

CMS ENERGY CORP  
Form U-3A-2  
February 28, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM U-3A-2

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)

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

February 28, 2002

1. Name, state of organization, location and nature of business of claimant and entity holding more than any exempt wholesale generator (EWG) or foreign utility company (FUCO) in which claimant indirectly holds an interest.

Claimant has listed EWGs, identified by an asterisk (\*) and FUCOs, identified by double asterisks (\*\*), to maintain the continuity of the organizational chart.

For the purpose of this filing CMS Energy will address the information requested in section 2 of the form. CMS Energy Corporation, CMS Enterprises Company and Consumers Energy Company. As CMS Energy Corporation is the parent company for CMS Enterprises Company and Consumers Energy Company, all 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 and is a \$13 billion (sales) energy company with subsidiaries engaged in electric utility operations, oil and gas exploration and production, the acquisition, development and operation of power generation facilities, energy marketing and trading and the transportation, storage and marketing of energy.

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

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 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, transmission and distribution of electric energy.

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distribution and sale of electricity, and in the purchase, storage, transmission and distribution of natural gas in the lower peninsula of the state of Michigan.

### 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

1. CMS Capital, L.L.C.

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

CMS Capital, L.L.C. is a Michigan limited liability company formed to act as a holding company for CMS Corporation and its subsidiaries and affiliates.

1.1 CMS Capital Financial Services, Inc.

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

CMS Capital Financial Services, Inc. is a Michigan corporation that provides financing and loans to homeowners and small businesses for energy-related goods and services.

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

1.2 EnerBank U.S.A.

Address: 1245 East Brickyard Road, Suite 100, Salt Lake City, Utah 84119

EnerBank U.S.A. is a Utah corporation formed to be an Industrial Loan Company and insured by the Federal Deposit Insurance 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 electricity distribution 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 to provide power output from multiple generators to have power available on demand.

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 and electric distribution systems worldwide.

4.1 CMS Comercializadora de Energia Ltda (99.99%)

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Address: Praia de Botafogo, 440-16 andar, Rio de Janeiro, RJ-Brazil

CMS Comercializadora de Energia Ltda is a Brazilian corporation providing marketing services.

4.2 CMS Distribuidora, Ltda. (99.99%)

Address: Av Rio Branco 85, 8th Floor, Rio de Janeiro, Brazil

CMS Distribuidora, Ltda. is a Brazilian corporation formed as a company in Brazil concerning distribution of energy.

4.1 CMS Participacoes Ltda., a Brazilian corporation (99.99%)

4.1.1 \*\*Companhia Paulista de Energia Eletrica (93.86%)

4.1.1.1 Agropecuaria Turvinho Ltda.,

4.1.1.2 \*\*Companhia Sul Paulista de

Brazilian corporation (88.63%)

4.1.1.2.1 \*\*Companhia

Brazilian co

4.2.1.1.2.1.

decoco

Brazili

4.4.1.1.2.1.

Eletricos e

a Brazilian

4.4.1.1.3 Paulista Lajeado (7%)

4.3 CMS Electric and Gas Moldova, L.L.C.

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS Electric and Gas Moldova, L.L.C is a Michigan limited liability corporation providing organization, administrative and consulting services under an agreement executed with the United States Agency for International Trade under advice and assistance for improvements in energy system operations in

4.4 CMS Empreendimentos Ltda (99.99%)

Address: Praia de Botafogo 440 - 16 andar, 22250.040, Rio de Janeiro

CMS Empreendimentos Ltda is a Brazilian company established as the R

4.5 CMS Netherlands Funding Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS Netherlands Funding Company is a Michigan corporation formed to provide CMS Electric and Gas Company's international interests.

4.5.1 Notera Holding B.V., a Netherlands company

4.6 CMS Venezuela, S.A.

Address: Calle Ppal Sector San Lorenzo, Edificio Seneca - Pampat, Venezuela

CMS Venezuela, S.A. is a Venezuelan company formed to operate Si

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Esparta C.A. (SENECA).

4.6.1 Sistema Electrico del Estado Nueva Esparta C.A. (SENECA) (5

4.7 ENELMAR, S.A. (100%)

Address: Calle Ppal. Sector San Lorenzo, Edificio Seneca - Pampa  
Venezuela

ENELMAR, S.A. is a Venezuelan company formed to hold CMS Electric  
privatized electric system of the state of Nueva Esparta.

4.7.1 \*\*Sistema Electrico del Estado Nueva Esparta C.A.  
corporation.

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 dev  
and distribution opportunities, gas transmission, storage and distribution o  
marketing opportunities and oil and gas exploration and development opportuniti

5.1 Batam Energy (S) Pte. Ltd. (50%)

Address: Shook Lin & Bok, 1 Robinson Road, #19-01 AIA Tower, Singap

Batam Energy(S) Pte. Ltd. is a Singapore corporation formed  
financing, ownership and operation of an approximately 650 MW  
located in Batam, Indonesia, including the 2 x 230 kV submarin  
Singapore. P.T. Batam Energi Indonesia Company is the Project Compa

5.2 CMS Energy India Pte Ltd (India) (99%)

Address: Units 203 & 204, Capital Towers, 180, Nungambakkam High Roa  
India

CMS Energy India Private Limited is an Indian company formed to purs  
India.

6. CMS Energy South America Company (CESA)

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Mi

CMS Energy South America Company is a Cayman Islands Company formed to pr  
development expenses and activity in Argentina and Brazil.

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

Address: Edificio Torre Catalinas Plaza, Ing. Enrique Butty 2  
800/900) (1300) Buenos Aires, Argentina

CMS Enterprises Development Company S.A. is an Argentine company  
work in Argentina.

7. CMS Energy Technology Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Mi

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CMS Energy Technology Company is a Michigan corporation formed for the p 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 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, MI

CMS Enterprises Development, L.L.C. is a Michigan limited liability com projects, including but not limited to, a zirconium recovery project.

10. CMS Enterprises Holding Company S.A. (99%)

Address: Edificio Torre Catalinas Plaza, Ing. Enrique Butty 220, 8 Piso (Av. Buenos Aires, Argentina

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

11. CMS Gas Transmission Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI

CMS Gas Transmission Company is a Michigan corporation organized to engage i processing of natural gas.

11.1 Atlantic Methanol Capital Company (50%)

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

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

11.1.1 CMS Methanol Company, a Cayman Islands company

11.2 CMS Antrim Gas LLC

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS Antrim Gas LLC is a Michigan limited liability company form operating the central carbon dioxide removal plant in Otsego County,

11.3 CMS Bay Area Pipeline, LLC

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

A Michigan limited liability company involved in natural gas transpo

11.4 CMS Field Services, Inc.

Address: Boulder Towers, 1437 South Boulder, Suite 1250, Tulsa, Okl

CMS Field Services, Inc. is a Michigan corporation, formerly know Inc., involved in the transmission and distribution of natural gas.

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- 11.4.1 Bighorn Gas Gathering, L.L.C. (50%), a Delaware limited
- 11.4.2 Bradshaw Energy, L.L.C. (97.5%), an Oklahoma limited li
- 11.4.3 Choctaw Thrust Gas Gathering System (33.33%)
- 11.4.4 CMS Cherokee Gas Processing, L.L.C., an Oklahoma limite
  
- 11.4.5 CMS Field Services Holdings Company, Oklahoma corporati
  - 11.4.5.1 CMS Taurus Field Services, L.P. (1%)
  - 11.4.5.2 Bighorn Gas Gathering, L.L.C. (1%)
- 11.4.6 CMS Gas Processing, L.L.C., an Oklahoma limited liabili
- 11.4.7 CMS Gulf Coast Field Services, L.L.C., a Michigan limit
- 11.4.8 CMS Hydrocarbon, L.L.C., an Oklahoma limited liability
- 11.4.9 CMS Laverne Gas Processing, L.L.C., an Oklahoma limited
- 11.4.10 CMS Natural Gas Gathering, L.L.C., an Oklahoma limited
- 11.4.11 CMS Oklahoma Natural Gas Gathering, L.L.C., an Oklahoma
- 11.4.12 CMS Pipeline Company, L.L.C., an Oklahoma limited liabi
- 11.4.13 CMS Taurus Holdings Company, L.L.C. an Oklahoma limited
  - 11.4.13.1 CMS Taurus Field Services, L.P. (99%)
- 11.4.14 Fort Union Gas Gathering, L.L.C. (33.33%), a Delaware l
- 11.4.15 CBC/Leon Limited Partnership (89%), an Oklahoma limited
  - 11.4.15.1 Bright Star Partnership (4.57%)
- 11.4.16 Leon Limited Partnership (50%), an Oklahoma limited par
  - 11.4.16.1 Bright Star Partnership (5.43%)

### 11.5 CMS Gas Argentina Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS Gas Argentina Company is a Cayman Islands company with an equit  
Gas del Norte S.A., an Argentine company, which provides natural g  
northern and central parts of Argentina.

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

### 11.6 CMS Gas Offshore Investment Ltd.

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS Gas Offshore Investment Ltd. is a Cayman Islands corporation fo  
rehabilitation, upgrading, extension, ownership, operation and  
generation and sea water desalination project at the Taweelah comple

### 11.7 CMS Grands Lacs LLC

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS Grands Lacs LLC is a Michigan limited liability company that  
lines in Michigan.

### 11.8 CMS Jackson Pipeline Company

Address: Fairlane Plaza South, Suite 1040, 330 Town Center Drive, D

CMS Jackson Pipeline Company is a Michigan corporation involved as  
Pipeline Company, a Michigan general partnership.

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- 11.9 CMS Marysville Gas Liquids Company  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
CMS Marysville Gas Liquids Company is a Michigan corporation that Fractionation Partnership and 51% interest in St.Clair Underground S
- 11.10 CMS Saginaw Bay Lateral Company  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
CMS Saginaw Bay Lateral Company is a Michigan corporation forme Saginaw Bay Lateral Limited Partnership, a Michigan limited partners
- 11.11 Nitrotec Corporation (50%)  
Address: 1021 Main Street, Suite 2800, Houston, Texas 77002  
Nitrotec Corporation is a Delaware corporation formed to invest i natural gas.
- 11.12 Otsego EOR LLC (25%)  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
Otsego EOR LLC is a Michigan limited liability company formed as a consisting of three oil reservoirs and pipeline and compression fac Michigan.
- 11.13 Panhandle Eastern Pipe Line Company  
Address: 5444 Westheimer Court, Houston, TX 77056-5310  
Panhandle Eastern Pipe Line Company is a Delaware corporation forme gas.
  - 11.13.1 CMS Panhandle Eastern Resources, LLC., a Delaware corpo
  - 11.13.2 CMS Panhandle Storage Company, a Delaware corporation
  - 11.13.3 CMS Pan Gas Storage Company, LLC a Delaware limited lia
  - 11.13.4 Trunkline Field Services Company, a Delaware corporatio
    - 11.13.4.1 CMS Trunkline Gas Resources, Inc., a D
  - 11.13.5 CMS Panhandle Holdings, LLC, a Delaware limited liabili
    - 11.13.5.1 \*CMS Panhandle Lake Charles Genera limited liability
    - 11.13.5.2 CMS Trunkline LNG Company, LLC, a Dela
    - 11.13.5.3 Centennial Pipeline, L.L.C. (33.33% company
    - 11.13.5.4 CMS Trunkline Gas Company, LLC, a Dela
      - 11.13.5.5.1 CMS Trunkline Deepwater limited liability comp
        - 11.13.5.5.1.1
    - 11.13.5.5 Guardian Pipeline, L.L.C. (33.33%)
- 11.14 TriState Pipeline, L.L.C  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D



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TriState Pipeline, L.L.C. is a Michigan limited liability company with interests in the TriState Pipeline.

### 11.15 Western Australia Gas Transmission Company I

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI 48124

Western Australia Gas Transmission Company I is a Cayman Islands corporation with interests in a natural gas pipeline project in Australia and the Atacama

- 11.15.1 CMS Gas Transmission del Sur Company, a Cayman Islands corporation
  - 11.15.1.1 Atacama Finance Co. (50%)
  - 11.15.1.2 CMS Atacama Company
  - 11.15.1.3 Compania de Inversiones CMS Energy-Cayman company
    - 11.15.1.3.1 Administradora Proyecto Atacama S.A.
    - 11.15.1.3.2 Gasoducto Atacama Compania Ltda (100%)
      - 11.15.1.3.2.1 Gasoducto Taltal Limitada S.A.
      - 11.15.1.3.2.2 Progas S.A. (99.99%)
    - 11.15.1.3.3 Noroeste Pacifico Generacion de Energia S.A.
      - 11.15.1.3.3.1 CDEC-SING (14.29%)
      - 11.15.1.3.3.2 Empresa de Transmision Eléctrica S.A.
  - 11.15.1.4 Energex Co. (30%)
  - 11.15.1.5 Gasoducto Cuenca Noroeste Limitada (30%)
    - 11.15.1.5.1 Gasoducto Cuenca Noroeste Limitada S.A.
    - 11.15.1.5.2 Gasoducto Taltal Limitada (1%)
- 11.15.2 CMS Gas Transmission of Australia Holding Company, a Cayman Islands corporation

- 11.15.2.1 CMS Gas Transmission of Australia, a Cayman Islands corporation
- 11.15.3 CMS International Financial Services Company, a Cayman Islands corporation
- 11.15.4 CMS Luxembourg SARL, a Luxembourg corporation
  - 11.15.4.1 Valandrid B.V. a Netherlands corporation
    - 11.15.4.1.1 CMS Goldfields Gas Transmission Australia corporation
      - 11.15.4.1.1.1 SCP Investments (No. 1) PTY LTD.
        - 11.15.4.1.1.1.1 SCP Investments (No. 1) PTY LTD.
          - 11.15.4.1.1.1.1.1 Southern Cross Goldfield Venture (66.664%)
            - 11.15.4.1.1.1.1.1.1.1 Go... LT
          - 11.15.4.1.1.1.1.2 SCP Investments (No. 2) PTY LTD.
            - 11.15.4.1.1.1.1.2.1 Southern Cross Goldfield Venture (66.664%)
              - 11.15.4.1.1.1.2.1.1.1 Go... LT
        - 11.15.4.1.1.2 SCP Investments (No. 2) PTY LTD.
          - 11.15.4.1.1.1.2.1 Southern Cross Goldfield Venture (66.664%)
            - 11.15.4.1.1.1.2.1.1.1 Go... LT
      - 11.15.4.1.2 CMS TriState Canada Unlimited Company

### 12. CMS Generation Co.

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI 48124

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

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

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

CMS Centrales Termicas S.A. is an Argentine company formed to own and operate a gas/fuel oil-fired electric power plant near Mendoza, Argentina.

### 12.2 CMS Generation Altoona Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Detroit, Michigan

CMS Generation Altoona Company is a Michigan corporation formed to develop, own and maintain a bituminous coal, bituminous coal waste or other solid fuel-fired electric power plant.

### 12.3 CMS Generation Chateaugay Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Detroit, Michigan

CMS Generation Chateaugay Company is a Michigan corporation involved in the ownership and operation of Chateaugay, LP, a limited partnership.

### 12.4 CMS Generation Filer City, Inc.

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Detroit, Michigan

CMS Generation Filer City, Inc. is a Michigan corporation involved in the ownership and operation of T.E.S. Filer City Station Limited Partnership, a Michigan limited partnership that owns and operates the 54 megawatt (net) wood chip and coal-fired electric generating station.

### 12.5 CMS Generation Filer City Operating Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Detroit, Michigan

CMS Generation Filer City Operating Company is a Michigan corporation involved in the ownership and operation of waste wood-fueled power plant near Filer City, Michigan owned by T.E.S. Filer City Station Limited Partnership.

### 12.6 CMS Generation Genesee Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Detroit, Michigan

CMS Generation Genesee Company is a Michigan corporation involved in the ownership and operation of Genesee Power Station Limited Partnership, a Delaware limited partnership that owns and operates a 35-megawatt (net) waste wood-fired electric generating facility located near Genesee, Michigan.

### 12.7 CMS Generation Grayling Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Detroit, Michigan

CMS Generation Grayling Company is a Michigan corporation involved in the ownership and operation of Grayling Generating Station Limited Partnership, a Michigan limited partnership that owns and operates a 36-megawatt (net) waste wood-fueled power plant in Grayling, Michigan. CMS Generation Grayling Company is a Limited Partner in GGS Holdings Company, a Michigan corporation that is a Limited Partner in AFD Forest Products Limited Partnership that operates a waste wood-fueled power plant in Grayling, Michigan. CMS Generation Grayling Company is also a Limited Partner in AFD Forest Products Limited Partnership that operates a waste wood-fueled power plant in Grayling, Michigan. CMS Generation Grayling Company is a 49.5% Limited Partner in AFD Forest Products Limited Partnership.

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### 12.8 CMS Generation Grayling Holdings Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

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

#### 12.8.1 Grayling Partners Land Development LLC (49%), a Michiga

### 12.9 CMS Generation Holdings Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS Generation Holdings Company is a Michigan corporation involve partnerships and in the following companies:

#### 12.9.1 GPS Newco, L.L.C. (50%), a Kansas limited liability com

#### 12.9.2 Moose River Properties (50%), a Delaware corporation

### 12.10 CMS Generation Honey Lake Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS Generation Honey Lake Company is a Michigan corporation with a a Limited Partnership interest in HL Power Company, a California li wood and geothermal fluid to generate a 30-megawatt (net) electr County, California. Also involved as General Partner in Honey L Energy II LP, both Michigan limited partnerships formed to own limi Power Company.

### 12.11 CMS Generation Investment Company I

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS Generation Investment Company I is a Cayman Islands company CMS Generation overseas investments that engage in the construc various power projects in the Philippines, India, Morocco, Thailand Australia.

#### 12.11.1 \*CMS Generation Cebu Limited Duration Company (99%), a

##### 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

#### 12.11.3 CMS Generation Investment Company IV

##### 12.11.3.1 CMS Generation Investment Company II, a Cayman I

###### 12.11.3.1.1 CMS Generation Jorf Lasfar I LDC (65%), Ca

###### 12.11.3.1.2 CMS Generation Jorf Lasfar II LDC (65%), C

###### 12.11.3.1.3 \*CMS Generation Cebu Limited Duration company

###### 12.11.3.1.4 \*CMS Generation Cebu Operating Limited Islands company

##### 12.11.3.2 CMS Generation Jorf Lasfar III LDC (50%), a Caym

##### 12.11.3.3 CMS Generation Luxembourg SARL, a Luxembourg com

###### 12.11.3.3.1 CMS Generation Netherlands B.V., a Netherl

###### 12.11.3.3.1.1 Jorf Lasfar Energiaktibolag, a Swed

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		12.11.3.3.1.1.1	*Jorf Lasfar (25%), a Moroccan comp
		12.11.3.3.1.2	Jorf Lasfar Power Energy Aktiebolag
		12.11.3.3.1.2.1	*Jorf Lasfar Moroccan comp
12.11.4	CMS Generation Investment Company V		
	12.11.4.1	Gasoducto Cuenca Noroeste Ltda. (20%)	
12.11.5	CMS Generation Investment Company VI		
	12.11.5.1	CMS Takoradi Investment Company	
		12.11.5.1.1	CMS Takoradi Investment Company II
		12.11.5.1.1.1	*Takoradi International Company (Ghana)
12.11.6	CMS Generation Investment Company VII		
	12.11.6.1	CMS Generation Taweelah Limited	
		11.11.6.1.1	**Emirates CMS Power Company (40%)
		11.11.6.1.1.1	Taweelah Shared Facilities Company Emirates company
	12.11.6.2	CMS Jubail Investment Company I, a Cayman Island	
		12.11.6.2.1	Jubail Energy Company (50%)
	12.11.6.3	Shuweihat General Partner Company (50%), a Cayman	
12.11.7	CMS Generation Loy Yang Holdings 1 Ltd.		
	12.11.7.1	**Horizon Energy Holdings Ltd.	
		12.11.7.1.1	Loy Yang Power Projects Pty. Ltd. (49.6%)
		12.11.7.1.2	Loy Yang Power Management Pty Ltd (49.6%)
		12.11.7.1.3	**Loy Yang Power Partners (24.63%)
12.11.8	CMS Generation Loy Yang Holdings 2 Ltd.		
	12.11.8.1	**CMS Generation Horizon Energy Holdings Ltd	
		12.11.8.1.1	Loy Yang Power Projects Pty Ltd (49.6%)
		12.11.8.1.2	Loy Yang Power Management Pty. Ltd. (49.6%)
		12.11.8.1.3	*Loy Yang Power Partners (25%)
12.11.9	CMS Generation Pinamucan Limited Duration Company (99%)		
12.11.10	CMS Generation Pinamucan Operating Limited Duration Company		
12.11.11	ENELMAR, S.A. (40%) (Venezuela)		
12.11.12	Energex Co. (20%) (Cayman Islands)		
12.11.13	*National Power Supply Co. Ltd. (Thailand) (66.24%)		
12.11.14	Servicios de Aguas de Chile CMS y Compania Limitada (99%)		

12.12 CMS Generation Lyonsdale Company

Address: Fairlane Plaza South, Suite 1000, 330 Town Center Drive, Detroit, Michigan

CMS Generation Lyonsdale Company is a Michigan corporation involved in the development of Lyonsdale Energy Limited Partnership that owns and operates a 19 MW gas-fired generating facility in Lyonsdale, New York.

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

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Detroit, Michigan

CMS Generation Michigan Power L.L.C. is a Michigan limited liability corporation that owns and operates gas-fired generating units that are to be sited in Michigan for the purpose of meeting peak demand periods.

12.14 CMS Generation Mon Valley Company

Address: Fairlane Plaza South, Suite 1000, 330 Town Center Drive, Detroit, Michigan

CMS Generation Mon Valley Company is a Michigan corporation involved in the development of Mon Valley Energy Limited Partnership formed to develop, construct, and operate a 1,000 MW gas-fired generating facility in Monaca, Pennsylvania.

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- Project, an 80-megawatt (net) coal fired cogeneration plant in Penns
- 12.15 CMS Generation Montreal Company
- Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D
- CMS Generation Montreal Company is a Michigan corporation tha  
recovery facility in the greater Montreal, Quebec, Canada area.
- 12.16 \*CMS Generation Operating Company
- Address: Fairlane Plaza South, Suite 1000, 330 Town Center Drive, D
- CMS Generation Operating Company is a Michigan corporation formed t  
various power plants including Grayling, Chateaugay, Exeter and Gene
- 12.17 CMS Generation Recycling Company
- Address: Fairlane Plaza South, Suite 1000, 330 Town Center Drive, D
- CMS Generation Recycling Company is a Michigan corporation invo  
Recycling, LLC, a Michigan limited liability company, formed t  
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 2  
800/900), (1300) Buenos Aires, Argentina
- CMS Generation SA is an Argentine company formed to carry out on  
parties investments in energy-related businesses located primarily i
- 12.18.1 \*Hidroelectrica El Chocon S.A. (2.48%), an Argentine co  
12.18.2 \*Hidroinvest SA, an Argentine company (25%)  
12.18.2.1 \*Hidroelectricidad El Chocon S.A. (59%)
- 12.19 CMS Generation San Nicolas Company (.1%)
- Address: Fairlane Plaza South, Suite 1000, 330 Town Center Drive, D
- CMS Generation San Nicolas Company is a Michigan corporation formed  
Argentine company that is the owner and operator of a 650 MW powe  
Argentina.
- 12.19.1 Inversora de San Nicolas, SA (.1%)  
12.19.1.1 \*Centrales Termica San Nicolas S.A. (8
- 12.20 \*CMS International Operating Company
- Address: Fairlane Plaza South, Suite 1000, 330 Town Center Drive, D
- CMS International Operating Company is a Cayman Islands corpora  
project operating and maintenance companies.
- 12.20.1 CMS (India) Operations and Maintenance Company Private  
12.20.2 Jorf Lasfar Operations Handelsbolag (99%)  
12.20.2.1 \*CMS Morocco Operating Co, SCA (99.7%)

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12.20.2.2 \*Jorf Lasfar Energy Company SCA (2%),

12.21 \*Dearborn Generation Operating, L.L.C

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

Dearborn Generation Operating, L.L.C. is a Michigan Limited Liability  
Ford/Rouge project.

12.22 Dearborn Industrial Energy, LLC

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

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

12.22.1 \*Dearborn Industrial Generation, L.L.C.

12.23 Exeter Management Company (100%)

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

Exeter Management Company is a Connecticut corporation involved a  
Energy Limited Partnership that owns and operates a 26-megawatt  
Sterling, Connecticut.

12.23.1 \*Exeter Energy Limited Partnership (2%)

12.24 CMS International Ventures, L.L.C. (33.33%)

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

CMS International Ventures, L.L.C is a Michigan corporation for  
investment in, and sale of, CMS Indian and Argentine projects on a  
Generation.

12.25 HYDRA-CO Enterprises, Inc.

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D

HYDRA-CO Enterprises, Inc is a New York corporation engaged in th  
itself or with others, of one or more cogeneration, small hydro  
facilities through partnership interests and ownership of dom  
involved in the development, ownership, management or operation  
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 Operato

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-Jamaica Development, Inc.

12.25.7 HCE-Rockfort Diesel, Inc.

12.25.7.1 \*Jamaica Private Power Company, Limited

12.25.8 HYDRA-CO Generation, Inc. (Inactive)

12.25.9 Jamaica Energy Team Limited (59.7%)

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- 12.25.10 New Bern Energy Recovery, Inc.
- 12.26 McCook Cogeneration Station, LLC (50%) (Inactive)  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
McCook Cogeneration Station, LLC is a Michigan limited liability co  
40-megawatt (net) waste wood fueled electric generating facility loc
- 12.27 McCook Waste Wood Recovery Facility, LLC (50% Member)  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
McCook Waste Wood Recovery Facility, LLC is a Michigan limited li  
and own a waste wood recycling and processing facility where waste  
and mechanically separated and then recycled or processed for use  
LLC.
- 12.28 Metro East, LLC (50%) (Inactive)  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
Metro East, LLC is a Michigan limited liability company formed  
(net) waste wood and waste coal fueled electric generating facility
- 12.29 Midland Cogeneration Venture Expansion, LLC (50%)  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
Midland Cogeneration Venture Expansion is a Delaware limited liabil  
MCV Expansion including ordering and funding long-lead equipment.
- 12.30 Oxford Tire Recycling, Inc. (Inactive)  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
Oxford Tire Recycling, Inc. is a Delaware corporation engaged in  
storage, the sale of used and shredded tires, and related business a
- 12.31 Oxford Tire Recycling of Massachusetts, Inc.  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
Oxford Tire Recycling of Massachusetts, Inc. is a Delaware o  
collection, shredding and storage, the sale of used and shredden  
activities.
- 12.32 Oxford Tire Supply, Inc.  
Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, D  
Oxford Tire Supply, Inc. is a Delaware corporation engaged in truc  
and sorting and grading tires for resale.
- 12.33 \*Exeter Energy Limited Partnership (50%)

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Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI 48124

Exeter Energy Limited Partnership is a Connecticut limited partnership that owns and operates the Exeter 26 MW tire-fueled cogeneration plant.

### 12.34 \*\*Taweelah A2 Operating Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI 48124

Taweelah A2 Operating Company is a Michigan corporation formed to own and operate cogeneration units in Abu Dhabi, United Arab Emirates.

### 12.35 Oxford/CMS Development L.P. (48%)

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI 48124

Oxford/CMS Development L.P. is a Michigan limited partnership formed to hold a 48% interest in Exeter Energy Limited Partnership.

#### 12.35.1 \*Exeter Energy Limited Partnership (48%)

## 13. CMS Land Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI 48124

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

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

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI 48124

Bay Harbor Company is a Michigan limited liability company that owns and operates Bay Harbor, a real estate development.

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

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI 48124

Bay Harbor Village Company is a Michigan limited liability company that owns and operates the restaurant and residential real estate aspects of the Bay Harbor Resort.

## 14. CMS International Ventures, L.L.C. (66.67%)

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI 48124

CMS International Ventures, L.L.C. is a Michigan corporation formed to facilitate the development and sale of, CMS Indian and Argentine projects on a joint basis, managed by CMS Energy Company.

### 14.1 CMS Generation Investment Company III, a Cayman Islands company

#### 14.1.1 CMS Energy Mauritius Limited

##### 14.1.1.1 \*GMR Vasavi Power Corporation Pvt Ltd. (49%)

##### 14.1.1.2 TN LNG & Power Co. Pvt. Ltd. (India) (TIDCO) (26.67%)

#### 14.1.2 CMS Generation Jegurupadu I Limited Duration Company (99%), a Cayman Islands company

##### 14.1.2.1 Jegurupadu O&M Company Mauritius (50%)

##### 14.1.2.1.1 \*Jegurupadu Operating & Maintenance Company (60%)

#### 14.1.3 CMS Generation Jegurupadu II Limited Duration Company (99%), a Cayman Islands company

#### 14.1.4 CMS Generation Neyveli Ltd., a Mauritius company

##### 14.1.4.1 ST CMS Electric Company Private Limited (50%), an Indian company



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- 14.1.5 Jegurupadu CMS Generation Company Ltd.
  - 14.1.5.1 \*GVK Industries Ltd. (23.75%)
- 14.2 \*\*CMS Operating, S.A. (99%)
  - 14.2.1 \*CMS Ensenada S.A. (99%)
  - 14.2.2 Cuyana S.A. de Inversiones (99%)
    - 14.2.2.1 Centrales Termicas Mendoza, S.A. (92.6%)
  - 14.2.3 Transportadora de Gas del Mercosur (Argentina) (TGM) (2
- 15. CMS Marketing, Services and Trading Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI

CMS Marketing, Services and Trading Company is a Michigan corporation involved in coal marketing, risk management and energy management services.
- 15.1 CMS Merchant Services, L.L.C.

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI

CMS Merchant Services, L.L.C. is a Michigan limited liability company involved in purchasing capacity under the FERC's capacity release regulations for
- 15.2 CMS MS&T Michigan L.L.C.

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI

CMS MS&T Michigan L.L.C. is a Michigan limited liability company involved in the assignment of the Ford/Rouge Electricity Sales Agreements from Dearborn and to perform those contracts as well as any further contracts entered into
- 15.3 CMS Texon Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI

CMS Texon Company is a Michigan corporation involved as a General Partner in a limited partnership engaged in transporting, processing and marketing of liquids and services related thereto.
- 15.4 CMS Viron Corporation

Address: 216 Northwest Platte Valley Drive, Riverside, Missouri 64117

CMS Viron Corporation is a Missouri corporation formed to provide energy usage analysis and the engineering and implementation of energy conservation
- 15.5 Enline Energy Solutions, LLC (50%)

Address: 1021 Main Street, Suite 2600, Houston, TX 77002-6606

Enline Energy Solutions, LLC is a Texas limited liability company involved in transporting, storing, selling, brokering and marketing natural gas and energy-related consulting.
- 15.6 PremStar Energy Canada Ltd.(50%)

Address: Suite 104, 330 Richmond Street, Chatham, Ontario Canada N7R 1A1

PremStar Energy Canada Ltd, is a Canadian corporation engaged in purchasing, selling, brokering and marketing natural gas in North America and en

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15.6.1 ECNG Inc (88%)

15.6.2 Energistics Group, Inc.

15.6.3 Premstar Metering Inc (70%)

15.6.3.1 Canadian Meter Services Ltd

16. CMS MicroPower Systems, L.L.C.

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI

CMS MicroPower Systems, L.L.C. is a Michigan limited liability company with portable generation assets.

17. CMS North American Development, LLC

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, MI

CMS North American Development, LLC is a Texas limited liability company providing services for CMS Enterprises employees currently working for America's Development.

18. 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, production of oil and natural gas in the U.S. and in foreign countries through the ownership of domestic and foreign corporations.

18.1 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, CMS Oil and Gas (International), Inc., engaged as a holding company that engages in the exploration and production of oil and natural gas in Africa.

18.1.1 CMS NOMECO Congo, Inc.

18.1.2 CMS NOMECO International Congo Holdings, Inc.

18.1.3 CMS Oil and Gas (Cameroon) Ltd., formerly known as CMS

18.1.4 CMS Oil and Gas (Cote d'Ivoire) Ltd., formerly known as CMS

18.1.5 CMS Oil and Gas (Eritrea) Ltd.

18.1.6 CMS Oil and Gas International (Tunisia) Company, International Tunisia, Inc.

18.1.7 CMS Oil and Gas (Services) Company, formerly known as CMS Oil and Gas (Transportation) Company

18.2 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 engaged in the exploration and production of oil and natural gas in the U.S. and in foreign countries through the ownership of domestic and foreign corporations.

18.2.1 CMS Oil and Gas de Brazil Ltd.

18.2.2 CMS Oil and Gas (Congo) Ltd., formerly known as CMS NOMECO

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18.2.3 CMS Oil and Gas (Venezuela) LDC, formerly known as CMS  
18.2.4 NOMECO Argentina LDC, formerly known as CMS Oil and Gas

18.3 Explotaciones CMS Oil and Gas Company

Address: World Trade Center, Torre B., Offc. 705, Calle 100, No. 8A

Explotaciones CMS Oil and Gas Company is a Delaware corporation, fo  
NOMECO Inc., engaged in the exploration and production of oil and na

19. CMS Resource Development Company

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Mi

CMS Resource Development Company is a Michigan corporation formed to pursue  
outside the United States.

20. CMS Texas LLC

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Mi

CMS Texas LLC is a Texas limited liability company formed to assist CMS Enterpr

21. CMS Energy Trust I

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Mi

CMS Energy Trust I is a Delaware Trust established to issue Trust Preferred Sec

22. CMS Energy Trust II

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Mi

CMS Energy Trust II is a Delaware Trust established to issue Trust Preferred Se

23. CMS Energy Trust III

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Mi

CMS Energy Trust III is a Delaware Trust established to issue Trust Preferred S

24. CMS Energy Trust IV

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Mi

CMS Energy Trust IV is a Delaware Trust established to issue Trust Preferred Se

25. CMS Energy Trust V

Address: Fairlane Plaza South, Suite 1100, 330 Town Center Drive, Dearborn, Mi

CMS Energy Trust V is a Delaware Trust established to issue Trust Preferred Sec

C. CONSUMERS ENERGY COMPANY

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

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

The consolidated operations of Consumers Energy Company ("Consumers") account for the la assets and income and accounts for a substantial portion of its revenues. The name, sta 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, and related construction services to natural gas utilities, natural gas expl 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 limi Limited Partnership, a Delaware limited partnership, which leases assets to Limited Partnership, a Michigan limited partnership.

3. CMS Midland, Inc.

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

CMS Midland, Inc. is as Michigan corporation engaged as a 49% General Pa Venture Limited Partnership, a Michigan limited partnership.

4. Consumers Campus Holdings, LLC

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Campus Holding is a Michigan limited liability company formed for the synthetic lease financing of the new Consumers Energy Company office Jackson, Michigan.

5. Consumers EnergyGuard Services, Inc.

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

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

6. Consumers Funding, LLC

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Funding. LLC is a Delaware limited liability company formed for th property transferred by Consumers and issuer of securitization bonds.

7. Consumers Nuclear Services, LLC

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Nuclear Services, LLC is a Michigan limited liability company for 20% member interest in Nuclear Management LLC.

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7.1 Nuclear Management Company LLC (20%)

Address: 700 First Street, Hudson, Wisconsin 54016

Nuclear Management Company is a Wisconsin limited liability corporation formed for the purpose of ensuring the reliability and continued safe operation, to pursue overall excellent performance and cost efficiency, as well as to identify efficiencies in the provision of operating services.

8. Consumers Receivables Funding, LLC

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Receivables Funding, LLC is a Delaware limited liability company formed for the purpose of purchasing receivables from Consumers Energy Company and sell them to a third party.

9. ES Services Company

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

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

10. MEC Development Corp.

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

MEC Development Corp. is a Michigan corporation that previously held assets trust related to the bonds issued by the Midland Cogeneration Venture Limited Partnership, a Michigan corporation.

11. 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 and operating transmission facilities acquired from Consumers.

12. Michigan Gas Storage Company

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Michigan Gas Storage Company is a Michigan corporation and a natural gas storage facility under the Natural Gas Act engaged in the interstate transportation and storage of gas for Consumers.

13. Consumers Parnall Holdings, LLC

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Parnall Holdings, LLC is a Michigan limited liability corporation formed for the purpose of holding the interest of CEC Investments I, Inc. and related to the purchase of the building pending a purchase of the title to the land by Consumers.

14. Consumers Power Company Financing I

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Power Company Financing I is a Delaware Trust established to issue Trust Securities.

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15. Consumers Power Company Financing II

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Power Company Financing II is a Delaware Trust established to issue T

16. Consumers Power Company Financing III

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Power Company Financing III is a Delaware Trust established to issue

17. Consumers Power Company Financing IV

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Power Company Financing IV is a Delaware Trust established to issue T

18. Consumers Power Company Financing V

Address: 212 West Michigan Avenue, Jackson, Michigan 49201

Consumers Power Company Financing V is a Delaware Trust established to issue Tr

2. A brief description of the properties of claimant and each of its subsidiary publ  
the generation, transmission and distribution of electric energy for sale, or for th  
distribution of natural or manufactured gas, indicating the location of principal ge  
lines, producing fields, gas manufacturing plants, and electric and gas distribution  
properties which are outside the State in which claimant and its subsidiaries are or  
pipelines which deliver or receive electric energy or gas at the borders of such Sta

Claimant has no directly owned properties used for such purposes. Claimant's subsidiary Co  
Its property and facilities used for the above-described purposes are located within the S  
described below.

(1) Electric Properties

Consumers' electric generation is supplied by the following plants:

Name and Location (Michigan)	Size and Year Entering Service	2001 Summer Net Demonstrated Capability (kWh)
Coal Generation		
J H Campbell 1&2 - West Olive	2 Units, 1962-1967	615,000
J H Campbell 3 - West Olive	1 Unit, 1980	765,140
D E Karn - Essexville	2 Units, 1959-1961	515,000
B C Cobb - Muskegon	2 Units, 1956-1957	316,000

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J R Whiting - Erie	3 Units, 1952-1953	326,000
J C Weadock - Essexville	2 Units, 1955-1958	310,000
Total Coal Generation		2,847,140
Oil/Gas Generation		
B C Cobb - Muskegon	3 Units, 1999-2000	183,000
D E Karn - Essexville	2 Units, 1975-1977	1,276,000
Total Oil/Gas Generation		1,459,000
Hydroelectric		
Conventional Hydro Generation	13 Plants, 1907-1949	73,540
Ludington Pumped Storage	6 Units, 1973	954,700
Total Hydroelectric		1,028,240
Nuclear Generation		
Palisades - South Haven	1 Unit, 1971	760,000
Total Nuclear Generation		760,000
Gas/Oil Combustion Turbine		
Generation	8 Plants, 1966-1999	346,800
Total Gas/Oil Combustion Turbine		346,800
Total owned generation		6,441,180
Purchased and Interchange Power Capacity		1,644,180
Total		8,085,360

- (a) Represents Consumers' share of the capacity of the J H Campbell 3, net of 6.69 percent Michigan Public Power Agency and Wolverine Power Supply Cooperative, Inc.).
- (b) Represents Consumers' share of the capacity of Ludington. Consumers and Detroit percent undivided ownership, respectively, in the plant.
- (c) Represents Consumers' share of net pumped storage generation. This facility electric hours for storage to later generate electricity during peak-demand hours.
- (d) Includes 1.8 MW of distributed generation.
- (e) Includes 1,240 MW of purchased contract capacity from the MCV Facility.

Electric subtransmission and distribution lines are located on or under public highways, streets, are located on or under easements or other rights. Consumers owns 340 miles of high voltage distribution subtransmission system consists of 4,152 structural miles of overhead lines and 16 subsurface miles. Distribution system consists of 54,380 structural miles of overhead lines and 7,801 subsurface miles.

Consumers owns substations having an aggregate transformer capacity of 28,868,000 kilovoltamperes.

On April 1, 2001, Consumers transferred its investment in electric transmission lines and subsidiary, Michigan Electric Transmission Company (METC). The transmission system consists of 4, lines.

METC owns substations having an aggregate transformer capacity of 12,015,660 kilovoltamperes.

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Consumers is interconnected with certain Michigan and neighboring utilities. Consumers owns the non-land assets that connect with the electric transmission lines that deliver electricity to the Michigan state border to:

Indiana & Michigan Electric Company at the following interconnection points: Palisades-

Palisades-Cook No. 2, Argenta-Robinson Park and Argenta-Twin Branch; and Northern Indiana Public Service Company at the following interconnection point: Barton Lake-Batavia.

(2) Gas Properties

Consumers' gas distribution and transmission system consists of 24,746 miles of distribution and transmission lines throughout Michigan's lower peninsula. It owns and operates six compressor stations with a total of 113,680 installed horsepower. Consumers has 11 gas storage fields located across Michigan with a total capacity of 221.3 bcf.

Michigan Gas Storage's transmission system consists of 521 miles of pipelines within Michigan. It owns and operates two compressor stations with a total of 53,500 installed horsepower. Michigan Gas Storage has 11 gas storage fields located in Osceola, Clare and Missaukee counties of Michigan with an aggregate capacity of 221.3 bcf.

In November 2001, Michigan Gas Storage filed an application with the Federal Energy Regulatory Commission for a declaration of exemption from provisions of the National Gas Act. Upon approval of the application, Michigan Gas Storage and its facilities would be merged into Consumers Energy Company.

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3. The following information for the last calendar year with respect to each of the subsidiary public utility companies:  
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ELECTRIC ENERGY

(a) Number of kWh of electric energy sold (at retail or wholesale).

SUBSIDIARY

Consumers Energy Total  
CMS MS&T Total

(b) Number of kWh of electric energy distributed at retail outside Michigan.

SUBSIDIARY

Consumers Energy Total  
CMS MS&T Total

Total Electric Energy Distributed Outside of the



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State of Michigan

(c) Number of kWh of electric energy sold at wholesale outside Michigan or at Michigan's

SUBSIDIARY

Consumers Energy Total  
CMS MS&T Total

Total Electric Energy Sold at Wholesale Outside the  
State of Michigan or at Michigan's State Line.

(d) Number of kWh of electric energy purchased outside Michigan or at Michigan's state line

SUBSIDIARY

Consumers Energy Total  
CMS MS&T Total

Total Electric Energy Purchased Outside of Michigan

NATURAL GAS

CMS Energy information reports for natural gas, as it does not deal with or in manufacture

(a) Number of Mcf of natural gas distributed at retail.

SUBSIDIARY

Consumers Energy Total  
CMS MS&T Total

Total Natural Gas Distributed at Retail

(b) Number of Mcf of natural gas distributed at retail outside Michigan.

SUBSIDIARY

Consumers Energy Total  
CMS MS&T Total

Total Natural Gas Distributed at Retail  
Outside the State of Michigan

(c) Number of Mcf of natural gas sold at wholesale outside Michigan or at Michigan's

SUBSIDIARY

Consumers Energy Total  
CMS Marketing Total

Total Natural Gas Sold at Wholesale Outside Michigan  
or at Michigan's State Line.

(d) Number of Mcf of natural gas purchased outside Michigan.

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SUBSIDIARY

Consumers Energy Total  
CMS MS&T Total

Total Natural Gas Purchased Outside of Michigan

4. The following information for the reporting period with respect to claimant and each in indirectly in an EWG or a foreign utility company, stating monetary amounts in United S
- (a) Name, location, business address and description of the facilities used by the E the generation, transmission and distribution of electric energy for sale or f natural or manufactured gas;
  - (b) Name of each system company that holds an interest in such EWG or foreign utility interest held;
  - (c) Type and amount of the capital invested, directly or indirectly, by the holding direct or indirect guarantee of the security of the EWG or foreign utility claiming exemption; and any debt or other financial obligation for which indirectly, to the holding company claiming exemption or another system compan utility company;
  - (d) Capitalization and earnings of the EWG or foreign utility company during the repo
  - (e) Identify any service, sales or construction contract(s) between the EWG or for company, and describe the services to be rendered or goods sold and fees or reven

CMS ENERGY'S EWGs AND FUCOs

As of December 31, 2001, CMS Energy had interests in 23 EWGs and 11 FUCOs:

EXEMPT WHOLESALE GENERATORS:

- 1. Centrales Termicas Mendoza, S.A. ("CTM")
  - (a) Centrales Termicas Mendoza, S.A.  
Edificio torre Catalinas Plaza  
Ing. Butty 220, 8th Floor  
Buenos Aires, Argentina

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Centrales Termicas Mendoza, S.A. an Argentine company, is an EWG and is the owner of Cuyo and a 15 MW generating unit in Cruz de Piedra, both located in Mendoza.

- (b) CMS Enterprises Company owns 66.67% of CMS International Ventures, L.L.C. which owns 100% of CMS Operating, S.A., which owns 92.6% Cuyana S.A. de Inversiones. Cuyana owns 92.6% of CTM.
- (c) As of December 31, 2001, CMS Generation has invested approximately \$221 million in CMS Operating S.A. and Cuyana. de Inversiones S.A.

(d)

Capitalization	Shareholder's Equity
	Irrevocable Contributions
	Retained Earnings
Total	
Net Income (Loss) for the period ended 12/31/01	

(e) As of December 31, 2001, 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 facility. In 2001, total fees earned from the contract were \$1,127,195.

2. 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 in San Nicolas, Argentina, north of Buenos Aires, Argentina. The five-unit plant can be fueled by coal or natural gas. CMS Generation Co. holds a 0.016% indirect ownership interest in CTSN.

- (b) CMS Generation Company has .1% interest in CMS Generation San Nicolas Company. CMS Generation Company is an Inversora San Nicolas, S.A., which owns 88% interest in CTSN. The remaining 12% is owned by the Argentine government on behalf of the facility's employees. See Exhibit B

On July 7, 1995, AES Argentina, Inc. purchased a 99.9% ownership interest in CTSN, represented by 9,990 newly issued shares, leaving CMS Generation Co. with a 0.016% ownership interest in CTSN.

- (c) As of December 31, 2001, CMS Generation San Nicolas Company had invested approximately \$221 million in CTSN. CMS Energy has been released from all guarantees related to CTSN.

(d)

Capitalization at 12/31/01	
Bank Loans	
	Long Term Debt (Partners Loans)
	Shareholder's Equity
	Total Capitalization
Net Income (Loss) for the period ended 12/31/01	

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As stated in Claimant's Form U-3A-2 filed February 29, 1996, due to the n indirectly owned by CMS Generation Co., capitalization and earnings inform unavailable.

(e) N/A

3. 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 generato Zilwaukee, Michigan and a 38 MW direct generator producing facility in Dearborn, Michigan.

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

(c) As of December 31, 2001 CMS Enterprises Company funded approximately \$7.7 million

(d)

Capitalization at 12/31/01  
Bank Loans

Long Term Debt (Partners Loan  
Shareholder's Equity  
Total Capitalization

Net Income (Loss) for the period ended 12/31/01

(e) During the year 2001, CDP had a power purchase agreements with CMS MS&T, Dear Seneca. In 2001, the total fees earned were \$221,639 and \$150,000, respectively from the agreement were \$5,946,000.

4. 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 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 CMS Ensenada S.A. See Exhibit B..

(c) As of December 31, 2001, CMS Operating S.A. had invested approximately \$39.13 mill

(d)

Capitalization at  
12/31/01

Shareholder's  
Equity  
Irrevocable Contri  
OPIC Loan (LT)  
Retained Earnings

Total Capitalization

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Net Income (Loss) for the period ended 12/31/01

(e) As of December 31, 2001, CMS Ensenada S.A. maintains a 7 year Operating and Maintenance Agreement with CMS Ensenada S.A. to operate and maintain the La Plata cogeneration plant. This agreement's monthly fees earned were \$500,000.

5. 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 generating capacity located in Toledo City, Cebu, Philippines, in the central island group 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 Cebu. See Exhibit B.

(c) As of December 31, 2001, CMS Generation Investment Company I and CMS Generation Investment Company II own approximately \$14.8 million of equity in Cebu.

(d)  
Capitalization at 12/31/01

	Shareholder's Equity
	Cumulative Translations Adjustment
Net Income (Loss) for the period ended 12/31/01	

(e) N/A

6. 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 with generating capacity, located in Toledo City, Cebu, Philippines, in the central island group of the Philippines. The plants are owned by Toledo Power Company.

(b) CMS Generation Investment Company I and CMS Generation Investment Company II, own Cebu Operating. See Exhibit B.

(c) As of December 31, 2001, CMS Generation Investment Company I and CMS Generation Investment Company II own approximately \$394 million of equity in Cebu Operating.

(d)  
Capitalization at 12/31/01

	Shareholder's Equity
	Cumulative Translation Adjustment
Net Income (Loss) for the period ended 12/31/01	

(e) As of December 31, 2001, Toledo Power Company, owned 47.5% by Cebu Operating, has

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January 1, 1996, with Cebu Operating. In 2001, the total fees earned from the agre

7. 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 n  
located in Comstock, Michigan and a 132 MW natural gas-fired peaking facility located in G

- (b) CMS Generation Co. owns 100% of CMS Generation Michigan Power LLC. See Exhibit B.  
(c) As of December 31, 2001, CMS Generation Co. had invested approximately \$72 m  
Michigan Power LLC.

- (d) Capitalization at 12/31/01  
Shareholder's Equity  
Net Income (Loss) for the period ended 12/31/01

- (e) As of December 31, 2001, CMS Generation Michigan Power, LLC had an Operating a  
Generation Co. In 2001, the total fees earned from the agreement were \$206,020.

8. 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 ope  
peaking facility located in Comstock, Michigan and a 132 MW natural gas-fired peaking faci

- (b) CMS Generation Co. owns 100% of CMS Generation Operating Co. See Exhibit B.  
(c) As of December 31, 2001, CMS Generation Co. had invested approximately \$2.5 m  
Company.

- (d) Capitalization at 12/31/01  
Shareholder's Equity  
Net Income (Loss) for the period ended 12/31/01

- (e) N/A

9. 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

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

- (b) CMS Generation Co. owns 100% of CMS International Operating Company. See Exhibit B.
- (c) As of December 31, 2001, CMS Generation Co. had invested approximately \$8.3 million in CMS International Operating Company.
- (d)

Capitalization at 12/31/01	
	Shareholder's Equity
	Cumulative Translation Adjustments
Net Income (Loss) for the period ended 12/31/01	
- (e) N/A

### 10. 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 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, CMS Generation Jorf Lasfar III Limited Duration Company own 99.7%, 0.1%, 0.1% of CMS Morocco. See Exhibit B.
- (c) As of November 30, 2001, Jorf Lasfar Operations Handelsbolag, CMS Generation Investment Company I, CMS International Operating Company, and CMS Generation Jorf Lasfar III Limited Duration Company own approximately 100 million of equity in CMS Morocco.

- (d)

Capitalization at 11/30/01	
	Shareholder's Equity
Net Income (Loss) for the period ended 11/30/01	

- (e) As of December 31, 2001, Jorf Lasfar Energy Company had an Operating and Maintenance Agreement with CMS Morocco effective September 7, 1997. In 2001, total fees earned this Operating and Maintenance Agreement were approximately \$1.5 million.

### 11. 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 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.

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- (c) As of December 31, 2001, CMS Generation Co. had invested \$3.5 million in Dearborn
- (d) Capitalization at 12/31/01  
Shareholder's Equity  
Net Income (Loss) for the period ended 12/31/01
- (e) As of December 31, 2001, Dearborn Generation Operating had an operating and main Industrial Generation. In 2001 the total operating and management fees were \$874
12. 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 1 facility and an approximately 550 MW natural gas-fired facility under construction located

- (b) Dearborn Industrial Energy L.L.C. owns 100% of Dearborn Industrial Generation. See
- (c) As of December 31, 2001, CMS Generation Co. had invested \$129 million in Dearborn

- (d) Capitalization at 12/31/01  
Shareholder's Equity  
Net Income (Loss) for the period ended 12/31/00
- (e) N/A

13. \*Exeter Energy Limited Partnership

- (a) Exeter Energy Limited Partnership  
Fairlane Plaza South  
330 Town Center Drive  
Dearborn, Michigan 48126

Exeter Energy Limited Partnership, a United States company, is an EWG and owns a 26 MW w in Sterling, Connecticut.

- (b) CMS Generation Co., Exeter Management Company and Oxford/CMS Development L.P. ow of Exeter Energy Limited Partnership. See Exhibit B.

- (c) As of December 31, 2001, CMS Generation Co. has invested approximately \$15 M Limited Partnership.

- (d) Capitalization at 12/31/01  
Partners' Capital  
Net Income (Loss) for the period ended 12/31/01

- (e) As of December 31, 2001, Exeter Energy Limited Partnership had an Operating and Generation Co. In 2001, the total fees earned from the agreement were \$375,002.

14. GMR Vasavi Power Corporation Pvt. Ltd. ("GMR Vasavi")



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- (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 1 (f.k.a. Madras), Tamil Nadu, India.

- (b) CMS Energy Mauritius Limited, a wholly owned subsidiary of CMS International Vent  
See Exhibit B.

- (c) As of December 31, 2001, CMS Energy Mauritius Limited had invested \$29.1 million

- (d) Capitalization at 12/31/01  
Shareholder's Equity

Net Income (Loss) for the period ended 12/31/01  
Secured Loans

- (e) As of December 31, 2001, there was a construction/management agreement between  
of which total operating and management fees earned were \$425,004.

15. 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 locat  
India.

- (b) Jegurupadu CMS Generation Company Limited, owns 23.75% of GVK. See Exhibit B.

- (c) As of December 31, 2001, Jegurupadu CMS Generation Company Limited had invest  
Industries, directly and indirectly through Classic Investment I and Classic Inv

- (d) Capitalization at 12/31/01  
Shareholder's Equity  
LT Liabilities  
Net Income (Loss) for the period ended 12/31/01

- (e) As of December 31, 2001, GVK Industries had a restated 10 year Operation  
Jegurupadu Operating, which became effective on the commercial operation d  
2001, total fees earned from the agreement were \$423,696.

16. 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  
plants located 26 kilometers apart on the Limay River in Western Argentina. These plants  
of 1,320 MW.

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- (b) CMS Generation S.A. owns 2.48% of Hidroelectrica. Hidroinvest, S.A. owns 25% of Hidroinvest, S.A. See Exhibit B.
- (c) As of December 31, 2001, CMS Generation, S.A. had invested approximately \$14 million in Chocon, S.A.

(d)

Capitalization at 12/31/01	
	Bank Loans
	Shareholder's Equity
Total Capitalization	
Net Income (Loss) for the period ended 12/31/01	

(e) N/A

17. 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 power plant in Kingston, Jamaica.

- (b) HCE-Rockfort Diesel owns 41.18 % of Jamaica Private Power. See Exhibit B.
- (c) As of December 31, 2001, HCE Rockfort Diesel had invested approximately \$21.1 million in Jamaica Private Power.
- (d)

Capitalization at 12/31/01	
	Shareholder's Equity
	Long-Term Debt
Net Income (Loss) for the period ended 12/31/01	

- (e) As of December 31, 2001, Jamaica Private Power had an operating agreement with HCE-Rockfort Diesel. The fees earned from the agreement were \$196,595.

18. 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 power plant in Jegurupadu, Andhra 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, 2001, Jegurupadu O&M Company had invested approximately \$5.1 million in Jegurupadu Operating and Maintenance Company, India.

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- (d) Capitalization at 12/31/01  
Shareholders' Equity  
Net Income (Loss) for the period ended 12/31/01
- (e) As of December 31, 2001, GVK Industries had a restated 10 year Operation Jegurupadu Operating, which became effective on the commercial operation d 2001, total fees earned from the agreement were \$423,696.

19. 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 M existing 330 MW electric generating plants and will construct and operate through a differ 348 MW electric generating plants located at the port of Jorf Lasfar on the Atlantic coast

- (b) Jorf Lasfar Energiaktiebolag, Jorf Lasfar Power Energy Aktiebolag, and Jorf Lasf and 2%, respectively, of Jorf Lasfar. See Exhibit B

- (c) As of December 31, 2001, CMS Investment Company IV had invested approximately \$1 Lasfar.

- (d) Capitalization at 11/30/01  
Shareholder's Equity  
Long Term Loans  
Net Income (Loss) for the period ended 11/30/01

- (e) As of December 31, 2001, Jorf Lasfar had an Operating and Maintenance Agreement effective September 4, 1997. In 2001, total fees earned under the agreement were

20. 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 tw cogeneration units under construction with biomass fuel capability in the Tha Thu approximately 140 kilometers east of Bangkok, Thailand.

- (b) CMS Generation Co. owns 100% of CMS Generation Investment Company I, which owns See Exhibit B.

- (c) As of December 31, 2001, CMS Generation Investment Company I had invested ap  
\$23.5 million of equity in National Power Supply.

- (d) Capitalization at 12/31/01  
Shareholder's Equity

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Long-Term Loans

Net Income (Loss) for the period ended 12/31/01

- (e) As of December 31, 2001, CMS Generation Co. had an Operation and Maintenance Power Supply. In 2001, no fees were earned under this agreement.

### 21. CMS Panhandle Lake Charles Generation Company, LLC

- (a) CMS Panhandle Lake Charles Generation Company, LLC  
5444 Westheimer Road  
Houston, Texas 77056

CMS Panhandle Lake Charles Generation Company, LLC, a Delaware limited liability company, 50% undivided interest in an electric generating facility with a nominal capacity of 2 (through the currently operable generator) located near Lake Charles, Louisiana. The facility is owned by CMS Panhandle Lake Charles Generation Company, LLC.

- (b) CMS Panhandle Holdings, LLC owns 100% of CMS Panhandle Lake Charles. See Exhibit A.
- (c) As of December 31, 2001, Trunkline Field Services Company had invested approximately \$5,000 of equity in CMS Panhandle Lake Charles.

- (d) Capitalization at 12/31/01  
Net Income (Loss) for the period ended 12/31/01

Shareholder's Equity

- (e) N/A

### 22. 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 Kingston, Jamaica.

- (b) HCO-Jamaica, Inc. owns 50% of Private Power. See Exhibit B.
- (c) As of December 31, 2001, HCO Jamaica, Inc. invested approximately \$5,000 of equity in Private Power.

- (d) Capitalization at 12/31/01  
Net Income (Loss) for the period ended 12/31/01

Shareholder's Equity

- (e) N/A.

### 23. Takoradi International Company

- (a) Takoradi International Company  
c/o Maples and Calder  
Ugland House  
P.O. Box 309, South Church Street

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George Town, Cayman Islands, British West Indies

Takoradi International Company, a Cayman Islands company, is an EWG and is the owner of power plant under construction located at the Takoradi Power Plant Complex near Takoradi of the Republic of Ghana.

- (b) CMS Takoradi Investment Company II owns 90% of Takoradi International Company. See
- (c) As of December 31, 2001, CMS Generation Investment Company VI had invested approximately 90% of the equity of Takoradi International Company.
- (d)

Capitalization at 12/31/01	Shareholder's Equity
Net Income (Loss) for the period ended 12/31/01	
- (e) As of December 31, 2001, there were two operating and management fee agreements between CMS Generation Investment Company VI and Takoradi International Company; and (ii) the other between CMS Generation Investment Company VI and Takoradi International Company. In 2001, total operating and management fees earned were \$854,166.

### 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 lignite mine and associated lignite mine located at Loy Yang, Victoria, Australia.

- (b) CMS Generation Loy Yang Holdings 2 Ltd., a wholly owned subsidiary of CMS Generation Investment Company VI, is a wholly owned subsidiary of CMSG. See Exhibit B.
- (c) As of December 31, 2001, CMS Generation Investment Company I had invested approximately 90% of the equity of CMSG. See Exhibit B. CMS Generation Investment Company I had advanced approximately \$158 million to CMSG.
- (d)

Capitalization at 12/31/01	Shareholder's Equity
	Cumulative Translation Adjustment
Net Income (Loss) for the period ended 12/31/01	
- (e) As of December 31, 2001, CMSG had an Industry Expertise Fee agreement with Loy Yang. No fees were earned from the agreement.

#### 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 the Termicas Mendoza S.A., located in Mendoza, Argentina, under a consulting contract, a consulting contract, with CMS Operating S.A. Refer to EWG section item 1, paragraph 1.

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- (b) CMS International Ventures, LLC owns 100% of CMS Operating S.A.
- (c) As of December 31, 2001, CMS International Venture LLC had invested approximately 100% of the equity of CMS Operating S.A.

(d)

Capitalization at 12/31/01	Common Stock Irrevocable Contributions Retained Earnings
Total	
Net Income (Loss) for the period ended 12/31/01	

(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  
Sao Paulo, SP, Brazil

Jaguari, a Brazilian company, is a foreign utility company that owns and operates an electric utility located in the state of Sao Paulo. Jaguari is a non-traded utility company controlling approximately 24,000 customers.

- (b) Jaguari is 100% owned by Sul Paulista. See CPEE below and Exhibit B.
  - (c) As of December 31, 2001, Sul Paulista has invested \$9 million in Jaguari.
  - (d)
- |   |                      |
|---|----------------------|
| Capitalization at 12/31/01                      | Shareholder's Equity |
| Net Income (Loss) for the period ended 12/31/01 |                      |
- (e) N/A

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 utility 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 33,000 customers.

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- (b) Mococa is 100% owned by Jaguari . See CPEE below and Exhibit B.
- (c) As of December 31, 2001, Jaguari has invested \$8.9 million in Mococa.

(d)

Capitalization at 12/31/01	
	Shareholder's Equity
Net Income (Loss) for the period ended 12/31/01	

(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 utility companies that operate electricity distribution concessions located in the state of Sao Paulo and in the state of Mato Grosso do Sul. Its controlled companies serve approximately 155,000 customers. CPEE also owns a 7 percent interest in a company which owns an 850 MW hydroelectric plant, which started commercial operations in December 2001.

- (b) CMS Participacoes Ltda. owns 93.86% of CPEE. See Exhibit B.
- (c) As of December 31, 2001, CMS Participacoes Ltda. has invested \$92 million in CPEE.

(d)

Capitalization at 12/31/01	
	Shareholder's Equity
Net Income (Loss) for the period ended 12/31/01	

(e) N/A

### 6. Companhia Sul Paulista De Energia Eletrica ("Sul 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

Sul Paulista, a Brazilian company, is a foreign utility company that owns and operates an electricity distribution concession located in the state of Sao Paulo. Sul Paulista is a non-traded utility company. Sul Paulista serves approximately 56,000 customers.

- (b) Sul Paulista is 88.63% owned by CPEE. See CPEE above and Exhibit B.
- (c) As of December 31, 2001, CPEE has invested \$45 million in Paulista.

(d)

Capitalization at 12/31/01	
----------------------------	--

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Shareholder's Equity

Net Income (Loss) for the period ended  
12/31/01

(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 utility company desalination facility in Taweelah, Abu Dhabi.

(b) CMS Generation Taweelah Limited owns 40% of Emirates CMS Power Company.

(c) As of November 30, 2001, CMS Generation Taweelah Limited had invested \$80 million in Emirates CMS Power Company.

(d)

Capitalization at 11/30/01

Term Loan

Shareholder Loan  
Retained Earnings

Shareholder's Equity

Total Capitalization

Net Income (Loss) for the period ended 11/30/01

(e) N/A

8. 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 of a power station and associated lignite mine located at Loy Yang, Victoria, Australia.

(b) CMS Generation Loy Yang Holdings 1 Ltd., a wholly owned subsidiary of CMS Generation Investment Company I, is the parent company of Horizon Energy. See Exhibit B.

(c) As of December 31, 2001, CMS Generation Investment Company I had invested approximately \$157 million in CMS Generation Loy Yang Holdings 1 Ltd. and advanced approximately \$157 million to Horizon Energy.

(d)

Capitalization at 12/31/01

Shareholder's Equity  
Cumulative Translation  
Intercompany Note Payable

Net Income (Loss) for the period ended 12/31/01



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(e) N/A.

9. Loy Yang Power Partners

(a) Bartons Line  
Taralgon, Victoria, Australia  
3844

Loy Yang Power Partners is a foreign utility company and is the operator of a 2,000 lignite mine located at Loy Yang, Victoria, Australia.

(b) CMS Generation Horizon Energy Holdings Limited ("CMSG") owns 25% and Horizon Energy Holdings, Ltd. owns 24.63% of Loy Yang Power Partners. See Exhibit B.

(c) As of December 31, 2001, CMS Generation Horizon Energy Holdings Limited had invested \$23.7 million of equity in Loy Yang Power Partnership.

(d)

Capitalization at 12/31/01

Shareholder's Equity  
Long-Term Loans

Net Income (Loss) for the period ended 12/31/01

(e) As of December 31, 2001, CMS Generation Horizon Energy Holdings Limited had an Operating Agreement with Loy Yang Power Partnership, effective September 4, 1997. In 2001, CMS Generation Horizon Energy Holdings Limited received \$23.7 million from the agreement.

10. Sistema Electrico del Estado Nueva Esparta C.A. ("SENECA")

(a) Sistema Electrico del Estado 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 generating units located on Margarita Island, Venezuela. SENECA also owns and operates an electric utility on Margarita Island, Venezuela, serving approximately 102,000 customers.

(b) CMS Electric and Gas Company owns 100% of ENELMAR. ENELMAR owns 33.34% of SENECA and SENECA owns 100% of CMS Venezuela. CMS Venezuela owns 52.37% of SENECA. See Exhibit B.

(c) As of December 31, 2001, ENELMAR had invested \$23.7 million in SENECA. As of December 31, 2000, ENELMAR had invested \$54.8 million in SENECA.

(d)

Capitalization at 12/31/01

Shareholder's Equity

Net Income (Loss) for the period ended 12/31/01

(e) N/A

11. Taweelah A2 Operating Company ("Taweelah")

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

Taweelah is a foreign utility company that operates a 710.3 MW generation and desalination Abu Dhabi.

(b) CMS Energy owns an interest in Taweelah through intervening subsidiaries CMS Ent Generation Co.

(c) As of December 31, 2001, CMS Generation Co. had invested approximately \$828 thou

(d) Capitalization at 12/31/01

Shareholder's Capital  
Retained Earnings  
Shareholder's Equity

Net Income (Loss) for the period ended 12/31/01

(e) As of December 31, 2001, there was an operating and management agreement between Power Company of which total fees earned were \$381,489.

The above-named Claimant has caused this statement to be duly executed on its behalf by 26th day of February, 2002.

CMS ENERGY CORPORATION  
A Michigan corporation

[CORPORATE SEAL]

By: /s/Rodger A. Kershner  
Rodger A. Kershner  
Senior Vice President,  
General Counsel and Secretary

ATTEST:

/s/Michael D. VanHemert  
Michael D. VanHemert  
Deputy General Counsel and  
Assistant Secretary

Name, title, and address of officer to whom notices and correspondence concerning this Sta

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

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February 28, 2002

EXHIBIT A

A consolidating statement of income and surplus of CMS Energy and its subsidiary companies for the year ended December 31, 2001 with a consolidating balance sheet of CMS Energy and its subsidiary companies as of the close of business on December 31, 2001.

CMS ENERGY CORPORATION  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2001  
 (In Millions, except Per Share Amounts)

	CMS Energy Corp. (1)	Consumers Energy Company Consol.	CMS Enterprises Company Consol.
Operating Revenue			
Electric utility	\$ -	\$2,633	\$ -
Gas utility	-	1,338	-
Independent power production	-	41	347
Oil and gas exploration and production	-	-	212
Natural gas transmission	-	-	1,078
Marketing, services and trading	-	-	7,486
Other	4	2	18
	-----	-----	-----
Total operating revenue	4	4,014	9,141
	-----	-----	-----
Operating Expenses			
Fuel for electric generation	-	330	28
Purchased power - related parties	-	543	-
Purchased and interchange power	-	476	3,966
Cost of gas sold	-	830	3,610
Other operation expense	(23)	761	1,313
Maintenance	-	203	60
Depreciation, depletion and amortization	2	339	189
General taxes	-	187	44
	-----	-----	-----
Total operating expenses	(21)	3,669	9,210
	-----	-----	-----
Pretax Operating Income (Loss)	25	345	(69)
	-----	-----	-----
Other Income (Deductions)			
Dividends and interest from affiliates	78	6	3
Accretion expense	(27)	(10)	-

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Gain (loss) on asset sales	(1)	-	12
Other, net	(293)	5	8
	-----	-----	-----
Total other income (deductions)	(243)	1	23
	-----	-----	-----
Fixed Charges			
Interest on long-term debt	323	151	99
Other interest	66	41	27
Capitalized interest	(5)	(6)	(27)
Preferred dividends	-	2	2
Preferred securities distributions	55	41	-
	-----	-----	-----
Net fixed charges	439	229	101
	-----	-----	-----
Income (Loss) from Continuing Operations before Income Taxes and Minority Interests	(657)	117	(147)
Income Taxes (Benefits)	(126)	49	4
Minority Interests	-	-	3
	-----	-----	-----
Income (Loss) from Continuing Operations	(531)	68	(154)
Discontinued Operations	(6)	-	(179)
	-----	-----	-----
Consolidated Net Income (Loss) before Effect of Accounting Change, Extraordinary Item and Common Stock Dividends	(537)	68	(333)
Cumulative Effect of Accounting Change	-	(11)	-
Extraordinary Item	-	-	(18)
	-----	-----	-----
Consolidated Net Income (Loss) before Common Stock Dividends	(537)	57	(351)
Dividends on Common Stock	197	190	-
	-----	-----	-----
Consolidated Net Income (Loss) after Common Stock Dividends	\$ (734)	\$ (133)	\$ (351)
	=====	=====	=====
Average Number of CMS Energy Common Shares Outstanding 130,758			
Basic Earnings per CMS Energy Average Share		Common	
Diluted Earnings per CMS Energy Average Share		Common	

(1) Represents CMS Energy Corporation, CMS Energy Trust I, CMS Energy Trust II and CMS Energy Trust III. 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, 2001  
 (In Millions)

	Consumers Energy Company (2)	Michigan Electric Transmission Company	Consumers Funding LLC	CMS Midland Holdings Company	C M I
Operating Revenue					
Electric	\$2,649	\$ 82	\$ -	\$ -	
Gas	1,358	-	-	-	
Other	5	-	-	14	
	-----	-----	-----	-----	
Total operating revenue	4,012	82	-	14	
	-----	-----	-----	-----	
Operating Expenses					
Fuel for electric generation	330	-	-	-	
Purchased power-related parties	604	-	-	-	
Purchased and interchange power	476	-	-	-	
Cost of gas sold	850	-	-	-	
Other operation expense	762	27	-	-	
Maintenance	202	10	-	-	
Depreciation, depletion and amortization	329	8	-	-	
General taxes	183	4	-	-	
	-----	-----	-----	-----	
Total operating expenses	3,736	49	-	-	
	-----	-----	-----	-----	
Pretax Operating Income	276	33	-	14	
	-----	-----	-----	-----	
Other Income (Deductions)					
Dividends and interest from affiliates	49	1	3	-	
Accretion expense	(10)	-	-	-	
Other, net	56	-	-	-	
	-----	-----	-----	-----	
Total other income (deductions)	95	1	3	-	
	-----	-----	-----	-----	
Interest Charges					
Interest on long-term debt	148	-	3	-	
Other interest	88	-	-	-	
Capitalized interest	(6)	-	-	-	
	-----	-----	-----	-----	
Net interest charges	230	-	3	-	
	-----	-----	-----	-----	
Income (Loss) before Income Taxes	141	34	-	14	
	-----	-----	-----	-----	
Income Taxes	26	12	-	3	
	-----	-----	-----	-----	
Net Income (Loss) before Accounting Change	115	22	-	11	
	-----	-----	-----	-----	
Cumulative Effect of Accounting Change	(11)	-	-	-	
	-----	-----	-----	-----	
Net Income (Loss)	104	22	-	11	
	-----	-----	-----	-----	
Preferred Stock Dividends	2	-	-	-	
	-----	-----	-----	-----	
Preferred Securities Distribution	41	-	-	-	

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Net Income (Loss) Available to Common Stockholder	61	22	-	11
Dividends on Common Stock	191	-	-	-
Net Income (Loss) after Common Dividends	\$ (130)	\$ 22	\$ -	\$ 11

(2) Represents Consumers Energy Company, Consumers Power Company Financing I, Consumers Energy Company Financing III, Consumers Energy Company Financing IV, Consumers Nuclear Services, Michigan Electric Transmission Company, Consumers Funding LLC, ES Services Company and Consumers consolidated with Michigan Gas Storage Company, CMS Midland Holdings Company, CMS Midland, Inc. a on the equity method of accounting.

CMS ENTERPRISES COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2001  
(In Millions)

	CMS Enterprises Company (3)	CMS Oil and Gas Co. Consol.	CMS Generation Co. Consol.	CMS Capital LLC
Operating Revenue				
Oil and gas exploration and production	\$ -	\$244	\$ -	\$ -
Independent power production	-	-	278	-
Natural gas transmission	-	-	-	-
Marketing, services and trading	-	-	-	-
Other	3	-	-	11
Total operating revenue	3	244	278	11
Operating Expenses				
Fuel for electric generation	-	-	57	-
Purchased and interchange power	-	-	-	-
Cost of gas sold	-	-	-	-
Other operation expense	24	160	498	4
Maintenance	-	4	9	-
Depreciation, depletion and amortization	1	48	16	-
General taxes	3	7	2	-
Total operating expenses	28	219	582	4
Pretax Operating Income (Loss)	(25)	25	(304)	7
Other Income (Deductions)				
Dividends and interest from affiliates	3	2	1	32
Gain (loss) on asset sales	-	-	-	-
Other, net	(336)	-	(1)	-

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Total other income (deductions)	(333)	2	-	32
	-----	-----	-----	-----
Fixed Charges				
Interest on long-term debt	-	7	-	-
Other interest	2	8	23	30
Capitalized interest	-	-	(22)	-
Preferred dividends	2	-	-	-
	-----	-----	-----	-----
Net fixed charges	4	15	1	30
	-----	-----	-----	-----
Income (Loss) from Continuing Operations before Income Taxes and Minority Interests	(362)	12	(305)	9
Income Taxes (Benefits)	(10)	64	(115)	3
Minority Interests	-	-	2	-
	-----	-----	-----	-----
Income (Loss) from Continuing Operations	(352)	(52)	(192)	6
Discontinued Operations	-	-	(31)	-
	-----	-----	-----	-----
Net Income (Loss) before Extraordinary Item	(352)	(52)	(223)	6
Extraordinary Item	-	-	-	-
	-----	-----	-----	-----
Net Income (Loss)	\$ (352)	\$ (52)	\$ (223)	\$ 6
	=====	=====	=====	=====

(Continued on Following Page)

CMS ENTERPRISES COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2001  
(In Millions)  
(Continued from Previous Page)

	CMS Electric & Gas Company	CMS Oper. S.A. Consol.	CMS Distri. Power LLC
Operating Revenue			
Oil and gas exploration and production	\$ -	\$ -	\$ -
Independent power production	-	125	-
Natural gas transmission	-	-	-
Marketing, services and trading	-	-	-
Other	-	-	1
	-----	-----	-----
Total operating revenue	-	125	1
	-----	-----	-----
Operating Expenses			
Fuel for electric generation	-	60	-
Purchased and interchange power	-	21	-
Cost of gas sold	-	-	-
Other operation expense	2	19	4
Maintenance	-	9	-

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Depreciation, depletion and amortization	-	17	1
General taxes	-	-	-
	-----	-----	-----
Total operating expenses	2	126	5
	-----	-----	-----
Pretax Operating Income (Loss)	(2)	(1)	(4)
	-----	-----	-----
Other Income (Deductions)			
Dividends and interest from affiliates	1	2	-
Gain (loss) on asset sales	11	-	-
Other, net	5	(1)	-
	-----	-----	-----
Total other income (deductions)	17	1	-
	-----	-----	-----
Fixed Charges			
Interest on long-term debt	-	5	-
Other interest	-	-	-
Capitalized interest	-	-	-
Preferred dividends	-	-	-
	-----	-----	-----
Net fixed charges	-	5	-
	-----	-----	-----
Income (Loss) from Continuing Operations before Income Taxes and Minority Interests	15	(5)	(4)
Income Taxes (Benefits)	5	(4)	(1)
Minority Interests	-	-	-
	-----	-----	-----
Income (Loss) from Continuing Operations	10	(1)	(3)
Discontinued Operations	(148)	-	-
	-----	-----	-----
Net Income (Loss) before Extraordinary Item	(138)	(1)	(3)
Extraordinary Item	-	-	-
	-----	-----	-----
Net Income (Loss)	\$ (138)	\$ (1)	\$ (3)
	=====	=====	=====

(3) Represents CMS Enterprises Company, CMS Resource Development Company, CMS Comercializa South America Company and CMS Energy UK Limited consolidated with CMS Oil and Gas Co CMS Land Company, CMS Operating S.A., CMS MicroPower Systems LLC, CMS Distributed Power and Trading Company, CMS Gas Transmission Company, CMS Electric and Gas Company and equity method of accounting.

CMS OIL AND GAS COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2001  
(In Millions)



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	CMS Oil & Gas Company (4)	CMS Oil & Gas Alba LDC	CMS Oil & Gas Inter-national Co. Consol.	CMS O&G Venezuela LDC	CMS Gas Ltd
Operating Revenue					
Oil and gas exploration and production	\$ 83	\$ 4	\$ 59	\$ 22	
Other	-	-	-	-	
	-----	-----	-----	-----	
Total operating revenue	83	4	59	22	
	-----	-----	-----	-----	
Operating Expenses					
Other operation expense	77	1	41	7	
Maintenance	-	-	2	1	
Depreciation, depletion and amortization	20	1	12	8	
General taxes	7	-	-	-	
	-----	-----	-----	-----	
Total operating expenses	104	2	55	16	
	-----	-----	-----	-----	
Pretax Operating Income (Loss)	(21)	2	4	6	
	-----	-----	-----	-----	
Other Income (Deductions)					
Interest from affiliates	-	-	-	-	
Gain (loss) on asset sales	-	-	-	-	
Other, net	31	-	-	-	
	-----	-----	-----	-----	
Total other income (deductions)	31	-	-	-	
	-----	-----	-----	-----	
Fixed Charges					
Interest on long-term debt	7	-	-	-	
Other interest	7	-	-	-	
Capitalized interest	-	-	-	-	
	-----	-----	-----	-----	
Net fixed charges	14	-	-	-	
	-----	-----	-----	-----	
Income (Loss) before Income Taxes	(4)	2	4	6	
	-----	-----	-----	-----	
Income Taxes (Benefit)	48	-	8	2	
	-----	-----	-----	-----	
Net Income (Loss)	\$ (52)	\$ 2	\$ (4)	\$ 4	
	=====	=====	=====	=====	

(Continued on Following Page)

CMS OIL AND GAS COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2001  
(In Millions)  
(Continued from Previous Page)

Inter-company

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	CMS Oil & Gas E.G. Ltd.	CMS Oil & Gas Int'l Ltd.	Eliminations	CMS Oil Gas Co Consol
Operating Revenue				
Oil and gas exploration and production	\$ 54	\$ -	\$ -	
Other	-	-	-	
Total operating revenue	54	-	-	
Operating Expenses				
Other operation expense	11	-	-	
Maintenance	-	-	-	
Depreciation, depletion and amortization	2	-	-	
General taxes	-	-	-	
Total operating expenses	13	-	-	
Pretax Operating Income (Loss)	41	-	-	
Other Income (Deductions)				
Interest from affiliates	-	2	-	
Gain (loss) on asset sales	-	-	-	
Other, net	-	1	(32)	
Total other income (deductions)	-	3	(32)	
Fixed Charges				
Interest on long-term debt	-	-	-	
Other interest	1	-	1	
Capitalized interest	-	-	-	
Net fixed charges	1	-	1	
Income (Loss) before Income Taxes	40	3	(32)	
Income Taxes (Benefit)	10	-	-	
Net Income (Loss)	\$ 30	\$ 3	\$ (32)	

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

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CMS OIL AND GAS INTERNATIONAL COMPANY  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2001  
 (In Millions)

	CMS Oil & Gas Int'l Co. (5)	CMS NOMECO Int'l Congo Hld., Inc.	CMS Oil & G Int'l Tunisia, In
Operating Revenue			
Oil and gas exploration and production	\$ -	\$ 32	\$ -
Other	-	-	-
	-----	-----	-----
Total operating revenue	-	32	-
	-----	-----	-----
Operating Expenses			
Other operation expense	2	36	-
Maintenance	-	2	-
Depreciation, depletion and amortization	-	8	-
General taxes	-	-	-
	-----	-----	-----
Total operating expenses	2	46	-
	-----	-----	-----
Pretax Operating Income (Loss)	(2)	(14)	-
	-----	-----	-----
Other Income (Deductions)	(4)	18	-
	-----	-----	-----
Fixed Charges			
Interest on long-term debt	-	-	-
Other interest	-	-	-
	-----	-----	-----
Net fixed charges	-	-	-
	-----	-----	-----
Income (Loss) before Income Taxes	(6)	4	-
	-----	-----	-----
Income Taxes (Benefit)	(1)	(5)	-
	-----	-----	-----
Net Income (Loss)	\$ (5)	\$ 9	\$ -
	=====	=====	=====

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

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Consolidating Statement of Income  
For the Year Ended December 31, 2001  
(In Millions)

	CMS Generation Co. (6)	Exeter Energy LP	CMSG Filer City Inc.	HYDRA-CO Enterprises, Inc.	CMSG Gray Hold Comp
Operating Revenue					
Independent power production	\$ 2	\$ 13	\$ 4	\$ 4	
Other	-	-	-	-	
Total operating revenue	2	13	4	4	
Operating Expenses					
Fuel for electric generation	-	-	-	-	
Purchased and interchange power	-	-	-	-	
Other operation expense	80	6	1	1	
Maintenance	1	-	-	-	
Depreciation, depletion and amortization	5	1	-	-	
General taxes	-	1	-	-	
Total operating expenses	86	8	1	1	
Pretax Operating Income (Loss)	(84)	5	3	3	
Other Income (Deductions)					
Interest from affiliates	11	-	-	1	
Gain (loss) on asset sales	-	-	-	-	
Other, net	(263)	-	-	-	
Total other income (deductions)	(252)	-	-	1	
Fixed Charges					
Interest on long-term debt	-	-	-	-	
Other interest	3	-	-	1	
Capitalized interest	(11)	-	-	-	
Net fixed charges	(8)	-	-	1	
Income (Loss) from Continuing Operations before Income Taxes and Minority Interests	(328)	5	3	3	
Income Taxes (Benefit)	(107)	-	1	1	
Minority Interests	-	-	-	-	
Income (Loss) from Continuing Operations	(221)	5	2	2	
Discontinued Operations	(2)	-	-	-	
Net Income (Loss)	\$ (223)	\$ 5	\$ 2	\$ 2	

(Continued on Following Page)

CMS GENERATION COMPANY  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMSG Honey Lake Company	CMS Generation S.A.	CMSG Inv. Co. III	Mid-Michigan Recycling LLC	CM Co Co
Operating Revenue					
Independent power production	\$ -	\$ -	\$ 3	\$ -	
Other	-	-	-	-	
	-----	-----	-----	-----	
Total operating revenue	-	-	3	-	
	-----	-----	-----	-----	
Operating Expenses					
Fuel for electric generation	-	-	-	-	
Purchased and interchange power	-	-	-	-	
Other operation expense	30	24	-	-	
Maintenance	-	-	-	-	
Depreciation, depletion and amortization	-	-	-	5	
General taxes	-	-	-	-	
	-----	-----	-----	-----	
Total operating expenses	30	24	-	5	
	-----	-----	-----	-----	
Pretax Operating Income (Loss)	(30)	(24)	3	(5)	
	-----	-----	-----	-----	
Other Income (Deductions)					
Interest from affiliates	-	-	-	-	
Gain (loss) on asset sales	-	-	-	-	
Other, net	-	-	-	-	
	-----	-----	-----	-----	
Total other income (deductions)	-	-	-	-	
	-----	-----	-----	-----	
Fixed Charges					
Interest on long-term debt	-	-	-	-	
Other interest	-	-	-	-	
Capitalized interest	-	-	-	-	
	-----	-----	-----	-----	
Net fixed charges	-	-	-	-	
	-----	-----	-----	-----	

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Income (Loss) from Continuing Operations before Income Taxes and Minority Interests	(30)	(24)	3	(5)
Income Taxes (Benefit)	(12)	-	(3)	-
Minority Interests	-	-	-	-
Income (Loss) from Continuing Operations	(18)	(24)	6	(5)
Discontinued Operations	-	-	-	-
Net Income (Loss)	\$ (18)	\$ (24)	\$ 6	\$ (5)

(Continued on Following Page)

CMS GENERATION COMPANY  
Consolidating Statement of Income  
For the Year Ended December 31, 2001  
(In Millions)  
(Continued from Previous Page)

	Dearborn Industrial Generation LLC	Dearborn Generation Operating LLC
Operating Revenue		
Independent power production	\$ 49	
Other	-	
Total operating revenue	49	
Operating Expenses		
Fuel for electric generation	21	
Purchased and interchange power	-	
Other operation expense	259	
Maintenance	3	
Depreciation, depletion and amortization	-	
General taxes	-	
Total operating expenses	283	
Pretax Operating Income (Loss)	(234)	
Other Income (Deductions)		
Interest from affiliates	-	
Gain (loss) on asset sales	-	

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Other, net	-	
	-----	---
Total other income (deductions)	-	
	-----	---
Fixed Charges		
Interest on long-term debt	-	
Other interest	19	
Capitalized interest	(11)	
	-----	---
Net fixed charges	8	
	-----	---
Income (Loss) from Continuing Operations before Income Taxes and Minority Interests	(242)	
Income Taxes (Benefit)	-	
Minority Interests	-	
	-----	---
Income (Loss) from Continuing Operations	(242)	
Discontinued Operations	-	
	-----	---
Net Income (Loss)	\$ (242)	
	=====	===

(6) Represents CMS Generation Company, CMSG Filer City Operating Company, CMSG Grayling CMSG Recycling Company, CMSG Lyonsdale Company, CMSG Chateaugay Company, CMSG Mon Company, CMSG Altoona Company, CMS Centrales Termicas S.A., Taweelah A2 Operating C consolidated with CMSG Investment Company I included on the equity method of accounting

CMS GENERATION INVESTMENT COMPANY I  
Consolidating Statement of Income  
For the Year Ended December 31, 2001  
(In Millions)

	CMSG Inv. Co. I (8)	CMSG Jeguru-padu I/II LDC	CMSG Taweelah LDC	CMSG Cebu LDC	CMSG Pina LDC
Operating Revenue					
Independent power production	\$ 11	\$ 2	\$ 4	\$ 1	
Other	-	-	-	-	
	-----	-----	-----	-----	---
Total operating revenue	11	2	4	1	
	-----	-----	-----	-----	---
Operating Expenses					
Fuel for electric generation	-	-	-	-	

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Other operation expense	82	-	-	1
Maintenance	-	-	-	-
Depreciation, depletion and amortization	1	1	-	-
General taxes	-	-	-	-
	-----	-----	-----	-----
Total operating expenses	83	1	-	1
	-----	-----	-----	-----
Pretax Operating Income (Loss)	(72)	1	4	-
	-----	-----	-----	-----
Other Income (Deductions)				
Interest from affiliates	-	-	-	-
Other, net	96	-	-	1
	-----	-----	-----	-----
Total other income (deductions)	96	-	-	1
	-----	-----	-----	-----
Fixed Charges				
Interest on long-term debt	-	-	-	-
Other interest	1	-	-	-
Capitalized interest	-	-	-	-
	-----	-----	-----	-----
Net fixed charges	1	-	-	-
	-----	-----	-----	-----
Income (Loss) from Continuing Operations before Income Taxes and Minority Interests	23	1	4	1
Income Taxes (Benefit)	-	-	-	-
Minority Interests	-	-	-	-
	-----	-----	-----	-----
Income (Loss) from Continuing Operations	23	1	4	1
Discontinued Operations	(29)	-	-	-
	-----	-----	-----	-----
Net Income (Loss)	\$ (6)	\$ 1	\$ 4	\$ 1
	=====	=====	=====	=====

(Continued on Following Page)

CMS GENERATION INVESTMENT COMPANY I  
Consolidating Statement of Income  
For the Year Ended December 31, 2001  
(In Millions)  
(Continued from Previous Page)

Inter-company MSG



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	Monetize Limited	Eliminations	Investment Co. I Consol.
Operating Revenue			
Independent power production	\$ 4	\$ -	\$176
Other	-	-	-
	-----	-----	-----
Total operating revenue	4	-	176
	-----	-----	-----
Operating Expenses			
Fuel for electric generation	-	-	35
Other operation expense	-	-	93
Maintenance	-	-	5
Depreciation, depletion and amortization	-	-	2
General taxes	-	-	-
	-----	-----	-----
Total operating expenses	-	-	135
	-----	-----	-----
Pretax Operating Income (Loss)	4	-	41
	-----	-----	-----
Other Income (Deductions)			
Interest from affiliates	-	-	-
Other, net	-	(96)	(4)
	-----	-----	-----
Total other income (deductions)	-	(96)	(4)
	-----	-----	-----
Fixed Charges			
Interest on long-term debt	-	-	-
Other interest	-	-	11
Capitalized Interest	-	-	-
	-----	-----	-----
Net fixed charges	-	-	11
	-----	-----	-----
Income (Loss) from Continuing Operations before Income Taxes and Minority Interests	4	(96)	26
Income Taxes (Benefit)	-	-	1
Minority Interests	-	-	2
	-----	-----	-----
Income (Loss) from Continuing Operations	4	(96)	23
Discontinued Operations	-	-	(29)
	-----	-----	-----
Net Income (Loss)	\$ 4	\$ (96)	\$ (6)
	=====	=====	=====

(8) Represents CMSG Investment Company I, CMSG Investment Company II, CMSG Loy Yang Holdings Holdings 2 Ltd. consolidated.

CMS GAS TRANSMISSION COMPANY  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2001  
 (In Millions)

	CMS Gas Transmission Company (9)	CMS Antrim Gas LLC	CMS Marysville Liquids Company	CMS Gas Argentina Company	CMS Jac Pip Co.
Operating Revenue					
Natural gas transmission	\$ (3)	\$ 12	\$ 11	\$ 12	
Other	-	-	-	-	
	-----	-----	-----	-----	
Total operating revenue	(3)	12	11	12	
	-----	-----	-----	-----	
Operating Expenses					
Cost of gas sold	-	-	-	-	
Other operation expense	36	2	18	-	
Maintenance	2	-	1	-	
Depreciation, depletion and amortization	1	3	1	1	
General taxes	(1)	1	-	-	
	-----	-----	-----	-----	
Total operating expenses	38	6	20	1	
	-----	-----	-----	-----	
Pretax Operating Income (Loss)	(41)	6	(9)	11	
	-----	-----	-----	-----	
Other Income (Deductions)					
Interest from affiliates	-	-	-	-	
Gain (loss) on asset sales	-	-	-	-	
Other, net	77	-	-	-	
	-----	-----	-----	-----	
Total other income (deductions)	77	-	-	-	
	-----	-----	-----	-----	
Fixed Charges					
Interest on long-term debt	-	2	-	-	
Other interest	(1)	-	-	-	
Capitalized interest	(2)	-	-	-	
	-----	-----	-----	-----	
Net fixed charges	(3)	2	-	-	
	-----	-----	-----	-----	
Income (Loss) before Income Taxes and Minority Interests	39	4	(9)	11	
	-----	-----	-----	-----	
Income Taxes (Benefit)	(11)	1	(3)	-	
	-----	-----	-----	-----	
Minority Interests	-	-	-	-	
	-----	-----	-----	-----	
Net Income (Loss) before Extraordinary Item	50	3	(6)	11	

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Extraordinary Item	(16)	-	-	-
	-----	-----	-----	-----
Net Income (Loss)	\$ 34	\$ 3	\$ (6)	\$ 11
	=====	=====	=====	=====

(Continued on Following Page)

CMS GAS TRANSMISSION COMPANY  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMS Bay Area Pipeline LLC	Western Australia Gas Trans. Co. I	CMS Field Svcs., Inc. Consol.	Tristate Pipeline LLC
Operating Revenue				
Natural gas transmission	\$ 4	\$ 8	\$858	\$ -
Other	-	-	-	-
	-----	-----	-----	-----
Total operating revenue	4	8	858	-
	-----	-----	-----	-----
Operating Expenses				
Cost of gas sold	-	2	650	-
Other operation expense	1	2	163	6
Maintenance	-	-	7	-
Depreciation, depletion and amortization	1	2	20	-
General taxes	-	-	2	-
	-----	-----	-----	-----
Total operating expenses	2	6	842	6
	-----	-----	-----	-----
Pretax Operating Income (Loss)	2	2	16	(6)
	-----	-----	-----	-----
Other Income (Deductions)				
Interest from affiliates	-	-	1	-
Gain (loss) on asset sales	-	-	1	-
Other, net	-	1	-	-
	-----	-----	-----	-----
Total other income				

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(deductions)	-	1	2	-
	-----	-----	-----	-----
Fixed Charges				
Interest on long-term debt	-	-	-	-
Other interest	-	4	5	-
Capitalized interest	-	-	-	-
	-----	-----	-----	-----
Net fixed charges	-	4	5	-
	-----	-----	-----	-----
Income (Loss) before Income Taxes and Minority Interests	2	(1)	13	(6)
Income Taxes (Benefit)	1	-	4	-
Minority Interests	-	(4)	1	-
	-----	-----	-----	-----
Net Income (Loss) before Extraordinary Item	1	3	8	(6)
Extraordinary Item	-	-	-	-
	-----	-----	-----	-----
Net Income (Loss)	\$ 1	\$ 3	\$ 8	\$ (6)
	=====	=====	=====	=====

- (9) Represents CMS Gas Transmission Company, CMS Saginaw Bay Lateral Company, CMSGT Australia Trust Ltd. and CMS Gas Transmission del Sur Company consolidated with CMS Eastern Pipe Line Company included on the equity method of accounting.

PANHANDLE EASTERN PIPE LINE COMPANY  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2001  
 (In Millions)

	Panhandle Eastern Pipe Line Company (10)	Trunkline Gas Company	Trunkline LNG Company	Pa St Co
Operating Revenue				
Natural gas transmission	\$271	\$167	\$ 75	
Other	-	-	-	
	-----	-----	-----	
Total operating revenue	271	167	75	
	-----	-----	-----	
Operating Expenses				
Cost of gas sold	-	-	-	

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Other operation expense	152	86	11
Maintenance	11	13	3
Depreciation, depletion and amortization	40	22	1
General taxes	14	9	1
	-----	-----	-----
Total operating expenses	217	130	16
	-----	-----	-----
Pretax Operating Income (Loss)	54	37	59
	-----	-----	-----
Other Income (Deductions)			
Interest from affiliates	25	-	-
Other, net	67	1	-
	-----	-----	-----
Total other income (deductions)	92	1	-
	-----	-----	-----
Fixed Charges			
Interest on long-term debt	84	-	-
Other interest	2	16	-
Capitalized interest	(1)	(2)	-
	-----	-----	-----
Net fixed charges	85	14	-
	-----	-----	-----
Income (Loss) before Income Taxes and Minority Interests	61	24	59
Income Taxes (Benefit)	(3)	10	24
Minority Interests	-	-	-
	-----	-----	-----
Net Income (Loss) before Extraordinary Item	64	14	35
Extraordinary Item	(2)	-	-
	-----	-----	-----
Net Income (Loss)	\$ 62	\$ 14	\$ 35
	=====	=====	=====

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

CMS FIELD SERVICES INC.  
Consolidating Statement of Income  
For the Year Ended December 31, 2001  
(In Millions)

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	CMS Field Services Inc. (11)	CMS/Taurus Holdings Company, Inc.	CMS Gas Processing, LLC	Bighorn Gas Gathering LLC	CMS Na Gas Gather LLC
Operating Revenue					
Natural gas transmission	\$596	\$ 28	\$140	\$ 10	
Other	-	-	-	-	
	-----	-----	-----	-----	-----
Total operating revenue	596	28	140	10	
	-----	-----	-----	-----	-----
Operating Expenses					
Cost of gas sold	442	18	137	-	
Other operation expense	147	3	2	2	
Maintenance	1	1	2	2	
Depreciation, depletion and amortization	1	3	3	3	
General taxes	-	1	-	1	
	-----	-----	-----	-----	-----
Total operating expenses	591	26	144	8	
	-----	-----	-----	-----	-----
Pretax Operating Income (Loss)	5	2	(4)	2	
	-----	-----	-----	-----	-----
Other Income (Deductions)					
Interest from affiliates	1	-	-	-	
Gain (loss) on asset sales	1	-	-	-	
Other, net	-	-	-	-	
	-----	-----	-----	-----	-----
Total other income (deductions)	2	-	-	-	
	-----	-----	-----	-----	-----
Fixed Charges					
Interest on long-term debt	-	-	-	-	
Other interest	5	-	-	-	
Capitalized interest	-	-	-	-	
	-----	-----	-----	-----	-----
Net fixed charges	5	-	-	-	
	-----	-----	-----	-----	-----
Income (Loss) before Income Taxes and Minority Interests	2	2	(4)	2	
	-----	-----	-----	-----	-----
Income Taxes	4	-	-	-	
	-----	-----	-----	-----	-----
Minority Interests	-	-	-	-	
	-----	-----	-----	-----	-----
Net Income (Loss)	\$ (2)	\$ 2	\$ (4)	\$ 2	
	=====	=====	=====	=====	=====

(Continued on Following Page)

CMS FIELD SERVICES INC.  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMS Gulf Coast LLC	CMS Pipe Company
Operating Revenue		
Natural gas transmission	\$ 36	
Other	-	
	-----	
Total operating revenue	36	
	-----	
Operating Expenses		
Cost of gas sold	24	
Other operation expense	2	
Maintenance	-	
Depreciation, depletion and amortization	3	
General taxes	-	
	-----	
Total operating expenses	29	
	-----	
Pretax Operating Income (Loss)	7	
	-----	
Other Income (Deductions)		
Interest from affiliates	-	
Gain (loss) on asset sales	-	
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	7	
	-----	
Income Taxes	-	
	-----	
Minority Interests	-	
	-----	
Net Income (Loss)	\$ 7	
	=====	

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

CMS OPERATING S.A.  
 Consolidating Statement of Income  
 For the Year Ended December 31, 2001  
 (In Millions)

	CMS Operating S.A. (12)	Centrales Termicas Mendoza S.A.	CMS Ensenada S.A.
Operating Revenue			
Independent power production	\$ -	\$ 77	
Other	-	-	
	-----	-----	
Total operating revenue	-	77	
	-----	-----	
Operating Expenses			
Fuel for electric generation	-	33	
Purchased and interchange power	-	18	
Other operation expense	5	10	
Maintenance	-	7	
Depreciation, depletion and amortization	1	11	
General taxes	-	-	
	-----	-----	
Total operating expenses	6	79	
	-----	-----	
Pretax Operating Income (Loss)	(6)	(2)	
	-----	-----	
Other Income (Deductions)	-	3	
	-----	-----	
Fixed Charges			
Interest on long-term debt	-	-	
Other interest	-	-	
Capitalized Interest	-	-	
	-----	-----	
Net fixed charges	-	-	
	-----	-----	
Income (Loss) before Income Taxes and Minority Interests	(6)	1	
Income Taxes (Benefit)	(5)	1	



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Minority Interests	-	-
	-----	-----
Net Income (Loss)	\$ (1)	\$ -
	=====	=====

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

CMS ENERGY CORPORATION  
Consolidating Balance Sheet Assets  
December 31, 2001  
(In Millions)

	CMS Energy Corp. (1)	Consumers Energy Company Consol.	CMS Enterpris Company Consol.
Plant and Property (At Cost)			
Electric	\$ -	\$7,661	
Gas	-	2,593	
Natural gas transmission	-	-	
Oil and gas properties	-	-	
Independent power production	-	-	
International energy dist.	-	-	
Other	40	23	
	-----	-----	
	40	10,277	
Less accumulated depreciation, depletion and amortization	13	5,934	
	-----	-----	
	27	4,343	
Construction work-in-progress	-	464	
	-----	-----	
	27	4,807	
	-----	-----	
Investments			
Associated companies	6,678	57	
Independent power production	-	-	
Natural gas transmission	-	-	
First Midland Limited Partnership	-	253	
Midland Cogeneration Venture	-	300	
Other	33	2	
	-----	-----	
	6,711	612	
	-----	-----	
Current Assets			
Cash and temporary cash investments	10	16	

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Accounts/notes receivable	117	(97)
Accrued revenues	-	239
Inventories to average cost		
Gas in underground storage	-	569
Materials and supplies	-	69
Generating plant fuel stock	-	52
Prepayments and other	(11)	177
	-----	-----
	116	1,025
	-----	-----
Non-current Assets		
Goodwill, net	-	-
Securitization costs	-	717
Nuclear decommissioning trust funds	-	581
Notes receivable-related parties	959	-
Notes receivable	-	-
Postretirement benefits	-	209
Abandoned Midland project	-	12
Other	157	343
	-----	-----
	1,116	1,862
	-----	-----
Total Assets	\$7,970	\$8,306
	=====	=====

- (1) Represents CMS Energy Corporation with CMS Energy Trust I, CMS Energy Trust II, CMS Energy Company and CMS Enterprises Company included on the equity method of accounting.

CMS ENERGY CORPORATION  
Consolidating Balance Sheet Equity and Liabilities  
December 31, 2001  
(In Millions)

	CMS Energy Corp. (1)	Consumers Energy Company Consol.	CMS Enterpris Company Consol.
Capitalization			
Common Stockholders' Equity			
Common stock	\$ 1	\$841	
Other paid-in-capital	3,477	632	6
Currency translation	(295)	-	
Revaluation capital	(30)	4	
Retained earnings	(1,055)	373	(1
	-----	-----	-----
	2,098	1,850	4
Preferred stock	125	44	
Company-obligated mandatorily redeemable preferred			

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securities of Consumer's subsidiaries	-	520	
Company-obligated convertible			
Trust Preferred Securities of subsidiaries	694	-	
Long-term debt	4,716	2,472	1
Non-current capital leases	-	56	
	-----	-----	-----
	7,633	4,942	5
	-----	-----	-----
Minority Interests	-	-	
	-----	-----	-----
Current Liabilities			
Current portion of long-term debt	227	244	
Current capital leases	-	13	
Notes payable	-	416	
Accounts payable	3	291	
Accounts payable - related parties	4	80	
Accrued interest	101	47	
Accrued taxes	2	219	
Deferred income taxes	-	12	
Other	20	213	
	-----	-----	-----
	357	1,535	1
	-----	-----	-----
Non-current Liabilities			
Deferred income taxes	(44)	747	
Postretirement benefits	23	279	
Deferred investment tax credit	-	102	
Regulatory liabilities for			
income taxes, net	-	276	
Power loss contract reserves	-	169	
Gas supply contract obligations	-	-	
Other	1	256	
	-----	-----	-----
	(20)	1,829	
	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$7,970	\$8,306	\$8
	=====	=====	=====

- (1) Represents CMS Energy Corporation with CMS Energy Trust I, CMS Energy Trust II, CMS Energy Company and CMS Enterprises Company included on the equity method of accounting.

CONSUMERS ENERGY COMPANY  
Consolidating Balance Sheet Assets  
December 31, 2001  
(In Millions)

Consumers	Michigan		CMS	
Energy	Electric	Consumers	Midland	CM

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	Company (2)	Trans. Company	Funding LLC	Holdings Company	Mi In
Plant and Property (At Cost)					
Electric	\$7,211	\$450	\$ -	\$ -	
Gas	2,593	-	-	-	
Other	23	-	-	-	
	-----	-----	-----	-----	
	9,827	450	-	-	
Less accumulated depreciation, depletion and amortization	5,715	219	-	-	
	-----	-----	-----	-----	
	4,112	231	-	-	
Construction work-in-progress	435	29	-	-	
	-----	-----	-----	-----	
	4,547	260	-	-	
	-----	-----	-----	-----	
Investments					
Associated companies	744	-	-	-	
First Midland Limited Partnership	-	-	-	253	
Midland Cogeneration Venture	-	-	-	-	
Other	2	-	-	-	
	-----	-----	-----	-----	
	746	-	-	253	
	-----	-----	-----	-----	
Current Assets					
Cash and temporary cash investments	10	-	4	-	
Accounts/notes receivable	(75)	44	17	-	
Accrued revenues	239	-	-	-	
Inventories to average cost					
Gas in underground storage	569	-	-	-	
Materials and supplies	63	6	-	-	
Generating plant fuel stock	52	-	-	-	
Prepayments and other	167	10	-	-	
	-----	-----	-----	-----	
	1,025	60	21	-	
	-----	-----	-----	-----	
Non-current Assets					
Securitization costs	717	-	-	-	
Nuclear decommissioning trust funds	581	-	-	-	
Postretirement benefits	209	-	-	-	
Abandoned Midland project	12	-	-	-	
Notes receivable - related party	536	-	453	-	
Other	343	-	-	-	
	-----	-----	-----	-----	
	2,398	-	453	-	
	-----	-----	-----	-----	
Total Assets	\$8,716	\$320	\$ 474	\$253	
	=====	=====	=====	=====	

(2) Represents Consumers Energy Company, Consumers Power Company Financing I, Consumer Consumers Energy Company Financing III, Consumers Energy Company Financing IV, Consumer Parnell Holdings LLC, Michigan Gas Storage Company, ES Services Company, CMS Engineering Services, Inc. and MEC Development Corporation consolidated with Michigan Electric T Funding LLC, CMS Midland Holdings Company, CMS Midland, Inc. and Huron Hydrocarbons, In of accounting.

CONSUMERS ENERGY COMPANY  
 Consolidating Balance Sheet Equity and Liabilities  
 December 31, 2001  
 (In Millions)

	Consumers Energy Company (2)	Michigan Trans. Electric Company	Consumers Funding LLC	CMS Midland Holdings Company	C M I
Capitalization					
Common Stockholders' Equity					
Common stock	\$872	\$ -	\$ -	\$ -	
Other paid-in-capital	640	198	2	54	
Revaluation capital	5	-	-	-	
Retained earnings	412	22	-	35	
	-----	-----	-----	-----	
	1,929	220	2	89	
Preferred stock	44	-	-	-	
Company-obligated mandatorily redeemable preferred securities of subsidiaries	520				
Long-term debt	3,008	-	453	-	
Non-current capital leases	56	-	-	-	
	-----	-----	-----	-----	
	5,557	220	455	89	
	-----	-----	-----	-----	
Current Liabilities					
Current portion of long-term debt	228	-	16	-	
Current capital leases	13	-	-	-	
Notes payable	442	-	-	-	
Accounts payable	298	-	-	-	
Accounts payable - related parties	122	18	-	-	
Accrued interest	47	-	-	-	
Accrued taxes	212	11	-	4	
Deferred income taxes	12	-	-	-	
Other	210	-	3	-	
	-----	-----	-----	-----	
	1,584	29	19	4	
	-----	-----	-----	-----	
Non-current Liabilities					
Deferred income taxes	537	42	-	146	
Postretirement benefits	279	-	-	-	
Deferred investment tax credit	87	-	-	14	
Regulatory liabilities for income taxes, net	276	-	-	-	
Power loss contract reserves	169	-	-	-	
Other	227	29	-	-	
	-----	-----	-----	-----	
	1,575	71	-	160	
	-----	-----	-----	-----	
Total Stockholders' Equity					



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Materials and supplies	-	14	8	-
Prepayments and other	1	2	9	2
	-----	-----	-----	-----
	15	216	239	12
	-----	-----	-----	-----
Non-current Assets				
Goodwill, net	-	-	12	-
Notes receivable	-	5	107	-
Notes receivable-related parties	-	-	5	-
Other	13	14	152	2
	-----	-----	-----	-----
	13	19	276	2
	-----	-----	-----	-----
Total Assets	\$4,644	\$827	\$1,780	\$ 14
	=====	=====	=====	=====

(Continued on Following Page)

CMS ENTERPRISES COMPANY  
 Consolidating Balance Sheet Assets  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMS Electric & Gas Company	CMS Capital LLC	CMS Operating S.A. Co. Consol.	CMS Micro- System CMS Di Power
Plant and Property (At Cost)				
Oil and gas properties	\$ -	\$ -	\$ -	
Natural gas transmission	-	-	-	
Independent power production	-	-	319	
International energy distribution	228	-	-	
Other	-	1	-	
	-----	-----	-----	
	228	1	319	
Less accumulated depreciation, depletion and amortization	226	-	67	
	-----	-----	-----	
	2	1	252	
Construction work-in-progress	25	-	1	
	-----	-----	-----	
	27	1	253	

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Investments	-----	-----	-----
Associated companies	-	-	-
Independent power production	-	-	-
Natural gas transmission	-	-	8
Other	15	-	-
	-----	-----	-----
	15	-	8
	-----	-----	-----
Current Assets			
Cash and temporary cash investments	29	(2)	33
Accounts/notes receivable	102	636	60
Gas in underground storage	-	-	-
Materials and supplies	8	-	9
Prepayments and other	14	1	-
	-----	-----	-----
	153	635	102
	-----	-----	-----
Non-current Assets			
Goodwill, net	40	-	-
Notes receivable	-	-	3
Notes receivable-related parties	-	175	21
Other	7	1	29
	-----	-----	-----
	47	176	53
	-----	-----	-----
Total Assets	\$242	\$812	\$ 416
	=====	=====	=====

(3) Represents CMS Enterprises Company, CMS Capital Financial Services, Inc., CMS Comer Energy South America Company and CMS Energy UK Limited consolidated with CMS Oil and Gas Company, CMS Land Company, CMS Distributed Power LLC, CMS MicroPower Systems LLC, CMS Services and Trading Company, CMS Gas Transmission Company, CMS Operating S.A. Company and CMS Electric and Gas Company included on the equity method of accounting.

CMS ENTERPRISES COMPANY  
Consolidating Balance Sheet Equity and Liabilities  
December 31, 2001  
(In Millions)

	CMS Enterprises Company (3)	CMS Oil and Gas Co. Consol.	CMS Generation Co. Consol.	CMS Resource Dev. Co.
Capitalization				
Common Stockholders' Equity				



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Common stock	\$ 1	\$173	\$ -	\$ -
Other paid-in-capital	6,143	93	2,078	4
Currency translation	(294)	-	(186)	-
Revaluation capital	(5)	5	(19)	-
Retained earnings	(1,258)	88	(673)	3
	-----	-----	-----	-----
	4,587	359	1,200	7
Long-term debt	-	68	-	-
Non-current capital leases	-	3	-	-
	-----	-----	-----	-----
	4,587	430	1,200	7
	-----	-----	-----	-----
Minority Interests	-	-	13	-
	-----	-----	-----	-----
Current Liabilities				
Current portion of long-term debt	-	110	-	-
Current capital leases	-	-	-	-
Notes payable	-	109	371	1
Accounts payable	9	82	13	1
Accounts payable - related parties	39	11	28	1
Accrued interest	1	2	1	-
Accrued taxes	(8)	14	(25)	1
Deferred income taxes	-	46	-	-
Other	2	23	72	1
	-----	-----	-----	-----
	43	397	460	5
	-----	-----	-----	-----
Non-current Liabilities				
Postretirement benefits	8	7	3	2
Deferred income taxes	5	(9)	(114)	-
Power loss contract reserves	-	-	185	-
Gas supply contract obligations	-	-	-	-
Other	1	2	33	-
	-----	-----	-----	-----
	14	-	107	2
	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$4,644	\$827	\$1,780	\$ 14
	=====	=====	=====	=====

(Continued on Following Page)

CMS ENTERPRISES COMPANY  
Consolidating Balance Sheet Equity and Liabilities  
December 31, 2001

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(In Millions)  
(Continued from Previous Page)

	CMS Electric & Gas Company	CMS Operating S.A. Co. Consol.	CMS Capital LLC	CMS Micro- System Dist. LLC
<b>Capitalization</b>				
Common Stockholders' Equity				
Common stock	\$ -	\$ 36	\$ -	
Other paid-in-capital	508	272	24	
Currency translation	(71)	-	-	
Revaluation capital	-	-	-	
Retained earnings	(307)	11	16	
	-----	-----	-----	
	130	319	40	
Long-term debt	2	46	513	
Non-current capital leases	-	-	-	
	-----	-----	-----	
	132	365	553	
	-----	-----	-----	
Minority Interests	21	10	-	
	-----	-----	-----	
<b>Current Liabilities</b>				
Current portion of long-term debt				
	1	7	-	
Current capital leases	-	-	-	
Notes payable	-	-	255	
Accounts payable	41	16	1	
Accounts payable - related parties	25	-	-	
Accrued interest	-	-	2	
Accrued taxes	23	7	1	
Deferred income taxes	-	-	-	
Other	15	3	-	
	-----	-----	-----	
	105	33	259	
	-----	-----	-----	
<b>Non-current Liabilities</b>				
Postretirement benefits	6	-	-	
Deferred income taxes	(23)	8	-	
Power loss contract reserves	-	-	-	
Gas supply contract obligations	-	-	-	
Other	1	-	-	
	-----	-----	-----	
	(16)	8	-	
	-----	-----	-----	
<b>Total Stockholders' Equity and Liabilities</b>	<b>\$242</b>	<b>\$416</b>	<b>\$812</b>	
	=====	=====	=====	

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(3) Represents CMS Enterprises Company, CMS Capital Financial Services, Inc., CMS Comer Energy South America Company and CMS Energy UK Limited consolidated with CMS Oil and Gas Company, CMS Land Company, CMS Distributed Power LLC, CMS Capital LLC, CMS MicroPower Services and Trading Company, CMS Gas Transmission Company, CMS Operating S.A. Company and CMS Electric and Gas Company included on the equity method of accounting.

CMS OIL AND GAS COMPANY  
Consolidating Balance Sheet Assets  
December 31, 2001  
(In Millions)

	CMS Oil and Gas Company (4)	CMS O&G Alba LDC	Explorations CMS Oil & Gas Co.	CMS Oil & Gas Int'l Ltd.	CMS Gas Ltd.
Plant and Property (Suc Efforts)					
Oil and gas properties	\$340	\$ 13	\$ 55	\$ -	
Other	-	-	-	-	
	-----	-----	-----	-----	
	340	13	55	-	
Less accumulated depreciation, depletion and amortization	104	3	39	-	
	-----	-----	-----	-----	
	236	10	16	-	
Construction work-in-progress	-	-	-	-	
	-----	-----	-----	-----	
	236	10	16	-	
	-----	-----	-----	-----	
Investments					
Associated companies	439	-	-	-	
Other	-	-	-	-	
	-----	-----	-----	-----	
	439	-	-	-	
	-----	-----	-----	-----	
Current Assets					
Cash and temporary cash investments	-	1	1	14	
Accounts/notes receivable	64	-	2	31	
Materials and supplies	8	-	1	-	
Prepayments and other	-	-	-	-	
	-----	-----	-----	-----	
	72	1	4	45	
	-----	-----	-----	-----	
Non-current Assets					
Notes receivable	-	1	-	-	
Other	5	-	-	5	
	-----	-----	-----	-----	
	5	1	-	5	
	-----	-----	-----	-----	
Total Assets	\$752	\$ 12	\$ 20	\$ 50	

=====

(Continued on Following Page)

CMS OIL AND GAS COMPANY  
 Consolidating Balance Sheet Assets  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMS Oil & Gas E.G. LDC	CMS Oil & Gas E.G. Ltd.
Plant and Property (Suc Efforts)		
Oil and gas properties	\$ 7	\$1
Other	-	
	-----	-----
	7	1
Less accumulated depreciation, depletion and amortization	1	
	-----	-----
Construction work-in-progress	6	1
	-	
	-----	-----
	6	1
	-----	-----
Investments		
Associated companies	-	
Other	-	
	-----	-----
	-	
	-----	-----
Current Assets		
Cash and temporary cash investments	-	
Accounts/notes receivable	-	
Materials and supplies	-	
Prepayments and other	-	
	-----	-----
	-	

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Non-current Assets	-----	-----
Notes receivable	1	
Other	-	
	-----	-----
	1	
	-----	-----
Total Assets	\$ 7	\$2
	=====	=====

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

CMS OIL AND GAS COMPANY  
Consolidating Balance Sheet Equity and Liabilities  
December 31, 2001  
(In Millions)

	CMS Oil and Gas Company (4)	CMS O&G Alba LDC	Explorations CMS Oil and Gas Co.	CMS Oil & Gas Intl. Ltd.	CMS Oil & Gas Congo Ltd.
Capitalization					
Common Stockholders' Equity					
Common stock	\$173	\$ -	\$ -	\$ 1	
Other paid-in-capital	93	5	64	26	
Revaluation capital	5	-	-	-	
Retained earnings	92	7	(35)	15	
	-----	-----	-----	-----	-----
	363	12	29	42	
Long-term debt	68	-	-	-	
Non-current capital leases	-	-	-	-	
	-----	-----	-----	-----	-----
	431	12	29	42	
	-----	-----	-----	-----	-----
Current Liabilities					
Current portion of long-term debt	110	-	-	-	
Notes payable	109	-	-	1	
Accounts payable	30	-	2	13	
Accounts payable - related parties	20	-	1	(6)	

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Accrued interest	1	-	-	-
Accrued taxes	6	-	(1)	-
Deferred income taxes	46	-	-	-
Other	7	-	-	-
	-----	-----	-----	-----
	329	-	2	8
	-----	-----	-----	-----
Non-current Liabilities				
Postretirement benefits	7	-	-	-
Deferred income taxes	(16)	-	(11)	-
Other	1	-	-	-
	-----	-----	-----	-----
	(8)	-	(11)	-
	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$752	\$ 12	\$ 20	\$ 50
	=====	=====	=====	=====

(Continued on Following Page)

CMS OIL AND GAS COMPANY  
Consolidating Balance Sheet Equity and Liabilities  
December 31, 2001  
(In Millions)  
(Continued from Previous Page)

	CMS Oil & Gas E.G. LDC	CMS Oil & Gas E.G. Ltd.	Inter-compa Elimination
Capitalization			
Common Stockholders' Equity			
Common stock	\$ -	\$ -	\$ -
Other paid-in-capital	2	118	(3)
Revaluation capital	-	-	-
Retained earnings	5	62	(1)
	-----	-----	-----
	7	180	(4)
Long-term debt	-	-	-
Non-current capital leases	-	3	-
	-----	-----	-----
	7	183	(4)
	-----	-----	-----
Current Liabilities			
Current portion of long-term debt	-	-	-
Notes payable	-	-	-
Accounts payable	-	15	-

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Accounts payable - related parties	-	-	(
Accrued interest	-	1	
Accrued taxes	-	1	
Deferred income taxes	-	-	
Other	-	5	
	-----	-----	-----
	-	22	(
	-----	-----	-----
Non-current Liabilities			
Postretirement benefits	-	-	
Deferred income taxes	-	22	
Other	-	-	
	-----	-----	-----
	-	22	
	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 7	\$227	\$ (4
	=====	=====	=====

- (4) Represents CMS Oil and Gas Company consolidated with CMS Oil and Gas International Company method of accounting.

CMS OIL AND GAS INTERNATIONAL COMPANY  
Consolidating Balance Sheet Assets  
December 31, 2001  
(In Millions)

	CMS Oil & Gas Int'l Co. (5)	CMS NOMECO Int'l Congo Hld., Inc.	CMS Oil & Gas Int'l Tunisia, Inc.	CMS Gas Came Ltd.
Plant and Property (Suc Efforts)				
Oil and gas properties	\$ 3	\$ 105	\$ 36	
Other	-	-	-	
	-----	-----	-----	
	3	105	36	
Less accumulated depreciation, depletion and amortization	2	54	7	
	-----	-----	-----	
	1	51	29	
Construction work-in-progress	-	-	-	
	-----	-----	-----	
	1	51	29	
	-----	-----	-----	
Investments				

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Associated companies	107	18	-
Other	-	-	-
	-----	-----	-----
	107	18	-
	-----	-----	-----
Current Assets			
Cash and temporary cash investments	-	6	3
Accounts/notes receivable	-	33	11
Materials and supplies	-	4	1
Prepayments and other	-	1	-
	-----	-----	-----
	-	44	15
	-----	-----	-----
Non-current Assets			
Notes receivable	-	-	3
Other	(1)	1	2
	-----	-----	-----
	(1)	1	5
	-----	-----	-----
Total Assets	\$107	\$114	\$ 49
	=====	=====	=====

(5) Represents CMS Oil and Gas International Company and CMS Oil and Gas Eritrea Ltd. consol

CMS OIL AND GAS INTERNATIONAL COMPANY  
 Consolidating Balance Sheet Equity and Liabilities  
 December 31, 2001  
 (In Millions)

	CMS Oil & Gas Int'l Co. (5)	CMS NOMECO Int'l Congo Hld., Inc.	CMS Oil & Gas Int'l Tunisia, Inc.	CMS O Gas Camer Inc.
Capitalization				
Common Stockholders' Equity				
Common stock	\$ -	\$ -	\$ -	
Other paid-in-capital	85	56	15	
Retained earnings	22	31	18	
	-----	-----	-----	
	107	87	33	
Long-term debt	-	-	-	
Non-current capital leases	-	-	-	
	-----	-----	-----	



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	107	87	33
	-----	-----	-----
Current Liabilities			
Current portion of long-term debt	-	-	-
Notes payable	-	-	-
Accounts payable	-	16	3
Accounts payable - related parties	-	7	3
Accrued interest	-	-	-
Accrued taxes	-	1	1
Other	-	11	-
	-----	-----	-----
	-	35	7
	-----	-----	-----
Non-current Liabilities			
Postretirement benefits	-	-	-
Deferred income taxes	-	(8)	8
Other	-	-	1
	-----	-----	-----
	-	(8)	9
	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$107	\$114	\$ 49
	=====	=====	=====

- (5) Represents CMS Oil and Gas International Company, CMS Oil and Gas International Transport Co. Ltd., CMS Oil and Gas International Transport Co. Ltd. Cote D'Ivoire Ltd. and CMS Oil and Gas Eritrea Ltd. consolidated.

CMS GENERATION COMPANY  
Consolidating Balance Sheet Assets  
December 31, 2001  
(In Millions)

	CMS Generation Co. (6)	Oxford CMS Dev. LP	CMSG Filer City, Inc.	CMSG Grayling Company	CMS Gr Ho Co
Plant and Property (At Cost)					
Independent power production	\$ 1	\$ 2	\$ -	\$ -	
Less accumulated depreciation, depletion and amortization	1	-	-	-	
	-----	-----	-----	-----	
	-	2	-	-	
Construction work-in-progress	-	-	-	-	

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	-----	-----	-----	-----
	-	2	-	-
	-----	-----	-----	-----
Investments				
Associated companies	784	10	-	-
Other	32	-	20	1
	-----	-----	-----	-----
	816	10	20	1
	-----	-----	-----	-----
Current Assets				
Cash and temporary cash investments	-	-	-	-
Accounts/notes receivable	131	-	-	-
Materials and supplies	-	-	-	-
Generating plant fuel stock	-	-	-	-
Prepayments and other	2	-	-	-
	-----	-----	-----	-----
	133	-	-	-
	-----	-----	-----	-----
Non-current Assets				
Goodwill, net	-	-	-	-
Notes receivable	-	-	-	-
Notes receivable - related parties	-	-	-	-
Other	118	-	-	-
	-----	-----	-----	-----
	118	-	-	-
	-----	-----	-----	-----
Total Assets	\$1,067	\$ 12	\$ 20	\$ 1
	=====	=====	=====	=====

(Continued on Following Page)

CMS GENERATION COMPANY  
Consolidating Balance Sheet Assets  
December 31, 2001  
(In Millions)  
(Continued from Previous Page)

	Dearborn Indust. Generation LLC	CMS Generation S.A.	Dearborn Gen Oper. LLC	Exeter Energy LP
Plant and Property (At Cost)				
Independent power production	\$467	\$ -	\$ -	\$ 50
Less accumulated depreciation, and amortization	7	-	-	36

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	-----	-----	-----	-----
	460	-	-	14
Construction work-in-progress	-	-	-	-
	-----	-----	-----	-----
	460	-	-	14
	-----	-----	-----	-----
Investments				
Associated companies	-	-	-	-
Other	-	14	-	-
	-----	-----	-----	-----
	-	14	-	-
	-----	-----	-----	-----
Current Assets				
Cash and temporary cash				
investments	(1)	-	-	8
Accounts/notes receivable	48	-	5	1
Materials and supplies	7	-	-	-
Generating plant fuel stock	-	-	-	-
Prepayments and other	1	-	1	-
	-----	-----	-----	-----
	55	-	6	9
	-----	-----	-----	-----
Non-current Assets				
Goodwill, net	-	-	-	-
Notes receivable	-	-	-	-
Notes receivable - related parties	-	-	-	-
Other	24	-	-	-
	-----	-----	-----	-----
	24	-	-	-
	-----	-----	-----	-----
Total Assets	\$539	\$ 14	\$ 6	\$ 23
	=====	=====	=====	=====

(Continued on Following Page)

CMS GENERATION COMPANY  
Consolidating Balance Sheet Assets  
December 31, 2001  
(In Millions)  
(Continued from Previous Page)

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	CMSG Holdings Company	CMS Genesee Co.	CMSG Operating Co.	CMS Int'l Operating Co.
Plant and Property (At Cost)				
Independent power production	\$ -	\$ -	\$ -	\$ -
Less accumulated depreciation, depletion and amortization	-	-	-	-
	-----	-----	-----	-----
Construction work-in-progress	-	-	-	-
	-----	-----	-----	-----
Investments				
Associated companies	1	-	-	-
Other	4	1	-	-
	-----	-----	-----	-----
	5	1	-	-
	-----	-----	-----	-----
Current Assets				
Cash and temporary cash investments	-	-	-	9
Accounts/notes receivable	2	1	5	4
Materials and supplies	-	-	-	-
Generating plant fuel stock	-	-	-	-
Prepayments and other	-	-	-	1
	-----	-----	-----	-----
	2	1	5	14
	-----	-----	-----	-----
Non-current Assets				
Goodwill, net	-	-	-	-
Notes receivable	-	-	-	-
Notes receivable - related parties	-	-	-	-
Other	-	-	-	-
	-----	-----	-----	-----
	-	-	-	-
	-----	-----	-----	-----
Total Assets	\$ 7	\$ 2	\$ 5	\$ 14
	=====	=====	=====	=====

(6) Represents CMS Generation Company, CMSG Chateaugay Company, CMSG Honey Lake Company, CMS Recycling LLC, CMSG Mon Valley Company, CMSG Lyonsdale Company, CMSG Montreal Company consolidated with CMSG Investment Company I included on the equity method of accounting

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December 31, 2001

(In Millions)

	CMS Generation Co. (6)	CMSG Honey Lake Company	CMSG Filer City, Inc.	CMSG Grayling Company	C G H C
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	
Other paid-in-capital	2,078	10	6	4	
Currency translation	(186)	-	-	-	
Revaluation capital	(19)	-	-	-	
Retained earnings	(673)	(9)	10	(4)	
	-----	-----	-----	-----	
	1,200	1	16	-	
Long-term debt	-	-	-	-	
Non-current capital leases	-	-	-	-	
	-----	-----	-----	-----	
	1,200	1	16	-	
	-----	-----	-----	-----	
Minority Interests	-	-	-	-	
	-----	-----	-----	-----	
Current Liabilities					
Current portion of long-term debt	-	-	-	-	
Current capital leases	-	-	-	-	
Notes payable	15	-	-	-	
Accounts payable	10	-	-	-	
Accounts payable - related parties	11	-	-	-	
Accrued interest	1	-	-	-	
Accrued taxes	(41)	3	-	-	
Other	-	-	-	-	
	-----	-----	-----	-----	
	(4)	3	-	-	
	-----	-----	-----	-----	
Non-current Liabilities					
Postretirement benefits	2	-	-	-	
Deferred income taxes	(132)	(4)	4	1	
Power loss contract reserves	-	-	-	-	
Other	1	-	-	-	
	-----	-----	-----	-----	
	(129)	(4)	4	1	
	-----	-----	-----	-----	
Total Stockholders' Equity and Liabilities	\$1,067	\$ -	\$ 20	\$ 1	
	=====	=====	=====	=====	

(Continued on Following Page)

CMS GENERATION COMPANY  
 Consolidating Balance Sheet Equity and Liabilities  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	Dearborn Indust. Generation LLC	CMS Generation S.A.	CMSG Recycling Company	Mid-Michig Recycling LLC
Capitalization				
Common Stockholders' Equity				
Common stock	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	129	45	3	4
Currency translation	-	-	-	-
Revaluation capital	-	-	-	-
Retained earnings	(236)	(31)	(2)	(5)
	-----	-----	-----	-----
	(107)	14	1	(1)
Long-term debt	-	-	-	-
Non-current capital leases	-	-	-	-
	-----	-----	-----	-----
	(107)	14	1	(1)
	-----	-----	-----	-----
Minority Interests	-	-	-	-
	-----	-----	-----	-----
Current Liabilities				
Current portion of long-term debt				
	-	-	-	-
Current capital leases	-	-	-	-
Notes payable	351	-	-	1
Accounts payable	3	-	-	-
Accounts payable - related parties	22	-	-	-
Accrued interest	-	-	-	-
Accrued taxes	-	-	-	-
Other	64	-	-	-
	-----	-----	-----	-----
	440	-	-	1
	-----	-----	-----	-----
Non-current Liabilities				
Postretirement benefits	-	-	-	-
Deferred income taxes	-	-	(1)	-
Power loss contract reserves	185	-	-	-
Other	21	-	-	-
	-----	-----	-----	-----
	206	-	(1)	-
	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$539	\$ 14	\$ -	\$ -
	=====	=====	=====	=====

(Continued on Following Page)

CMS GENERATION COMPANY  
 Consolidating Balance Sheet Equity and Liabilities  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMSG Holdings Company	CMSG Altoona Company	Exeter Energy LLC	CMSG Operating Co.	CMS Ope Co.
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	
Other paid-in-capital	12	(9)	(10)	4	
Currency translation	-	-	-	-	
Revaluation capital	-	-	-	-	
Retained earnings	(12)	7	31	(1)	
	-----	-----	-----	-----	
Long-term debt	-	(2)	21	3	
Non-current capital leases	-	-	-	-	
	-----	-----	-----	-----	
	-	(2)	21	3	
Minority Interests	-	-	-	-	
	-----	-----	-----	-----	
Current Liabilities					
Current portion of long-term debt	-	-	-	-	
Current capital leases	-	-	-	-	
Notes payable	-	2	-	-	
Accounts payable	-	-	-	-	
Accounts payable - related parties	-	-	1	-	
Accrued interest	-	-	-	-	
Accrued taxes	-	-	1	1	
Other	-	-	-	-	
	-----	-----	-----	-----	
	-	2	2	1	
	-----	-----	-----	-----	
Non-current Liabilities					
Postretirement benefits	-	-	-	1	
Deferred income taxes	3	-	-	-	

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Power loss contract reserves	-	-	-	-
Other	4	-	-	-
	-----	-----	-----	-----
	7	-	-	1
	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 7	\$ -	\$ 23	\$ 5
	=====	=====	=====	=====

(Continued on Following Page)

CMS GENERATION COMPANY  
Consolidating Balance Sheet Equity and Liabilities  
December 31, 2001  
(In Millions)  
(Continued from Previous Page)

	Taweelah A2 Operating Company	MSG Genesee Co.	Inter Elimi
Capitalization			
Common Stockholders' Equity			
Common stock	\$ -	\$ -	
Other paid-in-capital	1	1	
Currency translation	-	-	
Revaluation capital	-	-	
Retained earnings	-	-	
	-----	-----	
	1	1	
Long-term debt	-	-	
Non-current capital leases	-	-	
	-----	-----	
	1	1	
Minority Interests	-	-	
	-----	-----	
Current Liabilities			
Current portion of long-term debt	-	-	
Current capital leases	-	-	
Notes payable	-	-	
Accounts payable	-	-	
Accounts payable - related parties	-	-	
Accrued interest	-	-	
Accrued taxes	-	-	



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Other	-	-
	-----	-----
	-	-
	-----	-----
Non-current Liabilities		
Postretirement benefits	-	-
Deferred income taxes	-	1
Power loss contract reserves	-	-
Other	-	-
	-----	-----
	-	1
	-----	-----
Total Stockholders' Equity and Liabilities	\$ 1	\$ 2
	=====	=====

(6) Represents CMS Generation Company, CMSG Mon Valley Company, CMSG Lyonsdale Company, Chateaugay Company and CMS Centrales Termicas S.A. consolidated with CMSG Investment method of accounting.

CMS GENERATION INVESTMENT COMPANY I  
Consolidating Balance Sheet - Assets  
December 31, 2001  
(In Millions)

	CMSG Inv. Co. I (8)	CMSG Jegurupada I/II LDC	CMSG Inv. Co. IV	CMSG Cebu LDC	CM Ya Ho 2
Plant and Property (At Cost)					
Independent power production	\$ -	\$ -	\$ -	\$ -	
Less accumulated depreciation, depletion and amortization	-	-	-	-	
	-----	-----	-----	-----	
	-	-	-	-	
Construction work-in-progress	-	-	-	-	
	-----	-----	-----	-----	
	-	-	-	-	
Investments					
Associated companies	139	-	-	-	
Other	149	6	275	11	
	-----	-----	-----	-----	
	288	6	275	11	

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Current Assets	-----	-----	-----	-----
Cash and temporary cash investments	1	-	-	7
Accounts/notes receivable	362	2	35	-
Materials and supplies	-	-	-	-
Prepayments and other	-	-	-	-
	-----	-----	-----	-----
	363	2	35	7
	-----	-----	-----	-----
Non-current Assets				
Goodwill, net	12	-	-	-
Notes receivable	-	-	-	-
Other	1	-	-	-
	-----	-----	-----	-----
	13	-	-	-
	-----	-----	-----	-----
Total Assets	\$664	\$ 8	\$310	\$ 18
	=====	=====	=====	=====

(Continued on Following Page)

CMS GENERATION INVESTMENT COMPANY I  
Consolidating Balance Sheet - Assets  
December 31, 2001  
(In Millions)  
(Continued from Previous Page)

	Monetize Ltd	Inter-company Eliminations	CMSG Investment Co. I Consol.
Plant and Property (At Cost)			
Independent power production	\$ -	\$ -	\$ -
Less accumulated depreciation, depletion and amortization	-	-	-
	-----	-----	-----
	-	-	-
Construction work-in-progress	-	-	-
	-----	-----	-----
	-	-	-
	-----	-----	-----
Investments			
Associated companies	-	(139)	-

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Other	37	-	558
	-----	-----	-----
	37	(139)	558
	-----	-----	-----
Current Assets			
Cash and temporary cash investments	-	-	16
Accounts/notes receivable	-	(347)	97
Materials and supplies	-	-	1
Prepayments and other	-	-	1
	-----	-----	-----
	-	(347)	115
	-----	-----	-----
Non-current Assets			
Goodwill, net	-	-	12
Notes receivable	-	-	107
Other	-	-	1
	-----	-----	-----
	-	-	120
	-----	-----	-----
Total Assets	\$ 37	\$ (486)	\$793
	=====	=====	=====

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

CMS GENERATION INVESTMENT COMPANY I  
 Consolidating Balance Sheet - Equity and Liabilities  
 December 31, 2001  
 (In Millions)

	CMSG Inv. Co. I (8)	CMSG Jeguru-pada I/II LDC	CMSG Pinamucan LDC	CMSG Cebu LDC	C Y H 1
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ 1	\$ 16	
Other paid-in-capital	1,027	-	2	-	
Currency translation	(180)	-	-	(7)	
Revaluation capital	(11)	-	-	-	
Retained earnings	(174)	1	(3)	6	

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	-----	-----	-----	-----
	662	1	-	15
Long-term debt	-	-	-	-
Non-current capital leases	-	-	-	-
	-----	-----	-----	-----
	662	1	-	15
Minority Interests	-	-	-	-
	-----	-----	-----	-----
Current Liabilities				
Current portion of long-term debt	-	-	-	-
Current capital leases	-	-	-	-
Notes payable	3	7	-	-
Accounts payable	(3)	-	-	(1)
Accounts payable - related parties	1	-	-	4
Accrued interest	-	-	-	-
Accrued taxes	-	-	-	-
Other	1	-	-	-
	-----	-----	-----	-----
	2	7	-	3
	-----	-----	-----	-----
Non-current Liabilities				
Postretirement benefits	-	-	-	-
Deferred income taxes	-	-	-	-
Power loss contract reserves	-	-	-	-
Other	-	-	-	-
	-----	-----	-----	-----
	-	-	-	-
	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$664	\$ 8	\$ -	\$ 18
	=====	=====	=====	=====

(Continued on Following Page)

CMS GENERATION INVESTMENT COMPANY I  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2001  
(In Millions)  
(Continued from Previous Page)

CMSG

Inter-company CM

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	CMMSG Taweelah Ltd.	Invest. Co. VI (Takoradi) Ltd.	Monetize Ltd.	Elimination	In Co Co
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ (17)	
Other paid-in-capital	74	99	29	(487)	
Currency translation	-	-	(5)	180	
Revaluation capital	-	-	-	11	
Retained earnings	5	30	13	174	
	-----	-----	-----	-----	
	79	129	37	(139)	
Long-term debt	-	-	-	-	
Non-current capital leases	-	-	-	-	
	-----	-----	-----	-----	
	79	129	37	(139)	
	-----	-----	-----	-----	
Minority Interests	-	13	-	-	
	-----	-----	-----	-----	
Current Liabilities					
Current portion of long-term debt	-	-	-	-	
Current capital leases	-	-	-	-	
Notes payable	-	-	-	(340)	
Accounts payable	-	2	-	(2)	
Accounts payable - related parties	-	-	-	(5)	
Accrued interest	-	-	-	-	
Accrued taxes	-	-	-	-	
Other	-	4	-	-	
	-----	-----	-----	-----	
	-	6	-	(347)	
	-----	-----	-----	-----	
Non-current Liabilities					
Postretirement benefits	-	-	-	-	
Deferred income taxes	-	6	-	-	
Power loss contract reserves	-	-	-	-	
Other	1	-	-	-	
	-----	-----	-----	-----	
	1	6	-	-	
	-----	-----	-----	-----	
Total Stockholders' Equity and Liabilities	\$ 80	\$154	\$ 37	\$ (486)	
	=====	=====	=====	=====	

(8) Represents CMMSG Investment Company I and CMMSG Investment Company II consolidated.

CMS GAS TRANSMISSION COMPANY  
 Consolidating Balance Sheet - Assets  
 December 31, 2001  
 (In Millions)

	CMS Gas Trans-mission Company (9)	CMS Antrim LLC	CMS Bay Area Pipe-line LLC	CMS Saginaw Bay LateralCompGa	We Au Co
Plant and Property (At Cost)					
Natural gas transmission	\$ 1	\$54	\$ 24	\$ -	
Other	-	-	-	-	
	-----	-----	-----	-----	
	1	54	24	-	
Less accumulated depreciation, depletion and amortization	1	18	2	-	
	-----	-----	-----	-----	
	-	36	22	-	
Construction work-in-progress	-	-	-	-	
	-----	-----	-----	-----	
	-	36	22	-	
Investments					
Associated companies	2,017	-	-	-	
Other	97	-	-	-	
	-----	-----	-----	-----	
	2,114	-	-	-	
Current Assets					
Cash and temporary cash investments	1	-	-	-	
Accounts/notes receivable	2	2	1	1	
Gas in underground storage	2	-	-	-	
Materials and supplies	1	1	-	-	
Prepayments and other	1	-	-	-	
	-----	-----	-----	-----	
	7	3	1	1	
Non-current Assets					
Goodwill, net	-	-	-	-	
Notes receivable	19	-	-	-	
Noted receivable - related parties	1	-	-	-	
Other	30	-	-	-	
	-----	-----	-----	-----	
	50	-	-	-	
Total Assets	\$2,171	\$39	\$ 23	\$ 1	
	=====	=====	=====	=====	

(Continued on Following Page)

CMS GAS TRANSMISSION COMPANY  
 Consolidating Balance Sheet - Assets  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMS Marysville Gas Liquids Company	Panhandle Eastern Pipe Line Co. Consol.	CMS Field Services, Inc. Consol.	Tristate Pipeline LLC
Plant and Property (At Cost)				
Natural gas transmission	\$ 45	\$1,675	\$390	\$ -
Other	-	-	-	-
	-----	-----	-----	-----
	45	1,675	390	-
Less accumulated depreciation, depletion and amortization	42	142	48	-
	-----	-----	-----	-----
	3	1,533	342	-
Construction work-in- progress	-	24	10	-
	-----	-----	-----	-----
	3	1,557	352	-
	-----	-----	-----	-----
Investments				
Associated companies	-	-	-	-
Other	5	66	7	-
	-----	-----	-----	-----
	5	66	7	-
	-----	-----	-----	-----
Current Assets				
Cash and temporary cash investments	-	-	-	-
Accounts/notes receivable	4	201	103	-
Gas in underground storage	-	-	-	-
Materials and supplies	1	55	7	-
Prepayments and other	-	56	1	-
	-----	-----	-----	-----
	5	312	111	-
	-----	-----	-----	-----
Non-current Assets				
Goodwill, net	5	700	-	-
Notes receivable	-	-	-	-
Notes receivable - related parties	-	337	-	-
Other	-	38	2	-
	-----	-----	-----	-----

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	5	1,075	2	-
	-----	-----	-----	-----
Total Assets	\$ 18	\$3,010	\$472	\$ -
	=====	=====	=====	=====

(9) Represents CMS Gas Transmission Company consolidated with CMS Field Services, Inc. and Panhandle Energy Services, Inc. included on the equity method of accounting.

CMS GAS TRANSMISSION COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2001  
(In Millions)

	CMS Gas Transmission Company (9)	CMS Antrim LLC	CMS Bay Area Pipeline LLC	CMS Saginaw Bay Lateral Company	We Au Ga Tr Co
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ -	\$ -	\$ -	
Other paid-in-capital	2,283	-	23	3	
Currency translation	(35)	-	-	-	
Revaluation capital	(2)	(1)	-	-	
Retained earnings	(77)	3	(2)	(3)	
	-----	-----	-----	-----	
	2,169	2	21	-	
Long-term debt	-	21	-	-	
Non-current capital leases	-	-	-	-	
	-----	-----	-----	-----	
	2,169	23	21	-	
	-----	-----	-----	-----	
Minority Interests	-	-	-	-	
	-----	-----	-----	-----	
Current Liabilities					
Current portion of long-term debt	-	6	-	-	
Current capital leases	-	-	-	-	
Notes payable	-	-	-	-	
Accounts payable	4	-	-	-	
Accounts payable - related parties	1	-	-	-	
Accrued interest	-	-	-	-	
Accrued taxes	(23)	1	-	-	
Deferred income taxes	-	-	-	-	
Other	18	-	-	-	
	-----	-----	-----	-----	



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	-	7	-	-
	-----	-----	-----	-----
Non-current Liabilities				
Postretirement benefits	3	-	-	-
Deferred income taxes	(1)	8	2	1
Other	-	1	-	-
	-----	-----	-----	-----
	2	9	2	1
	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$2,171	\$39	\$ 23	\$ 1
	=====	=====	=====	=====

(Continued on Following Page)

CMS GAS TRANSMISSION COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2001  
(In Millions)

	CMS Marysville Gas Liquids Company	Panhandle Eastern Pipe Line Co. Consol.	CMS Field Services, Inc. Consol.	Tristate Pipeline LLC	CM La
Capitalization					
Common Stockholders' Equity					
Common stock	\$ -	\$ 1	\$ -	\$ -	
Other paid-in-capital	33	1,286	179	6	
Currency translation	-	-	-	-	
Revaluation capital	-	-	-	-	
Retained earnings	(12)	(5)	44	(6)	
	-----	-----	-----	-----	
	21	1,282	223	-	
Long-term debt	-	1,082	25	-	
Non-current capital leases	-	-	1	-	
	-----	-----	-----	-----	
	21	2,364	249	-	
	-----	-----	-----	-----	
Minority Interests	-	-	41	-	

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	-----	-----	-----	-----
Current Liabilities				
Current portion of long-term debt	-	-	-	-
Current capital leases	-	-	1	-
Notes payable	-	-	55	-
Accounts payable	-	15	74	-
Accounts payable - related parties	-	10	3	-
Accrued interest	-	23	-	-
Accrued taxes	-	8	(5)	-
Deferred income taxes	-	-	-	-
Other	1	139	19	-
	-----	-----	-----	-----
	1	195	147	-
	-----	-----	-----	-----
Non-current Liabilities				
Postretirement benefits	-	-	-	-
Deferred income taxes	(4)	185	34	-
Other	-	266	1	-
	-----	-----	-----	-----
	(4)	451	35	-
	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 18	\$3,010	\$472	\$ -
	=====	=====	=====	=====

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

PANHANDLE EASTERN PIPE LINE COMPANY  
Consolidating Balance Sheet - Assets  
December 31, 2001  
(In Millions)

	Panhandle Eastern Pipe Line Co. Consol (10)	Trunkline Gas Company	CMS Trunkline Field Svc. & LNG Company	Pan Sto Com
Plant and Property (At Cost)				
Natural gas transmission	\$753	\$731	\$ -	-
Other	-	-	-	-
	-----	-----	-----	-----
	753	731	-	-

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Less accumulated depreciation, depletion and amortization	54	80	-
	-----	-----	-----
	699	651	-
Construction work-in-progress	15	6	-
	-----	-----	-----
	714	657	-
	-----	-----	-----
Investments			
Associated companies	906	-	-
Other	-	64	2
	-----	-----	-----
	906	64	2
	-----	-----	-----
Current Assets			
Cash and temporary cash investments	-	-	-
Accounts/notes receivable	48	179	6
Gas in underground storage	-	-	-
Materials and supplies	31	24	-
Prepayments and other	29	27	-
	-----	-----	-----
	108	230	6
	-----	-----	-----
Non-current Assets			
Goodwill, net	605	-	-
Notes receivable - related parties	437	-	-
Other	3	-	-
	-----	-----	-----
	1,045	-	-
	-----	-----	-----
Total Assets	\$2,773	\$951	\$ 8
	=====	=====	=====

(10) Represents Panhandle Eastern Pipe Line Company, Sea Robin Pipeline Company, CMS Panhandle  
Panhandle Storage Company, Guardian Pipeline LLC and CMS Trunkline Pipeline Holdings, I

PANHANDLE EASTERN PIPE LINE COMPANY  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2001  
(In Millions)

CMS

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	Panhandle Eastern Pipe Line Co. Consol. (10)	Trunkline Gas Company	Trunkline Field Svcs & LNG Company	Pa St Co
<b>Capitalization</b>				
Common Stockholders' Equity				
Common stock	\$ 1	\$ -	\$ -	
Other paid-in-capital	1,286	610	8	
Revaluation capital	-	-	-	
Retained earnings	(7)	2	-	
	-----	-----	-----	
	1,280	612	8	
Long-term debt	1,082	100	-	
Non-current capital leases	-	-	-	
	-----	-----	-----	
	2,362	712	8	
	-----	-----	-----	
<b>Current Liabilities</b>				
Current portion of long-term debt	-	-	-	
Current capital leases	-	-	-	
Notes payable	-	100	-	
Accounts payable	4	4	-	
Accounts payable - related parties	10	-	-	
Accrued interest	23	-	-	
Accrued taxes	(31)	(20)	-	
Other	100	38	-	
	-----	-----	-----	
	106	122	-	
	-----	-----	-----	
<b>Non-current Liabilities</b>				
Postretirement benefits	-	-	-	
Deferred income taxes	93	63	-	
Other	212	54	-	
	-----	-----	-----	
	305	117	-	
	-----	-----	-----	
<b>Total Stockholders' Equity and Liabilities</b>	<b>\$2,773</b>	<b>\$951</b>	<b>\$ 8</b>	
	=====	=====	=====	

(10) Represents Panhandle Eastern Pipe Line Company, Sea Robin Pipeline Company, CMS Panhandle Storage Company, Guardian Pipeline LLC and CMS Trunkline Pipeline Holdings, I

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December 31, 2001

(In Millions)

	CMS Field Services, Inc (11)	CMS/Okla Nat. Gas Gathering LLC	CMS Taurus Holdings Company, Inc.	Bighorn Gas Gathering LLC	CM Pr LL
Plant and Property (At Cost)					
Natural gas transmission	\$ 8	\$ 3	\$ 54	\$ 82	
Other	-	-	-	-	
	-----	-----	-----	-----	
	8	3	54	82	
Less accumulated depreciation, depletion and amortization	2	-	8	3	
	-----	-----	-----	-----	
	6	3	46	79	
Construction work-in-progress	-	-	-	5	
	-----	-----	-----	-----	
	6	3	46	84	
	-----	-----	-----	-----	
Investments					
Associated companies	292	-	-	-	
Other	4	-	-	-	
	-----	-----	-----	-----	
	296	-	-	-	
	-----	-----	-----	-----	
Current Assets					
Cash and temporary cash investments	1	-	(1)	1	
Accounts/notes receivable	56	1	8	3	
Gas in underground storage	-	-	-	-	
Materials and supplies	7	-	-	-	
Prepayments and other	1	-	-	-	
	-----	-----	-----	-----	
	65	1	7	4	
	-----	-----	-----	-----	
Non-current Assets					
Goodwill, net	-	-	-	-	
Notes receivable	-	-	-	-	
Other	2	-	-	-	
	-----	-----	-----	-----	
	2	-	-	-	
	-----	-----	-----	-----	
Total Assets	\$369	\$ 4	\$ 53	\$ 88	
	=====	=====	=====	=====	

(Continued on Following Page)

CMS FIELD SERVICES, INC.  
 Consolidating Balance Sheet - Assets  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMS Cherokee Gas Processing LLC	Bradshaw Energy LLC	CMS Gulf Coast LLC	CMS Pipeline Company LLC	C H L
Plant and Property (At Cost)					
Natural gas transmission	\$ 49	\$ 12	\$ 37	\$ 3	
Other	-	-	-	-	
	-----	-----	-----	-----	
	49	12	37	3	
Less accumulated depreciation, depletion and amortization	9	2	3	-	
	-----	-----	-----	-----	
	40	10	34	3	
Construction work-in-progress	1	-	-	2	
	-----	-----	-----	-----	
	41	10	34	5	
	-----	-----	-----	-----	
Investments					
Associated companies	-	-	-	-	
Other	-	-	3	-	
	-----	-----	-----	-----	
	-	-	3	-	
	-----	-----	-----	-----	
Current Assets					
Cash and temporary cash investments	(1)	-	-	-	
Accounts/notes receivable	12	1	6	-	
Gas in underground storage	-	-	-	-	
Materials and supplies	-	-	-	-	
Prepayments and other	-	-	-	-	
	-----	-----	-----	-----	
	11	1	6	-	
	-----	-----	-----	-----	
Non-current Assets					
Goodwill, net	-	-	-	-	
Notes receivable	-	-	-	-	
Other	-	-	-	-	
	-----	-----	-----	-----	
	-	-	-	-	
	-----	-----	-----	-----	
Total Assets	\$ 52	\$ 11	\$ 43	\$ 5	
	=====	=====	=====	=====	

(11) Represents CMS Field Services, Inc. consolidated.

CMS FIELD SERVICES, INC.  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2001  
(In Millions)

	CMS Field Services Inc. (11)	CMS/Okla. Nat. Gas Gathering LLC	CMS/Taurus Holdings Company, Inc.	Bighorn Gas Gathering LLC
Capitalization				
Common Stockholders' Equity				
Common stock	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	179	2	45	85
Revaluation capital	-	-	-	-
Retained earnings	15	1	7	2
	-----	-----	-----	-----
	194	3	52	87
Long-term debt	25	-	-	-
Non-current capital leases	1	-	-	-
	-----	-----	-----	-----
	220	3	52	87
	-----	-----	-----	-----
Minority Interests	-	-	-	-
	-----	-----	-----	-----
Current Liabilities				
Current portion of long-term debt				
	-	-	-	-
Current capital leases	1	-	-	-
Notes payable	46	-	-	-
Accounts payable	50	1	1	1
Accounts payable - related parties	3	-	-	-
Accrued interest	-	-	-	-
Accrued taxes	(5)	-	-	-
Other	19	-	-	-
	-----	-----	-----	-----
	114	1	1	1
	-----	-----	-----	-----
Non-current Liabilities				
Postretirement benefits	-	-	-	-

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Deferred income taxes	34	-	-	-
Other	1	-	-	-
	-----	-----	-----	-----
	35	-	-	-
	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$369	\$ 4	\$ 53	\$ 88
	=====	=====	=====	=====

(Continued on Following Page)

CMS FIELD SERVICES, INC.  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2001  
(In Millions)  
(Continued from Previous Page)

	CMS Cherokee Gas Processing LLC	Bradshaw Energy LLC	CMS Gulf Coast LLC	CMS Pipeline Company LLC
Capitalization				
Common Stockholders' Equity				
Common stock	\$ -	\$ -	\$ -	\$ -
Other paid-in-capital	30	8	33	2
Revaluation capital	-	-	-	-
Retained earnings	20	2	7	1
	-----	-----	-----	-----
	50	10	40	3
Long-term debt	-	-	-	-
Non-current capital leases	-	-	-	-
	-----	-----	-----	-----
	50	10	40	3
	-----	-----	-----	-----
Minority Interests	-	-	-	-
	-----	-----	-----	-----
Current Liabilities				
Current portion of long-term debt	-	-	-	-
Current capital leases	-	-	-	-
Notes payable	-	-	-	2
Accounts payable	2	1	3	-
Accounts payable - related parties	-	-	-	-
Accrued interest	-	-	-	-



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Accrued taxes	-	-	-	-
Other	-	-	-	-
	-----	-----	-----	-----
	2	1	3	2
	-----	-----	-----	-----
Non-current Liabilities				
Postretirement benefits	-	-	-	-
Deferred income taxes	-	-	-	-
Other	-	-	-	-
	-----	-----	-----	-----
	-	-	-	-
	-----	-----	-----	-----
Total Stockholders' Equity and Liabilities	\$ 52	\$ 11	\$ 43	\$ 5
	=====	=====	=====	=====

(11) Represents CMS Field Services, Inc. and CMS Roaring Creek Gas Services LLC consolidated

CMS OPERATING S.A  
Consolidating Balance Sheet - Assets  
December 31, 2001  
(In Millions)

	CMS Operating S.A. (12)	Centrales Termicas Mendoza S.A.	CMS Ensenada S.A.
Plant and Property (At Cost)			
Independent power production	\$ 3	\$222	
Less accumulated depreciation, depletion and amortization	-	47	
	-----	-----	
	3	175	
Construction work-in-progress	-	1	
	-----	-----	
	3	176	
	-----	-----	
Investments			
Associated companies	261	-	
Other	8	-	
	-----	-----	
	269	-	
	-----	-----	
Current Assets			

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Cash and temporary cash investments	9	9
Accounts/notes receivable	(4)	53
Materials and supplies	-	9
Prepayments and other	-	-
	-----	-----
	5	71
	-----	-----
Non-current Assets		
Notes receivable	-	-
Notes receivable - related parties	21	-
Other	24	5
	-----	-----
	45	5
	-----	-----
Total Assets	\$322	\$252
	=====	=====

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

CMS OPERATING S.A  
Consolidating Balance Sheet - Equity and Liabilities  
December 31, 2001  
(In Millions)

	CMS Operating S.A. (12)	Centrales Termicas Mendoza S.A.	CMS Ensenada S.A.
Capitalization			
Common Stockholders' Equity			
Common stock	\$ 36	\$ 36	
Other paid-in-capital	272	167	
Revaluation capital	-	-	
Retained earnings	11	18	
	-----	-----	
	319	221	
Long-term debt	-	-	
Non-current capital leases	-	-	
	-----	-----	
	319	221	
	-----	-----	
Minority Interests	-	10	

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Current Liabilities	-----	-----	-----
Current portion of long-term debt	-	-	-
Current capital leases	-	-	-
Notes payable	-	-	-
Accounts payable	3	6	-
Accounts payable - related parties	-	-	-
Accrued interest	-	-	-
Accrued taxes	-	7	-
Other	1	2	-
	-----	-----	-----
	4	15	-
Non-current Liabilities	-----	-----	-----
Postretirement benefits	-	-	-
Deferred income taxes	(1)	6	-
Power loss contract reserves	-	-	-
Other	-	-	-
	-----	-----	-----
	(1)	6	-
Total Stockholders' Equity and Liabilities	-----	-----	-----
	\$322	\$252	-
	=====	=====	=====

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

CMS ENERGY CORPORATION  
Consolidating Statement of Retained Earnings  
December 31, 2001  
(In Millions)

	CMS Energy Corp. (1)	Consumers Energy Company Consol.	CMS Enterpris Company Consol.	
Balance at January 1, 2001	\$ (320)	\$506		\$
Consolidated Net Income (Loss)	(483)	100		
Less Dividends Paid				
Common Stock	190	-		
Preferred Stock	-	2		

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Preferred Securities Distributions	55	41	
Associated Companies	7	190	
	-----	-----	---
	252	233	
	-----	-----	---
Balance at December 31, 2001	\$ (1,055)	\$373	\$ (1
	=====	=====	=====

(1) Represents CMS Energy Corporation with CMS Energy Trust I, CMS Energy Trust II, CMS Energy Company and CMS Enterprises Company included on the equity method of accounting.

CONSUMERS ENERGY COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2001  
(In Millions)

	Consumers Energy Company (2)	Michigan Electric Transmission Company	Michigan Gas Storage Company	CMS Midland Holdings Company	CMS Midland Inc.
Balance at January 1, 2001	\$506	\$ -	\$ 36	\$ 24	
Net Income (Loss)	100	22	4	11	
Less Dividends Paid					
Common Stock	-	-	-	-	
Preferred Stock	2	-	-	-	
Preferred Securities Dist. Associated Companies	41 191	- -	- -	- -	
	-----	-----	-----	-----	---
	234	-	-	-	
	-----	-----	-----	-----	---
Balance at December 31, 2001	\$372	\$ 22	\$ 40	\$ 35	
	=====	=====	=====	=====	=====

(2) Represents Consumers Energy Company, Consumers Power Company Financing I, Consumers Energy Company Financing III, Consumers Energy Company Financing IV, Consumers Funding LLC, Consumers Parnell Holdings LLC, CMS Engineering Company, Consumers EnergyGuard Services, Inc., Hu Services Company consolidated with Michigan Gas Storage Company, Michigan Electric Transmission Company and CMS Midland, Inc. included on the equity method of accounting.

CMS ENTERPRISES COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)

	CMS Enterprises Company (3)	CMS Oil & Gas Co. Consol.	CMS Generation Company Consol.	CMS Resource Dev. Co.
Balance at January 1, 2001	\$ (488)	\$ 140	\$(295)	\$ 3
Net Income (Loss)	(349)	(52)	(223)	-
Less Dividends Paid				
Common Stock	-	-	-	-
Preferred Stock	2	-	-	-
Associated Companies	419	-	155	-
	-----	-----	-----	-----
	421	-	155	-
	-----	-----	-----	-----
Balance at December 31, 2001	\$ (1,258)	\$ 88	\$ (673)	\$ 3
	=====	=====	=====	=====

(Continued on Following Page)

CMS ENTERPRISES COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMS Land Company	CMS Operating S.A. Co. Consol.	CMS Capital LLC	CMS Micro Systeme Dist. LLC
Balance at January 1, 2001	\$ (1)	\$ 12	\$ 15	
Net Income (Loss)	(1)	(1)	6	
Less Dividends Paid				
Common Stock	-	-	-	
Preferred Stock	-	-	-	
Associated Companies	-	-	5	
	-----	-----	-----	
	-	-	5	
Balance at December 31, 2001	\$ (2)	\$ 11	\$ 16	
	=====	=====	=====	

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(3) Represents CMS Enterprises Company, CMS Capital Financial Services, Inc., CMS Come Energy South America Company and CMS Energy UK Limited consolidated with CMS Oil and Gas CMS Land Company, CMS Distributed Power LLC, CMS MicroPower Systems LLC, CMS Operatin CMS Marketing, Services and Trading Company, CMS Gas Transmission Company, CMS CMS Electric and Gas Company included on the equity method of accounting.

CMS OIL AND GAS COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2001  
(In Millions)

	CMS Oil and Gas Company (4)	CMS Oil & Gas Congo Ltd.	CMS Oil & Gas Int'l Ltd.	CMS Oil & Gas Venezuela LDC	CMS Gas LDC
Balance at January 1, 2001	\$144	\$ 5	\$ 12	\$ 12	
Net Income (Loss)	(52)	2	3	4	
Less Dividends Paid					
Common Stock	-	-	-	-	
Associated Companies	-	-	-	-	
	-----	-----	-----	-----	
	-	-	-	-	
	-----	-----	-----	-----	
Balance at December 31, 2001	\$ 92	\$ 7	\$ 15	\$ 16	
	=====	=====	=====	=====	

(Continued on Following Page)

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CMS OIL AND GAS COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	Explora- tion CMS Oil & Gas Co.	CMS Oil & Gas Interna. Co. Consol.	Inter-company Eliminations & Gas	CMS Oil Company Consol.
Balance at January 1, 2001	\$(28)	\$ 32	\$(77)	\$140
Net Income (Loss)	(7)	(4)	(32)	(52)
Less Dividends Paid				
Common Stock	-	-	-	-
Associated Companies	-	-	-	-
	-----	-----	-----	-----
	-	-	-	-
	-----	-----	-----	-----
Balance at December 31, 2001	\$(35)	\$ 28	\$(109)	\$ 88
	=====	=====	=====	=====

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



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CMS OIL AND GAS INTERNATIONAL COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)

	CMS Oil & Gas Int'l Co. (5)	CMS NOMECO Int'l Congo Hld., Inc.	CMS Oil & Gas Int'l Tunisia, Inc.	CMS Ga Ca In
Balance at January 1, 2001	\$ 26	\$ 22	\$ 12	
Net Income (Loss)	(4)	9	6	
Less Dividends Paid				
Common Stock	-	-	-	
Associated Companies	-	-	-	
	-----	-----	-----	
	-	-	-	
Balance at December 31, 2001	\$ 22	\$ 31	\$ 18	
	=====	=====	=====	

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

CMS GENERATION COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)

CMS Generation	CMSG Honey Lake	CMSG Filer City,	CMSG Grayling	CMSG Gray Hold
-------------------	-----------------------	------------------------	------------------	----------------------

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	Co. (6)	Company	Inc.	Company	Comp
Balance at January 1, 2001	\$ (295)	\$ 11	\$ 8	\$ (4)	
Net Income (Loss)	(228)	(18)	2	-	
Less Dividends Paid					
Common Stock	-	-	-	-	
Associated Companies	155	2	-	-	
	-----	-----	-----	-----	
	155	2	-	-	
	-----	-----	-----	-----	
Balance at December 31, 2001	\$ (678)	\$ (9)	\$ 10	\$ (4)	
	=====	=====	=====	=====	

(Continued on Following Page)

CMS GENERATION COMPANY  
Consolidating Statement of Retained Earnings  
December 31, 2001  
(In Millions)  
(Continued from Previous Page)

	Dearborn Indust. Generation LLC	CMS Generation S.A.	CMSG Recycling Company	CMS Int'l Operating Company	C I I
Balance at January 1, 2001	\$ 6	\$ (7)	\$ (2)	\$ 7	
Net Income (Loss)	(242)	(24)	-		3
Less Dividends Paid					
Common Stock	-	-	-	-	-
Associated Companies	-	-	-	-	-

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	-----	-----	-----	-----
	-	-	-	-
	-----	-----	-----	-----
Balance at December 31, 2001	\$ (236)	\$ (31)	\$ (2)	\$ 10
	=====	=====	=====	=====

(Continued on Following Page)

CMS GENERATION COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	Exeter Energy LP	CMSC Holdings Company	CMSC Altoona Company	CMSC Generation Inv. Co. III	Oxford Develop L.P.
Balance at January 1, 2001	\$26	\$ (12)	\$ 7	\$ 2	
Net Income (Loss)	5	-	-	6	
Less Dividends Paid					
Common Stock	-	-	-	-	
Associated Companies	-	-	-	-	
	-----	-----	-----	-----	-----
	-	-	-	-	
	-----	-----	-----	-----	-----

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Balance at December 31, 2001	\$31	\$ (12)	\$ 7	\$ 8	
	=====	=====	=====	=====	=====

(6) Represents CMS Generation Company, CMSG Filer City Operating Company, CMSG Mon Valley Company, Lyonsdale Company, CMSG Chateaugay Company, Mid-Michigan Recycling LLC, CMSG Montreal Company, Taweelah A2 Operating Company consolidated with CMSG Investment Company I included on the equity

CMS GENERATION INVESTMENT COMPANY I  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)

	CMSG Inv. CO. I (8)	CMSG Pinamu-can LDC	CMSG Cebu LDC	CMSG Loy Yang Holdings 1 Ltd.	CM Ya Ho 2
Balance at January 1, 2001	\$ (168)	\$ (5)	\$ 5	\$ (215)	
Net Income (Loss)	(6)	2	1	-	
Less Dividends Paid					
Common Stock	-	-	-	-	
Associated Companies	-	-	-	-	
	-----	-----	-----	-----	
	-	-	-	-	
	-----	-----	-----	-----	
Balance at December 31, 2001	\$ (174)	\$ (3)	\$ 6	\$ (215)	
	=====	=====	=====	=====	

(Continued on Following Page)

CMS GENERATION INVESTMENT COMPANY I  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMSG Taweelah Ltd.	CMS Invest. Co. VI (Takoradi)	Monetize Limited	Inter-compaC Elimina-tioI C C
Balance at January 1, 2001	\$ 1	\$ 10	\$ 9	\$270
Net Income (Loss)	4	20	4	(96)
Less Dividends Paid				
Common Stock	-	-	-	-
Associated Companies	-	-	-	-
	-----	-----	-----	-----
	-	-	-	-
	-----	-----	-----	-----
Balance at December 31, 2001	\$ 5	\$ 30	\$ 13	\$174
	=====	=====	=====	=====

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

..

CMS GAS TRANSMISSION COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)

	CMS Gas Transmission Company (9)	CMS Antrim Company	CMS Bay Area Pipeline LLC	CMS Gas Argentina Company	C S B C
Balance at January 1, 2001	\$ (40)	\$ -	\$ (1)	\$ 42	
Net Income (Loss)	34	3	1	11	
Less Dividends Paid					
Common Stock	-	-	-	-	
Associated Companies	71	-	2	-	
	-----	-----	-----	-----	
	71	-	2	-	
	-----	-----	-----	-----	
Balance at December 31, 2001	\$ (77)	\$ 3	\$ (2)	\$ 53	
	=====	=====	=====	=====	

(Continued on Following Page)

CMS GAS TRANSMISSION COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMS Marysville Gas Liquids Company	CMS Field Services Inc. Consol.	Western Australia Gas Trans. Co. I	Panhandle Eastern Pipe Line Co. Consol.	CMS Lac
Balance at January 1, 2001	\$ (2)	\$ 36	\$ 19	\$ (6)	
Net Income (Loss)	(6)	8	3	62	
Less Dividends Paid					
Common Stock	-	-	-	-	
Associated Companies	4	-	-	61	
	-----	-----	-----	-----	
	4	-	-	61	
	-----	-----	-----	-----	
Balance at December 31, 2001	\$ (12)	\$ 44	\$ 22	\$ (5)	
	=====	=====	=====	=====	

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

PANHANDLE EASTERN PIPE LINE COMPANY  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)

	Panhandle Eastern Pipe Line Co. Consol. (10)	Trunkline Gas Company	CMS Trunkline Field Svcs. LNG Company	Pan Sto Com
Balance at January 1, 2001	\$ (8)	\$ (12)	\$ (32)	
Net Income (Loss)	62	14	35	
Less Dividends Paid				
Common Stock	-	-	-	
Associated Companies	61	-	3	
	-----	-----	-----	
	61	-	3	
	-----	-----	-----	
Balance at December 31, 2001	\$ (7)	\$ 2	\$ -	
	=====	=====	=====	



(10) Represents Panhandle Eastern Pipe Line Company, Sea Robin Pipeline Company, CMS Panhandle Storage Company, Guardian Pipeline LLC and CMS Trunkline Pipeline Holdings, I

CMS FIELD SERVICES, INC.  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)

	CMS Field Services, Inc. (11)	CMS Gas Processing LLC	CMS Laverne Gas Proc. LLC	CMS Nat. Gas Gathering LLC	CMS Cher Gas Proc LLC
Balance at January 1, 2001	\$ 16	\$ (2)	\$ 1	\$ (3)	
Net Income (Loss)	(2)	(4)	-	(2)	
Less Dividends Paid					
Common Stock	-	-	-	-	
Associated Companies	-	-	-	-	
	-----	-----	-----	-----	
	-	-	-	-	
Balance at December 31, 2001	\$ 14	\$ (6)	\$ 1	\$ (5)	
	=====	=====	=====	=====	

(Continued on following Page)

CMS FIELD SERVICES, INC.  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)  
 (Continued from Previous Page)

	CMS/Okla Nat. Gas Gathering LLC	CMS Pipeline Company LLC	Bradshaw Energy LLC	Bigho Gathe LLC
Balance at January 1, 2001	\$ 1	\$ -	\$ -	
Net Income (Loss)	-	1	2	
Less Dividends Paid				
Common Stock	-	-	-	
Associated Companies	-	-	-	
	-----	-----	-----	
	-	-	-	
	-----	-----	-----	
Balance at December 31, 2001	\$ 1	\$ 1	\$ 2	
	=====	=====	=====	

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

CMS CENTRALES TERMICAS S.A.  
 Consolidating Statement of Retained Earnings  
 December 31, 2001  
 (In Millions)

	CMS Operating S.A. (12)	Centrales Termicas Mendoza S.A.	CMS Ensen S.A.
Balance at January 1, 2001	\$ 12	\$ 18	
Net Income (Loss)	(1)	-	
Less Dividends Paid			
Common Stock	-	-	
Associated Companies	-	-	
	-----	-----	
	-	-	
	-----	-----	
Balance at December 31, 2001	\$ 11	\$ 18	
	=====	=====	

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

EXHIBIT B

Organizational charts showing the relationship of each Exempt Wholesale Generators to associated company system.

CMS CENTRALES TERMICAS MENDOZA, S.A.  
(EWG)

CMS Energy Corporation

\*

\*

\*

CMS Enterprises Company

\*

\*

\*

66%

CMS International Ventures, L.L.C.

\*

\*

\*

\*

Cuyana S.A. De Inversiones

\*

92.6

\*

CMS Centrales Termicas Mendoza, S.A.

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

CMS Energy Corporation

\*

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\*  
\*  
CMS Enterprises Company  
\*  
\*  
\*  
CMS Generation Co.  
\*  
\*  
\* 0.1%  
CMS Generation San Nicolas Company  
\*  
\*  
\* 0.1%  
Inversora de San Nicolas, S.A.  
\*  
\*  
\* 88%  
Centrales Termicas San Nicolas, S.A.

CMS DISTRIBUTED POWER, L.L.C.  
(EWG)

CMS Energy Corporation  
\*  
\*  
\*  
CMS Enterprises Company  
\*  
\*  
\*  
CMS Distributed Power, L.L.C.

CMS ENSENADA S.A.  
(EWG)

CMS Energy Corporation  
\*  
\*  
\*  
CMS Enterprises Company  
\*  
\*  
\*  
99%  
CMS Ensenada S.A.

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CMS GENERATION CEBU LIMITED DURATION COMPANY  
 (EWG)  
 and  
 CMS GENERATION CEBU OPERATING LIMITED DURATION COMPANY  
 (EWG)

CMS Energy Corporation

\*  
\*  
\*

CMS Enterprises Company

\*  
\*  
\*

\*\*CMS Generation Co.

\* \* \*  
\* \* \*  
\* \* \*

CMS Generation  
 Investment Co. I

\* 99% \* 99%

\* \* \*  
\* \* \*  
\* \* \*

CMS Generation  
 Investment Co. II

\* 1% \* 1%

\* \* \*  
\* \* \*  
\* \* \*

CMS Generation Cebu Limited  
 Duration Company

\* \* \*  
\* \* \*

CMS Generation Cebu  
 Operating Limited  
 Duration Company

\* \* \* | Operato  
\* \* \* |

\* 40% \* 47.5%  
 Toledo Holdings Corp. Toledo Power Company \*

CMS GENERATION MICHIGAN POWER LLC  
 (EWG)

CMS Energy Corporation

\*  
\*  
\*

CMS Enterprises Company

\*  
\*  
\*

CMS Generation Co.

\*

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\*  
\*  
CMS Generation Michigan Power LLC

CMS GENERATION OPERATING COMPANY  
(EWG)

CMS Energy Corporation  
\*  
\*  
\*  
CMS Enterprises Company  
\*  
\*  
\*  
CMS Generation Co.  
\*  
\*  
\*  
CMS Generation Operating Company

CMS MOROCCO OPERATING COMPANY SCA  
(EWG)

and  
CMS INTERNATIONAL OPERATING COMPANY  
(EWG)

CMS Energy Corporation  
\*  
\*  
CMS Enterprises Company

\*  
\*  
CMS Generation Co.  
\*

\*

\*

\* \* CMS International Operating Company CMS Generation Investment Company I \*  
\* \* \* \* \*  
\* \* \* \* \*  
\* \* \* 50% 50% \*  
\* \* \* \* \*  
\* \* \* CMS Generation Jorf Lasfar III \*  
\* \* \* Limited Duration Company \*

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*		*		*		*
			*			*
			*			*
*		*	99%	*	1%	*
*			Jorf Lasfar Operations			*
			Handelesbolag			*
*						*
			*			*
*		*		*		*
*	0.1%			99.7%		*
		*		*	0.1%	0.1%
*	*	*	*	*	*	*
			CMS Morocco Operating Company SCA*	*	*	*

DEARBORN GENERATION OPERATING L.L.C.  
 (EWG)  
 and  
 DEARBORN INDUSTRIAL GENERATION, L.L.C.  
 (EWG)

CMS Energy Corporation  
 \*  
 \*  
 \*  
 CMS Enterprises Company  
 \*  
 \*  
 \*

\*\*\*\*\*CMS Generation Co.\*\*\*\*\*  
 \*  
 \*  
 \*

Dearborn Generation  
 Operating L.L.C.

Dearborn Industrial  
 Energy, L.L.C.  
 \*  
 \*  
 Dearborn Industrial  
 Generation, L.L.C.

EXETER ENERGY LIMITED PARTNERSHIP  
 (EWG)

CMS Energy Corporation  
 \*  
 \*  
 \*  
 CMS Enterprises Company



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\*  
\*  
\*

	CMS Generation Company	
*	*	*
*	*	*
*	*	*
Oxford/CMS	Exeter	*
Development LP	Management	*
48%	2%	50%
*	*	*
*	*	*
*	*	*
Exeter Energy Limited Partnership		

GMR VASAVI POWER CORPORATION PRIVATE LIMITED  
(EWG)

	CMS Energy Corporation	
	*	
	*	
	*	
	*	
	CMS Enterprises Company	
	*	
	*	
	*	
	*	
	CMS International Ventures, L.L.C. (66.67%)	
	*	
	*	
	*	
	*	
	CMS Energy Mauritius Limited	
	*	
	49%*	
	*	
GMR Vasavi Power Corporation Private Limited		

GVK INDUSTRIES LIMITED  
(EWG)

	CMS Energy Corporation	
	*	
	*	
	*	
	CMS Enterprises Company	
	*	
	*	
	*	
CMS Generation Co.		

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\*  
\*  
\*  
CMS Generation Investment Company III  
\*  
\*  
\*  
Jegurupadu CMS Generation Company Ltd.  
\*  
23.75%  
\*  
GVK Industries Ltd.

HIDROELECTRICA EL CHOCON, S.A.  
(EWG)

CMS Energy Corporation  
\*  
\*  
\*  
CMS Enterprises Company  
\*  
\*  
\*  
\* CMS Generation Co. \*  
\* \*  
\* \*  
\* \*  
\* CMS Generation Holdings  
\* \*  
\* 99.9% \* 0.1%  
\* \*  
CMS Generation, S.A.  
\* \*  
\* \*  
\* \* 25%  
\* Hidroinvest, S.A.  
\* \*  
\* \*  
\* 2.48% \* 59%  
Hidroelectrica El Chocon, S.A.

JAMAICA PRIVATE POWER COMPANY LIMITED  
(EWG)  
and  
PRIVATE POWER OPERATORS LIMITED  
(EWG)

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CMS Energy Corporation

\*

\*

\*

CMS Enterprises Company

\*

\*

\*

CMS Generation Co.

\*

\*

\*

HYDRA-CO ENTERPRISES, INC.

\*

\*

\*

\*

\*

\*

CMS Generation Operating Company II, Inc.

HCE-

Diesel,

Inc.

\*

\*

\*

\*

\*

41.18%

HCO-Jamaica, Inc.

Jamaica Private

\*

Company Limit

\* 50%

\*

Private Power Operators Limited  
(Operator)

JEGURUPADU OPERATING AND MAINTENANCE COMPANY  
(EWG)

CMS Energy Corporation

\*

\*

\*

CMS Enterprises Company

\*

\*

\*

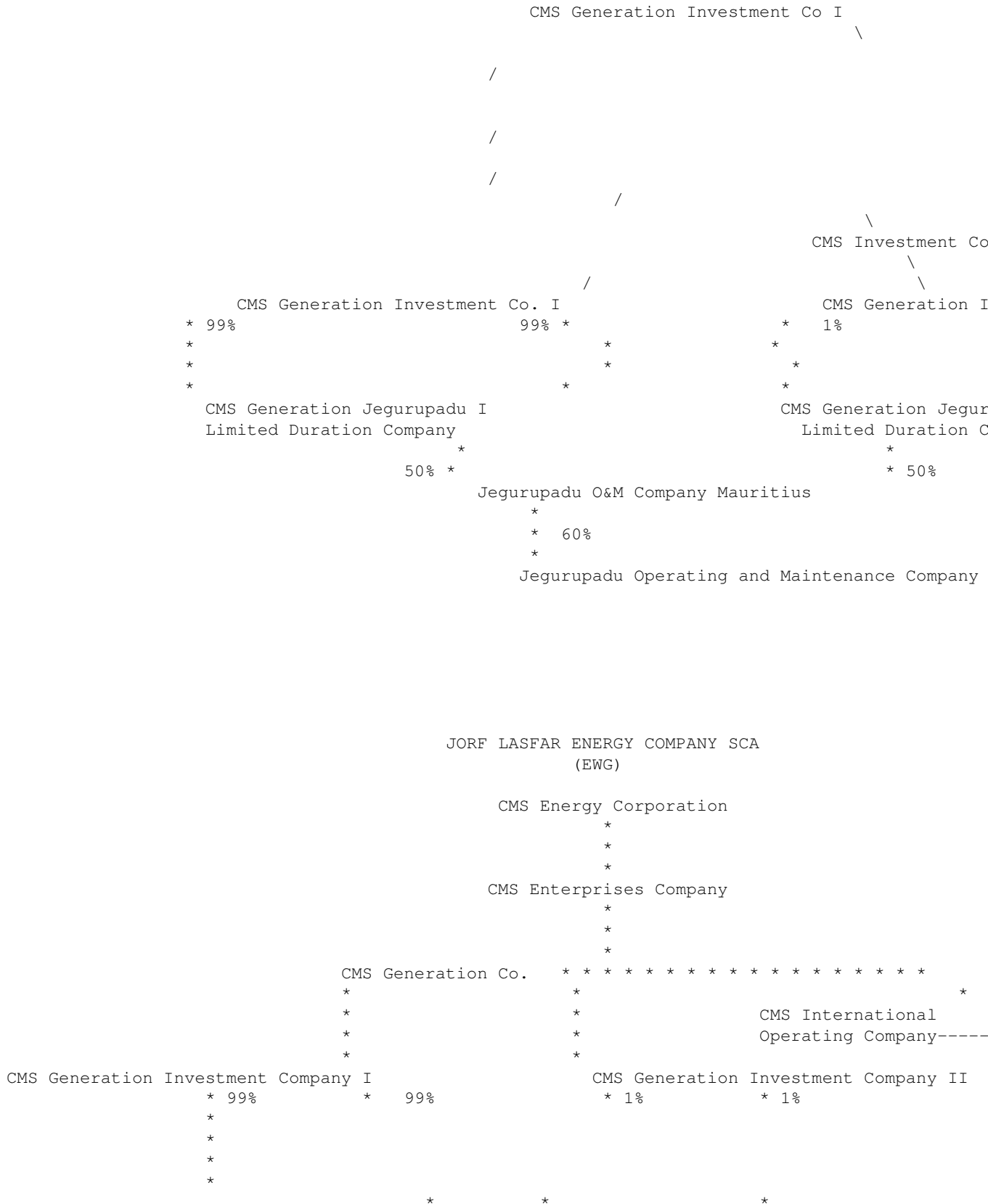
CMS Generation Co.

\*

\*

\*

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```

                                     *
                                     *
                                     *
    CMS Generation Jorf Lasfar I Limited          CMS Generation Jorf Lasfar II Limited
    Duration Company        *          *          *          *          *          *
    * 50%                  *          *          *          *          *          *
                                     *
                                     *
                                     * 50%
    *                    *          *
    *                    *    *50%    *    *    *50%
    *                    *          *          *          *
    *                    *          *          *          *
    *                    *    50%    *    50%
*
    *2%    Jorf Lasfar Handelsbolag Jorf Lasfar I HB Jorf Lasfar Power Energy HB |
           * 25%                * 23%                *
           *                    *                    *
           *                    *                    *
           * * * * * * Jorf Lasfar Energy Company SCA-----

```

NATIONAL POWER SUPPLY CO. LTD.  
(EWG)

```

    CMS Energy Corporation
    *
    *
    *
    CMS Enterprises Company
    *
    *
    *
    CMS Generation Co.
    *
    *
    *
    CMS Generation Investment Co. I
    *
    *
    * 66.24%
    National Power Supply Co. Ltd.

```

PANHANDLE LAKE CHARLES GENERATION, INC.  
(EWG)

```

    CMS Energy Corporation
    *
    *
    CMS Enterprises Company

```

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\*  
\*  
CMS Gas Transmission Company  
\*  
\*  
Panhandle Eastern Pipe Line Company  
\*  
\*  
CMS Panhandle Holding LLC  
\*  
\*  
PanEnergy Lake Charles Generation, Inc.

TAKORADI INTERNATIONAL COMPANY  
(EWG)

CMS Energy Corporation  
\*  
\*  
\*

CMS Enterprises Company  
\*  
\*  
\*

\*\*\*\*\*CMS Generation Co.\* \* \* \*\*  
\* \* \*  
CMS International Operating Company | CMS Generation Investment Co. IV  
| \*  
| \*  
| \*  
| CMS Takoradi Investment Company  
| \*  
| Operator | \*  
| \*  
| CMS Takoradi Investment Company II  
| \*  
| \* 90%  
| \*  
Takoradi International Company

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Organizational charts showing the relationship of foreign utility company ("FUCO") to associate c system.

CMS GENERATION HORIZON ENERGY HOLDINGS LIMITED  
(FUCO)  
and  
HORIZON ENERGY HOLDINGS LIMITED  
(FUCO)

CMS Energy Corporation  
\*  
\*  
CMS Enterprises Company  
\*  
\*  
CMS Generation Co.  
\*  
\*

CMS Generation Investment Co. I  
\* \*  
\* \*  
\* \*  
CMS Generation Loy Yang Holdings 1 Ltd. CMS Generation Loy Yang Holdings 2 Ltd.  
\* \*  
\* \*  
\* \*  
Horizon Energy Holdings Ltd. CMS Generation Energy Holding  
\* \* \* \*  
\* \* \* \*  
\* \* \* 24.63% \* 25%  
\* \* Loy Yang Power Partners (1)  
\* \*  
\* \* 24.63%  
\* \*\*\* Loy Yang Power Projects Pty. Ltd.\*\*\*  
\*  
\* 24.63%  
\*\*\*\*\*Loy Yang Power Management Pty. Ltd. \*\*\*\*\*

CMS OPERATING S.A.  
(FUCO)

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	CMS ENERGY CORPORATION	
	*	
	*	
	*	
CMS ENTERPRISES COMPANY		*
	*	*
	*	*
	*	*
	*	CMS Generation C
	66.67%.	
	*	33.33%
	*	*
	*	*
	*	*
	CMS International Ventures, LLC	
	*	
	*	
	*	
	CMS Operating S.A.	

COMPANHIA PAULISTA DE ENERGIA ELECTRICA S.A. (CPEE)  
(FUCO)  
and  
COMPANHIA SUL PAULISTA DE ENERGIA S.A. (CPEE)  
(FUCO)  
and  
COPMANHIA JAGUARI DE ENERGIA S.A. (Jaguari)  
(FUCO)  
and  
COMPANHIA LUZ E FORCA DE MOCOCA S.A. (Mococa)  
(FUCO)

CMS Energy Corporation  
\*  
\*  
CMS Enterprises Company  
\*  
\*  
CMS Electric and Gas Company  
\*  
\*  
99.99%  
\*  
\*  
CMS Distribuidora, Ltda.  
\*  
\* 99.99%  
CMS Participacoes Ltda.  
\*  
\* 93.86%  
CPEE  
\*  
\* 88.63%  
CSPE  
\*



\*  
Jaguari  
\*  
\*  
\*\*\*Mococa\*\*\*

EMIRATES CMS POWER COMPANY  
(FUCO)

CMS Energy Corporation  
\*  
\*  
\*  
CMS Enterprises Company  
\*  
\*  
\*  
CMS Generation Investment Company I  
\*  
\*  
\*  
CMS Generation Investment Company VII  
\*  
\*  
\*  
CMS Generation Taweelah Limited  
\*  
\*  
\* 40%  
Emirates CMS Power Company

LOY YANG POWER PARTNERS  
(FUCO)

CMS Energy Corporation  
\*  
\*  
\*  
CMS Enterprises Company  
\*  
\*  
\*  
CMS Generation Company  
\* \*  
\* \*  
\* \*  
CMS Generation Investment Company I      CMS Generation Loy Yang Holding 2 Ltd.  
\* \*  
\* \*  
Horizon Energy Holdings Ltd      \*

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*	*
*	*
Loy Yang Power Partners	Loy Yang Power Partners
24.63%	25%

SISTEMA ELECTRICO NUEVA ESPARTA C.A.  
(FUCO)

	CMS Energy Corporation	
	*	
	*	
	*	
	CMS Enterprises Company	
	*	
	*	
	*	
	CMS Electric and Gas Company	
*		*
*		*
*	CMS Venezuela	*
*		*
*		*
*	ENELMAR, S.A	52.37%
*		*
*	33.34%	*
*		*
	SENECA-----	

TAWEELAH A2 OPERATING COMPANY  
(FUCO)

	CMS Energy Corporation
	*
	*
	*
	CMS Enterprises Company
	*
	*
	*
	CMS Generation Company
	*
	*
	*
	Taweelah A2 Operating Company

