

E ON AG
Form U-9C-3
November 28, 2005

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM U-9C-3

**QUARTERLY REPORT PURSUANT TO RULE 58 OF
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

For the Quarterly Period Ended September 30, 2005

**E.ON AG
E.ON US Holding GmbH
E.ON US Investments Corp.
LG&E Energy LLC**

(Name of Registered Holding Company)

**E.ON AG
E.ON-Platz 1
40479 Dusseldorf
Germany**

(Address of Principal Executive Offices)

Inquiries concerning this Form U-9C-3 may be directed to:

**Dr. Rainer Liesen
General Legal Affairs
E.ON AG
E.ON-Platz 1
40479 Dusseldorf
Germany
49 (211) 4579 603**

E.ON AG

FORM U-9C-3

For the Quarter Ended September 30, 2005

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This report covers the quarter ended September 30, 2005.

Item 1. ORGANIZATION CHART

| Name of Reporting Company | Energy or Gas-related Company | Date of Organization | State/ Country of Organization | Percentage of Voting Securities Held | Nature of Business |
|---------------------------------------|-------------------------------|----------------------|--------------------------------|---|---|
| E.ON AG | (a) | 6/16/00 | Germany | n/a | Holding Company |
| E.ON US Holding GmbH | (a) | | Germany | 100% | Intermediate Holding Company; subsidiary of E.ON AG |
| E.ON US Investments Corp. | (a) | 12/2/00 | Delaware | 100% | Intermediate Holding Company; subsidiary of E.ON US Holding GmbH |
| 1. LG&E Energy LLC ⁺ | (a) | 12/ /03 | Kentucky | 100% | Intermediate Holding Company; subsidiary of E.ON US Investments Corp. |
| 1.1 LG&E Energy Marketing Inc. | Energy | 4/18/84 | Oklahoma | 100% | Power Marketing |
| 1.1.1 Woodlands Technology, LLC | * | | Texas | 15% | Inactive |
| 1.2 LG&E Capital Corp. | (a) | 4/26/91 | Kentucky | 100% | Non-Utility Holding Company |
| 1.2.1 LG&E Home Services Inc. | Energy | 1/22/96 | Kentucky | 100% | Appliance Repair and Warranty |
| 1.2.2 Airborne Pollution Control Inc. | Energy | 12/10/98 | Alberta, Canada | 4.9% | Pollution and Waste Control Technology |
| 1.2.3 FSF Minerals Inc. | Energy | 12/28/98 | Kentucky | 100% | Owner of Coal Reserves |
| 1.2.4 LG&E International Inc. | Energy | 11/8/93 | Delaware | 100% | Management and Holding Company |
| 1.2.4.LG&E Power Services LLC | Energy | 6/29/01 | Delaware | 100% | Power facilities management and operations |
| 1.2.5 WKE Corp. | (a) | 5/1/98 | Kentucky | 100% | Investment Holding Company |
| 1.2.5.LCC LLC | Energy | 3/2/99 | Kentucky | 100% | Owns Options on Mineral Rights |
| 1.2.5.ECD LLC | Energy | 2/17/00 | Kentucky | 100% | Owns Options and Actual Riparian Rights |
| 1.2.6 LG&E Power Inc. | (a) | 5/7/80 | Delaware | 100% | Holding Company for Non-Utility Investments |
| 1.2.6.LG&E Power Operations Inc. | Energy | 6/8/82 | California | 100% | Power Project Ownership, Management & Development |
| 1.2.6.LG&E Power 5 Incorporated | * | 3/31/83 | California | 100% | Inactive |
| 1.2.6.LG&E Power 16 Incorporated | (a) | 8/3/99 | California | 100% | Indirect Owner of Generation Facilities |
| 1.2.6.LG&E Power Roanoke Incorporated | (a) | 8/3/89 | California | 100% | Indirect Owner of Generation Incorporated Facilities |
| 1.2.6.LG&E Roanoke Valley LP | (a) | 3/14/90 | California | 1%gp ¹ 99%lp ² | Indirect Owner of Generation Facilities |
| 1.2.6.Westmoreland-LG&E Partners | Energy | | Virginia | | Owner of interest in QF |
| 1.2.6.American Power Incorporated | * | 4/9/87 | California | 100% | Former Investor in EWG |
| 1.2.6.BG&E Power Development Inc. | Energy | 12/12/84 | California | 100% | Development of QFs and EWGs |
| 1.2.6.LG&E Power Gregory I Inc. | * | 3/30/78 | New Mexico | 100% | Inactive |
| 1.2.6.BG&E Power Gregory II Inc. | * | 5/18/98 | Delaware | 100% | Inactive |
| 1.2.7 KU Solutions Corporation | Energy | 11/21/95 | Kentucky | 100% | Energy Marketing and Services |

⁺ LG&E Energy Corp. was merged into LG&E Energy LLC on December 30, 2003. Numerical designations show degree of remoteness from LG&E Energy LLC.

(a) Directly or indirectly holds securities in energy-related companies

* Inactive

gp general partnership interest

lp

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limited partnership interest

1

directly held by LG&E Power 16 Incorporated

2

directly held by LG&E Power Roanoke Incorporated

1

**Narrative Description of Activities of Each
Reporting Company during the Reporting Period**

LG&E Energy Marketing Inc. conducts asset-based energy marketing and trading activities, including brokering and marketing of electric power and natural gas.

LG&E Capital Corp., directly and through its subsidiaries and affiliates, including WKE Corp., LG&E Power Inc., LG&E Power Operations Inc. and other subsidiaries, is a holding company for non-utility domestic energy and energy-related operations, investments, activities and services.

LG&E Home Services Inc. formerly provided energy-related financing, appliance repair, consumer lighting and other services to customers.

WKE Corp. and its subsidiaries lease and operate power generation facilities in western Kentucky and associated facilities, including coal or fuel related assets.

LG&E Power Inc. conducts non-utility domestic energy operations and activities through its subsidiaries and affiliates. These interests or operations relate to domestic power generation facilities in North Carolina (the Power Roanoke entities), all of which are EWG's, QF's or both.

LG&E International Inc. owns interests in FUCOs in Argentina. A subsidiary, LG&E Power Services LLC, provides operation and maintenance services pursuant to contracts with affiliated and unaffiliated domestic power generation facilities in North Carolina, Texas and Virginia.

Item 2. ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

| Company Issuing Security | Type of Security Issued | Principal Amount of Security* | Issue or Renewal | Cost of Capital | Person to Whom Security was Issued | Collateral Given with Security | Consideration Received for Each Security |
|---------------------------------|--------------------------------|--------------------------------------|-------------------------|------------------------|---|---------------------------------------|---|
| LG&E Capital Corp. | Money pool loan | \$ (64,715,615) | | | Money pool | N/A | |
| LG&E Energy Marketing Inc. | Money pool loan | \$ (100,286,761) | | | Money pool | N/A | |

* Reflects net change in intercompany loans during the reporting period. (Parenthesis denote reduction.)

With respect to transactions with an associate company:

| Company Contributing Capital | Company Receiving Capital | Amount of Capital Contribution |
|-------------------------------------|----------------------------------|---------------------------------------|
| LG&E Energy LLC | LG&E Energy Marketing Inc. | \$85 million |
| LG&E Energy LLC | LG&E Capital Corp. | \$65 million |

Item 3. ASSOCIATE TRANSACTIONS

NOTE: Charts reflect the net intercompany balance sheet flows between the entities with respect to the period. In some cases, this includes amounts not related to applicable services provided or received by the entities involved. Among other items, "miscellaneous services" also includes quarterly intercompany clearance of tax settlements made among the entities.

Part I. Transactions Performed by Reporting Companies on behalf of Associate Companies.

| Reporting Company Rendering Services | Associate Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|--------------------------------------|--------------------------------------|----------------------------|----------------------|------------------------|-----------------|---------------------|
| Home Services | LG&E Capital Corp. | Miscellaneous Services | \$ 350,183 | | | \$ 350,183 |
| Home Services | LG&E Utility | Miscellaneous Services | \$ 5,836 | | | \$ 5,836 |
| Home Services | Services Company | Miscellaneous Services | \$ 350,141 | | | \$ 350,141 |
| Home Services | LEL | Miscellaneous Services | \$ 166,234 | | | \$ 166,234 |
| FSF Minerals Inc. | WKEC | Miscellaneous Services | \$ 523 | | | \$ 523 |
| FSF Minerals Inc. | LEL | Miscellaneous Services | \$ 35,963 | | | \$ 35,963 |
| KU Solutions | LG&E Capital Corp. | Miscellaneous Services | \$ 755 | | | \$ 755 |
| KU Solutions | LEL | Miscellaneous Services | \$ 2,585 | | | \$ 2,585 |
| LCC LLC | LEL | Miscellaneous Services | \$ 1,971 | | | \$ 1,971 |
| FCD LLC | LG&E Capital Corp. | Miscellaneous Services | \$ 110,755 | | | \$ 110,755 |
| FCD LLC | WKEC | Miscellaneous Services | \$ 23,360 | | | \$ 23,360 |
| FCD LLC | LEL | Miscellaneous Services | \$ 118,450 | | | \$ 118,450 |
| LG&E Energy Marketing Inc. | LG&E Capital Corp. | Miscellaneous Services | \$ 406,666 | | | \$ 406,666 |
| LG&E Power Inc. | LG&E Power Services LLC | Miscellaneous Services | \$ 362,246 | | | \$ 362,246 |
| LG&E Power Inc. | LG&E Power Operations Inc. | Labor Related | \$ 17,478 | | | \$ 17,478 |
| LG&E Power Inc. | LG&E Power Operations Inc. | Convenience Payments | \$ 2,503 | | | \$ 2,503 |
| LG&E Power Inc. | LG&E Power Roanoke, Inc. | Miscellaneous Services | \$ 95,171 | | | \$ 95,171 |
| LG&E Power 5 Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 224,250 | | | \$ 224,250 |
| LG&E Power 16 Inc. | LG&E Power Operations Inc. | Miscellaneous Services | \$ 5,246 | | | \$ 5,246 |
| LG&E Power 16 Inc. | LG&E Power Operations Inc. | Miscellaneous Services | \$ 47,847 | | | \$ 47,847 |
| LG&E Power Services LLC | LG&E Power Inc. | Convenience Payments | \$ 1,198 | | | \$ 1,198 |
| LG&E Power Services LLC | LG&E Power Operations Inc. | Miscellaneous Services | \$ 78,628 | | | \$ 78,628 |
| LG&E Power Services LLC | LG&E Power Operations Inc. | Convenience Payments | \$ 3,566 | | | \$ 3,566 |
| LG&E Power Development Inc. | LG&E Power Operations Inc. | Other Payments | \$ 1,856 | | | \$ 1,856 |
| LG&E Power Operations Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 40,608 | | | \$ 40,608 |
| LG&E Power Operations Inc. | LG&E Power Services LLC | Labor Related | \$ 56 | | | \$ 56 |
| LG&E Power Operations Inc. | LG&E Power 5 Inc. | Convenience Payments | \$ 800 | | | \$ 800 |
| LG&E Power Operations Inc. | LG&E Power 5 Inc. | Miscellaneous Services | \$ 32,597 | | | \$ 32,597 |
| LG&E Power Gregory II Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 351,672 | | | \$ 351,672 |
| LG&E Power Gregory I Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 486,681 | | | \$ 486,681 |

Part II Transactions Performed by Associate Companies on behalf of Reporting Companies.

| Associate Company Rendering Services | Reporting Company Receiving Services | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|---|---|-----------------------------------|-----------------------------|-------------------------------|------------------------|----------------------------|
| LG&E Capital Corp. | FSF Minerals Inc. | Miscellaneous Services | \$ 57,770 | | | \$ 57,770 |
| LG&E Capital Corp. | KU Solutions | Miscellaneous Services | \$ 2,300 | | | \$ 2,300 |
| LG&E Capital Corp. | LCC LLC | Miscellaneous Services | \$ 8,381 | | | \$ 8,381 |
| LG&E Capital Corp. | FCD LLC | Miscellaneous Services | \$ 133,914 | | | \$ 133,914 |
| LEL | Home Services | Miscellaneous Services | \$ 6,835 | | | \$ 6,835 |
| LEL | KU Solutions | Miscellaneous Services | \$ 2,615 | | | \$ 2,615 |
| LEL | LEM | Miscellaneous Services | \$ 8,893 | | | \$ 8,893 |
| Kentucky Utilities | KU Solutions | Labor Related | \$ 56,755 | | | \$ 56,755 |
| Kentucky Utilities | KU Solutions | Convenience Payments | \$ 136,877 | | | \$ 136,877 |
| Kentucky Utilities | KU Solutions | Miscellaneous Services | \$ 1,600 | | | \$ 1,600 |
| Services Company | Home Services | Miscellaneous Services | \$ 4,654 | | | \$ 4,654 |
| Services Company | FSF Minerals Inc. | Miscellaneous Services | \$ 463 | | | \$ 463 |
| Services Company | FCD LLC | Miscellaneous Services | \$ 549 | | | \$ 549 |
| Services Company | LG&E Power Inc. | Miscellaneous Services | \$ 455,566 | \$ 32,991 | | \$ 488,557 |
| Services Company | LEM | Miscellaneous Services | \$ 1,086,737 | \$ 648,088 | | \$ 1,734,825 |
| Services Company | KU Solutions | Miscellaneous Services | \$ 1,198 | | | \$ 1,198 |
| WKEC | FCD LLC | Miscellaneous Services | \$ 64,792 | | | \$ 64,792 |
| LG&E Power Inc. | LG&E Power Roanoke Inc. | Miscellaneous Services | \$ 95,171 | | | \$ 95,171 |
| LG&E Power Inc. | LG&E Power Operations Inc. | Convenience Payments | \$ 2,503 | | | \$ 2,503 |
| LG&E Power Inc. | LG&E Power Operations Inc. | Labor Related | \$ 17,478 | | | \$ 17,478 |
| LG&E Power Inc. | LG&E Power Services LLC | Miscellaneous Services | \$ 362,246 | | | \$ 362,246 |
| LG&E Power Gregory I Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 486,681 | | | \$ 486,681 |
| LG&E Power Operations Inc. | LG&E Power Services LLC | Labor Related | \$ 56 | | | \$ 56 |
| LG&E Power Operations Inc. | LG&E Power 5 Inc. | Convenience Payments | \$ 800 | | | \$ 800 |
| LG&E Power Operations Inc. | LG&E Power 5 Inc. | Miscellaneous Services | \$ 32,597 | | | \$ 32,597 |
| LG&E Power Operations Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 40,608 | | | \$ 40,608 |
| LG&E Power Services LLC | LG&E Power Inc. | Convenience Payments | \$ 1,198 | | | \$ 1,198 |
| LG&E Power Services LLC | LG&E Power Operations Inc. | Miscellaneous Services | \$ 78,628 | | | \$ 78,628 |
| LG&E Power Services LLC | LG&E Power Operations Inc. | Convenience Payments | \$ 3,566 | | | \$ 3,566 |
| LG&E Power Gregory II Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 351,672 | | | \$ 351,672 |
| LG&E Power Development Inc. | LG&E Power Operations Inc. | Other Payments | \$ 1,856 | | | \$ 1,856 |
| LG&E Power 5 Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 224,250 | | | \$ 224,250 |
| LG&E Power Roanoke Inc. | LG&E Power Operations Inc. | Miscellaneous Services | \$ 4,564,372 | | | \$ 4,564,372 |
| LG&E Power Argentina I Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 87 | | | \$ 87 |
| LG&E Power 16 Inc. | LG&E Power Inc. | Miscellaneous Services | \$ 5,246 | | | \$ 5,246 |
| LG&E Power 16 Inc | LG&E Power Operations Inc. | Miscellaneous Services | \$ 47,847 | | | \$ 47,847 |

Company Names:

| | |
|--------------------|-------------------------------------|
| LEL | LG&E Energy LLC |
| LG&E Utility | Louisville Gas and Electric Company |
| Kentucky Utilities | Kentucky Utilities Company |
| WKEC | Western Kentucky Energy Corp. |
| Home Services | LG&E Home Services Inc. |
| KU Solutions | KU Solutions Corporation |
| LEM | LG&E Energy Marketing Inc. |
| Services Company | LG&E Energy Services Inc. |

Item 4. SUMMARY OF AGGREGATE INVESTMENT

| | | | |
|--|----|----------------|--------|
| Investments in energy-related companies: | | | |
| Total consolidated capitalization as of September 30, 2005 | \$ | 75,293,195,000 | Line 1 |
| Total capitalization multiplied by 15% (Line 1 multiplied by 0.15) | \$ | 11,293,979,250 | Line 2 |
| Greater of \$50 million or Line 2 | \$ | 1,293,979,250 | Line 3 |
| <hr/> | | | |
| Total current aggregate investment*: | | | |
| (categorized by major line of energy-related business) | | | |
| Energy-related business Category Rule 58(b)(1)(i) (1) | \$ | 0 | |
| Energy-related business Category Rule 58(b)(1)(ii) (2) | \$ | 0 | |
| Energy-related business Category Rule 58(b)(1)(iv) (3) | \$ | 7,160,618 | |
| Energy-related business Category Rule 58(b)(1)(v) (4) | \$ | 895,848,789 | |
| Energy-related business Category Rule 58(b)(1)(vii) (5) | \$ | 19,976,692 | |
| Energy-related business Category Rule 58(b)(1)(viii) (6) | \$ | 37,411,265 | |
| Energy-related business Category Rule 58(b)(1)(ix) (7) | \$ | 6,675,481 | |
| <hr/> | | | |
| Total current aggregate investment | \$ | 967,072,845 | Line 4 |
| <hr/> | | | |
| Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4) | \$ | 10,326,906,405 | Line 5 |
| <hr/> | | | |

* Includes aggregate investment in energy-related companies made prior to March 24, 1997.

- (1) Rule 58(b)(1)(i) the rendering of energy management services and demand-side management services.
- (2) Rule 58(b)(1)(ii) the development and commercialization of electrotechnologies related to energy conservation, storage and conversion, energy efficiency, waste treatment, greenhouse gas reduction, and similar innovations.
- (3) Rule 58(b)(1)(iv) the sale of electric and gas appliances; equipment to promote new technologies, or new applications for existing technologies, that use gas or electricity; and equipment that enables the use of gas or electricity as an alternate fuel; and the installation and servicing thereof.
- (4) Rule 58(b)(1)(v) the brokering and marketing of energy commodities, including but not limited to electricity, natural or manufactured gas and other combustible fuels.
- (5) Rule 58(b)(1)(vii) the sale of technical, operational, management, and other similar kinds of services and expertise, developed in the course of utility operations in such areas as power plant and transmission system engineering, development, design and rehabilitation; construction; maintenance and operation; fuel procurement, delivery and management; and environmental licensing, testing and remediation.
- (6) Rule 58(b)(1)(viii) the development, ownership or operation of "qualifying facilities," as defined under the Public Utility Regulatory Policies Act of 1978, as amended ("PURPA"), and any integrated thermal, steam host, or other necessary facility constructed, developed or acquired primarily to enable the qualifying facility to satisfy the useful thermal output requirements under PURPA.

- (7) Rule 58(b)(1)(ix) the ownership, operation and servicing of fuel procurement, transportation, handling and storage facilities, scrubbers, and resource recovery and waste water treatment facilities.

| | |
|---|-------|
| Investments in gas-related companies: | |
| Total current aggregate investment: | |
| (categorized by major line of gas-related business) | |
| Gas-related business Category Rule 58(b)(2)(i) (1) | \$ 0 |
| Gas-related business Category Rule 58(b)(2)(ii) (2) | \$ 0 |
| | <hr/> |
| Total current aggregate investment | \$ 0 |
| | <hr/> |

- (1) Rule 58(b)(2)(i) activities permitted under Section 2(a) of the Gas-Related Activities Act of 1990, 104 Stat. 2810.
- (2) Rule 58(b)(2)(ii) activities specified in Section 2(b) of the Gas-Related Activities Act of 1990, 104 Stat. 2810.

Item 5. OTHER INVESTMENTS

| Major Line of Energy-Related Business | Other Investment in Last U-9C-3 Report | Other Investment in This U-9C-3 Report | Reason for Difference in Other Investment |
|---|---|---|--|
| International investments (Argentine gas distribution and Spanish generation) | \$ 36,420,317 | \$ 36,544,317 | Changes in intercompany advances from 6/30/05 amounts. |
| Consumer credit investments (LG&E Credit Corp.) | \$ 295,801 | \$ 0 | Changes in intercompany advances from 6/30/05 amounts. LG&E Credit Corp. merged into LG&E Home Services during Q3. |
| Unregulated generation investments | \$ 110,418,298 | \$ 110,367,047 | Changes in intercompany advances from 6/30/05 amounts. |

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Item 6. FINANCIAL STATEMENTS AND EXHIBITS

A.

Financial Statements:

Exhibit A Financial Statements for Reporting Companies.
(Filed confidentially; Confidential treatment requested pursuant to Rule 104(b), 17 CFR 250-104(b))

| | |
|-------|------------------------------------|
| FS-1 | LG&E Home Services Inc. |
| FS-2 | LG&E Power Inc. |
| FS-3 | LG&E Energy Marketing Inc. |
| FS-4 | KU Solutions Corporation |
| FS-5 | LG&E Power Services LLC |
| FS-6 | LG&E Power Operations Inc. |
| FS-7 | FSF Minerals Inc. |
| FS-8 | LCC LLC |
| FS-9 | FCD LLC |
| FS-10 | Westmoreland-LG&E Partners Rova II |

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B.
Exhibits:

Exhibit B-1 Copies of contracts required to be provided by Item 3

None

Exhibit B-2 Officer's Certification

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SIGNATURE

The undersigned registered holding companies have duly caused this quarterly report to be signed on their behalf by the undersigned officers thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended.

E.ON AG
E.ON US Holding GmbH
E.ON US Investments Corp.
LG&E Energy LLC

Date: November 28, 2005

E.ON AG

By: /s/ MICHAEL C. WILHELM

Name: Michael C. Wilhelm
Title: Senior Vice President Accounting

By: /s/ KARL-HEINZ FELDMANN

Name: Karl-Heinz Feldmann
Title: Senior Vice President Legal Affairs,
General Counsel

CERTIFICATE

I hereby certify that the Form U-9C-3 for E.ON AG for the previous quarter has been provided to the state commissions listed below:

Kentucky Public Service Commission
P.O. Box 615
211 Sower Boulevard
Frankfort, KY 40602

Virginia State Corporation Commission
1300 E. Main Street
Richmond, VA 23219

Date: November 28, 2005

E.ON AG

By: /s/ MICHAEL C. WILHELM

Name: Michael C. Wilhelm
Title: Senior Vice President Accounting

By: /s/ KARL-HEINZ FELDMANN

Name: Karl-Heinz Feldmann
Title: Senior Vice President Legal Affairs,
General Counsel

QuickLinks

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Narrative Description of Activities of Each Reporting Company during the Reporting Period

SIGNATURE