

AES CORPORATION
Form 8-A12B/A
May 27, 2003

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 8 A/A
AMENDMENT No. 1**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

THE AES CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State of Incorporation or Organization)

54 1163725

(I.R.S. Employer Identification No.)

1001 North 19th Street, Arlington Virginia

(Address of Principal Executive Offices)

22209

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form 333 39857 relates: (If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| 4.50% Convertible Junior Subordinated Debentures due 2005 | New York Stock Exchange |

Securities to be registered pursuant to Section 12(g) of the Act: **None**
(Title of Class)

The undersigned hereby amends its Registration Statement (the "Registration Statement") on Form 8-A filed on July 31, 1998 relating to its 4.50% Convertible Junior Subordinated Debentures Due 2005 (the "4.50% Convertible Junior Subordinated Debentures") to reflect the change described below.

Item 1: Description of Registrant's Securities to be Registered

On April 2, 2003, The AES Corporation (NYSE: AES) (the "Registrant") announced the successful completion of a consent solicitation relating to certain of its debt securities including the 4.50% Convertible Junior Subordinated Debentures. On April 3, 2003, as a result of the successful completion of the consent solicitation, the Junior Subordinated Indenture dated August 10, 1998 between the Registrant and Wells Fargo Bank, National Association, as successor trustee to Bank One National Association (formerly known as The First National Bank of Chicago), which governs the 4.50% Convertible Junior Subordinated Debentures, was amended by the execution of the Second Supplemental Indenture (as described below) to conform the definition of "Material Subsidiary" contained therein to the definition of "Material Subsidiary" contained in the indenture governing the Registrant's recently issued senior secured notes due 2005. The Second Supplemental Indenture dated April 3, 2003 between the Registrant and Wells Fargo Bank Minnesota, National Association, as trustee, is attached hereto as an Exhibit and incorporated by reference herein.

Item 2: Exhibit

Second Supplemental Indenture dated April 3, 2003 between the Registrant and Wells Fargo Bank Minnesota, National Association, as Trustee.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE AES CORPORATION

By: /s/ Brian Miller

Name: Brian Miller
Title: Deputy General Counsel and
Secretary

Date: May 27, 2003

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THE AES CORPORATION

as Issuer

and

WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION

as Trustee

SECOND SUPPLEMENTAL INDENTURE

Dated as of April 3, 2003

(Supplemental to Indenture Dated as of August 10, 1998)

4.50 % Convertible Junior Subordinated Debentures Due 2005

SECOND SUPPLEMENTAL INDENTURE dated as of April 3, 2003 between THE AES CORPORATION, a Delaware corporation (hereinafter called the **Company**) and WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION, a national banking association, as Trustee (hereinafter called the **Trustee** or **Wells Fargo**).

WHEREAS, the Company executed and delivered an Indenture dated as of August 10, 1998, as may be amended or supplemented from time to time, (the **Indenture**) between the Company and Bank One, National Association (formerly known as The First National Bank of Chicago) (**Bank One**), as trustee, to provide for the issuance of its junior subordinated securities; and

WHEREAS, the Company executed and delivered a First Supplemental Indenture dated August 10, 1998 (the **First Supplemental Indenture**) to the Indenture, providing for the issuance of the Company's 4.50% Convertible Junior Subordinated Debentures due 2005 (the **Series A Convertible Debentures**); and

WHEREAS, Bank One has subsequently assigned its rights and obligations as trustee under the Indenture to Wells Fargo; and

WHEREAS, Section 9.2 of the Indenture provides that the Indenture may be amended by the Company and the Trustee with the consent of the Holders of a majority in principal amount of the outstanding Securities of all series affected by such amendment (all such series voting as a separate class); and

WHEREAS, holders of a majority in principal amount of Series A Convertible Debentures outstanding on March 24, 2003 have given and not revoked their consent to the execution by the Company and the Trustee of the amendment set forth in this Second Supplemental Indenture; and

WHEREAS, all conditions and requirements necessary to make this Second Supplemental Indenture a valid and binding instrument in accordance with its terms and the terms of the Indenture have been satisfied.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained, the Company and the Trustee hereby covenant and agree as follows:

SECTION 1. Defined Terms. For all purposes of this Second Supplemental Indenture, except as otherwise expressly provided or unless the context otherwise requires, all capitalized terms defined herein and in the Indenture shall have the meanings assigned to them herein. All capitalized terms not defined herein shall have the meanings assigned to them in the Indenture. Unless otherwise expressly specified, all references to a **Section** herein refer to a section of this Second Supplemental Indenture.

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SECTION 2. Amendment Of Section 1.1 Indenture. Section 1.1 of the Indenture is hereby amended by replacing the definition of Material Subsidiary contained therein with the following definition:

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Material Subsidiary of any Person means, as of any date, any Subsidiary of which such Person's proportionate share of such Subsidiary's total assets (after intercompany eliminations) exceeds 15 percent of the total assets of such Person on a consolidated basis.

SECTION 3. Ratification. The Indenture, as supplemented by this Second Supplemental Indenture, is in all respects ratified and confirmed. This Second Supplemental Indenture shall be deemed part of the Indenture in the manner and to the extent herein and therein provided.

SECTION 4. Counterparts. This Second Supplemental Indenture may be executed in any number of counterparts, each of which shall be an original; but such counterparts shall together constitute but one and the same instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Second Supplemental Indenture to be duly executed, all as of the day and year first written above

THE AES CORPORATION

By: /s/ Barry J. Sharp

Name: Barry J. Sharp
Title: Executive Vice President and
Chief Financial Officer

Attest:

By: /s/ Leith Mann

Name: Leith Mann
Title: Assistant Secretary

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WELLS FARGO BANK MINNESOTA,
NATIONAL ASSOCIATION
as Trustee

By: /s/ Jeffery Rose

Name: Jeffery Rose
Title: Corporate Trust Officer

Attest:

By: /s/ Curtis D. Schwegman

Name: Curtis D. Schwegman
Title: Vice President