

SUPPLEMENT C

SUPPLEMENT TO
1999 FIRSTENERGY CORP. PENSION PLAN
RELATING TO
BARGAINING UNIT EMPLOYEES
PREVIOUSLY COVERED UNDER A PRIOR OHIO EDISON PLAN

This Supplement hereby sets forth certain provisions of the 1999 FirstEnergy Corp. Pension Plan (the “1999 FirstEnergy Constituent Plan”) which shall apply solely to the Covered Employees (as hereinafter defined) or to a specified group of such Covered Employees.

ARTICLE SC1

SUPPLEMENT DEFINITIONS

Unless the context otherwise indicates, the following terms used herein shall have the following meanings whenever used in this Supplement (including in specific Sections of the 1999 FirstEnergy Constituent Plan which are modified by this Supplement) and, to the extent that an identical term is defined in the 1999 FirstEnergy Constituent Plan or the Plan, the term as defined in this Supplement shall supersede the term as defined in the 1999 FirstEnergy Constituent Plan or the Plan with respect to any Covered Employee:

SC1.1 Covered Employee. The words “Covered Employee” shall mean any 1999 FE Participant who is in a Covered Collective Bargaining Unit and who was a participant in one or more of the Prior Ohio Edison Plans prior to January 1, 2001.

SC1.1A Highest Average Monthly Base Earnings. The words “Highest Average Monthly Base Earnings” shall mean, for Covered Employees retiring on or after January 1, 2015, the monthly Base Earnings of a Covered Employee averaged over the Covered Employee’s

forty-eight (48) consecutive months of Service with one or more Participating Employers during the last one hundred twenty (120) months of Service which results in the highest average, subject to the following:

- (a) Any full month during which a Covered Employee is on approved leave and has no Base Earnings shall not be counted in the forty-eight (48) months used in this calculation. If a Covered Employee has fewer than forty-eight (48) months of Service for one or more Participating Employers, then the Covered Employee's Highest Average Monthly Base Earnings shall be determined by averaging, on a monthly basis, his Base Earnings during his entire Service; provided, however, effective January 1, 2014, months during which he has no Base Earnings shall not be included in determining Highest Average Monthly Base Earnings.
- (b) If the Covered Employee's active employment has been interrupted by:
 - (i) a leave of absence or layoff (other than for a period of Disability Status) and the Covered Employee returns to active employment without incurring a termination of employment; or
 - (ii) a termination of employment followed by a return to active employment and a reinstatement of the Years of Benefit Service with which he was credited at the time his employment terminated;

then in either case, the last full calendar month of his active employment preceding the start of the leave of absence, layoff or termination of employment and the first full calendar month of his active employment thereafter shall be treated as consecutive months under this Section.

SC1.2 1996 Plan. The words "1996 Plan" shall mean the Ohio Edison System Plan as in effect on January 1, 1996 and as amended from time to time prior January 1, 1999.

ARTICLE SC2

PAST SERVICE

SC2.1 Years of Past Benefit Service. The words "Years of Past Benefit Service" shall mean for a Covered Employee the sum of each year and fractional "Year of Benefit

Service” credited to him as of December 31, 2000, computed for such purposes under the terms of the Prior Ohio Edison Plan in effect on the earlier of his termination of employment (unless his Years of Benefit Service were increased prior to January 1, 2001 under a subsequent plan) or December 31, 2000. Prior to January 1, 2007, “Years of Benefit Service” were referred to as “Years of Credited Service” and “Years of Past Benefit Service” were referred to as “Years of Credited Past Service.”

ARTICLE SC3

ELIGIBILITY FOR RETIREMENT INCOME OR VESTED PENSION

SC3.1 Sections B2.11, B2.23 and B5.3 of the 1999 FirstEnergy Constituent Plan shall be modified by substituting “one (1) Year of Eligibility Service” for “ten (10) Years of Eligibility Service” or “five (5) Years of Eligibility Service,” whichever is applicable, with respect to each Covered Employee who was credited with an Hour of Service prior to January 1, 1990.

SC3.2 The second paragraph of Section B5.4 of the 1999 FirstEnergy Constituent Plan shall be modified to read as follows with respect to each Covered Employee who was credited with an Hour of Service prior to January 1, 1990:

“A 1999 FE Participant shall not be entitled to a Vested Pension if on the date of termination of his employment he has fewer than five (5) Years of Eligibility Service except that a 1999 FE Participant who terminates employment with the Company on or after his attainment of Age fifty-five (55) or greater and who has at least one (1) Year of Eligibility Service shall be entitled to receive Retirement Income pursuant to Section B5.1, B5.2 or B5.3 hereof, whichever is applicable. No 1999 FE Participant shall be

eligible to receive a Vested Pension pursuant to this Section if he is entitled to receive Retirement Income pursuant to Section B5.1, B5.2 or B5.3 hereof.”

ARTICLE SC4

RETIREMENT INCOME OR VESTED PENSION

SC4.1 Section B6.1 of the 1999 FirstEnergy Constituent Plan shall be modified to read as follows with respect to each Covered Employee who was a participant in the 1996 Plan on December 31, 2000:

“B6.1 Normal Retirement Income. Subject to the applicable provisions of Article B8 hereof, the amount of monthly Retirement Income, payable to a 1999 FE Participant commencing on his Normal Retirement Date, shall be the greatest of the amount determined under subparagraph (a), (b) or (c) below, as follows:

- (a) [Provisions as they appear in Section B6.1(a) of the 1999 FirstEnergy Constituent Plan.]
- (b) [Provisions as they appear in Section B6.1(b) of the 1999 FirstEnergy Constituent Plan.]
- (c) Highest Average Monthly Base Earnings Benefit Formula. An amount equal to the product of the 1999 FE Participant’s Highest Average Monthly Base Earnings times the sum of the following percentages:
 - (i) 1.8% for each of his first ten (10) Years of Benefit Service;
 - (ii) 1.4% for each of the next ten (10) Years of Benefit Service;
 - (iii) 1.0% for each Year of Benefit Service in excess of twenty (20).”

SC4.2 Section B6.4 of the 1999 FirstEnergy Constituent Plan shall be modified by the addition of the following new paragraph at the end of said Section B6.4 with respect to each Covered Employee:

“Accrued Retirement Income computed in accordance with Section B6.1 hereof with respect to a 1999 FE Participant shall not be less than his accrued Retirement Income calculated under the Prior Ohio Edison Plan prior to January 1, 2001 and determined as of the earlier to occur of the date he terminated employment (unless subsequently increased prior to January 1, 2001) or December 31, 2000.”

ARTICLE SC5

DEATH BENEFITS

SC5.1 Section B9.1(b) of the 1999 FirstEnergy Constituent Plan shall be modified to read as follows with respect to each Covered Employee who had commenced employment with a Participating Employer on or prior to December 31, 1989:

“(b) had completed ten (10) Years of Eligibility Service or had attained Age fifty (50) by the date of his death; and”

SC5.2 Section B9.3(a) of the 1999 FirstEnergy Constituent Plan shall be modified to read as follows with respect to each Covered Employee who had commenced employment with a Participating Employer on or prior to December 31, 1989:

“(a) If a 1999 FE Participant dies, there shall be paid to and for the life of his Beneficiary, commencing on the first day of any month after the month in which the 1999 FE Participant’s death occurs as the Beneficiary shall select (but subject to subparagraph (d) below), a Qualified Pre-Retirement Survivor Annuity under this Section in the amount described in subparagraph (b) below (but payable to his Beneficiary) provided that the 1999 FE Participant:

- (i) was an Eligible Employee of a Participating Employer or a terminated married 1999 FE Participant eligible for a Vested Pension in accordance with Section B5.4 of the 1999 FirstEnergy Constituent Plan at the time of his death;
- (ii) had completed five (5) Years of Eligibility Service but fewer than ten (10) Years of Eligibility Service if he is an Eligible Employee

at the time of his death;

- (iii) dies prior to his Benefit Commencement Date; and
- (iv) had not attained Age fifty (50) by the date of his death.”