

E ON AG
Form U-9C-3
November 24, 2004

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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, 2004

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:

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General Legal Affairs
E.ON AG
E.ON-Platz 1
40479 Dusseldorf
Germany

E.ON AG

FORM U-9C-3

For the Quarter Ended September 30, 2004

Table of Contents

| | | |
|---------|--|----|
| Item 1. | ORGANIZATION CHART | 1 |
| Item 2. | ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS | 4 |
| Item 3. | ASSOCIATED TRANSACTIONS | 5 |
| Item 4. | SUMMARY OF AGGREGATE INVESTMENT | 7 |
| Item 5. | OTHER INVESTMENTS | 9 |
| Item 6. | FINANCIAL STATEMENTS AND EXHIBITS | 10 |

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This report covers the quarter ended September 30, 2004.

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 Power Monroe LLC | * | | Delaware | 100% | Inactive |
| 1.2.6 LG&E International Inc. | Energy | 11/8/93 | Delaware | 100% | Management and Holding Company |
| 1.2.6.1 LG&E Power Services LLC | Energy | 6/29/01 | Delaware | 100% | Power facilities management and operations |
| 1.2.7 WKE Corp. | (a) | 5/1/98 | Kentucky | 100% | Investment Holding Company |
| 1.2.7.1 LCC LLC | Energy | 3/2/99 | Kentucky | 100% | Owns Options on Mineral Rights |
| 1.2.7.2 FCD LLC | Energy | 2/17/00 | Kentucky | 100% | Owns Options and Actual Riparian Rights |
| 1.2.8 LG&E Power Inc. | (a) | 5/7/80 | Delaware | 100% | Holding Company for Non-Utility Investments |
| 1.2.8.1 LG&E Power Operations Inc. | Energy | 6/8/82 | California | 100% | Power Project Ownership, Management & Development |
| 1.2.8.1.1 LG&E Power 5 Incorporated | * | 3/31/83 | California | 100% | Inactive |
| 1.2.8.1.2 Babcock-Ultrapower West Enfield | * | unknown | California | 17% gp | Inactive |
| 1.2.8.1.3 Babcock-Ultrapower Jonesboro | * | unknown | California | 17% gp | Inactive |
| 1.2.8.1.4 LG&E Power 14-Buena Vista | * | unknown | California | 45% gp | 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 | |
|---------------------------|---------------------------------|----------------------|-------------------------------|--------------------------------------|----------------------------------|---|
| 1.2.8.1.5 | LG&E Power 16 Incorporated | (a) | 8/3/99 | California | 100% | Indirect Owner of Generation Facilities |
| 1.2.8.1.6 | LG&E Power Roanoke Incorporated | (a) | 8/3/89 | California | 100% | Indirect Owner of Generation Facilities |
| 1.2.8.1.6.1 | LG&E Roanoke Valley LP | (a) | 3/14/90 | California | 1% gp(1) 99% lp(2) | Indirect Owner of Generation Facilities |
| 1.2.8.1.7 | Erie Power Partners L.P. | * | 11/16/93 | California | 1% gp 49% lp | Inactive |
| 1.2.8.1.8 | LG&E Power 31 Incorporated | (a) | 2/7/95 | California | 100% | Indirect Owner of Generation Facilities |
| 1.2.8.1.9 | LQ GP, LLC | (a) | 3/17/01 | Delaware | 50% | Indirect Owner of Generation Facilities |
| 1.2.8.1.10 | LG&E Power 31 Wind Incorporated | (a) | 12/19/94 | California | 100% | Indirect Owner of Generation Facilities |
| 1.2.8.1.10.1 | LG&E Power 31 L.P. | (a) | 2/95 | California | 1% gp(3) 99% lp(4) | Indirect Owner of Generation Facilities |
| 1.2.8.1.11 | LQC LP LLC | (a) | 3/17/00 | Delaware | 33 ¹ / ₃ % | Indirect Owner of Generation Facilities |
| 1.2.8.1.12 | Westmoreland-LG&E Partners | Energy | | Virginia | | Owner of interest in QF |
| 1.2.8.1.13 | LG&E/Kelso Partners, L.P. | * | | California | | Inactive |
| 1.2.8.2 | American Power Incorporated | * | 4/9/87 | California | 100% | Former Investor in EWG |
| 1.2.8.3 | LG&E Power Development Inc. | Energy | 12/12/84 | California | 100% | Development of QFs and EWGs |
| 1.2.8.4 | LG&E Crown Inc. | * | 4/14/2000 | Delaware | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.8.5 | LG&E Minor Facilities Inc. | * | 4/14/2000 | Delaware | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.8.6 | Power Tex Parent Inc. | * | 4/14/2000 | Delaware | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.8.7 | Llano Gathering Inc. | * | 4/20/2000 | New Mexico | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.8.8 | Llano Storage Inc. | * | 4/20/2000 | New Mexico | 100% | Prior Owner of Investment in Gas Gathering, Processing and Storage Facilities; Inactive |
| 1.2.8.9 | LG&E Power Gregory I Inc. | (a) | 3/30/78 | New Mexico | 100% | Indirect Owner of Power Project |
| 1.2.8.9.1 | Gregory Power Partners LP | Energy | 6/1/98 | Texas | 1% gp(5) 49% lp(6) | Owner and Developer of Power Project |
| 1.2.8.10 | LG&E Power Gregory II Inc. | (a) | 5/18/98 | Delaware | 100% | Indirect Owner of Power Project |

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| | | | | | | |
|------------|-----------------------------|--------|----------|----------|-----------------|--------------------------------------|
| 1.2.8.10.1 | Gregory Partners LLC | Energy | 6/2/98 | Texas | 1%(7) 49%(8) | Owner and Developer of Power Project |
| 1.2.8.11 | LG&E Power Gregory III Inc. | (a) | 5/18/98 | Delaware | 100% | Indirect Owner of Power Project |
| 1.2.8.12 | LG&E Power Gregory IV Inc. | (a) | 5/18/98 | Delaware | 100% | Indirect Owner of Power Project |
| 1.2.9 | KUCC Grimes Corporation | Energy | 7/6/98 | Delaware | 100% | Former investor in QF development |
| 1.2.10 | 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
- (5) directly held by LG&E Power Gregory IV Inc.
- (6) directly held by LG&E Power Gregory I Inc.
- (7) directly held by LG&E Power Gregory III Inc.
- (8) directly held by LG&E Power Gregory II Inc.

NOTE: Windpower Partners 1994, L.P. was sold on August 20, 2004.

**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.

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) 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, 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 | Money pool loan | \$ 5,545,116* | | | Money Pool | N/A | |
| LG&E Energy Marketing | Money pool loan | \$ 4,248,994* | | | Money Pool | 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 | Capital Amount of Contribution |
|-------------------------------------|----------------------------------|---------------------------------------|
| NONE | 4 | |

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 |
|--|--|-------------------------------|-------------------------|---------------------------|--------------------|------------------------|
| FCD LLC | LCC | Miscellaneous services | \$ 316,986 | | | \$ 316,986 |
| FCD LLC | WKEC | Miscellaneous services | \$ 4,643 | | | \$ 4,643 |
| FCD LLC | LEL | Miscellaneous services | \$ 8,817 | | | \$ 8,817 |
| LCC LLC | LCC | Miscellaneous services | \$ 191 | | | \$ 191 |
| LCC LLC | LEL | Miscellaneous services | \$ 20,213 | | | \$ 20,213 |
| FSF Minerals | LEL | Miscellaneous services | \$ 581 | | | \$ 581 |
| FSF Minerals | LG&E Utility | Miscellaneous services | \$ 1,242,850 | | | \$ 1,242,850 |
| Home Services | Services Company | Miscellaneous services | \$ 283 | | | \$ 283 |
| Home Services | LG&E Utility | Miscellaneous services | \$ 3,753 | | | \$ 3,753 |
| Home Services | LCC | Miscellaneous services | \$ 6,831 | | | \$ 6,831 |
| Home Services | Kentucky Utilities | Miscellaneous services | \$ 112 | | | \$ 112 |
| Home Services | LEL | Miscellaneous services | \$ 1,676 | | | \$ 1,676 |
| LEM | LCC | Miscellaneous services | \$ 305,374 | | | \$ 305,374 |
| LEM | LEL | Miscellaneous services | \$ 71 | | | \$ 71 |
| LG&E Power Inc. | LG&E Power Services | Miscellaneous services | \$ 480,651 | | | \$ 480,651 |
| LG&E Power Inc. | LG&E Power Services | Convenience payments | \$ 317 | | | \$ 317 |
| LG&E Power Inc. | LG&E Power Operations Inc. | Labor related | \$ 22,786 | | | \$ 22,786 |
| LG&E Power Inc. | LG&E Power Operations Inc. | Miscellaneous services | \$ 8,126,295 | | | \$ 8,126,295 |
| LG&E Power Inc. | LG&E Power Operations Inc. | Convenience payments | \$ 28,958 | | | \$ 28,958 |
| LG&E Power Inc. | LG&E Power Roanoke Inc. | Convenience payments | \$ 1,602,000 | | | \$ 1,602,000 |
| LG&E Power Inc. | LG&E Power 11 | Miscellaneous services | \$ 8,250 | | | \$ 8,250 |
| LG&E Power Inc. | LG&E Power Gregory IV | Miscellaneous services | \$ 3,468,783 | | | \$ 3,468,783 |
| LG&E Power Inc. | Llano Gathering | Other payments | \$ 150,000 | | | \$ 150,000 |
| LG&E Power Services LLC | LG&E Power Inc. | Other payments | \$ 73 | | | \$ 73 |
| LG&E Power Services LLC | LG&E Power Inc. | Labor related | \$ 23,979 | | | \$ 23,979 |
| LG&E Power Services LLC | LG&E Power Operations | Miscellaneous payments | \$ 1,063 | | | \$ 1,063 |
| LG&E Power Operations | LG&E Power Inc. | Labor related | \$ 2,003 | | | \$ 2,003 |
| LG&E Power Operations | LG&E Power Services | Convenience payments | \$ 2,831 | | | \$ 2,831 |
| LG&E Power Operations | LG&E Power Services | Labor related | \$ 4,679 | | | \$ 4,679 |
| LG&E Power Operations | LG&E Power Roanoke Inc. | Miscellaneous services | \$ 263,312 | | | \$ 263,312 |
| LG&E Power Operations | LG&E Power 16 Inc. | Miscellaneous services | \$ 17,927 | | | \$ 17,927 |
| LG&E Power Operations | Llano Gathering | Convenience payments | \$ 10,791 | | | \$ 10,791 |
| KU Solutions | LEL | Miscellaneous services | \$ 17,058 | | | \$ 17,058 |
| KU Solutions | LCC | Miscellaneous services | \$ 100,799 | | | \$ 100,799 |
| LG&E Power Gregory II | LG&E Power Operations | Miscellaneous services | \$ 25,870 | | | \$ 25,870 |
| LG&E Power Gregory III | LG&E Power Operations | Miscellaneous services | \$ 542 | | | \$ 542 |
| LG&E Power Gregory IV | LG&E Power Operations | Miscellaneous services | \$ 3,477,641 | | | \$ 3,477,641 |
| LG&E Power Gregory I | LG&E Power Operations | Miscellaneous payments | \$ 173,534 | | | \$ 173,534 |
| FSF Minerals Inc. | LCC LLC | Miscellaneous services | \$ 183 | | | \$ 183 |

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 Utility | Home Services | Miscellaneous services | \$ 13 | | | \$ 13 |
| Kentucky Utilities | KU Solutions | Labor related | \$ 52,783 | | | \$ 52,783 |
| Kentucky Utilities | KU Solutions | Convenience payments | \$ 133,167 | | | \$ 133,167 |
| Services Company | LG&E Power Inc. | Miscellaneous services | \$ 1,254,798 | \$ 65,783 | | \$ 1,320,581 |
| Services Company | LEM | Miscellaneous services | \$ 1,215,172 | \$ 347,723 | | \$ 1,562,895 |
| LEL | KUCC Grimes | Miscellaneous services | \$ 9,353 | | | \$ 9,353 |
| LEL | FCD LLC | Miscellaneous services | \$ 54,242 | | | \$ 54,242 |
| LEL | Home Services | Miscellaneous services | \$ 368 | | | \$ 368 |
| LCC | FSF Minerals Inc. | Miscellaneous services | \$ 1,280,206 | | | \$ 1,280,206 |
| LCC | KU Solutions | Miscellaneous services | \$ 100,614 | | | \$ 100,614 |
| LCC | Home Services | Miscellaneous services | \$ 10,049 | | | \$ 10,049 |
| LCC | LCC LLC | Miscellaneous services | \$ 5,245 | | | \$ 5,245 |
| LCC | FCD LLC | Miscellaneous services | \$ 6,066 | | | \$ 6,066 |
| LEL | LEM | Miscellaneous services | \$ 8,474 | | | \$ 8,474 |

Company Names:

| | |
|-----------------------|-------------------------------------|
| LEL | LG&E Energy LLC |
| LCC | LG&E Capital Corp. |
| 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. |
| LG&E Power Operations | LG&E Power Operations Inc. |

Item 4. SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies:

| | | | |
|--|----|----------------|--------|
| Total consolidated capitalization as of September 30, 2004 | \$ | 74,165,352,000 | Line 1 |
| Total capitalization multiplied by 15% (Line 1 multiplied by 0.15) | \$ | 11,124,803,000 | Line 2 |
| Greater of \$50 million or Line 2 | \$ | 11,124,803,000 | 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) | \$ | 4,184,755 |
| Energy-related business Category | Rule 58(b)(1)(v) | (4) | \$ | 820,532,944 |
| Energy-related business Category | Rule 58(b)(1)(vii) | (5) | \$ | 19,976,692 |
| Energy-related business Category | Rule 58(b)(1)(viii) | (6) | \$ | 72,716,486 |
| Energy-related business Category | Rule 58(b)(1)(ix) | (7) | \$ | 6,516,960 |

| | | | |
|------------------------------------|----|-------------|--------|
| Total current aggregate investment | \$ | 923,927,837 | 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)

| | | |
|----|----------------|--------|
| \$ | 10,200,875,163 | 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 redemption.
- (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 |
| | | | \$ 0 |
| Total current aggregate investment | | | \$ 0 |

-
- (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 | Reason for Difference in Other Investment |
|---|---|--|--|
| Gas related businesses | \$ 22,180,312 | \$ 22,298,253 | Changes in intercompany advances from 6/30/04 amounts |
| International investments (Argentine gas distribution and Spanish generation) | \$ 43,068,534 | \$ 43,859,518 | Changes in intercompany advances from 6/30/04 amounts |
| Consumer credit investments (LG&E Credit Corp) | \$ 270,341 | \$ 269,366 | Changes in intercompany advances from 6/30/04 amounts |
| Unregulated generation investments | \$ 83,147,076 | \$ 88,416,157 | Changes in intercompany advances from 6/30/04 amounts. |
| | | 9 | |

Item 6. FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements:

Exhibit A Financial Statements for Reporting Companies.

| | |
|-------|------------------------------------|
| 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 | Gregory Partners, LLC |
| FS-8 | Gregory Power Partners, L.P. |
| FS-9 | LG&E Power Gregory I, Inc. |
| FS-10 | LG&E Power Gregory II, Inc. |
| FS-11 | LG&E Power Gregory III, Inc. |
| FS-12 | LG&E Power Gregory IV, Inc. |
| FS-13 | FSF Minerals Inc. |
| FS-14 | LCC LLC |
| FS-15 | FCD LLC |
| FS-16 | 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

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.

E.ON AG
E.ON US Holding GmbH
E.ON US Investments Corp.
LG&E Energy LLC

Date: November 24, 2004

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

Exhibit B-2

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
211 Sower Boulevard
Frankfurt, KY 40601

Virginia State Corporation Commission
1300 E. Main Street
Richmond, VA 23219

Date: November 24, 2004

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 _____

QuickLinks

Table of Contents

Item 1. ORGANIZATION CHART

Narrative Description of Activities of Each Reporting Company during Period

Item 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

Item 3. ASSOCIATED TRANSACTIONS

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

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

Item 4. SUMMARY OF AGGREGATE INVESTMENT

Item 5. OTHER INVESTMENTS

Item 6. FINANCIAL STATEMENTS AND EXHIBITS

SIGNATURE

Exhibit B-2