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E ON AG  
Form U5B  
September 27, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM U5B

JOINT REGISTRATION STATEMENT

Filed Under Section 5 of

The Public Utility Holding Company Act of 1935

E.ON AG

E.ON US Verwaltungs GmbH

E.ON UK Verwaltungs GmbH

E.ON UK plc

(Name of Registrants)

(Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed)

Ulrich Hueppe  
General Counsel, Executive Vice President  
Dr. Guntram Wuerzberg  
Vice President General Legal Affairs  
E.ON AG  
E.ON-Platz 1  
40479 Dusseldorf  
Germany

The responses of Registrants to the Items and Exhibit requirements of Form U5B included in this Joint Registration Statement have been modified from the requirements of Form U5B in accordance with a memorandum from E.ON AG to the Staff of the Securities and Exchange Commission, dated July 12, 2002 (the "Form U5B Memo"). Unless otherwise noted, the information provided in response to the Items and Exhibit requirements of this Form will be as of December 31, 2001.

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REGISTRATION STATEMENT

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The undersigned holding companies hereby submit this Joint Registration Statement to the Securities and Exchange Commission pursuant to Section 5 of the Public Utility Holding Act of 1935.

### ITEM 1: NAME OF REGISTRANTS

- (a) E.ON AG
- (b) E.ON US Verwaltungs GmbH
- (c) E.ON UK Verwaltungs GmbH
- (d) E.ON UK plc

### ITEM 2: ADDRESS OF PRINCIPAL EXECUTIVE OFFICES

E.ON AG, E.ON US Verwaltungs GmbH and E.ON UK Verwaltungs GmbH are located at:

E.ON Platz 1  
40479 Dusseldorf  
Germany.

E.ON UK plc is located at:

City Point  
1 Ropemaker Street  
London EC2Y 9HT  
Great Britain.

### ITEM 3: NAME AND ADDRESS OF CHIEF ACCOUNTING OFFICER

Michael C. Wilhelm  
Senior Vice President, Accounting  
E.ON AG  
E.ON-Platz 1  
40479 Dusseldorf  
Germany

### ITEM 4: CERTAIN INFORMATION AS TO THE REGISTRANT AND EACH SUBSIDIARY COMPANY THEREOF

See Exhibit I hereto.

### ITEM 5: BUSINESS

In response to Item 5, Registrants incorporate by reference the Application of E.ON AG ("E.ON") on Form U-1A, SEC File No. 70-9961 (filed June 11, 2002) (summarizing business activities of E.ON and its subsidiaries) and Exhibits G-1, G-2.2 and G-2.3, thereto.

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### ITEM 6: PROPERTY

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In response to Item 6, Registrants incorporate by reference the following information:

- o Item 4 of the Annual Report of E.ON AG filed on Form 20-F (filed March 21, 2002) (describing E.ON's principal plants, properties and assets), attached hereto as Exhibit F pp. 7-67.
- o The Application of E.ON AG filed on Form U-1A, SEC File No. 70-9961 (filed June 11, 2002) (describing E.ON's principal business units).
- o The Notification of Foreign Utility Company Status of E.ON Energie filed on Form U-57, SEC File No. 073-00236 (filed June 27, 2002) (describing E.ON Energie's operations and assets).
- o Item 6 of the Registration Statement of Powergen plc filed on Form U5B, SEC File No. 001-13620 (filed March 9, 2001).
- o Items 2 and 9 of the Annual Report of Powergen plc filed on Form U5S, SEC File No. 030-00346 (filed May 1, 2002).

### ITEM 7: INTERSTATE TRANSACTIONS

In response to Item 7, Registrants incorporate by reference the following information:

- o Item 7 of the Registration Statement of Powergen plc filed on Form U5B, SEC File No. 001-13620 (filed March 9, 2001).

Registrants also refer to Exhibit G hereto, FERC Form 1 filed by Kentucky Utilities Company for the year ended December 31, 2001 and FERC Forms 1 and 2 filed by Louisville Gas & Electric Company for the year ended December 31, 2001.

### ITEM 8: SECURITIES OUTSTANDING

In response to Item 8, with respect to Powergen plc and its direct and indirect subsidiary companies (the "Powergen Group"), Registrants incorporate by reference the following information:

- o Item 8 of the Registration Statement of Powergen plc filed on Form U5B, SEC File No. 001-13620 (filed March 9, 2001).
- o Items 1, 3 and 4 of the Annual Report of Powergen plc filed on Form U5S, SEC File No. 030-00346 (filed May 1, 2002).

In response to Item 8, with respect to E.ON and its direct and indirect subsidiary companies (the "E.ON Group"), but excluding the Powergen Group, E.ON has provided information about:

- i. The Registrants;
- ii. E.ON's first-tier subsidiaries (excludes any such first tier subsidiaries to be divested by E.ON and for which a definitive sale agreement has been signed on the date of this form); and

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iii. the most significant (material) second-tier subsidiaries which E.ON is not otherwise required to divest, ranked according to Internal Operating Profit (excludes those which E.ON will divest and for which a definitive sale agreement has been signed on the date of this form).

Collectively, the companies listed in i, ii and iii are the "Reporting Companies."

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ITEM 8(a): Funded Debt

(A)	(B)	(C)	(D)	(E)
Name of Obligor	Title of Issue		Amount Authorized	
			EUR	US \$*
Viterra AG	Mortgage Loan	HVB Real Estate Bank AG	50,036,251	44,096,948
Viterra AG	Mortgage Loan	Hypo Vereinsbank AG	679,182	598,563
Viterra AG	Mortgage Loan	Eurohypo AG	1,374,557	1,211,397
Viterra AG	Mortgage Loan	WestLB	55,906,977	49,270,819
Viterra AG	Mortgage Loan	Aareal Bank AG	6,770,422	5,966,773
Viterra AG	Mortgage Loan	Rhein.Hypobank AG	90,395,568	79,665,614
Viterra AG	Mortgage Loan	Allgemeine HypothekenBank AG	1,923,173	1,694,893
Viterra AG	Mortgage Loan	HVB Real Estate Bank AG	23,123,891	20,379,085
Viterra AG	Mortgage Loan	Rhein.Hypobank AG	1,848,320	1,628,925
Viterra AG	Mortgage Loan	L-Bank	8,180,670	7,209,625
Viterra AG	Mortgage Loan	Sparkasse Bochum	130,816	115,288
Viterra AG	Mortgage Loan	Eurohypo AG	2,972,245	2,619,439
Viterra AG	Mortgage Loan	Dtsch Genossensch Hyp-Bk	255,646	225,301
Viterra AG	Mortgage Loan	Deutsche Hypothekenbank AG	7,212,038	6,355,969

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Viterra AG	Mortgage Loan	Deutsche Hypothekenbank AG	4,027,037	3,549,028
Viterra AG	Mortgage Loan	Wohnungsbau Forderungsanstalt NRW	548,750	483,614
Viterra AG	Mortgage Loan	Hypo Vereinsbank AG	35,325,569	31,132,424
Viterra AG	Mortgage Loan	Eurohypo AG	860,504	758,362
Viterra AG	Mortgage Loan	Muenchener Hypoth.-Bank AG	426,417	375,802
Viterra AG	Mortgage Loan	HVB Real Estate Bank AG	56,979,937	50,216,419
Viterra AG	Mortgage Loan	Deutsche Bausparkasse Badenia AG	1,775,823	1,565,033
Viterra AG	Mortgage Loan	Deutscher Ring Bausparkasse AG	1,413,818	1,245,997
Viterra AG	Mortgage Loan	Wohn-Bauf-Anst NRW Rhld	67,279,936	59,293,808
Viterra AG	Mortgage Loan	Wohn-Bauf-Anst NRW Westf	291,521,903	256,918,253
Viterra AG	Mortgage Loan	Westd Landesbk Treuh St	130,271,004	114,807,836
Viterra AG	Mortgage Loan	Westd Landesbk Treuh St	1,372,512	1,209,595
Viterra AG	Mortgage Loan	Westd.Gen.-Zentralbank eG	207,636	182,989
Viterra AG	Mortgage Loan	Allianz Dresdner Bauspar AG	3,030,726	2,670,979

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Viterra AG	Mortgage Loan	Allgem Hypothekenbank AG	43,901,362	38,690,270
Viterra AG	Mortgage Loan	Westfaelische Hypo-Bank AG	1,378,954	1,215,272
Viterra AG	Mortgage Loan	SEB AG	1,934,418	1,704,802
Viterra AG	Mortgage Loan	Westfalenbank AG	122,710	108,144
Viterra AG	Mortgage Loan	DGZ-DekaBank	169,749	149,600
Viterra AG	Mortgage Loan	Landestreuhandstelle Hannover	5,767,495	5,082,893
Viterra AG	Mortgage Loan	Allianz Lebensvers AG	26,038,255	22,947,514
Viterra AG	Mortgage Loan	Hannoversche Lebensvers. AG	214,231	188,802

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Viterra AG	Mortgage Loan	Volksfuersorge AG	1,116,303	983,797
Viterra AG	Mortgage Loan	Stadt Bochum	96,634	85,164
Viterra AG	Mortgage Loan	Stadt Essen	536,294	472,636
Viterra AG	Mortgage Loan	Stadtverwaltung Gelsenkirchen	122,710	108,144
Viterra AG	Mortgage Loan	Stadtverwaltung Castrop-Rauxel	119,351	105,184
Viterra AG	Mortgage Loan	Stadtverwaltung Dusseldorf	122,710	108,144
Viterra AG	Mortgage Loan	Stadtverwaltung Herne	233,119	205,448
Viterra AG	Mortgage Loan	Stadtverwaltung Schwerte	119,642	105,441
Viterra AG	Mortgage Loan	Victoria Lebensvers AG	1,933,604	1,704,085
Viterra AG	Mortgage Loan	ThyssenKrupp Wohnimmob. GmbH	7,482,044	6,593,926
Viterra AG	Mortgage Loan	Stadtkammerei 20	5,930,837	5,226,846
Viterra AG	Mortgage Loan	Provinzial Feuervers.	105,979	93,399
Viterra AG	Mortgage Loan	Hamburg Mannheimer Vers. AG	20,345,210	17,930,234
Viterra AG	Mortgage Loan	Stadt Velbert	237,356	209,182
Viterra AG	Mortgage Loan	Volkswohl Bund Lebensvers. AG	168,726	148,699
Viterra AG	Mortgage Loan	Dortmunder Stadtwerke AG	49,084	43,258
Viterra AG	Mortgage Loan	Karlsruher Lebensvers.AG	1,536,483	1,354,103
Viterra AG	Mortgage Loan	IDUNA Vereinigte Lebensversicherung AG	3,578,532	3,153,760
Viterra AG	Mortgage Loan	Versorgungsanstalt d.Bundes	3,200,432	2,820,540
Viterra AG	Mortgage Loan	Stuebbecke	5,113	4,506
Viterra AG	Mortgage Loan	Scheidemantel,Ehel.	5,113	4,506
Viterra AG	Mortgage Loan	Marschner,Ehel.	5,113	4,506
Viterra AG	Mortgage Loan	Hamborner AG	250,738	220,975
Viterra AG	Mortgage Loan	Mannesmannroehren	721,461	635,824
Viterra AG	Mortgage Loan	FPB Holding GmbH & Co. KG	27,840	24,535
Viterra AG	Mortgage Loan	Krupp Hoesch Stahl AG	266,620	234,973
Viterra AG	Mortgage Loan	Saint-Gobain PAM GmbH &	1,497,213	1,319,494

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Co. KG

Viterra AG	Mortgage Loan	ThyssenKrupp Automotive	345,071	304,111
Viterra AG	Mortgage Loan	Rheinkalk GmbH & Co. KG	131,571	115,954
Viterra AG	Mortgage Loan	Kueppersbusch AG	41,415	36,499
Viterra AG	Mortgage Loan	Deutsche Steinkohle AG	5,299,131	4,670,124
Viterra AG	Mortgage Loan	Krupp Hoesch Stahl AG	11,341,711	9,995,450

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Viterra AG	Mortgage Loan	Krupp Hoesch Stahl AG	639,982	564,016
Viterra AG	Mortgage Loan	BAYERNOIL Raffineriegesellschaft mbH	194,342	171,274
Viterra AG	Mortgage Loan	Thyssen Draht AG	51,129	45,060
Viterra AG	Mortgage Loan	Ruhrgas AG	115,552	101,836
Viterra AG	Mortgage Loan	Thyssen Krupp Wohnimmob	598,723	527,654
Viterra AG	Mortgage Loan	Fr. u. H. Luling GmbH & Co. KG	46,016	40,554
Viterra AG	Mortgage Loan	Schreck-Mieves KG	12,271	10,814
Viterra AG	Mortgage Loan	Hoesch Hohenlimburg GmbH	1,112,020	980,023
Viterra AG	Mortgage Loan	Hoesch Rothe Erde GmbH	250,380	220,660
Viterra AG	Mortgage Loan	Nedschroef Altena GmbH	190,712	168,074
Viterra AG	Mortgage Loan	Thyssen Krupp Wohnimmob	3,568,821	3,145,202
Viterra AG	Mortgage Loan	Deutsche Steinkohle AG	11,158,945	9,834,379
Viterra AG	Mortgage Loan	Deutsche Steinkohle AG	756,712	666,890
Viterra AG	Mortgage Loan	Stahlwerke Bremen GmbH	555,135	489,241
Viterra AG	Mortgage Loan	Ruetgerswerke AG	502,191	442,581
Viterra AG	Mortgage Loan	Schering AG	1,260,437	1,110,823
Viterra AG	Mortgage Loan	RWE Net AG	99,191	87,417
Viterra AG	Mortgage Loan	RBZ Freiburg	198,853	175,249
Viterra AG	Mortgage Loan	Deutsche Steinkohle AG	1,935,547	1,705,797
Viterra AG	Mortgage Loan	Krupp Uhde GmbH	42,949	37,851

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Viterra AG	Mortgage Loan	Kloeckner Werke AG	2,432,691	2,143,931
Viterra AG	Mortgage Loan	Dtmdr Actien-Brauerei	16,873	14,870
Viterra AG	Mortgage Loan	Siemens AG, PGI	1,631,812	1,438,116
Viterra AG	Mortgage Loan	Guano-Werke GmbH	12,066	10,634
Viterra AG	Mortgage Loan	Kreiskirchenkasse Dtmd.	3,579	3,154
Viterra AG	Mortgage Loan	Thyssen-Krupp Industries AG	71,581	63,084
Viterra AG	Mortgage Loan	Landschverb.W.Lippe Liegensch.	29,144	25,684
Viterra AG	Mortgage Loan	Stadt Kamen	11,504	10,139
Viterra AG	Mortgage Loan	Demag Cranes & Components GmbH	190,456	167,849
Viterra AG	Mortgage Loan	Cierlitzki	7,669	6,759
Viterra AG	Mortgage Loan	Greitschuss	2,642	2,329
Viterra AG	Mortgage Loan	Schulte-Naehring	372,933	328,666
Viterra AG	Mortgage Loan	Thyssen Schachtbau	2,743	2,417
Viterra AG	Mortgage Loan	Vereinigte Kirchenkreise	7,158	6,308
EON KRAFTWERKE GmbH		West LB Abw-Beh. Datten	1,799,747	1,586,117
EON KRAFTWERKE GmbH		West LB Abw-Beh. Knepper	1,073,713	946,263
EON KRAFTWERKE GmbH		West LB Abw-Beh. Shamrock	1,073,713	946,263

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ITEM 8(b): Capital Stock

(A)	(B)	(C)	(D)	(E)	(F)
Name of Issuer	Title of Issue	Amount Authorized by Charter	Amount Reserved for Options, Warrants, Conversions and Other	Additional Amount Unissued	



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		Rights			Shares
E.ON AG	Common Stock	2,384,592,201 EUR	510,392,201 EUR	75,000,000 EUR	692,000,000
AV Packaging GmbH	Stated share capital	102,000 EUR	-	-	13
CCA Holding Inc.	Common Stock, \$1.00 stated value	3,000 US \$	-	2,700 US \$	300
CC Metals & Alloys Inc.	Common Stock, \$100 par value	1,000 US \$	-	-	1,000
Chemie-Verwaltungs AG	Registered Stock	230,081,347 EUR	-	-	4,500,000
E.ON Funfte Verwaltungs-Gesellschaft mbH	Stated share capital	35,000 EUR	-	-	2
E.ON International Finance B.V.	Registered Stock, EUR 100 par value	1,100,000 EUR	-	900,000 EUR	200
E.ON Montan GmbH	Established in 2002	-	-	-	-
E.ON Neunte Vermögens-verwaltungs-gesellschaft mbH	Established in 2002	-	-	-	-
E.ON North America Inc.	Common stock, \$10.00 stated value	20,000 US \$	-	15,600	4,400
Fidelia Corporation	Common stock, \$1.00 par value	1,000 US \$	-	900 US \$	100

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VEBA Electronics LLC	Common Shares, \$0.001	1,000 US \$	-	-	1,000
E.ON Risk Consulting GmbH	Stated share capital	716,000 EUR	-	-	5
EAVV Energie Assekuranz Versicherungs Vermittlungs GmbH	Stated share capital	51,129 EUR	-	-	3

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Hamburger Hof Versicherungs- Aktien- gesellschaft	Registered stock, EUR 511.29 par value	1,022,584 EUR	-	-	2,000
Junge & Co. Versicherungs- makler GmbH	Stated share capital	204,517 EUR	-	-	4
Montan GmbH Assekuranz Makler	Stated share capital	184,150 EUR	-	-	7
E.ON UK Verwaltungs GmbH	Stated share capital	25,000 EUR	-	-	1
E.ON UK plc	Common stock, 1 GBP par value	1,000,000,000 GBP	-	-	1,000,000,
E.ON US Verwaltungs GmbH	Stated share capital	25,000 EUR	-	-	1
E.ON Venture Partners GmbH	Stated share capital	30,000 EUR	-	-	1
E.ON Venture 1. Verwaltungs- gesellschaft	Stated share capital	25,000 EUR	-	-	1

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E.ON Vermögens- anlage GmbH	Stated share capital	34,767,848 EUR	-	-	3
E.ON Zehnte Verwaltungs- gesellschaft mbH, former VAGO Funfte Vermögens- verwaltungs GmbH	Stated share capital	25,000 EUR	-	-	1
EBV Verwaltungs GmbH	Stated share capital	26,038,500 EUR	-	-	7
ERKA Vermögens- verwaltungs- gesellschaft mbH	Stated share capital	6,500,000 DEM	-	-	1
Gesellschaft für Energiebeteiligung mbH	Stated share capital	14,575,960 EUR	-	-	4
Gewerkschaft Morgengluck GmbH	Stated share capital	219,856 EUR	-	-	1
HIBERNIA	Stated share	25,565 EUR	-	-	1

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Industriewerte GmbH	capital				
Hibernia Industriewerte GmbH & Co. KG, Humboldt-Verwaltungs-gebaude Mulheim	Capital share	230,081 EUR	-	-	2
Hibernia Industriewerte GmbH & Co. oHG	Capital share	7,158,086 EUR	-	-	2
ILSE Feldesbesitz GmbH	Stated share capital	25,565 EUR	-	-	2

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Induboden GmbH	Stated share capital	13,702,662 EUR	-	-	13
Induboden GmbH & Co. Grundstucks-gesellschaft	Capital share	23,178,889 EUR	-	-	2
Induboden GmbH & Co. Industriewerte	Capital share	5,505,142 EUR	-	-	2
Indupark Grundstucks-verwertung GmbH	Stated share capital	2,045,168 EUR	-	-	2
Initiativkreis Ruhrgebiet Verwaltungs GmbH	Stated share capital	51,129 EUR	-	-	3
Montan-Verwaltungs-gesellschaft mbH	Stated share capital	51,129 EUR	-	-	2
NFK Finanzkontor Beteiligungs GmbH	Stated share capital	50,000 EUR	-	-	1
RHI AG	Common stock	144,764,569 EUR	-	-	19,920,039
Start Center Dusseldorf GmbH	Stated share capital	25,000 EUR	-	-	2
Stinnes Vermögens-verwaltungs-Aktiengesellschaft	Common Stock, no par value	165,300,665 EUR	-	-	3,233,000
VBB VIAG-Bayernwerk-Beteiligungs-gesellschaft mbH	Stated share capital	232,637,806 EUR	-	-	2

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VEBA Electronics GmbH	Stated share capital	51,129,188 EUR	-	-	1
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VEBA Electronics Beteiligungs GmbH	Stated share capital	66,467,945 EUR	-	-	1
VEBA Investments Ltd.	Share capital	1,000,000,000 GBP	-	861,999,999	138,000,000
VEBA Funding Inc.	Common Stock, \$ 1.00 par value	10,000 US \$	-	-	10,000
VEBA Zweite Verwaltungsgesellschaft mbH	Stated share capital	25,565 EUR	-	-	1
Vereinigung der Gesellschafter der Indupark GbR	Partnership interest	-	-	-	-
E.ON Telecom GmbH	Nominal capital	128,000,000 EUR	-	-	2
BOUYGUES TELECOM S.A.	Share capital, par value 15.24 EUR	560,679,600 EUR	-	-	36,790,000
VEBA Telecom Beteiligungs-GmbH	Nominal capital	25,565 EUR	-	-	1
VEBA Telecom Verwaltungsgesellschaft mbH	Stated share capital	25,565 EUR	-	-	1
VR Telecommunications Geschäftsführungs-GmbH	Stated share capital	61,355 EUR	-	-	1
VR Telecommunications Holding GmbH	Stated share capital	97,452 EUR	-	-	2

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VEBA Telecom Management GmbH	Stated share capital	25,565 EUR	-	-	1
VR Telecommun-	Stated share	26,000 EUR	-	-	4

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ication Beteiligungs- Verwaltungs GmbH	capital				
VR Telecommun- ication Beteiligungs- Verwaltungs GmbH & Co. KG	Capital share	650,000 EUR	-	-	2
VIAG Telecom AG	Common stock, EUR 1.00 par valus	9,050,000 EUR	-	-	9,050,000
VIAG Telecom Beteiligungs GmbH	Stated share capital	255,646 EUR	-	-	2
NFK Finanzkontor GmbH & Co.KG	Capital share	2,000,000 EUR	-	-	-
VIAG Connect Beteiligungs Ges.m.b.H.	Stated share capital	500,000 ATS	-	-	2
VIAG Connect Gesellschaft fur Telekommun- ikation Ges.m.b.H.	Stated share capital	500,000 ATS	-	-	2
VIAG Telecom Connect zweite Beteiligungs Ges.m.b.H.	Stated share capital	8,481,440 ATS	-	-	2
Viterra AG	Common stock	182,000,000 EUR	-	-	70,000,000

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E.ON Energie AG	Subscribed capital	1,321,639,356 EUR	-	-	1,321,639,
AVACON Beteiligungs- gesellschaft	Subscribed capital	25,564,594 EUR	-	-	500,000
E.DIS Aktiengesell- schaft	Subscribed capital	200,000,000 EUR	-	-	175,000,00
E.ON Bayern AG	Subscribed capital	314,874,921 EUR	-	-	307,920,90
E.ON Kernkraft GmbH	Subscribed capital	110,000,000 EUR	-	-	110,000

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E.ON Kraftwerke GmbH	Subscribed capital	107,609,050 EUR	-	-	1,002,010
E.ON Netz GmbH	Subscribed capital	149,008,950 EUR	-	-	110,000
E.ON Sales & Trading GmbH	Subscribed capital	11,100,000 EUR	-	-	111,000
E.ON Scandinavia AB	Subscribed capital	10,000,000 SEK	-	-	10,000
E.ON Wasserkraft GmbH	Subscribed capital	172,882,000 EUR	-	-	172,882,000
Schleswig Aktiengesellschaft	Subscribed capital	150,000,000 EUR	-	-	1,500,000
EURO - USD Exchange Rate		0.8813			
SEK - USD Exchange Rate		0.09541			
USD-GBP Exchange Rate		1.4483			

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ITEM 8(c): Contingent Liabilities

(A)	(B)	(C)	(D)	(E)
Guarantor	Subsidiary	Date	Beneficiary	Purpose
E.ON AG	E.ON Benelux Generation n.v.	Aug. 1, 2000	ABN AMRO Beheer Beleggingsfondsen B.V.	Loan facility
E.ON AG	Stanhope Services GmbH	Oct. 15, 2001	BHF-Bank Aktiengesellschaft	Loan facility
E.ON AG	Klockner & Co.	Oct. 15, 2001	BHF-Bank Aktiengesellschaft	Loan facility
E.ON AG	VIAG Connect Beteiligungs GmbH	Oct. 22, 2001	WestLB	Shareholder contribution

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E.ON AG	VIAG Connect Gesellschaft fur Telekommunikation GmbH	Oct. 22, 2001	WestLB	Shareholder contribution
E.ON AG	VIAG Telecom Connect zweite Beteiligungs GmbH	Oct. 22, 2001	WestLB	Shareholder contribution
Viterra	Viterra Baupartner AG	June 23, 1998	Deutsche Bank AG, Frankfurt	Letter of comfort for a bank loan
E.ON Energie AG	E.ON Trading GmbH1	Dec. 20, 2000	Deutsche Bank AG	Guarantee
E.ON Energie AG	E.ON Trading GmbH	March 1, 2001	Deutsche Bank AG	pledge of securities

1 E.ON Trading GmbH and E.ON Vertrieb GmbH merged to form E.ON Sales & Trading GmbH on January 1, .2002.

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### ITEM 8(d): Other Securities

None.

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### ITEM 9: INVESTMENTS IN SYSTEM SECURITIES

The response to Item 9 is limited to the Reporting Companies.

(A)	(B)	(C)	(D)	(E)	(F)	(G)
Acquiring Company	Issuing Company	Type of Security	Number of Shares or Units Held by Acquirer in %	Principal Amount (if applicable)	Par value (per unit or share if applicable)	Original Cost

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E.ON Telecom GmbH

BOUYGUES TELECOM S.A.	Common Stock	17.50	N.A.	N.A.	N.A.
VEBA Telecom Beteiligungs-GmbH	Membership interest	100.00	N.A.	N.A.	N.A.
VEBA Telecom Verwaltungs-gesellschaft mbH	Membership interest	100.00	N.A.	N.A.	N.A.
VR Telecommunications Geschäftsführungs-GmbH	Membership interest	51.25	N.A.	N.A.	N.A.
VR Telecommunications Holding GmbH (in liquidation)	Membership interest	50.00	N.A.	N.A.	N.A.

VEBA Telecom Management GmbH

VR Telecommunication Beteiligungs-Verwaltungs GmbH	Membership Interest	51.25	N.A.	N.A.	N.A.
VR Telecommunication Beteiligungs-Verwaltungs GmbH & Co. KG	Partnership interest	51.25	N.A.	N.A.	N.A.

VR Telecommunication Beteiligungs-Verwaltungs GmbH & Co. KG

VR Telecommunications International GmbH	Membership Interest	100.00	N.A.	N.A.	N.A.
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VR Telecommunications International GmbH

VEBACOM Holdings Inc. (in liquidation)	Common Stock	100.00	N.A.	N.A.	N.A.
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VIAG Telecom Beteiligungs GmbH

VIAG Telecom Connect zweite Beteiligungs Ges.m.b.H.	Membership Interest	63.40	N.A.	N.A.	N.A.
VIAG Connect Ges. für Telekommunikation mbH	Membership Interest	100.00	N.A.	N.A.	N.A.
VIAG Connect Beteiligungsges. mbH	Membership Interest	100.00	N.A.	N.A.	N.A.



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VIAG Connect Ges. für  
Telekommunikation m.b.H.

VIAG Telecom Connect zweite Beteiligungs Ges.m.b.H.	Membership Interest	36.60	N.A.	N.A.	N.A.
Connect Austria Gesellschaft für Telekommunikation m.b.H.	Membership Interest	20.00	N.A.	N.A.	N.A.

VIAG Telecom Connect zweite Beteiligungs  
Ges.m.b.H.

Connect Austria Gesellschaft für Telekommunikation m.b.H.	Membership Interest	20.10	N.A.	N.A.	N.A.
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VIAG Connect Beteiligungsges. mbH

Connect Austria Gesellschaft für Telekommunikation m.b.H.	Membership Interest	10.00	N.A.	N.A.	N.A.
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E.ON Risk Consulting GmbH

EAVV Energie Assekuranz Versicherungs Vermittlungs GmbH	Membership Interest	20.00	N.A.	N.A.	N.A.
Hamburger Hof Versicherungs AG	Membership Interest	100.00	N.A.	N.A.	N.A.
Junge & Co. Versicherungsmakler GmbH	Membership Interest	100.00	N.A.	N.A.	N.A.
Montan GmbH Assekuranz Makler	Membership Interest	41.50	N.A.	N.A.	N.A.

Junge & Co. Versicherungsmakler GmbH

Gunter Lubsen GmbH	Membership Interest	100.00	N.A.	N.A.	N.A.
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E.ON UK Verwaltungs GmbH

E.ON UK plc.	Membership Interest	100.00	N.A.	N.A.	N.A.
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 VEBA Electronics Beteiligungs GmbH

VEBA Electronics UK PLC	Membership Interest	100.00	N.A.	N.A.	N.A.
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VEBA Electronics US-Holding GmbH	Membership Interest	57.50	N.A.	N.A.	N.A.
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 VEBA Electronics GmbH

VEBA Electronics Beteiligungs GmbH	Membership Interest	100.00	N.A.	N.A.	N.A.
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VEBA Investment Ltd.	Membership Interest	100.00	N.A.	N.A.	N.A.
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 VEBA Electronics UK PLC

Raab Karcher Electronic Systems PLC	Membership Interest	100.00	N.A.	N.A.	N.A.
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 Raab Karcher Electronic Systems PLC

Pragma Ltd.	Membership Interest	100.00	N.A.	N.A.	N.A.
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Thame Power Ltd.	Membership Interest	100.00	N.A.	N.A.	N.A.
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 VEBA Investment Ltd.

VEBA Electronics US-Holding GmbH	Membership Interest	42.50	N.A.	N.A.	0
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 Viterra Wohnungsgesellschaft II mbH

Wohnungsgesellschaft Huls mbH	Membership Interest	98.00	N.A.	N.A.	N.A.
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 Wohnungsgesellschaft Huls mbH

BSB Bewirtschaftungs- und Servicegesellschaft des wohnungswirtschaftlichen Bildungszentrums Bochum	Membership Interest	0.30	N.A.	N.A.	N.A.
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 CCA Holding, Inc.

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CC Metals & Alloys. Inc.	Common Stock	100.00	N.A.	N.A.	N.A.
E.ON North America Inc.					
Fidelia Corporation	Membership Interest	100.00	N.A.	N.A.	N.A.
VEBA Electronics LLC	Membership Interest	100.00	N.A.	N.A.	N.A.
Viterra Energy Services Inc.	Common Stock	100.00	N.A.	N.A.	N.A.

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Viterra AG

Viterra Wohnungsgesellschaft II mbH	Membership interest	83.7	N.A.	N.A.	N.A.
Viterra Wohnungsgesellschaft I mbH	Membership interest	58.2	N.A.	N.A.	N.A.
Viterra Baupartner AG	Common stock	100.0	N.A.	N.A.	N.A.
Viterra Energy Services AG	Common stock	100.0	N.A.	N.A.	N.A.
Viterra Grundstuecke Verwaltungs GmbH	Membership interest	100.0	N.A.	N.A.	N.A.
Viterra Baupartner Polska Spolka z o.o.	Membership interest	100.0	N.A.	N.A.	N.A.
Viterra Ceska spol. s.r.o.	Membership interest	100.0	N.A.	N.A.	N.A.
Viterra Wohnen Gruppe Nord AG & Co. KG	Partnership interest	100.0	N.A.	N.A.	N.A.
Viterra Logistikkimmobilien GmbH & Co. KG	Partnership interest	100.0	N.A.	N.A.	N.A.
Viterra Wohnen AG	Common stock	100.0	N.A.	N.A.	N.A.
Viterra Gewerbeimmobilien GmbH	Membership interest	97.4	N.A.	N.A.	N.A.
WIS Consult GmbH fur wohnungswirtschaftliche Informationssysteme	Membership interest	93.4	N.A.	N.A.	N.A.

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Viterra Contracting GmbH	Membership interest	100.0	N.A.	N.A.	N.A.
Komerčni zona Rudna a.s.	Common stock	100.0	N.A.	N.A.	N.A.
WBRM-Holding GmbH	Membership interest	95.0	N.A.	N.A.	N.A.
Viterra Revisionsgesellschaft mbH	Membership interest	100.0	N.A.	N.A.	N.A.
U.S.T. Richter Unternehmen für Spezialtransporte GmbH i. L.	Membership interest	100.0	N.A.	N.A.	N.A.
Viterra Sicherheit + Service GmbH	Membership interest	100.0	N.A.	N.A.	N.A.
VITERRA FRANCE S.A.	Common stock	100.0	N.A.	N.A.	N.A.
ASS Allgemeine Sicherheitssysteme GmbH i. L.	Membership interest	100.0	N.A.	N.A.	N.A.
Falk Bürogebäude Objekt Poing GmbH & Co. KG	Partnership interest	0.2	N.A.	N.A.	N.A.
Deutschbau-Holding GmbH	Membership interest	50.0	N.A.	N.A.	N.A.
DEUTSCHBAU Wohnungsgesellschaft mbH	Membership interest	0.1	N.A.	N.A.	N.A.
Creative hobbies GmbH	Membership interest	49.0	N.A.	N.A.	N.A.

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Triple Z AG	Common stock	2.8	N.A.	N.A.	N.A.
Rhein-Lippe Wohnstattengesellschaft mbH	Membership interest	3.9	N.A.	N.A.	N.A.
Emscher-Lippe-Agentur (ELA) Gesellschaft zur Strukturverbesserung im nordlichen Ruhrgebiet mit beschränkter Haftung	Membership interest	0.8	N.A.	N.A.	N.A.
Hammer gemeinnützige Baugesellschaft mbH	Membership interest	5.8	N.A.	N.A.	N.A.
GSB Gesellschaft zur	Membership	6.2	N.A.	N.A.	N.A.

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Sicherung von Bergmannswohnungen mbH	interest					
Risinghill B.V.	Membership interest	50.0	N.A.	N.A.	N.A.	
TREUCONSULT Immobilien GmbH	Membership interest	35.0	N.A.	N.A.	N.A.	
Friedrich-Ebert-Allee GbR	Partnership interest	25.0	N.A.	N.A.	N.A.	
GbR Wohnanlage Sonnenpark, Leipzig-Probsteida, Baufeld C + D	Partnership interest	9.5	N.A.	N.A.	N.A.	
Bochum Marketing GmbH	Membership interest	1.8	N.A.	N.A.	N.A.	
Aktiengesellschaft Hellerhof	Common stock	13.2	N.A.	N.A.	N.A.	
VBW Bauen und Wohnen GmbH	Membership interest	14.2	N.A.	N.A.	N.A.	
E.ON Energie AG						
Amata Power (Bien Hoa) Ltd.	Membership interest	12.50	N / A	N / A	N / A	
AVACON Beteiligungsgesellschaft mbH	Membership interest	83.30	N / A	N / A	N / A	
Aviga GmbH	Membership interest	100.00	N / A	N / A	N / A	
B. Grimm Bayernwerk Elektrowatt ltd.	Shares (Type II)	44.47	N / A	N / A	N / A	
Baltic Cable AB	Common stock	33.30	N / A	N / A	N / A	
Bayerische Wasserkraftwerke AG	Common stock	50.00	N / A	N / A	N / A	
Bayerngas GmbH	Membership interest	22.00	N / A	N / A	N / A	
Bayernwerk AG	Common stock	100.00	N / A	N / A	N / A	
Berliner Erdgasspeicher Besitz- u. Verwaltungsgesellschaft bR	Partnership interest	49.89	N / A	N / A	N / A	
BI Industriebesitz und Beteiligungen Bayernwerk AG & Co. OHG	Partnership interest	60.49	N / A	N / A	N / A	

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BKW FMB Energie AG	Common Stock	20.00	N / A	N / A	N / A
BPR Energie Geschäftsbesorgung GmbH	Membership interest	35.00	N / A	N / A	N / A
Bremer Energie-Konsens GmbH	Membership interest	24.90	N / A	N / A	N / A
CONTIGAS Deutsche Energie-Aktiengesellschaft	Common Stock	98.70	N / A	N / A	N / A
Depardieu International Finance	Unlimited company	39.47	N / A	N / A	N / A
D-GAS B.V.	Membership interest	74.90	N / A	N / A	N / A
E. ON Bohemia s.r.o. (i.G.)	Membership interest	100.00	N / A	N / A	N / A
e.dis Beteiligungsgesellschaft mbH	Membership interest	90.00	N / A	N / A	N / A
e.dis Energie Nord AG	Common Stock	53.89	N / A	N / A	N / A
E.ON Aqua GmbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Bayern AG	Common Stock	11.79	N / A	N / A	N / A
E.ON Benelux b.v.	Membership interest	100.00	N / A	N / A	N / A
E.ON Energie 1. Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Energie 2. Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Energie 3. Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Energie 4. Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Energie 5. Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A

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E.ON Energie 6. Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Energie 7. Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Energie Human Resources International GmbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Energie Immobilien GmbH & Co. Alpha KG	Partnership interest	100.00	N / A	N / A	N / A
E.ON Energie Immobilien GmbH & Co. Gamma KG	Partnership interest	100.00	N / A	N / A	N / A
E.ON Energie Immobilien GmbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Energie Immobilien GmbH & Co. Beta KG	Partnership interest	100.00	N / A	N / A	N / A
E.ON Energie Vermögensanlage Gesellschaft burgerlichen Rechts	Partnership interest	90.00	N / A	N / A	N / A

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E.ON Energiebeteiligungs-GmbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Energy Projects GmbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Engineering GmbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Facility Management GmbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Hungaria Energetikai Reszvenytarsasag	Common Stock	100.00	N / A	N / A	N / A
E.ON Italia s.p.a.	Common Stock	100.00	N / A	N / A	N / A
E.ON Kernkraft GmbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Kraftwerke GmbH	Membership interest	93.12	N / A	N / A	N / A
E.ON Netz GmbH	Membership	65.21	N / A	N / A	N / A

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interest						
E.ON Polska Sp.z.o.o.	Membership interest	100.00	N / A	N / A	N / A	
E.ON Scandinavia Aktiebolag	Common Stock	100.00	N / A	N / A	N / A	
E.ON Trading GmbH	Membership interest	100.00	N / A	N / A	N / A	
E.ON Vertrieb GmbH	Membership interest	100.00	N / A	N / A	N / A	
E.ON Wasserkraft GmbH	Membership interest	61.46	N / A	N / A	N / A	
EBO Czech Investments Limited	Membership interest	100.00	N / A	N / A	N / A	
EEG - ERDGAS ERDOL GmbH	Membership interest	25.00	N / A	N / A	N / A	
Electra Italia S.p.A.	Common Stock	50.10	N / A	N / A	N / A	
Elektrizitätswerke Minden-Ravensberg	Membership interest	17.50	N / A	N / A	N / A	
ENAG Energiefinanzierungs AG	Common stock	14.37	N / A	N / A	N / A	
Energie-Aktiengesellschaft Mitteldeutschland EAM	Common stock	46.00	N / A	N / A	N / A	
EWE Aktiengesellschaft	Common stock	27.44	N / A	N / A	N / A	
EZH Elektra	Membership interest	100.00	N / A	N / A	N / A	
FGS beta 4 Aktiengesellschaft	Common stock	100.00	N / A	N / A	N / A	
HEIN GAS Hamburger Gaswerke GmbH	Membership interest	61.85	N / A	N / A	N / A	
Hibernia Gamma Beteiligungsgesellschaft mbH	Membership interest	35.48	N / A	N / A	N / A	
InfraServ-Bayernwerk Gendorf GmbH, Burgkirchen	Membership interest	50.00	N / A	N / A	N / A	
Internationale Schule Hannover Region GmbH	Membership interest	18.52	N / A	N / A	N / A	
Isarwerke GmbH	Membership interest	94.30	N / A	N / A	N / A	
is-energy	Membership interest	37.16	N / A	N / A	N / A	
Jihoceska energetika	Common stock	13.30	N / A	N / A	N / A	



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a.s. (JCE)

Jihoceska plynarenska a.s. (JCP)	Common Stock	12.87	N / A	N / A	N / A
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Jihomoravska plynarenska a.s. (JMP)	Common stock	25.03	N / A	N / A	N / A
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Kraftwerk Nord Leasinggesellschaft mbH & Co. OHG	Common stock	49.13	N / A	N / A	N / A
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Latvijas Gaze		18.04	N / A	N / A	N / A
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Lithuanian Power Company (LPC)	Partnership interest	10.90	N / A	N / A	N / A
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MESKAL Grundstücks- Verwaltungsgesellschaft mbH & Co. OHG	Partnership interest	90.00	N / A	N / A	N / A
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MFG Flughafen- Grundstücksverwaltungs- gesellschaft mbH & Co. Gamma oHG	Partnership interest	90.00	N / A	N / A	N / A
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Oneline AG	Common stock	55.00	N / A	N / A	N / A
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PESAG Aktiengesellschaft	Common stock	54.67	N / A	N / A	N / A
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Piesteritzer Siedlungsges. mbH & Co. Bewirtschaftungs-KG	Partnership interest	90.10	N / A	N / A	N / A
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Piesteritzer Siedlungsgesellschaft mbH	Membership interest	90.00	N / A	N / A	N / A
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Polenergia	Common Stock	33.33	N / A	N / A	N / A
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PREVAG Provinzialsächsische Energie-Versorgungs-GmbH	Membership interest	25.00	N / A	N / A	N / A
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RAG- Beteiligungsgesellschaft- AG	Common stock	40.00	N / A	N / A	N / A
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Rhein-Main-Donau AG	Common stock	77.50	N / A	N / A	N / A
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RWE Energie AG - Bayernwerk AG Beteiligungsverwaltung OHG	Partnership interest	50.00	N / A	N / A	N / A
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SCHLESWAG Aktiengesellschaft	Common stock	65.29	N / A	N / A	N / A
Siemens Solar GmbH	Membership interest	49.00	N / A	N / A	N / A
Solar-Wasserstoff-Bayern GbR	Partnership interest	100.00	N / A	N / A	N / A
Solar-Wasserstoff-Bayern GmbH	Membership interest	100.00	N / A	N / A	N / A
SPITI Grundstücks- Verwaltungsgesellschaft mbH & Co. Delta OHG	Partnership interest	100.00	N / A	N / A	N / A
STEAG - RWE Energie AG - Bayernwerk AG Warmeerzeugung Zwickau oHG	Partnership interest	20.00	N / A	N / A	N / A
SULPUR Grundstücks-Vermietungs- gesellschaft mbH & Co. Objekt Heizkraftwerk Jena-Sud OHG	Partnership interest	50.00	N / A	N / A	N / A

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TEAG Thuringer Energie AG	Common stock	74.67	N / A	N / A	N / A
Thuga Aktiengesellschaft	Common stock	42.26	N / A	N / A	N / A
Überlandwerk Leinetal GmbH	Membership interest	48.00	N / A	N / A	N / A
Untere Iller AG	Common stock	60.00	N / A	N / A	N / A
VBB VIAG-Bayernwerk-Beteiligungs- gesellschaft mbH	Membership interest	50.00	N / A	N / A	N / A
Viking Cable A/S	Common stock	50.00	N / A	N / A	N / A
Vychodoeska Energetika (VCE)	Common stock	41.73	N / A	N / A	N / A
Watt AG	Common stock	24.50	N / A	N / A	N / A
Zapadoeska energetika a.s. (ZCE)	Common stock	14.38	N / A	N / A	N / A
Zapadoeska plynarenska a.s. (ZCP)	Common stock	16.53	N / A	N / A	N / A
Zentrum für energetische	Common stock	15.00	N / A	N / A	N / A

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Perspektiven  
Aktiengesellschaft

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### E.ON Kraftwerke GmbH

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ARGE Thermische Abfallbehandlungsanlage Altmark	Partnership interest	75.00	N / A	N / A	N / A
AVG Abfall-Verwertungs-Gesellschaft mbH	Membership interest	80.00	N / A	N / A	N / A
BauMineral GmbH Herten	Membership interest	51.00	N / A	N / A	N / A
BPR Energie Geschäftsbesorgung GmbH	Membership interest	30.00	N / A	N / A	N / A
Braunschweigische Kohlen-Bergwerke AG	Common Stock	99.94	N / A	N / A	N / A
e.dis Beteiligungsgesellschaft mbH	Membership interest	10.00	N / A	N / A	N / A
E.ON Anlagenservice GmbH	Membership interest	75.00	N / A	N / A	N / A
E.ON Fernwärme GmbH	Membership interest	100.00	N / A	N / A	N / A
E.ON Italia produzione S.p.A.	Common stock	95.00	N / A	N / A	N / A
E.ON Wasserkraft GmbH	Membership interest	10.92	N / A	N / A	N / A
EUT Grundstücks-verwaltungsgesellschaft mbH	Membership interest	50.00	N / A	N / A	N / A
GbR "Vereinigung der Gesellschafter der BauMineral GmbH"	Partnership interest	51.00	N / A	N / A	N / A
Gemeinschaftskraftwerk Kiel GmbH	Membership interest	50.00	N / A	N / A	N / A

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Gemeinschaftskraftwerk Linden GmbH	Membership interest	10.00	N / A	N / A	N / A
Gesellschaft für	Membership	24.10	N / A	N / A	N / A

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Energiebeteiligung mbH	interest				
Gipswerk Scholven GmbH	Membership interest	100.00	N / A	N / A	N / A
HKWG Heizkraftwerk Gluckstadt GmbH	Membership interest	50.00	N / A	N / A	N / A
KNG Kraftwerks- und Netzgesellschaft mbH	Membership interest	45.70	N / A	N / A	N / A
Kraftwerk Buer Betriebsgesellschaft mbH	Membership interest	50.00	N / A	N / A	N / A
Kraftwerk Buer GbR	Partnership interest	50.00	N / A	N / A	N / A
Kraftwerk EV 3 I/S	Membership interest	50.00	N / A	N / A	N / A
Kraftwerk Kassel GbR	Partnership interest	60.00	N / A	N / A	N / A
Kraftwerk Kassel Verwaltungsgesellschaft mbH	Membership interest	60.00	N / A	N / A	N / A
Kraftwerk Mehrum GmbH	Membership interest	50.00	N / A	N / A	N / A
Kraftwerk Schkopau Betriebsgesellschaft mbH	Membership interest	55.60	N / A	N / A	N / A
Kraftwerk Schkopau GbR	Partnership interest	58.10	N / A	N / A	N / A
Mullheizkraftwerk Rothensee GmbH	Membership interest	51.00	N / A	N / A	N / A
Mullverbrennungsanlage Stapelfeld GmbH	Membership interest	100.00	N / A	N / A	N / A
Mullverwertung Borsigstrasse GmbH	Membership interest	20.00	N / A	N / A	N / A
ReCon Projektentwicklungs- und Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A
RuhrEnergie GmbH, EVR	Membership interest	100.00	N / A	N / A	N / A
SAVA Sonderabfallverbrennungsanlagen GmbH	Membership interest	33.30	N / A	N / A	N / A
Städtische Werke Magdeburg GmbH	Membership interest	29.00	N / A	N / A	N / A
Vereinigung der Gesellschafter der AVG GbR	Partnership interest	80.00	N / A	N / A	N / A

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Volkswagen AG PreussenElektra AG oHG	Partnership interest	95.00	N / A	N / A	N / A
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Schleswig Aktiengesellschaft

Elektrizitätswerk Reinbek-Wentorf GmbH	Membership interest	17.50	N / A	N / A	N / A
Energieerzeugungswerke Geesthacht GmbH	Membership interest	33.43	N / A	N / A	N / A
Energieerzeugungswerke Helgoland GmbH	Membership interest	100.00	N / A	N / A	N / A
Energieerzeugungswerke Wahlstedt GmbH	Membership interest	50.00	N / A	N / A	N / A
Gemeindewerke Tornesch GmbH	Membership interest	24.50	N / A	N / A	N / A
Holsteiner Wasser GmbH	Membership interest	50.00	N / A	N / A	N / A
NORD-direkt GmbH	Membership interest	100.00	N / A	N / A	N / A
Pinneberger Telenetz GmbH	Membership interest	11.10	N / A	N / A	N / A
Service Plus Entsorgung + Umwelt GmbH	Membership interest	100.00	N / A	N / A	N / A
S-NET Telekommunikations GmbH	Membership interest	100.00	N / A	N / A	N / A
Stadtwerke Bad Bramstedt GmbH	Membership interest	35.00	N / A	N / A	N / A
Stadtwerke Geesthacht GmbH	Membership interest	24.90	N / A	N / A	N / A
Stadtwerke Niebull GmbH	Membership interest	40.00	N / A	N / A	N / A
Stromversorgung Ahrensburg GmbH	Membership interest	100.00	N / A	N / A	N / A
SWN Stadtwerke Neumunster GmbH	Membership interest	18.00	N / A	N / A	N / A
Versorgungsbetriebe Helgoland GmbH	Membership interest	90.00	N / A	N / A	N / A

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Warmeversorgung Ahrensburg GmbH	Membership interest	50.00	N / A	N / A	N / A
Windenergiepark Westkuste GmbH	Membership interest	80.00	N / A	N / A	N / A
Windtest Kaiser-Wilhelm-Koog GmbH	Membership interest	25.00	N / A	N / A	N / A
E.ON Kernkraft GmbH					
Beteiligungs- gesellschaft der Energieversorgungs- unternehmen an der Kerntechnische Hilfsdienst GmbH - GbR (BEK-GbR)	Partnership interest	30.90	N / A	N / A	N / A
Deutsche Gesellschaft für Wiederaufarbeitung von Kernbrennstoffen mbH	Membership interest	14.50	N / A	N / A	N / A
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Gemeinschafts- kernkraftwerk Grohnde GmbH	Membership interest	50.00	N / A	N / A	N / A
Gemeinschafts- kernkraftwerk Isar 2 GmbH	Membership interest	40.00	N / A	N / A	N / A
GfS Gesellschaft für Simulatorschulung mbH	Membership interest	36.50	N / A	N / A	N / A
GNS Gesellschaft für Nuklear-Service mbH	Membership interest	48.00	N / A	N / A	N / A
GZA Gesellschaft zur Zwischenlagerung schwach- und mittelradioaktiver Abfälle mbH	Membership interest	75.00	N / A	N / A	N / A
Hochtemperaturreaktor- Gesellschaft mit beschränkter Haftung - HRG -	Membership interest	36.50	N / A	N / A	N / A
Kernkraftwerk Brokdorf GbR	Partnership interest	80.00	N / A	N / A	N / A
Kernkraftwerk Brokdorf GmbH	Membership interest	80.00	N / A	N / A	N / A

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Kernkraftwerk Brunsbuttel GmbH	Membership interest	33.33	N / A	N / A	N / A
Kernkraftwerk Gundremmingen- Verwaltungs- Gesellschaft mbH	Membership interest	25.00	N / A	N / A	N / A
Kernkraftwerk Krummel GmbH	Membership interest	50.00	N / A	N / A	N / A
Kernkraftwerk RWE-Bayernwerk GmbH	Membership interest	25.00	N / A	N / A	N / A
Kernkraftwerk Stade GbR	Partnership interest	66.67	N / A	N / A	N / A
Kernkraftwerk Stade GmbH	Membership interest	66.67	N / A	N / A	N / A
Kernkraftwerke Gundremmingen Betriebsgesellschaft mbH	Membership interest	25.00	N / A	N / A	N / A
Kernkraftwerke Isar VerwaltungsGmbH	Membership interest	100.00	N / A	N / A	N / A
Kernkraftwerke Lippe - Ems GmbH	Membership interest	12.50	N / A	N / A	N / A
Kraftwerks-Simulator- Gesellschaft mbH	Membership interest	36.50	N / A	N / A	N / A
Kraftwerksverwaltungs - OHG	Partnership interest	12.50	N / A	N / A	N / A
Nord GbR	Partnership interest	88.57	N / A	N / A	N / A
Norddeutsche Gesellschaft zur Beratung und Durchführung von Entsorgungsaufgaben bei Kernkraftwerken mbH (Nord GmbH)	Membership interest	88.57	N / A	N / A	N / A
Uranengesellschaft mbH	Membership interest	10.29	N / A	N / A	N / A
Uranit GmbH	Membership interest	50.00	N / A	N / A	N / A
Vereinigung der	Partnership	14.50	N / A	N / A	N / A

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Gesellschafter der Deutschen Gesellschaft für Wiederaufarbeitung von Kernbrennstoffen mit beschränkter Haftung GbR	interest					
Versuchsatomkraftwerk Kahl GmbH	Membership interest	20.00	N / A	N / A	N / A	
E.ON Netz GmbH						
N.A.						
E.On Scandinavia AB						
Baltic Cable AB	Common stock	33.30	N / A	N / A	N / A	
EnerSearch AB	Common stock	14.29	N / A	N / A	N / A	
Graninge Aktiebolag	Common stock	13.33	N / A	N / A	N / A	
Sydskraft AB	Common stock	60.65	N / A	N / A	N / A	
E.DIS AG						
BHKW Blockheizkraftwerk Manschnow GmbH	Membership interest	50.00	N / A	N / A	N / A	
e.discom Telekommunikation GmbH	Membership interest	100.00	N / A	N / A	N / A	
e.disnatur Erneuerbare Energien GmbH	Membership interest	100.00	N / A	N / A	N / A	
e.distherm Wärmedienstleistungen GmbH	Membership interest	100.00	N / A	N / A	N / A	
EVP Energieversorgung Potsdam GmbH	Membership interest	35.00	N / A	N / A	N / A	
EVV Elektrizitätsversorgungsgesellschaft Velten mbH	Membership interest	35.00	N / A	N / A	N / A	
KEV Kommunale Energieversorgung Eisenhuttenstadt GmbH	Membership interest	49.00	N / A	N / A	N / A	
local energy GmbH	Membership interest	24.90	N / A	N / A	N / A	
SD Telekommunikations GmbH	Membership interest	34.50	N / A	N / A	N / A	
SEV Stralsunder	Membership	40.00	N / A	N / A	N / A	



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Energieversorgung GmbH interest

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Städtische Betriebswerke Luckenwalde GmbH	Membership interest	29.00	N / A	N / A	N / A
Städtische Werke Brandenburg an der Havel GmbH	Membership interest	24.50	N / A	N / A	N / A
Stadtwerke Barth GmbH	Membership interest	49.00	N / A	N / A	N / A
Stadtwerke Eberswalde GmbH	Membership interest	22.50	N / A	N / A	N / A
Stadtwerke Ludwigsfelde GmbH	Membership interest	29.00	N / A	N / A	N / A
Stadtwerke Premnitz GmbH	Membership interest	35.00	N / A	N / A	N / A
Stadtwerke Pritzwalk GmbH	Membership interest	49.00	N / A	N / A	N / A
Stadtwerke Schwedt GmbH	Membership interest	37.00	N / A	N / A	N / A
Warme- und Wasserversorgung Friedensstadt GmbH	Membership interest	50.00	N / A	N / A	N / A
Warmeversorgungs-gesellschaft Königs Wusterhausen mbH	Membership interest	50.10	N / A	N / A	N / A

E.ON Sales & Trading

E.ON Energie 8. Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A
Pfleiderer Energietechnik Verwaltungs-GmbH	Membership interest	78.80	N / A	N / A	N / A
PfE Prof.Gesellsch. F. Energievers. mbH	Membership interest	14.28	N / A	N / A	N / A

E.ON Wasserkraft GmbH

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VAW-IW Unterstützungskasse	Partnership interest	15.00	N / A	N / A	N / A
OBK Osterreichisch-Bayerische Kraftwerke AG, Simbach	Common stock	50.00	N / A	N / A	N / A
strotog GmbH	Membership interest	50.00	N / A	N / A	N / A
Grenzkraftwerke GmbH	Membership interest	50.00	N / A	N / A	N / A
AVACON Beteiligungsgesellschaft mbH					
AVACON AG	Common stock	53.42	N / A	N / A	N / A
E.ON Bayern AG					
AI Industriebesitz und Beteiligungen Isar-Amperwerke AG & Co. oHG	Partnership interest	49.90	N / A	N / A	N / A
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Bayernwerk Wasserkraft Stromhandels GbR	Partnership interest	27.62	N / A	N / A	N / A
BEW Bayreuther Energie- und Wasserversorgungs-GmbH	Membership interest	24.90	N / A	N / A	N / A
BHG Biomasse Heizwerk-Weisendorf GmbH	Membership interest	30.00	N / A	N / A	N / A
BHO Biomasse Heizanlage Obersees GmbH	Membership interest	40.70	N / A	N / A	N / A
BHP Biomasse Heizwerk Pegnitz GmbH	Membership interest	46.50	N / A	N / A	N / A
BI Industriebesitz und Beteiligungen Bayernwerk AG & Co. OHG	Partnership interest	39.51	N / A	N / A	N / A
BIM Immobilien Franken GmbH & Co. KG	Partnership interest	100.00	N / A	N / A	N / A
BIM OBAG Immobilienverwaltungs GmbH & CO KG	Partnership interest	100.00	N / A	N / A	N / A

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Bioheizwerk Rotz GmbH	Membership interest	25.00	N / A	N / A	N / A
BioPower Gesellschaft für Energieerzeugung aus Biomasse Bernau mbH & Co. KG	Partnership interest	10.00	N / A	N / A	N / A
Blockheizkraftwerk Hammelburg GmbH	Membership interest	100.00	N / A	N / A	N / A
Blockheizkraftwerk Marktheidenfeld GmbH	Membership interest	100.00	N / A	N / A	N / A
BTB-Bayreuther Thermalbad GmbH	Membership interest	33.30	N / A	N / A	N / A
BWG Biomasse Heizwerk Walsdorf GmbH	Membership interest	41.70	N / A	N / A	N / A
E.ON Netz GmbH	Membership interest	32.50	N / A	N / A	N / A
E.ON Wasserkraft GmbH	Common stock	27.62	N / A	N / A	N / A
EFR Europäische Funk-Rundsteuerung GmbH	Membership interest	39.90	N / A	N / A	N / A
EN projekt s.r.o.	Membership interest	50.00	N / A	N / A	N / A
Enaco Energieanlagen- und Kommunikationstechnik GmbH	Membership interest	100.00	N / A	N / A	N / A
ENERGETIKA INVEST s.r.o.	Membership interest	40.00	N / A	N / A	N / A
Energieversorgung Buching-Trauchgau GmbH	Membership interest	50.00	N / A	N / A	N / A

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Energieversorgung Gemunden GmbH	Membership interest	100.00	N / A	N / A	N / A
Energieversorgung Lohr-Karlstadt und Umgebung GmbH	Membership interest	12.00	N / A	N / A	N / A
Energoreal s.r.o.	Membership interest	24.00	N / A	N / A	N / A
Energozdroj, s.r.o.	Membership	50.00	N / A	N / A	N / A

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interest						
ENSECO GmbH	Membership interest	83.40	N / A	N / A	N / A	
Erdgas Niederbayern GmbH	Membership interest	50.00	N / A	N / A	N / A	
Erdgas Sudbayern GmbH	Membership interest	25.00	N / A	N / A	N / A	
ETO Entsorgungstechnik Oberfranken GmbH	Membership interest	100.00	N / A	N / A	N / A	
EV-Buching-Trauchgau	Membership interest	50.00	N / A	N / A	N / A	
EVA Energieversorgung Alzenau GmbH	Membership interest	69.50	N / A	N / A	N / A	
EZV Energie- und Service GmbH	Membership interest	28.90	N / A	N / A	N / A	
Ferngas Nordbayern GmbH	Membership interest	16.90	N / A	N / A	N / A	
Fernwarmeversorgung Freising GmbH	Membership interest	50.00	N / A	N / A	N / A	
Finsterwalder Umwelttechnik Beteiligungs GmbH	Membership interest	10.00	N / A	N / A	N / A	
Frankengas GmbH	Membership interest	10.00	N / A	N / A	N / A	
Frankische Gas-Lieferungs-Gesellschaft mbH	Membership interest	65.00	N / A	N / A	N / A	
Gasversorgung Neubrandenburg GmbH	Membership interest	24.50	N / A	N / A	N / A	
Gasversorgung Ostbayern GmbH	Membership interest	65.00	N / A	N / A	N / A	
Gasversorgung Unterfranken GmbH	Membership interest	19.38	N / A	N / A	N / A	
Gasversorgung Waldbuttelbrunn GmbH	Membership interest	19.00	N / A	N / A	N / A	
Gasversorgung Wunsiedel GmbH	Membership interest	50.00	N / A	N / A	N / A	

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GEDOS-Ges. der Energiewirtschaft für Daten- & Organisationservice mbH	Membership interest	36.75	N / A	N / A	N / A
Gemeinschaftskernkraftwerk Isar 2 GmbH	Membership interest	35.00	N / A	N / A	N / A
Geothermie-Fordergesellschaft Simbach-Braunau mbH	Membership interest	12.00	N / A	N / A	N / A
Geothermie-Warmegesellschaft Braunau-Simbach mbH	Membership interest	20.00	N / A	N / A	N / A
GHD OBAG AG & Co. KG	Partnership interest	75.00	N / A	N / A	N / A
GZA Gesellschaft zur Zwischenlagerung schwach- und mittelradioaktiver Abfälle mbH	Membership interest	25.00	N / A	N / A	N / A
HBB Heizkraftwerk Bauernfeind Betreibergesellschaft mbH	Membership interest	50.00	N / A	N / A	N / A
HEG Heizwerk Eltmann GmbH	Membership interest	74.00	N / A	N / A	N / A
Heizkraftwerk Würzburg GmbH	Membership interest	24.90	N / A	N / A	N / A
Heizwerk Holzverwertungsgenossenschaft Stiftland eG & Co.	Partnership interest	50.00	N / A	N / A	N / A
Herzo Media GmbH & Co. KG	Partnership interest	16.00	N / A	N / A	N / A
Herzo Werke GmbH	Membership interest	19.90	N / A	N / A	N / A
HEW HofEnergie & Wasser GmbH	Membership interest	19.90	N / A	N / A	N / A
Hibernia Gamma Beteiligungsgesellschaft mbH	Membership interest	64.52	N / A	N / A	N / A
HI-Vermögensverwaltungsgesellschaft mbH	Membership interest	49.80	N / A	N / A	N / A
HMB Heizkraftwerk Meggle Betreibergesellschaft mbH	Membership interest	50.00	N / A	N / A	N / A
IAW-Elektro-Anlagenbau GmbH	Membership interest	100.00	N / A	N / A	N / A

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infra furth gmbh	Membership interest	19.90	N / A	N / A	N / A
Isam-Immobilien-GmbH	Membership interest	100.00	N / A	N / A	N / A
Jihomoravska energetika a.s. (JME)	Common stock	18.70	N / A	N / A	N / A

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Josef Stanglmeier Bauunternehmung GmbH & Co. KG	Partnership interest	95.60	N / A	N / A	N / A
Josef Stanglmeier-Beteiligungsgesellschaft mbH	Membership interest	100.00	N / A	N / A	N / A
Kraftwerk am Hollestein AG	Common stock	11.10	N / A	N / A	N / A
Kraftwerk Obernburg GmbH	Membership interest	50.00	N / A	N / A	N / A
Kurgan Grundstücks-Verwaltungsgesellschaft mbH & Co. OHG	Partnership interest	90.00	N / A	N / A	N / A
LIC Langmatz GmbH	Membership interest	90.50	N / A	N / A	N / A
Lufthansa Gebäudemanagement Bayern GmbH	Membership interest	33.00	N / A	N / A	N / A
Mitteldeutsche Energieversorgung Halle AG	Common stock	11.90	N / A	N / A	N / A
Nurnberger Strasse 57 Grundstücks GmbH & Co.KG	Partnership interest	100.00	N / A	N / A	N / A
Nurnberger Strasse 57 Grundstücks-Verwaltungs-GmbH	Membership interest	100.00	N / A	N / A	N / A
Objektverwaltungs-gesellschaft Dampfkraftwerk Bernburg mbH	Membership interest	12.08	N / A	N / A	N / A
Ostbayerische Energieanlagen GmbH	Membership interest	100.00	N / A	N / A	N / A

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Ostmecklenburgische Gasversorgung Neubrandenburg GbR	Partnership interest	50.00	N / A	N / A	N / A
Ostmecklenburgische Gasversorgung Neubrandenburg GmbH	Membership interest	50.00	N / A	N / A	N / A
Peissenberger Kraftwerksgesellschaft mbH	Membership interest	50.00	N / A	N / A	N / A
Plzenska Teplarenska a.s.	Common stock	15.70	N / A	N / A	N / A
RDE Regionale Dinstleistungen Energie GmbH & Co. KG	Partnership interest	100.00	N / A	N / A	N / A
RDE Verwaltungs-GmbH	Membership interest	100.00	N / A	N / A	N / A

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REGAS GmbH & Co KG i.G.	Partnership interest	50.00	N / A	N / A	N / A
REGAS Verwaltungs-GmbH i.G.	Partnership interest	50.00	N / A	N / A	N / A
Regensburger Energie- und Wasserversorgung AG	Common stock	35.50	N / A	N / A	N / A
Regnitzstromverwertung AG	Common stock	33.30	N / A	N / A	N / A
REWAG Regensburger Energie- und Wasserversorgung AG & Co KG	Partnership interest	35.48	N / A	N / A	N / A
R-Kom Regensburger Telekommunikations gesellschaft mbH & Co KG	Partnership interest	20.00	N / A	N / A	N / A
R-KOM Regensburger Telekommunikations veraltungsgesellschaft mbH	Membership interest	20.00	N / A	N / A	N / A
Sko Energo Fin sro.	Membership interest	42.50	N / A	N / A	N / A
Sko Energo sro.	Membership interest	21.00	N / A	N / A	N / A
Stadtwerke Bamberg Energie- und	Membership interest	10.00	N / A	N / A	N / A

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Wasserversorgungs GmbH						
Stadtwerke Bogen GmbH, Bogen	Membership interest	41.00	N / A	N / A	N / A	
Stadtwerke Ebermannstadt Versorgungsbetriebe GmbH, Ebermannstadt	Membership interest	25.00	N / A	N / A	N / A	
Stadtwerke Eggenfelden GmbH	Membership interest	49.00	N / A	N / A	N / A	
Stadtwerke Vilshofen	Membership interest	41.00	N / A	N / A	N / A	
Stadtwerke Wertheim GmbH	Membership interest	25.10	N / A	N / A	N / A	
Stadtwerke Wurzburg GmbH	Membership interest	12.58	N / A	N / A	N / A	
Stromversorgung Ruhpolding GmbH	Membership interest	100.00	N / A	N / A	N / A	
Sudwasser GmbH	Membership interest	50.00	N / A	N / A	N / A	
Sudwestdeutsche Nuklear-Entsorgungs- Gesellschaft mbH	Membership interest	13.51	N / A	N / A	N / A	
SULPUR Grundstücks- Vermietungsgesellschaft mbH & Co. Objekt Erfurt KG	Partnership interest	89.42	N / A	N / A	N / A	

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SULPUR Grundstücks- Vermietungsgesellschaft mbH & Co. Objekt Heizkraftwerk Jena-Sud OHG	Partnership interest	50.00	N / A	N / A	N / A	
SVH Stromversorgung Haar GmbH	Membership interest	50.00	N / A	N / A	N / A	
SVI Stromversorgung Ismaning GmbH	Membership interest	49.00	N / A	N / A	N / A	
SWN Stadtwerke Neustadt GmbH	Membership interest	25.10	N / A	N / A	N / A	
SWR Energie GmbH	Membership interest	10.90	N / A	N / A	N / A	



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Teplarna Kyjov A.S.	Common stock	47.21	N / A	N / A	N / A
UE Oberlandwerk Erding GmbH & Co. KG	Partnership interest	21.10	N / A	N / A	N / A
UE Oberlandwerk Erding Verwaltungsges. mbH	Membership interest	21.10	N / A	N / A	N / A
UET GmbH	Membership interest	25.00	N / A	N / A	N / A
Urstrom GmbH	Membership interest	27.50	N / A	N / A	N / A
UWU Mediendienste GmbH	Membership interest	100.00	N / A	N / A	N / A
Vereinigung der Gesellschafter der Erdgas Niederbayern GmbH GbR	Partnership interest	50.00	N / A	N / A	N / A
Vereinigung der Gesellschafter der Gasversorgung Ostbayern GmbH GbR	Partnership interest	65.00	N / A	N / A	N / A
Versorgungsbetrieb Waldbuttelbrunn GmbH	Membership interest	49.05	N / A	N / A	N / A
VGM Versorgungsgesellschaft Marktredwitz mbH	Membership interest	90.00	N / A	N / A	N / A
VI-Industrie-Beteiligungsgesellschaft mbH	Membership interest	49.90	N / A	N / A	N / A
Wasserwirtschafts- und Betriebsgesellschaft Grafenwohr mbH;	Membership interest	49.00	N / A	N / A	N / A
Weissmalkraftwerk Rohrenhof AG	Common stock	93.27	N / A	N / A	N / A

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WSG Warmeversorgung Sudbayern GmbH	Membership interest	100.00	N / A	N / A	N / A
WVM Warmeversorgung Massbach GmbH	Membership interest	20.00	N / A	N / A	N / A

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EURO - USD Exchange Rate                      0.8813

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### ITEM 10: INVESTMENTS IN OTHER COMPANIES

In response to Item 10, the Registrants have provided information with regard to their portfolio investments as required by the Commission's June 14, 2002 order (Holding Co. Act Release No. 27539), authorizing E.ON to maintain equity investments to fund pension liabilities and nuclear plant decommissioning.

Confidential treatment requested by E.ON AG.

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### ITEM 11: INDEBTEDNESS OF SYSTEM COMPANIES

The response to Item 11 is limited to the Reporting Companies. In addition, trade accounts payable are excluded and indebtedness is included only where aggregate debt owed by any company to any one person exceeds 5% of the total of the debit accounts shown on the balance sheet of the debtor.

#### ITEM 11(a): Debts Owed To Associate Companies

	(A)	(B)	(C)	(D)
Debtor	Creditor		Amount as of 12/31/2001	I
			EUR	US \$*
			* Amount in US \$ is calculated with the reference rate of the ECB as of 12/28/2001 (0.88130/(euro))	
Viterra AG	EON AG		51,129,188	45,060,153
Viterra AG	EON AG		51,129,188	45,060,153
Viterra AG	EON AG		50,000,000	44,065,000
Viterra AG	EON AG		35,000,000	30,845,500
Viterra AG	EON AG		50,000,000	44,065,000
Viterra AG	EON AG		50,000,000	44,065,000
Viterra AG	EON AG		127,822,970	112,650,384

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Viterra AG	EON AG	102,258,376	90,120,307
Viterra AG	EON AG	51,129,188	45,060,153
Viterra AG	Aral AG	39,618	34,915
Viterra AG	Viterra Wohnen AG	17,731,667	15,626,918
Viterra AG	Viterra Wohnungsges. I mbH	72,368,822	63,778,643
Viterra AG	Viterra Wohnungsges. II mbH	33,891,249	29,868,358
Viterra AG	Wohnungsgesellschaft Huls mbH	5,142,078	4,531,713
Viterra AG	Contega Bautechnik GmbH	1,952,438	1,720,684
Viterra AG	Viterra Wohnungsgesellschaft II	15,951,223	14,057,812
Viterra AG	Grundstücksverwaltungsges. Lennestr. A3 mbH	2,222,311	1,958,523
Viterra AG	Viterra Logistikimmobilien GmbH & Co. KG	4,992,819	4,400,171
Viterra AG	Viterra Energy Services GmbH & Co. KG	127,808,901	112,637,985
EON ENERGIE AG	E.ON Engineering GmbH	25,564,594	22,530,077
EON ENERGIE AG	E.ON Wasserkraft GmbH	2,045,168	1,802,406
EON ENERGIE AG	Braunschweigische Kohlen-Bergwerke AG	12,782,297	11,265,038
EON ENERGIE AG	Braunschweigische Kohlen-Bergwerke AG	12,782,297	11,265,038

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EON ENERGIE AG	MFG Flughafen-Grundstücksverwaltungsgesellschaft mbH & Co. Gamma oHG	29,064,274	25,614,344
EON ENERGIE AG	Avacon AG	51,100,000	45,034,430
EON ENERGIE AG	Avacon AG	36,130,000	31,841,369
EON ENERGIE AG	BI Industriebesitz und Beteiligungen Bayernwerk AG & Co. OHG	428,440,000	377,584,172
EON ENERGIE AG	BI Industriebesitz und Beteiligungen Bayernwerk AG & Co. OHG	6,282,642	5,536,893

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EON ENERGIE AG	Braunschweigische Kohlen-Bergwerke AG	5,000,000	4,406,500
EON ENERGIE AG	Braunschweigische Kohlen-Bergwerke AG	5,000,000	4,406,500
EON ENERGIE AG	Braunschweigische Kohlen-Bergwerke AG	5,000,000	4,406,500
EON ENERGIE AG	Braunschweigische Kohlen-Bergwerke AG	10,000,000	8,813,000
EON ENERGIE AG	EON Benelux	22,500,000	19,829,250
EON ENERGIE AG	EON Wasserkraft	115,000,000	101,349,500
EON ENERGIE AG	EON Wasserkraft	200,000,000	176,260,000
EON ENERGIE AG	PESAG AG	2,300,000	2,026,990
EON ENERGIE AG	PESAG AG	3,700,000	3,260,810
EON ENERGIE AG	PESAG AG	15,700,000	13,836,410
EON ENERGIE AG	PESAG AG	1,000,000	881,300
EON ENERGIE AG	PESAG AG	3,000,000	2,643,900
EON ENERGIE AG	Rhein-Main-Donau AG	12,000,000	10,575,600
EON ENERGIE AG	Rhein-Main-Donau AG	14,000,000	12,338,200
EON ENERGIE AG	Rhein-Main-Donau AG	5,000,000	4,406,500
EON ENERGIE AG	Schleswig AG	10,000,000	8,813,000
EON ENERGIE AG	Schleswig AG	10,000,000	8,813,000
EON ENERGIE AG	Schleswig AG	10,000,000	8,813,000
EON ENERGIE AG	Schleswig AG	15,000,000	13,219,500
EON ENERGIE AG	Schleswig AG	15,000,000	13,219,500
EON ENERGIE AG	Schleswig AG	10,000,000	8,813,000
EON ENERGIE AG	Schleswig AG	10,000,000	8,813,000
EON ENERGIE AG	Internal account EON Kernkraft	10,586,100,000	9,329,529,930
EON ENERGIE AG	Internal account EON Wasserkraft	309,700,000	272,938,610
EON ENERGIE AG	Internal account EON Netz	507,200,000	446,995,360
EON ENERGIE AG	Internal account Bayernwerke GmbH	499,700,000	440,385,610
EON ENERGIE AG	Internal account EON Vertrieb	486,600,000	428,840,580
EON ENERGIE AG	Internal account EON Kraftwerke	474,000,000	417,736,200

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EON ENERGIE AG	Internal account EON Bayern	396,600,000	349,523,580
EON ENERGIE AG	Internal account Schleswig	127,300,000	112,189,490
EON ENERGIE AG	Internal account EON Sales&Trading	153,400,000	135,191,420
EON ENERGIE AG	Internal account E.dis	127,300,000	112,189,490

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EON ENERGIE AG	Internal account Gelsenwasser	83,500,000	73,588,550
EON ENERGIE AG	other internal accounts	336,038,728	296,150,931
EON Scandinavia	EON Energie AG	25,564,594	22,530,077
EON Scandinavia	EON Energie AG	9,159,378	8,072,160
EON Scandinavia	EON Energie AG	10,389,987	9,156,696
EON KRAFTWERKE GmbH	EON AG v.30.06.1994	2,556,459	2,253,008
EON KRAFTWERKE GmbH	EON AG v.30.06.1994	51,129,188	45,060,153
EON KRAFTWERKE GmbH	EON AG v.30.06.1994	40,392,057	35,597,519
EON KRAFTWERKE GmbH	EON AG v.22.01.1997	23,008,135	20,277,069
EON KRAFTWERKE GmbH	EON AG v.13.12.1996	30,677,513	27,036,092
EON KRAFTWERKE GmbH	EON AG v.29.02.1996	2,558,459	2,254,770
E.ON Kernkraft GmbH	Kernkraftwerk Brokdorf GmbH	1,141,254,018	1,005,787,166
E.ON Kernkraft GmbH	Kernkraftwerk Stade GmbH	620,590,881	546,926,743
E.ON Kernkraft GmbH	Norddt. Gesellschaft zur Beratung und Durchführung von Entsorgungsaufgaben bei Kernkraftwerken mbH	34,933,061	30,786,507
VEBA Telecom Management GmbH	E.ON AG	11,150,811	9,827,210
AV Packaging	E.ON AG	150,000,000	132,195,000
E.ON International Finance B.V.	E.ON AG	9,147,978	8,062,113
NFK Finanzcontor GmbH & Co KG	NFK Finanzcontor Beteiligungs-GmbH	50,000	44,065
E.ON Aktiengesellschaft	E.ON Vermögensanlage GmbH 28.11.2001	44,000,000	38,777,200

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E.ON Aktiengesellschaft	E.ON Energie Vermogensanlage GbR 03.12.2001	460,000,000	405,398,000
E.ON Aktiengesellschaft	Raab Karcher Electronics Systems PLC 13.12.2001	7,740,211	6,821,448
E.ON Aktiengesellschaft	VR Telecommunications Holding GmbH 13.12.2001	631,612,875	556,640,427
E.ON Aktiengesellschaft	VR Telecommunications GmbH & Co. 17.12.2001	562,420	495,661
E.ON Aktiengesellschaft	VEBA Electronics (U.K.) PLC 19.12.2001	40,390,870	35,596,474
E.ON Aktiengesellschaft	VEBA Electronics (U.K.) PLC 21.12.2001	250,481,110	220,749,002
E.ON Aktiengesellschaft	NFK Finanzcontor 27.12.2001	1,752,303,752	1,544,305,296
E.ON Aktiengesellschaft	FIDELIA Corp. 27.12.2001	62,407,807	55,000,000
E.ON North America Inc.	E.ON Aktiengesellschaft 27.02.1998	6,808,124	6,000,000
E.ON North America Inc.	Markische Energieversorgung Aktiengesells 29.09.1998	15,338,756	13,518,046
E.ON North America Inc.	Energieversorgung Muritz-Oderhaff Aktieng 13.08.1998	10,225,838	9,012,031
E.ON North America Inc.	e.dis Aktiengesellschaft 12.11.1999	31,188,805	27,486,694
E.ON North America Inc.	e.dis Aktiengesellschaft 12.11.1999	9,714,546	8,561,429
E.ON North America Inc.	e.dis Aktiengesellschaft 29.03.2000	10,225,838	9,012,031
E.ON UK Verwaltungs GmbH	E.ON Aktiengesellschaft 11.12.2001	1,594,901,276	1,405,586,494

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E.ON UK PLC	NFK Finanzcontor 05.12.2001	164,338,537	144,831,553
E.ON UK PLC	NFK Finanzcontor 06.12.2001	246,507,806	217,247,329
E.ON UK PLC	NFK Finanzcontor 06.12.2001	164,338,537	144,831,553
E.ON UK PLC	NFK Finanzcontor 10.12.2001	164,338,537	144,831,553

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E.ON UK PLC	NFK Finanzcontor 12.12.2001	246,507,806	217,247,329	
E.ON UK PLC	NFK Finanzcontor 17.12.2001	164,338,537	144,831,553	
E.ON UK PLC	NFK Finanzcontor 12.12.2001	164,338,537	144,831,553	
E.ON Aktiengesellschaft	E.ON Energie AG EUR-Account	846,954,804	746,421,269	
E.ON Aktiengesellschaft	E.ON Risk Consulting EUR-Account	18,185,000	16,026,441	
E.ON Aktiengesellschaft	E.ON Risk Consulting USD-Account	1,932,373	1,703,000	LI
E.ON Aktiengesellschaft	Viterra AG EUR-Account	20,863,215	18,386,752	
E.ON Aktiengesellschaft	VEBA OEL AG USD-Account	11,121,071	9,801,000	LI
E.ON Aktiengesellschaft	E.ON Telecom GmbH EUR-Account	324,117,284	285,644,562	
E.ON Aktiengesellschaft	E.ON Vermögensanlage GmbH EUR-Account	428,000	377,196	
E.ON Aktiengesellschaft	Chemie-Verwaltungs-AG EUR-Account	57,947,000	51,068,691	
E.ON Aktiengesellschaft	Hamburger Hof Versicherungs-Aktiengesell EUR-Account	889,000	783,476	
E.ON Aktiengesellschaft	Gunter Lubsen EUR-Account	506,000	445,938	
E.ON Aktiengesellschaft	Junge & Co. Versicherungsmakler GmbH EUR-Account	2,716,000	2,393,611	
E.ON Aktiengesellschaft	Junge & Co. Versicherungsmakler GmbH USD-Account	3,562,918	3,140,000	LI
E.ON Aktiengesellschaft	VR Telecommunications GmbH & Co. EUR-Account	20,000	17,626	
E.ON Aktiengesellschaft	VEBA Electronics Beteiligungs GmbH EUR-Account	21,885,000	19,287,251	
E.ON Aktiengesellschaft	VEBA Telecom Verwaltungs-GmbH EUR-Account	23,000	20,270	
E.ON Aktiengesellschaft	VEBA Electronics GmbH EUR-Account	63,483,000	55,947,568	
E.ON Aktiengesellschaft	VBB VIAG-Bayernwerk- Beteiligungsgesellsc EUR-Account	210,455,000	185,473,992	

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E.ON Aktiengesellschaft	VIAG Telecom Beteiligungs GmbH EUR-Account	411,720,619	362,849,382
E.ON Aktiengesellschaft	EBV Verwaltungs GmbH EUR-Account	61,386,000	54,099,482
E.ON Aktiengesellschaft	Aviga Aktiengesellschaft EUR-Account	288,543,000	254,292,946
E.ON Aktiengesellschaft	Stinnes Vermögensverwaltung GmbH EUR-Account	195,383,124	172,191,147
E.ON Aktiengesellschaft	ERKA Vermögensverwaltungsgesellschaft mb EUR-Account	5,616,000	4,949,381
E.ON Aktiengesellschaft	Projektgemeinschaft Humboldtpark Munchen EUR-Account	879,000	774,663

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E.ON Aktiengesellschaft	E.ON Venture Partners GmbH EUR-Account	898,513	791,860
E.ON Aktiengesellschaft	VIAG Telecom AG EUR-Account	6,311,000	5,561,884
E.ON Aktiengesellschaft	AV Packaging ex. VICA Connect Beteiligun EUR-Account	12,586,556	11,092,531
INTERNATIONAL FINANCE B.V.	E.ON Aktiengesellschaft EUR-Account	10,200,000	8,989,260
North America Inc.	VEBA Electronics LLC USD-Account	10,282,788	9,062,221
VR Telecommunication Beteiligungs- Verwaltungs GmbH & Co. KG	VR Telecommunications International GmbH	30,081	26,510
VEBA Electronics GmbH	E.ON AG	122,229,474	107,720,835

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ITEM 11(b) : Debts Owed To Others

(A)	(B)	(C)	(D)
Name of Obligor	Title of Issue	Amount Authorized	
		EUR	US \$*
* Amount in US \$ is calculated with the reference rate of the ECB as of 12/28/2001 (0.88130/(euro			
EON ENERGIE AG	Landesbank Baden Wurttemberg v.08.03.1999	126,698,128	111,659,060
EON ENERGIE AG	Europaische Investitionsbank v. 19.11.1999	38,346,891	33,795,115
EON ENERGIE AG	Allianz v. 27.09.1982	6,135,503	5,407,218
EON ENERGIE AG	Allianz v. 27.09.1982	6,646,794	5,857,820
EON ENERGIE AG	Europaische Investitionsbank v. 19.11.1999	35,790,432	31,542,107
EON ENERGIE AG	Europaische Investitionsbank v. 02.12.1999	175,862,677	154,987,777
EON ENERGIE AG	Others (CCA-Amounts)	354,102	312,070
EON KRAFTWERKE GmbH	Bayerische Landesbank KW Lippendorf v.16.11.1995	2,760,976	2,433,248
EON KRAFTWERKE GmbH	Bayerische Landesbank ERP KW Lippendorf v. 01.12.1995	24,286,364	21,403,573
EON KRAFTWERKE GmbH	Bayerische Landesbank KW Schwandorf v. 01.01.1998	3,203,755	2,823,469
EON KRAFTWERKE GmbH	Bayerische Landesbank ERP KW Franken v.18.11.1998	2,977,764	2,624,303
EON KRAFTWERKE GmbH	Bayerische Landesbank ERP KW Zolling v. 19.11.1998	1,674,992	1,476,171
EON KRAFTWERKE GmbH	Bayerische Landesbank ERP KW Franken II v.30.11.1998	1,276,185	1,124,701
EON KRAFTWERKE GmbH	Bayerische Landesbank DtA KW Zolling v. 19.11.1998	717,854	632,645
EON KRAFTWERKE GmbH	Bayerische Landesbank ERP KW Lippendorf v. 01.12.1995	2,597,363	2,289,056

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EON KRAFTWERKE GmbH	Others (Renten)	446,007	393,066
EON KRAFTWERKE GmbH	WestLB NRW-Gewassergute v.03.05.1995	613,550	540,722
EON KRAFTWERKE GmbH	Landesbank Berlin DtA MHKW Goppingen v. 27.08.1996	11,504,067	10,138,535

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EON KRAFTWERKE GmbH	BNP Paribas KfW MHKW Goppingen v. 25.11.1996	15,338,756	13,518,046
EON KRAFTWERKE GmbH	BNP Paribas KfW MHKW Goppingen v. 05.06.1998	5,112,919	4,506,015
E.ON BAYERN	Bayerische Landesbank v.01.03.1999	6,305,763	5,557,269
E.ON BAYERN	DZ-Bank v.08.03.2000	7,081,393	6,240,831
E.ON Scandinavia AB	CCA Svenska Handelsbanken	642,664	566,380
E.ON Sales & Trading	CCA Deutsche Bank	241,345	212,697
E.ON Wasserkraft GmbH	Lfa Landesbank fur Aufbaufinanzierung v. 04.04.1984	10,225,838	9,012,031
E.ON Aktiengesellschaft	Dresdner Bank AG 21.12.2001	99,704,653	87,869,711
E.ON Aktiengesellschaft	Barclays Bank 28.12.2001	50,000,000	44,065,000
E.ON Aktiengesellschaft	Norddeutsche Landesbank Girozentrale 28.12.2001	125,000,000	110,162,500
E.ON Aktiengesellschaft	Commerzbank AG CAD-Account	4,571	4,029
E.ON Aktiengesellschaft	Commerzbank AG CHF-Account	109,353	96,373
E.ON Aktiengesellschaft	Commerzbank AG CZK-Account	263	232
E.ON Aktiengesellschaft	Commerzbank AG HKD-Account	690	608
E.ON Aktiengesellschaft	Commerzbank AG NOK-Account	530	467
E.ON Aktiengesellschaft	Commerzbank AG ZAR-Account	859	757
E.ON Aktiengesellschaft	Westdeutsche Landesbank Girozentrale EUR-Account	442,540	390,011
CCA Holding Inc.	National City Bank - Revolving Line of Credit - Sept. 1997	20,424,373	18,000,000

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ITEM 12: PRINCIPAL LEASES

The response to Item 12 is limited to the Reporting Companies. In addition, only leases that involve rental at an annual rate exceeding 3% of the annual gross operating revenue of the Reporting Company lessee during its last fiscal year are included.

(A)	(B)	(C)	(D)
Lessee	Lessor	Item Leased	2001 Payments Euro
E.ON Kernkraft GmbH	Kernkraft Gundremmingen Verwaltungsgesellschaft mbH	Long-term Nuclear Plant Lease	13,649,
E.ON North America, Inc	Tishman Speyer Properties	57th Floor - Chrysler Building	756,
E.ON AG	Disko Leasing GmbH, Dusseldorf	Bombardier Challenger 604	1,786,
EURO - US \$ Exchange Rate	0.8813		

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ITEM 13: SECURITIES SOLD

The response to Item 13 is omitted pursuant to the Form U5B Memo.

ITEM 14: AGREEMENTS FOR FUTURE DISTRIBUTION OF SECURITIES

Neither the Registrants or any associate or affiliate company thereof is a party to, or has a beneficial interest with respect to, any existing agreement for the future distribution of securities of the Registrants or of any subsidiary.

ITEM 15: TWENTY LARGEST HOLDERS OF CAPITAL STOCKS

The information provided below with respect to the shareholders of E.ON AG common stock was compiled from publicly available information prepared by

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third parties and represents E.ON's best information and belief.

### Twenty Largest Holders of Capital Stocks:

(A)	(B)	(C)
Title of Issue	Holder of Record and Address	Number of Shares Owned (in millions)
E.ON AG common stock	Allianz Aktiengesellschaft, Koniginstrasse 28, 80802 Munich, Germany	61.80
	Freistaat Bayern, Odeonsplatz 4, 80539 Munich, Germany	34.35
	Templeton Investment Counsel LLC, 500 East Broward Boulevard, Fort Lauderdale, United States	22.55
	Munchener Ruckversicherung, 80791 Munich, Germany	19.38
	Bank of Ireland Asset Management, 26 Fitzwilliam Place, Dublin 2, Ireland	15.50
	VI-Industriebeteiligungsgesellschaft mbH, Am Tucherpark 14, 80538 Munich, Germany	14.50
	HI-Vermögensverwaltungsgesellschaft mbH, Arabellastr. 14, 80311 Munich, Germany	13.99
	Deutsche Asset Management, One Appold Street, London EC2A 2UU, England	13.87

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(A)	(B)	(C)
Title of Issue	Holder of Record and Address	Number of Shares Owned (in millions)
	AI-Industriebesitz und Beteiligungen Isar-Amperwerke AG & Co. OHG, Koniginstr. 28, 80802 Munich, Germany	13.78

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	Bayer. Hypo- und Vereinsbank AG, Am Tucherpark 16, 80538 Munich, Germany	12.50
	State Street Global Advisors, 1 International Place, Boston, United States	9.82
	DEKA Investment GmbH, Mainzer Landstr. 16, 60325 Frankfurt, Germany	8.79
	Deutsche Asset Management, Mainzer Landstr. 16, 60325 Frankfurt, Germany	7.20
	Brandes Investment Partners, 11988 El Camino Real, San Diego, United States	6.43
	Oberfrankenstiftung Bayreuth, Ludwigstr. 20, 95444 Bayreuth, Germany	6.34
	Lazard Asset Management, 30 Rockefeller Plaza, New York, United States	5.45
	Barclays Global Investors, 45 Fremont Street, San Francisco, United States	5.07
	Bernstein Investment Research & Mgmt., 1345 Avenue of the Americas, New York, United States	4.52
	E.ON AG, E.ON-Platz 1, 40479 Dusseldorf, Germany	4.47
	DWS Investment GmbH, Grunenburgweg 113-115, 60323 Frankfurt, Germany	4.26
E.ON UK Verwaltungs GmbH common stock	E.ON AG, E.ON-Platz 1, 40479 Dusseldorf, Germany	1 share
E.ON US Verwaltungs GmbH common stock	E.ON AG, E.ON-Platz 1, 40479 Dusseldorf, Germany	1 share
E.ON UK plc common stock	E.ON UK Verwaltungs GmbH, E.ON-Platz 1, 40479 Dusseldorf, Germany	999,999,999 shares
	E.ON Vermögensanlage GmbH, E.ON-Platz 1, 40479 Dusseldorf, Germany	1 share

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- (1) According to Schedule 13 G as of December 31, 2001, includes the Allianz stake in AI-Industriebesitz und Beteiligungen Isar-Amperwerke AG & Co. OHG
- (2) Dewe Rogerson, September 2001
- (3) Finanzreport, June 2002
- (4) Internal Information
- (5) Press Announcement, July 2002

Number of shareholders of record each holding 1,000 shares or more and aggregate number of shares so held:

### E.ON AG

Number of shareholders is only available for domestic (German) shareholders and is based on an internal study as of December 2000.

Number of shareholders:	13,085
Aggregate number of shares:	370,935,650

### E.ON UK plc.

Number of shareholders:	1
Aggregate number of shares:	999,999,999

Number of shareholders of record each holding less than 1,000 shares and the aggregate number of shares so held:

### E.ON AG

Number of shareholders is only available for domestic (German) shareholders and is based on an internal study as of December 2000.

Number of shareholders:	444,089
Aggregate number of shares:	63,272,813

### E.ON UK plc

Number of shareholders:	1
Aggregate number of shares:	1

### E.ON UK Verwaltungs GmbH

Number of shareholders:	1
Aggregate number of shares:	1

### E.ON US Verwaltungs GmbH

Number of shareholders:	1
Aggregate number of shares:	1

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## ITEM 16: OFFICERS, DIRECTORS and EMPLOYEES

Positions and Compensation of Officers and Directors. In response to Item 16(a), the Registrants incorporate by reference the following information:

- o Item 6 of the Annual Report of E.ON AG filed on Form 20-F (filed March 21, 2002), attached hereto as Exhibit F, pp. 94-100.

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Compensation of Certain Employees. In response to Item 16(b), the Registrants incorporate by reference the following information:

- o Item 6 of the Annual Report of E.ON AG filed on Form 20-F (filed March 21, 2002), attached hereto as Exhibit F, pp. 94-100.

Indebtedness to System Companies. In response to Item 16(c), the Registrants incorporate by reference the following information:

- o Item 7 of the Annual Report of E.ON AG filed on Form 20-F (filed March 21, 2002), attached hereto as Exhibit F, p. 101.

Contracts. In response to Item 16(d), the Registrants incorporate by reference the following information:

- o Item 7 of the Annual Report of E.ON AG filed on Form 20-F (filed March 21, 2002), attached hereto as Exhibit F, p. 101.

Banking Connections. In response to Item 16(e), the Registrants incorporate by reference the following information:

- o Items 6 and 7 of the Annual Report of E.ON AG filed on Form 20-F (filed March 21, 2002), attached hereto as Exhibit F, pp. 94-101.

### ITEM 17: INTERESTS OF TRUSTEES IN SYSTEM COMPANIES

The Reporting Companies have no securities that were issued under indentures. Consequently, there are no indenture trustees and Item 17 of Form U5B is inapplicable.

### ITEM 18: SERVICE, SALE AND CONSTRUCTION CONTRACTS

In response to Item 18, the following information is incorporated by reference:

- o Exhibit B-1 to Powergen plc's Quarterly Report on Form U-9C-3, SEC File No. 078-00049 (filed May 30, 2001) (LG&E Services, Inc. Service Agreement).

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- o The Application of E.ON AG on Form U-1A, SEC File No. 70-9961 (filed on June 11, 2002) (describing the terms of any transactions between the E.ON Group and the LG&E Energy Group).

### ITEM 19: LITIGATION

In response to Item 19, the Registrants incorporate by reference the following information:

- o Item 8 of the Annual Report of E.ON AG filed on Form 20-F (filed March 21, 2002), attached hereto as Exhibit F, pp. 102-103.

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SIGNATURES

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrants have caused this registration statement to be duly signed on their behalf in the Cities of Dusseldorf, Germany and London, Great Britain on the 25th day of September, 2002.

1. E.ON AG

By: /s/ Dr. Erhard Schipporeit  
-----

By: /s/ Dr. Guntram Wurzberg  
-----

Name: Dr. Erhard Schipporeit  
Title: Member of the Board

Dr. Guntram Wurzberg  
Vice President General Legal  
Affairs

2. E.ON US Verwaltungs GmbH

By: /s/ Dr. Rolf Pohlig  
-----

By: /s/ Michael C. Wilhelm  
-----

Name: Dr. Rolf Pohlig  
Title: Managing Director

Michael C. Wilhelm  
Managing Director

3. E.ON UK Verwaltungs GmbH

By: /s/ Michael W. Wilhelm  
-----

By: /s/ Dr. Guntram Wurzberg  
-----

Name: Michael C. Wilhelm  
Title: Managing Director

Dr. Guntram Wurzberg  
Vice President General Legal  
Affairs

Attest:

/s/ Dr. Patrick Wolff  
-----

Dr. Patrick Wolff  
Counsel  
E.ON AG

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4. E.ON UK plc.



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By: /s/ Stefan Hloch  
-----

By: /s/ Christopher Salame  
-----

Name: Stefan Hloch  
Title: Director

Christopher Salame  
Director

Attest for Stefan Hloch:

Attest for Christopher Salame:

/s/ Dr. Patrick Wolff  
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/s/ Sara Vaughan  
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Dr. Patrick Wolff  
Counsel  
E.ON AG

Sara Vaughan  
Director, Group Regulatory and  
Sustainable Development  
Powergen plc.

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### EXHIBITS

#### EXHIBIT A

A corporate chart of the E.ON Group is attached as Exhibit A. Exhibit A is filed under cover of Form SE.

#### EXHIBIT B

The Articles of Association and Bylaws of E.ON AG are incorporated by reference to Exhibit A-1 of E.ON's Application on Form U-1, SEC File No. 70-9961 (filed June 11, 2002). The Articles of Association and Bylaws of E.ON US Verwaltungs GmbH, E.ON UK Verwaltungs GmbH and E.ON UK plc are attached as Exhibit B.

#### EXHIBIT C

Exhibit C provides a copy of the indentures related to each class of funded debt shown in the answer to Items 8(a) and (c). Exhibit C is filed under cover of Form SE.

#### EXHIBIT D

Exhibit D, attached hereto, provides consolidating financial information as of and for the year ended December 31, 2001, for each of E.ON's six divisions, with a column showing their incorporation into E.ON. The six divisions include: Energy, Chemicals, Real Estate, Oil, Telecommunications and Distribution/Logistics.

In response to the Exhibit D requirement, the Registrants also incorporate by reference the following information:

- o Item 18 of the Annual Report of E.ON AG filed on Form 20-F (filed March 21, 2002) (containing E.ON AG's full U.S. GAAP consolidated financial statements as of and for the year ended December 31, 2001), attached hereto as Exhibit F.

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### EXHIBIT E

In response to the Exhibit E requirement, the Registrants incorporate by reference Exhibit K of the Registration Statement of Powergen plc filed on Form U5B, SEC File No. 001-13620 (filed March 9, 2001) (providing maps).

### EXHIBIT F

The Annual Report of E.ON AG on Form 20-F (filed March 21, 2002) is attached as Exhibit F. Exhibit F is filed under cover of Form SE.

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### EXHIBIT G

The Annual Reports filed by LG&E and KU with state regulatory commissions are attached as Exhibit G. Exhibit G is filed under cover of Form SE.

### EXHIBIT H

See items incorporated by reference in response to Item 18.

### EXHIBIT I

Information as to Registrants and their Subsidiaries Responsive to Item 4 of Form U5B is attached as Exhibit I.

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This registration statement comprises:

- (a) Pages numbered 1 to 56, consecutively.
- (b) The following Exhibits:

### EXHIBIT INDEX

Exhibit	Description
A	Corporate Chart (filed under cover of Form SE)
B	Organizational Documents
C	Indentures Related to Funded Debt (filed under cover of Form SE)
D	Consolidating Statement of Income and Surplus
E	Incorporated by Reference
F	E.ON's Annual Report on Form 20-F (filed March 21, 2002) (filed under cover of Form SE)
G	Annual Reports filed by LG&E and KU with State Regulatory Commissions (filed under cover of Form SE)
H	Incorporated by Reference
I	Information as to Registrants and Their Subsidiaries Responsive to Item 4 of Form U5B

