

Edgar Filing: AES CORPORATION - Form 35-CERT

AES CORPORATION
Form 35-CERT
November 29, 2001

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

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

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 September 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
Hugh E. Hilliard

Dewey Ballantine LLP
1775 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

Dated: November 29, 2001

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

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

1) Statement of Income of The AES Corporation for the 12 months ended

Edgar Filing: AES CORPORATION - Form 35-CERT

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

2

THE AES CORPORATION

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

(\$ in millions, except per share amounts)

REVENUES:

Sales and services

OPERATING COSTS AND EXPENSES:

Cost of sales and services

Selling, general and administrative expenses

TOTAL OPERATING COSTS AND EXPENSES

OPERATING INCOME

OTHER INCOME AND (EXPENSE):

Interest expense, net

Equity in earnings of affiliates
(before income tax)

Other income (expense)

Nonrecurring severance and transaction costs

Loss on sale of Power Direct

Edgar Filing: AES CORPORATION - Form 35-CERT

INCOME BEFORE INCOME TAXES, MINORITY INTEREST AND EXTRAORDINARY ITEM

Income tax provision

Minority interest

INCOME BEFORE EXTRAORDINARY ITEM

Extraordinary Item

NET INCOME

3

THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS
(INCLUDES CILCORP AND IPALCO)

FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, 2001 - PRO RATA BASIS

(\$ in millions, except per share amounts)

REVENUES:

Sales and services

OPERATING COSTS AND EXPENSES:

Cost of sales and services

Selling, general and administrative expenses

TOTAL OPERATING COSTS AND EXPENSES

OPERATING INCOME

OTHER INCOME AND (EXPENSE):

Interest expense, net

Other income (expense)

Nonrecurring severance and transaction costs

Loss on sale of Power Direct

INCOME BEFORE INCOME TAXES, MINORITY INTEREST AND EXTRAORDINARY ITEM

Income tax provision

Edgar Filing: AES CORPORATION - Form 35-CERT

INCOME BEFORE EXTRAORDINARY ITEM

Extraordinary item

NET INCOME

4

THE AES CORPORATION

GAAP BASIS CONSOLIDATED BALANCE SHEET
(INCLUDES CILCORP AND IPALCO)

SEPTEMBER 30, 2001
(UNAUDITED)
(\$ in millions)
ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$ 1,297
Short-term investments	294
Accounts receivable, net	1,586
Inventory	589
Receivable from affiliates	17
Prepaid expenses and other current assets	572

TOTAL CURRENT ASSETS	4,355

PROPERTY, PLANT AND EQUIPMENT

Land	609
Electric generation and distribution assets	20,661
Accumulated depreciation and amortization	(3,125)
Construction in progress	4,747

PROPERTY, PLANT AND EQUIPMENT, NET	22,892

OTHER ASSETS

Deferred financing costs, net	447
Project development costs	80
Investments in and advances to affiliates	3,005
Debt service reserves and other deposits	408
Excess of cost net assets acquired, net	2,834
Other assets	2,360

TOTAL OTHER ASSETS	9,134

TOTAL	\$ 36,381
	=====

Edgar Filing: AES CORPORATION - Form 35-CERT

5

LIABILITIES & STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable	\$ 771
Accrued interest	505
Accrued and other liabilities	1,624
Non-recourse debt - current portion	2,466

TOTAL CURRENT LIABILITIES	----- 5,366
---------------------------	----------------

LONG-TERM LIABILITIES

Non-recourse debt	14,291
Recourse debt	5,396
Deferred incomes taxes	2,105
Other long-term liabilities	1,757

TOTAL LONG-TERM LIABILITIES	----- 23,549
-----------------------------	-----------------

Minority interest	1,110
-------------------	-------

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	5,207
Retained earnings	2,757
Accumulated other comprehensive loss	(2,841)

TOTAL STOCKHOLDERS' EQUITY	----- 5,128
----------------------------	----------------

TOTAL	\$ 36,381 =====
-------	--------------------

6

THE AES CORPORATION

PRO RATA CONSOLIDATED BALANCE SHEET
(INCLUDES CILCORP AND IPALCO)

SEPTEMBER 30, 2001
(\$ in millions)

ASSETS

CURRENT ASSETS

Edgar Filing: AES CORPORATION - Form 35-CERT

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

TOTAL CURRENT ASSETS		4,672
PROPERTY, PLANT AND EQUIPMENT		
Land		715
Electric generation and distribution assets		22,029
Accumulated depreciation and amortization		(3,458)
Construction in progress		4,672

PROPERTY, PLANT AND EQUIPMENT, NET		23,958
OTHER ASSETS		
Deferred financing costs, net		424
Project development costs		84
Investments in and advances to affiliates		3,336
Debt service reserves and other deposits		688
Excess of Cost over Net Assets Acquired		2,566
Other assets		2,407

TOTAL OTHER ASSETS		9,505
TOTAL	\$	38,135
		=====

7

LIABILITIES & STOCKHOLDERS' EQUITY

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

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

TOTAL LONG-TERM LIABILITIES		24,578
TECONS		1,228
STOCKHOLDERS' EQUITY		

Edgar Filing: AES CORPORATION - Form 35-CERT

Common Stock	5
Contributed capital / Additional paid in capital	5,845
Retained earnings	3,650
Accumulated other comprehensive loss	(2,841)

TOTAL STOCKHOLDERS' EQUITY	6,659
TOTAL	\$ 38,135
	=====

8

CILCORP CONSOLIDATED
 INCOME STATEMENT
 TWELVE MONTHS ENDED 9/30/2001
 (UNAUDITED)

REVENUE:

CILCO ELECTRIC
 CILCO GAS
 CILCO OTHER
 OTHER BUSINESSES

TOTAL

OPERATING EXPENSES:

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

TOTAL

FIXED CHARGES AND OTHER:

INTEREST EXPENSE
 PREFERRED STOCK DIVIDENDS OF SUBSIDIARY
 ALLOWANCE FOR FUNDS USED DURING CONSTRUCTION
 OTHER

TOTAL

INCOME FROM CONTINUING OPERATIONS BEFORE

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

Edgar Filing: AES CORPORATION - Form 35-CERT

MINORITY INTEREST

NET INCOME (LOSS)

OTHER COMPREHENSIVE INCOME

COMPREHENSIVE INCOME (LOSS)

 =====

9

CENTRAL ILLINOIS LIGHT COMPANY
 CONSOLIDATED STATEMENT OF INCOME
 (unaudited)

Twelve Months Ended
 9/30/2001

Operating Revenues:

Electric	\$ 394,181
Gas	330,995

	725,176

Operating Expenses:

Cost of Fuel	139,771
Cost of Gas	242,912
Purchased Power	40,506
Other Operation & Maintenance Expenses	119,667
Depreciation and Amortization	68,184
Income Taxes	19,791
Other Taxes	40,016

Total Operating Expenses	670,847

Operating Income	54,329
------------------	--------

Other Income and Deductions

CILCO Owned Life Insurance	(1,404)
Other, Net	7,888

Total other income and (deductions)	6,484

Income Before Interest Expenses	60,813
---------------------------------	--------

Interest Expenses:

Interest on Long-Term Debt	17,627
Cost of Borrowed Funds Capitalized	(253)
Other	6,915

Edgar Filing: AES CORPORATION - Form 35-CERT

Total interest expense	24,289
Net (loss) Income Before Preferred Dividends	36,524
Preferred Stock Dividends	2,159
Net Inc Available for Common Stock	\$ 34,365

10

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

September 30, 2001

ASSETS

Current assets:

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

Total current assets 174,679

Investments and other property:

Investment in leveraged leases	135,889
Other investments	19,649

Total investments and other property 155,538

Property, plant and equipment:

Utility plant, at original cost	
Electric	712,100
Gas	225,299

937,399

Less - accumulated provision for depreciation 113,881

Edgar Filing: AES CORPORATION - Form 35-CERT

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

Total property, plant and equipment	863,707

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

Total other assets	663,974

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

11

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

September 30, 2001

LIABILITIES AND STOCKHOLDER'S EQUITY

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

Total current liabilities	238,539

Long-term debt	717,718

Deferred credits and other liabilities:	
Deferred income taxes	195,369
Regulatory liability of regulated subsidiary	57,985
Deferred investment tax credits	14,955
Provision for out-of-market contract	62,000
Other	79,938

Total deferred credits and other liabilities	410,247

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

Edgar Filing: AES CORPORATION - Form 35-CERT

Total preferred stock of subsidiary	----- 41,120 -----
Stockholder's equity:	
Common stock, no par value; authorized 10,000 shares - outstanding 1,000 shares	----- -- -----
Additional paid-in capital	468,833
Retained earnings (deficit)	(5,412)
Accumulated other comprehensive income (loss)	(13,147)

Total stockholder's equity	450,274 -----
Total liabilities and stockholder's equity	\$1,857,898 =====

12

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

September 30, 2001

ASSETS

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

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

	797,881
Construction work in progress	40,142

Total utility plant	838,023 -----
Other property and investments:	
Cash surrender value of company-owned life insurance (net of related policy loans of \$65,207 and \$59,292)	3,128
Other	1,133

Total other property and investments	4,261 -----
Current assets:	
Cash and temporary cash investments	8,091
Receivables, less reserves of \$1,221 and \$1,343	68,350
Accrued unbilled revenue	17,529
Fuel, at average cost	14,933

Edgar Filing: AES CORPORATION - Form 35-CERT

Materials and supplies, at average cost	16,687
Gas in underground storage, at average cost	31,405
Prepaid taxes	4,851
FAC/PGA underrecoveries	2,284
Other	5,916

Total current assets	170,046

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

Total deferred debits	57,836

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

13

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

September 30, 2001

CAPITALIZATION AND LIABILITIES

Capitalization:

Common stockholder's equity:

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

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

Total capitalization	616,615

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

Edgar Filing: AES CORPORATION - Form 35-CERT

Other	27,112

Total current liabilities	187,339

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

Total deferred credits and other liabilities	266,212

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

14

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. 9/30/00	12 MOS. 9/30/01
GROSS REVENUES %-CILCO	10.29%	8.87%
CILCO	609	81
AES	5,903	8,29
AES/CILCORP	5,916	9,16
GROSS REVENUES %-CILCORP	10.67%	9.51%
CILCORP (Including CILCO)	631	87
AES	5,903	8,29
AES/CILCORP	5,916	9,16
NET OPERATING REVENUES %-CILCO	9.04%	6.06%
CILCO	393	42
AES	4,416	6,59
AES/CILCORP	4,347	7,06
NET OPERATING REVENUES %-CILCORP	9.25%	6.70%
CILCORP (Including CILCO)	402	47
AES	4,416	6,59
AES/CILCORP	4,347	7,06
OPERATING INCOME %-CILCO	5.92%	4.02%
CILCO	84	8
AES	1,421	1,98
AES/CILCORP	1,419	2,06

Edgar Filing: AES CORPORATION - Form 35-CERT

OPERATING INCOME %-CILCORP	5.00%	5.18
CILCORP (Including CILCO)	71	10
AES	1,421	1,98
AES/CILCORP	1,419	2,06
NET INCOME %-CILCO	6.99%	7.62
CILCO	36	3
AES	532	43
AES/CILCORP	515	44
NET INCOME %-CILCORP	-0.78%	2.69
CILCORP (Including CILCO)	(4)	1
AES	532	43
AES/CILCORP	515	44
NET ASSETS %-CILCO	3.56%	2.94
CILCO	1,049	1,07
AES	29,470	34,52
AES/CILCORP	29,470	36,38
NET ASSETS %-CILCORP	6.49%	5.11
CILCORP (Including CILCO)	1,912	1,85
AES	29,470	34,52
AES/CILCORP	29,470	36,38

15

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

	12 MOS. 9/30/00	12 MOS. 9/30/00
GROSS REVENUES %-CILCO	7.66%	7.92
CILCO	609	81
AES	7,935	9,38
AES/CILCORP	7,948	10,26
GROSS REVENUES %-CILCORP	7.94%	8.50
CILCORP (Including CILCO)	631	87
AES	7,935	9,38
AES/CILCORP	7,948	10,26
NET OPERATING REVENUES %-CILCO	6.14%	5.16
CILCO	393	42
AES	6,468	7,81
AES/CILCORP	6,398	8,29
NET OPERATING REVENUES %-CILCORP	6.28%	5.70
CILCORP (Including CILCO)	402	47

Edgar Filing: AES CORPORATION - Form 35-CERT

AES	6,468	7,81
AES/CILCORP	6,398	8,29

OPERATING INCOME %-CILCO	4.30%	3.42
CILCO	84	8
AES	1,968	2,32
AES/CILCORP	1,953	2,42

OPERATING INCOME %-CILCORP	3.63%	4.41
CILCORP (Including CILCO)	71	10
AES	1,968	2,32
AES/CILCORP	1,953	2,42

NET INCOME %-CILCO	6.99%	7.62
CILCO	36	3
AES	532	43
AES/CILCORP	515	44

NET INCOME %-CILCORP	-0.78%	2.69
CILCORP (Including CILCO)	(4)	1
AES	532	43
AES/CILCORP	515	44

NET ASSETS %-CILCO	2.98%	2.81
CILCO	1,049	1,07
AES	35,176	36,27
AES/CILCORP	35,176	38,13

NET ASSETS %-CILCORP	5.44%	4.87
CILCORP (Including CILCO)	1,912	1,85
AES	35,176	36,27
AES/CILCORP	35,176	38,13

16

ITEM (3) PER EXEMPTION ORDER - GENERATION INFORMATION:

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

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	RE
-----	-----	----	---	----	
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	

Edgar Filing: AES CORPORATION - Form 35-CERT

AES Greenidge	USA	161	100	161
AES Westover	USA	126	100	126
AES Alamitos	USA	2,083	100	2,083
AES Redondo Beach	USA	1,310	100	1,310
AES Huntington Beach	USA	563	100	563
AES Thermo Ecotek - Hemphill	USA	14	67	9
AES Thermo Ecotek - Whitefield	USA	14	100	14
AES Thermo Ecotek - Mendota	USA	25	100	25
AES Delano	USA	50	100	50
AES Riverside	USA	154	100	154
AES Mountainview	USA	126	100	126
DOMESTIC SUBTOTAL:		6,856		6,851

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	RE
	-----	----	---	----	
AES Kingston	Canada	110	50	55	
AES San Nicholas	Argentina	650	88	572	
AES Cabra Corral	Argentina	102	98	100	
AES El Tunal	Argentina	10	98	10	
AES Sarmiento	Argentina	33	98	32	
AES Ullum	Argentina	45	98	44	
AES Quebrada de Ullum	Argentina	45	100	45	
AES Alicura	Argentina	1,000	100	1,000	
Fontes Nova - Light	Brazil	144	21	30	
Ilha dos Pombos - Light	Brazil	164	21	34	
Nilo Pecanha - Light	Brazil	380	21	80	
Pereira Passos - Light	Brazil	100	21	21	
CEMIG - Miranda	Brazil	390	9	35	
CEMIG - Igarapava	Brazil	210	1	2	
CEMIG (35 plants)	Brazil	5,068	9	441	
AES Bayano	Panama	150	49	74	

17

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	RE
	-----	----	---	----	
AES Panama	Panama	42	49	21	
AES Chiriqui - La Estrella	Panama	42	49	21	
AES Chiriqui - Los Valles	Panama	48	49	24	
AES Los Mina	Dom. Rep.	210	100	210	
AES Yarra	Australia	510	100	510	
AES Jeeralang	Australia	449	100	449	
AES Mt. Stuart	Australia	288	100	288	
AES Xiangci - Cili	China	26	51	13	
Wuhu Grassy Lake	China	250	25	63	
Yangchun	China	15	25	4	
Chengdu Lotus City	China	48	35	17	
AES Jiaozuo	China	250	70	175	

Edgar Filing: AES CORPORATION - Form 35-CERT

AES Hefei	China	76	70	53
AES Hefei II	China	39	70	27
AES Chongqing Nanchuan	China	50	70	35
Yangcheng	China	350	25	88
AES Ekibastuz	Kazakhstan	4,000	100	4,000
AES Ust-Kamenogorsk GES	Kazakhstan	331	100	331
AES Shulbinsk GES	Kazakhstan	702	100	702
AES Ust-Kamenogorsk TETS	Kazakhstan	1,464	100	1,464
AES Leninogorsk TETS	Kazakhstan	418	100	418
AES Sogrinsk TETS	Kazakhstan	349	100	349
AES Semipalatinsk TETS	Kazakhstan	840	100	840
AES Ust-Kamenogorsk Heat Nets	Kazakhstan	310	Mgmt.	0
OPGC	India	420	49	206
AES Lal Pir	Pakistan	351	90	316
AES PakGen	Pakistan	344	90	310
AES Borsod	Hungary	171	100	171
AES Tisza II	Hungary	860	100	860
AES Tiszapalkonya	Hungary	250	100	250
AES Elsta	Netherlands	405	50	203
Medway	U.K.	688	25	172
AES Indian Queens	U.K.	140	100	140
AES Kilroot	U.K.	520	97	504
AES Belfast West	U.K.	120	97	116
AES Barry	U.K.	230	100	230
AES Drax	U.K.	4,065	100	4,065
AES Fifoots Point	U.K.	360	100	360
AES Uruguaiana	Brazil	600	100	600
AES Tiete (10 plants)	Brazil	2,650	53	1,405
EDC (4 plants)	Venezuela	2,265	87	1,971
AES Merida III	Mexico	484	55	266
AES Mtkvari	Georgia	600	100	600
AES Khrami I	Georgia	113	100	113
AES Khrami II	Georgia	110	100	110
AES Ottana	Italy	140	100	140
AES Mamonal	Columbia	90	62	56
AES Centrogener (Gener - 8 plants)	Chile	756	99	748

18

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	RE
	-----	----	---	----	
AES Chivor (Gener)	Columbia	1,000	96	960	
AES Electrica de Santiago (Gener)	Chile	379	74	280	
AES Energia Verde (Gener - 2 plants)	Chile	17	99	17	
AES Guacolda (Gener)	Chile	304	49	149	
AES Norgener (Gener - 2 plants)	Chile	277	99	274	
Itabo (Gener - 7 plants)	Dom. Rep.	587	24	141	
AES Bohemia	Czech Rep.	50	83	42	
AES Premnitz	Germany	58	65	38	
AES SONEL	Cameroon	800	56	560	
Central Dique	Argentina	68	51	35	

Edgar Filing: AES CORPORATION - Form 35-CERT

FOREIGN SUBTOTAL:	39,980	29,085
TOTAL - September 30, 2001	46,836	35,936
Foreign Generation as a Percentage of Total:	85%	81%

CILCORP Generating Plants at September 30, 2001:

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	RE
	-----	----	---	----	
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 - September 30, 2001		1,172		1,172	

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

CILCORP		158	
AES (excluding CILCORP) (1)		3,999	9
		-----	-----
Total		4,157	10

1 Includes revenues from electric generating capacity owned by IPALCO.

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 994 MW increase in the amount of generation capacity owned by AES (excluding CILCORP and IPALCO) from 34,942 to 35,936 MW since June 30, 2001. There has been a 5.5% increase in the total revenues earned from the capacity owned by AES and CILCORP in the twelve-month period ended September 30, 2001 compared with the twelve-month period ended June 30, 2001. The percentage of total revenues derived from the generation capacity owned by CILCORP has remained the same at 4%.

Edgar Filing: AES CORPORATION - Form 35-CERT

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

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

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

CILCORP	766
Total AES (excluding CILCORP) (2)	5,974

Total	6,740

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

CILCORP	568
AES (excluding CILCORP) (3)	5,536

Total	6,104

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.

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

20

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

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

Edgar Filing: AES CORPORATION - Form 35-CERT

third quarter of 2001.

ITEM (6) PER EXEMPTION ORDER:

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

SIGNATURE

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

The AES Corporation

By: /s/ Erik Luckau

Erik Luckau
Associate General Counsel