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NORTHEAST UTILITIES SYSTEM
Form 35-CERT
February 08, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

APPLICATION/DECLARATION ON FORM U-1 : CERTIFICATE PURSUANT TO
UNDER THE PUBLIC UTILITY HOLDING : RULE 24 UNDER THE PUBLIC
COMPANY ACT OF 1935 WITH RESPECT : UTILITY HOLDING COMPANY
TO THE ISSUANCE OF RATE REDUCTION : ACT OF 1935
BONDS AND RELATED TRANSACTIONS :
:

THE CONNECTICUT LIGHT AND POWER
COMPANY, WESTERN MASSACHUSETTS
ELECTRIC COMPANY AND PUBLIC
SERVICE COMPANY OF NEW HAMPSHIRE

(FILE NO. 70-9697)

Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, as amended (the "Act"), Public Service Company of New Hampshire ("PSNH"), an electric utility subsidiary of Northeast Utilities, a registered holding company under the Act, certifies that certain of the transactions, as proposed in the Application/Declaration to the Commission on Form U-1 (File No. 70-9697), as amended (the "Application/Declaration"), and authorized by order of the Commission in HCAR No. 27319 (December 26, 2000) and HCAR No. 27364 (March 23, 2001) (collectively, the "Order"), have been carried out in accordance with the terms and conditions of and for the purposes represented by the Application/Declaration and of the Order. Specifically, on or before January 30, 2002 (a) PSNH formed PSNH Funding LLC 2, which is a new special purpose entity, limited liability company subsidiary; (b) PSNH acquired the equity interests in PSNH Funding LLC 2; (c) in a transaction using the One Security Format, PSNH Funding LLC 2 issued RRBs, which in turn were sold to investors; and (d) PSNH entered into a servicing agreement and an administration agreement with PSNH Funding LLC 2. Capitalized terms used herein and not otherwise defined are used as defined in the Application/Declaration.

Submitted with this Certificate are the following exhibit and material financing documents relating to the consummated transaction:

C1 Registration Statement on Form S-3 for the PSNH Funding LLC 2 RRBs (File No. 333-76040)

Underwriting Agreement dated January 16, 2002 (Exhibit 1.1, PSNH Funding LLC 2 Form 8-K dated January 30, 2002) ("8K")

Limited Liability Company Agreement of PSNH Funding LLC 2 dated as of December 10, 2001 (Exhibit 3.2, 8K)

Indenture dated as of January 30, 2002, including form of

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Bond (Exhibits 4.1 and 4.2, PSNH Funding LLC 2, 8K)

Purchase and Sale Agreement dated as of January 30, 2002
(Exhibit 10.1, PSNH Funding LLC 2, 8K)

Servicing Agreement dated as of January 30, 2002 (Exhibit
10.2, PSNH Funding LLC 2, 8K)

Administration Agreement dated as of January 30, 2002
(Exhibit 10.3, PSNH Funding LLC 2, 8K)

Fee and Indemnity Agreement dated as of January 30, 2002
(Exhibit 10.4, PSNH Funding LLC 2, 8K)

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

SIGNATURE

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

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE

By: Gregory B. Butler

/s/ Gregory B. Butler
Gregory B. Butler
Vice President, Secretary and
General Counsel

Date: February 7, 2002