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AES CORPORATION
Form SC TO-T/A
October 26, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO/A
(Rule 14d-100)

TENDER OFFER STATEMENT UNDER SECTION
14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)

(Name of Subject Company (Issuer))

NATIONAL TELEPHONE COMPANY OF VENEZUELA (CANTV)

(Translation of Name of Issuer Into English)

AES COMUNICACIONES DE VENEZUELA, C.A.
a company jointly owned by
The AES Corporation
and
Corporacion EDC, C.A.

(Name of Filing Persons (Offerors))

CLASS D SHARES OF COMMON STOCK,
NOMINAL VALUE BS. 36.90182224915 PER SHARE

(Title of Class of Securities)

P3055Q103

(CUSIP Number)

Barry J. Sharp, Senior Vice President and Chief Financial Officer,
The AES Corporation, 1001 North 19th Street, Arlington, Virginia 22209
Tel: (703) 522-1315

Copy to:

Michael E. Gizang, Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square, New York, NY 10036
Tel: (212) 735-2704

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

CALCULATION OF FILING FEE

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Transaction Valuation*
\$12,979,759 (1)

Amount of Filing Fee
\$2,595.95 (2)

* Set forth the amount on which the filing fee is calculated and state how it was determined.

(1) The transaction value is calculated by multiplying the amount of Shares being sought by the offerors which are estimated to be owned by U.S. persons, being 3,785,763, by the offer price per Share, \$3.4285714.

(2) The amount of filing fee is calculated by multiplying the transaction valuation, \$12,979,759, by 0.0002 pursuant to Rule 0-11(d) under the Exchange Act of 1934, as amended.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,595.95
Form or Registration No.: Tender Offer Statement on Schedule TO

Filing Party: AES Comunicaciones de Venezuela, C.A.
Date Filed: September 25, 2001

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on September 25, 2001 and as amended and supplemented prior to the date hereof (the "Schedule TO") by AES Comunicaciones de Venezuela, C.A. (the "Purchaser"), a Venezuelan company jointly owned by The AES Corporation and Corporacion EDC, C.A., relating to the offer by the Purchaser to purchase 199,968,608 shares of common stock of Compania Anonima Nacional Telefonos de Venezuela (CANTV) for \$3.4285714 in cash per share, on the terms and subject to the conditions set forth in the Venezuelan Offer to Purchase dated September 25, 2001, as amended, and Share Letter of Transmittal, English versions of which were attached to the Schedule TO as Exhibits (a)(1)A and (a)(1)C, respectively (collectively referred to as the "Venezuelan Offer").

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ALL THE INFORMATION IN THE VENEZUELAN OFFER TO PURCHASE, INCLUDING THE ANNEXES THERETO, AND THE RELATED SUMMARY TERM SHEET AND SHARE LETTER OF TRANSMITTAL AND ANY SUPPLEMENT OR AMENDMENT THERETO RELATED TO THE VENEZUELAN OFFER HEREAFTER FILED WITH THE SECURITIES AND EXCHANGE COMMISSION BY THE PURCHASER, IS INCORPORATED HEREIN BY REFERENCE IN RESPONSE TO ITEMS 1-11 OF SCHEDULE TO.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Schedule TO is hereby amended and supplemented as follows:

On October 25, 2001, The AES Corporation issued a press release announcing that the Purchaser had extended the expiration date of the Venezuelan Offer to 5:00 pm New York City time (6:00 pm Caracas time) on Friday, November 23, 2001. A copy of the press release is filed herewith as Exhibit (a)(1)I. and the information set forth in the press release is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

(a)(1)I. Text of press release issued October 25, 2001.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 26, 2001

AES Comunicaciones de Venezuela, C.A.

/s/ Paul Hanrahan

Name: Paul Hanrahan
Title: Director

Date: October 26,2001

The AES Corporation

/s/ Paul Hanrahan

Name: Paul Hanrahan
Title: Executive Vice President

Date: October 26, 2001

Corporacion EDC, C.A.

/s/ Paul Hanrahan

Name: Paul Hanrahan

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Title: Director

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EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---|
| (a) (1) A. | Venezuelan Offer to Purchase dated September 25, 2001, as translated into English* |
| (a) (1) B. | Summary Term Sheet to the Venezuelan Offer to Purchase dated September 25, 2001* |
| (a) (1) C. | Share Letter of Transmittal* |
| (a) (1) D. | Text of press release announcing intention to commence the U.S. and Venezuelan offers, dated August 29, 2001* |
| (a) (1) E. | Summary Advertisement as published in The New York Times on September 25, 2001* |
| (a) (1) F. | Text of press release announcing commencement of U.S. and Venezuelan offers, dated September 25, 2001* |
| (a) (1) G. | Text of Notice sent by the Purchaser to ADS holders on October 9, 2001* |
| (a) (1) H. | Text of Notice sent by the Purchaser to ADS holders dated October 12, 2001* |
| (a) (1) I. | Text of press release issued October 25, 2001 |

* Previously Filed

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