

SHAW, PITTMAN, POTTS & TROWBRIDGE

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

1800 M STREET, N. W.  
WASHINGTON, D. C. 20036

TELECOPIER  
(202) 822-1099 & 822-1199

TELEX  
89-2693 (SHAWLAW WSH)  
CABLE "SHAWLAW"

TELEPHONE  
(202) 822-1063

JAY E. SILBERG, P.C.

February 13, 1986

Mr. Harold R. Denton, Director  
Office of Nuclear Reactor Regulation  
U. S. Nuclear Regulatory Commission  
Washington, D. C. 20555

Re: Cleveland Electric Illuminating Company  
(Perry Nuclear Power Plant, Units 1 and 2)  
Docket Nos. 50-440 and 50-441

Duquesne Light Company  
(Beaver Valley Power Station, Unit 2)  
Docket No. 50-412

Toledo Edison Company  
(Davis-Besse Nuclear Power Plant)  
Docket No. 50-346

Dear Sir:

My letters of August 14, 1985, November 13, 1985, January 8, 1986 and January 31, 1986 transmitted to you documents (Form U-1, Amendments 1 and 2 to Form U-1, and Form S-4) that had been filed with the Securities and Exchange Commission in connection with the proposed affiliation between The Cleveland Electric Illuminating Company and The Toledo Edison Company. Enclosed for your information is Amendment No. 5 to Form U-1 which was recently filed with the SEC to provide additional information concerning the proposed affiliation.

Very truly yours,

*Jay E. Silberg*

Jay E. Silberg  
Counsel for Cleveland Electric  
Illuminating Company,  
Duquesne Light Company, and  
Toledo Edison Company

8602190292 860213  
PDR ADOCK 05000346  
M PDR

JES:L  
Enclosure

3005  
1/1

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

AMENDMENT NO. 5

to

FORM U-1

APPLICATION

UNDER

THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

CENTERIOR ENERGY CORPORATION  
(formerly North Holding Company)  
c/o Squire, Sanders & Dempsey  
1800 Huntington Building  
Cleveland, Ohio 44115

---

(Name of company filing this statement  
and address of principal executive offices)

None

---

Name of top registered holding company parent  
of each applicant or declarant)

Paul M. Smart, Secretary and Treasurer  
Centerior Energy Corporation  
300 Madison Avenue  
Toledo, Ohio 43652

---

(Name and address of agent for service)

The commission is requested to mail copies of  
all orders, notices and communications to:

James J. Maiwurm, Esq.  
Squire, Sanders & Dempsey  
1201 Pennsylvania Avenue, N.W.  
Washington, D. C. 20004  
202-626-6826

Gerry D. Osterland, Esq.  
Jones, Day, Reavis & Pogue  
2300 LTV Center  
2001 Ross Avenue  
Dallas, Texas 75201  
214-969-3722

Centerior Energy Corporation ("Centerior") is filing this Amendment No. 5 to its Form U-1 Application (File No. 70-7149) for the purpose of providing additional information.

ITEM 1. Description of Transaction.

Centerior will file with the Securities and Exchange Commission prior to March 1 of each year commencing in 1987 the following information:

1. Consolidating financial statements including a balance sheet, statement of income and retained earning and statement of changes in financial position for the prior year.

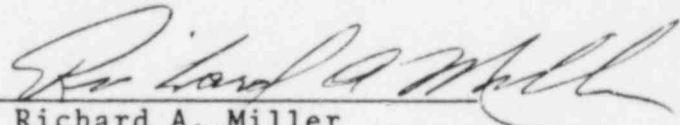
2. Financial statements of Centerior's service company using the same form required to be used by registered holding company's service companies under the Public Utility Holding Company Act of 1935.

3. Until March 1, 1991, an annual update of the activities undertaken during the prior year to increase the integration, coordination, interconnection and communication of the CEI and TE electrical facilities.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this statement (or amendment) to be signed on its behalf by the undersigned thereunto duly authorized.

CENTERIOR ENERGY CORPORATION

By:   
Richard A. Miller  
Executive Vice President

Date: February 10, 1986

CERTIFICATE OF SERVICE

A copy of Amendment No. 5 to form U-1 Application of Centerior Energy Corporation was served by Federal Express on February 10, 1986, to the following intervenors and others who have corresponded with the Securities and Exchange Commission with respect to the Affiliation:

City of Toledo, Ohio  
c/o Kirk N. Guy  
Attorney-at-Law  
City of Toledo  
Department of Public Utilities  
One Government Center  
Suite 1520  
Toledo, Ohio 43667-0001

American Municipal Power -  
Ohio, Inc.  
c/o John Bentine, Esq.  
Bell, Randazzo & Bentine  
21 East State Street  
Columbus, Ohio 43215

and

Mr. Donald L. Schlemmer  
Western Reserve Alliance  
c/o Government  
Accountability Project  
1555 Connecticut Avenue, N.W. #202  
Washington, D. C. 20036

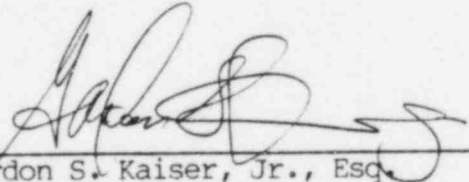
c/o David R. Straus, Esq.  
Spiegel & McDiarmid  
1350 New York Avenue, N.W.  
Washington, D. C. 20005-4798

Ohio Edison Company  
c/o Russell J. Spetrino  
Vice President and  
General Counsel  
76 South Main Street  
Akron, Ohio 44308

Victoria L. Mayhew,  
Associate Consumers' Counsel  
Office of Consumers' Counsel  
137 East State Street  
Columbus, Ohio 43215

Consumers' League of Ohio  
c/o Joseph P. Meissner, Esq.  
The Legal Aid Society of Cleveland  
Urban Development Office  
1223 West Sixth Street  
Cleveland, Ohio 44113

February 10, 1986

  
\_\_\_\_\_  
Gordon S. Kaiser, Jr., Esq.  
One of the Attorneys for  
Centerior Energy Corporation