

Edgar Filing: AES CORPORATION - Form 35-CERT

AES CORPORATION  
Form 35-CERT  
August 29, 2001

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

The AES Corporation )  
 ) File No. 70-9465  
 )

Certificate Pursuant to Rule 24 and Release No. 35-27063  
Under the Public Utility Holding Company Act of 1935

On August 20, 1999, the Securities and Exchange Commission ("SEC") issued an order, Release No. 35-27063 in File No. 70-9465 ("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 CILCORP Inc. ("CILCORP"), which has a public-utility subsidiary company, Central Illinois Light Company ("CILCO"). 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 three years beginning September 30, 1999 and every six months thereafter. A certificate complying with the Exemption Order is set forth below (as an attachment) for the period ending June 30, 2001. AES is separately filing a certificate in File No. 70-9779 as required by the Commission's order in Release No. 35-27363 in connection with the AES acquisition of IPALCO Enterprises, Inc. ("IPALCO"), which has a public-utility subsidiary company, Indianapolis Power & Light Company ("IPL").

Respectfully submitted,

/s/ EARLE H. O'DONNELL

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Earle H. O'Donnell  
Andrew B. Young  
Dewey Ballantine LLP  
1775 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006

Dated: August 29, 2001

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

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

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- 1) Statement of Income of The AES Corporation for the 12 months ended June 30, 2001:
  - a) 12 months ended June 30, 2001 GAAP consolidated income statement
  - b) 12 months ended June 30, 2001 pro rata consolidated income statement
- 2) Balance Sheet of The AES Corporation at June 30, 2001
  - a) GAAP Basis Consolidated Balance Sheet
  - b) Pro Rata Consolidated Balance Sheet
- 3) Statement of Income of CILCORP for the 12 months ended June 30, 2001
- 4) Statement of Income of CILCO for the 12 months ended June 30, 2001
- 5) Consolidated Balance Sheet of CILCORP at June 30, 2001
- 6) Consolidated Balance Sheet of CILCO at June 30, 2001

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THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS (INCLUDES CILCORP AND IPALCO)  
FOR THE TWELVE MONTHS ENDED JUNE 30, 2001 - GAAP BASIS  
(Unaudited)

|  | TWELVE<br>MONTHS<br>ENDED<br>6/30/2001 |
|--|--|
| -----  |  |
| (\$ in millions, except per share amounts)           |  |
| REVENUES:  |  |
| Sales and services                                   | \$ 8,895                               |
| OPERATING COSTS AND EXPENSES:                        |  |
| Cost of sales and services                           | 6,712                                  |
| Selling, general and administrative expenses         | 105                                    |
|  | -----                                  |
| TOTAL OPERATING COSTS AND EXPENSES                   | 6,817                                  |
|  | -----                                  |
| OPERATING INCOME                                     | 2,078                                  |
| OTHER INCOME AND (EXPENSE):                          |  |
| Interest expense, net                                | (1,505)                                |
| Equity in earnings of affiliates (before income tax) | 407                                    |
| Other income (expense)                               | 274                                    |
| Nonrecurring severance and transaction costs         | (178)                                  |
| Loss on sale of Power Direct                         | (31)                                   |
|  | -----                                  |

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|   |        |
|---|--------|
| INCOME BEFORE INCOME TAXES, MINORITY INTEREST<br>AND EXTRAORDINARY ITEM | 1,046  |
| Income tax provision  | 292    |
| Minority interest   | 143    |
|   | -----  |
| INCOME BEFORE EXTRAORDINARY ITEM  | 611    |
| Extraordinary Item  | 4      |
|   | -----  |
| NET INCOME  | \$ 607 |
|   | =====  |

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THE AES CORPORATION

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

|   | TWELVE<br>MONTHS<br>ENDED<br>6/30/2001 |
|---|--|
| -----   |  |
| (\$ in millions, except per share amounts)                              |  |
| REVENUES:   |  |
| Sales and services  | \$ 9,579                               |
| OPERATING COSTS AND EXPENSES:   |  |
| Cost of sales and services  | 7,116                                  |
| Selling, general and administrative expenses                            | 105                                    |
|   | -----                                  |
| TOTAL OPERATING COSTS AND EXPENSES                                      | 7,221                                  |
|   | -----                                  |
| OPERATING INCOME  | 2,358                                  |
| OTHER INCOME AND (EXPENSE):   |  |
| Interest expense, net   | (1,439)                                |
| Other income (expense)  | (3)                                    |
| Nonrecurring severance and transaction costs                            | (178)                                  |
| Loss on sale of Power Direct  | (31)                                   |
|   | -----                                  |
| INCOME BEFORE INCOME TAXES, MINORITY INTEREST<br>AND EXTRAORDINARY ITEM | 707                                    |
| Income tax provision  | 97                                     |
|   | -----                                  |
| INCOME BEFORE EXTRAORDINARY ITEM  | 611                                    |
| Extraordinary item  | 4                                      |
|   | -----                                  |
| NET INCOME  | \$ 607                                 |
|   | =====                                  |

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THE AES CORPORATION  
 GAAP BASIS CONSOLIDATED BALANCE SHEET (INCLUDES CILCORP AND IPALCO)  
 JUNE 30, 2001  
 (Unaudited)  
 (\$ in millions)  
 ASSETS

|   |           |
|---|-----------|
| CURRENT ASSETS                              |           |
| Cash and cash equivalents                   | \$ 1,190  |
| Short-term investments                      | 427       |
| Accounts receivable, net                    | 1,569     |
| Inventory                                   | 542       |
| Receivable from affiliates                  | 18        |
| Prepaid expenses and other current assets   | 679       |
|   | -----     |
| TOTAL CURRENT ASSETS                        | 4,425     |
| PROPERTY, PLANT AND EQUIPMENT               |           |
| Land  | 594       |
| Electric generation and distribution assets | 20,074    |
| Accumulated depreciation and amortization   | (2,990)   |
| Construction in progress                    | 3,942     |
|   | -----     |
| PROPERTY, PLANT AND EQUIPMENT, NET          | 21,620    |
| OTHER ASSETS                                |           |
| Deferred financing costs, net               | 446       |
| Project development costs                   | 106       |
| Investments in and advances to affiliates   | 3,337     |
| Debt service reserves and other deposits    | 441       |
| Excess of cost net assets acquired, net     | 2,920     |
| Other assets                                | 2,234     |
|   | -----     |
| TOTAL OTHER ASSETS                          | 9,484     |
| TOTAL                                       | \$ 35,529 |
|   | =====     |

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LIABILITIES & STOCKHOLDERS' EQUITY

|                               |        |
|-------------------------------|--------|
| CURRENT LIABILITIES           |        |
| Accounts payable              | \$ 769 |
| Accrued interest              | 517    |
| Accrued and other liabilities | 1,483  |

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|  |           |  |
|--|-----------|--|
| Non-recourse debt-current portion  | 2,800     |  |
| TOTAL CURRENT LIABILITIES  | 5,569     |  |
| LONG-TERM LIABILITIES  |           |  |
| Non-recourse debt  | 13,062    |  |
| Recourse debt  | 4,836     |  |
| Deferred incomes taxes   | 2,061     |  |
| Other long-term liabilities  | 1,701     |  |
| TOTAL LONG-TERM LIABILITIES  | 21,660    |  |
| Minority interest  | 1,413     |  |
| Company-obligated Convertible Mandatorily Redeemable Preferred Securities of Subsidiary Trusts Holding Solely Junior Debentures of AES | 1,228     |  |
| STOCKHOLDERS' EQUITY   |           |  |
| Common Stock   | 5         |  |
| Additional paid-in Capital   | 5,201     |  |
| Retained earnings  | 2,754     |  |
| Accumulated other comprehensive loss   | (2,301)   |  |
| TOTAL STOCKHOLDERS' EQUITY   | 5,659     |  |
| TOTAL  | \$ 35,529 |  |

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THE AES CORPORATION  
 PRO RATA CONSOLIDATED BALANCE SHEET (INCLUDES CILCORP AND IPALCO)  
 JUNE 30, 2001  
 (\$ in millions)

### ASSETS

|   |          |  |
|---|----------|--|
| CURRENT ASSETS                              |          |  |
| Cash and cash equivalents                   | \$ 1,270 |  |
| Short-term investments                      | 364      |  |
| Accounts receivable, net                    | 1,712    |  |
| Inventory                                   | 516      |  |
| Receivable from affiliates                  | 18       |  |
| Deferred income taxes                       | 197      |  |
| Prepaid expenses and other current assets   | 649      |  |
| TOTAL CURRENT ASSETS                        | 4,726    |  |
| PROPERTY, PLANT AND EQUIPMENT               |          |  |
| Land  | 705      |  |
| Electric generation and distribution assets | 21,533   |  |
| Accumulated depreciation and amortization   | (3,301)  |  |
| Construction in progress                    | 3,900    |  |
| PROPERTY, PLANT AND EQUIPMENT, NET          | 22,837   |  |

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|   |           |
|---|-----------|
| OTHER ASSETS                              |           |
| Deferred financing costs, net             | 423       |
| Project development costs                 | 110       |
| Investments in and advances to affiliates | 3,671     |
| Debt service reserves and other deposits  | 721       |
| Excess of Cost over Net Assets Acquired   | 2,599     |
| Other assets                              | 2,306     |
|   | -----     |
| TOTAL OTHER ASSETS                        | 9,830     |
| <br>                                      |           |
| TOTAL                                     | \$ 37,393 |
|   | =====     |

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### LIABILITIES & STOCKHOLDERS' EQUITY

|  |           |
|--|-----------|
| CURRENT LIABILITIES                              |           |
| Accounts payable                                 | \$ 845    |
| Accrued interest                                 | 571       |
| Accrued and other liabilities                    | 1,619     |
| Other notes payable - current portion            | 676       |
| Project financing debt - current portion         | 2,137     |
|  | -----     |
| TOTAL CURRENT LIABILITIES                        | 5,848     |
| <br>   |           |
| LONG-TERM LIABILITIES                            |           |
| Recourse Debt-LT                                 | 4,761     |
| Project Financing Debt-LT                        | 12,974    |
| Other notes payable-LT                           | 504       |
| Deferred Tax Liability                           | 2,056     |
| Other long-term liabilities                      | 2,431     |
|  | -----     |
| TOTAL LONG-TERM LIABILITIES                      | 22,726    |
| <br>   |           |
| TECONS   | 1,228     |
| <br>   |           |
| STOCKHOLDERS' EQUITY                             |           |
| Common Stock                                     | 5         |
| Contributed capital / Additional paid in capital | 5,507     |
| Retained earnings                                | 4,641     |
| Accumulated other comprehensive loss             | (2,562)   |
|  | -----     |
| TOTAL STOCKHOLDERS' EQUITY                       | 7,591     |
| <br>   |           |
| TOTAL  | \$ 37,393 |
|  | =====     |

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CILCORP CONSOLIDATED

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INCOME STATEMENT  
TWELVE MONTHS ENDED 6/30/2001  
(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 INCOME TAXES  
INCOME TAXES

NET INCOME (LOSS) FROM CONTINUING OPERATIONS

INCOME (LOSS) FROM OPERATIONS OF DISCONTINUED BUSINESS, NET OF TAXES  
EXTRAORDINARY ITEM

NET INCOME (LOSS) BEFORE MINORITY INTEREST

MINORITY INTEREST

NET INCOME (LOSS)

OTHER COMPREHENSIVE INCOME

COMPREHENSIVE INCOME (LOSS)

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|  | Twelve Months En<br>6/30/2001 |
|--|-------------------------------|
| Operating Revenues:                          |                               |
| Electric                                     | \$ 398,8                      |
| Gas  | 335,3                         |
|  | -----                         |
|  | 734,2                         |
|  | -----                         |
| Operating Expenses:                          |                               |
| Cost of Fuel                                 | 117,1                         |
| Cost of Gas                                  | 246,9                         |
| Purchased Power                              | 49,1                          |
| Other Operation & Maintenance Expenses       | 118,7                         |
| Depreciation and Amortization                | 68,7                          |
| Income Taxes                                 | 26,5                          |
| Other Taxes                                  | 40,4                          |
|  | -----                         |
| Total Operating Expenses                     | 667,9                         |
|  | -----                         |
| Operating Income                             | 66,3                          |
| Other Income and Deductions                  |                               |
| CILCO Owned Life Insurance                   | (1,31)                        |
| Other, Net                                   | 4,5                           |
|  | -----                         |
| Total other income and (deductions)          | 3,2                           |
|  | -----                         |
| Income Before Interest Expenses              | 69,6                          |
| Interest Expenses:                           |                               |
| Interest on Long-Term Debt                   | 17,3                          |
| Cost of Borrowed Funds Capitalized           | (37)                          |
| Other  | 7,6                           |
|  | -----                         |
| Total interest expense                       | 24,5                          |
|  | -----                         |
| Net (loss) Income Before Preferred Dividends | 45,0                          |
|  | -----                         |
| Preferred Stock Dividends                    | 2,1                           |
|  | -----                         |
| Net Inc Available for Common Stock           | \$ 42,9                       |
|  | -----                         |
|  | -----                         |



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2001

ASSETS

Current assets:

|   |           |
|---|-----------|
| Cash and temporary cash investments               | \$ 11,046 |
| Receivables, less reserves of \$1,151 and \$1,343 | 88,753    |
| Accrued unbilled revenue                          | 27,017    |
| Fuel, at average cost                             | 16,166    |
| Materials and supplies, at average cost           | 18,567    |
| Gas in underground storage, at average cost       | 20,439    |
| FAC/PGA underrecoveries                           | 870       |
| Prepayments and other                             | 9,029     |

|                      |         |
|----------------------|---------|
| Total current assets | 191,887 |
|----------------------|---------|

Investments and other property:

|                                |         |
|--------------------------------|---------|
| Investment in leveraged leases | 136,261 |
| Other investments              | 20,150  |

|                                      |         |
|--------------------------------------|---------|
| Total investments and other property | 156,411 |
|--------------------------------------|---------|

Property, plant and equipment:

|                                 |         |
|---------------------------------|---------|
| Utility plant, at original cost |         |
| Electric                        | 703,065 |
| Gas                             | 221,063 |

924,128

|   |        |
|---|--------|
| Less - accumulated provision for depreciation | 97,273 |
|---|--------|

826,855

|                               |        |
|-------------------------------|--------|
| Construction work in progress | 40,137 |
| Other, net of depreciation    | 79     |

|                                     |         |
|-------------------------------------|---------|
| Total property, plant and equipment | 867,071 |
|-------------------------------------|---------|

Other assets:

|  |         |
|--|---------|
| Goodwill, net of accumulated amortization of \$26,087 and \$18,422 | 586,877 |
| Other  | 68,495  |

|                    |         |
|--------------------|---------|
| Total other assets | 655,372 |
|--------------------|---------|

|              |             |
|--------------|-------------|
| Total assets | \$1,870,741 |
|--------------|-------------|

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

June 30,  
2001

LIABILITIES AND STOCKHOLDER'S EQUITY

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|  |             |
|--|-------------|
| Current liabilities:   |             |
| Current portion of long-term debt  | \$ 18,900   |
| Notes payable  | 111,434     |
| Accounts payable   | 66,001      |
| Accrued taxes  | 19,476      |
| Accrued interest   | 17,386      |
| FAC/PGA overrecoveries   | 1,841       |
| Other  | 17,064      |
|  | -----       |
| Total current liabilities  | 252,102     |
|  | -----       |
| Long-term debt   | 719,106     |
|  | -----       |
| Deferred credits and other liabilities:  |             |
| Deferred income taxes  | 188,386     |
| Regulatory liability of regulated subsidiary                                       | 43,147      |
| Deferred investment tax credits  | 15,356      |
| Freeman contract liability   | 83,524      |
| Other  | 79,231      |
|  | -----       |
| Total deferred credits and other liabilities                                       | 409,644     |
|  | -----       |
| 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 -<br>outstanding 1,000 shares | --          |
| Additional paid-in capital   | 468,833     |
| Retained earnings (deficit)  | (12,745)    |
| Accumulated other comprehensive income (loss)                                      | (7,319)     |
|  | -----       |
| Total stockholder's equity   | 448,769     |
|  | -----       |
| Total liabilities and stockholder's equity   | \$1,870,741 |
|  | =====       |

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

June 30,  
2001

ASSETS

Utility plant, at original cost:

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|   |             |
|---|-------------|
| Electric  | \$1,312,960 |
| Gas   | 444,429     |
|   | -----       |
|   | 1,757,389   |
| Less - accumulated provision for depreciation   | 956,526     |
|   | -----       |
|   | 800,863     |
| Construction work in progress   | 40,137      |
|   | -----       |
| Total utility plant   | 841,000     |
|   | -----       |
| Other property and investments:   |             |
| Cash surrender value of company-owned life insurance (net of related policy loans of \$63,483 and \$59,292) | 3,098       |
| Other   | 1,130       |
|   | -----       |
| Total other property and investments  | 4,228       |
|   | -----       |
| Current assets:   |             |
| Cash and temporary cash investments   | 5,616       |
| Receivables, less reserves of \$1,151 and \$1,343   | 76,835      |
| Accrued unbilled revenue  | 24,857      |
| Fuel, at average cost   | 16,166      |
| Materials and supplies, at average cost   | 15,822      |
| Gas in underground storage, at average cost   | 20,439      |
| Prepaid taxes   | 6,171       |
| FAC/PGA underrecoveries   | 870         |
| Other   | 8,987       |
|   | -----       |
| Total current assets  | 175,763     |
|   | -----       |
| Deferred debits:  |             |
| Unamortized loss on reacquired debt   | 2,570       |
| Unamortized debt expense  | 1,366       |
| Prepaid pension cost  | 229         |
| Other   | 39,844      |
|   | -----       |
| Total deferred debits   | 44,009      |
|   | -----       |
| Total assets  | \$1,065,000 |
|   | =====       |

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

June 30,  
 2001

CAPITALIZATION AND LIABILITIES

Capitalization:

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|  |             |
|--|-------------|
| Common stockholder's equity:   |             |
| Common stock, no par value; authorized 20,000,000 shares;<br>outstanding 13,563,871 shares | \$ 185,661  |
| Additional paid-in capital   | 27,000      |
| Retained earnings  | 129,190     |
| Accumulated other comprehensive income (loss)  | (7,844)     |
|  | -----       |
| Total common stockholder's equity  | 334,007     |
| Preferred stock without mandatory redemption   | 19,120      |
| Preferred stock with mandatory redemption  | 22,000      |
| Long-term debt   | 244,107     |
|  | -----       |
| Total capitalization   | 619,234     |
|  | -----       |
| Current liabilities:   |             |
| Current maturities of long-term debt   | 1,400       |
| Notes payable  | 80,434      |
| Accounts payable   | 55,686      |
| Accrued taxes  | 24,351      |
| Accrued interest   | 7,985       |
| FAC/PGA overrecoveries   | 1,841       |
| Other  | 16,992      |
|  | -----       |
| Total current liabilities  | 188,689     |
|  | -----       |
| Deferred credits and other liabilities:  |             |
| Deferred income taxes  | 114,004     |
| Regulatory liability   | 43,146      |
| Deferred investment tax credit   | 15,356      |
| Capital lease obligation   | 315         |
| Other  | 84,256      |
|  | -----       |
| Total deferred credits and other liabilities   | 257,077     |
|  | -----       |
| Total capitalization and liabilities   | \$1,065,000 |
|  | =====       |

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

CILCO/CILCORP CONTRIBUTIONS TO  
AES/CILCORP CONSOLIDATED HOLDING COMPANY  
(GAAP BASIS)  
(\$MM)

|                        |       |                 |       |       |
|------------------------|-------|-----------------|-------|-------|
|                        | ----- | 12 MOS. 6/30/00 | ----- | 12 MO |
| GROSS REVENUES %-CILCO |       | 11.42%          |       |       |
| CILCO                  |       | 589             |       |       |
| AES                    |       | 4,989           |       |       |
| AES/CILCORP            |       | 5,159           |       |       |
|                        |       | -----           |       |       |

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|                                  |        |
|----------------------------------|--------|
| GROSS REVENUES %-CILCORP         | 11.76% |
| CILCORP (Including CILCO)        | 607    |
| AES                              | 4,989  |
| AES/CILCORP                      | 5,159  |
| -----                            |        |
| NET OPERATING REVENUES %-CILCO   | 9.65%  |
| CILCO                            | 401    |
| AES                              | 4,088  |
| AES/CILCORP                      | 4,154  |
| -----                            |        |
| NET OPERATING REVENUES %-CILCORP | 9.87%  |
| CILCORP (Including CILCO)        | 410    |
| AES                              | 4,088  |
| AES/CILCORP                      | 4,154  |
| -----                            |        |
| OPERATING INCOME %-CILCO         | 5.07%  |
| CILCO                            | 61     |
| AES                              | 1,214  |
| AES/CILCORP                      | 1,203  |
| -----                            |        |
| OPERATING INCOME %-CILCORP       | 3.91%  |
| CILCORP (Including CILCO)        | 47     |
| AES                              | 1,214  |
| AES/CILCORP                      | 1,203  |
| -----                            |        |
| NET INCOME %-CILCO               | 5%     |
| CILCO                            | 22     |
| AES                              | 455    |
| AES/CILCORP                      | 440    |
| -----                            |        |
| NET INCOME %-CILCORP             | -2.5%  |
| CILCORP (Including CILCO)        | (11)   |
| AES                              | 455    |
| AES/CILCORP                      | 440    |
| -----                            |        |
| NET ASSETS %-CILCO               | 3.56%  |
| CILCO                            | 1,032  |
| AES                              | 29,020 |
| AES/CILCORP                      | 29,020 |
| -----                            |        |
| NET ASSETS %-CILCORP             | 6.22%  |
| CILCORP (Including CILCO)        | 1,804  |
| AES                              | 29,020 |
| AES/CILCORP                      | 29,020 |
| -----                            |        |

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

-----  
12 MOS. 6/30/00  
-----

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|                                  |        |
|----------------------------------|--------|
| GROSS REVENUES %-CILCO           | 8.42%  |
| CILCO                            | 589    |
| AES                              | 6,822  |
| AES/CILCORP                      | 6,992  |
| -----                            |        |
| GROSS REVENUES %-CILCORP         | 8.68%  |
| CILCORP (Including CILCO)        | 607    |
| AES                              | 6,822  |
| AES/CILCORP                      | 6,992  |
| -----                            |        |
| NET OPERATING REVENUES %-CILCO   | 5.82%  |
| CILCO                            | 401    |
| AES                              | 5,857  |
| AES/CILCORP                      | 6,888  |
| -----                            |        |
| NET OPERATING REVENUES %-CILCORP | 5.95%  |
| CILCORP (Including CILCO)        | 410    |
| AES                              | 5,857  |
| AES/CILCORP                      | 6,888  |
| -----                            |        |
| OPERATING INCOME %-CILCO         | 3.54%  |
| CILCO                            | 61     |
| AES                              | 1,731  |
| AES/CILCORP                      | 1,721  |
| -----                            |        |
| OPERATING INCOME %-CILCORP       | 2.73%  |
| CILCORP (Including CILCO)        | 47     |
| AES                              | 1,731  |
| AES/CILCORP                      | 1,721  |
| -----                            |        |
| NET INCOME %-CILCO               | 5%     |
| CILCO                            | 22     |
| AES                              | 455    |
| AES/CILCORP                      | 440    |
| -----                            |        |
| NET INCOME %-CILCORP             | -2.5%  |
| CILCORP (Including CILCO)        | (11)   |
| AES                              | 455    |
| AES/CILCORP                      | 440    |
| -----                            |        |
| NET ASSETS %-CILCO               | 3%     |
| CILCO                            | 1,032  |
| AES                              | 34,182 |
| AES/CILCORP                      | 34,182 |
| -----                            |        |
| NET ASSETS %-CILCORP             | 5.27%  |
| CILCORP (Including CILCO)        | 1,804  |
| AES                              | 34,182 |
| AES/CILCORP                      | 34,182 |
| -----                            |        |

ITEM (3) PER EXEMPTION ORDER - GENERATION INFORMATION:

AES Generating Plants in Operation at June 30, 2001 (excluding CILCORP and

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IPALCO) :

| UNIT                           | COUNTRY | CAPACITY<br>(MW) | AES<br>INTEREST<br>(%) | AES<br>EQUITY<br>(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 - Woodland   | USA     | 25               | 100%                   | 25                    |
| DOMESTIC SUBTOTAL:             |         | 6,526            |                        | 6,521                 |

| UNIT                    | COUNTRY   | CAPACITY<br>(MW) | AES<br>INTEREST<br>(%) | AES<br>EQUITY<br>(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                    |
| AES Panama              | Panama    | 42               | 49%                    | 21                    |

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|                            |        |    |     |    |
|----------------------------|--------|----|-----|----|
| AES Chiriqui - La Estrella | Panama | 42 | 49% | 21 |
| AES Chiriqui - Los Valles  | Panama | 48 | 49% | 24 |

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|                                    |             |       |       |       |
|------------------------------------|-------------|-------|-------|-------|
| 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 (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   | 99%   | 748   |
| AES Chivor (Gener)                 | Columbia    | 1,000 | 96%   | 960   |
| AES Electrica de Santiago (Gener)  | Chile       | 379   | 74%   | 280   |

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|                                      |            |     |     |     |
|--------------------------------------|------------|-----|-----|-----|
| AES Energia Verde (Gener - 2 plants) | Chile      | 17  | 99% | 17  |
| AES Guacolda (Gener)                 | Chile      | 304 | 49% | 149 |
| AES Norgener (Gener - 2 plants)      | Chile      | 276 | 99% | 273 |
| Itabo (Gener - 7 plants)             | Dom. Rep.  | 587 | 24% | 141 |
| AES Thermo Ecotek - ECS              | Czech Rep. | 50  | 83  | 42  |
| AES Thermo Ecotek - Premnitz         | Germany    | 58  | 65  | 38  |



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|   |        |        |
|---|--------|--------|
| FOREIGN SUBTOTAL:                               | 39,425 | 28,421 |
| TOTAL - June 30, 2001                           | 45,951 | 34,942 |
| Foreign Generation as a<br>Percentage of Total: | 86%    | 81%    |

CILCORP Generating Plants at June 30, 2001:

| UNIT                   | COUNTRY | CAPACITY<br>(MW) | AES<br>INTEREST<br>(%) | AES<br>EQUITY<br>(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 - June 30, 2001  |         | 1,172            |                        | 1,172                 |

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

|                             |       |      |
|-----------------------------|-------|------|
| CILCORP                     | 160   | 4%   |
| AES (excluding CILCORP) (1) | 3,780 | 96%  |
|                             | ----- | ---  |
| Total                       | 3,940 | 100% |

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 and a 172 MW increase in the amount of generation capacity owned by AES (excluding CILCORP and IPALCO) from 34,770 to 34,942 MW since March 31, 2001. There has been a 6% increase in the total revenues earned from the capacity owned by AES and CILCORP in the twelve-month period ended June 30, 2001 compared with the twelve-month period ended March 31, 2001.

-----  
(1) Includes revenues from electric generating capacity owned by IPALCO.

The percentage of total revenues derived from the generation capacity owned by CILCORP has remained the same at 4%.

The physical location of the MW capacity added by AES since March 31, 2001 is in the United States, the Czech Republic and Germany.

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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 June 30, 2001 (millions of dollars):

|                                   |       |
|-----------------------------------|-------|
| CILCORP                           | 763   |
| Total AES (excluding CILCORP) (2) | 6,012 |
|                                   | ----- |
| Total                             | 6,775 |

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

|                             |       |
|-----------------------------|-------|
| CILCORP                     | 575   |
| AES (excluding CILCORP) (3) | 5,064 |
|                             | ----- |
| Total                       | 5,639 |

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 and CILCORP has increased since March 31, 2001. CILCORP's transmission and distribution assets have decreased while the revenues derived from such assets have increased since March 31, 2001. AES' transmission and distribution assets have increased and the revenues derived from such assets have increased since March 31, 2001. CILCORP's percentage of the total transmission and distribution assets has decreased from 12% to 11% and CILCORP's percentage of the total revenues from such assets has decreased from 12% to 10% for the twelve-month period ending June 30, 2001 compared to the twelve-month period ending March 31, 2001.

### ITEM (5) PER EXEMPTION ORDER:

CILCO has not sold or transferred any electric and/or gas utility assets to any affiliate company of the AES consolidated holding company system during the second quarter of 2001.

- 
- (2) Includes transmission and distribution assets owned by IPALCO.
  - (3) Includes revenues from transmission and distribution assets owned by IPALCO.

### ITEM (6) PER EXEMPTION ORDER:

During the second quarter of 2001, no application has been made to nor has any

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order been received from the Illinois Commerce Commission that involves AES' ownership position or AES' oversight over the operations of CILCO or CILCORP.

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 August, 2001 by the undersigned thereunto duly authorized.

The AES Corporation

By: /s/ WILLIAM R. LURASCHI

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William R. Luraschi  
Vice President and Secretary