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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 Western Massachusetts Electric

Company

107 Selden Street 174 Brush Hill Avenue Berlin, CT 06037 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. Randy A. Shoop
Assistant General Counsel Assistant Treasurer - Finance Northeast Utilities Service Northeast Utilities Service

Company Company P.O. Box 270 P.O. Box 270

Hartford, CT 06141-0270 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