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NATIONAL GRID GROUP PLC  
Form 35-CERT/A  
July 29, 2002

AMENDMENT TO CERTIFICATE OF NOTIFICATION

(RULE 24)

SECURITIES AND EXCHANGE COMMISSION

BY

NATIONAL GRID GROUP PLC

On June 28, 2002, in accordance with the order of the Securities and Exchange Commission 27490 (the "Order"), National Grid Group plc ("National Grid") submitted its report for the period ending June 2002 (the "June 2002 Report"). National Grid is filing this amendment to correct certain items contained in the June 2002 Report.

Common stockholders' funds for National Grid (US) Investments were overstated by \$35.9M in the June 2002 Report. The corrected amount is \$97.5M with total capitalization and the percentage of short-term debt for National Grid (US) Investments revised accordingly. National Grid hereby amends the June 2002 Report.

Exhibit A-3 of the June 2002 Report is hereby deleted and is replaced in its entirety by Exhibit A-3 of this amendment.

In this amendment a conversion ratio of 1 GBP to 1.42 US Dollars has been used. The exchange rate should not be taken to mean that the pound sterling amounts have been, could have been, or could have been converted at other rates.

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned hereby certifies that this certificate of notification (Commission's File No. 70-9849) to be signed on its behalf by the undersigned.

NATIONAL GRID GROUP PLC

s:/ John G. Cochrane

John G. Cochrane  
Authorized Representative

Date: July 29, 2002

EXHIBIT INDEX

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| Exhibit   | Description  | Page |
|-----------|--|------|
| Exhibit A | Amended Exhibit A-3 National Grid Group Capitalization Table At March 31, 2002 | File |

Exhibit A

AMENDED EXHIBIT A-3  
NATIONAL GRID GROUP  
CAPITALIZATION TABLE  
AT MARCH 31, 2002

|   | National Grid Group<br>plc (consolidated) |       | National Grid<br>Holdings One plc |       | National<br>Grid<br>Holdings<br>(c) |
|---|---|-------|-----------------------------------|-------|-------------------------------------|
|   | \$MM                                      | %     | \$MM                              | %     | \$MM                                |
| Common stockholders' funds              | 5,337.8                                   | 31.6  | 2,455.8                           | 44.6  | 2                                   |
| Preferred stockholders' funds           | -   | -     | -                                 | -     |                                     |
| Short - term debt                       | 1,720.0                                   | 10.2  | 3,044.5                           | 55.4  | 1                                   |
| Long - term debt                        | 9,707.0                                   | 57.3  | -                                 | -     | 2                                   |
| Equity minority interests               | 27.1                                      | 0.2   | -                                 | -     |                                     |
| Preference stock issued by subsidiaries | 111.8                                     | 0.7   | -                                 | -     |                                     |
| Total capitalization                    | 16,903.7                                  | 100.0 | 5,500.3                           | 100.0 | 6                                   |

|   | National Grid US<br>(Partner) 2 Limited |       | National Grid General<br>Partnership |       | National<br>Grid<br>Holdings<br>(c) |
|---|---|-------|--------------------------------------|-------|-------------------------------------|
|   | \$MM                                    | %     | \$MM                                 | %     | \$MM                                |
| Common stockholders' funds              | 46.0                                    | 100.0 | 3,812.7                              | 100.0 | 4                                   |
| Preferred stockholders' funds           | -                                       | -     | -                                    | -     |                                     |
| Short - term debt                       | -                                       | -     | -                                    | -     | 3                                   |
| Long - term debt                        | -                                       | -     | -                                    | -     |                                     |
| Equity minority interests               | -                                       | -     | -                                    | -     |                                     |
| Preference stock issued by subsidiaries | -                                       | -     | -                                    | -     |                                     |
| Total capitalization                    | 46.0                                    | 100.0 | 3,812.7                              | 100.0 | 8                                   |

Table excludes all current accounts (both payables and receivables) relating to trading, interest  
Numbers are presented on the basis of equity accounting for investments held in subsidiary undert