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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. 70-09985

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 | City Point |
| 40479 Dusseldorf | 1 Ropemaker Street |
| Germany | 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 |
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| 40479 Dusseldorf | United Kingdom |
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(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 |
| New York, NY 10019-5389 | 77 West Wacker Drive, Ste. 3500 |
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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 October 2, 2001, in File No. 70-09985, by amending Item 6 and adding Exhibits and Financial Statements listed therein.

Item 6. Exhibits and Financial Statements

A. Exhibits

A-1 Form of Tax Allocation Agreement.*

B-1 Intermediate Company Structure, filed in paper format under cover of Form SE.

C-1 Opinion of counsel.

C-2 Past tense opinion of counsel.*

D-1 Proposed Form of Notice.*

E-1 Form of Money Pool Agreement.

E-2 Form of Money Pool Note.

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.

B. Financial Statements

FS-1 E.ON's consolidated financial statements as of December 31, 2000, incorporated by reference to FS-1 of SEC File No. 070-09961, Form U-1 Amendment No.1, filed October 23, 2001.

FS-2 E.ON's consolidated financial statements as of September 30, 2001.*

FS-3 Powergen's consolidated financial statements 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's consolidated financial statements as of September 30, 2001.*

FS-5 LG&E Energy's consolidated financial statements as of December 31, 2000, incorporated by reference to FS-6 of SEC File No. 070-09961, Form U-1 Amendment No.1, filed October 23, 2001.

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FS-6 LG&E Energy's consolidated financial statements as of September 30, 2001.*

FS-7 E.ON financial projections for the years 2002-2004, including pro forma capitalization tables.*

* To be filed by amendment.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this Amendment No. 1 to the statement filed on October 2, 2001, to be signed on its behalf by the undersigned officer 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

By: /s/David Jackson

Name: David Jackson
Title: Company Secretary and General
Counsel

EXHIBIT INDEX

B-1 Intermediate Company Structure. (P)

C-1 Opinion of counsel.

E-1 Form of Money Pool Agreement.

E-2 Form of Money Pool Note.

F-1 Annual Report of E.ON AG on Form 20-F. (P)

F-2 Annual Report of Powergen plc on Form 20-F. (P)

