Delaware Avenue Wilmington, DE 19801	Patrick J Healy Email - phealy@wfsfbank.com Phone - (302) 888-7420 Fax -	Claims Related to Sale-Leaseback Transaction	C, U, D			\$769,200,000.00
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	\$500M Sen. Note 6.8% due 8/15/39 (\$363.281M Outstanding)				\$366,368,888.51
The Bank of New York Mellon Trust Company, N.A. ATTN: David Kovach Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	David Kovach Email - Phone - (216) 622-6512 Fax - (216) 621-1441	\$600M Sen. Note 6.05% due 8/15/21 (\$332.305M Outstanding)				\$334,818,056.56
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.75% Series due December 1, 2023 (Put: 12/3/18)				\$237,451,500.00
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 5.7% Series due August 3, 2020				\$178,681,500.00
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.5% Series due December 1, 2035 (Put: 6/1/20)				\$165,877,925.00

Top Unsecured Creditors

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent (C), unliquidated (U), or disputed (D)	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 4.0% Series due December 1, 2033 (Put: 6/3/19)				\$137,357,333.33
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 2.7% Series due April 1, 2035 (Put: 4/2/18)				\$100,235,150.00
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.75% Series due July 1, 2033 (Put: 7/1/20)				\$100,029,062.50
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.0% Series due May 15, 2019				\$91,161,586.67
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 4.0% Series due January 1, 2034 (Put: 7/1/21)				\$83,628,000.00
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 4.0% Series due January 1, 2035 (Put: 7/1/21)				\$73,376,499.99
BNSF Railway Company ATTN: Carl Ice Vice President, Coal 2650 Lou Menk Drive Fort Worth, TX 76131	Carl Ice Email - Phone - (800) 795-2673 Fax - (817) 352-7925	Settlement of Arbitration				\$72,000,000.00
CSX Transportation, Inc ATTN: Jeff Goutcher Director Utility Coal 500 Water St. J842 Jacksonville, FL 32202	Jeff Goutcher Email - Jeff_Goutcher@csx.com Phone - (904) 359-1684 Fax - (904) 359-2459	Settlement of Arbitration	C, U*			\$72,000,000.00

Top Unsecured Creditors

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent (C), unliquidated (U), or disputed (D)	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Commerzbank AG ATTN: Stephan Engels Chief Financial Officer Kaiserplatz Frankfurt Am Main, Hesse 60261 Germany	Stephan Engels Email - Phone - +49 69 136-20 Fax - +49 69 136-27910	Trade Payables	U			\$59,817,058.80
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.50% Series due April 1, 2041 (Put: 6/1/20)				\$57,590,500.01
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.10% Series due March 1, 2023 (Put: 3/1/19)				\$50,129,166.67
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 4.0% Series due June 1, 2033 (Put: 6/3/19)				\$47,120,000.00
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.75% Series due December 1, 2040 (Put: 7/1/20)				\$43,403,125.00
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	\$33M PCN 3.95% Series due November 1, 2032 (Put: 5/1/20)				\$33,543,125.00
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.75% Series due June 1, 2033 (Put: 6/1/20)				\$26,325,000.00
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 2.55% Series due November 1, 2041 (Put: 12/3/18)				\$26,221,000.00

Top Unsecured Creditors

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				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.95% Series due November 1, 2032 (Put: 5/1/20)				\$23,378,541.66
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.625% Series due December 1, 2033 (Put: 6/1/20)				\$15,687,291.67
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.625% Series due October 1, 2033 (Put: 4/1/20)				\$9,264,937.51
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.625% Series due October 1, 2033 (Put: 4/1/20)				\$9,264,937.51
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.125% Series due July 1, 2033 (Put: 7/2/18)				\$8,062,500.01
The Bank of New York Mellon Trust Company, N.A. ATTN: Earl Hunt Vice President of Global Corporate Trust Services 1660 West 2nd Street Suite 830 Cleveland, OH 44113	Earl Hunt Email - earl.hunt@bnymellon.com Phone - (216) 622-6514 Fax - (216) 621-1441	PCN 3.125% Series due January 1, 2034 (Put: 7/2/18)				\$7,256,250.00
Midcontinent Independent System ATTN: Melissa Brown Chief Financial Officer 720 City Center Drive Carmel, IN 46032-7574	Melissa Brown Email - Phone - (317) 249-5400 Fax - (317) 249-5910	Trade Payables	U			\$4,248,924.88
Areva Incorporated ATTN: Kathy Williams Chief Financial Officer Orono USA 1155 F Street, N.W. Suite 800 Washington, DC 20004	Kathy Williams Email - katherine.williams@framatome.com Phone - (202) 969-3240 Fax - (454) 382-2851	Trade Payables	U			\$3,430,026.87

Top Unsecured Creditors

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent (C), unliquidated (U), or disputed (D)	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
PKMJ Technical Services Inc ATTN: Mark Gregory General Counsel Rolls-Royce Civil Nuclear, Engineering Services 410 Rouser Road Building 1 Moon Township, PA 15108	Mark Gregory Email - Nuclearsolutions@Rolls-Royce.Com Phone - (412) 865-3040 Fax - (412) 393-2416	Trade Payables	U			\$3,237,487.91
Energysolutions LLC ATTN: Greg S Wood Chief Financial Officer 299 South Main Street Suite 1700 Salt Lake City, UT 84111	Greg S Wood Email - Phone - (801) 649-2000 Fax - (801) 880-3006	Trade Payables	U			\$3,149,052.96
U S Nuclear Regulatory Commission ATTN: Jennifer Dudek Office of the Chief Financial Officer 11545 Rockville Pike, Mail Stop T-9E10 Rockville, MD 20852	Jennifer Dudek Email - Jennifer.Dudek@nrc.gov Phone - (301) 415-2257 Fax -	Trade Payables	U			\$3,002,075.96
Manoleras, Mark A. 122 Crest Drive Beaver, PA 15009	Email - manolerasm@firstenergycorp.com Phone - (724) 682-5101 Fax -	EDCP Balance				\$2,955,992.79
Day & Zimmermann NPS ATTN: Joseph Ritzel Chief Financial Officer 1500 Spring Garden Street Philadelphia, PA 19130	Joseph Ritzel Email - joseph.ritzel@dayzim.com Phone - (215) 299-8000 Fax -	Trade Payables	U			\$2,495,901.02
Westinghouse Electric Corp ATTN: Dan Sumner Chief Financial Officer 20 Stanwix Street Pittsburgh, PA 15222	Dan Sumner Email - Phone - (866) 442-7873 Fax -	Trade Payables	U			\$2,367,618.23
BP Energy Company ATTN: Dr. Brian Gilvary Chief Financial Officer 501 Westlake Park Boulevard Houston, TX 77079	Dr. Brian Gilvary Email - Phone - (281) 366-2000 Fax - (281) 366-5027	Trade Payables	U			\$2,160,000.00
Ohio Valley Electric Corporation ATTN: Robert A. Osbourne Ohio Valley Electric Corp. 3932 U.S. Route 23 P.O. Box 468 Piketon, OH 45661	Robert A. Osbourne Email - Phone - (740) 289-7211 Fax - (740) 289-7253	Trade Payables	U			\$1,968,831.47
Enerfab Power & Industrial Inc ATTN: Aaron Landolt President 4955 Spring Grove Ave. Cincinnati, OH 45232	Aaron Landolt Email - Phone - (513) 641-0500 Fax - 513-242-6833	Trade Payables	U			\$1,909,952.39
Rinckel, Jeannie M. 526 Pilots Ridge Road Wilmington, NC 28412	Email - Phone - (440) 773-8017 Fax -	EDCP Balance				\$1,756,360.90

Top Unsecured Creditors

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent (C), unliquidated (U), or disputed (D)	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Babcock & Brown Wind Portfolio LLC ATTN: Peter Haskopoulos Chief Financial Officer Riverstone Holdings LLC 712 Fifth Avenue 36th Floor New York, NY 10019	Peter Haskopoulos Email - Phone - (212) 993 0076 Fax - (212) 993 0077	Trade Payables	U			\$1,615,672.71
Westech Engineering Incorporated ATTN: Greg Howell Chief Financial Officer 3665 S. West Temple Salt Lake City, UT 84115	Greg Howell Email - ghowell@westech-inc.com Phone - (801) 265-1000 Fax - (801) 265-1080	Trade Payables	U			\$1,612,618.00
High Trail Wind Farm LLC ATTN: General Counsel 13682N 2900 East Road Ellsworth, IL 61737	General Counsel Email - Phone - (309) 724-8278 Fax -	Trade Payables	U			\$1,549,937.39
The Atlantic Group ATTN: Dave Spannaus Chief Executive Officer 45 W. 45th Street 11th Floor New York, NY 10036	Dave Spannaus Email - dspannaus@atlanticgroupCT.com Phone - (212) 977-6688 Fax - (212) 977.6699	Trade Payables	U			\$1,508,588.56
General Electric International Inc ATTN: John L. Flannery 2 Corporate Drive Suite 150 Shelton, CT 06484-6239	John L. Flannery Email - Phone - (203) 944-3000 Fax -	Trade Payables	U			\$1,491,467.74
NAES Corporation ATTN: Andrew Gay Chief Financial Officer 1180 NW Maple St Suite 200 Issaquah, WA 98027	Andrew Gay Email - Phone - (425) 961-4700 Fax - (425) 961-4646	Trade Payables	U			\$1,400,792.05
Grabnar, John J. 7420 White Tail Run Place Concord Township, OH 44077	Email - jgrabnar@firstenergycorp.com Phone - (330) 436-1356 Fax -	EDCP Balance				\$1,368,827.55
Brand Energy Svcs LLC A Div Of Bran ATTN: Jim Walters Chief Financial Officer Brand Energy And Infrastructure 1325 Cobb Int. Dr. Ste. A-1 Kennesaw, GA 30152	Jim Walters Email - Phone - (678) 285-1400 Fax - (770) 514-0285	Trade Payables	U			\$1,126,321.80

*The settlement agreement does not allocate the settlement amount between the two parties.

Fill in this information to identify the case and this filing:

Debtor Name FirstEnergy Solutions Corp.
United States Bankruptcy Court for the: Northern District of Ohio
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

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

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

Declaration and signature

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

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

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 3/30/2018
MM/DD/YYYY

x

Donald A. Moul

Signature of individual signing on behalf of debtor

Donald A. Moul

Printed name

President, FES Generating Companies and Chief Nuclear Officer

Position or relationship to debtor