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NATIONAL GRID GROUP PLC
Form SC TO-T/A
March 26, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SC TO-T/A
SC 13E3/A
(Amendment No. 1)

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR
13(e) (1) OF THE SECURITIES EXCHANGE ACT OF 1934.

NIAGARA MOHAWK POWER CORPORATION
(Name of Subject Company (Issuer))

NATIONAL GRID GROUP PLC
(Name of Filing Person)

Fixed/AdjustableRate Cumulative Preferred Stock, Series D
Cumulative Preferred Stock, 3.40% Series
Cumulative Preferred Stock, 3.60% Series
Cumulative Preferred Stock, 3.90% Series
Cumulative Preferred Stock, 4.10% Series
Cumulative Preferred Stock, 4.85% Series
Cumulative Preferred Stock, 5.25% Series
(Title of Class of Securities)

653522771
653522201
653522300
653522409
653522508
653522607
653522706

(CUSIP Number of Class of Securities)

Gregory Barone
Niagara Mohawk Power Corporation
300 Erie Boulevard West
Syracuse, NY 13202

John Cochrane
National Grid USA
25 Research Drive
Westborough, MA 01582

(Names and addresses of persons authorized to
receive notices and communications on behalf of the person filing statement)

Copy to:
Keith F. Higgins, Esq.
Ropes & Gray
One International Place
Boston, Massachusetts 02110

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 to Schedule TO-T/13E-3 amends and supplements the Schedule TO-T/13E-3 originally filed by National Grid Group plc ("National Grid") on March 22, 2002. This Amendment No. 1 to Schedule TO-T/13E-3 relates to the tender offers by Niagara Mohawk to purchase all of its outstanding shares of the following series of cumulative preferred stock (the "Preferred Stock") at the following applicable cash purchase prices per share:

| SERIES | CUSIP NO. | PURCHASE PRICE PER SHARE |
|--|-----------|-----------------------------|
| Fixed/Adjustable Rate Cumulative Preferred Stock, Series D | 653522771 | \$53.76 |
| Cumulative Preferred Stock, 3.40% Series | 653522201 | \$63.43 |
| Cumulative Preferred Stock, 3.60% Series | 653522300 | \$67.16 |
| Cumulative Preferred Stock, 3.90% Series | 653522409 | \$72.76 |
| Cumulative Preferred Stock, 4.10% Series | 653522508 | \$76.49 |
| Cumulative Preferred Stock, 4.85% Series | 653522607 | \$90.49 |
| Cumulative Preferred Stock, 5.25% Series | 653522706 | \$93.58 |

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The offers are subject to the terms and conditions set forth in the Offer to Purchase dated February 27, 2002 (the "Offer to Purchase") and in the related Letters of Transmittal (the "Letters of Transmittal"), as amended or supplemented from time to time. Except as amended and supplemented hereby the Schedule TO-T/13E-3 filed by National Grid on March 22, 2002 remains in effect.

The Schedule TO-T/13E-3 is hereby amended and supplemented as follows:

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

SCHEDULE 13E-3, ITEM 8. FAIRNESS OF THE TRANSACTION.

Section 6 of the Offer to Purchase ("Special Factors") is hereby amended by adding the following sentence to the end of the last paragraph under

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the heading "Fairness of the Offers":

"The committee adopts the analysis of the Niagara Mohawk board of directors as to both the substantive and procedural fairness of the offers."

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 26, 2002

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NATIONAL GRID GROUP PLC

BY: /s/ Richard P. Sergel

Name: Richard P. Sergel

Title: Group Director, North America