

Edgar Filing: NATIONAL GRID GROUP PLC - Form 35-CERT

NATIONAL GRID GROUP PLC  
Form 35-CERT  
June 26, 2002

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

Certificate Pursuant to Rule 24  
Under the Public Utility Holding Company Act of 1935

Filed by

National Grid Group plc

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, as described in the declaration on Form U-1 in File 70-10066 (the "Declaration"), which was allowed to become effective by order of the Commission in Public Utility Holding Company Act Release No. 27538 (June 12, 2002), National Grid solicited proxies from its shareholders as described in the Declaration. National Grid certifies that these transactions have been carried out in accordance with the terms and conditions of and for the purposes represented by the Declaration and of the Commission's order with respect thereto.

Exhibits

Exhibit B-1(b) Final Circular (filed on Form SE).

Exhibit B-2(b) Final Listing Particulars (filed on Form SE).

Exhibit B-3(b) Final proxy cards and answers to expected shareholder questions (filed 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//Kirk L. Ramsauer  
Kirk L. Ramsauer  
Deputy General Counsel  
National Grid USA

Date: June 26, 2002