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E ON AG
Form U-1/A
October 29, 2004

File No. 70-10196

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT No. 2 to
FORM U-1
APPLICATION
UNDER
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

E.ON AG
E.ON UK Holding GmbH

E.ON-Platz 1
40479 Dusseldorf
Germany

E.ON UK Holding Company Ltd.
Powergen Limited

Westwood Way
Westwood Business Park
Coventry CV4 8LG
United Kingdom

(Name of companies filing this statement and
Addresses of principal executive offices)

E.ON AG
(Name of top registered holding company)

Karl-Heinz Feldmann
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E.ON AG
E.ON-Platz 1
40479 Dusseldorf
Germany
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(Names and addresses of agents for service)

The Commission is also requested to send copies of any communications
in connection with this matter to:

Markian M. W. Melnyk
Serena N. Minott
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
1875 Connecticut Ave., N.W.
Suite 1200

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E.ON AG ("E.ON"), E.ON UK Holding GmbH ("UK Holding"), E.ON UK Holding Company Ltd. ("UK Ltd.") and Powergen Limited ("Powergen") (collectively, the "Applicants") hereby submit this Pre-Effective Amendment Number 2 to amend Item 6 of their Application on Form U-1 as amended and filed with the Securities and Exchange Commission on September 21, 2004 in File No. 70-10196.

Item 6. Exhibits and Financial Statements

A. Exhibits.

- A E.ON Press Release dated May 6, 2003 (previously filed).
- B E.ON Press Release dated August 14, 2003 (previously filed).
- C Opinion of Counsel.

B. Financial Statements.

Not applicable.

SIGNATURE

Pursuant to the Public Utility Holding Company Act of 1935, Applicants have duly caused this Amendment No. 2 to be signed on their behalf by the undersigned thereunto duly authorized.

E.ON AG

By: /s/ Karl-Heinz Feldmann

Name: Karl-Heinz Feldmann
Title: General Counsel, Senior Vice President,
Legal Affairs
Date: October 28, 2004

By: /s/ Michael C. Wilhelm

Name: Michael C. Wilhelm
Title: Senior Vice President, Accountant
Date: October 28, 2004

EXHIBIT INDEX

Exhibit C Opinion of Counsel.

