

CMS ENERGY CORP  
Form U-3A-2/A  
March 01, 2001

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File No. 69-333

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM U-3A-2/A

STATEMENT BY HOLDING COMPANY CLAIMING EXEMPTION UNDER  
RULE U-3A-2 FROM THE PROVISIONS OF THE PUBLIC UTILITY  
HOLDING COMPANY ACT OF 1935

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TO BE FILED ANNUALLY PRIOR TO MARCH 1  
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CMS ENERGY CORPORATION

(Name of Company)

hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

February 28, 2001

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1. NAME, STATE OF ORGANIZATION, LOCATION AND NATURE OF BUSINESS OF CLAIMANT AND EVERY SUBSIDIARY THEREOF, OTHER THAN ANY EXEMPT WHOLESALE GENERATOR (EWG) OR FOREIGN UTILITY COMPANY IN WHICH CLAIMANT DIRECTLY OR INDIRECTLY HOLDS AN INTEREST.

CLAIMANT HAS LISTED EWGS, IDENTIFIED BY AN ASTERIK (\*) AND FUCOS, IDENTIFIED BY DOUBLE ASTERIK (\*\*) IN ORDER TO MAINTAIN THE CONTINUITY OF THE ORGANIZATIONAL CHART.

For the purpose of this filing CMS Energy will address the information requested in section 1 under the headings of CMS Energy Corporation, CMS Enterprises Company and Consumers Energy Company. As CMS Energy discusses in detail below,

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CMS Energy Corporation is the parent company for CMS Enterprises Company and Consumers Energy Company. All ownership interests are 100% unless indicated parenthetically to the contrary.

### A. CMS ENERGY CORPORATION

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Energy Corporation ("CMS Energy") was duly incorporated under the laws of the State of Michigan in 1987. CMS Energy is a \$9.0 billion (sales) energy company with subsidiaries engaged in electric utility operations, gas utility operations, oil and gas exploration and production, the acquisition, development and operation of independent power production facilities, energy marketing and trading and the transportation, storage and marketing of natural gas.

The name, state of organization and nature of business of CMS Energy's direct subsidiaries are described below:

#### 1. CMS ENTERPRISES COMPANY

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Enterprises Company is a Michigan corporation that owns subsidiaries engaged in the development, acquisition and management of energy-related businesses and projects worldwide.

#### 2. CONSUMERS ENERGY COMPANY

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Energy Company is a Michigan corporation engaged in the generation, purchase, transmission, distribution and sale of electricity, and in the purchase, storage, transmission, distribution and sale of natural gas, in the lower peninsula of the State of Michigan.

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### B. CMS ENTERPRISES COMPANY

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

The name, state of organization and nature of business of each subsidiary and their subsidiaries are described below:

#### 1. CMS CAPITAL CORP.

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Capital is a Michigan corporation formed to assist in securing financing for CMS Energy Corporation and its subsidiaries and affiliates.

1.1 CMS Capital Financial Services, Inc.

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ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Capital Financial Services, Inc. is a Michigan corporation engaged in the business of making loans to homeowners and small businesses for energy related goods or services.

1.1.1 First Utility Finance, Inc., a Michigan corporation.

2. CMS COMERCIALIZADORA DE ENERGIA S.A. (98.52%)

ADDRESS: Avenida Roque Saenz Pena 1116, 9th Floor, Buenos Aires, Argentina

CMS Comercializadora de Energia S.A. is an Argentine company engaged in gas and electric marketing operations in Argentina.

3. \*CMS DISTRIBUTED POWER, L.L.C.

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Distributed Power, L.L.C is a Michigan limited liability company formed for the purpose of aggregating the output from multiple generators to have power available on demand.

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4. CMS ELECTRIC AND GAS COMPANY

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Electric and Gas Company is a Michigan corporation involved in purchasing, investing in and operating gas and electric distribution systems worldwide

4.1 CMS Netherlands Funding Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Netherlands Funding Company is a Michigan corporation formed as a holding company for CMS Electric and Gas Company's international interests.

4.1.1 Notera Holding B.V., a Netherlands company

4.2 CMS Venezuela, S.A.

ADDRESS: Torre Edicampo PH Av Francisco de Miranda Cruce con Av El Parque Campo Alegre, Caracas 010-A

CMS Venezuela, S.A. is a Venezuelan company formed to operate Sistema Electrico Nueva Esparta C.A. (SENECA).

4.3 Compania de Inversiones en Energia Electrica S.A. (CIEESA) (51%)

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ADDRESS: Edificio Torre Catalinas Plaza, Ing. Enrique Butty  
220, 8 (Degree) Piso, (Av. E. Madero Alt. 800/900), (1300)  
Buenos Aires, Argentina

Compania de Inversiones en Energia Electrica S.A. is an  
Argentine corporation formed as a holding company for  
investments in electric distribution systems in Argentina.

4.3.1 Inversora en Distribucion de Entre Rios S.A.  
(53.5%)

4.3.1.1 \*\*Empresa Distribuidora de  
Electricidad de Entre Rios S.A.  
(EDEER) (90%)

4.3.2 Sociedad Inversora en Distribucion de  
Electricidad S.A. (SIDESA) (60%)

4.3.3 Sociedad Inversora y Distribucion de  
Electricidad de Mendoza S.A. (SIDEMSA) (57%)

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4.4 ENELMAR, S.A. (60%)

ADDRESS: Baker & McKenzie, Torre Edicampo, P.H. Avenida  
Francisco De Miranda, Cruce Con Avenida Tercera,  
Urbanizacion Campo Alegre, Caracas, Venezuela

ENELMAR, S.A. is a Venezuela company formed to hold CMS  
Electric and Gas Company's interest in the privatized  
electric system of the State of Nueva Esparta.

4.4.1 \*\*Sistema Electrico Nueva Esparta C.A.  
(SENECA) (70%), a Venezuela corporation.

4.5 Financial Joint Venture, L.L.C. (99%)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center  
Drive, Dearborn, Michigan 48126

Financial Joint Venture, L.L.C. is a Michigan limited  
liability company formed for the purpose of investments in  
Brazil.

4.5.1 CMS Distribuidora, Ltda., a Brazilian  
corporation, which has the following  
subsidiaries:

4.5.1.1 CMS Participacoes Ltda., a  
Brazilian corporation (99.99)

4.5.1.1.1 \*\*Companhia Paulista de Energia  
Eletrica (CPEE), a Brazilian  
corporation (81.22%)

4.5.1.1.1.1 Companhia Sul Paulista  
de Energia Eletrica  
(CSPE), a Brazilian  
corporation (88.63%)

4.5.1.1.1.1.1 \*\*Companhia J  
Energia (CJE)  
corporation

4.5.1.1.1.1.2 \*\*Companhia L  
Mococo (CLFM)

corporation

4.5.1.1.1.2 Agropecuaria Turvinho Ltda.,  
corporation (0.01%)

4.5.1.1.1.3 CPEE Equipamentos  
Eletricos e Servicos  
Ltda. (CPEEE), a  
Brazilian corporation  
(99.99%)

4.5.1.1.1.3.1 Agropecuaria  
a Brazilian c

4.5.1.1.2 Paulista Lajeado Energia S.A.

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4.5.1.3 Companhia Nova Paulista Energia, a  
Brazilian corporation (Inactive)

4.5.2 CPEE Equipamentos Eletricos e Servicos Ltda  
(CPEEE), a Brazilian corporation (.01%)

4.6 Genlease, S.R.L.

ADDRESS: Baker & McKenzie, Torre Edicampo, P.H., Avenida  
Francisco de Miranda, Cruce Con Avenida Tercera,  
Urbanizacion Campo Alegre, Caracas, Venezuela

Genlease, S.R.L. is a Venezuela corporation formed for the  
purpose of the lease structure for SENECA's emergency  
generators.

5. CMS ENERGY ASIA PRIVATE LIMITED (SINGAPORE)

ADDRESS: 80 Raffles Place #26-20, UOB Plaza 2, Singapore 04862

CMS Energy Asia Private Limited is a Singapore corporation  
involved in the development of electrical generation and  
distribution opportunities, gas transmission, storage and  
distribution opportunities, electrical and gas marketing  
opportunities and oil and gas exploration and development  
opportunities in Asia and the Pacific Rim.

5.1 CMS Energy India Pte Ltd (India)

ADDRESS: Units 203 & 204, Capital Towers, 180, Nungambakkam  
High Road, Kodambakkan, Chennai 600 034 India

CMS Energy India Private Limited is an Indian company formed  
to pursue development opportunities in India.

6. CMS ENERGY SOUTH AMERICA COMPANY (CESA)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive,  
Dearborn, Michigan 48126

CMS Energy South America Company is a Cayman Islands Company  
formed to provide for consolidation of the development expenses

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and activity in Argentina and Brazil.

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### 6.1 CMS Empreendimentos Ltda (99.99%)

ADDRESS: Praia de Botafogo 440 - 16(Degree) andar,  
22250.040, Rio de Janeiro RJ, Brazil

CMS Empreendimentos Ltda is a Brazilian company established  
as the Rio de Janeiro Office in Brazil.

### 6.2 CMS Enterprises Development Company S.A. (CEDC) (99.99%)

ADDRESS: Edificio Torre Catalinas Plaza, Ing. Enrique Butty  
220, 8(Degree) Piso (Av. E. Madero Alt. 800/900) (1300)  
Buenos Aires, Argentina

CMS Enterprises Development Company S.A. is an Argentina  
company formed to handle the development work in Argentina.

### 7. CMS ENERGY TECHNOLOGY COMPANY

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive,  
Dearborn, Michigan 48126

CMS Energy Technology Company is a Michigan corporation formed  
for the purpose of networked distributed generation.

### 8. CMS ENERGY UK LIMITED

ADDRESS: 43-45 Portman Square, 4th Floor, London, England W1HOAB

CMS Energy UK Limited is an United Kingdom limited liability  
company involved in the development of energy-related businesses  
and projects in Europe, Africa and the Middle East.

### 9. CMS ENTERPRISES DEVELOPMENT, L.L.C.

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive,  
Dearborn, Michigan 48126

CMS Enterprises Development, L.L.C. is a Michigan limited  
liability company formed to invest in various projects, including  
but not limited to, a zirconium recovery project.

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### 10. CMS ENTERPRISES HOLDING COMPANY S.A. (99%)

ADDRESS: Edificio Torre Catalinas Plaza, Ing. Enrique Butty 220,  
8(Degree) Piso (Av. E. Madero Alt. 800/900) (1300) Buenos Aires,  
Argentina

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CMS Enterprises Holding Company S. A. is an Argentina holding corporation.

### 11. CMS GAS TRANSMISSION COMPANY

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Gas Transmission Company is a Michigan corporation organized to engage in the transmission, storage and processing of natural gas.

#### 11.1 AMPCO Marketing, LLC (50%)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

AMPCO Marketing is a Michigan limited liability company engaged in marketing methanol produced by Atlantic Methanol Production Company LLC in the United States.

#### 11.2 AMPCO Services, LLC (50%)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

AMPCO Services, LLC is a Michigan limited liability company providing administrative, employment and technical services to Atlantic Methanol Production Company LLC.

#### 11.3 Atlantic Methanol Capital Company (50%)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

Atlantic Methanol Capital Company is a Cayman Islands company formed to assist in the financing relating to the Equatorial Guinea methanol plant.

##### 11.3.1 CMS Methanol Company, a Cayman Islands company

##### 11.3.1.1 Atlantic Methanol Associates LLC, a Cayman Island company (50)

##### 11.3.1.1.1 Atlantic Methanol Production Company, L.L.C. a Cayman Islands company (90%).

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#### 11.4 CMS Antrim Gas LLC

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Antrim Gas LLC is a Michigan limited liability company formed for the purpose of owning and operating the central

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carbon dioxide removal plant in Otsego County, Michigan.

### 11.5 CMS Field Services, Inc.

ADDRESS: Boulder Towers, 1437 South Boulder, Suite 1250,  
Tulsa, Oklahoma 74119

CMS Field Services, Inc. is a Michigan corporation, formerly known as CMS Continental Natural Gas, Inc., involved in the transmission and distribution of natural gas.

- 11.5.1 Bighorn Gas Gathering, L.L.C. (50%), a Delaware limited liability company
- 11.5.2 Bradshaw Energy, L.L.C. (97.5%), an Oklahoma limited liability company
- 11.5.3 Choctaw Thrust Gas Gathering System (33.67%)
- 11.5.4 CMS Cherokee Gas Processing, L.L.C. (92%), an Oklahoma limited liability company
- 11.5.5 CMS Field Services Holding Company, an Oklahoma corporation
- 11.5.6 CMS Gas Processing, L.L.C., an Oklahoma limited liability company
- 11.5.7 CMS Gulf Coast Field Services, L.L.C., a Michigan limited liability company
- 11.5.8 CMS Hydrocarbon, L.L.C. (99%), an Oklahoma limited liability company
- 11.5.9 CMS Laverne Gas Processing, L.L.C. (99%), an Oklahoma limited liability company
- 11.5.10 CMS Natural Gas Gathering, L.L.C. (99%), an Oklahoma limited liability company
- 11.5.11 CMS Oklahoma Natural Gas Gathering, L.L.C., an Oklahoma limited liability company
  - 11.5.11.1 Foss Gathering System (30%)
- 11.5.12 CMS Pipeline Company, L.L.C. (99%), an Oklahoma limited liability company
- 11.5.13 CMS Taurus Holding Company, L.L.C. an Oklahoma limited liability company
- 11.5.14 Fort Union Gas Gathering System, L.L.C. (33.1/3%), a Delaware limited liability company
- 11.5.15 Hillsboro Gas Gathering System (23.71%)
- 11.5.16 Laubhan Friesen Gas Gathering System (41%)

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- 11.5.17 Moody Gas Gathering System (57.16%)
- 11.5.18 Warrel Gathering System (43.65%)

### 11.6 CMS Gas Argentina Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Gas Argentina Company is a Cayman Islands company with an equity interest in Transportadora de Gas del Norte S.A., an Argentine company, which provides natural gas transmission services to the northern and central parts of Argentina.

- 11.6.1 Transportadora de Gas del Norte S.A. (TGN) (29.4%)  
Transportadora de Gas del Norte S.A. is an Argentina

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corporation.

### 11.7 CMS Grands Lacs LLC

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Grands Lacs LLC is a Michigan limited liability company involved as a 51% General Partner in the Grands Lacs Limited Partnership, a Michigan limited partnership.

### 11.8 CMS Jackson Pipeline Company

ADDRESS: Fairlane Plaza South, Suite 1040, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Jackson Pipeline Company is a Michigan corporation involved as a 75% General Partner in Jackson Pipeline Company, a Michigan general partnership.

### 11.9 CMS Marysville Gas Liquids Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Marysville Gas Liquids Company is a Michigan corporation formed to hold a 51% interest in Marysville Fractionation Partnership and a 51% interest in St. Clair Underground Storage Partnership.

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### 11.10 CMS Saginaw Bay Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Saginaw Bay Company is a Michigan corporation involved as a 24% General Partner in the Saginaw Bay Area Limited Partnership, a Michigan limited partnership.

### 11.11 CMS Saginaw Bay Lateral Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Saginaw Bay Lateral Company is a Michigan corporation involved as a 33% Limited Partner in the Saginaw Bay Lateral Limited Partnership, a Michigan limited partnership.

### 11.12 CMS TriState Canada General Company (Inactive)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS TriState Canada General Company is a Michigan corporation formed to hold a 1% General Partner

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interest in TriState Canada Limited Partnership, a Canadian partnership, which holds TriState Pipeline assets in Canada.

11.13 Guardian Pipeline, L.L.C. (33.33%)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

Guardian Pipeline, L.L.C. is a Michigan limited liability corporation formed to own and operate an interstate natural gas pipeline from Illinois to Wisconsin.

11.14 Michigan Intrastate Lateral System Partnership (50%)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

Michigan Intrastate Lateral System Partnership is a Michigan general partnership, formerly known as Michigan Intrastate Lateral General Partnership, acquired as part of the acquisition of the Spartan Intrastate Pipeline and the Mackinaw Energy System.

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11.15. Nitrotec Corporation (50%)

ADDRESS: 1021 Main Street, Suite 2800, Houston, Texas 77002

Nitrotec Corporation is a Delaware corporation formed to invest in plants that extract helium from natural gas.

11.16 Otsego EOR LLC (25%)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

Otsego EOR LLC is a Michigan limited liability company formed as an enhanced oil-recovery project consisting of three oil reservoirs and pipeline and compression facilities located in Otsego County, Michigan.

11.17 Panhandle Eastern Pipe Line Company

ADDRESS: 5444 Westheimer Court, Houston, TX 77056-5310

Panhandle Eastern Pipe Line Company is a Delaware corporation formed for the transmission of natural gas.

11.17.1 CMS Panhandle Eastern Resources, Inc., a Delaware corporation

11.17.2 CMS Panhandle Storage Company, a Delaware corporation

11.17.3 Pan Gas Storage Company, a Delaware

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- corporation
- 11.17.4 Trunkline Field Services Company, a Delaware corporation
  - 11.17.4.1 \*PanEnergy Lake Charles Generation, Inc., a Delaware corporation
- 11.17.5 Trunkline Gas Company
  - 11.17.5.1 CMS Trunkline Deepwater Pipeline Company, L.L.C., a Delaware limited liability company
  - 11.17.5.2 CMS Trunkline Offshore Pipeline Company, L.L.C., a Delaware limited liability company
  - 11.17.5.3 CMS Trunkline Gas Resources, Inc., a Delaware corporation
  - 11.15.5.4 CMS Trunkline Pipeline Holdings, Inc., a Delaware corporation
- 11.17.6 Trunkline LNG Company, a Delaware corporation

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- 11.18 TriState Pipeline, L.L.C (66-2/3%)

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

TriState Pipeline, L.L.C. is a Michigan limited liability company formed to hold interests in the TriState Pipeline.

- 11.19 Western Australia Gas Transmission Company I

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

Western Australia Gas Transmission Company I is a Cayman Islands corporation formed to hold interests in a natural gas pipeline project in Australia and the Atacama Project in Chile.

- 11.19.1 CMS Gas Transmission del Sur Company (60%), a Cayman Islands corporation
  - 11.19.1.1 Atacama Finance Co. (50%)
  - 11.19.1.2 CMS Atacama Company
  - 11.19.1.3 Compania de Inversiones CMS Energy Chile Limitada (60%), A Chilean company
    - 11.19.1.3.1 Administradora Proyecto Atacama S.A. (50%)
    - 11.19.1.3.2 Gasoducto Atacama Compania Ltda LLP
      - 11.19.1.3.2.1 Gasoducto Taltal Limitada (50%)
      - 11.19.1.3.2.2 Progas S.A. (99.9%)
    - 11.19.1.3.3 Noroeste Pacifico Generacion de Energia S.A. (1%)
      - 11.19.1.3.3.1 Empresa de Transmision Energetica S.A. (100%)
      - 11.19.1.3.3.2. Progas S.A. (.1%)
  - 11.19.1.4 Energex Co. (30%)
  - 11.19.1.5 Gasoducto Cuenca Noroeste Limitada (30%)
    - 11.19.1.5.1 Gasoducto Cuenca Noroeste Limitado Argentina (100%)
    - 11.19.1.5.2 Gasoducto Taltal Limitada (1%)

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- 11.19.2 CMS Gas Transmission of Australia Holding Company, a Cayman Is
- 11.19.2.1 CMS Gas Transmission of Australia, a Cayman Islands

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- 11.19.3 CMS International Financial Services Company, a Cayman Islands
- 11.19.4 CMS Luxembourg SARL, a Luxemburg corporation
  - 11.19.4.1 Valandrid B.V. a Netherlands corporation
  - 11.19.4.2 CMS Goldfields Gas Transmission Australia Pty. Ltd.,
    - 11.19.4.1.1. SCP Investments (No. 1) Pty. Ltd. (45%
    - 11.19.4.1.2 SCP Investments (No. 2) Pty. Ltd.
      - 11.19.4.1.2.1 Southern Cross Pipeline
        - 11.19.4.1.2.1.1 Goldfi
        - (66.66
        - 11.19.
- 11.19.4.3 CMS TriState Canada Unlimited Company (Inactive)
  - 11.19.4.3.1 TriState Canada Limited Partnership (66

12. CMS GENERATION CO.

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive,  
Dearborn, Michigan 48126

CMS Generation Co is a Michigan corporation engaged in the  
development of and investment in cogeneration and other  
independent power generation projects both domestic and foreign.

12.1 CMS Centrales Termicas S.A. (99%)

ADDRESS: Avenida Presidente Roque Saenz Pena 1116, 9th  
Floor, Buenos Aires, Argentina

CMS Centrales Termicas S.A. is an Argentine company formed  
to own an interest in a 240 MW natural gas/fuel oil-fired  
electric power plant near Mendoza, Argentina.

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12.2 CMS Generation Altoona Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center  
Drive, Dearborn, Michigan 48126

CMS Generation Altoona Company is a Michigan corporation  
formed to develop, construct, own, operate and maintain a  
bituminous coal, bituminous coal waste or other solid  
fuel-burning facility.

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### 12.3 CMS Generation Chateaugay Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Generation Chateaugay Company is a Michigan corporation involved as a General Partner in KES Chateaugay, LP, a limited partnership.

### 12.4 CMS Generation Filer City, Inc.

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Generation Filer City, Inc. is a Michigan corporation involved as a 1% General Partner in the T.E.S. Filer City Station Limited Partnership, a Michigan limited partnership that is the owner of the 54 megawatt (net) wood chip and coal-fired electric generating station in Filer City, Michigan.

### 12.5 CMS Generation Filer City Operating Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Generation Filer City Operating Company is a Michigan corporation formed to operate a coal and waste wood-fueled power plant near Filer City, Michigan owned by the T.E.S. Filer City Station Limited Partnership.

### 12.6 CMS Generation Genesee Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Generation Genesee Company is a Michigan corporation involved as a 1% General Partner in the Genesee Power Station Limited Partnership, a Delaware limited partnership, which owns and operates a 35-megawatt (net) waste wood-fired electric generating facility located in Genesee County, Michigan.

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### 12.7 CMS Generation Grayling Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Generation Grayling Company is a Michigan corporation involved as a 1% General Partner in Grayling Generating Station Limited Partnership, a Michigan limited partnership, that owns a 36-megawatt (net) waste wood-fueled power plant in Grayling, Michigan. Grayling Generating Station Limited Partnership owns GGS Holdings Company, a Michigan corporation, which is a .5% General Partner in AJD Forest Products Limited Partnership that operates a sawmill adjacent to the Grayling Generating

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Station and also supplies waste wood fuel to Grayling Generating Station Limited Partnership is a 49.5 % Limited Partner in AJD Forest Products Limited Partnership, a Michigan limited partnership.

### 12.8 CMS Generation Grayling Holdings Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Generation Grayling Holdings Company is a Michigan corporation involved as a 49% Limited Partner in Grayling Generating Station Limited Partnership, a Michigan limited partnership. Grayling Generating Station Limited Partnership owns GGS Holdings Company, a Michigan corporation that owns a .5% General Partner interest in AJD Forest Products Limited Partnership, a Michigan limited partnership.

12.8.1 Grayling Partners Land Development LLC (49%)

### 12.9 CMS Generation Holdings Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Generation Holdings Company is a Michigan corporation involved as a limited partner in various partnerships and in the following companies:

12.9.1 Centrales Termicas Mendoza S.A. (CTM) (1%), an Argentine corporation

### 12.10 CMS Generation Honey Lake Company

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Generation Honey Lake Company is a Michigan corporation with a General Partnership interest and a Limited Partnership interest in HL Power Company, a California limited partnership that uses waste wood and geothermal fluid to generate a 30-megawatt (net) electric generating station in Lassen County, California. Also involved as General Partner in Honey Lake Energy I LP, and Honey Lake Energy II LP, both Michigan limited partnerships formed to own limited partnership interests in HL Power Company.

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### 12.11 CMS Generation Investment Company I

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

CMS Generation Investment Company I is a Cayman Islands company involved as a holding company for CMS Generation overseas investments that engage in the construction, ownership or operation of various power projects in the Philippines, India, Morocco, Thailand, United Arab Emirates, Ghana and Australia:

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- 12.11.1 \*CMS Generation Cebu Limited Duration Company (99%), a Cayman Island company
  - 12.11.1.1 Toledo Power Company (47.5%),
    - 12.11.1.2 Toledo Holdings Corp. (40%)
- 12.11.2 \*CMS Generation Cebu Operating Limited Duration Company (99%), a Cayman Island company
- 12.11.3 CMS Generation Investment Company III, a Cayman Islands company
  - 12.11.3.1 CMS Energy Mauritius Limited
    - 12.11.3.1.1 \*GMR Vasavi Power Corporation Pvt Ltd. (49%)
    - 12.11.3.1.2 TN LNG & Power Co. Pvt. Ltd. (India) (TIDCO)
  - 12.11.3.2 CMS Generation Jegurupadu I Limited Duration Company (99%)
    - 12.11.3.2.1 Jegurupadu O&M Company Mauritius (50%)
      - 12.11.3.2.1.1 \*Jegurupadu Operating & Maintenance
  - 12.11.3.3 CMS Generation Jegurupadu II Limited Duration Company (99%)
  - 12.11.3.4 CMS Generation Neyveli Ltd., a Mauritius company
    - 12.11.3.4.1 ST CMS Electric Company Private Limited (50%)
  - 12.11.3.5 Jegurupadu CMS Generation Company Ltd.
    - 12.11.3.5.1 \*GVK Industries Ltd. (18.75%)
- 12.11.4 CMS Generation Investment Company IV

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- 12.11.4.1 CMS Generation Investment Company II, a Cayman Islands company
  - 12.11.4.1.1 \*CMS Generation Cebu Limited Duration Company, a Cayman Islands company
  - 12.11.4.1.2 \*CMS Generation Cebu Operating Limited Duration Company, a Cayman Island company
  - 12.11.4.1.3 CMS Generation Jegurupadu I Limited Duration Company, a Cayman Islands company
  - 12.11.4.1.4 CMS Generation Jegurupadu II Limited Duration Company, a Cayman Islands company
  - 12.11.4.1.5 CMS Generation Jorf Lasfar I Limited Duration Company, a Cayman Islands company
  - 12.11.4.1.6 CMS Generation Jorf Lasfar II Limited Duration Company, a Cayman Islands company
  - 12.11.4.1.7 CMS Generation Pinamucan Limited Duration Company, a Cayman Islands company
  - 12.11.4.1.8 CMS Generation Pinamucan Operating Limited Duration Company (1%), a Cayman Islands company
- 12.11.4.2 CMS Generation Jorf Lasfar I Limited Duration Company (35%), a Cayman Islands company
  - 12.11.4.2.1 CMS Generation Netherlands B.V., a Netherlands company
    - 12.11.4.2.1.1 Jorf Lasfar Energiaktiebolag,
    - 12.11.4.2.1.2 Jorf Lasfar Power Energy Aktiefond
      - 12.11.4.2.1.2.1 Jorf Lasfar Energy
- 12.11.4.3 CMS Generation Jorf Lasfar II Limited Duration Company (35%), a Cayman Islands company

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- 12.11.4.4 CMS Generation Jorf Lasfar III Limited Duration Comp
- 12.11.4.5 CMS Generation Luxembourg S.a.r.l. CMS Generation Lu  
Luxembourg corporation.
- 12.11.5 CMS Generation Investment Company V
  - 12.11.5.1 Compania de Inversiones CMS Energy-Chile Ltda.
  - 12.11.5.2 Gasoducto Cuenca Noroeste Ltda.
- 12.11.6 CMS Generation Investment Company VI
  - 12.11.6.1 CMS Takoradi Investment Company
    - 12.11.6.1.1 CMS Takoradi Investment Company II
      - 12.11.6.1.1.1 \*Takoradi International  
Company (Cayman Islands)
- 12.11.7 CMS Generation Investment Company VII
  - 12.11.7.1 CMS Generation Taweelah Limited
    - 12.11.7.1.1 \*\*Emirates CMS Power Company (40%)
- 12.11.8 CMS Generation Loy Yang Holdings 1 Ltd.,
  - 12.11.8.1 \*\*Horizon Energy Holding Ltd.
    - 12.11.8.1.1 Loy Yang Power Projects Pty. Lt. (49.6
    - 12.11.8.1.2 Loy Yang Power Management Pty Ltd (49.
- 12.11.9 CMS Generation Loy Yang Holdings 2 Ltd.
  - 12.11.9.1 \*\*CMS Generation Horizon Energy Holdings Ltd
    - 12.11.9.1.1 Lang Power Projects Pty Ltd (49.6%)
    - 12.11.9.1.2 Loy Yang Power Management Pty. Ltd. (4
- 12.11.10 CMS Generation Pinamucan Limited Duration Company (99%)
- 12.11.11 CMS Generation Pinamucan Operating Limited Duration Company (9
- 12.11.12 CMS Generation Taweelah Limited I
- 12.11.13 Energex Co. (20%)
- 12.11.14 Jorf Lasfar Energiaktiebolag, a Swedish corporation
  - 12.11.14.1 Jorf Lasfar Energy Company SCA (25%)

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- 12.11.15 \*National Power Supply Co. Ltd. (Thailand (66.24%)
- 12.11.16 Servicios de Aguas de Chile CMS y Compania  
Limitada (99.99%)

12.12 CMS Generation Lyonsdale Company

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite  
1000, Dearborn, Michigan 48126

CMS Generation Lyonsdale Company is a Michigan corporation  
involved as a General Partner in the Lyonsdale Energy  
Limited Partnership which owns and operates a 19 MW (net)  
waste wood-fired electric generating facility in Lyonsdale,  
New York.

12.13 \*CMS Generation Michigan Power L.L.C.

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite  
1100, Dearborn, Michigan 48126

CMS Generation Michigan Power L.L.C. is a Michigan limited  
liability corporation formed to own generating units which  
are to be sited in Michigan for the purpose of generating  
power during peak demand periods.

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### 12.14 CMS Generation Mon Valley Company

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1000, Dearborn, Michigan 48126

CMS Generation Mon Valley Company is a Michigan corporation involved as General Partner in the Mon Valley Energy Limited Partnership formed to develop, construct, finance and operate the Mon Valley Project, an 80-megawatt (net) coal fired cogeneration plant in Pennsylvania.

### 12.15 CMS Generation Montreal Company

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

CMS Generation Montreal Company is a Michigan corporation that owns and operates a waste wood recovery facility in the greater Montreal, Quebec, Canada area.

### 12.16 \*CMS Generation Operating Company

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1000, Dearborn, Michigan 48126

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CMS Generation Operating Company is a Michigan corporation formed to be involved in the operation of various power plants including Grayling, Chateaugay, Exeter and Genesee.

### 12.17 CMS Generation Recycling Company

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1000, Dearborn, Michigan 48126

CMS Generation Recycling Company is a Michigan corporation involved as a member of Mid-Michigan Recycling, LLC, a Michigan limited liability company, formed to supply waste wood fuel for the Genesee Power Station Limited Partnership.

12.17.1 Mid-Michigan Recycling, L.C. (50%)

### 12.18 CMS Generation SA (99.99%)

ADDRESS: Edificio Torre Catalinas Plaza, Ing. Enrique Butty 220, 8 Piso, (Av. E. Madero Alt. 800/900), (1300) Buenos Aires, Argentina

CMS Generation SA is an Argentine company formed to carry out on its own account or that of third parties investments in energy-related businesses located primarily in South America.

12.18.1 \*Hidroelectrica El Chocon S.A. (59%)

12.18.2 Hidroinvest SA, an Argentine company (25%)

### 12.19 CMS Generation San Nicolas Company

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ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1000, Dearborn, Michigan 48126

CMS Generation San Nicolas Company is a Michigan corporation formed to hold an equity interest in an Argentine company that is the owner and operator of a 650 MW power plant located in San Nicolas, Argentina

- 12.19.1 Inversora de San Nicolas, SA (1%)
  - 12.19.1.1 \*Centrales Termica San Nicolas S.A. (88%)

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### 12.20 \*CMS International Operating Company

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1000, Dearborn, Michigan 48126

CMS International Operating Company is a Cayman Islands corporation, formed to own and control project operating and maintenance companies.

- 12.20.1 Jorf Lasfar Operations Handelsbolag (99%)
  - 12.20.1.1 \*CMS Morocco Operating Co, SCA (99.7%)

### 12.21 CMS Rio Grande do Sul Ltda

ADDRESS: 85 Av Rio Branco, 8th Floor, Rio de Janeiro, RJ 20040-004 Brazil

CMS Rio Grande de Sul Ltda is a Brazilian company engaged in the development and investment in electric distribution project in Brazil.

### 12.22 \*Dearborn Generation Operating, L.L.C

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

Dearborn Generation Operating, L.L.C. is a Michigan Limited Liability Company formed to operate the Ford/Rouge project.

### 12.23 Dearborn Industrial Energy, LLC

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

Dearborn Industrial Energy, LLC is a Michigan limited liability corporation formed to own and operate the power project at the Ford/Rouge complex.

- 12.23.1 \*Dearborn Industrial Generation, L.L.C.

### 12.24 Exeter Management Company (50%)

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

Exeter Management Company is a Connecticut corporation involved as a General Partner in the Exeter Energy Limited

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Partnership that owns and operates a 26-megawatt (net) tire-burning facility in Sterling, Connecticut.

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### 12.25 HYDRA-CO Enterprises, Inc.

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

HYDRA-CO Enterprises, Inc is a New York corporation engaged in the ownership and/or operation, by itself or with others, of one or more cogeneration, small hydro or alternate energy production facilities through partnership interests and ownership of domestic corporations. HYDRA-CO is involved in the development, ownership, management or operation of independent power projects located in seven states and in Jamaica.

#### 12.25.1 CMS Generation Operating Company II, Inc.

##### 12.25.1.1 HCO-Jamaica, Inc.

##### 12.25.1.1.1 \*Private Power Operators Limited (50%)

#### 12.25.2 CMS Generation Stratton Company

#### 12.25.3 HCE-Appomattox, Inc.

#### 12.25.4 HCE-Biopower, Inc.

#### 12.25.5 HCE-Hudson, Inc.

#### 12.25.6 HCE-Imperial Valley, Inc.

#### 12.25.7 HCE-Jamaica Development, Inc.

#### 12.25.8 HCE-Rockfort Diesel, Inc.

##### 12.25.8.1 \*Jamaica Private Power Company, Limited (41.2%)

#### 12.25.9 HYDRA-CO Generation, Inc. (Inactive)

#### 12.25.10 Jamaica Energy Team Limited (59.7%)

#### 12.25.11 New Bern Energy Recovery, Inc.

### 12.26 McCook Cogeneration Station, LLC (50%) (Inactive)

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

McCook Cogeneration Station, LLC is a Michigan limited liability company formed to develop and own a 40-megawatt (net) waste wood fueled electric generating facility located in Cook County, Illinois.

### 12.27 McCook Waste Wood Recovery Facility, LLC (50% Member)

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

McCook Waste Wood Recovery Facility, LLC is a Michigan limited liability company formed to develop and own a waste wood recycling and processing facility where waste wood will be received, manually and mechanically separated and then recycled or processed for use at McCook Cogeneration Station, LLC

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12.28 Metro East, LLC (50%) (Inactive)

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

Metro East, LLC is a Michigan limited liability company formed to develop and own a 60-megawatt (net) waste wood and waste coal fueled electric generating facility located in the City of Madison, Illinois.

12.29 Oxford Tire Recycling, Inc. (Inactive)

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

Oxford Tire Recycling, Inc. is a Delaware corporation engaged in tire collection, shredding and storage, the sale of used and shredded tires, and related business activities.

12.30 Oxford Tire Recycling of Massachusetts, Inc.

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

Oxford Tire Recycling of Massachusetts, Inc. is a Delaware corporation engaged in waste tire collection, shredding and storage, the sale of used and shredded tires, and related business activities.

12.31 Oxford Tire Supply, Inc.

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

Oxford Tire Supply, Inc. is a Delaware corporation engaged in trucking and hauling used scrap tires and sorting and grading tires for resale.

12.32 \*\*Taweelah A2 Operating Company

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

Taweelah A2 Operating Company is a Michigan corporation formed to operate the Taweelah A2 electric generating units in Abu Dahbi, United Arab Emirates.

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12.33 ENELMAR, S.A. (40%)

ADDRESS: Baker & McKenzie, Torre Edicampo, P.H. Avenida

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Francisco De Miranda, Cruce Con Avenida Tercera,  
Urbanizacion Campo Alegre, Caracas, Venezuela

ENELMAR, S.A. is a Venezuela company formed to hold CMS Electric and Gas Company's interest in the privatized electric system of the State of Nueva Esparta.

### 13. CMS LAND COMPANY

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100,  
Dearborn, Michigan 48126

CMS Land Company is a Michigan corporation formed to act as a repository for any unused real property formerly owned by Consumers Energy Company and hold the same for possible non-utility development.

#### 13.1 Bay Harbor Company, L.L.C. (50% Member)

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100,  
Dearborn, Michigan 48126

Bay Harbor Company is a Michigan limited liability company that is the owner and developer of Bay Harbor, a real estate development.

#### 13.2 Bay Harbor Village Company, L.L.C. (50%).

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100,  
Dearborn, Michigan 48126

Bay Harbor Village Company is a Michigan limited liability company involved in the retail shop, restaurant and residential real estate aspects of the Bay Harbor Resort development

### 14. CMS MARKETING, SERVICES AND TRADING COMPANY

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100,  
Dearborn, Michigan 48126

CMS Marketing, Services and Trading Company is a Michigan corporation involved in providing gas, electric, oil and coal marketing, risk management and energy management services.

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#### 14.1 CMS Merchant Services, L.L.C.

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100,  
Dearborn, Michigan 48126

CMS Merchant Services, L.L.C. is a Michigan Limited Liability Company formed for the purpose of purchasing capacity under the FERC's capacity release regulations for monthly transactions.

#### 14.2 CMS MST Engineering Company

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ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

CMS MST Engineering Company is a Michigan corporation formed to provide professional engineering services that includes system engineering design and energy consulting.

### 14.3 CMS MS&T Michigan L.L.C.

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

CMS MS&T Michigan L.L.C. is a Michigan Limited Liability Company formed for the purpose of taking an assignment of the Ford/Rouge Electricity Sales Agreements from DIG and to perform those contracts as well as any further contracts entered into by Ford/Rouge affiliates.

### 14.4 CMS Texon Company

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

CMS Texon Company is a Michigan corporation involved as a General Partner in Texon, LP, a Texas limited partnership engaged in transporting, processing and marketing of crude oil and natural gas liquids and services related thereto.

### 14.5 CMS Viron Corporation

ADDRESS: 216 Northwest Platte Valley Drive, Riverside, Missouri 64150

CMS Viron Corporation is a Missouri corporation formed to provide services in the areas of energy usage analysis and the engineering and implementation of energy conservation measures.

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### 14.6 PremStar Energy Canada Ltd. (50%)

ADDRESS: Suite 104, 330 Richmond Street, Chatham, Ontario Canada N7M 1P7

PremStar Energy Canada Ltd, is a Canadian corporation engaged in purchasing, transporting, storing, selling, brokering and marketing natural gas in North America and energy-related consulting.

14.6.1 Energistics Group, Inc.

14.6.2 ECNG Inc

### 14.7 Enline Energy Solutions, LLC (50%)

ADDRESS: 1021 Main Street, Suite 2600, Houston, TX

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77002-6606

Enline Energy Solutions, LLC is a Texas limited liability company engaged in purchasing, transporting, storing, selling, brokering and marketing natural gas, oil, propane and electricity and energy-related consulting.

15. CMS OIL AND GAS COMPANY (FORMERLY KNOWN AS CMS NOMECO OIL & GAS CO.)

ADDRESS: 1021 Main Street, Suite 2800, Houston, Texas 77002

CMS Oil and Gas Company is a Michigan corporation engaged in the exploration, development, acquisition, and production of oil and natural gas in the U.S. and in foreign countries through partnership interests and ownership of domestic and foreign corporations.

- 15.1 CMS Oil and Gas (International) Company

ADDRESS: 1021 Main Street, Suite 2800, Houston, Texas 77002

CMS Oil and Gas (International) Company is a Texas corporation, formerly known as CMS NOMECO International, Inc., engaged as a holding company that engages in the exploration and production of oil and natural gas in Africa:

- 15.1.1 CMS NOMECO International Congo Holdings, Inc.
  - 15.1.1.1 CMS NOMECO Congo, Inc.
- 15.1.2 CMS Oil and Gas (Cameroon) Ltd., formerly known as CMS NOMECO Cameroon Ltd.
- 15.1.3 CMS Oil and Gas (Cote d'Ivoire) Ltd., formerly known as CMS NOMECO Cote d'Ivoire Ltd.
- 15.1.4 CMS Oil and Gas (Eritrea) Ltd.

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- 15.1.5 CMS Oil and Gas (Services) Company, formerly known as CMS Oil and Gas International (Transportation) Company
- 15.1.6 CMS Oil and Gas International (Tunisia) Company, formerly known as CMS NOMECO International Tunisia, Inc.

- 15.2 CMS Oil and Gas (International) Ltd.

ADDRESS: 1021 Main Street, Suite 2800, Houston, Texas 77002

CMS Oil and Gas (International) Ltd. is a Cayman Islands corporation, formerly known as CMS NOMECO International Ltd., engaged as a holding company for Cayman Islands subsidiaries that principally engage in the exploration and production of oil and natural gas in South America and West Africa:

- 15.2.1 CMS Oil and Gas (Venezuela) LDC, formerly known as

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- CMS NOMECO Venezuela LDC
- 15.2.2 CMS Oil and Gas (Alba) LDC, formerly known as CMS NOMECO Alba LDC
- 15.2.3 NOMECO Argentina LDC, formerly known as CMS Oil and Gas (Argentina) LDC
- 15.2.4 CMS Oil and Gas (Congo) Ltd., formerly known as CMS NOMECO Congo Ltd.
- 15.2.5 CMS Oil and Gas (E.G.) LDC, formerly known as CMS NOMECO E.G. LDC
  - 15.2.5.1 Punta Europa LLC
- 15.2.6 CMS Oil and Gas (E.G.) Ltd., formerly known as CMS NOMECO E.G. Ltd.
- 15.2.7 Alba Associates LLC (54% jointly owned by CMS Oil and Gas (Alba) LDC, CMS Oil and Gas (E.G.) LDC and CMS Oil and Gas (E.G.) Ltd.)
  - 15.2.7.1 Alba Plant LLC (80% owned by Alba Associates LLC)

### 15.3 CMS Oil and Gas (Pipeline) Company

ADDRESS: 1021 Main Street, Suite 2800, Houston, Texas 77002

CMS Oil and Gas (Pipeline) Company is a Michigan corporation, formerly known as CMS NOMECO Pipeline Company, formed to hold ownership interests in various natural gas pipelines located in Michigan.

### 15.4 Explotaciones CMS Oil and Gas Company

ADDRESS: World Trade Center, Torre B., Offc. 705, Calle 100, No. 8A-49, Bogota, Colombia

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Explotaciones CMS Oil and Gas Company is a Delaware corporation, formerly known as Explotaciones CMS NOMECO Inc., engaged in the exploration and production of oil and natural gas in Colombia.

### 15.5 NOMECO Ecuador Oil Company

ADDRESS: 1021 Main Street, Suite 2800, Houston, Texas 77002

NOMECO Ecuador Oil Company is a Michigan corporation formed to pursue exploration and production of oil and natural gas in Ecuador.

### 16. \*\*CMS OPERATING, S.A. (99%)

ADDRESS: Edificio torre Catalinas Plaza, Ing. Butty 220, 8th Floor, Buenos Aires, Argentina

CMS Operating, S. A. is an Argentina corporation formed to own 80 percent of Cuyana de Inversiones, S.A.,

- 16.1 \*CMS Ensenada S.A. (99%)
- 16.2 Cuyana S.A. De Inversiones (99%)
  - 16.2.1 Centrales Termicas Mendoza, S.A. (92.6%)
- 16.3 Transportadora de Gas del Mercosur (Argentina) (TGM) (20%)

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17. CMS RESOURCE DEVELOPMENT COMPANY

ADDRESS: Fairlane Plaza South, 330 Town Center Drive, Suite 1100, Dearborn, Michigan 48126

CMS Resource Development Company is a Michigan corporation formed to pursue and develop various power sources outside the United States.

18. MONARCH MANAGEMENT COMPANY

ADDRESS: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Michigan 48126

Monarch Management Company is a Michigan corporation that houses several investments whose principal business is the provision of services to energy and other regulated entities.

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### C. CONSUMERS ENERGY COMPANY

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

The consolidated operations of Consumers Energy Company ("Consumers") account for the largest share of CMS Energy's total assets and income and accounts for a substantial portion of its revenues. The name, state of organization and nature of business of Consumers' subsidiaries are described below:

1. CMS ENGINEERING CO.

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

CMS Engineering Company is a Michigan corporation engaged in offering design, engineering, project management and related construction services to natural gas utilities, natural gas exploration and production companies, and other energy businesses.

2. CMS MIDLAND HOLDINGS COMPANY

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

CMS Midland Holdings Company is a Michigan corporation involved as a Limited Partner in the First Midland Limited Partnership, a Delaware limited partnership, a partnership that leases assets to the Midland Cogeneration Venture Limited Partnership, a Michigan limited partnership.

3. CMS MIDLAND, INC.

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

CMS Midland, Inc. is a Michigan corporation engaged as a 49% General Partner in the Midland Cogeneration Venture Limited Partnership, a Michigan limited partnership.

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4. CONSUMERS ENERGYGUARD SERVICES, INC.

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers EnergyGuard Services, Inc. is a Michigan corporation formed for the purpose of marketing EnergyGuard, a residential bill payment insurance product to Consumers' residential customers.

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5. CONSUMERS FUNDING LLC

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Funding LLC is a Delaware limited liability company formed for the purpose of acting as assignee of property transferred by Consumers and issuer of securitization bonds.

6. ES SERVICES COMPANY

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

ES Services Company is a Michigan corporation formed for the purpose of offering design, engineering, project management and related services primarily to electric utilities and generation facilities.

7. MEC DEVELOPMENT CORP.

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

MEC Development Corp. is a Michigan corporation which previously held assets transferred to and holder of certain bonds issued by the Midland Cogeneration Venture Limited Partnership, a Michigan limited partnership.

8. MICHIGAN ELECTRIC TRANSMISSION COMPANY

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

Michigan Electric Transmission Company is a Michigan corporation formed for the purpose of owning electric transmission facilities to be acquired from Consumers.

9. MICHIGAN GAS STORAGE COMPANY

ADDRESS: 212 West Michigan Avenue, Jackson, Michigan 49201

Michigan Gas Storage Company is a Michigan corporation and a natural gas company within the meaning of the Natural Gas Act engaged in the interstate transportation and storage of gas for a number of customers including Consumers.

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2. A BRIEF DESCRIPTION OF THE PROPERTIES OF CLAIMANT AND EACH OF ITS SUBSIDIARY PUBLIC UTILITY COMPANIES USED FOR THE GENERATION, TRANSMISSION AND DISTRIBUTION OF ELECTRIC ENERGY FOR SALE, OR FOR THE PRODUCTION, TRANSMISSION AND DISTRIBUTION OF NATURAL OR MANUFACTURED GAS, INDICATING THE LOCATION OF PRINCIPAL GENERATING PLANTS, TRANSMISSION LINES, PRODUCING FIELDS, GAS MANUFACTURING PLANTS, AND ELECTRIC AND GAS DISTRIBUTION FACILITIES, INCLUDING ALL SUCH PROPERTIES WHICH ARE OUTSIDE THE STATE IN WHICH CLAIMANT AND ITS SUBSIDIARIES ARE ORGANIZED AND ALL TRANSMISSION OR PIPELINES WHICH DELIVER OR RECEIVE ELECTRIC ENERGY OR GAS AT THE BORDERS OF SUCH STATE.

-----  
 Claimant has no directly owned properties used for such purposes. Claimant's subsidiary Consumers is a public utility. Its property and facilities used for the above-described purposes are located within the State of Michigan and are described below.

(1) ELECTRIC PROPERTIES

Consumers' electric generation is supplied by the following plants:

AREA	NAME	LOCATION	2000 SUMMER NET DEMONSTRATED CAPACITY  (KILOWATTS)
COAL GENERATION			
	JH CAMPBELL 1&2	WEST OLIVE	609,000
	JH CAMPBELL 3	WEST OLIVE	765,100 (1)
	D.E KARN	ESSEXVILLE	515,000
	B C COBB	MUSKEGON	320,000
	JR WHITING	ERIE	324,000
	JC WEADOCK	ESSEXVILLE	310,000
TOTAL			2,843,100
OIL/GAS GENERATION			
	B C COBB	MUSKEGON	183,000
	D E KARN	ESSEXVILLE	1,276,000
TOTAL			1,459,000

(1) Represents Consumers' share of the capacity of the Campbell Plant Unit 3 net of 6.69% (ownership interests of the Michigan Public Power Agency and Wolverine Power Supply Cooperative, Inc.).

AREA	NAME	LOCATION	2000 SUMMER NET DEMONSTRATED CAPACITY
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(KILOWATTS)

LUDINGTON PUMPED STORAGE			954,700 (2)
TOTAL			954,700
NUCLEAR GENERATION			
	PALISADES	SOUTH HAVEN	760,000
TOTAL			760,000
GAS/OIL COMBUSTION TURBINE			
	GENERATION		346,800 (4)
	HYRO GENERATION		73,500
TOTAL			420,300
TOTAL OWNED BY GENERATION			6,437,100

- (2) Represents Consumers' share of the capacity of the Ludington Pumped Storage Plant. Consumers and The Detroit Edison Company ("Detroit Edison") have 51% and 49% undivided ownership, respectively, in the plant, and the capacity of the plant is shared accordingly.
- (3) Represents Consumers' share of net pumped storage generation. This facility electrically pumps water during off peak-hours for storage to later generated electricity during peak demand hours.
- (4) Includes 1.8 MW of Distribution Generation. Generation Purchased and Interchange Power Capacity is 1,644,200, includes 1,240 MW of purchased contract capacity from the MCV Facility.

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Electric transmission, subtransmission and distribution lines are located on or under public highways, streets, alleys or lands, except where they are located on or under easements or other rights. The transmission system consists of 4,467 structural miles of overhead lines. The subtransmission system consists of 4,176 structural miles of overhead lines and 16 Subsurface miles of underground lines. The distribution system consists of 61,298 structural miles of overhead lines and 7,386 subsurface miles of underground lines.

Consumers owns substations having an aggregate transformer capacity of 40,254,830 kilovolt amperes.

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Consumers is interconnected with certain Michigan and neighboring utilities. Consumers and Detroit Edison have formed the Michigan Electric Coordinated Systems ("MECS") to facilitate the coordinated planning and operation of their electric systems. MECS is interconnected with electric systems in Indiana, Ohio and Ontario, Canada.(1)

Consumers owns or connects with electric transmission lines that deliver electric energy at or near the Michigan state border to:

- (i) Indiana & Michigan Electric Company at the following interconnection points: Palisades-Cook No. 1, Palisades-Cook No. 2, Argenta-Robinson Park and Argenta-Twin Branch; and
- (ii) Northern Indiana Public Service Company at the following interconnection point: Barton Lake-Batavia.

-----  
(1) MECS interconnects with electric systems in Ohio and Ontario, Canada through Detroit Edison. Detroit Edison interconnects with The Toledo Edison Company at Majestic-Lemoyne, Monroe-Bayshore and Allen Junction-Majestic-Monroe. Detroit Edison also interconnects with Ontario Hydro at Waterman-Keith, Bunce Creek-Scott and two points at St. Clair-Lambton.

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### (2) GAS PROPERTIES

As of December 31, 2000, Consumers' gas properties, all located in Michigan, included a gas distribution and transmission system, six compressor stations located at Consumers' storage fields and along the gas transportation lines and 11 storage fields.

Consumers' gas distribution and transmission systems consist of 24,383 miles of distribution mains and 1,108 miles of transmission lines, throughout the lower peninsula of Michigan. Consumers owns and operates six compressor stations with a total of 115,400 installed horsepower.

Michigan Gas Storage Company ("MGSC") owns and operates 2 gas transportation systems, 2 compressor stations, and 3 storage fields, all located in Michigan. Michigan Gas Storage transmission mains consist of 521 miles of transmission mains. Consumers receives natural gas for its local distribution system through interconnection facilities located in Michigan and at the Michigan State border.

3. THE FOLLOWING INFORMATION FOR THE LAST CALENDAR YEAR WITH RESPECT TO CLAIMANT AND EACH OF ITS SUBSIDIARY PUBLIC UTILITY COMPANIES:

#### ELECTRIC ENERGY

- (A) NUMBER OF KWH OF ELECTRIC ENERGY SOLD (AT RETAIL OR WHOLESALE).

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SUBSIDIARY -----	STATE -----	KWH ---
CONSUMERS ENERGY		
	MICHIGAN	38,497,400,287
	ONTARIO, CANADA*	865,766,000
	INDIANA	908,669,500
	OHIO*	35,579,000
		-----
CONSUMERS ENERGY TOTAL		40,307,414,787
		=====
CMS MARKETING, SERVICES AND TRADING COMPANY (CMS MS&T)		
	MICHIGAN	23,222,000
	PENNSYLVANIA	41,117,000
		-----
CMS MS&T TOTAL		64,339,000
		=====
TOTAL ELECTRIC ENERGY SOLD		40,371,753,787
		=====

\* Represents the amounts ultimately delivered to the State line by Detroit Edison.

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(B) NUMBER OF KWH OF ELECTRIC ENERGY DISTRIBUTED AT RETAIL OUTSIDE OF THE STATE OF MICHIGAN.

SUBSIDIARY -----	STATE -----	KWH ---
CONSUMERS ENERGY		0
CONSUMERS ENERGY TOTAL		0
CMS MARKETING, SERVICES AND TRADING COMPANY (CMS MS&T)		
	PENNSYLVANIA	41,117,000
		-----
CMS MS&T TOTAL		41,117,000
		=====
TOTAL ELECTRIC ENERGY DISTRIBUTED OUTSIDE OF THE STATE OF MICHIGAN		41,117,000

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=====

(C) NUMBER OF KWH OF ELECTRIC ENERGY SOLD AT WHOLESALE OUTSIDE THE STATE OR AT THE STATE LINE OF MICHIGAN.

SUBSIDIARY -----	STATE -----	KWH ---
CONSUMERS ENERGY	ONTARIO, CANADA*	865,766,000
	INDIANA	908,669,500
	OHIO*	35,579,000
		-----
CONSUMERS ENERGY TOTAL		1,810,014,500
		=====

\* Represents the amounts ultimately delivered to the state line by Detroit Edison.

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SUBSIDIARY -----	STATE -----	KWH ---
CMS MARKETING, SERVICES AND TRADING COMPANY (CMS MS&T)	GEORGIA	550,000
	OHIO	22,562,373,000
	INDIANA	100,000
	KENTUCKY	50,000
	LOUISIANA	10,396,616
	PENNSYLVANIA	4,644,683,000
	TENNESSEE	8,214,000
		-----
CMS MS&T TOTAL		27,226,366,616
		=====
TOTAL ELECTRIC ENERGY SOLD AT WHOLESALE OUTSIDE THE STATE OF MICHIGAN OR AT MICHIGAN'S STATE LINE.		29,036,381,116
		=====

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(D) NUMBER OF KWH OF ELECTRIC ENERGY PURCHASED OUTSIDE OF THE STATE OF MICHIGAN OR AT MICHIGAN'S STATE LINE.

SUBSIDIARY -----	STATE -----	KWH ---
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CONSUMERS ENERGY	ONTARIO, CANADA*	217,570,000
	INDIANA	5,002,298,000
	OHIO*	329,686,000
		-----
CONSUMERS ENERGY TOTAL		5,549,554,000
		=====
CMS MARKETING, SERVICES AND TRADING COMPANY (CMS MS&T)		
	OHIO	22,530,493,000
	PENNSYLVANIA	4,686,296,000
	TENNESSEE	6,606,000
	LOUISIANA	10,397,600,000
	INDIANA	381,000
		-----
CMS MS&T TOTAL		37,621,376,000
		=====
TOTAL ELECTRIC ENERGY PURCHASED OUTSIDE OF MICHIGAN		43,170,930,000
		=====

\* Represents amounts ultimately delivered to the state line by Detroit Edison.

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NATURAL GAS (1)

(A) NUMBER OF MCF. OF NATURAL GAS DISTRIBUTED AT RETAIL.

SUBSIDIARY	STATE	MCF.
-----	-----	-----
CONSUMERS ENERGY		
	MICHIGAN	249,047,658
		-----
CONSUMERS ENERGY TOTAL		249,047,658
		=====
CMS MARKETING, SERVICES AND TRADING COMPANY (CMS MS&T)		
	Arkansas	1,577,390
	Illinois	859,538
	Indiana	1,019,279
	Iowa	167,623
	Kansas	891,262
	Kentucky	6,137,179

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	Louisiana	5,245,897
	Massachusetts	733
	Michigan	25,610,317
	Missouri	165,070
	Montana	58,729
	Nebraska	63,678
	Ohio	341,494
	Oklahoma	4,044,776
	Pennsylvania	2,525,896
	Tennessee	218,950
		-----
CMS MS&T TOTAL		48,927,811
		=====
TOTAL NATURAL GAS DISTRIBUTED AT RETAIL		297,975,469
		=====

-----  
 (1) CMS Energy information reports for Natural Gas, as it does not deal with or in manufactured gas.

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(B) NUMBER OF MCF. OF NATURAL GAS DISTRIBUTED AT RETAIL OUTSIDE THE STATE OF MICHIGAN

SUBSIDIARY	STATE	MCF.
-----	-----	-----
CONSUMERS ENERGY		0
		-----
CONSUMERS ENERGY TOTAL		0
		=====
CMS MARKETING, SERVICES AND TRADING COMPANY (CMS MS&T)		
	Arkansas	1,577,390
	Illinois	859,538
	Indiana	1,019,279
	Iowa	167,623
	Kansas	891,262
	Kentucky	6,137,179
	Louisiana	5,245,897
	Massachusetts	733
	Mississippi	149,811
	Missouri	165,070
	Montana	58,729
	Nebraska	63,678
	Ohio	341,494
	Oklahoma	4,044,776
	Pennsylvania	2,525,896
	Tennessee	218,950
		-----
CMS MS&T TOTAL		23,467,305

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TOTAL NATURAL GAS DISTRIBUTED AT RETAIL OUTSIDE THE STATE OF MICHIGAN	23,467,305
---	------------

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(C) NUMBER OF MCF. OF NATURAL GAS SOLD AT WHOLESALE OUTSIDE MICHIGAN OR AT MICHIGAN'S LINE.

SUBSIDIARY -----	STATE -----	MCF. -----
CONSUMERS ENERGY		0
CONSUMERS ENERGY TOTAL		0

CMS MARKETING,  
SERVICES AND TRADING  
COMPANY (CMS MS&T)

ALABAMA	6,045,509
CALIFORNIA	14,634
COLORADO	3,109,294
GEORGIA	34,220
ILLINOIS	7,193,343
INDIANA	1,342,133
IOWA	1,341,463
KANSAS	32,571,762
KENTUCKY	3,298,804
LOUISIANA	133,800,247
MINNESOTA	1,684,849
MISSISSIPPI	7,889,127
NEW JERSEY	175,610
NORTH CAROLINA	280,077
OHIO	4,109,637
ONTARIO, CANADA	12,326,526
OKLAHOMA	954,001
PENNSYLVANIA	1,618,410
TENNESSEE	1,401,864
TEXAS	4,408,651
WISCONSIN	60,293

CMS MARKETING TOTAL	223,660,454
---------------------	-------------

TOTAL NATURAL GAS SOLD AT WHOLESALE OUTSIDE MICHIGAN OR AT MICHIGAN'S STATE LINE.	223,660,454
---	-------------

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(D) NUMBER OF MCF. OF NATURAL GAS PURCHASED OUTSIDE THE STATE OF MICHIGAN.

SUBSIDIARY -----	STATE -----	MCF. -----
CONSUMERS ENERGY**		215,918,000 -----
CONSUMERS ENERGY TOTAL		215,918,000 =====
CMS MARKETING, SERVICES AND TRADING COMPANY (CMS MS&T)		
	ALABAMA	6,596,953
	ALBERTA, CANADA	471,589
	CALIFORNIA	14,634
	COLORADO	2,412,507
	GEORGIA	64,879
	ILLINOIS	3,631,995
	INDIANA	177,947
	IOWA	685,711
	KANSAS	19,969,600
	KENTUCKY	2,892,509
	LOUISIANA	151,622,930
	MARYLAND	1,200
	MINNESOTA	1,728,100
	MISSISSIPPI	7,776,149
	MISSOURI	99,764
	NEW JERSEY	582,264
	NORTH CAROLINA	287,101
	OHIO	1,778,416
	ONTARIO, CANADA	30,226,039
	PENNSYLVANIA	3,493,798
	TENNESSEE	5,825,283
	TEXAS	4,845,384
	WEST VIRGINIA	629,502
	WISCONSIN	252,920 -----
CMS MS&T TOTAL		246,067,174 -----
TOTAL NATURAL GAS PURCHASED OUTSIDE OF MICHIGAN		461,985,174 =====

\*\* Purchased gas data is not available by state or county for Consumers.

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4. THE FOLLOWING INFORMATION FOR THE REPORTING PERIOD WITH RESPECT TO CLAIMANT AND EACH INTEREST IT HOLDS DIRECTLY OR INDIRECTLY IN AN EWG OR A FOREIGN UTILITY COMPANY, STATING MONETARY AMOUNTS IN UNITED STATES DOLLARS:
- (A) NAME, LOCATION, BUSINESS ADDRESS AND DESCRIPTION OF THE FACILITIES USED BY THE EWG OR FOREIGN UTILITY COMPANY FOR THE GENERATION, TRANSMISSION AND DISTRIBUTION OF ELECTRIC ENERGY FOR SALE OR FOR THE DISTRIBUTION AT RETAIL OF NATURAL OR MANUFACTURED GAS;
  - (B) NAME OF EACH SYSTEM COMPANY THAT HOLDS AN INTEREST IN SUCH EWG OR FOREIGN UTILITY COMPANY; AND DESCRIPTION OF THE INTEREST HELD;
  - (C) TYPE AND AMOUNT OF THE CAPITAL INVESTED, DIRECTLY OR INDIRECTLY, BY THE HOLDING COMPANY CLAIMING EXEMPTION; ANY DIRECT OR INDIRECT GUARANTEE OF THE SECURITY OF THE EWG OR FOREIGN UTILITY COMPANY BY THE HOLDING COMPANY CLAIMING EXEMPTION; AND ANY DEBT OR OTHER FINANCIAL OBLIGATION FOR WHICH THERE IS RECOURSE, DIRECTLY OR INDIRECTLY, TO THE HOLDING COMPANY CLAIMING EXEMPTION OR ANOTHER SYSTEM COMPANY, OTHER THAN THE EWG OR FOREIGN UTILITY COMPANY;
  - (D) CAPITALIZATION AND EARNINGS OF THE EWG OR FOREIGN UTILITY COMPANY DURING THE REPORTING PERIOD; AND
  - (E) IDENTIFY ANY SERVICE, SALES OR CONSTRUCTION CONTRACT(S) BETWEEN THE EWG OR FOREIGN UTILITY COMPANY AND A SYSTEM COMPANY, AND DESCRIBE THE SERVICES TO BE RENDERED OR GOODS SOLD AND FEES OR REVENUES UNDER SUCH AGREEMENT(S).

### CMS ENERGY'S EWG AND FOREIGN UTILITY COMPANIES

As of December 31, 2000, CMS Energy had interests in 21 EWGs and 11 foreign utility companies:

#### EXEMPT WHOLESALE GENERATORS:

1. CENTRALES TERMICAS SAN NICOLAS, S.A. ("CTSN")

- (a) Centrales Termicas San Nicolas, S.A.  
Rivadavia S/N  
2900 San Nicolas  
Prov. Buenos Aires, Argentina

CTSN, an Argentine company, is an EWG and is owner and operator of a 650 MW power plant located in San Nicolas, Argentina, north of Buenos Aires, Argentina. The

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five-unit plant can be fueled by coal, petroleum coke, oil or natural gas. CMS Generation holds a 0.016% indirect ownership interest in CTSN.

- (b) In May 1993, Inversora San Nicolas S.A. purchased an 88% share in CTSN. The remaining 12% interest is held by the Argentine government on behalf of the facility's employees. On July 7, 1995, AES Argentina,

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Inc. purchased a 99.9% ownership interest in CMS Generation San Nicolas Company, represented by 9,990 newly issued shares, leaving CMS Generation Co. with a 0.016% indirect ownership interest in CTSN.

(c) As of December 31, 2000, CMS Generation San Nicolas Company had invested approximately \$13 million of equity in CTSN. CMS Energy has been released from all guarantees related to CTSN.

(d)\* Capitalization at 12/31/00

	(000s)
Bank Loans	\$0.00
Long Term Debt (Partners Loans)	\$0.00
Shareholder's Equity	\$0.00
	-----
Total Capitalization	\$0.00
	=====
Net Income (Loss) for the period ended 12/31/00	\$0.00
	=====

\* As stated in Claimant's Form U-3A-2 filed February 29, 1996, due to the nominal interest (.016%) of CTSN indirectly owned by CMS Generation Co., capitalization and earnings information of CTSN continues to be unavailable.

(e) As of December 31, 2000, Centrales Termicas Mendoza, S.A., had a Contract of Operation with CMS Operating S.A. This is a consulting contract in connection with the operation and maintenance of the eligible facility. In 2000, total fees earned from the contract were \$1,334,433.

### 2. CMS DISTRIBUTED POWER, L.L.C.

(a) CMS Distributed Power, L.L.C. ("CDP")  
Fairlane Plaza South  
330 Town Center Drive, Suite 300  
Dearborn, Michigan 48126

CDP, a Michigan limited liability company, is an EWG and owns a 40 MW direct generator producing facility located in Zilwaukee, Michigan and a 38 MW direct generator producing facility in Dearborn, Michigan.

(b) CMS Enterprises Company owns 100% of CDP.

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(c) As of December 31, 2000 CMS Enterprises Company funded approximately \$15 million of expenditures by CDP.

(d) Capitalization at 12/31/00

	(000s)
Bank Loans	\$ 0
Long Term Debt (Partners Loans)	\$ 0
Shareholder's Equity	\$ 999
	-----

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Total Capitalization	\$ 999 =====
Net Income (Loss) for the period ended 12/31/00	\$ 999 =====

- (e) During the year 2000, CDP had a power purchase agreement with CMS MS&T. In 2000, the total fees earned from the agreement were \$5,946,000.

3. CMS ENSENADA S.A. ("Ensenada")

- (a) CMS Ensenada S.A.  
Edificio Torre Catalinas Plaza  
Ing. Butty 220 8th Floor  
(1101) Buenos Aires, Argentina

Ensenada, an Argentine company, is an EWG and is the owner of a 128 MW natural gas-fired power plant, located on the grounds of YPF S.A.'s La Plata oil refinery, located in the province of Buenos Aires, Argentina.

- (b) CMS Operating S.A. owns 99% of Ensenada. CMS Generation Holdings Company owns 1%. See Exhibit B.
- (c) As of December 31, 2000, CMS Operating S.A. had invested approximately \$37.9 million of equity in Ensenada.
- (d) Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$ 12
Irrevocable Contributions	\$305,852
OPIC Loan (LT)	\$ 52,174 -----
Total	\$358,038 =====
Net Income (Loss) for the period ended 12/31/00	\$ 434 =====

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- (e) As of December 31, 2000, CMS Ensenada S.A. maintains a 7 year Operating and Maintenance Agreement with CMS Operating S.A. to operate and maintain the La Plata cogeneration plant. This agreement took effect in 1997. In 2000, total fees earned were \$500,000.

4. CMS GENERATION CEBU LIMITED DURATION COMPANY ("Cebu")

- (a) CMS Generation Cebu Limited Duration Company  
c/o Maples and Calder  
P.O. Box 309, Grand Cayman  
Cayman Islands, British West Indies

Cebu, a Cayman Islands company, is an EWG and has indirect 47.5% ownership interests in two power plants totaling 134.5 MW generating

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capacity located in Toledo City, Cebu, Philippines, in the central island group of the Republic of the Philippines. The plants can be fueled by coal, oil or diesel fuel.

- (b) CMS Generation Investment Company I and CMS Generation Investment Company II, own 99% and 1%, respectively, of Cebu. See Exhibit B.
- (c) As of December 31, 2000, CMS Generation Investment Company I and CMS Generation Investment Company II had invested approximately \$14 million of equity in Cebu.

(d) Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$ 13,564
Cumulative Translations	
Adjustment	\$ (8,466)
	-----
Net Income (Loss) for the period ended 12/31/00	\$ 1,977 =====

- (e) N/A

5. CMS GENERATION CEBU OPERATING LIMITED DURATION COMPANY ("Cebu Operating")

- (a) CMS Generation Cebu Operating Limited Duration Company  
c/o Maples and Calder  
P.O. Box 309, Grand Cayman  
Cayman Islands, British West Indies

Cebu Operating, a Cayman Islands company, is an EWG and is the operator of two power plants totaling 134.5 MW generating capacity, located in Toledo City, Cebu, Philippines, in the central island group of the Republic of the Philippines. The plants are owned by Toledo Power Company.

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- (b) CMS Generation Investment Company I and CMS Generation Investment Company II, own 99% and 1%, respectively, of Cebu Operating. See Exhibit B.
- (c) As of December 31, 2000, CMS Generation Investment Company I and CMS Generation Investment Company II had invested approximately \$1.4 million of equity in Cebu Operating.
- (d) Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$1,158
Cumulative Translation Adjustment	\$ (140)
	-----
Net Income (Loss) for the period ended 12/31/00	\$ (48) =====
- (e) As of December 31, 2000, Toledo Power Company, owned 47.5% by Cebu

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Operating has an operating agreement, effective January 1, 1996, with Cebu Operating. In 2000, the total fees earned from the agreement were \$18,023.

6. CMS GENERATION MICHIGAN POWER LLC

- (a) CMS Generation Michigan Power LLC  
Fairlane Plaza South  
330 Town Center Drive  
Dearborn, Michigan 48126

CMS Generation Michigan Power LLC, a United States company, is an EWG and owns a 68 MW natural gas-fired peaking facility located in Comstock, Michigan and a 148 MW natural gas-fired peaking facility located in Gaylord, Michigan.

- (b) CMS Generation Co. owns 100% of CMS Generation Michigan Power LLC. See Exhibit B.

- (c) As of December 31, 2000, CMS Generation Co. had invested approximately \$76 million of equity in CMS Generation Michigan Power LLC.

- (d) Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$76,054
	-----
Net Income (Loss) for the period ended 12/31/00	\$ 8,305
	=====

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- (e) As of December 31, 2000, CMS Generation Michigan Power, LLC has an Operating and Maintenance Agreement with CMS Generation Co. In 2000, the total fees earned from the agreement were \$200,000.

7. CMS GENERATION OPERATING COMPANY

- (a) CMS Generation Operating Company  
Fairlane Plaza South  
330 Town Center Drive  
Dearborn, Michigan 48126

CMS Generation Operating Company, a United States company, is an EWG and is the operator of a 68 MW natural gas-fired peaking facility located in Comstock, Michigan and a 148 MW natural gas-fired peaking facility located in Gaylord, Michigan.

- (b) CMS Generation Co. owns 100% of CMS Generation Operating Company. See Exhibit B.

- (c) As of December 31, 2000, CMS Generation Company had invested approximately \$5.3 million in CMS Generation Operating Company.

- (d) Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$ 5,354
	-----

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Net Income (Loss) for the period ended 12/31/00	\$ 812 =====
---	-----------------

(e) N/A

8. CMS INTERNATIONAL OPERATING COMPANY

(a) CMS International Operating Company  
c/o Maples and Calder  
Ugland House  
P.O. Box 309, South Church Street  
George Town, Cayman Islands, British West Indies

CMS International Operating Company, a Cayman Islands company, is an EWG and is the operator of a 330 MW combined cycle thermal power plant under construction located at the Takoradi Power Plant Complex near Takoradi at Aboadze in the Western Region of the Republic of Ghana.

(b) CMS Generation Co. owns 100% of CMS International Operating Company. See Exhibit B.

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(c) As of December 31, 2000, CMS Generation Company had invested approximately \$8.3 million in CMS International Operating Company.

(d) Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$ 8,180
Cumulative Translation Adjustment	\$ (917)
	-----

Net Income (Loss) for the period ended 12/31/00	\$ 1,713 =====
---	-------------------

(e) NA

9. CMS MOROCCO OPERATING CO., SCA ("CMS Morocco")

(a) CMS Morocco Operating Company SCA  
BP 99 Sidi Bouzid  
El Jadida  
Morocco

CMS Morocco, a Moroccan company, is an EWG that operates two 330 MW electric generating plants and two 348 MW electric generating plants at the port of Jorf Lasfar on the Atlantic coast of Morocco.

(b) Jorf Lasfar Operations Handelsbolag, CMS Generation Investment Company I, CMS International Operating Company, and CMS Generation Jorf Lasfar III Limited Duration Company own 99.7%, 0.1%, 0.1%, and 0.1%, respectively, of CMS Morocco. See Exhibit B.

(c) As of December 31, 2000, Jorf Lasfar Operations Handelsbolag, CMS Generation Investment Company I, CMS International Operating Company, and CMS Generation Jorf Lasfar III Limited Duration Company, had invested approximately \$6.2 million of equity in CMS Morocco.

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(d)	Capitalization at 12/31/00	(000s)
	Shareholder's Equity	\$ 6,004
		-----
	Net Income (Loss) for the period ended 12/31/00	\$ 1,377
		=====

(e) As of December 31, 2000, Jorf Lasfar Energy Company has an Operating and Maintenance Agreement with CMS Morocco, effective September 7, 1997. In 2000, total fees earned this Operating and Maintenance Agreement were \$1,477,836.

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10. DEARBORN GENERATION OPERATING, L.L.C. ("Dearborn Generation Operating")

(a) Dearborn Generation Operating  
Fairlane Plaza South  
3330 Town Center  
Dearborn, Michigan 48126

Dearborn Generation Operating, a United States company, is an EWG and is the operator of a 155 MW natural gas-fired facility and an approximately 550 MW natural gas-fired facility under construction located in Dearborn, Michigan.

(b) CMS Generation Co. owns 100% of Dearborn Generation Operating. See Exhibit B.

(c) As of December 31, 2000, CMS Generation Co. had invested \$4.6 million in Dearborn Generation Operating.

(d)	Capitalization at 12/31/00	(000s)
	Shareholder's Equity	\$ 4,878
		-----
	Net Income (Loss) for the period ended 12/31/00	\$ 546
		=====

(e) As of December 31, 2000 Dearborn Generation Operating had an operating and maintenance agreement with Dearborn Industrial Generation. In 2000 the total operating and management fees were \$624,269.

11. DEARBORN INDUSTRIAL GENERATION, L.L.C. ("Dearborn Industrial Generation")

(a) Dearborn Industrial Generation, L.L.C.  
Fairlane Plaza South  
330 Town Center Drive  
Dearborn, Michigan 48126

Dearborn Industrial Generation, a United States company, is an EWG and is the owner of a 155 MW natural gas-fired facility and an approximately 550 MW natural gas-fired facility under construction located in Dearborn, Michigan.

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- (b) Dearborn Industrial Energy L.L.C. owns 100% of Dearborn Industrial Generation. See Exhibit B.
- (c) As of December 31, 2000, CMS Generation had invested \$129 million in Dearborn Industrial Generation.

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(d)

Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$135,774
	-----
Net Income (Loss) for the period ended 12/31/00	\$ 0
	=====

(e) N/A

12. GMR VASAVI POWER CORPORATION PVT. LTD.. ("GMR Vasavi")

(a) GMR Vasavi Power Corporation Pvt. Ltd.  
25/1, SKIP House  
Ground Floor  
Museum Road  
Bangalore 560 025, India

GMR Vasavi, an Indian company, is an EWG and owns a 200 MW diesel-fired power plant located in Basin Bridge in Chennai (f.k.a. Madras), Tamil Nadu, India.

(b) CMS Energy Mauritius Limited, a wholly owned subsidiary of CMS Generation Investment Company I, owns 49% of GMR Vasavi. See Exhibit B.

(c) As of December 31, 2000, CMS Energy Mauritius Limited had invested \$29.2 million in GMR Vasavi.

(d)

Capitalization at 11/30/00

	(000s)
Shareholder's Equity	\$ 65,638
Secured Loans	\$129,925
	-----
Net Income (Loss) for the period ended 11/30/00	\$ 10,826
	=====

(e) As of December 31, 2000, there was a construction/management agreement between CMS Generation and GMR Vasavi of which total operating and management fees earned were \$425,001.

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13. GVK INDUSTRIES LIMITED ("GVK")

- (a) GVK Industries Limited  
Road No. 1  
Banjara Hills, Hyderabad  
India

GVK, an Indian company, is an EWG and is owner of a 235 MW electric generating plant located in Jegurupadu, Andra Pradesh, India.

- (b) Jegurupadu CMS Generation Company Limited, owns 18.75% of GVK. See Exhibit B.
- (c) As of December 31, 2000, Jegurupadu CMS Generation Company Limited had invested \$29.0 million of equity in GVK Industries, directly and indirectly through Classic Investment I and Classic Investment II.
- (d) Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$ 104,019
LT Liabilities	\$ 106,350
	-----
Net Income (Loss) for the period ended 12/31/00	\$ 10,887
	=====

- (e) As of December 31, 2000, GVK Industries, had a restated 10 year Operation and Maintenance Agreement with Jegurupadu Operating, effective on the commercial operation date of the steam turbine unit. In 2000, total fees earned from the agreement were \$426,964.

14. HIDROELECTRICA EL CHOCON, S.A. ("Hidroelectrica")

- (a) Hidroelectrica El Chocon, S.A.  
Avenida Espana  
3301 Capital Federal, Argentina

Hidroelectrica, an Argentine company, is an EWG and holds a thirty-year concession to operate two hydroelectric power plants located 26 kilometers apart on the Limay River in western Argentina. These plants have a total generating capacity of 1,320 MW.

- (b) CMS Generation S.A. owns 2.48% of Hidroelectrica. Hidroinvest, S.A. owns 59% of Hidroelectrica. CMS Generation, S.A. owns 25% of Hidroinvest, S.A. See Exhibit B.
- (c) As of December 31, 2000, CMS Generation, S.A. had invested approximately \$44 million of equity. CMS Generation, S.A. was a co-applicant for certain letters of credit required in connection with the acquisition of the concession, and CMS Energy has guaranteed up to approximately \$15 million of reimbursement obligations relating to

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these letters of credit. CMS Energy has also guaranteed on behalf of

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Hydroelectrica approximately \$13 million in connection with the Guaranteed Indebtedness Credit Agreement dated as of December 15, 1993 between Hydroelectrica and The Chase Manhattan Bank.

(d)

Capitalization at 12/31/00		(000s)
	Bank Loans	\$180,000
	Shareholder's Equity	\$355,612
		-----
Total Capitalization		\$535,612
		=====
Net Income (Loss) for the period ended 12/31/00		\$ 15,686
		=====

(e) N/A

15. JAMAICA PRIVATE POWER COMPANY LIMITED ("Jamaica Private Power")

(a) Jamaica Private Power Company Limited  
100 Windward Road,  
Kingston 2, Jamaica, W.I.

Jamaica Private Power, a Jamaican company, is an EWG and is the owner of a 65 MW electric generating facility in Rockfort, Kingston, Jamaica.

(b) HCE-Rockfort Diesel owns 41.2 % of Jamaica Private Power. See Exhibit B.

(c) As of December 31, 2000, HCE Rockfort Diesel had invested approximately \$21.7 million in Jamaica Private Power.

(d)

Capitalization at 12/31/00		(000s)
	Shareholder's Equity	\$ 45,472
	Long-Term Debt	\$ 77,425
		-----
Net Income (Loss) for the period ended 12/31/00		\$ 9,883
		=====

(e) As of December 31, 2000, Jamaica Private Power had an operating agreement with Private Power. In 2000, total fees earned from the agreement were \$142,253.

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16. JEGURUPADU OPERATING AND MAINTENANCE COMPANY ("Jegurupadu Operating")

- (a) Jegurupadu Operating and Maintenance Company  
F-40, N.D.S.E., Part I  
New Delhi 110 149  
India

Jegurupadu Operating, a Mauritius company, is an EWG and is the operator of a 235 MW electric generating plant located in Jegurupadu, Andra Pradesh, India. The plant is owned by GVK Industries Limited.

- (b) Jegurupadu O&M Company Mauritius, owns 60% of Jegurupadu Operating. See Exhibit B.
- (c) As of December 31, 2000, Jegurupadu O&M Company had invested approximately \$7.3 million of equity in Jegurupadu Operating, directly and indirectly through Classic Investment I and Classic Investment II.
- (d)

Capitalization at 12/31/00

	(000s)
Shareholders' Equity	\$ 1
	-----
Net Income (Loss) for the period ended 12/31/00	\$ 940
	=====

- (e) As of December 31, 2000, GVK Industries, had a restated 10 year Operation and Maintenance Agreement with Jegurupadu Operating, effective on the commercial operation date of the steam turbine unit. In 2000, total fees earned from the agreement were \$426,964.

17. JORF LASFAR ENERGY COMPANY SCA ("Jorf Lasfar")

- (a) Jorf Lasfar Energy Company SCA  
BP 99 Sidi Bouzid  
El Jadida  
Morocco

Jorf Lasfar, a Moroccan company, is an EWG that operates through a subcontractor, CMS Morocco Operating Company SCA, two existing 330 MW electric generating plants and will construct and operate through a different subcontractor two additional 348 MW electric generating plants located at the port of Jorf Lasfar on the Atlantic coast of Morocco.

- (b) Jorf Lasfar Energiaktiebolag, Jorf Lasfar Power Energy Aktiebolag, and Jorf Lasfar Handelsbolag HB, own 25%, 23% and 2%, respectively, of Jorf Lasfar. See Exhibit B

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(c) As of December 31, 2000, CMS Investment Co. IV had invested approximately \$340.4 million of equity in Jorf Lasfar.

(d) Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$ 284,857
Long Term Loans	\$ 954,632
	-----
Net Income (Loss) for the period ended 12/31/00	\$ 106,064
	=====

(e) As of December 31, 2000, Jorf Lasfar had an Operating and Maintenance Agreement with CMS Morocco, effective September 4, 1997. In 2000, total fees earned under the agreement were \$1,477,835.

18. NATIONAL POWER SUPPLY CO. LTD. ("National Power Supply")

(a) National Power Supply Co. Ltd  
Fairlane Plaza South  
330 Town Center Drive  
Dearborn, Michigan 48126

National Power Supply, a Thailand company, is an EWG and is the owner and operator of two approximately 150 MW coal-fired cogeneration units under construction with biomass fuel capability in the Tha Thuom area, Pranchiburi province, approximately 140 kilometers east of Bangkok, Thailand.

(b) CMS Generation owns 100% of CMS Generation Operating Company I, which owns 66.24% of National Power Supply. See Exhibit B.

(c) As of December 31, 2000, CMS Generation Investment Company I had invested approximately \$93.7 million of equity in National Power Supply.

(d) Capitalization at 12/31/00

	(000s)
Shareholder's Equity	\$ 60,858
Long-Term Loans	\$ 184,144
	-----
Net Income (Loss) for the period ended 12/31/00	\$ (16,319)
	=====

(e) As of December 31, 2000, CMS Generation Co. had an Operational and Maintenance personnel agreement with National Power Supply. In 2000, no fees were earned under this agreement.

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19. PANENERGY LAKE CHARLES GENERATION, INC. ("Panenergy Lake Charles Generation")

(a) Pan Energy Lake Charles Generation, Inc.

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5444 Westheimer Road  
Houston, Texas 77056

PanEnergy Lake Charles Generation, a Delaware company, is an EWG and is the owner of a 50% undivided interest in an electric generating facility with a nominal capacity of 21 MW (15 MW of which is available through the currently operable generator) located near Lake Charles, Louisiana. The facility is operated by Trunkline LNG Company.

- (b) Trunkline Field Services Company owns 100% of PanEnergy Lake Charles Generation. See Exhibit B.
- (c) As of December 31, 2000, Trunkline Field Services Company had invested approximately \$4 million of equity in PanEnergy Lake Charles Generation.

(d) Capitalization at 12/31/00		(000s)
	Shareholder's Equity	\$ 3,978
		-----
	Net Income (Loss) for the period ended 12/31/00	\$ 93
		=====

- (e) N/A

20. PRIVATE POWER OPERATORS LIMITED ("Private Power")

- (a) Private Power Operators Limited  
100 Windward Road  
Kingston 2, Jamaica, W.I.

Private Power, a Jamaican company, is an EWG and is the operator of a 65 MW electric generating facility in Rockfort, Kingston, Jamaica.

- (b) HCO-Jamaica, Inc. owns 50% of Private Power. See Exhibit B.
- (c) As of December 31, 2000, HCO Jamaica, Inc. invested approximately \$5,000 thousand of equity in Private Power.

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- (d)

Capitalization at 12/31/00		(000s)
	Shareholder's Equity	\$ 10,000
		-----
	Net Income (Loss) for the period ended 12/31/00	\$ 0
		=====

- (e) N/A.

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21. TAKORADI INTERNATIONAL COMPANY

- (a) Takoradi International Company  
c/o Maples and Calder  
Ugland House  
P.O. Box 309, South Church Street  
George Town, Cayman Islands, British West Indies

Takoradi International Company, a Cayman Islands company, is an EWG and is the owner of a 330 MW combined cycle thermal power plant under construction located at the Takoradi Power Plant Complex near Takoradi at Aboadze in the Western Region of the Republic of Ghana.

- (b) CMS Takoradi Investment Company II owns 90% of Takoradi International Company. See Exhibit B.
- (c) As of December 31, 2000, CMS Generation Investment Company I had invested approximately \$109 million in Takoradi International Company.
- (d)

Capitalization at 12/31/00

	Shareholder's Equity	(000s) \$120,948 -----
Net Income (Loss) for the period ended 12/31/00		\$ 11,295 =====

- (e) As of December 31, 2000 there were two operating and management fee agreements; (i) between CMS Generation and Takoradi International Company and (ii) between CMS Generation and Volta River Authority. In 2000, total operating and management fees earned were \$466,666.

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### FOREIGN UTILITY COMPANIES

1. CMS GENERATION HORIZON ENERGY HOLDINGS LIMITED ("CMSG")

- (a) CMS Generation Horizon Energy Holdings Limited  
P.O. Box 309  
Ugland House, South Church Street  
Grand Cayman, Cayman Islands, British West Indies

CMSG, a Cayman Islands company, is a foreign utility company and is part-owner and operator of a 2,000 MW power station and associated lignite mine located at Loy Yang, Victoria, Australia.

- (b) CMS Generation Loy Yang Holdings II, a wholly owned subsidiary of CMS Generation Investment Company I, owns 100% of CMSG. See Exhibit B.
- (c) As of December 31, 2000, CMS Generation Investment Company I had

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invested approximately \$106 million in CMS Generation Loy Yang Holdings 2 and advanced approximately \$158 million to CMSG.

(d)	Capitalization at 12/31/00		(000s)
		Shareholder's Equity	\$ (160,914)
		Cumulative Translation Adjustment	\$ (84,423)
			-----
	Net Income (Loss) for the period ended 12/31/00		\$ (178,426)
			=====

(e) As of December 31, 2000, CMSG had an Industry Expertise Fee agreement with Loy Yang Power Partners. In 2000, the total fees earned from the agreement were \$2,720,825.

### 2. CMS OPERATING S.A.

(a) CMS Operating S.A.  
Edificio torre Catalinas Plaza  
Ing. Butty 220, 8th Floor  
Buenos Aires, Argentina

CMS Operating S.A, an Argentina company, has ownership interest of 99% in and is the operator of Ensendada, an EWG. As of December 31, 2000, Centrales Termicas Mendoza S.A., located in Mendoza, Argentina, has a Contract of Operation and maintenance, a consulting contract, with CMS Operating S.A. Refer to EWG section item 1, part (e).

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(b) CMS Enterprises Company and CMS Generation Holdings Company, own 99% and 1%, respectively of CMS Operating S.A.

(c) As of December 31, 2000, CMS Generation Co. had invested approximately \$314 million of equity in CMS Operating S.A.

(d)	Capitalization at 12/31/00		(000s)
		Shareholder's Equity	\$ 35,785
		Irrevocable Contributions	\$ 246,839
		Retained Earnings	\$ 18,421
			-----
	Net Income (Loss) for the period ended 12/31/00		\$ 13,262
			=====

(e) N/A

### 3. COMPANHIA JAGUARI DE ENERGIA ("Jaguari")

(a) Companhia Jaguari De Energia  
Rua Padre Garcia Velho  
73-6(degree) andar - conj. 61  
Pinheiros  
CEP 05421-030  
Sau Paulo, SP, Brazil

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Jaguari, a Brazilian company, is a foreign utility company that owns and operates an electricity distribution concession located in the State of Sao Paulo. Jaguari is a non-traded utility company controlled by CPEE. Jaguari serves approximately 22,000 customers.

- (b) Jaguari is 100% owned by Paulista. See CPEE below and Exhibit B.
- (c) As of December 31, 2000, Paulista has invested \$29 million in Jaguari.
- (d) Capitalization at 12/31/00
- |   |                      |                    |
|---|----------------------|--------------------|
|   | Shareholder's Equity | (000s)<br>\$28,758 |
|   |                      | -----              |
| Net Income (Loss) for the period ended 12/31/00 |                      | \$ 5,139           |
|   |                      | =====              |
- (e) N/A

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### 4. COMPANHIA LUZ E FORCA DE MOCOCA ("Mococa")

- (a) Companhia Luz E Forda De Mococa  
Rua Padre Garcia Velho  
73-5(degree) andar - conj. 51  
Pinheiros  
CEP 05421-030  
Sao Paulo, SP, Brazil

Mococa, a Brazilian company, is a foreign utility company that owns and operates an electricity distribution concession located in the State of Sao Paulo and the State of Minas Gerais, Brazil. Mococa is a non-traded utility company controlled by CPEE. Mococa serves approximately 32,000 customers.

- (b) Mococa is 100% owned by Jaguari. See CPEE below and Exhibit B.
- (c) As of December 31, 2000, Jaguari has invested \$9 million in Mococa.
- (d) Capitalization at 12/31/00
- |   |                      |                   |
|---|----------------------|-------------------|
|   | Shareholder's Equity | (000s)<br>\$9,092 |
|   |                      | -----             |
| Net Income (Loss) for the period ended 12/31/00 |                      | \$1,646           |
|   |                      | =====             |
- (e) N/A

### 5. COMPANHIA PAULISTA DE ENERGIA ELECTRICA ("CPEE")

- (a) Companhia Paulista De Energia Electrica  
Rua Padre Garcia Velho  
73-7(degree) andar - conj. 73  
CEP 05421-030  
Sao Paulo, SP, Brazil

CPEE, a Brazilian company, is a foreign utility company that owns and operates an electricity distribution concession in the State of Sao Paulo, Brazil and also has a controlling interest in 3 other non-traded

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utility companies which own and operate electricity distribution concessions located in the State of Sao Paulo and in the State of Minas Gerais. CPEE and its controlled companies serve approximately 146,000 customers. CPEE also owns a 7 percent interest in Investco S.A., which owns an 850 MW hydroelectric plant currently under construction.

- (b) CMS Participacoes Ltda. owns 81.22% of CPEE. See Exhibit B.
- (c) As of December 31, 2000, CMS Participacoes Ltda. has invested \$92 million in CPEE.

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(d)	Capitalization at 12/31/00	Shareholder's Equity	(000s) \$48,733
			-----
	Net Income (Loss) for the period ended 12/31/00		\$ 8,957 =====

(e) N/A

6. COMPANHIA SUL PAULISTA DE ENERGIA ("Paulista")

(a) Companhia Sul Paulista De Energia  
Rua Padre Garcia Velho  
73-7(degree) andar - conj. 71  
Pinheiros  
CEP 05421-030  
Sao Paulo, SP, Brazil

Paulista, a Brazilian company, is a foreign utility company that owns and operates an electricity distribution concession located in the State of Sao Paulo. Paulista is a non-traded utility company controlled by CPEE. Paulista serves approximately 52,000 customers.

- (b) Paulista is 87.27% owned by CPEE. See CPEE above and Exhibit B.
- (c) As of December 31, 2000, CPEE has invested \$46 million in Paulista.

(d)	Capitalization at 12/31/00	Shareholder's Equity	(000s) \$51,588
			-----
	Net Income (Loss) for the period ended 12/31/00		\$ 8,639 =====

(e) N/A

7. EMIRATES CMS POWER COMPANY

(a) P.O. Box 47688  
United Arab Emirates  
Al Mansoor Tower,  
7th Floor, Suite 701  
Abu Dhabi

Emirates CMS Power Company, an U.A.E. Abu Dhabi Emirate, is a foreign

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utility company that owns a generation and desalination facility in Taweelah, Abu Dhabi.

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- (b) CMS Generation Taweelah Limited owns 40% of Emirates CMS Power Company. See Exhibit B.
- (c) As of December 31, 2000, CMS Generation Taweelah Limited had invested \$75 million in equity of Emirates CMS Power Company.
- (d) Capitalization at 12/31/00
- |   |        |         |
|---|--------|---------|
|   | (000s) |         |
| Term Loan                                       | \$     | 0       |
| Shareholder Loan                                | \$     | 74,114  |
| Retained Earnings                               | \$     | 4,439   |
| Shareholder's Equity                            | \$     | 112,599 |
|   |        | -----   |
| Total Capitalization                            | \$     | 191,153 |
|   |        | =====   |
| Net Income (Loss) for the period ended 12/31/00 | \$     | 4,439   |
|   |        | =====   |

- (e) N/A
8. EMPRESA DISTRIBUIDORA DE ELECTRICIDAD DE ENTRE RIOS S.A. ("EDEER")
- (a) Empresa Distribuidora de Electricidad de Entre Rios S.A.  
25 de Mayo 139 (3100)  
Parana, Entre Rios, Argentina
- EDEER, an Argentine company, is a foreign utility company and owns and operates an electric distribution company located North of Buenos Aires, in the Province of Entre Rios, Argentina, serving approximately 235,000 customers.
- (b) Inversora en Distribucion de Entre Rios S.A. owns 90% of the shares of EDEER. See Exhibit B.
- (c) As of December 31, 2000, CMS Electric and Gas had invested \$34 million in EDEER.
- (d) Capitalization at 12/31/00
- |   |        |         |
|---|--------|---------|
|   | (000s) |         |
| Shareholder's Equity                            | \$     | 180,226 |
|   |        | -----   |
| Net Income (Loss) for the period ended 12/31/00 | \$     | 2,547   |
|   |        | =====   |
- (e) As of December 31, 2000, EDEER had a Management, Supervision and Technical Assistance Contract with CMS Electric and Gas Company. This is a consulting contract in connection with the operation and maintenance of the foreign utility. In 2000, total fees earned from the contract were \$1,442,193.

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9. HORIZON ENERGY HOLDINGS LTD. ("Horizon Energy")

- (a) Horizon Energy Holdings Limited  
P.O. Box 309  
Ugland House, South Church Street  
Grand Cayman, Cayman Islands, British West Indies

Horizon Energy, a Cayman Islands company, is a foreign utility company and is part-owner and operator of a 2,000 MW power station and associated lignite mine located at Loy Yang, Victoria, Australia.

- (b) CMS Generation Loy Yang Holdings I, a wholly owned subsidiary of CMS Generation Investment Company I, owns 100% of Horizon Energy. See Exhibit B.

- (c) As of December 31, 2000, CMS Generation Investment Company I had invested approximately \$106.8 million in CMS Generation Loy Yang Holdings 1 and advanced approximately \$157 million to Horizon Energy.

(d) Capitalization at 12/31/00		(000s)
	Shareholder's Equity	\$ (157,934)
	Intercompany Note Payable	\$ 156,968
		-----
Net Income (Loss) for the period ended 12/31/00		\$ (175,423)
		=====

- (e) N/A.

10. SISTEMA ELECTRICO NUEVA ESPARTA C.A. ("SENECA")

- (a) Sistema Electrico Nueva Esparta C.A.  
San Lorenzo  
Pampatar, Nueva Esparta (6312)  
Venezuela

SENECA, a Venezuelan company, is a foreign utility company and is the owner of 200 MW of diesel-fired power generation units located on Margarita Island, Venezuela. SENECA also owns and operates an electric distribution system located on Margarita Island, Venezuela, serving approximately 94,000 customers.

- (b) CMS Electric and Gas Company owns 60% of ENELMAR. CMS Generation Int'l Investment Company I owns 40% of ENELMAR. ENELMAR owns 70% of SENECA. See Exhibit B.

- (c) As of December 31, 2000, ENELMAR had invested \$48 million in SENECA.

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- (d)

Capitalization at 12/31/00

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	(000s)
Shareholder's Equity	\$ 66,483
	-----
Net Income (Loss) for the period ended 12/31/00	\$ (12,100)
	-----

- (e) On November 25, 1998, CMS Venezuela entered into a Management, Supervision and Technical Assistance Agreement with SENECA, which became effective on January 1, 1999. In 2000, total fees earned from this agreement were \$1,701,800.

11. TAWEELAH A2 OPERATING COMPANY ("Taweelah")

- (a) c/o CMS Generation Co.  
330 Town Center Drive  
Suite 1000  
Dearborn, Michigan 48126

Taweelah is a foreign utility company that operates a 370 MW generation and desalination facility in Taweelah, Abu Dhabi.

- (b) CMS Energy owns an interest in Taweelah through intervening subsidiaries CMS Enterprises Company and CMS Generation Co.
- (c) As of December 31, 2000, CMS Generation Company had invested approximately \$446 thousand of equity in Taweelah.

(d)

Capitalization at 12/31/00	(000s)
Shareholder's Equity	\$ 56
Retained Earnings	\$ 175
Shareholder's Equity	\$ 245
	-----
Net Income (Loss) for the period ended 12/31/00	\$ 158
	-----

- (e) As of December 31, 2000, there was an operating and management agreement between Taweelah and Emirate CMS Power Company of which total fees earned were \$223,622.

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The above-named Claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 28th day of February, 2001.

CMS ENERGY CORPORATION  
A Michigan corporation

[CORPORATE SEAL]

By: /s/Rodger A. Kershner  
-----  
Rodger A. Kershner

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Senior Vice President and  
General Counsel

ATTEST:

/s/Thomas A. McNish  
-----

Thomas A. McNish  
Vice President and Secretary

Name, title, and address of officer to whom notices and correspondence concerning this Statement should be addressed:

Rodger A. Kershner  
Senior Vice President and  
General Counsel  
CMS Energy Corporation  
Fairlane Plaza South  
Suite 1100  
330 Town Center Drive  
Dearborn, Michigan 48126

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EXHIBIT A

A consolidating statement of income and surplus of CMS Energy and its subsidiary companies for the last calendar year, together with a consolidating balance sheet of CMS Energy and its subsidiary companies as of the close of such calendar year is attached.

CMS ENERGY CORPORATION  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In Millions, except Per Share Amounts)

	CMS Energy Corp. (1)	Consumers Energy Company Consol.	CMS Enterprises Company Consol.
Operating Revenue			
Electric utility	\$ -	\$2,676	\$ -
Gas utility	-	1,196	-
Independent power production	-	57	443
Oil and gas exploration and production	-	-	134
Natural gas transmission	-	-	946
Marketing, services and trading	-	-	3,432

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International energy distribution	-	-	265
Other	-	6	24
	-----	-----	-----
Total operating revenue	-	3,935	5,244
	-----	-----	-----
Operating Expenses			
Fuel for electric generation	-	324	84
Purchased power - related parties	-	534	21
Purchased and interchange power	-	402	1,584
Cost of gas sold	-	719	2,158
Other operation expense	8	526	876
Maintenance	-	172	126
Depreciation, depletion and amortization	2	426	209
General taxes	-	197	84
	-----	-----	-----
Total operating expenses	10	3,300	5,142
	-----	-----	-----
Pretax Operating Income (Loss)	(10)	635	102
	-----	-----	-----
Other Income (Deductions)			
Dividends and interest from affiliates	89	10	4
Accretion income	-	2	-
Accretion expense	(26)	(7)	-
Gain on asset sales	12	-	72
Other, net	272	(5)	23
	-----	-----	-----
Total other income (deductions)	347	-	99
	-----	-----	-----
Fixed Charges			
Interest on long-term debt	322	141	128
Other interest	40	44	51
Capitalized interest	(4)	(2)	(4)
Preferred dividends	-	2	5
Preferred securities distributions	59	34	-
	-----	-----	-----
Net fixed charges	417	219	141
	-----	-----	-----
Income (Loss) Before Income Taxes and Minority Interests	(80)	416	60
	-----	-----	-----
Income Taxes	(125)	148	37
	-----	-----	-----
Minority Interests	-	-	3
	-----	-----	-----
Consolidated Net Income (Loss) before Accounting Change and Common Stock Dividends	45	268	20
	-----	-----	-----
Cumulative Effect of Accounting Change	-	-	(5)
	-----	-----	-----

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Consolidated Net Income (Loss) before Common Stock Dividends	45	268	15
Dividends on Common Stock	174	247	-
	-----	-----	-----
Consolidated Net Income (Loss) after Common Stock Dividends	\$ (129)	\$ 21	\$ 15
	=====	=====	=====
Average Number of CMS Energy Common Shares Outstanding			
Basic Earnings Per CMS Energy Average Common Share			
Diluted Earnings Per CMS Energy Average Common Share			

(1) Represents CMS Energy Corporation with Consumers Energy Company and CMS Enterprises Company included on the equity method of accounting.

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CONSUMERS ENERGY COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In Millions)

	Consumers Energy Company (2)	Michigan Gas Storage Company	CMS Engin- eering Co.	CMS Midland Holdings Company	CMS Midland Inc.
Operating Revenue					
Electric	\$2,676	\$ -	\$ -	\$ -	\$ -
Gas	1,191	24	-	-	-
Other	5	-	2	13	44
	-----	-----	-----	-----	-----
Total operating revenue	3,872	24	2	13	44
	-----	-----	-----	-----	-----
Operating Expenses					
Fuel for electric generation	324	-	-	-	-

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Purchased power - related parties	534	-	-	-	-
Purchased and interchange power	402	-	-	-	-
Cost of gas sold	738	-	-	-	-
Other operation expense	517	8	2	-	-
Maintenance	170	2	-	-	-
Depreciation, depletion and amortization	423	2	-	-	1
General taxes	195	2	-	-	-
	-----	-----	-----	-----	-----
Total operating expenses	3,303	14	2	-	1
	-----	-----	-----	-----	-----
Pretax Operating Income	569	10	-	13	43
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Dividends and interest from affiliates	48	-	-	-	-
Accretion income	2	-	-	-	-
Accretion expense	(7)	-	-	-	-
Other, net	39	-	-	-	-
	-----	-----	-----	-----	-----
Total other income (deductions)	82	-	-	-	-
	-----	-----	-----	-----	-----
Interest Charges					
Interest on long-term debt	141	-	-	-	-
Other interest	80	1	-	-	-
Capitalized interest	(2)	-	-	-	-
	-----	-----	-----	-----	-----
Net interest charges	219	1	-	-	-
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes	432	9	-	13	43
	-----	-----	-----	-----	-----
Income Taxes	127	3	-	3	15
	-----	-----	-----	-----	-----
Net Income (Loss)	305	6	-	10	28
	-----	-----	-----	-----	-----
Preferred Stock Dividends	2	-	-	-	-
	-----	-----	-----	-----	-----
Preferred Securities Distribution	34	-	-	-	-
	-----	-----	-----	-----	-----
Net Income (Loss) Available to Common Stockholder	269	6	-	10	28
	-----	-----	-----	-----	-----
Dividends on Common Stock	248	-	-	-	-
	-----	-----	-----	-----	-----
Net Income (Loss) After Common Dividends	\$ 21	\$ 6	\$ -	\$ 10	\$ 28
	=====	=====	=====	=====	=====

(2) Represents Consumers Energy Company, ES Services Company and Consumers EnergyGuard Services, Inc. consolidated with Michigan Gas Storage Company, CMS Midland Holdings Company, CMS Midland, Inc. and CMS Engineering Co. included on the equity method of accounting.

CMS ENTERPRISES COMPANY  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In Millions)

	CMS Enterprises Company (3)	CMS Oil and Gas Co. Consol.	CMS Generation Co. Consol.	CMS Capital Corp.	
Operating Revenue					
Oil and gas exploration and production	\$ -	\$ 154	\$ -	\$ -	\$ -
Independent power production	-	-	321	-	-
Natural gas transmission	-	-	-	-	-
Marketing, services and trading	-	-	-	-	-
International energy dist.	-	-	-	-	-
Other	4	-	-	18	-
	-----	-----	-----	-----	-----
Total operating revenue	4	154	321	18	-
	-----	-----	-----	-----	-----
Operating Expenses					
Fuel for electric generation	-	-	46	-	-
Purchased power - related parties	-	-	-	-	-
Purchased and interchange power	-	-	-	-	-
Cost of gas sold	-	-	-	-	-
Other operation expense	16	78	446	3	-
Maintenance	-	3	7	-	-
Depreciation, depletion and amortization	2	37	25	-	-
General taxes	2	5	5	-	-
	-----	-----	-----	-----	-----
Total operating expenses	20	123	529	3	-
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	(16)	31	(208)	15	-
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Dividends and interest from affiliates	5	1	2	34	-
Gain on asset sales	-	38	42	-	-
Other, net	38	-	2	1	-
	-----	-----	-----	-----	-----
Total other income (deductions)	43	39	46	35	-
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	9	26	1	-
Other interest	2	6	26	41	-

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Capitalized interest	(2)	-	(36)	-
Preferred dividends	5	-	-	-
	-----	-----	-----	-----
Net fixed charges	5	15	16	42
	-----	-----	-----	-----
Income (Loss) Before Income Taxes and Minority Interests	22	55	(178)	8
Income Taxes	5	(1)	(40)	3
Minority Interests	-	-	1	-
	-----	-----	-----	-----
Net Income (Loss) Before Accounting Change	17	56	(139)	5
Cumulative Effect of Accounting Change	-	(5)	-	-
	-----	-----	-----	-----
Net Income (Loss)	\$ 17	\$ 51	\$ (139)	\$ 5
	=====	=====	=====	=====

(Continued on Following Page)

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CMS ENTERPRISES COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	CMS Electric & Gas Company	CMS Oper. S.A. Consol.	CMS Dist. Power LLC	Inter- company Elimina- tions	C Ente Com Con
Operating Revenue					
Oil and gas exploration and production	\$ -	\$ -	\$ -	\$ (20)	\$
Independent power production	-	138	-	(16)	
Natural gas transmission	-	-	-	(136)	
Marketing, services and trading	-	-	-	(38)	3,
International energy dist.	265	-	-	-	

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Other	-	-	6	(5)	
	-----	-----	-----	-----	-----
Total operating revenue	265	138	6	(215)	5,
	-----	-----	-----	-----	-----
Operating Expenses					
Fuel for electric generation	-	62	-	(24)	
Purchased power - related parties	-	-	-	-	
Purchased and interchange power	101	26	-	-	1,
Cost of gas sold	-	-	-	(185)	2,
Other operation expense	64	13	3	(9)	
Maintenance	4	7	-	-	
Depreciation, depletion and amortization	32	17	1	-	
General taxes	42	-	-	-	
	-----	-----	-----	-----	-----
Total operating expenses	243	125	4	(218)	5,
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	22	13	2	3	
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Dividends and interest from affiliates	-	-	-	(49)	
Gain on asset sales	(8)	-	-	-	
Other, net	10	2	-	(35)	
	-----	-----	-----	-----	-----
Total other income (deductions)	2	2	-	(84)	
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	1	6	-	-	
Other interest	10	-	-	(49)	
Capitalized interest	(1)	-	-	-	
Preferred dividends	-	-	-	-	
	-----	-----	-----	-----	-----
Net fixed charges	10	6	-	(49)	
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes and Minority Interests	14	9	2	(3)	
	-----	-----	-----	-----	-----
Income Taxes	7	2	1	-	
	-----	-----	-----	-----	-----
Minority Interests	(2)	1	-	3	
	-----	-----	-----	-----	-----
Net Income (Loss) Before Accounting Change	9	6	1	(35)	
	-----	-----	-----	-----	-----
Cumulative Effect of Accounting Change	-	-	-	-	
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ 9	\$ 6	\$ 1	\$ (35)	\$
	=====	=====	=====	=====	=====

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- (3) Represents CMS Enterprises Company, Monarch Management Corporation, CMS Resource Development Company, CMS Comercializadora de Energia S.A., CMS Energy Asia Private Limited, CMS Energy South America Company and CMS Energy UK Limited consolidated with CMS Oil and Gas Company, CMS Generation Company, CMS Land Company, CMS Operating S.A., CMS Distributed Power LLC, CMS Marketing, Services and Trading Company, CMS Gas Transmission Company, CMS Electric and Gas Company and CMS Capital Corporation included on the equity method of accounting.

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CMS OIL AND GAS COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In Millions)

	CMS Oil and Gas Company (4)	CMS O&G Alba LDC	CMS Oil & Gas International Co. Consol.	Terra Energy, Ltd.	CMS Oil & Gas Ecuador LDC
Operating Revenue					
Oil and gas exploration and production	\$ (4)	\$ 5	\$ 47	\$ 4	\$ 17
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	(4)	5	47	4	17
	-----	-----	-----	-----	-----
Operating Expenses					
Other operation expense	37	1	15	1	4
Maintenance	1	-	2	-	-
Depreciation, depletion and amortization	12	1	9	1	2
General taxes	5	-	-	-	-
	-----	-----	-----	-----	-----
Total operating expenses	55	2	26	2	6
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	(59)	3	21	2	11
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	1	-	-	-	-
Gain (loss) on asset sales	(1)	-	-	-	-
Other, net	102	1	(1)	-	-
	-----	-----	-----	-----	-----
Total other income (deductions)	102	1	(1)	-	-
	-----	-----	-----	-----	-----

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Fixed Charges					
Interest on long-term debt	8	1	-	-	-
Other interest	6	-	-	-	-
Capitalized interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	14	1	-	-	-
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes	29	3	20	2	11
	-----	-----	-----	-----	-----
Income Taxes	(26)	-	7	-	4
	-----	-----	-----	-----	-----
Net Income (Loss) Before Accounting Change	55	3	13	2	7
	-----	-----	-----	-----	-----
Cumulative Effect of Accounting Change	(5)	-	-	-	-
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ 50	\$ 3	\$ 13	\$ 2	\$ 7
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS OIL AND GAS COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	CMS Oil & Gas E.G. LDC	Explota- ciones CMS Oil & Gas Co.	CMS Oil & Gas E.G. Ltd.	CMS Oil & Gas Int'l Ltd.	Inter- company Elimina- tions
Operating Revenue					
Oil and gas exploration and production	\$ 2	\$ 12	\$ 32	\$ -	\$ -
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	2	12	32	-	-
	-----	-----	-----	-----	-----
Operating Expenses					
Other operation expense	1	4	7	-	-
Maintenance	-	-	-	-	-
Depreciation, depletion and amortization	-	2	1	-	-
General taxes	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating expenses	1	6	8	-	-
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	1	6	24	-	-

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Other Income (Deductions)	-----	-----	-----	-----	-----
Interest from affiliates	-	-	-	1	(1)
Gain (loss) on asset sales	-	-	-	39	-
Other, net	-	-	-	-	(101)
	-----	-----	-----	-----	-----
Total other income (deductions)	-	-	-	40	(102)
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	-	-	-	-
Other interest	-	-	-	1	(1)
Capitalized interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	-	-	-	1	(1)
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes	1	6	24	39	(101)
	-----	-----	-----	-----	-----
Income Taxes	-	2	6	-	-
	-----	-----	-----	-----	-----
Net Income (Loss) Before Accounting Change	1	4	18	39	(101)
	-----	-----	-----	-----	-----
Cumulative Effect of Accounting Change	-	-	-	-	-
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ 1	\$ 4	\$ 18	\$ 39	\$ (101)
	=====	=====	=====	=====	=====

(4) Represents CMS Oil and Gas Company and CMS Oil and Gas Pipeline Company consolidated with CMS Oil and Gas International Company included on the equity method of accounting.

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CMS OIL AND GAS INTERNATIONAL COMPANY  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In Millions)

	CMS Oil and Gas International Co. (5)	CMS NOMECO Int'l Congo Hld., Inc.	CMS Oil & Gas Int'l. Tunisia, Inc.	Inter- Company Elimina- tions	CMS Oil & Gas Inter. Inc. Consol.
Operating Revenue					
Oil and gas exploration and production	\$ -	\$ 30	\$ 17	\$ -	\$ 47
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	-	30	17	-	47
	-----	-----	-----	-----	-----
Operating Expenses					

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Other operation expense	1	11	3	-	15
Maintenance	-	2	-	-	2
Depreciation, depletion and amortization	-	7	2	-	9
General taxes	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating expenses	1	20	5	-	26
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	(1)	10	12	-	21
	-----	-----	-----	-----	-----
Other Income (Deductions)	13	(1)	-	(13)	(1)
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	-	-	-	-
Other interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	-	-	-	-	-
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes	12	9	12	(13)	20
	-----	-----	-----	-----	-----
Income Taxes	-	3	4	-	7
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ 12	\$ 6	\$ 8	\$ (13)	\$ 13
	=====	=====	=====	=====	=====

(5) Represents CMS Oil and Gas International Company and CMS Oil and Gas Cameroon Ltd. consolidated.

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CMS GENERATION COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In Millions)

	CMS Generation Co. (6)	CMSG Altoona Company	CMSG Filer City Inc.	HYDRA-CO Enter- prises, Consol.	CMSG Grayling Holdings Company
Operating Revenue					
Independent power production	\$ 35	\$ -	\$ 4	\$ 35	\$ 1
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	35	-	4	35	1
	-----	-----	-----	-----	-----
Operating Expenses					
Fuel for electric generation Purchased and interchange power	-	-	-	5	-
Other operation expense	52	-	-	3	-
Maintenance	-	-	-	3	-
Depreciation, depletion and amortization	4	-	-	3	2

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General taxes	1	-	-	1	-
	-----	-----	-----	-----	-----
Total operating expenses	57	-	-	15	2
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	(22)	-	4	20	(1)
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	-	2	-	1	-
Gain on asset sales	-	-	-	42	-
Other, net	(224)	-	-	1	-
	-----	-----	-----	-----	-----
Total other income (deductions)	(224)	2	-	44	-
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	-	-	7	-
Other interest	11	-	-	-	-
Capitalized interest	(22)	-	-	-	-
	-----	-----	-----	-----	-----
Fixed charges	(11)	-	-	7	-
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes and Minority Interests	(235)	2	4	57	(1)
	-----	-----	-----	-----	-----
Income Taxes	(96)	1	1	23	(1)
	-----	-----	-----	-----	-----
Minority Interests	-	-	-	-	-
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ (139)	\$ 1	\$ 3	\$ 34	\$ -
	=====	=====	=====	=====	=====

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CMS GENERATION COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	CMSG Holdings Company	CMS Generation S.A.	CMSG Inv Co. III	Mid- Michigan Recycling L.L.C.	CMSG Inv. Co. I Consol.
Operating Revenue					
Independent power production	\$ -	\$ (3)	\$ 1	\$ 5	\$ 176
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	-	(3)	1	5	176
	-----	-----	-----	-----	-----
Operating Expenses					
Fuel for electric generation Purchased and interchange	-	-	-	1	39

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power	-	-	-	-	-
Other operation expense	-	(2)	-	3	347
Maintenance	-	-	-	-	2
Depreciation, depletion and amortization	-	-	-	1	11
General taxes	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating expenses	-	(2)	-	5	399
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	-	(1)	1	-	(223)
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	1	-	-	-	-
Gain on asset sales	-	-	-	-	-
Other, net	-	-	-	-	1
	-----	-----	-----	-----	-----
Total other income (deductions)	1	-	-	-	1
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	-	-	-	19
Other interest	-	-	-	-	3
Capitalized interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	-	-	-	-	22
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes and Minority Interests	1	(1)	1	-	(244)
Income Taxes	1	-	-	-	30
Minority Interests	-	-	-	-	1
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ -	\$ (1)	\$ 1	\$ -	\$ (275)
	=====	=====	=====	=====	=====

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CMS GENERATION COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	Dearborn Indust. Generation LLC	Dearborn Generation Operating LLC	Inter- company Elimina- tions	CMS Generation Company Consol.
Operating Revenue				
Independent power production	\$ 45	\$ 5	\$ (3)	\$ 321
Other	-	-	-	-

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Total operating revenue	45	5	(3)	321
Operating Expenses				
Fuel for electric generation	-	1	-	46
Purchased and interchange power	-	-	-	-
Other operation expense	40	3	(3)	446
Maintenance	1	-	-	7
Depreciation, depletion and amortization	2	-	-	25
General taxes	2	-	-	5
Total operating expenses	45	4	(3)	529
Pretax Operating Income (Loss)	-	1	-	(208)
Other Income (Deductions)				
Interest from affiliates	-	-	(2)	2
Gain on asset sales	-	-	-	42
Other, net	-	-	224	2
	-	-	222	46
Fixed Charges				
Interest on long-term debt	-	-	-	26
Other interest	14	-	(2)	26
Capitalized Interest	(14)	-	-	(3)
Net fixed charges	-	-	(2)	16
Income (Loss) Before Income Taxes and Minority Interests	-	1	224	(178)
Income Taxes	-	-	-	(40)
Minority Interests	-	-	-	1
Net Income (Loss)	\$ -	\$ 1	\$ 224	\$ (139)

(6) Represents CMS Generation Company, CMSG Filer City Operating Company, CMSG Grayling Company, CMSG Genesee Company, CMSG Recycling Company, CMSG Lyonsdale Company, CMSG Chateaugay Company, CMSG Mon Valley Company, CMSG Honey Lake Company, CMS Centrales Termicas S.A., Taweelah A2 Operating Company and CMSG Montreal Company consolidated with HYDRA-CO Enterprises, Inc. and CMSG Investment Company I included on the equity method of accounting.

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HYDRA-CO ENTERPRISES, INC.  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In Millions)

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	HYDRA-CO Enter- prises, Inc. (7)	CMS Generation Oper. Co. II	HCE Hudson, Inc.	HCE Rockport- Diesel, Inc.	Lakewood Cogen. L.P.
Operating Revenue					
Independent power production	\$ 3	\$ 1	\$ 3	\$ 4	\$ 24
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	3	1	3	4	24
	-----	-----	-----	-----	-----
Operating Expenses					
Fuel for electric generation	-	-	-	-	5
Other operation expense	-	-	-	-	3
Maintenance	1	-	-	-	2
Depreciation, depletion and amortization	-	-	-	-	3
General taxes	-	-	-	-	1
	-----	-----	-----	-----	-----
Total operating expenses	1	-	-	-	14
	-----	-----	-----	-----	-----
Pretax Operating Income	2	1	3	4	10
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	1	-	-	-	-
Gain on asset sales	41	-	1	-	-
Other, net	6	-	-	-	-
	-----	-----	-----	-----	-----
Total other income (deductions)	48	-	1	-	-
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	-	-	-	7
Other interest	-	-	-	-	-
Capitalized interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	-	-	-	-	7
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes	50	1	4	4	3
	-----	-----	-----	-----	-----
Income Taxes	20	-	1	2	-
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ 30	\$ 1	\$ 3	\$ 2	\$ 3
	=====	=====	=====	=====	=====

(7) Represents HYDRA-CO Enterprises, Inc., CMSG Stratton Company, HCE-Appomattox, Inc., HCE-Jamaica Development, Inc., HCE-Lakewood, Inc., HCO-Jamaica, Inc., HCE-Imperial Valley, Inc. and New Bern Energy Recovery, Inc. consolidated.

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For the Year Ended December 31, 2000  
(In Millions)

	CMSG Inv. Co. I (8)	CMSG Jeguru- padu I/II LDC	CMSG Taweelah LDC	CMSG Cebu LDC	CMSG Loy Yang Holdings 1 Ltd.
Operating Revenue					
Independent power production	\$ 68	\$ 1	\$ (1)	\$ 2	\$ (2)
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	68	1	(1)	2	(2)
	-----	-----	-----	-----	-----
Operating Expenses					
Fuel for electric generation	26	-	-	-	-
Other operation expense	8	-	2	-	161
Maintenance	-	-	-	-	-
Depreciation, depletion and amortization	10	1	-	-	-
General taxes	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating expenses	44	1	2	-	161
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	24	-	(3)	2	(163)
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	-	-	-	-	-
Other, net	(274)	-	-	-	-
	-----	-----	-----	-----	-----
Total other income (deductions)	(274)	-	-	-	-
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	19	-	-	-	-
Other interest	3	-	-	-	-
Capitalized interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	22	-	-	-	-
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes and Minority Interests	(272)	-	(3)	2	(163)
	-----	-----	-----	-----	-----
Income Taxes	-	-	-	-	12
	-----	-----	-----	-----	-----
Minority Interests	-	-	-	-	-
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ (272)	\$ -	\$ (3)	\$ 2	\$ (175)
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION INVESTMENT COMPANY I  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	CMS Takoradi Invest. Co.	Monetize Limited	Jorf Lasfar Handels- bolag HB	Jorf Lasfar Energi- aktiebolag	Jorf Lasfar PE Aktie.
Operating Revenue					
Independent power production	\$ 41	\$ 6	\$ 2	\$ 29	\$ 27
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	41	6	2	29	27
	-----	-----	-----	-----	-----
Operating Expenses					
Fuel for electric generation	13	-	-	-	-
Other operation expense	10	-	-	-	-
Maintenance	2	-	-	-	-
Depreciation, depletion and amortization	-	-	-	-	-
General taxes	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating expenses	25	-	-	-	-
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	16	6	2	29	27
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	-	-	-	-	-
Other, net	-	-	-	-	-
	-----	-----	-----	-----	-----
Total other income (deductions)	-	-	-	-	-
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	-	-	-	-
Other interest	-	-	-	-	-
Capitalized Interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	-	-	-	-	-
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes and Minority Interests	16	6	2	29	27
	-----	-----	-----	-----	-----
Income Taxes	5	-	-	-	-
	-----	-----	-----	-----	-----
Minority Interests	1	-	-	-	-
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ 10	\$ 6	\$ 2	\$ 29	\$ 27
	=====	=====	=====	=====	=====

(8) Represents CMSG Investment Company I, CMSG Investment Company II, CMSG Investment Company IV and CMSG Pinamucan LDC consolidated.

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CMS GAS TRANSMISSION COMPANY  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In Millions)

	CMS Gas Transmission Company (9)	CMS Antrim Company	CMS Marysville Gas Liquids Company	CMS Gas Argentina Company	CMS Jackson Pipeline Company
Operating Revenue					
Natural gas transmission	\$ 9	\$ 12	\$ 17	\$ 12	\$ 2
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	9	12	17	12	2
	-----	-----	-----	-----	-----
Operating Expenses					
Cost of gas sold	-	-	-	-	-
Other operation expense	9	2	10	-	-
Maintenance	1	-	1	-	-
Depreciation, depletion and amortization	1	3	1	1	-
General taxes	1	1	1	-	-
	-----	-----	-----	-----	-----
Total operating expenses	12	6	13	1	-
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	(3)	6	4	11	2
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	2	-	-	-	-
Other, net	96	-	-	-	-
	-----	-----	-----	-----	-----
Total other income (deductions)	98	-	-	-	-
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	2	-	-	1
Other interest	2	-	-	-	-
Capitalized interest	(4)	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	(2)	2	-	-	1
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes	97	4	4	11	1
	-----	-----	-----	-----	-----
Income Taxes	3	1	2	-	-
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ 94	\$ 3	\$ 2	\$ 11	\$ 1
	=====	=====	=====	=====	=====

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CMS GAS TRANSMISSION COMPANY  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	CMS Golds- field GT Aust. Pty. Ltd.	Western Australia Gas Tran Co. I	CMS Gas Trans. of Australia Hold Co.	CMS Field Services, Inc. Consol.	Grand Lacs Limited Part.
Operating Revenue					
Natural gas transmission	\$ 4	\$ 3	\$ 9	\$ 524	\$ 2
Other	-	-	-	-	-
Total operating revenue	4	3	9	524	2
Operating Expenses					
Cost of gas sold	-	-	3	475	-
Other operation expense	-	-	3	17	1
Maintenance	-	-	-	5	-
Depreciation, depletion and amortization	-	-	2	15	-
General taxes	-	-	-	1	-
Total operating expenses	-	-	8	513	1
Pretax Operating Income (Loss)	4	3	1	11	1
Other Income (Deductions)					
Interest from affiliates	-	-	-	1	-
Other, net	-	-	1	2	-
Total other income (deductions)	-	-	1	3	-
Fixed Charges					
Interest on long-term debt	-	-	-	-	-
Other interest	-	1	-	5	-
Capitalized interest	-	-	-	-	-
Net fixed charges	-	1	-	5	-
Income (Loss) Before Income Taxes	4	2	2	9	1
Income Taxes	-	2	-	4	-
Net Income (Loss)	\$ 4	\$ -	\$ 2	\$ 5	\$ 1

(9) Represents CMS Gas Transmission Company, CMS Saginaw Bay Company, CMS Saginaw Bay Lateral Company, CMS Gas Transmission del Sur Company and Tristate Pipeline LLC consolidated with CMS Field Services, Inc. and

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Panhandle Eastern Pipe Line Company included on the equity method of accounting.

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PANHANDLE EASTERN PIPE LINE COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2000  
(In Millions)

	Panhandle Eastern Pipe Line Company (10)	Trunkline Gas Company	Trunkline LNG Company	Pan Gas Storage Company	Inter- Company Elimina- tions
Operating Revenue					
Natural gas transmission	\$ 332	\$ 164	\$ 40	\$ 43	\$ (96)
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	332	164	40	43	(96)
	-----	-----	-----	-----	-----
Operating Expenses					
Cost of gas sold	-	-	-	-	-
Other operation expense	104	39	10	3	(43)
Maintenance	49	42	5	2	-
Depreciation, depletion and amortization	36	21	-	8	-
General taxes	13	7	1	2	-
	-----	-----	-----	-----	-----
Total operating expenses	202	109	16	15	(43)
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	130	55	24	28	(53)
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	25	-	-	-	(17)
Other, net	-	-	-	-	-
	-----	-----	-----	-----	-----
Total other income (deductions)	25	-	-	-	(17)
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	82	-	-	-	-
Other interest	1	19	-	-	(17)
Capitalized interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	83	19	-	-	(17)
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes	72	36	24	28	(53)
	-----	-----	-----	-----	-----
Income Taxes	8	14	10	11	-
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ 64	\$ 22	\$ 14	\$ 17	\$ (53)

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(10) Represents Panhandle Eastern Pipe Line Company, Sea Robin Pipeline Company, CMS Panhandle Eastern Resources, Inc., CMS Panhandle Storage Company, Trunkline Field Services Company and CMS Trunkline Pipeline Holdings, Inc. consolidated.

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CMS FIELD SERVICES, INC.  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In Millions)

	CMS Field Services, Inc. (11)	CMS/Taurus Holdings Company, Inc.	CMS Gas Processing, LLC	CMS Laverne Gas Proc., LLC	CMS Nat. Gas Gathering LLC
Operating Revenue					
Natural gas transmission	\$ 295	\$ 32	\$ 116	\$ 5	\$ 7
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	295	32	116	5	7
	-----	-----	-----	-----	-----
Operating Expenses					
Cost of gas sold	288	20	111	4	-
Other operation expense	6	3	2	-	2
Maintenance	1	1	1	-	2
Depreciation, depletion and amortization	1	2	3	-	4
General taxes	-	1	-	-	-
	-----	-----	-----	-----	-----
Total operating expenses	296	27	117	4	8
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	(1)	5	(1)	1	(1)
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	1	-	-	-	-
Other, net	2	-	-	-	-
	-----	-----	-----	-----	-----
Total other income (deductions)	3	-	-	-	-
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	-	-	-	-
Other interest	5	-	-	-	-
Capitalized interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	5	-	-	-	-
	-----	-----	-----	-----	-----

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Income (Loss) Before Income Taxes	(3)	5	(1)	1	(1)
Income Taxes	4	-	-	-	-
Net Income (Loss)	<u>\$ (7)</u>	<u>\$ 5</u>	<u>\$ (1)</u>	<u>\$ 1</u>	<u>\$ (1)</u>

(Continued on Following Page)

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CMS FIELD SERVICES, INC.  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	Heritage Gas Gathering LLC	Roaring Creek Gas Svcs. LLC	Inter- Company Elimina- tions	CMS Field Services, Inc. Consol.
Operating Revenue				
Natural gas transmission	\$ 20	\$ 5	\$ -	\$ 524
Other	-	-	-	-
Total operating revenue	<u>20</u>	<u>5</u>	<u>-</u>	<u>524</u>
Operating Expenses				
Cost of gas sold	17	5	-	475
Other operation expense	1	-	-	17
Maintenance	-	-	-	5
Depreciation, depletion and amortization	1	-	-	15
General taxes	-	-	-	1
Total operating expenses	<u>19</u>	<u>5</u>	<u>-</u>	<u>513</u>
Pretax Operating Income (Loss)	<u>1</u>	<u>-</u>	<u>-</u>	<u>11</u>
Other Income (Deductions)				
Interest from affiliates	-	-	-	1
Other, net	-	-	-	2
Total other income (deductions)	<u>-</u>	<u>-</u>	<u>-</u>	<u>3</u>
Fixed Charges				
Interest on long-term debt	-	-	-	-
Other interest	-	-	-	5
Capitalized interest	-	-	-	-

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Net fixed charges	-	-	-	5
	-----	-----	-----	-----
Income (Loss) Before Income Taxes	1	-	-	9
Income Taxes	-	-	-	4
	-----	-----	-----	-----
Net Income (Loss)	\$ 1	\$ -	\$ -	\$ 5
	=====	=====	=====	=====

(11) Represents CMS Field Services, Inc., CMS Spearman Gas Processing LLC, CMS Oklahoma Natural Gas Gathering LLC and CMS Hydrocarbons LLC consolidated.

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CMS OPERATING S.A.  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2000  
 (In Millions)

	CMS Operating S.A. (12)	Centrales Termicas Mendoza S.A.	CMS Ensenada S.A.	Inter- company Elimina- tions	CMS Operating S.A. Consol.
Operating Revenue					
Independent power production	\$ 2	\$ 91	\$ 45	\$ -	\$ 138
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating revenue	2	91	45	-	138
	-----	-----	-----	-----	-----
Operating Expenses					
Fuel for electric generation Purchased and interchange power	-	38	24	-	62
Other operation expense	-	23	3	-	26
Maintenance	1	8	4	-	13
Depreciation, depletion and amortization	-	5	2	-	7
General taxes	2	11	4	-	17
	-	-	-	-	-
	-----	-----	-----	-----	-----
Total operating expenses	3	85	37	-	125
	-----	-----	-----	-----	-----
Pretax Operating Income	(1)	6	8	-	13
	-----	-----	-----	-----	-----
Other Income (Deductions)	11	3	-	(12)	2
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	-	6	-	6
Other interest	-	-	-	-	-
Capitalized Interest	-	-	-	-	-
	-----	-----	-----	-----	-----
Net fixed charges	-	-	6	-	6
	-----	-----	-----	-----	-----
Income (Loss) Before Income Taxes and Minority Interests	10	9	2	(12)	9

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Income Taxes	5	(4)	1	-	2
Minority Interests	-	1	-	-	1
Net Income (Loss)	<u>\$ 5</u>	<u>\$ 12</u>	<u>\$ 1</u>	<u>\$ (12)</u>	<u>\$ 6</u>

(12) Represents CMS Operating S.A. and Cuyana S.A. de Inversiones consolidated.

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CMS ENERGY CORPORATION  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)

	CMS Energy Corp. (1)	Consumers Energy Company Consol.	CMS Enterprises Company Consol.	Inter-company Eliminations	CMS Energy Corporation Consol.
Plant and Property (At Cost)					
Electric	\$ -	\$7,241	\$ -	\$ -	\$ 7,241
Gas	-	2,503	-	-	2,503
Natural gas transmission	-	-	2,191	-	2,191
Oil and gas properties	-	-	630	-	630
Independent power production	-	-	398	-	398
International energy dist.	-	-	258	-	258
Other	26	23	56	-	105
	<u>26</u>	<u>9,767</u>	<u>3,533</u>	<u>-</u>	<u>13,326</u>
Less accumulated depreciation, depletion and amortization	9	5,768	475	-	6,252
	<u>17</u>	<u>3,999</u>	<u>3,058</u>	<u>-</u>	<u>7,074</u>
Construction work-in-progress	6	279	476	-	761
	<u>23</u>	<u>4,278</u>	<u>3,534</u>	<u>-</u>	<u>7,835</u>
Investments					
Associated companies	7,128	86	63	(7,277)	-
Independent power production	-	-	924	-	924
Natural gas transmission	-	-	436	-	436
International energy dist.	-	-	63	-	63
First Midland Limited Partnership	-	245	-	-	245
Midland Cogeneration Venture	-	290	-	-	290
Other	(1)	-	59	-	58
	<u>7,127</u>	<u>621</u>	<u>1,545</u>	<u>(7,277)</u>	<u>2,016</u>

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Current Assets

Cash and temporary cash investments	8	21	153	-	182
Accounts/notes receivable	113	70	1,312	(321)	1,174
Accrued revenues	-	266	-	-	266
Inventories to average cost					
Gas in underground storage	-	271	26	-	297
Materials and supplies	-	66	58	-	124
Generating plant fuel stock	-	46	-	-	46
Deferred income taxes	9	2	28	-	39
Prepayments and other	7	168	146	-	321
	-----	-----	-----	-----	-----
	137	910	1,723	(321)	2,449
	-----	-----	-----	-----	-----

Non-current Assets

Goodwill, net	-	-	891	-	891
Securitization costs	-	709	-	-	709
Nuclear decommissioning trust funds	-	611	-	-	611
Notes receivable-related parties	-	-	155	-	155
Postretirement benefits	3	232	5	-	240
Abandoned Midland project	-	22	-	-	22
Other	1,172	390	740	(1,379)	923
	-----	-----	-----	-----	-----
	1,175	1,964	1,791	(1,379)	3,551
	-----	-----	-----	-----	-----
Total Assets	\$8,462	\$7,773	\$8,593	\$(8,977)	\$15,851
	=====	=====	=====	=====	=====

(1) Represents CMS Energy Corporation with Consumers Energy Company and CMS Enterprises Company included on the equity method of accounting.

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CMS ENERGY CORPORATION  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)

	CMS Energy Corp. (1)	Consumers Energy Company Consol.	CMS Enterprises Company Consol.	Inter-company Eliminations	CMS Enterprises Company Consol.
Capitalization					
Common Stockholders' Equity					
Common stock	\$ 1	\$ 841	\$ -	\$ (841)	\$ -
Other paid-in-capital	3,150	646	5,595	(6,455)	2,936
Currency translation	(254)	-	(240)	240	(254)
Revaluation capital	(2)	33	16	(49)	(2)
Retained earnings	(320)	506	(485)	(21)	(320)

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	-----	-----	-----	-----	-----
Preferred stock	2,575	2,026	4,886	(7,126)	2,366
	125	44	-	(125)	4
Company-obligated mandatorily redeemable preferred securities of:					
Consumers Power Company					
Financing I	-	100	-	-	100
Consumers Energy Company					
Financing II	-	120	-	-	120
Consumers Energy Company					
Financing III	-	175	-	-	175
Company-obligated convertible Trust Preferred Securities of					
CMS Energy Trust I	173	-	-	-	173
CMS Energy Trust II	301	-	-	-	301
CMS Energy Trust III	220	-	-	-	220
Long-term debt	4,342	2,110	1,640	(1,322)	6,770
Non-current capital leases	-	49	5	-	5
	-----	-----	-----	-----	-----
	7,736	4,624	6,531	(8,573)	10,318
	-----	-----	-----	-----	-----
Minority Interests	-	-	88	-	88
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	458	175	16	-	649
Current capital leases	-	56	2	-	58
Notes payable	34	403	41	(75)	403
Accounts payable	6	254	793	(29)	1,024
Accounts payable - related parties	1	67	128	(126)	70
Accrued interest	99	41	41	(22)	159
Accrued taxes	80	247	26	(44)	309
Other	19	212	301	(2)	530
	-----	-----	-----	-----	-----
	697	1,455	1,348	(298)	3,202
	-----	-----	-----	-----	-----
Non-current Liabilities					
Deferred income taxes	-	716	117	(84)	749
Postretirement benefits	21	366	50	-	437
Deferred investment tax credit	-	109	1	-	110
Regulatory liabilities for income taxes, net	-	246	-	-	246
Other	8	257	458	(22)	701
	-----	-----	-----	-----	-----
	29	1,694	626	(106)	2,243
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$8,462	\$7,773	\$8,593	\$ (8,977)	\$15,851
	=====	=====	=====	=====	=====

(1) Represents CMS Energy Corporation and Consumers Energy Company and CMS Enterprises Company included on the equity method of accounting.

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December 31, 2000

(In Millions)

	Consumers Energy Company (2)	Michigan Gas Storage Company	ES Services Company	CMS Midland Holdings Company	CMS Midland Inc.
<b>Plant and Property (At Cost)</b>					
Electric	\$7,241	\$ -	\$ -	\$ -	\$ -
Gas	2,385	118	-	-	-
Other	23	-	-	-	-
	-----	-----	-----	-----	-----
	9,649	118	-	-	-
Less accumulated depreciation, depletion and amortization	5,711	57	-	-	-
	-----	-----	-----	-----	-----
	3,938	61	-	-	-
Construction work-in-progress	277	2	-	-	-
	-----	-----	-----	-----	-----
	4,215	63	-	-	-
	-----	-----	-----	-----	-----
<b>Investments</b>					
Associated companies	516	-	-	-	-
First Midland Limited Partnership	-	-	-	245	-
Midland Cogeneration Venture	-	-	-	-	290
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	516	-	-	245	290
	-----	-----	-----	-----	-----
<b>Current Assets</b>					
Cash and temporary cash investments	20	-	1	-	-
Accounts/notes receivable	75	3	-	-	10
Accrued revenues	266	-	-	-	-
Inventories to average cost					
Gas in underground storage	271	-	-	-	-
Materials and supplies	66	-	-	-	-
Generating plant fuel stock	46	-	-	-	-
Deferred income taxes	(16)	-	-	18	-
Prepayments and other	168	-	-	-	-
	-----	-----	-----	-----	-----
	896	3	1	18	10
	-----	-----	-----	-----	-----
<b>Non-current Assets</b>					
Securitization costs	709	-	-	-	-
Nuclear decommissioning trust funds	611	-	-	-	-
Postretirement benefits	228	4	-	-	-
Abandoned Midland project	22	-	-	-	-
Other	796	1	-	-	-
	-----	-----	-----	-----	-----
	2,366	5	-	-	-
	-----	-----	-----	-----	-----
<b>Total Assets</b>	<b>\$7,993</b>	<b>\$ 71</b>	<b>\$ 1</b>	<b>\$ 263</b>	<b>\$ 300</b>

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- (2) Represents Consumers Energy Company, CMS Engineering Company, Consumers EnergyGuard Services, Inc. and MEC Development Corporation consolidated with Michigan Gas Storage Company, CMS Midland Holdings Company, CMS Midland, Inc. and Huron Hydrocarbons, Inc. included on the equity method of accounting.

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CONSUMERS ENERGY COMPANY  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)

	Consumers Energy Company (2)	Michigan Gas Storage Company	ES Services Company	CMS Midland Holdings Company	CMS Midland Inc.
<b>Capitalization</b>					
Common Stockholders' Equity					
Common stock	\$ 841	\$ 15	\$ -	\$ -	\$ -
Other paid-in-capital	658	-	1	43	167
Revaluation capital	33	-	-	-	-
Retained earnings	506	36	-	32	124
	-----	-----	-----	-----	-----
	2,038	51	1	75	291
Preferred stock	44	-	-	-	-
Company-obligated mandatorily redeemable preferred securities of:					
Consumers Power Company					
Financing I	100	-	-	-	-
Consumers Energy Company					
Financing II	120	-	-	-	-
Consumers Energy Company					
Financing III	175	-	-	-	-
Long-term debt	2,517	-	-	-	-
Non-current capital leases	49	-	-	-	-
	-----	-----	-----	-----	-----
	5,043	51	1	75	291
<b>Current Liabilities</b>					
Current portion of long-term debt					
	175	-	-	-	-
Current capital leases	56	-	-	-	-
Notes payable	413	5	-	-	-
Accounts payable	250	4	-	-	-
Accounts payable - related parties					
	69	1	-	-	-
Accrued interest	41	-	-	-	-
Accrued taxes	236	-	-	12	(1)
Other	212	-	-	-	-
	-----	-----	-----	-----	-----

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	1,452	10	-	12	(1)
	-----	-----	-----	-----	-----
Non-current Liabilities					
Deferred income taxes	542	6	-	159	9
Postretirement benefits	362	4	-	-	-
Deferred investment tax credit	91	-	-	17	1
Regulatory liabilities for					
income taxes, net	246	-	-	-	-
Other	257	-	-	-	-
	-----	-----	-----	-----	-----
	1,498	10	-	176	10
	-----	-----	-----	-----	-----
Total Stockholders' Equity					
and Liabilities	\$7,993	\$ 71	\$ 1	\$ 263	\$ 300
	=====	=====	=====	=====	=====

- (2) Represents Consumers Energy Company, CMS Engineering Company, Consumers EnergyGuard Services, Inc. and MEC Development Corporation consolidated with Michigan Gas Storage Company, CMS Midland Holdings Company, CMS Midland, Inc. and Huron Hydrocarbons, Inc. included on the equity method of accounting.

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CMS ENTERPRISES COMPANY  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)

	CMS Enterprises Company (3)	CMS Oil and Gas Co. Consol.	CMS Generation Co. Consol.	CMS Resource Dev. Co.	CMS Land Company
Plant and Property (At Cost)					
Oil and gas properties	\$ -	\$ 630	\$ -	\$ -	\$ -
Natural gas transmission	-	-	-	-	-
Independent power production	-	-	83	-	-
International energy dist.	-	-	-	-	-
Other	4	-	-	4	15
	-----	-----	-----	-----	-----
	4	630	83	4	15
Less accumulated depreciation, depletion and amortization	3	164	6	-	-
	-----	-----	-----	-----	-----
	1	466	77	4	15
Construction work-in-progress	-	-	385	-	-
	-----	-----	-----	-----	-----
	1	466	462	4	15
	-----	-----	-----	-----	-----
Investments					
Associated companies	4,938	-	-	-	-
Independent power production	-	-	924	-	-
Natural gas transmission	-	-	-	-	-
International energy dist.	-	-	-	-	-

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Other	18	-	-	-	10
	-----	-----	-----	-----	-----
	4,956	-	924	-	10
	-----	-----	-----	-----	-----
<b>Current Assets</b>					
Cash and temporary cash investments	2	47	17	1	-
Accounts/notes receivable	68	131	183	6	-
Gas in underground storage	-	-	-	-	-
Materials and supplies	-	13	1	-	-
Generating plant fuel stock	-	-	-	-	-
Deferred income taxes	1	13	4	-	-
Prepayments and other	1	3	8	2	-
	-----	-----	-----	-----	-----
	72	207	213	9	-
	-----	-----	-----	-----	-----
<b>Non-current Assets</b>					
Goodwill, net	-	-	13	-	-
Postretirement benefits	-	-	-	-	-
Notes receivable-related parties	-	-	-	-	-
Other	18	9	253	1	-
	-----	-----	-----	-----	-----
	18	9	266	1	-
	-----	-----	-----	-----	-----
<b>Total Assets</b>	<b>\$5,047</b>	<b>\$ 682</b>	<b>\$1,865</b>	<b>\$ 14</b>	<b>\$ 25</b>
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS ENTERPRISES COMPANY  
 Consolidating Balance Sheet - Assets  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	CMS Electric & Gas Company	CMS Capital Corp.	CMS Operating S.A. Co. Consol.	CMS Dist. Power LLC	Inter compan Elimin ations
<b>Plant and Property (At Cost)</b>					
Oil and gas properties	\$ -	\$ -	\$ -	\$ -	\$ -
Natural gas transmission	-	-	-	-	(
Independent power production	-	-	315	-	-
International energy dist.	258	-	-	-	-
Other	-	1	-	15	-
	-----	-----	-----	-----	-----
	258	1	315	15	(
Less accumulated depreciation, depletion and amortization	39	-	52	-	-
	-----	-----	-----	-----	-----
	219	1	263	15	(

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Construction work-in-progress	12	-	1	-	
	-----	-----	-----	-----	-----
	231	1	264	15	(
	-----	-----	-----	-----	-----
Investments					
Associated companies	-	-	-	-	(4,87
Independent power production	-	-	-	-	(6
Natural gas transmission	-	-	9	-	(1
International energy dist.	82	-	-	-	(1
Other	-	-	-	-	
	-----	-----	-----	-----	-----
	82	-	9	-	(4,95
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash					
investments	45	11	34	-	
Accounts/notes receivable	98	380	71	3	(81
Gas in underground storage	-	-	-	-	
Materials and supplies	6	-	9	-	
Generating plant fuel stock	-	-	-	-	
Deferred income taxes	-	-	-	-	
Prepayments and other	11	1	-	-	
	-----	-----	-----	-----	-----
	160	392	114	3	(81
	-----	-----	-----	-----	-----
Non-current Assets					
Goodwill, net	50	-	-	-	
Postretirement benefits	-	-	5	-	
Notes receivable-related parties	-	155	-	-	
Other	10	70	26	-	(6
	-----	-----	-----	-----	-----
	60	225	31	-	(6
	-----	-----	-----	-----	-----
Total Assets	\$ 533	\$ 618	\$ 418	\$ 18	\$ (5,83
	=====	=====	=====	=====	=====

- (3) Represents CMS Enterprises Company, CMS Capital Financial Services, Inc., Monarch Management Company, CMS Comercializadora de Energia S.A., CMS Energy Asia Private Limited, CMS Energy South America Company and CMS Energy UK Limited consolidated with CMS Oil and Gas Company, CMS Generation Company, CMS Land Company, CMS Distributed Power LLC, CMS Capital Corporation, CMS Marketing, Services and Trading Company, CMS Gas Transmission Company, CMS Operating S.A. Company, CMS Resource Development Company and CMS Electric and Gas Company included on the equity method of accounting.

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CMS ENTERPRISES COMPANY  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)

CMS Enterprises Company (3)	CMS Oil and Gas Co. Consol.	CMS Generation Co. Consol.	CMS Resource Dev. Co.	CMS Land Company
-----------------------------	-----------------------------	----------------------------	-----------------------	------------------

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Capitalization					
Common Stockholders' Equity					
Common stock	\$ 1	\$ 173	\$ -	\$ -	\$ -
Other paid-in-capital	5,601	93	1,932	4	21
Currency translation	(242)	-	(185)	-	-
Revaluation capital	16	1	(7)	-	-
Retained earnings	(485)	139	(295)	3	(1)
	-----	-----	-----	-----	-----
	4,891	406	1,445	7	20
Long-term debt	-	144	13	-	-
Non-current capital leases	-	3	-	-	-
	-----	-----	-----	-----	-----
	4,891	553	1,458	7	20
Minority Interests	-	-	12	-	-
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	-	-	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	29	1	321	1	3
Accounts payable	7	94	56	1	-
Accounts payable - related parties	98	9	11	1	-
Accrued interest	-	3	1	-	-
Accrued taxes	-	11	6	2	(1)
Other	6	26	30	-	-
	-----	-----	-----	-----	-----
	140	144	425	5	2
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	6	7	5	2	-
Deferred income taxes	8	(26)	(46)	-	3
Deferred investment tax credit	-	-	1	-	-
Other	2	4	10	-	-
	-----	-----	-----	-----	-----
	16	(15)	(30)	2	3
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$5,047	\$ 682	\$1,865	\$ 14	\$ 25
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS ENTERPRISES COMPANY  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

CMS Electric & Gas	CMS Operating S.A. Co.	CMS Capital	CMS Dist. Power	Inter- company Elimina-
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	Company	Consol.	Corp.	LLC	tions
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ 36	\$ -	\$ -	\$ (210
Other paid-in-capital	494	271	24	-	(5,088
Currency translation	(28)	-	-	-	239
Revaluation capital	-	-	-	-	6
Retained earnings	(32)	12	15	1	186
	-----	-----	-----	-----	-----
	434	319	39	1	(4,867
Long-term debt	4	52	217	-	(62
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	438	371	256	1	(4,929
	-----	-----	-----	-----	-----
Minority Interests	58	11	-	-	(85
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term					
debt	3	7	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	5	-	357	-	(678
Accounts payable	16	14	-	1	(42
Accounts payable - related					
parties	1	-	-	15	(101
Accrued interest	-	1	5	-	(2
Accrued taxes	(3)	9	-	1	-
Other	14	(1)	-	-	-
	-----	-----	-----	-----	-----
	36	30	362	17	(823
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	8	-	-	-	-
Deferred income taxes	(8)	6	-	-	-
Deferred investment tax credit	-	-	-	-	-
Other	1	-	-	-	-
	-----	-----	-----	-----	-----
	1	6	-	-	-
	-----	-----	-----	-----	-----
Total Stockholders' Equity					
and Liabilities	\$ 533	\$ 418	\$ 618	\$ 18	\$ (5,837
	=====	=====	=====	=====	=====

(3) Represents CMS Enterprises Company, CMS Capital Financial Services, Inc., Monarch Management Company, CMS Comercializadora de Energia S.A., CMS Energy Asia Private Limited, CMS Energy South America Company and CMS Energy UK Limited consolidated with CMS Oil and Gas Company, CMS Generation Company, CMS Land Company, CMS Distributed Power LLC, CMS Capital Corporation, CMS Marketing, Services and Trading Company, CMS Gas Transmission Company, CMS Operating S.A. Company, CMS Resource Development Company and CMS Electric and Gas Company included on the equity method of accounting.

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December 31, 2000

(In Millions)

	CMS Oil and Gas Company (4)	CMS O&G Alba LDC	Explota- ciones CMS Oil & Gas Co.	CMS Oil & Gas Int'l. Ltd.	CMS Oil & Gas Congo Ltd.
Plant and Property (Suc Efforts)					
Oil and gas properties	\$ 207	\$ 11	\$ 42	\$ -	\$ 12
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	207	11	42	-	12
Less accumulated depreciation, depletion and amortization	76	2	23	-	2
	-----	-----	-----	-----	-----
	131	9	19	-	10
Construction work-in-progress	-	-	-	-	-
	-----	-----	-----	-----	-----
	131	9	19	-	10
Investments					
Associated companies	414	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	414	-	-	-	-
Current Assets					
Cash and temporary cash investments	1	1	1	19	3
Accounts/notes receivable	24	1	1	38	1
Materials and supplies	-	-	3	-	1
Deferred income taxes	13	-	-	-	-
Prepayments and other	-	-	-	-	-
	-----	-----	-----	-----	-----
	38	2	5	57	5
Non-current Assets					
Postretirement benefits	-	-	-	-	-
Other	4	4	-	-	(3)
	-----	-----	-----	-----	-----
	4	4	-	-	(3)
Total Assets	\$ 587	\$ 15	\$ 24	\$ 57	\$ 12
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS OIL AND GAS COMPANY  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)

Edgar Filing: CMS ENERGY CORP - Form U-3A-2/A

(Continued from Previous Page)

	CMS Oil & Gas E.G. LDC	CMS Oil & Gas E.G. Ltd.	Inter- company Elimina- tions	CMS Oil & Gas Company Consol.
Plant and Property (Suc Efforts)				
Oil and gas properties	\$ 7	\$ 156	\$ -	\$ 630
Other	-	-	-	-
	-----	-----	-----	-----
	7	156	-	630
Less accumulated depreciation, depletion and amortization	1	7	-	164
	-----	-----	-----	-----
	6	149	-	466
Construction work-in-progress	-	-	-	-
	-----	-----	-----	-----
	6	149	-	466
	-----	-----	-----	-----
Investments				
Associated companies	-	-	(414)	-
Other	-	-	-	-
	-----	-----	-----	-----
	-	-	(414)	-
	-----	-----	-----	-----
Current Assets				
Cash and temporary cash investments	-	15	-	47
Accounts/notes receivable	1	18	(10)	131
Materials and supplies	-	5	(7)	13
Deferred income taxes	-	-	-	13
Prepayments and other	-	3	-	3
	-----	-----	-----	-----
	1	41	(17)	207
	-----	-----	-----	-----
Non-current Assets				
Postretirement benefits	-	-	-	-
Other	2	2	-	9
	-----	-----	-----	-----
	2	2	-	9
	-----	-----	-----	-----
Total Assets	\$ 9	\$ 192	\$ (431)	\$ 682
	=====	=====	=====	=====

(4) Represents CMS Oil and Gas Company consolidated with CMS Oil and Gas International Company included on the equity method of accounting.

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CMS OIL AND GAS COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)

Edgar Filing: CMS ENERGY CORP - Form U-3A-2/A

	CMS Oil and Gas Company (4)	CMS O&G Alba LDC	Explota- ciones CMS Oil and Gas Co.	CMS Oil & Gas Int'l. Ltd.	CMS Oil & G Congo Ltd.
<b>Capitalization</b>					
Common Stockholders' Equity					
Common stock	\$ 173	\$ -	\$ -	\$ 1	\$ -
Other paid-in-capital	93	9	56	76	8
Revaluation capital	1	-	-	-	-
Retained earnings	143	5	(27)	11	5
	-----	-----	-----	-----	-----
	410	14	29	88	13
Long-term debt	144	-	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	554	14	29	88	13
	-----	-----	-----	-----	-----
<b>Current Liabilities</b>					
Current portion of long-term debt					
	-	-	-	-	-
Notes payable	-	-	1	2	-
Accounts payable	34	-	-	11	-
Accounts payable - related parties	14	-	-	(44)	(1)
Accrued interest	3	-	-	-	-
Accrued taxes	3	-	1	-	-
Other	1	-	-	-	-
	-----	-----	-----	-----	-----
	55	-	2	(31)	(1)
	-----	-----	-----	-----	-----
<b>Non-current Liabilities</b>					
Postretirement benefits	7	-	-	-	-
Deferred income taxes	(29)	-	(7)	-	-
Deferred investment tax credit	-	-	-	-	-
Other	-	1	-	-	-
	-----	-----	-----	-----	-----
	(22)	1	(7)	-	-
	-----	-----	-----	-----	-----
<b>Total Stockholders' Equity and Liabilities</b>	<b>\$ 587</b>	<b>\$ 15</b>	<b>\$ 24</b>	<b>\$ 57</b>	<b>\$ 12</b>
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS OIL AND GAS COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

Edgar Filing: CMS ENERGY CORP - Form U-3A-2/A

	CMS Oil & Gas E.G. LDC	CMS Oil & Gas E.G. Ltd.	CMS Oil & Gas Pipeline Co.	Inter- company Elimina- tions	CMS Oil & Gas Company Consol.
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ (1)	\$ 173
Other paid-in-capital	6	63	(1)	(340)	93
Revaluation capital	-	-	-	-	1
Retained earnings	3	32	1	(78)	139
	-----	-----	-----	-----	-----
	9	95	-	(419)	406
Long-term debt	-	-	-	-	144
Non-current capital leases	-	3	-	-	3
	-----	-----	-----	-----	-----
	9	98	-	(419)	553
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt					
	-	-	-	-	-
Notes payable	-	5	-	(7)	1
Accounts payable	-	29	-	(2)	94
Accounts payable - related parties	-	45	-	-	9
Accrued interest	-	-	-	-	3
Accrued taxes	-	-	-	-	11
Other	-	4	-	-	26
	-----	-----	-----	-----	-----
	-	83	-	(9)	144
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	-	-	-	-	7
Deferred income taxes	-	11	-	(3)	(26)
Deferred investment tax credit	-	-	-	-	-
Other	-	-	-	-	4
	-----	-----	-----	-----	-----
	-	11	-	(3)	(15)
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 9	\$ 192	\$ -	\$ (431)	\$ 682
	=====	=====	=====	=====	=====

(4) Represents CMS Oil and Gas Company consolidated with CMS Oil and Gas International Company included on the equity method of accounting.

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CMS OIL AND GAS INTERNATIONAL COMPANY  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)

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	CMS Oil & Gas Int'l Co. (5)	CMS NOMEKO Int'l Congo Hld., Inc.	CMS Oil & Gas Int'l Tunisia, Inc.	CMS Oil & Gas Cameroon, Ltd.	Inter- company Elimina- tions
Plant and Property (Suc Efforts)					
Oil and gas properties	\$ 1	\$ 89	\$ 34	\$ 2	\$ -
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	1	89	34	2	-
Less accumulated depreciation, depletion and amortization	1	22	4	-	-
	-----	-----	-----	-----	-----
	-	67	30	2	-
Construction work-in-progress	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	67	30	2	-
	-----	-----	-----	-----	-----
Investments					
Associated companies	57	-	-	-	(57)
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	57	-	-	-	(57)
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	1	3	2	1	-
Accounts/notes receivable	73	34	17	1	(76)
Materials and supplies	-	7	2	1	-
Prepayments and other	-	-	-	-	-
	-----	-----	-----	-----	-----
	74	44	21	3	(76)
	-----	-----	-----	-----	-----
Non-current Assets					
Postretirement benefits	-	-	-	-	-
Other	-	(2)	2	-	-
	-----	-----	-----	-----	-----
	-	(2)	2	-	-
	-----	-----	-----	-----	-----
Total Assets	\$ 131	\$ 109	\$ 53	\$ 5	\$ (133)
	=====	=====	=====	=====	=====

(5) Represents CMS Oil and Gas International Company and CMS Oil and Gas International Transportation Company consolidated.

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CMS OIL AND GAS INTERNATIONAL COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)

CMS Oil & Gas	CMS NOMEKO Int'l	CMS OIL & Gas Int'l	CMS Oil & Gas	Inter company
------------------	---------------------	------------------------	------------------	------------------

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	Int'l Co. (5)	Congo Hld., Inc.	Tunisia, Inc.	Cameroon, Inc.	Elimina- tions
<b>Capitalization</b>					
<b>Common Stockholders' Equity</b>					
Common stock	\$ -	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	100	17	7	-	(30)
Retained earnings	25	23	12	(1)	(27)
	-----	-----	-----	-----	-----
	125	40	19	(1)	(57)
Long-term debt	-	-	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	125	40	19	(1)	(57)
<b>Current Liabilities</b>					
Current portion of long-term debt	-	-	-	-	-
Notes payable	-	-	-	-	-
Accounts payable	-	17	1	1	-
Accounts payable - related parties	5	33	28	5	(76)
Accrued interest	-	-	-	-	-
Accrued taxes	-	(2)	-	-	-
Other	1	19	1	-	-
	-----	-----	-----	-----	-----
	6	67	30	6	(76)
<b>Non-current Liabilities</b>					
Postretirement benefits	-	-	-	-	-
Deferred income taxes	-	2	1	-	-
Deferred investment tax credit	-	-	-	-	-
Other	-	-	3	-	-
	-----	-----	-----	-----	-----
	-	2	4	-	-
<b>Total Stockholders' Equity and Liabilities</b>					
	\$ 131	\$ 109	\$ 53	\$ 5	\$ (133)
	=====	=====	=====	=====	=====

(5) Represents CMS Oil and Gas International Company and CMS Oil and Gas International Transportation Company consolidated.

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CMS GENERATION COMPANY  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)

CMS Generation Co. (6)	CMSG Honey Lake Company	CMSG Filer City, Inc.	CMSG Grayling Company	CMSG Grayling Holdings Company
------------------------------	----------------------------------	--------------------------------	-----------------------------	---

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Plant and Property (At Cost)					
Independent power production	\$ -	\$ -	\$ -	\$ -	\$ -
Less accumulated depreciation, depletion and amortization	-	-	-	-	-
	-----	-----	-----	-----	-----
Construction work-in-progress	1	-	-	-	-
	-----	-----	-----	-----	-----
	1	-	-	-	-
	-----	-----	-----	-----	-----
Investments					
Associated companies	1,203	-	-	-	-
Other	44	32	18	1	7
	-----	-----	-----	-----	-----
	1,247	32	18	1	7
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	1	-	-	-	-
Accounts/notes receivable	40	1	-	-	-
Materials and supplies	1	-	-	-	-
Generating plant fuel stock	-	-	-	-	-
Deferred income taxes	4	-	-	-	-
Prepayments and other	2	-	-	-	-
	-----	-----	-----	-----	-----
	48	1	-	-	-
	-----	-----	-----	-----	-----
Non-current Assets					
Goodwill, net	-	-	-	-	-
Postretirement benefits	-	-	-	-	-
Other	122	-	-	-	-
	-----	-----	-----	-----	-----
	122	-	-	-	-
	-----	-----	-----	-----	-----
Total Assets	\$1,418	\$ 33	\$ 18	\$ 1	\$ 7
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION COMPANY  
 Consolidating Balance Sheet - Assets  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	Dearborn Indust. Generation LLC	CMS Generation S.A.	CMSG Recycling Company	Mid- Michigan Recycling LLC	CMSG Invest. Co. I Consol.
Plant and Property (At Cost)					
Independent power production	\$ -	\$ -	\$ -	\$ 3	\$ -

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Less accumulated depreciation, depletion and amortization	-	-	-	2	-
	-----	-----	-----	-----	-----
Construction work-in-progress	383	-	-	1	-
	-----	-----	-----	-----	-----
	383	-	-	1	-
	-----	-----	-----	-----	-----
Investments					
Associated companies	-	-	2	-	-
Other	-	38	-	-	686
	-----	-----	-----	-----	-----
	-	38	2	-	686
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	(3)	-	-	-	17
Accounts/notes receivable	45	1	-	4	53
Materials and supplies	-	-	-	-	-
Generating plant fuel stock	-	-	-	-	-
Deferred income taxes	-	-	-	-	-
Prepayments and other	-	-	-	-	-
	-----	-----	-----	-----	-----
	42	1	-	4	70
	-----	-----	-----	-----	-----
Non-current Assets					
Goodwill, net	-	-	-	-	13
Postretirement benefits	-	-	-	-	-
Other	14	-	-	-	106
	-----	-----	-----	-----	-----
	14	-	-	-	119
	-----	-----	-----	-----	-----
Total Assets	\$ 439	\$ 39	\$ 2	\$ 5	\$ 875
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION COMPANY  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	CMSSG Holdings Company	CMSSG Altoona Company	CMSSG Chateaugay Co.	CMS Int'l. Operating Co.	Oxford/ CMS Development L.P.
Plant and Property (At Cost)					
Independent power production	\$ -	\$ -	\$ -	\$ -	\$ 2
Less accumulated depreciation, depletion and amortization	-	-	-	-	-
	-----	-----	-----	-----	-----

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	-	-	-	-	2
Construction work-in-progress	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	2
	-----	-----	-----	-----	-----
Investments					
Associated companies	-	-	-	-	-
Other	5	-	-	-	7
	-----	-----	-----	-----	-----
	5	-	-	-	7
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	-	-	-	1	-
Accounts/notes receivable	1	47	1	12	-
Materials and supplies	-	-	-	-	-
Generating plant fuel stock	-	-	-	-	-
Deferred income taxes	-	-	-	-	-
Prepayments and other	-	-	-	1	-
	-----	-----	-----	-----	-----
	1	47	1	14	-
	-----	-----	-----	-----	-----
Non-current Assets					
Goodwill, net	-	-	-	-	-
Postretirement benefits	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
	-----	-----	-----	-----	-----
Total Assets	\$ 6	\$ 47	\$ 1	\$ 14	\$ 9
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION COMPANY  
 Consolidating Balance Sheet - Assets  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	CMSG Genesee Co.	Inter- company Elimina- tions	CMS Generation Company Consol.
Plant and Property (At Cost)			
Independent power production	\$ -	\$ -	\$ 83
Less accumulated depreciation, depletion and amortization	-	-	6
	-----	-----	-----
	-	-	77
Construction work-in-progress	-	-	385
	-----	-----	-----

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	-	-	462
	-----	-----	-----
Investments			
Associated companies	-	(1,205)	-
Other	-	-	924
	-----	-----	-----
	-	(1,205)	924
	-----	-----	-----
Current Assets			
Cash and temporary cash investments	-	-	17
Accounts/notes receivable	1	(70)	183
Materials and supplies	-	-	1
Generating plant fuel stock	-	-	-
Deferred income taxes	-	-	4
Prepayments and other	-	-	8
	-----	-----	-----
	1	(70)	213
	-----	-----	-----
Non-current Assets			
Goodwill, net	-	-	13
Postretirement benefits	-	-	-
Other	-	-	253
	-----	-----	-----
	-	-	266
	-----	-----	-----
Total Assets	\$ 1	\$ (1,275)	\$1,865
	=====	=====	=====

- (6) Represents CMS Generation Company, CMSG Mon Valley Company, CMSG Lyonsdale Company, CMSG Montreal Company, CMS Jorf Lasfar III LDC, CMS Centrales Termicas S.A. and Taweelah A2 Operating Company consolidated with HYDRA-CO Enterprises, Inc., and CMSG Investment Company I included on the equity method of accounting.

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CMS GENERATION COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)

	CMS Generation Co. (6)	CMSG Honey Lake Company	CMSG Filer City, Inc.	CMSG Grayling Company	CMSG Grayling Holdings Company
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	1,934	10	6	4	7
Currency translation	(185)	-	-	-	-
Revaluation capital	(7)	-	-	-	-
Retained earnings	(294)	11	8	(4)	(6)
	-----	-----	-----	-----	-----

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	1,448	21	14	-	1
Long-term debt	13	-	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	1,461	21	14	-	1
	-----	-----	-----	-----	-----
Minority Interests	-	-	-	-	-
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	-	-	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	26	-	-	-	-
Accounts payable	11	-	-	1	-
Accounts payable - related parties	5	-	-	-	-
Accrued interest	1	-	-	-	-
Accrued taxes	(16)	3	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	27	3	-	1	-
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	3	-	-	-	-
Deferred income taxes	(73)	8	4	-	6
Deferred investment tax credit	-	1	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	(70)	9	4	-	6
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$1,418	\$ 33	\$ 18	\$ 1	\$ 7
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	Dearborn Indust. Generation LLC	CMS Generation S.A.	CMSG Recycling Company	Mid- Michigan Recycling LLC	CMSG Inv. Co. I Consol.
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	129	45	3	4	1,117
Currency translation	-	-	-	-	(181)

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Revaluation capital	-	-	-	-	-
Retained earnings	7	(6)	(1)	-	(168)
	-----	-----	-----	-----	-----
	136	39	2	4	768
Long-term debt	-	-	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	136	39	2	4	768
Minority Interests	-	-	-	-	12
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	-	-	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	266	-	-	-	41
Accounts payable	1	-	-	1	33
Accounts payable - related parties	12	-	-	-	12
Accrued interest	-	-	-	-	6
Accrued taxes	-	-	-	-	4
Other	24	-	-	-	-
	-----	-----	-----	-----	-----
	303	-	-	1	96
Non-current Liabilities					
Postretirement benefits	-	-	-	-	-
Deferred income taxes	-	-	-	-	(1)
Deferred investment tax credit	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	(1)
Total Stockholders' Equity and Liabilities	\$ 439	\$ 39	\$ 2	\$ 5	\$ 875
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	CMSG Holdings Company	CMSG Altoona Company	CMSG Chateaugay Co.	CMS Int'l. Operating Co.	Oxford/ CMS Development L.P.
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	\$ -

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Other paid-in-capital	12	39	-	2	41
Currency translation	-	-	-	(1)	-
Revaluation capital	-	-	-	-	-
Retained earnings	(12)	6	-	7	(32)
	-----	-----	-----	-----	-----
	-	45	-	8	9
Long-term debt	-	-	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	45	-	8	9
	-----	-----	-----	-----	-----
Minority Interests	-	-	-	-	-
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	-	-	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	-	2	-	-	-
Accounts payable	-	-	-	3	-
Accounts payable - related parties	-	-	-	-	-
Accrued interest	-	-	-	-	-
Accrued taxes	(1)	-	-	2	-
Other	-	-	1	1	-
	-----	-----	-----	-----	-----
	(1)	2	1	6	-
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	-	-	-	-	-
Deferred income taxes	2	-	-	-	-
Deferred investment tax credit	-	-	-	-	-
Other	5	-	-	-	-
	-----	-----	-----	-----	-----
	7	-	-	-	-
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 6	\$ 47	\$ 1	\$ 14	\$ 9
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

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	CMSG Genesee Co.	Inter- company Elimina- tions	CMS Generation Company Consol.
Capitalization			
Common Stockholders' Equity			
Common stock	\$ -	\$ (1)	\$ -
Other paid-in-capital	-	(1,723)	1,932
Currency translation	-	186	(185)
Revaluation capital	-	-	(7)
Retained earnings	-	335	(295)
	-----	-----	-----
	-	(1,203)	1,445
Long-term debt	-	-	13
Non-current capital leases	-	-	-
	-----	-----	-----
	-	(1,203)	1,458
	-----	-----	-----
Minority Interests	-	-	12
	-----	-----	-----
Current Liabilities			
Current portion of long-term			
debt	-	-	-
Current capital leases	-	-	-
Notes payable	-	(41)	321
Accounts payable	-	(7)	56
Accounts payable - related parties	-	(18)	11
Accrued interest	-	(6)	1
Accrued taxes	-	-	6
Other	-	-	30
	-----	-----	-----
	-	(72)	425
	-----	-----	-----
Non-current Liabilities			
Postretirement benefits	-	-	5
Deferred income taxes	1	-	(46)
Deferred investment tax credit	-	-	1
Other	-	-	10
	-----	-----	-----
	1	-	(30)
	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 1	\$ (1,275)	\$1,865
	=====	=====	=====

- (6) Represents CMS Generation Company, CMSG Mon Valley Company, CMSG Lyonsdale Company, CMSG Montreal Company, CMS Jorf Lasfar III LDC, CMS Centrales Termicas S.A. and Taweelah A2 Operating Company consolidated with HYDRA-CO Enterprises, Inc. and CMSG Investment Company I included on the equity method of accounting.

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HYDRA-CO ENTERPRISES, INC.  
 Consolidating Balance Sheet - Assets  
 December 31, 2000  
 (In Millions)

	HYDRO-CO Enter- prises Inc. (7)	CMS Generation Oper. Co. II	HCE Appomattox Inc.	New Bern Energy Rec. Inc.	HCE Hudson, Inc.
Plant and Property (At Cost)					
Independent power production	\$ -	\$ 1	\$ -	\$ -	\$ -
Less accumulated depreciation, depletion and amortization	-	-	-	-	-
	-----	-----	-----	-----	-----
Construction work-in-progress	-	1	-	-	-
	-----	-----	-----	-----	-----
	-	1	-	-	-
	-----	-----	-----	-----	-----
Investments					
Associated companies	29	-	-	-	-
Other	32	-	1	2	-
	-----	-----	-----	-----	-----
	61	-	1	2	-
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	-	-	-	-	-
Accounts receivable	(2)	3	1	-	1
Materials and supplies	-	-	-	-	-
Prepayments and other	-	-	-	-	-
	-----	-----	-----	-----	-----
	(2)	3	1	-	1
	-----	-----	-----	-----	-----
Non-current Assets					
Postretirement benefits	-	-	-	-	-
Other	10	1	-	-	-
	-----	-----	-----	-----	-----
	10	1	-	-	-
	-----	-----	-----	-----	-----
Total Assets	\$ 69	\$ 5	\$ 2	\$ 2	\$ 1
	=====	=====	=====	=====	=====

(Continued on Following Page)

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Consolidating Balance Sheet - Assets  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	CMSG Stratton Co.	Inter- company Elimina- tions	HYDRA-CO Enter- prises Consol.
Plant and Property (At Cost)			
Independent power production	\$ -	\$ -	\$ 1
Less accumulated depreciation, depletion and amortization	-	-	-
	-----	-----	-----
	-	-	1
Construction work-in-progress	-	-	-
	-----	-----	-----
	-	-	1
	-----	-----	-----
Investments			
Associated companies	-	(29)	-
Other	-	-	57
	-----	-----	-----
	-	(29)	57
	-----	-----	-----
Current Assets			
Cash and temporary cash investments	-	-	-
Accounts receivable	4	-	7
Materials and supplies	-	-	-
Prepayments and other	-	-	-
	-----	-----	-----
	4	-	7
	-----	-----	-----
Non-current Assets			
Postretirement benefits	-	-	-
Other	-	-	11
	-----	-----	-----
	-	-	11
	-----	-----	-----
Total Assets	\$ 4	\$ (29)	\$ 76
	=====	=====	=====

(7) Represents HYDRA-CO Enterprises, Inc., HCE-Biopower, Inc., HCO-Jamaica, Inc. and HCE-Jamaica Development, Inc. consolidated.

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Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)

	HYDRO-CO Enter- prises Inc. (7)	CMS Generation Oper. Co. II	HCE Appomattox Inc.	New Bern Energy Rec. Inc.	HCE Hudson, Inc.
<b>Capitalization</b>					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	185	4	2	1	(5)
Currency translation	-	-	-	-	-
Revaluation capital	-	-	-	-	-
Retained earnings	(151)	(1)	-	1	6
	-----	-----	-----	-----	-----
	34	3	2	2	1
Long-term debt	-	-	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	34	3	2	2	1
	-----	-----	-----	-----	-----
<b>Current Liabilities</b>					
Current portion of long-term debt	-	-	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	9	-	-	-	-
Accounts payable	8	1	-	-	-
Accounts payable - related parties	-	-	-	-	-
Accrued interest	-	-	-	-	-
Accrued taxes	8	1	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	25	2	-	-	-
	-----	-----	-----	-----	-----
<b>Non-current Liabilities</b>					
Postretirement benefits	-	-	-	-	-
Deferred income taxes	5	-	-	-	-
Deferred investment tax credit	-	-	-	-	-
Other	5	-	-	-	-
	-----	-----	-----	-----	-----
	10	-	-	-	-
	-----	-----	-----	-----	-----
<b>Total Stockholders' Equity and Liabilities</b>	<b>\$ 69</b>	<b>\$ 5</b>	<b>\$ 2</b>	<b>\$ 2</b>	<b>\$ 1</b>
	=====	=====	=====	=====	=====

(Continued on Following Page)

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HYDRO-CO ENTERPRISES, INC.  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	CMSSG Stratton Co.	Inter- company Elimina- tions	HYDRA-CO Enter- prises Consol.
Capitalization			
Common Stockholders' Equity			
Common stock	\$ -	\$ -	\$ -
Other paid-in-capital	20	(43)	185
Currency translation	-	-	-
Revaluation capital	-	-	-
Retained earnings	(18)	13	(152)
	-----	-----	-----
	2	(30)	33
Long-term debt	-	-	-
Non-current capital leases	-	-	-
	-----	-----	-----
	2	(30)	33
Current Liabilities			
Current portion of long-term debt			
	-	-	-
Current capital leases	-	-	-
Notes payable	-	-	9
Accounts payable	-	1	10
Accounts payable - related parties	-	-	-
Accrued interest	-	-	-
Accrued taxes	1	-	10
Other	2	-	2
	-----	-----	-----
	3	1	31
Non-current Liabilities			
Postretirement benefits	-	-	-
Deferred income taxes	(1)	-	7
Deferred investment tax credit	-	-	-
Other	-	-	5
	-----	-----	-----
	(1)	-	12
Total Stockholders' Equity and Liabilities			
	\$ 4	\$ (29)	\$ 76
	=====	=====	=====

(7) Represents HYDRA-CO Enterprises, Inc., HCE-Biopower, Inc., HCO-Jamaica,

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Inc. and HCE-Jamaica Development, Inc. consolidated.

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CMS GENERATION INVESTMENT COMPANY I  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)

	CMSG Inv. Co. I (8)	CMSG Jeguru- padu I/II LDC	CMSG Pinamucan LDC	CMSG Cebu LDC	CMSG Loy Yang Holdings 1 Ltd.
Plant and Property (At Cost)					
Independent power production	\$ -	\$ -	\$ -	\$ -	\$ -
Less accumulated depreciation, depletion and amortization	-	-	-	-	-
	-----	-----	-----	-----	-----
Construction work-in-progress	-	-	-	-	-
	-----	-----	-----	-----	-----
Investments					
Associated companies	247	-	-	-	-
Other	217	7	-	13	-
	-----	-----	-----	-----	-----
	464	7	-	13	-
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	2	1	-	8	-
Accounts receivable	344	-	9	(3)	-
Materials and supplies	-	-	-	-	-
Deferred income taxes	-	-	-	-	-
Prepayments and other	-	-	-	-	-
	-----	-----	-----	-----	-----
	346	1	9	5	-
	-----	-----	-----	-----	-----
Non-current Assets					
Goodwill, net	13	-	-	-	-
Postretirement benefits	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	13	-	-	-	-
	-----	-----	-----	-----	-----
Total Assets	\$ 823	\$ 8	\$ 9	\$ 18	\$ -
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION INVESTMENT COMPANY I  
 Consolidating Balance Sheet - Assets  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	Jorf Lasfar Energi- ktiebolag	Jorf Lasfar PE Aktie.	CMSG Taweelah Ltd.	Takoradi Int'l Company	Monetize Ltd.
Plant and Property (At Cost)					
Independent power production	\$ -	\$ -	\$ -	\$ -	\$ -
Less accumulated depreciation, depletion and amortization	-	-	-	-	-
	-----	-----	-----	-----	-----
Construction work-in-progress	-	-	-	-	-
	-----	-----	-----	-----	-----
Investments					
Associated companies	-	-	-	-	-
Other	170	157	75	-	33
	-----	-----	-----	-----	-----
	170	157	75	-	33
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	-	-	-	6	-
Accounts receivable	-	-	-	19	-
Materials and supplies	-	-	-	-	-
Deferred income taxes	-	-	-	-	-
Prepayments and other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	25	-
	-----	-----	-----	-----	-----
Non-current Assets					
Goodwill, net	-	-	-	-	-
Postretirement benefits	-	-	-	-	-
Other	-	-	-	106	-
	-----	-----	-----	-----	-----
	-	-	-	106	-
	-----	-----	-----	-----	-----
Total Assets	\$ 170	\$ 157	\$ 75	\$ 131	\$ 33

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(8) Represents CMSG Investment Company I, CMSG Investment Company II and CMSG Investment Company IV consolidated.

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CMS GENERATION INVESTMENT COMPANY I  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)

	CMSG Inv. Co. I (8)	CMSG Jeguru- padu I/II LDC	CMSG Pinamucan LDC	CMSG Cebu LDC	CMSG Loy Yang Holdings 1 Ltd.
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ 1	\$ 16	\$ -
Other paid-in-capital	1,117	-	-	1	141
Currency translation	(181)	-	-	(9)	(84)
Revaluation capital	-	-	-	-	-
Retained earnings	(168)	-	(5)	7	(215)
	-----	-----	-----	-----	-----
	768	-	(4)	15	(158)
Long-term debt	-	-	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	768	-	(4)	15	(158)
Minority Interests	-	-	-	-	-
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	-	-	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	41	8	-	-	157
Accounts payable	9	-	14	1	2
Accounts payable - related parties	-	-	(1)	2	-
Accrued interest	6	-	-	-	-
Accrued taxes	-	-	-	-	(1)
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	56	8	13	3	158
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	-	-	-	-	-
Deferred income taxes	(1)	-	-	-	-

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Deferred investment tax credit	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	(1)	-	-	-	-
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 823	\$ 8	\$ 9	\$ 18	\$ -
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION INVESTMENT COMPANY I  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	Jorf Lasfar Energi- aktiebolag	Jorf Lasfar PE Aktie.	CMSSG Taweelah Ltd.	Takoradi Int'l Company	Monetize Ltd.
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	97	89	74	99	29
Currency translation	-	-	-	-	(3)
Revaluation capital	-	-	-	-	-
Retained earnings	73	68	1	10	7
	-----	-----	-----	-----	-----
	170	157	75	109	33
Long-term debt	-	-	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	170	157	75	109	33
Minority Interests	-	-	-	12	-
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	-	-	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	-	-	-	-	-
Accounts payable	-	-	-	5	-
Accounts payable - related parties	-	-	-	-	-

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Accrued interest	-	-	-	-	-
Accrued taxes	-	-	-	5	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	10	-
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	-	-	-	-	-
Deferred income taxes	-	-	-	-	-
Deferred investment tax credit	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 170	\$ 157	\$ 75	\$ 131	\$ 33
	=====	=====	=====	=====	=====

(8) Represents CMSG Investment Company I, CMSG Investment Company II and CMSG Investment Company IV consolidated.

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CMS GAS TRANSMISSION COMPANY  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)

	CMS Gas Transmission Company (9)	CMS Antrim Company	CMS Saginaw Bay Company	CMS Saginaw Bay Lat. Company	CMS Gas Transmission del Sur Company
Plant and Property (At Cost)					
Natural gas transmission	\$ 3	\$ 53	\$ 24	\$ -	\$ -
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	3	53	24	-	-
Less accumulated depreciation, depletion and amortization	-	15	1	-	-
	-----	-----	-----	-----	-----
	3	38	23	-	-
Construction work-in-progress	3	-	-	-	-
	-----	-----	-----	-----	-----
	6	38	23	-	-
	-----	-----	-----	-----	-----
Investments					
Associated companies	1,840	-	-	-	-
Other	89	-	-	-	159

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	----- 1,929 -----	----- - -----	----- - -----	----- - -----	----- 159 -----
Current Assets					
Cash and temporary cash investments	-	-	-	-	-
Accounts/notes receivable	7	4	1	1	-
Gas in underground storage	3	-	-	-	-
Materials and supplies	-	-	-	-	-
Deferred income taxes	(2)	-	-	-	-
Prepayments and other	2	-	-	-	-
	----- 10 -----	----- 4 -----	----- 1 -----	----- 1 -----	----- - -----
Non-current Assets					
Goodwill, net	-	-	-	-	-
Postretirement benefits	-	-	-	-	-
Other	63	-	-	-	1
	----- 63 -----	----- - -----	----- - -----	----- - -----	----- 1 -----
Total Assets	\$2,008 =====	\$ 42 =====	\$ 24 =====	\$ 1 =====	\$ 160 =====

(Continued on Following Page)

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CMS GAS TRANSMISSION COMPANY  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	CMS Marysville Gas Liquids Company	Panhandle Eastern Pipe Line Co. Consol.	CMS Field Services Co. Consol.	Tristate Pipeline LLC	CMS Gas Trans. of Australia Trust
Plant and Property (At Cost)					
Natural gas transmission	\$ 45	\$1,679	\$ 303	\$ -	\$ 45
Other	-	-	-	-	-
	----- 45	----- 1,679	----- 303	----- -	----- 45
Less accumulated depreciation, depletion and amortization	42	99	32	-	7
	----- 3	----- 1,580	----- 271	----- -	----- 38
Construction work-in-progress	-	20	48	7	-

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	-----	-----	-----	-----	-----
	3	1,600	319	7	38
	-----	-----	-----	-----	-----
Investments					
Associated companies	-	-	-	-	-
Other	6	7	3	-	-
	-----	-----	-----	-----	-----
	6	7	3	-	-
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	(1)	-	(1)	-	1
Accounts/notes receivable	15	302	175	-	92
Gas in underground storage	-	-	-	-	-
Materials and supplies	-	21	8	-	-
Deferred income taxes	-	12	-	-	-
Prepayments and other	-	92	-	-	-
	-----	-----	-----	-----	-----
	14	427	182	-	93
	-----	-----	-----	-----	-----
Non-current Assets					
Goodwill, net	17	754	-	-	-
Postretirement benefits	-	-	-	-	-
Other	-	18	1	-	-
	-----	-----	-----	-----	-----
	17	772	1	-	-
	-----	-----	-----	-----	-----
Total Assets	\$ 40	\$2,806	\$ 505	\$ 7	\$ 131
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GAS TRANSMISSION COMPANY  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	Grand Lacs Limited Part.	Inter- company Elimina- tions	CMS Gas Tran. Company Consol.
Plant and Property (At Cost)			
Natural gas transmission	\$ -	\$ -	\$2,192
Other	-	-	-
	-----	-----	-----
	-	-	2,192

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Less accumulated depreciation, depletion and amortization	-	-	206
	-----	-----	-----
	-	-	1,986
Construction work-in-progress	-	-	78
	-----	-----	-----
	-	-	2,064
	-----	-----	-----
Investments			
Associated companies	-	(1,840)	-
Other	-	-	491
	-----	-----	-----
	-	(1,840)	491
	-----	-----	-----
Current Assets			
Cash and temporary cash investments	-	-	2
Accounts/notes receivable	-	(4)	596
Gas in underground storage	-	-	3
Materials and supplies	-	-	29
Deferred income taxes	-	-	10
Prepayments and other	-	-	94
	-----	-----	-----
	-	(4)	734
	-----	-----	-----
Non-current Assets			
Goodwill, net	-	-	813
Postretirement benefits	-	-	-
Other	-	-	83
	-----	-----	-----
	-	-	896
	-----	-----	-----
Total Assets	\$ -	\$ (1,844)	\$4,185
	=====	=====	=====

- (9) Represents CMS Gas Transmission Company and Western Australia Gas Transmission Company I consolidated with CMS Field Services, Inc. and Panhandle Eastern Pipe Line Company included on the equity method of accounting.

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CMS GAS TRANSMISSION COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)

CMS Gas Transmission	CMS Antrim	CMS Saginaw Bay	CMS Saginaw Bay Lat.	CMS Gas Transmission del Sur
-------------------------	---------------	-----------------------	----------------------------	------------------------------------

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	Company (9)	Company	Company	Company	Company
Capitalization					
Common Stockholders' Equity					
Common stock	\$ 1	\$ -	\$ -	\$ -	\$ 163
Other paid-in-capital	2,037	-	23	3	-
Currency translation	(24)	-	-	-	-
Retained earnings	(40)	-	(1)	(3)	(3)
	-----	-----	-----	-----	-----
	1,974	-	22	-	160
Long-term debt	-	27	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	1,974	27	22	-	160
	-----	-----	-----	-----	-----
Minority Interests	-	-	-	-	-
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	-	6	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	18	-	-	-	-
Accounts payable	1	-	-	-	-
Accounts payable - related parties	1	-	-	-	-
Accrued interest	1	-	-	-	-
Accrued taxes	(15)	1	-	1	-
Other	17	-	1	-	-
	-----	-----	-----	-----	-----
	23	7	1	1	-
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	2	-	-	-	-
Deferred income taxes	5	8	1	-	-
Deferred investment tax credit	-	-	-	-	-
Other	4	-	-	-	-
	-----	-----	-----	-----	-----
	11	8	1	-	-
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$2,008	\$ 42	\$ 24	\$ 1	\$ 160
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GAS TRANSMISSION COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2000  
(In Millions)

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	CMS Marysville Gas Liquids Company	Panhandle Eastern Pipe Line Co. Consol.	CMS Field Services Co. Consol.	Tristate Pipeline LLC	CMS Gas Trans. of Australia Trust
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ 1	\$ -	\$ -	\$ 7
Other paid-in-capital	33	1,127	158	7	-
Currency translation	-	-	-	-	(17)
Retained earnings	(2)	(6)	36	-	17
	-----	-----	-----	-----	-----
	31	1,122	194	7	7
Long-term debt	-	1,193	49	-	-
Non-current capital leases	-	-	2	-	-
	-----	-----	-----	-----	-----
	31	2,315	245	7	7
	-----	-----	-----	-----	-----
Minority Interests	-	-	27	-	64
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt					
	-	-	-	-	-
Current capital leases	-	-	2	-	-
Notes payable	-	-	13	-	52
Accounts payable	-	65	167	-	2
Accounts payable - related parties	6	23	1	-	-
Accrued interest	-	31	-	-	1
Accrued taxes	-	3	2	-	2
Other	1	149	25	-	1
	-----	-----	-----	-----	-----
	7	271	210	-	58
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	1	15	-	-	-
Deferred income taxes	1	134	23	-	2
Deferred investment tax credit	-	-	-	-	-
Other	-	71	-	-	-
	-----	-----	-----	-----	-----
	2	220	23	-	2
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 40	\$2,806	\$ 505	\$ 7	\$ 131
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GAS TRANSMISSION COMPANY  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	Grand Lacs Limited Part.	Inter- company Elimina- tions	CMS Gas Tran. Company Consol.
Capitalization			
Common Stockholders' Equity			
Common stock	\$ -	\$ (241)	\$ -
Other paid-in-capital	(6)	(1,537)	2,039
Currency translation	-	24	(24)
Retained earnings	6	(86)	(41)
	-----	-----	-----
	-	(1,840)	1,974
Long-term debt	-	-	1,272
Non-current capital leases	-	-	2
	-----	-----	-----
	-	(1,840)	3,248
	-----	-----	-----
Minority Interests	-	-	92
	-----	-----	-----
Current Liabilities			
Current portion of long-term debt	-	-	6
Current capital leases	-	-	2
Notes payable	-	-	83
Accounts payable	-	-	236
Accounts payable - related parties	-	(4)	27
Accrued interest	-	-	33
Accrued taxes	-	-	(6)
Other	-	-	194
	-----	-----	-----
	-	(4)	575
	-----	-----	-----
Non-current Liabilities			
Postretirement benefits	-	-	18
Deferred income taxes	-	-	177
Deferred investment tax credit	-	-	-
Other	-	-	75
	-----	-----	-----
	-	-	270
	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ -	\$ (1,844)	\$4,185
	=====	=====	=====

(9) Represents CMS Gas Transmission Company and Western Australia Gas Transmission Company I consolidated with CMS Field Services, Inc and Panhandle Eastern Pipe Line Company included on the equity method of accounting.

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PANHANDLE EASTERN PIPE LINE COMPANY  
 Consolidating Balance Sheet - Assets  
 December 31, 2000  
 (In Millions)

	Panhandle Eastern Pipe Line Co. Consol. (10)	Trunkline Gas Company	Trunkline LNG Company	Pan Gas Storage Company	Inter- company Elimina- tions
Plant and Property (At Cost)					
Natural gas transmission	\$ 707	\$ 755	\$ 29	\$ 188	\$ -
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	707	755	29	188	-
Less accumulated depreciation, depletion and amortization	33	60	1	5	-
	-----	-----	-----	-----	-----
	674	695	28	183	-
Construction work-in-progress	12	7	1	-	-
	-----	-----	-----	-----	-----
	686	702	29	183	-
	-----	-----	-----	-----	-----
Investments					
Associated companies	794	-	-	-	(794)
Other	2	5	-	-	-
	-----	-----	-----	-----	-----
	796	5	-	-	(794)
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	-	-	-	-	-
Accounts/notes receivable	402	57	1	3	(161)
Gas in underground storage	-	-	-	-	-
Materials and supplies	(14)	33	2	-	-
Deferred income taxes	12	-	-	-	-
Prepayments and other	27	38	26	1	-
	-----	-----	-----	-----	-----
	427	128	29	4	(161)
	-----	-----	-----	-----	-----
Non-current Assets					
Goodwill, net	656	-	-	98	-
Postretirement benefits	-	-	-	-	-
Other	116	2	-	-	(100)
	-----	-----	-----	-----	-----
	772	2	-	98	(100)
	-----	-----	-----	-----	-----
Total Assets	\$2,681	\$ 837	\$ 58	\$ 285	(\$1,055)
	=====	=====	=====	=====	=====

(10) Represents Panhandle Eastern Pipe Line Company, Sea Robin Pipeline Company, CMS Panhandle Eastern Resources, Inc., CMS Panhandle Storage Company, Trunkline Field Services Company and CMS Trunkline Pipeline Holdings, Inc.

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consolidated.

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PANHANDLE EASTERN PIPE LINE COMPANY  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)

	Panhandle Eastern Pipe Line Co. Consol. (10)	Trunkline Gas Company	Trunkline LNG Company	Pan Gas Storage Company	Inter- company Elimina- tions
<b>Capitalization</b>					
Common Stockholders' Equity					
Common stock	\$ 1	\$ 27	\$ -	\$ -	\$ (27)
Other paid-in-capital	1,128	357	30	295	(683)
Currency translation	-	-	-	-	-
Retained earnings	(5)	120	(12)	(25)	(84)
	-----	-----	-----	-----	-----
	1,124	504	18	270	(794)
Long-term debt	1,193	100	-	-	(100)
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	2,317	604	18	270	(894)
	-----	-----	-----	-----	-----
<b>Current Liabilities</b>					
Current portion of long-term debt					
	-	-	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	-	100	-	-	(100)
Accounts payable	50	52	21	-	(58)
Accounts payable - related parties	24	2	-	-	(3)
Accrued interest	31	-	-	-	-
Accrued taxes	28	(20)	-	(5)	-
Other	108	29	11	1	-
	-----	-----	-----	-----	-----
	241	163	32	(4)	(161)
	-----	-----	-----	-----	-----
<b>Non-current Liabilities</b>					
Postretirement benefits	15	-	-	-	-
Deferred income taxes	78	30	7	19	-
Deferred investment tax credit	-	-	-	-	-
Other	30	40	1	-	-
	-----	-----	-----	-----	-----
	123	70	8	19	-
	-----	-----	-----	-----	-----
<b>Total Stockholders' Equity and Liabilities</b>	<b>\$2,681</b>	<b>\$ 837</b>	<b>\$ 58</b>	<b>\$ 285</b>	<b>(\$1,055)</b>
	=====	=====	=====	=====	=====

(10) Represents Panhandle Eastern Pipe Line Company, Sea Robin Pipeline Company, CMS Panhandle Eastern Resources, Inc., CMS Panhandle Storage Company,

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Trunkline Field Services Company and CMS Trunkline Pipeline Holdings, Inc. consolidated.

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CMS FIELD SERVICES, INC.  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)

	CMS Field Services, Inc. (11)	CMS/Okla Nat. Gas Gathering LLC	CMS/Taurus Holdings Company, Inc.	CMS Gas Gathering LLC	CMS Gas Processing LLC
<b>Plant and Property (At Cost)</b>					
Natural gas transmission	\$ 8	\$ 3	\$ 52	\$ 25	\$ 50
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	8	3	52	25	50
Less accumulated depreciation, depletion and amortization	1	-	6	1	6
	-----	-----	-----	-----	-----
	7	3	46	24	44
Construction work-in-progress	7	-	1	32	8
	-----	-----	-----	-----	-----
	14	3	47	56	52
	-----	-----	-----	-----	-----
<b>Investments</b>					
Associated companies	272	-	-	-	-
Other	3	-	-	-	-
	-----	-----	-----	-----	-----
	275	-	-	-	-
	-----	-----	-----	-----	-----
<b>Current Assets</b>					
Cash and temporary cash investments	(3)	-	-	1	-
Accounts/notes receivable	117	-	7	-	23
Gas in underground storage	-	-	-	-	-
Materials and supplies	7	-	-	1	-
Deferred income taxes	-	-	-	-	-
Prepayments and other	-	-	-	-	-
	-----	-----	-----	-----	-----
	121	-	7	2	23
	-----	-----	-----	-----	-----
<b>Non-current Assets</b>					
Goodwill, net	-	-	-	-	-
Postretirement benefits	-	-	-	-	-
Other	1	-	-	-	-
	-----	-----	-----	-----	-----
	1	-	-	-	-
	-----	-----	-----	-----	-----
<b>Total Assets</b>	<b>\$ 411</b>	<b>\$ 3</b>	<b>\$ 54</b>	<b>\$ 58</b>	<b>\$ 75</b>
	=====	=====	=====	=====	=====

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CMS FIELD SERVICES, INC.  
 Consolidating Balance Sheet - Assets  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	Cherokee Gas Processing LLC	Bradshaw Energy LLC	Heritage Gas Gathering LLC	Roaring Creek Gas Svcs. LLC	CMS Hydro- carbons LLC
Plant and Property (At Cost)					
Natural gas transmission	\$ 48	\$ 10	\$ 22	\$ 5	\$ 4
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	48	10	22	5	4
Less accumulated depreciation, depletion and amortization	6	1	2	1	-
	-----	-----	-----	-----	-----
	42	9	20	4	4
Construction work-in-progress	-	-	-	-	-
	-----	-----	-----	-----	-----
	42	9	20	4	4
Investments					
Associated companies	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
Current Assets					
Cash and temporary cash investments	-	1	-	-	-
Accounts receivable	12	1	6	1	-
Gas in underground storage	-	-	-	-	-
Materials and supplies	-	-	-	-	-
Deferred income taxes	-	-	-	-	-
Prepayments and other	-	-	-	-	-
	-----	-----	-----	-----	-----
	12	2	6	1	-
Non-current Assets					
Goodwill, net	-	-	-	-	-
Postretirement benefits	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
Total Assets	\$ 54	\$ 11	\$ 26	\$ 5	\$ 4
	=====	=====	=====	=====	=====

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(11) Represents CMS Field Services, Inc. and CMS Spearman Gas Processing, LLC consolidated.

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CMS FIELD SERVICES, INC.  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)

	CMS Field Services, Inc. (11)	CMS/Okla. Nat. Gas Gathering LLC	CMS/Taurus Holdings Company, Inc.	CMS Gas Gathering LLC	CMS Gas Processing LLC
<b>Capitalization</b>					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	161	2	45	58	51
Currency translation	-	-	-	-	-
Retained earnings	14	1	5	(1)	(2)
	-----	-----	-----	-----	-----
	175	3	50	57	49
Long-term debt	49	-	-	-	-
Non-current capital leases	2	-	-	-	-
	-----	-----	-----	-----	-----
	226	3	50	57	49
	-----	-----	-----	-----	-----
Minority Interests	-	-	-	-	-
	-----	-----	-----	-----	-----
<b>Current Liabilities</b>					
Current portion of long-term debt					
	-	-	-	-	-
Current capital leases	2	-	-	-	-
Notes payable	11	-	-	-	-
Accounts payable	121	-	4	1	26
Accounts payable - related parties	1	-	-	-	-
Accrued interest	-	-	-	-	-
Accrued taxes	2	-	-	-	-
Other	25	-	-	-	-
	-----	-----	-----	-----	-----
	162	-	4	1	26
	-----	-----	-----	-----	-----
<b>Non-current Liabilities</b>					
Postretirement benefits	-	-	-	-	-
Deferred income taxes	23	-	-	-	-
Deferred investment tax credit	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	23	-	-	-	-
	-----	-----	-----	-----	-----
<b>Total Stockholders' Equity and Liabilities</b>	<b>\$ 411</b>	<b>\$ 3</b>	<b>\$ 54</b>	<b>\$ 58</b>	<b>\$ 75</b>

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CMS FIELD SERVICES, INC.  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	Cherokee Gas Processing LLC	Bradshaw Energy LLC	Heritage Gas Gathering LLC	Roaring Creek Gas Svcs. LLC	CMS Hydro- carbons LLC
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	30	10	19	4	4
Currency translation	-	-	-	-	-
Retained earnings	17	1	2	1	-
	-----	-----	-----	-----	-----
	47	11	21	5	4
Long-term debt	-	-	-	-	-
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	47	11	21	5	4
	-----	-----	-----	-----	-----
Minority Interests	-	-	-	-	-
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	-	-	-	-	-
Current capital leases	-	-	-	-	-
Notes payable	-	-	2	-	-
Accounts payable	7	-	3	-	-
Accounts payable - related parties	-	-	-	-	-
Accrued interest	-	-	-	-	-
Accrued taxes	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	7	-	5	-	-
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	-	-	-	-	-
Deferred income taxes	-	-	-	-	-
Deferred investment tax credit	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
	-----	-----	-----	-----	-----

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Total Stockholders' Equity and Liabilities	\$ 54 =====	\$ 11 =====	\$ 26 =====	\$ 5 =====	\$ 4 =====
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(11) Represents CMS Field Services, Inc. and CMS Spearman Gas Processing, LLC consolidated.

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CMS OPERATING S.A.  
Consolidating Balance Sheet - Assets  
December 31, 2000  
(In Millions)

	CMS Operating S.A. (12)	Centrales Termicas Mendoza S.A.	CMS Ensenada S.A.	Inter- company Elimina- tions	CMS Operating S.A. Consol.
Plant and Property (At Cost)					
Independent power production	\$ 4	\$ 218	\$ 93	\$ -	\$ 315
Less accumulated depreciation, depletion and amortization	1	36	15	-	52
	-----	-----	-----	-----	-----
	3	182	78	-	263
Construction work-in-progress	-	1	-	-	1
	-----	-----	-----	-----	-----
	3	183	78	-	264
	-----	-----	-----	-----	-----
Investments					
Associated companies	284	-	-	(284)	-
Other	9	-	-	-	9
	-----	-----	-----	-----	-----
	293	-	-	(284)	9
	-----	-----	-----	-----	-----
Current Assets					
Cash and temporary cash investments	3	20	11	-	34
Accounts/notes receivable	(3)	59	16	(1)	71
Materials and supplies	-	9	-	-	9
Deferred income taxes	-	-	-	-	-
Prepayments and other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	88	27	(1)	114
	-----	-----	-----	-----	-----
Non-current Assets					
Postretirement benefits	-	5	-	-	5
Other	25	-	1	-	26
	-----	-----	-----	-----	-----
	25	5	1	-	31
	-----	-----	-----	-----	-----
Total Assets	\$ 321 =====	\$ 276 =====	\$ 106 =====	\$ (285) =====	\$ 418 =====

(12) Represents CMS Operating S.A. and Cuyana S.A. de Inversiones consolidated.

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CMS OPERATING S.A.  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2000  
 (In Millions)

	CMS Operating S.A. (12)	Centrales Termicas Mendoza S.A.	CMS Ensenada S.A.	Inter- company Elimina- tions	CMS Operating S.A. Consol.
Capitalization					
Common Stockholders' Equity					
Common stock	\$ 36	\$ 36	\$ -	\$ (36)	\$ 36
Other paid-in-capital	271	193	39	(232)	271
Revaluation capital	-	-	-	-	-
Retained earnings	11	19	-	(18)	12
	-----	-----	-----	-----	-----
	318	248	39	(286)	319
Long-term debt	-	-	52	-	52
Non-current capital leases	-	-	-	-	-
	-----	-----	-----	-----	-----
	318	248	91	(286)	371
	-----	-----	-----	-----	-----
Minority Interests	-	11	-	-	11
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt					
debt	-	-	7	-	7
Current capital leases	-	-	-	-	-
Notes payable	-	-	-	-	-
Accounts payable	1	6	5	2	14
Accounts payable - related parties	1	-	-	(1)	-
Accrued interest	-	-	1	-	1
Accrued taxes	1	9	(1)	-	9
Other	-	(1)	-	-	(1)
	-----	-----	-----	-----	-----
	3	14	12	1	30
	-----	-----	-----	-----	-----
Non-current Liabilities					
Postretirement benefits	-	-	-	-	-
Deferred income taxes	-	3	3	-	6
Deferred investment tax credit	-	-	-	-	-
Other	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	3	3	-	6
	-----	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 321	\$ 276	\$ 106	\$ (285)	\$ 418
	=====	=====	=====	=====	=====

(12) Represents CMS Operating S.A. and Cuyana S.A. de Inversiones consolidated.

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CMS ENERGY CORPORATION  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)

	CMS Energy Corp. (1)	Consumers Energy Company Consol.	CMS Enterprises Company Consol.	Inter-company Eliminations	CMS Energy Corporation Consol.
Balance at January 1, 2000	\$ (189)	\$ 485	\$ (307)	\$ (178)	\$ (189)
Consolidated Net Income (Loss)	102	304	20	(295)	131
Less Dividends Paid					
Common Stock	167	-	-	-	167
Preferred Stock	-	2	5	(5)	2
Preferred Securities Dist.	59	34	-	-	93
Associated Companies	7	247	193	(447)	-
	-----	-----	-----	-----	-----
	233	283	198	(452)	262
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ (320)	\$ 506	\$ (485)	\$ (21)	\$ (320)
	=====	=====	=====	=====	=====

(1) Represents CMS Energy Corporation with Consumers Energy Company and CMS Enterprises Company included on the equity method of accounting.

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CONSUMERS ENERGY COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)

	Consumers Energy Company (2)	Michigan Gas Storage Company	CMS Midland Holdings Company	CMS Midland Inc.	Inter-company Eliminations
Balance at January 1, 2000	\$ 485	\$ 30	\$ 22	\$ 96	\$ (148)
Net Income (Loss)	305	6	10	28	(45)
Less Dividends Paid					
Common Stock	-	-	-	-	-
Preferred Stock	2	-	-	-	-
Preferred Securities Dist.	34	-	-	-	-
Associated Companies	248	-	-	-	(1)

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	----- 284 -----	----- - -----	----- - -----	----- - -----	----- (1) -----
Balance at December 31, 2000	\$ 506 =====	\$ 36 =====	\$ 32 =====	\$ 124 =====	\$ (192) =====

- (2) Represents Consumers Energy Company, CMS Engineering Company, Consumers EnergyGuard Services, Inc., Huron Hydrocarbons, Inc. and ES Services Company consolidated with Michigan Gas Storage Company, CMS Midland Holdings Company and CMS Midland, Inc. included on the equity method of accounting.

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CMS ENTERPRISES COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)

	CMS Enterprises Company (3)	CMS Oil and Gas Co. Consol.	CMS Generation Company Consol.	CMS Resource Dev. Co.	CMS Electric & Gas Company
Balance at January 1, 2000	\$ (309)	\$ 88	\$ (66)	\$ 3	\$ (33)
Net Income (Loss)	22	51	(139)	-	9
Less Dividends Paid					
Common Stock	-	-	-	-	-
Preferred Stock	5	-	-	-	-
Associated Companies	193	-	90	-	8
	----- 198 -----	----- - -----	----- 90 -----	----- - -----	----- 8 -----
Balance at December 31, 2000	\$ (485) =====	\$ 139 =====	\$ (295) =====	\$ 3 =====	\$ (32) =====

(Continued on Following Page)

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CMS ENTERPRISES COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

CMS

CMS

Inter-

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	CMS Land Company	Operating S.A. Co. Consol.	CMS Capital Corp.	Dist. Power LLC	company Elimina- tions
Balance at January 1, 2000	\$ (1)	\$ 6	\$ 10	\$ -	\$ 25
Net Income (Loss)	-	6	5	1	(35)
Less Dividends Paid					
Common Stock	-	-	-	-	-
Preferred Stock	-	-	-	-	-
Associated Companies	-	-	-	-	(196)
	-----	-----	-----	-----	-----
	-	-	-	-	(196)
Balance at December 31, 2000	\$ (1)	\$ 12	\$ 15	\$ 1	\$ 186
	=====	=====	=====	=====	=====

(3) Represents CMS Enterprises Company, CMS Capital Financial Services, Inc., Monarch Management Company, CMS Comercializadora de Energia S.A., CMS Energy Asia Private Limited, CMS Energy South America Company and CMS Energy UK Limited consolidated with CMS Oil and Gas Company, CMS Generation Company, CMS Land Company, CMS Distributed Power LLC, CMS Operating S.A. Company, CMS Capital Corporation, CMS Marketing, Services and Trading Company, CMS Gas Transmission Company, CMS Resource Development Company and CMS Electric and Gas Company included on the equity method of accounting.

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135

CMS OIL AND GAS COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)

	CMS Oil and Gas Company (4)	CMS Oil & Gas Congo Ltd.	CMS Oil & Gas Int'l. Ltd.	CMS Oil & Gas Ecuador LDC	CMS Oil & Gas Pipeline Co.
Balance at January 1, 2000	\$ 93	\$ 2	\$ (28)	\$ (7)	\$ 1
Net Income (Loss)	50	3	39	7	-
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
Balance at December 31, 2000	\$ 143	\$ 5	\$ 11	\$ -	\$ 1
	=====	=====	=====	=====	=====

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(Continued on Following Page)

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CMS OIL AND GAS COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	CMS Oil & Gas E.G. Ltd.	CMS Oil & Gas Alba LDC	Explota- ciones CMS Oil & Gas Co.	Terra Energy Ltd.	CMS Oil & Gas Interna. Co. Consol.
Balance at January 1, 2000	\$ 14	\$ 2	\$ (31)	\$ (2)	\$ 19
Net Income (Loss)	18	3	4	2	13
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ 32	\$ 5	\$ (27)	\$ -	\$ 32
	=====	=====	=====	=====	=====

(4) Represents CMS Oil and Gas Company consolidated with CMS Oil and Gas International Company included on the equity method of accounting.

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CMS OIL AND GAS INTERNATIONAL COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2000  
 (In Millions)

	CMS Oil & Gas Int'l Co. (5)	CMS NOMEKO Int'l Congo Hld., Inc.	CMS Oil & Gas Int'l Tunisia, Inc.	CMS Gas & Oil Cameroon, Inc.	Inter- company Elimina- tions
Balance at January 1, 2000	\$ 13	\$ 17	\$ 4	\$ (1)	\$ (14)
Net Income (Loss)	12	6	8	-	(13)

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Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ 25	\$ 23	\$ 12	\$ (1)	\$ (27)
	=====	=====	=====	=====	=====

(5) Represents CMS Oil and Gas International Company and CMS Oil and Gas International Transportation Company consolidated.

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CMS GENERATION COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)

	CMS Generation Co. (6)	CMSG Honey Lake Company	CMSG Filer City Inc.	CMSG Grayling Company	CMSG Grayling Holdings Company
Balance at January 1, 2000	\$ (65)	\$ 16	\$ 6	\$ (4)	\$ (4)
Net Income (Loss)	(139)	-	3	-	-
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	90	5	1	-	2
	-----	-----	-----	-----	-----
	90	5	1	-	2
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ (294)	\$ 11	\$ 8	\$ (4)	\$ (6)
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

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	Dearborn Indust. Generation LLC	CMS Generation S.A.	CMSG Recycling Company	CMS Int'l. Operating Co.	CMSG Inv Co. I Consol.
Balance at January 1, 2000	\$ 7	\$ (5)	\$ (1)	\$ 5	\$ 107
Net Income (Loss)	-	(1)	-	2	(275)
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ 7	\$ (6)	\$ (1)	\$ 7	\$ (168)
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	CMSG Holdings Company	CMSG Altoona Company	CMS Generation Inv. Co. III	Oxford CMS Development L.P.	Inter- company Elimina- tions
Balance at January 1, 2000	\$ (6)	\$ 5	\$ 5	\$ (33)	\$ 17
Net Income (Loss)	-	1	1	1	224
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	6	-	4	-	(94)
	-----	-----	-----	-----	-----
	6	-	4	-	(94)
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ (12)	\$ 6	\$ 2	\$ (32)	\$ 335
	=====	=====	=====	=====	=====

(6) Represents CMS Generation Company, CMSG Filer City Operating Company, CMSG Mon Valley Company, CMSG Genesee Company, CMSG Lyonsdale Company, CMSG Chateaugay Company, Mid-Michigan Recycling LLC, CMSG Montreal Company, CMS Centrales Termicas S.A. and Taweelah A2 Operating Company consolidated with HYDRA-CO Enterprises, Inc. and CMSG Investment Company I included on the equity method of accounting.

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HYDRA-CO ENTERPRISES, INC.  
 Consolidating Statement of Retained Earnings  
 December 31, 2000  
 (In Millions)

	HYDRA-CO Enter- prises, Inc. (7)	HCE Hudson, Inc.	CMS Generation Oper. Co. II	New Bern Project Mgt. Inc.	Lakewood Cogen. L.P.
Balance at January 1, 2000	\$ (112)	\$ 4	\$ -	\$ 1	\$ (3)
Net Income (Loss)	30	3	1	-	3
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	69	1	2	-	-
	-----	-----	-----	-----	-----
	69	1	2	-	-
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ (151) =====	\$ 6 =====	\$ (1) =====	\$ 1 =====	\$ - =====

(Continued on Following Page)

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142

HYDRA-CO ENTERPRISES, INC.  
 Consolidating Statement of Retained Earnings  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	HCE Rockport Diesel Inc.	Inter- company Elimina- tions	HYDRO-CO Enter- prises Consol.
Balance at January 1, 2000	\$ 2	\$ 8	\$ (117)
Net Income (Loss)	2	(5)	34
Less Dividends Paid			
Common Stock	-	-	-
Associated Companies	4	(10)	69
	-----	-----	-----
	4	(10)	69
	-----	-----	-----
Balance at December 31, 2000	\$ -	\$ 13	\$ (152)

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=====

(7) Represents HYDRA-CO Enterprises, Inc., HCE-Appomattox, Inc., HCE-Biopower, Inc., HCE-Jamaica Development, Inc. and HCE-Lakewood, Inc. consolidated.

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CMS GENERATION INVESTMENT COMPANY I  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)

	CMSG Inv. Co. I (8)	CMSG Pinamucan LDC	CMSG Cebu LDC	CMSG Loy Yang Holdings 1 Ltd.	CMSG Loy Yang Holdings 2 Ltd.
Balance at January 1, 2000	\$ 104	\$ (5)	\$ 5	\$ (40)	\$ (41)
Net Income (Loss)	(272)	-	2	(175)	(178)
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ (168)	\$ (5)	\$ 7	\$ (215)	\$ (219)
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GENERATION INVESTMENT COMPANY I  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	Jorf Lasfar PE Aktie.	CMSG Jorf Lasfar I/II LDC	CMSG Taweelah Ltd.	CMS Takoradi Invest Company	Monetize Limited
Balance at January 1, 2000	\$ 41	\$ (2)	\$ 4	\$ -	\$ 5
Net Income (Loss)	27	2	(3)	10	6

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Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	4
	-----	-----	-----	-----	-----
	-	-	-	-	4
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ 68	\$ -	\$ 1	\$ 10	\$ 7
	=====	=====	=====	=====	=====

(8) Represents CMSG Investment Company I, CMSG Investment Company II, CMSG Investment Company IV, CMSG Jegurupadu I LDC and CMSG Jegurupadu II LDC consolidated.

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CMS GAS TRANSMISSION COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)

	CMS Gas Transmission Company (9)	CMS Antrim Company	CMS Saginaw Bay Company	CMS Gas Argentina Company	CMS Saginaw Bay Lat. Company
Balance at January 1, 2000	\$ (36)	\$ -	\$ (1)	\$ 35	\$ (2)
Net Income (Loss)	94	3	-	11	-
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	98	3	-	4	1
	-----	-----	-----	-----	-----
	98	3	-	4	1
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ (40)	\$ -	\$ (1)	\$ 42	\$ (3)
	=====	=====	=====	=====	=====

(Continued on Following Page)

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CMS GAS TRANSMISSION COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

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	CMS Marysville Gas Liquids Company	CMS Field Services, Inc. Consol.	CMS Gas Trans. of Australia Hold. Co.	Panhandle Eastern Pipe Line Co. Consol.	CMS Grand Lacs Holding Company
Balance at January 1, 2000	\$ 2	\$ 31	\$ 15	\$ -	\$ (2)
Net Income (Loss)	2	5	2	64	2
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	6	-	-	70	6
	-----	-----	-----	-----	-----
	6	-	-	70	6
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ (2)	\$ 36	\$ 17	\$ (6)	\$ (6)
	=====	=====	=====	=====	=====

(Continued on following Page)

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CMS GAS TRANSMISSION COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2000  
(In Millions)  
(Continued from Previous Page)

	Inter- Company Elimina- tions	CMS Gas Trans. Company Consol.
Balance at January 1, 2000	\$ (82)	\$ (37)
Net Income (Loss)	(95)	94
Less Dividends Paid		
Common Stock	-	-
Associated Companies	(91)	98
	-----	-----
	(91)	98
	-----	-----
Balance at December 31, 2000	\$ (86)	\$ (41)
	=====	=====

(9) Represents CMS Gas Transmission Company, Tristate Pipeline LLC and Western Australia Gas Transmission Company I consolidated with CMS Field Services, Inc. and Panhandle Eastern Pipe Line Company included on the equity method of accounting.

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PANHANDLE EASTERN PIPE LINE COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2000  
 (In Millions)

	Panhandle Eastern Pipe Line Co. Consol. (10)	Trunkline Gas Company	Trunkline LNG Company	Pan Gas Storage Company	Inter- company Elimina- tions
Balance at January 1, 2000	\$ 1	\$ 107	\$ 2	\$ 52	\$ (162)
Net Income (Loss)	64	22	14	17	(53)
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	70	9	28	94	(131)
	-----	-----	-----	-----	-----
	70	9	28	94	(131)
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ (5)	\$ 120	\$ (12)	\$ (25)	\$ (84)
	=====	=====	=====	=====	=====

(10) Represents Panhandle Eastern Pipe Line Company, Sea Robin Pipeline Company, CMS Panhandle Eastern Resources, Inc., CMS Panhandle Storage Company, Trunkline Field Services Company and CMS Trunkline Pipeline Holdings, Inc. consolidated.

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CMS FIELD SERVICES, INC.  
 Consolidating Statement of Retained Earnings  
 December 31, 2000  
 (In Millions)

	CMS Field Services, Inc. (11)	CMS Gas Processing LLC	CMS Laverne Gas Proc. LLC	CMS Nat. Gas Gathering LLC	Cherokee Gas Processing LLC
Balance at January 1, 2000	\$ 21	\$ -	\$ -	\$ (2)	\$ 11
Net Income (Loss)	(7)	(1)	1	(1)	6
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ 14	\$ (1)	\$ 1	\$ (3)	\$ 17
	=====	=====	=====	=====	=====

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CMS FIELD SERVICES, INC.  
 Consolidating Statement of Retained Earnings  
 December 31, 2000  
 (In Millions)  
 (Continued from Previous Page)

	CMS/Okla Nat. Gas Gathering LLC	CMS Gas Processing LLC	Bradshaw Energy LLC	Roaring Creek Gas Svcs. LLC	Inter- Company Elimina- tions
Balance at January 1, 2000	\$ 1	\$ (2)	\$ -	\$ 1	\$ -
Net Income (Loss)	-	-	1	-	-
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	-
	-----	-----	-----	-----	-----
	-	-	-	-	-
	-----	-----	-----	-----	-----
Balance at December 31, 2000	\$ 1	\$ (2)	\$ 1	\$ 1	\$ -
	=====	=====	=====	=====	=====

(11) Represents CMS Field Services, Inc., CMS Spearman Gas Processing LLC and CMS Hydrocarbons, LLC consolidated.

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CMS CENTRALES TERMICAS S.A.  
 Consolidating Statement of Retained Earnings  
 December 31, 2000  
 (In Millions)

	CMS Operating S.A. (12)	Centrales Termicas Mendoza S.A.	CMS Ensenada S.A.	Inter- company Elimina- tions	CMS Operating S.A. Consol.
Balance at January 1, 2000	\$ 6	\$ 7	\$ (1)	\$ (6)	\$ 6
Net Income	5	12	1	(12)	6
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	-

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	----- -	----- -	----- -	----- -	----- -
Balance at December 31, 2000	\$ 11	\$ 19	\$ -	\$ (18)	\$ 12
	=====	=====	=====	=====	=====

(12) Represents CMS Operating S.A. and Cuyana S.A. de Inversiones consolidated.

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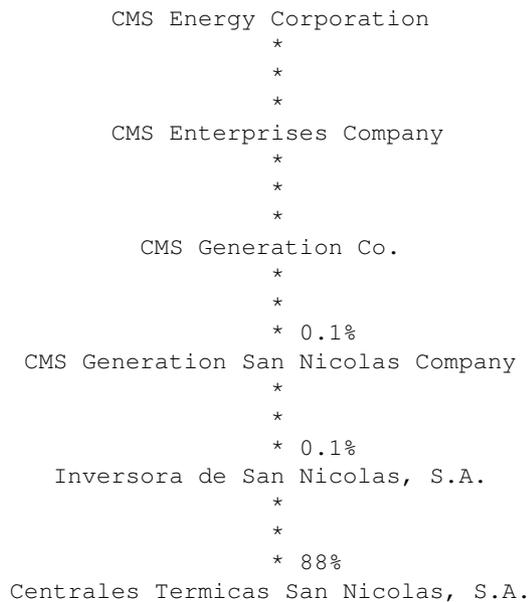
152

EXHIBIT B

An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

EXEMPT WHOLESALE GENERATORS

CENTRALES TERMICAS SAN NICOLAS, S.A.  
(CTSN)



CMS Generation San Nicolas Company, owned 0.1% by CMS Generation Co., owns 0.1% of Inversora de San Nicolas, which in turn owns 88% of Centrales Termicas San Nicolas, S.A., the EWG.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

CMS DISTRIBUTED POWER, L.L.C.  
(CDP)

CMS Energy Corporation

\*

\*

\*

CMS Enterprises Company

\*

\*

\*

CMS Distributed Power, L.L.C.

CMS Distributed Power, L.L.C., the EWG, is 100% owned by CMS Enterprises Company, which is a wholly owned subsidiary of CMS Energy Corporation.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

CMS ENSENADA S.A.  
(Ensenada)

CMS Energy Corporation

\*

\*

\*

CMS Enterprises Company

\*

\*

\*

\*

\*

CMS Generation Company

\*

\*

\*

\*

\*

CMS Generation Holdings Company

\*

\*

\* 99%

\* 1%



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CMS Generation Investment Company I and CMS Generation Investment Company II, each owned 100% by CMS Generation Co., own 99% and 1%, respectively, of CMS Generation Cebu Limited Duration Company, the EWG.

CMS Generation Investment Company I and CMS Generation Investment Company II, each owned 100% by CMS Generation Co., own 99% and 1%, respectively, of CMS Generation Cebu Operating Limited Duration Company, the EWG.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

CMS GENERATION MICHIGAN POWER LLC

CMS Energy Corporation

\*

\*

\*

CMS Enterprises Company

\*

\*

\*

CMS Generation Co.

\*

\*

\*

CMS Generation Michigan Power LLC

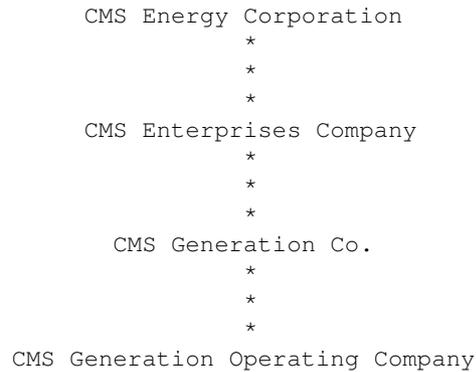
CMS Generation Co., a wholly owned subsidiary of CMS Enterprises, owns 100% of CMS Generation Michigan Power LLC, the EWG.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

CMS GENERATION OPERATING COMPANY



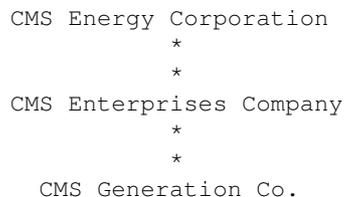
CMS Generation Co., a wholly owned subsidiary of CMS Enterprises, owns 100% of CMS Generation Operating Company, the EWG.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

CMS MOROCCO OPERATING COMPANY SCA  
(CMS Morocco)  
and  
CMS INTERNATIONAL OPERATING COMPANY





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Dearborn Generation  
Operating L.L.C.

Dearborn Industrial  
Energy, L.L.C.  
\*  
\*  
Dearborn Industrial  
Generation, L.L.C.

Dearborn Generation Operating L.L.C., the EWG, is 100% owned by CMS Generation Co.

Dearborn Industrial Generation, the EWG, is 100% owned by Dearborn Industrial Energy, L.L.C., which is a wholly owned subsidiary of CMS Generation Company.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

GMR VASAVI POWER CORPORATION PRIVATE LIMITED  
(GMR Vasavi)

CMS Energy Corporation

\*  
\*  
\*  
\*

CMS Enterprises Company

\*  
\*  
\*  
\*

CMS Generation Co.

\*  
\*  
\*  
\*

CMS Generation Investment Co. I

\*  
\*  
\*  
\*

CMS Energy Mauritius

\*  
\* 49%  
\*  
\*

GMR Vasavi Power Corporation Private Limited

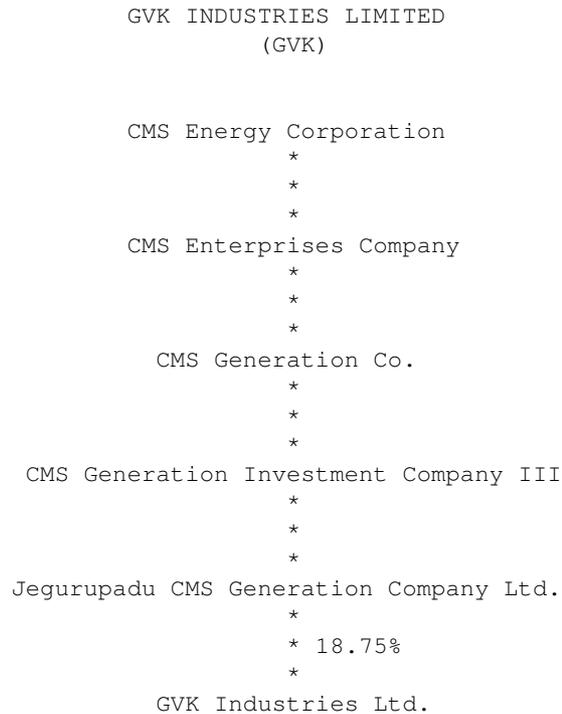
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CMS Energy Mauritius, a wholly owned subsidiary of CMS Generation Investment Company I, owns 49% of GMR Vasavi Power Corporation Private Limited, the EWG.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.



Jegurupadu CMS Generation Company Ltd., a wholly owned subsidiary of CMS Generation Investment Company III, owns 18.75% of GVK Industries Ltd., the EWG.

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CMS Generation Investment Co. I  
\*  
\*  
\* 66.24%  
National Power Supply Co. Ltd.

CMS Generation Co. owns 100% of CMS Generation Investment Co. I, which owns 66.24% of National Power Supply Co. Ltd., the EWG.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

PANENERGY LAKE CHARLES GENERATION, INC.

CMS Energy Corporation  
\*  
\*  
CMS Enterprises Company  
\*  
\*  
CMS Gas Transmission and Storage Company  
\*  
\*  
Panhandle Eastern Pipe Line Company  
\*  
\*  
Trunkline Field Services Company  
\*  
\*  
PanEnergy Lake Charles Generation, Inc.

CMS Gas Transmission and Storage Company owns 100% of Panhandle Eastern Pipe Line Company, which owns 100 % of Trunkline Field Services Company, which owns 100% of PanEnergy Lake Charles Generation, Inc., the EWG.

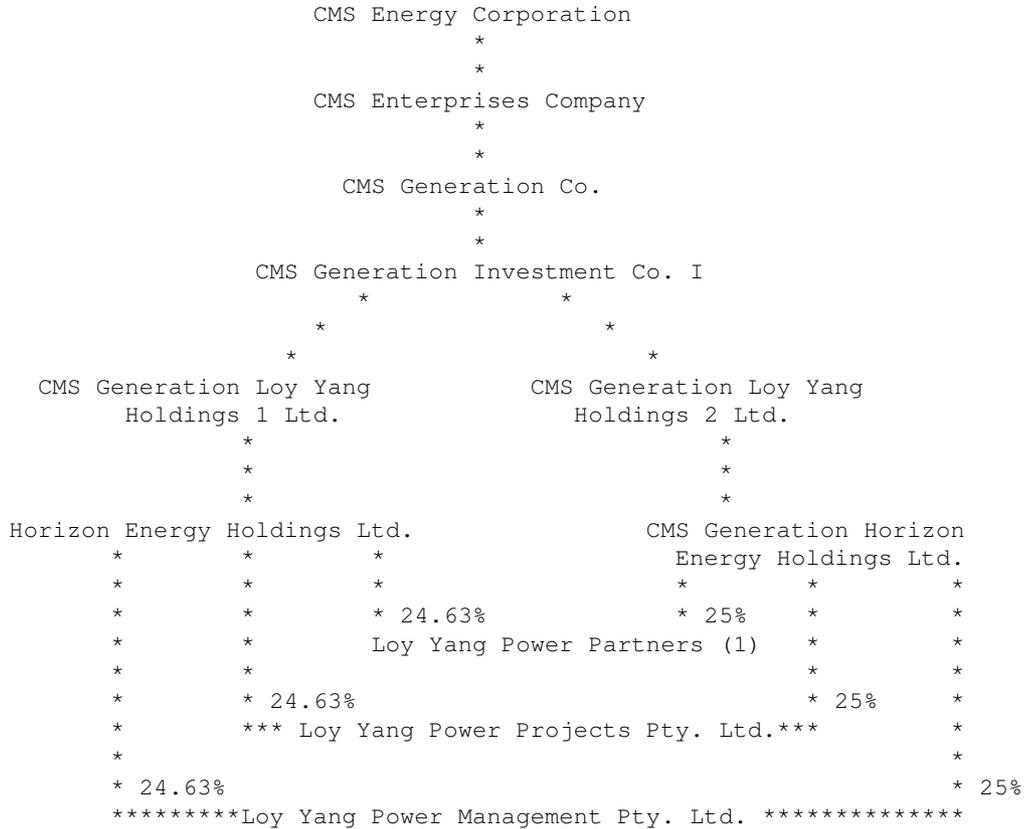
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CMS GENERATION HORIZON ENERGY HOLDINGS LIMITED  
 (CMSG Horizon)  
 and  
 HORIZON ENERGY HOLDINGS LIMITED  
 (Horizon Energy)



CMS Generation Investment Company I owns 100% of CMS Generation Loy Yang Holdings 1 Ltd. which owns 100% of Horizon Energy Holdings Limited, the foreign utility company.

CMS Generation Investment Company I owns 100% of CMS Generation Loy Yang Holdings 2 Ltd. which owns 100% of CMS Generation Horizon Energy Holdings Ltd., the foreign utility company.

(1) Horizon Energy Partners, which has foreign utility company authorization, has changed its name to Loy Yang Power Partners.

An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

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CMS OPERATING S.A.

CMS ENERGY CORPORATION

\*

\*

\*

CMS ENTERPRISES COMPANY

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\*

\*

CMS OPERATING S.A.

CMS Energy Corporation owns, CMS Enterprises Company, which owns CMS Operating S.A.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

COMPANHIA PAULISTA DE ENERGIA ELECTRICA S.A.

(CPEE)

and

COMPANHIA SUL PAULISTA DE ENERGIA S.A.

(CSPE)

and

COMPANHIA JAGUARI DE ENERGIA S.A.

(Jaguari)

and

COMPANHIA LUZ E FORCA DE MOCOCA S.A.

(Mococa)

CMS Energy Corporation

\*

\*

\*\*\*\*\*CMS Enterprises Company\*\*

\*

\*

\*

\*

CMS Electric and Gas Company

\*

\*

\*

\* 99%

\* 1%

Financial Joint Venture, L.L.C.\*

\*

\*

CMS Distribuidora, Ltda.

\*

\* 99.99%

CMS Participacoes Ltda.

\*

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```

* 99.99%
CPEE
* *
* 81.22% *
CSPE *
* *
*
*****Jaguari
*
*
****Mococa****
    
```

CPEE, the foreign utility company, is owned 99.99% by CMS Participacues Ltda, which is owned 99.99% by CMS Distribuidora, Ltd., a wholly owned subsidiary of Financial Joint Venture, LLC.

CSPE, the foreign utility company, is owned 81.22% by CPEE.

Jaguari, the foreign utility company, is owned 100% by CSPE Mococo. Mococo, the foreign utility, is owned 100% by Jaguari.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

```

EMIRATES CMS POWER COMPANY

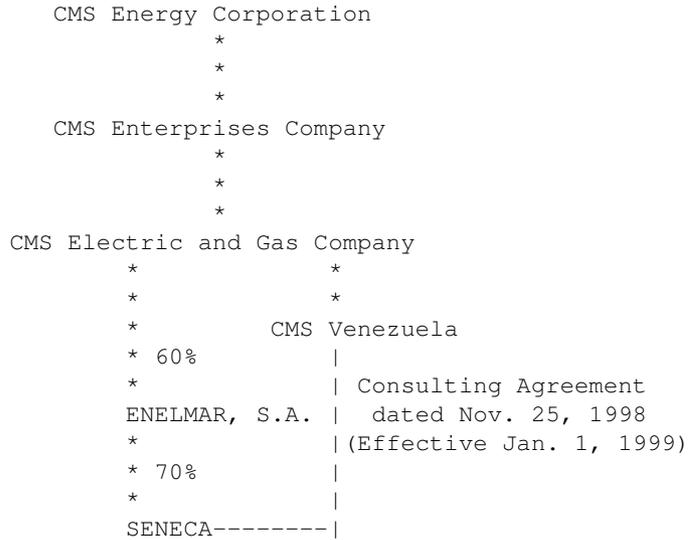
CMS Energy Corporation
*
*
*
CMS Enterprises Company
*
*
*
CMS Generation Investment Company I
*
*
*
CMS Generation Investment Company VI
*
*
*
CMS Generation Investment Company VII
*
*
*
CMS Generation Taweelah Limited
*
*
* 40%
Emirates CMS Power Company
    
```



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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

SISTEMA ELECTRICO NUEVA ESPARTA C.A.  
(Seneca)



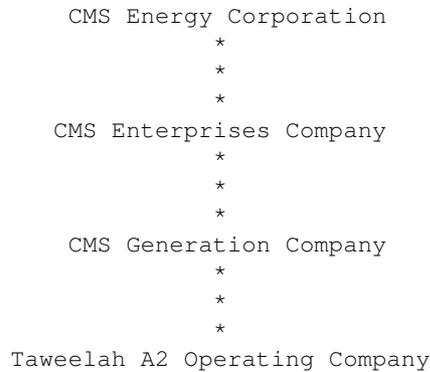
CMS Electric and Gas, owns 60% of ENELMAR, S.A., which owns 70% of SENECA, the foreign utility company.

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An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding company system.

TAWHEELAH A2 OPERATING COMPANY  
(Taweelah)



CMS Generation Company 100% of owns Taweelah A2 Operating Company.

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