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NATIONAL GRID GROUP PLC  
Form 35-CERT  
January 03, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Declaration of National Grid | CERTIFICATE PURSUANT TO RULE 24 UNDER  
Group plc on Form U-1 (File | THE PUBLIC UTILITY HOLDING COMPANY ACT  
No. 70-9773) | OF 1935  
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Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, as amended, National Grid Group plc ("National Grid") certifies that it has distributed proxy solicitation materials to its shareholders as described in Pre-Effective Amendment No. 1 and Post-Effective Amendment No. 2 to Form U-1 in File 70-9773, which were authorized by order of the Commission in Public Utility Holding Company Act Release Nos. 27312 (Dec. 21, 2001) and 27473 (Dec. 7, 2001) respectively. National Grid also certifies that these solicitations have been carried out in accordance with the terms and conditions of and for the purposes represented by the declarations and of the Commission's orders with respect thereto.

Exhibits

B-1 Final Proxy Solicitation Materials related to the creation of a new parent holding company, Submitted on Form SE

F-2 "Past Tense" Opinion of Counsel

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, National Grid has duly caused this Certificate to be signed on its behalf by the undersigned hereunto duly authorized.

//s//Fiona Smith  
Company Secretary and General Counsel  
National Grid Group plc

Date: December 21, 2001