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NATIONAL GRID GROUP PLC  
Form S-8 POS  
January 31, 2002

As filed with the Securities and Exchange Commission on January 31, 2002

Registration No. 333-65968

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
to  
FORM S-8  
REGISTRATION STATEMENT  
under  
THE SECURITIES ACT OF 1933

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NATIONAL GRID GROUP PLC  
(formerly New National Grid plc)  
(Exact name of Registrant as specified in its charter)

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England and Wales 98-0202473  
(Jurisdiction of Incorporation) (I.R.S. Employer Identification No.)

15 Marylebone Road, London, NW1 5JD, United Kingdom  
(Address of Registrant's Principal Executive Offices)

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National Grid Executive Share Option Scheme  
National Grid Executive Share Option Plan  
(Full Titles of the Plans)

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Lawrence J. Reilly  
National Grid Group plc  
25 Research Drive  
Westborough, MA 01582  
(508) 389-2000  
(508) 389-2000

John G. Cochrane  
Vice President and Treasurer  
National Grid USA  
25 Research Drive  
Westborough, MA 01582

(Names and addresses, including telephone numbers and area code,  
of agents for service)

Copies to:

Fiona B. Smith  
General Counsel  
National Grid Group plc  
15 Marylebone Road  
London, NW1 5JD  
United Kingdom

Kirk L. Ramsauer  
Deputy General Counsel  
National Grid USA  
25 Research Drive  
Westborough, MA 01582

This Post-Effective amendment to the Registration Statement on Form S-8 is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), by the Registrant, the successor to National Grid

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Group PLC, following a scheme of arrangement under Section 425 of the Companies Act of 1985 effective January 31, 2002. The Registrant hereby expressly adopts the Registration Statement as its own registration statement for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended and hereby sets forth any additional information necessary to reflect any material changes made in connection with or resulting from the succession, or necessary to keep this Registration Statement from being misleading in any material respect.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Westborough, Commonwealth of Massachusetts.

NATIONAL GRID GROUP PLC

Dated: January 31, 2002

By: s/ Roger Urwin  
Roger Urwin, Group Chief Executive

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by or on behalf of the following persons in the capacities and on the dates indicated.

Principal Executive Officer

Directors (a majority):

s/ Roger Urwin  
-----  
Roger Urwin  
Group Chief Executive  
Steven Holliday \*

Edward Astle \*  
Group Director, Telecommunications  
  
Stephen Box \*  
Group Finance Director  
  
Group Director, Europe

Principal Financial and  
Accounting Officer

Paul Joskow\*  
Non-executive Director

s/ Stephen Box  
-----  
Stephen Box  
Group Finance Director

James Ross \*  
Non-Executive Chairman  
  
Richard P. Sergel \*  
Group Director, North America

s/ Richard P. Sergel  
-----  
Richard P. Sergel  
Authorized United States  
Representative

Roger Urwin \*  
Director and Group Chief Executive

\*by Roger Urwin, attorney-in-fact

s/ Roger Urwin  
-----  
Roger Urwin

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EXHIBIT INDEX

Exhibit No.	Description	Page	
4.1.	Memorandum and Articles of Association of National Grid Group plc, incorporated by reference to Exhibit A-2 of the registrant's Form U-1, File No. 70-9849	Incorporated by reference	
4.2.	Deposit Agreement among New National Grid plc, National Grid Group plc, The Bank of New York, as depositary, and Owners and Beneficial Owners of American Depositary Receipts, incorporated by reference to Exhibit A of the registrant's Form F-6, File No. 333-14290	Incorporated by reference	
24.1	Powers of Attorney of the Directors	Filed herewith	

DIRECTOR'S POWER OF ATTORNEY

NEW NATIONAL GRID plc  
to be renamed  
NATIONAL GRID GROUP plc (the "Company")

REGISTRATION OF

ORDINARY SHARES

OF THE COMPANY TO BE ISSUED PURSUANT TO

NATIONAL GRID EXECUTIVE SHARE

OPTION SCHEME AND

NATIONAL GRID EXECUTIVE OPTION PLAN 2000

WITH THE US SECURITIES AND EXCHANGE COMMISSION

(the "Registration")

I, STEVEN HOLLIDAY, BEING A DIRECTOR OF THE COMPANY HEREBY APPOINT and authorise any other director for the time being of the Company (any such director acting in such capacity being hereinafter called "my Attorney") to be my lawful attorney in connection with the Registration on the following basis:

1. I hereby authorise my Attorney to do and perform all matters and things to be done or performed by me and to agree the form and content of and to approve, sign, execute and deliver on my behalf (as a director of the Company) any application, agreement, deed or other document whatsoever pursuant to the regulations of the Securities and Exchange Commission (the "SEC") or otherwise in connection with the Registration, as my Attorney may consider

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necessary or desirable and which shall have been approved by resolution of the directors of the Company or a duly authorized committee thereof, including without prejudice to the generality of the foregoing a registration statement on Form S-8 for registration of Ordinary Shares of the Company with a per share par value of 10 pence to be issued pursuant to the National Grid Executive Share Option Scheme and the National Grid Executive Option Plan 2000 ("Plans") and a Prospectus to be circulated to participants in the Plans.

2. I hereby undertake to ratify and confirm everything which my Attorney shall do or purport to do by virtue of this power of attorney and will fully indemnify my Attorney against all losses, liabilities, costs, claims, actions, demands or expenses which he may incur or which may be made against him as a result of or in connection with anything lawfully done by virtue of this power of attorney.

3. I hereby declare that this power of attorney shall be irrevocable for six months from the date hereof and shall at all times (both during and after the said period) be conclusively binding on me and my personal representatives in favour of third parties who have not received notice of revocation but so that the exercise by me in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

4. This power of attorney shall be governed by and construed in accordance with the laws of England. I submit to the nonexclusive jurisdiction of the English Courts for all purposes connected with it.

5. I authorise a copy of this document to be delivered to the SEC and to any other person who may require it.

IN WITNESS of which this power of attorney has been executed as a deed on 24 January, 2002.

Signed as a deed )  
By STEVEN HOLLIDAY ) s/ Steven Holliday  
in the presence of:- )

Witness s/ Mark Noble  
Signature

Name Mark Noble  
Address 15 Marylebone Road  
London, England  
Occupation Solicitor

DIRECTOR'S POWER OF ATTORNEY

NEW NATIONAL GRID plc  
to be renamed  
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REGISTRATION OF

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ORDINARY SHARES

OF THE COMPANY TO BE ISSUED PURSUANT TO

NATIONAL GRID EXECUTIVE SHARE

OPTION SCHEME AND

NATIONAL GRID EXECUTIVE OPTION PLAN 2000

WITH THE US SECURITIES AND EXCHANGE COMMISSION

(the "Registration")

I, PAUL JOSKOW, BEING A DIRECTOR OF THE COMPANY HEREBY APPOINT and authorise any other director for the time being of the Company (any such director acting in such capacity being hereinafter called "my Attorney") to be my lawful attorney in connection with the Registration on the following basis:

1. I hereby authorise my Attorney to do and perform all matters and things to be done or performed by me and to agree the form and content of and to approve, sign, execute and deliver on my behalf (as a director of the Company) any application, agreement, deed or other document whatsoever pursuant to the regulations of the Securities and Exchange Commission (the "SEC") or otherwise in connection with the Registration, as my Attorney may consider necessary or desirable and which shall have been approved by resolution of the directors of the Company or a duly authorized committee thereof, including without prejudice to the generality of the foregoing a registration statement on Form S-8 for registration of Ordinary Shares of the Company with a per share par value of 10 pence to be issued pursuant to the National Grid Executive Share Option Scheme and the National Grid Executive Option Plan 2000 ("Plans") and a Prospectus to be circulated to participants in the Plans.

2. I hereby undertake to ratify and confirm everything which my Attorney shall do or purport to do by virtue of this power of attorney and will fully indemnify my Attorney against all losses, liabilities, costs, claims, actions, demands or expenses which he may incur or which may be made against him as a result of or in connection with anything lawfully done by virtue of this power of attorney.

3. I hereby declare that this power of attorney shall be irrevocable for six months from the date hereof and shall at all times (both during and after the said period) be conclusively binding on me and my personal representatives in favour of third parties who have not received notice of revocation but so that the exercise by me in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

4. This power of attorney shall be governed by and construed in accordance with the laws of England. I submit to the nonexclusive jurisdiction of the English Courts for all purposes connected with it.

5. I authorise a copy of this document to be delivered to the SEC and to any other person who may require it.

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IN WITNESS of which this power of attorney has been executed as a deed on 26 January, 2002.

Signed as a deed )  
By PAUL JOSKOW ) s/ Paul Joskow  
in the presence of:- )

Witness s/ Barbara Z. Chasen  
Signature

Name Barbara Z. Chasen  
Address 7 Chilton St.  
Brookline, MA 02446  
Occupation at home

DIRECTOR'S POWER OF ATTORNEY

NEW NATIONAL GRID plc  
to be renamed  
NATIONAL GRID GROUP plc (the "Company")

REGISTRATION OF

ORDINARY SHARES

OF THE COMPANY TO BE ISSUED PURSUANT TO

NATIONAL GRID EXECUTIVE SHARE

OPTION SCHEME AND

NATIONAL GRID EXECUTIVE OPTION PLAN 2000

WITH THE US SECURITIES AND EXCHANGE COMMISSION

(the "Registration")

I, JAMES HOOD ROSS, BEING A DIRECTOR OF THE COMPANY HEREBY APPOINT and authorise any other director for the time being of the Company (any such director acting in such capacity being hereinafter called "my Attorney") to be my lawful attorney in connection with the Registration on the following basis:

1. I hereby authorise my Attorney to do and perform all matters and things to be done or performed by me and to agree the form and content of and to approve, sign, execute and deliver on my behalf (as a director of the Company) any application, agreement, deed or other document whatsoever pursuant to the regulations of the Securities and Exchange Commission (the "SEC") or otherwise in connection with the Registration, as my Attorney may consider necessary or desirable and which shall have been approved by resolution of the directors of the Company or a duly authorized committee thereof, including without prejudice to the generality of the foregoing a registration statement on Form S-8 for registration of Ordinary Shares of the Company with a per share

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par value of 10 pence to be issued pursuant to the National Grid Executive Share Option Scheme and the National Grid Executive Option Plan 2000 ("Plans") and a Prospectus to be circulated to participants in the Plans.

2. I hereby undertake to ratify and confirm everything which my Attorney shall do or purport to do by virtue of this power of attorney and will fully indemnify my Attorney against all losses, liabilities, costs, claims, actions, demands or expenses which he may incur or which may be made against him as a result of or in connection with anything lawfully done by virtue of this power of attorney.

3. I hereby declare that this power of attorney shall be irrevocable for six months from the date hereof and shall at all times (both during and after the said period) be conclusively binding on me and my personal representatives in favour of third parties who have not received notice of revocation but so that the exercise by me in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

4. This power of attorney shall be governed by and construed in accordance with the laws of England. I submit to the nonexclusive jurisdiction of the English Courts for all purposes connected with it.

5. I authorise a copy of this document to be delivered to the SEC and to any other person who may require it.

IN WITNESS of which this power of attorney has been executed as a deed on 24 January, 2002.

Signed as a deed )  
By JAMES HOOD ROSS ) s/ James H. Ross  
in the presence of:- )

Witness s/ Mark Noble  
Signature

Name Mark Noble  
Address 15 Marylebone Road  
London, England  
Occupation Solicitor

DIRECTOR'S POWER OF ATTORNEY  
NEW NATIONAL GRID plc  
to be renamed  
NATIONAL GRID GROUP plc (the "Company")  
REGISTRATION OF  
ORDINARY SHARES  
OF THE COMPANY TO BE ISSUED PURSUANT TO

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NATIONAL GRID EXECUTIVE SHARE

OPTION SCHEME AND

NATIONAL GRID EXECUTIVE OPTION PLAN 2000

WITH THE US SECURITIES AND EXCHANGE COMMISSION

(the "Registration")

I, EDWARD ASTLE, BEING A DIRECTOR OF THE COMPANY HEREBY APPOINT and authorise any other director for the time being of the Company (any such director acting in such capacity being hereinafter called "my Attorney") to be my lawful attorney in connection with the Registration on the following basis:

1. I hereby authorise my Attorney to do and perform all matters and things to be done or performed by me and to agree the form and content of and to approve, sign, execute and deliver on my behalf (as a director of the Company) any application, agreement, deed or other document whatsoever pursuant to the regulations of the Securities and Exchange Commission (the "SEC") or otherwise in connection with the Registration, as my Attorney may consider necessary or desirable and which shall have been approved by resolution of the directors of the Company or a duly authorized committee thereof, including without prejudice to the generality of the foregoing a registration statement on Form S-8 for registration of Ordinary Shares of the Company with a per share par value of 10 pence to be issued pursuant to the National Grid Executive Share Option Scheme and the National Grid Executive Option Plan 2000 ("Plans") and a Prospectus to be circulated to participants in the Plans.

2. I hereby undertake to ratify and confirm everything which my Attorney shall do or purport to do by virtue of this power of attorney and will fully indemnify my Attorney against all losses, liabilities, costs, claims, actions, demands or expenses which he may incur or which may be made against him as a result of or in connection with anything lawfully done by virtue of this power of attorney.

3. I hereby declare that this power of attorney shall be irrevocable for six months from the date hereof and shall at all times (both during and after the said period) be conclusively binding on me and my personal representatives in favour of third parties who have not received notice of revocation but so that the exercise by me in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

4. This power of attorney shall be governed by and construed in accordance with the laws of England. I submit to the nonexclusive jurisdiction of the English Courts for all purposes connected with it.

5. I authorise a copy of this document to be delivered to the SEC and to any other person who may require it.

IN WITNESS of which this power of attorney has been executed as a deed on January 25, 2002.

Signed as a deed

)



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By EDWARD ASTLE ) s/ Edward Astle  
in the presence of:- )

Witness s/ Carol Opem  
Signature

Name Carol Opem  
Address 93 Karen Circle  
Holliston, MA 01746  
Occupation Executive Assistant

DIRECTOR'S POWER OF ATTORNEY

NEW NATIONAL GRID plc  
to be renamed  
NATIONAL GRID GROUP plc (the "Company")

REGISTRATION OF

ORDINARY SHARES

OF THE COMPANY TO BE ISSUED PURSUANT TO

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(the "Registration")

I, STEPHEN BOX, BEING A DIRECTOR OF THE COMPANY HEREBY APPOINT and authorise any other director for the time being of the Company (any such director acting in such capacity being hereinafter called "my Attorney") to be my lawful attorney in connection with the Registration on the following basis:

1. I hereby authorise my Attorney to do and perform all matters and things to be done or performed by me and to agree the form and content of and to approve, sign, execute and deliver on my behalf (as a director of the Company) any application, agreement, deed or other document whatsoever pursuant to the regulations of the Securities and Exchange Commission (the "SEC") or otherwise in connection with the Registration, as my Attorney may consider necessary or desirable and which shall have been approved by resolution of the directors of the Company or a duly authorized committee thereof, including without prejudice to the generality of the foregoing a registration statement on Form S-8 for registration of Ordinary Shares of the Company with a per share par value of 10 pence to be issued pursuant to the National Grid Executive Share Option Scheme and the National Grid Executive Option Plan 2000 ("Plans") and a Prospectus to be circulated to participants in the Plans.

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2. I hereby undertake to ratify and confirm everything which my Attorney shall do or purport to do by virtue of this power of attorney and will fully indemnify my Attorney against all losses, liabilities, costs, claims, actions, demands or expenses which he may incur or which may be made against him as a result of or in connection with anything lawfully done by virtue of this power of attorney.

3. I hereby declare that this power of attorney shall be irrevocable for six months from the date hereof and shall at all times (both during and after the said period) be conclusively binding on me and my personal representatives in favour of third parties who have not received notice of revocation but so that the exercise by me in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

4. This power of attorney shall be governed by and construed in accordance with the laws of England. I submit to the nonexclusive jurisdiction of the English Courts for all purposes connected with it.

5. I authorise a copy of this document to be delivered to the SEC and to any other person who may require it.

IN WITNESS of which this power of attorney has been executed as a deed on 24 January, 2002.

Signed as a deed )  
By STEPHEN BOX ) s/ Stephen Box  
in the presence of:- )

Witness s/ C Conroy  
Signature

Name C. Conroy  
Address 75 Dorchester Ave  
London N13 5DY  
Occupation Driver

DIRECTOR'S POWER OF ATTORNEY

NEW NATIONAL GRID plc  
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REGISTRATION OF

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(the "Registration")

I, RICHARD P. SERGEL, BEING A DIRECTOR OF THE COMPANY HEREBY APPOINT and authorise any other director for the time being of the Company (any such director acting in such capacity being hereinafter called "my Attorney") to be my lawful attorney in connection with the Registration on the following basis:

1. I hereby authorise my Attorney to do and perform all matters and things to be done or performed by me and to agree the form and content of and to approve, sign, execute and deliver on my behalf (as a director of the Company) any application, agreement, deed or other document whatsoever pursuant to the regulations of the Securities and Exchange Commission (the "SEC") or otherwise in connection with the Registration, as my Attorney may consider necessary or desirable and which shall have been approved by resolution of the directors of the Company or a duly authorized committee thereof, including without prejudice to the generality of the foregoing a registration statement on Form S-8 for registration of Ordinary Shares of the Company with a per share par value of 10 pence to be issued pursuant to the National Grid Executive Share Option Scheme and the National Grid Executive Option Plan 2000 ("Plans") and a Prospectus to be circulated to participants in the Plans.

2. I hereby undertake to ratify and confirm everything which my Attorney shall do or purport to do by virtue of this power of attorney and will fully indemnify my Attorney against all losses, liabilities, costs, claims, actions, demands or expenses which he may incur or which may be made against him as a result of or in connection with anything lawfully done by virtue of this power of attorney.

3. I hereby declare that this power of attorney shall be irrevocable for six months from the date hereof and shall at all times (both during and after the said period) be conclusively binding on me and my personal representatives in favour of third parties who have not received notice of revocation but so that the exercise by me in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

4. This power of attorney shall be governed by and construed in accordance with the laws of England. I submit to the nonexclusive jurisdiction of the English Courts for all purposes connected with it.

5. I authorise a copy of this document to be delivered to the SEC and to any other person who may require it.

IN WITNESS of which this power of attorney has been executed as a deed on January 25, 2002.

Signed as a deed

By RICHARD P. SERGEL

)

)

s/ Richard P. Sergel

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in the presence of:- )

Witness s/ Carol Opem  
Signature

Name Carol Opem  
Address 93 Karen Circle  
Holliston, MA 01746  
Occupation Executive Assistant

DIRECTOR'S POWER OF ATTORNEY

NEW NATIONAL GRID plc  
to be renamed  
NATIONAL GRID GROUP plc (the "Company")

REGISTRATION OF

ORDINARY SHARES

OF THE COMPANY TO BE ISSUED PURSUANT TO

NATIONAL GRID EXECUTIVE SHARE

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NATIONAL GRID EXECUTIVE OPTION PLAN 2000

WITH THE US SECURITIES AND EXCHANGE COMMISSION

(the "Registration")

I, ROGER URWIN, BEING A DIRECTOR OF THE COMPANY HEREBY APPOINT and authorise any other director for the time being of the Company (any such director acting in such capacity being hereinafter called "my Attorney") to be my lawful attorney in connection with the Registration on the following basis:

1. I hereby authorise my Attorney to do and perform all matters and things to be done or performed by me and to agree the form and content of and to approve, sign, execute and deliver on my behalf (as a director of the Company) any application, agreement, deed or other document whatsoever pursuant to the regulations of the Securities and Exchange Commission (the "SEC") or otherwise in connection with the Registration, as my Attorney may consider necessary or desirable and which shall have been approved by resolution of the directors of the Company or a duly authorized committee thereof, including without prejudice to the generality of the foregoing a registration statement on Form S-8 for registration of Ordinary Shares of the Company with a per share par value of 10 pence to be issued pursuant to the National Grid Executive Share Option Scheme and the National Grid Executive Option Plan 2000 ("Plans") and a Prospectus to be circulated to participants in the Plans.

2. I hereby undertake to ratify and confirm everything which my

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Attorney shall do or purport to do by virtue of this power of attorney and will fully indemnify my Attorney against all losses, liabilities, costs, claims, actions, demands or expenses which he may incur or which may be made against him as a result of or in connection with anything lawfully done by virtue of this power of attorney.

3. I hereby declare that this power of attorney shall be irrevocable for six months from the date hereof and shall at all times (both during and after the said period) be conclusively binding on me and my personal representatives in favour of third parties who have not received notice of revocation but so that the exercise by me in person from time to time of any of the powers hereby conferred shall not of itself be deemed to be a revocation.

4. This power of attorney shall be governed by and construed in accordance with the laws of England. I submit to the nonexclusive jurisdiction of the English Courts for all purposes connected with it.

5. I authorise a copy of this document to be delivered to the SEC and to any other person who may require it.

IN WITNESS of which this power of attorney has been executed as a deed on 25 January, 2002.

Signed as a deed )  
By ROGER URWIN ) s/ Roger Urwin  
in the presence of:- )

Witness s/ Mark Noble  
Signature

Name Mark Noble  
Address 15 Marylebone Road  
London NW1 5JD  
Occupation Solicitor