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Form U5B  
March 29, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM U5B**

**REGISTRATION STATEMENT  
FILED PURSUANT TO SECTION 5 OF THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

**LG&E ENERGY LLC**

Name of Registrant

Name, title and address of officer to whom notices and correspondence concerning this statement should be addressed:

**Mr. John R. McCall  
Executive Vice President, General Counsel and Secretary  
LG&E Energy LLC  
220 West Main Street  
Louisville, Kentucky 40202**

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**FORM U5B**

**REGISTRATION STATEMENT**

The undersigned holding company hereby submits its registration statement to the Securities and Exchange Commission pursuant to Section 5 of the Public Utility Holding Company Act of 1935.

1. Exact name of registrant:

LG&E Energy LLC

2. Address of principal executive offices: 220 West Main Street, Louisville, Kentucky 40202

3. Name and address of chief accounting officer: S. Bradford Rives, LG&E Energy LLC, 220 West Main Street, Louisville, Kentucky 40202

4. Furnish the following information as to the registrants and each subsidiary company thereof:

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	Col. A Name of Company	Col. B Organization Form	Col. C State of Organization	Col. D Type of Business
1.	LG&E Energy LLC	Limited Liability Company	Kentucky	Holding Company
1.1	LG&E Capital Corp.	Corporation	Kentucky	Holding company for non-utility investments
1.1.1	LG&E Credit Corp.	Corporation	Kentucky	Offers consumer lending programs for energy efficient products
1.1.2	LG&E Home Services Inc.	Corporation	Kentucky	Appliance repair and warranty
1.1.3	Airborne Pollution Control, Inc.	Corporation	Alberta, Canada	Pollution and waste control technology
1.1.4	LG&E Energy Privatization Services Inc. (formerly LG&E Energy Services, Inc.)	Corporation	Kentucky	Formed to submit bid to Ft. Knox and Ft. Campbell system Privatization Projects
1.1.5	LG&E International Inc.	Corporation	Delaware	Management and holding company for international energy project investments and operations
1.1.5.1	LG&E Power Services LLC	Limited Liability Company	Delaware	Power facilities management and operation
1.1.5.2	LG&E Mendoza Services Inc.	Corporation	Cayman Islands	Inactive
1.1.5.3	LG&E Power Venezuela I, Inc.	Corporation	Cayman Islands	Inactive
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1.1.5.4	LG&E Power Spain Inc.	Corporation	Delaware	Management and holding company for energy project in Spain
1.1.5.4.1	K.W. Tarifa S.A.	Public Limited Company	Spain	Foreign utility company
1.1.5.5	LG&E Power Argentina I, Inc.	Corporation	Delaware	Inactive
1.1.5.6	LG&E Power Argentina II Inc.	Corporation	Delaware	Owner of minority equity interest in foreign utility company
1.1.5.7	LG&E Power Argentina III LLC	Limited Liability Company	Kentucky	Owner of minority equity interest in foreign utility company
1.1.5.8	LG&E Centro SA	Public Limited Company	Argentina	Receives consulting revenues and pays management expenses related to Distribuidora de Gas del Centro SA; foreign utility

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				holding company
1.1.5.9	Inversora de Gas del Centro SA	Public Limited Company	Argentina	Owner of majority equity interest in foreign utility company
1.1.5.10	Distribuidora de Gas del Centro SA	Public Limited Company	Argentina	Foreign utility company
1.1.5.11	Distribuidora de Gas Cuyana SA	Public Limited Company	Argentina	Foreign utility company
1.1.5.12	Inversora de Gas Cuyana SA	Public Limited Company	Argentina	Intermediate holding company
1.1.5.13	Invergas SA	Public Limited Company	Argentina	Holds interest in foreign utility company
1.1.5.14	Gas Natural SDG Argentina SA	Public Limited Company	Argentina	Holds interest in foreign utility company
1.1.5.14.1	Gas Natural BAN SA	Public Limited Company	Argentina	Foreign utility company
1.1.5.15	Natural Servicios SA	Public Limited Company	Argentina	Energy-related company
1.1.6	WKE Corp	Corporation	Kentucky	Holding Company
1.1.6.1	WKE Station Two Inc.	Corporation	Kentucky	Operates generation facility

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1.1.6.2	Western Kentucky Energy Corp.	Corporation	Kentucky	Leases generation facilities; sells electricity to affiliates and third-parties
1.1.6.2.1	WKE Facilities Corp.	Corporation	Kentucky	Inactive
1.1.6.3	LCC LLC	Limited Liability Company	Kentucky	Owns options on mineral rights in Western Kentucky as potential future source of coal fuel for WKE
1.1.6.4	FCD LLC	Limited Liability Company	Kentucky	Owns options or actual riparian rights relating to transportation of coal fuel for WKE
1.1.6.5	Excalibur Development LLC	Limited Liability Company	Kentucky	Inactive
1.1.7	LG&E Power Inc.	Corporation	Delaware	Management and holding company
1.1.7.1	LG&E Power Operations Inc.	Corporation	California	Intermediate holding company for QFs
1.1.7.1.1	LG&E Power 5 Incorporated	Corporation	California	Inactive
1.1.7.1.2	LG&E Power 16 Incorporated	Corporation	California	Indirect owner of interest in QF
1.1.7.1.3	LG&E Power Roanoke	Corporation	California	Indirect owner of interest in

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	Incorporated			QF
1.1.7.1.4	LG&E Power 21 Incorporated	Corporation	California	Inactive
1.1.7.1.5	LG&E Power 21 Wind Incorporated	Corporation	California	Inactive
1.1.7.1.6	LG&E Power 31 Incorporated	Corporation	California	Indirect owner of interest in QF
1.1.7.1.7	LG&E Power 31 Wind Incorporated	Corporation	California	Indirect owner of interest in QF
1.1.7.1.8	Babcock-Ultrapower West Enfield	*	California	Inactive
1.1.7.1.9	Babcock-Ultrapower Jonesboro	*	California	Inactive
1.1.7.1.10	LG&E Power 14-Buena Vista	*	California	Inactive

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1.1.7.1.11	Westmoreland-LG&E Partners	*	Virginia	Owner of interest in QFs
1.1.7.1.12	Erie Power Partners LP	Limited Partnership	California	Inactive
1.1.7.1.13	Windpower Partners 1994, LP	Limited Partnership	California	Owns wind generation facilities
1.1.7.1.14	LG&E/Kelso Power Partners, LP	Limited Partnership	California	Inactive
1.1.7.1.15	LQC LP, LLC	Limited Liability Company	Delaware	Intermediate holding company
1.1.7.1.16	LQ GP, LLC	Limited Liability Company	Delaware	Intermediate holding company
1.1.7.2	LG&E Power Development Inc.	Corporation	California	Development of QFs and EWGs
1.1.7.3	FSF Minerals, Inc.	Corporation	Kentucky	Owns coal reserves
1.1.7.4	LG&E Power Monroe LLC	Limited Liability Company	Delaware	Inactive
1.1.7.5	American Power, Incorporated	Corporation	California	Inactive
1.1.7.6	LG&E Crown Inc.	Corporation	Delaware	Inactive
1.1.7.7	LG&E Minor Facilities Inc.	Corporation	Delaware	Inactive
1.1.7.8	Powertex Parent Inc.	Corporation	Delaware	Inactive
1.1.7.9	Llano Gathering Inc.	Corporation	New Mexico	Inactive
1.1.7.10	Llano Storage Inc.	Corporation	New Mexico	Inactive
1.1.7.11	HD Energy Corporation	Corporation	Delaware	Inactive

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1.1.7.12	LG&E Power Gregory I, Inc.	Corporation	New Mexico	Holds indirect interest in QF
1.1.7.12.1	Gregory Power Partners LP	Limited Partnership	Texas	Owner and developer of power project
1.1.7.13	LG&E Power Gregory II, Inc.	Corporation	Delaware	Holds indirect interest in QF
1.1.7.13.1	Gregory Partners LLC	Limited Liability Company	Delaware	Owner and developer of power project
1.1.7.14	LG&E Power Gregory III Inc.	Corporation	Delaware	Holds indirect interest in QF
1.1.7.15	LG&E Power Gregory IV Inc.	Corporation	Delaware	Holds indirect interest in QF

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1.1.8	KU Solutions Corporation	Corporation	Kentucky	Energy marketing and services corporation
1.1.9	KUCC Grimes Corporation	Corporation	Delaware	Inactive
1.1.10	Tenaska Washington Partners, II, LP	Limited Partnership	Washington	Inactive
1.2	LG&E Energy Marketing Inc.	Corporation	Oklahoma	Power marketing
1.2.1	Woodlands Technology, LLC	Limited Liability Company	Texas	Development of Software for Energy Marketing Activities
1.3	LG&E Energy Foundation Inc.	Corporation	Kentucky	Charitable Contributions
1.4	LG&E Energy Services Inc.	Corporation	Kentucky	Service Company
1.5	LG&E Energy Settlements Inc.	Corporation	Kentucky	Inactive
1.6	Kentucky Utilities Company	Corporation	Kentucky and Virginia	Public Utility
1.6.1	Lexington Utilities Company	Corporation	Kentucky	Inactive
1.6.2	KU Receivables LLC	Limited Liability Company	Delaware	Financing subsidiary to acquire receivables generated by KU
1.6.3	Electric Energy Inc.	Corporation	Illinois	EWG
1.7	Louisville Gas and Electric Company	Corporation	Kentucky	Public Utility
1.7.1	LG&E Receivables LLC	Limited Liability Company	Delaware	Financing subsidiary to acquire receivables generated by LG&E

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**BUSINESS**

5. Describe briefly:

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(a) The general character of the business done by the registrant and its subsidiaries, separated as between the holding companies, public utility subsidiaries (as defined in the Act) and the various non-utility subsidiaries.

Information regarding the general business of LG&E Energy LLC and its subsidiaries (the "LG&E Energy Group") can be found in the following documents: (a) Form U-1 as amended, in File No. 70-9661 and Exhibit G-2.3 thereto, (b) Form U5B filed by E.ON AG (File No. 30-0035) on September 27, 2002 (the "E.ON Form U5B"), (c) Form U5S filed by E.ON AG (File No. 30-0035) on June 30, 2003 (the "E.ON Form U5S"), and (d) Form 20-F filed by E.ON AG (File No. 001-14688) for the year ended December 31, 2003 (the "E.ON Form 20-F"), which are incorporated by reference herein. See also Item 1 of the Annual Report of Louisville Gas and Electric Company ("LG&E") (File No. 1-2893), and Kentucky Utilities Company ("KU") (File No. 1-3464) on Form 10-K (the "2003 10-K") for the year ended December 31, 2003, which is being filed with the Commission on or before March 30, 2004, and which is to be incorporated by reference herein upon the filing thereof.

Please also refer to the response to Item 4 above, which is incorporated herein by reference.

(b) Any substantial changes which may have occurred in the general character of the business of such companies during the preceding five years.

By permission of the staff of the Office of Public Utility Regulation (the "Staff"), the information required by Item 5(b) is omitted.

### PROPERTY

6. Describe briefly the general character and location of the principal plants, properties and other important physical units of the registrant and its subsidiaries, showing separately (a) public utility and (b) other properties. If any principal plant or important unit is not held in fee, so state and describe how held.

Please see the following: (a) Item 6 of the Registration Statement of Powergen plc filed on Form U5B, SEC File No. 001-13620 (filed March 9, 2001); (b) Items 2 and 9 of the Annual Report of Powergen plc filed on Form U5S, SEC File No. 030-00346 (filed May 1, 2002); (c) Item 6 of the Registration Statement of E.ON AG filed on Form U5B, SEC File No. 030-00355 (filed September 27, 2002); (d) the E.ON Form 20-F; and (e) Items 2 and 9 of the Annual Report of E.ON AG filed on Form U5S, SEC File No. 030-00355 (filed June 30, 2003), which are incorporated by reference herein. See also Item 2 of the 2003 10-K, which is to be incorporated herein by reference upon the filing thereof. LG&E and KU will be filing their FERC Forms 1 for the year ended December 31, 2003 ("2003 FERC Forms 1") with the Federal Energy Regulatory Commission on or before April 1, 2004. LG&E will be filing its FERC Form 2 for the year ended December 31, 2003 ("2003 FERC Form 2") with the Kentucky Public Service Commission on or before April 1, 2004. When available, these reports will be filed by amendment to this filing.

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### INTERSTATE TRANSACTIONS

7. For each public utility company in the holding company system of the registrant which is engaged in the transmission of electric energy or gas in interstate commerce, furnish the following information for the last calendar year:

	Electric Energy Gas kwh	Gas mcf
Total Annual Sales		
Interstate Transactions:**		
Name of State		
Delivered out of State		
Received from out of State		

	Electric Energy Gas kwh	Gas mcf
Name of State		
Delivered out of State		
Received from out of State		
Name of State		
Delivered out of State		
Received from out of State		

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Show for each State in which the company operates, electric energy and/or gas transmitted out of State and received from out of State including all electric energy and/or gas delivered and received at State lines. Do not show net balance. If exact amounts are not known, give estimate.

The 2003 FERC Forms 1 and the 2003 FERC Form 2 will include information related to the transmission of electricity and gas. When available, these reports will be filed by amendment to this filing.

### SECURITIES OUTSTANDING

8. Submit the following information concerning the registrant and each subsidiary thereof as of the latest available date:

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### FUNDED DEBT

(a) For each issue or series of funded debt, including funded debt secured by liens on property owned, whether or not such debt has been assumed: (Do not include here any contingent liabilities reported under paragraph 8(c)).

As of Date: December 31, 2003

By permission of the Staff, columns E through I have been omitted.

Col. A	Col. B	Col. C	Col. D	Col. E-I
Name of Obligor	Title of Issue	Amount Authorized	Amount Issued Less Retired	Omitted
LG&E	Pollution Control Series:			
	S, due September 1, 2017, variable	\$ 31,000,000	\$ 31,000,000	
	T, due September 1, 2017, variable	\$ 60,000,000	\$ 60,000,000	
	U, due August 15, 2013, variable	\$ 35,200,000	\$ 35,200,000	
	X, due April 15, 2023, 5.90%	\$ 40,000,000	\$ 40,000,000	
	Y, due May 1, 2027, variable	\$ 25,000,000	\$ 25,000,000	
	Z, due August 1, 2030, variable	\$ 83,335,000	\$ 83,335,000	
	AA, due September 1, 2027, variable	\$ 10,104,000	\$ 10,104,000	
	BB, due September 1, 2026, variable	\$ 22,500,000	\$ 22,500,000	
	CC, due September 1, 2026, variable	\$ 27,500,000	\$ 27,500,000	
	DD, due November 1, 2027, variable	\$ 35,000,000	\$ 35,000,000	

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Col. A	Col. B	Col. C	Col. D	Col. E-I
	EE, due November 1, 2027, variable	\$ 35,000,000	\$ 35,000,000	
	FF, due October 1, 2032, variable	\$ 41,665,000	\$ 41,665,000	
	GG due October 1, 2033, variable	\$ 128,000,000	\$ 128,000,000	
	Notes payable to Fidelia:			
	Due April 30, 2013, 4.55%, unsecured	\$ 100,000,000	\$ 100,000,000	
	Due August 15, 2013, 5.31%, secured	\$ 100,000,000	\$ 100,000,000	
	Mandatorily redeemable preferred stock			
	\$5.875 series, 237,500 shares outstanding	\$ 23,750,000	\$ 23,750,000	
	<b>Total LG&amp;E</b>	<b>\$ 798,054,000</b>	<b>\$ 798,054,000</b>	
KU	First Mortgage Bonds (Secured):	Unlimited		
	Series S, due January 15, 2006, 5.99%	\$ 36,000,000	\$ 36,000,000	
	Series P, due May 15, 2007, 7.92%	\$ 53,000,000	\$ 53,000,000	
	Series R, due June 1, 2025, 7.55%	\$ 50,000,000	\$ 50,000,000	
	Pollution Control Series:			
	9, due December 1, 2023, 5.75%	\$ 50,000,000	\$ 50,000,000	
	10, due November 1, 2024, variable	\$ 54,000,000	\$ 54,000,000	
	11, due May 1, 2023, variable	\$ 12,900,000	\$ 12,900,000	
	12, due February 1, 2032, variable	\$ 20,930,000	\$ 20,930,000	
	13, due February 1, 2032, variable	\$ 2,400,000	\$ 2,400,000	
	14, due February 1, 2032, variable	\$ 7,400,000	\$ 7,400,000	
	15, due February 1, 2032, variable	\$ 7,200,000	\$ 7,200,000	
	16, due October 1, 2032, variable	\$ 96,000,000	\$ 96,000,000	
	Notes payable to Fidelia:			
	Due April 30, 2013, 4.55%, unsecured	\$ 100,000,000	\$ 100,000,000	
	Due August 15, 2013, 5.31%, secured	\$ 75,000,000	\$ 75,000,000	
	Due November 24, 2010, 4.24%, secured	\$ 33,000,000	\$ 33,000,000	
	Due December 19, 2005, 2.29%, secured	\$ 75,000,000	\$ 75,000,000	
	<b>Total KU</b>	<b>\$ 672,830,000</b>	<b>\$ 672,830,000</b>	
LG&E Capital Corp.	Indenture (Unsecured):	Unlimited		
	Medium Term Notes, due May 1, 2004, 6.205%	\$ 150,000,000	\$ 150,000,000	
	Medium Term Notes, due January 15, 2008, 6.46%	\$ 150,000,000	\$ 150,000,000	
	Medium Term Notes, due November 1, 2011, 7.471%	\$ 150,000,000	\$ 150,000,000	
Distribuidora de Gas del Centro	Argentine negotiable obligations, due December 2004, variable, (Unsecured)	\$ 35,000,000	\$ 35,000,000	
	<b>Total LG&amp;E Capital</b>	<b>\$ 485,000,000</b>	<b>\$ 485,000,000</b>	
LG&E Energy LLC	Notes payable to E.ON NA, variable	\$ 150,000,000	\$ 111,000,000	
	Notes payable to Fidelia			
	Due February 14, 2006, 2.80%	\$ 100,000,000	\$ 100,000,000	
	Due March 24, 2006, 2.88%	\$ 50,000,000	\$ 50,000,000	
	<b>Total LG&amp;E Energy LLC</b>	<b>\$ 300,000,000</b>	<b>\$ 261,000,000</b>	
	<b>TOTAL</b>	<b>\$ 2,255,884,000</b>	<b>\$ 2,216,884,000</b>	



## CAPITAL STOCK

(b) For each class of capital stock including certificates of beneficial interest give information both in number of shares and in dollar amounts: (Do not include any warrants, options or other securities reported under paragraph 8(d)).

As of Date: December 31, 2003

By permission of the Staff, columns G through J have been omitted.

Col. A	Col. B	Col. C	Col. D	Col. E	Col. F	Col. G-J
Name of Issuer	Title of Issue	Amount Authorized by Charter	Amount Reserved for Options, Warrants, Conversions & Other Rights	Additional Amount Unissued	Amount issued	Omitted
LG&E Energy LLC	Membership interests	10,000,000 Units	0	9,998,999	1,001 Units	
Louisville Gas and Electric Company	Common stock, no par value	75,000,000	0	53,705,777	21,294,223	
	Preferred stock, 5% Series, \$25 par value	1,720,000	0	859,713	860,287	
	Preferred stock, \$5.875 Series, no par value	250,000	0	0	237,500	
	Preferred stock, Auction Series A, no par value (\$100 stated value per share)	500,000	0	0	500,000	
Kentucky Utilities Company	Common stock, no par value	80,000,000	0	42,182,122	37,817,878	
	Cumulative Preferred stock, 4.75% Series, no par value	200,000	0	0	200,000	
	Cumulative Preferred stock, 6.53% Series, no par value	200,000	0	0	200,000	
Lexington Utilities Company	Common stock	1,000	0	999	1	
Electric Energy Inc.	Common stock, \$100 par value	62,000	0	0	62,000	
Indiana-Kentucky Electric Corp.	Common stock, no par value, stated value \$200 per share	100,000	0	83,000	17,000	
LG&E Energy Foundation Inc.	Foundation with one member	N/A	N/A	N/A	N/A	
LG&E Energy Settlements Inc.	Common stock, no par value	1,000	0	900	100	

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LG&E Energy Marketing Inc.	Common shares, \$1.00 par value	25,000	0	23,200	1,800
LG&E Capital Corp.	Common stock, no par value	2,000	0	1,000	1,000
LG&E Energy Services Inc.	Common stock, no par value	1,000	0	900	100
LG&E Credit Corp.	Common stock, no par value	1,000	0	900	100
LG&E Home Services Inc.	Common stock, no par value	1,000	0	900	100
Airborne Pollution Control, Inc.					
LG&E Energy Privatization Services Inc.	Common stock, \$.01 par value	1,000	0	900	100
LG&E International Inc.	Common stock, \$.01 par value	1,000	0	900	100
LG&E Mendoza Services Inc.	Common stock, \$1.00 par value	900,000	0	899,000	1,000
LG&E Power Venezuela I, Inc.	Common stock, \$1.00 par value	50,000	0	49,000	1,000