

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan E.ON U.S. LLC RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 05/01/1940
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) E.ON U.S. LLC BENEFITS DEPT - 16TH FLOOR P O BOX 32030 220 WEST MAIN STREET LOUISVILLE, KY 40232-2010	2b Employer Identification Number (EIN) 20-0523163 2c Sponsor's telephone number 502-627-2000 2d Business code (see instructions) 221100

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	03/04/2010	VANEECA MOTTLEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") E.ON U.S. LLC BENEFITS DEPT - 16TH FLOOR P O BOX 32030 220 WEST MAIN STREET LOUISVILLE, KY 40232-2010	3b Administrator's EIN 20-0523163 3c Administrator's telephone number 502-627-2000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 5439
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 2196
b Retired or separated participants receiving benefits.....	6b 1728
c Other retired or separated participants entitled to future benefits.....	6c 1065
d Subtotal. Add lines 6a , 6b , and 6c	6d 4989
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 407
f Total. Add lines 6d and 6e	6f 5396
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 15
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1A 1G 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input checked="" type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> <u>1</u> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007		
A Name of plan E.ON U.S. LLC RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500. E.ON U.S. LLC		
D Employer Identification Number (EIN) 20-0523163		

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
04-1414660	65099	GAC 10 ASSN 0	729	01/01/2007	12/31/2007

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	0
6	Contracts With Allocated Funds:		
a	State the basis of premium rates ▶		
b	Premiums paid to carrier	6b	0
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	
e	Type of contract: (1) <input type="checkbox"/> individual policies (2) <input type="checkbox"/> group deferred annuity (3) <input type="checkbox"/> other (specify) ▶		
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ <input type="checkbox"/>		
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)		
a	Type of contract: (1) <input type="checkbox"/> deposit administration (2) <input checked="" type="checkbox"/> immediate participation guarantee (3) <input type="checkbox"/> guaranteed investment (4) <input type="checkbox"/> other ▶		
b	Balance at the end of the previous year	7b	56840282
c	Additions: (1) Contributions deposited during the year	7c(1)	2322834
	(2) Dividends and credits	7c(2)	47976
	(3) Interest credited during the year	7c(3)	3519166
	(4) Transferred from separate account	7c(4)	0
	(5) Other (specify below)..... ▶ DR ANNUAL ADJUSTMENTS	7c(5)	446211
	(6) Total additions	7c(6)	6336187
d	Total of balance and additions (add b and c(6)).	7d	63176469
e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	9492511
	(2) Administration charge made by carrier	7e(2)	62999
	(3) Transferred to separate account	7e(3)	0
	(4) Other (specify below)..... ▶	7e(4)	0
	(5) Total deductions	7e(5)	9555510
f	Balance at the end of the current year (subtract e(5) from d)	7f	53620959

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007		
A Name of plan E.ON U.S. LLC RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 E.ON U.S. LLC		D Employer Identification Number (EIN) 20-0523163

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STATE STREET BANK & TRUST COMPANY

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	TRUST COMPANY	111761	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

JOHN HANCOCK MUTUAL LIFE INS CO

04-1414660

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19	INS AGENT & BROKER	62999	Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

► **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan
E.ON U.S. LLC RETIREMENT PLAN

B Three-digit plan number (PN)	▶	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500
E.ON U.S. LLC

D	Employer Identification Number (EIN)
	20-0523163

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: **E.ON U.S. LLC MASTER RET TRUST**

b Name of sponsor of entity listed in (a): E.ON U.S. LLC

c EIN-PN 20-0523163-200	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 545099033
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan <u>E.ON U.S. LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>E.ON U.S. LLC</u>	D Employer Identification Number (EIN) <u>20-0523163</u>	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	<u>69900000</u>	<u>2000000</u>
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		<u>79</u>
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	<u>463270801</u>	<u>545099033</u>
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	<u>56840358</u>	<u>53620959</u>
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	590011159	600720071

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	590011159	600720071
---	-----------	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4854763	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4854763

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	4013357	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4013357

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		33639869
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		42507989

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	31624317	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		31624317
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	174760	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		174760
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		31799077

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		10708912
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MOUNTJOY & BRESSLER LLP

(2) EIN: 20-2033554

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007					
A Name of plan E.ON U.S. LLC RETIREMENT PLAN				B Three-digit plan number (PN) ► 001	
C Plan sponsor's name as shown on line 2a of Form 5500 E.ON U.S. LLC				D Employer Identification Number (EIN) 20-0523163	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-2447211 04-3581074 Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. <input checked="" type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? <input type="checkbox"/> Yes <input type="checkbox"/> No					
11 a Does the ESOP hold any preferred stock? <input type="checkbox"/> Yes <input type="checkbox"/> No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) <input type="checkbox"/> Yes <input type="checkbox"/> No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? <input type="checkbox"/> Yes <input type="checkbox"/> No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. Schedule R (Form 5500) 2009 v.092308.1					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**SCHEDULE B
(Form 5500)**Department of the Treasury
Internal Revenue Service
Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

- ▶ Attach to Form 5500 or 5500-EZ if applicable.
▶ See separate instructions.

Official Use Only

OMB No. 1210-0110

2007This Form Is Open to Public
Inspection (except when
attached to Form 5500-EZ).

For calendar plan year 2007 or fiscal plan year beginning and ending

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan E.ON U.S. LLC RETIREMENT PLAN			B Three-digit plan number ... ▶ 001	
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ E.ON U.S. LLC			D Employer Identification Number 20-0523163	
E Type of plan: (1) <input type="checkbox"/> Multiemployer (2) <input checked="" type="checkbox"/> Single-employer (3) <input type="checkbox"/> Multiple-employer			F 100 or fewer participants in prior plan year <input type="checkbox"/>	

Basic Information (To be completed by all plans)**1a** Enter the actuarial valuation date: Month 01 Day 01 Year 2007**b** Assets:

(1) Current value of assets	b(1)	569855888
(2) Actuarial value of assets for funding standard account	b(2)	541811722
c (1) Accrued liability for plans using immediate gain methods	c(1)	467266368
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	c(2)(a)	
(b) Accrued liability under entry age normal method	c(2)(b)	
(c) Normal cost under entry age normal method	c(2)(c)	

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).



Linda C. Myers

Signature of actuary

LINDA C. MYERS, F.S.A.

Type or print name of actuary

MERCER

Firm name

462 SOUTH FOURTH STREET, SUITE 1100
LOUISVILLE KY

Address of the firm

40202-3415

Telephone number (including area code)

9/9/2008

Date

G 08-04846

Most recent enrollment number

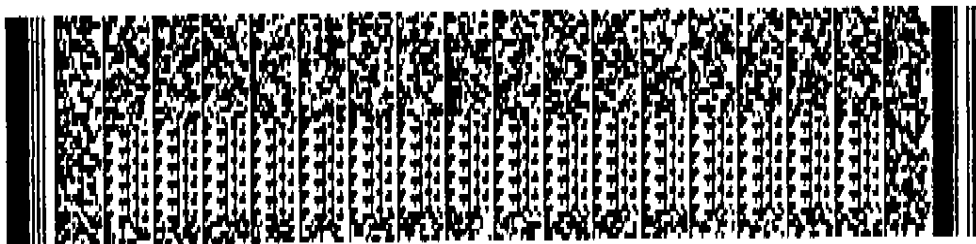
502-561-4500

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions. ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-EZ.

v10.1

Schedule B (Form 5500) 2007



Schedule B (Form 5500) 2007

Page **2**

Official Use Only

1d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions) . . .	d(1)	0
(2) "RPA '94" Information:		
(a) Current liability	d(2)(a)	574910750
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	22302840
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	574910750
(d) Expected release from "RPA '94" current liability for the plan year	d(2)(d)	
(3) Expected plan disbursements for the plan year	d(3)	33482958

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)		2a	569855888	
b "RPA '94" current liability:		(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(1) For retired participants and beneficiaries receiving payments		2131	304553549	304553549
(2) For terminated vested participants		1040	45459782	45459782
(3) For active participants		2268	220339009	224897419
(4) Total		5439	570352340	574910750
c If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter such percentage.				
		2c		%

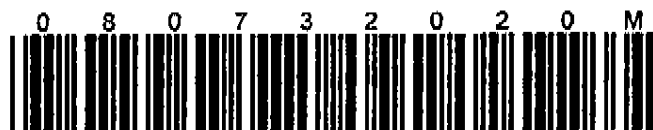
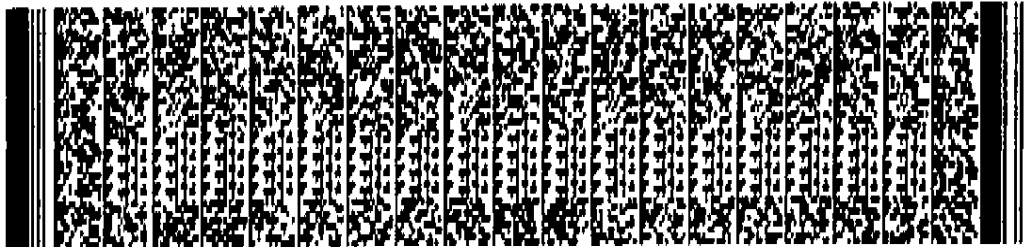
3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees	(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees
04/09/2008	2000000				
3 Totals			(b)	2000000	(c) 0

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions)	4a	86.3 %
b If line 4a is less than 100%, see instructions, and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0



5 Actuarial cost method used as the basis for this plan year's funding standard account computation:

- a** ☐ Attained age normal **b** ☐ Entry age normal **c** ☒ Accrued benefit (unit credit)
d ☐ Aggregate **e** ☐ Frozen initial liability **f** ☐ Individual level premium
g ☐ Individual aggregate **h** ☐ Other (specify) _____

i Has a change been made in funding method for this plan year? ☐ Yes ☒ No

j If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? ☐ Yes ☐ No

k If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method _____ Month _____ Day _____ Year _____

6 Checklist of certain actuarial assumptions:

a Interest rate for "RPA '94" current liability. **6a** 5.78 % ☐ N/A

b Weighted average retirement age **6b** 62 ☐ N/A

c Rates specified in insurance or annuity contracts ☐ N/A **6c** ☐ Yes ☒ No ☐ Yes ☒ No ☐ N/A

d Mortality table code for valuation purposes:

(1) Males **d(1)** A A ☐ N/A

(2) Females **d(2)** A A ☐ N/A

e Valuation liability interest rate ☐ N/A **6e** 8.25 % 8.25 % ☐ N/A

f Expense loading ☐ N/A **6f** 11.4 % % ☒ N/A

g Annual withdrawal rates:

(1) Age 25 **g(1)** U 6.00 % U 6.00 % ☐ N/A

(2) Age 40 **g(2)** U 2.30 % U 2.30 % ☐ N/A

(3) Age 55 **g(3)** U 0.00 % U 0.00 % ☐ N/A

h Salary scale ☐ N/A **6h** 5.25 % 5.25 % ☐ N/A

i Estimated investment return on actuarial value of assets for year ending on the valuation date **6i** 9.8 %

j Estimated investment return on current value of assets for year ending on the valuation date **6j** 10.4 %

7 New amortization bases established in the current plan year:

(1) Type of Base

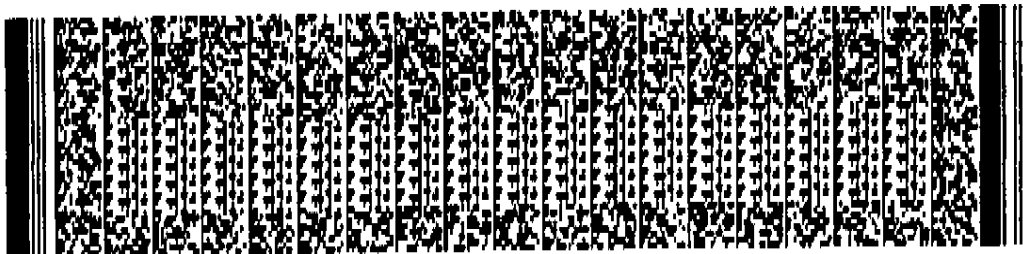
(2) Initial Balance

(3) Amortization Charge/Credit

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit

8 Miscellaneous information:

a If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval _____ Month _____ Day _____ Year _____



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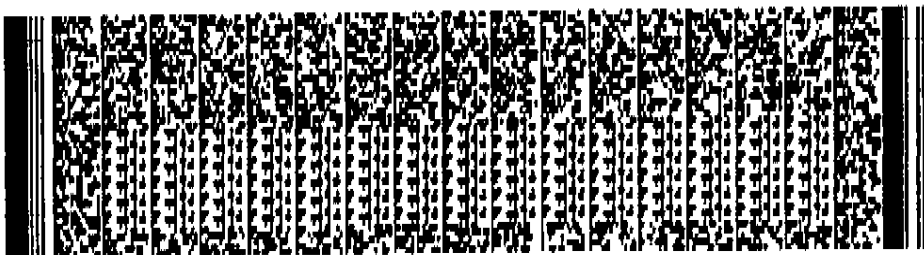
Official Use Only

8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions ▶

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule. ☒ Yes ☐ No

9 Funding standard account statement for this plan year:		
Charges to funding standard account:		
a Prior year funding deficiency, if any	9a	0
b Employer's normal cost for plan year as of valuation date	9b	10554960
c Amortization charges as of valuation date:		
(1) All bases except funding waivers	c(1)	31500008
(2) Funding waivers	c(2)	0
d Interest as applicable on lines 9a, 9b, and 9c	9d	3469535
e Additional interest charge due to late quarterly contributions, if applicable	9e	0
f Adjusted additional funding charge from Part II, line 12q, if applicable	9f	0
g Total charges. Add lines 9a through 9f	9g	45524503
Credits to funding standard account:		
h Prior year credit balance, if any	9h	124997495
i Employer contributions. Total from column (b) of line 3	9i	2000000
j Amortization credits as of valuation date	9j	3999424
k Interest as applicable to end of plan year on lines 9h, 9i, and 9j	9k	10642246
l Full funding limitation (FFL) and credits		
(1) ERISA FFL (accrued liability FFL)	l(1)	66040186
(2) "RPA '94" override (90% current liability FFL)	l(2)	0
(3) FFL credit	l(3)	0
m (1) Waived funding deficiency	m(1)	0
(2) Other credits	m(2)	0
n Total credits. Add lines 9h through 9k, 9l(3), 9m(1), and 9m(2)	9n	141639165
o Credit balance: If line 9n is greater than line 9g, enter the difference	9o	96114662
p Funding deficiency: If line 9g is greater than line 9n, enter the difference	9p	0
Reconciliation account:		
q Current year's accumulated reconciliation account:		
(1) Due to additional funding charges as of the beginning of the plan year	q(1)	0
(2) Due to additional interest charges as of the beginning of the plan year	q(2)	0
(3) Due to waived funding deficiencies:		
(a) Reconciliation outstanding balance as of valuation date	q(3)(a)	0
(b) Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a)	q(3)(b)	0
(4) Total as of valuation date	q(4)	0
10 Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable	10	0

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions ☒ Yes ☐ No



Part II Additional Information for Certain Plans Other Than Multiemployer PlansPlease see **Who Must File** in the Schedule B instructions to determine if you must complete Part II.**12 Additional required funding charge (see instructions):**

- a**
- Enter "Gateway %." Divide line 1b(2) by line 1d(2)(c) and multiply by 100.

If line 12a is at least 90%, go to line 12q and enter -0-.

If line 12a is less than 80%, go to line 12b.

If line 12a is at least 80% (but less than 90%), see instructions and, if applicable, go to line 12q

and enter -0-. Otherwise, go to line 12b.

- b**
- "RPA '94" current liability. Enter line 1d(2)(a)

- c**
- Adjusted value of assets (see instructions)

- d**
- Funded current liability percentage. Divide line 12c by 12b and multiply by 100.

- e**
- Unfunded current liability. Subtract line 12c from line 12b.

- f**
- Liability attributable to any unpredictable contingent event benefit

- g**
- Outstanding balance of unfunded old liability

- h**
- Unfunded new liability. Subtract the total of lines 12f and 12g from line 12e. Enter -0- if negative

- i**
- Unfunded new liability amount (% of line 12h)

- j**
- Unfunded old liability amount

- k**
- Deficit reduction contribution. Add lines 12i, 12j, and 1d(2)(b).

- l**
- Net charges in funding standard account used to offset the deficit reduction contribution. Enter a negative number if less than zero.

- m**
- Unpredictable contingent event amount:

- (1) Benefits paid during year attributable to unpredictable contingent event

- (2) Unfunded current liability percentage. Subtract the percentage on line 12d from 100%.

- (3) Enter the product of lines 12m(1) and 12m(2)

- (4) Amortization of all unpredictable contingent event liabilities

- (5) "RPA '94" additional amount (see instructions)

- (6) Enter the greatest of lines 12m(3), 12m(4), or 12m(5).

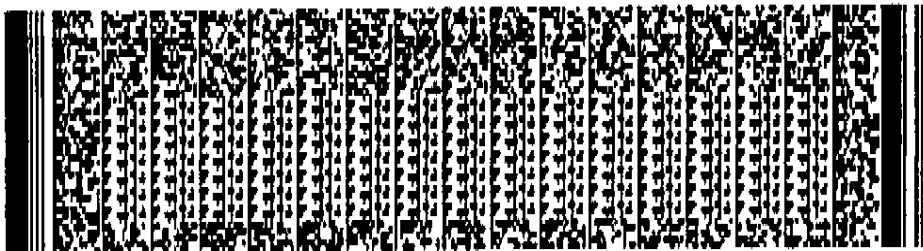
- n**
- Preliminary additional funding charge: Enter the excess of line 12k over line 12l (if any), plus line 12m(6), adjusted to end of year with interest.

- o**
- Contributions needed to increase current liability percentage to 100% (see instructions)

- p**
- Additional funding charge prior to adjustment: Enter the lesser of line 12n or 12o

- q**
- Adjusted additional funding charge. (.0 % of line 12p)

12a	94.2	%
12b		
12c		
12d		%
12e		
12f		
12g		
12h		
12i		
12j		
12k		
12l		
m(1)		
m(2)		%
m(3)		
m(4)		
m(5)		
m(6)		
12n		
12o		
12p		
12q		0



Plan: E.ON U.S. LLC Retirement Plan
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ATTACHMENTS TO SCHEDULE B (FORM 5500)
ACTUARIAL INFORMATION

The Schedule B report reflects information regarding participant data furnished by E.ON U.S. LLC, data relating to Plan assets and contribution information supplied by E.ON U.S. LLC. The data described above is information which would customarily not be verified by the Plan's actuary. We have no reason to doubt the substantial accuracy of the data. It is basically consistent with information provided for prior reports. Finally, we have also used and relied upon the plan documents as supplied by the plan sponsor. The plan sponsor is solely responsible for the validity and completeness of this information.

Attached as separate exhibits are:

- Schedule B, Line 6 – Summary of Plan Provisions
- Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods
- Schedule B, Line 6b – Description of Weighted Average Retirement Age
- Schedule B, Line 8c - Schedule of Active Participant Data
- Schedule B, Line 9c and 9j – Schedule of Funding Standard Account Bases
- Schedule B, Line 11 – Justification for Changes in Actuarial Assumptions

Schedule B, Line 6 – Summary of Plan Provisions – LG&E

<i>Effective date</i>	May 1, 1940
<i>Restated</i>	January 1, 2000
<i>Last Amended</i>	December 9, 2006
<i>Eligibility</i>	A salaried employee becomes a member on the first day of any month after completion of one year of continuous service. Employees hired or rehired after December 31, 2005 will not be eligible to participate in the plan.
<i>Retirement Dates</i>	
<i>Normal Retirement Date</i>	The first day of the month coincident with or immediately following an employee's sixty-fifth (65th) birthday.
<i>Early Retirement Date</i>	The first day of the month coincident with or immediately following an employee's termination of employment, subsequent to attaining age 55 or completing 30 Years of Service.
<i>Late Retirement</i>	The first day of any month, subsequent to a member's sixty-fifth birthday, in which such member terminates employment.
<i>Retirement Income</i>	
<i>Normal:</i>	<p>The member receives the greatest of (1) 1.35% of the preceding year's earnings as indicated on Form W-2, for each plan year of service; (2) 1.58% of his average monthly earnings plus 0.40% of his average monthly earnings in excess of Covered Compensation, such sum multiplied by his years of service (to a maximum of 30 years); or (3) 1.68% of his average monthly earnings multiplied by his years of service (to a maximum of 30 years).</p> <p>In no event will a member's benefit be less than his accrued benefit as of April 30, 1994 plus his accrued benefit after May 1, 1994.</p> <p>An employee who is actively employed on May 1, 2000 will be entitled to a minimum monthly benefit calculated as if the employee had terminated or retired on May 1, 2000 with 5 additional years of service (but not for vesting purposes) and 5 years older for determining the applicable reduction for early retirement.</p>

Plan: E.ON U.S. LLC Retirement Plan**EIN/PN: 20-0523163/001****Page 3 of 19****Schedule B, Line 6 – Summary of Plan Provisions – LG&E (continued)**

Early	The member receives a reduced monthly retirement income based upon his accrued retirement income at the date of early retirement multiplied by a percentage in accordance with the following table:		
	<u>Percent of Benefit Payable</u>		
	<u>Age of Retirement</u>	<u>For Retirements Before October 1, 2003</u>	<u>For Retirements on or After October 1, 2003</u>
	62 – 65	100%	100.00%
	61	96	96.00
	60	92	92.00
	59	86	86.56
	58	80	81.60
	57	74	77.04
	56	68	72.96
	55	62	69.20
	54	56	65.20
	53	50	61.20
	52	44	57.20
	Certain participants who chose to early retire during December 1989, December 1993, February 1994, August 1998 and March to December 2001 received enhanced early retirement benefits.		
Late	A monthly income, payable for life and commencing on his late retirement date based upon his average monthly earnings, credited service and Covered Compensation as of his late retirement date.		
Accrued Retirement Income	That amount of normal retirement income earned by a Member and calculated on the basis of the Member's average earnings, credited service and Covered Compensation as of the date of calculation.		
Average Earnings	Highest 5 consecutive monthly earnings prior to retirement, termination, etc. Monthly earnings is defined as a member's total compensation as indicated on Form W-2, including deferrals to a 401(k) plan but excluding any earnings from the exercise of stock options. Monthly earnings are recognized through calendar year 2009 only in determining the average earnings used in the applicable two formulas.		
Service	Number of years of continuous employment with the company.		
Normal Form of Payment	A monthly annuity payable for life.		
Optional Forms of Payment	An annuity payable for the lifetime of member and continuing upon the member's death in an amount one-half (1/2), two-thirds (2/3), three-fourths (3/4) or equally as great to a beneficiary, a level income option or a lump sum if the value is less than \$5,000. A participant may also elect that his benefit payable under any available form of joint and survivor annuity be restored in the event of the death of the beneficiary to the amount the participant would have received under the normal form of payment option.		

Plan: E.ON U.S. LLC Retirement Plan**EIN/PN: 20-0523163/001****Page 4 of 19****Schedule B, Line 6 – Summary of Plan Provisions – LG&E (continued)**

Termination Benefit		
Eligibility	An employee is eligible for a termination benefit upon attaining age 55 or completing 5 years of service.	
Benefit	A monthly annuity, payable at his normal retirement date, equal to his accrued benefit at date of termination. An actuarially reduced accrued benefit can be payable at an early retirement date if such member elects early retirement in accordance with the following table:	
	<u>Percent of Benefit Payable</u>	
	<u>Age of Retirement</u>	<u>For Terminations Before October 1, 2003</u> <u>For Terminations on or After October 1, 2003</u>
	65	100% 100.00%
	64	89 100.00
	63	79 100.00
	62	71 100.00
	61	64 96.00
	60	57 92.00
	59	52 86.56
	58	47 81.60
	57	42 77.04
	56	38 72.96
	55	35 69.20
Death Benefit		
Before Retirement	After completion of 20 years of service or after completion of 15 years of service and attainment of age 50, a death benefit equal to 50% of the member's accrued benefit is payable. This benefit is payable for life if the beneficiary is the member's spouse and for the lesser of life and 5 years if the beneficiary is not the member's spouse. If a member who has attained age 55 but has less than 15 years of service should die, the death benefit payable to his spouse is equal to one half of the benefit payable if he had elected to retire the day he died and chosen the joint and one-half to spouse form of payment. If a member dies prior to attaining age 55, but after completing 5 years of service, his spouse (if any) is entitled to a benefit commencing at the time the participant could have retired, if still living, and equal to 50% of the qualified joint & 50% survivor benefit payable at retirement.	
After Retirement	If a participant dies after retirement, the death benefit payable (if any) is determined by the optional form of payment selected at retirement.	

Plan: E.ON U.S. LLC Retirement Plan
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Schedule B, Line 6 – Summary of Plan Provisions – LG&E (continued)

Disability Benefit	
<i>Eligibility</i>	An employee is eligible for a disability benefit upon eligibility for LTD benefits.
<i>Benefit</i>	A monthly benefit payable at his normal retirement date calculated with continued accrual of service and assuming monthly earnings at date of disablement continue until normal retirement.
<i>Changes since prior valuation</i>	The maximum annual benefit and compensation limits were updated from \$175,000 to \$180,000 and \$220,000 to \$225,000, respectively.

Plan: E.ON U.S. LLC Retirement Plan**EIN/PN: 20-0523163/001****Page 6 of 19****Schedule B, Line 6 – Summary of Plan Provisions – KU**

Eligibility	All employees who have completed an employment year in which they have worked 1000 hours and attained age 21 are eligible to join the plan on the first day of the calendar month. Employees hired or rehired after December 31, 2005 will not be eligible to participate in the plan.																		
Retirement Dates																			
Normal Retirement Date	First day of the month following age 65.																		
Early Retirement Date	First day of any month after attained age 55, completion of 10 years of service and election to retire.																		
Late Retirement	First day of month following actual retirement after Normal Retirement Date.																		
Retirement Income																			
Normal or Late	<p>1.33% times final average base pay times credited service up to 44 years. In addition, participants who had attained age 55 on December 31, 1992 and were not a highly-compensated employee in 1992 are entitled to an additional \$100.00 per month.</p> <p>An employee who is actively employed on May 1, 2000 will be entitled to a minimum monthly benefit calculated as if the employee had terminated or retired on May 1, 2000 with 5 additional years of service (but not for vesting purposes) and 5 years older for determining the applicable reduction for early retirement. For purposes of this minimum benefit, final average base pay is determined as of December 31, 1999.</p>																		
Early	<p>Based on normal retirement formula using final average base pay and credited service at early retirement. The benefit is then reduced for early commencement as follows:</p> <table> <tr> <th><u>Age of Retirement</u></th><th><u>Percent of Benefit Payable</u></th></tr> <tr> <td>62-65</td><td>100.00%</td></tr> <tr> <td>61</td><td>96.00</td></tr> <tr> <td>60</td><td>92.00</td></tr> <tr> <td>59</td><td>86.56</td></tr> <tr> <td>58</td><td>81.60</td></tr> <tr> <td>57</td><td>77.04</td></tr> <tr> <td>56</td><td>72.96</td></tr> <tr> <td>55</td><td>69.20</td></tr> </table> <p>The early retirement reduction does not apply to the \$100 supplemental benefit.</p> <p>Certain participants who chose to early retire during August 1998 and March to December 2001 received enhanced early retirement benefits.</p>	<u>Age of Retirement</u>	<u>Percent of Benefit Payable</u>	62-65	100.00%	61	96.00	60	92.00	59	86.56	58	81.60	57	77.04	56	72.96	55	69.20
<u>Age of Retirement</u>	<u>Percent of Benefit Payable</u>																		
62-65	100.00%																		
61	96.00																		
60	92.00																		
59	86.56																		
58	81.60																		
57	77.04																		
56	72.96																		
55	69.20																		

Plan: E.ON U.S. LLC Retirement Plan**EIN/PN: 20-0523163/001****Page 7 of 19****Schedule B, Line 6 – Summary of Plan Provisions – KU (continued)**

<i>Accrued Retirement Income</i>	Normal retirement income based on final average base pay and credited service at date of determination.
<i>Final Average Base Pay</i>	Average of base compensation for 60 consecutive months of highest average compensation, disregarding any change in rate occurring 3 months prior to termination.
<i>Service</i>	Total years of employment with Employer. Employment must have been on a full time basis prior to December 31, 1975. Employment years after December 31, 1975 and through employment years ending in 2000 require 1000 hours of service. Thereafter, the aggregate of an employee's period of service.
<i>Credited Service</i>	Service after attainment of age 21 and one year of service up to 44 years. Credited Service is increased for unused sick leave hours as of December 31, 1999.
<i>Normal Form of Payment</i>	The normal form of payment is for life.
<i>Termination Benefit</i>	
<i>Eligibility</i>	An employee is eligible for a termination benefit upon completing 5 years of service.
<i>Benefit</i>	A monthly annuity, payable at his normal retirement date, equal to his accrued benefit at date of termination. If a member has 15 years (10 years for terminations on or after January 1, 2000) of service at date of termination, then anytime after age 55, he may receive an immediate benefit equal to his accrued benefit reduced for early retirement.
<i>Disability Benefit</i>	
<i>Eligibility</i>	An employee is eligible for a disability benefit upon receipt of LTD benefits.
<i>Benefit</i>	A monthly benefit at normal retirement calculated with continued accrual of service and assuming monthly earnings at date of disablement continue until normal retirement.
<i>Death Benefit</i>	
<i>Before Retirement</i>	For all vested participants not in payment status, a survivor benefit payable at the participant's normal retirement date and equal to the greater of a) 50% (increased/decreased by 1% for each year the surviving spouse is older/younger than participant) of the accrued benefit; b) standard REA death benefit. If the participant had 15 years (10 years for terminations on or after January 1, 2000) of service, the death benefit can begin as early as age 55 with the appropriate early retirement reduction factor.

Plan: E.ON U.S. LLC Retirement Plan

EIN/PN: 20-0523163/001

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Schedule B, Line 6 – Summary of Plan Provisions – KU (continued)

<i>After Retirement</i>	<p>If a participant was active on or after January 1, 1976 and retires or disability retires from active service on or after January 1, 1976, a surviving spouse death benefit is payable equal to the greater of a) 50% (increased/decreased 1% for each year that the surviving spouse is older/younger than participant) of the retirement benefit prior to any adjustment for payment option, if any, b) standard REA death benefit.</p> <p>In addition, participants who retired on or after January 1, 1973 and before January 1, 1976 and who elected to participate in the new benefits program effective January 1, 1973 are entitled to the above-referenced death benefit.</p>
<i>Lump Sum Death Benefits</i>	<p>\$3,000 payable to a beneficiary or estate, if participant:</p> <ul style="list-style-type: none"> i) was active on or after January 1, 1973 ii) had a normal retirement date on or after January 1, 1973 and iii) died after age 65 while active or after retirement from active service.
<i>Changes since prior valuation</i>	<p>The maximum annual benefit and compensation limits were updated from \$175,000 to \$180,000 and \$220,000 to \$225,000, respectively.</p>

Plan: E.ON U.S. LLC Retirement Plan
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Schedule B, Line 6 – Summary of Plan Provisions

Benefits Not Included in the Valuation

No actuarial liability is included for participants who terminated nonvested prior to the valuation date.

Significant Events

To our knowledge, no significant event occurred during the year.

Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods***A. Projected Unit Credit Method***

Liabilities and contributions shown in this report are computed using the projected unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue, taking into consideration future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service. Typically, when this method is introduced, there will be an initial liability for benefits credited for service prior to that date, and to the extent that the liability is not covered by assets of the plan, there is an unfunded liability to be funded over a stipulated period in accordance with an amortization schedule.

A detailed description of the calculation follows:

- An individual's **accrued benefit** for valuation purposes related to a particular separation date is the accrued benefit described under the plan but determined using the projected compensation that would be used in the calculation of the benefit on the expected separation date.
- The **benefit** deemed to accrue for an individual during a plan year is the excess of the accrued benefit for valuation purposes at the end of the plan year over the accrued benefit for valuation purposes at the beginning of the plan year. Both accrued benefits are calculated from the same projections to the various anticipated separation dates as described above.
- An individual's **accrued liability** is the present value of the accrued benefit for valuation purposes at the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates. Such accrued liabilities and normal costs reflect the accrued benefits as modified to obtain the benefits payable on those dates and the probability of the individual separating on those dates.
- The plan's **normal cost** is the sum of the individual normal costs, and the plan's **accrued liability** is the sum of the accrued liabilities for all participants under the plan.

Plan: E.ON U.S. LLC Retirement Plan

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Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods (*continued*)

B. Asset Valuation Method

The actuarial value of assets is based on a five-year moving average of expected and market values. The preliminary actuarial asset value is equal to the current market value less 80% of the prior year's investment gain, 60% of the second prior year's investment gain, 40% of the third prior year's investment gain and 20% of the fourth prior year's investment gain. The investment gain in each year reflects the difference between the actual investment return on a market value basis and the expected investment return at the valuation interest rate. The final actuarial asset value is the preliminary value but in no case more than 120% of the market value or less than 80% of the market value.

C. Valuation Procedures

The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.

The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants.

The liabilities for employees who have transferred into another plan of the plan sponsor have been included with the liabilities for terminated vested participants.

The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the Plan's eligibility requirements are included in the valuation of liabilities.

Plan: E.ON U.S. LLC Retirement Plan**EIN/PN: 20-0523163/001****Page 12 of 19****Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods (continued)****D. Actuarial Assumptions**

The following assumptions were used in valuing the liabilities and benefits under the Plan for purposes of determining contributions.

<i>Investment return</i>	<ul style="list-style-type: none"> 8.25% compounded annually for funding purposes 5.78% compounded annually for RPA '94 current liability 5.78% compounded annually for gateway current liability 8.25% compounded annually for the present value of accumulated plan benefits
<i>Salary Increases</i>	5.25% per year compounded annually
<i>Wage Base</i>	4.00% per year compounded annually
<i>Healthy Mortality</i>	RP-2000 Combined Mortality Tables for males and females projected to 2006 with no collar adjustments for purposes of funding and FAS 35. (For the purpose of determining current liability, combined annuitant and nonannuitant mortality tables for the 2007 plan year as set forth in regulations section 1.412(l)(7)-1). See table of sample rates.
<i>Disabled Mortality</i>	IRS Prescribed Tables for male and female lives disabled before 1995. (For the purpose of determining current liability, combined annuitant and nonannuitant mortality tables for the 2007 plan year as set forth in regulations section 1.412(l)(7)-1). See table of sample rates.
<i>Withdrawal</i>	See table of sample rates.
<i>Disability</i>	See table of sample rates.
<i>Expenses</i>	Administrative expenses are assumed to equal the prior year's expenses rounded to the nearer \$100,000.
<i>Retirement Age</i>	See table of sample rates.
<i>Percentage Married</i>	Males – 75%; Females – 75%
<i>Age Difference</i>	Males are assumed to be 3 years older than females.
<i>Service Accrual</i>	Participants will accrue a full year of service per year of future employment, with 6 months considered a year.
<i>Maximum Annual Benefit</i>	Projection of benefits under the plan will not exceed the current year's annual limit (\$180,000 for 2007), adjusted for form of payment.
<i>Maximum Annual Compensation</i>	Projection of salaries under the plan will not exceed the current year's annual limit (\$225,000 for 2007)
<i>Benefits from Unused Sick Leave (KU only)</i>	Based on actual unused sick leave hours.

Plan: E.ON U.S. LLC Retirement Plan

EIN/PN: 20-0523163/001

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Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods (*continued*)

D. Actuarial Assumptions (continued)

Changes Since Prior Valuation

1. The gateway current liability interest rate and RPA '94 current liability interest rate were changed from 5.77% to 5.78%. These current liability interest rates were changed due to changes in the required interest rate under Code Section 412(l)(7)(C)(i).
2. The current liability mortality rates were changed to the combined mortality tables for the 2007 plan year as set forth in regulations section 1.412(l)(7)-1 as required by law.

Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods (continued)

D. Actuarial Assumptions (continued)

Table of Sample Rates

Attained Age	Percentage			
	Mortality Healthy Lives*		Mortality Disabled Lives*	
	Male Mortality	Female Mortality	Male Mortality	Female Mortality
20	.03%	.02%	0.76%	0.58%
25	.04	.02	0.92	0.72
30	.04	.02	1.12	0.89
35	.08	.04	1.34	1.09
40	.10	.06	1.60	1.26
45	.14	.10	1.93	1.44
50	.19	.15	2.36	1.65
55	.32	.26	2.95	1.91
60	.61	.49	3.62	2.26

* For RPA '94 and gateway current liability, the 2007 Current Liability Optional Combined Tables for males and females were used.

Plan: E.ON U.S. LLC Retirement Plan**EIN/PN: 20-0523163/001****Page 15 of 19****Schedule B, Line 6 – Statement of Actuarial Assumptions/Methods (continued)****D. Actuarial Assumptions (continued)**

Attained Age	Percentage					
	Disability				Withdrawal	
	Male		Female			
20	.057	%	.068	%	10.00	%
25	.057		.068		6.00	
30	.080		.091		3.60	
35	.114		.159		2.80	
40	.159		.250		2.30	
45	.284		.364		2.00	
50	.523		.523		2.00	
55	.932		.784		.00	
60	1.409		1.136		.00	

Earnings Progression		Retirement	
Attained Age	Ratio of Salary at Age 65 to Salary at Attained Age	Attained Age	Percentage
20	1000%	55	2.0 %
25	774	56	2.0
30	599	57	2.0
35	464	58	3.5
40	359	59	3.5
45	278	60	15.0
50	215	61	10.0
55	167	62	62.5
60	129	63	15.0
		64	10.0
		65	100.0

Plan: E.ON U.S. LLC Retirement Plan

EIN/PN: 20-0523163/001

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Schedule B, Line 6b – Description of Weighted Average Retirement Age

age	rate	lx	rate*lx	age*rate*lx
55	0.020	1.000	0.020	1.100
56	0.020	0.980	0.020	1.098
57	0.020	0.960	0.019	1.095
58	0.035	0.941	0.033	1.911
59	0.035	0.908	0.032	1.876
60	0.150	0.876	0.131	7.888
61	0.100	0.745	0.074	4.544
62	0.625	0.670	0.419	25.982
63	0.150	0.251	0.038	2.376
64	0.100	0.214	0.021	1.368
65	1.000	0.192	0.192	12.503

61.739

**WEIGHTED AVERAGE RETIREMENT
AGE:**

62

Plan: E.ON U.S. LLC Retirement Plan

EIN/PN: 20-0523163/001

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Schedule B, Line 8c - Schedule of Active Participant Data

Age	Years of Service as of January 1, 2007										Total
	Less than 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	
Under 20	0	0	0	0	0	0	0	0	0	0	0
20-24	0	10	1	0	0	0	0	0	0	0	11
25-29	0	37 48,877	38 55,826	0	0	0	0	0	0	0	75
30-34	0	54 56,045	75 60,420	7	0	0	0	0	0	0	136
35-39	0	24 68,150	90 72,621	59 69,219	47 60,737	4	0	0	0	0	224
40-44	0	27 70,542	78 78,932	52 85,323	119 72,810	113 69,080	12	0	0	0	401
45-49	0	14	61 67,764	46 86,668	75 76,378	152 76,077	215 71,817	22 87,229	0	0	585
50-54	0	17	44 71,292	46 75,347	57 80,110	94 69,956	146 75,804	115 76,279	7	0	526
55-59	0	9	13	26 79,387	25 60,996	45 73,534	31 72,440	66 80,802	35 84,990	6	256
60-64	0	2	5	7	7	3	9	5	9	3	50
65-69	0	1	0	0	0	0	1	0	1	1	4
70+	0	0	0	0	0	0	0	0	0	0	0
Total	0	195	405	243	330	411	414	208	52	10	2,268

In each cell, the top number is the count of active participants for each age/service combination. The lower number is the average compensation of the active participants in that group.

Note: Earnings shown in this matrix have been limited to \$220,000.

Compensation shown in the above exhibit is based on Plan compensation.

Plan: E.ON U.S. LLC Retirement Plan

EIN/PN: 20-0523163/001

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Schedule B, Lines 9c and 9j – Schedule of Funding Standard Account Bases

Charge	Amortization Period			Balances		Beginning-of-Year Payment
	Date Created	Initial Years	Years Left	Initial	Outstanding	
Plan Amendment	01/01/2002	30	25	\$ 44,577,627	\$ 42,412,900	\$ 3,749,078
Actuarial Loss	01/01/2003	5	1	71,898,005	16,779,227	16,779,227
Actuarial Loss	01/01/2004	5	2	47,062,282	21,107,224	10,971,703
Total					\$ 80,299,351	\$ 31,500,008

Credit	Amortization Period			Balances		Beginning-of-Year Payment
	Date Created	Initial Years	Years Left	Initial	Outstanding	
Assumption Change	01/01/2002	10	5	\$ 3,790,499	\$ 2,272,103	\$ 529,162
Actuarial Gain	01/01/2005	5	3	9,737,031	6,297,807	2,267,707
Actuarial Gain	01/01/2006	5	4	5,163,504	4,287,727	1,202,555
Total					\$ 12,857,637	\$ 3,999,424

Plan: E.ON U.S. LLC Retirement Plan

EIN/PN: 20-0523163/001

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Schedule B, Line 11 – Justification for Changes in Actuarial Assumptions

1. The gateway current liability interest rate and RPA '94 current liability interest rate were changed from 5.77% to 5.78%. These current liability interest rates were changed due to changes in the required interest rate under Code Section 412(l)(7)(C)(i).
2. The current liability mortality rates were changed to the combined mortality tables for the 2007 plan year as set forth in regulations section 1.412(l)(7)-1 as required by law.

E.ON U.S. LLC
Retirement Plan
EIN: 20-0523163 Plan: 001

Report on Audits of Financial Statements
for the years ended December 31, 2007 and 2006

and Supplemental Schedule,
as of December 31, 2007

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Mountjoy & Bressler, LLP

CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

To the Benefits Committee
E.ON U.S. LLC Retirement Plan
Louisville, Kentucky

We were engaged to audit the financial statements of the E.ON U.S. LLC Retirement Plan (the "Plan") as of and for the years ended December 31, 2007 and 2006, and the supplemental schedule as of December 31, 2007, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by the trustee of the Plan, State Street Bank & Trust Company (2007) and Investors Bank & Trust Company (2006), except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certification from the trustee as of and for the years ended December 31, 2007 and 2006 that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Mountjoy & Bressler, LLP

Louisville, Kentucky
October 10, 2008

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E.ON U.S. LLC
Retirement Plan

**Statements of Net Assets Available for Benefits,
as of December 31, 2007 and 2006**

	<u>2007</u>	<u>2006</u>
ASSETS		
Investments, at fair value (Note 13):		
Plan interest in Master Trust (Note 7)	\$ 545,099,033	\$ 463,270,801
John Hancock Group Annuity Contract ("GAC")	53,621,038	56,840,358
	<u>598,720,071</u>	<u>520,111,159</u>
Employer's contributions receivable	<u>2,000,000</u>	<u>69,900,000</u>
Total assets	<u>600,720,071</u>	<u>590,011,159</u>
LIABILITIES		
Amounts related to obligation of 401(h) account (Note 6)	<u>24,489,886</u>	<u>20,327,006</u>
Net assets available for benefits	<u>\$ 576,230,185</u>	<u>\$ 569,684,153</u>

**Statements of Changes in Net Assets Available for Benefits,
for the years ended December 31, 2007 and 2006**

	<u>2007</u>	<u>2006</u>
Additions:		
Plan interest in Master Trust net investment income (Note 7)	\$ 32,331,752	\$ 47,179,887
John Hancock GAC interest income	4,013,357	3,683,060
Employer contributions	2,000,000	69,900,000
	<u>38,345,109</u>	<u>120,762,947</u>
Deductions:		
Benefits paid directly to participants	(31,624,317)	(32,072,515)
Identified fees (plan level)	(174,760)	(58,653)
	<u>(31,799,077)</u>	<u>(32,131,168)</u>
Net increase	6,546,032	88,631,779
Net assets available for benefits, beginning of year	<u>569,684,153</u>	<u>481,052,374</u>
Net assets available for benefits, end of year	<u>\$ 576,230,185</u>	<u>\$ 569,684,153</u>

See accompanying independent auditor's report
and notes to financial statements

E.ON U.S. LLC Retirement Plan

Notes to Financial Statements
December 31, 2007 and 2006

Note 1 - Description of the Plan

The following brief description of the E.ON U.S. LLC (the "Company") Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information. The Plan, a non-contributory defined benefit plan, covers certain regular part-time and full-time employees of the Company and its subsidiaries who have completed one year of credited service (KU employees also must have attained age 21). The Company elected to freeze enrollment into the Plan effective January 1, 2006; however, current participants continue to accrue benefits and be credited for purposes of vesting. This Plan does not include bargaining unit employees of Western Kentucky Energy Corp. (formerly WKE Corp., Western Kentucky Energy Corp., WKE Station Two Inc.) or Louisville Gas and Electric Company; those employees are covered under separate plans. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

For the eligible employees of E.ON U.S. Services, Inc., Louisville Gas and Electric Company and Western Kentucky Energy Corp., the Plan provides benefits based on the greater of (1) 1.35% of the preceding year's earnings as indicated on Form W-2, for each plan year of service; (2) 1.58% of average monthly earnings plus 0.40% of average monthly earnings in excess of covered compensation, such sum multiplied by years of service (to a maximum of 30 years); or (3) 1.68% of average monthly earnings multiplied by years of service (to a maximum of 30 years), in accordance with the Plan provisions. "Average monthly earnings" means the average of the highest monthly earnings for sixty (60) consecutive months ending no later than December 31, 2009. Effective January 1, 2007, "Average monthly earnings" means the average of the Employee's five (5) highest consecutive monthly earnings through the calendar year of employment termination.

For employees of Kentucky Utilities Company, the Plan provides benefits based on 1.33% of the participant's final average base pay times credited service up to 44 years. In addition, participants who had attained age 55 on December 31, 1992, and were not a highly compensated employee in 1992 are entitled to an additional \$100 per month, in accordance with the Plan provisions.

In all cases, normal retirement age is 65. For employees of E.ON U.S. Services, Inc. and Louisville Gas and Electric Company, the Plan permits early retirement at age 55 or 30 years of service, with an actuarial reduction of benefits for retirees less than 62 years of age. For employees of Kentucky Utilities Company, the Plan permits early retirement at age 55 with 10 years of service with an actuarial reduction in benefits for retirees less than 62 years of age.

State Street Bank & Trust Company ("Trustee") is the Trustee and custodian for the Plan's assets for 2007. In 2007, the Trustee acquired Investors Bank & Trust, whom the Board of Directors had appointed as the Trustee on January 1, 2006.

E.ON U.S. LLC
Retirement Plan

Notes to Financial Statements
 December 31, 2007 and 2006

Note 2 - Summary of Significant Accounting Policies

- (a) Basis of Accounting - The accompanying financial statements are prepared on the accrual basis of accounting.
- (b) Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.
- (c) Valuation of Investments - The fair value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses (Note 7). The investments of the Plan, excluding the GAC, are valued at fair value as measured by quoted market prices at the valuation date, or, in the case where investments have no quoted market price, at estimated fair value. Investment income (loss) includes the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments. Purchases and sales of investments are recorded on a trade-date basis.

The GAC is an immediate participation guarantee contract. In accordance with Financial Accounting Standards Board Statement No. 35, *Accounting and Reporting by Defined Benefit Pension Plans*, the cost incurred to purchase the GAC prior to March 20, 1992 is permitted to be carried at contract value, since it is a contract with an insurance company. The cost incurred to fund the GAC after March 20, 1992 is carried at contract value in accordance with Statements of Financial Accounting Standards No. 110, *Reporting by Defined Benefit Pension Plans of Investment Contracts*, since it is a contract that incorporates mortality and morbidity risk. Contract value represents cost plus interest income less distributions for benefits and administrative expenses.

- (d) Payment of Benefits - Benefits are recorded upon distribution.
- (e) Risk and Uncertainties - The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the statements of net assets available for benefits and may impact the funded status of the Plan.

Contributions to the Plan and the actuarial present value of the accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee compensation and demographics. Due to the uncertainties inherent in the estimates and assumptions, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the financial statements.

E.ON U.S. LLC
Retirement Plan

Notes to Financial Statements
 December 31, 2007 and 2006

Note 2 - Summary of Significant Accounting Policies, continued

- (f) Recent Accounting Pronouncements - In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements ("FAS 157"), effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. This statement increases consistency and comparability in measurement of fair value and expands disclosures about fair value measurements. The Company is currently evaluating the provisions of FAS 157 and does not expect the adoption to have a material impact on the Plan's financial statements.

Note 3 - Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to a) retired or terminated employees or their beneficiaries, b) beneficiaries of employees who have died, and c) present employees or their beneficiaries. Benefits under the Plan are described in Note 1. The accumulated plan benefits for current employees are based on demographic assumptions and an assumed interest rate. Benefits payable under all circumstances – retirement, death and termination of employment – are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by Mercer Human Resources Consulting. This amount is determined by applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation as of January 1, 2007 and 2006 are shown below:

Investment return:	8.25% compounded annually for 2007 and 2006
Discount rate:	5.96% for January 1, 2007 and 5.50% for 2006
Asset valuation method:	Based on five-year moving average of expected and market values, but in no case more than 120% of the market value or less than 80% of the market value
Mortality:	RP 2000 combined mortality tables for males and females projected to 2006 with no collar adjustments for 2007 and 2006
Retirement rates:	2% at ages 55 - 57, 3.5% at ages 58 - 59, 15% at age 60, 10% at age 61, 62.5% at age 62, 15% at age 63, 10% at age 64 and 100% at age 65
Salary Increases:	5.25% per year compounded annually in 2007 and 2006
Method of valuation:	Projected Unit Credit Method

E.ON U.S. LLC
Retirement Plan

Notes to Financial Statements
 December 31, 2007 and 2006

Note 3 - Actuarial Present Value of Accumulated Plan Benefits, continued

The actuarial present value of accumulated plan benefits as of January 1, 2007 and 2006 follows:

	<u>2007</u>	<u>2006</u>
Vested benefits:		
Active participants	\$ 139,017,695	\$ 117,117,081
Inactive participants with deferred benefits	26,237,750	25,154,863
Inactive participants receiving benefits	251,922,896	259,219,623
Nonvested benefits	<u>2,183,687</u>	<u>2,576,115</u>
 Total actuarial present value of accumulated plan benefits	 <u>\$ 419,362,028</u>	 <u>\$ 404,067,682</u>

The actuarial present value of changes in accumulated plan benefits for the year January 1, 2006 to January 1, 2007 follows:

Balance as of January 1, 2006	\$ 404,067,682
Benefits accumulated (including experience gains and losses)	15,345,875
Increase for interest due to the decrease in the discount period	32,012,925
Benefits paid	<u>(32,064,454)</u>
Balance as of January 1, 2007	<u>\$ 419,362,028</u>

Changes in actuarial assumptions relating to the January 1, 2007 valuation (in addition to those discussed in the table on the preceding page) include the following: the gateway current liability interest rate and RPA '94 current liability interest rate were changed from 5.77% to 5.78%. These current liability interest rates were changed due to changes in the required interest rate under Internal Revenue Code ("IRC") Section 412(1)(7)(C)(i). The above change reflects the Pension Funding Equity Act of 2004.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Note 4 - Funding Policy

Company contributions are paid to the Trustee, where they are held and used to provide benefits for participants upon retirement.

The Company's policy had been to fund pension costs consistent with the actuarial assumptions discussed in Note 3, in compliance with minimum ERISA funding requirements, unless the deductibility of such cost for tax purposes is restricted by the full-funding limitation. Beginning in 2007, the Company's policy is to fund pension costs consistent with the Pension Protection Act ("PPA") of 2006.

E.ON U.S. LLC Retirement Plan

Notes to Financial Statements
December 31, 2007 and 2006

Note 4 - Funding Policy, continued

The PPA reformed the funding rules applicable to single-employer defined benefit pension plans, effective with plan years beginning in 2008. The PPA requires employers to fund liabilities so that plans reach 100% funding within seven years. For 2007 and 2006, the PPA extends the funding rules applicable in 2005 to meet minimum funding requirements and avoid variable Pension Benefit Guaranty Corporation ("PBGC") premiums, as well as the temporary use of the corporate bond index rate as the required funding interest rate. The minimum required contribution is equal to the sum of the plan's normal cost plus amounts required to amortize any funding shortfall over seven years (the shortfall being the plan's target liability for the benefits earned in prior years less its assets, not including any unwaived carryover or prefunding balance).

The PPA requires employers to have assets equal to the funding target (which is the present value of all vested benefits accrued as of the beginning of the year) under the PPA as of January 1, 2008 to avoid financial penalties levied by the PBGC. It is the intent of the Company to fund the Plan in a manner that avoids such penalties, and, as a result, the Company funded the plan with \$2,000,000 in April 2008. This contribution is accrued in the financial statements at December 31, 2007.

The Plan met the minimum funding requirements of ERISA as of December 31, 2007 and 2006.

Note 5 - Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- Benefits attributable to employee contributions, taking into account those paid out before termination.
- Annuity benefits that former employees or their beneficiaries have been receiving for at least three years or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- Other vested benefits insured by the PBGC, a U.S. government agency, up to the applicable limitations (discussed below).
- All other vested benefits (i.e., vested benefits not insured by the PBGC).
- All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates in accordance with the statutory limitations as defined by the PBGC.

E.ON U.S. LLC
Retirement Plan

Notes to Financial Statements
 December 31, 2007 and 2006

Note 6 - 401(h) Account

Effective January 1, 1993, the Kentucky Utilities Revised Retirement Plan (merged as of December 31, 1999) was amended to include a medical-benefit component in addition to the normal retirement benefits to fund a portion of the post-retirement obligations for retirees and their beneficiaries in accordance with Section 401(h) of the IRC. A separate account has been established and maintained in the Plan for the net assets related to the medical-benefit component (401(h) account). In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and their beneficiaries. Any assets transferred to the 401(h) account from the defined benefit pension plan in a qualified transfer of excess pension plan assets (and any income allocable thereto) that are not used during the plan year must be transferred out of the account and back to the pension plan. The related obligations for the health benefits are not included in the Plan's obligations in the statement of accumulated plan benefits but are reflected as an obligation in the financial statements of E.ON U.S. Corp. Retiree Medical Continuation Plan. Plan participants do not contribute to the 401(h) account. Employer contributions or qualified transfers to the 401(h) account are determined annually and are at the discretion of the Plan Sponsor. Certain of the Plan's net assets are restricted to fund a portion of post-retirement health benefits for retirees and their beneficiaries in accordance with IRC Section 401(h).

Note 7 - Master Trust

Three retirement income plans participate in the Master trust: this Plan, the Louisville Gas and Electric Company Bargaining Employees' Retirement Plan and the Western Kentucky Energy Corp. Bargaining Employees' Retirement Plan.

The net investments in the Master Trust at December 31, 2007 and 2006 are as follows:

	<u>2007</u>	<u>2006</u>
Investments at fair value:		
Common/collective trusts	\$ 777,806,621	\$ 652,060,300
Interest bearing cash	3,709,107	3,539,840
Corporate common stock and convertibles	-	384,232
Total investments in Master Trust	<u>781,515,728</u>	<u>655,984,372</u>
Receivables:		
Other	<u>6,101</u>	<u>2,865</u>
Total receivables	<u>6,101</u>	<u>2,865</u>
Liabilities:		
Accrued investment management and Trustee fees	<u>(430,691)</u>	<u>(287,413)</u>
Total liabilities	<u>(430,691)</u>	<u>(287,413)</u>
Net investments in Master Trust	<u>\$ 781,091,138</u>	<u>\$ 655,699,824</u>

E.ON U.S. LLC
Retirement Plan
Notes to Financial Statements
December 31, 2007 and 2006
Note 7 - Master Trust, continued

The net investment in Master Trust includes assets held in the 401(h) account totaling \$24,489,886 and \$20,327,006 at December 31, 2007 and 2006, respectively.

Master Trust investment income for the years ended December 31, 2007 and 2006 follows:

	<u>2007</u>	<u>2006</u>
Net appreciation in fair value:		
Common/collective trusts	\$ 49,469,457	\$ 70,570,358
Corporate common stock and convertibles	-	9,888
Net appreciation in fair value	<u>49,469,457</u>	<u>70,580,246</u>
Interest and dividends	72,251	105,883
Investment management and Trustee fees	<u>(1,444,836)</u>	<u>(1,466,880)</u>
Master Trust net investment income	<u>\$ 48,096,872</u>	<u>\$ 69,219,249</u>

Master Trust investment income, fees, etc., net of those associated with the 401(h) account, are allocated between this Plan, the Louisville Gas and Electric Company Bargaining Employees' Retirement Plan and the Western Kentucky Energy Corp. Bargaining Employees' Retirement Plan using each plan's asset value as a percentage of the total Master Trust asset value. (The investment income, fees, etc., of the 401(h) account were \$1,308,116 and \$1,702,274 for 2007 and 2006, respectively.) At December 31, 2007 and 2006, this Plan's interests in the net assets of the Master Trust were 69.8% and 70.7%, respectively.

Note 8 - Tax Status

The Internal Revenue Service has determined and informed the Company in a letter dated December 18, 2002 that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Note 9 - Information Certified by the Trustee

The Benefits Committee has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent public auditors not to perform any auditing procedures with respect to information certified as complete and accurate by the Trustee, except for comparing such information certified by the Trustee to information included in the Plan's financial statements.

E.ON U.S. LLC
Retirement Plan

Notes to Financial Statements
December 31, 2007 and 2006

Note 9 - Information Certified by the Trustee, continued

The following information is based on information provided by the Trustee, and has not been audited by the Plan's independent auditors:

- Investments at fair value
- Plan interest in Master Trust net investment income (including the components thereof in Note 7)
- John Hancock GAC interest income

Note 10 - Administrative Costs

Audit fees, insurance premiums to the PBGC and consultant fees are paid directly by the Company. Fees of the Trustee, investment managers and broker commissions are paid by the Plan and have been deducted from total income of allocated investments or paid from identified assets of the Plan.

Note 11 - Related-Party Transactions

The Master Trust held assets that were invested in common collective trust funds managed by Mercer Global Investments (MGI) totaling \$777.8 million and \$652.1 million at December 31, 2007 and 2006, respectively. MGI is an affiliate of the Plan's actuary. As such, these qualify as party-in-interest transactions.

The Master Trust held assets in money market funds that were managed by the Trustee totaling \$3.7 million and \$3.5 million at December 31, 2007 and 2006, respectively. These transactions also qualify as party-in-interest.

Note 12 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets per the Form 5500 at December 31, 2007 and 2006:

	<u>2007</u>	<u>2006</u>
Net assets available for benefits per the financial statements	\$ 576,230,185	\$ 569,684,153
Net assets held in 401(h) account included as assets in Form 5500	<u>24,489,886</u>	<u>20,327,006</u>
Net assets per Form 5500	<u>\$ 600,720,071</u>	<u>\$ 590,011,159</u>

E.ON U.S. LLC
Retirement Plan

Notes to Financial Statements
 December 31, 2007 and 2006

Note 12 - Reconciliation of Financial Statements to Form 5500, continued

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to net income per the Form 5500 for the year ended December 31, 2007:

	2007
Net increase per the financial statements	\$ 6,546,032
Contributions to 401(h) account included in Form 5500	2,854,764
Net gain in 401(h) account included in Form 5500	1,308,116
Net income per Form 5500	<u>\$ 10,708,912</u>

The net assets of the 401(h) account included in Form 5500 are not available to pay pension benefits provided by the Plan but can be used only to pay post-retirement health benefits for retirees and their beneficiaries in accordance with IRC Section 401(h).

Note 13 - Investments

The Plan's investments are held by the Trustee and are parties-in-interest as defined by ERISA. The values of the Plan's investments that represent 5% or more of the Plan's net assets are as follows:

	December 31	
	2007	2006
Plan interest in Master Trust (at fair value)	\$ 545,099,033	\$ 463,270,801
John Hancock Insurance Contract (at contract value)	53,621,038	56,840,358

Note 14 - Subsequent Events

Prior to August 1, 2008, the assets of the defined benefit plans of E.ON U.S. LLC were allocated proportionately across those plans in a Master Trust, with the exception of certain investments classified as plan identified assets. On August 1, 2008, the Master Trust was split and the identified assets were allocated to their respective plans.

E.ON U.S. LLC Retirement Plan
Plan Sponsor: E.ON U.S. LLC
EIN: 20-0523163 Plan: 001

**Form 5500, Schedule H, Line 4i - Schedule of Assets (Held at End of Year),
 December 31, 2007**

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	Mercer Global Investments John Hancock Life Insurance Company	Plan interest in Master Trust Kentucky Utilities Company Group Annuity Contract No. 10 GAC	\$ 471,731,228 53,621,038	\$ 545,099,033 53,621,038

* A party-in-interest as defined by ERISA.

The information in this schedule has been certified as to its completeness and accuracy by the Trustee.