

E ON AG
Form U-9C-3
November 26, 2003

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

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, 2003

E.ON AG
E.ON US Holding GmbH
E.ON US Investments Corp.

(Name of Registered Holding Company)

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

(Address of Principal Executives Offices)

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

Ulrich Hueppe
General Counsel, Executive Vice President
Dr. Guntram Wuerzberg
Vice President General Legal Affairs

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

E.ON AG

FORM U-9C-3

For the Quarter Ended September 30, 2003

Table of Contents

| | | |
|---------|--|----|
| Item 2. | ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS | 5 |
| Item 3. | ASSOCIATED TRANSACTIONS | 6 |
| Item 4. | SUMMARY OF AGGREGATE INVESTMENT | 8 |
| Item 5. | OTHER INVESTMENTS | 9 |
| Item 6. | FINANCIAL STATEMENTS AND EXHIBITS | 10 |

This report covers the quarter ended September 30, 2003.

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% | Holding Company |
| E.ON US Investments Corp. ⁺ | (a) | 12/2/00 | Delaware | 100% | Holding Company |
| LG&E Energy Corp. | (a) | 11/14/89 | Kentucky | 100% | Holding Company (exempt) |
| LG&E Energy Marketing Inc. | Energy | 4/18/84 | Oklahoma | 100% | Power Marketing |
| Woodlands Technology, LLC | Energy | | Texas | 15% | Development of software for energy-marketing activities |
| LG&E Capital Corp. | (a) | 4/26/91 | Kentucky | 100% | Non-Utility Holding Company |
| LG&E Credit Corp. | Energy | 7/11/97 | Kentucky | 100% | Consumer Lending Services |
| LG&E Home Services Inc. | Energy | 1/22/96 | Kentucky | 100% | Appliance Repair and Warranty |
| Airborne Pollution Control Inc. | Energy | 12/10/98 | Alberta, Canada | 4.9% | Pollution and Waste Control Technology |
| FSF Minerals Inc. | Energy | 12/28/98 | Kentucky | 100% | Owner of Coal Reserves |
| LG&E Capital Trimble County LLC | Energy | 4/6/01 | Delaware | 100% | Lease and purchase of combustion turbine |
| LG&E Energy Privatization Services Inc. | * | 7/13/98 | Kentucky | 100% | Inactive |
| LG&E International Inc. | Energy | 11/8/93 | Delaware | 100% | Management and Holding Company |
| LG&E Power Services LLC | Energy | 6/29/01 | Delaware | 100% | Power facilities management and operations |
| WKE Corp. | (a) | 5/1/98 | Kentucky | 100% | Investment Holding Company |
| LCC LLC | Energy | 3/2/99 | Kentucky | 100% | Owns Options on Mineral Rights |
| FCD LLC | Energy | 2/17/00 | Kentucky | 100% | Owns Options and Actual Riparian Rights |
| Excalibur Development LLC | * | 2/17/00 | Kentucky | 100% | Inactive |

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| Name of Reporting Company | Energy or Gas-related Company | Date of Organization | State/Country of Organization | Percentage of Voting Securities Held | Nature of Business |
|--|-------------------------------|----------------------|-------------------------------|---|---|
| LG&E Power Inc. | (a) | 5/7/80 | Delaware | 100% | Holding Company for Non-Utility Investments |
| LG&E Power Engineers and Constructors Inc. | * | 3/5/80 | California | 100% | Engineering and Project Management (Inactive) |
| LG&E Power Constructors Inc. | * | 6/29/81 | California | 100% | Inactive |
| LG&E Power Operations Inc. | Energy | 6/8/82 | California | 100% | Power Project Ownership, Management & Development |
| HD/WS Corporation | * | 12/11/85 | California | 100% | Inactive |
| LG&E Westmoreland Rensselaer | * | 6/15/92 | California | 50% | Inactive |
| LG&E Power 5 Incorporated | * | 3/31/83 | California | 100% | Inactive |
| Babcock Ultrapower West Enfield | * | unknown | California | 17% gp | Inactive |
| Babcock Ultrapower Jonesboro | * | unknown | California | 17% gp | Inactive |
| LG&E Power 14 Buena Vista | * | unknown | California | 45% gp | Inactive |
| LG&E Power 16 Incorporated | (a) | 8/3/99 | California | 100% | Indirect Owner of Generation Facilities |
| LG&E Power Roanoke Incorporated | (a) | 8/3/89 | California | 100% | Indirect Owner of Generation Facilities |
| LG&E Roanoke Valley LP | (a) | 3/14/90 | California | 1%gp ¹ 99%lp ² | Indirect Owner of Generation Facilities |
| 1 | | | | | |
| Erie Power Partners L.P. | * | 11/16/93 | California | 1%gp 49%lp | Inactive |
| LG&E Power 21 Incorporated | (a) | 11/16/90 | California | 100% | Indirect Owner of Generation Facilities |
| LG&E Power 21 Wind Incorporated | (a) | 12/23/93 | California | 100% | Indirect Owner of Generation Facilities |
| LG&E Power 21 L.P. | (a) | 12/27/93 | California | 1%gp ³ 99%lp ⁴ | Indirect Owner of Power Generation Facilities |
| LG&E Power 31 Incorporated | (a) | 2/7/95 | California | 100% | Indirect Owner of Generation Facilities |
| LQ GP, LLC | (a) | 3/17/01 | Delaware | 50% | Indirect Owner of Generation Facilities |
| LG&E Power 31 Wind Incorporated | (a) | 12/19/94 | California | 100% | Indirect Owner of Generation Facilities |
| LG&E Power 31 L.P. | (a) | 2/95 | California | 1%gp ⁵ 99%lp ⁶ | Indirect Owner of Generation Facilities |
| LQC LP LLC | (a) | 3/17/00 | Delaware | 33 ¹ / ₃ % | Indirect Owner of Generation Facilities |

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| | | | | | |
|---------------------------------------|--------|-----------|------------|---|---|
| American Power Incorporated | * | 4/9/87 | California | 100% | Former Investor in EWG |
| LG&E Power Development Inc. | Energy | 12/12/84 | California | 100% | Development of QFs and EWGs |
| LG&E Crown Inc. | * | 4/14/2000 | Delaware | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| LG&E Minor Facilities Inc. | * | 4/14/2000 | Delaware | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| Power Tex Parent Inc. | * | 4/14/2000 | Delaware | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| Llano Gathering Inc. | * | 4/20/2000 | New Mexico | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| Llano Storage Inc. | * | 4/20/2000 | New Mexico | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| Ultrasystems Construction Co. Inc. | * | 12/28/45 | California | 100% | Inactive |
| HD Energy Corporation | * | 12/24/90 | Delaware | 100% | Inactive |
| Hadson Financial Corporation | * | 6/25/89 | Delaware | 100% | Inactive |
| LG&E Power Gregory I Inc. | (a) | 3/30/78 | New Mexico | 100% | Indirect Owner of Power Project |
| Gregory Power Partners LP | Energy | 6/1/98 | Texas | 1% gp ⁷ 49% lp ⁸ | Owner and Developer of Power Project |
| LG&E Power Gregory II Inc. | (a) | 5/18/98 | Delaware | 100% | Indirect Owner of Power Project |
| Gregory Partners LLC | Energy | 6/2/98 | Texas | 1% ⁹ 49% ¹⁰ | Owner and Developer of Power Project |
| LG&E Power Gregory III Inc. | (a) | 5/18/98 | Delaware | 100% | Indirect Owner of Power Project |
| LG&E Power Gregory IV Inc. | (a) | 5/18/98 | Delaware | 100% | Indirect Owner of Power Project |
| LG&E Natural Industrial Marketing Co. | Energy | 12/20/83 | Colorado | 100% | Natural Gas Marketing and Transmission |
| Hadson Fuels, Inc. | * | 4/22/80 | Oklahoma | 100% | Inactive |
| LG&E Natural Canada Inc. | * | 1/15/86 | Canada | 100% | Inactive |
| LG&E Fuels Services Inc. | Energy | 7/2/98 | Delaware | 100% | Investment in Alternative Fuels |
| KUCC Grimes Corporation | Energy | 7/6/98 | Delaware | 100% | Former investor in QF development |
| 2 | | | | | |
| KUCC Grimes GP Corporation | Energy | 7/6/98 | Delaware | 100% | Former investor in QF development |
| KUCC Grimes LP Corporation | Energy | 7/6/98 | Delaware | 100% | Former investor in QF development |
| KUCC Paris Corporation | (a) | 6/20/94 | Kentucky | 100% | Indirect Owner of Investment in Power Project |

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| | | | | | |
|--------------------------------------|--------|----------|------------|------|---|
| Tenaska III Partners Ltd. | (a) | unknown | Texas | 15% | Indirect Investment in QF |
| Tenaska III Texas Partners | Energy | unknown | Texas | .06% | Interest in QF |
| KUCC Ferndale Corporation | (a) | 7/12/94 | Kentucky | 100% | Indirect Owner of Investment in Power Project |
| Tenaska Washington Partners L.P. | Energy | unknown | Washington | 5% | QF |
| Tenaska Washington Partners II, L.P. | | | | 10% | |
| KUCC Portland 34 Corporation | (a) | 8/15/94 | Kentucky | 100% | Inactive |
| Portland 34 LTD Corporation | (a) | 9/20/94 | Kentucky | 100% | Inactive |
| Portland 34 L.P. | * | unknown | Kentucky | 100% | Inactive |
| KUCC Development Corporation | * | 1/31/95 | Kentucky | 100% | Inactive |
| KU Solutions Corporation | Energy | 11/21/95 | Kentucky | 100% | Energy Marketing and Services |

+ Ownership of Powergen US Investments Corp. was transferred from the chain of companies under Powergen plc to a direct subsidiary of E.ON AG during the first quarter of 2003; Powergen US Investments Corp. changed its name to E.ON US Investments Corp. on March 3, 2003.

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

* Inactive

gp general partnership interest

lp limited partnership interest

1 directly held by LG&E Power 16 Incorporated

2 directly held by LG&E Power Roanoke Incorporated

3 directly held by LG&E Power 21 Incorporated

4 directly held by LG&E Power 21 Wind Incorporated

5 directly held by LG&E Power 31 Incorporated

6 directly held by LG&E Power 31 Wind Incorporated

7 directly held by LG&E Power Gregory IV Inc.

8 directly held by LG&E Power Gregory I Inc.

9 directly held by LG&E Power Gregory III Inc.

10 directly held by LG&E Power Gregory II Inc.

**Narrative Description of Activities of Each
Reporting Company during 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. These include domestic power generation facilities in Washington (the KUCC Ferndale entities), Texas (the KUCC Paris entities) and Oregon (the Portland 34 entities), all of which are, or are planning to apply to be, EWG's, QF's or both.

LG&E Credit Corp. and 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), California-Minnesota (the Power 21 entities) and Texas (the Power 31 and Power Gregory entities), all of which are, or are planning to apply to be, EWG's, QF's or both.

LG&E International Inc. owns interests in FUCOs in Argentina and Spain. 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, California, Minnesota, 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 | \$ 94,872,466* | | | Money Pool | N/A | |
| LG&E Energy Marketing | Money Pool Loan | \$ 254,455,688 ⁺ | | | Money Pool | N/A | |
| LG&E Energy Marketing | Intercompany Loan | \$ 150,000,000 ⁺ | | | LG&E Energy Corp. | N/A | |

* Reflects net change in intercompany loans during the reporting period.

+ Reflects new loans, a portion of which was applied to repay existing intercompany loans.

With respect to transactions with an associate company:

| Company Contributing Capital | Company Receiving Capital | Amount of Capital Contribution |
|-------------------------------------|----------------------------------|---------------------------------------|
|-------------------------------------|----------------------------------|---------------------------------------|

| Company Contributing Capital | Company Receiving Capital | Amount of Capital Contribution |
|---------------------------------|------------------------------|-----------------------------------|
| None | 5 | |

Item 3. ASSOCIATED TRANSACTIONS

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 |
|--|---|-------------------------------|-------------------------|------------------------------|--------------------|---------------------------|
| FCD LLC | LCC | Miscellaneous services | 35,321 | | | 35,321 |
| FCD LLC | LEC | Miscellaneous services | 57,256 | | | 57,256 |
| LCC LLC | LCC | Miscellaneous services | 2,343 | | | 2,343 |
| LCC LLC | LEC | Miscellaneous services | 4,220 | | | 4,220 |
| FSF Minerals | LEC | Miscellaneous services | 46,165 | | | 46,165 |
| FSF Minerals | LCC | Miscellaneous services | 17,253 | | | 17,253 |
| FSF Minerals | LCC, LLC | Miscellaneous services | 186 | | | 186 |
| Home Services | Services Company | Miscellaneous services | 2,963 | | | 2,963 |
| Home Services | LG&E Utility | Miscellaneous services | 37,094 | | | 37,094 |
| Home Services | LCC | Miscellaneous services | 36,585 | | | 36,585 |
| Home Services | Kentucky Utilities | Miscellaneous services | 592 | | | 592 |
| LG&E Power Inc. | LG&E Power Development Inc. | Convenience payments | 186 | | | 186 |
| LG&E Power Inc. | LG&E Power Services LLC | Miscellaneous services | 321,836 | | | 321,836 |
| LG&E Power Inc. | LG&E Power Operations Inc. | Labor related | 37,629 | | | 37,629 |
| | | Miscellaneous services | 263,338 | | | 263,338 |
| | | Convenience payments | 44,896 | | | 44,896 |
| LG&E Power Inc. | Llano Gathering | Convenience payments | 11,883 | | | 11,883 |
| LG&E Power Engineers & Constructors Inc. | LG&E Power Inc. | Miscellaneous services | 1,157,011 | | | 1,157,011 |
| LG&E Power Services LLC | LG&E Power Inc. | Convenience payments | 3,567 | | | 3,567 |
| | | Labor related | 15,555 | | | 15,555 |
| LG&E Power Services LLC | LG&E Power Operations | Convenience payments | 4,246 | | | 4,246 |
| LG&E Power Services LLC | LEM | Miscellaneous services | 41,243 | | | 41,243 |
| LG&E Power Operations | LG&E Power Development Inc. | Convenience payments | 7,717 | | | 7,717 |
| LG&E Power Operations | LG&E Power Services | Labor related | 24,643 | | | 24,643 |
| LG&E Power Operations | LG&E Power 16, Inc. | Miscellaneous services | 56,696 | | | 56,696 |
| | | Convenience payments | 1,800 | | | 1,800 |
| LG&E Power Operations | LG&E Power Roanoke Inc. | Miscellaneous services | 5,460,644 | | | 5,460,644 |
| | | Convenience payments | 176,000 | | | 176,000 |
| LG&E Power Operations | LG&E Power 21 Wind Inc. | Miscellaneous services | 3,799,657 | | | 3,799,657 |
| LG&E Power Operations | LG&E Power 21 Inc. | Miscellaneous services | 87,112 | | | 87,112 |
| LG&E Power Operations | LG&E Power 31 Inc. | Miscellaneous services | 44,557 | | | 44,557 |
| LG&E Power Operations | LG&E Power Gregory II | Miscellaneous services | 1,503,114 | | | 1,503,114 |
| LG&E Power Operations | LG&E Power Gregory III | Miscellaneous services | 30,691 | | | 30,691 |
| LG&E Power Operations | LG&E Power Gregory IV | Miscellaneous services | 273 | | | 273 |
| LG&E Power Operations | LG&E Power Spain Inc. | Miscellaneous services | 1,064,993 | | | 1,064,993 |
| LG&E Power Operations | LG&E Power Gregory I | Miscellaneous services | 1,612,327 | | | 1,612,327 |
| KUCC Ferndale | LCC | Miscellaneous services | 583,000 | | | 583,000 |
| KUCC Paris | LEC | Miscellaneous services | 324,253 | | | 324,253 |
| KUCC Paris | LCC | Miscellaneous services | 1,242,000 | | | 1,242,000 |
| KU Solutions | LEC | Miscellaneous services | 6,654 | | | 6,654 |
| KU Solutions | LCC | Miscellaneous services | 1,512 | | | 1,512 |

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

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| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|---|---|-------------------------------|-------------------------|------------------------------|--------------------|---------------------------|
| LG&E Utility | Home Services | Miscellaneous services | 27 | | | 27 |
| Kentucky Utilities | KU Solutions | Labor related | 60,353 | | | 60,353 |
| | | Convenience payments | 91,926 | | | 91,926 |
| | | Miscellaneous services | 4,756 | | | 4,756 |
| Services Company | LG&E Power Inc. | Miscellaneous services | 1,233,032 | 24,431 | | 1,257,463 |
| Services Company | LEM | Miscellaneous services | 1,808,671 | 352,203 | | 2,160,874 |
| LEC | FCD LLC | Miscellaneous services | 2,017 | | | 2,017 |
| LEC | KU Solutions | Miscellaneous services | 7,869 | | | 7,869 |
| LEC | KUCC Ferndale | Miscellaneous services | 519 | | | 519 |
| LEC | Home Services | Miscellaneous services | 4,965 | | | 4,965 |
| LCC | FSF Minerals Inc. | Miscellaneous services | 33,407 | | | 33,407 |
| LCC | LCC LLC | Miscellaneous services | 4,612 | | | 4,612 |
| LCC | FCD LLC | Miscellaneous services | 55,411 | | | 55,411 |
| LG&E Power Engineers & Constructors | LG&E Power Inc. | Miscellaneous services | 1,157,011 | | | 1,157,011 |
| LG&E Power Constructors Inc. | LG&E Power Inc. | Miscellaneous services | 1,129,363 | | | 1,129,363 |
| LG&E Power Development Inc. | LG&E Power Operations | Miscellaneous services | 13,774 | | | 13,774 |
| LG&E Power Argentina I, Inc. | LG&E Power Operations | Miscellaneous services | 12 | | | 12 |

Company Names:

| | |
|-----------------------|-------------------------------------|
| LEC | LG&E Energy Corp. |
| LCC | LG&E Capital Corp. |
| LG&E Utility | Louisville Gas and Electric Company |
| Kentucky Utilities | Kentucky Utilities Company |
| WKEC | Western Kentucky Energy Corp. |
| Enertech | LG&E Enertech Inc. |
| 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. |
| LG&E Power Operations | LG&E Power Operations Inc. |

7

Item 4. SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

| | | | |
|--|----|-----------------|--------|
| Total consolidated capitalization as of September 30, 2003 | \$ | 130,724,044,000 | Line 1 |
| Total capitalization multiplied by 15% (Line 1 multiplied by 0.15) | \$ | 19,608,606,600 | Line 2 |
| Greater of \$50 million or Line 2 | \$ | 19,608,606,600 | Line 3 |

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) | \$ | 2,500,000 |
| Energy-related business Category Rule 58(b)(1)(iv) (3) | \$ | 4,232,079 |
| Energy-related business Category Rule 58(b)(1)(v) (4) | \$ | 1,064,582,632 |
| Energy-related business Category Rule 58(b)(1)(vii) (5) | \$ | 20,620,328 |
| Energy-related business Category Rule 58(b)(1)(viii) (6) | \$ | 67,181,183 |
| Energy-related business Category Rule 58(b)(1)(ix) (7) | \$ | 6,492,936 |

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| | | |
|--|-------------------|--------|
| Total current aggregate investment | \$ 1,165,609,158 | Line 4 |
| <hr/> | | |
| 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) | \$ 18,442,997,442 | Line 5 |
| <hr/> | | |

* 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 redemption.
- (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.
- (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/> | | |

- (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 | Reason for Difference in Other Investment |
|--|---|--|---|
| Gas related businesses | \$ 22,114,783 | \$ 22,126,666 | Changes in intercompany advances from 06/30/03 amounts |
| Pipeline construction investments (CRC Evans and affiliates*) | \$ 128,582,796 | \$ 129,725,330 | Changes in intercompany advances from 06/30/03 amounts. |
| International investments (Argentine gas distribution and Spanish generation) | \$ 43,425,856 | \$ 43,853,566 | Changes in intercompany advances from 06/30/03 amounts |
| Consumer credit investments (LG&E Credit Corp) | \$ 268,979 | \$ 268,979 | No changes. |
| Investment in special purpose entities used for accounts receivable securitization programs (Louisville Gas & Electric and Kentucky Utilities) | \$ 54,128,779 | \$ 81,643,764 | Change in payables to associated companies from 06/30/03 amounts. |
| Unregulated generation investments | \$ 48,894,890 | \$ 46,219,553 | Changes in intercompany advances from 06/30/03 amounts. |

*
The sale of CRC-Evans International, Inc. and its subsidiaries closed on November 10, 2003.

Item 6. FINANCIAL STATEMENTS AND EXHIBITS**A. Financial Statements:**

Exhibit A-1 Financial statements for Reporting Companies for the quarter ended September 30, 2003. (Filed in paper under cover of Form SE; Confidential treatment requested pursuant to Rule 104(b), 17 CFR 250-104(b).)

| | |
|-------|---|
| FS-1 | LG&E Enertech |
| FS-2 | LG&E Home Services |
| FS-3 | Hadson Financial (Co. 851) |
| FS-4 | LG&E Natural Industrial Marketing (Co. 853) |
| FS-5 | LG&E Natural Canada (Co. 854) |
| FS-6 | LG&E Natural Marketing Canada (Co. 855) |
| FS-7 | LG&E Power Inc. Consolidated |
| FS-8 | LG&E Energy Marketing Inc. |
| FS-9 | KU Solutions |
| FS-10 | KUCC Paris Corporation |
| FS-11 | KUCC Ferndale Corporation |
| FS-12 | American Power, Inc. (Co. 52) |
| FS-13 | Llano Gathering Inc. (Co. 930) |

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FS-14 Llano Storage Inc. (Co. 931)
FS-15 LG&E Minor Facilities Inc. (Co. 932)
FS-16 Power Tex Parent Inc. (Co. 933)
FS-17 LG&E Crown Inc. (Co. 936)
FS-18 LG&E Power Engineers and Constructors
FS-19 LG&E Power Services, Inc.
FS-20 LG&E Power Operations
FS-21 Gregory Partners, LLC
FS-22 Gregory Power Partners, L.P.
FS-23 LG&E Power Gregory I, Inc.
FS-24 LG&E Power Gregory II, Inc.
FS-25 LG&E Power Gregory III, Inc.
FS-26 LG&E Power Gregory IV, Inc.
FS-27 FSF Minerals Inc.
FS-28 LCC LLC
FS-29 FCD LLC
FS-30 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

10

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.

E.ON AG
E.ON US Holding GmbH
E.ON US Investments Corp.

Date: November 26, 2003

E.ON AG

By: /s/ ULRICH HUEPPE

Name: Ulrich Hueppe
Title: Executive Vice President

By: /s/ KARL-HEINZ FELDMANN

Name: Karl-Heinz Feldmann
Title: Corporate Counsel

Exhibit B-2

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
211 Sower Boulevard
Frankfurt, KY 40601

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

Date: November 26, 2003

E.ON AG

By: /s/ ULRICH HUEPPE

Name: Ulrich Hueppe
Title: Executive Vice President

By: /s/ KARL-HEINZ FELDMANN

Name: Karl-Heinz Feldmann
Title: Corporate Counsel

QuickLinks

[Table of Contents](#)

[Item 1. ORGANIZATION CHART](#)

[Item 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS](#)

[Item 3. ASSOCIATED TRANSACTIONS](#)

[Item 4. SUMMARY OF AGGREGATE INVESTMENT](#)

[Item 5. OTHER INVESTMENTS](#)

[Item 6. FINANCIAL STATEMENTS AND EXHIBITS](#)

[SIGNATURE](#)

[CERTIFICATE](#)