

FORM D

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

REC'D S.E.C. JAN 31 2002 1086

AMENDMENT NO. 2 TO FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



02012110

SEC USE ONLY Prefix Serial DATE RECEIVED

1137294

Name of Offering () check if this is an amendment and name has changed, and indicate change.)

Up to U.S. \$3,000,000,000 aggregate principal amount outstanding at any one time of Powergen US Funding LLC's short-term unsecured promissory notes, guaranteed by Powergen plc, having maturities not exceeding 270 days from their dates of issuance, issued from time to time in transactions not involving a public offering within the meaning of Section 4(2) of the Securities Act of 1933 and Rule 506 thereunder.

Filing Under (Check box(es) that apply): () Rule 504 () Rule 505 (x) Rule 506 () Section 4(6) () ULOE

Type of Filing: () New Filing (x) Amendment

21-39664

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer () check if this is an amendment and name has changed, and indicate change.) Powergen US Funding LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Corporation Trust Company (Agent) Corporation Trust Center, 1208 Orange Street, Wilmington, DE 19801

Telephone Number (Including Area Code) 800 677 3394 or 302 658 7581

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code) City Point 1 Ropemaker Street, London EC2Y 9HT, England

Telephone Number (Including Area Code) 44 20 7826 2826

Brief Description of Business

Special purpose finance subsidiary of Powergen plc, an energy provider

Type of Business Organization

- () corporation () limited partnership, already formed () business trust () limited partnership, to be formed

(x) other (please specify): Limited Liability Corporation

PROCESSED FEB 15 2002

Actual or Estimated Date of Incorporation or Organization: 11 00

(x) Actual () Estimate

Jurisdiction of Incorporation or Organization:

THOMSON FINANCIAL

(Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

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

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Powergen US Holdings Limited

Business or Residence Address (Number and Street, City, State, Zip Code)
City Point, 1 Ropemaker Street, London EC2Y 9HT, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) Graham Wood

Business or Residence Address (Number and Street, City, State, Zip Code)
City Point, 1 Ropemaker Street, London EC2Y 9HT, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) David Jackson

Business or Residence Address (Number and Street, City, State, Zip Code)
City Point, 1 Ropemaker Street, London EC2Y 9HT, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) David Beynon

Business or Residence Address (Number and Street, City, State, Zip Code)
City Point, 1 Ropemaker Street, London EC2Y 9HT, England

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

- | | |
|---|--|
| | Yes No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | <input type="checkbox"/> <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | |
| 2. What is the minimum investment that will be accepted from any individual? | <u>\$250,000</u> |
| | Yes No |
| 3. Does the offering permit joint ownership of a single unit? | <input type="checkbox"/> <input checked="" type="checkbox"/> |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | |

Full Name (Last name first, if individual) Goldman, Sachs & Co.

Business or Residence Address (Number and Street, City, State, Zip Code) 85 Broad Street, New York, NY 10004

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

| | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Full Name (Last name first, if individual) J.P. Morgan Securities Inc.

Business or Residence Address (Number and Street, City, State, Zip Code) 270 Park Avenue, New York, NY 10017

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

- [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
- [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
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- [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Full Name (Last name first, if individual) Banc of America Securities LLC

Business or Residence Address (Number and Street, City, State, Zip Code) 40 East 52nd Street,
New York, NY 10022

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
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| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| Type of Security | Aggregate Offering Price* | Amount Already Sold** |
|--|---------------------------|------------------------|
| Debt | <u>\$ 3,000,000,000</u> | <u>\$1,386,087,000</u> |
| Equity | <u>\$ 0</u> | <u>\$ 0</u> |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants) | <u>\$ 0</u> | <u>\$ 0</u> |
| Partnership Interests | <u>\$ 0</u> | <u>\$ 0</u> |
| Other (Specify _____) | <u>\$ 0</u> | <u>\$ 0</u> |
| Total | <u>\$ 3,000,000,000</u> | <u>\$1,386,087,000</u> |

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors*** | Aggregate Dollar Amount of Purchases**** |
|---|---------------------|--|
| Accredited Investors | <u>113</u> | <u>\$1,386,087,000</u> |
| Non-accredited investors | <u>0</u> | <u>\$ 0</u> |
| Total (for filings under Rule 504 only) | <u>N/A</u> | <u>\$ N/A</u> |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

| Type of offering | Type of Security | Dollar Amount Sold |
|--------------------|------------------|--------------------|
| Rule 505 | <u>N/A</u> | <u>\$ N/A</u> |
| Regulation A | <u>N/A</u> | <u>\$ N/A</u> |
| Rule 504 | <u>N/A</u> | <u>\$ N/A</u> |
| Total | <u>N/A</u> | <u>N/A</u> |

* This is a continuous commercial paper program. This figure represents the maximum principal amount of short-term promissory notes authorized to be outstanding at any one time.
 ** Aggregate principal amount outstanding as of January 25, 2002.
 *** Approximate aggregate number of investors as of January 25, 2002.
 **** Aggregate dollar amount of purchases as of January 25, 2002.

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| | | |
|--|-------------------------------------|----------------|
| Transfer Agent's Fees | <input type="checkbox"/> | \$0 |
| Printing and Engraving Costs | <input type="checkbox"/> | \$0 |
| Legal Fees | <input checked="" type="checkbox"/> | \$205,000 |
| Accounting Fees | <input type="checkbox"/> | \$0 |
| Engineering Fees | <input type="checkbox"/> | \$0 |
| Sales Commissions (specify finders' fees separately) | <input type="checkbox"/> | \$15,000,000* |
| Other Expenses (identify) | | |
| RATING AGENCY FEES | <input checked="" type="checkbox"/> | \$144,200 |
| ISSUING AND PAYING AGENT FEES | <input checked="" type="checkbox"/> | \$13,200 |
| DEPOSITORY TRUST COMPANY FEES | <input checked="" type="checkbox"/> | \$13,800 |
| BANKING FEES | <input checked="" type="checkbox"/> | \$1,500 |
| Total | <input checked="" type="checkbox"/> | \$15,377,700** |

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$2,984,622,300***

* Sales commissions are 5 basis points (0.0005%) of the amount of the purchase. The amount of sales commissions listed is based on the sale of the maximum principal amount of short-term promissory notes authorized to be outstanding at any one time. The cumulative aggregate dollar amount of sales may be greater than such amount.

** The total figure is inclusive of sales commissions, calculated in the manner described in the preceding note.

*** Of this amount, \$1,386,087,000 in debt securities has already been sold. See Part C - Question 1.

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| | Payments to Officers, Directors, & Affiliates | | Payments To Others |
|--|--|-------------------------|---|
| Salaries and fees | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> \$ _____ |
| Purchase of real estate | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> \$ _____ |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> \$ _____ |
| Construction or leasing of plant buildings and facilities | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> \$ _____ |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> \$ _____ |
| Repayment of indebtedness. | <input type="checkbox"/> | \$ _____ | <input checked="" type="checkbox"/> <u>\$2,984,622,300***</u> |
| Working capital | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> \$ _____ |
| Other (specify): | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> \$ _____ |
| | <input type="checkbox"/> | \$ _____ | <input type="checkbox"/> \$ _____ |
| Column Totals | <input type="checkbox"/> | \$ _____ | <input checked="" type="checkbox"/> <u>\$2,984,622,300*</u> |
| Total Payments Listed (column totals added) | <input checked="" type="checkbox"/> | <u>\$2,984,622,300*</u> | |

* Of this amount, \$1,386,087,000 in debt securities has already been sold. See Part C - Question 1.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| | | |
|---|---|--------------------------|
| Issuer (Print or Type) Powergen US Funding LLC | Signature G Wood | Date January 31, 2002 |
| Name of Signer (Print or Type) Graham Wood | Title of Signer (Print or Type) Authorized person, Powergen US Funding LLC | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)