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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

Name: Kirk L. Ramsauer
Title: Deputy General Counsel

NATIONAL GRID USA

By /s/ Kirk L. Ramsauer

Name: Kirk L. Ramsauer
Title: Deputy General Counsel

VERMONT YANKEE NUCLEAR POWER CORPORATION

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By /s/ Bruce W. Wiggett

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

Dated: August 5, 2002

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