

E ON AG
Form U-12-IB
April 22, 2005

OMB APPROVAL

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

FORM U-12(I)-B (THREE-YEAR STATEMENT)

**STATEMENT PURSUANT TO SECTION 12(i) OF PUBLIC UTILITY HOLDING
COMPANY ACT OF 1935 BY A PERSON REGULARLY EMPLOYED
OR RETAINED BY A REGISTERED HOLDING COMPANY
OR A SUBSIDIARY THEREOF AND WHOSE EMPLOYMENT
CONTEMPLATES ONLY ROUTINE EXPENSES AS SPECIFIED IN RULE 71(b)**

(To be filed in DUPLICATE. If acknowledgment is desired, file in triplicate)

1. Name and business address of person filing statement.

Cleary Gottlieb Steen & Hamilton LLP ("Cleary Gottlieb"), 2000 Pennsylvania Avenue, Washington, D.C. 20006. Other offices of Cleary Gottlieb also provide services to E.ON AG and its subsidiaries covered by Section 12(i) of the Public Utility Holding Company Act, as amended, as described below.

2. Names and business addresses of any persons through whom the undersigned proposes to act in matters included within the exemption provided by paragraph (b) of Rule U-71.

David M. Becker, John Palenberg, Sara D. Schotland, Michael Volkovitsch and other attorneys at Cleary Gottlieb.

3. Registered holding companies and subsidiary companies by which the undersigned is regularly employed or retained.

E.ON AG and its subsidiaries.

4. Position or relationship in which the undersigned is employed or retained by each of the companies named in item 3, and brief description of nature of services to be rendered in each such position or relationship.

Attorneys; provide legal counsel and representation to E.ON AG and its subsidiaries before the Securities and Exchange Commission.

5. (a) Compensation received during the current year and estimated to be received over the next two calendar years by the undersigned or others, directly or indirectly, for services rendered by the undersigned, from each of the companies designated in item 3. (Use column (a) as supplementary statement only.)

To be answered in supplemental statement.

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Salary or other
compensations

Name of recipient	Salary or other compensations		Person or company from whom received or to be received
	received (a)	to be (b)	

(b) Basis for compensation if other than salary.

Hourly fees and disbursements.

6. (To be answered in supplementary statement only. See instructions.) Expenses incurred by the undersigned or any person named in item 2, above, during the calendar year in connection with the activities described in item 4, above, and the source of reimbursement for same.

To be answered in supplemental statement.

(a) Total amount of routine expenses charged to client: \$

(b) Itemized list of all other expenses:

Date April 22, 2005

Signed /s/ David M. Becker

SEC 979 (4-02) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Section 12(i) of the Public Utility Holding Company Act of 1935 provides that it shall be unlawful for any person employed or retained by any registered holding company, or any subsidiary company thereof, to present, advocate, or oppose any matter affecting any registered holding company or any subsidiary company thereof, before the Congress or any Member or committee thereof, or before the Commission or Federal Power Commission, or any member, officer, or employee of either such Commission, unless appropriate reports are filed as the Commission may prescribe.

Rule U-71. Statements to be Filed Pursuant to Section 12(i) of the Act.

(a) *Ten-day statement.* Any person who engages in any activity within the scope of Section 12(i) of the Act, shall file with the Commission within 10 days after the date of such activity a statement on Form U-12(I)-A, except as to activity within the scope of any advance statement of Form U-12(I)-B, which is duly filed in accordance with paragraph (b).

(b) *Advance Statement.* An advance statement, covering anticipated activity for the remainder of the present calendar year and the next two calendar years, may be filed on Form U-12(I)-B by any person (whether or not the compensation of such person has been fixed in advance) who is a salaried officer or employee or an attorney, accountant or other expert regularly retained by any company or by companies in the same holding-company system, or any person specially retained in connection with a particular proceeding or enterprise which is expected to involve a series of appearances or activities, if such employment or retainer does not contemplate any expenses other than ordinary personal, traveling or sustenance expenses, stationery, postage, telephone, telecopier and telegraphic service, stenographic and clerical assistance, expenditures for the printing of briefs or other documents to be submitted to any agencies specified in section 12(i) of the Act, and similar items.

(c) *Supplemental statement.* Any person filing an advance statement on Form U-12(I)-B shall file a supplement to such advance statement within 30 days after the end of the period covered thereby, and in no event later than January 30th of the following year, giving the information specified in Items 5 and 6 thereof. Any such person renewing such advance statement may combine the renewal and supplement in the same statement.

COLLECTION OF INFORMATION

The information requested by this form is being collected because Section 12(i) Of the Public Utility Holding Act of 1935 makes it unlawful for any person employed or retained by any registered holding company or subsidiary company, to present, advocate, or oppose any matter affecting any registered holding company or subsidiary company before Congress or any Member or committee, or before The SEC or FERC unless appropriate reports are filed. The Commission uses this information to ensure compliance with the requirements of Section 12(i) for the public interest or the protection of investors or consumers. The Commission estimates that it will take 0.67 hours to respond to this collection of information. A response to this form is mandatory. The information on this form will not be kept confidential. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

INSTRUCTIONS

General Instruction Advance statement on this form shall continue in effect until January 30 for the year following the end of the three-year period covered by the advance statement, unless and except as previously supplemented or renewed. Supplementary statements during the three-year period may be filed in the event of material changes such as information called for by items 1 through 6. Changes of rank or salary within the organization would not ordinarily be deemed material.

Item 1. Statements shall be signed and filed by the *person employed or retained*, whether an individual, partnership, corporation, or association. If filed by a corporation, the statement shall be executed on its behalf by a duly authorized officer. If the person reporting is employed or retained by the holding company or subsidiary company in his capacity as a member or employee of a partnership or an officer or employee of a corporation, he shall state the name of such partnership or corporation and his position therein.

Item 3. Reports with respect to any number of different companies, whether or not they are members of the same holding-company system, may be included in a single statement. Companies may be designated by description, e.g., X Company and all its subsidiaries except....

Item 4. The character of the duties for which the person reporting is employed or retained shall be described briefly, indicating generally the relative time devoted to each class of activities.

Item 5(a). Column (a) to be used only in supplementary statement. See General Instruction.

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Compensation received from different persons or companies, even though members of the same holding-company system, shall be separately stated as to each, but compensation from the same person or company for different services need not be segregated.

Item 6. To be answered in supplementary statement. See General Instruction.

Expenses includes obligations incurred.

Routine expenses are those described in italicized portion of Rule U-71(b) above.

Note that since Form U-12(I)-B is available only when the activity contemplates only routine expenses, other expenses, if any, must be reported on Form U-12(I)-A. The answer to item 6(b) should either state No other expenses or should refer to filings on Form U-12(I)-A.

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