

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

NORTHEAST UTILITIES

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
    - Fee paid previously with preliminary materials.
    - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:

The following information will be included as a "paycheck stuffer" to all employees of Northeast Utilities on March 23, 2000:

Copy for Paycheck Stuffer (on bright color paper)

(side one)

\_ VOTE "FOR" THE CON EDISON/NU MERGER

We share the same vision -- to build a reliable and safe regulated electric and gas business and to grow our energy marketing and generation business in the Northeast

We will grow - to the size and scale necessary to be successful in a restructured and increasingly competitive energy market

We will be substantially stronger financially -- our merged company is expected to have a much higher dividend than NU has currently

We value people - our employees will have a work place that allows them to reach their full potential

If you have questions about the Con Edison/NU merger, call 1-800-558-5947 and leave a voice mail message or send an e-mail to Employee Communications (emcom@nu.com).

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(side two)

\_ VOTE ALL THE PROXIES YOU RECEIVE BY APRIL 14

These include proxies for:

401(k) shares and PAYSOP/TRAESOP shares; Fidelity Investments, the administrator of NU's 401(k) plan, will send you this proxy

shares owned through the Employee Shareholder Purchase Program (ESPP);

Salomon Smith Barney will send you this proxy

shares owned through your broker; your broker will send you this proxy

shares registered with NU; the company will send you this proxy

If you have questions about the proxy vote, call NU shareholder services at 1-800-794-1104.

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The following message, beginning on March 13, 2000, will be recorded on The Con Edison/NU Merger Information Line at 1-800-558-5947:

#800 Update - week of March 13, 2000

As you may know, the Securities and Exchange Commission declared the Con Edison/NU joint proxy statement effective on March 1. The proxy statement, including the proxy card, is in the mail to all Con Edison and NU shareholders and all shareholders can expect to receive it momentarily. In addition, the joint proxy statement is available online at [www.nu.com](http://www.nu.com) under the Investor's Corner.

Your vote on these proposals is very important, so please complete, sign, date and return each proxy card you receive right away. In order to be tabulated, your vote must be received by the date stated on your proxy card(s). If you miss the deadline, your vote will not count.

Market forces tell us that size matters in the new, competitive energy business environment, and we urge you to vote FOR the Con Edison/NU merger. The combined company will have the financial resources that we anticipate will be needed to grow and prosper in the future. This should help increase the efficiency of our operations, enhance our ability to deploy advanced technologies, further strengthen our infrastructure and customer service, and increase shareholder value through growth in earnings. In short, we believe this combination presents greater prospects for a bright future for employees, a solid investment for our shareholders, and a sound business choice for our customers.

The next step involves shareholder approval, and a Special Annual Meeting is scheduled for April 14th. NU shareholders will be voting on two items:

1. To allow NU to amend its declaration of trust to allow a merger with another company. This item must pass for the second to pass.
2. To merge with Con Edison.

Con Edison shareholders will be voting to approve the merger with Northeast Utilities.

Please be sure to complete and return all proxy cards you receive by the due date indicated on the card(s). Every proxy card must be voted for your shares to be represented. Not voting is counted as a "no" vote, so please be sure to vote every proxy you receive. You will receive a separate proxy for shares you own in your 401k plan, Employee Stock Purchase Plan, or through your private holdings.