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NORTHEAST UTILITIES SYSTEM
Form 35-CERT
November 17, 2003

UNITED STATES OF AMERICA
BEFORE THE SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

In the Matter of

| | |
|-------------------------------------|-------------|
| NORTHEAST UTILITIES | CERTIFICATE |
| THE CONNECTICUT LIGHT AND | PURSUANT TO |
| POWER COMPANY | RULE 24 |
| WESTERN MASSACHUSETTS | |
| ELECTRIC COMPANY | |
| HOLYOKE WATER POWER COMPANY | |
| NORTHEAST UTILITIES SERVICE COMPANY | |
| NORTHEAST NUCLEAR ENERGY COMPANY | |
| ROCKY RIVER REALTY COMPANY | |
| NORTH ATLANTIC ENERGY COMPANY | |
| PUBLIC SERVICE COMPANY OF | |
| NEW HAMPSHIRE | |
| QUINNEHTUK, INC. | |
| NU ENTERPRISES, INC. | |
| SELECT ENERGY, INC. | |
| NORTHEAST GENERATION COMPANY | |
| NORTHEAST GENERATION SERVICE | |
| COMPANY | |
| MODE 1 COMMUNICATIONS, INC. | |
| SELECT ENERGY SERVICES, INC. | |
| YANKEE GAS SERVICES COMPANY | |
| YANKEE ENERGY FINANCIAL | |
| SERVICES COMPANY | |
| YANKEE ENERGY SERVICES COMPANY | |
| NORCONN PROPERTIES, INC. | |
| YANKEE ENERGY SYSTEM, INC. | |
| SELECT ENERGY NEW YORK, INC. | |
| E. S. BOULOS COMPANY | |
| WOODS ELECTRICAL COMPANY, INC. | |
| WOODS NETWORK SERVICES, INC. | |

File No. 70-9755
(Public Utility Holding
Company Act of 1935)

Pursuant to the requirements of Rule 24(a) of the Commission's regulations under the Public Utility Holding Company Act of 1935, and with reference to the transaction proposed in the Application/Declaration on Form U-1 (the "Application") in File No. 70-9755, the Applicants hereto hereby report and certify as follows:

- (i) On November 10, 2003, NU entered into a \$350 million revolving credit facility pursuant to a Credit Agreement dated as of November 10, 2003 among Northeast Utilities, the Banks Named Therein, Union Bank of California, N.A. as Administrative Agent and Bank One, N.A., as Fronting Bank, a copy of which is filed as an Exhibit B-5 to this Certificate.
- (ii) On November 10, 2003, Western Massachusetts

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Electric Company ("WMECO"), The Connecticut Light and Power Company ("CL&P"), Public Service Company of New Hampshire ("PSNH") and Yankee Gas Services Company ("Yankee Gas") entered into a \$300 million revolving credit facility pursuant to a Credit Agreement dated as of November 10, 2003, among WMECO, CL&P, PSNH, Yankee Gas, the Banks Named Therein and Citibank, N.A. as Administrative Agent, a copy of which is filed as Exhibit B-6 to this Certificate.

The transactions referenced above were carried out in accordance with the terms and conditions of and for the purposes represented by the Application and the order of the Commission issued on June 30, 2003
in this file.

Submitted with this Certificate is a copy of the Terms of the NU System Money Pool (Revised July 2003) as Exhibit A-4, and the "past tense" opinion of counsel as Exhibit F-4.

Exhibits

- Exhibit A-4 Terms of the NU System Money Pool, Revised July, 2003.
- Exhibit B-5 Credit Agreement dated as of November 10, 2003 among Northeast Utilities, the Banks Named Therein, Union Bank of California, N.A. as Administrative Agent and Bank One, N.A., as Fronting Bank
- Exhibit B-6 Credit Agreement dated as of November 10, 2003, among WMECO, CL&P, PSNH, Yankee Gas, the Banks Named Therein and Citibank, N.A. as Administrative Agent
- Exhibit F-3 Post-Effective Opinion of Counsel

SIGNATURE PAGE TO FOLLOW
SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Applicants have duly caused this Certificate to be signed on their behalf by the undersigned hereunto duly authorized

NORTHEAST UTILITIES
THE CONNECTICUT LIGHT AND POWER COMPANY
WESTERN MASSACHUSETTS ELECTRIC COMPANY
HOLYOKE WATER POWER COMPANY
NORTHEAST UTILITIES SERVICE COMPANY
NORTHEAST NUCLEAR ENERGY COMPANY
ROCKY RIVER REALTY COMPANY
NORTH ATLANTIC ENERGY COMPANY
PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE
QUINNEHTUK, INC.
NU ENTERPRISES, INC.
SELECT ENERGY, INC.
NORTHEAST GENERATION COMPANY
NORTHEAST GENERATION SERVICE COMPANY
MODE 1 COMMUNICATIONS, INC.
SELECT ENERGY SERVICES, INC.
YANKEE GAS SERVICES COMPANY
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YANKEE ENERGY SERVICES COMPANY
NORCONN PROPERTIES, INC.
YANKEE ENERGY SYSTEM, INC.
SELECT ENERGY NEW YORK, INC.
E. S. BOULOS COMPANY
WOODS ELECTRICAL COMPANY, INC.
WOODS NETWORK SERVICES, INC.

By: /s/ Randy A. Shoop
Randy A. Shoop
Assistant Treasurer-Finance, Northeast Utilities
Service Company,
as Agent for all of the above-named companies

Dated: November 14, 2003