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NORTHEAST UTILITIES SYSTEM

Form 35-CERT

May 27, 2004

File No. 70-9543

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

Application of Northeast Utilities) CERTIFICATE PURSUANT TO RULE 24
and Northeast Generation Services Company) UNDER THE PUBLIC UTILITY HOLDING
on Form U-1) COMPANY ACT OF 1935

Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, Northeast Utilities ("NU"), a registered holding company, hereby files this quarterly report as required by the Securities and Exchange Commission's order authorizing the use of proceeds of financing transaction for investment in Exempt Wholesale Generators. (HCAR No. 35-27148, March 7, 2000, File No. 70-9543) ("Order").

For the quarter ended March 31, 2004, the following information is reported pursuant to the Order.

- 1) A computation in accordance with rule 53(a) (as modified by the Commission's order in this proceeding) of NU's aggregate investment in EWGs.

As of March 31, 2004, NU's aggregate investment in EWGs was approximately \$448.2 million, or 54.3% of its average Consolidated Retained Earnings for the most recent four quarters of approximately \$825.7 million.

- 2) Consolidated capitalization ratios of NU as of the end of that quarter, with consolidated debt to include all short-term debt and non-recourse debt of the EWG:

NU Consolidated Capitalization

As of March 31, 2004		

	(Thousands of Dollars)	%

Common shareholders' equity	\$2,333,356	34.4%
Preferred stock	116,200	1.7
Long-term and short-term debt	2,642,413	39.0
Rate reduction bonds	1,682,500	24.9
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	\$6,774,469	100.0%
	=====	=====

- 3) Analysis of the growth in consolidated retained earnings which segregates total earnings growth of Northeast Generation Company (NGC) from that attributable to other subsidiaries of NU.

Retained earnings statement as of March 31, 2004:

NGC	NU Consolidated

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(Thousands of Dollars)		
Beginning balance as of January 1, 2004	\$31,766	\$808,932
Additions:		
Net income	9,852	67,442
Deductions:		
Dividends declared-common shares	7,000	19,177
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Ending balance as of March 31, 2004	\$34,618	\$857,197
	=====	=====

- 4) A statement of revenues and net income for the EWG for the twelve months ending as of the end of that quarter.

Twelve Months Ended March 31, 2004		NGC
(Thousands of Dollars)		
Revenues	\$146,843	
Net Income	\$ 38,343	

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned companies have duly caused this certificate to be signed on their behalf by the undersigned thereunto duly authorized.

NORTHEAST UTILITIES

/s/ John P. Stack

Vice President - Accounting and Controller
Northeast Utilities
P.O. Box 270
Hartford, CT 06141-0270
May 27, 2004