



**Northeast
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Robert A. Bersak
Assistant Secretary and
Chief Regulatory Counsel

June 9, 2014

The Honorable Patricia Hoffman
Assistant Secretary for Electricity Delivery and Energy Reliability
U.S. Department of Energy
1000 Independence Ave., SW
Washington, DC 20585

Re: *Northern Pass Transmission LLC*
Docket No. PP-371
Opinion of Counsel

Dear Secretary Hoffman:

This opinion is rendered in connection with the Amended Application ("Amended Application") dated July 3, 2013 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.* This opinion updates and reaffirms the opinion of counsel submitted in this docket with the NPT Application on October 14, 2010.

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 Amended Application, are within the corporate power of NPT under New Hampshire corporation/partnership law.

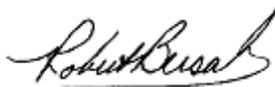
Based on my understanding of NPT's proposal, information provided by representatives of NPT, and my examination of such documents, records, and matters of law as I have considered to be relevant in the premises, it is my opinion that, if the proposed actions are performed in accordance with the Amended 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. However, should there be any change in pertinent law prior to issuance of the Presidential Permit that changes the conclusions stated herein, NPT commits to promptly provide a further update to this opinion.

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 A. Bersak". The signature is written in a cursive style with a prominent loop at the end.

Robert A. Bersak
Assistant Secretary and Chief Regulatory Counsel
Northeast Utilities Service Company
Attorney for Northern Pass Transmission LLC