

Edgar Filing: AES CORPORATION - Form 35-CERT

AES CORPORATION
Form 35-CERT
August 29, 2002

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, 2002. 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
Hugh E. Hilliard

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

Dated: August 29, 2002

THE AES CORPORATION
SEC FILING PURSUANT TO SECTION 3(a)(5) EXEMPTION ORDER
QUARTER ENDED JUNE 30, 2002

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

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

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ended June 30, 2002

- 2) Pro Rata Balance Sheet of The AES Corporation at June 30, 2002
- 3) Statement of Income of IPALCO for the 12 months ended June 30, 2002
- 4) Statement of Income of IPL for the 12 months ended June 30, 2002
- 5) Consolidated Balance Sheet of IPALCO at June 30, 2002
- 6) Consolidated Balance Sheet of IPL at June 30, 2002
- 7) Statement of Income of CILCORP for the 12 months ended June 30, 2002
- 8) Statement of Income of CILCO for the 12 months ended June 30, 2002
- 9) Consolidated Balance Sheet of CILCORP at June 30, 2002
- 10) Consolidated Balance Sheet of CILCO at June 30, 2002

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THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS (INCLUDES CILCORP AND IPALCO) FOR THE TWELVE MONTHS ENDED JUNE 30, 2002 PRORATA BASIS (UNAUDITED)

	TWELVE MONTHS ENDED 6/30/2002
-----	-----
(\$ in millions)	
-----	-----
REVENUES:	
Sales and services	\$ 8,875
OPERATING COSTS AND EXPENSES:	
Cost of sales and services	6,501
Selling, general and administrative expenses	120

TOTAL OPERATING COSTS AND EXPENSES	6,621

OPERATING INCOME	2,254
OTHER INCOME AND (EXPENSE):	
Interest expense, net	(1,673)
Other income	15
Nonrecurring severance and transaction costs	(36)
Loss on sale or write-down of investments	(116)

INCOME BEFORE INCOME TAXES	444
Income tax provision	179

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INCOME FROM CONTINUING OPERATIONS	265
Loss from operations of discontinued components (net of income taxes)	(300)
INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE	(35)
Cumulative effect of accounting change (net of income taxes)	(346)
NET INCOME (LOSS)	\$ (381)

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THE AES CORPORATION

PRO RATA BASIS CONSOLIDATED BALANCE SHEET (INCLUDES CILCORP AND IPALCO)

JUNE 30, 2002
(\$ in millions, unaudited)

ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$1,022
Restricted cash	260
Short-term investments	256
Accounts receivable, net	1,240
Inventory	492
Receivable from affiliates	20
Deferred income taxes	24
Prepaid expenses and other current assets	804
Current assets of discontinued operations	576
TOTAL CURRENT ASSETS	4,694

PROPERTY, PLANT AND EQUIPMENT

Land	590
Electric generation and distribution assets	21,267
Accumulated depreciation and amortization	(3,665)
Construction in progress	4,808
PROPERTY, PLANT AND EQUIPMENT, NET	23,000

OTHER ASSETS

Deferred financing costs, net	395
Project development costs	53
Investments in and advances to affiliates	3,768
Debt service reserves and other deposits	378
Goodwill	1,704
Long-term assets of discontinued operations	2,361
Other assets	2,322
TOTAL OTHER ASSETS	10,981

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TOTAL	\$38,675

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LIABILITIES & STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts payable	\$ 967
Accrued interest	351
Accrued and other liabilities	329
Current liabilities of discontinued operations	837
Recourse debt---current portion	1,135
Non-recourse debt---current portion	2,134

TOTAL CURRENT LIABILITIES	5,753

LONG-TERM LIABILITIES

Non-recourse debt	13,500
Recourse debt	4,627
Deferred income taxes	1,612
Long-term liabilities of discontinued operations	1,282
Other long-term liabilities	4,676

TOTAL LONG-TERM LIABILITIES	25,697

Minority interest	101
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Company-obligated convertible mandatorily redeemable preferred securities of subsidiary trusts holding solely junior subordinated debentures of AES	978
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STOCKHOLDERS' EQUITY

Common stock	5
Additional paid-in capital	6,974
Retained earnings	2,381
Accumulated other comprehensive loss	(3,214)

TOTAL STOCKHOLDERS' EQUITY	6,146
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TOTAL	\$38,675

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IPALCO
IPALCO Statement of Consolidated Income
(Unaudited)

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For the Twelve Months Ended June 30, 2002

OPERATING REVENUES:

Electric

Steam

Gross Operating Revenues

OPERATING EXPENSES AND TAXES:

Production - Fuel

Production - Other

Power Purchased

Purchased Steam

Total

Transmission

Distribution - Electric

Customer and Distribution - Steam

Customer Accounts

Customer Service and Informational

Administrative and General

Total

Depreciation

Amortization of Regulatory Deferrals

Income Taxes - Net

Taxes Other than Income Taxes

Disposition of Allowances - Net

Total Operating Expenses and Taxes

OPERATING INCOME

OTHER INCOME AND DEDUCTIONS:

Allowance for Funds During Construction

Carrying Charges on Regulatory Assets

IPL Miscellaneous Income & Deductions - Net

IPL Income Taxes - Net

IPALCO Enterprises, Inc. - Parent Co.

Mid-America Capital Resources, Inc.

Mid-America Energy Resources, Inc.

Total Other Income and Deductions

TOTAL INCOME

INTEREST CHARGES:

Interest on Long-Term Debt

Allowance for Funds During Const-Credit

Deferred Return on Regulatory Assets

Other Interest Charges

Amortization - Debt Discount & Expense

Preferred Stock Transactions

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Total Interest and Other Charges-Net
 CUM. ACCOUNTING CHANGE - Net of Taxes
 NET INCOME

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INDIANAPOLIS POWER & LIGHT COMPANY STATEMENT OF INCOME (UNAUDITED)

For the Twelve Months Ended June 30, 2002

OPERATING REVENUES:

Electric	808,
Steam	

Gross Operating Revenues	808,
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OPERATING EXPENSES AND TAXES:

Production - Fuel	173,
Production - Other	83,
Power Purchased	22,
Purchased Steam	

Total	278,
Transmission	6,
Distribution - Electric	28,
Customer and Distribution - Steam	
Customer Accounts	16,
Customer Service and Informational	4,
Administrative and General	75,

Total	409,
Depreciation	110,
Amortization of Regulatory Deferrals	1,
Income Taxes - Net	85,
Taxes Other than Income Taxes	35,
Disposition of Allowances - Net	(5,2)

Total Operating Expenses and Taxes	636,
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OPERATING INCOME	171,
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OTHER INCOME AND DEDUCTIONS:

Allowance for Other Funds During Construction	3,
Carrying Charges on Regulatory Assets	

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Miscellaneous Income and Deductions - Net	1,
Income Taxes - Net	1,

Total Other Income and Deductions	7,

TOTAL INCOME	179,

INTEREST CHARGES:	
Interest on Long-Term Debt	40,
Allowance for Borrowed Funds Used During Const	(1,
Deferred Return on Regulatory Assets-Borrowed	

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Other Interest Charges	
Amortization - Debt Discount & Expense	2,

Total Interest and Other Charges-Net	41,

INCOME BEFORE EXTRAORDINARY ITEMS AND CUMULATIVE ACCOUNTING CHANGE	138,
Less Preferred Stock Transactions	3,

INCOME APPLICABLE TO COMMON STOCK	134,

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IPALCO ENTERPRISES INC. AND SUBSIDIARIES BALANCE SHEET (UNAUDITED)

For the Twelve Months Ended June 30, 2002

ASSETS:	
PROPERTY, PLANT AND EQUIPMENT	
Utility Plant, at Original Cost	
Less: Accum. Prov. for Deprec. & Amort.	

Total Utility Plant - Net	

OTHER PROPERTY, INVESTMENTS AND OTHER ASSETS:	
Nonutility Property	
Less Accumulated Provision for Depreciation	

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Total Nonutility Property - Net
Other Investments

Total

CURRENT ASSETS:

Cash
Working Funds
Temporary Cash Investments
Accounts Receivable - Associated Companies
Accounts Receivable:
Customers
Miscellaneous
Less: Reserve for Uncollectible Accounts
Interest Receivable
Notes Receivable
Fuel
Materials and Supplies - Net
Other Current Assets
Def. Fed. & St. Tax on Fuel Costs-Due w/i 1 Yr.

Total Current Assets

DEFERRED DEBITS:

Unamortized Petersburg Unit 4 Carrying Charges
Unamort. Def. Return-Pete Unit 4 Carrying Chgs.
Unamort. Reacquisition Premium on Debt
Other Regulatory Assets
Miscellaneous
Unamortized Debt Expense

Total Deferred Debits

TOTAL ASSETS

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LIABILITIES

CAPITALIZATION:

Common Shareholder's Equity:

Premium and Net Gain on Preferred Stock

Retained Earnings

Accumulated Other Comprehensive Income

Total

Non-Redeemable Cumulative Preferred Stock

Long-Term Debt

Unamort. Premium on LT Debt - Net

Total Long-Term Debt

	\$

	5,
	(12,

	(6,
	59,
	1,372,
	(
	1,371,

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Total Capitalization	1,424,
CURRENT LIABILITIES:	
Accounts Payable	64,
Dividends Payable	
Customer Deposits	8,
Accrued Liabilities:	
Interest on Long-Term Debt	20,
Interest on Customer Deposits, etc.	1,
Taxes:	
Federal Taxes on Income	(1,4
State Taxes on Income	9,
Real Estate and Personal Property	20,
Miscellaneous	2,
Def. Fed. & St. Tax on Fuel Costs-Due w/i 1 Yr.	
Deferred Fuel Expense	4,
Accounts Payable - Associated Companies	
Miscellaneous	
Total	133,
Current Maturity of Long Term Debt	
Total Current Liabilities	133,
DEFERRED CREDITS:	
FAS109 Net Deferred Income Tax-Credit	33,
Accumulated Deferred Income Tax-Net	210,
Unamortized Investment Tax Credit	32,
Accrued Postretirement Benefits	8,
Accrued Pension Benefits	129,
Miscellaneous	5,
Total Deferred Credits	420,
TOTAL LIABILITIES	\$1,978,

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INDIANAPOLIS POWER & LIGHT COMPANY BALANCE SHEET (UNAUDITED)

For the Twelve Months Ended June 30, 2002

ASSETS:	
PROPERTY, PLANT AND EQUIPMENT	
Utility Plant, at Original Cost	3,20
Less: Accum. Prov. for Deprec. & Amort.	1,49
Total Utility Plant - Net	1,71
OTHER PROPERTY, INVESTMENTS AND OTHER ASSETS:	
Nonutility Property	
Less Accumulated Provision for Depreciation	

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Total Nonutility Property - Net	
Other Investments	
Total	
CURRENT ASSETS:	
Cash	1
Working Funds	
Temporary Cash Investments	
Accounts Receivable - Associated Companies	
Accounts Receivable:	
Customers	4
Miscellaneous	
Less: Reserve for Uncollectible Accounts	
Interest Receivable	
Notes Receivable	
Fuel	4
Materials and Supplies - Net	4
Other Current Assets	
Def. Fed. & St. Tax on Fuel Costs-Due w/i 1 Yr.	
Tax Refund Receivable	
Total Current Assets	14
DEFERRED DEBITS:	
Unamortized Petersburg Unit 4 Carrying Charges	1
Unamort. Def. Return-Pete Unit 4 Carrying Chgs.	
Unamort. Reacquisition Premium on Debt	1
Other Regulatory Assets	3
Miscellaneous	
Unamortized Debt Expense	
Total Deferred Debits	9
TOTAL ASSETS	\$1,95

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LIABILITIES	
CAPITALIZATION:	
Common Shareholders' Equity:	
Common Stock	32
Premium and Net Gain on Preferred Stock	
Retained Earnings	40
Accumulated Other Comprehensive Income	(12)
Total	72
Non-Redeemable Cumulative Preferred Stock	5
Long-Term Debt	62
Unamort. Premium on LT Debt - Net	
Total Long-Term Debt	62

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Total Capitalization	1,40
CURRENT LIABILITIES:	
Accounts Payable	6
Dividends Payable	
Customer Deposits	
Accrued Liabilities:	
Interest on Long-Term Debt	1
Interest on Customer Deposits, etc.	
Taxes:	
Federal Taxes on Income	
State Taxes on Income	
Real Estate and Personal Property	2
Miscellaneous	
Def. Fed. & St. Tax on Fuel Costs-Due w/i 1 Yr.	
Deferred Fuel Expense	
Accounts Payable - Associated Companies	
Miscellaneous	
Total	13
Total Current Liabilities	13
DEFERRED CREDITS:	
FAS109 Net Deferred Income Tax-Credit	3
Accumulated Deferred Income Tax-Net	21
Unamortized Investment Tax Credit	3
Accrued Postretirement Benefits	
Accrued Pension Benefits	12
Miscellaneous	
Total Deferred Credits	42
TOTAL LIABILITIES	\$1,95

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CILCORP CONSOLIDATED INCOME STATEMENT (UNAUDITED)

Twelve Months Ended 6/30/2002

	(In Thousands)
Revenue:	
CILCO Electric	\$ 389,281
CILCO Gas	188,938
CILCO Other	107,769
Other Businesses	59,347
Total	745,335

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Operating expenses:	
Fuel for generation and purchased power	220,389
Gas purchased for resale	156,398
Other operations and maintenance	125,150
Depreciation and amortization	79,150
Taxes, other than income taxes	38,908

Total	619,995

Fixed charges and other:	
Interest expense	66,972
Preferred stock dividends of subsidiary	2,159
Allowance for funds used during construction	(621)
Other	1,403

Total	69,913

Income from continuing operations before income taxes	55,427
Income taxes	21,862

Net income (loss) from continuing operations	33,565
Income (loss) from operations of discontinued business, net of taxes	(4,392)

Net income (loss)	\$ 29,173

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CENTRAL ILLINOIS LIGHT COMPANY CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

Twelve Months Ended June 30, 2002

Operating Revenues:
Electric
Gas

(In Th

\$

Operating Expenses:
Cost of Fuel
Cost of Gas
Purchased Power
Other Operation & Maintenance Expenses
Depreciation and Amortization
Income Taxes

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Other Taxes

Total Operating Expenses

Operating Income

Other Income and Deductions

CILCO Owned Life Insurance

Other, Net

Total other income and (deductions)

Interest Expenses:

Interest on Long-Term Debt

Cost of Borrowed Funds Capitalized

Other

Total interest expense

Net (loss) Income Before Preferred Dividends

Preferred Stock Dividends

Net Income Available for Common Stock

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CILCORP INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (UNAUDITED)

As of June 30, 2002

ASSETS

(In Thousands)

Current Assets:

Cash and Temporary Cash Investments	\$ 79,158
Receivables, Less Allowance for Uncollectible Accounts of \$2,609 and \$1,800	53,094
Accrued Unbilled Revenue	25,314
Fuel, at Average Cost	18,169
Materials and Supplies, at Average Cost	17,528
Gas in Underground Storage, at Average Cost	13,751
FAC Underrecoveries	1,255
PGA Underrecoveries	5,288
Prepayments and Other	11,150

Total Current Assets	224,707
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Investments and Other Property:

Investment in Leveraged Leases	134,718
Other Investments	18,220

Total Investments and Other Property	152,938
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Property, Plant and Equipment:	
Utility Plant, at Original Cost	
Electric	724,593
Gas	238,520

	963,113
Less-Accumulated Provision for Depreciation	154,886

	808,227
Construction Work in Progress	77,244
Other, Net of Depreciation	22

Total Property, Plant and Equipment	885,493

Other Assets:	
Goodwill, Net of Accumulated Amortization of \$33,753	579,211
Other	36,899

Total Other Assets	616,110

Total Assets	\$1,879,248

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CILCORP INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (UNAUDITED)

As of June 30, 2002

LIABILITIES AND STOCKHOLDERS' EQUITY	(In Thousands)
Current Liabilities:	
Current Portion of Long-Term Debt	\$ 26,750
Notes Payable	36,000
Accounts Payable	64,155
Accrued Taxes	13,385
Accrued Interest	17,444
Other	9,389

Total Current Liabilities	167,123

Long-Term Debt	792,404

Deferred Credits and Other Liabilities:	
Deferred Income Taxes	212,955
Regulatory Liability of Regulated Subsidiary	35,835
Deferred Investment Tax Credit	13,756
Other	89,796

Total Deferred Credits and Other Liabilities	352,342

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

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Stockholders' Equity:	
Common Stock, no par value; Authorized 10,000	
Outstanding 1,000	--
Additional Paid-in Capital	518,833
Retained Earnings	16,428
Accumulated Other Comprehensive Income (Loss)	(9,002)
Total Stockholders' Equity	526,259
Total Liabilities and Stockholders' Equity	\$1,879,248

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CENTRAL ILLINOIS LIGHT COMPANY CONSOLIDATED BALANCE SHEETS (UNAUDITED)

As of June 30, 2002

(In Thousands)

ASSETS	
Utility Plant, At Original Cost:	
Electric	\$1,333,967
Gas	462,407

	1,796,374
Less-Accumulated Provision for Depreciation	1,012,719

	783,655
Construction Work in Progress	77,244

Total Utility Plant	860,899

Other Property and Investments:	
Cash Surrender Value of Company-owned Life	
Insurance (Net of Related Policy Loans of	
\$69,592 and \$65,314)	3,541
Other	1,115

Total Other Property and Investments	4,656

Current Assets:	
Cash and Temporary Cash Investments	71,108
Receivables, Less Allowance for	
Uncollectible Accounts of \$2,609 and \$1,800	51,145
Accrued Unbilled Revenue	23,400
Fuel, at Average Cost	18,169
Materials and Supplies, at Average Cost	16,475
Gas in Underground Storage, at Average Cost	13,751
Prepaid Taxes	9,504
FAC Underrecoveries	1,255
PGA Underrecoveries	5,288
Other	11,120

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Total Current Assets	221,215
Deferred Debits:	
Unamortized Loss on Reacquired Debt	2,327
Unamortized Debt Expense	1,746
Prepaid Pension Cost	168
Other	19,699
Total Deferred Debits	23,940
Total Assets	\$1,110,710

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CENTRAL ILLINOIS LIGHT COMPANY CONSOLIDATED BALANCE SHEETS (UNAUDITED)

As of June 30, 2002

CAPITALIZATION AND LIABILITIES	(In Thousands)
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	52,000
Retained Earnings	97,404
Accumulated Other Comprehensive Income (Loss)	(781)
Total Common Stockholder's Equity	334,284
Preferred Stock Without Mandatory Redemption	19,120
Preferred Stock With Mandatory Redemption	22,000
Long-term Debt	317,405
Total Capitalization	692,809
Current Liabilities:Current Maturities of Long-Term Debt	26,750
Notes Payable	36,000
Accounts Payable	57,847
Accrued Taxes	35,501
Accrued Interest	8,169
Other	9,389
Total Current Liabilities	173,656
Deferred Liabilities and Credits:	
Accumulated Deferred Income Taxes	103,352
Regulatory Liability	35,835
Investment Tax Credits	13,756
Other	91,302
Total Deferred Liabilities and Credits	244,245

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Total Capitalization and Liabilities	\$1,110,710

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

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

	12 MOS. ENDED 6/30/01	12 MOS
GROSS REVENUES (3)	17.22%	
CILCO	803	
CILCORP (excluding CILCO)	53	
IPL	847	
IPALCO (excluding IPL)	11	
AES (excluding CILCORP and IPALCO)	7,865	
AES/CILCORP/IPALCO	9,579	
OPERATING INCOME	8.48%	
CILCO	97	
CILCORP (excluding CILCO)	1	
IPL	103	
IPALCO (excluding IPL)	0	
AES (excluding CILCORP and IPALCO)	2,157	
AES/CILCORP/IPALCO	2,358	
NET INCOME	16.8%	
CILCO	43	
CILCORP (excluding CILCO)	(34)	
IPL	59	
IPALCO (excluding IPL)	(1)	
AES (excluding CILCORP and IPALCO)	540	
AES/CILCORP/IPALCO	607	
NET ASSETS	5.90%	
CILCO	302	
CILCORP (excluding CILCO)	1,140	
IPL	1,904	
IPALCO (excluding IPL)	9	
AES (excluding CILCORP and IPALCO)	34,038	
AES/CILCORP/IPALCO	37,393	

(1) This schedule presents on a proforma basis, the results of operations of AES excluding the following items: (1) Mark to market effect of FAS No. 133. (For the 12 month period ending June 30, 2002, the net mark to market gain from FAS No. 133 was \$53 million.); (2) Loss on sale or write-down of investments. (In the second quarter of 2002, AES recorded an impairment charge of \$40 million on an equity method of investment in a telecommunications company in Latin America,

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and a loss on the sale of an equity method investment in a telecommunications company in Latin America of approximately \$14 million. In the first quarter of 2002, a subsidiary of AES sold an available-for-sale security resulting in gross proceeds of \$92 million. The realized loss on the sale was \$50 million. Approximately \$48 million of the loss related to recognition of previously unrealized losses which had been recorded in other comprehensive income.); (3) Foreign currency transaction losses. (Foreign currency transaction losses due to devaluation in Brazilian Real and devaluation in the Argentina Peso offset by foreign transaction gains in Venezuelan Bolivar. The net foreign currency transaction loss is approximately \$184 million.); (4) Discontinued operations. (The schedule excludes net loss of discontinued operations of \$300 million consisting mainly of Termocandelaria, IB Valley, Power Direct, telecommunications businesses in Brazil and US, Fifoots, Eletronet, Cilcorp and NewEnergy.); (5) Accounting change. (In April 2002, AES adopted Derivative Implementation Group (DIG) Issue C-15 which established specific guidelines for certain contracts to be considered normal purchases and normal sales contracts. This resulted in a cumulative effect of an accounting change increase to \$127 million, net of income tax effects. On January 1, 2002, AES adopted SFAS No. 142, "Goodwill and Other Intangible Assets" which establishes accounting and reporting standards for goodwill and other intangible assets. The adoption of SFAS No. 142 resulted in a cumulative reduction to income of \$473 million, net of income tax effects.); (6) Provision for regulatory decision in Brazil. (AES has recorded the retroactive regulatory decision by the Brazilian regulator depriving AES Sul of amounts the company believes it was entitled to receive as a reduction in revenue.) If the excluded amounts are taken into account, certain CILCO and IPL contributions to AES/CILCORP/IPALCO on a consolidated basis would be different as follows: (38.32%) to Net Income.

(2) For purposes of comparison with the prior period, the CILCORP and CILCO data for gross revenues and operating income were added to AES consolidated data to arrive at AES/CILCORP/IPALCO amounts.

(3) 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.

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

	12 MOS. ENDED 6/30/01	12 MOS
GROSS REVENUES (3)	9.41%	
IPL	847	
IPALCO (excluding IPL)	11	
AES (excluding CILCO jurisdictional activities)	8,146	
AES/IPALCO	9,004	
OPERATING INCOME	4.55%	
IPL	103	
IPALCO (excluding IPL)	0	
AES (excluding CILCO jurisdictional activities)	2,162	

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AES/IPALCO	2,265
NET INCOME	10.54%
IPL	59
IPALCO (excluding IPL)	(1)
AES (excluding CILCO jurisdictional activities)	502
AES/IPALCO	560
NET ASSETS	5.20%
IPL	1,904
IPALCO (excluding IPL)	9
AES (excluding CILCO jurisdictional activities)	34,717
AES/IPALCO	36,630

(1) This schedule presents on a proforma basis, the results of operations of AES excluding the following items: (1) Mark to market effect of FAS No. 133. (For the 12 month period ending June 30, 2002, the net mark to market gain from FAS No. 133 was \$53 million.); (2) Loss on sale or write-down of investments. (In the second quarter of 2002, AES recorded an impairment charge of \$40 million on an equity method of investment in a telecommunications company in Latin America, and a loss on the sale of an equity method investment in a telecommunications company in Latin America of approximately \$14 million. In the first quarter of 2002, a subsidiary of AES sold an available-for-sale security resulting in gross proceeds of \$92 million. The realized loss on the sale was \$50 million. Approximately \$48 million of the loss related to recognition of previously unrealized losses which had been recorded in other comprehensive income.); (3) Foreign currency transaction losses. (Foreign currency transaction losses due to devaluation in Brazilian Real and devaluation in the Argentina Peso offset by foreign transaction gains in Venezuelan Bolivar. The net foreign currency transaction loss is approximately \$184 million.); (4) Discontinued operations. (The schedule excludes net loss of discontinued operation of \$300 million consisting mainly of Termocandelaria, IB Valley, Power Direct, telecommunications businesses in Brazil and US, Fifoots, Eletronet, Cilcorp and NewEnergy.); (5) Accounting change. (In April 2002, AES adopted Derivative Implementation Group (DIG) Issue C-15 which established specific guidelines for certain contracts to be considered normal purchases and normal sales contracts. This resulted in a cumulative effect of an accounting change increase to \$127 million, net of income tax effects. On January 1, 2002, AES adopted SFAS No. 142, "Goodwill and Other Intangible Assets" which establishes accounting and reporting standards for goodwill and other intangible assets. The adoption of SFAS No. 142 resulted in a cumulative reduction to income of \$473 million, net of income tax effects.); (6) Provision for regulatory decision in Brazil. (AES has recorded the retroactive regulatory decision by the Brazilian regulator depriving AES Sul of amounts the company believes it was entitled to receive as a reduction in revenue.) If the excluded amounts are taken into account, certain IPL contributions to AES/IPALCO on a consolidated basis would be different as follows: (34.53%) to Net Income.

(2) For purposes of comparison with the prior period, the CILCO data for gross revenues and operating income were added to AES consolidated data to arrive at AES/IPALCO amounts.

(3) 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.

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ITEM (3) PER EXEMPTION ORDER - GENERATION INFORMATION:

AES Generating Plants in Operation at June 30, 2002 (excluding CILCORP and IPALCO):

UNIT ----	COUNTRY -----	CAPACITY (MW) ----	AES INTEREST (%) ---	AES EQUITY (MW) -----	REGUL STA ----
AES Deepwater	USA	143	100	143	Q
AES Beaver Valley	USA	125	100	125	Q
AES Placerita	USA	120	100	120	Q
AES Thames	USA	181	100	181	Q
AES Shady Point	USA	320	100	320	Q
AES Hawaii	USA	180	100	180	Q
AES Warrior Run	USA	180	100	180	Q
AES Somerset	USA	675	100	675	EW
AES Cayuga	USA	306	100	306	EW
AES Greenidge	USA	161	100	161	EW
AES Westover	USA	126	100	126	EW
AES Alamitos	USA	2,083	100	2,083	EW
AES Redondo Beach	USA	1,310	100	1,310	EW
AES Huntington Beach	USA	563	100	563	EW
AES Hemphill	USA	14	70	10	Q
AES Mendota	USA	25	100	25	Q
AES Delano	USA	50	100	50	Q
AES Mountainview	USA	126	100	126	EW
AES Medina Valley (sale pending)	USA	47	100	47	EW
AES Ironwood	USA	705	100	705	EW
AES Riverside*	USA	154	100	154	EW
DOMESTIC SUBTOTAL:		7,594		7,590	

* Currently in discontinued operations status.

UNIT ----	COUNTRY -----	CAPACITY (MW) ----	AES INTEREST (%) ---	AES EQUITY (MW) -----	REGUL STA ----
UNIT					
AES Kingston	Canada	110	50	55	E
AES San Nicholas	Argentina	650	69	449	E
AES Cabra Corral	Argentina	102	98	100	FU
AES El Tunal	Argentina	10	98	10	FU
AES Sarmiento	Argentina	33	98	32	FU
AES Ullum	Argentina	45	98	44	FU
AES Quebrada	Argentina	45	100	45	FU

AES Alicura	Argentina	1,000	100	1,000	FU
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CEMIG - Miranda	Brazil	390	21	82	FU
CEMIG - Igarapava	Brazil	210	21	44	FU
CEMIG (35 plants)	Brazil	5,068	21	1064	FU
AES Bayano	Panama	150	49	74	FU
AES Panama	Panama	42	49	21	FU
AES Chiriqui - La Estrella	Panama	42	49	21	FU
AES Chiriqui - Los Valles	Panama	48	49	24	FU
AES Los Mina	Dom. Rep.	210	100	210	E
AES Yarra	Australia	510	100	510	FU
AES Jeeralang	Australia	449	100	449	FU
AES Mt. Stuart	Australia	288	100	288	FU
AES Xiangci - Cili	China	26	51	13	FU
Wuhu	China	250	25	63	FU
Chengdu Lotus City	China	48	35	17	FU
AES Jiaozuo	China	250	70	175	FU
AES Hefei	China	115	70	81	FU
AES Chongqing Nanchuan	China	50	70	35	FU
Yangcheng	China	2,100	25	525	FU
AES Ekibastuz	Kazakhstan	4,000	100	4,000	FU
AES Ust-Kamenogorsk GES	Kazakhstan	331	100	331	FU
AES Shulbinsk GES	Kazakhstan	702	100	702	FU
AES Ust-Kamenogorsk TETS	Kazakhstan	1,464	100	1,464	FU
AES Leninogorsk TETS	Kazakhstan	418	100	418	FU
AES Sogrinsk TETS	Kazakhstan	349	100	349	FU
AES Semipalatinsk TETS	Kazakhstan	840	100	840	FU
AES Ust-Kamenogorsk Heat Nets	Kazakhstan	310	Managt	0	FU
OPGC	India	420	49	206	FU
AES Lal Pir	Pakistan	351	90	316	FU
AES PakGen	Pakistan	344	90	310	FU
AES Borsod	Hungary	171	100	171	FU
AES Tisza II	Hungary	860	100	860	FU
AES Tiszapalkonya	Hungary	250	100	250	FU
AES Elsta	Netherlands	405	50	203	FU
Medway	U.K.	688	25	172	FU
AES Indian Queens	U.K.	140	100	140	E
AES Kilroot	U.K.	520	92	479	FU
AES Belfast West	U.K.	120	97	116	FU
AES Barry	U.K.	230	100	230	FU
AES Drax	U.K.	4,065	100	4,065	FU
AES Fifoots Point*	U.K.	360	100	360	FU
AES Uruguaiana	Brazil	600	100	600	FU
AES Tiete (10 plants)	Brazil	2,650	53	1,405	FU
AES EDC	Venezuela	2,265	87	1,971	FU
AES Merida III	Mexico	484	55	266	FU
AES Mtkvari	Georgia	600	100	600	FU
AES Khrami I	Georgia	113	Managt	0	FU
AES Khrami II	Georgia	110	Managt	0	FU
AES Ottana	Italy	140	100	140	FU
AES Mammonal	Columbia	90	56	50	FU
AES Chivor	Columbia	1,000	96	960	FU
AES Gener-Electrica de Santiago	Chile	379	89	337	FU

AES Gener-Energia Verde	Chile	39	99	39	FU
AES Gener-Guacolda	Chile	304	49	149	FU
AES Gener-Norgener	Chile	277	99	274	FU
Itabo (pending sale)	Dom. Rep.	587	24	141	FU
AES Bohemia	Czech Rep.	50	83	42	FU
AES SONEL	Cameroon	800	51	408	FU

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Central Dique	Argentina	68	51	35	FU
AES Termoandes	Argentina	640	99	634	FU
AES Parana	Argentina	845	67	566	FU
AES Kelvin	Rep. South	600	95	570	FU
	Africa				
Ebute	Nigeria	290	95	276	FU
AES Gener - Cordillera	Chile	245	99	243	FU
AES Gener - Costa	Chile	512	99	507	FU
AES Haripur	Bangladesh	360	100	360	FU
FOREIGN SUBTOTAL:		43,627		31,986	
TOTAL - June 30, 2002		51,221		39,576	
Foreign Generation as a Percentage of Total:		85%		81%	

* Currently in discontinued operations status.

CILCORP Generating Plants at June 30, 2002:

UNIT	COUNTRY	CAPACITY	AES	AES
----	-----	(MW)	INTEREST	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, 2002		1,172		1,172

IPALCO Generating Plants at June 30, 2002:

UNIT	COUNTRY	CAPACITY	AES	AES	RE
----	-----	(MW)	INTEREST	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, 2002		3,363		3,363	

Revenues from electric generation capacity - 12 months ended June 30, 2002
(millions of dollars):

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IPALCO	566	13%
CILCORP	156	4%
AES (excluding CILCORP and IPALCO)	3,640	83%
	-----	-----
Total	4,362	100%

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 35 MW decrease in the amount of generation capacity owned by AES (excluding CILCORP and IPALCO) from 39,611 to 39,576 MW since March 31, 2002. There has been an 8% decrease in the total revenues earned from the capacity owned by AES, IPALCO and CILCORP in the twelve-month period ended June 30, 2002 compared with the twelve-month period ended March 31, 2002. The percentage of the total revenues derived from the generation capacity owned by CILCORP has increased from 3% to 4%. The percentage of the total revenues derived from the generation capacity owned by IPALCO has increased from 12% to 13%.

Although there was an overall decrease in AES' MW capacity since March 31, 2002, there were net increases in the following countries: Argentina, Chile and China.

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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, 2002 (millions of dollars):

IPALCO	1,027
CILCORP	795
Total AES (excluding CILCORP and IPALCO)	5,838

Total	7,660

Electric transmission and distribution and gas distribution revenues for 12 months ending June 30, 2002 (millions of dollars):

IPALCO	242
CILCORP	423
Total AES (excluding CILCORP and IPALCO)	4,426

Total	5,091

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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 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 have decreased since March 31, 2002. CILCORP's transmission and distribution assets have increased while the revenues derived from such assets have decreased since March 31, 2002. IPALCO's transmission and distribution assets have increased while the revenues derived from such assets have decreased since March 31, 2002. AES' transmission and distribution assets have decreased and the revenues derived from such assets have decreased since March 31, 2002. CILCORP's percentage of the total transmission and distribution assets has remained the same at 10%, and CILCORP's percentage of the total revenues from such assets has increased from 7% to 8% for the twelve-month period ending June 30, 2002 compared to the twelve-month period ending March 31, 2002. IPALCO's percentage of the total transmission and distribution assets has remained the same at 13%, and IPALCO's percentage of the total revenues from such assets has increased from 4% to 5% for the twelve-month period ending June 30, 2002 compared to the twelve-month period ending March 31, 2002.

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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 2002. On February 13, 2002, CILCO filed with the Illinois Commerce Commission a "Notice of Transfer of Generating Assets" stating its intent to transfer substantially all of its generating assets to its wholly owned subsidiary, Central Illinois Generation, Inc. An Administrative Law Judge of the Illinois Commerce Commission issued a Proposed Order on March 29, 2002 approving the transfer, and the Commission voted to approve the transfer at a meeting on April 10, 2002.

ITEM (6) PER EXEMPTION ORDER:

On June 19, 2002, Central Illinois Light Company and Ameren Corporation filed a joint application with the Illinois Commerce Commission for authority to engage in a reorganization, and to enter into various agreements in connection therewith, including agreements with affiliated interests, and for such other approvals as may be required under the Illinois Public Utilities Act to effectuate the reorganization. The filing was made in Docket No. 02-0428. During the second quarter of 2002, 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:

AES announced on April 29, 2002 an agreement with Ameren Corporation to sell 100% of AES's ownership interest in CILCORP, including the jurisdictional business and assets of CILCO. The transaction is subject to various regulatory approvals and is expected to close in 2003.

SIGNATURE

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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, 2002 by the undersigned thereunto duly authorized.

The AES Corporation

By: /s/ Erik Luckau
Erik Luckau
Associate General Counsel