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E ON AG  
Form POS AMC  
February 04, 2003

File No. 70-09985

United States Securities and Exchange Commission  
Washington, D.C. 20549

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Post-Effective Amendment No. 2  
to  
Form U-1  
Application/Declaration  
under the  
Public Utility Holding Company Act of 1935  
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E.ON AG  
E.ON-Platz 1  
40479 Dusseldorf  
Germany

Powergen plc  
City Point  
1 Ropemaker Street  
London EC2Y 9HT  
United Kingdom

(Names of companies filing this statement  
and addresses of principal executive offices)

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E.ON AG  
(Name of top registered holding company)  
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Ulrich Hueppe  
General Counsel, Executive Vice President  
Dr. Guntram Wuerzberg  
Vice President General Legal Affairs  
E.ON AG  
E.ON-Platz 1  
40479 Dusseldorf  
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Chris Salame  
Company Secretary  
Powergen plc  
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1 Ropemaker Street  
London EC2Y 9HT  
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Telephone: 011-44-207-826-2742  
Facsimile: 011-44-207-826-2889

(Names and addresses of agents for service)

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

Tia S. Barancik  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
125 West 55th Street  
New York, NY 10019-5389  
Telephone: (212) 424-8455  
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Markian M. W. Melnyk  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
1875 Connecticut Ave., N.W.  
Washington, D.C. 20009-5728  
Telephone: (202) 986-8212  
Facsimile: (202) 986-8102

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This Post-Effective Amendment No. 2 amends Post-Effective Amendment No. 1 to File No. 70-9985 by restating Items 2 and 6 thereof.

\* \* \* \* \*

### Item 2. Fees, Commissions and Expenses

The total fees, commissions, and expenses expected to be incurred in connection with the preparation of this post-effective amendment and the Transfer are estimated to be approximately \$200,000.

\* \* \* \* \*

### Item 6. Exhibits and Financial Statements

#### Exhibit List

#### A. Exhibits

- A-1 Corporate Chart of the E.ON US and UK Chains Prior to the Transfer (filed under Form SE).
- A-2 Corporate Chart of the E.ON US and UK Chains After the Transfer (filed under Form SE).
- B-1 Valuation Report Prepared by Standard & Poor's (confidential treatment requested).
- C-1 Opinion of Counsel.
- D-1 Past-Tense Opinion of Counsel.\*

(\* ) To be filed by amendment.

#### B. Financial Statements

None.

\* \* \* \* \*

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### SIGNATURES

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Applicants have duly caused this Amendment to be signed on their behalf by the undersigned thereunto duly authorized on the dates indicated. The signature of the Applicants and of the persons on their behalf are restricted to the information contained in this application which is pertinent to the application of the respective companies.

E.ON AG

By: /s/ Dr. Guntram Wurzberg

By: /s/ Dr. Patrick Wolff

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Name: Dr. Guntram Wurzburg  
Title: Vice President General Legal Affairs

Name: Dr. Patrick Wolff  
Title: General Legal Affairs

Date: February 3, 2003

Date: February 3, 2003

Powergen plc

By: /s/ Dr. Guntram Wurzburg

Name: Dr. Guntram Wurzburg  
Title: Vice President General Legal Affairs,  
E.ON AG

Date: February 3, 2003

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Exhibit Index

Exhibit	Description
C-1	Opinion of Counsel

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