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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

Earle H. O'Donnell
Julia Dryden English
Andrew B. Young
Dewey Ballantine LLP
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 MONTHS ENDED 12/31/2000	% OF 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 - 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 MONTHS ENDED 12/31/2000	% OF 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	----- 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	----- 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	----- 4,811
TOTAL	\$31,033 =====

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	----- 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

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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
TOTAL	\$33,574
	=====
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
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
TECONS	1,228
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
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 (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 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 (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 Insurance (Net of Related Policy Loans of \$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	
20,000,000 Shares; Outstanding	
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 (MW)	AES Interest (%)	AES Equity (MW)	Regula 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 Uruguaiiana	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 -----	Capacity (MW) ----	AES Interest (%) ---	AES Equity (MW) ----	Regula Stat ----
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	----- 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	----- 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