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**Douglas S. Horan**  
*Senior Vice President Strategy, Law & Policy, General Counsel and Clerk*

**BY FAX AND CERTIFIED MAIL**

RECEIVED  
OFFICE OF THE SECRETARY  
AUG 14 2002

August 14, 2002

Mr. Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Re: Sworn Statements of the CEO and CFO of NSTAR - Commission File No. 1-14768

Dear Mr. Katz:

Enclosed for filing on behalf of NSTAR, pursuant to an order of the Commission dated June 27, 2002, File No. 4-460, are original Sworn Statements in notarized form of Thomas J. May and James J. Judge, Chief Executive Officer and Chief Financial Officer, respectively, of NSTAR, both identified and enclosed as Exhibit A.

Please acknowledge receipt by stamping a copy of this letter and returning it to me in the self-addressed envelope provided. Should you have any questions with respect to this letter or the Sworn Statements, please let me know.

Respectfully yours,

A handwritten signature in black ink, appearing to read "Douglas S. Horan". The signature is fluid and cursive, written over a few lines of text.

Enclosures

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Exhibit A

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Thomas J. May, Chairman of the Board, President and Chief Executive Officer of NSTAR state and attest that:

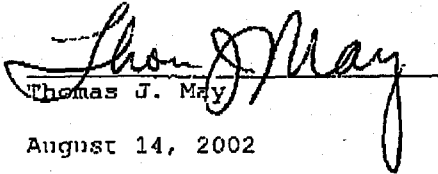
(1) To the best of my knowledge, based upon a review of the covered reports of NSTAR, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

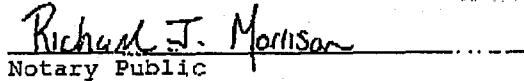
(2) I have reviewed the contents of this statement with the NSTAR Audit, Finance and Risk Management Committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- the Annual Report on Form 10-K for NSTAR for the fiscal year ended December 31, 2001;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of NSTAR filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

  
Thomas J. May  
August 14, 2002

Subscribed and sworn to before me this 14th day of August 2002.

  
Richard J. Morrison  
Notary Public

My Commission Expires: January 26, 2007