

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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FILER

AES CORPORATION

CIK: **874761** | IRS No.: **541163725** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-46189** | Film No.: **99709859**
SIC: **4991** Cogeneration services & small power producers

Business Address
*1001 N 19TH ST
STE 2000
ARLINGTON VA 22209
7035221315*

AES TRUST II

CIK: **1026268** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **333-46189-01** | Film No.: **99709860**
SIC: **4991** Cogeneration services & small power producers

Mailing Address
*1001 NORTH 19TH STREET
ARLINGTON VA 22209*

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PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED MARCH 27, 1998)

6,000,000 Securities

AES TRUST II

\$2.75 Term Convertible Securities, Series B ("TECONS (SM)")

(Liquidation amount \$50 per security) fully and unconditionally guaranteed by,
and convertible into Common Stock of,

THE AES CORPORATION

AES Trust II, a statutory business trust created under the laws of the state of Delaware, issued and sold 6,000,000 \$2.75 Term Convertible Securities, Series B ("TECONS"), liquidation preference \$50 per security in transactions exempt from the registration requirements of the Securities Act of 1933, as amended. We filed a registration statement, and printed a prospectus dated March 27, 1998, in order to permit the holders of the TECONS to resell their TECONS in offerings registered with the Securities and Exchange Commission. On pages 68 and 69 of the prospectus, there is a table that lists:

- (i) each person selling TECONS in connection with the prospectus (the "Selling Holders"); and
- (ii) the number of TECONS beneficially owned by each such Selling Holder.

This prospectus supplement, which provides supplemental information to that prospectus, adds certain additional information to the list of Selling Holders:

1) Lumber Industries, Inc. is added as a Selling Holder that owns 15,000 TECONS

None of such Selling Holders has a material relationship with AES Trust II or The AES Corporation except as we have described in the accompanying prospectus.

THE DATE OF THIS PROSPECTUS SUPPLEMENT IS SEPTEMBER 10, 1999