

NORTHEAST UTILITIES SYSTEM  
Form 35-CERT/A  
April 16, 2002

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

In the Matter of

NORTHEAST UTILITIES ("NU")

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

File No. 70-09535  
(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, as proposed in the Application/Declaration (the "Application") to the Commission on Form U-1 (File No. 70-9535), as amended, the Certificate pursuant to Rule 24 filed on April 9, 2002 is hereby amended to include the following exhibits.

Exhibits

- A-3 - Indenture between Northeast Utilities and The Bank of New York, as Trustee, dated as of April 1, 2002
- A-4 - First Supplemental Indenture between Northeast Utilities and The Bank of New York, as Trustee, dated as of April 1, 2002

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, Northeast Utilities 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: Assistant Treasurer -  
Finance

Dated: April 16, 2002.