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NORTHEAST UTILITIES SYSTEM  
Form 35-CERT  
November 28, 2001

UNITED STATES OF AMERICA

BEFORE THE SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

In the Matter of

NORTHEAST UTILITIES ("NU")	CERTIFICATE
WESTERN MASSACHUSETTS ELECTRIC	PURSUANT TO
COMPANY ("WMECO"), THE CONNECTICUT	RULE 24
LIGHT AND POWER COMPANY ("CL&P"),	
PUBLIC SERVICE COMPANY OF NEW	
HAMPSHIRE ("PSNH"), YANKEE GAS SERVICES	
COMPANY ("Yankee")	

File No. 70-09775  
(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. 70-09775, NU, CL&P, WMECO, PSNH and Yankee hereby report and certify as follows:

(i) On November 16, 2001, NU entered into a \$300 million revolving credit facility pursuant to a Credit Agreement dated as of November 16, 2001 among Northeast Utilities, the Banks Named Therein, Union Bank of California, N.A. as Administrative Agent and Bank One, N.A., as Fronting Bank, a copy of which is filed as an exhibit to this Certificate.

(ii) On November 16, 2001, WMECO, CL&P, PSNH and Yankee entered into a \$350 million revolving credit facility pursuant to a Credit Agreement dated as of November 16, 2001, among WMECO, CL&P, PSNH, Yankee, the Banks Named Therein and Citibank, N.A. as Administrative Agent, a copy of which is filed as an exhibit 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 December 28, 2000 in this file.

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

November 28, 2001

NORTHEAST UTILITIES  
WESTERN MASSACHUSETTS ELECTRIC COMPANY  
THE CONNECTICUT LIGHT AND POWER COMPANY  
PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE  
YANKEE GAS SERVICES COMPANY

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