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E ON AG
Form RW
August 25, 2003

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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|------------------|-----------------------------------|----------------------------|
| NEW YORK | 125 West 55th Street | LONDON |
| WASHINGTON, D.C. | New York, NY 10019-5389 | (A LONDON-BASED |
| ALBANY | (212) 424-8000 | MULTINATIONAL PARTNERSHIP) |
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| DENVER | FACSIMILE: (212) 424-8500 | BRUSSELS |
| HARRISBURG | | JOHANNESBURG |
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| LOS ANGELES | | (AFFILIATED OFFICE) |
| NEWARK | | TASHKENT |
| PITTSBURGH | | BISHKEK |
| SALT LAKE CITY | | ALMATY |
| SAN FRANCISCO | | BEIJING |

August 25, 2003

BY EDGAR

U.S. Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Withdrawal of Post Effective Amendment No. 7 to Form U-1
Application filed on July 30, 2003 in SEC File No. 70-9985 and
Re-filing of Amendment

Dear Sir or Madam:

On July 30, 2003, E.ON AG ("E.ON") filed Post-Effective Amendment No. 7 to its application on Form U-1 in SEC File No. 70-9985 in connection with the deregistration of intermediate holding companies of Powergen Ltd. (formerly Powergen plc). This amendment is being withdrawn and re-filed as Post-Effective Amendment No. 1 to E.ON's application on Form U-1 in SEC File No. 70-9961.

By this letter, E.ON withdraws the Post-Effective Amendment No. 7 filed in SEC File No. 70-9985 on July 30, 2003, together with all exhibits thereto. Today, E.ON will file Post-Effective Amendment No. 1 to its application on Form U-1 under the correct file number, SEC File No. 70-9961.

Please contact me at (212) 424-8455 with any questions regarding this matter.

Sincerely,

/s/ Tia S. Barancik
Tia S. Barancik
Attorney for E.ON AG

