

Edgar Filing: AES CORPORATION - Form 35-CERT

AES CORPORATION
Form 35-CERT
November 29, 2001

UNITED STATES OF AMERICA
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

The AES Corporation)
) File No. 70-9779
)

Certificate Pursuant to Rule 24 and Release No. 35-27363
Under the Public Utility Holding Company Act of 1935

On March 23, 2001, the Securities and Exchange Commission ("SEC") issued an order, Release No. 35-27363 in File No. 70-9779 ("Exemption Order"), granting an exemption under Section 3(a) of the Public Utility Holding Company Act of 1935, as amended, to The AES Corporation ("AES") in relation to its proposed acquisition of IPALCO Enterprises, Inc. ("IPALCO"), which has a public-utility subsidiary company, Indianapolis Power & Light Company ("IPL"). The Exemption Order required AES to file certain certificates (as described in the Exemption Order) under Rule 24 within 60 days of the close of each calendar quarter for a period of two years beginning March 31, 2001 and every six months thereafter. A certificate complying with the Exemption Order is set forth below (as an attachment) for the period ending September 30, 2001. AES is separately filing a certificate in File No. 70-9465 as required by the Commission's order in Release No. 35-27063 in connection with the AES acquisition of CILCORP Inc. ("CILCORP"), which has a public-utility subsidiary company, Central Illinois Light Company ("CILCO").

Respectfully submitted,

/s/ Earle H. O'Donnell

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Dated: November 29, 2001

THE AES CORPORATION
SEC FILING PURSUANT TO SECTION 3(a) (5) EXEMPTION ORDER
QUARTER ENDED SEPTEMBER 30, 2001

ITEM (1) PER EXEMPTION ORDER (STATEMENTS ATTACHED):

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- 1) Pro Rata Statement of Income of The AES Corporation for the 12 months ended September 30, 2001
- 2) Pro Rata Balance Sheet of The AES Corporation at September 30, 2001
- 3) Statement of Income of IPALCO for the 12 months ended September 30, 2001
- 4) Statement of Income of IPL for the 12 months ended September 30, 2001
- 5) Consolidated Balance Sheet of IPALCO at September 30, 2001
- 6) Consolidated Balance Sheet of IPL at September 30, 2001
- 7) Statement of Income of CILCORP for the 12 months ended September 30, 2001
- 8) Statement of Income of CILCO for the 12 months ended September 30, 2001
- 9) Consolidated Balance Sheet of CILCORP at September 30, 2001
- 10) Consolidated Balance Sheet of CILCO at September 30, 2001

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THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS
(INCLUDES CILCORP AND IPALCO)
FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, 2001 - PRO RATA BASIS

(\$ in millions, except per share amounts)

REVENUES:

Sales and services

OPERATING COSTS AND EXPENSES:

Cost of sales and services

Selling, general and administrative expenses

TOTAL OPERATING COSTS AND EXPENSES

OPERATING INCOME

OTHER INCOME AND (EXPENSE):

Interest expense, net

Other income (expense)

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Nonrecurring severance and transaction costs
 Loss on sale of Power Direct

 INCOME BEFORE INCOME TAXES, MINORITY INTEREST AND EXTRAORDINARY ITEM

Income tax provision

 INCOME BEFORE EXTRAORDINARY ITEM

Extraordinary item

 NET INCOME
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THE AES CORPORATION

PRO RATA CONSOLIDATED BALANCE SHEET (INCLUDES CILCORP AND IPALCO)

SEPTEMBER 30, 2001
 (\$ in millions)

ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$	1,372
Short-term investments		246
Accounts receivable, net		1,745
Inventory		565
Receivable from affiliates		12
Deferred income taxes		62
Prepaid expenses and other current assets		670

TOTAL CURRENT ASSETS		4,672

PROPERTY, PLANT AND EQUIPMENT

Land		715
Electric generation and distribution assets		22,029
Accumulated depreciation and amortization		(3,458)
Construction in progress		4,672

PROPERTY, PLANT AND EQUIPMENT, NET		23,958

OTHER ASSETS

Deferred financing costs, net		424
Project development costs		84
Investments in and advances to affiliates		3,336
Debt service reserves and other deposits		688
Excess of Cost over Net Assets Acquired		2,566

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Other assets	2,407

TOTAL OTHER ASSETS	9,505
TOTAL	\$ 38,135
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LIABILITIES & STOCKHOLDERS' EQUITY

CURRENT LIABILITIES	
Accounts payable	\$ 865
Accrued interest	549
Accrued and other liabilities	1,644
Other notes payable - current portion	814
Project financing debt - current portion	1,798

TOTAL CURRENT LIABILITIES	5,670
LONG-TERM LIABILITIES	
Recourse Debt-LT	5,396
Project Financing Debt-LT	14,568
Other notes payable-LT	158
Deferred Tax Liability	2,092
Other long-term liabilities	2,364

TOTAL LONG-TERM LIABILITIES	24,578
TECONS	1,228
STOCKHOLDERS' EQUITY	
Common Stock	5
Contributed capital / Additional paid in capital	5,845
Retained earnings	3,650
Accumulated other comprehensive loss	(2,841)

TOTAL STOCKHOLDERS' EQUITY	6,659
TOTAL	\$ 38,135
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IPALCO Enterprises, Inc.
Statement of Consolidated Income
Period ending September 30, 2001
(Unaudited)

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12 Months Ended
9/30/2001

OPERATING REVENUES:	
Electric	853,332,807
Steam	4,179,239

Gross Operating Revenues	857,512,046

OPERATING EXPENSES AND TAXES:	
Production - Fuel	191,579,394
Production - Other	85,964,091
Power Purchased	17,233,405
Purchased Steam	789,876

Total	295,566,766
Transmission	5,010,544
Distribution - Electric	31,933,422
Customer and Distribution - Steam	407,918
Customer Accounts	16,202,217
Customer Service and Informational	8,334,297
Administrative and General	222,382,727

Total	579,837,891
Depreciation	109,529,399
Amortization of Regulatory Deferrals	1,054,476
Income Taxes - Net	40,370,214
Taxes Other than Income Taxes	38,098,280
Disposition of Allowances - Net	(4,560,024)

Total Operating Expenses and Taxes	764,330,236

OPERATING INCOME	93,181,810

OTHER INCOME AND DEDUCTIONS:	
Allowance for Funds During Construction	861,664
Carrying Charges on Regulatory Assets	77,043
IPL Miscellaneous Income & Deductions - Net	(24,552,091)
IPL Income Taxes - Net	9,736,911
IPALCO Enterprises, Inc. - Parent Co.	(10,723,850)
Mid-America Capital Resources, Inc.	2,687,625
Mid-America Energy Resources, Inc.	25,320,822

Total Other Income and Deductions	3,408,124

TOTAL INCOME	96,589,934

INTEREST CHARGES:	
Interest on Long-Term Debt	38,563,722
Allowance for Funds During Const-Credit	(402,872)
Deferred Return on Regulatory Assets	(21,199)
Other Interest Charges	590,635
Amortization - Debt Discount & Expense	2,019,082
Preferred Stock Transactions	3,213,312

Total Interest and Other Charges - Net	43,962,680

CUM. ACCOUNTING CHANGE - Net of Taxes	0

NET INCOME	52,627,254
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IPL
Statement of Income
Period ending September 30, 2001
(Unaudited)

	12 Months E 9/30/
OPERATING REVENUES:	
Electric	853,332
Steam	4,179

Gross Operating Revenues	857,512

OPERATING EXPENSES AND TAXES:	
Production - Fuel	191,579
Production - Other	85,964
Power Purchased	17,233
Purchased Steam	789

Total	295,566
Transmission	5,010
Distribution - Electric	31,933
Customer and Distribution - Steam	407
Customer Accounts	16,202
Customer Service and Informational	8,334
Administrative and General	222,382

Total	579,837
Depreciation	109,529
Amortization of Regulatory Deferrals	1,054
Income Taxes - Net	40,370
Taxes Other than Income Taxes	38,098
Disposition of Allowances - Net	(4,560)

Total Operating Expenses and Taxes	764,330

OPERATING INCOME	93,181

OTHER INCOME AND DEDUCTIONS:	
Allowance for Other Funds During Construction	861
Carrying Charges on Regulatory Assets	77
Miscellaneous Income and Deductions - Net	(4,911)
Income Taxes - Net	3,572

Total Other Income and Deductions	(400)

TOTAL INCOME	92,781

INTEREST CHARGES:	
Interest on Long-Term Debt	38,563
Allowance for Borrowed Funds Used During Const	(402)
Deferred Return on Regulatory Assets - Borrowed	(21)
Other Interest Charges	590

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Amortization - Debt Discount & Expense	2,019

Total Interest and Other Charges - Net	40,749

INCOME BEFORE EXTRAORDINARY ITEMS AND CUMULATIVE ACCOUNTING CHANGE	52,032
Less Preferred Stock Transactions	3,213

INCOME APPLICABLE TO COMMON STOCK	48,818
	=====
OPERATION	504,860
MAINTENANCE	74,977

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IPALCO Enterprises, Inc. and Subsidiaries
Balance Sheet
Period Ending Sep. 30, 2001
(Unaudited)

ASSETS:	
PROPERTY, PLANT AND EQUIPMENT:	
Utility Plant, at Original Cost	3,054,276,801
Less: Accum. Prov. for Deprec. & Amort.	1,418,768,440

Total Utility Plant - Net	1,635,508,361

OTHER PROPERTY, INVESTMENTS AND OTHER ASSETS:	
Nonutility Property	2,474,502
Less Accumulated Provision for Depreciation	715,306

Total Nonutility Property - Net	1,759,196
Other Investments	50,083,455

Total	51,842,651

CURRENT ASSETS:	
Cash	2,337,288
Special Deposits	0
Working Funds	11,075,875
Temporary Cash Investments	53,398,684
Accounts Receivable - Associated Companies	3
Accounts Receivable:	
Customers	45,965,778
Miscellaneous	9,455,073
Less: Reserve for Uncollectible Accounts	(1,250,451)
Interest Receivable	351,481
Notes Receivable	0
Fuel	25,417,602
Materials and Supplies - Net	46,754,599
Other Current Assets	1,678,130
Def. Fed. & St. Tax on Fuel Costs-Due w/i 1 Yr.	

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Total Current Assets	195,184,062

DEFERRED DEBITS:	
Unamortized Petersburg Unit 4 Carrying Charges	16,842,350
Unamort. Def. Return-Pete Unit 4 Carrying Chgs.	9,431,544
Unamort. Reacquisition Premium on Debt	20,106,519
Other Regulatory Assets	29,625,812
Miscellaneous	4,217,967
Unamortized Debt Expense	5,541,725

Total Deferred Debits	85,765,917

TOTAL ASSETS	1,968,300,991
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LIABILITIES:	
CAPITALIZATION:	
Common Shareholder's Equity:	
Common Stock	0
Unearned Compensation - Restricted Stock	0
Premium and Net Gain on Preferred Stock	648,700
Retained Earnings	674,497,943
Accumulated Other Comprehensive Income	(5,135,684)
Common Stock held by Treasury	0

Total	670,010,959

Non-Redeemable Cumulative Preferred Stock	59,135,300

Long-Term Debt	622,650,000
Unamort. Premium on LT Debt - Net	(736,373)

Total Long-Term Debt	621,913,627

Total Capitalization	1,351,059,886

CURRENT LIABILITIES:	
Notes Payable	0
Accounts Payable	49,838,327
Dividends Payable	919,090
Customer Deposits	8,673,585
Accrued Liabilities:	
Interest on Long-Term Debt	9,245,574
Interest on Customer Deposits, etc.	1,909,932
Taxes:	
Federal Taxes on Income	33,631,692
State Taxes on Income	1,866,423
Real Estate and Personal Property	14,400,164
Miscellaneous	836,267
Def. Fed. & St. Tax on Fuel Costs-Due w/i 1 Yr.	299,831
Deferred Fuel Expense	8,557,402
Accounts Payable - Associated Companies	1
Miscellaneous	193,175

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Total	130,371,463
Current Maturity of Long Term Debt	74,300,000
Total Current Liabilities	204,671,463
DEFERRED CREDITS:	
FAS109 Net Deferred Income Tax - Credit	29,407,143
Accumulated Deferred Income Tax - Net	223,967,974
Unamortized Investment Tax Credit	34,382,336
Accrued Postretirement Benefits	9,635,900
Accrued Pension Benefits	109,375,116
Miscellaneous	5,801,173
Total Deferred Credits	412,569,642
TOTAL LIABILITIES	1,968,300,991

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IPL
Balance Sheet
Period ending Sep. 30, 2001
(Unaudited)

ASSETS:	
PROPERTY, PLANT AND EQUIPMENT	
Utility Plant, at Original Cost	3,054,276,801
Less: Accum. Prov. for Deprec. & Amort.	1,418,768,440
Total Utility Plant - Net	1,635,508,361
OTHER PROPERTY, INVESTMENTS AND OTHER ASSETS:	
Nonutility Property	2,474,502
Less Accumulated Provision for Depreciation	724,300
Total Nonutility Property - Net	1,750,202
Other Investments	3,671,919
Total	5,422,121
CURRENT ASSETS:	
Cash	2,261,953
Special Deposits	0
Working Funds	11,075,875
Temporary Cash Investments	43,600,080
Accounts Receivable - Associated Companies	132,139
Accounts Receivable:	
Customers	45,953,318
Miscellaneous	9,228,596
Less: Reserve for Uncollectible Accounts	(1,220,526)
Interest Receivable	280,127
Notes Receivable	0

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Fuel	25,417,602
Materials and Supplies - Net	46,758,275
Other Current Assets	1,678,130
Def. Fed. & St. Tax on Fuel Costs - Due w/i 1 Yr.	
Tax Refund Receivable	39,794

Total Current Assets	185,205,363

DEFERRED DEBITS:	
Unamortized Petersburg Unit 4 Carrying Charges	16,842,350
Unamort. Def. Return-Pete Unit 4 Carrying Chgs.	9,431,544
Unamort. Reacquisition Premium on Debt	20,106,519
Other Regulatory Assets	29,625,812
Miscellaneous	3,825,336
Unamortized Debt Expense	5,448,188

Total Deferred Debits	85,279,749

TOTAL ASSETS	1,911,415,594
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LIABILITIES:	
CAPITALIZATION:	
Common Shareholder's Equity:	
Common Stock	324,536,675
Premium and Net Gain on Preferred Stock	2,642,134
Retained Earnings	355,365,457
Accumulated Other Comprehensive Income	(5,133,296)

Total	677,410,970

Non-Redeemable Cumulative Preferred Stock	59,135,300

Long-Term Debt	622,650,000
Unamort. Premium on LT Debt - Net	(736,373)

Total Long-Term Debt	621,913,627

Total Capitalization	1,358,459,897

CURRENT LIABILITIES:	
Accounts Payable	48,675,476
Dividends Payable	805,409
Customer Deposits	8,673,585
Accrued Liabilities:	
Interest on Long-Term Debt	9,185,102
Interest on Customer Deposits, etc.	1,523,488
Taxes:	
Federal Taxes on Income	47,104,589
State Taxes on Income	(240,284)
Real Estate and Personal Property	14,398,444
Miscellaneous	828,935
Def. Fed. & St. Tax on Fuel Costs - Due w/i 1 Yr.	299,831

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Deferred Fuel Expense	8,557,402
Miscellaneous	193,175

Total	140,005,152

Total Current Liabilities	140,005,152

DEFERRED CREDITS:	
FAS109 Net Deferred Income Tax - Credit	29,407,143
Accumulated Deferred Income Tax - Net	224,348,892
Unamortized Investment Tax Credit	34,382,336
Accrued Postretirement Benefits	9,635,900
Accrued Pension Benefits	109,375,116
Miscellaneous	5,801,158

Total Deferred Credits	412,950,545

TOTAL LIABILITIES	1,911,415,594
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CILCORP CONSOLIDATED
 INCOME STATEMENT
 TWELVE MONTHS ENDED 9/30/2001
 (UNAUDITED)

REVENUE:
 CILCO ELECTRIC
 CILCO GAS
 CILCO OTHER
 OTHER BUSINESSES

TOTAL

OPERATING EXPENSES:
 FUEL FOR GENERATION AND PURCHASED POWER
 GAS PURCHASED FOR RESALE
 OTHER OPERATIONS AND MAINTENANCE
 DEPRECIATION AND AMORTIZATION
 TAXES, OTHER THAN INCOME TAXES

TOTAL

FIXED CHARGES AND OTHER:
 INTEREST EXPENSE
 PREFERRED STOCK DIVIDENDS OF SUBSIDIARY
 ALLOWANCE FOR FUNDS USED DURING CONSTRUCTION
 OTHER

TOTAL

INCOME FROM CONTINUING OPERATIONS BEFORE

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Other, Net	7,888

Total other income and (deductions)	6,484

Income Before Interest Expenses	60,813
Interest Expenses:	
Interest on Long-Term Debt	17,627
Cost of Borrowed Funds Capitalized	(253)
Other	6,915

Total interest expense	24,289

Net (loss) Income Before Preferred Dividends	36,524

Preferred Stock Dividends	2,159

Net Inc Available for Common Stock	\$ 34,365
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CILCORP INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(In thousands)
(Unaudited)

September 30, 2001

ASSETS	
Current assets:	
Cash and temporary cash investments	\$ 11,223
Receivables, less reserves of \$1,221 and \$1,343	70,420
Accrued unbilled revenue	19,846
Fuel, at average cost	14,933
Materials and supplies, at average cost	18,632
Gas in underground storage, at average cost	31,405
FAC/PGA underrecoveries	2,284
Prepayments and other	5,936

Total current assets	174,679

Investments and other property:	
Investment in leveraged leases	135,889
Other investments	19,649

Total investments and other property	155,538

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Property, plant and equipment:	
Utility plant, at original cost	
Electric	712,100
Gas	225,299

	937,399
Less - accumulated provision for depreciation	113,881

	823,518
Construction work in progress	40,142
Other, net of depreciation	47

Total property, plant and equipment	863,707

Other assets:	
Goodwill, net of accumulated amortization of \$29,920 and \$18,422	583,044
Other	80,930

Total other assets	663,974

Total assets	\$1,857,898
	=====

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CILCORP INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(In thousands)
(Unaudited)

September 30, 2001

LIABILITIES AND STOCKHOLDER'S EQUITY

Current liabilities:	
Current portion of long-term debt	\$ 11,800
Notes payable	89,000
Accounts payable	72,256
Accrued taxes	13,275
Accrued interest	24,785
FAC/PGA overrecoveries	311
Other	27,112

Total current liabilities	238,539

Long-term debt	717,718

Deferred credits and other liabilities:	
Deferred income taxes	195,369
Regulatory liability of regulated subsidiary	57,985
Deferred investment tax credits	14,955
Provision for out-of-market contract	62,000

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Other	79,938

Total deferred credits and other liabilities	410,247

Preferred stock of subsidiary without mandatory redemption	19,120
Preferred stock of subsidiary with mandatory redemption	22,000

Total preferred stock of subsidiary	41,120

Stockholder's equity:	
Common stock, no par value; authorized 10,000 shares - outstanding 1,000 shares	--
Additional paid-in capital	468,833
Retained earnings (deficit)	(5,412)
Accumulated other comprehensive income (loss)	(13,147)

Total stockholder's equity	450,274

Total liabilities and stockholder's equity	\$1,857,898
	=====

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CENTRAL ILLINOIS LIGHT COMPANY
Consolidated Balance Sheets
(In thousands)
(Unaudited)

September 30, 2001

ASSETS

Utility plant, at original cost:	
Electric	\$1,321,995
Gas	448,666

	1,770,661
Less - accumulated provision for depreciation	972,780

	797,881
Construction work in progress	40,142

Total utility plant	838,023

Other property and investments:	
Cash surrender value of company-owned life insurance (net of related policy loans of \$65,207 and \$59,292)	3,128
Other	1,133

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Total other property and investments	4,261

Current assets:	
Cash and temporary cash investments	8,091
Receivables, less reserves of \$1,221 and \$1,343	68,350
Accrued unbilled revenue	17,529
Fuel, at average cost	14,933
Materials and supplies, at average cost	16,687
Gas in underground storage, at average cost	31,405
Prepaid taxes	4,851
FAC/PGA underrecoveries	2,284
Other	5,916

Total current assets	170,046

Deferred debits:	
Unamortized loss on reacquired debt	2,509
Unamortized debt expense	1,336
Prepaid pension cost	229
Other	53,762

Total deferred debits	57,836

Total assets	\$1,070,166
	=====

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CENTRAL ILLINOIS LIGHT COMPANY
Consolidated Balance Sheets
(In thousands)
(Unaudited)

September 30, 2001

CAPITALIZATION AND LIABILITIES

Capitalization:

Common stockholder's equity:

Common stock, no par value;	
authorized 20,000,000 shares;	
outstanding 13,563,871 shares	\$ 185,661
Additional paid-in capital	27,000
Retained earnings	133,788
Accumulated other comprehensive income (loss)	(13,672)

Total common stockholder's equity	332,777
Preferred stock without mandatory redemption	19,120
Preferred stock with mandatory redemption	22,000
Long-term debt	242,718

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Total capitalization	616,615

Current liabilities:	
Current maturities of long-term debt	2,800
Notes payable	58,000
Accounts payable	68,696
Accrued taxes	25,500
Accrued interest	4,920
FAC/PGA overrecoveries	311
Other	27,112

Total current liabilities	187,339

Deferred credits and other liabilities:	
Deferred income taxes	107,626
Regulatory liability	57,985
Deferred investment tax credit	14,954
Capital lease obligation	159
Other	85,488

Total deferred credits and other liabilities	266,212

Total capitalization and liabilities	\$1,070,166
=====	

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ITEM (2) PER EXEMPTION ORDER (INCOME STATEMENT AMOUNTS ARE 12 MONTHS ENDED):

CILCO AND IPL CONTRIBUTIONS TO
AES/CILCORP/IPALCO(1) CONSOLIDATED HOLDING COMPANY
(PRO RATA CONSOLIDATION BASIS)
(\$MM)

	12 MOS. ENDED 12/31/00	12 MOS. ENDED 12/31/00

GROSS REVENUES(2)	16.94%	
CILCO	636	
CILCORP (excluding CILCO)	87	
IPL	831	
IPALCO (excluding IPL)	28	
AES (excluding CILCORP and IPALCO)	7,079	
AES/CILCORP/IPALCO	8,661	

OPERATING INCOME	14.20%	
CILCO	97	
CILCORP (excluding CILCO)	12	
IPL	205	
IPALCO (excluding IPL)	(36)	
AES (excluding CILCORP and IPALCO)	1,849	
AES/CILCORP/IPALCO	2,127	

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NET INCOME	15.99%
CILCO	45
CILCORP (excluding CILCO)	(33)
IPL	82
IPALCO (excluding IPL)	73
AES (excluding CILCORP and IPALCO)	629
AES/CILCORP/IPALCO	797
NET ASSETS	8.49%
CILCO	1,107
CILCORP (excluding CILCO)	841
IPL	1,905
IPALCO (excluding IPL)	-
AES (excluding CILCORP and IPALCO)	31,326
AES/CILCORP/IPALCO	35,479

(1) As a result of AES' acquisition of IPALCO, the results of AES/CILCORP/IPALCO for the twelve-month periods have been restated to include IPALCO.

(2) Gross business revenues (utility and non-utility) of IPALCO and CILCO combined as a percentage of total gross business revenues (including IPALCO/IPL and CILCORP/CILCO, utility and non-utility) of AES.

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IPL CONTRIBUTIONS TO
AES/IPALCO(1) CONSOLIDATED HOLDING COMPANY
(PRO RATA CONSOLIDATION BASIS)
(\$MM)

	12 MOS. ENDED 12/31/00	12 MOS. ENDED 12/31/00
GROSS REVENUES (2)	10.06%	
IPL	831	
IPALCO (excluding IPL)	28	
AES (excluding CILCO jurisdictional activities)	7,404	
AES/IPALCO	8,263	
OPERATING INCOME	10.73%	
IPL	205	
IPALCO (excluding IPL)	(36)	
AES (excluding CILCO jurisdictional activities)	1,741	
AES/IPALCO	1,910	
NET INCOME	10.91%	

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IPL	82
IPALCO (excluding IPL)	73
AES (excluding CILCO jurisdictional activities)	600
AES/IPALCO	755

NET ASSETS	5.49%
IPL	1,905
IPALCO (excluding IPL)	-
AES (excluding CILCO jurisdictional activities)	32,781
AES/IPALCO	34,686

(1) As a result of AES' acquisition of IPALCO, the results of AES/CILCORP/IPALCO for the twelve-month periods have been restated to include IPALCO.

(2) Gross business revenues (utility and non-utility) of IPL as a percentage of total gross business revenues (including IPALCO/IPL utility and non-utility) of AES.

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ITEM (3) PER EXEMPTION ORDER - GENERATION INFORMATION:

AES Generating Plants in Operation at September 30, 2001 (excluding CILCORP and IPALCO):

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)
	-----	----	---	----
AES Deepwater	USA	143	100	143
AES Beaver Valley	USA	125	100	125
AES Placerita	USA	120	100	120
AES Thames	USA	181	100	181
AES Shady Point	USA	320	100	320
AES Hawaii	USA	180	100	180
AES Warrior Run	USA	180	100	180
AES Somerset	USA	675	100	675
AES Cayuga	USA	306	100	306
AES Greenidge	USA	161	100	161
AES Westover	USA	126	100	126
AES Alamitos	USA	2,083	100	2,083
AES Redondo Beach	USA	1,310	100	1,310
AES Huntington Beach	USA	563	100	563
AES Thermo Ecotek - Hemphill	USA	14	67	9
AES Thermo Ecotek - Whitefield	USA	14	100	14
AES Thermo Ecotek - Mendota	USA	25	100	25
AES Delano	USA	50	100	50
AES Riverside	USA	154	100	154
AES Mountainview	USA	126	100	126
DOMESTIC SUBTOTAL:		6,856		6,851

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UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	RE
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AES Kingston	Canada	110	50	55	
AES San Nicholas	Argentina	650	88	572	
AES Cabra Corral	Argentina	102	98	100	
AES El Tunal	Argentina	10	98	10	
AES Sarmiento	Argentina	33	98	32	
AES Ullum	Argentina	45	98	44	
AES Quebrada de Ullum	Argentina	45	100	45	
AES Alicura	Argentina	1,000	100	1,000	
Fontes Nova - Light	Brazil	144	21	30	
Ilha dos Pombos - Light	Brazil	164	21	34	
Nilo Pecanha - Light	Brazil	380	21	80	
Pereira Passos - Light	Brazil	100	21	21	
CEMIG - Miranda	Brazil	390	9	35	
CEMIG - Igarapava	Brazil	210	1	2	

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CEMIG (35 plants)	Brazil	5,068	9	441	
AES Bayano	Panama	150	49	74	
AES Panama	Panama	42	49	21	
AES Chiriqui - La Estrella	Panama	42	49	21	
AES Chiriqui - Los Valles	Panama	48	49	24	
AES Los Mina	Dom. Rep.	210	100	210	
AES Yarra	Australia	510	100	510	
AES Jeeralang	Australia	449	100	449	
AES Mt. Stuart	Australia	288	100	288	
AES Xiangci - Cili	China	26	51	13	
Wuhu Grassy Lake	China	250	25	63	
Yangchun	China	15	25	4	
Chengdu Lotus City	China	48	35	17	
AES Jiaozuo	China	250	70	175	
AES Hefei	China	76	70	53	
AES Hefei II	China	39	70	27	
AES Chongqing Nanchuan	China	50	70	35	
Yangcheng	China	350	25	88	
AES Ekibastuz	Kazakhstan	4,000	100	4,000	
AES Ust-Kamenogorsk GES	Kazakhstan	331	100	331	
AES Shulbinsk GES	Kazakhstan	702	100	702	
AES Ust-Kamenogorsk TETS	Kazakhstan	1,464	100	1,464	
AES Leninogorsk TETS	Kazakhstan	418	100	418	
AES Sogrinsk TETS	Kazakhstan	349	100	349	
AES Semipalatinsk TETS	Kazakhstan	840	100	840	
AES Ust-Kamenogorsk Heat Nets	Kazakhstan	310	Mgmt.	0	
OPGC	India	420	49	206	
AES Lal Pir	Pakistan	351	90	316	
AES PakGen	Pakistan	344	90	310	

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AES Borsod	Hungary	171	100	171
AES Tisza II	Hungary	860	100	860
AES Tiszapalkonya	Hungary	250	100	250
AES Elsta	Netherlands	405	50	203
Medway	U.K.	688	25	172
AES Indian Queens	U.K.	140	100	140
AES Kilroot	U.K.	520	97	504
AES Belfast West	U.K.	120	97	116
AES Barry	U.K.	230	100	230
AES Drax	U.K.	4,065	100	4,065
AES Fifoots Point	U.K.	360	100	360
AES Uruguaiana	Brazil	600	100	600
AES Tiete (10 plants)	Brazil	2,650	53	1,405
EDC (4 plants)	Venezuela	2,265	87	1,971
AES Merida III	Mexico	484	55	266
AES Mtkvari	Georgia	600	100	600
AES Khrami I	Georgia	113	100	113
AES Khrami II	Georgia	110	100	110
AES Ottana	Italy	140	100	140
AES Mamonal	Columbia	90	62	56
AES Centrogener (Gener - 8 plants)	Chile	756	99	748

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AES Chivor (Gener)	Columbia	1,000	96	960
AES Electrica de Santiago (Gener)	Chile	379	74	280
AES Energia Verde (Gener - 2 plants)	Chile	17	99	17
AES Guacolda (Gener)	Chile	304	49	149
AES Norgener (Gener - 2 plants)	Chile	277	99	274
Itabo (Gener - 7 plants)	Dom. Rep.	587	24	141
AES Bohemia	Czech Rep.	50	83	42
AES Premnitz	Germany	58	65	38
AES SONEL	Cameroon	800	56	560
Central Dique	Argentina	68	51	35
FOREIGN SUBTOTAL:		39,980		29,085
TOTAL - September 30, 2001		46,836		35,936
Foreign Generation as a Percentage of Total:		85%		81%

CILCORP Generating Plants at September 30, 2001:

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)
	-----	----	---	----
Edwards (3 units)	USA	740	100	740

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Duck Creek	USA	366	100	366
Indian Trails	USA	10	100	10
Sterling Avenue	USA	30	100	30
Hallock Power Modules	USA	13	100	13
Kickapoo Power Modules	USA	13	100	13
TOTAL - September 30, 2001		1,172		1,172

IPALCO Generating Plants at September 30, 2001:

UNIT	COUNTRY	AES CAPACITY (MW)	AES INTEREST (%)	EQUITY (MW)
	-----	----	---	----
Petersburg	USA	1,873	100	1,873
H.T. Pritchard	USA	393	100	393
E.W. Stout	USA	1,017	100	1,017
Georgetown	USA	80	100	80
TOTAL - September 30, 2001		3,363		3,363

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Revenues from electric generation capacity - 12 months ended September 30, 2001
(millions of dollars):

IPALCO	185	
CILCORP	158	
AES (excluding CILCORP and IPALCO)	3,814	9
	-----	-----
Total	4,157	10

IPALCO's electric revenues are allocated between electric generation and electric transmission and distribution activities according to utility rate base. CILCORP's electric revenues are allocated between electric generation and electric transmission and distribution activities according to utility rate base. AES generation revenues are derived from the total generation revenues earned by AES subsidiaries times the percentage ownership interest of AES in those subsidiaries.

There has been no change in the amount of generation capacity owned by CILCORP or IPALCO and a 994 MW increase in the amount of generation capacity owned by AES (excluding CILCORP and IPALCO) from 34,942 to 35,936 MW since June 30, 2001. There has been a 5.5% increase in the total revenues earned from the capacity owned by AES, IPALCO and CILCORP in the twelve-month period ended September 30, 2001 compared with the twelve-month period ended June 30, 2001. The percentage of total revenues derived from the generation capacity owned by CILCORP has remained the same at 4%. The percentage of total revenues derived from the generation capacity owned by IPALCO has decreased from 5% to 4%.

The physical location of the MW capacity added by AES since June 30, 2001 is in the United States, Argentina and Cameroon.

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ITEM (4) PER EXEMPTION ORDER - ELECTRIC TRANSMISSION AND DISTRIBUTION AND GAS DISTRIBUTION:

Electric transmission and distribution and gas distribution assets owned as of September 30, 2001 (millions of dollars):

IPALCO	1,013
CILCORP	766
Total AES (excluding CILCORP and IPALCO)	4,961

Total	6,740

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Electric transmission and distribution and gas distribution revenues for 12 months ending September 30, 2001 (millions of dollars):

IPALCO	802
CILCORP	568
Total AES (excluding CILCORP and IPALCO)	4,734

Total	6,104

IPALCO's electric revenues are allocated between electric generation and electric transmission and distribution activities according to utility rate base. CILCORP's electric revenues are allocated between electric generation and electric transmission and distribution activities according to utility rate base. AES transmission and distribution revenues are derived from the total revenues earned by AES transmission and distribution subsidiaries by multiplying these revenues by the percentage ownership interest of AES in those subsidiaries.

The total transmission and distribution assets owned by AES, CILCORP and IPALCO have decreased since June 30, 2001. CILCORP's transmission and distribution assets have increased slightly while the revenues derived from such assets have decreased slightly since June 30, 2001. IPALCO's transmission and distribution assets have remained almost the same while the revenues derived from such assets have increased since June 30, 2001. AES' transmission and distribution assets have decreased slightly, and the revenues derived from such assets have increased since June 30, 2001. CILCORP's percentage of the total transmission and distribution assets has remained the same at 11%, and CILCORP's percentage of the total revenues from such assets has decreased from 10% to 9% for the twelve-month period ending September 30, 2001 compared to the twelve-month period ending June 30, 2001. IPALCO's percentage of the total transmission and distribution assets has remained the same at 15%, and IPALCO's percentage of the total revenues from such assets has increased from 12% to 13% for the twelve-month period ending September 30, 2001 compared to the twelve-month period ending June 30, 2001.

ITEM (5) PER EXEMPTION ORDER:

Neither CILCO nor IPL has sold or transferred any electric and/or gas utility

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assets to any affiliate company of the AES consolidated holding company system during the third quarter of 2001.

ITEM (6) PER EXEMPTION ORDER:

During the third quarter of 2001, no application has been made to nor has any order been received from the Illinois Commerce Commission that involves AES' ownership position or AES' oversight over the operations of CILCO or CILCORP. During the third quarter of 2001, no application has been made to nor has any order been received from the Indiana Utility Regulatory Commission that involves AES' ownership position or AES' oversight over the operations of IPL or IPALCO.

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ITEM (7) PER EXEMPTION ORDER:

During the third quarter of 2001, AES has taken no action regarding the divestiture of the jurisdictional business of CILCO.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, AES has duly caused this certificate to be signed on its behalf on this 29th day of November, 2001 by the undersigned thereunto duly authorized.

The AES Corporation

By: /s/ Erik Luckau

Erik Luckau
Associate General Counsel

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