

NATIONAL GRID TRANSCO PLC  
Form POS AMC  
June 15, 2005

File No. 70-10295

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Post-Effective Amendment No. 1 to  
FORM U-1  
Application/Declaration  
Under the  
Public Utility Holding Company Act of 1935

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

(Names of company filing this statement and  
address of principal executive office)

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National Grid Transco plc  
(Name of top registered holding company)

Timothy McAllister  
Assistant General Counsel  
National Grid USA  
25 Research Drive  
Westborough, Massachusetts 01582  
Telephone: (508) 389-4508  
Facsimile: (508) 389-3518

(Name and address of agent for service)

The Commission is also requested to send copies of all notices, orders and communications in connection with this matter to:

Markian M.W. Melnyk  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
1875 Connecticut Avenue NW  
Suite 1200  
Washington DC 20009  
Telephone: (202) 986-8212  
Facsimile: (202) 986-8102

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On March 25, 2005, National Grid Transco plc filed this Application-Declaration ("Application") on Form U-1 under File No. 70-10295. Amendment No. 1 to the Application was filed on April 29, 2005, and Amendment No. 2 to the Application was filed on June 1, 2005. This Post-effective Amendment No. 1 is filed to amend Item 6 of the Application and to provide the definitive form of Circular to Shareholders and U.S. Supplemental Memorandum as exhibits hereto.

\* \* \* \* \*

### Item 6. Exhibits and Financial Statements

#### Exhibits

- |     |   |
|-----|---|
| A-1 | Circular to Shareholders dated June 6, 2005, incorporated by reference to Exhibit 99.(a)(1) to the Issuer Tender Offer Statement on Schedule TO, filed by National Grid Transco plc on June 15, 2005.     |
| A-2 | U.S. Supplemental Memorandum dated June 6, 2005, incorporated by reference to Exhibit 99.(a)(2) to the Issuer Tender Offer Statement on Schedule TO, filed by National Grid Transco plc on June 15, 2005. |
| B   | B Share Certificate.**  |
| C   | National Grid Transco plc Memorandum and Articles of Association (revised)**  |
| D-1 | Opinion of Counsel of National Grid Transco plc**   |
| D-2 | Past Tense Opinion of Counsel.*   |
| E   | Form of Notice.**   |

#### Financial Statements

- |      |   |
|------|---|
| FS-1 | National Grid Transco plc Financial Statements as of and for the Six Months Ended September 30, 2004, incorporated by reference to National Grid Transco plc's Report on Form 6-K, filed on November 18, 2004 (SEC File No. 001-14958).** |
| FS-2 | Pro Forma National Grid Transco plc Balance Sheet, Income Statement, and Cash Flow Statement (confidential treatment requested).**  |

\* To be filed by amendment.

\*\* Previously filed.

\* \* \* \* \*

**SIGNATURE**

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Applicant has duly caused this amended Application-Declaration to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 15, 2005

National Grid Transco plc

By: /s/ Helen Mahy

Name: Helen Mahy

Title: Group Company Secretary and General Counsel