

AES CORPORATION  
Form U-57/A  
July 10, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C.

FORM U-57/A

NOTIFICATION OF FOREIGN UTILITY COMPANY STATUS

Filed under section 33(a) of the  
Public Utility Holding Company Act of 1935, as amended

Empresa Electrica Guacolda S.A.

by

THE AES CORPORATION

1001 North 19th Street  
Arlington, VA 22209

The AES Corporation ("AES"), a Delaware corporation and a public utility holding company exempt from registration under Section 3(a)(5) of the Public Utility Holding Company Act of 1935, as amended (the "Act"), hereby files with the Securities and Exchange Commission (the "Commission") this Form U-57/A under Section 33 of the Act on behalf of Empresa Electrica Guacolda S.A. ("Guacolda") for the purpose of notifying the Commission that Guacolda is a "foreign utility company" ("FUCO") within the meaning of Section 33 of the Act. This Form U-57/A amends and restates in its entirety the Form U-57/A that AES filed on behalf of Guacolda on January 5, 2001.

Guacolda does not derive and will not derive any part of

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its income, directly or indirectly, from the generation, transmission or distribution of electric energy for sale, or the distribution at retail of natural or manufactured gas for heat, light or power, within the United States. Neither Guacolda nor any of its subsidiary companies is or will be a public utility operating within the United States.

### ITEM 1

#### Name and Business Address:

Empresa Electrica Guacolda S.A.  
Miraflores 222, 16th Floor  
Santiago  
Chile

#### Description of Facilities:

Guacolda owns and operates a coal fired thermoelectric plant containing two coal fired generating units each with a 152 megawatts capacity located in Huasco, Chile. The plant also has a substation facility, a double circuit transmission line to Maitencillo and from there to Cardones, Chile and other energy-related facilities.

#### Ownership:

Gener S.A. owns 50% of Guacolda. AES owns, through Gener S.A., approximately 48.23% of Guacolda. Compania Petroleos de Chile S.A. owns 25% of Guacolda, and Inversiones Ultratrerra S.A. owns 25% of Guacolda.

### ITEM 2

The domestic associate public utility companies of Guacolda are Central Illinois Light Company ("CILCO") and Indianapolis Power & Light Company ("IPL"), each of which are indirect wholly-owned subsidiaries of AES.

Neither CILCO nor IPL has made any investment in, nor has any contractual relationship with, Guacolda, nor are any such investments or contractual relationships contemplated.

The certification of the Illinois Commerce Commission, as required under Section 33(a)(2) of the Act, is attached hereto as Exhibit A. The certification of the Indiana Utility Regulatory Commission, as required under Section 33(a)(2) of the Act, is attached hereto as Exhibit B.

The Commission is requested to mail copies of all correspondence relating to this Notification to:

William R. Luraschi  
The AES Corporation  
1001 North 19th Street  
Arlington, VA 22209

William C. Weeden  
Skadden, Arps, Slate, Meagher & Flom LLP  
1440 New York Ave. NW  
Washington, D.C. 20005

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The undersigned company has duly caused this statement to be signed on its behalf by the undersigned officer thereunto duly authorized.

THE AES CORPORATION

By: /s/ Paul T. Hanrahan  
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Name: Paul T. Hanrahan  
Title: Senior Vice President

Date: July 2, 2001

Exhibit A  
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[Illinois Commerce Commission Letterhead]

March 10, 1999

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

Ladies and Gentlemen:

We are writing to you with respect to Central Illinois Light Company ("CILCO") and its parent, CILCORP Inc., and the pending merger transaction involving CILCORP Inc. and The AES Corporation.

We have been advised that The AES Corporation, through its subsidiaries (other than CILCORP Inc. or subsidiaries of CILCORP Inc.), affiliates, or through other entities, currently holds, and intends to continue to hold and acquire, ownership interest in electric and natural gas facilities in one or more foreign countries. We submit this letter pursuant to the requirements of Section 33(a)(2) of the Public Utility Holding Company Act of 1935, as amended (the "Act").

A 1997 Illinois law implemented changes to historical utility regulation. The law required all regulated electric utilities to reduce their rates to residential consumers in 1998 and, subject to certain specified exceptions, froze such electric rates until 2005. While neither the utilities nor the Illinois Commerce Commission ("Commission") can change bundled electric rates until 2005, the Commission retains jurisdiction to set rates for unbundled delivery service. In addition, electric utilities are subject to other statutory provisions that require a sharing of revenues with consumers if the utility earns more than certain specified thresholds. However, the restructuring legislation gave electric utilities great flexibility in writing down assets and accelerating

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depreciation, so utilities may be able to avoid triggering the over-earning threshold. Also, the legislation removed Commission authority over the sale, lease or other transfer of assets to affiliated or unaffiliated entities until January 1, 2005. Also, the Commission has jurisdiction over electric and gas delivery system reliability. However, the Commission cannot order a utility to construct additional generation. Finally, while the Commission's authority to approve or disapprove some merger and reorganization transactions has been suspended until 2005, regulated utilities are required to provide the Commission with a 30-day advanced notice of any proposed transaction, with supporting documentation, and to file certain reports thereafter.

Securities and Exchange Commission  
March 10, 1999  
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The Illinois Commerce Commission hereby certifies to you that we have the authority and resources to protect Illinois consumers in accordance with the Illinois statutes discussed in the previous paragraph. We intend to exercise such authority.

Sincerely,  
Illinois Commerce Commission

/s/ Richard L. Mathias  
Richard L. Mathias  
Chairman

cc: Mr. Edward J. Griffin, DeFrees & Fiske  
Mr. Robert W. Wason, Security and Exchange Commission

Exhibit B  
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[LETTERHEAD OF THE INDIANA UTILITY REGULATORY COMMISSION]

September 28, 2000

Mr. Jonathan G. Katz, Secretary  
Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, D.C. 20549

Dear Mr. Katz:

We are writing with respect to Indianapolis Power & Light

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Company, its parent, IPALCO Enterprises, Inc. and The AES Corporation.

We have been advised that The AES Corporation, through its subsidiaries (other than IPALCO Enterprises, Inc. and its subsidiaries), affiliates, or through other entities, currently holds, and intends to continue to hold and acquire ownership interests in electric and natural gas facilities in one or more foreign countries. We submit this letter pursuant to the requirements of Section 33(a)(2) of the Public Utility Holding Company Act of 1935, as amended.

The Indiana Utility Regulatory Commission hereby certifies to you that it has the authority and resources to protect ratepayers subject to its jurisdiction and that it intends to exercise that authority.

Sincerely,

/s/ William D. McCarty  
William D. McCarty  
Chairman