

FORM U-6B-2

CERTIFICATE OF NOTIFICATION

Filed by a registered holding company or subsidiary thereof pursuant to Rule 20(d) adopted under the Public Utility Holding Company Act of 1935

Certificate is filed by Fitchburg Gas and Electric Light Company

This Certificate is notice that the above-named company has issued, renewed or guaranteed the security or securities described herein, which issue, renewal or guaranty was exempted from the provisions of Section 6(a) of the Act and was neither the subject of a declaration or application on Form U-1 nor included within the exemption provided by Rule 48.

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1. Type of security or securities.

7.98% Notes due June 1, 2031.

2. Issue, renewal or guaranty.

Issue (private placement).

3. Principal amount of each security.

See attached Exhibit A.

4. Rate of interest per annum on each security.

7.98%.

5. Date of issue, renewal or guaranty of each security.

June 8, 2001.

6. If renewal of security, give date of original issue.

Not applicable.

7. Date of maturity of each security.

June 1, 2031.

8. Name of persons to whom each security was issued, renewed or guaranteed.

See attached Exhibit A.

9. Collateral given with each security, if any.

None.

10. Consideration received for each security.

See attached Exhibit A.

11. Application of proceeds of each security.

The proceeds from the sale of each security, consistent with the requirements of the Order of the Massachusetts Department of Telecommunications and Energy dated May 17, 2001, will be applied to retire short-term debt incurred (1) to fund expenditures for capitalizable additions, as well as for the acquisition, extension and improvement of

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utility plant and property and (2) to finance investments in the Company's utility operations, and to fund capital additions on the Company's utility plant.

12. Indicate by a check after the applicable statement below whether the issue, renewal or guaranty of each security was exempt from the provisions of Section 6(a) because of:

- a. the provisions contained in the first sentence of Section 6(b).
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- b. the provisions contained in the fourth sentence of Section 6(b).
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- c. the provisions contained in any rule of the Commission other than Rule 48. X
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13. If the security or securities were exempt from the provisions of Section 6(a) by virtue of the first sentence of Section 6(a), give the figures which indicate that the security or securities aggregate (together with all other than outstanding notes and drafts of a maturity of nine months or less, exclusive of days of grace, as to which such company is primarily or secondarily liable) not more than 5 per centum of the principal amount and par value of the other securities of such company then outstanding.

Not applicable.

14. If the security or securities are exempt from the provisions of Section 6(a) because of the fourth sentence of Section 6(b), name the security outstanding on January 1, 1935, pursuant to the terms of which the security or securities herein described have been issued.

Not applicable.

15. If the security or securities are exempt from the provisions of Section 6(a) because of any rule of the Commission other than Rule 48 designate the rule under which exemption is claimed.

Rule 52(a).

FITCHBURG GAS AND ELECTRIC LIGHT
COMPANY

By: /s/ Mark H. Collin

Mark H. Collin
Treasurer

Dated: June 8, 2001

RELEVANT TERMS CONCERNING THE
SECURITIES (7.98% Notes due June 1, 2031)

Designation of each 7.98% Note	Name of Person to whom each 7.98% Note was Issued	Principal Amount of each 7.98% Note	Consideration Received for each 7.98% Note
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R-1	CIG & Co. as nominee for Connecticut General Life Insurance Company	\$6,500,000	\$6,500,000
R-2	CIG & Co. as nominee for INA Life Insurance Company of New York	\$3,000,000	\$3,000,000
R-3	J. Romeo & Co. as nominee for The Canada Life Assurance Company	\$1,500,000	\$1,500,000
R-4	J. Romeo & Co. as nominee for The Canada Life Assurance Company	\$1,500,000	\$1,500,000
R-5	J. Romeo & Co. as nominee for Canada Life Insurance Company of America	\$1,000,000	\$1,000,000
R-6	J. Romeo & Co. as nominee for The Canada Life Assurance Company	\$500,000	\$500,000