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NSTAR/MA
Form 425
October 18, 2010

Filed by Northeast Utilities Pursuant to Rule 425

Under the Securities Act of 1933

And Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: NSTAR

Commission File No. of Subject Company: 001-14768

This filing relates to the proposed merger of Northeast Utilities with NSTAR pursuant to the terms of an Agreement and Plan of Merger, dated as of October 16, 2010 (the "Merger Agreement"), by and among Northeast Utilities, NSTAR, NU Holding Energy 1 LLC and NU Holding Energy 2 LLC. The Merger Agreement is on file with the Securities and Exchange Commission as an exhibit to the Current Report on Form 8-K filed by Northeast Utilities on October 18, 2010, and is incorporated by reference into this filing.

A New England-Based Utility Supporting the
Regional Economy

Service Territory

Combined Stats

*

\$10.8

Total Rate Base (\$bn)

623

Communities Served

72,000

Electric Distribution (Miles)
4,500
Electric Transmission (Miles)
6,300
Gas Distribution (Miles)
500,000
Gas Customers
1,200
Generation (MW)
3,000,000
Electric Customers
3
Regulated States
6
Regulated Utilities
\$8.5
2009 Revenue (\$bn)
9,300
Employees
* Data as of 12/31/09

Information Concerning Forward-Looking Statements

In addition to historical information, this filing may contain a number of forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, such as anticipate, expect, project, intend, plan, believe, and words and terms of similar substance used in connection with any forward-looking statements. Forward-looking statements relating to the proposed merger include, but are not limited to: the proposed merger involving NSTAR and Northeast Utilities, including future financial and operating results; NSTAR's and Northeast Utilities' strategies and intentions; the expected timing of completion of the transaction; and other statements relating to the merger that are not historical. Forward-looking statements involve estimates, expectations and projections and, as a result, are subject to risks and uncertainties. There can be no assurance that actual results will conform with expectations. Important factors could cause actual results to differ materially from those indicated by such forward-looking statements. In connection with the proposed merger, these factors include, but are not limited to: risks and uncertainties relating to the ability to obtain the requisite NSTAR and Northeast Utilities approvals; the risk that NSTAR or Northeast Utilities may be unable to obtain governmental and regulatory approvals required for the merger; the risk that governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could reduce the anticipated benefits from the merger; the risk that a condition to closing of the merger may not be satisfied; the length of time necessary to consummate the merger; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any other synergies from the transaction may not be realized; the risk that the cost savings may not be realized than expected; disruption from the transaction making it more difficult to maintain relationships with customers, employees and suppliers; the risk that the time on merger-related issues; the effect of future regulatory or legislative actions on the companies; and the risk that the credit ratings of the companies and their subsidiaries may be different from what the companies expect. These risks, as well as other risks associated with the merger, will be discussed in the statement/prospectus that will be included in the Registration Statement on Form S-4 that will be filed with the SEC in connection with the proposed merger. Uncertainties are identified and discussed in NSTAR's and Northeast Utilities' reports filed with the SEC and available at the SEC's website (www.sec.gov). Forward-looking statements included in this release speak only as of the date of this release. Neither NSTAR nor Northeast Utilities undertakes any obligation to update forward-looking statements to reflect events or circumstances after the date of this release.

Additional Information and Where To Find It

In connection with the proposed merger between Northeast Utilities and NSTAR, Northeast Utilities will file with the SEC a Registration Statement on Form S-4 that will include a joint proxy statement of Northeast Utilities and NSTAR that also constitutes a prospectus of Northeast Utilities. Northeast Utilities' proxy statement/prospectus is available on the SEC's website (www.sec.gov). You may also obtain these documents, free of charge, from Northeast Utilities' website (www.nu.com) under the heading "Financial/SEC Reports." You may also obtain these documents, free of charge, from NSTAR's website (www.nstar.com) under the heading "Investor Relations."

Participants in the Merger Solicitation

Northeast Utilities, NSTAR and their respective directors, executive officers and certain other members of management and employees are soliciting proxies from Northeast Utilities and NSTAR shareholders in favor of the merger and related matters. Information regarding the persons who are soliciting proxies from Northeast Utilities and NSTAR shareholders in connection with the proposed merger will be included in the proxy statement/prospectus when it is filed with the SEC. You can find information about Northeast Utilities' executive officers and directors in its definitive proxy statement filed with the SEC on August 11, 2010. You can find information about NSTAR's executive officers and directors in its definitive proxy statement filed with the SEC on August 11, 2010. Information about Northeast Utilities' executive officers and directors and NSTAR's executive officers and directors can be found in the proxy statement/prospectus when it becomes available. You can obtain free copies of these documents from Northeast Utilities and NSTAR using the following information:

proxy statement/prospectus

to

their

respective

shareholders.

Northeast

Utilities

and
NSTAR
urge
investors
and
shareholders
to
read
the
joint
proxy
statement/prospectus
regarding
the
proposed
merger
when
it
becomes
available,
as
well
as
other
documents
filed
with
the
SEC,
because
they
will
contain
important
information.
You
may
obtain
copies
of
all
documents
filed
with
the
SEC
regarding
this
proposed
transaction,

free
of
charge,
at
the
SEC's
website