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NORTHEAST UTILITIES SYSTEM  
Form 35-CERT  
November 21, 2001

UNITED STATES OF AMERICA  
BEFORE THE SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.

In the Matter of

NORTH ATLANTIC ENERGY  
CORPORATION ("NAEC")

CERTIFICATE  
PURSUANT TO  
RULE 24

File No. 070-9755  
(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 transactions proposed in the Application/Declaration on Form U-1 (the "Application") in File No. 70-9755, NAEC hereby reports and certifies as follows:

On November 9, 2001, NAEC entered into a \$90 million revolving credit facility pursuant to a Term Credit Agreement dated as of November 9, 2001 among NAEC, the Banks Named Therein and Bank One, N.A. as Administrative Agent, a copy of which is filed as an exhibit to this Certificate.

The transactions referenced above were 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 December 28, 2000 in this file.

Submitted with this Certificate is the "past tense" opinion of counsel.

November 19, 2001

NORTH ATLANTIC ENERGY CORPORATION

By: /s/Randy A. Shoop  
Randy A. Shoop  
Assistant Treasurer-Finance, Northeast Utilities  
Service Company, as Agent for  
North Atlantic Energy Corporation