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NORTHEAST UTILITIES SYSTEM  
Form 35-CERT  
April 27, 2004

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

In the Matter of

NORTHEAST UTILITIES	CERTIFICATE
THE CONNECTICUT LIGHT AND	PURSUANT TO
POWER COMPANY	RULE 24
WESTERN MASSACHUSETTS	
ELECTRIC COMPANY	
HOLYOKE WATER POWER COMPANY	
NORTHEAST UTILITIES SERVICE COMPANY	
NORTHEAST NUCLEAR ENERGY COMPANY	
ROCKY RIVER REALTY COMPANY	
NORTH ATLANTIC ENERGY COMPANY	
PUBLIC SERVICE COMPANY OF	
NEW HAMPSHIRE	
QUINNEHTUK, INC.	
NU ENTERPRISES, INC.	
SELECT ENERGY, INC.	
NORTHEAST GENERATION COMPANY	
NORTHEAST GENERATION SERVICE	
COMPANY	
MODE 1 COMMUNICATIONS, INC.	
SELECT ENERGY SERVICES, INC.	
YANKEE GAS SERVICES COMPANY	
YANKEE ENERGY FINANCIAL	
SERVICES COMPANY	
YANKEE ENERGY SERVICES COMPANY	
NORCONN PROPERTIES, INC.	
YANKEE ENERGY SYSTEM, INC.	
SELECT ENERGY NEW YORK, INC.	
E. S. BOULOS COMPANY	
WOODS ELECTRICAL COMPANY, INC.	
WOODS NETWORK SERVICES, 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:

As of March 31, 2004, Western Massachusetts Electric Company ("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 an Amendment to the Credit Agreement dated as of November 10, 2003, among WMECO, CL&P, PSNH, Yankee Gas, the Banks Named Therein and Citibank, N.A. as Administrative Agent, a copy of which is filed as Exhibit B-7 to this Certificate.

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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, 2003 in this file.

Exhibits

Exhibit B-7      Amendment dated as of March 31, 2004 to Credit Agreement dated as of November 10, 2003, among WMECO, CL&P, PSNH, Yankee Gas, the Banks Named Therein and Citibank, N.A. 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  
THE CONNECTICUT LIGHT AND POWER COMPANY  
WESTERN MASSACHUSETTS ELECTRIC COMPANY  
HOLYOKE WATER POWER COMPANY  
NORTHEAST UTILITIES SERVICE COMPANY  
NORTHEAST NUCLEAR ENERGY COMPANY  
ROCKY RIVER REALTY COMPANY  
NORTH ATLANTIC ENERGY COMPANY  
PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE  
QUINNEHTUK, INC.  
NU ENTERPRISES, INC.  
SELECT ENERGY, INC.  
NORTHEAST GENERATION COMPANY  
NORTHEAST GENERATION SERVICE COMPANY  
MODE 1 COMMUNICATIONS, INC.  
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YANKEE GAS SERVICES COMPANY  
YANKEE ENERGY FINANCIAL SERVICES COMPANY  
YANKEE ENERGY SERVICES COMPANY  
NORCONN PROPERTIES, INC.  
YANKEE ENERGY SYSTEM, INC.  
SELECT ENERGY NEW YORK, INC.  
E. S. BOULOS COMPANY  
WOODS ELECTRICAL COMPANY, INC.  
WOODS NETWORK SERVICES, INC.

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

Dated: April 26, 2004