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NORTHEAST UTILITIES SYSTEM
Form 35-CERT
October 06, 2004

File No. 70-7792

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. 70-7792), and authorized by order of the Commission in Public Utility Holding Company Act Release No. 35-25297, dated April 12, 1990, have been carried out in accordance with the terms and conditions of and for the purposes stated in the Application/Declaration, and of the Commission's orders with respect thereto.

Specifically, in 1998, NU superseded the Executive Incentive Plan which was the subject of this Application/Declaration with a new Northeast Utilities Incentive Plan (see File 70-9185).

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