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NORTHEAST UTILITIES SYSTEM  
Form 35-CERT  
October 06, 2004

File No. 70-8080

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

Application of Northeast Utilities ) CERTIFICATE PURSUANT TO RULE 24  
on Form U-1 ) 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 holding company under the Act, certifies that the transactions as proposed in the Application/Declaration to the Commission on Form U-1 (File No. 70-8080), as amended, and authorized by orders of the Commission in Public Utility Holding Company Act Releases No. 35-25842, dated June 30, 1993, and 35-26368, dated September 5, 1995, have been carried out in accordance with the terms and conditions of and for the purposes stated in the Application/Declaration, as amended, and of the Commission's orders with respect thereto.

Specifically, NU issued 50,000 of its Common Shares, \$5.00 par value, for the purpose of providing compensation for its non-employee trustees on or prior to April 1, 2002.

Attached is the "past tense" opinion of counsel required by paragraph (2) of Instruction F As to Exhibits of Form U-1.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this Certificate to be signed on its behalf by the undersigned thereunto duly authorized.

NORTHEAST UTILITIES

/s/ Randy A. Shoop  
Randy A. Shoop  
Assistant Treasurer - Finance  
Northeast Utilities  
P.O. Box 270  
Hartford, CT 06141-0270

Dated: October 6, 2004