

METROPOLITAN EDISON CO
Form U-6B-2
October 01, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM U-6B-2

Certificate of Notification

Filed by a registered holding company or subsidiary thereof pursuant to Rule U-20-(d) [Reg. Section 250.20, paragraph 36,652] or U-47 [Reg. Section 250.47, paragraph 36,620] adopted under the Public Utility Holding Company Act of 1935

Certificate is filed by METROPOLITAN EDISON COMPANY (the "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 U-48 [Reg. Section 250.48, paragraph 36,621].

1. Type of the security or securities ("draft," "promissory note").
Medium-Term Notes, Series D (the "Notes")

2. Issue, renewal or guaranty (indicate nature of transaction by ____).
Issue

3. Principal amount of each security. \$100,000,000

4. Rate of interest per annum of each security.
5.72% accruing from September 24, 2001

5. Date of issue, renewal or guaranty of each security. September 24, 2001

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

7. Date of maturity of each security. (In the case of demand notes,
indicate "on demand.") September 15, 2006

8. Name of the person to whom each security was issued, renewed or

guaranteed. \$100,000,000 aggregate principal amount of Notes was sold

to purchasers, as principal, pursuant to the terms of that certain

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Selling Agency Agreement dated August 11, 1999, as amended by a Letter

Agreement dated September 19, 2001, between and among, Metropolitan

Edison Company, J.P. Morgan Securities Inc, ABN Amro Incorporated, First

Union Securities, Inc. and Merrill Lynch, Pierce, Fenner & Smith

Incorporated.

9. Collateral given with each security, if any. Initially, the Notes,

which are issued pursuant to an Indenture (the "Senior Note

Indenture") dated as of July 1, 1999, between the Company and The Bank

of New York, as successor trustee (in such capacity, the "Senior Note

Trustee"), will be, in accordance with the Senior Note Indenture,

secured by \$100,000,000 aggregate principal amount of the

Company's first mortgage bonds issued pursuant to the

Indenture, dated November 1, 1944, between the Company and The Bank

of New York, as Successor Trustee, as amended and supplemented.

However, in accordance with the Senior Note Indenture, on the date

that the Senior Note Trustee holds 80% or more of all of the Company's

outstanding first mortgage bonds, the Notes will no longer be secured by

any of the Company's first mortgage bonds. At that time, the Notes will

be unsecured obligations of the Company and will rank equally with all

of its unsecured and unsubordinated indebtedness.

10. Consideration received for each security. \$99,500,000

11. Application of proceeds of each security. (Item 11 added by amendment
in Release No. 7346, issued April 10, 1947 and effective May 1, 1947.)
Repayment of outstanding short-term indebtedness.

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

