

Edgar Filing: AES CORPORATION - Form 35-CERT

AES CORPORATION
Form 35-CERT
May 30, 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 March 31, 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

Earle H. O'Donnell
Andrew B. Young
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Washington, D.C. 20006

Dated: May 30, 2001

THE AES CORPORATION
SEC FILING PURSUANT TO SECTION 3(a)(5) EXEMPTION ORDER
QUARTER ENDED MARCH 31, 2001

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

- 1) Statement of Income of The AES Corporation for the 12 months ended March 31, 2001

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- 2) Balance Sheet of The AES Corporation at March 31, 2001
- 3) Statement of Income of IPALCO for the 12 months ended March 31, 2001
- 4) Statement of Income of IPL for the 12 months ended March 31, 2001
- 5) Consolidated Balance Sheet of IPALCO at March 31, 2001
- 6) Consolidated Balance Sheet of IPL at March 31, 2001
- 7) Statement of Income of CILCORP for the 12 months ended March 31, 2001
- 8) Statement of Income of CILCO for the 12 months ended March 31, 2001
- 9) Consolidated Balance Sheet of CILCORP at March 31, 2001
- 10) Consolidated Balance Sheet of CILCO at March 31, 2001

THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS (INCLUDES CILCORP AND IPALCO(1))
FOR THE TWELVE MONTHS ENDED MARCH 31, 2001 - PRO RATA BASIS

	TWELVE MONTHS ENDED 3/31/2001
(\$ in millions, except per share amounts)	
REVENUES:	
Sales and services	\$ 8,421
OPERATING COSTS AND EXPENSES:	
Cost of sales and services	6,258
Selling, general and administrative expenses	78

TOTAL OPERATING COSTS AND EXPENSES	6,336

OPERATING INCOME	2,085
OTHER INCOME AND (EXPENSE):	
Interest expense, net	(1,149)
Other income (expense)	(173)
Nonrecurring severance and transaction costs	(94)
Gain on sale of investment	(112)

INCOME BEFORE INCOME TAXES	557
Income tax provision	77

NET INCOME	\$ 480

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 (1) IPALCO included only for the first quarter of 2001.

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THE AES CORPORATION
 PRO RATA CONSOLIDATED BALANCE SHEET (INCLUDES CILCORP
 AND IPALCO)
 MARCH 31, 2001
 (\$ in millions)

ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$	1,889
Short-term investments		327
Accounts receivable, net		1,677
Inventory		470
Receivable from affiliates		26
Deferred income taxes		189
Prepaid expenses and other current assets		601

TOTAL CURRENT ASSETS		5,179
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PROPERTY, PLANT AND EQUIPMENT

Land		582
Electric generation and distribution assets		21,419
Accumulated depreciation and amortization		(2,739)
Construction in progress		3,089

PROPERTY, PLANT AND EQUIPMENT, NET		22,351
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OTHER ASSETS

Deferred financing costs, net		410
Project development costs		153
Investments in and advances to affiliates		3,865
Debt service reserves and other deposits		725
Excess of Cost over Net Assets Acquired		2,556
Other assets		2,329

TOTAL OTHER ASSETS		10,038
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TOTAL	\$	37,568
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LIABILITIES & STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable	\$	754
Accrued interest		457
Accrued and other liabilities		1,408
Other notes payable - current portion		301
Project financing debt - current portion		2,415

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TOTAL CURRENT LIABILITIES	5,335
LONG-TERM LIABILITIES	
Recourse Debt-LT	4,403
Project Financing Debt-LT	13,968
Other notes payable-LT	10
Deferred Tax Liability	2,043
Other long-term liabilities	2,739

TOTAL LONG-TERM LIABILITIES	23,163
TECONS	1,228
STOCKHOLDERS' EQUITY	
Common Stock	5
Contributed capital / Additional paid in capital	5,409
Retained earnings	4,592
Accumulated other comprehensive loss	(2,164)

TOTAL STOCKHOLDERS' EQUITY	7,842
TOTAL	\$ 37,568
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1ST QUARTER
IPALCO ENTERPRISES, INC. AND SUBSIDIARIES
(Unaudited)

STATEMENTS OF CONSOLIDATED INCOME

(IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

	THREE MONTHS ENDED		TWELVE MONTHS ENDED
	MARCH 31		MARCH 31
	2001	2000	2001

UTILITY OPERATING REVENUES:

Electric	\$209,052	\$200,528	\$839,479
Steam	0	10,561	17,019

Total Operating Revenues	209,052	211,089	856,498
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UTILITY OPERATING EXPENSES:

Operation:			
Fuel	46,283	47,577	189,409
Other	93,723	35,839	212,359
Power purchased	574	502	13,279
Purchased steam	0	1,674	3,585
Maintenance	19,578	17,262	81,753
Voluntary Early Retirement Program Benefit Costs	0	0	62,007
Depreciation and amortization	27,571	27,555	111,061
Taxes other than income taxes	10,358	9,300	38,405
Income taxes - net	645	23,210	46,267

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Total Operating Expenses	198,732	162,919	758,125
UTILITY OPERATING INCOME	10,320	48,170	98,373
OTHER INCOME AND (DEDUCTIONS):			
Allowance for equity funds used during construction	110	681	1,502
Other - net	(11,585)	(3,841)	(18,943)
Gain on sale of thermal assets	0	0	30,583
Gain on sale of available for sale securities, net of expenses	0	101,634	632
Income taxes - net	2,293	(39,216)	(3,313)
Total Other Income (Deductions) - Net	(9,182)	59,258	10,461
INCOME BEFORE INTEREST AND OTHER CHARGES	1,138	107,428	108,834
INTEREST AND OTHER CHARGES:			
Interest	10,030	14,631	49,429
Allowance for borrowed funds used during construction	(55)	(333)	(683)
Preferred stock transactions	803	803	3,213
Total Interest and Other Charges - Net	10,778	15,101	51,959
INCOME BEFORE EXTRAORDINARY LOSS ON EARLY RETIREMENT OF DEBT	(9,640)	92,327	56,875
EXTRAORDINARY LOSS ON EARLY RETIREMENT OF DEBT - NET OF TAXES	0	0	(4,259)
NET INCOME	(\$9,640)	\$92,327	\$52,616
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WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	N/A	85,702	N/A
BASIC EARNINGS PER SHARE	N/A	\$1.08	N/A
=====			
WEIGHTED AVERAGE COMMON AND INCREMENTAL SHARES	N/A	86,260	N/A
DILUTED EARNINGS PER SHARE	N/A	\$1.07	N/A
=====			
DIVIDENDS DECLARED PER SHARE OF COMMON STOCK	\$0.1625	\$0.1625	\$0.6500
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1ST QUARTER
INDIANAPOLIS POWER & LIGHT COMPANY
(Unaudited)

STATEMENTS OF CONSOLIDATED INCOME

(IN THOUSANDS EXCEPT PER SHARE AMOUNTS)

12 MOS ENDED
MARCH 31

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2001

UTILITY OPERATING REVENUES:	
Electric	\$839,479
Steam	17,019

Total Operating Revenues	856,498

UTILITY OPERATING EXPENSES:	
Operation:	
Fuel	189,409
Other	212,359
Power purchased	13,279
Purchased steam	3,585
Maintenance	81,753
Voluntary Early Retirement Program Benefit Costs	62,007
Depreciation and amortization	111,061
Taxes other than income taxes	38,405
Income taxes - net	46,267

Total Operating Expenses	758,125

UTILITY OPERATING INCOME	98,373

OTHER INCOME AND (DEDUCTIONS):	
Allowance for equity funds used during construction	1,502
Other - net	(3,824)
Gain on sale of thermal assets	(21,172)
Income taxes - net	9,750

Total Other Income (Deductions) - Net	(13,744)

INCOME BEFORE INTEREST AND OTHER CHARGES	84,629

INTEREST AND OTHER CHARGES:	
Interest	41,002
Allowance for borrowed funds used during construction	(683)

Total Interest and Other Charges - Net	40,319

NET INCOME	44,310

Preferred stock transactions	3,213

INCOME APPLICABLE TO COMMON STOCK	\$41,097
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ASSETS	2001
-----	----
UTILITY PLANT:	
Utility plant in service	\$ 2,905,775
Less accumulated depreciation	1,367,514

Utility plant in service - net	1,538,261
Construction work in progress	91,751
Property held for future use	10,731

Utility plant - net	1,640,743

OTHER ASSETS:	
Nonutility property - at cost, less accumulated depreciation	12,254
Available-for-sale securities	11
Other investments	8,240

Other assets - net	20,505

CURRENT ASSETS:	
Cash and cash equivalents	46,207
Accounts receivable and unbilled revenue (less allowance for doubtful accounts 2001, \$2,010 and 2000, \$1,794)	47,954
Fuel - at average cost	21,149
Materials and supplies - at average cost	48,094
Prepayments and other current assets	1,954

Total current assets	165,358

DEFERRED DEBITS:	
Regulatory assets	96,995
Miscellaneous	10,724

Total deferred debits	107,719

TOTAL	\$ 1,934,325
	=====
CAPITALIZATION AND LIABILITIES	
CAPITALIZATION:	
Common shareholders' equity:	
Common stock	\$ 459,786
Unearned compensation - restricted stock awards	(5,741)
Premium on 4% cumulative preferred stock	649
Retained earnings	764,227
Accumulated other comprehensive income	(4,656)
Treasury stock, at cost	(500,552)

Total common shareholders' equity	713,713
Cumulative preferred stock of subsidiary	59,135
Long-term debt (less current maturities and sinking fund requirements)	621,880

Total capitalization	1,394,728

CURRENT LIABILITIES:	
Current maturities and sinking fund requirements	300
Accounts payable and accrued expenses	52,406
Dividends payable	15,516
Taxes accrued	21,430
Interest accrued	9,665

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Other current liabilities	16,572

Total current liabilities	115,889

DEFERRED CREDITS AND OTHER LONG-TERM LIABILITIES:	
Accumulated deferred income taxes - net	284,095
Unamortized investment tax credit	35,766
Accrued postretirement benefits	5,323
Accrued pension benefits	88,657
Miscellaneous	9,867

Total deferred credits and other long-term liabilities	423,708

COMMITMENTS AND CONTINGENCIES TOTAL	\$ 1,934,325
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INDIANAPOLIS POWER & LIGHT COMPANY
BALANCE SHEETS
(In Thousands)
(Unaudited)

	MARCH 31 2001	D
	-----	-----
ASSETS		
UTILITY PLANT:		
Utility plant in service	\$ 2,905,775	\$
Less accumulated depreciation	1,367,514	
	-----	-----
Utility plant in service - net	1,538,261	
Construction work in progress	91,751	
Property held for future use	10,731	
	-----	-----
Utility plant - net	1,640,743	
	-----	-----
OTHER PROPERTY -		
At cost, less accumulated depreciation	5,654	
	-----	-----
CURRENT ASSETS:		
Cash and cash equivalents	42,015	
Accounts receivable and unbilled revenue (less allowance for doubtful accounts 2001, \$1,952 and 2000, \$1,608)	63,192	
Fuel - at average cost	20,751	
Materials and supplies - at average cost	47,732	
Tax refund receivable	40	
Prepayments and other current assets	1,548	
	-----	-----
Total current assets	175,278	
	-----	-----
DEFERRED DEBITS:		
Regulatory assets	96,995	
Miscellaneous	8,196	

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Total deferred debits	----- 105,191	
TOTAL	----- \$ 1,926,866	\$ ----- =====
CAPITALIZATION AND LIABILITIES		
CAPITALIZATION:		
Common shareholder's equity:		
Common stock	\$ 324,537	\$ -----
Premium and net gain on preferred stock	2,642	
Retained earnings	380,762	
Accumulated other comprehensive income	(3,997)	
Total common shareholder's equity	----- 703,944	
Cumulative preferred stock	59,135	
Long-term debt (less current maturities and sinking fund requirements)	621,880	
Total capitalization	----- 1,384,959	
CURRENT LIABILITIES:		
Current maturities and sinking fund requirements	-	
Accounts payable and accrued expenses	49,568	
Dividends payable	15,379	
Taxes accrued	24,607	
Interest accrued	9,608	
Other current liabilities	16,572	
Total current liabilities	----- 115,734	
DEFERRED CREDITS AND OTHER LONG-TERM LIABILITIES:		
Accumulated deferred income taxes - net	292,301	
Unamortized investment tax credit	35,766	
Accrued postretirement benefits	5,323	
Accrued pension benefits	88,657	
Miscellaneous	4,126	
Total deferred credits and other long-term liabilities	----- 426,173	
COMMITMENTS AND CONTINGENCIES TOTAL	----- \$ 1,926,866	\$ ----- =====

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CILCORP CONSOLIDATED
INCOME STATEMENT
TWELVE MONTHS ENDED 3/31/2001

Revenue:	
CILCO Electric	\$401,510
CILCO Gas	326,459
CILCO Other	52,924
Other Businesses	48,361
Total	----- 829,254

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Operating expenses:	
Fuel for generation and purchased power	216,261
Gas purchased for resale	272,402
Other operations and maintenance	119,783
Depreciation and amortization	86,879
Taxes, other than income taxes	40,360

Total	735,685

Fixed charges and other:	
Interest expense	72,318
Preferred stock dividends of subsidiary	2,677
Allowance for funds used during construction	(536)
Other	1,248

Total	75,707

Income from continuing operations before income taxes	17,862
Income taxes	8,961

Net income (loss) from continuing operations	8,901
Income (Loss) from operations of discontinued business, net of taxes	-
Extraordinary item	-

Net income (loss) before minority interest	8,901
Minority Interest	-

Net income (loss)	8,901
Other comprehensive income	(699)

Comprehensive income (loss)	\$ 8,202
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CENTRAL ILLINOIS LIGHT COMPANY
CONSOLIDATED STATEMENT OF INCOME

Twelve Months Ended
3/31/2001

Operating Revenues:	
Electric	\$ 401,510
Gas	326,459

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	727,969

Operating Expenses:	
Cost of Fuel	115,571
Cost of Gas	238,654
Purchased Power	54,601
Other Operation & Maintenance Expenses	112,746
Depreciation and Amortization	69,221
Income Taxes	27,952
Other Taxes	40,283

Total Operating Expenses	659,028

Operating Income	68,941
Other Income and Deductions	
CILCO Owned Life Insurance	(1,248)
Other, Net	1,225

Total other income and (deductions)	(23)

Income Before Interest Expenses	68,918
Interest Expenses:	
Interest on Long-Term Debt	17,313
Cost of Borrowed Funds Capitalized	(536)
Other	6,876

Total interest expense	23,653

Net (loss) Income Before Preferred Dividends	45,265

Preferred Stock Dividends	2,677

Net Inc Available for Common Stock	\$ 42,588
	=====

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

	March 31, 2001
	(Unaudited)
ASSETS	
Current assets:	
Cash and temporary cash investments	\$ 33,473
Receivables, less reserves of \$1,432	116,160
Accrued unbilled revenue	32,768

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Fuel, at average cost	13,137
Materials and supplies, at average cost	16,247
Gas in underground storage, at average cost	9,894
FAC/PGA underrecoveries	3,209
Prepayments and other	4,771

Total current assets	229,659

Investments and other property:	
Investment in leveraged leases	136,606
Other investments	21,611

Total investments and other property	158,217

Property, plant and equipment:	
Utility plant, at original cost	
Electric	700,528
Gas	220,279

	920,807
Less - accumulated provision for depreciation	82,943

	837,864
Construction work in progress	32,222
Other, net of depreciation	112

Total property, plant and equipment	870,198

Other assets:	
Goodwill, net of accumulated amortization of \$22,255	590,711
Other	54,829

Total other assets	645,540

Total assets	\$1,903,614
	=====

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

	March 31, 2001
	(Unaudited)
LIABILITIES AND STOCKHOLDER'S EQUITY	
Current liabilities:	
Current portion of long-term debt	\$ 18,900
Notes payable	108,200
Accounts payable	62,215
Accrued taxes	28,197
Accrued interest	27,023
FAC/PGA overrecoveries	2,504
Other	5,877

Total current liabilities	252,916

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Long-term debt	719,093
Deferred credits and other liabilities:	
Deferred income taxes	194,203
Regulatory liability of regulated subsidiary	42,949
Deferred investment tax credits	15,757
Freeman contract liability	87,049
Other	77,828
Total deferred credits and other liabilities	417,786
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	4,565
Accumulated other comprehensive income	(699)
Total stockholder's equity	472,699
Total liabilities and Stockholder's equity	\$1,903,614

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CENTRAL ILLINOIS LIGHT COMPANY
Consolidated Balance Sheets
(In thousands)

	March 31, 2001 (Unaudited)
ASSETS	
Utility plant, at original cost:	
Electric	\$1,310,423
Gas	443,645
	1,754,068
Less - accumulated provision for depreciation	942,906
	811,162
Construction work in progress	32,223
Total utility plant	843,385
Other property and investments:	
Cash surrender value of company-owned life insurance (net of related policy loans of \$59,292)	4,372
Other	1,162
Total other property and investments	5,534
Current assets:	

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Cash and temporary cash investments	29,819
Receivables, less reserves of \$1,432	101,416
Accrued unbilled revenue	29,037
Fuel, at average cost	13,137
Materials and supplies, at average cost	15,212
Gas in underground storage, at average cost	9,894
Prepaid taxes	5,393
FAC/PGA underrecoveries	3,209
Other	4,709

Total current assets	211,826

Deferred debits:	
Unamortized loss on reacquired debt	2,631
Unamortized debt expense	1,396
Prepaid pension cost	229
Other	24,734

Total deferred debits	28,990

Total assets	\$1,089,735
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CENTRAL ILLINOIS LIGHT COMPANY
Consolidated Balance Sheets
(In thousands)

	March 31, 2001 (Unaudited)
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	152,155
Accumulated other comprehensive income	(1,224)

Total common stockholder's equity	363,592
Preferred stock without mandatory redemption	19,120
Preferred stock with mandatory redemption	22,000
Long-term debt	244,095

Total capitalization	648,807

Current liabilities:	
Current maturities of long-term debt	1,400
Notes payable	75,700
Accounts payable	49,804
Accrued taxes	36,166
Accrued interest	7,144
FAC/PGA overrecoveries	2,504

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Other	5,805

Total current liabilities	178,523

Deferred credits and other liabilities:	
Accumulated deferred income taxes	120,902
Regulatory liability	42,949
Deferred investment tax credit	15,757
Capital lease obligation	467
Other	82,330

Total deferred credits and other liabilities	262,405

Total capitalization and liabilities	\$1,089,735
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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

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	

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	

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IPALCO (excluding IPL)	-
AES (excluding CILCORP and IPALCO)	31,326
AES/CILCORP/IPALCO	35,479

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- (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 CILCOPRP/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. END
<hr style="border-top: 1px dashed black;"/>		
GROSS REVENUES (2)	10.06%	
IPL	831	
IPALCO (excluding IPL)	28	
AES (excluding CILCO jurisdictional activities)	7,404	
AES/IPALCO	8,263	
<hr style="border-top: 1px dashed black;"/>		
OPERATING INCOME	10.73%	
IPL	205	
IPALCO (excluding IPL)	(36)	
AES (excluding CILCO jurisdictional activities)	1,741	
AES/IPALCO	1,910	
<hr style="border-top: 1px dashed black;"/>		
NET INCOME	10.91%	
IPL	82	
IPALCO (excluding IPL)	73	
AES (excluding CILCO jurisdictional activities)	600	
AES/IPALCO	755	
<hr style="border-top: 1px dashed black;"/>		
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.

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- (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 March 31, 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
DOMESTIC SUBTOTAL:		6,473		6,473

UNIT ----	COUNTRY -----	CAPACITY (MW) ----	AES INTEREST (%) ---	AES EQUITY (MW) ----
AES Kingston	Canada	110	50%	55
AES San Nicholas	Argentina	650	69%	449
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	98%	980
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
CEMIG (35 plants)	Brazil	5,068	9%	441
AES Bayano	Panama	150	49%	74

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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

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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 (1st Unit)	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
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 Power Ltd.	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	44%	1,166
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 (KMR)	Columbia	90	62%	56
AES Termo Candelaria (KMR)	Columbia	314	100%	314
AES Centrogener (Gener - 8 plants)	Chile	756	96%	726
AES Chivor (Gener)	Columbia	1,000	96%	960
AES Electrica de Santiago (Gener)	Chile	379	72%	273
AES Energia Verde (Gener - 2 plants)	Chile	17	96%	16
AES Guacolda (Gener)	Chile	304	48%	146

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AES Norgener (Gener - 2 plants)	Chile	276	96%	265
Itabo (Gener - 7 plants)	Dom. Rep.	587	24%	141

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FOREIGN SUBTOTAL:	39,317	28,297
TOTAL - March 31, 2001	45,790	34,770
Foreign Generation as a Percentage of Total:	86%	81%

CILCORP Generating Plants at March 31, 2001:

UNIT ----	COUNTRY -----	CAPACITY (MW) ----	AES INTEREST (%) ---	AES EQUITY (MW) ----
Edwards (3 units)	USA	740	100	740
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 - March 31, 2001		1,172		1,172

IPALCO Generating Plants at March 31, 2001:

UNIT ----	COUNTRY -----	CAPACITY (MW) ----	AES INTEREST (%) ---	AES 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 - March 31, 2001		3,363		3,363

Revenues from electric generation capacity - 12 months ended March 31, 2001
(millions of dollars):

IPALCO	184	5%
CILCORP	161	4%
AES (excluding CILCORP and IPALCO)	3,362	91%
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Total	3,707	100%
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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.

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There has been no change in the amount of generation capacity owned by CILCORP or IPALCO and a 544 MW increase in the amount of generation capacity owned by AES (excluding CILCORP and IPALCO) from 34,226 to 34,770 MW since December 31, 2000. There has been a 23% decrease in the total revenues earned from the capacity owned by AES, IPALCO and CILCORP in the twelve-month period ended March 31, 2001 compared with the twelve-month period ended December 31, 2000. The percentage of total revenues derived from the generation capacity owned by CILCORP has increased from 3% to 4%. IPALCO's total generation capacity for the twelve months ended March 31, 2001 was 3,363 MW, which comprises 9% of total AES generation capacity. The revenues generated from IPALCO's generation capacity for the twelve months ended March 31, 2001 were \$184 million, which comprises 5% of total AES generation revenues.

The physical location of the MW capacity added by AES since December 31, 2000 is in Kazakhstan, Panama, China, and Italy.

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

Electric transmission and distribution and gas distribution assets owned as of March 31, 2001 (millions of dollars):

IPALCO	1,011
CILCORP	780
Total AES (excluding CILCORP and IPALCO)	4,943

Total	6,734

Electric transmission and distribution and gas distribution revenues for 12 months ending March 31, 2001 (millions of dollars):

IPALCO	654
CILCORP	567
AES (excluding CILCORP and IPALCO)	3,493

Total	4,714

IPALCO's electric revenues are allocated between electric generation and

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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.

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The total transmission and distribution assets owned by AES and CILCORP has not changed significantly since December 31, 2000; however, the calculation of total transmission and distribution assets owned by AES has decreased due to an improvement in the method for calculating these revenues (namely, subtracting the generation-related assets owned by such transmission and distribution companies). CILCORP's transmission and distribution assets have decreased slightly while the revenues derived from such assets have increased significantly since December 31, 2000. AES' transmission and distribution assets have been restated to be lower due to the recalculation to subtract generation-related assets owned by such transmission and distribution companies, and the revenues derived from such assets have increased significantly since December 31, 2000. CILCORP's percentage of the total transmission and distribution assets is now estimated at 12% based on the improved calculation method, and CILCORP's percentage of the total revenues from such assets has decreased slightly from 13% to 12% for the twelve-month period ending March 31, 2001 compared to the twelve-month period ending December 31, 2000. IPALCO's total transmission and distribution assets for the twelve months ended March 31, 2001 are \$1,011 million, which comprises 15% of total AES transmission and distribution assets. The revenues generated from IPALCO's transmission and distribution assets for the twelve months ended March 31, 2001 were \$654 million which comprises 14% of total AES transmission and generation revenues for that period.

ITEM (5) PER EXEMPTION ORDER:

Neither CILCO nor IPL has sold or transferred any electric and/or gas utility assets to any affiliate company of the AES consolidated holding company system during the first quarter of 2001.

ITEM (6) PER EXEMPTION ORDER:

During the first 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 first 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.

ITEM (7) PER EXEMPTION ORDER:

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

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SIGNATURE

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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 30th day of May, 2001 by the undersigned thereunto duly authorized.

The AES Corporation

By: /s/ WILLIAM R. LURASCHI

William R. Luraschi
General Counsel and Secretary