

NORTHEAST UTILITIES
Form 10-Q
November 04, 2013

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended September 30, 2013

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

<u>Commission File Number</u>	<u>Registrant; State of Incorporation; Address; and Telephone Number</u>	<u>I.R.S. Employer Identification No.</u>
1-5324	NORTHEAST UTILITIES (a Massachusetts voluntary association) One Federal Street Building 111-4 Springfield, Massachusetts 01105 Telephone: (413) 785-5871	04-2147929
0-00404	THE CONNECTICUT LIGHT AND POWER COMPANY (a Connecticut corporation) 107 Selden Street Berlin, Connecticut 06037-1616 Telephone: (860) 665-5000	06-0303850

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1-02301	NSTAR ELECTRIC COMPANY (a Massachusetts corporation) 800 Boylston Street Boston, Massachusetts 02199 Telephone: (617) 424-2000	04-1278810
1-6392	PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE (a New Hampshire corporation) Energy Park 780 North Commercial Street Manchester, New Hampshire 03101-1134 Telephone: (603) 669-4000	02-0181050
0-7624	WESTERN MASSACHUSETTS ELECTRIC COMPANY (a Massachusetts corporation) One Federal Street Building 111-4 Springfield, Massachusetts 01105 Telephone: (413) 785-5871	04-1961130

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Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Yes No

ü

Indicate by check mark whether the registrants have submitted electronically and posted on its corporate Web sites, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

ü

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

	Large Accelerated Filer	Accelerated Filer	Non-accelerated Filer
Northeast Utilities	ü		
The Connecticut Light and Power Company			ü
NSTAR Electric Company			ü
Public Service Company of New Hampshire			ü
Western Massachusetts Electric Company			ü

Indicate by check mark whether the registrants are shell companies (as defined in Rule 12b-2 of the Exchange Act):

Yes No

Northeast Utilities	ü
The Connecticut Light and Power Company	ü
NSTAR Electric Company	ü
Public Service Company of New Hampshire	ü
Western Massachusetts Electric Company	ü

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Indicate the number of shares outstanding of each of the issuers' classes of common stock, as of the latest practicable date:

<u>Company - Class of Stock</u>	<u>Outstanding as of October 31, 2013</u>
Northeast Utilities Common shares, \$5.00 par value	315,094,075 shares
The Connecticut Light and Power Company Common stock, \$10.00 par value	6,035,205 shares
NSTAR Electric Company Common stock, \$1.00 par value	100 shares
Public Service Company of New Hampshire Common stock, \$1.00 par value	301 shares
Western Massachusetts Electric Company Common stock, \$25.00 par value	434,653 shares

Northeast Utilities, directly or indirectly, holds all of the 6,035,205 shares, 100 shares, 301 shares, and 434,653 shares of the outstanding common stock of The Connecticut Light and Power Company, NSTAR Electric Company, Public Service Company of New Hampshire and Western Massachusetts Electric Company, respectively.

NSTAR Electric Company, Public Service Company of New Hampshire and Western Massachusetts Electric Company each meet the conditions set forth in General Instructions H(1)(a) and (b) of Form 10-Q, and each is therefore filing this Form 10-Q with the reduced disclosure format specified in General Instruction H(2) of Form 10-Q.

GLOSSARY OF TERMS

The following is a glossary of abbreviations or acronyms that are found in this report:

CURRENT OR FORMER NU COMPANIES, SEGMENTS OR INVESTMENTS:

CL&P	The Connecticut Light and Power Company
CYAPC	Connecticut Yankee Atomic Power Company
Hopkinton	Hopkinton LNG Corp., a wholly owned subsidiary of NSTAR LLC
HWP	HWP Company, formerly the Holyoke Water Power Company
MYAPC	Maine Yankee Atomic Power Company
NGS	Northeast Generation Services Company and subsidiaries
NPT	Northern Pass Transmission LLC
NSTAR	Parent Company of NSTAR Electric, NSTAR Gas and other subsidiaries (prior to the merger with NU); also the term used for NSTAR LLC and its subsidiaries
NSTAR Electric	NSTAR Electric Company
NSTAR Electric & Gas	NSTAR Electric & Gas Corporation, a Northeast Utilities service company
NSTAR Gas	NSTAR Gas Company
NSTAR LLC	Post-merger parent company of NSTAR Electric, NSTAR Gas and other subsidiaries, and successor to NSTAR
NU Enterprises	NU Enterprises, Inc., the parent company of Select Energy, NGS, NGS Mechanical, Select Energy Contracting, Inc. and E.S. Boulos Company
NU or the Company	Northeast Utilities and subsidiaries
NU parent and other companies	NU parent and other companies is comprised of NU parent, NSTAR LLC, NSTAR Electric & Gas, NUSCO and other subsidiaries, including NU Enterprises, NSTAR Communications, Inc., HWP, RRR (a real estate subsidiary), the non-energy-related subsidiaries of Yankee (Yankee Energy Services Company and Yankee Energy Financial Services Company), and the consolidated operations of CYAPC and YAEC
NUSCO	Northeast Utilities Service Company
NUTV	NU Transmission Ventures, Inc., the parent company of NPT and Renewable Properties, Inc.
PSNH	Public Service Company of New Hampshire
Regulated companies	NU's Regulated companies, comprised of the electric distribution and transmission businesses of CL&P, NSTAR Electric, PSNH, and WMECO, the natural gas distribution businesses of Yankee Gas and NSTAR Gas, the generation activities of PSNH and WMECO, and NPT
RRR	The Rocky River Realty Company
Select Energy	Select Energy, Inc.
WMECO	Western Massachusetts Electric Company
YAEC	Yankee Atomic Electric Company
Yankee	Yankee Energy System, Inc.
Yankee Companies	CYAPC, YAEC and MYAPC
Yankee Gas	Yankee Gas Services Company

REGULATORS:

DEEP	Connecticut Department of Energy and Environmental Protection
DOE	U.S. Department of Energy
DOER	Massachusetts Department of Energy Resources
DPU	Massachusetts Department of Public Utilities
EPA	U.S. Environmental Protection Agency
FERC	Federal Energy Regulatory Commission
ISO-NE	ISO New England, Inc., the New England Independent System Operator
MA DEP	Massachusetts Department of Environmental Protection
NHPUC	New Hampshire Public Utilities Commission
PURA	Connecticut Public Utilities Regulatory Authority
SEC	U.S. Securities and Exchange Commission
SJC	Supreme Judicial Court of Massachusetts

OTHER:

AFUDC	Allowance For Funds Used During Construction
AOCI	Accumulated Other Comprehensive Income/(Loss)
ARO	Asset Retirement Obligation
C&LM	Conservation and Load Management
CfD	Contract for Differences
Clean Air Project	The construction of a wet flue gas desulphurization system, known as "scrubber technology," to reduce mercury emissions of the Merrimack coal-fired generation station in Bow, New Hampshire
CPSL	Capital Projects Scheduling List
CTA	Competitive Transition Assessment
CWIP	Construction work in progress
EPS	Earnings Per Share
ERISA	Employee Retirement Income Security Act of 1974
ES	Default Energy Service
ESOP	Employee Stock Ownership Plan
ESPP	Employee Share Purchase Plan
FERC ALJ	FERC Administrative Law Judge
Fitch	Fitch Ratings
FMCC	Federally Mandated Congestion Charge
FTR	Financial Transmission Rights
GAAP	Accounting principles generally accepted in the United States of America
GSC	Generation Service Charge
GSRP	Greater Springfield Reliability Project
GWh	Gigawatt-Hours
HG&E	Holyoke Gas and Electric, a municipal department of the City of Holyoke, MA
HQ	Hydro-Québec, a corporation wholly owned by the Québec government, including its divisions that produce, transmit and distribute electricity in Québec, Canada
HVDC	High voltage direct current
Hydro Renewable Energy	Hydro Renewable Energy, Inc., a wholly owned subsidiary of Hydro-Québec
IPP	Independent Power Producers
ISO-NE Tariff	ISO-NE FERC Transmission, Markets and Services Tariff
kV	Kilovolt

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kW	Kilowatt (equal to one thousand watts)
kWh	Kilowatt-Hours (the basic unit of electricity energy equal to one kilowatt of power supplied for one hour)
LNG	Liquefied natural gas
LOC	Letter of Credit
LRS	Supplier of last resort service
MGP	Manufactured Gas Plant
MMBtu	One million British thermal units
Moody's	Moody's Investors Services, Inc.
MW	Megawatt
MWh	Megawatt-Hours
NEEWS	New England East-West Solution
Northern Pass	The high voltage direct current transmission line project from Canada into New Hampshire
NU Money Pool	Northeast Utilities Money Pool
NU supplemental benefit trust	The NU Trust Under Supplemental Executive Retirement Plan
NU 2012 Form 10-K	The Northeast Utilities and Subsidiaries 2012 combined Annual Report on Form 10-K as filed with the SEC
PAM	Pension and PBOP Rate Adjustment Mechanism
PBOP	Postretirement Benefits Other Than Pension
PBOP Plan	Postretirement Benefits Other Than Pension Plan that provides certain retiree health care benefits, primarily medical and dental, and life insurance benefits
PCRBs	Pollution Control Revenue Bonds
Pension Plan	Single uniform noncontributory defined benefit retirement plan
PPA	Pension Protection Act
RECs	Renewable Energy Certificates
Regulatory ROE	The average cost of capital method for calculating the return on equity related to the distribution and generation business segment excluding the wholesale transmission segment
ROE	Return on Equity
RRB	Rate Reduction Bond or Rate Reduction Certificate
RSUs	Restricted share units
S&P	Standard & Poor's Financial Services LLC
SBC	Systems Benefits Charge
SCRC	Stranded Cost Recovery Charge
SERP	Supplemental Executive Retirement Plan
Settlement Agreements	The comprehensive settlement agreements reached by NU and NSTAR with the Massachusetts Attorney General and the DOER on February 15, 2012 related to the merger of NU and NSTAR (Massachusetts settlement agreements) and the comprehensive settlement agreement reached by NU and NSTAR with both the Connecticut Attorney General and the Connecticut Office of Consumer Counsel on March 13, 2012 related to the merger of NU and NSTAR (Connecticut settlement agreement).
SIP	Simplified Incentive Plan
SS	Standard service
TCAM	Transmission Cost Adjustment Mechanism
TSA	Transmission Service Agreement
UI	The United Illuminating Company

**NORTHEAST UTILITIES AND SUBSIDIARIES
THE CONNECTICUT LIGHT AND POWER COMPANY
NSTAR ELECTRIC COMPANY AND SUBSIDIARY
PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND SUBSIDIARY
WESTERN MASSACHUSETTS ELECTRIC COMPANY**

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NORTHEAST UTILITIES AND SUBSIDIARIES
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>ASSETS</u>		
Current Assets:		
Cash and Cash Equivalents	\$ 57,941	\$ 45,748
Receivables, Net	784,498	792,822
Unbilled Revenues	174,097	216,040
Fuel, Materials and Supplies	304,698	267,713
Regulatory Assets	474,198	705,025
Prepayments and Other Current Assets	222,700	199,947
Total Current Assets	2,018,132	2,227,295
Property, Plant and Equipment, Net	17,187,896	16,605,010
Deferred Debits and Other Assets:		
Regulatory Assets	4,882,381	5,132,411
Goodwill	3,519,401	3,519,401
Marketable Securities	468,094	400,329
Derivative Assets	88,887	90,612
Other Long-Term Assets	279,527	327,766
Total Deferred Debits and Other Assets	9,238,290	9,470,519
 Total Assets	 \$ 28,444,318	 \$ 28,302,824

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NORTHEAST UTILITIES AND SUBSIDIARIES
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>LIABILITIES AND CAPITALIZATION</u>		
Current Liabilities:		
Notes Payable	\$ 1,343,000	\$ 1,120,196
Long-Term Debt - Current Portion	608,346	763,338
Accounts Payable	554,010	764,350
Regulatory Liabilities	224,416	134,115
Other Current Liabilities	648,658	861,691
Total Current Liabilities	3,378,430	3,643,690
Rate Reduction Bonds	-	82,139
Deferred Credits and Other Liabilities:		
Accumulated Deferred Income Taxes	3,954,246	3,463,347
Regulatory Liabilities	520,732	540,162
Derivative Liabilities	766,804	882,654
Accrued Pension, SERP and PBOP	1,808,896	2,130,497
Other Long-Term Liabilities	897,997	967,561
Total Deferred Credits and Other Liabilities	7,948,675	7,984,221
Capitalization:		
Long-Term Debt	7,444,192	7,200,156
Noncontrolling Interest - Preferred Stock of Subsidiaries	155,568	155,568
Equity:		
Common Shareholders' Equity:		
Common Shares	1,665,098	1,662,547
Capital Surplus, Paid In	6,185,805	6,183,267
Retained Earnings	2,064,401	1,802,714
Accumulated Other Comprehensive Loss	(67,387)	(72,854)
Treasury Stock	(330,464)	(338,624)
Common Shareholders' Equity	9,517,453	9,237,050
Total Capitalization	17,117,213	16,592,774
Total Liabilities and Capitalization	\$ 28,444,318	\$ 28,302,824

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NORTHEAST UTILITIES AND
SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF
INCOME
(Unaudited)

(Thousands of Dollars, Except Share Information)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
Operating Revenues	\$ 1,892,590	\$ 1,861,529	\$ 5,523,475	\$ 4,589,835
Operating Expenses:				
Purchased Power, Fuel and Transmission	645,881	602,751	1,881,992	1,540,110
Operations and Maintenance	386,700	395,531	1,089,960	1,187,471
Depreciation	149,105	144,475	463,635	369,798
Amortization of Regulatory Assets, Net	70,046	43,835	178,668	74,851
Amortization of Rate Reduction Bonds	-	43,044	42,581	102,144
Energy Efficiency Programs	106,097	98,326	306,010	209,089
Taxes Other Than Income Taxes	135,499	120,662	391,846	319,559
Total Operating Expenses	1,493,328	1,448,624	4,354,692	3,803,022
Operating Income	399,262	412,905	1,168,783	786,813
Interest Expense:				
Interest on Long-Term Debt	84,911	86,459	256,205	233,352
Interest on Rate Reduction Bonds	-	1,681	422	5,168
Other Interest	2,565	2,221	(6,044)	7,336
Interest Expense	87,476	90,361	250,583	245,856
Other Income, Net	8,945	4,324	21,655	14,904
Income Before Income Tax Expense	320,731	326,868	939,855	555,861
Income Tax Expense	109,351	117,360	325,442	199,379
Net Income	211,380	209,508	614,413	356,482
Net Income Attributable to Noncontrolling Interests	1,879	1,880	5,803	5,253
Net Income Attributable to Controlling Interest	\$ 209,501	\$ 207,628	\$ 608,610	\$ 351,229
Basic Earnings Per Common Share	\$ 0.66	\$ 0.66	\$ 1.93	\$ 1.33
Diluted Earnings Per Common Share	\$ 0.66	\$ 0.66	\$ 1.93	\$ 1.32
	\$ 0.37	\$ 0.34	\$ 1.10	\$ 0.97

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Dividends Declared Per Common
Share

Weighted Average Common Shares
Outstanding:

Basic	315,291,346	314,806,441	315,191,752	264,636,636
Diluted	316,218,239	315,805,796	316,061,131	265,353,377

CONDENSED CONSOLIDATED STATEMENTS OF
COMPREHENSIVE INCOME
(Unaudited)

Net Income	\$	211,380	\$	209,508	\$	614,413	\$	356,482
Other Comprehensive Income, Net of Tax:								
Qualified Cash Flow Hedging Instruments		509		516		1,539		1,455
Changes in Unrealized Gains/(Losses) on Other Securities		(38)		217		(810)		411
Changes in Funded Status of Pension, SERP and PBOP Benefit Plans		1,611		1,445		4,738		4,611
Other Comprehensive Income, Net of Tax		2,082		2,178		5,467		6,477
Comprehensive Income Attributable to Noncontrolling Interests		(1,879)		(1,880)		(5,803)		(5,253)
Comprehensive Income Attributable to Controlling Interest	\$	211,583	\$	209,806	\$	614,077	\$	357,706

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NORTHEAST UTILITIES AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Unaudited)

(Thousands of Dollars)	For the Nine Months Ended September 30,	
	2013	2012
Operating Activities:		
Net Income	\$ 614,413	\$ 356,482
Adjustments to Reconcile Net Income to Net Cash Flows		
Provided by Operating Activities:		
Depreciation	463,635	369,798
Deferred Income Taxes	334,225	186,181
Pension, SERP and PBOP Expense	146,803	160,209
Pension and PBOP Contributions	(338,301)	(237,123)
Regulatory Over/(Under) Recoveries, Net	66,239	(26,236)
Amortization of Regulatory Assets, Net	178,668	74,851
Amortization of Rate Reduction Bonds	42,581	102,144
Other	3,158	6,640
Changes in Current Assets and Liabilities:		
Receivables and Unbilled Revenues, Net	(98,432)	(27,677)
Fuel, Materials and Supplies	(13,134)	32,887
Taxes Receivable/Accrued, Net	(28,609)	26,302
Accounts Payable	(112,512)	(208,308)
Other Current Assets and Liabilities, Net	(81,766)	(20,145)
Net Cash Flows Provided by Operating Activities	1,176,968	796,005
Investing Activities:		
Investments in Property, Plant and Equipment	(1,073,759)	(1,081,750)
Proceeds from Sales of Marketable Securities	487,729	232,911
Purchases of Marketable Securities	(541,070)	(252,762)
Decrease in Special Deposits	69,259	6,199
Other Investing Activities	(1,137)	34,066
Net Cash Flows Used in Investing Activities	(1,058,978)	(1,061,336)
Financing Activities:		
Cash Dividends on Common Shares	(341,720)	(267,356)
Cash Dividends on Preferred Stock	(5,802)	(5,149)
(Decrease)/Increase in Short-Term Debt	(172,000)	654,250
Issuance of Long-Term Debt	1,350,000	300,000
Retirements of Long-Term Debt	(840,600)	(267,561)
Retirements of Rate Reduction Bonds	(82,139)	(95,225)
Other Financing Activities	(13,536)	13,262
Net Cash Flows (Used in)/Provided by Financing Activities	(105,797)	332,221
Net Increase in Cash and Cash Equivalents	12,193	66,890
Cash and Cash Equivalents - Beginning of Period	45,748	6,559
Cash and Cash Equivalents - End of Period	\$ 57,941	\$ 73,449

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

THE CONNECTICUT LIGHT AND POWER COMPANY
 CONDENSED BALANCE SHEETS
 (Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 15,253	\$ 1
Receivables, Net	341,749	284,787
Accounts Receivable from Affiliated Companies	1,733	6,641
Unbilled Revenues	73,687	85,353
Regulatory Assets	147,076	185,858
Materials and Supplies	58,124	64,603
Prepayments and Other Current Assets	61,277	26,413
Total Current Assets	698,899	653,656
Property, Plant and Equipment, Net	6,326,225	6,152,959
Deferred Debits and Other Assets:		
Regulatory Assets	2,021,974	2,158,363
Derivative Assets	88,018	90,612
Other Long-Term Assets	91,499	86,498
Total Deferred Debits and Other Assets	2,201,491	2,335,473
Total Assets	\$ 9,226,615	\$ 9,142,088

The accompanying notes are an integral part of these unaudited condensed financial statements.

THE CONNECTICUT LIGHT AND POWER COMPANY
 CONDENSED BALANCE SHEETS
 (Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>LIABILITIES AND CAPITALIZATION</u>		
Current Liabilities:		
Notes Payable to Affiliated Companies	\$ 342,900	\$ 99,296
Long-Term Debt - Current Portion	150,000	125,000
Accounts Payable	170,683	262,857
Accounts Payable to Affiliated Companies	46,401	52,326
Obligations to Third Party Suppliers	65,580	67,344
Accrued Taxes	60,643	60,109
Regulatory Liabilities	81,988	32,119
Derivative Liabilities	94,123	96,931
Other Current Liabilities	78,520	125,662
Total Current Liabilities	1,090,838	921,644
Deferred Credits and Other Liabilities:		
Accumulated Deferred Income Taxes	1,471,547	1,336,105
Regulatory Liabilities	107,964	124,319
Derivative Liabilities	756,437	865,571
Accrued Pension, SERP and PBOP	291,257	304,696
Other Long-Term Liabilities	160,368	197,434
Total Deferred Credits and Other Liabilities	2,787,573	2,828,125
Capitalization:		
Long-Term Debt	2,591,012	2,737,790
Preferred Stock Not Subject to Mandatory Redemption	116,200	116,200
Common Stockholder's Equity:		
Common Stock	60,352	60,352
Capital Surplus, Paid In	1,641,487	1,640,149
Retained Earnings	940,647	839,628
Accumulated Other Comprehensive Loss	(1,494)	(1,800)
Common Stockholder's Equity	2,640,992	2,538,329
Total Capitalization	5,348,204	5,392,319
Total Liabilities and Capitalization	\$ 9,226,615	\$ 9,142,088

The accompanying notes are an integral part of these unaudited condensed financial statements.

THE CONNECTICUT LIGHT AND POWER
COMPANY
CONDENSED STATEMENTS OF INCOME
(Unaudited)

(Thousands of Dollars)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
Operating Revenues	\$ 648,420	\$ 658,111	\$ 1,841,846	\$ 1,812,218
Operating Expenses:				
Purchased Power and Transmission	253,152	241,046	667,266	658,743
Operations and Maintenance	127,104	141,913	359,759	480,286
Depreciation	44,786	41,863	132,356	124,451
Amortization of Regulatory Assets/(Liabilities), Net	(27)	8,656	11,223	19,912
Energy Efficiency Programs	24,544	25,237	68,211	68,205
Taxes Other Than Income Taxes	64,979	59,687	182,676	168,667
Total Operating Expenses	514,538	518,402	1,421,491	1,520,264
Operating Income	133,882	139,709	420,355	291,954
Interest Expense:				
Interest on Long-Term Debt	32,845	31,429	98,163	94,646
Other Interest	2,439	2,162	801	6,223
Interest Expense	35,284	33,591	98,964	100,869
Other Income, Net	3,861	2,889	10,946	8,636
Income Before Income Tax Expense	102,459	109,007	332,337	199,721
Income Tax Expense	36,136	34,121	113,149	63,917
Net Income	\$ 66,323	\$ 74,886	\$ 219,188	\$ 135,804

CONDENSED STATEMENTS OF
COMPREHENSIVE INCOME
(Unaudited)

Net Income	\$ 66,323	\$ 74,886	\$ 219,188	\$ 135,804
Other Comprehensive Income, Net of Tax:				

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Qualified Cash Flow Hedging Instruments	111	111	333	333
Changes in Unrealized Gains/(Losses) on Other Securities	(1)	8	(27)	14
Other Comprehensive Income, Net of Tax	110	119	306	347
Comprehensive Income	\$ 66,433	\$ 75,005	\$ 219,494	\$ 136,151

The accompanying notes are an integral part of these unaudited condensed financial statements.

THE CONNECTICUT LIGHT AND POWER COMPANY
 CONDENSED STATEMENTS OF CASH FLOWS
 (Unaudited)

(Thousands of Dollars)	For the Nine Months Ended September 30,	
	2013	2012
Operating Activities:		
Net Income	\$ 219,188	\$ 135,804
Adjustments to Reconcile Net Income to Net Cash Flows		
Provided by Operating Activities:		
Depreciation	132,356	124,451
Deferred Income Taxes	89,084	97,224
Pension, SERP and PBOP Expense, Net of PBOP Contributions	16,182	18,394
Regulatory Over/(Under) Recoveries, Net	24,061	(13,804)
Amortization of Regulatory Assets, Net	11,223	19,912
Other	(8,759)	(10,701)
Changes in Current Assets and Liabilities:		
Receivables and Unbilled Revenues, Net	(44,523)	(21,632)
Taxes Receivable/Accrued, Net	841	21,410
Accounts Payable	(101,949)	(173,107)
Other Current Assets and Liabilities, Net	(29,106)	(49,750)
Net Cash Flows Provided by Operating Activities	308,598	148,201
Investing Activities:		
Investments in Property, Plant and Equipment	(294,638)	(332,323)
Other Investing Activities	2,013	13,707
Net Cash Flows Used in Investing Activities	(292,625)	(318,616)
Financing Activities:		
Cash Dividends on Common Stock	(114,000)	(100,486)
Cash Dividends on Preferred Stock	(4,169)	(4,169)
Issuance of Long Term Debt	400,000	-
Retirements of Long-Term Debt	(125,000)	-
(Decrease)/Increase in Notes Payable to Affiliates	(62,200)	314,275
Decrease in Short-Term Debt	(89,000)	(31,000)
Other Financing Activities	(6,352)	(1,636)
Net Cash Flows (Used in)/Provided by Financing Activities	(721)	176,984
Net Increase in Cash	15,252	6,569
Cash - Beginning of Period	1	1
Cash - End of Period	\$ 15,253	\$ 6,570

The accompanying notes are an integral part of these unaudited condensed financial statements.

NSTAR ELECTRIC COMPANY AND SUBSIDIARY
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>ASSETS</u>		
Current Assets:		
Cash and Cash Equivalents	\$ 15,470	\$ 13,695
Receivables, Net	263,055	202,025
Accounts Receivable from Affiliated Companies	70,279	160,176
Unbilled Revenues	48,570	41,377
Regulatory Assets	189,754	347,081
Prepayments and Other Current Assets	54,105	28,086
Total Current Assets	641,233	792,440
Property, Plant and Equipment, Net	4,923,410	4,735,297
Deferred Debits and Other Assets:		
Regulatory Assets	1,538,222	1,444,870
Other Long-Term Assets	59,267	87,382
Total Deferred Debits and Other Assets	1,597,489	1,532,252
 Total Assets	 \$ 7,162,132	 \$ 7,059,989

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NSTAR ELECTRIC COMPANY AND SUBSIDIARY
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>LIABILITIES AND CAPITALIZATION</u>		
Current Liabilities:		
Notes Payable	\$ 156,000	\$ 276,000
Long-Term Debt - Current Portion	301,650	1,650
Accounts Payable	157,375	168,611
Accounts Payable to Affiliated Companies	97,992	247,061
Accumulated Deferred Income Taxes	32,049	104,668
Regulatory Liabilities	82,521	47,539
Other Current Liabilities	128,846	144,433
Total Current Liabilities	956,433	989,962
Rate Reduction Bonds	-	43,493
Deferred Credits and Other Liabilities:		
Accumulated Deferred Income Taxes	1,463,285	1,321,026
Regulatory Liabilities	251,005	244,224
Accrued Pension	380,688	360,932
Payable to Affiliated Companies	64,752	70,221
Other Long-Term Liabilities	145,032	183,190
Total Deferred Credits and Other Liabilities	2,304,762	2,179,593
Capitalization:		
Long-Term Debt	1,499,378	1,600,911
Preferred Stock Not Subject to Mandatory Redemption	43,000	43,000
Common Stockholder's Equity:		
Common Stock	-	-
Capital Surplus, Paid In	992,625	992,625
Retained Earnings	1,365,934	1,210,405
Common Stockholder's Equity	2,358,559	2,203,030
Total Capitalization	3,900,937	3,846,941
Total Liabilities and Capitalization	\$ 7,162,132	\$ 7,059,989

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NSTAR ELECTRIC COMPANY
AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF
INCOME
(Unaudited)

(Thousands of Dollars)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
Operating Revenues	\$ 753,879	\$ 693,653	\$ 1,916,557	\$ 1,784,755
Operating Expenses:				
Purchased Power and Transmission	255,244	222,753	659,140	622,265
Operations and Maintenance	97,069	83,329	277,261	340,547
Depreciation	45,441	42,494	136,323	127,692
Amortization of Regulatory Assets, Net	72,740	41,888	173,289	87,912
Amortization of Rate Reduction Bonds	-	22,581	15,054	67,742
Energy Efficiency Programs	58,798	55,969	161,180	138,360
Taxes Other Than Income Taxes	32,610	30,520	95,275	89,689
Total Operating Expenses	561,902	499,534	1,517,522	1,474,207
Operating Income	191,977	194,119	399,035	310,548
Interest Expense:				
Interest on Long-Term Debt	19,860	22,386	59,261	66,953
Interest on Rate Reduction Bonds	-	853	399	3,106
Other Interest	(1,324)	(4,704)	(8,011)	(16,137)
Interest Expense	18,536	18,535	51,649	53,922
Other Income, Net	2,126	551	3,275	1,778
Income Before Income Tax Expense	175,567	176,135	350,661	258,404
Income Tax Expense	68,558	69,373	137,499	102,220
Net Income	\$ 107,009	\$ 106,762	\$ 213,162	\$ 156,184

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

NSTAR ELECTRIC COMPANY AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(Thousands of Dollars)	For the Nine Months Ended September 30,	
	2013	2012
Operating Activities:		
Net Income	\$ 213,162	\$ 156,184
Adjustments to Reconcile Net Income to Net Cash Flows		
Provided by Operating Activities:		
Bad Debt Expense	19,012	53,254
Depreciation	136,323	127,692
Deferred Income Taxes	26,358	(20,250)
Pension and PBOP Expense, Net of Pension Contributions	(55,195)	1,394
Regulatory (Under)/Over Recoveries, Net	(11,299)	62,075
Amortization of Regulatory Assets, Net	173,289	87,912
Amortization of Rate Reduction Bonds	15,054	67,742
Other	(48,291)	(29,154)
Changes in Current Assets and Liabilities:		
Receivables and Unbilled Revenues, Net	(80,575)	(61,528)
Materials and Supplies	7,961	7,264
Taxes Receivable/Accrued, Net	(6,345)	44,142
Accounts Payable	6,856	(81,292)
Accounts Receivable from/Payable to Affiliates, Net	(59,173)	(41,760)
Other Current Assets and Liabilities, Net	(19,547)	58,890
Net Cash Flows Provided by Operating Activities	317,590	432,565
Investing Activities:		
Investments in Property, Plant and Equipment	(330,635)	(298,424)
Decrease in Special Deposits	37,899	25,234
Other Investing Activities	575	375
Net Cash Flows Used in Investing Activities	(292,161)	(272,815)
Financing Activities:		
Cash Dividends on Common Stock	(56,000)	(188,700)
Cash Dividends on Preferred Stock	(1,633)	(1,470)
(Decrease)/Increase in Notes Payable	(120,000)	104,500
Issuance of Long-Term Debt	200,000	-
Retirements of Long-Term Debt	(1,650)	(688)
Retirements of Rate Reduction Bonds	(43,493)	(84,367)
Other Financing Activities	(878)	13,336
Net Cash Flows Used in Financing Activities	(23,654)	(157,389)
Net Increase in Cash and Cash Equivalents	1,775	2,361
Cash and Cash Equivalents - Beginning of Period	13,695	9,373
Cash and Cash Equivalents - End of Period	\$ 15,470	\$ 11,734

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE
AND SUBSIDIARY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 5,604	\$ 2,493
Receivables, Net	78,464	87,164
Accounts Receivable from Affiliated Companies	1,182	723
Unbilled Revenues	31,081	39,982
Taxes Receivable	12,074	17,177
Fuel, Materials and Supplies	125,801	95,345
Regulatory Assets	67,716	62,882
Prepayments and Other Current Assets	6,464	22,205
Total Current Assets	328,386	327,971
Property, Plant and Equipment, Net	2,409,039	2,352,515
Deferred Debits and Other Assets:		
Regulatory Assets	301,368	351,059
Other Long-Term Assets	55,953	83,052
Total Deferred Debits and Other Assets	357,321	434,111
 Total Assets	 \$ 3,094,746	 \$ 3,114,597

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND
SUBSIDIARY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>LIABILITIES AND CAPITALIZATION</u>		
Current Liabilities:		
Notes Payable to Affiliated Companies	\$ 228,500	\$ 63,300
Long-Term Debt - Current Portion	50,000	-
Accounts Payable	60,814	62,864
Accounts Payable to Affiliated Companies	18,279	21,337
Regulatory Liabilities	23,394	23,002
Renewable Portfolio Standards Compliance Obligations	6,701	17,383
Other Current Liabilities	54,315	50,950
Total Current Liabilities	442,003	238,836
Rate Reduction Bonds	-	29,294
Deferred Credits and Other Liabilities:		
Accumulated Deferred Income Taxes	490,863	441,577
Regulatory Liabilities	52,867	52,418
Accrued Pension, SERP and PBOP	104,557	220,129
Other Long-Term Liabilities	43,866	47,896
Total Deferred Credits and Other Liabilities	692,153	762,020
Capitalization:		
Long-Term Debt	839,104	997,932
Common Stockholder's Equity:		
Common Stock	-	-
Capital Surplus, Paid In	701,659	701,052
Retained Earnings	428,660	395,118
Accumulated Other Comprehensive Loss	(8,833)	(9,655)
Common Stockholder's Equity	1,121,486	1,086,515
Total Capitalization	1,960,590	2,084,447
Total Liabilities and Capitalization	\$ 3,094,746	\$ 3,114,597

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

PUBLIC SERVICE COMPANY OF NEW
HAMPSHIRE AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF
INCOME
(Unaudited)

(Thousands of Dollars)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
Operating Revenues	\$ 218,608	\$ 256,949	\$ 708,550	\$ 755,051
Operating Expenses:				
Purchased Power, Fuel and Transmission	46,668	76,008	197,765	239,173
Operations and Maintenance	69,477	67,547	191,606	200,960
Depreciation	22,919	22,264	68,433	65,282
Amortization of Regulatory Assets/(Liabilities), Net	225	(6,356)	(1,745)	(6,179)
Amortization of Rate Reduction Bonds	-	16,112	19,748	43,855
Energy Efficiency Programs	3,990	4,030	11,036	10,824
Taxes Other Than Income Taxes	18,706	16,046	52,640	47,406
Total Operating Expenses	161,985	195,651	539,483	601,321
Operating Income	56,623	61,298	169,067	153,730
Interest Expense:				
Interest on Long-Term Debt	10,345	11,434	32,951	34,537
Interest on Rate Reduction Bonds	-	564	(154)	2,366
Other Interest	521	609	1,384	1,301
Interest Expense	10,866	12,607	34,181	38,204
Other Income/(Loss), Net	792	(353)	2,454	2,237
Income Before Income Tax Expense	46,549	48,338	137,340	117,763
Income Tax Expense	18,196	21,106	52,797	48,037
Net Income	\$ 28,353	\$ 27,232	\$ 84,543	\$ 69,726

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE
INCOME
(Unaudited)

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Net Income	\$	28,353	\$	27,232	\$	84,543	\$	69,726
Other Comprehensive Income, Net of Tax:								
Qualified Cash Flow Hedging Instruments		290		291		872		872
Changes in Unrealized Gains/(Losses) on Other Securities		(2)		13		(47)		24
Changes in Funded Status of Pension, SERP and PBOP Benefit Plans		-		(2)		(3)		2
Other Comprehensive Income, Net of Tax		288		302		822		898
Comprehensive Income	\$	28,641	\$	27,534	\$	85,365	\$	70,624

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND SUBSIDIARY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(Thousands of Dollars)	For the Nine Months Ended September 30,	
	2013	2012
Operating Activities:		
Net Income	\$ 84,543	\$ 69,726
Adjustments to Reconcile Net Income to Net Cash Flows		
Provided by Operating Activities:		
Depreciation	68,433	65,282
Deferred Income Taxes	57,066	39,108
Pension, SERP and PBOP Expense	20,427	19,508
Pension and PBOP Contributions	(112,964)	(94,169)
Regulatory (Under)/Over Recoveries, Net	(1,346)	1,718
Amortization of Regulatory Liabilities, Net	(1,745)	(6,179)
Amortization of Rate Reduction Bonds	19,748	43,855
Other	7,165	18,699
Changes in Current Assets and Liabilities:		
Receivables and Unbilled Revenues, Net	8,047	(4,274)
Fuel, Materials and Supplies	(30,456)	20,178
Taxes Receivable/Accrued, Net	5,103	4,506
Accounts Payable	29,148	(18,567)
Other Current Assets and Liabilities, Net	7,220	18,358
Net Cash Flows Provided by Operating Activities	160,389	177,749
Investing Activities:		
Investments in Property, Plant and Equipment	(155,676)	(161,021)
Decrease in Notes Receivable from Affiliates	-	55,900
Decrease in Special Deposits	22,039	2,599
Other Investing Activities	(53)	(99)
Net Cash Flows Used in Investing Activities	(133,690)	(102,621)
Financing Activities:		
Cash Dividends on Common Stock	(51,000)	(74,675)
Retirements of Long-term Debt	(108,950)	-
Increase in Notes Payable to Affiliates	165,200	44,200
Retirements of Rate Reduction Bonds	(29,294)	(41,265)
Other Financing Activities	456	(349)
Net Cash Flows Used in Financing Activities	(23,588)	(72,089)
Net Increase in Cash	3,111	3,039
Cash - Beginning of Period	2,493	56
Cash - End of Period	\$ 5,604	\$ 3,095

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

WESTERN MASSACHUSETTS ELECTRIC COMPANY
 CONDENSED BALANCE SHEETS
 (Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 3,157	\$ 1
Receivables, Net	49,056	47,297
Accounts Receivable from Affiliated Companies	29,231	164
Unbilled Revenues	13,046	16,192
Taxes Receivable	2	15,513
Regulatory Assets	37,854	42,370
Marketable Securities	24,570	27,352
Prepayments and Other Current Assets	10,195	7,963
Total Current Assets	167,111	156,852
Property, Plant and Equipment, Net	1,352,705	1,290,498
Deferred Debits and Other Assets:		
Regulatory Assets	194,744	221,752
Marketable Securities	33,195	30,342
Other Long-Term Assets	20,246	23,625
Total Deferred Debits and Other Assets	248,185	275,719
 Total Assets	 \$ 1,768,001	 \$ 1,723,069

The accompanying notes are an integral part of these unaudited condensed financial statements.

WESTERN MASSACHUSETTS ELECTRIC COMPANY
 CONDENSED BALANCE SHEETS
 (Unaudited)

(Thousands of Dollars)	September 30, 2013	December 31, 2012
<u>LIABILITIES AND CAPITALIZATION</u>		
Current Liabilities:		
Notes Payable to Affiliated Companies	\$ 79,800	\$ 31,900
Long-Term Debt - Current Portion	-	55,000
Accounts Payable	40,432	68,141
Accounts Payable to Affiliated Companies	7,521	7,103
Regulatory Liabilities	22,400	21,037
Accumulated Deferred Income Taxes	9,416	8,404
Other Current Liabilities	18,718	24,809
Total Current Liabilities	178,287	216,394
Rate Reduction Bonds	-	9,352
Deferred Credits and Other Liabilities:		
Accumulated Deferred Income Taxes	392,360	303,111
Regulatory Liabilities	11,914	9,686
Accrued Pension, SERP and PBOP	30,791	36,099
Other Long-Term Liabilities	26,503	40,148
Total Deferred Credits and Other Liabilities	461,568	389,044
Capitalization:		
Long-Term Debt	549,617	550,270
Common Stockholder's Equity:		
Common Stock	10,866	10,866
Capital Surplus, Paid In	390,645	390,412
Retained Earnings	180,618	160,577
Accumulated Other Comprehensive Loss	(3,600)	(3,846)
Common Stockholder's Equity	578,529	558,009
Total Capitalization	1,128,146	1,108,279
Total Liabilities and Capitalization	\$ 1,768,001	\$ 1,723,069

The accompanying notes are an integral part of these unaudited condensed financial statements.

WESTERN MASSACHUSETTS ELECTRIC
COMPANY
CONDENSED STATEMENTS OF
INCOME
(Unaudited)

(Thousands of Dollars)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
Operating Revenues	\$ 121,795	\$ 112,470	\$ 361,763	\$ 333,331
Operating Expenses:				
Purchased Power and Transmission	38,797	32,028	111,095	105,297
Operations and Maintenance	26,148	24,765	70,213	75,214
Depreciation	9,426	7,464	27,707	22,154
Amortization of Regulatory Assets/(Liabilities), Net	(1,412)	1,021	(598)	634
Amortization of Rate Reduction Bonds	-	4,352	7,780	13,127
Energy Efficiency Programs	12,222	9,190	28,462	19,679
Taxes Other Than Income Taxes	7,696	5,505	20,188	15,365
Total Operating Expenses	92,877	84,325	264,847	251,470
Operating Income	28,918	28,145	96,916	81,861
Interest Expense:				
Interest on Long-Term Debt	5,814	5,783	17,846	17,454
Interest on Rate Reduction Bonds	-	272	177	1,029
Other Interest	417	714	777	1,550
Interest Expense	6,231	6,769	18,800	20,033
Other Income, Net	926	685	2,349	1,965
Income Before Income Tax Expense	23,613	22,061	80,465	63,793
Income Tax Expense	8,588	7,977	30,424	24,385
Net Income	\$ 15,025	\$ 14,084	\$ 50,041	\$ 39,408

CONDENSED STATEMENTS OF COMPREHENSIVE
INCOME
(Unaudited)

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Net Income	\$	15,025	\$	14,084	\$	50,041	\$	39,408
Other Comprehensive Income, Net of Tax:								
Qualified Cash Flow Hedging Instruments		85		84		254		253
Changes in Unrealized Gains/(Losses) on Other Securities		-		2		(8)		4
Other Comprehensive Income, Net of Tax		85		86		246		257
Comprehensive Income	\$	15,110	\$	14,170	\$	50,287	\$	39,665

The accompanying notes are an integral part of these unaudited condensed financial statements.

WESTERN MASSACHUSETTS ELECTRIC COMPANY
 CONDENSED STATEMENTS OF CASH FLOWS
 (Unaudited)

(Thousands of Dollars)	For the Nine Months Ended September 30,	
	2013	2012
Operating Activities:		
Net Income	\$ 50,041	\$ 39,408
Adjustments to Reconcile Net Income to Net Cash Flows		
Provided by Operating Activities:		
Depreciation	27,707	22,154
Deferred Income Taxes	79,401	30,565
Regulatory Over/(Under) Recoveries, Net	11,685	(8,733)
Amortization of Regulatory (Liabilities)/Assets, Net	(598)	634
Amortization of Rate Reduction Bonds	7,780	13,127
Other	(544)	1,755
Changes in Current Assets and Liabilities:		
Receivables and Unbilled Revenues, Net	(32,231)	(10,482)
Taxes Receivable/Accrued, Net	16,412	7,337
Accounts Payable	20,260	(28,510)
Other Current Assets and Liabilities, Net	(9,857)	(9,185)
Net Cash Flows Provided by Operating Activities	170,056	58,070
Investing Activities:		
Investments in Property, Plant and Equipment	(127,352)	(218,184)
Proceeds from Sales of Marketable Securities	53,552	65,131
Purchases of Marketable Securities	(54,042)	(65,664)
Decrease in Notes Receivable from Affiliates	-	11,000
Other Investing Activities	7,401	308
Net Cash Flows Used in Investing Activities	(120,441)	(207,409)
Financing Activities:		
Cash Dividends on Common Stock	(30,000)	(9,431)
Retirements of Long-Term Debt	(55,000)	-
Increase in Notes Payable to Affiliates	47,900	172,500
Retirement of Rate Reduction Bonds	(9,352)	(13,141)
Other Financing Activities	(7)	(54)
Net Cash Flows (Used in)/Provided by Financing Activities	(46,459)	149,874
Net Increase in Cash	3,156	535
Cash - Beginning of Period	1	1
Cash - End of Period	\$ 3,157	\$ 536

The accompanying notes are an integral part of these unaudited condensed financial statements.

NORTHEAST UTILITIES AND SUBSIDIARIES

THE CONNECTICUT LIGHT AND POWER COMPANY

NSTAR ELECTRIC COMPANY AND SUBSIDIARY

PUBLIC SERVICE COMPANY OF NEW HAMPSHIRE AND SUBSIDIARY

WESTERN MASSACHUSETTS ELECTRIC COMPANY

COMBINED NOTES TO CONDENSED FINANCIAL STATEMENTS (Unaudited)

Refer to the Glossary of Terms included in this combined Quarterly Report on Form 10-Q for abbreviations and acronyms used throughout the combined notes to the unaudited condensed financial statements.

1.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A.

Basis of Presentation

NU is a public utility holding company primarily engaged through its wholly owned regulated utility subsidiaries in the energy delivery business. On April 10, 2012, NU acquired 100 percent of the outstanding common shares of NSTAR and its subsidiaries. NU's wholly owned regulated utility subsidiaries consist of CL&P, NSTAR Electric, PSNH, WMECO, Yankee Gas and NSTAR Gas. NU provides energy delivery service to approximately 3.6 million electric and natural gas customers through these six regulated utilities in Connecticut, Massachusetts and New Hampshire. NU's consolidated financial information does not include NSTAR and its subsidiaries' results of operations for the three months ended March 31, 2012. The information disclosed for NSTAR Electric represents its results of operations for the three and nine months ended September 30, 2013 and 2012, presented on a comparable basis.

The unaudited condensed consolidated financial statements of NU, NSTAR Electric and PSNH include the accounts of each of their respective subsidiaries. Intercompany transactions have been eliminated in consolidation. The accompanying unaudited condensed consolidated financial statements of NU, NSTAR Electric and PSNH and the unaudited condensed financial statements of CL&P and WMECO are herein collectively referred to as the "financial statements."

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The combined notes to the financial statements have been prepared pursuant to the rules and regulations of the SEC. Certain information and footnote disclosures included in annual financial statements prepared in accordance with GAAP have been omitted pursuant to such rules and regulations. The accompanying financial statements should be read in conjunction with the entirety of this combined Quarterly Report on Form 10-Q, the first and second quarter 2013 combined Quarterly Reports on Form 10-Q and the 2012 combined Annual Report on Form 10-K of NU, CL&P, NSTAR Electric, PSNH and WMECO, which were filed with the SEC. The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as of 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.

The financial statements contain, in the opinion of management, all adjustments (including normal, recurring adjustments) necessary to present fairly NU's, CL&P's, NSTAR Electric's, PSNH's and WMECO's financial position as of September 30, 2013 and December 31, 2012, the results of operations and comprehensive income for the three and nine months ended September 30, 2013 and 2012, and the cash flows for the nine months ended September 30, 2013 and 2012. The results of operations and comprehensive income for the three and nine months ended September 30, 2013 and 2012, and the cash flows for the nine months ended September 30, 2013 and 2012, are not necessarily indicative of the results expected for a full year. The demand for electricity and natural gas is affected by weather conditions, economic conditions, and consumer conservation (including company-sponsored energy efficiency programs). Electric energy sales and revenues are typically higher in the winter and summer months than in the spring and fall months. Natural gas sales and revenues are typically higher in the winter months than during other periods of the year.

NU consolidates CYAPC and YAEC as CL&P's, NSTAR Electric's, PSNH's and WMECO's combined ownership interest in each of these entities is greater than 50 percent. Intercompany transactions between CL&P, NSTAR Electric, PSNH and WMECO and the CYAPC and YAEC companies have been eliminated in consolidation. For CL&P, NSTAR Electric, PSNH and WMECO, the investment in CYAPC and YAEC continue to be accounted for under the equity method.

NU's utility subsidiaries are subject to the application of accounting guidance for entities with rate-regulated operations that considers the effect of regulation resulting from differences in the timing of the recognition of certain revenues and expenses from those of other businesses and industries. NU's utility subsidiaries' energy delivery business is subject to rate-regulation that is based on cost recovery and meets the criteria for application of rate-regulated accounting. See Note 2, "Regulatory Accounting," for further information.

Certain reclassifications of prior period data were made in the accompanying balance sheets for NU, PSNH and WMECO, and the statements of cash flows for all companies presented. These reclassifications were made to conform to the current period's presentation.

B.

Accounting Standards

Recently Adopted Accounting Standards: In the first quarter of 2013, NU adopted the following Financial Accounting Standards Board's (FASB) final Accounting Standards Updates (ASU) relating to additional disclosure requirements:

Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income: Requires entities to disclose additional information about items reclassified out of AOCI. The ASU does not change existing guidance on which items should be reclassified out of AOCI but requires disclosures about the components of AOCI and the amount of reclassification adjustments to be presented in one location. The ASU was effective beginning in the first quarter of 2013 and was applied prospectively. For further information, see Note 11, "Accumulated Other Comprehensive Income/(Loss)," to the financial statements. The ASU did not affect the calculation of net income, comprehensive income or EPS and did not have an impact on financial position, results of operations or cash flows.

Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities: Clarifies the scope of the offsetting disclosure requirements under GAAP. The disclosure requirements apply to derivative instruments, do not change existing guidance on which items should be offset in the balance sheets and require disclosures about the items that are offset. The ASU was effective beginning in the first quarter of 2013 with retrospective application. For further information, see Note 4, "Derivative Instruments," to the financial statements. The ASU did not have an impact on financial position, results of operations or cash flows.

Accounting Standards Issued but not Yet Adopted: In July 2013, the FASB issued a final ASU that requires presentation of certain unrecognized tax benefits as reductions to deferred tax assets rather than as liabilities. Management is currently evaluating the balance sheet impact of implementing this standard. The ASU does not impact results of operations or cash flows.

C.

Provision for Uncollectible Accounts

NU, including CL&P, NSTAR Electric, PSNH and WMECO, presents its receivables at net realizable value by maintaining a provision for uncollectible amounts. This provision is determined based upon a variety of factors, including applying an estimated uncollectible account percentage to each receivable aging category, based upon historical collection and write-off experience and management's assessment of collectibility from individual customers. Management assesses the collectibility of receivables, and if circumstances change, collectibility estimates are adjusted accordingly. Receivable balances are written off against the provision for uncollectible accounts when the accounts are terminated and these balances are deemed to be uncollectible.

The provision for uncollectible accounts, which is included in Receivables, Net on the balance sheets, was as follows:

<i>(Millions of Dollars)</i>	As of September 30, 2013		As of December 31, 2012	
NU	\$	182.5	\$	165.5
CL&P		85.8		77.6
NSTAR Electric		45.9		44.1
PSNH		7.7		6.8
WMECO		10.4		8.5

D.**Fair Value Measurements**

Fair value measurement guidance is applied to derivative contracts recorded at fair value and to the marketable securities held in trusts. Fair value measurement guidance is also applied to investment valuations used to calculate the funded status of pension and PBOP plans and nonrecurring fair value measurements of nonfinancial assets such as goodwill and AROs.

Fair Value Hierarchy: In measuring fair value, NU uses observable market data when available and minimizes the use of unobservable inputs. Inputs used in fair value measurements are categorized into three fair value hierarchy levels for disclosure purposes. The entire fair value measurement is categorized based on the lowest level of input that is significant to the fair value measurement. NU evaluates the classification of assets and liabilities measured at fair value on a quarterly basis, and NU's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period. The three levels of the fair value hierarchy are described below:

Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 - Inputs are quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which all significant inputs are observable.

Level 3 - Quoted market prices are not available. Fair value is derived from valuation techniques in which one or more significant inputs or assumptions are unobservable. Where possible, valuation techniques incorporate observable market inputs that can be validated to external sources such as industry exchanges, including prices of energy and energy-related products.

Determination of Fair Value: The valuation techniques and inputs used in NU's fair value measurements are described in Note 4, "Derivative Instruments," Note 5, "Marketable Securities," and Note 10, "Fair Value of Financial Instruments," to the financial statements.

E.**Other Income, Net**

Items included within Other Income, Net on the statements of income primarily consist of investment income/(loss), interest income, AFUDC related to equity funds, and equity in earnings. For CL&P, NSTAR Electric, PSNH and WMECO, equity in earnings relate to investments in CYAPC, YAEC and MYAPC as well as NSTAR Electric's investment in two regional transmission companies, which are all accounted for on the equity method. On an NU consolidated basis, equity in earnings relate to the investment in MYAPC and NU's investment in two regional transmission companies.

F.**Other Taxes**

Gross receipts taxes levied by the state of Connecticut are collected by CL&P and Yankee Gas from their respective customers. These gross receipts taxes are shown on a gross basis with collections in Operating Revenues and payments in Taxes Other Than Income Taxes on the statements of income as follows:

<i>(Millions of Dollars)</i>	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
NU	\$ 37.5	\$ 36.4	\$ 108.9	\$ 102.0
CL&P	35.5	34.4	97.3	91.5

Certain sales taxes are also collected by NU's companies that serve customers in Connecticut and Massachusetts as agents for state and local governments and are recorded on a net basis with no impact on the statements of income.

G.**Supplemental Cash Flow Information**

Non-cash investing activities include plant additions included in Accounts Payable as follows:

<i>(Millions of Dollars)</i>	As of September 30, 2013	As of September 30, 2012
NU	\$ 122.9	\$ 139.9
CL&P	36.6	45.9
NSTAR Electric	31.9	21.5
PSNH	16.9	20.1
WMECO	13.8	35.1

H.

Severance Benefits

In the third quarter of 2013, NU recorded severance benefit expenses of \$9.2 million in connection with the partial outsourcing of information technology functions made as part of ongoing post-merger integration. As of September 30, 2013, the severance accrual totaled \$14.2 million and was included in Other Current Liabilities on the accompanying balance sheet.

2.

REGULATORY ACCOUNTING

The rates charged to the customers of NU's Regulated companies are designed to collect each company's costs to provide service, including a return on investment. Therefore, the accounting policies of the Regulated companies reflect the application of accounting guidance for entities with rate-regulated operations and reflect the effects of the rate-making process.

Management believes it is probable that each of the Regulated companies will recover their respective investments in long-lived assets, including regulatory assets. If management were to determine that it could no longer apply the accounting guidance applicable to rate-regulated enterprises to any of the Regulated companies' operations, or that management could not conclude it is probable that costs would be recovered from customers in future rates, the costs would be charged to net income in the period in which the determination is made.

Regulatory Assets: The components of regulatory assets are as follows:

<i>(Millions of Dollars)</i>	As of September 30, 2013		As of December 31, 2012	
		NU		NU
Benefit Costs	\$	2,256.0	\$	2,452.1
Regulatory Assets Offsetting Derivative Liabilities		770.3		885.6
Goodwill		531.1		537.6
Storm Restoration Costs		621.0		547.7
Income Taxes, Net		587.5		516.2
Securitized Assets		37.4		232.6
Contractual Obligations		170.9		217.6
Buy Out Agreements for Power Contracts		76.0		92.9
Regulatory Tracker Deferrals		163.3		190.1
Asset Retirement Obligations		93.0		88.8
Other Regulatory Assets		50.1		76.2
Total Regulatory Assets		5,356.6		5,837.4
Less: Current Portion		474.2		705.0
Total Long-Term Regulatory Assets	\$	4,882.4	\$	5,132.4

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<i>(Millions of Dollars)</i>	As of September 30, 2013				As of December 31, 2012			
	CL&P	NSTAR Electric	PSNH	WMECO	CL&P	NSTAR Electric	PSNH	WMECO
Benefit Costs	\$ 509.3	\$ 824.3	\$ 199.6	\$ 103.8	\$ 563.2	\$ 781.2	\$ 223.7	\$ 116.0
Regulatory Assets								
Offsetting								
Derivative Liabilities	755.3	11.6	0.3	-	866.2	14.9	-	3.0
Goodwill	-	455.9	-	-	-	461.5	-	-
Storm Restoration Costs	439.4	114.0	27.9	39.7	413.9	55.8	34.5	43.5
Income Taxes, Net	385.3	84.8	36.5	42.1	367.5	47.1	36.2	31.0
Securitized Assets	-	37.4	-	-	-	205.1	19.7	7.8
Contractual Obligations	20.0	6.4	-	-	-	-	-	-