

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

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

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## 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-Platz 1**  
**40479 Dusseldorf**  
**Germany**

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**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 <sup>+</sup>                               | (a)                           | 6/16/00              | Germany                       | n/a                                  | Holding Company   |
| E.ON UK Verwaltungs GmbH <sup>+</sup>              | (a)                           | 5/5/00               | Germany                       | 100%                                 | Holding Company   |
| E.ON UK Public Limited Company <sup>+</sup>        | (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 <sup>**</sup> | (a)                           | 12/2/00              | Luxembourg                    | 100%                                 | Holding Company   |
| Powergen US Investments Corp. <sup>***</sup>       | (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<br>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<br>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)<br>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<br>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)<br>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)<br>99% lp(6)                | Indirect Owner of Generation Facilities   |
| LQC LP LLC                      | (a)                           | 3/17/01              | Delaware                      | 33 <sup>1</sup> / <sub>3</sub> %     | 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)<br>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)<br>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.

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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 |
|---------------------------|-------------------------------|----------------------|-------------------------------|--------------------------------------|--------------------|
| 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.

**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              |
| 8  |  |                            |                      |                        |                 |                     |
| LG&E Power Services LLC                  | LG&E Power Inc.                          | Convenience payments       | 1,364                |                        |                 | 1,364               |
|  |  | Labor related              | 5,535                |                        |                 | 5,535               |
| LG&E Power Services LLC                  | LG&E Power Operations Inc.               | Miscellaneous services     | 585,416              |                        |                 | 585,416             |
|  |  | Convenience payments       | 4,627                |                        |                 | 4,627               |
| LG&E Power Services LLC                  | LG&E Power Monroe LLC                    | Labor related              | 23                   |                        |                 | 23                  |
| LG&E Power Services LLC                  | LG&E Southhampton Inc.                   | Miscellaneous services     | 57,500               |                        |                 | 57,500              |
| LG&E Power Services LLC                  | LEM                                      | Miscellaneous services     | 13                   |                        |                 | 13                  |
| LG&E Power Operations                    | LG&E Power Development Inc.              | Miscellaneous services     | 36                   |                        |                 | 36                  |
|  |  | Convenience payments       | 55,656               |                        |                 | 55,656              |
| LG&E Power Operations                    | LG&E Power Engineers & Constructors Inc. | Miscellaneous services     | 4,247                |                        |                 | 4,247               |
| LG&E Power Operations                    | LG&E Power Constructors Inc.             | Miscellaneous services     | 4,355                |                        |                 | 4,355               |
| LG&E Power Operations                    | LG&E Power Services LLC                  | Labor related              | 19,719               |                        |                 | 19,719              |
| LG&E Power Operations                    | LG&E Power Monroe LLC                    | Convenience payments       | 691                  |                        |                 | 691                 |
| LG&E Power Operations                    | LG&E Power 16 Incorporated               | Convenience payments       | 2,200                |                        |                 | 2,200               |
| LG&E Power Operations                    | LG&E Power Roanoke Inc.                  | Convenience payments       | 211,000              |                        |                 | 211,000             |
| LG&E Power Operations                    | LG&E Power 21 Wind Inc.                  | Miscellaneous services     | 23,622               |                        |                 | 23,622              |
|  |  | Miscellaneous services     | 80,935               |                        |                 | 80,935              |

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|                           |                            |                        |           |           |
|---------------------------|----------------------------|------------------------|-----------|-----------|
| LG&E Power Operations     | LG&E Power Gregory IV Inc. |                        |           |           |
| LG&E Power Operations     | LG&E Power Gregory I Inc.  | Miscellaneous services | 4,179,037 | 4,179,037 |
| LG&E Power Operations     | KUCC Development           | Miscellaneous services | 1,000     | 1,000     |
| FSF Minerals Inc.         | LCC                        | Miscellaneous services | 851       | 851       |
| FSF Minerals Inc.         | LEC                        | Miscellaneous services | 2,943     | 2,943     |
| KUCC Ferndale Corporation | LEC                        | Miscellaneous services | 35,820    | 35,820    |
| KU Solutions              | LEC                        | Miscellaneous services | 32,130    | 32,130    |
| KU Solutions              | LCC                        | Miscellaneous services | 77,182    | 77,182    |
| LCC LLC                   | WKEC                       | Miscellaneous services | 7,539     | 7,539     |
| FCD LLC                   | LCC                        | Miscellaneous services | 185,499   | 185,499   |
| FCD LLC                   | WKEC                       | Miscellaneous services | 9,145     | 9,145     |
| FCD LLC                   | LEC                        | Miscellaneous services | 26,662    | 26,662    |
| LG&E Power Gregory I      | LG&E Power Inc.            | Miscellaneous services | 290,080   | 290,080   |
| LG&E Power Gregory II     | LG&E Power Operations Inc. | Miscellaneous services | 717,014   | 717,014   |
| LG&E Power Gregory III    | LG&E Power Operations Inc. | Miscellaneous services | 14,655    | 14,655    |
| LG&E Power Gregory IV     | LG&E Power Inc.            | Miscellaneous services | 5,920     | 5,920     |
| Llano Gathering           | LG&E Power Inc.            | Miscellaneous services | 108       | 108       |
| Llano Gathering           | LG&E Power Services LLC    | Miscellaneous services | 45,963    | 45,963    |
| LEM                       | LCC                        | Miscellaneous services | 226,968   | 226,968   |

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**Part II Transactions Performed by Associate Companies on behalf of Reporting 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 |
|--------------------------------------|--|----------------------------|----------------------|------------------------|-----------------|---------------------|
| LG&E Utility                         | Home Services                            | Miscellaneous services     | 184                  |                        |                 | 184                 |
| LG&E Utility                         | Enertech                                 | Miscellaneous services     | 108                  |                        |                 | 108                 |
| LG&E Utility                         | KU Solutions                             | Miscellaneous services     | 18,670               |                        |                 | 18,670              |
| Kentucky Utilities                   | KU Solutions                             | Labor related              | 51,871               |                        |                 | 51,871              |
| Kentucky Utilities                   | KU Solutions                             | Convenience payments       | 52,151               |                        |                 | 52,151              |
| Kentucky Utilities Services Company  | Home Services                            | Miscellaneous services     | 427                  |                        |                 | 427                 |
| Services Company                     | Enertech                                 | Miscellaneous services     | 1,233,434            | 9                      |                 | 1,233,443           |
| Services Company                     | Home Services                            | Miscellaneous services     | 472,123              |                        |                 | 472,123             |
| Services Company                     | KU Solutions                             | Miscellaneous services     | 233                  |                        |                 | 233                 |
| Services Company                     | FSF Minerals Inc.                        | Miscellaneous services     | 148                  |                        |                 | 148                 |
| Services Company                     | LG&E Power Inc.                          | Miscellaneous services     | 0                    | 50,612                 |                 | 50,612              |
| Services Company                     | LEM                                      | Miscellaneous services     | 3,006,616            | 438,102                |                 | 3,444,718           |
| WKEC                                 | FCD LLC                                  | Miscellaneous services     | 2,020                |                        |                 | 2,020               |
| WKEC                                 | FSF Minerals                             | Miscellaneous services     | 296                  |                        |                 | 296                 |
| LEC                                  | Enertech                                 | Miscellaneous services     | 179,551              |                        |                 | 179,551             |
| LEC                                  | Home Services                            | Miscellaneous services     | 266,859              |                        |                 | 266,859             |
| LEC                                  | KUCC Paris Corporation                   | Miscellaneous services     | 104,241              |                        |                 | 104,241             |
| LEC                                  | KUCC Ferndale Corporation                | Miscellaneous services     | 157,486              |                        |                 | 157,486             |
| LEC                                  | LCC LLC                                  | Miscellaneous services     | 3,328                |                        |                 | 3,328               |
| LEC                                  | LEM                                      | Miscellaneous services     | 70,560               |                        |                 | 70,560              |
| LCC                                  | Enertech                                 | Miscellaneous services     | 833,393              |                        |                 | 833,393             |
| LCC                                  | Home Services                            | Miscellaneous services     | 20,332               |                        |                 | 20,332              |
| LCC                                  | FSF Minerals Inc.                        | Miscellaneous services     | 90,245               |                        |                 | 90,245              |
| LCC                                  | LCC LLC                                  | Miscellaneous services     | 9,988                |                        |                 | 9,988               |
| LCC                                  | FCD LLC                                  | Miscellaneous services     | 51,069               |                        |                 | 51,069              |
| LG&E Power Constructors Inc.         | LG&E Power Inc.                          | Miscellaneous services     | 51,925               |                        |                 | 51,925              |
| LG&E Southampton Inc.                | LG&E Power Inc.                          | Miscellaneous services     | 68,679               |                        |                 | 68,679              |
| LEM                                  | LG&E Power Engineers & Constructors Inc. | Convenience payments       | 12                   |                        |                 | 12                  |
|                                      | LG&E Power Operations                    | Miscellaneous services     | 160                  |                        |                 | 160                 |

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| Reporting Company Rendering Services | Associate Company Receiving Services     | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|--------------------------------------|--|----------------------------|----------------------|------------------------|-----------------|---------------------|
| LG&E Natural Marketing Inc.          |  |                            |                      |                        |                 |                     |
| LG&E Power 5 Inc.                    | LG&E Power Operations Inc.               | Miscellaneous services     | 893,792              |                        |                 | 893,792             |
| LG&E Power Monroe LLC                | LG&E Power Operations                    | Miscellaneous services     | 714                  |                        |                 | 714                 |
| LG&E Power 11 Incorporated           | LG&E Power Inc.                          | Miscellaneous services     | 5,012,590            |                        |                 | 5,012,590           |
| LG&E Power 11 Incorporated           | LG&E Power Engineers & Constructors Inc. | Miscellaneous services     | 517,500              |                        |                 | 517,500             |
| LG&E Altavista Inc.                  | LG&E Power Operations Inc.               | Miscellaneous services     | 8,164                |                        |                 | 8,164               |
| LG&E Hopewell Inc.                   | LG&E Power Operations Inc.               | Miscellaneous services     | 1,111                |                        |                 | 1,111               |
| LG&E Power 16 Incorporated           | LG&E Power Operations                    | Miscellaneous services     | 14,745               |                        |                 | 14,745              |
| LG&E Power 31 Wind Inc.              | LG&E Power Operations                    | Miscellaneous services     | 53,949               |                        |                 | 53,949              |
| LG&E Power Roanoke Inc.              | LG&E Power Operations                    | Miscellaneous services     | 1,392,659            |                        |                 | 1,392,659           |
| LG&E Power 31 Inc.                   | LG&E Power Operations                    | Miscellaneous services     | 2,275                |                        |                 | 2,275               |
| KUCC Paris Corporation               | LG&E Power Operations                    | Miscellaneous services     | 120,000              |                        |                 | 120,000             |

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|                             |                       |                        |         |  |  |         |
|-----------------------------|-----------------------|------------------------|---------|--|--|---------|
| KUCC Ferndale Corporation   | LG&E Power Operations | Miscellaneous services | 438,835 |  |  | 438,835 |
| LG&E Power Development Inc. | LG&E Power Inc.       | Miscellaneous services | 8,515   |  |  | 8,515   |
| LG&E Power Development Inc. | LG&E Power Operations | Miscellaneous services | 6,048   |  |  | 6,048   |
|                             |                       |                        | 73,776  |  |  | 73,776  |

Company Names:

|                       |                                     |
|-----------------------|-------------------------------------|
| LEC                   | LG&E Energy Corp.                   |
| LCC                   | LG&E Capital Corp.                  |
| LG&E Utility          | Louisville Gas and Electric Company |
| Kentucky Utilities    | Kentucky Utilities Company          |
| WKEC                  | Western Kentucky Energy Corp.       |
| Enertech              | LG&E Enertech Inc.                  |
| 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.          |

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**Item 4. SUMMARY OF AGGREGATE INVESTMENT**

Investments in energy-related companies:

|  |    |                 |        |
|--|----|-----------------|--------|
| Total consolidated capitalization as of September 30, 2002         | \$ | 101,339,344,000 | Line 1 |
| Total capitalization multiplied by 15% (Line 1 multiplied by 0.15) | \$ | 15,200,901,600  | Line 2 |
| Greater of \$50 million or Line 2                                  | \$ | 15,200,901,600  | Line 3 |

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|  |    |                       |
|--|----|-----------------------|
| Total current aggregate investment*:<br>(categorized by major line of energy-related business)   |    |                       |
| Energy-related business Category Rule 58(b)(1)(i) (1)  | \$ | 3,576,324             |
| Energy-related business Category Rule 58(b)(1)(iv) (2)   | \$ | 4,513,138             |
| Energy-related business Category Rule 58(b)(1)(v) (3)  | \$ | 815,641,543           |
| Energy-related business Category Rule 58(b)(1)(vii) (4)  | \$ | 9,536,595             |
| Energy-related business Category Rule 58(b)(1)(viii) (5)   | \$ | 282,321,782           |
| Energy-related business Category Rule 58(b)(1)(ix) (6)   | \$ | 6,377,445             |
| <hr/>  |    |                       |
| Total current aggregate investment   | \$ | 1,121,966,827 Line 4  |
| <hr/>  |    |                       |
| 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) |    |                       |
|  | \$ | 14,078,934,773 Line 5 |
| <hr/>  |    |                       |

\* 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)(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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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:<br>(categorized by major line of gas-related business) |    |   |
| Gas-related business Category Rule 58(b)(2)(i) (1)   |    |   |
| Gas-related business Category Rule 58(b)(2)(ii) (2)  | \$ | 0 |
| <hr/>  |    |   |
| Total current aggregate investment   | \$ | 0 |
| <hr/>  |    |   |

- (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**

| <b>Major Line of Energy-Related Business</b>   | <b>Other Investment in Last U-9C-3 Report</b> | <b>Other Investment in this U-9C-3</b> | <b>Reason for Difference in Other Investment</b>   |
|--|---|--|--|
| Gas related businesses   | \$ 22,108,268                                 | \$ 21,149,942                          | Changes in intercompany advances from 06/30 amounts.                                       |
| Pipeline construction investments (CRC Evans and affiliates)   | \$ 128,570,486                                | \$ 125,746,945                         | Changes in intercompany advances from 06/30 amount.  |
| International investments (Argentine gas distribution and Spanish generation)  | \$ 42,170,251                                 | \$ 43,133,741                          | Changes in investment amounts from 06/30 amount.   |
| Consumer credit investments (LG&E Credit Corp)   | \$ 298,303                                    | \$ 293,156                             | Changes in intercompany advances from 06/30 amount.  |
| Investment in development of combustion turbines (LG&E Capital Corp.)  | \$ 290,364,000                                | \$ 291,266,000                         | Change due to additional investments in combustion turbines during the third quarter 2002. |
| Investment in special purpose entities used for accounts receivable securitization programs (Louisville Gas & Electric and Kentucky Utilities) | \$ 52,340,149                                 | \$ 64,269,014                          | Change in payables to associated companies from 06/30 amount.                              |
| Unregulated generation investments   | \$ 11,107,578                                 | \$ 28,580,299                          | Changes in intercompany advances from 06/30 amount.  |

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**Item 6. FINANCIAL STATEMENTS AND EXHIBITS**

## A. Financial Statements:

Exhibit A-1 Financial statements for Reporting Companies for the quarter ended September 30, 2002. (Filed in paper under cover of Form SE; Confidential treatment requested pursuant to Rule 104(b), 17 CFR 250-104(b).)

|      |   |
|------|---|
| FS-1 | LG&E Enertech                               |
| FS-2 | LG&E Home Services                          |
| FS-3 | Hadson Financial (Co. 851)                  |
| FS-4 | LG&E Natural Industrial Marketing (Co. 853) |
| FS-5 | LG&E Natural Canada (Co. 854)               |
| FS-6 | LG&E Natural Marketing Canada (Co. 855)     |

|       |                                       |
|-------|---------------------------------------|
| FS-7  | LG&E Power Inc. consolidated          |
| FS-8  | LG&E Energy Marketing Inc.            |
| FS-9  | KU Solutions                          |
| FS-10 | KUCC Paris Corporation                |
| FS-11 | KUCC Ferndale Corporation             |
| FS-12 | American Power, Inc. (Co. 52)         |
| FS-13 | Llano Gathering Inc. (Co. 930)        |
| FS-14 | Llano Storage Inc. (Co. 931)          |
| FS-15 | LG&E Minor Facilities Inc. (Co. 932)  |
| FS-16 | Power Tex Parent Inc. (Co. 933)       |
| FS-17 | LG&E Crown Inc. (Co. 936)             |
| FS-18 | LG&E Power Engineers and Constructors |
| FS-19 | LG&E Power Services, Inc.             |
| FS-20 | LG&E Power Operations                 |
| FS-21 | Gregory Partners, LLC                 |
| FS-22 | Gregory Power Partners, L.P.          |
| FS-23 | LG&E Power Gregory I, Inc.            |
| FS-24 | LG&E Power Gregory II, Inc.           |
| FS-25 | LG&E Power Gregory III, Inc.          |
| FS-26 | LG&E Power Gregory IV, Inc.           |
| FS-27 | FSF Minerals Inc.                     |
| FS-28 | LCC LLC                               |
| FS-29 | FCD LLC                               |
| FS-30 | 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 company has duly caused this quarterly report to be signed on its behalf by the undersigned officer thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

Date: November 25, 2002

E.ON AG

By: /s/ ULRICH HUEPPE

Name: Ulrich Hueppe  
Title: Executive Vice President

By: /s/ DR. GUNTRAM WUERZBERG

Name: Dr. Guntram Wuerzberg  
Title: Vice President

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**Exhibit B-2**



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**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 25, 2002

E.ON AG

By: /s/ ULRICH HUEPPE

Name: Ulrich Hueppe  
Title: Executive Vice President

By: /s/ DR. GUNTRAM WUERZBERG

Name: Dr. Guntram Wuerzberg  
Title: Vice President

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