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NORTHEAST UTILITIES  
Form U5S/A  
September 30, 2005

**Commission File Number: 30-246**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549-1004**

**FORM U5S/A**

**AMENDMENT NO. 1**

**ANNUAL REPORT**

**FOR THE YEAR ENDED DECEMBER 31, 2004**

Filed pursuant to the Public Utility Holding Company Act of 1935 by

**NORTHEAST UTILITIES**

One Federal Street, Building 111-4

Springfield, Massachusetts 01105

(Corporate Address)

107 Selden Street

Berlin, Connecticut 06037-1616

(Principal Headquarters)

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This Amendment No. 1 to the Northeast Utilities Form U5S Annual Report for the year ended December 31, 2004, is being filed to update Item 10 to include the Northeast Utilities System's Second Amended and Restated Tax Allocation Agreement dated as of September 21, 2005. Reference is made to the Commission's Order dated July 28, 2005 (HCA Rel. No. 35-28007) for further information concerning this Agreement.

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**ITEM 10.**

**FINANCIAL STATEMENTS AND EXHIBITS**

D.

Tax Allocation Agreement

D.4

Northeast Utilities System's Second Amended and Restated Tax Allocation Agreement dated as of September 21, 2005

SIGNATURE

Northeast Utilities, a registered holding company, has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, pursuant to the requirements of the Public Utility Holding Company Act of 1935.

NORTHEAST UTILITIES

By: /s/

John P. Stack

John P. Stack

Vice President - Accounting and Controller

September 30, 2005