CLEVELAND ELECTRIC ILLUMINATING CO

Form FWP June 12, 2013

Issuer Free Writing Prospectus

Filed Pursuant to Rule 433

Dated June 12, 2013

Relating to Preliminary Prospectus Supplement Dated June 10, 2013

and Prospectus Dated June 7, 2013

Registration Nos. 333-187692 and 333-187692-01 through -06

FirstEnergy Ohio PIRB Special Purpose Trust 2013

Issuing Entity

CEI Funding LLC

OE Funding LLC

TE Funding LLC

Issuers of the Phase-In-Recovery Bonds

The Cleveland Electric Illuminating Company

Ohio Edison Company

The Toledo Edison Company

Sponsors, Sellers, Initial Servicers and Depositors

PRICING TERM SHEET

\$444,922,000

Pass-Through Trust Certificates

						Proceeds		
	Expected Weighted Average Life	Principal Amount	Certificate Interest	Price to	Underwriting Discounts and	to Issuing Entity (Before	Scheduled Final Distribution	Final Maturity
Tranche ¹	(Years) ²	Offered	Rate	Public	Commissions	Expenses)	Date	Date
A-1	1.60	\$ 111,971,000	0.679%	99.9999%	0.50%	99.4999%	1/2017	1/2019
A-2	5.07	\$ 70,468,000	1.726%	99.9954%	0.50%	99.4954%	1/2020	1/2022
A-3	13.70	\$ 262,483,000	3.450%	99.9979%	0.50%	99.4979%	1/2034	1/2036

The total price to the public is \$444,913,134. The total amount of the underwriting discounts and commissions is \$2,224,610. The total amount of proceeds to the issuing entity after underwriting discounts and commissions and before deduction of expenses is \$442,688,524.

Expected Ratings:* AAAsf / Aaa(sf) / AAA(sf) by Fitch, Moody s and S&P, respectively.

Trade Date: June 12, 2013
Settlement Date: June 20, 2013

- * A securities rating is not a recommendation to buy, sell or hold securities and may be subject to withdrawal at any time. It is expected that delivery of the certificates will be made on or about June 20, 2013, which is the sixth business day (T+6) following the date of the prospectus supplement. Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days (T+3), unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the certificates on the date of the prospectus supplement or the next business day will be required to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the certificates who wish to trade the certificates on the date of the prospectus supplement or the next business day should consult their own advisors.
- Each tranche pays sequentially.
- The weighted average lives assume a closing date of June 20, 2013.

Interest Payment Dates: January 15 and July 15, commencing January 15, 2014

	Tranche A-1	Tranche A-2	Tranche A-3
Reference Benchmark:	EDFS	interpolated swaps	interpolated swaps
Benchmark Yield:	0.429%	1.327%	2.750%
Reoffer Spread:	25 bps	40 bps	70 bps
Reoffer Yield:	0.679%	1.727%	3.450%
Net Proceeds (%):	99.4999%	99.4954%	99.4979%
Net Proceeds (\$):	\$111,411,033	\$70,112,418	\$261,165,073
CUSIP:	33766Q AA5	33766Q AB3	33766Q AC1
ISIN:	US33766QAA58	US33766QAB32	US33766QAC15

Joint Bookrunning Managers: Citigroup Global Markets Inc.

Goldman, Sachs & Co.

Credit Agricole Securities (USA) Inc.

Co-Managers: Barclays Capital Inc.

Merrill Lynch, Pierce, Fenner & Smith Incorporated

RBS Securities Inc.

CEI Funding LLC, OE Funding LLC, TE Funding LLC, The Cleveland Electric Illuminating Company, Ohio Edison Company and The Toledo Edison Company, on behalf of FirstEnergy Ohio PIRB Special Purpose Trust 2013 (the Issuing Entity), have filed a registration statement (including a prospectus and prospectus supplement) (Registration Nos. 333-187692 and 333-187692-01 through -05) with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and the most recent versions of other documents filed with the SEC by or on behalf of the Issuing Entity for more complete information about the Issuing Entity and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. You can also obtain copies of the registration statement from the SEC upon payment of prescribed charges, or you can examine the registration statement free of charge at the SEC s offices at 100 F Street, N.E., Washington, D.C. 20549. Alternatively, we, Citigroup Global Markets Inc. or any dealer participating in the offering will arrange to send you the prospectus and prospectus supplement if you request it by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407.

Expected Amortization Schedule³

Outstanding Bond Principal Balances

CEI Funding LLC

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7/2030 21,557,406 1/2031 18,377,795 7/2031 15,171,903 1/2032 11,882,143 7/2032 8,564,201 1/2033 5,160,458 7/2034 1,726,567 1/15/2035 1,720,567	7/2029			
1/2031 18,377,795 7/2031 15,171,903 1/2032 11,882,143 7/2032 8,564,201 1/2033 5,160,458 7/2034 1,726,567 1/15/2035 1,720,567	1/2030			24,655,016
1/2031 18,377,795 7/2031 15,171,903 1/2032 11,882,143 7/2032 8,564,201 1/2033 5,160,458 7/2034 1,726,567 1/2034 1/15/2035	7/2030			21,557,406
1/2032 11,882,143 7/2032 8,564,201 1/2033 5,160,458 7/2034 1,726,567 1/15/2035 1,720,567	1/2031			18,377,795
7/2032 8,564,201 1/2033 5,160,458 7/2033 1,726,567 1/2034 7/2034 1/15/2035	7/2031			15,171,903
7/2032 8,564,201 1/2033 5,160,458 7/2033 1,726,567 1/2034 7/2034 1/15/2035	1/2032			11,882,143
7/2033 1,726,567 1/2034 7/2034 1/15/2035				8,564,201
1/2034 7/2034 1/15/2035				5,160,458
7/2034 1/15/2035				1,726,567
1/15/2035	1/2034			
	7/2034			
7/2035				
	7/2035			

May not total due to rounding.

OE Funding LLC

Semiannual			
Payment Date	Tranche A-1 Balance	Tranche A-2 Balance	Tranche A-3 Balance
Tranche Size	\$ 35,690,000	\$ 10,202,000	\$ 123,612,000
Date	Ψ 33,070,000	Ψ 10,202,000	Ψ 123,012,000
Closing Date	\$ 35,690,000	\$ 10,202,000	\$ 123,612,000
1/2014	22,811,220	10,202,000	123,612,000
7/2014	8,025,370	10,202,000	123,612,000
1/2015	5,977,864	10,202,000	123,612,000
7/2015	4,279,375	10,202,000	123,612,000
1/2016	2,568,633	10,202,000	123,612,000
7/2016	855,106	10,202,000	123,612,000
1/2017	055,100	9,347,183	123,612,000
7/2017		7,639,593	123,612,000
1/2018		5,934,136	123,612,000
7/2018		4,228,985	123,612,000
1/2019		2,523,264	123,612,000
7/2019		831,598	123,612,000
1/2020		00 1,0 7 0	122,779,605
7/2020			121,138,425
1/2021			119,481,165
7/2021			117,738,548
1/2022			113,700,157
7/2022			109,638,027
1/2023			105,524,817
7/2023			101,398,577
1/2024			97,247,384
7/2024			92,994,684
1/2025			88,698,524
7/2025			84,298,355
1/2026			79,852,183
7/2026			75,299,416
1/2027			70,698,012
7/2027			65,987,335
1/2028			61,225,298
7/2028			56,351,217
1/2029			51,422,957
7/2029			46,379,785
1/2030			41,279,518
7/2030			36,061,372
1/2031			30,783,112
7/2031			25,383,903
1/2032			19,921,457
7/2032			14,334,884
1/2033			8,681,842
7/2033			2,901,386
1/2034			
7/2034			
1/2035			
7/2035			

TE Funding LLC

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Payment Date	Tranche A-1 Balance	Tranche A-2 Balance	Tranche A-3 Balance
Tranche Size	\$ 3,778,000	\$ 3,883,000	\$ 35,711,000
Date	\$ 3,770,000	Ψ 5,005,000	Ψ 55,711,000
Closing Date	\$ 3,778,000	\$ 3,883,000	\$ 35,711,000
1/2014	3,386,649	3,883,000	35,711,000
7/2014	2,796,264	3,883,000	35,711,000
1/2015	2,171,530	3,883,000	35,711,000
7/2015	1,563,247	3,883,000	35,711,000
1/2016	930,421	3,883,000	35,711,000
7/2016	319,791	3,883,000	35,711,000
1/2017	319,791	3,562,373	35,711,000
7/2017		2,938,691	35,711,000
1/2018		2,286,104	35,711,000
7/2018		1,649,500	35,711,000
1/2019		980,581	35,711,000
7/2019		332,747	35,711,000
1/2020		332,747	35,379,059
7/2020			34,738,407
1/2021			34,062,184
7/2021			33,385,713
1/2022			32,251,231
7/2022			31,134,321
1/2023			29,966,042
7/2023			28,814,852
1/2024			27,622,376
7/2024			26,433,544
1/2025			25,199,990
7/2025			23,969,371
1/2026			22,693,310
7/2026			21,419,451
1/2027			20,099,404
7/2027			18,780,800
1/2028			
7/2028			17,415,237 16,050,331
1/2029			14,637,667
7/2029			
			13,224,848
1/2030			11,763,444
7/2030			10,301,045
1/2031			8,789,205
7/2031			7,275,501
1/2032			5,711,471
7/2032			4,144,675
1/2033			2,526,638
7/2033			904,904
1/2034			
7/2034			
1/2035			
7/2035			

Outstanding Certificate Balances

FirstEnergy Ohio PIRB Special Purpose Trust 2013

Semiannual

	Tranche A-1	Tranche A-2	Tranche A-3
Distribution Date Tranche Size	Balance \$ 111,971,000	Balance	Balance \$ 262,483,000
	\$ 111,971,000	\$ 70,468,000	\$ 202,483,000
Date Clasing Date	¢ 111 071 000	¢ 70 469 000	¢ 262 492 000
Closing Date	\$ 111,971,000	\$ 70,468,000	\$ 262,483,000
1/2014	84,503,186	70,468,000	262,483,000
7/2014	53,209,497	70,468,000	262,483,000
1/2015	40,853,255	70,468,000	262,483,000
7/2015	29,276,736	70,468,000	262,483,000
1/2016	17,503,237	70,468,000	262,483,000
7/2016	5,894,337	70,468,000	262,483,000
1/2017		64,573,760	262,483,000
7/2017		52,958,053	262,483,000
1/2018		41,164,105	262,483,000
7/2018		29,512,831	262,483,000
1/2019		17,609,242	262,483,000
7/2019		5,893,125	262,483,000
1/2020			256,590,647
7/2020			245,020,181
1/2021			233,094,870
7/2021			221,545,579
1/2022			213,887,973
7/2022			206,320,480
1/2023			198,565,771
7/2023			190,844,784
1/2024			182,995,530
7/2024			175,033,758
1/2025			166,911,763
7/2025			158,672,546
1/2026			150,268,321
7/2026			141,742,004
1/2027			133,045,727
7/2027			124,222,321
1/2028			115,223,829
7/2028			106,092,995
1/2029			96,781,773
7/2029			87,332,813
1/2030			77,697,977
7/2030			
			67,919,822
1/2031 7/2031			57,950,113
			47,831,307
1/2032			37,515,070
7/2032			27,043,760
1/2033			16,368,938
7/2033			5,532,858
1/2034			
7/2034			
1/2035			
7/2035			