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NORTHEAST UTILITIES SYSTEM

Form U-1

December 08, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM U-1

APPLICATION/DECLARATION

UNDER

THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

The Connecticut Light and Power Company CL&P Receivables Corporation NU Enterprises, Inc. Northeast Generation Services Company Woods Network Services, Inc. NGS Mechanical, Inc. E.S. Boulos Company Woods Electrical Co., Inc. Northeast Generation Company Select Energy, Inc. Select Energy New York, Inc. The Rocky River Realty Company Select Energy Contracting, Inc. The Quinnehtuk Company Charter Oak Energy, Inc. Mode 1 Communications, Inc. Northeast Utilities Service Company Yankee Energy System, Inc. Yankee Gas Services Company Yankee Energy Financial Services Company Northeast Nuclear Energy Company NorConn Properties, Inc. Yankee Energy Services Company 107 Selden Street Berlin, CT 06037	Public Service Company of New Hampshire Properties, Inc. North Atlantic Energy Corporation North Atlantic Energy Services Corp. Energy Park 780 North Commercial Street Manchester, NH 03101 Select Energy Services, Inc. Reeds Ferry Supply Co., Inc. HEC/Tobyhanna Energy Project, Inc. 24 Prime Parkway Natick, MA 01760 Northeast Utilities Western Massachusetts Electric Company 174 Brush Hill Avenue West Springfield, MA 01090-0010 Holyoke Power and Electric Company One Canal Street Holyoke, MA 01040
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(Name of companies filing this statement and addresses of principal executive offices)

NORTHEAST UTILITIES

(Name of top registered holding company)

Gregory B. Butler, Esq.
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Northeast Utilities Service Company
P.O. Box 270
Hartford, CT 06141-0270

(Name and address of agent for service)

The Commission is requested to mail signed copies of all orders, notices and communications to

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ITEM 1. DESCRIPTION OF PROPOSED TRANSACTION.

1. Northeast Utilities ("NU"), a public utility holding company registered under the Public Utility Holding Company Act of 1935, as amended (the "Act") and The Connecticut Light and Power Company and its subsidiary CL&P Receivables Corporation, Western Massachusetts Electric Company, Public Service Company of New Hampshire and its subsidiary Properties, Inc., Holyoke Water Power Company and its subsidiary Holyoke Power and Electric Company, North Atlantic Energy Corporation, North Atlantic Energy Service Corporation, Northeast Nuclear Energy Company, The Rocky River Realty Company, The Quinnehtuk Company, Charter Oak Energy, Inc., and Northeast Utilities Service Company, each a wholly-owned subsidiary of NU, Yankee Energy System, Inc. ("Yankee Energy"), a wholly-owned public utility holding company subsidiary of NU and its wholly-owned subsidiaries, Yankee Gas Services Company, Yankee Energy Financial Services Company, Yankee Energy Services Company and NorConn Properties, Inc.; and NU Enterprises, Inc., a wholly owned nonutility holding company subsidiary of NU, and its direct and indirect wholly-owned subsidiaries, Northeast Generation Company, Northeast Generation Services Company and its subsidiaries, NGS Mechanical, Inc., E.S. Boulos Company, and Woods Electrical Company, Inc., Select Energy, Inc. and its subsidiary Select Energy New York, Inc., Select Energy Services, Inc., and its subsidiaries Reeds Ferry Supply, Co., Inc., HEC/Tobyhanna Energy Project, Inc. and Select Energy Contracting, Inc., Mode 1 Communications, Inc. and Woods Network Services, Inc., (collectively, the "Subsidiaries" and collectively with NU, the "Applicants") submit this application/declaration (the "Application") pursuant to Section 12 of the Act and Rule 45 thereunder with respect to the amendment of the NU System Tax Allocation Agreement such that NU will retain the benefit (in the form of the reduction in consolidated tax) that is attributable to tax losses incurred by it in connection with the Acquisition Debt (as defined herein), rather than reallocate such tax benefit to its Subsidiaries.

2. On March 1, 2000, NU acquired Yankee Energy System, Inc. ("YES") and issued \$263 million of debt ("YES Debt") to finance a portion of the acquisition cost. This debt was refinanced several times and is now represented by Senior Notes, due 2012 with a coupon rate of 7.25% per annum. See Holding Company Act Rel. No. 35-27127 (January 31, 2000).

3. For purposes of this Application, "Acquisition Debt" means the YES Debt and indebtedness that may be incurred by NU to refinance such indebtedness.

4. The Applicants request that the Commission authorize NU and its Subsidiaries to amend the Tax Allocation Agreement as set forth in the Second Amended and Restated Tax Allocation Agreement that is filed herewith as Exhibit B-1 (the "Amended Tax Allocation Agreement"). Under the

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proposed Amended Tax Allocation Agreement, the consolidated tax would generally be allocated among the members of the group in proportion to the separate return tax of each member, provided that the tax apportioned to any subsidiary company of NU will not exceed the "separate return tax" of such subsidiary with NU allocating the benefits of its own losses generally to its subsidiaries.