

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 6-K**

REPORT OF FOREIGN ISSUER

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of November, 2002

**Energy Company of Espírito Santo**  
(Translation of registrant's name into English)

**Espírito Santo Centrais Elétricas S.A.—ESCELSA**  
**Rua Sete de Setembro, 362**  
**29015-000**  
**Vitória, Espírito Santo**  
**Brazil**  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of  
Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this  
Form is also thereby furnishing the information to the Commission pursuant to  
Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with  
Rule 12g3-2(b):82-\_\_\_\_\_.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Espírito Santo Centrais Elétricas S.A.—ESCELSA

Dated: November 27, 2002

By: /s/ Sérgio Pereira Pires

Name: Sérgio Pereira Pires

Title: Chief Financial Officer

## EXHIBIT INDEX

1. Notice to the Holders of Espirito Santo Centrais Elétricas S.A. - ESCELSA's 10% Senior Notes Due 2007, dated November 26, 2002

EXHIBIT I



Vitória, November 26, 2002

To the Holders of the 10% Senior Notes due 2007 of Espírito Santo Centrais Elétricas S.A., - Escelsa:

We refer to the EDP – Electricidade de Portugal, S.A. (“EDP”) announcement of November 20, 2002 concerning the launch of a cash tender offer and consent solicitation relating to any and all of the 10% Senior Notes due 2007 of Espírito Santo Centrais Elétricas S.A. – Escelsa (the “Notes” and “ESCELSA”, respectively), the purpose of which is to acquire all of ESCELSA’s outstanding Notes, in an amount of US\$430.96 million, and to carry out the deletion of substantially all the protective covenants and related default provisions in the Indenture of the Notes. ESCELSA is indirectly controlled by EDP.

Additionally, we refer to Rule 14(e)(2) of the Securities and Exchange Act of 1934, that requires ESCELSA to take a position with respect to the tender offer of the Notes.

Although a successful tender offer of the Notes and the deletion of substantially all the protective covenants and related default provisions in the Indenture, is ultimately a positive change to ESCELSA, ESCELSA does not consider it appropriate to give an opinion with respect to its controlling shareholder’s investment decisions by recommending that investors tender their Notes. Therefore, as required by Rule 14(e)(2), ESCELSA hereby informs the Holders of the Notes that (i) it expresses no opinion as to whether or not investors should tender their Notes; and (ii) it is remaining neutral with respect to the tender offer of the Notes.

Sérgio Pereira Pires  
Chief Financial Officer and Investor Relations Director