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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. 70-9779
)

Certificate Pursuant to Rule 24 and Release No. 35-27363
Under the Public Utility Holding Company Act of 1935

On March 23, 2001, the Securities and Exchange Commission ("SEC") issued an order, Release No. 35-27363 in File No. 70-9779 ("Exemption Order"), granting an exemption under Section 3(a) of the Public Utility Holding Company Act of 1935, as amended, to The AES Corporation ("AES") in relation to its proposed acquisition of IPALCO Enterprises, Inc. ("IPALCO"), which has a public-utility subsidiary company, Indianapolis Power & Light Company ("IPL"). The Exemption Order required AES to file certain certificates (as described in the Exemption Order) under Rule 24 within 60 days of the close of each calendar quarter for a period of two years beginning March 31, 2001 and every six months thereafter. A certificate complying with the Exemption Order is set forth below (as an attachment) for the period ending June 30, 2001. AES is separately filing a certificate in File No. 70-9465 as required by the Commission's order in Release No. 35-27063 in connection with the AES acquisition of CILCORP Inc. ("CILCORP"), which has a public-utility subsidiary company, Central Illinois Light Company ("CILCO").

Respectfully submitted,

/s/ EARLE H. O'DONNELL

Earle H. O'Donnell
Andrew B. Young
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):

1) Statement of Income of The AES Corporation for the 12 months ended June 30,

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2001

- 2) Balance Sheet of The AES Corporation at June 30, 2001
- 3) Statement of Income of IPALCO for the 12 months ended June 30, 2001
- 4) Statement of Income of IPL for the 12 months ended June 30, 2001
- 5) Consolidated Balance Sheet of IPALCO at June 30, 2001
- 6) Consolidated Balance Sheet of IPL at June 30, 2001
- 7) Statement of Income of CILCORP for the 12 months ended June 30, 2001
- 8) Statement of Income of CILCO for the 12 months ended June 30, 2001
- 9) Consolidated Balance Sheet of CILCORP at June 30, 2001
- 10) Consolidated Balance Sheet of CILCO at June 30, 2001

2

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) :	

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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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3

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

OTHER ASSETS

Deferred financing costs, net	423
Project development costs	110
Investments in and advances to affiliates	3,671

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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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4

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
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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
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TOTAL	\$ 37,393
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5

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IPALCO Enterprises, Inc.
Statement of Consolidated Income
Period ending June 30, 2001
(Unaudited)

	12 MONTHS ENDED 6/30/01 -----
OPERATING REVENUES:	
Electric	846,764,442
Steam	10,507,556

GROSS OPERATING REVENUES	857,271,998

OPERATING EXPENSES AND TAXES:	
Production - Fuel	190,307,640
Production - Other	87,491,721
Power Purchased	12,295,572
Purchased Steam	2,028,215

Total	292,123,148
Transmission	5,115,133
Distribution - Electric	32,170,769
Customer and Distribution - Steam	992,757
Customer Accounts	16,043,283
Customer Service and Informational	9,281,213
Administrative and General	202,806,450

Total	558,532,753
Depreciation	110,067,640
Amortization of Regulatory Deferrals	1,054,476
Income Taxes - Net	50,476,493
Taxes Other than Income Taxes	38,079,475
Disposition of Allowances - Net	(4,262,660)

Total Operating Expenses and Taxes	753,948,177

OPERATING INCOME	103,323,821

OTHER INCOME AND DEDUCTIONS:	
Allowance for Funds During Construction	742,195
Carrying Charges on Regulatory Assets	156,783
IPL Miscellaneous Income & Deductions - Net	(24,951,638)
IPL Income Taxes - Net	9,779,573
IPALCO Enterprises, Inc. - Parent Co.	(16,303,727)
Mid-America Capital Resources, Inc.	2,665,890
Mid-America Energy Resources, Inc.	26,106,121

Total Other Income and Deductions	(1,804,803)

TOTAL INCOME	101,519,018

INTEREST CHARGES:	
Interest on Long-Term Debt	38,351,902
Allowance for Funds During Const-Credit	(353,986)
Deferred Return on Regulatory Assets	(48,958)

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Other Interest Charges	430,422
Amortization - Debt Discount & Expense	1,966,009
Preferred Stock Transactions	3,213,312

Total Interest and Other Charges - Net	43,558,701

CUM. ACCOUNTING CHANGE - Net of Taxes	0

NET INCOME	57,960,317
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6

IPL
Statement of Income
Period ending June 30, 2001
(Unaudited)

	12 MONTHS ENDED 6/30/01

OPERATING REVENUES:	
Electric	846,764,442
Steam	10,507,556

GROSS OPERATING REVENUES	857,271,998

OPERATING EXPENSES AND TAXES:	
Production - Fuel	190,307,640
Production - Other	87,491,721
Power Purchased	12,295,572
Purchased Steam	2,028,215

Total	292,123,148
Transmission	5,115,133
Distribution - Electric	32,170,769
Customer and Distribution - Steam	992,757
Customer Accounts	16,043,283
Customer Service and Informational	9,281,213
Administrative and General	202,806,450

Total	558,532,753
Depreciation	110,067,640
Amortization of Regulatory Deferrals	1,054,476
Income Taxes - Net	50,476,493
Taxes Other than Income Taxes	38,079,475
Disposition of Allowances - Net	(4,262,660)

Total Operating Expenses and Taxes	753,948,177

OPERATING INCOME	103,323,821

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OTHER INCOME AND DEDUCTIONS:	
Allowance for Other Funds During Construction	742,195
Carrying Charges on Regulatory Assets	156,783
Miscellaneous Income and Deductions - Net	(5,311,154)
Income Taxes - Net	3,615,278

Total Other Income and Deductions	(796,898)

TOTAL INCOME	102,526,923

INTEREST CHARGES:	
Interest on Long-Term Debt	38,351,902
Allowance for Borrowed Funds Used During Const	(353,986)
Deferred Return on Regulatory Assets-Borrowed	(48,958)
Other Interest Charges	430,422
Amortization - Debt Discount & Expense	1,966,009

Total Interest and Other Charges - Net	40,345,389

INCOME BEFORE EXTRAORDINARY ITEMS AND CUMULATIVE ACCOUNTING CHANGE	62,181,534
Less Preferred Stock Transactions	3,213,312

INCOME APPLICABLE TO COMMON STOCK	58,968,222
	=====
OPERATION	478,809,141
MAINTENANCE	79,723,608

7

IPALCO Enterprises, Inc. and Subsidiaries
Balance Sheet
Period Ending June 30, 2001
(Unaudited)

	THIS YEAR	LAST YEAR
ASSETS:		
PROPERTY, PLANT AND EQUIPMENT		
Utility Plant, at Original Cost	3,027,420,139	3,093,191,663
Less: Accum. Prov. for Deprec. & Amort	1,394,173,400	1,350,588,787
	-----	-----
Total Utility Plant - Net	1,633,246,739	1,742,602,876
	-----	-----
OTHER PROPERTY, INVESTMENTS AND OTHER ASSETS:		
Nonutility Property	2,684,122	85,040,344
Less Accumulated Provision for Depreciation	913,434	17,428,971
	-----	-----
Total Nonutility Property - Net	1,770,688	67,611,373
Other Investments	9,720,974	15,713,452

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Total	11,491,662	83,324,825
CURRENT ASSETS:		
Cash	2,915,265	4,806,712
Special Deposits	0	88
Working Funds	267,775	164,582
Temporary Cash Investments	16,132,000	16,248,000
Accounts Receivable - Associated Companies	3	(1)
Accounts Receivable:		
Customers	40,866,844	42,999,552
Miscellaneous	9,237,723	7,870,676
Less: Reserve for Uncollectible Accounts	(1,181,940)	(1,521,416)
Interest Receivable	45,754	28,296
Notes Receivable	0	117,416
Fuel	24,590,539	43,759,013
Materials and Supplies - Net	47,679,837	49,076,476
Other Current Assets	1,841,950	3,175,142
Deferred Fuel Expense	0	484,414
Def. Fed. & St. Tax on Fuel Costs - Due w/i 1 Yr		
Total Current Assets	142,395,750	167,208,950
DEFERRED DEBITS:		
Unamortized Petersburg Unit 4 Carrying Charges	17,011,337	17,687,284
Unamort. Def. Return-Pete Unit 4 Carrying Chgs	9,526,175	9,904,698
Unamort. Reacquisition Premium on Debt	19,258,749	20,889,253
Other Regulatory Assets	70,979,406	53,675,373
Miscellaneous	4,177,791	3,671,751
Unamortized Debt Expense	5,353,180	6,536,525
Total Deferred Debits	126,306,638	112,364,884
TOTAL ASSETS	1,913,440,789	2,105,501,535

8

	THIS YEAR	LAST YEAR
LIABILITIES		
CAPITALIZATION:		
Common Shareholder's Equity:		
Common Stock	0	439,234,044
Unearned Compensation - Restricted Stock	0	(1,659,246)
Premium and Net Gain on Preferred Stock	648,700	648,700
Retained Earnings	685,785,468	783,904,322
Accumulated Other Comprehensive Income	(4,676,406)	112,130
Common Stock held by Treasury	0	(556,754,453)

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Total	681,757,762	665,485,497
Non-Redeemable Cumulative Preferred Stock	59,135,300	59,135,300
Long-Term Debt	622,650,000	790,350,000
Unamort. Premium on LT Debt - Net	(753,175)	(817,885)
Total Long-Term Debt	621,896,825	789,532,115
Total Capitalization	1,362,789,887	1,514,152,912
CURRENT LIABILITIES:		
Notes Payable	0	5,999,999
Accounts Payable	45,857,479	62,437,886
Dividends Payable	981,382	14,921,124
Customer Deposits	8,664,307	9,629,567
Accrued Liabilities:		
Interest on Long-Term Debt	11,552,085	12,354,789
Interest on Customer Deposits, etc	1,481,108	1,333,383
Taxes:		
Federal Taxes on Income	9,846,601	25,690,446
State Taxes on Income	2,120,151	3,842,756
Real Estate and Personal Property	19,166,902	20,136,210
Miscellaneous	200,279	1,278,688
Def. Fed. & St. Tax on Fuel Costs - Due w/i 1 Yr	341,465	0
Deferred Fuel Expense	6,126,941	0
Accounts Payable - Associated Companies	1	0
Miscellaneous	165,050	12,201
Total	106,503,751	157,637,049
Current Maturity of Long Term Debt	300,000	34,431,000
Total Current Liabilities	106,803,751	192,068,049
DEFERRED CREDITS:		
FAS109 Net Deferred Income Tax - Credit	70,662,654	50,564,632
Accumulated Deferred Income Tax - Net	237,869,016	277,644,571
Unamortized Investment Tax Credit	35,074,235	37,841,831
Accrued Postretirement Benefits	5,304,434	1,072,001
Accrued Pension Benefits	90,445,291	26,939,064
Miscellaneous	4,491,524	5,218,475
Total Deferred Credits	443,847,154	399,280,574
TOTAL LIABILITIES	1,913,440,792	2,105,501,535

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	THIS YEAR	LAST YEAR
ASSETS:		
PROPERTY, PLANT AND EQUIPMENT		
Utility Plant, at Original Cost	3,027,420,139	3,074,206,259
Less: Accum. Prov. for Deprec. & Amort	1,394,173,400	1,350,588,787
	-----	-----
Total Utility Plant - Net	1,633,246,739	1,723,617,472
	-----	-----
OTHER PROPERTY, INVESTMENTS AND OTHER ASSETS:		
Nonutility Property	2,474,502	1,757,280
Less Accumulated Provision for Depreciation	716,450	78,641
	-----	-----
Total Nonutility Property - Net	1,758,052	1,678,639
Other Investments	4,144,430	4,032,381
	-----	-----
Total	5,902,482	5,711,020
	-----	-----
CURRENT ASSETS:		
Cash	2,794,219	3,261,424
Special Deposits	0	88
Working Funds	267,775	162,479
Temporary Cash Investments	13,471,000	6,926,000
Accounts Receivable - Associated Companies	0	643,619
Accounts Receivable:		
Customers	40,847,641	39,155,140
Miscellaneous	9,010,298	7,573,292
Less: Reserve for Uncollectible Accounts	(1,152,015)	(1,351,544)
Interest Receivable	44,410	28,543
Notes Receivable	0	0
Fuel	24,590,539	43,544,196
Materials and Supplies - Net	47,683,513	48,466,637
Other Current Assets	1,841,950	2,688,173
Deferred Fuel Expense	0	484,414
Def. Fed. & St. Tax on Fuel Costs - Due w/i 1 Yr		
Tax Refund Receivable	39,794	39,794
	-----	-----
Total Current Assets	139,439,124	151,622,255
	-----	-----
DEFERRED DEBITS:		
Unamortized Petersburg Unit 4 Carrying Charges	17,011,337	17,687,284
Unamort. Def. Return-Pete Unit 4 Carrying Chgs	9,526,175	9,904,698
Unamort. Reacquisition Premium on Debt	19,258,749	20,889,253
Other Regulatory Assets	70,979,406	53,675,373
Miscellaneous	3,769,260	224,555
Unamortized Debt Expense	5,301,747	5,576,296
	-----	-----
Total Deferred Debits	125,846,674	107,957,459
	-----	-----
TOTAL ASSETS	1,904,435,019	1,988,908,206
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	THIS YEAR	LAST YEAR
LIABILITIES		
CAPITALIZATION:		
Common Shareholder's Equity:		
Common Stock	324,536,675	324,536,675
Premium and Net Gain on Preferred Stock	2,642,134	2,642,134
Retained Earnings	339,753,529	456,003,357
Accumulated Other Comprehensive Income	(4,679,016)	0
Total	662,253,322	783,182,166
Non-Redeemable Cumulative Preferred Stock	59,135,300	59,135,300
Long-Term Debt	622,650,000	628,800,000
Unamort. Premium on LT Debt - Net	(753,175)	(817,885)
Total Long-Term Debt	621,896,825	627,982,115
Total Capitalization	1,343,285,447	1,470,299,581
CURRENT LIABILITIES:		
Accounts Payable	44,408,948	57,150,650
Dividends Payable	805,604	17,737,176
Customer Deposits	8,664,307	8,379,567
Accrued Liabilities:		
Interest on Long-Term Debt	11,518,335	11,545,837
Interest on Customer Deposits, etc	1,481,108	1,327,416
Taxes:		
Federal Taxes on Income	21,446,296	4,945,403
State Taxes on Income	358,514	943,108
Real Estate and Personal Property	19,165,632	19,003,309
Miscellaneous	194,873	891,643
Def. Fed. & St. Tax on Fuel Costs - Due w/i 1 Yr	341,465	0
Deferred Fuel Expense	6,126,941	0
Accounts Payable - Associated Companies	2,239,776	0
Miscellaneous	165,050	11,104
Total	116,916,849	121,935,213
Total Current Liabilities	116,916,849	121,935,213
DEFERRED CREDITS:		
FAS109 Net Deferred Income Tax - Credit	70,662,654	50,564,632
Accumulated Deferred Income Tax - Net	238,254,602	277,305,150
Unamortized Investment Tax Credit	35,074,235	37,841,831
Accrued Postretirement Benefits	5,304,434	1,072,001
Accrued Pension Benefits	90,445,291	26,939,064
Miscellaneous	4,491,509	2,950,727
Total Deferred Credits	444,232,725	396,673,405
TOTAL LIABILITIES	1,904,435,021	1,988,908,199

CILCORP CONSOLIDATED
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

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COMPREHENSIVE INCOME (LOSS)

12

CENTRAL ILLINOIS LIGHT COMPANY
CONSOLIDATED STATEMENT OF INCOME
(Unaudited)

	TWELVE MONTHS ENDED 6/30/2001
Operating Revenues:	
Electric	\$ 398,889
Gas	335,395

	734,284

Operating Expenses:	
Cost of Fuel	117,127
Cost of Gas	246,996
Purchased Power	49,148
Other Operation & Maintenance Expenses	118,792
Depreciation and Amortization	68,797
Income Taxes	26,582
Other Taxes	40,485

Total Operating Expenses	667,927

Operating Income	66,357
Other Income and Deductions	
CILCO Owned Life Insurance	(1,318)
Other, Net	4,599

Total other income and (deductions)	3,281

Income Before Interest Expenses	69,638
Interest Expenses:	
Interest on Long-Term Debt	17,313
Cost of Borrowed Funds Capitalized	(375)
Other	7,626

Total interest expense	24,564

Net (loss) Income Before Preferred Dividends	45,074

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Preferred Stock Dividends	2,158
Net Inc Available for Common Stock	\$ 42,916

13

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

JUNE 30,
 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
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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

Total assets	\$1,870,741
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14

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

JUNE 30,
2001

LIABILITIES AND STOCKHOLDER'S EQUITY

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	--

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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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15

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

	JUNE 30, 2001
ASSETS	
Utility plant, at original cost:	
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

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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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16

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

JUNE 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	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
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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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17

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

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

	12 MOS. ENDED 12/31/00	12 MOS. ENDED
GROSS REVENUES(2)	16.94%	
CILCO	636	
CILCORP (excluding CILCO)	87	
IPL	831	
IPALCO (excluding IPL)	28	
AES (excluding CILCORP and IPALCO)	7,079	
AES/CILCORP/IPALCO	8,661	
OPERATING INCOME	14.20%	
CILCO	97	
CILCORP (excluding CILCO)	12	
IPL	205	
IPALCO (excluding IPL)	(36)	
AES (excluding CILCORP and IPALCO)	1,849	
AES/CILCORP/IPALCO	2,127	
NET INCOME	15.99%	
CILCO	45	
CILCORP (excluding CILCO)	(33)	
IPL	82	
IPALCO (excluding IPL)	73	
AES (excluding CILCORP and IPALCO)	629	
AES/CILCORP/IPALCO	797	
NET ASSETS	8.49%	
CILCO	1,107	
CILCORP (excluding CILCO)	841	

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IPL	1,905
IPALCO (excluding IPL)	-
AES (excluding CILCORP and IPALCO)	31,326
AES/CILCORP/IPALCO	35,479

- (1) As a result of AES' acquisition of IPALCO, the results of AES/CILCORP/IPALCO for the twelve-month periods have been restated to include IPALCO.
- (2) Gross business revenues (utility and non-utility) of IPALCO and CILCO combined as a percentage of total gross business revenues (including IPALCO/IPL and CILCORP/CILCO, utility and non-utility) of AES.

18

IPL CONTRIBUTIONS TO
AES/IPALCO(1) CONSOLIDATED HOLDING COMPANY
(PRO RATA CONSOLIDATION BASIS)
(\$MM)

	12 MOS. ENDED 12/31/00	12 MOS. ENDED
GROSS REVENUES(2)	10.06%	
IPL	831	
IPALCO (excluding IPL)	28	
AES (excluding CILCO jurisdictional activities)	7,404	
AES/IPALCO	8,263	
OPERATING INCOME	10.73%	
IPL	205	
IPALCO (excluding IPL)	(36)	
AES (excluding CILCO jurisdictional activities)	1,741	
AES/IPALCO	1,910	
NET INCOME	10.91%	
IPL	82	
IPALCO (excluding IPL)	73	
AES (excluding CILCO jurisdictional activities)	600	
AES/IPALCO	755	
NET ASSETS	5.49%	
IPL	1,905	
IPALCO (excluding IPL)	-	
AES (excluding CILCO jurisdictional activities)	32,781	
AES/IPALCO	34,686	

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- (1) As a result of AES' acquisition of IPALCO, the results of AES/CILCORP/IPALCO for the twelve-month periods have been restated to include IPALCO.
- (2) Gross business revenues (utility and non-utility) of IPL as a percentage of total gross business revenues (including IPALCO/IPL utility and non-utility) of AES.

19

ITEM (3) PER EXEMPTION ORDER - GENERATION INFORMATION:

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

UNIT	COUNTRY -----	CAPACITY (MW) ----	AES INTEREST (%) ---	AES EQUITY (MW) -----
AES Deepwater	USA	143	100%	143
AES Beaver Valley	USA	125	100%	125
AES Placerita	USA	120	100%	120
AES Thames	USA	181	100%	181
AES Shady Point	USA	320	100%	320
AES Hawaii	USA	180	100%	180
AES Warrior Run	USA	180	100%	180
AES Somerset	USA	675	100%	675
AES Cayuga	USA	306	100%	306
AES Greenidge	USA	161	100%	161
AES Westover	USA	126	100%	126
AES Alamitos	USA	2,083	100%	2,083
AES Redondo Beach	USA	1,310	100%	1,310
AES Huntington Beach	USA	563	100%	563
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

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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

20

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
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

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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

21

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
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

IPALCO Generating Plants at June 30, 2001:

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UNIT	COUNTRY -----	CAPACITY (MW) ----	AES INTEREST (%) ---	AES EQUITY (MW) -----
Petersburg	USA	1,873	100	1,873
H.T. Pritchard	USA	393	100	393
E.W. Stout	USA	1,017	100	1,017
Georgetown	USA	80	100	80
TOTAL - June 30, 2001		3,363		3,363

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

IPALCO	186	5%
CILCORP	160	4%
AES (excluding CILCORP and IPALCO)	3,594	91%
	-----	---
Total	3,940	100%

22

IPALCO's electric revenues are allocated between electric generation and electric transmission and distribution activities according to utility rate base. CILCORP's electric revenues are allocated between electric generation and electric transmission and distribution activities according to utility rate base. AES generation revenues are derived from the total generation revenues earned by AES subsidiaries times the percentage ownership interest of AES in those subsidiaries.

There has been no change in the amount of generation capacity owned by CILCORP or IPALCO 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, IPALCO and CILCORP in the twelve-month period ended June 30, 2001 compared with the twelve-month period ended March 31, 2001. The percentage of total revenues derived from the generation capacity owned by CILCORP has stayed the same at 4%. The percentage of total revenues derived from the generation capacity owned by IPALCO stayed the same at 5%.

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

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):

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IPALCO	1,012
CILCORP	763
Total AES (excluding CILCORP and IPALCO)	5,000

Total	6,775

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

IPALCO	661
CILCORP	575
AES (excluding CILCORP and IPALCO)	4,403

Total	5,639

IPALCO's electric revenues are allocated between electric generation and electric transmission and distribution activities according to utility rate base. CILCORP's electric revenues are allocated between electric generation and electric transmission and distribution activities according to utility rate base. AES transmission and distribution

23

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, CILCORP and IPALCO 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. IPALCO's transmission and distribution assets have stayed almost the same while the revenues derived from such assets have increased slightly 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. IPALCO's percentage of the total transmission and distribution assets has stayed the same at 15% and IPALCO's percentage of the total revenues from such assets has decreased from 14% to 12% for the twelve-month period ending June 30, 2001 compared to the twelve-month period ending March 31, 2001.

ITEM (5) PER EXEMPTION ORDER:

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

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ITEM (6) PER EXEMPTION ORDER:

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

ITEM (7) PER EXEMPTION ORDER:

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

24

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

25