



Submitted with this Certificate are a copy of the Underwriting Agreement and the "past tense" opinion of counsel.

Exhibits

Exhibit B-1

Underwriting Agreement dated December 6, 2005 between NU and the Underwriters named therein (Incorporated by reference to Exhibit 1 to Form 8-K filed December 12, 2005, File No. 1-5324).

Exhibit F-2

Past-Tense Opinion of Counsel

[SIGNATURE PAGE TO FOLLOW]

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Applicant 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:

Vice President and Treasurer

Dated:

December 19, 2005