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E ON AG  
Form U-1/A  
October 29, 2004

File No. 70-10196

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

AMENDMENT No. 2 to  
FORM U-1  
APPLICATION  
UNDER  
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

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E.ON AG  
E.ON UK Holding GmbH

E.ON-Platz 1  
40479 Dusseldorf  
Germany

E.ON UK Holding Company Ltd.  
Powergen Limited

Westwood Way  
Westwood Business Park  
Coventry CV4 8LG  
United Kingdom

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(Name of companies filing this statement and  
Addresses of principal executive offices)

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

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Karl-Heinz Feldmann  
General Counsel, Senior Vice President  
General Legal Affairs  
E.ON AG  
E.ON-Platz 1  
40479 Dusseldorf  
Germany  
Telephone: 011-49-211-4579-388  
Facsimile: 011-49-211-4579-610

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(Names and addresses of agents for service)

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

Markian M. W. Melnyk  
Serena N. Minott  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
1875 Connecticut Ave., N.W.  
Suite 1200

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Washington, D.C. 20009  
(202) 986-8000

E.ON AG ("E.ON"), E.ON UK Holding GmbH ("UK Holding"), E.ON UK Holding Company Ltd. ("UK Ltd.") and Powergen Limited ("Powergen") (collectively, the "Applicants") hereby submit this Pre-Effective Amendment Number 2 to amend Item 6 of their Application on Form U-1 as amended and filed with the Securities and Exchange Commission on September 21, 2004 in File No. 70-10196.

Item 6. Exhibits and Financial Statements

A. Exhibits.

- A E.ON Press Release dated May 6, 2003 (previously filed).
- B E.ON Press Release dated August 14, 2003 (previously filed).
- C Opinion of Counsel.

B. Financial Statements.

Not applicable.

SIGNATURE

Pursuant to the Public Utility Holding Company Act of 1935, Applicants have duly caused this Amendment No. 2 to be signed on their behalf by the undersigned thereunto duly authorized.

E.ON AG

By: /s/ Karl-Heinz Feldmann  
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Name: Karl-Heinz Feldmann  
Title: General Counsel, Senior Vice President,  
Legal Affairs  
Date: October 28, 2004

By: /s/ Michael C. Wilhelm  
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Name: Michael C. Wilhelm  
Title: Senior Vice President, Accountant  
Date: October 28, 2004

EXHIBIT INDEX  
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Exhibit C Opinion of Counsel.

