

NORTHEAST UTILITIES
Form U-9C-3/A
November 28, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549-1004

FORM U-9C-3/A

Amendment No. 1

QUARTERLY REPORT PURSUANT TO RULE 58

For the quarterly period ended June 30, 2004

Northeast Utilities

(Name of registered holding company)

107 Selden Street, Berlin, CT 06037

(Address of Principal Executive Officers)

Name and telephone number of officer to whom inquiries concerning this report should be directed:

John P. Stack, Vice President-Accounting and Controller

Telephone Number: 860-665-2333

FORM U-9C-3/A EXPLANATORY NOTE

Amendment No. 1 to our quarterly report on Form U-9C-3 (Form U-9C-3/A) was filed to amend the quarterly report on Form U-9C-3 for the quarter ended June 30, 2004 of Northeast Utilities (NU), which was originally filed on August 25, 2004 (Original Form U-9C-3). Accordingly, this Form U-9C-3/A contains the complete text of Items 4 and 6, as amended. Unaffected items in the Original Form U-9C-3 have not been repeated in this Form U-9C-3/A.

Subsequent to the filing of the Form U-9C-3 for the quarter ended June 30, 2004, NU concluded that it incorrectly applied accrual accounting for certain natural gas contracts established by Select Energy, Inc. (Select Energy) to mitigate the risk of electricity purchased in anticipation of winning certain levels of wholesale electric load in New England. The natural gas basis contracts were originally accounted for on the accrual basis. The natural gas futures and swaps contracts were accounted for as cash flow hedges with changes in fair value reflected in other comprehensive income (a component of shareholders' equity). However, subsequent to the filing of the second quarter Form U-9C-3, NU concluded that applying accrual accounting for the basis contracts was incorrect. The basis contracts should have been recorded at current fair value with changes in fair value impacting earnings. The fair value, which was a negative \$0.9 million, has now been reflected in derivative liabilities and as an increase to purchased power, net interchange power and capacity expenses. The futures and swaps contracts should not have been accounted for as cash flow hedges and should also have been recorded at fair value. The fair value, which was a positive \$2.7 million and was previously reflected in other comprehensive income (a component of shareholders' equity), has now been reflected as a reduction of purchased power, net interchange power and capacity expenses. This Form U-9C-3/A reflects the change from accrual and hedge accounting to fair value accounting for the aforementioned natural gas derivative contracts. The net income impact of both of these restatements on both the second quarter and the six months ended June 30, 2004 was a positive \$1.1 million.

The natural gas contracts discussed above are accounted for at fair value with changes in fair value included in earnings. NU concluded that fair value or mark-to-market accounting should have been applied. To correct this error, NU and Select Energy restated their consolidated balance sheets as of June 30, 2004 and their consolidated statements of income/operations for the three and six months ended June 30, 2004.

This amendment does not otherwise reflect events occurring after the filing of the Original Form U-9C-3, which was filed on August 25, 2004. Such events include, among others, the events described in NU's current reports on Form 8-K filed after the filing of the Original Form U-9C-3. NU filed an amended report on Form 10-Q/A related to these issues on March 17, 2005.

GENERAL INSTRUCTIONS

A.

Use of Form

1.

A reporting company, as defined herein, shall file a report on this form within 60 days after the end of each of the first three quarters, and within 90 days after the end of the fourth quarter, of the fiscal year of the registered holding company. The period beginning on the date of effectiveness of rule 58 and ending at the end of the quarter following the quarter in which the rule becomes effective shall constitute the initial period for which any report shall be filed, if applicable.

2.

The requirement to provide specific information by means of this form supersedes any requirement by order of the Commission to provide identical information by means of periodic certificates under rule 24; but does not so supersede and replace any requirement by order to provide information by means of an annual report on Form U-13-60.

3.

Information with respect to reporting companies that is required by Form U-13-60 shall be provided exclusively on that form.

4.

Notwithstanding the specific requirements of this form, this Commission may informally request such further information as, in its opinion, may be necessary or appropriate.

B.

Statements of Monetary Amounts and Deficits

1.

Amounts included in this form and in related financial statements may be expressed in whole dollars, thousands of dollars or hundred thousands of dollars.

2.

Deficits and other similar entries shall be indicated by either brackets or parentheses. An explanation should be provided by footnote.

C.

Formal Requirements

This form, including exhibits, shall be filed with Commission electronically pursuant to Regulation S-T (17 CFR 232.10 et seq.). A conformed copy of each such report shall be filed with each state commission having jurisdiction over the retail rates of a public utility company that is an associate company of a reporting company. Each report shall provide the name and telephone number of the person to whom inquiries concerning this report should be directed.

D.

Definitions

As used in this form, the word "reporting company" means an energy- related company or gas-related company, as defined in rule 58(b). All other words and terms have the same meaning as in the Public Utility Holding Company Act of 1935, as amended, and the rules and regulations there under.

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

| | (Thousands of Dollars) | |
|---|------------------------|--------|
| | (Restated) | |
| Total consolidated capitalization as of 06/30/04 | \$6,684,324 | line 1 |
| Total capitalization multiplied by 15% (line 1 multiplied by 0.15) | 1,002,649 | |
| Additional investment allowed through 6/30/07 * | 500,000 | line 2 |
| Total Allowed | \$1,502,649 | line 3 |
| Total current aggregate investment: | | |
| Select Energy, Inc. and Subsidiary (Restated) | 805,817 | |
| Northeast Generation Services Company | 22,231 | |
| Select Energy Contracting, Inc. | 15,285 | |
| Woods Electrical Co., Inc. | 17,320 | |
| Reeds Ferry Supply Co., Inc. | 7 | |
| HEC/Tobyhanna Energy Project, Inc. | - | |
| Yankee Energy Services Company | 7,882 | |
| E.S. Boulos Company | 9,435 | |
| R.M. Services, Inc. | - | |
| NGS Mechanical, Inc. | 10 | |
| Acumentrics Corporation | 3,750 | |
| Greenport, LLC | 501 | |
| ERI/HEC EFA-Med, LLC | 9 | |
| HEC/CJTS Energy Center LLC | 12 | |
| Current aggregate investment | 882,259 | |
| Elimination ** | 12,539 | |
| Total current aggregate investment | 869,720 | line 4 |
| Difference between the total allowed and the total current aggregate investment of the registered holding company system (line 3 less line 4) | \$632,929 | line 5 |

*Per SEC Order dated July 2, 2004 (Rel. No. 35-27868A).

**Elimination is for capital contributions made from a parent company, who is a reporting company to a subsidiary who is also a reporting company.

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

Instructions

A.

Financial Statements

1.

Financial statements are required for reporting companies in which the registered holding company system has at least 50% equity or other ownership interest. For all other rule 58 companies, the registered holding company shall make available to the Commission such financial statements as are available to it.

2.

For each reporting company, provide a balance sheet as of the end of the quarter and income statements for the three-month and year- to-date periods ending as of the end of the quarter, together with any notes thereto. Financial statements shall be for the first three quarters of the fiscal year of the registered holding company.

3.

If a reporting company and each of its subsidiaries engage exclusively in single category of energy-related or gas-related activity, consolidated financial statements may be filed.

4.

Separate financial statements need not be filed for inactive companies or for companies engaged solely in the ownership of interests in energy-related or gas-related companies.

B.

Exhibits

1.

Copies of contracts required to be provided by Item 3 shall be filed as exhibits.

2.

A certificate stating that a copy of the report for the previous quarter has been filed with interested state commissions shall be filed as an exhibit. The certificate shall provide the names and addresses of the state commissions.

A.

Financial Statements

Select Energy, Inc. and Subsidiary (Restated):

Consolidated Balance Sheet - As of June 30, 2004

Consolidated Statements of Operations - Three and six months ended June 30, 2004

Northeast Generation Services Company*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

Select Energy Contracting, Inc.*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

Reeds Ferry Supply Co., Inc.*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

HEC/Tobyhanna Energy Project, Inc.*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

Yankee Energy Services Company*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

ERI/HEC EFA-Med, LLC*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

E. S. Boulos Company*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

NGS Mechanical, Inc.*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

HEC/CJTS Energy Center LLC*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

Woods Electrical Co., Inc.*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

Greenport Power, LLC*:

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

Acumentrics Corporation:

Not available

R. M. Services, Inc.:

Inactive as of June 30, 2004

Northeast Utilities (Parent) (Restated):

Balance Sheet - As of June 30, 2004

Statements of Income - Three and six months ended June 30, 2004

B.

Exhibits*

Exhibit No.

Description

6.B.1.1

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.2

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.3a

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.3b

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.3c

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.3d

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.3e

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.3f

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.4a

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.4b

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.4c

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.5a

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.5b

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.6a

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.6b

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.6c

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.1.2.1

Copy of contract required by Item 3 - filed under confidential treatment pursuant to Rule 104(b).

6.B.2.1

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The company certifies that a conformed copy of Form U-9C-3 for the previous quarter was filed with the following state commissions:

Ms. Louise E. Rickard

Acting Executive Secretary

Department of Public Utility Control

10 Franklin Square

New Britain, CT 06051

Ms. Mary L. Cottrell, Secretary

Massachusetts Department of Telecommunications and Energy

100 Cambridge Street

Boston, MA 02202

Mr. Thomas B. Getz

Executive Director and Secretary

State of New Hampshire

Public Utilities Commission

8 Old Suncook Road, Building One

Concord, NH 03301-7319

* Previously filed with original report on Form U-9C-3.

SELECT ENERGY, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEET

(Unaudited)

| | June 30, 2004 (Restated) (Thousands of Dollars) |
|---|---|
| <u>ASSETS</u> | |
| Current Assets: | |
| Cash | \$ 7,877 |
| Unrestricted cash from counterparties | 104,976 |
| Special deposits | 35,420 |
| Receivables, net | 363,738 |
| Accounts receivable from affiliated companies | 112,811 |
| Unbilled revenues | 27,170 |
| Notes receivable from affiliated companies | 65,300 |
| Taxes receivable | 16,919 |
| Derivative assets | 202,978 |
| Prepaid option premiums | 23,492 |
| Prepayments and other | 26,326 |
| | 987,007 |
| Property, Plant and Equipment: | |
| Competitive energy | 20,446 |
| Less: Accumulated depreciation | 12,157 |
| | 8,289 |
| Construction work in progress | 1,354 |
| | 9,643 |
| Deferred Debits and Other Assets: | |
| Goodwill | 3,200 |
| Purchased intangible assets, net | 12,623 |
| Long-term accounts receivable | 5,939 |

| | |
|---------------------------|--------|
| Long-term contracts asset | 36,429 |
| Other | 130 |
| | 58,321 |

Total Assets \$ 1,054,971

Note:

In the opinion of the Company, all adjustments necessary for a fair presentation of financial position for the period shown have been made.

See accompanying notes to financial statements.

SELECT ENERGY, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEET

(Unaudited)

| | June 30, 2004 (Restated) (Thousands of Dollars) |
|---|---|
| <u>LIABILITIES AND CAPITALIZATION</u> | |
| Current Liabilities: | |
| Accounts payable | \$ 511,769 |
| Accounts payable to affiliated companies | 19,848 |
| Derivative liabilities | 99,032 |
| Unearned option premiums | 11,061 |
| Counterparty deposits | 104,976 |
| Other | 39,244 |
| | 785,930 |
| Deferred Credits and Other Liabilities: | |
| Accumulated deferred income taxes | 46,185 |
| Other | 8,918 |
| | 55,103 |
| Capitalization: | |
| Long-Term Debt from NU Parent | 150,000 |
| Common Stockholder's Equity: | |
| Common stock, \$1 par value authorized 20,000 shares; 100 shares outstanding | - |
| Capital surplus, paid in | 286,190 |
| Accumulated deficit | (266,871) |
| Accumulated other comprehensive income | 44,619 |
| Common Stockholder's Equity | 63,938 |
| Total Capitalization | 213,938 |

| | | |
|--------------------------------------|----|-----------|
| Total Liabilities and Capitalization | \$ | 1,054,971 |
|--------------------------------------|----|-----------|

Note:

In the opinion of the Company, all adjustments necessary for a fair presentation of financial position for the period shown have been made.

See accompanying notes to financial statements.

SELECT ENERGY, INC. AND
SUBSIDIARYCONSOLIDATED STATEMENTS OF
OPERATIONS

(Unaudited)

| | Three Months Ended June 2004 (Restated) | Six Months Ended June 2004 (Restated) |
|--|---|---|
| | (Thousands of Dollars) | |
| Operating Revenues | \$ 550,360 | \$ 1,284,532 |
| Operating Expenses: | | |
| Operation - | | |
| Purchased power, net interchange power and capacity | 529,376 | 1,222,161 |
| Other | 24,536 | 43,249 |
| Depreciation and amortization | 1,934 | 3,704 |
| Taxes other than income taxes | 2,565 | 5,785 |
| Total operating expenses | 558,411 | 1,274,899 |
| Operating (Loss)/Income | (8,051) | 9,633 |
| Interest Expense, Net | 2,422 | 5,210 |
| Other Loss, Net | (160) | (176) |
| (Loss)/Income Before Income Tax | | |
| (Benefit)/Expense | (10,633) | 4,247 |
| Income Tax (Benefit)/Expense | (4,039) | 1,732 |
| Net (Loss)/Income | \$ (6,594) | \$ 2,515 |

Note:

In the opinion of the Company, all adjustments necessary for a fair presentation of financial position for the periods shown have been made.

See accompanying notes to financial statements.

NORTHEAST UTILITIES (PARENT)

BALANCE SHEET

(Unaudited)

| | June 30, 2004 (Restated) (Thousands of Dollars) |
|--|---|
| <u>ASSETS</u> | |
| Current Assets: | |
| Cash | \$ 841 |
| Notes receivable from affiliated companies | 161,400 |
| Notes and accounts receivable | 1,485 |
| Accounts receivable from affiliated companies | 2,446 |
| Taxes receivable | 32,239 |
| Prepayments | 674 |
| | 199,085 |
| Deferred Debits and Other Assets: | |
| Investments in subsidiary companies, at equity | 2,626,502 |
| Other | 14,756 |
| | 2,641,258 |
| | |
| Total Assets | \$ 2,840,343 |

Note:

In the opinion of the Company, all adjustments necessary for a fair presentation of financial position for the period shown have been made.

See accompanying notes to financial statements.

NORTHEAST UTILITIES (PARENT)

BALANCE SHEET

(Unaudited)

June 30,
2004
(Restated)
(Thousands
of Dollars)

LIABILITIES AND CAPITALIZATION

Current Liabilities:

| | | |
|--|----|--------|
| Long-term debt - current portion | \$ | 25,000 |
| Accounts payable | | 156 |
| Accounts payable to affiliated companies | | 5,884 |
| Accrued interest | | 5,776 |
| Derivative liabilities | | 10,339 |
| Other | | 21,612 |
| | | 68,767 |

Deferred Credits and Other Liabilities:

| | | |
|-----------------------------------|--|-------|
| Accumulated deferred income taxes | | 3,699 |
| Other | | 1,558 |
| | | 5,257 |

Capitalization:

| | | |
|----------------|--|---------|
| Long-Term Debt | | 443,387 |
|----------------|--|---------|

Common Shareholders' Equity:

| | | |
|---|--|-----------|
| Common stock, \$5 par value authorized 225,000,000 shares; 150,578,806 shares issued and 128,098,320 shares outstanding | | 752,894 |
| Capital surplus, paid in | | 1,110,135 |
| Deferred contribution plan - employee stock ownership plan | | (67,274) |
| Retained earnings | | 841,191 |
| Accumulated other comprehensive income | | 45,010 |
| Treasury stock | | (359,024) |

| | | |
|--------------------------------------|----|-----------|
| Common Shareholders' Equity | | 2,322,932 |
| Total Capitalization | | 2,766,319 |
| Total Liabilities and Capitalization | \$ | 2,840,343 |

Note:

In the opinion of the Company, all adjustments necessary for a fair presentation of financial position for the period shown have been made.

See accompanying notes to financial statements.

NORTHEAST UTILITIES (PARENT)

STATEMENTS OF INCOME

(Unaudited)

| | Three Months Ended June 30, 2004 (Restated) | Six Months Ended June 30, 2004 (Restated) |
|------------------------------------|---|---|
| | (Thousands of Dollars) | |
| Operating Revenues | \$ - | \$ - |
| Operating Expenses: | | |
| Other | 2,363 | 4,968 |
| Operating Loss | (2,363) | (4,968) |
| Interest Expense | 6,337 | 11,861 |
| Other Income, Net: | | |
| Equity in earnings of subsidiaries | 27,193 | 96,969 |
| Other | 3,603 | 7,853 |
| Other income, net | 30,796 | 104,822 |
| Income Before Income Tax Benefit | 22,096 | 87,993 |
| Income Tax Benefit | (1,896) | (3,441) |
| Net Income | \$ 23,992 | \$ 91,434 |

Note:

In the opinion of the Company, all adjustments necessary for a fair presentation of financial position for the periods shown have been made.

See accompanying notes to financial statements.

Northeast Utilities (Parent)
Select Energy, Inc.
Select Energy New York, Inc.

Notes to Financial Statements (Unaudited)

With regard to restated notes to financial statements, reference is made to the restated information which was included in NU's second quarter 2004 Form 10-Q/A filing which was filed with the Securities and Exchange Commission on March 17, 2005.

QUARTERLY REPORT OF NORTHEAST UTILITIES

SIGNATURE CLAUSE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935 and the rules and regulations of the Securities and Exchange Commission issued there under, the undersigned company has duly caused this report to be signed on its behalf by the undersigned officer thereunto duly authorized.

NORTHEAST UTILITIES

(Registered Holding Company)

/s/ John P. Stack

(Signature of Signing Officer)

John P. Stack

Vice President - Accounting and
Controller

Date: November 28, 2005