

a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in the case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of facts or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After October 18, 2004, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

#### **E.ON AG, et al. (70-10196)**

E.ON AG ("E.ON") and E.ON UK Holding GmbH ("UK Holding"), both located at E.ON-Platz 1, 40479 Düsseldorf, Germany, and E.ON UK Ltd. ("UK Ltd.") and Powergen Limited (formerly Powergen plc, "Powergen"), both located at 53 New Broad Street, London EC2M 1SL, United Kingdom (collectively, "Applicants"), have filed an application ("Application") under section 5(d) of the Act.

Applicants request the Commission to find and declare that UK Holding,<sup>1</sup> an E.ON first tier, wholly owned subsidiary, UK Ltd.,<sup>2</sup> UK Holding's direct wholly owned subsidiary, and Powergen, UK Ltd.'s direct wholly owned subsidiary, are no longer holding companies under the Act and, further, to declare that, upon issuance of the order so finding and declaring, the registrations of UK Holding, UK Ltd. and Powergen will cease to be in effect.

E.ON is the parent holding company in the E.ON system of international utility companies. By order dated June 14, 2002 ("2002 Order"), the Commission authorized E.ON's acquisition of Powergen ("Acquisition"), the parent holding company in a United Kingdom ("UK")-based public-utility holding company system, and certain related transactions.<sup>3</sup> E.ON, through its acquisition of Powergen, indirectly acquired LG&E Energy LLC ("LG&E Energy"), a registered public-utility holding company,<sup>4</sup> and its public-utility

subsidiaries, Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU").

E.ON owned Powergen through several tiers of intermediate holding companies. Powergen owned LG&E Energy through several tiers of intermediate holding companies, as well, with Powergen U.S. Investment Corp. (now E.ON U.S. Investment Corp.) ("EUSIC") being LG&E Energy's immediate parent and a United States ("US")-based intermediate registered holding company.<sup>5</sup> Powergen owned EUSIC through the following other Powergen intermediate holding companies: Powergen U.S. Holdings Limited, Powergen U.S. Investments, Powergen Luxembourg Holdings sarl and Powergen Luxembourg sarl ("Powergen Intermediate Holding Companies").

In the Original Financing Application (which resulted in the 2002 Order), E.ON proposed, among other things, to simplify its corporate structure by transferring EUSIC from the UK-based Powergen chain of companies to E.ON U.S. Holding GmbH ("E.ON US"), a direct subsidiary of E.ON and a German-organized registered holding company. The 2002 Order reserved jurisdiction over E.ON's proposal to change the corporate structure, which E.ON proposed to effect in several steps over a period of time.<sup>6</sup>

In February 2003, the Commission released jurisdiction over and approved the transfer of EUSIC, the immediate parent company of LG&E Energy, from the E.ON system's UK-based Powergen chain of companies to E.ON US.<sup>7</sup> With the transfer of EUSIC's stock to E.ON US, the Powergen Intermediate Holding Companies ceased to hold voting interests, directly or indirectly, in, or to exercise any controlling influence over, LG&E Energy and, thus, ceased to be holding companies within the meaning of section 2(a)(7) of the Act. Thereafter, under section 5(d) of the Act, the Powergen Intermediate Holding

structure, LG&E Energy ceased to rely on an exemption from registration under section 3(a)(1) of the Act and, on March 29, 2004, registered as a holding company pursuant to section 5 of the Act.

<sup>5</sup> By order dated December 6, 2000, the Commission authorized Powergen to acquire LG&E Energy. See Powergen plc, Holding Co. Act Release No. 27291 (December 6, 2000). After the issuance of the December 6, 2000, order, Powergen and the Powergen Intermediate Holding Companies registered under the Act. After the E.ON Acquisition, Powergen and the Powergen Intermediate Holding Companies remained registered pursuant to section 5 of the Act.

<sup>6</sup> Specifically, the 2002 Order reserved jurisdiction over E.ON's request to transfer EUSIC to E.ON U.S. in exchange for cash or a note.

<sup>7</sup> See Holding Co. Act Release No. 27654 (February 21, 2003).

Companies sought, and the Commission, by order dated October 28, 2003, found and declared that the Powergen Intermediate Holding Companies were no longer holding companies and, further, declared the registrations of these four companies to be no longer in effect.<sup>8</sup>

Powergen itself, although it no longer owned LG&E Energy, remained a registered holding company in October 2003, due to its continuing role in the management of LG&E Energy and LG&E and KU. Applicants state that, at this time, UK Holding, UK Ltd. and Powergen no longer have any responsibilities for, and exercise no controlling influence over, LG&E Energy.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

**Margaret H. McFarland,**

*Deputy Secretary.*

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## **SECURITIES AND EXCHANGE COMMISSION**

[File No. 500-1]

### **In the Matter of The Village Green Bookstore, Inc.; Order of Suspension of Trading**

September 23, 2004.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of The Village Green Bookstore, Inc. because it has been delinquent in its periodic filing obligations under Section 13(a) of the Securities Exchange Act of 1934 since August 1997.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed companies.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above-listed company is suspended for the period from 9:30 a.m. e.d.t. on September 23, 2004, through 11:59 p.m. e.d.t. on October 6, 2004.

By the Commission.

**Jonathan G. Katz,**

*Secretary.*

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<sup>8</sup> See Holding Co. Act Release No. 27745 (October 28, 2003).

<sup>1</sup> E.ON UK Holding GmbH was formerly E.ON UK Verwaltungs GmbH.

<sup>2</sup> E.ON UK Ltd. was formerly E.ON UK plc.

<sup>3</sup> See E.ON AG, Holding Co. Act Release No. 27539 (June 14, 2002) (this order also consolidated E.ON's acquisition application (SEC File No. 70-9961) and E.ON's acquisition financing application (SEC File No. 70-9985) ("Original Financing Application"). On July 1, 2002, E.ON consummated the Acquisition and registered as a holding company under section 5 of the Act.

<sup>4</sup> LG&E Energy LLC was formerly LG&E Corporation. See E.ON AG, Holding Co. Act Release No. 27785 (December 29, 2003). Following the change in its corporate form and ownership