



Elimination of the Fidelity Growth & Income Portfolio

NUSCO 401k Plan

October, 2008

Dear Participant:

The Northeast Utilities 401k Advisory Committee, which routinely reviews investments offered under the NUSCO 401k Plan (the “Plan”), has determined that the Fidelity Growth & Income Portfolio, a mutual fund, is no longer suitable for the Plan due to underperformance of the fund versus its benchmark and category average, as well as a loss of confidence in the fund manager’s ability to adequately perform going forward. (For additional information about this fund’s performance, please see page 2 of this letter.)

As a result, the Fidelity Growth & Income Portfolio will no longer be available as an investment option under the Plan effective as of the close of the New York Stock Exchange (generally 4:00 P.M. Eastern Time) on Monday, December 15, 2008.

If you are currently a Fidelity Growth & Income Portfolio participant, you have the following options:

1. Do nothing (Default Investment option) – your assets in and/or future contributions to the Fidelity Growth & Income Portfolio will automatically default to a Fidelity Freedom Fund on Monday, December 15, 2008
2. Transfer assets and/or direct future contributions from the Fidelity Growth & Income Portfolio to other funds within the NUSCO 401k Plan prior to the close of the New York Stock Exchange (generally 4:00 P.M. Eastern Time) on December 15, 2008

1. Do nothing - Default Investment Option

If you decide to take no action, all existing balances and future contributions in the Fidelity Growth & Income Portfolio will be automatically transferred as of the close of the New York Stock Exchange (generally 4:00 P.M. Eastern Time) on Monday, December 15, 2008 to the Fidelity Freedom Fund based on your current age and assuming a retirement age of 65 as shown on the chart below.

Fund Name	Retirement Date Range (assume a retirement age of 65)	Date of Birth Range
Fidelity Freedom Income Fund®	Retired before 12/31/1999	Before 12/31/1934
Fidelity Freedom 2000 Fund®	2000 - 2005	1/1/1935 - 12/31/1940
Fidelity Freedom 2010 Fund®	2006 - 2015	1/1/1941 - 12/31/1950
Fidelity Freedom 2020 Fund®	2016 - 2025	1/1/1951 - 12/31/1960
Fidelity Freedom 2030 Fund®	2026 - 2035	1/1/1961 - 12/31/1970
Fidelity Freedom 2040 Fund®	2036 or later	1/1/1971 or later

Date of birth ranges was selected by your Plan Sponsor.

The Freedom Funds provide strategic asset allocation up to, and during retirement—becoming gradually more conservative as each fund reaches its target retirement date. For more information on the Freedom Funds, see the *About Your Investment Options* section of this letter or log on to Fidelity NetBenefits® at www.401k.com.

2. Direct monies to other funds within the NUSCO 401k Plan

If you do not want your existing Fidelity Growth & Income Portfolio balance and/or future contributions to automatically transfer to a Freedom Fund, you must contact Fidelity Investments before 4 P.M. Eastern Time on Monday, December 15, 2008 to request an exchange. You can contact Fidelity by logging on to Fidelity NetBenefits at www.401k.com or by calling toll-free at 1-800-261-4015 Monday through Friday (excluding New York Stock Exchange holidays) between 8:30 A.M. and 12:00 midnight Eastern Time to speak with a NUSCO 401k Service Center Representative.

Please note: Any market orders or existing “good ‘til cancel” orders from the ESOP 1 stock fund or the TRAESOP/PAYSOP stock fund involving the Fidelity Growth & Income Portfolio will be canceled after 4 p.m. Eastern Time on December 10, 2008.

You can view available alternative investment options at the Fidelity NetBenefits web site or by reference to the NUSCO 401k Plan Summary Plan Description (SPD). If you do not have a copy of the SPD, you may obtain one by accessing NetBenefits at www.401k.com or by calling the Northeast Utilities HR Service Center at 1-800-841-8684.

As a NUSCO 401k Plan participant, you also have the ability to apply for Fidelity BrokerageLink[®], which is a brokerage account accessible through the Plan. Fidelity BrokerageLink allows you access to other mutual fund families, including the Fidelity Growth & Income Portfolio, and individual stocks. More information about Fidelity BrokerageLink is included on page 9 of this notice. Please note that there may be additional fees for investing in the Fidelity BrokerageLink account.

Fidelity Growth & Income Portfolio Performance

Understanding investment performance: As you review this update, please remember that the performance data stated represents past performance, which does not guarantee future results. Investment return and principal value of an investment will fluctuate; therefore, you may have a gain or loss when you sell your shares. Current performance may be higher or lower than the performance stated. To learn more or to obtain the most recent month-end performance, call Fidelity or visit www.401k.com (log in, choose plan, select Investment Choices & Research, and then pick investment option).

Average Annual Total Returns (%)—Quarter Ending September 30, 2008

	1 Year	3 Years	5 Years	10 Years	Life of Fund	Date of Inception	Expense Ratio* as of 9/29/08
Fidelity Growth & Income Portfolio	-34.59	-7.79	-1.02	0.02	10.26	12/30/1985	0.68
S&P 500	-21.98	0.22	5.17	3.06	N/A	N/A	N/A
Morningstar Large Blend Funds	-22.45	-0.45	4.84	3.61	N/A	N/A	N/A

Total returns are historical and include change in share value and reinvestment of dividends and capital gains, if any. Cumulative total returns are reported as of the period indicated. Life of Fund figures are reported as of the inception date to the period indicated. These figures do not include the effect of sales charges, if any, as these charges are waived for contributions made through your company's employee benefit plans. If sales charges were included, returns would have been lower.

Indices are unmanaged and you cannot invest directly in an index.

The Morningstar Category Average is the average return for the peer group based on the returns of each individual fund within the group, for the period shown. This average assumes reinvestment of dividends and capital gains, if any, and excludes sales charges.

With the exception of domestic equity mutual funds, investment options have been assigned to investment categories based on Fidelity's analysis. Fidelity has verified the accuracy of the placement of certain third party non-mutual funds with either the plan sponsor or the plan sponsor's consultant. Within Domestic Equities, mutual funds are listed according to their actual Morningstar categories as of the date indicated. Morningstar categories are based on a fund's style as measured by its underlying portfolio holdings over the past 3 years and may change at any time. These style calculations do not represent the funds' objectives and do not predict the funds' future styles.

**For a mutual fund, the expense ratio is the total annual fund or class operating expenses (before waivers or reimbursements) paid by the fund and stated as a percent of the fund's total net assets. Mutual fund data has been drawn from the most recent prospectus.*

In general, bond prices rise when interest rates fall, and vice versa. This effect is usually more pronounced for longer-term securities.

S&P 500: The S&P 500® Index is a registered service mark of The McGraw-Hill Companies, Inc., and has been licensed for use by Fidelity Distributors Corporation and its affiliates. It is an unmanaged index of the common stock prices of 500 widely held U.S. stocks that includes the reinvestment of dividends.

Go Paperless

Update your e-mail address to receive important benefits information electronically.

- Log on to Fidelity NetBenefits at www.401k.com
- Go to Your Profile
- Click on E-mail Address

Elect to receive mutual fund prospectuses online (including those that may be delivered as a result of these changes to your investment lineup).

- Log on to Fidelity NetBenefits at www.401k.com
- Go to Your Profile
- Click on Mail Preferences

Need help selecting an investment mix that's right for you?

To get the most out of your retirement savings plan, you need to choose the right mix of investment options for your portfolio. Fidelity offers a range of resources online to help you find an investment mix to fit your needs.

Portfolio Review

Portfolio Review is Fidelity's streamlined investment planning tool that can offer guidance to help you make decisions about all your investments.

1. Log on to Fidelity NetBenefits at www.401k.com
2. Click on "Tools & Learning"
3. Select "Investing for the Future"

Portfolio Review is an educational tool.

Fidelity Retirement Plan Manager®

Fidelity Retirement Plan Manager® lets you delegate the ongoing management of your account to professional investment managers at Fidelity Strategic Advisers, Inc. for a fee. Call toll-free 1-866-811-6041 to receive a Service Information kit.

Fidelity Retirement Plan Manager is a service of Strategic Advisers, Inc., a registered investment adviser and a Fidelity Investments company.

Need in person help?

Visit www.fidelity.com or call 1-800 Fidelity (1-800-343-3548).

The Importance of Diversifying Your Retirement Savings

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. Generally, if you invest more than 20 percent of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk.

In deciding how to invest your retirement savings, you should take into account all of your assets, including any retirement savings outside of the Plan. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals, and different tolerances for risk.

It is also important to periodically review your investment portfolio, your investment objectives, and the investment options under the Plan to help ensure that your retirement savings will meet your retirement goals.

For More Information

Now may be a good time to review your current investment options to make sure their investment objectives are meeting your goals. To request changes to your account, obtain additional information, or if you have any questions, log on to Fidelity NetBenefits at www.401k.com or call the NUSCO 401k Service Center toll-free at 1-800-261-4015, Monday through Friday (excluding New York Stock Exchange holidays) between 8:30 A.M. and 12 midnight Eastern Time to speak with a Service Center Representative.

The NUSCO 401k Service Center

This communication constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933.

About Your Investment Options

The following are descriptions of the Fidelity Freedom Funds.

Fidelity Freedom Income Fund®
Fidelity Freedom 2000 Fund®
Fidelity Freedom 2010 Fund®
Fidelity Freedom 2020 Fund®
Fidelity Freedom 2030 Fund®
Fidelity Freedom 2040 Fund®

What they are: The Fidelity Freedom Funds are investment options that allow the investor to select the fund that best matches his or her expected retirement year. The Fidelity Freedom Funds invest in a diversified portfolio of other Fidelity mutual funds to provide moderate asset allocation. They are designed for investors who want a simple yet diversified approach to investing for their retirement. The allocation strategy for the underlying equity, fixed-income, and short-term mutual funds is based on the number of years until the Freedom funds reach their target retirement dates. Each Freedom fund with a target retirement date will gradually adopt a more conservative asset allocation as it approaches its target retirement date. Therefore, each fund's target asset allocation percentages will change over time to become more conservative, by gradually reducing allocations to equity funds and increasing allocations to fixed-income and short-term funds. The Fidelity Freedom Income Fund®, designed for those already in retirement, emphasizes fixed-income and short-term mutual funds and seeks to maintain a stable asset allocation from year to year.

Goal: The Fidelity Freedom funds with target retirement dates seek to provide high total returns until the target retirement date. Thereafter, each fund's goal will be to seek high current income and, as a secondary objective, capital appreciation. The Freedom Income Fund seeks high current income and, secondarily, capital appreciation.

What they invest in: Each Freedom fund invests in a diversified portfolio of Fidelity equity, fixed-income, and short-term mutual funds. The asset mix of each Freedom fund with a target retirement date (Freedom 2000, 2010, 2020, 2030, and 2040) will gradually become more conservative over time so investors can stay with the same fund before and during retirement. After reaching the target retirement date, these Freedom funds continue to be managed more conservatively for 10 to 15 more years until their asset mix is approximately the same as Freedom Income Fund. Ultimately, after notifying the funds' investors, the funds will merge into the Freedom Income Fund. The Freedom Income Fund, designed for those already retired, is invested more conservatively, with a larger percentage in fixed-income and short-term funds and has a smaller percentage of equity mutual funds. The funds' manager must invest in the group of underlying funds named in the prospectus, and will aim for the projected target asset allocation percentages announced to investors in the funds' annual and semiannual reports. Freedom funds with target retirement dates may invest in domestic and foreign equity funds, high yield and investment grade fixed-income funds, and short-term funds. The Freedom Income Fund invests in domestic equity funds, investment grade fixed-income funds, high yield bond funds and short-term funds. These funds are subject to the volatility of the financial markets in the U.S. and abroad and may be subject to the additional risk associated with investing in high yield, small cap, and foreign securities. Share price and return of each Freedom fund will vary.

Fidelity Freedom Income Fund®

VRS Code: 00369

Ticker: FFFAX

Category: Life Cycle Funds

What it is: An asset allocation mutual fund.

Goal: Seeks to provide high current income and, as a secondary objective, some capital appreciation for those already in retirement.

What it invests in: Primarily invests approximately 35% in investment grade fixed income funds, 5% in high yield fixed income funds, 40% in short-term mutual funds and 20% in domestic equity funds. Share price and return will vary.

Who may want to invest:

- Someone who is already in retirement.
- Someone who wants a simple approach for choosing retirement investment options.

Footnotes:

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2008. Total allocations may sometimes be over or under 100% due to rounding. Fidelity Freedom Funds® are subject to the volatility of the financial markets in the U.S. and abroad and may be subject to the additional risk associated with investing in high yield, small cap, and foreign securities.

Fidelity Freedom 2000 Fund®

VRS Code: 00370

Ticker: FFFBX

Category: Life Cycle Funds

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 23% in domestic equity funds, 32% in investment grade fixed income funds, 5% in high yield fixed-income funds and 39% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Footnotes:

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2008. Total allocations may sometimes be over or under 100% due to rounding. Fidelity Freedom Funds® are subject to the volatility of the financial markets in the U.S. and abroad and may be subject to the additional risk associated with investing in high yield, small cap, and foreign securities.

Fidelity Freedom 2010 Fund®

VRS Code: 00371

Ticker: FFFCX

Category: Life Cycle Funds

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 40% in domestic equity funds, 10% in international equity funds, 35% in investment grade fixed income funds, 5% in high yield fixed income funds and 10% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

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Fidelity Freedom 2020 Fund®

VRS Code: 00372

Ticker: FFFDX

Category: Life Cycle Funds

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 53% in domestic equity funds, 13% in international equity funds, 26% in investment grade fixed income funds, 7% in high yield fixed income funds, and 1% in Fidelity short-term mutual funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Footnotes:

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Fidelity Freedom 2030 Fund®

VRS Code: 00373

Ticker: FFFEX

Category: Life Cycle Funds

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 64% in domestic equity funds, 16% in international equity funds, 12% in investment grade fixed income funds and 8% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Footnotes:

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2008. Total allocations may sometimes be over or under 100% due to rounding. Fidelity Freedom Funds® are subject to the volatility of the financial markets in the U.S. and abroad and may be subject to the additional risk associated with investing in high yield, small cap, and foreign securities.

Fidelity Freedom 2040 Fund®

VRS Code: 00718

Ticker: FFFFX

Category: Life Cycle Funds

What it is: An asset allocation mutual fund.

Goal: Seeks high total return until its target retirement date. Thereafter, the fund's objective will be to seek high current income and, as a secondary objective, capital appreciation.

What it invests in: Primarily invests approximately 68% in domestic equity funds, 17% in international equity funds, 6% in investment grade fixed income funds and 10% in high yield fixed income funds. The mix of underlying Fidelity mutual funds will gradually become more conservative over time. Share price and return will vary.

Who may want to invest:

- Someone who wants a simple approach for choosing retirement investment options.
- Someone who wants a long-term investment strategy that changes over time as his or her target retirement date approaches.
- Someone who wishes to take advantage of a diversified portfolio of actively managed Fidelity funds.
- Someone who feels comfortable with the risk of stock mutual funds when further from retirement and a greater concentration of bond and short-term mutual funds when closer to or in retirement.

Footnotes:

Strategic Advisers, Inc., a subsidiary of FMR LLC, manages the Fidelity Freedom Funds®. The percentages represent anticipated target asset allocation at September 30, 2008. Total allocations may sometimes be over or under 100% due to rounding. Fidelity Freedom Funds® are subject to the volatility of the financial markets in the U.S. and abroad and may be subject to the additional risk associated with investing in high yield, small cap, and foreign securities.

Fidelity BrokerageLink®

What it is: A brokerage account within your retirement plan. This account is neither a mutual fund nor is it managed by any of the Fidelity Investments group of companies. Brokerage services are provided through Fidelity Brokerage Services LLC, 100 Summer Street Boston, MA, 02110, a member of the New York Stock Exchange and Securities Investor Protection Corporation.

Goal: To provide a broad range of investment products that allow you to manage your retirement savings more actively

What it invests in: You alone decide how to invest the assets in your Fidelity BrokerageLink® account. You can invest in most listed stocks, options (if approved for options trading), corporate bonds, zero-coupon bonds, U.S. Treasury securities, mortgage securities and U.S. Government agency bonds, certificates of deposit, unit investment trusts, foreign securities, and other mutual funds (subject to the limitations of your particular plan). If you do not feel comfortable actively managing a portfolio of individual securities, you may find that your plan's standard investment options may be more appropriate for you. There are certain securities in which you cannot invest through your BrokerageLink account; check your BrokerageLink brochure for more information. There are additional fees for investing in a BrokerageLink account. See your plan's fact sheet for details.

Who may want to invest:

- Someone who is comfortable with the increased risk of investing part of his or her retirement savings within a brokerage account, and who is familiar with how a brokerage account operates.
- Someone who wants the highest degree of flexibility in selecting investments for his or her retirement savings.

Before investing in any mutual fund, please carefully consider the investment objectives, risks, charges and expenses. For this and other information, call or write to Fidelity for a free prospectus. Read it carefully before you invest.

The Plan is intended to be a participant-directed plan as described in Section 404(c) of ERISA, which means that fiduciaries of the Plan are ordinarily relieved of liability for any losses that are the direct and necessary result of investment instructions given by a participant or beneficiary.

The ESOP 1 stock fund and the TRAESOP/PAYSOP stock fund are neither mutual funds nor diversified or managed investment options.

Unless otherwise noted, transaction requests confirmed after the close of the market, normally 4 p.m. Eastern time, or on weekends or holidays, will receive the next available closing prices. On rare occasions, market conditions, systems availability or other circumstances may prevent Fidelity from accepting your real-time company stock exchange transaction. In that event, no company stock exchange will be allowed and you will not be able to direct a real-time trade. You will be asked to try again at a later time. Neither the plan, nor your employer or Fidelity will be responsible for any losses, damages, or missed price opportunities in these circumstances.

Requests received by Fidelity to sell units of a unitized stock fund before the close of the market will be processed at that day's closing price only if there is sufficient liquidity in the fund. If not, requests to sell units of the stock fund will be suspended. As liquidity is restored, suspended transactions will be processed, generally on a first-in, first-out basis, at the closing price for the processing date. Please contact Fidelity to learn if your request to sell units of your Plan's unitized stock fund has been suspended.

Fidelity Management & Research Company manages Fidelity mutual funds.

Guidance provided by Fidelity is educational in nature, is not individualized and is not intended to serve as the primary or sole basis for your investment or tax-planning decisions.

Brokerage services provided by Fidelity Brokerage Services LLC Member NYSE/SIPC.

The investment options available through the Plan reserve the right to modify or withdraw the exchange privilege.

A self-directed brokerage account is not for everyone. If you are a sophisticated investor who is willing to take on additional risk and you are prepared to assume the responsibility of more closely monitoring this portion of your portfolio, it could be appropriate for you. However, if you do not feel comfortable actively managing a portfolio beyond those offered through your Plan's standard investment options, then a self-directed brokerage account may not be appropriate for you. Additional fees apply to a brokerage account, please refer to the fact sheet and commission schedule for a complete listing of brokerage fees. Remember, it is always your responsibility to ensure that the options you select are consistent with your particular situation including your goals, time horizon, and risk tolerance.

Fidelity Brokerage Services LLC, Member NYSE, SIPC, 300 Puritan Way, Marlborough, MA 01752.