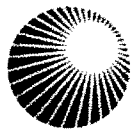


Exhibit 1
10-07-10

Northern Pass Project
Opinion of Counsel



**Northeast
Utilities System**

780 N. Commercial Street, Manchester, NH 03101

Northeast Utilities Service Company
P. O. Box 330
Manchester, New Hampshire 03105-0330
(603) 634-3355
(603) 634-2438

bersara@psnh.com

A Northeast Utilities Company

Robert A. Bersak
Assistant Secretary and
Assistant General Counsel

October 7, 2010

Office of Electricity Delivery and Energy Reliability
U.S. Department of Energy
1000 Independence Ave., SW
Washington, DC 20585

Ladies and Gentlemen:

This opinion is rendered in connection with the application ("Application") of Northern Pass Transmission LLC, a New Hampshire limited liability company ("NPT") for authority to construct, connect, operate, and maintain a new electric transmission facility crossing the border of the United States for the transmission of electricity between the United States and Canada to be filed with the Department of Energy pursuant to Executive Order No. 10485, as amended by Executive Order No. 12038, and 10 C.F.R. Sections 205.320, *et seq.*

I have reviewed NPT's Certificate of Creation as filed with the New Hampshire Secretary of State, and based upon that review, it is my opinion that the construction, connection, operation, and maintenance of the proposed facilities, as contemplated by the Application, are within the corporate power of NPT under New Hampshire corporation/partnership law.

Based on my understanding of NPT's proposal, information provided by representatives of NPT, and my examination of such documents, records, and matters of law as I have considered to be relevant in the premises, it is my opinion that if the proposed actions are performed in accordance with the Application, the applicant has complied with or will comply with all pertinent Federal and State laws.

I am opining herein as to the effect on the subject transaction only of the federal laws of the United States and the internal laws of the State of New Hampshire, and I express no opinion with respect to the applicability thereto, or effect thereon, of the laws of any other jurisdiction or as to any matters of municipal law or the laws of any other local agencies within any state.

This opinion is issued as of the date hereof and is necessarily limited to the laws now in effect. I am not assuming any obligation to review or update this opinion should applicable law or the existing facts and circumstances change. This opinion is provided by me as counsel for NPT

solely to you for your exclusive use and is not to be made available to or relied upon by any other persons or entities without my prior written consent.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert Bersak". The signature is fluid and cursive, with a large, looping flourish at the end.

Robert A. Bersak
Assistant Secretary and Assistant General Counsel
Attorney for Northern Pass Transmission LLC