

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

NATIONAL GRID GROUP PLC  
Form 35-CERT  
February 11, 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 application/declaration on Form U-1 in File 70-9849 (the "Application"), which was authorized by order of the Commission in Public Utility Holding Company Act Release No. 27490 (Jan. 16, 2002), National Grid and its subsidiaries: (a) effected the acquisition of Niagara Mohawk Holdings Inc. (the "Merger"); (b) effected a scheme of arrangement under Section 425 of the Companies Act 1985 (UK); and (c) issued securities to finance the merger and conducted other related transactions as described in the Application. 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 Application and of the Commission's order with respect thereto.

Exhibits

F-2(A and B) "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 B. Smith

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Fiona B. Smith  
Company Secretary and Group General Counsel  
National Grid Group plc

Date: February 11, 2002