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AES CORPORATION
Form SC 13D/A
August 31, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 1)

COMPANIA ANONIMA NACIONAL TELEFONOS DE VENEZUELA (CANTV)

(Name of Issuer)

NATIONAL TELEPHONE COMPANY OF VENEZUELA (CANTV)

(Translation of Name of Issuer Into English)

Class D Common Shares,
Nominal Value Bs. 36.90182224915 Per Share (the "Class D Shares")
American Depositary Shares, Each Representing
Seven Class D Shares (the "ADSs")

(Title of Class of Securities)

P3055Q103 (Class D Shares); 204421101 (ADSs)

(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:

William R. Luraschi, Vice President and Secretary, The AES Corporation
1001 North 19th Street Arlington, Virginia 22209; Tel: (703) 522-1315

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

August 29, 2001

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to
report the acquisition which is the subject of this Schedule 13D, and is filing
this schedule because of Rule 13d-1(e), 13d(f) or 13d-1(g), check the following
box []

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CUSIP NO. P3055Q103 (Class D Shares)
204421101 (ADSs)

13D

PAGE 2

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
The AES Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 64,000,524 ADSs: 1,000
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 64,000,524 ADSs: 1,000
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Class D Shares: 64,000,524 ADSs: 1,000	

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.6% (the 64,000,524 Class D Shares and 1,000 ADSs represent
approximately 14.6% of the total Class D Shares outstanding (including
Class D Shares represented by ADSs)). See Item 5 of Schedule 13D filed
with the Securities and Exchange Commission on July 3, 2001.

14 TYPE OF REPORTING PERSON
HC

CUSIP NO. P3055Q103 (Class D Shares)
204421101 (ADSs)

13D

PAGE 3

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
AES Channon Holdings B.V.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO, AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
The Netherlands

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH			Class D Shares:	
	7	SOLE VOTING POWER	64,000,524	ADSs: 1,000
	8	SHARED VOTING POWER	None	ADSs: None
	9	SOLE DISPOSITIVE POWER	64,000,524	ADSs: 1,000
	10	SHARED DISPOSITIVE POWER	None	ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 64,000,524
ADSs: 1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.6% (the 64,000,524 Class D Shares and 1,000 ADSs represent approximately 14.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5 of Schedule 13D filed with the Securities and Exchange Commission on July 3, 2001.

14 TYPE OF REPORTING PERSON
CO

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Corporacion EDC, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS
OO, WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Venezuela

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 64,000,524 ADSs: 1,000
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 64,000,524 ADSs: 1,000
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 64,000,524
ADSs: 1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.6% (the 64,000,524 Class D Shares and 1,000 ADSs represent approximately 14.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5 of Schedule 13D filed with the Securities and Exchange Commission on July 3, 2001.

14 TYPE OF REPORTING PERSON
CO

4

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 5
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Inversiones Inxtel, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

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6 CITIZENSHIP OR PLACE OF ORGANIZATION
Venezuela

NUMBER OF SHARES	7	SOLE VOTING POWER	Class D Shares: 63,999,524	
			ADSS: None	
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER	Class D Shares: None	
			ADSS: None	
REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER	Class D Shares: 63,999,524	
			ADSS: None	
	10	SHARED DISPOSITIVE POWER	Class D Shares: None	
			ADSS: None	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 63,999,524
ADSS: None

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.6% (the 63,999,524 Class D Shares represent approximately 14.6% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5 of Schedule 13D filed with the Securities and Exchange Commission on July 3, 2001.

14 TYPE OF REPORTING PERSON
CO

5

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 6
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Servicios EDC, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Venezuela

	7	SOLE VOTING POWER	Class D Shares: 1,000	
			ADSS: 1,000	

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NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 1,000 ADSs: 1,000
	10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSs: None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Class D Shares: 1,000
ADSs: 1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1% (the 1,000 Class D Shares and 1,000 ADSs represent less than 0.1% of the total Class D Shares outstanding (including Class D Shares represented by ADSs)). See Item 5 of Schedule 13D filed with the Securities and Exchange Commission on July 3, 2001.

14 TYPE OF REPORTING PERSON
CO

6

CUSIP NO. P3055Q103 (Class D Shares) 13D PAGE 7
204421101 (ADSs)

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Inversiones Onapo, C.A.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Venezuela

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	Class D Shares: 1,000 ADSs: 1,000
	8	SHARED VOTING POWER	Class D Shares: None ADSs: None
	9	SOLE DISPOSITIVE POWER	Class D Shares: 1,000 ADSs: 1,000

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10	SHARED DISPOSITIVE POWER	Class D Shares: None ADSS: None
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	Class D Shares: 1,000 ADSS: 1,000
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	Less than 0.1% (the 1,000 Class D Shares and 1,000 ADSS represent less than 0.1% of the total Class D Shares outstanding (including Class D Shares represented by ADSS)). See Item 5 of Schedule 13D filed with the Securities and Exchange Commission on July 3, 2001.
14	TYPE OF REPORTING PERSON	CO

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This Amendment No. 1 to Schedule 13D ("Amendment No. 1") amends and supplements the statement on Schedule 13D (the "Schedule 13D") originally filed on July 3, 2001 with the Securities and Exchange Commission (the "Commission") by The AES Corporation, AES Channon Holdings B.V., Corporacion EDC, C.A., Inversiones Inextel, C.A., Servicios EDC, C.A. and Inversiones Onapo, C.A..

Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 3. Sources and Amount of Funds or Other Consideration.

Item 3 is hereby amended by adding the following paragraph:

On August 30, 2001, Inextel requested the redemption of its remaining 136 shares of VenWorld.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by adding the following paragraphs:

On August 29, 2001, AES announced its intention, together with its 87% owned subsidiary, CEDC, to make cash tender offers in the United States and Venezuela to acquire ADSS and Class D Shares of the Issuer. The complete details of the tender offers will be set forth in filings to be made with the Commission and the Venezuelan Comision Nacional de Valores shortly. The press release issued on August 29, 2001 is filed herewith as an exhibit and incorporated herein by reference.

On August 30, 2001, Inextel requested the redemption of its remaining 136 shares of VenWorld.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended by adding the following paragraph:

On August 29, 2001, AES, CEDC and TelCom 2, B.V., a Dutch company jointly

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owned, indirectly, by AES and CEDC ("TelCom 2"), entered into an agreement pursuant to which CEDC agreed, among other things, to transfer, or cause Innextel to transfer, the Innextel Class D Shares to TelCom 2. The agreement between AES, CEDC and TelCom 2 is filed herewith as an exhibit and incorporated herein by reference.

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Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended by adding the following exhibits:

Exhibit No.	Description
-----	-----
1.3	Press Release issued August 29, 2001.
1.4	Agreement dated August 29, 2001 by and among The AES Corporation, Corporacion EDC, C.A. and TelCom 2, B.V.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

The AES Corporation

By: /s/ Paul Hanrahan

Name: Paul Hanrahan
Title: Executive Vice President

Date: August 29, 2001

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

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AES Channon Holdings B.V.

By: /s/ Steven P. Clancy

Name: Steven P. Clancy
Title: Director

Date: August 29, 2001

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

Corporacion EDC, C.A.

By: /s/ Paul Hanrahan

Name: Paul Hanrahan
Title: Director

Date: August 29, 2001

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

Inversiones Innextel, C.A.

By: /s/ Steven P. Clancy

Name: Steven P. Clancy
Title: Director

Date: August 29, 2001

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

Servicios EDC, C.A.

By: /s/ Paul Hanrahan

Name: Paul Hanrahan
Title: Director

Date: August 29, 2001

14

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment to Schedule 13D is true, complete and correct.

Inversiones Onapo, C.A.

By: /s/ Steven P. Clancy

Name: Steven P. Clancy
Title: Director

Date: August 29, 2001

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