

Edgar Filing: AES CORPORATION - Form 35-CERT

AES CORPORATION
Form 35-CERT
March 01, 2002

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 December 31, 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,

Earle H. O'Donnell
Andrew B. Young
Hugh E. Hilliard

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

Dated: March 1, 2002

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

December 31, 2001:

- a) 12 months ended December 31, 2001 GAAP consolidated income statement
 - b) 12 months ended December 31, 2001 pro rata consolidated income statement
- 2) Balance Sheet of The AES Corporation at December 31, 2001
 - a) GAAP Basis Consolidated Balance Sheet
 - b) Pro Rata Consolidated Balance Sheet
 - 3) Statement of Income of CILCORP for the 12 months ended December 31, 2001
 - 4) Statement of Income of CILCO for the 12 months ended December 31, 2001
 - 5) Consolidated Balance Sheet of CILCORP at December 31, 2001
 - 6) Consolidated Balance Sheet of CILCO at December 31, 2001

2

THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS (INCLUDES CILCORP AND IPALCO) FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2001 - GAAP BASIS (UNAUDITED)

	YEAR ENDED 12/31/01

(\$ in millions, except per share amounts)	12/31/01

REVENUES:	
Sales and services	\$ 9,327
OPERATING COSTS AND EXPENSES:	
Cost of sales and services	7,025
Selling, general and administrative expenses	120

TOTAL OPERATING COSTS AND EXPENSES	7,145

OPERATING INCOME	2,182
OTHER INCOME AND (EXPENSE):	
Interest expense, net	(1,465)
Other income	41
Equity in earnings of affiliates (before income tax)	175
Nonrecurring severance and transaction costs	(131)

INCOME BEFORE INCOME TAXES AND MINORITY INTEREST	802

Edgar Filing: AES CORPORATION - Form 35-CERT

Income tax provision	230
Minority interest	105

INCOME FROM CONTINUING OPERATIONS	467
Loss from operations of discontinued components (net of income taxes of \$35)	(194)

NET INCOME	\$ 273
	=====

3

THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS
(INCLUDES CILCORP AND IPALCO)
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2001 - PRORATA BASIS
(UNAUDITED)

	YEAR ENDED 12/31/01

(\$ in millions, except per share amounts)	12/31/01

REVENUES:	
Sales and services	\$ 10,486
OPERATING COSTS AND EXPENSES:	
Cost of sales and services	7,851
Selling, general and administrative expenses	123

TOTAL OPERATING COSTS AND EXPENSES	7,974

OPERATING INCOME	2,512
OTHER INCOME AND (EXPENSE):	
Interest expense, net	(1,484)
Other income	66

INCOME BEFORE INCOME TAXES	1,094
Income tax provision	367

NET INCOME	\$ 727

Edgar Filing: AES CORPORATION - Form 35-CERT

=====

This schedule presents on a proforma basis, the results of operations of AES excluding the aggregate (both subsidiaries and affiliates) Brazilian affiliates foreign currency losses of approximately \$139 million after income tax, mark to market losses from FAS No. 133 of approximately \$36 million after income tax and nonrecurring items, including transaction and severance costs related to IPALCO acquisition of \$85 million after income tax. This schedule also excludes loss on discontinued operations of \$194 million consisting mainly of Termocandelaria, Ib Valley, Power Direct and telecommunication businesses in Brazil and US.

4

THE AES CORPORATION
GAAP BASIS CONSOLIDATED BALANCE SHEET
(INCLUDES CILCORP AND IPALCO)

DECEMBER 31, 2001
(\$ in millions, unaudited)

ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$ 1,196
Short-term investments	230
Accounts receivable, net	1,588
Inventory	626
Receivable from affiliates	10
Income tax receivable	58
Prepaid expenses and other current assets	687
Current assets of discontinued operations	52

TOTAL CURRENT ASSETS	4,447

PROPERTY, PLANT AND EQUIPMENT

Land	599
Electric generation and distribution assets	21,405
Accumulated depreciation and amortization	(3,314)
Construction in progress	4,743

PROPERTY, PLANT AND EQUIPMENT, NET	23,433

OTHER ASSETS

Deferred financing costs, net	481
Project development costs	68
Investments in and advances to affiliates	3,201
Debt service reserves and other deposits	456
Excess of cost net assets acquired, net	3,208
Long term assets of discontinued operations	249
Other assets	1,116

Edgar Filing: AES CORPORATION - Form 35-CERT

TOTAL OTHER ASSETS	----- 8,779
TOTAL	\$ 36,659 =====

5

LIABILITIES & STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable	\$ 819
Accrued interest	283
Accrued and other liabilities	1,185
Current liabilities of discontinued operations	82
Recourse debt-current portion	488
Project Financing Debt- current portion	1,484
Other notes payable- current portion	504

TOTAL CURRENT LIABILITIES 4,845

LONG-TERM LIABILITIES

Recourse debt	4,912
Project Financing Debt	13,895
Other notes payable	975
Deferred incomes taxes	1,945
Long term liabilities of discontinued operations	154
Other long-term liabilities	1,900

TOTAL LONG-TERM LIABILITIES 23,781

Minority interest 1,430

Redeemable Securities 978

Preferred Stock 101

STOCKHOLDERS' EQUITY

Common Stock	5
Additional paid-in Capital	5,209
Retained earnings	2,884
Accumulated other comprehensive loss	(2,574)

TOTAL STOCKHOLDERS' EQUITY 5,524

TOTAL \$ 36,659
=====

Edgar Filing: AES CORPORATION - Form 35-CERT

6

THE AES CORPORATION
 PRO RATA CONSOLIDATED BALANCE SHEET
 (INCLUDES CILCORP AND IPALCO)

DECEMBER 31, 2001
 (\$ in millions, unaudited)

ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$ 1,299
Short-term investments	177
Accounts receivable, net	1,901
Inventory	602
Receivable from affiliates	4
Deferred income taxes	82
Prepaid expenses and other current assets	901
Current assets of discontinued operations	46

TOTAL CURRENT ASSETS	5,012

PROPERTY, PLANT AND EQUIPMENT

Land	719
Electric generation and distribution assets	23,250
Accumulated depreciation and amortization	(3,747)
Construction in progress	4,544

PROPERTY, PLANT AND EQUIPMENT, NET	24,766

OTHER ASSETS

Deferred financing costs, net	431
Project development costs	72
Investments in and advances to affiliates	1,284
Debt service reserves and other deposits	813
Excess of Cost over Net Assets Acquired	2,831
LT assets of discontinued operations	207
Other assets	1,243

TOTAL OTHER ASSETS	6,881

TOTAL	\$36,659
	=====

7

Edgar Filing: AES CORPORATION - Form 35-CERT

LIABILITIES & STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable	\$	955
Accrued interest		344
Accrued and other liabilities		1,396
Current liabilities of discontinued operations		70
Recourse Debt-current		487
Other notes payable - current portion		412
Project financing debt - current portion		1,747

TOTAL CURRENT LIABILITIES		5,411

LONG-TERM LIABILITIES

Recourse Debt-LT		4,912
Project Financing Debt-LT		14,550
Other notes payable-LT		702
Deferred Tax Liability		1,977
Long term liabilities of discontinued operations		125
Other long-term liabilities		2,036

TOTAL LONG-TERM LIABILITIES		24,302

Redeemable Securities 978

Preferred Stock 101

STOCKHOLDERS' EQUITY

Common Stock		5
Contributed capital / Additional paid in capital		5,791
Retained earnings		2,884
Accumulated other comprehensive loss		(2,813)

TOTAL STOCKHOLDERS' EQUITY		5,867

TOTAL \$ 36,659

=====

Edgar Filing: AES CORPORATION - Form 35-CERT

Revenue:	
CILCO Electric	\$ 391,811
CILCO Gas	271,434
CILCO Other	96,820
Other Businesses	54,805

Total	814,870

Operating Expenses:	
Fuel for Generation and Purchased Power	210,952
Gas Purchased for Resale	232,347
Other Operations and Maintenance	120,222
Depreciation and Amortization	86,013
State and Local Revenue Taxes	28,181
Other Taxes	11,431

Total	689,146

Fixed Charges and Other:	
Interest Expense	69,784
Preferred Stock Dividends of Subsidiary	2,159
Allowance for Funds Used During Construction	(18)
Other	1,354

Total	73,279

Income (Loss) from Continuing Operations Before Income Taxes	
	52,445
Income Taxes	24,100

Net Income (Loss) from Continuing Operations	
	28,345
Loss from Operations of Discontinued Businesses, Net of Tax of \$(2,880)	
	(4,380)

Net Income (Loss)	\$ 23,965
Other Comprehensive Income	(13,576)

Comprehensive Income (Loss)	\$ 10,389
	=====

Edgar Filing: AES CORPORATION - Form 35-CERT

Consolidated Statement of Income (Unaudited)

Twelve Months Ended December 31, 2001

	(In thousands)
Operating Revenues:	
Electric	\$ 391,811
Gas	271,434

Total Operating Revenues	663,245

Operating Expenses:	
Cost of Fuel	165,232
Cost of Gas	190,348
Purchased Power	44,441
Other Operations and Maintenance	114,741
Depreciation and Amortization	69,133
Income Taxes	6,987
State and Local Taxes on Revenue	28,181
Other Taxes	11,206

Total Operating Expenses	630,269

Operating Income	32,976

Other Income and Deductions:	
Company-owned Life Insurance, Net	(1,354)
Other, Net	6,698

Total Other Income and (Deductions)	5,344

Income Before Interest Expenses	38,320

Interest Expenses:	
Interest on Long-term Debt	17,678
Cost of Borrowed Funds Capitalized	(18)
Other	5,820

Total Interest Expenses	23,480

Net Income Before Preferred Dividends	14,840
Dividends on Preferred Stock	2,159

Net Income Available for Common Stock	\$ 12,681
Other Comprehensive Income	(4,830)

Edgar Filing: AES CORPORATION - Form 35-CERT

Comprehensive Income	\$ 7,851
	=====

10

CILCORP Inc. and Subsidiaries
 Consolidated Balance Sheets
 (Unaudited)

As of December 31, 2001
 (In thousands)

Assets	
Current Assets:	
Cash and Temporary Cash Investments	\$ 18,312
Receivables, Less Reserves of \$1,800	47,610
Accrued Unbilled Revenue	40,265
Fuel, at Average Cost	18,068
Materials and Supplies, at Average Cost	17,273
Gas in Underground Storage, at Average Cost	27,067
FAC Underrecoveries	1,255
PGA Underrecoveries	3,236
Prepayments and Other	7,627

Total Current Assets	180,713

Investments and Other Property:	
Investment in Leveraged Leases	135,504
Other Investments	19,285

Total Investments and Other Property	154,789

Property, Plant and Equipment:	
Utility Plant, at Original Cost	
Electric	716,857
Gas	233,278

	950,135
Less-Accumulated Provision for Depreciation	126,502

	823,633
Construction Work in Progress	34,340
Other, Net of Depreciation	14

Total Property, Plant and Equipment	857,987

Edgar Filing: AES CORPORATION - Form 35-CERT

Other Assets:	
Goodwill, Net of Accumulated Amortization of \$33,753	579,211
Other	38,998

Total Other Assets	618,209

Total Assets	\$1,811,698
	=====

11

CILCORP Inc. and Subsidiaries
Consolidated Balance Sheets
(Unaudited)

As of December 31, 2000
(In thousands)

Liabilities and Stockholder's Equity	
Current Liabilities:	
Current Portion of Long-Term Debt	\$ 1,400
Notes Payable	63,000
Accounts Payable	75,644
Accrued Taxes	14,879
Accrued Interest	18,392
Other	18,281

Total Current Liabilities	191,596

Long-Term Debt	717,730

Deferred Credits and Other Liabilities:	
Deferred Income Taxes	202,822
Regulatory Liability of Regulated Subsidiary	45,377
Deferred Investment Tax Credit	14,553
Provision for Out-of-Market Contract	--
Other	83,388

Total Deferred Credits	346,140

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 Outstanding 1,000	--
Additional Paid-in Capital	518,833
Retained Earnings	10,305
Accumulated Other Comprehensive Income	(14,026)

Total Stockholder's Equity	515,112

Total Liabilities and Stockholder's Equity	\$ 1,811,698
	=====

12

Central Illinois Light Company
Consolidated Balance Sheets
(Unaudited)

As of December 31, 2001
(In thousands)

Assets	
Utility Plant, At Original Cost:	
Electric	\$1,326,231
Gas	457,165

	1,783,396
Less-Accumulated Provision for Depreciation	985,045

	798,351
Construction Work in Progress	34,340

Total Utility Plant	832,691

Other Property and Investments:	
Cash Surrender Value of Company-owned Life Insurance (Net of Related Policy Loans of \$65,314 in 2001)	3,920
Other	1,133

Total Other Property and Investments	5,053

Current Assets:	

Edgar Filing: AES CORPORATION - Form 35-CERT

Cash and Temporary Cash Investments	12,584
Receivables, Less Reserves of \$1,800	49,375
Accrued Unbilled Revenue	34,067
Fuel, at Average Cost	18,068
Materials and Supplies, at Average Cost	15,849
Gas in Underground Storage, at Average Cost	27,067
Prepaid Taxes	9,007
FAC Underrecoveries	1,255
PGA Underrecoveries	3,236
Other	7,569

Total Current Assets	178,077

Deferred Debits:	
Unamortized Loss on Reacquired Debt	2,448
Unamortized Debt Expense	1,305
Prepaid Pension Cost	168
Other	21,971

Total Deferred Debits	25,892

Total Assets	\$1,041,713
	=====

13

Central Illinois Light Company
Consolidated Balance Sheets
(Unaudited)

As of December 31, 2001
(In thousands)

Capitalization and Liabilities	
Capitalization:	
Common Shareholder's Equity:	
Common Stock, No Par Value; Authorized	
20,000,000 Shares; Outstanding	
13,563,871 Shares	\$ 185,661
Additional Paid in Capital	52,000
Retained Earnings	108,045
Accumulated Other Comprehensive Income	(5,805)

Total Common Shareholder's Equity	339,901
Preferred Stock Without Mandatory Redemption	19,120
Preferred Stock With Mandatory Redemption	22,000
Long-term Debt	242,730

Edgar Filing: AES CORPORATION - Form 35-CERT

Total Capitalization	623,751

Current Liabilities:	
Current Maturities of Long-Term Debt	1,400
Notes Payable	43,000
Accounts Payable	81,140
Accrued Taxes	28,862
Accrued Interest	9,143
Other	18,281

Total Current Liabilities	181,826

Deferred Liabilities and Credits:	
Accumulated Deferred Income Taxes	92,428
Regulatory Liability	45,377
Investment Tax Credits	14,553
Other	83,778

Total Deferred Liabilities and Credits	236,136

Total Capitalization and Liabilities	\$ 1,041,713
=====	

14

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

CILCO/CILCORP CONTRIBUTIONS TO
AES/CILCORP CONSOLIDATED HOLDING COMPANY(1)
(GAAP BASIS)
(\$MM)

	12 MOS. 12/31/00	12 MOS. 12/31/01

GROSS REVENUES %-CILCO	9.51%	8.15%
CILCO	636	760
AES	5,967	8,512
AES/CILCORP	6,691	9,327

GROSS REVENUES %-CILCORP	10.82%	8.74%
CILCORP (Including CILCO)	724	815
AES	5,967	8,512
AES/CILCORP	6,691	9,327

NET OPERATING REVENUES %-CILCO	8.42%	5.61%
CILCO	414	402
AES	4,485	6,664
AES/CILCORP	4,917	7,163

Edgar Filing: AES CORPORATION - Form 35-CERT

NET OPERATING REVENUES %-CILCORP	8.78%	6.97%
CILCORP (Including CILCO)	432	499
AES	4,485	6,664
AES/CILCORP	4,917	7,163
OPERATING INCOME %-CILCO	6.38%	2.20%
CILCO	103	48
AES	1,518	2,056
AES/CILCORP	1,615	2,182
OPERATING INCOME %-CILCORP	6.01%	5.77%
CILCORP (Including CILCO)	97	126
AES	1,518	2,056
AES/CILCORP	1,615	2,182
NET INCOME %-CILCO	6.86%	4.76%
CILCO	44	13
AES	630	249
AES/CILCORP	641	273
NET INCOME %-CILCORP	1.72%	8.79%
CILCORP (Including CILCO)	11	24
AES	630	249
AES/CILCORP	641	273
NET ASSETS %-CILCO	3.57%	2.84%
CILCO	1,107	1,042
AES	29,085	34,847
AES/CILCORP	31,033	36,659
NET ASSETS %-CILCORP	6.28%	4.94%
CILCORP (Including CILCO)	1,948	1,812
AES	29,085	34,847
AES/CILCORP	31,033	36,659

(1) The filing on March 31, 2001 included Cilcorp in the numbers reported for AES for the twelve months ended December 31, 2000. The numbers presented for AES in this filing exclude Cilcorp for both the twelve months ended December 31, 2000 and 2001.

15

CILCO/CILCORP CONTRIBUTIONS TO
AES/CILCORP CONSOLIDATED HOLDING COMPANY (1)
(PRO RATA CONSOLIDATION BASIS) (2)
(\$MM)

	12 MOS. 12/31/00	12 MOS. 12/31/01
GROSS REVENUES %-CILCO	8.15%	7.25%
CILCO	636	760

Edgar Filing: AES CORPORATION - Form 35-CERT

AES	7,079	10,031
AES/CILCORP	7,803	10,486

GROSS REVENUES %-CILCORP	9.28%	7.77%
CILCORP (Including CILCO)	724	815
AES	7,079	10,031
AES/CILCORP	7,803	10,486

NET OPERATING REVENUES %-CILCO	7.47%	4.84%
CILCO	414	402
AES	5,112	7,814
AES/CILCORP	5,544	8,313

NET OPERATING REVENUES %-CILCORP	7.79%	6%
CILCORP (Including CILCO)	432	499
AES	5,112	7,814
AES/CILCORP	5,544	8,313

OPERATING INCOME %-CILCO	5.26%	1.91%
CILCO	103	48
AES	1,862	2,386
AES/CILCORP	1,959	2,512

OPERATING INCOME %-CILCORP	4.95%	5.01%
CILCORP (Including CILCO)	97	126
AES	1,862	2,386
AES/CILCORP	1,959	2,512

NET INCOME %-CILCO	6.86%	1.79%
CILCO	44	13
AES	630	703
AES/CILCORP	641	727

NET INCOME %-CILCORP	1.72%	3.30%
CILCORP (Including CILCO)	11	24
AES	630	703
AES/CILCORP	641	727

NET ASSETS %-CILCO	3.30%	2.84%
CILCO	1,107	1,042
AES	31,626	34,847
AES/CILCORP	33,574	36,659

NET ASSETS %-CILCORP	5.80%	4.94%
CILCORP (Including CILCO)	1,948	1,812
AES	31,626	34,847
AES/CILCORP	33,574	36,659

- (1) The filing on March 31, 2001 included Cilcorp in the numbers reported for AES for the twelve months ended December 31, 2000. The numbers presented for AES in this filing exclude Cilcorp for both the twelve months ended December 31, 2000 and 2001.
- (2) This schedule presents on a proforma basis, the results of operations of AES excluding the aggregate (both subsidiaries and affiliates) Brazilian affiliates foreign currency losses of approximately \$139 million after income tax, mark to market losses from FAS No. 133 of approximately \$36 million after income tax and nonrecurring items, including transaction and severance costs related to IPALCO acquisition of \$85 million after income tax. This schedule also excludes loss on discontinued operations of \$194 million consisting mainly of Termocandelaria, Ib Valley, Power Direct and

Edgar Filing: AES CORPORATION - Form 35-CERT

telecommunication businesses in Brazil and US. If the excluded items are taken into account, certain CILCO/CILCORP contributions to AES/CILCORP on a consolidated basis would be different as follows: 4.76% CILCO to Net Income and 8.79% CILCORP to Net Income.

16

ITEM (3) PER EXEMPTION ORDER - GENERATION INFORMATION:

AES Generating Plants in Operation at December 31, 2001 (excluding CILCORP and IPALCO):

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	REGULATORY STATUS
	-----	-----	-----	-----	-----
AES Deepwater	USA	143	100	143	QF
AES Beaver Valley	USA	125	100	125	QF
AES Placerita	USA	120	100	120	QF
AES Thames	USA	181	100	181	QF
AES Shady Point	USA	320	100	320	QF
AES Hawaii	USA	180	100	180	QF
AES Warrior Run	USA	180	100	180	QF
AES Somerset	USA	675	100	675	EWG
AES Cayuga	USA	306	100	306	EWG
AES Greenidge	USA	161	100	161	EWG
AES Westover	USA	126	100	126	EWG
AES Alamitos	USA	2,083	100	2,083	EWG
AES Redondo Beach	USA	1,310	100	1,310	EWG
AES Huntington Beach	USA	563	100	563	EWG
AES Thermo Ecotek - Hemphill	USA	14	67	9	QF
AES Thermo Ecotek - Whitefield	USA	14	100	14	QF
AES Thermo Ecotek - Mendota	USA	25	100	25	QF
AES Delano	USA	50	100	50	QF
AES Riverside	USA	154	100	154	EWG
AES Mountainview	USA	126	100	126	EWG
AES Ironwood	USA	705	100	705	EWG
DOMESTIC SUBTOTAL:		7,561		7,556	

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)
	-----	-----	-----
AES Kingston	Canada	110	50
AES San Nicholas	Argentina	650	69
AES Cabra Corral	Argentina	102	98
AES El Tunal	Argentina	10	98

Edgar Filing: AES CORPORATION - Form 35-CERT

17

AES Sarmiento	Argentina	33	98
AES Ullum	Argentina	45	98
AES Quebrada de Ullum	Argentina	45	100
AES Alicura	Argentina	1,000	100
Fontes Nova - Light	Brazil	144	21
Ilha dos Pombos - Light	Brazil	164	21
Nilo Pecanha - Light	Brazil	380	21
Pereira Passos - Light	Brazil	100	21
CEMIG - Miranda	Brazil	390	9
CEMIG - Igarapava	Brazil	210	1
CEMIG (35 plants)	Brazil	5,068	9
AES Bayano	Panama	150	49
AES Panama	Panama	42	49
AES Chiriqui - La Estrella	Panama	42	49
AES Chiriqui - Los Valles	Panama	48	49
AES Los Mina	Dom. Rep.	210	100
AES Yarra	Australia	510	100
AES Jeeralang	Australia	449	100
AES Mt. Stuart	Australia	288	100
AES Xiangci - Cili	China	26	51
Wuhu Grassy Lake	China	250	25
Yangchun	China	15	25
Chengdu Lotus City	China	48	35
AES Jiaozuo	China	250	70
AES Hefei	China	115	70
AES Hefei II	China	39	70
AES Chongqing Nanchuan	China	50	70
Yangcheng	China	1050	25
AES Ekibastuz	Kazakhstan	4,000	100
AES Ust-Kamenogorsk GES	Kazakhstan	331	100
AES Shulbinsk GES	Kazakhstan	702	100
AES Ust-Kamenogorsk TETS	Kazakhstan	1,464	100
AES Leninogorsk TETS	Kazakhstan	418	100
AES Sogrinsk TETS	Kazakhstan	349	100
AES Semipalatinsk TETS	Kazakhstan	840	100
AES Ust-Kamenogorsk Heat Nets	Kazakhstan	310	Managt
OPGC	India	420	49
AES Lal Pir	Pakistan	351	90
AES PakGen	Pakistan	344	90
AES Borsod	Hungary	171	100
AES Tisza II	Hungary	860	100
AES Tiszapalkonya	Hungary	250	100
AES Elsta	Netherlands	405	50
Medway	U.K.	688	25
AES Indian Queens	U.K.	140	100
AES Kilroot	U.K.	520	97
AES Belfast West	U.K.	120	97
AES Barry	U.K.	230	100
AES Drax	U.K.	4,065	100
AES Fifoots Point	U.K.	360	100

18

18

Edgar Filing: AES CORPORATION - Form 35-CERT

AES Uruguaiana	Brazil	600	100
AES Tiete (10 plants)	Brazil	2,650	53
EDC (4 plants)	Venezuela	2,265	87
AES Merida III	Mexico	484	55
AES Mtkvari	Georgia	600	Managt
AES Khrami I	Georgia	113	Managt
AES Khrami II	Georgia	110	100
AES Ottana	Italy	140	100
AES Mamonal	Columbia	90	62
AES Centrogener (Gener - 8 plants)	Chile	756	99
AES Chivor (Gener)	Columbia	1,000	96
AES Electrica de Santiago (Gener)	Chile	478	86
AES Energia Verde (Gener - 2 plants)	Chile	37	99
AES Guacolda (Gener)	Chile	304	49
AES Norgener (Gener - 2 plants)	Chile	277	99
Itabo (Gener - 7 plants)	Dom. Rep.	587	24
AES Bohemia	Czech Rep.	50	83
AES Premnitz	Germany	58	65
AES SONEL	Cameroon	800	51
Central Dique	Argentina	68	31
AES Termoandes	Argentina	632	99
AES Parana	Argentina	845	67
AES Kelvin	Rep. South Africa	600	90
Egbin Barge	Nigeria	290	95
FOREIGN SUBTOTAL:		43,205	
TOTAL - December 31, 2001		50,766	
Foreign Generation as a Percentage of Total:		85%	

CILCORP Generating Plants at December 31, 2001:

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	REGULATORY STATUS
	-----	-----	-----	-----	-----
Edwards (3 units)	USA	740	100	740	IL PUC
Duck Creek	USA	366	100	366	IL PUC
Indian Trails	USA	10	100	10	IL PUC
Sterling Avenue	USA	30	100	30	IL PUC
Hallock Power Modules	USA	13	100	13	IL PUC
Kickapoo Power Modules	USA	13	100	13	IL PUC
TOTAL - December 31, 2001		1,172		1,172	

Edgar Filing: AES CORPORATION - Form 35-CERT

19

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

CILCORP	157	3%
AES (excluding CILCORP) (1)	4,450	97%
	-----	-----
Total	4,607	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 2,788 MW increase in the amount of generation capacity owned by AES (excluding CILCORP and IPALCO) from 35,936 to 38,724 MW since September 30, 2001. There has been a 10.8% increase in the total revenues earned from the capacity owned by AES and CILCORP in the twelve-month period ended December 31, 2001 compared with the twelve-month period ended September 30, 2001. The percentage of total revenues derived from the generation capacity owned by CILCORP has decreased from 4% to 3%.

The physical location of the MW capacity added by AES since September 30, 2001 is in the United States, Argentina, Republic of South Africa, Nigeria, Chile and China.

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

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

CILCORP	746
Total AES (excluding CILCORP) (2)	7,004

Total	7,750

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

CILCORP	507
AES (excluding CILCORP) (3)	5,372

Total	5,879

Edgar Filing: AES CORPORATION - Form 35-CERT

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

20

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 have increased since September 30, 2001. CILCORP's transmission and distribution assets have decreased while the revenues derived from such assets have decreased since September 30, 2001. AES' transmission and distribution assets have increased and the revenues derived from such assets have decreased since September 30, 2001. CILCORP's percentage of the total transmission and distribution assets has decreased from 11% to 10% and CILCORP's percentage of the total revenues from such assets remained the same at 9% for the twelve-month period ending December 31, 2001 compared to the twelve-month period ending September 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 fourth quarter of 2001.

ITEM (6) PER EXEMPTION ORDER:

During the fourth 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 1st day of March, 2002 by the undersigned thereunto duly authorized.

The AES Corporation

By: /s/ Erik Luckau

Erik Luckau
Associate General Counsel

21