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NORTHEAST UTILITIES SYSTEM

Form U-1/A

April 26, 2002

NO. 70-9839

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 10
TO
APPLICATION/DECLARATION
ON
FORM U-1
UNDER THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Northeast Utilities
Western Massachusetts Electric Company
174 Brush Hill Road
West Springfield, MA 01089

The Connecticut Light and Power Company
107 Selden Street
Berlin, CT 06037

(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. | David R. McHale |
| Assistant General Counsel | Vice President and Treasurer |
| Northeast Utilities Service Company Company | Northeast Utilities Service |
| 107 Selden Street | 107 Selden Street |
| Berlin, CT 06037 | Berlin, CT 06037 |

The Application/Declaration in this file, as heretofore
amended, is hereby further amended as follows:

1. Paragraph 11 is deleted and restated as follows:

"11. The Utilities plan to apply the remaining net
proceeds of the sale of Millstone during the Authorization
period to retire common stock or pay dividends from capital
surplus or retained earnings. Apart from Millstone proceeds
they intend to return to NU in the form of dividends paid
from retained earnings, CL&P and WMECO presently expect to

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use approximately \$100 million and \$21 million, respectively, of Millstone proceeds to reduce their common equity capitalizations (individually, "CL&P Returned Equity" and "WMECO Returned Equity" respectively)."

2. Paragraph 27 is deleted and restated as follows:

"27. The Connecticut Department of Public Utility Control (the "DPUC") has jurisdiction over CL&P's plan of divestiture of Millstone, and in its order approving the divestiture plan, the DPUC required that within 180 days following the closing, CL&P file information regarding the disposition of the proceeds, including an itemization of costs that will be netted against the proceeds and detailed tax calculations. CL&P advised the DPUC that it intended to rebalance its capital account through the reacquisition of equity, including the repurchase of approximately \$188 million of common stock from NU. On March 16, 2001, the DPUC issued a temporary order requiring CL&P to use the proceeds in a way to result in a common equity ratio (not including the RRBs as debt) for CL&P between 45% and 50% ("Common Equity Ratio Requirement"). (See Exhibit D attached hereto). In December, 2001, the DPUC issued its final decision in the filing in which it discontinued the Common Equity Ratio Requirement (See Exhibit D-1 attached hereto). NU now anticipates that CL&P will repurchase not more than \$100 million of common stock from NU and pay approximately \$88 million to NU as a dividend out of retained earnings."

SIGNATURES

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

NORTHEAST UTILITIES
WESTERN MASSACHUSETTS ELECTRIC COMPANY
THE CONNECTICUT LIGHT AND POWER COMPANY

By: /s/ Randy A. Shoop
Name: Randy A. Shoop
Title: Assistant Treasurer - Finance - Northeast Utilities
Service Company,
as Agent for the above named companies.

Date: April 25, 2002