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NORTHEAST UTILITIES SYSTEM  
 Form 35-CERT  
 May 21, 2002

File No. 70-9541

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

Application of Northeast Utilities, )  
 The Connecticut Light and Power Company, )  
 Public Service Company of New Hampshire, )  
 Western Massachusetts Electric Company, )  
 North Atlantic Energy Corporation, )  
 NU Enterprises, Inc., ) CERTIFICATE PURSUANT TO RULE 24  
 Northeast Generation Company, ) UNDER THE PUBLIC UTILITY HOLDING  
 Northeast Generation Services Company, ) COMPANY ACT OF 1935  
 Select Energy, Inc., )  
 Select Energy Services, Inc., )  
 Select Energy Contracting, Inc., )  
 Reeds Ferry Supply Co., Inc., )  
 HEC Energy Consulting Canada, Inc. )  
 on Form U-1 )

Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, Northeast Utilities ("NU"), a registered holding company, hereby files this quarterly report as required by the Securities and Exchange Commission's order authorizing the use of proceeds of financing transaction for investment in Exempt Wholesale Generators. (HCAR No. 35-27147, March 7, 2000, File No. 70-9541) ("Order").

For the quarter ended March 31, 2002, the following information is reported pursuant to the Order.

- 1) A total capitalization calculation to include a breakdown of the common stock equity account and by percentage for each equity and debt category for the period ending for each Applicant that indicates the amount, if any, of dividends paid to NU and/or the amount of repurchased stock from NU during the quarter; total capitalization is to include all short-term debt and current maturities.

The Connecticut Light and Power Company (CL&P)

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As of March 31, 2002		
	(Thousands of Dollars)	%
-----		
Common shareholders' equity		
Common shares	\$ 75,849	2.5%
Capital surplus, paid in	414,129	13.4
Retained earnings	292,177	9.5
	-----	-----
Total common shareholder's equity	782,155	25.4
Preferred stock	116,200	3.8
Long-term and short-term debt	825,293	26.7
Rate reduction bonds	1,358,652	44.1
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\$3,082,300 100.0%  
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A common dividend of \$15,018,070.32 was declared on March 15, 2002, and was paid to NU on March 31, 2002.

Western Massachusetts Electric Company (WMECO)

As of March 31, 2002

	(Thousands of Dollars)	%
Common shareholders' equity		
Common shares	\$ 12,742	2.7%
Capital surplus, paid in	82,386	17.6
Retained earnings	58,311	12.5
Total common shareholders' equity	153,439	32.8
Long-term and short-term debt	164,290	35.2
Rate reduction bonds	149,569	32.0
	\$ 467,298	100.0%

A common dividend of \$4,001,113.60 was declared on March 27, 2002 and was paid to NU on March 27, 2002.

Public Service Company of New Hampshire (PSNH)

As of March 31, 2002

	(Thousands of Dollars)	%
Common shareholders' equity		
Common shares	\$ -	- %
Capital surplus, paid in	164,837	12.7
Retained earnings	171,398	13.1
Total common shareholders' equity	336,235	25.8
Long-term and short-term debt	422,285	32.4
Rate reduction bonds	543,586	41.8
	\$1,302,106	100.0%

A common dividend of \$16,750,000.00 was declared on February 28, 2002 and was paid to NU on March 31, 2002.

- 2) The current senior debt rating of each Applicant to include a representation that the rating is at or above investment grade.

As of March 31, 2002, the senior debt ratings issued by Standard and Poor's Corporation of CL&P, WMECO and PSNH are each BBB+, which is an investment grade rating. None of the other applicants have senior debt ratings.

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3) The amount of cash-on-hand both during the quarter and as of the end of each quarter for CL&P, PSNH, WMECO, and NAEC to include a representation as to whether internal cash funds available during the quarter were sufficient to fund each company's normal business operations or had to be supplemented with borrowings.

NU represents that during the quarter ended March 31, 2002, internal cash funds available during the quarter, confirmed with financing activities set forth below, were sufficient to fund each company's normal business operations.

Internal cash funds available during the quarter were supplemented with external borrowings during the quarter for PSNH and WMECO.

	Cash beginning of period 1/1/2002 -----	Net cash flows provided by/ (used in) operating activities -----	Net cash flows (used in)/ provided by investing activities -----	Net cash flows (used in)/ provided by financing activities -----	Cash of p 3/31 -----
			(Thousands of Dollars)		
CL&P	\$ 773	\$81,937	\$ (63,927)	\$ (16,537)	\$2,
PSNH	1,479	85,067	(61,552)	(22,691)	2,
WMECO	599	7,293	14,618	(21,755)	
NAEC	84	366	(383)	-	

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this certificate to be signed on its behalf by the undersigned thereunto duly authorized.

/s/ John P. Stack

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 John P. Stack  
 Vice President - Accounting and Controller  
 Northeast Utilities  
 P.O. Box 270  
 Hartford, CT 06141-0270  
 May 21, 2002