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NORTHEAST UTILITIES SYSTEM
Form 35-CERT
July 08, 2002

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

Application of Northeast)
Utilities, Western Massachusetts)
Electric Company and The Connecticut)
Light and Power Company)
on Form U-1 File No. 70-9839)

CERTIFICATE PURSUANT TO
RULE 24 UNDER THE
PUBLIC UTILITY HOLDING
COMPANY ACT OF 1935

Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, as amended (the "Act"), Northeast Utilities ("NU"), a registered public utility holding company, Western Massachusetts Electric Company ("WMECO"), an electric utility subsidiary of NU, both located in West Massachusetts and The Connecticut Light and Power Company ("CL&P"), an electric utility subsidiary of NU located in Berlin, Connecticut (collectively, "Applicants") certify that certain of the transactions, as proposed in the Application/Declaration to the Commission on Form U-1 (File No. 70-9839), as amended, and authorized by order of the Commission in Public Utility Holding Company Act Release No. 35-27529, dated May 16, 2002, have been carried out in accordance with the terms and conditions of and for the purposes represented by the Application/Declaration and the Commission's order with respect thereto. In such order the Commission granted authorization, through December 31, 2004, for CL&P to repurchase shares of its common stock from NU out of capital or unearned surplus, in an amount up to \$100 million and for WMECO to repurchase shares of its common stock from NU out of capital or unearned surplus, in an amount up to \$21 million, all from the proceeds from the sale of their respective interests in the Millstone Station nuclear generating facility.

The Applicants certify that, on June 27, 2002, WMECO repurchased 75,043 of its common shares from NU for an aggregate amount of \$13,999,271 out of capital or unearned surplus and (ii) on June 28, 2002, CL&P repurchased 772,890 of its common shares from NU for an aggregate amount of \$49,995,454 out of capital or unearned surplus. WMECO's and CL&P's senior debt securities were rated investment grade by at least one rating agency on such dates.

Submitted with this Certificate is the "past tense" opinion of counsel.

Exhibits

F-2 - Post Effective Opinion of Counsel

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 its behalf by the undersigned hereunto duly authorized.

Northeast Utilities
Western Massachusetts Electric Company
The Connecticut Light and Power Company

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By: /s/ David R. McHale
Name: David R. McHale
Title: Vice President and
Treasurer of Northeast
Utilities Service
Company, as Agent for
the above-named
companies

Dated: July 8, 2002