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NATIONAL GRID GROUP PLC
Form U5A
January 25, 2002

Date of Filing: January 25, 2002

File No. _____

Securities and Exchange Commission
Washington, D.C.

FORM U5A

NOTIFICATION OF REGISTRATION
Filed under Section 5(a) of the
Public Utility Holding Company Act of 1935

The undersigned holding companies hereby notify the Securities and Exchange Commission that they register under and pursuant to the provisions of Section 5(a) of the Public Utility Holding Company Act of 1935 and furnish the following information as to the registrants and subsidiary companies thereof:

1. Exact name of registrants:

- (a) New National Grid plc;
- (b) National Grid (US) Investments 4;
- (c) National Grid (US) Partner 1 Limited;
- (d) National Grid (US) Partner 2 Limited;
- (e) National Grid Holdings Inc.

2. Address of principal executive offices:

New National Grid plc National Grid (US) Investments
4 National Grid (US) Partner 1 Limited National Grid
(US) Partner 2 Limited 15 Marylebone Road London
NW15JD United Kingdom

National Grid Holdings Inc.
25 Research Drive
Westborough, MA 01582

3. Name and address of officer to whom notices and communications should be addressed:

New National Grid plc National Grid (US) Investments
4 National Grid (US) Partner 1 Limited National Grid
(US) Partner 2 Limited Fiona Smith Company Secretary
and General Counsel 15 Marylebone Road London NW15JD
United Kingdom

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National Grid Holdings Inc.
John G. Cochrane
Director
25 Research Drive
Westborough, MA 01582

4. Required information regarding the registrant and each subsidiary company thereof (indented to reflect parent-subsidary relationships):

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| Name of Company | Form of Organization (using the terminology of Jurisdiction) | Country or U.S. State of Organization | Type of Business |
|--|---|---------------------------------------|-----------------------------------|
| 1. National Grid Group plc Company ("plc") | Public Limited | England & Wales | Holding Company |
| 1.1 National Grid (US) Holdings Ltd | Private Limited Company ("Priv. Ltd Co.") | England & Wales | Intermediate Company |
| 1.1.1 National Grid (US) Investments 4 | unlimited company | England & Wales | Intermediate Company |
| 1.1.1.1 National Grid (US) Partner 1 | Priv. Ltd Co. | England & Wales | Intermediate Company |
| 1.1.1.2 National Grid (US) Partner 2 | Priv. Ltd Co. | England & Wales | Intermediate Company |
| 1.1.1.3 National Grid Eight Limited | Priv. Ltd Co. | England & Wales | Special-purpose Financing Vehicle |
| 1.1.1.1.1 National Grid General Partnership | General Partnership | Delaware | Intermediate Company |
| 1.1.1.1.1.1 National Grid Holdings Inc. | Corporation | Delaware | Intermediate Company |
| 1.1.1.1.1.2 Teldata LLC | Limited Liability Corporation ("L.L.C.") | Delaware | Inactive |
| 1.1.1.1.1.1.1 National Grid USA | Corporation | Delaware | Intermediate Company |
| 1.1.1.1.1.1.1.1 Granite State Electric Company | Corporation | New Hampshire | Electric Public Utility |

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|---------------------|--|-------------|---------------|---|
| 1.1.1.1.1.1.1.1.2 | Massachusetts Electric Company | Corporation | Massachusetts | Electric Pu Utility |
| 1.1.1.1.1.1.1.1.3 | Nantucket Electric Company | Corporation | Massachusetts | Electric Pu Utility |
| 1.1.1.1.1.1.1.1.4 | New England Power Company | Corporation | Massachusetts | Electric Pu Utility |
| 1.1.1.1.1.1.1.1.4.1 | Connecticut Yankee Atomic Power Co. | Corporation | Connecticut | Nuclear Pla |
| 1.1.1.1.1.1.1.1.4.2 | Maine Yankee Atomic Power Co. | Corporation | Maine | Nuclear Pla |
| 2 | | | | |
| 1.1.1.1.1.1.1.1.4.3 | Vermont Yankee Nuclear Power Corporation | Corporation | Vermont | Nuclear Pla |
| 1.1.1.1.1.1.1.1.4.4 | Yankee Atomic Electric Co. | Corporation | Massachusetts | Nuclear Pla |
| 1.1.1.1.1.1.1.1.5 | New England Hydro-Transmission Electric Co., Inc | Corporation | Massachusetts | Electric Tr Utility |
| 1.1.1.1.1.1.1.1.6 | New England Hydro Trans Corp. | Corporation | New Hampshire | Electric Tr Utility |
| 1.1.1.1.1.1.1.1.6.1 | New England Hydro-Finance Company, Inc. | Corporation | Massachusetts | Finance Com |
| 1.1.1.1.1.1.1.1.7 | New England Electric Transmission Corp. | Corporation | New Hampshire | Electric Tr Utility |
| 1.1.1.1.1.1.1.1.8 | The Narragansett Electric Company | Corporation | Rhode Island | Public Util |
| 1.1.1.1.1.1.1.1.9 | Wayfinder Group, Inc. | Corporation | Massachusetts | Utility Con Energy-Rela Nonutility Company |
| 1.1.1.1.1.1.1.1.9.1 | NEWHC, Inc. | Corporation | Massachusetts | Inactive |
| 1.1.1.1.1.1.1.1.9.2 | Monitoring Technology Corp. | Corporation | Delaware | Component W Technology |

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| | | | Manufacture |
|---|---------------|-----------------|--------------------------------------|
| 1.1.1.1.1.1.1.1.9.3 Nexus Energy Software Inc. | Corporation | Massachusetts | Software/Ma |
| 1.1.1.1.1.1.1.1.9.4 Separation Technologies Inc. | Corporation | Delaware | Ash Process |
| 1.1.1.1.1.1.1.1.10 NEES Energy Inc. | Corporation | Massachusetts | Marketing |
| 1.1.1.1.1.1.1.1.10.1 AEMC, LLC | L.L.C. | Delaware | Inactive |
| 1.1.1.1.1.1.1.1.10.1.1 AEDR Fuels LLC | L.L.C. | Maine | Inactive |
| 1.1.1.1.1.1.1.1.11 EUA Energy Investment Corp. | Corporation | Massachusetts | Energy-Rela Nonutility Company |
| 1.1.1.1.1.1.1.1.11.1 EUA Bioten, Inc. | Corporation | Massachusetts | Inactive |
| 1.1.1.1.1.1.1.1.11.2 Eastern Unicord Corp. | Corporation | Massachusetts | Inactive |
| 1.1.1.1.1.1.1.1.12 National Grid Transmission Services Corp. | Corporation | Massachusetts | Utility Con Services |
| 1.1.1.1.1.1.1.1.13 National Grid USA Service Company Inc. | Corporation | Massachusetts | Service Com |
| 1.1.1.1.1.1.1.1.14 NEES Communications, Inc. | Corporation | Massachusetts | Telecommuni Company |
| 1.1.1.1.1.1.1.1.14.1 Goddard GigaPoP LLC | L.L.C. | Delaware | Telecommuni Company |
| 1.1.1.1.1.1.1.1.14.2 NEES Telcommunications Corp | Corporation | Massachusetts | Inactive |
| 1.1.1.1.1.1.1.1.15 Metrowest Realty LLC | L.L.C. | Delaware | Real Estate Investment |
| 1.1.1.1.1.1.1.1.16 New England Energy Inc. | Corporation | Massachusetts | Inactive |
| 1.1.1.1.1.1.1.1.17 New England Wholesale Electric Co | Corporation | Massachusetts | Inactive |
| 1.2 National Grid Holdings Ltd | Priv. Ltd Co. | England & Wales | Intermediat Company |

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| 1.2.1 National Grid Company plc | plc | England & Wales | Electric Tr Company |
| 1.2.1.1 NGC Leasing Ltd | Priv. Ltd Co. | England & Wales | Leasing Com |
| 1.2.1.2 NGC Properties Ltd. | Priv. Ltd Co. | England & Wales | Real Estate Development |
| 3 | | | |
| 1.2.1.3 National Grid Nominees Limited | Priv. Ltd Co. | England & Wales | Nominee Sha |
| 1.2.1.3.1 New National Grid Plc | plc | England & Wales | Holding Com |
| 1.2.1.3.1.1 Grid Delaware Inc. | Corporation | Delaware | Merger Vehi |
| 1.2.2 National Grid Four Limited | Priv. Ltd Co. | England & Wales | Holding Com |
| 1.2.3 National Grid Jersey Holdings Five Limited | Priv. Ltd Co. | Jersey | Holding Com |
| 1.2.3.1 National Grid Three Limited | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 1.2.3.1.1 NGG Telecoms Limited | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 1.2.3.1.1.1 Energis plc | plc | England & Wales | Telecommuni Holding Com |
| 1.2.4 NGG Telecoms Investment Limited | Priv. Ltd Co. | England & Wales | Holding Com |
| 1.2.5 National Grid Jersey Holdings Four Limited | Priv. Ltd Co. | Jersey | Holding Com |
| 1.2.5.1 Gridcom Limited | Priv. Ltd Co. | England & Wales | Telecommuni Company |
| 1.2.6 National Grid Jersey Holdings Three Limited | Priv. Ltd Co. | Jersey | Holding Com |
| 1.2.6.1 FirstPoint Energy Corp. (formerly Myutility, Inc.) | Corporation | Delaware | Energy Rela Services |

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| 1.2.7 National Grid Jersey Holdings Two Limited | Priv. Ltd Co. | Jersey | Holding Com |
| 1.2.8 National Grid Gold Limited | Priv. Ltd Co. | England & Wales | Investment |
| 1.2.9 National Grid Insurance Limited | Priv. Ltd Co. | Guernsey | Captive Ins |
| 1.2.10 National Grid Two Limited | Priv. Ltd Co. | England & Wales | Financial M Company |
| 1.2.11 National Grid Five Limited | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 1.2.11.1 NatGrid Finance Holdings Ltd | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 1.2.11.1.1 NatGrid Finance Ltd | Priv. Ltd Co. | England & Wales | Financial S Company |
| 1.2.11.1.1.1 NG Jersey Ltd | Priv. Ltd Co. | Jersey | Financial S Company |
| 1.2.11.1.1.2 NG Investments Limited | Priv. Ltd Co. | Jersey | Financial S Company |
| 1.2.11.1.1.2.1 NatGrid Investments Limited | Priv. Ltd Co. | England & Wales | Financial S Company |
| 1.2.11.2 NGC Two Ltd | Priv. Ltd Co. | England & Wales | Inactive |
| 1.2.11.2.1 The National Grid Investments Co. Unlimited Co. | Private | England & Wales | Inactive |
| 1.2.11.3 National Grid Six Limited | Priv. Ltd Co. | England & Wales | Financial S Company |
| 1.2.11.4 National Grid International Limited | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 1.2.11.4.1 National Grid (IOM) UK Limited | Priv. Ltd Co. | Isle of Man (resident in England) | Holding Com |

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| 1.2.11.4.2 National Grid Seven Limited | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 1.2.11.4.2.1 National Grid Holdings BV | Priv. Ltd Co. | Netherlands | Holding Com |
| 1.2.11.4.2.1.1 National Grid Manquehue BV | Priv. Ltd Co. | Netherlands | Holding Com |
| 1.2.11.4.2.1.1.1 Manquehue Net S.A. | Priv. Ltd Co. | Chile | Holding Com |
| 1.2.11.4.2.1.1.1.1 Silica Net S.A. | Priv. Ltd Co. | Chile | Holding Com |
| 1.2.11.4.2.1.1.1.1.1 Silica Networks Chile S.A. | Priv. Ltd Co. | Chile | Telecommuni Company |
| 1.2.11.4.2.1.2 National Grid Chile BV | Priv. Ltd Co. | Netherlands | Holding Com |
| 1.2.11.4.2.1.2.1 SCC Uno S.A. | Priv. Ltd Co. | Chile | Holding Com |
| 1.2.11.4.2.1.2.1.1 Silica Networks Argentina S.A. | Priv. Ltd Co. | Argentina | Telecommuni Company |
| 1.2.11.4.2.1.3 National Grid Finance BV | Priv. Ltd Co. | Netherlands | Holding Com |
| 1.2.11.4.2.1.3.1 Compania Inversora En Transmicion Electrica Citelec SA | Priv. Ltd Co. | Argentina | Holding Com |
| 1.2.11.4.2.1.3.1.1 Compania de Transporte de Energia Electrica en Alta Tension Transener SA | Priv. Ltd Co. | Argentina | Electric Tr Company |
| 1.2.11.4.2.1.1.1.1.1 Empresa de Transporte de Energia electrica Por distribution Troncal de la Provincia de Buenos Airies Sociedad Anonima Transba SA | Priv. Ltd Co. | Argentina | Electric Tr Company |
| 1.2.11.4.2.1.4 National Grid Brazil Finance | unlimited liability company | England & Wales | Investment |
| 1.2.11.4.2.1.5 National Grid Reserve VIII BV | Priv. Ltd Co. | Netherlands | Business De Vehicle |

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| 1.2.11.4.2.1.6 | National Grid Brazil BV | Priv. Ltd Co. | Netherlands | Holding Com |
| 1.2.11.4.2.1.6.1 | JVCO Participacoes Ltda | Priv. Ltd Co. | Brazil | Telecommuni Company |
| 1.2.11.4.2.1.6.1.1 | Holdco Participacues Ltda | Priv. Ltd Co. | Brazil | Holding Com |
| 1.2.11.4.2.1.6.1.1.1 | Intellig Telecommunica coes Ltda | Priv. Ltd Co. | Brazil | Telecommuni Company |
| 1.2.11.4.2.1.7 | National Grid Zambia BV | Priv. Ltd Co. | Netherlands | Holding Com |
| 1.2.11.4.2.1.7.1 | Copperbelt Energy Corporation Plc | Plc | Zambia | Electricity Transmissio |
| 1.2.11.4.2.1.8 | National Grid Holland Limited | Priv. Ltd Co. | England & Wales | Investment |
| 1.2.11.4.2.1.9 | National Grid Poland BV | Priv. Ltd Co. | Netherlands | Holding Com |
| 1.2.11.4.2.1.9.1 | Energis Polska Sp zo.o | Priv. Ltd Co. | Poland | Telecommuni Company |
| 1.2.11.4.2.1.9.1.1 | CEL Polska Sp zo.o | Priv. Ltd Co. | Poland | Telecommuni Company |
| 1.2.11.4.3 | National Grid Indus BV | Priv. Ltd Co. | Netherlands (resident in England) | Business De Vehicle |
| 1.2.11.4.4 | National Grid Overseas Ltd | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 1.2.11.4.4.1 | National Grid Overseas Two Ltd | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 1.2.11.4.5 | NG Procurement Holdings Ltd. | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 5 | | | | |
| 1.2.11.4.5.1 | National Grid Procurement BV | Priv. Ltd Co. | Netherlands | Holding Com |
| 1.2.11.4.5.1.1 | Eutilia NV | Public Company | Netherlands | Electronic of Utility |

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| | | | | and Service |
|----------------|--|---------------|-----------------|---|
| 1.2.11.4.6 | National Grid Australia GP Pty Ltd. | Priv. Ltd Co. | Australia | General Par |
| 1.2.11.4.7 | National Grid Australia LLP Liability Partnership | Limited | Australia | Holding Com |
| 1.2.11.4.7.1 | National Grid Australia Pty Ltd. | Priv. Ltd Co. | Australia | Holding Com |
| 1.2.11.4.7.1.1 | Basslink Pty Ltd. | Priv. Ltd Co. | Australia | Developing Interconnec in Australi |
| 1.2.12 | National Grid One Limited | Priv. Ltd Co. | England & Wales | Investment |
| 1.2.13 | Elexon Ltd. | Priv. Ltd Co. | England & Wales | A Non-profi Required Un U.K. Electr Regulatory |
| 1.2.14 | EnMo Limited | Priv. Ltd Co. | England & Wales | Gas Market Administrat |
| 1.2.15 | NGG Telecoms Holdings Ltd. | Priv. Ltd Co. | England & Wales | Intermediat Company |
| 1.3 | NGG Finance plc | Plc | England & Wales | Special Pur Financing C |

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SIGNATURES

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrant has caused this notification of registration to be duly signed on its behalf in the City of Boston and State of Massachusetts on the 24 day of January, 2002.

New National Grid plc;
National Grid (US) Investments 4;
National Grid (US) Partner 1 Limited;
National Grid (US) Partner 2 Limited;
National Grid Holdings Inc.

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By: /s/ John G. Cochrane

John G. Cochrane
Authorized Representative

Attest:

/s/ Kirk Ramsauer

Kirk L. Ramsauer
Deputy General Counsel and
Authorized Signer
National Grid Companies

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VERIFICATION

State of Massachusetts
County of Suffolk.

The undersigned being duly sworn and deposes and says that he has duly executed the attached notification of registration dated January 24, 2002 for and on behalf of:

New National Grid plc;
National Grid (US) Investments 4;
National Grid (US) Partner 1 Limited;
National Grid (US) Partner 2 Limited;
National Grid Holdings Inc.;

that he is a Director of National Grid Holdings Inc. and authorized to sign on behalf of it and the remaining registrants; and that all action by stockholders, directors and other bodies necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

/s/ John G. Cochrane

John G. Cochrane

(Official Seal)

Subscribed and sworn to before me,

a Notary Public,

this 24th day of January, 2002.

/s/ Gifty Bentum-Inkabi

My commission expires: May 17, 2007

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