NATIONAL GRID GROUP PLC Form U5S July 29, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

FORM U-5-S

ANNUAL REPORT

FOR THE FISCAL YEAR ENDED MARCH 31, 2002

Filed pursuant to the Public Utility Holding Company Act of 1935 by

[LOGO]

National Grid Group plc 15 Marylebone Road London, NW1 5JD United Kingdom

National Grid USA 25 Research Drive Westborough, MA 01582

Item 1. SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF MARCH 31, 2002

Name of Company

National Grid Group plc Subsidiary of the parent holding Company- National Grid Group plc Ordinary £1 National Grid (US) Holdings Limited NGG Finance PLC (1) Ordinary £1 Non-equity securities National Grid Holdings One plc (2) Ordinary £1 Non-equity security Subsidiary of National Grid (US) Holdings Limited National Grid (US) Investments 4 Ordinary £1 National Grid (US) Investments 2 Ordinary £1 National Grid Luxembourg 1 SARL (3) Ordinary \$50 National Grid Luxembourg 2 SARL (3) Ordinary \$50 National Grid (US) Investments 5 (\*) Ordinary £1 National Grid (US) Investments 6 (\*) Ordinary £1 Subsidiary of National Grid (US) Investments 4 National Grid (US) Partner 1 Limited (4) Ordinary US\$1 National Grid (US) Partner 2 Limited (4) Ordinary US\$1 National Grid Twelve Limited (5) Ordinary US\$1 Subsidiary of National Grid Twelve Limited National Grid Eight Limited (6) Ordinary US\$315.50 National Grid Eleven Limited (7) Ordinary US\$273 Subsidiary of National Grid (US) Partner 1 Limited National Grid General Partnership (8) Partnership National Grid Holdings Inc. (USA) Subsidiary of National Grid (US) Partner 2 Limited National Grid General Partnership (8) Partnership National Grid Holdings Inc. (USA) Subsidiaries of National Grid General Partnership National Grid US LLC (9) NG Chicago I LLC (USA) National Grid Holdings Inc. (USA) Ordinary Non-equity securities Subsidiaries of National Grid Holdings Inc. National Grid Ten (10) \$1 ordinary NGG (Delaware) LLC (11) National Grid USA Common Non-equity securities Subsidiary of the parent holding Company- National Grid Holdings One plc National Grid Holdings Limited (12) Ordinary £1 Non-equity securities Subsidiary of National Grid Holdings Limited ENMO Limited (13) A Ordinary £1 B Ordinary £1 National Grid Nominees Limited Ordinary £1 National Grid Five Limited Ordinary £1 National Grid Four Limited (14) Ordinary £1 Non-equity securities National Grid Gold Limited (15) Ordinary £1 A Ordinary £1 National Grid Insurance Limited (16) Ordinary £1 Non-equity securities A shares £1 National Grid Jersey Holdings Three Limited Ordinary £0.01 National Grid Jersey Holdings Four Limited Ordinary £0.01 National Grid Jersey Holdings Five Limited Ordinary £0.01

National Grid One Limited	Ordinary £1
National Grid Two Limited	Ordinary £1
	Ordinary £1
NGG Telecoms Holdings Limited (17)	-
	A shares £1
	B shares £1
NGG Telecoms Investment Limited	Ordinary £1
National Grid (US) Investments 3	Ordinary £1
National Grid (US) Investments (18)	Ordinary £1
National Grid (Ireland) 1 Limited (19)	Ordinary US\$50
	Non-equity securities
National Grid Properties Limited (20)	Ordinary £1
The National Grid Company plc	Ordinary £1
	Non-equity securities
The Matienal Crid Crown Owest Trustee Company Limited (*)	non equity becaries
The National Grid Group Quest Trustee Company Limited (*)	
Subsidiary of National Grid Jersey Properties Limited	
NG Property Developments Limited (21)	Ordinary £1
Subsidiary of The National Grid Company plc	
-NGC Employee Shares Trustee Limited (*)	
NGC Leasing Limited	Ordinary £1
-Elexon Limited (22)	
Subsidiary of National Grid Nominees Limited	
-BSc Co. Limited (*)	Ordinary £1
-Electracom Limited (*)	Ordinary £1
	_
-Energi Limited (*)	Ordinary £1
-Energis Services Limited (*)	Ordinary £1
-Energy Market Operations Limited (*)	Ordinary £1
-Energy Settlements and Information Services -Limited (*)	Ordinary £1
-Enex Operations Limited (*)	Ordinary £1
-EPFA Limited (*)	Ordinary £1
	1
-EPFAL Limited (*)	Ordinary £1
-First Point Services Limited (*)	Ordinary £1
-First Point Solutions Limited (*)	Ordinary £1
-Gemstone Software Limited (*)	Ordinary £1
-Grid International Limited (*)	Ordinary £1
	-
-Gridnat Limited (*)	Ordinary £1
-International Power Systems Limited (*)	Ordinary £1
-IPS Limited (*)	Ordinary £1
-NATGRID Limited (*)	Ordinary £1
-Natgrid Holdings Limited (*)	Ordinary £1
-National Grid Market Services Limited (*)	Ordinary £1
-NetMap Limited(*)	Ordinary £1
-NGC Energy Limited (*)	Ordinary £1
-NGC (GB) Limited (*)	Ordinary £1
-NGC Leisure Limited (*)	Ordinary £1
-NGG Limited (*)	Ordinary £1
-Powercom Limited (*)	Ordinary £1
	_
-Supergrid Limited (*)	Ordinary £1
-Teldata Services Limited (*)	Ordinary £1
-Teldata Solutions Limited (*)	Ordinary £1
-Telecom Electric Limited (*)	Ordinary £1
-Transgrid Limited (*)	Ordinary £1
	oraniary br
Subsidiary of National Grid Four Limited	
Energis plc (23)	
Subsidiary of National Grid Jersey Holdings Four Limited	
Gridcom Limited	Ordinary £1
Subsidiary of National Grid Jersey Holdings Five Limited	4
	Ordinary C1
National Grid Three Limited	Ordinary £1
Subsidiary of National Grid Three Limited	
NGG Telecoms Limited	Ordinary £1
Subsidiary of National Grid Telecoms Limited	

Energis plc (23) -NGC IT Limited (\*) Ordinary £1 Subsidiary of National Grid (Ireland) 1 Limited National Grid (Ireland) 2 Limited (8) Ordinary US\$50 National Grid Nine Limited (24) Ordinary £1 Subsidiary of National Grid (Ireland) 2 Limited National Grid Nine Limited Ordinary £1 Subsidiary of National Grid Five Limited National Grid Six Limited Ordinary £1 Non-equity securities NATGRID Finance Holdings Limited Ordinary £1 National Grid International Limited Ordinary £1 NGC Two Limited Ordinary £1 Subsidiary of NatGrid Finance Holdings Limited NATGRID Finance Limited Ordinary £1 Subsidiary of NatGrid Finance Limited NG Jersey Limited Ordinary £0.01 NG Investments Limited Ordinary £0.01 Subsidiary of NG Investments Ltd NATGRID Investments Ltd (25) Ordinary £1 A Shares £1 B Shares £1 Subsidiary of NGC Two Limited The National Grid Investments Company (26) Ordinary £1 A Ordinary £1 Subsidiary of National Grid International Limited NG Procurement Holdings Limited Ordinary £1 -NG USI Inc. (\*) Grid Investment Holdings Limited Ordinary £1 Teldata International Limited Ordinary £1 National Grid (Isle of Man) UK Limited Ordinary £1 National Grid Overseas Limited (27) Ordinary £1 Non-equity securities B Ordinary £1 National Grid Seven Limited Ordinary £1 Network Mapping Limited (28) Ordinary £1 National Grid Indus BV Ord NLG 1000 NGC Indus Limited Ordinary £1 NGC Zambia Limited Ordinary £1 National Grid Australia GP Pty Ltd Ordinary AS\$1 National Grid Australia LLP (29) Partnership Original Basslink Pty Limited (\*) The Electricity Transmission Company Limited Ordinary £1 Britned Development Limited (30) Subsidiary of NG Procurement Holdings Limited National Grid Procurement BV Ordinary Euro450 Subsidiary of Grid Investment Holdings Limited Grid One Limited Ordinary £1 Non-equity securities Subsidiary of National Grid Overseas Limited National Grid Overseas Two Limited Ordinary £1 Subsidiary of National Grid Australia LLP National Grid Australia Ptv Limited Ordinary AS\$1 Subsidiary of National Grid Australia PTY Limited Basslink Pty Limited Ordinary AS\$1 Subsidiary of National Grid Seven Limited Ordinary Euro450 National Grid Holdings BV National Grid (Ireland) 1 Limited (31) Ordinary US\$50 Non-equity securities

National Grid (Ireland) 2 Limited (31)

Ordinary US\$50

Subsidiary of National Grid Holdings BV National Grid Poland BV Ordinary Euro450 Non-equity securities National Grid Central Europe BV Ordinary Euro450 National Grid Brazil BV Ordinary Euro450 National Grid Manguehue BV Ordinary Euro450 National Grid Finance BV Ordinary Euro450 National Grid Zambia BV Ordinary Euro450 National Grid India BV Ordinary Euro450 NGC do Brasil Participações Ltda National Grid Brazil Transmission BV Ordinary Euro45 National Grid Brazil Finance Ordinary £1 National Grid Holland Limited Ordinary £1 National Grid Indus BV Ordinary NLG 1000 National Grid Reserve VII BV Ordinary Euro450 National Grid Reserve VIII BV Ordinary Euro 500 National Grid Reserve IX BV Ordinary Euro 500 National Grid Reserve X BV Ordinary Euro 500 National Grid Fourteen Limited (32) Ordinary £1 Subsidiary of National Grid Poland BV Energis Polska Sp z.o.o Subsidiary of National Grid Central Europe BV Central Europe Telecoms Holdings BV Ordinary Euro450 Subsidiary of National Grid Brazil BV JVCO Participacoes Ltda Subsidiary of JVCO Participacoes Ltda Holdco Participacoes Ltda Subsidiary of Holdco Participacoes Ltda Intelig Telecomunicacoes Ltda Subsidiary of National Grid Manguehue BV Manquehue Net S.A. Subsidiary of National Grid Fourteen Limited National Grid Chile BV Ordinary Euro450 Subsidiary of National Grid Chile BV Silica Networks S.A. (33) SCC Uno SA (34) Subsidiary of Silica Networks S.A. Inversiones Silica Networks SA (35) Subsidiary of Inversiones Silica Networks S.A SN Investments Argentina S.A (36) Silica Networks Chile S.A (37) Subsidiary of SN Investments Argentina S.A Silica Networks Argentina S.A (38) Subsidiary of National Grid Finance BV Compania Inversora En Transmicion Electrica CITELEC S.A. Subsidiary of Compania Inversora En Transmicion Electrica CITELEC S.A Transener S.A (39) Subsidiary of Transener S.A Transba S.A (40) Subsidiary of National Grid Zambia BV Copperbelt Energy Corporation plc