

Edgar Filing: AES CORPORATION - Form 35-CERT

AES CORPORATION  
Form 35-CERT  
May 30, 2003

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 March 31, 2003.

AES hereby notifies the SEC that effective January 31, 2003 it sold all of its interests in CILCORP, Inc. ("CILCORP"), including CILCORP's public-utility subsidiary company, Central Illinois Light Company ("CILCO"). In accordance with the Exemption Order, AES no longer is including in this certificate information concerning CILCORP and CILCO. As required by the Commission's order in Release No. 35-27063, File No. 70-9465, AES has filed with the SEC periodic certificates with respect of AES' acquisition of CILCORP. Because of AES' sale of CILCORP, AES intends to file no further certificates in File No. 70-9465.

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: May 30, 2003

THE AES CORPORATION  
SEC FILING PURSUANT TO SECTION 3(a) (5) EXEMPTION ORDER  
QUARTER ENDED MARCH 31, 2003

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

- 1) Pro Rata Consolidated Statement of Operations of The AES Corporation for the 12 months ended March 31, 2003
- 2) Pro Rata Consolidated Balance Sheet of The AES Corporation at March 31, 2003
- 3) Statement of Consolidated Income of IPALCO for the 12 months ended March 31, 2003
- 4) Statement of Income of IPL for the 12 months ended March 31, 2003
- 5) Consolidated Balance Sheet of IPALCO at March 31, 2003
- 6) Balance Sheet of IPL at March 31, 2003

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THE AES CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS  
(INCLUDES IPALCO)  
FOR THE TWELVE MONTHS ENDED MARCH 31, 2003  
PRORATA BASIS(1)  
(UNAUDITED)

(\$ in millions)	TWELVE MONTHS ENDED 3/31/2003
REVENUES:	
Sales and services	\$ 8,066
OPERATING COSTS AND EXPENSES:	
Cost of sales and services	6,300
Selling, general and administrative expenses	113
TOTAL OPERATING COSTS AND EXPENSES	6,414
OPERATING INCOME	1,653
OTHER INCOME AND (EXPENSE):	
Interest expense, net	(1,721)
Other (expense) income, net	(369)
(Loss) gain on sale of assets and asset impairment expense	(2,155)
(LOSS) INCOME BEFORE INCOME TAXES	(2,592)
Income tax (benefit) expense	(20)

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(LOSS) INCOME FROM CONTINUING OPERATIONS	(2,572)
Loss from operations of discontinued components (net of income taxes)	(656)
(LOSS) INCOME BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE	(3,228)
Cumulative effect of accounting change (net of income taxes)	125
NET (LOSS) INCOME	\$ (3,103)

-----  
(1) In accordance with the analysis used in the order requiring filing of this certificate, this table is calculated on a proportional consolidation basis whereby AES' subsidiaries are included by multiplying each applicable line item from the statement of operations of each AES subsidiary times AES' percentage ownership interest in such subsidiary.

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THE AES CORPORATION

PRO RATA BASIS (1) CONSOLIDATED BALANCE SHEET  
(INCLUDES IPALCO)

MARCH 31, 2003  
(\$ in millions, unaudited)

ASSETS

CURRENT ASSETS

Cash and cash equivalents	\$ 1,369
Short-term investments	239
Accounts receivable, net	1,140
Inventory	387
Deferred income taxes	6
Prepaid expenses and other current assets	1,143
Current assets of discontinued operations and businesses held for sale	451
TOTAL CURRENT ASSETS	4,735

PROPERTY, PLANT AND EQUIPMENT

Land	725
Electric generation and distribution assets	19,558
Accumulated depreciation and amortization	(4,267)
Construction in progress	2,620
PROPERTY, PLANT AND EQUIPMENT, NET	18,636

OTHER ASSETS

Deferred financing costs, net	421
Project development costs	6
Investments in and advances to affiliates	695

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Debt service reserves and other deposits	510
Goodwill, net	1,375
Deferred income taxes - noncurrent	979
Long-term assets of discontinued operations and businesses held for sale	3,748
Other assets	1,764
	-----
TOTAL OTHER ASSETS	9,498
TOTAL	\$ 32,869
	=====

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(1) In accordance with the analysis used in the order requiring filing of this certificate, this table is calculated on a proportional consolidation basis whereby AES' subsidiaries are included by multiplying each applicable line item from the balance sheet of each AES subsidiary times AES' percentage ownership interest in such subsidiary.

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THE AES CORPORATION

PRO RATA BASIS(1) CONSOLIDATED BALANCE SHEET  
(INCLUDES IPALCO)

MARCH 31, 2003

(\$ in millions, unaudited)

### LIABILITIES & STOCKHOLDERS' EQUITY

#### CURRENT LIABILITIES

Accounts payable	\$ 1,
Accrued interest	
Accrued and other liabilities	1,
Current liabilities of discontinued operations and businesses held for sale	2,
Recourse debt-current portion	
Non-recourse debt- current portion	3,
	-----
TOTAL CURRENT LIABILITIES	9,

#### LONG-TERM LIABILITIES

Non-recourse debt	10,
Recourse debt	5,
Deferred incomes taxes	
Pension liabilities	1,
Long-term liabilities of discontinued operations and businesses held for sale	1,
Other long-term liabilities	2,
	-----
TOTAL LONG-TERM LIABILITIES	21,

Minority interest

Company-obligated Convertible Mandatorily Redeemable  
Preferred Securities of Subsidiary Trusts Holding Solely  
Junior Subordinated Debentures of AES

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### STOCKHOLDERS' EQUITY

Common stock	5,
Additional paid-in capital	(
Retained earnings	(4,
Accumulated other comprehensive loss	-----)
 TOTAL STOCKHOLDERS' EQUITY	 (
 TOTAL	 \$ 32, =====

-----  
 (1) In accordance with the analysis used in the order requiring filing of this certificate, this table is calculated on a proportional consolidation basis whereby AES' subsidiaries are included by multiplying each applicable line item from the balance sheet of each AES subsidiary times AES' percentage ownership interest in such subsidiary.

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### IPALCO ENTERPRISES, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF INCOME (IN THOUSANDS) (UNAUDITED)

FOR TWELVE MONTHS ENDED MARCH 31, 2003

ELECTRIC UTILITY OPERATING REVENUES	\$	840,540
UTILITY OPERATING EXPENSES:		
Operation:		
Fuel		174,106
Other operating expenses		110,924
Power purchased		22,245
Maintenance		68,142
Depreciation and amortization		119,805
Taxes other than income taxes		30,346
Income taxes - net		111,888
Total operating expenses		----- 637,456
UTILITY OPERATING INCOME		----- 203,084
OTHER INCOME AND (DEDUCTIONS):		
Allowance for equity funds used during construction		3,079
Gain (loss) on sales of assets, net		(6,893)
Other - net		4,662
Income tax benefit - net		24,357
Total other income (deductions) - net		----- 25,205
INCOME BEFORE INTEREST AND OTHER CHARGES		----- 228,289

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-----	
INTEREST AND OTHER CHARGES:	
Interest on long-term debt	98,001
Other interest	464
Allowance for borrowed funds used during construction	(1,422)
Amortization of redemption premiums and expense on debt-net	2,500
Preferred dividends of subsidiary	3,213
	-----
Total interest and other charges - net	102,756
	-----
NET INCOME	\$ 125,533
	=====

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INDIANAPOLIS POWER & LIGHT COMPANY  
STATEMENT OF INCOME  
(IN THOUSANDS)  
(UNAUDITED)

For the Twelve Months Ended March 31, 2003

OPERATING REVENUES	\$ 840,540
	-----
OPERATING EXPENSES:	
Operation:	
Fuel	174,106
Other	110,924
Power purchased	22,245
Maintenance	68,142
Depreciation and amortization	119,805
Taxes other than income taxes	30,346
Income taxes - net	111,888
	-----
Total operating expenses	637,456
	-----
OPERATING INCOME	203,084
	-----
OTHER INCOME AND (DEDUCTIONS):	
Allowance for equity funds used during construction	3,079
Miscellaneous income and (deductions) - net	(864)
Gain on sale of asset	3,333
Income (taxes) applicable to other income and deductions	(629)
	-----
Total other income and (deductions) - net	4,919
	-----
INCOME BEFORE INTEREST AND OTHER CHARGES	208,003
	-----
INTEREST AND OTHER CHARGES:	
Interest on long-term debt	40,335

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Other interest	471
Allowance for borrowed funds used during construction	(1,422)
Amortization of redemption premium and expense on debt - net	1,830
	-----
Total interest and other charges - net	41,214
	-----
NET INCOME	166,789
	-----
PREFERRED DIVIDEND REQUIREMENTS	3,213
	-----
INCOME APPLICABLE TO COMMON STOCK	\$ 163,576
	=====

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IPALCO ENTERPRISES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS)  
(UNAUDITED)

	MARCH 31
	-----
ASSETS	
UTILITY PLANT:	
Utility plant in service	\$
Less accumulated depreciation	
	-----
Utility plant in service - net	
Construction work in progress	
Property held for future use	
	-----
Utility plant - net	
	-----
OTHER ASSETS:	
Nonutility property - at cost, less accumulated depreciation	
Other investments	
	-----
Other assets - net	
	-----
CURRENT ASSETS:	
Cash and cash equivalents	
Accounts receivable and unbilled revenue (less allowance for doubtful accounts of \$1,975 and \$1,556 respectively)	
Fuel - at average cost	
Materials and supplies - at average cost	
Net income tax refunds receivable	
Prepayments and other current assets	
	-----
Total current assets	
	-----
DEFERRED DEBITS:	

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Regulatory assets  
Miscellaneous

Total deferred debits

TOTAL

-----  
-----  
\$  
=====

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IPALCO ENTERPRISES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(IN THOUSANDS)  
(UNAUDITED)

MARCH 31, 20

CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common shareholders' deficit:

Premium on 4% cumulative preferred stock

Accumulated deficit

Accumulated other comprehensive loss

\$ 649  
(6,506)  
(52,179)

Total common shareholders' deficit

Cumulative preferred stock of subsidiary

Long-term debt (less current maturities and sinking fund requirements)

(58,036)  
59,135  
1,292,043

Total capitalization

1,293,142

CURRENT LIABILITIES:

Current maturities and sinking fund requirements

Accounts payable

Accrued expenses

Dividends payable

Accrued taxes

Accrued interest

Other current liabilities

80,284  
28,815  
15,664  
874  
31,274  
34,437  
13,502

Total current liabilities

204,850

DEFERRED CREDITS AND OTHER LONG-TERM LIABILITIES:

Accumulated deferred income taxes - net

Unamortized investment tax credit

Accrued postretirement benefits

Accrued pension benefits

Miscellaneous

337,712  
30,239  
6,226  
169,988  
7,896

Total deferred credits and other long-term liabilities

552,061

TOTAL

\$ 2,050,053  
=====



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INDIANAPOLIS POWER & LIGHT COMPANY  
BALANCE SHEETS  
(IN THOUSANDS)  
(UNAUDITED)

	MARCH 31, 2003
	-----
ASSETS	
UTILITY PLANT:	
Utility plant in service	\$ 3,155,360
Less accumulated depreciation	1,566,356
	-----
Utility plant in service - net	1,589,004
Construction work in progress	90,887
Property held for future use	7,708
	-----
Utility plant - net	1,687,599
	-----
OTHER PROPERTY -	
At cost, less accumulated depreciation	4,967
	-----
CURRENT ASSETS:	
Cash and cash equivalents	59,792
Accounts receivable and unbilled revenue (less allowances for doubtful accounts of \$1,945 and \$1,526 respectively)	39,345
Receivable due from Parent	187
Fuel - at average cost	22,984
Materials and supplies - at average cost	47,028
Net income tax refunds receivable	--
Prepayments and other current assets	7,212
	-----
Total current assets	176,548
	-----
DEFERRED DEBITS:	
Regulatory assets	136,882
Miscellaneous	20,851
	-----
Total deferred debits	157,733
	-----
TOTAL	\$ 2,026,847
	=====

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INDIANAPOLIS POWER & LIGHT COMPANY  
BALANCE SHEETS  
(IN THOUSANDS)  
(UNAUDITED)

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MARCH 31, 2003

CAPITALIZATION AND LIABILITIES

CAPITALIZATION:

Common shareholders' equity:	
Common stock	\$ 324,537
Premium and net gain on preferred stock	2,642
Retained earnings	412,284
Accumulated other comprehensive loss	(52,176)
	-----
Total common shareholders' equity	687,287
Cumulative preferred stock	59,135
Long-term debt (less current maturities and sinking fund requirements)	542,043
	-----
Total capitalization	1,288,465

CURRENT LIABILITIES:

Current maturities and sinking fund requirements	79,984
Accounts payable	28,815
Accrued expenses	14,268
Dividends payable	797
Accrued taxes	36,434
Accrued interest	11,737
Other current liabilities	13,502
	-----
Total current liabilities	185,537

DEFERRED CREDITS AND OTHER LONG-TERM LIABILITIES:

Accumulated deferred income taxes - net	338,496
Unamortized investment tax credit	30,239
Accrued postretirement benefits	6,226
Accrued pension benefits	169,988
Miscellaneous	7,896
	-----
Total deferred credits and other long-term liabilities	552,845

TOTAL	\$ 2,026,847
	=====

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

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

-----	12 MOS. ENDED 03/31/02	12 MOS.
-----		

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GROSS REVENUES (2)	8.33%
IPL	816
IPALCO (excluding IPL)	0
AES	8,977
AES/IPALCO	9,793
-----	
OPERATING INCOME	10.81%
IPL	256
IPALCO (excluding IPL)	0
AES	2,113
AES/IPALCO	2,369
-----	
NET INCOME (LOSS)	(70.97%)
IPL	132
IPALCO (excluding IPL)	(11)
AES	(307)
AES/IPALCO	(186)
-----	
NET ASSETS	5.12%
IPL	1,965
IPALCO (excluding IPL)	29
AES	36,404
AES/IPALCO	38,398
-----	

(1) In accordance with the analysis used in the order requiring filing of this certificate, the AES line items in this table are calculated on a proportional consolidation basis whereby AES' subsidiaries are included by multiplying each applicable line item from the statement of operations or balance sheet, as applicable, of each AES subsidiary times AES' percentage ownership interest in such subsidiary. The numbers presented for AES in this table exclude CILCO, which AES sold during the first quarter of 2003.

(2) Gross business revenues (utility and non-utility) of IPALCO combined 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 March 31, 2003 (excluding IPALCO):

UNIT	COUNTRY	CAPACITY	AES	AES	REGUL
	-----	(MW)	INTEREST	EQUITY	STA
		-----	(%)	(MW)	-----
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	197	100	197	Q

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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 Alamosa	USA	2,123	100	2,123	EW
AES Redondo Beach	USA	1,330	100	1,330	EW
AES Huntington Beach 1 and 2	USA	430	100	430	EW
AES Huntington Beach 3	USA	225	100	225	EW
AES Hemphill	USA	16	100	16	Q
AES Mendota	USA	25	100	25	Q
AES Delano	USA	50	100	50	Q
AES Puerto Rico	USA	454	100	454	FU
AES Granite Ridge	USA	720	100	720	EW
AES Ironwood	USA	705	100	705	EW
AES Red Oak	USA	832	100	832	EW
DOMESTIC SUBTOTAL:		9,444		9,444	

UNIT	COUNTRY -----	CAPACITY (MW) -----	AES INTEREST (%) -----	AES EQUITY (MW) -----	REGUL STA -----
AES Kingston	Canada	110	50	55	E
AES San Nicholas	Argentina	650	88	572	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	1,040	99	1,030	FU
CEMIG - Miranda	Brazil	390	9	35	FU
CEMIG - Igarapava	Brazil	210	1	2	FU

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CEMIG (35 plants)	Brazil	5,068	9	456	FU
AES Bayano	Panama	236	49	116	FU
AES Panama	Panama	40	49	20	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 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

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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 Sogrinsk TETS	Kazakhstan	349	100	349	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	97	504	FU
AES Barry*	U.K.	230	100	230	FU
AES Drax	U.K.	4,065	100	4,065	FU
AES Uruguaiana	Brazil	639	100	639	FU
AES Tiete (10 plants)	Brazil	2,650	53	1,405	FU
AES EDC	Venezuela	2,316	87	2,015	FU
AES Merida III	Mexico	497	55	273	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	62	56	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	100	50	FU
AES SONEL	Cameroon	850	56	476	FU
Central Dique	Argentina	68	34	23	FU
AES Termoandes	Argentina	644	98	631	FU
AES Parana	Argentina	845	67	566	FU
AES Kelvin* (sale pending)	Rep. South Africa	600	95	570	FU

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Ebute	Nigeria	290	95	276	FU
AES Gener - Cordillera	Chile	245	99	243	FU
AES Gener - Costa	Chile	512	99	507	FU
AES Haripur* (sale pending)	Bangladesh	360	100	360	FU
AES Meghnaghat* (sale pending)	Bangladesh	450	100	450	FU
FOREIGN SUBTOTAL:		41,063		29,134	
TOTAL - March 31, 2003		50,507		38,578	
Foreign Generation as a Percentage of Total:		81%		76%	

\* Currently in discontinued operations status.

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IPALCO Generating Plants at March 31, 2003:

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)
Petersburg	USA	1,715	100	1,715
H.T. Pritchard (Eagle Valley)	USA	367	100	367
E.W. Stout	USA	1,116	100	1,116
Georgetown	USA	80	100	80
TOTAL - March 31, 2003		3,278		3,278

Revenues from electric generation capacity - 12 months ended March 31, 2003  
(millions of dollars):

IPALCO	588	14%
AES (excluding IPALCO)	3,691	86%
	-----	-----
Total	4,279	100%

IPALCO'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 IPALCO and a 708 MW decrease in the amount of generation capacity owned by AES (excluding IPALCO) from 39,286 MW to 38,578 MW since December 31, 2002. There has been a 1% increase in the total revenues earned from the capacity owned by AES and IPALCO in the 12-month period ended March 31, 2003 compared with the 12-month period ended December 31, 2002. The percentage of the total revenues derived from the generation capacity owned by IPALCO has increased from 13% to 14%. (1)

-----  
(1) This evaluation excludes the electric generation assets and revenues of CILCO (with a total capacity of 1,172 MW as of December 31, 2002 and total revenues of \$156 million for the twelve months ending December 31, 2002), which AES sold during the first quarter of 2003.

The countries in which AES' net generating capacity increased during the first quarter of 2003 are as follows: Argentina, Bangladesh, Brazil, Cameroon, the Czech Republic, the United Kingdom, the United States (excluding CILCO) and Venezuela.

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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 March 31, 2003 (millions of dollars):

IPALCO	1,357
Total AES (excluding IPALCO)	4,654
	-----
Total	6,011

Electric transmission and distribution and gas distribution revenues for 12 months ending March 31, 2003 (millions of dollars):

IPALCO	252
Total AES (excluding IPALCO)	3,535
	-----
Total	3,787

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

The total transmission and distribution assets owned by AES and IPALCO have decreased since December 31, 2002. IPALCO's transmission and distribution assets have increased while the revenues derived from such assets have increased since December 31, 2002. AES' transmission and distribution assets have decreased and the revenues derived from such assets have decreased since December 31, 2002. IPALCO's percentage of the total transmission and distribution assets has increased from 21% to 23%, and IPALCO's percentage of the total revenues from such assets has increased from 6% to 7% for the 12-month period ending March 31, 2003 compared to the 12-month period ending December 31, 2002.(1)

-----  
 (1) This evaluation excludes the transmission and distribution assets and revenues of CILCO, which AES sold during the first quarter of 2003. CILCO's electric transmission and distribution and gas distribution assets as of December 31, 2002 were valued at \$793 million; revenues associated with these assets for the twelve months ending December 31, 2002 were \$446 million. IPALCO's percentage of AES' total transmission and distribution assets (including CILCO) previously was reported as 19% as of December 31, 2002.

### ITEM (5) PER EXEMPTION ORDER:

IPL has not sold or transferred any electric and/or gas utility assets to any affiliate company of the AES consolidated holding company system during the first quarter of 2003.

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### ITEM (6) PER EXEMPTION ORDER:

During the first quarter of 2003, no application has been made to the Indiana Utility Regulatory Commission ("IURC") that involves AES' ownership position or AES' oversight over the operations of IPL or IPALCO. The IURC issued an order on February 12, 2003, as clarified by an order issued on April 16, 2003, requiring that IPL file certain reports to the IURC prior to declaring or paying a dividend on IPL common stock and providing that IPL shall not pay such dividend until either the IURC approves the dividend or 20 days elapse without the initiation by the IURC of a proceeding to further explore the implications of such dividend.

### ITEM (7) PER EXEMPTION ORDER:

As previously reported, on January 31, 2003, AES announced completion of the sale of CILCORP, including CILCO, to Ameren Corporation after receiving all necessary regulatory approvals.

### 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 30th day of May, 2003 by the undersigned thereunto duly authorized.

The AES Corporation

By: /s/ Vincent Mathis  
Vincent Mathis  
Assistant General Counsel