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E ON AG
Form POS AMC
February 04, 2003

File No. 70-09985

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

Post-Effective Amendment No. 2
to
Form U-1
Application/Declaration
under the
Public Utility Holding Company Act of 1935

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

Powergen plc
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
General Counsel, Executive Vice President
Dr. Guntram Wuerzberg
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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Company Secretary
Powergen plc
City Point
1 Ropemaker Street
London EC2Y 9HT
United Kingdom
Telephone: 011-44-207-826-2742
Facsimile: 011-44-207-826-2889

(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
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th Street
New York, NY 10019-5389
Telephone: (212) 424-8455
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Markian M. W. Melnyk
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
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Washington, D.C. 20009-5728
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This Post-Effective Amendment No. 2 amends Post-Effective Amendment No. 1 to File No. 70-9985 by restating Items 2 and 6 thereof.

* * * * *

Item 2. Fees, Commissions and Expenses

The total fees, commissions, and expenses expected to be incurred in connection with the preparation of this post-effective amendment and the Transfer are estimated to be approximately \$200,000.

* * * * *

Item 6. Exhibits and Financial Statements

Exhibit List

A. Exhibits

- A-1 Corporate Chart of the E.ON US and UK Chains Prior to the Transfer (filed under Form SE).
- A-2 Corporate Chart of the E.ON US and UK Chains After the Transfer (filed under Form SE).
- B-1 Valuation Report Prepared by Standard & Poor's (confidential treatment requested).
- C-1 Opinion of Counsel.
- D-1 Past-Tense Opinion of Counsel.*

(*) To be filed by amendment.

B. Financial Statements

None.

* * * * *

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SIGNATURES

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Applicants have duly caused this Amendment to be signed on their behalf by the undersigned thereunto duly authorized on the dates indicated. 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.

E.ON AG

By: /s/ Dr. Guntram Wurzberg

By: /s/ Dr. Patrick Wolff

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Name: Dr. Guntram Wurzberg
Title: Vice President General Legal Affairs

Name: Dr. Patrick Wolff
Title: General Legal Affairs

Date: February 3, 2003

Date: February 3, 2003

Powergen plc

By: /s/ Dr. Guntram Wurzberg

Name: Dr. Guntram Wurzberg
Title: Vice President General Legal Affairs,
E.ON AG

Date: February 3, 2003

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Exhibit Index

Exhibit	Description
C-1	Opinion of Counsel

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