Edgar Filing: NORTHEAST UTILITIES - Form 35-CERT

NORTHEAST UTILITIES Form 35-CERT December 19, 2005

## UNITED STATES OF AMERICA

## BEFORE THE SECURITIES AND EXCHANGE COMMISSION

WΔ	SHIN	$\mathbf{J}G\mathbf{I}$	$\Gamma$	N	D	$\boldsymbol{C}$
** 🗥	om.	NO.	LV.	IN.	ν.	v.

In the Matter of

Northeast Utilities Certificate pursuant to Rule

24 under the Public Utility Holding

Company Act of 1935

File No. 70-10315

(Public Utility Holding

Company Act of 1935)

Pursuant to the requirements of Rule 24(a) of the Commission's regulations under the Public Utility Holding Company Act of 1935, and with reference to the transaction proposed in the Application/Declaration on Form U-1 (the "Application") in File No. 70-10315, Northeast Utilities (NU) hereby reports and certifies as follows:

(i)

On December 12, 2005, Northeast Utilities (NU) completed the issuance of 23,000,000 common shares in a public offering pursuant to an Underwriting Agreement dated December 6, 2005 between NU and Lehman Brothers Inc. and J.P. Morgan Securities Inc., as representatives of the underwriters named therein.

The transaction referenced above was carried out in accordance with the terms and conditions of and for the purposes represented by the Application and the order of the Commission issued on October 20, 2005 in this file (HCAR 35-28048).

## Edgar Filing: NORTHEAST UTILITIES - Form 35-CERT

Submitted with this Certificate are a copy of the Underwriting Agreement and the	past tense" opinion of counsel.
<u>Exhibits</u>	
Exhibit B-1	
Underwriting Agreement dated December 6, 2005 between NU and the Underwrite reference to Exhibit 1 to Form 8-K filed December 12, 2005, File No. 1-5324).	ers named therein (Incorporated by
Exhibit F-2	
Past-Tense Opinion of Counsel	

[SIGNATURE PAGE TO FOLLOW]

## Edgar Filing: NORTHEAST UTILITIES - Form 35-CERT

CI	GN	Δ	TI	TD	$\mathbf{F}$
V) I	CIL	$\neg$		JIN	ட

_	ublic Utility Holding Company Act of 1935, the Applicant has duly caused this by the undersigned hereunto duly authorized.
	Northeast Utilities
	By: /s/ Randy A. Shoop
	Name:
	Randy A. Shoop
	Title:
	Vice President and Treasurer
Dated:	
December 19, 2005	