

E ON AG  
Form U-9C-3  
May 26, 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 March 31, 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  
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40479 Dusseldorf  
Germany  
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E.ON AG

FORM U-9C-3

For the Quarter Ended March 31, 2005

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This report covers the quarter ended March 31, 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           | Energy                        |                      | Texas                         | 15%                                     | Development of software for energy-marketing activities               |
| 1.2 LG&E Capital Corp.                    | (a)                           | 4/26/91              | Kentucky                      | 100%                                    | Non-Utility Holding Company   |
| 1.2.1 LG&E Credit Corp.                   | Energy                        | 7/11/97              | Kentucky                      | 100%                                    | Consumer Lending Services   |
| 1.2.2 LG&E Home Services Inc.             | Energy                        | 1/22/96              | Kentucky                      | 100%                                    | Appliance Repair and Warranty   |
| 1.2.3 Airborne Pollution Control Inc.     | Energy                        | 12/10/98             | Alberta, Canada               | 4.9%                                    | Pollution and Waste Control Technology                                |
| 1.2.4 FSF Minerals Inc.                   | Energy                        | 12/28/98             | Kentucky                      | 100%                                    | Owner of Coal Reserves  |
| 1.2.5 LG&E International Inc.             | Energy                        | 11/8/93              | Delaware                      | 100%                                    | Management and Holding Company  |
| 1.2.5.1 LG&E Power Services LLC           | Energy                        | 6/29/01              | Delaware                      | 100%                                    | Power facilities management and operations                            |
| 1.2.6 WKE Corp.                           | (a)                           | 5/1/98               | Kentucky                      | 100%                                    | Investment Holding Company  |
| 1.2.6.1 LCC LLC                           | Energy                        | 3/2/99               | Kentucky                      | 100%                                    | Owns Options on Mineral Rights  |
| 1.2.6.2 FCD LLC                           | Energy                        | 2/17/00              | Kentucky                      | 100%                                    | Owns Options and Actual Riparian Rights                               |
| 1.2.7 LG&E Power Inc.                     | (a)                           | 5/7/80               | Delaware                      | 100%                                    | Holding Company for Non-Utility Investments                           |
| 1.2.7.1 LG&E Power Operations Inc.        | Energy                        | 6/8/82               | California                    | 100%                                    | Power Project Ownership, Management & Development                     |
| 1.2.7.1.1 LG&E Power 5 Incorporated       | *                             | 3/31/83              | California                    | 100%                                    | Inactive  |
| 1.2.7.1.2 LG&E Power 16 Incorporated      | (a)                           | 8/3/99               | California                    | 100%                                    | Indirect Owner of Generation Facilities                               |
| 1.2.7.1.3 LG&E Power Roanoke Incorporated | (a)                           | 8/3/89               | California                    | 100%                                    | Indirect Owner of Generation Facilities                               |
| 1.2.7.1.3.1 LG&E Roanoke Valley LP        | (a)                           | 3/14/90              | California                    | 1%gp <sup>1</sup><br>99%lp <sup>2</sup> | Indirect Owner of Generation Facilities                               |
| 1.2.7.1.4 LG&E Power 31 Incorporated      | *                             | 2/7/95               | California                    | 100%                                    | Inactive  |



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|             |                                 |        |           |            |   |   |
|-------------|---------------------------------|--------|-----------|------------|---|---|
| 1.2.7.1.5   | LG&E Power 31 Wind Incorporated | *      | 12/19/94  | California | 100%                                    | Inactive  |
| 1.2.7.1.5.1 | LG&E Power 31 L.P.              | *      | 2/95      | California | 1%gp <sup>3</sup><br>99%lp <sup>4</sup> | Inactive  |
| 1.2.7.1.6   | Westmoreland-LG&E Partners      | Energy |           | Virginia   |   | Owner of interest in QF   |
| 1.2.7.1.7   | LG&E/Kelso Partners, L.P.       | *      |           | California |   | Inactive  |
| 1.2.7.2     | American Power Incorporated     | *      | 4/9/87    | California | 100%                                    | Former Investor in EWG  |
| 1.2.7.3     | LG&E Power Development Inc.     | Energy | 12/12/84  | California | 100%                                    | Development of QFs and EWGs   |
| 1.2.7.4     | LG&E Crown Inc.                 | *      | 4/14/2000 | Delaware   | 100%                                    | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.7.5     | LG&E Minor Facilities Inc.      | *      | 4/14/2000 | Delaware   | 100%                                    | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.7.6     | Power Tex Parent Inc.           | *      | 4/14/2000 | Delaware   | 100%                                    | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.7.7     | Llano Gathering Inc.            | *      | 4/20/2000 | New Mexico | 100%                                    | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.7.8     | Llano Storage Inc.              | *      | 4/20/2000 | New Mexico | 100%                                    | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.7.9     | LG&E Power Gregory I Inc.       | *      | 3/30/78   | New Mexico | 100%                                    | Inactive  |
| 1.2.7.10    | LG&E Power Gregory II Inc.      | *      | 5/18/98   | Delaware   | 100%                                    | Inactive  |
| 1.2.8       | KUCC Grimes Corporation         | Energy | 7/6/98    | Delaware   | 100%                                    | Former investor in QF development   |
| 1.2.9       | 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 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 31 Incorporated

4

directly held by LG&E Power 31 Wind Incorporated

2

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**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 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), 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**

| <b>Company Issuing Security</b> | <b>Type of Security Issued</b> | <b>Principal Amount of Security*</b> | <b>Issue or Renewal</b> | <b>Cost of Capital</b> | <b>Person to Whom Security was Issued</b> | <b>Collateral Given with Security</b> | <b>Consideration Received for Each Security</b> |
|---------------------------------|--------------------------------|--------------------------------------|-------------------------|------------------------|---|---------------------------------------|---|
| LG&E Capital Corp.              | Money pool loan                | \$ (7,286,791)                       |                         |                        | Money pool                                | N/A                                   |   |
| LG&E Energy Marketing Inc.      | Money pool loan                | \$ (15,280,481)                      |                         |                        | 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:

| <b>Company Contributing Capital</b> | <b>Company Receiving Capital</b> | <b>Amount of Capital Contribution</b> |
|-------------------------------------|----------------------------------|---------------------------------------|
| LG&E Energy LLC                     | LG&E Energy Marketing Inc.       | \$45 million                          |
| LG&E Energy LLC                     | LG&E Capital Corp.               | \$35 million                          |



**Item 3. ASSOCIATE TRANSACTIONS**

NOTE: Chart reflects 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<br>Rendering Services | Associate Company<br>Receiving Services | Types of Services<br>Rendered | Direct Costs<br>Charged | Indirect<br>Costs<br>Charged | Cost of<br>Capital | Total<br>Amount<br>Billed |
|---|---|-------------------------------|-------------------------|------------------------------|--------------------|---------------------------|
| Home Services                           | LG&E Capital Corp.                      | Miscellaneous Services        | \$ 1,791                |                              |                    | \$ 1,791                  |
| Home Services                           | LG&E Utility                            | Miscellaneous Services        | \$ 4,800                |                              |                    | \$ 4,800                  |
| Home Services                           | Services Company                        | Miscellaneous Services        | \$ 102                  |                              |                    | \$ 102                    |
| FSF Minerals Inc.                       | LG&E Capital Corp.                      | Miscellaneous Services        | \$ 10,102               |                              |                    | \$ 10,102                 |
| KU Solutions                            | LG&E Capital Corp.                      | Miscellaneous Services        | \$ 2,916                |                              |                    | \$ 2,916                  |
| LCC LLC                                 | WKEC                                    | Miscellaneous Services        | \$ 6,078                |                              |                    | \$ 6,078                  |
| LCC LLC                                 | LEL                                     | Miscellaneous Services        | \$ 86                   |                              |                    | \$ 86                     |
| FCD LLC                                 | LG&E Capital Corp.                      | Miscellaneous Services        | \$ 76,711               |                              |                    | \$ 76,711                 |
| FCD LLC                                 | WKEC                                    | Miscellaneous Services        | \$ 3,217                |                              |                    | \$ 3,217                  |
| FCD LLC                                 | LEL                                     | Miscellaneous Services        | \$ 6,165                |                              |                    | \$ 6,165                  |
| LG&E Energy<br>Marketing Inc.           | LG&E Capital Corp.                      | Miscellaneous Services        | \$ 213,714              |                              |                    | \$ 213,714                |
| LG&E Power Inc.                         | LG&E Power<br>Development Inc.          | Convenience Payments          | \$ 600                  |                              |                    | \$ 600                    |
| LG&E Power Inc.                         | LG&E Power<br>Operations Inc.           | Miscellaneous Services        | \$ 988,438              |                              |                    | \$ 988,438                |
| LG&E Power Inc.                         | LG&E Power<br>Operations Inc.           | Labor Related                 | \$ 31,206               |                              |                    | \$ 31,206                 |
| LG&E Power Inc.                         | LG&E Power<br>Operations Inc.           | Convenience Payments          | \$ 39,891               |                              |                    | \$ 39,891                 |
| LG&E Power Inc.                         | LG&E Power<br>Gregory I Inc.            | Miscellaneous Services        | \$ 3,898,830            |                              |                    | \$ 3,898,830              |
| LG&E Power<br>Services LLC              | LG&E Power Inc.                         | Miscellaneous Services        | \$ 151,780              |                              |                    | \$ 151,780                |
| LG&E Power<br>Services LLC              | LG&E Power Inc.                         | Labor Related                 | \$ 31,437               |                              |                    | \$ 31,437                 |
| LG&E Power<br>Services LLC              | LG&E Power Inc.                         | Convenience Payments          | \$ 2,408                |                              |                    | \$ 2,408                  |
| LG&E Power<br>Services LLC              | LG&E Power<br>Operations Inc.           | Convenience Payments          | \$ 488                  |                              |                    | \$ 488                    |
| LG&E Power<br>Services LLC              | LG&E Power<br>Operations Inc.           | Miscellaneous Services        | \$ 163                  |                              |                    | \$ 163                    |
| LG&E Power<br>Services LLC              | LG&E Power<br>Operations Inc.           | Labor Related                 | \$ 3,585                |                              |                    | \$ 3,585                  |
| LG&E Power<br>Services LLC              | LG&E Power<br>Operations Inc.           | Other Payments                | \$ 9,396                |                              |                    | \$ 9,396                  |
| LG&E Power<br>Services LLC              | LG&E International<br>Inc.              | Convenience Payments          | \$ 50                   |                              |                    | \$ 50                     |
| LG&E Power<br>Operations Inc.           | Llano Gathering Inc.                    | Convenience Payments          | \$ 3,269                |                              |                    | \$ 3,269                  |
| LG&E Power<br>Gregory II                | LG&E Power Inc.                         | Miscellaneous Services        | \$ 2,515,874            |                              |                    | \$ 2,515,874              |

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

NOTE: Chart reflects 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.

| 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.                   | Home Services                        | Miscellaneous Services     | \$ 4,063             |                        |                 | \$ 4,063            |
| LG&E Capital Corp.                   | FSF Minerals Inc.                    | Miscellaneous Services     | \$ 37,945            |                        |                 | \$ 37,945           |
| LG&E Capital Corp.                   | KU Solutions                         | Miscellaneous Services     | \$ 11,645            |                        |                 | \$ 11,645           |
| LG&E Capital Corp.                   | LCC LLC                              | Miscellaneous Services     | \$ 19,581            |                        |                 | \$ 19,581           |
| LG&E Capital Corp.                   | FCD LLC                              | Miscellaneous Services     | \$ 65,530            |                        |                 | \$ 65,530           |
| Kentucky Utilities                   | KU Solutions                         | Labor Related              | \$ 55,208            |                        |                 | \$ 55,208           |
| Kentucky Utilities                   | KU Solutions                         | Miscellaneous Services     | \$ 10,573            |                        |                 | \$ 10,573           |
| Kentucky Utilities                   | KU Solutions                         | Convenience Payments       | \$ 131,313           |                        |                 | \$ 131,313          |
| Services Company                     | Home Services                        | Miscellaneous Services     | \$ 1,697             |                        |                 | \$ 1,697            |
| Services Company                     | FSF Minerals Inc.                    | Miscellaneous Services     | \$ 2,271             |                        |                 | \$ 2,271            |
| Services Company                     | FCD LLC                              | Miscellaneous Services     | \$ 1,081             |                        |                 | \$ 1,081            |
| Services Company                     | LG&E Power Inc.                      | Miscellaneous Services     | \$ 432,928           | \$ 34,724              |                 | \$ 467,652          |
| Services Company                     | LEM                                  | Miscellaneous Services     | \$ 1,189,516         | \$ 542,178             |                 | \$ 1,731,694        |
| LG&E Power Inc.                      | LG&E Power Operations Inc.           | Miscellaneous Services     | \$ 988,438           |                        |                 | \$ 988,438          |
| LG&E Power Inc.                      | LG&E Power Operations Inc.           | Labor Related              | \$ 31,206            |                        |                 | \$ 31,206           |
| LG&E Power Inc.                      | LG&E Power Operations Inc.           | Convenience Payments       | \$ 39,891            |                        |                 | \$ 39,891           |
| LG&E Power Inc.                      | LG&E Power Gregory I Inc.            | Miscellaneous Services     | \$ 3,898,830         |                        |                 | \$ 3,898,830        |
| LG&E Power Services LLC              | LG&E Power Inc.                      | Miscellaneous Services     | \$ 151,780           |                        |                 | \$ 151,780          |
| LG&E Power Services LLC              | LG&E Power Inc.                      | Labor Related              | \$ 31,437            |                        |                 | \$ 31,437           |
| LG&E Power Services LLC              | LG&E Power Inc.                      | Convenience Payments       | \$ 2,408             |                        |                 | \$ 2,408            |
| LG&E Power Services LLC              | LG&E Power Operations Inc.           | Convenience Payments       | \$ 488               |                        |                 | \$ 488              |
| LG&E Power Services LLC              | LG&E Power Operations Inc.           | Other Payments             | \$ 9,396             |                        |                 | \$ 9,396            |
| LG&E Power Gregory II Inc.           | LG&E Power Inc.                      | Miscellaneous Services     | \$ 2,515,874         |                        |                 | \$ 2,515,874        |
| LG&E Power Argentina I Inc.          | LG&E Power Inc.                      | Miscellaneous Services     | \$ 2                 |                        |                 | \$ 2                |



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|                             |                            |                        |              |              |
|-----------------------------|----------------------------|------------------------|--------------|--------------|
| LG&E Power Development Inc. | LG&E Power Operations Inc. | Other Payments         | \$ 3,191     | \$ 3,191     |
| LG&E Power 16 Inc.          | LG&E Power Operations Inc. | Miscellaneous Services | \$ 4,492,334 | \$ 4,492,334 |
| LG&E Power Roanoke Inc.     | LG&E Power Operations Inc. | Miscellaneous Services | \$ 100,372   | \$ 100,372   |
| Llano Gathering Inc.        | LG&E Power Operations Inc. | Miscellaneous Services | \$ 1,452     | \$ 1,452     |

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 March 31, 2005   | \$ | 79,237,146,000 | Line 1 |
| Total capitalization multiplied by 15% (Line 1 multiplied by 0.15)   | \$ | 11,885,571,900 | Line 2 |
| Greater of \$50 million or Line 2  | \$ | 11,885,571,900 | Line 3 |
| Total current aggregate investment*:<br>(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)   | \$ | 4,200,441      |        |
| Energy-related business Category Rule 58(b)(1)(v) (4)  | \$ | 874,259,687    |        |
| Energy-related business Category Rule 58(b)(1)(vii) (5)  | \$ | 19,976,692     |        |
| Energy-related business Category Rule 58(b)(1)(viii) (6)   | \$ | 32,876,459     |        |
| Energy-related business Category Rule 58(b)(1)(ix) (7)   | \$ | 6,571,923      |        |
| Total current aggregate investment   | \$ | 937,885,202    | Line 4 |
| 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) | \$ | 10,947,686,698 | Line 5 |

\* 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.

- (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              |
|   |                       | <u>          </u> |
| Total current aggregate investment                  |                       | \$ 0              |
|   |                       | <u>          </u> |

- (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**

| <b>Major Line of Energy-Related Business</b>                                  | <b>Other Investment<br/>in Last<br/>U-9C-3 Report</b> | <b>Other Investment<br/>in this U-9C-3</b> | <b>Reason for Difference<br/>in Other Investment</b>    |
|---|---|--|---|
| Gas related businesses  | \$ 22,322,388   | \$ 22,324,182                              | Changes in intercompany advances from 12/31/04 amounts  |
| International investments (Argentine gas distribution and Spanish generation) | \$ 42,554,404   | \$ 43,167,069                              | Changes in intercompany advances from 12/31/04 amounts  |
| Consumer credit investments (LG&E Credit Corp.)                               | \$ 297,351  | \$ 297,111                                 | Changes in intercompany advances from 12/31/04 amounts  |
| Unregulated generation investments  | \$ 101,760,887  | \$ 101,522,755                             | Changes in intercompany advances from 12/31/04 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                 |
| FS-2  | LG&E Power Inc. Consolidated       |
| FS-3  | LG&E Energy Marketing Inc.         |
| FS-4  | KU Solutions                       |
| FS-5  | LG&E Power Services, Inc.          |
| FS-6  | LG&E Power Operations              |
| FS-7  | LG&E Power Gregory I, Inc.         |
| FS-8  | LG&E Power Gregory II, Inc.        |
| FS-9  | LG&E Power Gregory III, Inc.*      |
| FS-10 | LG&E Power Gregory IV, Inc.*       |
| FS-11 | FSF Minerals Inc.                  |
| FS-12 | LCC LLC                            |
| FS-13 | FCD LLC                            |
| FS-14 | Westmoreland-LG&E Partners Rova II |

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\*  
Sold January 6, 2005

**B. Exhibits:**

Exhibit B-1 Copies of contracts required to be provided by Item 3  
None

Exhibit B-2 Officer's Certification

**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: May 26, 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

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**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: May 26, 2005

E.ON AG

By: /s/ MICHAEL C. WILHELM

---

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

By: /s/ KARL-HEINZ FELDMANN

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

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QuickLinks

Item 1. ORGANIZATION CHART

Item 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

Item 3. ASSOCIATE TRANSACTIONS

Item 4. SUMMARY OF AGGREGATE INVESTMENT

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SIGNATURE

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