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NORTHEAST UTILITIES SYSTEM  
Form 35-CERT  
November 17, 2004

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

In the Matter of

NORTHEAST UTILITIES  
THE CONNECTICUT LIGHT AND  
POWER COMPANY

CERTIFICATE  
PURSUANT TO  
RULE 24

NORTHEAST UTILITIES SERVICE COMPANY  
WESTERN MASSACHUSETTS ELECTRIC COMPANY  
PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE  
NORTH ATLANTIC ENERGY CORPORATION  
HOLYOKE WATER POWER COMPANY  
NORTHEAST NUCLEAR ENERGY COMPANY  
YANKEE ENERGY SYSTEM, INC.  
YANKEE GAS SERVICES COMPANY  
THE ROCKY RIVER REALTY COMPANY  
THE QUINNEHTUK COMPANY  
NU ENTERPRISES, INC.  
NORTHEAST GENERATION COMPANY  
NORTHEAST GENERATION SERVICE COMPANY  
PROPERTIES, INC.  
WOODS ELECTRICAL CO., INC.  
WOODS NETWORK SERVICES, INC.  
E. S. BOULOS COMPANY  
SELECT ENERGY, INC.  
SELECT ENERGY NEW YORK, INC.  
MODE 1 COMMUNICATIONS, INC.  
SELECT ENERGY SERVICES, INC.  
YANKEE ENERGY FINANCIAL SERVICES COMPANY  
YANKEE ENERGY SERVICES COMPANY  
NORCONN PROPERTIES, 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 8, 2004, Northeast Utilities ("NU") entered into a \$500 million revolving credit facility pursuant to a Credit Agreement dated as November 8, 2004 among Northeast Utilities, the Banks Named Therein, Union Bank of California, N.A. as Administrative Agent and JPMorgan Chase Bank, as Fronting Bank, under which NU may borrow up to \$450 million until such time as NU receives an order from the Commission authorizing a higher amount. A copy of the Credit Agreement is filed as an Exhibit B-7 to this Certificate.
- (ii) On November 8, 2004, Western Massachusetts Electric Company

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("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 \$400 million revolving credit facility pursuant to a Credit Agreement dated as of November 8, 2004, among WMECO, CL&P, PSNH, Yankee Gas, the Banks Named Therein and Citicorp USA, Inc., as Administrative Agent, under which CL&P may borrow up to \$200 million, and each of WMECO, PSNH and Yankee Gas may borrow up to \$100 million, subject to the aggregate maximum of \$400 million. A copy of the Credit Agreement is filed as Exhibit B-8 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, 2004 in this file (HCAR No. 27870).

### Exhibits

- Exhibit B-7 a Credit Agreement dated as of November 8, 2004 among Northeast Utilities, the Banks Named Therein, Union Bank of California, N.A. as Administrative Agent and JPMorgan Chase Bank, as Fronting Bank
- Exhibit B-8 Credit Agreement dated as of November 8, 2004, among WMECO, CL&P, PSNH, Yankee Gas, the Banks Named Therein and Citicorp USA, Inc., as Administrative Agent

[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  
Northeast Utilities Service Company  
The Connecticut Light and Power Company  
Western Massachusetts Electric Company  
Public Service Company of New Hampshire  
North Atlantic Energy Corporation  
Holyoke Water Power Company  
Northeast Nuclear Energy Company  
Yankee Energy System, Inc.  
Yankee Gas Services Company  
The Rocky River Realty Company  
The Quinnehtuk Company  
NU Enterprises, Inc.  
Northeast Generation Company  
Northeast Generation Service Company  
Properties, Inc.  
Woods Electrical Co., Inc.  
Woods Network Services, Inc.  
E. S. Boulos Company  
Select Energy, Inc.  
Select Energy New York, Inc.  
Mode 1 Communications, Inc.  
Select Energy Services, Inc.

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Yankee Energy Financial Services Company  
Yankee Energy Services Company  
NorConn Properties, Inc.

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

Dated: November 17, 2004