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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
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New York, NY 10004
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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.

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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

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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

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