

Edgar Filing: E ON AG - Form U5S

E ON AG
Form U5S
June 30, 2005

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

Form U5S

ANNUAL REPORT

For the year ended December 31, 2004

Filed pursuant to the Public Utility Holding Company Act of 1935

| | |
|----------------------|----------------------------|
| E.ON AG | E.ON US Investments Corp. |
| E.ON US Holding GmbH | LG&E Energy LLC |
| E.ON-Platz 1 | 220 West Main Street |
| 40479 Dusseldorf | Louisville, Kentucky 40202 |
| Germany | |

(Name and address of each registered holding company in the system)

Table of Contents

| | | |
|----------------|---|----|
| Item 1. | System Companies and Investments Therein as of December 31, 2004.... | 1 |
| Item 2. | Acquisitions or Sales of Utility Assets..... | 2 |
| Item 3. | Issue, Sale, Pledge, Guarantee or Assumption of System Securities...3 | |
| Item 4. | Acquisition, Redemption or Retirement of System Securities..... | 3 |
| Item 5. | Investments in Securities of Nonsystem Companies..... | 4 |
| Item 6. | Officers and Directors..... | 5 |
| Item 7. | Contributions and Public Relations..... | 8 |
| Item 8. | Service, Sales and Construction Contracts..... | 8 |
| Item 9. | Wholesale Generators and Foreign Utility Companies..... | 9 |
| Item 10. | Financial Statements and Exhibits..... | 16 |
| SIGNATURE..... | | 22 |

Item 1. System Companies and Investments Therein as of December 31, 2004

The schedules listed below and included in Exhibit F, respond to Item 1:

Exhibit F, Schedule 1 (a): A table listing E.ON AG ("E.ON") and its subsidiary companies. The table indicates the number of common shares owned, investment in other equity securities, in secured debt and in unsecured debt, if any, and percentage of voting power. The table also denotes the position of the company within the E.ON group of companies.

An expanded version of Exhibit F, Schedule 1 (a), denoted Exhibit F,

Edgar Filing: E ON AG - Form U5S

Schedule 1 (b), is provided under a request for confidential treatment in a format that indicates additional information about the issuer's book value and the owner's book value.

Exhibit F, Schedule 1 (c): A table listing the organization and business of E.ON Group companies.

Exhibit F, Schedule 1 (d): A table listing the subsidiary companies that left the E.ON Group during the reporting period, by merger, sale or liquidation.

Exhibit F, Schedule 1 (e): A table listing the subsidiary companies that were added to the E.ON Group during the reporting period.

Exhibit F, Schedule 1 (f): A table listing the E.ON Group companies that had their names changed during the reporting period.

1

Item 2. Acquisitions or Sales of Utility Assets

Kentucky Utilities Company ("KU") and Louisville Gas and Electric Company ("LG&E") neither sold nor acquired operating units or systems exceeding USD 1 million in 2004. However, the utilities transferred the following additions, which are in excess of USD 1 million, from Construction Work In Progress to existing plant in service.

Kentucky Utilities Company

PLANT IN SERVICE EXCEEDING USD 1 Million

| PROJECT NUMBER | PROJECT NAME | LOCATION | |
|--|---|----------------|--------------|
| 107198 | KU NOX Compliance | Power Plants | USD 205,022, |
| 115470 | TC CT9 KU | Trimble County | USD 31,926, |
| 115472 | TC CT10 KU | Trimble County | USD 31,892, |
| 115466 | TC CT7 KU | Trimble County | USD 31,673, |
| 115468 | TC CT8 KU | Trimble County | USD 31,549, |
| 110450 | Ghent Ash Pond Phase 2 | Ghent | USD 16,148, |
| 116802 | Gemini Project KU | Lexington | USD 10,218, |
| 115474 | TC CT Sub KU | Trimble County | USD 4,391, |
| 114621 | GR4 Generator Stator Review | Green River | USD 1,571, |
| 112973 | BR2 Turbine Controls | Brown | USD 1,183, |
| 114009 | Distribution Operations Hardware Infrastructure | Lexington | USD 1,000, |
| TOTAL ADDITIONS TO PLANT IN SERVICE EXCEEDING USD 1 MILLION | | | USD 366,578, |

Louisville Gas and Electric Company

PLANT IN SERVICE EXCEEDING USD 1 MILLION

| PROJECT NUMBER | PROJECT NAME | LOCATION |
|-------------------|--------------|----------|
|-------------------|--------------|----------|

Edgar Filing: E ON AG - Form U5S

| | | | |
|---------|-----------------------------------|----------------|-------------|
| 107182 | LGE NOX Compliance | Power Plants | USD 144,574 |
| 115469 | TC CT9 LGE | Trimble County | USD 18,656 |
| 115471 | TC CT10 LGE | Trimble County | USD 18,602 |
| 115465 | TC CT7 LGE | Trimble County | USD 18,539 |
| 115467 | TC CT8 LGE | Trimble County | USD 18,443 |
| 111353 | Gemini Project - LGE | Louisville | USD 6,785 |
| 110613 | MC1 Wet Stack Conversion | Mill Creek | USD 6,772 |
| 110616 | MC3 Wet Stack Conversion | Mill Creek | USD 6,192 |
| 116591 | CR5 Pulverizer Replacement | Cane Run | USD 6,189 |
| 116051 | MC3 FGD Wet Stack Outlet Ductwork | Mill Creek | USD 5,742 |
| 114682 | Ohio Falls Redevelopment Ph. 2 | Ohio Falls | USD 4,352 |
| 114687 | CR5 Precipitator Replacement | Cane Run | USD 4,213 |
| 101338 | Ohio Falls Redevelopment Ph. 1 | Ohio Falls | USD 2,945 |
| 115473 | TC CT Substation LGE | Trimble County | USD 2,665 |
| LSMR414 | Large Scale Main Replacement | Louisville | USD 2,288 |

2

| | | | |
|--------|----------------------------------|----------------|-----------|
| 116046 | MC3 'A' Precipitator Upgrade | Mill Creek | USD 2,144 |
| 114665 | MC2 Cooling Tower Piping Repl. | Mill Creek | USD 1,818 |
| 116054 | MC3 FGD Inlet Ductwork | Mill Creek | USD 1,750 |
| 115992 | MC3 Reheat Partial Pendant Repl. | Mill Creek | USD 1,689 |
| 113437 | MC2 Reheater Repl. | Mill Creek | USD 1,622 |
| 100741 | TC SDRS Duct Material | Trimble County | USD 1,302 |
| 115988 | MC4 Superheater | Mill Creek | USD 1,226 |
| 114800 | MC4 Controls Upgrade Ph. 3 | Mill Creek | USD 1,167 |

TOTAL ADDITIONS TO PLANT IN SERVICE
EXCEEDING USD 1 MILLION

USD 279,688

Item 3. Issue, Sale, Pledge, Guarantee or Assumption of System Securities

The schedules listed below and included in Exhibit F, respond to Item 3:

Exhibit F, Schedule 3 (a): Issues of long-term loans dated as of January 1, 2004 - December 31, 2004.

Exhibit F, Schedule 3 (b): Short term loans as of June 30, 2004.

Exhibit F, Schedule 3 (c): Short term loans as of December 31, 2004.

Exhibit F, Schedule 3 (d): Cash current accounts as of June 30, 2004.

Exhibit F, Schedule 3 (e): Cash current accounts as of December 31, 2004.

Exhibit F, Schedule 3 (f): Guarantees.

Exhibit F, Schedule 3 (g): Issuance of equity.

Item 4. Acquisition, Redemption or Retirement of System Securities

Pursuant to shareholder resolutions approved at the annual general meeting of shareholders held on April 28, 2004, E.ON's Board of Management is authorized to buy back up to 10% of E.ON's outstanding share capital through October 28, 2005. As of December 31, 2004, E.ON held a total of 4,374,403 treasury shares

Edgar Filing: E ON AG - Form U5S

having a book value of EUR 256 million in E.ON's consolidated balance sheet (equivalent to 0.6 percent or EUR 11,373,448 of the capital stock). The number of outstanding shares as of December 31, 2004 totaled 659,153,403. During 2004, E.ON purchased 212,135 shares on the open market and distributed 240,754 shares to employees at preferential prices as part of E.ON's stock-based compensation plan and 320 shares as compensation for the shareholders of Gelsenberg AG. An additional 28,472,194 shares of E.ON are held by its subsidiaries. Following the VEBA-VIAG merger, these shares were held in non-consolidated subsidiaries. Following some restructuring in September and October 2002,

3

these shares were held by fully consolidated subsidiaries and therefore qualified as treasury shares according to German law. Treasury shares do not have voting rights.

The schedules listed below and included in Exhibit F, also respond to Item 4.

Exhibit F, Schedule 4 (a): Redemption of long-term loans dated as of January 1, 2004 - December 31, 2004.

Exhibit F, Schedule 4 (b): Acquisition, retirement or redemption of equity.

Item 5. Investments in Securities of Nonsystem Companies

E.ON is authorized to maintain equity investments to fund pension liabilities and nuclear plant decommissioning by the Commission's June 14, 2002 order (Holding Co. Act Release No. 27539). Information with regard to this portfolio of investments is provided below.

As of December 31, 2004, the E.ON Group had pension and nuclear decommissioning liabilities of EUR 22,070,326,615 (USD 29,878,808,171)\1 based on actuarial calculations. The majority of pension provisions and almost all nuclear decommissioning liabilities are held by E.ON Energie. The market value of portfolio investments held by E.ON Energie to fund such obligations as of December 31, 2004 was EUR 8,918,684,015 (USD 12,074,114,419). This amount represents 47 percent of E.ON Energie's pension and nuclear decommissioning liabilities. The assets held to fund the liabilities were composed of 64 percent (EUR 5,693,348,542 (USD 7,707,655,256)) fixed income securities such as commercial paper, notes and bonds, of 35% percent (EUR 3,097,584,828 (USD 4,193,510,340)) common stocks and of 1% (EUR 127,750,645 (USD 172,948,823)) real estate investments as of December 31, 2004.

LG&E Energy LLC and its subsidiary companies (the "LG&E Energy Group") hold certain investments in persons (such as local industrial development authorities) operating in the retail service areas of LG&E and KU. At December 31, 2004, KU carried such investments at an aggregate value of \$500,214.99 in a total of 5 investee persons. The LG&E Energy Group, including LG&E and KU may have a non-substantial quantity of other such investments which are carried at no or immaterial values on their books due to uncertainty or unreliability as to the information regarding such investments.

Investments by LG&E Energy LLC, LG&E and KU in other non-system entities not included in category one of Item 5 are described below:

Edgar Filing: E ON AG - Form U5S

1 Unless otherwise noted, amounts expressed in United States dollars ("USD") are unaudited and have been translated for the convenience of the reader at an exchange rate of USD 1.3538 = EUR 1.00, the Noon Buying Rate of the Federal Reserve Bank of New York on December 31, 2004.

4

| Name of System Company | Name of Issuer | Description of Security | Number of Shares | % of Voting Power | Nature Busine |
|------------------------------|----------------|----------------------------|---------------------|----------------------|------------------|
| ----- | ----- | ----- | ----- | ----- | ----- |
| LG&E | Goldman Sachs | Money Market | 100,000 | | |