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NORTHEAST UTILITIES SYSTEM  
Form 35-CERT  
June 06, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Application of Northeast ) CERTIFICATE PURSUANT TO  
Utilities on Form U-1 ) RULE 24 UNDER THE PUBLIC  
File No. 70-10051 ) UTILITY HOLDING COMPANY ACT  
 ) of 1935  
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Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, as amended (the "Act"), Northeast Utilities ("NU") certifies that certain of the transactions, as proposed in the Application/Declaration (the "Application") to the Commission on Form U-1 (File No. 70-10051), as amended, and authorized by order of the Commission in Public Utility Holding Company Act Release No. 35-27659, dated March 18, 2003, have been carried out in accordance with the terms and conditions of and for the purposes represented by the Application and of the Commission's order with respect thereto.

Specifically, on June 3, 2003, NU issued \$150 million of its Senior Notes, Series B, Due 2008 (the "Notes"). The Notes bear an interest rate of 3.30% per year and were sold to the public through an underwriting group headed by Morgan Stanley & Co., Incorporated. The underwriting discount was 0.60% and proceeds to NU were 99.167% of the principal amount.

Proceeds of the Notes were applied to refinance short-term debt, invest in competitive subsidiaries and other general corporate purposes.

Submitted with this Certificate is the Second Supplemental Indenture dated as of June 1, 2003 between NU and The Bank of New York, as Trustee, under which the Notes were issued.

Exhibits

A-1.3 Second Supplemental Indenture

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, Northeast Utilities has duly caused this Certificate to be signed on its behalf by the undersigned hereunto duly authorized.

Northeast Utilities

By: /s/ Randy A. Shoop  
Name: Randy A. Shoop  
Title: Assistant Treasurer - Finance

Dated: June 6, 2003