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NORTHEAST UTILITIES SYSTEM

Form U-1/A

January 04, 2002

FILE NO. 70-9697

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 5
(FORM POS AMC)

TO

FORM U-1

APPLICATION/DECLARATION UNDER THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

WITH RESPECT TO THE ISSUANCE OF RATE REDUCTION BONDS
AND RELATED TRANSACTIONS

| | |
|---|--|
| The Connecticut Light and Power Company 107 Selden Street Berlin, CT 06037 | Western Massachusetts Electric Company 174 Brush Hill Avenue West Springfield, MA 01090 |
|---|--|

Public Service Company of New Hampshire
1000 Elm Street
Manchester, NH 03101

(Names of companies filing this statement and addresses of
principal executive offices)

NORTHEAST UTILITIES

(Name of top registered holding company)

Gregory B. Butler
Vice President, Secretary and General Counsel
Northeast Utilities Service Company
107 Selden Street
Berlin, CT 06037

(Name and address of agent for service)

The Commission is requested to mail signed copies of all
orders, notices
and communications to:

| | |
|---|--|
| Jeffrey C. Miller, Esq. Assistant General Counsel Northeast Utilities Service Company P.O. Box 270 Hartford, CT 06141-0270 | Randy A. Shoop Assistant Treasurer - Finance Northeast Utilities Service Company P.O. Box 270 Hartford, CT 06141-0270 |
|---|--|

Richard J. Wasserman, Esq.
Day, Berry & Howard LLP
CityPlace I
Hartford, CT 06103-3499

The application/declaration in this File No. 70-9697 as
heretofore amended is hereby further amended by filing the

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following exhibits:

- S-D 3.2.4 Financing Order of the New Hampshire Public Utilities Commission with respect to the PSNH Series 2 RRBs
- S-D 3.3.1.1 Application of PSNH to the Maine Public Utilities Commission with respect to the PSNH Series 2 RRBs
- S-D 3.3.2.1 Approval of the Maine Public Utilities Commission with respect to the PSNH Series 2 RRBs

[SIGNATURE PAGE FOLLOWS]

SIGNATURES

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

THE CONNECTICUT LIGHT AND POWER COMPANY

By: /s/ Randy A. Shoop
Randy A. Shoop
Treasurer

WESTERN MASSACHUSETTS ELECTRIC COMPANY
PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE

By: /s/Randy A. Shoop
Randy A. Shoop
Assistant Treasurer - Finance

Date: January __, 2002