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NATIONAL GRID GROUP PLC  
Form 35-CERT  
August 05, 2002

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

Application/Declaration  
of National Grid Group plc  
and National Grid USA  
on Form U-1 File No. 70-10025

CERTIFICATE PURSUANT TO RULE  
24 UNDER THE PUBLIC UTILITY  
HOLDING COMPANY ACT OF 1935

Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, as amended (the "Act"), National Grid Group plc ("NGG") and National Grid USA ("NGU") certify that, as described in the Application/Declaration on Form U-1 in File No. 70-10025 (the "Application"), which was allowed to become effective by order of the Commission in Public Utility Holding Company Act Release No. 35-27554 (July 30, 2002) (the "Order"), on July 31, 2002 Vermont Yankee Nuclear Power Corporation and Entergy Nuclear Vermont Yankee, LLC consummated the transaction contemplated by the Purchase and Sale Agreement dated as of August 15, 2001. NGG and NGU further certify that such transaction has been carried out in accordance with the terms and conditions of and for the purposes represented by the Application and the Order. Attached hereto as Exhibit F-2 are the "past tense" opinions of counsel to NGG and NGU and Vermont Yankee Nuclear Power Corporation.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned have duly caused this Certificate to be signed on their behalf by the undersigned thereunto duly authorized.

NATIONAL GRID GROUP plc

By /s/ Kirk L. Ramsauer

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Name: Kirk L. Ramsauer  
Title: Deputy General Counsel

NATIONAL GRID USA

By /s/ Kirk L. Ramsauer

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Name: Kirk L. Ramsauer  
Title: Deputy General Counsel

VERMONT YANKEE NUCLEAR POWER CORPORATION

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By /s/ Bruce W. Wiggett

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Name: Bruce W. Wiggett  
Title: Senior Vice President of  
Finance and Administration

Dated: August 5, 2002

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