

E ON AG
Form U-9C-3
August 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 June 30, 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
E.ON-Platz 1
40479 Dusseldorf
Germany
49 (211) 4579 603

E.ON AG

FORM U-9C-3
For the Quarter Ended June 30, 2005

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This report covers the quarter ended June 30, 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	*		Texas	15%	Inactive
1.2 LG&E Capital Corp.	(a)	4/26/91	Kentucky	100%	Non-Utility Holding Company
1.2.1 LG&E Home Services Inc.	Energy	1/22/96	Kentucky	100%	Appliance Repair and Warranty
1.2.2 Airborne Pollution Control Inc.	Energy	12/10/98	Alberta, Canada	4.9%	Pollution and Waste Control Technology
1.2.3 FSF Minerals Inc.	Energy	12/28/98	Kentucky	100%	Owner of Coal Reserves
1.2.4 LG&E International Inc.	Energy	11/8/93	Delaware	100%	Management and Holding Company
1.2.4.1 LG&E Power Services LLC	Energy	6/29/01	Delaware	100%	Power facilities management and operations
1.2.5 WKE Corp.	(a)	5/1/98	Kentucky	100%	Investment Holding Company
1.2.5.1 LCC LLC	Energy	3/2/99	Kentucky	100%	Owns Options on Mineral Rights
1.2.5.2 FCD LLC	Energy	2/17/00	Kentucky	100%	Owns Options and Actual Riparian Rights
1.2.6 LG&E Power Inc.	(a)	5/7/80	Delaware	100%	Holding Company for Non-Utility Investments
1.2.6.1 LG&E Power Operations Inc.	Energy	6/8/82	California	100%	Power Project Ownership, Management & Development
1.2.6.1.1 LG&E Power 5 Incorporated	*	3/31/83	California	100%	Inactive
1.2.6.1.2 LG&E Power 16 Incorporated	(a)	8/3/99	California	100%	Indirect Owner of Generation Facilities
1.2.6.1.3 LG&E Power Roanoke Incorporated	(a)	8/3/89	California	100%	Indirect Owner of Generation Facilities
1.2.6.1.3.1 LG&E Roanoke Valley LP	(a)	3/14/90	California	1%gp ¹ 99%lp ²	Indirect Owner of Generation Facilities
1.2.6.1.4 Westmoreland-LG&E	Energy		Virginia		Owner of interest in QF

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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
Partners					
1.2.6.2 American Power Incorporated	*	4/9/87	California	100%	Former Investor in EWG
1.2.6.3 LG&E Power Development Inc.	Energy	12/12/84	California	100%	Development of QFs and EWGs

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1.2.6.4 LG&E Power Gregory I Inc.	*	3/30/78	New Mexico	100%	Inactive
1.2.6.5 LG&E Power Gregory II Inc.	*	5/18/98	Delaware	100%	Inactive
1.2.7 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

**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 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

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	\$70,690,342*			Money pool	N/A	
LG&E Energy Marketing Inc.	Money pool loan	(\$3,062,437)*			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:

Company Contributing Capital	Company Receiving Capital	Amount of Capital Contribution
NONE	4	

Item 3. ASSOCIATE TRANSACTIONS

NOTE: Charts reflect 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 Rendering Services	Associate Company Receiving Services	Types of Services Rendered	Direct Costs Charged	Indirect Costs Charged	Cost of Capital	Total Amount Billed
Home Services	LG&E Capital Corp.	Miscellaneous Services	\$ 1,706			\$ 1,706
Home Services	LG&E Utility	Miscellaneous Services	\$ 2,345			\$ 2,345
Home Services	Services Company	Miscellaneous Services	\$ 225			\$ 225
Home Services	LEL	Miscellaneous Services	\$ 5,359			\$ 5,359
FSF Minerals Inc.	WKEC	Miscellaneous Services	\$ 4,585			\$ 4,585
FSF Minerals Inc.	LEL	Miscellaneous Services	\$ 22,920			\$ 22,920
KU Solutions	LG&E Capital Corp.	Miscellaneous Services	\$ 65,000			\$ 65,000
KU Solutions	LEL	Miscellaneous Services	\$ 1,911			\$ 1,911
LCC LLC	LEL	Miscellaneous Services	\$ 437			\$ 437
FCD LLC	LG&E Capital Corp.	Miscellaneous Services	\$ 37,087			\$ 37,087
LG&E Energy Marketing Inc.	LG&E Capital Corp.	Miscellaneous Services	\$ 261,646			\$ 261,646
LG&E Energy Marketing Inc.	LEL	Miscellaneous Services	\$ 830			\$ 830
LG&E Power Inc.	LG&E Power Development Inc.	Convenience Payments	\$ 283			\$ 283
LG&E Power Inc.	LG&E Power Services LLC	Miscellaneous Services	\$ 459,809			\$ 459,809
LG&E Power Inc.	LG&E Power Operations Inc.	Labor Related	\$ 5,483			\$ 5,483
LG&E Power Inc.	LG&E Power Operations Inc.	Convenience Payments	\$ 16,399			\$ 16,399
LG&E Power Inc.	LG&E Power Argentina I Inc.	Miscellaneous Services	\$ 658			\$ 658
LG&E Power Services LLC	LG&E Power Inc.	Convenience Payments	\$ 2,746			\$ 2,746
LG&E Power Services LLC	LG&E Power Operations Inc.	Labor Related	\$ 3,947			\$ 3,947
LG&E Power Services LLC	LG&E Power Operations Inc.	Convenience Payments	\$ 4,307			\$ 4,307
LG&E Power Operations Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 302,878			\$ 302,878
LG&E Power Operations Inc.	LG&E Power Services LLC	Miscellaneous Services	\$ 54			\$ 54
LG&E Power Operations Inc.	LG&E Power 16 Inc.	Miscellaneous Services	\$ 4,480,406			\$ 4,480,406

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LG&E Power Operations Inc.	LG&E Power 5 Inc.	Convenience Payments	\$ 800	\$ 800
LG&E Power Operations Inc.	LG&E Power Roanoke Inc.	Convenience Payments	\$ 800	\$ 800
LG&E Power Operations Inc.	LG&E Power 31 Inc.	Miscellaneous Services	\$ 936	\$ 936
LG&E Power Operations Inc.	LG&E Power 31 Inc.	Convenience Payments	\$ 800	\$ 800
LG&E Power Operations Inc.	LG&E Power 31 Wind Inc.	Miscellaneous Services	\$ 32,307	\$ 32,307
LG&E Power Operations Inc.	LG&E Power Gregory I Inc.	Convenience Payments	\$ 995	\$ 995
LG&E Power Operations Inc.	Llano Gathering Inc.	Convenience Payments	\$ 7,305	\$ 7,305
LG&E Power Gregory I Inc.	LG&E Power Inc.	Miscellaneous Services	\$ 3,409,812	\$ 3,409,812

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

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	\$ 219,409			\$ 219,409
LG&E Capital Corp.	FSF Minerals Inc.	Miscellaneous Services	\$ 27,754			\$ 27,754
LG&E Capital Corp.	KU Solutions	Miscellaneous Services	\$ 76,247			\$ 76,247
LG&E Capital Corp.	LCC LLC	Miscellaneous Services	\$ 2,624			\$ 2,624
LG&E Capital Corp.	FCD LLC	Miscellaneous Services	\$ 3,787			\$ 3,787
LEL	Home Services	Miscellaneous Services	\$ 584			\$ 584
LEL	FSF Minerals Inc.	Miscellaneous Services	\$ 834			\$ 834
LEL	KU Solutions	Miscellaneous Services	\$ 589			\$ 589
LEL	FCD LLC	Miscellaneous Services	\$ 13,457			\$ 13,457
LEL	LEM	Miscellaneous Services	\$ 2,716			\$ 2,716
Kentucky Utilities	KU Solutions	Labor Related	\$ 50,410			\$ 50,410
Kentucky Utilities	KU Solutions	Convenience Payments	\$ 84,248			\$ 84,248
LG&E Utility	Home Services	Miscellaneous Services	\$ 27			\$ 27
Services Company	Home Services	Miscellaneous Services	\$ 221,435			\$ 221,435
Services Company	FSF Minerals Inc.	Miscellaneous Services	\$ 478			\$ 478
Services Company	FCD LLC	Miscellaneous Services	\$ 1,036			\$ 1,036
Services Company	LG&E Power Inc.	Miscellaneous Services	\$ 512,022	\$ 21,117		\$ 533,139
Services Company	LEM	Miscellaneous Services	\$ 2,277,077	\$ 528,562		\$ 2,805,639
Services Company	KU Solutions	Miscellaneous Services	\$ 1,185			\$ 1,185
WKEC	FCD LLC	Miscellaneous Services	\$ 29,086			\$ 29,086
LG&E Power Operations Inc.	LG&E Gregory I Inc.	Convenience Payments	\$ 995			\$ 995
LG&E Power Inc.	LG&E Power Operations Inc.	Convenience Payments	\$ 16,399			\$ 16,399
LG&E Power Inc.	LG&E Power Operations Inc.	Labor Related	\$ 5,483			\$ 5,483
LG&E Power Inc.		Miscellaneous Services	\$ 459,809			\$ 459,809

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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 Power Services LLC					

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LG&E Power Gregory I Inc.	LG&E Power Inc.	Miscellaneous Services	\$	3,049,812	\$	3,049,812
LG&E Power Operations Inc.	LG&E Power Services LLC	Miscellaneous Services	\$	54	\$	54
LG&E Power Operations Inc.	LG&E Power Inc.	Miscellaneous Services	\$	302,878	\$	302,878
LG&E Power Services LLC	LG&E Power Inc.	Convenience Payments	\$	2,746	\$	2,746
LG&E Power Services LLC	LG&E Power Operations Inc.	Labor Related	\$	3,947	\$	3,947
LG&E Power Services LLC	LG&E Power Operations Inc.	Convenience Payments	\$	4,307	\$	4,307
LG&E Power Gregory II Inc.	LG&E Power Inc.	Miscellaneous Services	\$	719,659	\$	719,659
LG&E Power Spain Inc.	LG&E Power Inc.	Miscellaneous Services	\$	42,272	\$	42,272
LG&E Power Development Inc.	LG&E Power Operations Inc.	Other Payments	\$	3,709	\$	3,709
LG&E Power 5 Inc.	LG&E Power Operations Inc.	Miscellaneous Services	\$	3,022,988	\$	3,022,988
LG&E Power Roanoke Inc.	LG&E Power Operations Inc.	Miscellaneous Services	\$	2,055,892	\$	2,055,892
Llano Gathering Inc.	LG&E Power Operations Inc.	Miscellaneous Services	\$	7,087	\$	7,087

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 June 30, 2005	\$71,741,345,000	Line 1
Total capitalization multiplied by 15% (Line 1 multiplied by 0.15)	\$10,761,201,750	Line 2
Greater of \$50 million or Line 2	\$10,761,201,750	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)	\$0
Energy-related business Category Rule 58(b)(1)(iv) (3)	\$4,415,236
Energy-related business Category Rule 58(b)(1)(v) (4)	\$872,488,870
Energy-related business Category Rule 58(b)(1)(vii) (5)	\$19,976,692
Energy-related business Category Rule 58(b)(1)(viii) (6)	\$33,046,291
Energy-related business Category Rule 58(b)(1)(ix) (7)	\$6,701,114

Total current aggregate investment	\$936,628,203	Line 4
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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)	\$9,824,573,547	Line 5
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*
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
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Gas-related business Category Rule 58(b)(2)(ii) (2)	\$	0
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Total current aggregate investment	\$	0
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(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 Report	Reason for Difference in Other Investment
Gas related businesses	\$ 22,324,182	\$ 0	Changes in intercompany advances from 3/31/05 amounts. LG&E Minor Facilities, Inc., Llano Gathering Inc and Llano Storage Inc. merged into LG&E Power Inc. during Q2.
International investments (Argentine gas distribution and Spanish generation)	\$ 43,167,069	\$ 36,420,317	Changes in intercompany advances from 3/31/05 amounts. LG&E Power Spain merged into LG&E International Inc. during Q2.
Consumer credit investments (LG&E Credit Corp.)	\$ 297,111	\$ 295,801	Changes in intercompany advances from 3/31/05 amounts
Unregulated generation investments	\$ 101,522,755	\$ 110,418,298	Changes in intercompany advances from 3/31/05 amounts.

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 Inc.	
FS-2	LG&E Power Inc.	
FS-3	LG&E Energy Marketing Inc.	
FS-4	KU Solutions Corporation	
FS-5	LG&E Power Services LLC	
FS-6	LG&E Power Operations Inc.	
FS-7	FSF Minerals Inc.	
FS-8	LCC LLC	
FS-9	FCD LLC	
FS-10	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

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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: August 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

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: August 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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[Narrative Description of Activities of Each Reporting Company during the Reporting Period](#)

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