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E ON AG  
Form U5S  
June 29, 2004

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

Form U5S

ANNUAL REPORT

For the year ended December 31, 2003

Filed pursuant to the Public Utility Holding Company Act of 1935

E.ON AG  
E.ON US Holding GmbH  
E.ON UK Holding GmbH  
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40479 Dusseldorf  
Germany

E.ON UK Ltd.  
Powergen Ltd.  
53 New Broad Street  
London EC2M 1SL  
United Kingdom

E.ON US Investments Corp.  
220 West Main Street  
Louisville, Kentucky 40202

LG&E Energy LLC  
220 West Main Street  
Louisville, Kentucky 40202

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(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, 2003.....1  
Item 2. Acquisitions or Sales of Utility Assets.....2  
Item 3. Issue, Sale, Pledge, Guarantee or Assumption of System Securities....4  
Item 4. Acquisition, Redemption or Retirement of System Securities.....4  
Item 5. Investments in Securities of Nonsystem Companies.....5  
Item 6. Officers and Directors.....6  
Item 7. Contributions and Public Relations.....9  
Item 8. Service, Sales and Construction Contracts.....9  
Item 9. Wholesale Generators and Foreign Utility Companies.....10  
Item 10. Financial Statements and Exhibits.....14  
SIGNATURE.....20

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### Item 1. System Companies and Investments Therein as of December 31, 2003

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 (except for LG&E Energy LLC and its subsidiary companies (the "LG&E Energy Group"), which are shown on a separate schedule). 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, 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 LG&E Energy 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.

### Item 2. Acquisitions or Sales of Utility Assets

Kentucky Utilities Company and Louisville Gas and Electric Company neither sold nor acquired operating units or systems exceeding \$1 million in 2003. However, the utilities made the following additions to existing plant in service in excess of \$1 million.

Kentucky Utilities Company

PLANT IN SERVICE EXCEEDING \$1 Million

PROJECT NUMBER	PROJECT NAME	LOCATION
113736	Trimble County CT Substation	Trimble County
107104	Lexington Street Light Program	Lexington
109128	Ghent 345 KV Substation	Ghent
112642	Ghent 345/138KV Transformer	Ghent
113422	KRB Graphic User Interface	Lexington
25377	West Cliff 138-69 KV Transformer	West Cliff
110445	Ghent Unit 4 Turbine Buckets	Ghent
109441	Brown CT 11 Turbine Blades	Brown
114155	Green River 3 Generator Rewind	Green River

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TOTAL PLANT IN SERVICE EXCEEDING \$1 MILLION

CONSTRUCTION WORK IN PROCESS

107198	KU NOX Compliance	Power Plants
115466	TC CT7 KU	Trimble County
115468	TC CT8 KU	Trimble County
115470	TC CT9 KU	Trimble County
115472	TC CT10 KU	Trimble County
110450	Ghent Ash Pond Phase 2	Ghent
116802	Gemini Project - KU	Lexington
115474	TC CT Sub KU	Trimble County
113727	TC 5 CT KU	Trimble County
114621	GR4 Stator Rewind	Green River
112973	BR2 Turbine Controls	Brown

TOTAL CWIP EXCEEDING \$1 MILLION

TOTAL KU ADDITIONS EXCEEDING \$1 MILLION

Louisville Gas and Electric Company

PLANT IN SERVICE EXCEEDING \$1 MILLION

NUMBER	DESCRIPTION	LOCATION
110617	Mill Creek Unit 4 Wet Stack Conversion	Mill Creek

2

113421	SEIBEL Graphic User Interface	Broadway Office Complex
111333	Trimble County Unit 1 Boiler Reheater	Trimble County
108695	Cane Run Carbide Lime Mixing Facility	Cane Run
115202	Brown CT 7 Vane	Brown
112456	Mill Creek Unit 4 Partial Reheater	Mill Creek
111353	Gemini - IT integrated solution software	Louisville
108256	Cane Run Unit 6 GSU Transformer	Cane Run
113948	Spare 345/138 KV 450 MVA System Auto Transformer	Cane Run
113734	Trimble County CT Substation Construction	Trimble County
114378	Cane Run Unit 6 Low Pressure Turbine Blade	Cane Run
111325	Trimble County Unit 1 Low Pressure Buckets	Trimble County
112700	Mill Creek Limestone Storage Tank	Mill Creek
112703	Mill Creek Clearwell Water System Upgrade	Mill Creek
113429	Mill Creek Bull Dozer	Mill Creek
113924	Mill Creek Bull Dozer	Mill Creek
111330	Trimble County SDRS Duct	Trimble County
112506	National Turnpike Gas Main	Louisville
114571	Cane Run Unit 6 Generator Rotor Rewind	Cane Run

TOTAL PLANT IN SERVICE EXCEEDING \$1 MILLION

CONSTRUCTION WORK IN PROCESS

107182	LGE NOX Compliance	Power plants
115465	TC CT7	Trimble County
115467	TC CT8	Trimble County

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115469	TC CT9	Trimble County
115471	TC CT10	Trimble County
111353	Gemini Project - LGE	Louisville
110613	MC1 Wet Stack Conversion	Mill Creek
110616	MC3 Wet Stack Conversion	Mill Creek
114682	Ohio Falls - Redevelopment Ph. 2	Ohio Falls
101338	Ohio Falls - Redevelopment	Ohio Falls
116591	CR5 Pulverizer Replacement	Cane Run
115473	TC CT SUB LGE	Trimble County
108835	Repl. Middletown 138/69 KV Transf. 1 & 2	Middletown
116051	MC3 FGD Wet Stack Outlet Ductwork	Mill Creek
113311	Worthington Substation	Worthington
114665	MC2 Cooling Tower Pipe Repl.	Mill Creek
113437	MC2 Reheater Replacement	Mill Creek
114687	CR5 Precipitator Refurbishment	Cane Run
100741	TC SDRS Duct Material	Trimble County
113312	Worthington Sub - Line Work	Worthington
LSMR414	Large Scale Main Repl.	Louisville
115988	MC4 Superheater	Mill Creek

3

114800	MC4 Controls Upgrade Ph.3	Mill Creek
112767	MC Ash Pond Expansion	Mill Creek

TOTAL CWIP EXCEEDING \$1 MILLION

TOTAL LG&E ADDITIONS EXCEEDING \$1 MILLION

### 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, 2003 - December 31, 2003.

Exhibit F, Schedule 3 (b): Short term loans as of June 30, 2003.

Exhibit F, Schedule 3 (c): Short term loans as of December 31, 2003.

Exhibit F, Schedule 3 (d): Cash current accounts as of June 30, 2003.

Exhibit F, Schedule 3 (e): Cash current accounts as of December 31, 2003.

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 30, 2003, E.ON's Board of Management is authorized to buy back up to 10% of E.ON's outstanding share capital through October 30,

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2004. As of December 31, 2003, E.ON held a total of 4,403,342 treasury shares having a book value of EUR 256 million in the Consolidated Balance Sheet (equivalent to 0.6 percent or EUR 11,448,689 of the capital stock). The number of outstanding shares as of December 31, 2003 totaled 656,026,401. During 2003, E.ON purchased 240,969 shares and sold 244,796 shares of treasury stock to employees at preferential prices as part of E.ON's stock-based compensation plan. An additional 31,570,257 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, 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.

Based on information available to E.ON, the Free State of Bavaria ("Bavaria") reduced its stake in E.ON to below 5 percent as of July 16, 2001. As a result of the increase of treasury shares in 2002, following the restructuring, Bavaria's voting interest in E.ON would have

4

increased to above 5 percent again. However, E.ON has no information whether Bavaria has sold any further shares since July 16, 2001.

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, 2003 - December 31, 2003.

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, 2003, the E.ON Group had pension and nuclear decommissioning liabilities of EUR 21,200,475,707 (USD 26,492,114,443) based on actuarial calculations. The majority of the pension provisions and 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, 2003 was EUR 8,114,324,268 (USD 10,139,659,605). This amount represents 42 percent of E.ON Energie's liabilities. The assets held to fund the liabilities were composed of 65 percent (EUR 5,048,110,525 (USD 6,308,118,912)) fixed income securities such as commercial paper, notes and bonds, and 38 percent (EUR 3,066,213,743 (USD 3,831,540,693)) common stocks as of December 31, 2003.

Investments by LG&E Energy LLC, Louisville Gas & Electric Company and Kentucky Utilities Company in other non-system entities not included in category one of Item 5 are described below:

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