

E ON AG
Form U-9C-3
November 28, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM U-9C-3

**QUARTERLY REPORT PURSUANT TO RULE 58 OF
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

For the Quarterly Period Ended September 30, 2005

**E.ON AG
E.ON US Holding GmbH
E.ON US Investments Corp.
LG&E Energy LLC**

(Name of Registered Holding Company)

**E.ON AG
E.ON-Platz 1
40479 Dusseldorf
Germany**

(Address of Principal Executive Offices)

Inquiries concerning this Form U-9C-3 may be directed to:

**Dr. Rainer Liesen
General Legal Affairs
E.ON AG
E.ON-Platz 1
40479 Dusseldorf
Germany
49 (211) 4579 603**

E.ON AG

FORM U-9C-3

For the Quarter Ended September 30, 2005

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This report covers the quarter ended September 30, 2005.

Item 1. ORGANIZATION CHART

Name of Reporting Company	Energy or Gas-related Company	Date of Organization	State/ Country of Organization	Percentage of Voting Securities Held	Nature of Business
E.ON AG	(a)	6/16/00	Germany	n/a	Holding Company
E.ON US Holding GmbH	(a)		Germany	100%	Intermediate Holding Company; subsidiary of E.ON AG
E.ON US Investments Corp.	(a)	12/2/00	Delaware	100%	Intermediate Holding Company; subsidiary of E.ON US Holding GmbH
1. LG&E Energy LLC ⁺	(a)	12/ /03	Kentucky	100%	Intermediate Holding Company; subsidiary of E.ON US Investments Corp.
1.1 LG&E Energy Marketing Inc.	Energy	4/18/84	Oklahoma	100%	Power Marketing
1.1.1 Woodlands Technology, LLC	*		Texas	15%	Inactive
1.2 LG&E Capital Corp.	(a)	4/26/91	Kentucky	100%	Non-Utility Holding Company
1.2.1 LG&E Home Services Inc.	Energy	1/22/96	Kentucky	100%	Appliance Repair and Warranty
1.2.2 Airborne Pollution Control Inc.	Energy	12/10/98	Alberta, Canada	4.9%	Pollution and Waste Control Technology
1.2.3 FSF Minerals Inc.	Energy	12/28/98	Kentucky	100%	Owner of Coal Reserves
1.2.4 LG&E International Inc.	Energy	11/8/93	Delaware	100%	Management and Holding Company
1.2.4.LG&E Power Services LLC	Energy	6/29/01	Delaware	100%	Power facilities management and operations
1.2.5 WKE Corp.	(a)	5/1/98	Kentucky	100%	Investment Holding Company
1.2.5.LCC LLC	Energy	3/2/99	Kentucky	100%	Owns Options on Mineral Rights
1.2.5.ECD LLC	Energy	2/17/00	Kentucky	100%	Owns Options and Actual Riparian Rights
1.2.6 LG&E Power Inc.	(a)	5/7/80	Delaware	100%	Holding Company for Non-Utility Investments
1.2.6.LG&E Power Operations Inc.	Energy	6/8/82	California	100%	Power Project Ownership, Management & Development
1.2.6.LG&E Power 5 Incorporated	*	3/31/83	California	100%	Inactive
1.2.6.LG&E Power 16 Incorporated	(a)	8/3/99	California	100%	Indirect Owner of Generation Facilities
1.2.6.LG&E Power Roanoke Incorporated	(a)	8/3/89	California	100%	Indirect Owner of Generation Incorporated Facilities
1.2.6.LG&E Roanoke Valley LP	(a)	3/14/90	California	1%gp ¹ 99%lp ²	Indirect Owner of Generation Facilities
1.2.6.Westmoreland-LG&E Partners	Energy		Virginia		Owner of interest in QF
1.2.6.American Power Incorporated	*	4/9/87	California	100%	Former Investor in EWG
1.2.6.BG&E Power Development Inc.	Energy	12/12/84	California	100%	Development of QFs and EWGs
1.2.6.LG&E Power Gregory I Inc.	*	3/30/78	New Mexico	100%	Inactive
1.2.6.BG&E Power Gregory II Inc.	*	5/18/98	Delaware	100%	Inactive
1.2.7 KU Solutions Corporation	Energy	11/21/95	Kentucky	100%	Energy Marketing and Services

⁺ LG&E Energy Corp. was merged into LG&E Energy LLC on December 30, 2003. Numerical designations show degree of remoteness from LG&E Energy LLC.

(a) Directly or indirectly holds securities in energy-related companies

* Inactive

gp general partnership interest

lp

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limited partnership interest

1
directly held by LG&E Power 16 Incorporated

2
directly held by LG&E Power Roanoke Incorporated

1

**Narrative Description of Activities of Each
Reporting Company during the Reporting Period**

LG&E Energy Marketing Inc. conducts asset-based energy marketing and trading activities, including brokering and marketing of electric power and natural gas.

LG&E Capital Corp., directly and through its subsidiaries and affiliates, including WKE Corp., LG&E Power Inc., LG&E Power Operations Inc. and other subsidiaries, is a holding company for non-utility domestic energy and energy-related operations, investments, activities and services.

LG&E Home Services Inc. formerly provided energy-related financing, appliance repair, consumer lighting and other services to customers.

WKE Corp. and its subsidiaries lease and operate power generation facilities in western Kentucky and associated facilities, including coal or fuel related assets.

LG&E Power Inc. conducts non-utility domestic energy operations and activities through its subsidiaries and affiliates. These interests or operations relate to domestic power generation facilities in North Carolina (the Power Roanoke entities), all of which are EWG's, QF's or both.

LG&E International Inc. owns interests in FUCOs in Argentina. A subsidiary, LG&E Power Services LLC, provides operation and maintenance services pursuant to contracts with affiliated and unaffiliated domestic power generation facilities in North Carolina, Texas and Virginia.

Item 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

Company Issuing Security	Type of Security Issued	Principal Amount of Security*	Issue or Renewal	Cost of Capital	Person to Whom Security was Issued	Collateral Given with Security	Consideration Received for Each Security
LG&E Capital Corp.	Money pool loan	\$ (64,715,615)			Money pool	N/A	
LG&E Energy Marketing Inc.	Money pool loan	\$ (100,286,761)			Money pool	N/A	

* Reflects net change in intercompany loans during the reporting period. (Parenthesis denote reduction.)

With respect to transactions with an associate company:

Company Contributing Capital	Company Receiving Capital	Amount of Capital Contribution
LG&E Energy LLC	LG&E Energy Marketing Inc.	\$85 million
LG&E Energy LLC	LG&E Capital Corp.	\$65 million

Item 3. ASSOCIATE TRANSACTIONS

NOTE: Charts reflect the net intercompany balance sheet flows between the entities with respect to the period. In some cases, this includes amounts not related to applicable services provided or received by the entities involved. Among other items, "miscellaneous services" also includes quarterly intercompany clearance of tax settlements made among the entities.

Part I. Transactions Performed by Reporting Companies on behalf of Associate Companies.

Reporting Company Rendering Services	Associate Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
Home Services	LG&E Capital Corp.	Miscellaneous Services	\$ 350,183			\$ 350,183
Home Services	LG&E Utility	Miscellaneous Services	\$ 5,836			\$ 5,836
Home Services	Services Company	Miscellaneous Services	\$ 350,141			\$ 350,141
Home Services	LEL	Miscellaneous Services	\$ 166,234			\$ 166,234
FSF Minerals Inc.	WKEC	Miscellaneous Services	\$ 523			\$ 523
FSF Minerals Inc.	LEL	Miscellaneous Services	\$ 35,963			\$ 35,963
KU Solutions	LG&E Capital Corp.	Miscellaneous Services	\$ 755			\$ 755
KU Solutions	LEL	Miscellaneous Services	\$ 2,585			\$ 2,585
LCC LLC	LEL	Miscellaneous Services	\$ 1,971			\$ 1,971
FCD LLC	LG&E Capital Corp.	Miscellaneous Services	\$ 110,755			\$ 110,755
FCD LLC	WKEC	Miscellaneous Services	\$ 23,360			\$ 23,360
FCD LLC	LEL	Miscellaneous Services	\$ 118,450			\$ 118,450
LG&E Energy Marketing Inc.	LG&E Capital Corp.	Miscellaneous Services	\$ 406,666			\$ 406,666
LG&E Power Inc.	LG&E Power Services LLC	Miscellaneous Services	\$ 362,246			\$ 362,246
LG&E Power Inc.	LG&E Power Operations Inc.	Labor Related	\$ 17,478			\$ 17,478
LG&E Power Inc.	LG&E Power Operations Inc.	Convenience Payments	\$ 2,503			\$ 2,503
LG&E Power Inc.	LG&E Power Roanoke, Inc.	Miscellaneous Services	\$ 95,171			\$ 95,171
LG&E Power 5 Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 224,250			\$ 224,250
LG&E Power 16 Inc.	LG&E Power Operations Inc.	Miscellaneous Services	\$ 5,246			\$ 5,246
LG&E Power 16 Inc.	LG&E Power Operations Inc.	Miscellaneous Services	\$ 47,847			\$ 47,847
LG&E Power Services LLC	LG&E Power Inc.	Convenience Payments	\$ 1,198			\$ 1,198
LG&E Power Services LLC	LG&E Power Operations Inc.	Miscellaneous Services	\$ 78,628			\$ 78,628
LG&E Power Services LLC	LG&E Power Operations Inc.	Convenience Payments	\$ 3,566			\$ 3,566
LG&E Power Development Inc.	LG&E Power Operations Inc.	Other Payments	\$ 1,856			\$ 1,856
LG&E Power Operations Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 40,608			\$ 40,608
LG&E Power Operations Inc.	LG&E Power Services LLC	Labor Related	\$ 56			\$ 56
LG&E Power Operations Inc.	LG&E Power 5 Inc.	Convenience Payments	\$ 800			\$ 800
LG&E Power Operations Inc.	LG&E Power 5 Inc.	Miscellaneous Services	\$ 32,597			\$ 32,597
LG&E Power Gregory II Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 351,672			\$ 351,672
LG&E Power Gregory I Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 486,681			\$ 486,681

Part II Transactions Performed by Associate Companies on behalf of Reporting Companies.

Associate Company Rendering Services	Reporting Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
LG&E Capital Corp.	FSF Minerals Inc.	Miscellaneous Services	\$ 57,770			\$ 57,770
LG&E Capital Corp.	KU Solutions	Miscellaneous Services	\$ 2,300			\$ 2,300
LG&E Capital Corp.	LCC LLC	Miscellaneous Services	\$ 8,381			\$ 8,381
LG&E Capital Corp.	FCD LLC	Miscellaneous Services	\$ 133,914			\$ 133,914
LEL	Home Services	Miscellaneous Services	\$ 6,835			\$ 6,835
LEL	KU Solutions	Miscellaneous Services	\$ 2,615			\$ 2,615
LEL	LEM	Miscellaneous Services	\$ 8,893			\$ 8,893
Kentucky Utilities	KU Solutions	Labor Related	\$ 56,755			\$ 56,755
Kentucky Utilities	KU Solutions	Convenience Payments	\$ 136,877			\$ 136,877
Kentucky Utilities	KU Solutions	Miscellaneous Services	\$ 1,600			\$ 1,600
Services Company	Home Services	Miscellaneous Services	\$ 4,654			\$ 4,654
Services Company	FSF Minerals Inc.	Miscellaneous Services	\$ 463			\$ 463
Services Company	FCD LLC	Miscellaneous Services	\$ 549			\$ 549
Services Company	LG&E Power Inc.	Miscellaneous Services	\$ 455,566	\$ 32,991		\$ 488,557
Services Company	LEM	Miscellaneous Services	\$ 1,086,737	\$ 648,088		\$ 1,734,825
Services Company	KU Solutions	Miscellaneous Services	\$ 1,198			\$ 1,198
WKEC	FCD LLC	Miscellaneous Services	\$ 64,792			\$ 64,792
LG&E Power Inc.	LG&E Power Roanoke Inc.	Miscellaneous Services	\$ 95,171			\$ 95,171
LG&E Power Inc.	LG&E Power Operations Inc.	Convenience Payments	\$ 2,503			\$ 2,503
LG&E Power Inc.	LG&E Power Operations Inc.	Labor Related	\$ 17,478			\$ 17,478
LG&E Power Inc.	LG&E Power Services LLC	Miscellaneous Services	\$ 362,246			\$ 362,246
LG&E Power Gregory I Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 486,681			\$ 486,681
LG&E Power Operations Inc.	LG&E Power Services LLC	Labor Related	\$ 56			\$ 56
LG&E Power Operations Inc.	LG&E Power 5 Inc.	Convenience Payments	\$ 800			\$ 800
LG&E Power Operations Inc.	LG&E Power 5 Inc.	Miscellaneous Services	\$ 32,597			\$ 32,597
LG&E Power Operations Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 40,608			\$ 40,608
LG&E Power Services LLC	LG&E Power Inc.	Convenience Payments	\$ 1,198			\$ 1,198
LG&E Power Services LLC	LG&E Power Operations Inc.	Miscellaneous Services	\$ 78,628			\$ 78,628
LG&E Power Services LLC	LG&E Power Operations Inc.	Convenience Payments	\$ 3,566			\$ 3,566
LG&E Power Gregory II Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 351,672			\$ 351,672
LG&E Power Development Inc.	LG&E Power Operations Inc.	Other Payments	\$ 1,856			\$ 1,856
LG&E Power 5 Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 224,250			\$ 224,250
LG&E Power Roanoke Inc.	LG&E Power Operations Inc.	Miscellaneous Services	\$ 4,564,372			\$ 4,564,372
LG&E Power Argentina I Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 87			\$ 87
LG&E Power 16 Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 5,246			\$ 5,246
LG&E Power 16 Inc	LG&E Power Operations Inc.	Miscellaneous Services	\$ 47,847			\$ 47,847

Company Names:

LEL	LG&E Energy LLC
LG&E Utility	Louisville Gas and Electric Company
Kentucky Utilities	Kentucky Utilities Company
WKEC	Western Kentucky Energy Corp.
Home Services	LG&E Home Services Inc.
KU Solutions	KU Solutions Corporation
LEM	LG&E Energy Marketing Inc.
Services Company	LG&E Energy Services Inc.

Item 4. SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:			
Total consolidated capitalization as of September 30, 2005	\$	75,293,195,000	Line 1
Total capitalization multiplied by 15% (Line 1 multiplied by 0.15)	\$	11,293,979,250	Line 2
Greater of \$50 million or Line 2	\$	1,293,979,250	Line 3
<hr/>			
Total current aggregate investment*:			
(categorized by major line of energy-related business)			
Energy-related business Category Rule 58(b)(1)(i) (1)	\$	0	
Energy-related business Category Rule 58(b)(1)(ii) (2)	\$	0	
Energy-related business Category Rule 58(b)(1)(iv) (3)	\$	7,160,618	
Energy-related business Category Rule 58(b)(1)(v) (4)	\$	895,848,789	
Energy-related business Category Rule 58(b)(1)(vii) (5)	\$	19,976,692	
Energy-related business Category Rule 58(b)(1)(viii) (6)	\$	37,411,265	
Energy-related business Category Rule 58(b)(1)(ix) (7)	\$	6,675,481	
<hr/>			
Total current aggregate investment	\$	967,072,845	Line 4
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Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4)	\$	10,326,906,405	Line 5
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*
Includes aggregate investment in energy-related companies made prior to March 24, 1997.

- (1) Rule 58(b)(1)(i) the rendering of energy management services and demand-side management services.
- (2) Rule 58(b)(1)(ii) the development and commercialization of electrotechnologies related to energy conservation, storage and conversion, energy efficiency, waste treatment, greenhouse gas reduction, and similar innovations.
- (3) Rule 58(b)(1)(iv) the sale of electric and gas appliances; equipment to promote new technologies, or new applications for existing technologies, that use gas or electricity; and equipment that enables the use of gas or electricity as an alternate fuel; and the installation and servicing thereof.
- (4) Rule 58(b)(1)(v) the brokering and marketing of energy commodities, including but not limited to electricity, natural or manufactured gas and other combustible fuels.
- (5) Rule 58(b)(1)(vii) the sale of technical, operational, management, and other similar kinds of services and expertise, developed in the course of utility operations in such areas as power plant and transmission system engineering, development, design and rehabilitation; construction; maintenance and operation; fuel procurement, delivery and management; and environmental licensing, testing and remediation.
- (6) Rule 58(b)(1)(viii) the development, ownership or operation of "qualifying facilities," as defined under the Public Utility Regulatory Policies Act of 1978, as amended ("PURPA"), and any integrated thermal, steam host, or other necessary facility constructed, developed or acquired primarily to enable the qualifying facility to satisfy the useful thermal output requirements under PURPA.

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- (7) Rule 58(b)(1)(ix) the ownership, operation and servicing of fuel procurement, transportation, handling and storage facilities, scrubbers, and resource recovery and waste water treatment facilities.

Investments in gas-related companies:		
Total current aggregate investment:		
(categorized by major line of gas-related business)		
Gas-related business Category Rule 58(b)(2)(i) (1)	\$	0
Gas-related business Category Rule 58(b)(2)(ii) (2)	\$	0
		<hr/>
Total current aggregate investment	\$	0
		<hr/>

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- (1) Rule 58(b)(2)(i) activities permitted under Section 2(a) of the Gas-Related Activities Act of 1990, 104 Stat. 2810.
- (2) Rule 58(b)(2)(ii) activities specified in Section 2(b) of the Gas-Related Activities Act of 1990, 104 Stat. 2810.

Item 5. OTHER INVESTMENTS

Major Line of Energy-Related Business	Other Investment in Last U-9C-3 Report	Other Investment in This U-9C-3 Report	Reason for Difference in Other Investment
International investments (Argentine gas distribution and Spanish generation)	\$ 36,420,317	\$ 36,544,317	Changes in intercompany advances from 6/30/05 amounts.
Consumer credit investments (LG&E Credit Corp.)	\$ 295,801	\$ 0	Changes in intercompany advances from 6/30/05 amounts. LG&E Credit Corp. merged into LG&E Home Services during Q3.
Unregulated generation investments	\$ 110,418,298	\$ 110,367,047	Changes in intercompany advances from 6/30/05 amounts.

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Item 6. FINANCIAL STATEMENTS AND EXHIBITS

A.

Financial Statements:

Exhibit A Financial Statements for Reporting Companies.
(Filed confidentially; Confidential treatment requested pursuant to Rule 104(b), 17 CFR 250-104(b))

- FS-1 LG&E Home Services Inc.
- FS-2 LG&E Power Inc.
- FS-3 LG&E Energy Marketing Inc.
- FS-4 KU Solutions Corporation
- FS-5 LG&E Power Services LLC
- FS-6 LG&E Power Operations Inc.
- FS-7 FSF Minerals Inc.
- FS-8 LCC LLC
- FS-9 FCD LLC
- FS-10 Westmoreland-LG&E Partners Rova II

B.
Exhibits:

Exhibit B-1 Copies of contracts required to be provided by Item 3

None

Exhibit B-2 Officer's Certification

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SIGNATURE

The undersigned registered holding companies have duly caused this quarterly report to be signed on their behalf by the undersigned officers thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended.

E.ON AG
E.ON US Holding GmbH
E.ON US Investments Corp.
LG&E Energy LLC

Date: November 28, 2005

E.ON AG

By: /s/ MICHAEL C. WILHELM

Name: Michael C. Wilhelm
Title: Senior Vice President Accounting

By: /s/ KARL-HEINZ FELDMANN

Name: Karl-Heinz Feldmann
Title: Senior Vice President Legal Affairs,
General Counsel

CERTIFICATE

I hereby certify that the Form U-9C-3 for E.ON AG for the previous quarter has been provided to the state commissions listed below:

Kentucky Public Service Commission
P.O. Box 615
211 Sower Boulevard
Frankfort, KY 40602

Virginia State Corporation Commission
1300 E. Main Street
Richmond, VA 23219

Date: November 28, 2005

E.ON AG

By: /s/ MICHAEL C. WILHELM

Name: Michael C. Wilhelm
Title: Senior Vice President Accounting

By: /s/ KARL-HEINZ FELDMANN

Name: Karl-Heinz Feldmann
Title: Senior Vice President Legal Affairs,
General Counsel

QuickLinks

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Narrative Description of Activities of Each Reporting Company during the Reporting Period

SIGNATURE