

Edgar Filing: E ON AG - Form U-1/A

E ON AG  
Form U-1/A  
October 23, 2001

As filed with the Securities and Exchange Commission on October 23, 2001

File No. 70-09961

United States Securities and Exchange Commission  
Washington, D.C. 20549

---

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

---

|                  |                                      |
|------------------|--------------------------------------|
| E.ON AG          | Powergen plc                         |
| E.ON-Platz 1     | Powergen US Holdings Limited         |
| 40479 Dusseldorf | Powergen US Investments              |
| Germany          | Powergen Luxembourg sarl             |
|                  | Powergen Luxembourg Holdings sarl    |
|                  | Powergen Luxembourg Investments sarl |
|                  | Powergen USA                         |
|                  | Powergen US Investments Corp.        |
|                  | City Point                           |
|                  | 1 Ropemaker Street                   |
|                  | London EC2Y 9HT                      |
|                  | United Kingdom                       |

(Names of companies filing this statement  
and addresses of principal executive offices)

---

E.ON AG  
(Name of top registered holding company)

---

|   |                                       |
|---|---------------------------------------|
| Ulrich Hueppe                             | David Jackson                         |
| General Counsel, Executive Vice President | Company Secretary and General Counsel |
| Dr. Guntram Wuerzberg                     | Powergen plc                          |
| Vice President General Legal Affairs      | City Point                            |
| E.ON AG                                   | 1 Ropemaker Street                    |
| E.ON-Platz 1                              | London EC2Y 9HT                       |
| 40479 Dusseldorf                          | United Kingdom                        |
| Germany                                   | Telephone: 011-44-270-826-2742        |
| Telephone: 011-49-211-4579-388            | Facsimile: 011-44-270-826-2716        |
| Facsimile: 011-49-211-4579-610            |                                       |

(Names and addresses of agents for service)

The Commission is also requested to send copies  
of any communication in connection with this matter to:

|  |                                 |
|--|---------------------------------|
| Tia S. Barancik                        | Peter D. Clarke                 |
| LeBoeuf, Lamb, Greene & MacRae, L.L.P. | Debra J. Schnebel               |
| 125 West 55th Street                   | Jones, Day, Reavis & Pogue      |
| New York, NY 10019-5389                | 77 West Wacker Drive, Ste. 3500 |
| Telephone: (212) 424-8455              | Chicago, IL 60601-1692          |
| Facsimile: (212) 424-8500              | Telephone: (312) 782-3939       |

## Edgar Filing: E ON AG - Form U-1/A

Markian M. W. Melnyk  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
1875 Connecticut Ave., N.W.  
Washington, D.C. 20009-5728  
Telephone: (202) 986-8212  
Facsimile: (202) 986-8102

Facsimile: (312) 782-8585  
Joseph B. Frumkin  
Sullivan & Cromwell  
125 Broad Street  
New York, NY 10004  
Telephone: (212)-558-4000  
Facsimile: (212) 558-3588

This Amendment No. 1 revises the Form U-1 Application/Declaration in this proceeding originally filed with the Securities and Exchange Commission on September 4, 2001, in File No. 70-09961, by amending Item 6 and adding Exhibits and Financial Statements listed therein.

### Item 6. Exhibits and Financial Statements

#### Exhibit List

- A-1 Articles of Association and Bylaws of E.ON AG.
- A-2 Memorandum and Articles of Association of Powergen plc.
- B-1 Letter Agreement dated April 8, 2001.
- C-1 Application to the Kentucky Public Service Commission.
- C-2 Orders of the Kentucky Public Service Commission.
- C-3 Application to the Virginia State Corporation Commission.
- C-4 Order of the Virginia State Corporation Commission.
- C-5 Application to the Federal Energy Regulatory Commission.
- C-6 Order of the Federal Energy Regulatory Commission.
- C-7 Letter from the Committee on Foreign Investment in the United States.\*
- D-1 Map of the Utility Service Territory of the LG&E Energy Group, filed in paper format under cover of Form SE.
- E-1 Corporate Chart of the Combined E.ON and Powergen Group.\*
- F-1 Annual Report of E.ON AG on Form 20-F, filed in paper format under cover of Form SE.
- F-2 Annual Report of Powergen plc on Form 20-F, filed in paper format under cover of Form SE.
- G-1 Description of E.ON's Subsidiary Companies, Including To-Be-Divested Subsidiaries.
- G-2 Description of Powergen's Subsidiary Companies.
- I-1 Appointment of Agent for Service of Process.
- J-1 Amended LG&E Services Service Agreement.
- K-1 Opinion of Counsel - E.ON.

Edgar Filing: E ON AG - Form U-1/A

K-2 Opinion of Counsel - Powergen.

K-3 Past Tense Opinion of Counsel.\*

Financial Statements

FS-1 E.ON AG Consolidated Financial Statements for the Year Ended and As of December 31, 2000.

FS-2 E.ON AG Consolidated Financial Statements As of September 30, 2001.\*

FS-3 Powergen plc Consolidated Financial Statements for the Year Ended and As of December 31, 2000, incorporated by reference to Exhibit D of SEC File No. 1-13620, Form U5B, filed March 9, 2001.

FS-4 Powergen plc Consolidated Financial Statements As of September 30, 2001.\*

FS-5 Pro Forma Consolidated Balance Sheet and Income Statement for the Year Ended and As of December 31, 2000, including Notes.

FS-6 LG&E Energy Consolidated Financial Statements for the Year Ended and As of December 31, 2000.

FS-7 LG&E Energy Consolidated Financial Statements As of September 30, 2001.\*

\*To be filed by Amendment.

SIGNATURES

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Applicants have duly caused Amendment No. 1 to the Application-Declaration to be signed on their behalf by the undersigned thereunto duly authorized. The signature of the Applicants and of the persons on their behalf are restricted to the information contained in this application which is pertinent to the application of the respective companies.

Date: October 22, 2001

E.ON AG

By: /s/Hans Gisbert Ulmke

-----  
Name: Hans Gisbert Ulmke  
Title: Financial Director,  
Executive Vice President

By: /s/Guntram Wuerzberg

-----  
Name: Dr. Guntram Wuerzberg  
Title: Vice President General  
Legal Affairs

Date: October 22, 2001

Powergen plc  
Powergen US Holdings Limited  
Powergen US Investments

Edgar Filing: E ON AG - Form U-1/A

Powergen Luxembourg sarl  
Powergen Luxembourg Holdings sarl  
Powergen Luxembourg Investments sarl  
Powergen USA  
Powergen US Investments Corp.

By: /s/ David Jackson

-----  
Name: David Jackson  
Title: Company Secretary and  
General Counsel

EXHIBIT INDEX

- A-1 Articles of Association and Bylaws of E.ON AG.
- A-2 Memorandum and Articles of Association of Powergen plc.
- B-1 Letter Agreement dated April 8, 2001.
- C-1 Application to the Kentucky Public Service Commission.
- C-2 Orders of the Kentucky Public Service Commission.
- C-3 Application to the Virginia State Corporation Commission.
- C-4 Order of the Virginia State Corporation Commission.
- C-5 Application to the Federal Energy Regulatory Commission.
- C-6 Order of the Federal Energy Regulatory Commission.
- D-1 Map of the Utility Service Territory of the LG&E Energy Group. (P)
- F-1 Annual Report of E.ON AG on Form 20-F. (P)
- F-2 Annual Report of Powergen plc on Form 20-F. (P)
- G-1 Description of E.ON's Subsidiary Companies, Including To-Be-Divested Subsidiaries.
- G-2 Description of Powergen's Subsidiary Companies.
- H-1 Proposed Form of Notice.
- I-1 Appointment of Agent for Service of Process.
- J-1 Amended LG&E Services Service Agreement.
- K-1 Opinion of Counsel - E.ON.
- K-2 Opinion of Counsel - Powergen.
- FS-1 E.ON AG Consolidated Financial Statements for the Year Ended and As of December 31, 2000.

Edgar Filing: E ON AG - Form U-1/A

FS-5 Pro Forma Consolidated Balance Sheet and Income Statement for the Year Ended and As of December 31, 2000.

FS-6 LG&E Energy Consolidated Financial Statements for the Year Ended and As of December 31, 2000.