

E ON AG
Form U-9C-3
November 26, 2002

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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, 2002

E.ON AG
E.ON UK Verwaltungs GmbH
E.ON UK Public Limited Company
Powergen plc
Powergen US Holdings Limited
Powergen US Investments
Ergon US Investments
Powergen Luxembourg sarl
Powergen Luxembourg Holdings sarl
Powergen Luxembourg Investments sarl
Powergen 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:

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

POWERGEN PLC

FORM U-9C-3
For the Quarter Ended September 30, 2002

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This report covers the quarter ended September 30, 2002.

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 UK Verwaltungs GmbH ⁺	(a)	5/5/00	Germany	100%	Holding Company
E.ON UK Public Limited Company ⁺	(a)	5/13/77	England and Wales	100%	Holding Company
Powergen plc	(a)	6/19/98	England and Wales	n/a	Holding Company
Powergen US Holdings Limited	(a)	4/22/99	England and Wales	100%	Holding Company
Powergen US Investments	(a)	3/13/90	England and Wales	100%	Holding Company
Powergen Luxembourg sarl	(a)	12/4/00	Luxembourg	100%	Holding Company
Powergen Luxembourg Holdings sarl	(a)	12/2/00	Luxembourg	100%	Holding Company
Powergen Luxembourg Investments sarl ^{**}	(a)	12/2/00	Luxembourg	100%	Holding Company
Powergen 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. (LCC)	(a)	4/26/91	Kentucky	100%	Non-Utility Holding Company
LG&E Credit Corp.	Energy	7/11/97	Kentucky	100%	Consumer Lending Services

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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
LNGCL Inc.	*	4/3/92	Delaware	100%	Inactive
LNGCG Inc.	*	4/3/92	Delaware	100%	Inactive
LG&E Home Services Inc.	Energy	1/22/96	Kentucky	100%	Appliance Repair and Warranty

- + Acquisition of Powergen plc by E.ON AG was effective July 1, 2002.
- (a) Directly or indirectly holds securities in energy-related companies
- * Inactive
- ** Dissolved November 19, 2002
- *** As of November 19, 2002, this entity is wholly owned by Powergen Luxembourg sarl
- gp general partnership interest
- lp limited partnership interest

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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
Airborne Pollution Control Inc.****	Energy	12/10/98	Alberta, Canada	4.9%	Pollution and Waste Control Technology
LG&E Enertech Inc.	Energy	12/21/95	Kentucky	100%	Engineering, Energy Management and Consulting Services
LG&E Enertech Texas LLC	Energy	12/27/01	Kentucky	100%	Engineering, Energy Management and Consulting Services and Investor in Enertech Energy Development L.P.
Enertech Energy Development L.P.	Energy	12/31/01	Texas	1% gp 49% lp	Engineering, Energy Management and Consulting Services and Owner of HVAC Plant
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	*	7/13/98	Kentucky	100%	Inactive Inc.

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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 International Inc.	Energy	11/8/93	Delaware	100%	Management and Holding Company
LG&E Power Services LLC		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%	Owens Options on Mineral Rights
FCD LLC	Energy	2/17/00	Kentucky	100%	Owens Options and Actual Riparian Rights
Excalibur Development LLC	*	2/17/00	Kentucky	100%	Inactive
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 Inc. Management (Inactive)
LG&E Power Constructors Inc.	*	6/29/81	California	100%	Inactive
Ultraclean Incorporated	*	8/1/84	California	100%	Inactive

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

* Inactive

**** Acquired during the reporting period

gp general partnership interest

lp limited partnership interest

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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 Operations Inc.	Energy	6/8/82	California	100%	Power Project Ownership, Management & Development
LG&E/Kelso Power Partners L.P.	*	unknown	California	2% gp 49% lp	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
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
LG&E Power 6 Incorporated	*	9/14/93	California	100%	Inactive
Babcock-Ultrapower Jonesboro	*	unknown	California	17% gp	Inactive
LG&E Power 14 Incorporated	*	4/6/89	California	100%	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
LG&E Power 18 Incorporated	*	6/9/88	California	100%	Inactive
LG&E Erie Partner Incorporated	*	11/16/90	California	100%	Inactive
Erie Power Partners L.P.	*	unknown	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

- (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

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

* Inactive

gp general partnership interest

lp limited partnership interest

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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 22 Incorporated	*	11/16/90	California	100%	Inactive
LG&E Power 29 Incorporated	*	11/16/93	California	100%	Inactive
LG&E Power 31 Incorporated	(a)	12/19/94	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)	12/94	California	1% gp(5) 99% lp(6)	Indirect Owner of Generation Facilities
LQC LP LLC	(a)	3/17/01	Delaware	33 ¹ / ₃ %	Indirect Owner of Generation Facilities
LG&E Power 25 Incorporated	*	12/1/95	Delaware	100%	Inactive
LG&E Power 26 Incorporated	*	12/1/95	Delaware	100%	Inactive
American Power Incorporated	*	4/9/89	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.	Gas	4/14/2000	Delaware	100%	Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive
LG&E Minor Facilities Inc.	Gas	4/14/2000	Delaware	100%	Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive
Power Tex Parent Inc.	Gas	4/14/2000	Delaware	100%	Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive
Llano Gathering Inc.	Gas	4/20/2000	New Mexico	100%	Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive

- (3) directly held by LG&E Power 21 Incorporated
- (4) directly held by LG&E Power 21 Wind Incorporated
- (a) Directly or indirectly holds securities in energy-related companies
- * Inactive
- gp general partnership interest
- lp limited partnership interest
- (5) directly held by LG&E Power 31 Incorporated
- (6) LG&E Power 31 Wind Incorporated

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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
Llano Storage Inc.	Gas	4/20/2000	New Mexico	100%	Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive
Ultrasystems Construction Co. Inc.	*	12/26/45	California	100%	Inactive
HD Energy Corporation	*	12/24/90	Delaware	100%	Inactive
Ultrafuels Incorporated	*	1/5/83	California	100%	Inactive
Ultrafuels 1 Incorporated	*	12/22/83	California	100%	Inactive
NuHPI, Inc.	*	11/25/91	Delaware	100%	Inactive
Ultrapower Biomass Fuels Corporation	*	12/11/85	California	100%	Inactive
Hadson Power Live Oak Incorporated	*	12/31/87	California	100%	Inactive
Hadson Financial Corporation	*	6/25/89	Delaware	100%	Inactive
LG&E Power	(a)	3/30/78	New Mexico	100%	Indirect Owner of Power

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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
Gregory I Inc.					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 Power 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
Ultrasystems Small Power Incorporated	*	12/19/85	California	100%	Inactive
Ultrasystems Small Power I, Incorporated	*	10/22/86	California	100%	Inactive
LG&E Natural Industrial Marketing Co.	Energy	12/20/83	Colorado	100%	Natural Gas Marketing and Transmission

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

* Inactive

gp general partnership interest

lp limited partnership interest

(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.

Name of Reporting Company	Energy or Gas-related Company	Date of Organization	State/Country of Organization	Percentage of Voting Securities Held	Nature of Business
Hadson Fuels, Inc.	*	4/22/80	Oklahoma	100%	Inactive
Triple T Services,	*	2/11/86	Oklahoma	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
Inc.					
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 OF development
KUCC Grimes GP Corporation	Energy	7/6/98	Delaware	100%	Former investor in OF development
KUCC Grimes LP Corporation	Energy	7/6/98	Delaware	100%	Former investor in OF development
KUCC Paris Corporation	(a)	6/20/94	Kentucky	100%	Indirect Owner of Investment in Power Project
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

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

* Inactive

gp general partnership interest

lp limited partnership interest

**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.

LG&E Enertech Inc. provides energy-related consulting, installation and financing services to industrial, commercial and institutional businesses.

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.

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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.	Intercompany Loan	\$ (74,098,000)*			Due to affiliates	N/A	
LG&E Energy Marketing, Inc.	Intercompany Loan	\$ 64,423,000*			Due to affiliates	N/A	

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

With respect to transactions with an associate company:

Company Contributing Capital	Company Receiving Capital	Amount of Capital Contribution
LG&E Energy Corp.	LG&E Capital Corp.	\$ 75,000,000

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
Enertech	Services Company	Miscellaneous services	2,133,426			2,133,426
Enertech	LCC	Miscellaneous services	2,252,351			2,252,351
Home Services	Services Company	Miscellaneous services	31,894			31,894
Home Services	LG&E Utility	Miscellaneous services	28,309			28,309
Home Services	LCC	Miscellaneous services	35,311			35,311
Home Services	Kentucky Utilities	Miscellaneous services	387			387
LG&E Power Inc.	LG&E Power Development Inc.	Convenience payments	415			415
LG&E Power Inc.	LG&E Power Services LLC	Miscellaneous services	491,891			491,891
LG&E Power Inc.	LG&E Power Operations Inc.	Labor related	83,359			83,359
		Miscellaneous services	3,761,779			3,761,779
		Convenience payments	2,662			2,662
LG&E Power Inc.	LG&E Power 12 Inc.	Miscellaneous services	512,905			512,905
LG&E Power Inc.	LG&E Power 13 Inc.	Miscellaneous services	860,807			860,807
LG&E Power Inc.	LG&E Altavista Inc.	Miscellaneous services	22,279			22,279
LG&E Power Inc.	LG&E Hopewell Inc.	Miscellaneous services	163,555			163,555
LG&E Power Inc.	LEM	Miscellaneous services	6,151			6,151
LG&E Power Inc.	LG&E Natural Marketing Inc.	Convenience payments	49,527			49,527
		Miscellaneous services	2,719			2,719
LG&E Power Inc.	WKEC	Miscellaneous services	31,864			31,864
LG&E Power Inc.	Llano Gathering	Convenience payments	18,056			18,056
LG&E Power Engineers & Constructors Inc.	LG&E Power Inc.	Miscellaneous services	84,545			84,545
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LG&E Power Services LLC	LG&E Power Inc.	Convenience payments	1,364			1,364