

Edgar Filing: AES CORPORATION - Form 35-CERT

AES CORPORATION  
Form 35-CERT  
March 01, 2001

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

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

Certificate Pursuant to Rule 24 and Release No. 35-27063  
Under the Public Utility Holding Company Act of 1935

On August 20, 1999, the Securities and Exchange Commission ("SEC") issued an order in this proceeding, 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, ("the Act") 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. The requested certificate is set forth below (as an attachment) for the period ending December 31, 2000.

Respectfully submitted,

/s/ Earle H. O'Donnell  
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Earle H. O'Donnell  
Julia Dryden English  
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1775 Pennsylvania Avenue, NW  
Washington, D.C. 20006

Dated: March 1, 2001

THE AES CORPORATION  
SEC FILING PURSUANT TO SECTION 3(a)(5) EXEMPTION ORDER  
QUARTER ENDED DECEMBER 31, 2000

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

- 1) Statement of Income of The AES Corporation for the 12 months ended December 31, 2000:
  - a) 12 months ended December 31, 2000 GAAP consolidated income statement
  - b) 12 months ended December 31, 2000 pro rata consolidated income statement
- 2) Balance Sheet of The AES Corporation at December 31, 2000
  - a) GAAP Basis Consolidated Balance Sheet
  - b) Pro Rata Consolidated Balance Sheet
- 3) Statement of Income CILCORP Inc. for the 12 months ended December 31, 2000
- 4) Statement of Income CILCO for the 12 months ended December 31, 2000
- 5) Consolidated Balance Sheet of CILCORP Inc. at December 31, 2000
- 6) Consolidated Balance Sheet of CILCO at December 31, 2000

THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2000 - GAAP BASIS

|  | TWELVE<br>MONTHS<br>ENDED<br>12/31/2000 | %<br>OF<br>SALES |
|--|---|------------------|
| -----  |   |                  |
| (\$ in millions, except per share amounts)           |   |                  |
| REVENUES:  |   |                  |
| Sales and services                                   | \$6,691                                 | 100%             |
| OPERATING COSTS AND EXPENSES:                        |   |                  |
| Cost of sales and services                           | 4,991                                   | 75%              |
| Selling, general and administrative expenses         | 85                                      | 1%               |
|  | -----                                   |                  |
| TOTAL OPERATING COSTS AND EXPENSES                   | 5,076                                   | 76%              |
|  | -----                                   |                  |
| OPERATING INCOME                                     | 1,615                                   | 24%              |
| OTHER INCOME AND (EXPENSE):                          |   |                  |
| Interest expense                                     | (1,299)                                 | -19%             |
| Interest and other income                            | 245                                     | 4%               |
| Equity in earnings of affiliates (before income tax) | 475                                     | 7%               |
| Environmental fine                                   | (17)                                    | 0%               |

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|  |        |     |
|--|--------|-----|
| INCOME BEFORE INCOME TAXES AND MINORITY INTEREST                 | 1,019  | 15% |
| Income tax provision   | 252    | 4%  |
| Minority interest  | 119    | 2%  |
|  | -----  |     |
| INCOME BEFORE EXTRAORDINARY ITEM                                 | 648    | 10% |
| Extraordinary item, net of tax -<br>Early extinguishment of debt | (7)    | 0%  |
|  | -----  |     |
| NET INCOME   | \$ 641 | 10% |
|  | =====  |     |

THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2000 - PRO RATA BASIS

|   | TWELVE<br>MONTHS<br>ENDED<br>12/31/2000 | %<br>OF<br>SALES |
|---|---|------------------|
| -----   |   |                  |
| (\$ in millions, except per share amounts)        |   |                  |
| -----   |   |                  |
| REVENUES:   |   |                  |
| Sales and services                                | \$7,803                                 | 100%             |
| OPERATING COSTS AND EXPENSES:                     |   |                  |
| Cost of sales and services                        | 5,759                                   | 74%              |
| Selling, general and administrative expenses      | 85                                      | 1%               |
|   | -----                                   |                  |
| TOTAL OPERATING COSTS AND EXPENSES                | 5,844                                   | 75%              |
|   | -----                                   |                  |
| OPERATING INCOME                                  | 1,959                                   | 25%              |
| OTHER INCOME AND (EXPENSE):                       |   |                  |
| Interest expense, net                             | (1,176)                                 | -15%             |
|   | -----                                   |                  |
| INCOME BEFORE INCOME TAXES AND EXTRAORDINARY ITEM | 783                                     | 10%              |
| Income tax provision                              | 135                                     | 2%               |
|   | -----                                   |                  |
| INCOME BEFORE EXTRAORDINARY ITEM                  | 648                                     | 8%               |

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|                                  |        |    |
|----------------------------------|--------|----|
| Extraordinary item, net of tax - | (7)    | 0% |
| Early extinguishment of debt     | -----  |    |
| NET INCOME                       | \$ 641 | 8% |
|                                  | =====  |    |

THE AES CORPORATION  
GAAP BASIS CONSOLIDATED BALANCE SHEET  
DECEMBER 31, 2000  
(\$ in millions)

### ASSETS

#### CURRENT ASSETS

|   |        |  |
|---|--------|--|
| Cash and cash equivalents                 | \$ 881 |  |
| Short-term investments                    | 1,297  |  |
| Accounts receivable, net                  | 1,498  |  |
| Inventory                                 | 499    |  |
| Receivable from affiliates                | 27     |  |
| Deferred income taxes                     | 165    |  |
| Contract Receivable                       | 576    |  |
| Prepaid expenses and other current assets | 630    |  |
|   | -----  |  |
| TOTAL CURRENT ASSETS                      | 5,573  |  |

#### PROPERTY, PLANT AND EQUIPMENT

|   |         |  |
|---|---------|--|
| Land  | 617     |  |
| Electric generation and distribution assets | 15,743  |  |
| Accumulated depreciation and amortization   | (1,304) |  |
| Construction in progress                    | 2,790   |  |
|   | -----   |  |
| PROPERTY, PLANT AND EQUIPMENT, NET          | 17,846  |  |

#### OTHER ASSETS

|   |       |  |
|---|-------|--|
| Deferred financing costs, net               | 375   |  |
| Project development costs                   | 114   |  |
| Investments in and advances to affiliates   | 3,122 |  |
| Debt service reserves and other deposits    | 517   |  |
| Electricity sales concessions and contracts | 1,039 |  |
| Goodwill                                    | 1,268 |  |
| Other assets                                | 1,179 |  |
|   | ----- |  |
| TOTAL OTHER ASSETS                          | 7,614 |  |

|       |          |  |
|-------|----------|--|
| TOTAL | \$31,033 |  |
|       | =====    |  |

### LIABILITIES & STOCKHOLDERS' EQUITY

#### CURRENT LIABILITIES

|  |        |  |
|--|--------|--|
| Accounts payable                         | \$ 708 |  |
| Accrued interest                         | 404    |  |
| Accrued and other liabilities            | 1,305  |  |
| Other notes payable - current portion    | -      |  |
| Project financing debt - current portion | 2,465  |  |

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|  |                   |
|--|-------------------|
| TOTAL CURRENT LIABILITIES                        | -----<br>4,882    |
| LONG-TERM LIABILITIES                            |                   |
| Project financing debt                           | 12,241            |
| Other notes payable                              | 3,458             |
| Deferred incomes taxes                           | 1,632             |
| Other long-term liabilities                      | 1,399             |
| TOTAL LONG-TERM LIABILITIES                      | -----<br>18,730   |
| Minority interest                                | 1,382             |
| TECONS   | 1,228             |
| Preferred Stocks                                 | -                 |
| STOCKHOLDERS' EQUITY                             |                   |
| Common Stock                                     | 5                 |
| Contributed capital / Additional paid in capital | 4,721             |
| Retained earnings                                | 1,762             |
| Accumulated other comprehensive loss             | (1,677)           |
| TOTAL STOCKHOLDERS' EQUITY                       | -----<br>4,811    |
| TOTAL  | \$31,033<br>===== |

THE AES CORPORATION  
PRO RATA CONSOLIDATED BALANCE SHEET  
DECEMBER 31, 2000  
(\$ in millions)

ASSETS

|   |                 |
|---|-----------------|
| CURRENT ASSETS                              |                 |
| Cash and cash equivalents                   | \$ 881          |
| Short-term investments                      | 1,297           |
| Accounts receivable, net                    | 1,498           |
| Inventory                                   | 499             |
| Receivable from affiliates                  | 27              |
| Deferred income taxes                       | 165             |
| Contract Receivable                         | 576             |
| Prepaid expenses and other current assets   | 630             |
| TOTAL CURRENT ASSETS                        | -----<br>5,573  |
| PROPERTY, PLANT AND EQUIPMENT               |                 |
| Land  | 617             |
| Electric generation and distribution assets | 15,743          |
| Accumulated depreciation and amortization   | (1,304)         |
| Construction in progress                    | 2,790           |
| PROPERTY, PLANT AND EQUIPMENT, NET          | -----<br>17,846 |

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|  |          |
|--|----------|
| OTHER ASSETS                                     |          |
| Deferred financing costs, net                    | 375      |
| Project development costs                        | 114      |
| Investments in and advances to affiliates        | 5,663    |
| Debt service reserves and other deposits         | 517      |
| Electricity sales concessions and contracts      | 1,039    |
| Goodwill   | 1,268    |
| Other assets                                     | 1,179    |
|  | -----    |
| TOTAL OTHER ASSETS                               | 10,155   |
| <br>   |          |
| TOTAL  | \$33,574 |
|  | =====    |
| <br>   |          |
| LIABILITIES & STOCKHOLDERS' EQUITY               |          |
| CURRENT LIABILITIES                              |          |
| Accounts payable                                 | \$ 874   |
| Accrued interest                                 | 701      |
| Accrued and other liabilities                    | 1,234    |
| Other notes payable - current portion            | 26       |
| Project financing debt - current portion         | 2,659    |
|  | -----    |
| TOTAL CURRENT LIABILITIES                        | 5,494    |
| <br>   |          |
| LONG-TERM LIABILITIES                            |          |
| Project financing debt                           | 13,003   |
| Other notes payable                              | 3,458    |
| Deferred incomes taxes                           | 2,094    |
| Other long-term liabilities                      | 3,486    |
|  | -----    |
| TOTAL LONG-TERM LIABILITIES                      | 22,041   |
| <br>   |          |
| TECONS   | 1,228    |
| <br>   |          |
| STOCKHOLDERS' EQUITY                             |          |
| Common Stock                                     | 5        |
| Contributed capital / Additional paid in capital | 4,721    |
| Retained earnings                                | 1,762    |
| Accumulated other comprehensive loss             | (1,677)  |
|  | -----    |
| TOTAL STOCKHOLDERS' EQUITY                       | 4,811    |
| <br>   |          |
| TOTAL  | \$33,574 |
|  | =====    |

CILCORP Inc. and Subsidiaries  
Consolidated Statements of Income

For the Year Ended December 31, 2000  
(In thousands)

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|  |           |
|--|-----------|
| Revenue:                                     |           |
| CILCO Electric                               | \$398,836 |
| CILCO Gas                                    | 237,654   |
| CILCO Other                                  | 48,354    |
| Other Businesses                             | 38,670    |
|  | -----     |
| Total  | 723,514   |
|  | -----     |
| Operating Expenses:                          |           |
| Fuel for Generation and Purchased Power      | 208,271   |
| Gas Purchased for Resale                     | 174,777   |
| Other Operations and Maintenance             | 117,028   |
| Depreciation and Amortization                | 86,810    |
| State and Local Revenue Taxes                | 27,589    |
| Other Taxes                                  | 11,857    |
|  | -----     |
| Total  | 626,332   |
|  | -----     |
| Fixed Charges and Other:                     |           |
| Interest Expense                             | 71,752    |
| Preferred Stock Dividends of Subsidiary      | 2,977     |
| Allowance for Funds Used During Construction | (533)     |
| Other  | 1,221     |
|  | -----     |
| Total  | 75,417    |
|  | -----     |
| Income from Continuing Operations            |           |
| Before Income Taxes                          | 21,765    |
| Income Taxes                                 | 10,380    |
|  | -----     |
| Net Income                                   | \$ 11,385 |
| Other Comprehensive Income                   | (450)     |
|  | -----     |
| Comprehensive Income                         | \$ 10,935 |
|  | =====     |

Central Illinois Light Company  
Consolidated Statements of Income

For the Year Ended December 31, 2000  
(In thousands)

|                          |           |
|--------------------------|-----------|
| Operating Revenues:      |           |
| Electric                 | \$398,836 |
| Gas                      | 237,654   |
|                          | -----     |
| Total Operating Revenues | 636,490   |
|                          | -----     |
| Operating Expenses:      |           |
| Cost of Fuel             | 115,310   |
| Cost of Gas              | 152,906   |

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|                                       |           |
|---------------------------------------|-----------|
| Purchased Power                       | 47,388    |
| Other Operations and Maintenance      | 109,574   |
| Depreciation and Amortization         | 69,405    |
| Income Taxes                          | 29,878    |
| State and Local Taxes on Revenue      | 27,589    |
| Other Taxes                           | 11,693    |
|                                       | -----     |
| Total Operating Expenses              | 563,743   |
|                                       | -----     |
| Operating Income                      | 72,747    |
|                                       | -----     |
| Other Income and Deductions:          |           |
| Company-owned Life Insurance, Net     | (1,221)   |
| Other, Net                            | (619)     |
|                                       | -----     |
| Total Other Income and (Deductions)   | (1,840)   |
|                                       | -----     |
| Income Before Interest Expenses       | 70,907    |
|                                       | -----     |
| Interest Expenses:                    |           |
| Interest on Long-term Debt            | 17,516    |
| Cost of Borrowed Funds Capitalized    | (533)     |
| Other                                 | 6,147     |
|                                       | -----     |
| Total Interest Expenses               | 23,130    |
|                                       | -----     |
| Net Income Before Preferred Dividends | 47,777    |
|                                       | -----     |
| Dividends on Preferred Stock          | 2,977     |
|                                       | -----     |
| Net Income Available for Common Stock | \$ 44,800 |
|                                       | -----     |
| Other Comprehensive Income            | (915)     |
| Comprehensive Income                  | \$ 43,885 |
|                                       | =====     |

CILCORP Inc. and Subsidiaries  
Consolidated Balance Sheets

| Assets (As of December 31)                  | 2000<br>(In thousands) |
|---|------------------------|
| Current Assets:                             |                        |
| Cash and Temporary Cash Investments         | \$ 11,743              |
| Receivables, Less Reserves of \$1,343       | 91,050                 |
| Accrued Unbilled Revenue                    | 70,444                 |
| Fuel, at Average Cost                       | 13,995                 |
| Materials and Supplies, at Average Cost     | 16,295                 |
| Gas in Underground Storage, at Average Cost | 28,413                 |
| FAC Underrecoveries                         | 1,153                  |
| PGA Underrecoveries                         | 19,685                 |
| Prepayments and Other                       | 5,563                  |
|   | -----                  |
| Total Current Assets                        | 258,341                |
|   | -----                  |
| Investments and Other Property:             |                        |



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|   |             |
|---|-------------|
| Investment in Leveraged Leases                        | 140,936     |
| Other Investments                                     | 21,056      |
|   | -----       |
| Total Investments and Other Property                  | 161,992     |
|   | -----       |
| Property, Plant and Equipment:                        |             |
| Utility Plant, at Original Cost                       |             |
| Electric  | 695,220     |
| Gas   | 218,710     |
|   | -----       |
|   | 913,930     |
| Less-Accumulated Provision for Depreciation           | 66,128      |
|   | -----       |
|   | 847,802     |
| Construction Work in Progress                         | 29,213      |
| Other, Net of Depreciation                            | 144         |
|   | -----       |
| Total Property, Plant and Equipment                   | 877,159     |
|   | -----       |
| Other Assets:   |             |
| Goodwill, Net of Accumulated Amortization of \$18,422 | 594,544     |
| Other   | 56,240      |
|   | -----       |
| Total Other Assets                                    | 650,784     |
|   | -----       |
| Total Assets  | \$1,948,276 |
|   | =====       |

### CILCORP Inc. and Subsidiaries Consolidated Balance Sheets

Liabilities and Stockholders' Equity (As of December 31)

2000  
(In thousands)

|  |           |
|--|-----------|
| Current Liabilities:                         |           |
| Current Portion of Long-Term Debt            | \$ 17,500 |
| Notes Payable                                | 115,300   |
| Accounts Payable                             | 113,571   |
| Accrued Taxes                                | 20,170    |
| Accrued Interest                             | 18,496    |
| Overrecoveries                               | 8         |
| Other  | 6,286     |
|  | -----     |
| Total Current Liabilities                    | 291,331   |
|  | -----     |
| Long-Term Debt                               | 720,481   |
|  | -----     |
| Deferred Credits and Other Liabilities:      |           |
| Deferred Income Taxes                        | 198,577   |
| Regulatory Liability of Regulated Subsidiary | 42,752    |
| Deferred Investment Tax Credit               | 16,159    |

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|  |             |
|--|-------------|
| Freeman Contract Liability   | 90,574      |
| Other  | 77,559      |
|  | -----       |
| Total Deferred Credits   | 425,621     |
|  | -----       |
| Preferred Stock of Subsidiary  | 41,120      |
|  | -----       |
| Stockholders' Equity:  |             |
| Common Stock, no par value; Authorized 10,000<br>shares - Outstanding 1,000 shares | --          |
| Additional Paid-in Capital   | 468,833     |
| Retained Earnings  | 1,340       |
| Accumulated Other Comprehensive Income   | (450)       |
|  | -----       |
| Total Stockholders' Equity   | 469,723     |
|  | -----       |
| Total Liabilities and Stockholders' Equity   | \$1,948,276 |
|  | =====       |

### Central Illinois Light Company Consolidated Balance Sheets Assets

| As of December 31  | 2000<br>(In thousands) |
|--|------------------------|
| Utility Plant, At Original Cost:   |                        |
| Electric   | \$1,305,115            |
| Gas  | 442,076                |
|  | -----                  |
|  | 1,747,191              |
| Less-Accumulated Provision for Depreciation  | 926,091                |
|  | -----                  |
|  | 821,100                |
| Construction Work in Progress  | 29,213                 |
|  | -----                  |
| Total Utility Plant  | 850,313                |
|  | -----                  |
| Other Property and Investments:  |                        |
| Cash Surrender Value of Company-owned Life<br>Insurance (Net of Related Policy Loans of<br>\$59,292 in 2000) | 3,497                  |
| Other  | 1,161                  |
|  | -----                  |
| Total Other Property and Investments   | 4,658                  |
|  | -----                  |
| Current Assets:  |                        |
| Cash and Temporary Cash Investments  | 8,777                  |
| Receivables, Less Reserves of \$1,343  | 60,148                 |
| Accrued Unbilled Revenue   | 64,339                 |
| Fuel, at Average Cost  | 13,995                 |
| Materials and Supplies, at Average Cost  | 15,807                 |
| Gas in Underground Storage, at Average Cost  | 28,413                 |

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|                                     |             |
|-------------------------------------|-------------|
| Prepaid Taxes                       | 5,588       |
| FAC Underrecoveries                 | 1,153       |
| PGA Underrecoveries                 | 19,685      |
| Other                               | 5,556       |
|                                     | -----       |
| Total Current Assets                | 223,461     |
|                                     | -----       |
| Deferred Debits:                    |             |
| Unamortized Loss on Reacquired Debt | 2,691       |
| Unamortized Debt Expense            | 1,427       |
| Prepaid Pension Cost                | 229         |
| Other                               | 24,661      |
|                                     | -----       |
| Total Deferred Debits               | 29,008      |
|                                     | -----       |
| Total Assets                        | \$1,107,440 |
|                                     | =====       |

Central Illinois Light Company  
Consolidated Balance Sheets  
Capitalization and Liabilities

As of December 31 2000  
(In thousands)

|   |            |
|---|------------|
| Capitalization:   |            |
| Common Shareholder's Equity:  |            |
| Common Stock, No Par Value; Authorized<br>20,000,000 Shares; Outstanding<br>13,563,871 Shares | \$ 185,661 |
| Additional Paid in Capital  | 27,000     |
| Retained Earnings   | 140,364    |
| Accumulated Other Comprehensive Income  | (975)      |
|   | -----      |
| Total Common Shareholder's Equity   | 352,050    |
| Preferred Stock Without Mandatory Redemption  | 19,120     |
| Preferred Stock With Mandatory Redemption   | 22,000     |
| Long-term Debt  | 245,482    |
|   | -----      |
| Total Capitalization  | 638,652    |
|   | -----      |
| Current Liabilities:  |            |
| Current Maturities of Long-Term Debt  | --         |
| Notes Payable   | 67,300     |
| Accounts Payable  | 96,315     |
| Accrued Taxes   | 25,512     |
| Accrued Interest  | 8,889      |
| PGA Overrecoveries  | 8          |
| Level Payment Plan  | --         |
| Other   | 6,213      |
|   | -----      |
| Total Current Liabilities   | 204,237    |
|   | -----      |
| Deferred Liabilities and Credits:   |            |

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|  |             |
|--|-------------|
| Accumulated Deferred Income Taxes      | 123,611     |
| Regulatory Liability                   | 42,752      |
| Investment Tax Credits                 | 16,159      |
| Capital Lease Obligation               | 616         |
| Other                                  | 81,413      |
|  | -----       |
| Total Deferred Liabilities and Credits | 264,551     |
|  | -----       |
| Total Capitalization and Liabilities   | \$1,107,440 |
|  | =====       |

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

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

|                                  | 12 MOS. 12/31/00 | 12 MOS. 12/31/99 |
|----------------------------------|------------------|------------------|
| -----                            |                  |                  |
| GROSS REVENUES %-CILCO           | 9.51%            | 15.14%           |
| CILCO                            | 636              | 562              |
| AES                              | 6,691            | 3,253            |
| AES/CILCORP                      | 6,691            | 3,713            |
| -----                            |                  |                  |
| GROSS REVENUES %-CILCORP         | 10.82%           | 15.65%           |
| CILCORP (Including CILCO)        | 724              | 581              |
| AES                              | 6,691            | 3,253            |
| AES/CILCORP                      | 6,691            | 3,713            |
| -----                            |                  |                  |
| NET OPERATING REVENUES %-CILCO   | 8.42%            | 12.69%           |
| CILCO                            | 414              | 376              |
| AES                              | 4,917            | 2,655            |
| AES/CILCORP                      | 4,917            | 2,962            |
| -----                            |                  |                  |
| NET OPERATING REVENUES %-CILCORP | 8.78%            | 13.64%           |
| CILCORP (Including CILCO)        | 432              | 404              |
| AES                              | 4,917            | 2,655            |
| AES/CILCORP                      | 4,917            | 2,962            |
| -----                            |                  |                  |
| OPERATING INCOME %-CILCO         | 6.38%            | 5.78%            |
| CILCO                            | 103              | 55               |
| AES                              | 1,615            | 925              |
| AES/CILCORP                      | 1,615            | 952              |
| -----                            |                  |                  |
| OPERATING INCOME %-CILCORP       | 6.01%            | 4.30%            |
| CILCORP (Including CILCO)        | 97               | 41               |
| AES                              | 1,615            | 925              |
| AES/CILCORP                      | 1,615            | 952              |
| -----                            |                  |                  |
| NET INCOME %-CILCO               | 6.86%            | 6.99%            |

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|                           |        |        |
|---------------------------|--------|--------|
| CILCO                     | 44     | 16     |
| AES                       | 641    | 228    |
| AES/CILCORP               | 641    | 229    |
| -----                     |        |        |
| NET INCOME %-CILCORP      | 1.72%  | -0.44% |
| CILCORP (Including CILCO) | 11     | (1)    |
| AES                       | 641    | 228    |
| AES/CILCORP               | 641    | 229    |
| -----                     |        |        |
| NET ASSETS %-CILCO        | 3.57%  | 4.86%  |
| CILCO                     | 1,107  | 1,056  |
| AES                       | 31,033 | 21,744 |
| AES/CILCORP               | 31,033 | 21,744 |
| -----                     |        |        |
| NET ASSETS %-CILCORP      | 6.28%  | 8.42%  |
| CILCORP (Including CILCO) | 1,948  | 1,831  |
| AES                       | 31,033 | 21,744 |
| AES/CILCORP               | 31,033 | 21,744 |
| -----                     |        |        |

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

|                                  | 12 MOS. 12/31/00 | 12 MOS. 12/31/99 |
|----------------------------------|------------------|------------------|
| -----                            |                  |                  |
| GROSS REVENUES %-CILCO           | 8.15%            | 11.78%           |
| CILCO                            | 636              | 562              |
| AES                              | 7,803            | 4,309            |
| AES/CILCORP                      | 7,803            | 4,769            |
| -----                            |                  |                  |
| GROSS REVENUES %-CILCORP         | 9.28%            | 12.18%           |
| CILCORP (Including CILCO)        | 724              | 581              |
| AES                              | 7,803            | 4,309            |
| AES/CILCORP                      | 7,803            | 4,769            |
| -----                            |                  |                  |
| NET OPERATING REVENUES %-CILCO   | 7.47%            | 9.49%            |
| CILCO                            | 414              | 376              |
| AES                              | 5,544            | 3,656            |
| AES/CILCORP                      | 5,544            | 3,963            |
| -----                            |                  |                  |
| NET OPERATING REVENUES %-CILCORP | 7.79%            | 10.19%           |
| CILCORP (Including CILCO)        | 432              | 404              |
| AES                              | 5,544            | 3,656            |
| AES/CILCORP                      | 5,544            | 3,963            |
| -----                            |                  |                  |
| OPERATING INCOME %-CILCO         | 5.26%            | 4.29%            |
| CILCO                            | 103              | 55               |
| AES                              | 1,959            | 1,256            |
| AES/CILCORP                      | 1,959            | 1,283            |
| -----                            |                  |                  |

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|                            |        |        |
|----------------------------|--------|--------|
| OPERATING INCOME %-CILCORP | 4.95%  | 3.20%  |
| CILCORP (Including CILCO)  | 97     | 41     |
| AES                        | 1,959  | 1,256  |
| AES/CILCORP                | 1,959  | 1,283  |
| -----                      |        |        |
| NET INCOME %-CILCO         | 6.86%  | 6.99%  |
| CILCO                      | 44     | 16     |
| AES                        | 641    | 228    |
| AES/CILCORP                | 641    | 229    |
| -----                      |        |        |
| NET INCOME %-CILCORP       | 1.72%  | -0.44% |
| CILCORP (Including CILCO)  | 11     | (1)    |
| AES                        | 641    | 228    |
| AES/CILCORP                | 641    | 229    |
| -----                      |        |        |
| NET ASSETS %-CILCO         | 3.30%  | 4.64%  |
| CILCO                      | 1,107  | 1,056  |
| AES                        | 33,574 | 22,759 |
| AES/CILCORP                | 33,574 | 22,759 |
| -----                      |        |        |
| NET ASSETS %-CILCORP       | 5.80%  | 8.05%  |
| CILCORP (Including CILCO)  | 1,948  | 1,831  |
| AES                        | 33,574 | 22,759 |
| AES/CILCORP                | 33,574 | 22,759 |
| -----                      |        |        |

ITEM (3) PER EXEMPTION ORDER - GENERATION INFORMATION:

AES Generating Plants in Operation at December 31, 2000 (excluding CILCO):

| Unit                          | Country   | Capacity<br>(MW) | AES<br>Interest<br>(%) | AES<br>Equity<br>(MW) | Regula<br>Stat |
|-------------------------------|-----------|------------------|------------------------|-----------------------|----------------|
|                               | -----     | ----             | ---                    | ----                  | ----           |
| AES Deepwater                 | USA       | 143              | 100.00                 | 143.00                | QF             |
| AES Beaver Valley             | USA       | 125              | 100.00                 | 125.00                | QF             |
| AES Placerita                 | USA       | 120              | 100.00                 | 120.00                | QF             |
| AES Thames                    | USA       | 181              | 100.00                 | 181.00                | QF             |
| AES Shady Point               | USA       | 320              | 100.00                 | 320.00                | QF             |
| AES Hawaii                    | USA       | 180              | 100.00                 | 180.00                | QF             |
| AES Warrior Run               | USA       | 180              | 100.00                 | 180.00                | QF             |
| AES Eastern Energy (4 plants) | USA       | 1,268            | 100.00                 | 1,268.00              | EW             |
| AES Alamitos                  | USA       | 2,083            | 100.00                 | 2,083.00              | EW             |
| AES Redondo Beach             | USA       | 1,310            | 100.00                 | 1,310.00              | EW             |
| AES Huntington Beach          | USA       | 563              | 100.00                 | 563.00                | EW             |
| AES Kingston                  | Canada    | 110              | 50.00                  | 55.00                 | EW             |
| AES San Nicholas              | Argentina | 650              | 69.00                  | 448.50                | EW             |
| AES Cabra Corral              | Argentina | 102              | 98.00                  | 99.96                 | FU             |
| AES El Tunal                  | Argentina | 10               | 98.00                  | 9.80                  | FU             |
| AES Sarmiento                 | Argentina | 33               | 98.00                  | 32.34                 | FU             |
| AES Ullum                     | Argentina | 45               | 98.00                  | 44.10                 | FU             |
| AES Quebrada                  | Argentina | 45               | 100.00                 | 45.00                 | FU             |
| AES Alicura                   | Argentina | 1,000            | 98.00                  | 980.00                | FU             |

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|                            |             |       |        |          |     |
|----------------------------|-------------|-------|--------|----------|-----|
| Fontes Nova-Light          | Brazil      | 144   | 21.00  | 30.24    | FU  |
| Ilha dos Pombos - Light    | Brazil      | 164   | 21.00  | 34.44    | FU  |
| Nilo Pecanha - Light       | Brazil      | 380   | 21.00  | 79.80    | FU  |
| Pereira Passos - Light     | Brazil      | 100   | 21.00  | 21.00    | FU  |
| CEMIG (37 plants)          | Brazil      | 5,668 | 8.70*  | 493.12   | FU  |
| EGE Bayano (2 plants)      | Panama      | 187   | 49.00  | 91.63    | FU  |
| EGE Chiriqui (2 plants)    | Panama      | 90    | 49.00  | 44.10    | FU  |
| AES Los Mina               | Dom. Rep.   | 210   | 100.00 | 210.00   | EW  |
| ECOGEN (2 plants)          | Australia   | 959   | 100.00 | 959.00   | FU  |
| AES Mt. Stuart             | Australia   | 288   | 100.00 | 288.00   | FU  |
| AES Xiangci - Cili         | China       | 26    | 51.00  | 13.26    | FU  |
| Wuhu                       | China       | 250   | 25.00  | 62.50    | FU  |
| Yangchun                   | China       | 15    | 25.00  | 3.75     | FU  |
| Chengdu Lotus City         | China       | 48    | 35.00  | 16.80    | FU  |
| AES Jiaozou                | China       | 250   | 70.00  | 175.00   | FU  |
| AES Hefei (2 plants)       | China       | 115   | 70.00  | 80.50    | FU  |
| AES Chongqing Nanchuan     | China       | 50    | 70.00  | 35.00    | FU  |
| AES Ekibastuz              | Kazakhstan  | 4,000 | 100.00 | 4,000.00 | FU  |
| AES Ust-Kamenogorsk GES    | Kazakhstan  | 331   | 100.00 | 331.00   | FU  |
| AES Shulbinsk GES          | Kazakhstan  | 702   | 100.00 | 702.00   | FU  |
| AES Ust-Kamenogorsk TETS   | Kazakhstan  | 1,464 | 100.00 | 1,464.00 | FU  |
| AES Leninogorsk TETS       | Kazakhstan  | 418   | 100.00 | 418.00   | FU  |
| AES Sogrinsk TETS          | Kazakhstan  | 349   | 100.00 | 349.00   | FU  |
| AES Semiplatinsk TETS      | Kazakhstan  | 510   | 100.00 | 510.00   | FU  |
| OPGC                       | India       | 420   | 49.00  | 205.80   | FU  |
| AES Lal Pir                | Pakistan    | 351   | 90.00  | 315.90   | FU  |
| AES Pak Gen                | Pakistan    | 344   | 90.00  | 309.60   | FU  |
| AES Borsod                 | Hungary     | 171   | 100.00 | 171.00   | FU  |
|                            |             |       |        |          |     |
| AES Tisza II               | Hungary     | 860   | 100.00 | 860.00   | FUC |
| AES Tiszapalkonya          | Hungary     | 250   | 100.00 | 250.00   | FUC |
| AES Elsta                  | Netherlands | 405   | 50.00  | 202.50   | FUC |
| Medway                     | U.K.        | 688   | 25.00  | 172.00   | FUC |
| AES Indian Queens          | U.K.        | 140   | 100.00 | 140.00   | EWG |
| Kilroot                    | U.K.        | 520   | 97.00  | 504.40   | FUC |
| Belfast West               | U.K.        | 120   | 97.00  | 116.40   | FUC |
| AES Barry                  | U.K.        | 230   | 100.00 | 230.00   | FUC |
| AES Drax Power Ltd.        | U.K.        | 4,065 | 100.00 | 4,065.00 | FUC |
| AES Tiete (10 plants)      | Brazil      | 2,650 | 44.00  | 1,166.00 | FUC |
| AES Uruguaiana             | Brazil      | 600   | 100.00 | 600.00   | FUC |
| AES Gardabani              | Georgia     | 600   | 100.00 | 600.00   | FUC |
| AES Khrami I               | Georgia     | 113   | 100.00 | 113.00   | FUC |
| AES Khrami II              | Georgia     | 110   | 100.00 | 110.00   | FUC |
| EDC (7 plants)             | Venezuela   | 2,265 | 87.00  | 1,970.55 | FUC |
| AES Merida III             | Mexico      | 484   | 55.00  | 266.20   | FUC |
| AES Fifoots Points         | U.K.        | 360   | 100.00 | 360.00   | FUC |
| AES Mamonal                | Colombia    | 90    | 62.00  | 55.80    | FUC |
| AES Termo Candelaria       | Colombia    | 314   | 100.00 | 314.00   | FUC |
| AES Centrogener (8 plants) | Chile       | 756   | 96.00  | 725.76   | FUC |
| AES Chivor                 | Colombia    | 1,000 | 96.00  | 960.00   | FUC |
| AES Electrica de Santiago  | Chile       | 379   | 72.00  | 272.88   | FUC |
| AES Energia Verde          | Chile       | 17    | 96.00  | 16.32    | FUC |
| Guacolda                   | Chile       | 304   | 48.00  | 145.92   | FUC |
| AES Norgener               | Chile       | 277   | 96.00  | 265.92   | FUC |
| Itabo                      | Dom. Rep.   | 587   | 24.00  | 140.88   | FUC |

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|                            |        |           |
|----------------------------|--------|-----------|
| TOTAL - September 30, 2000 | 44,656 | 34,225.67 |
| Pct. Of Foreign Generation | 85.50% | 81.09%    |

\* CEMIG owns 9% of 36 plants accounting for 5,458 MW and 1% of 1 plant accounting for 210 MW.

CILCO Generating Plants at December 31, 2000:

| Unit                       | Country<br>----- | Capacity<br>(MW)<br>---- | AES<br>Interest<br>(%)<br>--- | AES<br>Equity<br>(MW)<br>---- | Regula<br>Stat<br>---- |
|----------------------------|------------------|--------------------------|-------------------------------|-------------------------------|------------------------|
| Edwards (3 units)          | USA              | 740                      | 100.00                        | 740                           | IL P                   |
| Duck Creek                 | USA              | 366                      | 100.00                        | 366                           | IL P                   |
| Indian Trails              | USA              | 10                       | 100.00                        | 10                            | IL P                   |
| Sterling Avenue            | USA              | 30                       | 100.00                        | 30                            | IL P                   |
| Hallock Power Modules      | USA              | 13                       | 100.00                        | 13                            | IL P                   |
| Kickapoo Power Modules     | USA              | 13                       | 100.00                        | 13                            | IL P                   |
| TOTAL - September 30, 2000 |                  | 1,172                    |                               | 1,172                         |                        |

Revenues from generation capacity - 12 months ended December 31, 2000:

|                       |       |      |
|-----------------------|-------|------|
| CILCO                 | 160   | 3%   |
| AES (excluding CILCO) | 4,655 | 97%  |
| Total                 | 4,815 | 100% |

CILCO's electric revenues are allocated between electric generation and electric 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 capacity owned by CILCO and a 4,171 MW increase in the amount of capacity owned by AES from 30,054.67 to 34,225.67 MW since September 30, 2000. There has also been a 9.4% increase in the total revenues earned from the capacity owned by AES and CILCO since September 30, 2000. The percentage of total revenues derived from the capacity owned by CILCO has decreased from 4% to 3%.

The physical location of the MW capacity added by AES since September 30, 2000 is in the United Kingdom, Chile, Colombia and the Dominican Republic.

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

|  |        |
|--|--------|
| CILCO elec/gas transmission/distribution assets at December 31, 2000 | 793    |
| Total AES (excl CILCO) electric distr. assets at December 31, 2000   | 15,159 |



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|   |                 |
|---|-----------------|
| Total transmission and distribution assets                            | -----<br>15,952 |
| CILCO elec/gas transm/distr revenues - 12 mos. December 31, 2000      | 477             |
| AES (excl CILCO) electric distr. revenues - 12 mos. December 31, 2000 | 3,148           |
| Total electric/gas transm/distr. revenues                             | -----<br>3,625  |

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

The total transmission and distribution assets owned by AES and CILCO has decreased by 3.1% since September 30, 2000 and the total revenues derived from such assets has decreased by 15.1% since September 30, 2000. CILCO's transmission and distribution assets and the revenues derived from such assets have increased somewhat since September 30, 2000 while AES' transmission and distribution assets and the revenues derived from such assets have decreased since September 30, 2000. Accordingly, CILCO's percentage of the total transmission and distribution assets has increased slightly from 4.6% to 5.0% and CILCO's percentage of the total revenues from such assets has also increased from 9.7% to 13.2% since September 30, 2000.

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.

ITEM (6) PER EXEMPTION ORDER:

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, 2001 by the undersigned thereunto duly authorized.

The AES Corporation

By: /s/ WILLIAM R. LURASCHI  
-----  
William R. Luraschi  
General Counsel and Secretary