

burdensome under the circumstances. Edward Jones states that it will notify all Eligible Customers in writing of their opportunity to participate in the Switch. In the notice to Eligible Customers, Edward Jones will disclose that the customer's purchase of Rebate Switch Funds may be more expensive to Edward Jones than their purchase of NAV Switch Funds, thus creating a conflict of interest. The notice also will identify those Switch Funds that are NAV Switch Funds and those that are Rebate Switch Funds.

#### Applicant's Conditions

Applicant agrees that any order granting the requested relief will be subject to the following conditions:

1. Prior to implementing the Switch, Applicant will obtain an undertaking in writing from each of the NAV Switch Funds that the NAV Switch Fund will comply with Rule 22d-1(d) under the Act with respect to the Switch.

2. Prior to an NAV Switch Fund's participating in the Free Switch, the board of directors or trustees of the NAV Switch Fund ("Board"), including a majority of the Board members who are not "interested persons," as defined in Section 2(a)(19) of the Act, will review any sales load waiver proposed to be made by the NAV Switch Fund or its principal underwriter in connection with the Switch to determine whether the waiver is in the best interest of the NAV Switch Fund and its shareholders. To assist the Board in making this determination, the NAV Switch Fund's principal underwriter will provide the Board with such information as may reasonably be necessary to enable the Board to make an informed decision. The factors considered and the basis for the Board's determination will be reflected in the Board's minutes, which will be preserved for a period of not less than six years from the date of the NAV Switch Fund's participation in the Switch, the first two years in an easily accessible place.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

### Sunshine Act Meeting

**FEDERAL REGISTER CITATION OF PREVIOUS ANNOUNCEMENT:** [70 FR22380, April 29, 2005].

**STATUS:** Closed meeting.

**PLACE:** 450 Fifth Street, NW., Washington, DC.

**DATE AND TIME OF PREVIOUSLY ANNOUNCED MEETING:** Tuesday, May 3, 2005 at 2 p.m.

**CHANGE IN THE MEETING MEETING:** Cancellation of meeting.

The Closed Meeting scheduled for Tuesday, May 3, 2005 has been cancelled.

For further information please contact the Office of the Secretary at (202) 942-7070.

Dated: April 29, 2005.

**Jonathan G. Katz,**

*Secretary.*

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27962]

### Filings Under the Public Utility Holding Company Act of 1935, as Amended ("Act")

April 27, 2005.

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated under the Act. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendment(s) is/are available for public inspection through the Commission's Branch of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by May 23, 2005, to the Secretary, Securities and Exchange Commission, Washington, DC 20549-0609, and serve 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 May 23, 2005, 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. (70-10282)

E.ON AG ("E.ON"), a registered holding company under the Act, located at E.ON-Platz 1, 40479 Düsseldorf, Germany, and certain of its direct and indirect utility and nonutility subsidiary companies listed in the Application, including E.ON U.S. Holding GmbH ("E.ON U.S. Holding"), a registered holding company and a direct subsidiary of E.ON, also located at E.ON-Platz 1, 40479 Düsseldorf, Germany, and the parent company of E.ON U.S. Investments Corp. ("E.ON U.S. Investments"), a registered holding company and parent of LG&E Energy LLC ("LG&E Energy"), a registered holding company and parent of Louisville Gas and Electric Company ("LG&E") and Kentucky Utilities Company ("KU"), all located at 220 West Main Street, Louisville, Kentucky 40202 (collectively, "Applicants"), have filed an application, as amended ("Application") under sections 6(a), 7, 9(a), 10, 12(b), 12(c), 12(d) and 13(b) of the Act and rules 20, 26, 42, 43, 45, 46, 52, 53, 87 and 90.

Applicants seek authority for certain financing transactions of E.ON and its associated companies during the period from the effective date of the order granting the Application through May 31, 2008 ("Authorization Period"). The Commission previously provided authorizations for E.ON and certain other entities in the E.ON group ("E.ON Group" or "Group"), on June 14, 2002, to undertake specific financing transactions, which authorizations expire on May 31, 2005 ("2002 Order").<sup>1</sup>

#### I. Background

E.ON is headquartered in Düsseldorf, Germany, and most of its operations are located in Europe.<sup>2</sup> Applicants state that, in 2003, E.ON reorganized its

<sup>1</sup> See *E.ON AG, et al.*, Holding Co. Act Release No. 27539 (June 14, 2002).

<sup>2</sup> Applicants state that E.ON had approximately 478,000 shareholders worldwide, as of June 30, 2004, and that E.ON's shares, all of which are ordinary shares, are listed on all seven German stock exchanges. The shares are also actively traded over-the-counter in London and E.ON's American Depositary Shares ("ADSs"), each of which represents one ordinary share, are listed on the New York Stock Exchange.

Applicants state that, unless otherwise noted, amounts expressed in United States dollars ("USD") are unaudited and have been converted from Euros, for convenience, at an exchange rate of USD 1.2179 = EUR 1.00, the Noon Buying Rate of the Federal Reserve Bank of New York on June 30, 2004. For the six months ended June 30, 2004, E.ON reported consolidated revenues of EUR 25.594 billion (USD 31.171 billion) calculated in accordance with U.S. generally accepted accounting procedures ("US GAAP"). As of June 30, 2004, E.ON had total consolidated assets of EUR 113.958 billion (USD 138.789 billion).