

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

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 MONTHS ENDED 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 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 MONTHS ENDED 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 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
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
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
TECONS	1,228
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
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 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
	----- 667,9 -----
Total Operating Expenses	667,9
Operating Income	66,3
Other Income and Deductions	
CILCO Owned Life Insurance	(1,31)
Other, Net	4,5
	----- 3,2 -----
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
	----- 24,5 -----
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
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Investments and other property:

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

Total investments and other property	156,411
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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
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Other assets:

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

Total other assets	655,372
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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 - 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; 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 (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 - Woodland	USA	25	100%	25
DOMESTIC SUBTOTAL:		6,526		6,521

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
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 Percentage of Total:	86%	81%

CILCORP Generating Plants at June 30, 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 - 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.

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- (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

William R. Luraschi
Vice President and Secretary