

NATIONAL GRID TRANSCO PLC  
Form 11-K  
June 30, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

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**FORM 11-K**

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**ANNUAL REPORT**

PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For Fiscal Year Ended December 31, 2002

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National Grid USA Companies' Incentive Thrift Plan II

25 Research Drive

Westborough, MA 01582

National Grid Transco plc  
1-3 Strand  
London  
WC2N 5EH  
ENGLAND

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Financial Statements:

\*Financial Statements of National Grid USA Companies' Incentive Thrift Plan II

Exhibits:

Consent of PricewaterhouseCoopers LLP

Certifications Under Section 906 of the Sarbanes-Oxley Act of 2002

\*Filed Under Cover of Form SE

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SIGNATURE

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The Benefits Committee (Plan Administrator for the National Grid USA Companies' Incentive Thrift Plan II) has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

Benefits Committee

s:\John G. Cochrane

By \_\_\_\_\_

John G. Cochrane, Chairman

Date: June 30, 2003

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>	<u>Page</u>
Exhibit 1	Financial Statements	Filed under cover of Form SE
Exhibit 2	Consent of Independent Auditors	Filed herewith
Exhibit 3	Certifications Under Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith

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CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (File NO. 33-33094) of the National Grid USA Companies' Incentive Thrift Plan II of our report dated March 28, 2003 relating to the financial statements of the National Grid USA Companies' Incentive Thrift Plan II, which appears in this Form 11-K.

s/PricewaterhouseCoopers LLP

Boston, Massachusetts

June 30, 2003

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