

Edgar Filing: NORTHEAST UTILITIES SYSTEM - Form U-9C-3

NORTHEAST UTILITIES SYSTEM

Form U-9C-3

August 25, 2004

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

FORM U-9C-3

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

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.

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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 1 - ORGANIZATIONAL CHART

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### Instructions

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1. Complete Item 1 only for the first three calendar quarters of the fiscal year of the registered holding company.
2. Under the caption "Name of Reporting Company," list each energy-related and gas-related company and each system company that directly or indirectly holds securities thereof. Add the designation "(new)" for each reporting company of which securities were acquired during the period, and the designation "(\*)" for each inactive company.
3. Under the caption "Percentage of Voting Securities Held," state the aggregate percentage of the outstanding voting securities of the reporting company held directly or indirectly by the registered holding

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company at the end of the quarter.

4. Provide a narrative description of each reporting company's activities during the reporting period.

Name of Reporting Company	Energy or Gas Related	Date of Organization	State of Organization	Percentage of Voting Securities Held	Nature of Business	Ac R Du
NU Enterprises, Inc.	Holding	01/04/99	Connecticut	100% by Northeast Utilities	Unregulated businesses holding company	
Select Energy, Inc.	Energy	09/26/96	Connecticut	100% by NU Enterprises, Inc.	Energy-related activities	
Northeast Generation Services Company	Energy	01/04/99	Connecticut	100% by NU Enterprises, Inc.	Energy-related activities	
Select Energy Services, Inc.	Energy	06/19/90	Massachusetts	100% by NU Enterprises, Inc.	Energy-related activities	
Reeds Ferry Supply Co., Inc.	Energy	07/15/64	New Hampshire	100% by Select Energy Services, Inc.	Energy-related activities	
HEC/Tobyhanna Energy Project, Inc.	Energy	09/28/99	Massachusetts	100% by Select Energy Services, Inc.	Energy-related activities	
Select Energy Contracting, Inc.	Energy	10/12/94	Massachusetts	100% by Select Energy Services, Inc.	Energy-related activities	
Yankee Energy System, Inc.	Holding	02/15/00	Connecticut	100% by Northeast Utilities	Public Utility Holding Company	
Yankee Energy Services Company	Energy	07/02/93	Connecticut	100% by Yankee Energy System, Inc.	Energy-related activities	
R. M. Services, Inc.	Energy	11/22/94	Connecticut	100% by Yankee Energy System, Inc.	*	
Acumentrics Corporation	Energy	09/13/00	Massachusetts	5% by NU Enterprises, Inc.	Energy-related activities	

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ERI/HEC EFA-Med, LLC	Energy	09/30/00	Delaware	50% by Select Energy Services, Inc.	Energy-related activities
E. S. Boulos Company	Energy	01/10/01	Connecticut	100% by Northeast Generation Services Company	Energy-related activities
NGS Mechanical, Inc.	Energy	01/24/01	Connecticut	100% by Northeast Generation Services Company	Provide mechanical construction and maintenance services
HEC/CJTS Energy Center LLC	Energy	03/02/01	Delaware	100% by Select Energy Services, Inc.	Facilitate construction financing
Select Energy New York, Inc.	Energy	02/13/96	Delaware	100% by Select Energy, Inc.	Energy-related activities
Woods Electrical Co., Inc.	Energy	07/18/02	Connecticut	100% by Northeast Generation Services Company	Provide electrical contracting services
Greenport Power, LLC	Energy	02/13/03	Delaware	50% by Northeast Generation Services Company	Energy related construction activities

(A) NU Enterprises, Inc. is not a "reporting company" but is included in this Item 1 because it holds, directly or indirectly, voting securities issued by reporting companies as indicated above.

(B) Select Energy, Inc. (Select Energy) is an integrated energy business that buys, markets and sells electricity, gas, oil and energy-related products and services to both wholesale and retail customers in the northeastern United States. Select Energy procures and delivers energy and capacity required to serve its electric, gas and oil customers. Select Energy, collectively with its affiliated businesses, provides a wide range of energy products and energy services.

Select Energy is a licensed retail electricity supplier and is registered with local electric distribution companies and is a registered gas marketer with local gas distribution companies in the states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island and Virginia.

(C) Northeast Generation Services Company (NGS) provides a full range of

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asset management and operation and maintenance services for electric power generation asset owners in the northeast. Services are provided primarily in support of affiliate-owned assets.

- (D) Select Energy Services, Inc. (formerly HEC Inc.) is not a "reporting company" but is included in this Item 1 because it holds, directly or indirectly, voting securities issued by reporting companies as indicated above.
- (E) Reed's Ferry Supply Co., Inc. is an equipment wholesaler which purchases equipment on behalf of Select Energy Contracting, Inc.
- (F) HEC/Tobyhanna Energy Project, Inc. was established as a special purpose entity to manage the assets of an Energy Savings Performance Contract project at the Tobyhanna Army Depot.
- (G) Select Energy Contracting, Inc. designs, manages and directs the construction of, and/or installation of mechanical, water, and electrical systems, energy and other resource consuming equipment.
- (H) Yankee Energy System, Inc. is not a "reporting company" but is included in this Item 1 because it holds, directly or indirectly, voting securities issued by reporting companies as indicated above.
- (I) Yankee Energy Services Company has disposed of most of its assets and is winding down its energy-related business.
- (J) R. M. Services, Inc. is inactive as of June 30, 2004.
- (K) Acumentrics Corporation develops, manufactures, and distributes advanced power generation, power quality and power protection devices including a high-speed flywheel and advanced technology fuel cells.
- (L) ERI/HEC EFA-Med, LLC (ERI/HEC) is a Delaware limited liability company that was formed by Select Energy Services, Inc., and ERI Services, Inc. to enter into an indefinite delivery/indefinite quantity contract with the U.S. Navy. Under the contract, the Navy will issue Delivery Orders for energy services work at U.S. Government facilities located in Bahrain, Greece, Egypt, Italy, Spain, Turkey, and the United Kingdom. ERI/HEC will designate either ERI or Select Energy Services, Inc. to perform each of the Delivery Orders. ERI/HEC will also act as the conduit for any project-related financing. ERI Services, Inc. and Select Energy Services, Inc. each own 50% of the LLC.
- (M) E. S. Boulos Company (Boulos) is in the electrical contracting business primarily in Maine, New Hampshire and Massachusetts. Boulos is registered to do business in Connecticut, Rhode Island, Maine, Massachusetts, New Hampshire, New York, and Vermont.
- (N) NGS Mechanical, Inc. (NGSM) performs power plant operations, maintenance and capital project support. NGSM is registered to do business in Connecticut, Massachusetts, New Hampshire, Maine, Vermont, Rhode Island, and New York.
- (O) HEC/CJTS Energy Center LLC (HEC/CTJS) facilitated the construction of an energy center at the Connecticut Juvenile Training School in Middletown, Connecticut. HEC/CJTS does not have any employees nor does it conduct any activities other than those related to the lease related to such project.
- (P) Select Energy New York, Inc. is engaged in the brokering, marketing, transportation, storage, and sale of energy commodities.

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- (Q) Woods Electrical Co., Inc. is in the electrical contracting business mainly in Connecticut. Woods is registered to do business in Connecticut, New York, Massachusetts, Maine and New Hampshire.
- (R) Greenport Power LLC (Greenport) is a Delaware limited liability company that was formed by NGS and Hawkeye Electric LLC (Hawkeye Electric) to enter into an Engineering, Procurement and Construction Agreement with Global Commons LLC for the performance of design, engineering, procurement, construction and other services in connection with an electrical facility construction project in Greenport, Long Island, New York. Hawkeye Electric, which is not an affiliate of NU, and NGS each own 50% of Greenport.

### ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

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 Instruction  
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With respect to a transaction with an associate company, report only the type and principal amount of securities involved.

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Company Issuing Security	Type of Security Issued	Principal Amount of Security	Issue or Renewal	Cost of Capital	Person to Whom Security Was Issued	Collateral Given With Security	Consideration Received for Each Security
-----	-----	-----	-----	-----	-----	-----	-----
Select Energy, Inc.		No transactions this quarter.					
Northeast Generation Services Company		No transactions this quarter.					
Select Energy Contracting, Inc.		No transactions this quarter.					
Reeds Ferry Supply Co., Inc.		No transactions this quarter.					
HEC/Tobyhanna Energy Project, Inc.		No transactions this quarter.					
Yankee Energy Services Company		No transactions this quarter.					
ERI/HEC EFA-Med, LLC		No transactions this quarter.					

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E.S. Boulos  
Company No transactions this quarter.

NGS Mechanical,  
Inc. No transactions this quarter.

HEC/CJTS  
Energy  
Center LLC No transactions this quarter.

Select Energy  
New York, Inc. No transactions this quarter.

Woods Electrical  
Co., Inc. No transactions this quarter.

Northeast  
Utilities No transactions this quarter.

ITEM 3 - ASSOCIATE TRANSACTIONS

-----  
Instructions  
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1. This item is used to report the performance during the quarter of contracts among reporting companies and their associate companies, including other reporting companies, for service, sales and construction. A copy of any such contract not filed previously should be provided as an exhibit pursuant to Item 6.B.
2. Parts I and II concern transactions performed by reporting companies on behalf of associate companies, and transactions performed by associate companies on behalf of reporting companies, respectively.

-----  
Part I - Transactions performed by reporting companies on behalf  
of associate companies.

Reporting Company Rendering Services -----	Associate Company Receiving Services -----	Types of Services Rendered -----	Total Amount Billed*  Three Months Ended June 30, 2004 ----- (Thousands of Dollars)
Northeast Generation Services Company	Northeast Generation Company	Power Plant	\$ 7,989 =====
Northeast Generation	Northeast Utilities		

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Services Company	Service Company	Miscellaneous	\$ 31 =====
Northeast Generation Services Company	The Connecticut Light and Power Company	Electrical Services	\$ 19 =====
Northeast Generation Services Company	Holyoke Water Power Company	Power Plant	\$ 4,216 =====
Northeast Generation Services Company	Select Energy Services, Inc.	Power Plant	\$ 838 =====
Northeast Generation Services Company	Public Service Company of New Hampshire	Electrical and Mechanical Services	\$ 62 =====
Northeast Generation Services Company	Woods Network Servies, Inc.	Miscellaneous	\$ 4 =====
Reeds Ferry Supply Co., Inc.	Select Energy Contracting, Inc.	Wholesale Pruchasing Services	\$ 408 =====
E.S. Boulos Company	Northeast Generation Services Company	Electrical Services	\$ 352 =====
Select Energy, Inc.	Northeast Utilities Service Company	Miscellaneous	\$ 457 =====
Select Energy, Inc.	The Connecticut Light and Power Company	Miscellaneous	\$ 107 =====

\* Total Amount Billed is for direct costs only.

Part II - Transactions performed by associate companies on behalf  
of reporting companies.

Reporting Company Rendering Services -----	Associate Company Receiving Services -----	Types of Services Rendered -----	Total Amount Billed*  Three Months Ended June 30, 2004  (Thousands of Dollars)
Northeast Generation Company	Northeast Generation Services Company	Miscellaneous	\$ 128 =====
Public Service			

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Company of New Hampshire	Northeast Generation Services Company	Miscellaneous	\$ 7 =====
Public Service Company of New Hampshire	Select Energy, Inc.	Miscellaneous	\$ 7 =====
The Connecticut Light and Power Company	Northeast Generation Services Company	Miscellaneous	\$ 23 =====
The Connecticut Light and Power Company	Select Energy, Inc.	Miscellaneous	\$ 4 =====
Holyoke Water Power Company	Northeast Generation Services Company	Miscellaneous	\$ 182 =====
Western Massachusetts Electric Company	Northeast Generation Services Company	Miscellaneous	\$ 85 =====
Northeast Utilities Service Company	Select Energy New York, Inc.	Miscellaneous	\$ 279 =====
Northeast Utilities Service Company	Northeast Generation Services Company	Miscellaneous	\$ 1,129 =====
Northeast Utilities Service Company	Select Energy, Inc.	Miscellaneous	\$ 4,924 =====
Northeast Utilities	Select Energy, Inc.	Miscellaneous	\$ 113 =====

\* Total Amount Billed is for direct costs only.

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:  
-----

		(Thousands of Dollars)	
Total consolidated capitalization as of	06/30/04	\$6,684,850	line 1
		-----	
Total capitalization multiplied by 15%			
(line 1 multiplied by .15)		1,002,728	line 2
Additional investment allowed through 6/30/07 *		500,000	line 3
		-----	
Total Allowed		\$1,502,728	line 4
Total current aggregate investment:			
Select Energy, Inc. and Subsidiary		805,837	
Northeast Generation Services Company		22,231	
Select Energy Contracting, Inc.		15,285	

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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		882,279
		-----
Elimination **		12,539
		-----
Total current aggregate investment		869,740 line 5
		-----
Difference between the total allowed and the total current aggregate investment of the registered holding company system		\$ 632,988 line 6 =====

\*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 5 - OTHER INVESTMENTS

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Instruction  
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This item concerns investments in energy-related and gas-related companies that are excluded from the calculation of aggregate investment under rule 58.

Major Line of Energy- Related Business	Other Investment in Last U-9C-3 Report	Other Investment in This U-9C-3 Report	Reason for Difference in Other Investment
-----	-----	-----	-----

NONE

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

-----  
Instructions  
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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

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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.

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### A. Financial Statements

#### Select Energy, Inc. Consolidated:

Balance Sheet - As of June 30, 2004  
Income Statement - Three and six months ended June 30, 2004

#### Northeast Generation Services Company:

Balance Sheet - As of June 30, 2004  
Income Statement - Three and six months ended June 30, 2004

#### Select Energy Contracting, Inc.:

Balance Sheet - As of June 30, 2004  
Income Statement - Three and six months ended June 30, 2004

#### Reeds Ferry Supply Co., Inc.:

Balance Sheet - As of June 30, 2004  
Income Statement - Three and six months ended June 30, 2004

#### HEC/Tobyhanna Energy Project, Inc.:

Balance Sheet - As of June 30, 2004  
Income Statement - Three and six months ended June 30, 2004

#### Yankee Energy Services Company:

Balance Sheet - As of June 30, 2004  
Income Statement - Three and six months ended June 30, 2004

#### ERI/HEC EFA-Med, LLC:

Balance Sheet - As of June 30, 2004  
Income Statement - Three and six months ended June 30, 2004

#### E. S. Boulos Company:

Balance Sheet - As of June 30, 2004  
Income Statement - Three and six months ended June 30, 2004

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NGS Mechanical, Inc.:

Balance Sheet - As of June 30, 2004

Income Statement - Three and six months ended June 30, 2004

HEC/CJTS Energy Center LLC:

Balance Sheet - As of June 30, 2004

Income Statement - Three and six months ended June 30, 2004

Woods Electrical Co., Inc.:

Balance Sheet - As of June 30, 2004

Income Statement - Three and six months ended June 30, 2004

Greenport Power, LLC:

Balance Sheet - As of June 30, 2004

Income Statement - 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):

Balance Sheet - As of June 30, 2004

Income Statement - 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).

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- 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.2.1 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

SELECT ENERGY, INC. AND SUBSIDIARY  
 CONSOLIDATED BALANCE SHEET  
 (Unaudited)

June 30,  
 2004

-----  
 (Thousands of  
 Dollars)

ASSETS

-----

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

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Derivative assets	202,982
Prepaid option premiums	23,492
Prepayments and other	26,326
	-----
	987,011
	-----
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
	-----
	\$ 1,054,975
	=====
Total Assets	

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

-----  
(Thousands of  
Dollars)

LIABILITIES AND CAPITALIZATION

-----  
Current Liabilities:

Accounts payable	\$ 511,769
Accounts payable to affiliated companies	19,848
Derivative liabilities	98,094
Unearned option premiums	11,061
Counterparty deposits	104,976
Other	39,244
	-----
	784,992
	-----

Deferred Credits and Other Liabilities:

Accumulated deferred income taxes	46,601
Other	8,918
	-----
	55,519
	-----

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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	(267,979)
Accumulated other comprehensive income	46,253
	-----
Common Stockholder's Equity	64,464
	-----
Total Capitalization	214,464
	-----
Total Liabilities and Capitalization	\$ 1,054,975
	=====

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 STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	-----	-----
	(Thousands of Dollars)	
Operating Revenues	\$ 550,360	\$ 1,284,532
	-----	-----
Operating Expenses:		
Operation -		
Purchased power, net interchange power and capacity	531,157	1,223,942
Other	24,536	43,249
Depreciation and amortization	1,934	3,704
Taxes other than income taxes	2,565	5,785
	-----	-----
Total operating expenses	560,192	1,276,680
	-----	-----
Operating (Loss)/Income	(9,832)	7,852
Interest Expense, Net	2,422	5,210
Other Loss, Net	(160)	(176)
	-----	-----
(Loss)/Income Before Income Tax (Benefit)/Expense	(12,414)	2,466
Income Tax (Benefit)/Expense	(4,712)	1,059
	-----	-----
Net (Loss)/Income	\$ (7,702)	\$ 1,407
	=====	=====

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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 GENERATION SERVICES COMPANY  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
(Thousands of Dollars)	
ASSETS	
-----	
Current Assets:	
Cash and cash equivalents	\$ 667
Receivables, net	2,803
Accounts receivable from affiliated companies	3,687
Notes receivable from affiliated companies	300
Unbilled revenues	813
Materials and supplies	8
Prepayments and other	695
	8,973
	-----
Property, Plant and Equipment:	
Competitive energy	3,648
Less: Accumulated depreciation	1,203
	2,445
Construction work in progress	8
	2,453
	-----
Deferred Debits and Other Assets:	
Accumulated deferred income taxes	526
Other	21,564
	22,090
	-----
Total Assets	\$ 33,516

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 GENERATION SERVICES COMPANY  
BALANCE SHEET  
(Unaudited)

June 30,  
2004  
-----  
(Thousands of

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	Dollars)	
LIABILITIES AND CAPITALIZATION		
-----		
Current Liabilities:		
Accounts payable	\$	3,022
Accounts payable to affiliated companies		2,730
Accrued taxes		5,542
Accrued pension		268
Other		1,436
		-----
		12,998
		-----
Deferred Credits and Other Liabilities		1,844
		-----
Capitalization:		
Long-Term Debt from NU Parent		5,000
		-----
Common Stockholder's Equity:		
Common stock, \$1 par value - 20,000 authorized and 100 shares outstanding		-
Capital surplus, paid in		15,430
Accumulated deficit		(1,743)
Accumulated comprehensive loss		(13)
		-----
Common Stockholder's Equity		13,674
		-----
Total Capitalization		18,674
		-----
Total Liabilities and Capitalization	\$	33,516
		=====

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 GENERATION SERVICES COMPANY  
STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	-----	-----
	(Thousands of Dollars)	
Operating Revenues	\$ 13,356	\$ 26,105
	-----	-----
Operating Expenses:		
Operation -		
Other	8,417	16,632
Maintenance	3,655	7,218
Depreciation and amortization	100	168
Taxes other than income taxes	420	1,032
	-----	-----

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Total operating expenses	12,592	25,050
	-----	-----
Operating Income	764	1,055
Interest Expense, Net	120	253
Other Loss, Net	(235)	(220)
	-----	-----
Income Before Income Tax Expense	409	582
Income Tax Expense	130	181
	-----	-----
Net Income	\$ 279	\$ 401
	=====	=====

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 CONTRACTING, INC.  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
	-----
	(Thousands of Dollars)
ASSETS	
-----	
Current Assets:	
Receivables, net	\$ 25,604
Materials and supplies	623
Prepayments and other	300
	-----
	26,527
	-----
Property, Plant and Equipment:	
Competitive energy	5,867
Less: Accumulated depreciation	3,241
	-----
	2,626
	-----
Deferred Debits and Other Assets:	
Goodwill, net	17,220
Other	793
	-----
	18,013
	-----
Total Assets	\$ 47,166
	=====

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.

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SELECT ENERGY CONTRACTING, INC.  
BALANCE SHEET  
(Unaudited)

		June 30, 2004
-----		
(Thousands of Dollars)		
<b>LIABILITIES AND CAPITALIZATION</b>		
-----		
<b>Current Liabilities:</b>		
Accounts payable	\$	5,490
Accounts payable to affiliated companies		15,783
Accrued taxes		585
Other		5,956
		-----
		27,814
		-----
<b>Deferred Credits and Other Liabilities:</b>		
Accumulated deferred income taxes		1,578
		-----
<b>Capitalization:</b>		
<b>Common Stockholder's Equity:</b>		
Common stock, \$1 par value - 100,000 shares authorized and 100 shares outstanding		-
Capital surplus, paid in		15,068
Retained earnings		2,706
		-----
Common Stockholder's Equity		17,774
		-----
<b>Total Capitalization</b>		17,774
		-----
<b>Total Liabilities and Capitalization</b>	\$	47,166
		=====

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 CONTRACTING, INC.  
STATEMENTS OF INCOME

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
-----		
(Thousands of Dollars)		
Operating Revenues	\$ 22,888	\$ 39,062
		-----
<b>Operating Expenses:</b>		
Operation	22,000	37,882
Maintenance	75	183
Depreciation	286	572

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Total operating expenses	22,361	38,637
Operating Income	527	425
Interest Expense, Net	34	67
Other Income, Net	30	31
Loss Before Income Tax Expense	523	389
Income Tax Expense	223	185
Net Income	\$ 300	\$ 204

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.

REEDS FERRY SUPPLY CO., INC.  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
	(Thousands of Dollars)
ASSETS	
-----	
Current Assets:	
Cash	\$ 5
Receivables, net	56
	-----
	61
	-----
Deferred Debits and Other Assets:	
Goodwill, net	247
	-----
Total Assets	\$ 308
	=====
LIABILITIES AND CAPITALIZATION	
-----	
Current Liabilities:	
Accounts payable	\$ 55
Accounts payable to affiliated companies	295
	-----
	350
	-----
Capitalization:	
Common Stockholder's Equity:	
Common stock, no par value - 200 shares authorized and 100 shares outstanding	4
Capital surplus, paid in	3
Accumulated deficit	(49)
	-----
Common Stockholder's Equity	(42)
	-----
Total Capitalization	(42)
	-----

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Total Liabilities and Capitalization \$ 308  
=====

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.

REEDS FERRY SUPPLY CO., INC.  
STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	-----	-----
	(Thousands of Dollars)	
Operating Revenues	\$ 408	\$ 616
Operating Expenses	408	616
	-----	-----
Net Income	\$ -	\$ -
	=====	=====

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.

HEC/TOBYHANNA ENERGY PROJECT, INC.  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
	-----
	(Thousands of Dollars)
ASSETS	
-----	
Current Assets:	
Special deposits	\$ 4,974
Receivables, net	768
	-----
	5,742
	-----
Deferred Debits and Other Assets:	
Contracts receivable	27,002
Unamortized debt expense	559
	-----
	27,561
	-----
Total Assets	\$ 33,303
	=====

LIABILITIES AND CAPITALIZATION

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-----	
Current Liabilities:	
Long-term debt - current portion	\$ 599
Accounts payable to affiliated companies	7,579
Accrued taxes	80
Accrued interest	686
Other	304
	-----
	9,248
	-----
Capitalization:	
Long-Term Debt	23,067
	-----
Common Stockholder's Equity:	
Common stock, \$1 par value - 100 shares authorized and outstanding	-
Retained earnings	988
	-----
Total Common Stockholder's Equity	988
	-----
Total Capitalization	24,055
	-----
Total Liabilities and Capitalization	\$ 33,303
	=====

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.

HEC/TOBYHANNA ENERGY PROJECT, INC.  
STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	-----	-----
	(Thousands of Dollars)	
Interest Expense, Net	\$ 459	\$ 922
Other Income, Net	537	1,105
	-----	-----
Income Before Income Tax Expense	78	183
Income Tax Expense	22	97
	-----	-----
Net Income	\$ 56	\$ 86
	=====	=====

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.

YANKEE ENERGY SERVICES COMPANY  
BALANCE SHEET  
(Unaudited)

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	June 30, 2004
	----- (Thousands of Dollars)
ASSETS	
-----	
Current Assets:	
Cash	\$          320
Notes receivable from affiliated companies	500
Taxes receivable	2
	-----
	822
	-----
Deferred Debits and Other Assets:	
Accumulated deferred income taxes	1,287
Investments and other	1,496
	-----
	2,783
	-----
Total Assets	\$          3,605
	=====

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.

YANKEE ENERGY SERVICES COMPANY  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
	----- (Thousands of Dollars)
LIABILITIES AND CAPITALIZATION	
-----	
Current Liabilities:	
Accounts payable to affiliated companies	\$          371
Other	3
	-----
	374
	-----
Deferred Credits and Other Liabilities	5
	-----
Capitalization:	
Common Stockholder's Equity:	
Common stock, \$0 par value - 10,000 shares authorized, 200 shares outstanding	1
Capital surplus, paid in	7,881
Accumulated deficit	(4,656)
	-----
Common Stockholder's Equity	3,226
	-----
Total Capitalization	3,226

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Total Liabilities and Capitalization	----- \$ 3,605 =====
--------------------------------------	----------------------------

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.

YANKEE ENERGY SERVICES COMPANY  
STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	-----	-----
	(Thousands of Dollars)	
Operating Revenues	\$ -	\$ -
Operating Expenses	(1)	1
	-----	-----
Operating Income/(Loss)	1	(1)
Other Loss, Net	-	(2,484)
	-----	-----
Income/(Loss) Before Income Tax Benefit	1	(2,485)
Income Tax Benefit	-	(1,020)
	-----	-----
Net Income/(Loss)	\$ 1	\$ (1,465)
	=====	=====

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.

E.S. BOULOS COMPANY  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
	-----
	(Thousands of Dollars)
ASSETS	
-----	
Current Assets:	
Receivables, net	\$ 12,409
Accounts receivable from affiliated companies	1,053
Unbilled revenues	3,858
Materials and supplies	195
	-----
	17,515

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Property, Plant and Equipment:	
Competitive energy	1,280
Less: Accumulated depreciation	505
	-----
	775
Deferred Debits and Other Assets:	
Goodwill	6,963
Purchased intangible assets, net	30
Other	45
	-----
	7,038
Total Assets	\$ 25,328
	=====

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.

E.S. BOULOS COMPANY  
BALANCE SHEET  
(Unaudited)

	June 30,
	2004
	-----
	(Thousands of Dollars)
LIABILITIES AND CAPITALIZATION	
-----	
Current Liabilities:	
Advance from parent, non-interest bearing	\$ 2,948
Notes payable to banks	807
Accounts payable	5,476
Accounts payable to affiliated companies	630
Accrued taxes	29
Other	473
	-----
	10,363
	-----
Deferred Credits and Other Liabilities:	
Accumulated deferred income taxes	504
Other	1,057
	-----
	1,561
	-----
Capitalization:	
Common Stockholder's Equity:	
Common stock, \$0 par value - 20,000 shares authorized and 100 shares outstanding	-
Capital surplus, paid in	7,539
Retained earnings	5,865
	-----
Common Stockholder's Equity	13,404
	-----
Total Capitalization	13,404
	-----

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Total Liabilities and Capitalization \$ 25,328  
=====

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.

E.S. BOULOS COMPANY  
STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	----- (Thousands of Dollars)	
Operating Revenues	\$ 12,697	\$ 22,346
	-----	-----
Operating Expenses:		
Operation -		
Other	395	742
Maintenance	12,017	20,871
Depreciation	64	124
	-----	-----
Total operating expenses	12,476	21,737
	-----	-----
Operating Income	221	609
Other (Loss)/Income, Net	(9)	(8)
	-----	-----
Income Before Income Tax Expense	212	601
Income Tax Expense	74	219
	-----	-----
Net Income	\$ 138	\$ 382
	=====	=====

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.

NGS MECHANICAL, INC.  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
	----- (Thousands of Dollars)
ASSETS	
-----	
Current Assets:	
Cash	\$ 10
	-----

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Total Assets	\$	10	=====
LIABILITIES AND CAPITALIZATION			
-----			
Current Liabilities:			
Accounts payable to affiliated companies	\$	3	-----
Capitalization:			
Common Stockholder's Equity:			
Common stock, \$0 par value - authorized			
20,000 shares; outstanding 100 shares		-	
Capital surplus, paid in		10	
Retained deficit		(3)	
			-----
Common Stockholder's Equity		7	
			-----
Total Capitalization		7	
			-----
Total Liabilities and Capitalization	\$	10	=====

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.

NGS MECHANICAL, INC.  
STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	-----	-----
	(Thousands of Dollars)	
Operating Revenues	\$ -	\$ -
Operating Expenses	-	-
	-----	-----
Net Income	\$ -	\$ -
	=====	=====

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

-----

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(Thousands  
of Dollars)

ASSETS

-----

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		2,627,028
Other		14,756
		-----
		2,641,784
		-----

Total Assets	\$	2,840,869
		=====

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

-----  
(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
		-----

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### Common Stockholder's Equity:

Common shares, \$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	840,082
Accumulated other comprehensive income	46,645
Treasury stock	(359,024)
	-----
Common Stockholder's Equity	2,323,458
	-----
Total Capitalization	2,766,845
	-----
Total Liabilities and Capitalization	\$ 2,840,869
	=====

Note: In the opinion of the Company, all adjustments necessary for a fair representation 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	Six Months Ended June 30, 2004
	-----	-----
	(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	26,084	95,860
Other	3,603	7,853
	-----	-----
Other income, net	29,687	103,713
	-----	-----
Income Before Income Tax Benefit	20,987	86,884
Income Tax Benefit	(1,896)	(3,441)
	-----	-----
Net Income	\$ 22,883	\$ 90,325
	=====	=====

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.

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HEC/CJTS ENERGY CENTER LLC  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
	----- (Thousands of Dollars)
ASSETS	
-----	
Total Assets	\$ - =====
LIABILITIES AND CAPITALIZATION	
-----	
Capitalization:	
Common Stockholder's Equity:	
Capital surplus, paid in	\$ 12
Accumulated deficit	(12)
	-----
Common Stockholder's Equity	-
	-----
Total Capitalization	-
	-----
Total Liabilities and Capitalization	\$ - =====

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.

HEC/CJTS ENERGY CENTER LLC  
STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	-----	-----
	(Thousands of Dollars)	
Operating Revenues	\$ - -----	\$ - -----
Operating Expenses	- -----	- -----
Net Income	\$ - =====	\$ - =====

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

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See accompanying notes to financial statements.

WOODS ELECTRICAL CO., INC.  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
(Thousands of Dollars)	
<b>ASSETS</b>	
-----	
Current Assets:	
Cash	\$ 111
Receivables, net	3,817
Taxes receivable	253
Unbilled revenues	473
Materials and supplies	91
Prepayments and other	2
	4,747
	-----
Property Plant and Equipment:	
Competitive energy	258
Less: Accumulated depreciation and amortization	78
	180
	-----
Deferred Debits and Other Assets:	
Goodwill	3,218
Purchased intangible assets, net	4,450
	7,668
	-----
Total Assets	\$ 12,595

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.

WOODS ELECTRICAL CO., INC.  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
(Thousands of Dollars)	
<b>LIABILITIES AND CAPITALIZATION</b>	
-----	
Current Liabilities:	
Notes payable to affiliated companies	\$ 1,200
Advance from parent, non-interest bearing	250

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Accounts payable	1,369
Accounts payable to affiliated companies	281
Other	59
	-----
	3,159
	-----
Deferred Credits and Other Liabilities:	
Accumulated deferred income taxes	330
Other	443
	-----
	773
	-----
Capitalization:	
Long-Term Debt from NU Parent	4,450
	-----
Common Stockholder's Equity:	
Common stock, \$0 par value - 20,000 shares authorized and 100 shares outstanding	-
Capital surplus, paid in	5,000
Accumulated deficit	(787)
	-----
Common Stockholder's Equity	4,213
	-----
Total Capitalization	8,663
	-----
Total Liabilities and Capitalization	\$ 12,595
	=====

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.

WOODS ELECTRICAL CO., INC.  
STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	-----	-----
	(Thousands of Dollars)	
Operating Revenues	\$ 2,674	\$ 6,406
	-----	-----
Operating Expenses:		
Other	428	818
Maintenance	2,368	5,855
Depreciation	12	25
	-----	-----
Total operating expenses	2,808	6,698
	-----	-----
Operating Loss	(134)	(292)
Interest Expense, Net	84	166
Other Income, Net	1	1
	-----	-----
Loss Before Income Tax Benefit	(217)	(457)
Income Tax Benefit	(89)	(187)
	-----	-----

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Net Loss	\$	(128)	\$	(270)
	=====		=====	

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.

Greenport Power, LLC  
BALANCE SHEET  
(Unaudited)

		June 30, 2004
		-----
		(Thousands of Dollars)
ASSETS		
-----		
Current Assets:		
Cash	\$	528
		-----
Total Assets	\$	528
		=====

LIABILITIES AND CAPITALIZATION

-----		
Current Liabilities:		
Accounts payable	\$	282
Other		200
		-----
		482
		-----
Capitalization:		
Common Stockholder's Equity:		
Members equity		46
		-----
Common Stockholder's Equity		46
		-----
Total Capitalization		46
		-----
Total Liabilities and Capitalization	\$	528
		=====

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 Generation Services Company has a 50 percent ownership interest in Greenport Power, LLC.

Greenport Power, LLC  
STATEMENTS OF INCOME  
(Unaudited)

Three Months      Six Months

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	Ended June 30, 2004	Ended June 30, 2004
	----- (Thousands of Dollars)	
Operating Revenues	\$ -	\$ -
Operating Expenses	100	180
	-----	-----
Net Loss	\$ (100)	\$ (180)
	=====	=====

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 Generation Services Company has a 50 percent ownership interest in Greenport Power, LLC.

ERI/HEC EFA-Med, LLC  
BALANCE SHEET  
(Unaudited)

	June 30, 2004
	----- (Thousands of Dollars)
ASSETS	
-----	
Current Assets:	
Cash	\$ 2
	-----
Total Assets	\$ 2
	=====
LIABILITIES AND CAPITALIZATION	
-----	
Capitalization:	
Common Stockholder's Equity:	
Capital surplus, paid in	\$ 18
Accumulated deficit	(16)
	-----
Common Stockholder's Equity	2
	-----
Total Capitalization	2
	-----
Total Liabilities and Capitalization	\$ 2
	=====

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 Services, Inc. has a 50 percent ownership interest in ERI/HEC EFA-Med, LLC.

## Edgar Filing: NORTHEAST UTILITIES SYSTEM - Form U-9C-3

ERI/HEC EFA-Med, LLC  
 STATEMENTS OF INCOME  
 (Unaudited)

	Three Months Ended June 30, 2004	Six Months Ended June 30, 2004
	-----	-----
	(Thousands of Dollars)	
Operating Revenues	\$ -	\$ -
Operating Expenses	-	-
	-----	-----
Net Income	\$ -	\$ -
	=====	=====

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 Services, Inc. has a 50 percent ownership interest in ERI/HEC EFA-Med, LLC.

Northeast Utilities (Parent)  
 Select Energy, Inc.  
 Select Energy New York, Inc.  
 Northeast Generation Services Company  
 E.S. Boulos Company  
 NGS Mechanical, Inc.  
 Woods Electrical Co., Inc.  
 Greenport Power, LLC  
 Select Energy Contracting, Inc.  
 Reeds Ferry Supply Co., Inc.  
 HEC/Tobyhanna Energy Project, Inc.  
 HEC/CJTS Energy Center LLC  
 ERI/HEC EFA-Med, LLC  
 Yankee Energy Services Company

### Notes to Financial Statements (Unaudited)

#### 1. About Northeast Utilities (NU)

Northeast Utilities Parent is the parent company of NU's subsidiaries. NU's regulated utilities furnish franchised retail electric service in Connecticut, New Hampshire and Massachusetts through three wholly owned subsidiaries: The Connecticut Light and Power Company, Public Service Company of New Hampshire and Western Massachusetts Electric Company. Other subsidiaries include Holyoke Water Power Company, a company engaged in the production of electric power, and Yankee Energy System, Inc. (Yankee), the parent company of Yankee Gas Services Company, Connecticut's largest natural gas distribution system.

Several wholly owned subsidiaries of NU provide support services for NU's

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companies. Northeast Utilities Service Company provides centralized accounting, administrative, engineering, financial, information technology, legal, operational, planning, purchasing, and other services to NU's companies. Three other subsidiaries construct, acquire or lease some of the property and facilities used by NU's companies.

NU Enterprises, Inc. (NU Enterprises) is a wholly owned subsidiary of NU and acts as the holding company for certain of NU's subsidiaries. Select Energy, Inc. (Select Energy) and its consolidated subsidiary Select Energy New York, Inc. (SENY), Northeast Generation Services Company and its subsidiaries (NGS), Select Energy Services, Inc. and its subsidiaries (SESI), Mode 1 Communications, Inc. and Woods Network Services, Inc., engage in a variety of energy-related and telecommunications activities, primarily in the competitive energy retail and wholesale commodity, marketing and services fields. Northeast Generation Company acquires generation facilities. E.S. Boulos Company (Boulos), NGS Mechanical, Inc. (NGS Mechanical) and Woods Electrical Co., Inc. (Woods Electrical) are wholly owned subsidiaries of NGS. Greenport Power, LLC (Greenport) is a joint venture that is 50 percent owned by NGS. Select Energy Contracting, Inc. (Select Energy Contracting), Reeds Ferry Supply Co., Inc. (Reeds Ferry), HEC/Tobyhanna Energy Project, Inc., (HEC/Tobyhanna), and HEC/CJTS Energy Center LLC (HEC/CJTS) are wholly owned subsidiaries of SESI. Another company, ERI/HEC EFA-Med, LLC (ERI/HEC), is 50 percent owned by SESI. Yankee maintains certain wholly owned subsidiaries, including Yankee Energy Services Company (YESCO).

NU Enterprises is grouped into two business segments: the merchant energy business segment and the energy services business segment. The merchant energy business segment is comprised of Select Energy's wholesale and retail businesses. The energy services business segment consists of the operations of NGS, SESI and Woods Network.

Select Energy, SENY, NGS, Boulos, NGS Mechanical, Woods Electrical, Greenport, Select Energy Contracting, Reeds Ferry, HEC/Tobyhanna, HEC/CJTS, ERI/HEC and YESCO are "energy-related companies" under rule 58. These footnotes are applicable to the rule 58 companies with financial statements filed in this report on Form U-9C-3 under Item 6 Section A.

### 2. About Select Energy

Select Energy's merchant energy business segment includes wholesale marketing and retail marketing businesses. The wholesale marketing business includes wholesale origination, portfolio management and the operation of more than 1,400 megawatts of pumped storage, hydroelectric and coal-fired generation assets. Select Energy is an integrated energy business that buys, markets and sells electricity, gas, oil and energy-related products and services to both wholesale and retail customers in the Northeastern United States. Select Energy procures and delivers energy and capacity required to serve its electric, gas and oil customers. Select Energy is a licensed retail electricity supplier and is registered with local electric distribution companies and is a registered gas marketer with local gas distribution companies in the states of Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Virginia.

### 3. About SENY

SENY is a wholly owned subsidiary of Select Energy and engages in the brokering, marketing, transportation, storage, and sale of energy commodities in the state of New York.

### 4. About NGS

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NGS provides management, operation and maintenance services to the electric generation market, as well as to large industrial customers, in the Northeastern United States.

### 5. About Boulos

Boulos is an electrical contracting company which specializes in high-voltage electrical construction and maintenance in Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, and Vermont. Boulos is wholly owned by NGS.

### 6. About NGS Mechanical

NGS Mechanical provides power plant operations, maintenance and capital project support services in certain New England states and New York. NGS Mechanical is wholly owned by NGS.

### 7. About Woods Electrical

Woods Electrical is in the electrical contracting business in Connecticut and is a wholly owned subsidiary of NGS. Woods Electrical is also registered in the electrical contracting business in Maine, Massachusetts, New Hampshire and New York.

### 8. About Greenport

Greenport is a limited liability company that was established to enter into an engineering, procurement and construction agreement with Global Common LLC for the performance of design, engineering, procurement, construction, and other services in connection with an electrical generation facility construction project in Greenport, Long Island, New York. Greenport is 50 percent owned by NGS.

### 9. About Select Energy Contracting

Select Energy Contracting designs, manages and directs the construction of, and/or installation of mechanical, water and electrical systems and other resource consuming equipment.

### 10. About Reeds Ferry

Reeds Ferry is an equipment wholesaler which purchases equipment on behalf of Select Energy Contracting.

### 11. About HEC/Tobyhanna

HEC/Tobyhanna is a special purpose entity established to manage the assets of an Energy Savings Performance Contract at the Tobyhanna Army Depot.

### 12. About HEC/CJTS

HEC/CJTS is a special purpose entity formed to facilitate the financing of SESI's construction of an energy center at the Connecticut Juvenile Training School in Middletown, Connecticut.

### 13. About ERI/HEC

ERI/HEC was established on September 30, 2000, by SESI and ERI Services, Inc. to enter into an indefinite delivery/indefinite quantity contract with the United States Navy. ERI/HEC is 50 percent owned by SESI.

### 14. About YESCO

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YESCO has disposed of most of its assets and has wound down its energy-related services for its customers.

### 15. Public Utility Regulation

NU is registered with the Securities and Exchange Commission (SEC) as a holding company under the Public Utility Holding Company Act of 1935 (1935 Act), and is subject to the provisions of the 1935 Act. Arrangements among NU's companies, outside agencies and other utilities covering interconnections, interchange of electric power and sales of utility property are subject to regulation by the Federal Energy Regulatory Commission (FERC) and/or the SEC. NU's operating subsidiaries are subject to further regulation for rates, accounting and other matters by the FERC and/or applicable state regulatory commissions.

### 16. Presentation

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### 17. Derivative Instruments, Market Risk and Risk Management

#### A. Derivative Instruments

Derivatives that are utilized for trading purposes are recorded at fair value with changes in fair value included in earnings. Other contracts that are derivatives but do not meet the definition of a cash flow or fair value hedge and cannot be designated as normal purchases or normal sales are also recorded at fair value with changes in fair value included in earnings. For those contracts that meet the definition of a derivative and meet the cash flow hedge requirements, the changes in the fair value of the effective portion of those contracts are generally recognized in accumulated other comprehensive income until the underlying transactions occur. For contracts that meet the definition of a derivative but do not meet the hedging requirements, and for the ineffective portion of contracts that meet the cash flow hedge requirements, the changes in fair value of those contracts are recognized currently in earnings. Derivative contracts designated as fair value hedges and the item they are hedging are both recorded at fair value on the balance sheet. Derivative contracts that are entered into as a normal purchase or sale and are probable of resulting in physical delivery, and are documented as such, are recorded under accrual accounting.

The tables below summarize Select Energy's derivative assets and liabilities at June 30, 2004. The business activities of NU Enterprises that result in the recognition of derivative assets include concentrations of credit risk to energy marketing and trading counterparties. At June 30, 2004, the maximum amount of loss on trading, non-trading, and hedging contracts due to credit risk and assuming complete performance failure and no value for the collateral maintained is the total of NU Enterprises' derivative assets of \$203 million. However, a significant portion of these assets is contracted with investment grade rated counterparties or collateralized with cash. The amounts below do not include option premiums paid, which are recorded as prepayments and amounted to \$6.8 million related to energy trading activities and \$16.7 million related to marketing activities at June 30, 2004. These amounts also do not include option premiums received, which are recorded as other current liabilities and amounted to \$9.2 million related to energy trading activities and \$1.9 million related to marketing activities at June 30, 2004.

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(Millions of Dollars)	Assets	Liabilities	Total
Trading	\$ 111.2	\$ (82.9)	\$ 28.3
Non-trading	0.2	(0.1)	0.1
Hedging	91.6	(15.2)	76.4
<b>Total</b>	<b>\$ 203.0</b>	<b>\$ (98.2)</b>	<b>\$ 104.8</b>

Trading: To gather market intelligence and utilize this information in risk management activities for the wholesale marketing activities, Select Energy conducts limited energy trading activities in electricity, natural gas, and oil, and therefore, experiences net open positions. Select Energy manages these open positions with strict policies that limit its exposure to market risk and require daily reporting to management of potential financial exposures.

Derivatives used in trading activities are recorded at fair value and included in the balance sheet as derivative assets or liabilities. Changes in fair value are recognized in operating revenues in the statement of income in the period of change. The net fair value positions of the trading portfolio at June 30, 2004 were assets of \$28.3 million.

Select Energy's trading portfolio includes New York Mercantile Exchange (NYMEX) futures and options, the fair value of which is based on closing exchange prices; over-the-counter forwards and options, the fair value of which is based on the mid-point of bid and ask market prices; and bilateral contracts for the purchase or sale of electricity or natural gas, the fair value of which is determined using available information from external sources. Select Energy's trading portfolio also includes transmission congestion contracts (TCCs). The fair value of the TCCs included in the trading portfolio is based on published market data.

Non-trading: Non-trading derivative contracts are used for delivery of energy related to Select Energy's wholesale and retail marketing activities. These contracts are subject to fair value accounting because these contracts are derivatives that cannot be designated as normal purchases or sales, as defined. These contracts cannot be designated as normal purchases or sales either because they are included in the New York energy market that settles financially or because management did not elect the normal purchases and sales designation. Changes in fair value of a negative \$0.7 million of non-trading derivative contracts were recorded in revenues in the first six months of 2004.

Market information for the TCCs classified as non-trading is not available, and those contracts cannot be reliably valued. Management believes the amounts paid for these contracts, which total \$8.2 million at June 30, 2004, are included in premiums paid, are equal to their fair value.

Hedging: Select Energy utilizes derivative financial and commodity instruments, including futures and forward contracts, to reduce market risk associated with fluctuations in the price of electricity and natural gas purchased to meet firm sales commitments to certain customers. Select Energy also utilizes derivatives, including price swap agreements, call and put option contracts, and futures and forward contracts to manage the market risk associated with a portion of its anticipated supply and delivery requirements. These derivatives have been designated as cash flow hedging instruments and are used to reduce the market risk associated with fluctuations in the price of electricity, natural gas or oil. A derivative that hedges exposure to the variable cash flows of a forecasted transaction

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(a cash flow hedge) is initially recorded at fair value with changes in fair value recorded in accumulated other comprehensive income. Cash flow hedges impact net income when the forecasted transaction being hedged occurs, when hedge ineffectiveness is measured and recorded, when the forecasted transaction being hedged is no longer probable of occurring, or when there is accumulated other comprehensive loss and the hedge and the forecasted transaction being hedged are in a loss position on a combined basis.

Select Energy maintains natural gas service agreements with certain customers to supply gas at fixed prices for terms extending through 2006. Select Energy has hedged its gas supply risk under these agreements through NYMEX futures contracts. Under these contracts, which also extend through 2006, the purchase price of a specified quantity of gas is effectively fixed over the term of the gas service agreements. At June 30, 2004 the NYMEX futures contracts had notional values of \$65.2 million and were recorded at fair value as derivative assets of \$11.9 million.

Select Energy also maintains various physical and financial instruments to hedge its electric and gas purchases and sales through 2006. These instruments include forwards, futures, options, financial collars, swaps and financial transmission rights. These hedging contracts, which are valued at the mid-point of bid and ask market prices, were recorded as derivative assets of \$79.7 million and derivative liabilities of \$14.7 million at June 30, 2004.

In the second quarter of 2004, Select Energy hedged natural gas inventory with gas futures, accounted for as fair value hedges. The changes in fair value of the futures, options and swaps were recorded as derivative liabilities of \$0.5 million, and the changes in fair value of the hedged inventory of \$0.9 million were recorded on the balance sheet.

### B. Market Risk Information

Select Energy utilizes the sensitivity analysis methodology to disclose quantitative information for its commodity price risks. Sensitivity analysis provides a presentation of the potential loss of future earnings, fair values or cash flows from market risk-sensitive instruments over a selected time period due to one or more hypothetical changes in commodity prices, or other similar price changes. Under sensitivity analysis, the fair value of the portfolio is a function of the underlying commodity, contract prices and market prices represented by each derivative commodity contract. For swaps, forward contracts and options, fair value reflects management's best estimates considering over-the-counter quotations, time value and volatility factors of the underlying commitments. Exchange-traded futures and options are recorded at fair value based on closing exchange prices.

**Wholesale and Retail Marketing Portfolio:** When conducting sensitivity analyses of the change in the fair value of Select Energy's electricity, natural gas and oil on the wholesale and retail marketing portfolio, which would result from a hypothetical change in the future market price of electricity, natural gas and oil, the fair values of the contracts are determined from models that take into consideration estimated future market prices of electricity, natural gas and oil, the volatility of the market prices in each period, as well as the time value factors of the underlying commitments. In most instances, market prices and volatility are determined from quoted prices on the futures exchange.

Select Energy has determined a hypothetical change in the fair value for its wholesale and retail marketing portfolio, which includes cash flow hedges and electricity, natural gas and oil contracts, assuming a 10 percent change in forward market prices. At June 30, 2004, a 10 percent change in market price would have resulted in an increase in fair value of \$24.6 million or a

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decrease in fair value of \$22.7 million.

The impact of a change in electricity, natural gas and oil prices on Select Energy's wholesale and retail marketing portfolio at June 30, 2004, is not necessarily representative of the results that will be realized when these contracts are physically delivered.

Trading Contracts: At June 30, 2004, Select Energy has calculated the market price resulting from a 10 percent change in forward market prices. That 10 percent change would result in approximately a \$0.7 million increase or decrease in the fair value of the Select Energy trading portfolio. In the normal course of business, Select Energy also faces risks that are either non-financial or non-quantifiable. These risks principally include credit risk, which is not reflected in this sensitivity analysis.

### C. Other Risk Management Activities

Credit Risk Management: Credit risk relates to the risk of loss that NU would incur as a result of non-performance by counterparties pursuant to the terms of their contractual obligations. NU serves a wide variety of customers and suppliers that include IPPs, industrial companies, gas and electric utilities, oil and gas producers, financial institutions, and other energy marketers. Margin accounts exist within this diverse group, and NU realizes interest receipts and payments related to balances outstanding in these margin accounts. This wide customer and supplier mix generates a need for a variety of contractual structures, products and terms which, in turn, requires NU to manage the portfolio of market risk inherent in those transactions in a manner consistent with the parameters established by NU's risk management process.

Credit risks and market risks at NU Enterprises are monitored regularly by a Risk Oversight Council operating outside of the business lines that create or actively manage these risk exposures to ensure compliance with NU's stated risk management policies.

NU tracks and re-balances the risk in its portfolio in accordance with fair value and other risk management methodologies that utilize forward price curves in the energy markets to estimate the size and probability of future potential exposure.

NYMEX traded futures and option contracts cleared off the NYMEX exchange are ultimately guaranteed by NYMEX to Select Energy. Select Energy has established written credit policies with regard to its counterparties to minimize overall credit risk on all types of transactions. These policies require an evaluation of potential counterparties' financial condition (including credit ratings), collateral requirements under certain circumstances (including cash in advance, letters of credit, and parent guarantees), and the use of standardized agreements, which allow for the netting of positive and negative exposures associated with a single counterparty. This evaluation results in establishing credit limits prior to Select Energy entering into energy contracts. The appropriateness of these limits is subject to continuing review. Concentrations among these counterparties may impact Select Energy's overall exposure to credit risk, either positively or negatively, in that the counterparties may be similarly affected by changes to economic, regulatory or other conditions.

At June 30, 2004, Select Energy maintained collateral balances from counterparties of \$105 million. These amounts are included in both unrestricted cash from counterparties and other current liabilities on the accompanying balance sheet.

### 18. Unrestricted Cash from Counterparties

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Unrestricted cash on deposit from counterparties represents balances collected from counterparties resulting from Select Energy's credit management activities. An offsetting liability has been recorded in other current liabilities for the amounts collected. To the extent Select Energy requires collateral from counterparties, cash is held as a part of the total collateral required. The right to hold such cash collateral in an unrestricted manner is determined by the terms of Select Energy's agreements. Key factors affecting the unrestricted status of a portion of this cash collateral include the financial standing of Select Energy and its credit support provider.

19. Special Deposits

Special deposits represents amounts Select Energy has on deposit with unaffiliated counterparties and brokerage firms in the amount of \$2.6 million.

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  
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(Registered Holding Company)

By: /s/ John P. Stack  
-----  
(Signature of Signing Officer)

John P. Stack  
-----  
Vice President-Accounting and Controller  
-----  
Date: August 25, 2004  
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