AES CORPORATION
Form 35-CERT
November 27, 2002

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

The AES Corporation	)))	File No. 70-9779

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

On March 23, 2001, the Securities and Exchange Commission ("SEC") issued an order, Release No. 35-27363 in File No. 70-9779 ("Exemption Order"), granting an exemption under Section 3(a) of the Public Utility Holding Company Act of 1935, as amended, to The AES Corporation ("AES") in relation to its proposed acquisition of IPALCO Enterprises, Inc. ("IPALCO"), which has a public-utility subsidiary company, Indianapolis Power & Light Company ("IPL"). The Exemption Order required AES to file certain certificates (as described in the Exemption Order) under Rule 24 within 60 days of the close of each calendar quarter for a period of two years beginning March 31, 2001 and every six months thereafter. A certificate complying with the Exemption Order is set forth below (as an attachment) for the period ending September 30, 2002. AES is separately filing a certificate in File No. 70-9465 as required by the Commission's order in Release No. 35-27063 in connection with the AES acquisition of CILCORP Inc. ("CILCORP"), which has a public-utility subsidiary company, Central Illinois Light Company ("CILCO").

Respectfully submitted,

/s/ EARLE H. O'DONNELL

Earle H. O'Donnell
Andrew B. Young
Hugh E. Hilliard

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

Dated: November 27, 2002

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

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

1) Pro Rata Statement of Income of The AES Corporation for the 12 months ended September 30, 2002

2) Pro Rata Balance Sheet of The AES Corporation at September 30, 2002

3) Statement of Income of IPALCO for the 12 months ended September 30, 2002

4) Statement of Income of IPL for the 12 months ended September 30, 2002

5) Consolidated Balance Sheet of IPALCO at September 30, 2002

6) Consolidated Balance Sheet of IPL at September 30, 2002

7) Statement of Income of CILCORP for the 12 months ended September 30, 2002

8) Statement of Income of CILCO for the 12 months ended September 30, 2002

9) Consolidated Balance Sheet of CILCORP at September 30, 2002

10) Consolidated Balance Sheet of CILCO at September 30, 2002

2

THE AES CORPORATION

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

($ in millions)	TWELVE MONTHS ENDED 9/30/2002
REVENUES:	
Sales and services	$ 8,640
OPERATING COSTS AND EXPENSES:	
Cost of sales and services	6,288
Selling, general and administrative expenses	115
TOTAL OPERATING COSTS AND EXPENSES	6,403
OPERATING INCOME	2,237
OTHER INCOME AND (EXPENSE):	
Interest expense, net	(1,678)
Other expense	(175)
Loss on sale or write-down of investments	(116)
INCOME BEFORE INCOME TAXES	268
Income tax provision	108
INCOME FROM CONTINUING OPERATIONS	160

Loss from operations of discontinued components (net of income taxes)	(513)
INCOME (LOSS) BEFORE CUMULATIVE EFFECT OF ACCOUNTING CHANGE	(353)
Cumulative effect of accounting change (net of income taxes)	(346)
NET INCOME (LOSS)	$ (699)

3

THE AES CORPORATION

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

SEPTEMBER 30, 2002
($ in millions, unaudited)

ASSETS		
CURRENT ASSETS		
	Cash and cash equivalents	$ 933
	Restricted cash	371
	Short-term investments	234
	Accounts receivable, net	1,146
	Inventory	484
	Deferred income taxes	22
	Prepaid expenses and other current assets	1,112
	Current assets of discontinued operations	296
	TOTAL CURRENT ASSETS	4,598
PROPERTY, PLANT AND EQUIPMENT		
	Land	589
	Electric generation and distribution assets	21,089
	Accumulated depreciation and amortization	(3,917)
	Construction in progress	4,557
	PROPERTY, PLANT AND EQUIPMENT, NET	22,318
OTHER ASSETS		
	Deferred financing costs,net	393
	Project development costs	68
	Investments in and advances to affiliates	1,009
	Debt service reserves and other deposits	366
	Goodwill	1,806
	Long-term assets of discontinued operations	2,066
	Other assets	3,942
	TOTAL OTHER ASSETS	9,650
	TOTAL	$ 36,566

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4

LIABILITIES & STOCKHOLDERS' EQUITY

CURRENT LIABILITIES		
	Accounts payable	$ 952
	Accrued interest	405
	Accrued and other liabilities	1,076
	Current liabilities of discontinued operations	551
	Recourse debt--current portion	1,544
	Non-recourse debt--current portion	2,876
	TOTAL CURRENT LIABILITIES	7,404
LONG-TERM LIABILITIES		
	Non-recourse debt	11,928
	Recourse debt	4,180
	Deferred income taxes	1,613
	Long-term liabilities of discontinued operations	1,250
	Other long-term liabilities	5,760
	TOTAL LONG-TERM LIABILITIES	24,731
	Minority interest	101
	Company-obligated convertible mandatorily redeemable preferred securities of subsidiary trusts holding solely junior subordinated debentures of AES	978
STOCKHOLDERS' EQUITY		
	Common stock	5
	Additional paid-in capital	5,174
	Retained earnings	2,582
	Accumulated other comprehensive loss	(4,409)
	TOTAL STOCKHOLDERS' EQUITY	3,352
	TOTAL	$ 36,566

5

IPALCO
STATEMENT OF CONSOLIDATED INCOME
(UNAUDITED)

FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, 2002

OPERATING REVENUES:	
Electric	$ 809,953,34
Steam	

Gross Operating Revenues	809,953,34
OPERATING EXPENSES AND TAXES:	
Production - Fuel	169,700,83
Production - Other	73,911,01
Power Purchased	18,173,23
Purchased Steam	
Total	261,785,07
Transmission	6,409,15
Distribution - Electric	29,868,30
Customer and Distribution - Steam	54
Customer Accounts	15,619,22
Customer Service and Informational	3,866,91
Administrative and General	53,488,83
Total	371,038,04
Depreciation	111,041,62
Amortization of Regulatory Deferrals	1,054,47
Income Taxes - Net	101,050,40
Taxes Other than Income Taxes	32,497,34
Disposition of Allowances - Net	(4,893,84
Total Operating Expenses and Taxes	611,788,05
OPERATING INCOME	198,165,29
OTHER INCOME AND DEDUCTIONS:	
Allowance for Funds During Construction	3,719,64
Carrying Charges on Regulatory Assets	3,17
IPL Miscellaneous Income & Deductions-Net	2,247,32
IPL Income Taxes - Net	1,338,22
IPALCO Enterprises, Inc. - Parent Co.	(30,451,96
Mid-America Capital Resources, Inc.	1,416,44
Mid-America Energy Resources, Inc.	(105,90
Total Other Income and Deductions	(21,833,05
TOTAL INCOME	176,332,23
INTEREST CHARGES:	
Interest on Long-Term Debt	40,334,28

6

Allowance for Funds During Const-Credit	(1,738,25
Deferred Return on Regulatory Assets	(7,71
Other Interest Charges	510,05
Amortization - Debt Discount & Expense	2,199,90

Preferred Stock Transactions	3,213,31
Total Interest and Other Charges-Net	44,511,58
NET INCOME	$ 131,820,65

7

INDIANAPOLIS POWER & LIGHT COMPANY
STATEMENT OF INCOME
(UNAUDITED)

FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, 2002

OPERATING REVENUES:	
Electric	$ 809,953,34
Steam	
Gross Operating Revenues	809,953,34
OPERATING EXPENSES AND TAXES:	
Production - Fuel	169,700,83
Production - Other	73,911,01
Power Purchased	18,173,23
Purchased Steam	
Total	261,785,07
Transmission	6,409,15
Distribution - Electric	29,868,30
Customer and Distribution - Steam	54
Customer Accounts	15,619,22
Customer Service and Informational	3,866,91
Administrative and General	53,488,83
Total	371,038,04
Depreciation	111,041,62
Amortization of Regulatory Deferrals	1,054,47
Income Taxes - Net	101,050,40
Taxes Other than Income Taxes	32,497,34
Disposition of Allowances - Net	(4,893,84
Total Operating Expenses and Taxes	611,788,05
OPERATING INCOME	198,165,29
OTHER INCOME AND DEDUCTIONS:	
Allowance for Other Funds During Construction	3,719,64
Carrying Charges on Regulatory Assets	3,17
Miscellaneous Income and Deductions - Net	2,247,32

Income Taxes - Net	1,338,22
Total Other Income and Deductions	7,308,37
TOTAL INCOME	205,473,66
INTEREST CHARGES:	
Interest on Long-Term Debt	40,334,28

Allowance for Borrowed Funds Used During Const	(1,738,25
Deferred Return on Regulatory Assets-Borrowed	(7,71
Other Interest Charges	510,05
Amortization - Debt Discount & Expense	2,199,90
Total Interest and Other Charges-Net	41,298,27
INCOME BEFORE EXTRAORDINARY ITEMS	
AND CUMULATIVE ACCOUNTING CHANGE	164,175,38
Less Preferred Stock Transactions	3,213,31
INCOME APPLICABLE TO COMMON STOCK	$ 160,962,07

IPALCO ENTERPRISES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS)
(UNAUDITED)

	SEPTEMBER 30,
ASSETS	
UTILITY PLANT:	
Utility plant in service	$ 3,0
Less accumulated depreciation	1,5
Utility plant in service - net	1,5
Construction work in progress	1
Property held for future use	
Utility plant - net	1,7
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 $1,236)	
Fuel - at average cost	
Materials and supplies - at average cost	
Net income tax refunds receivable	
Prepayments and other current assets	
Total current assets	1
DEFERRED DEBITS:	
Regulatory assets	1
Miscellaneous	
Total deferred debits	1
TOTAL	$ 2,0

CAPITALIZATION AND LIABILITIES	
CAPITALIZATION:	
Common shareholder's equity:	
Premium on 4% cumulative preferred stock	$
Retained earnings	
Accumulated other comprehensive loss	(
Total common shareholder's equity (deficit)	
Cumulative preferred stock of subsidiary	
Long-term debt (less current maturities and sinking fund requirements)	1,3
Total Capitalization	1,4
CURRENT LIABILITIES:	
Current maturities and sinking fund requirements	
Accounts payable	
Accrued expenses	
Dividends payable	
Accrued other taxes	
Accrued interest	
Other current liabilities	
Total current liabilities	1
DEFERRED CREDITS AND OTHER LONG-TERM LIABILITIES:	
Accumulated deferred income taxes - net	3
Unamortized investment tax credit	
Accrued postretirement benefits	
Accrued pension benefits	1

Miscellaneous	
Total deferred credits and other long-term liabilities	5
COMMITMENTS AND CONTINGENCIES	
TOTAL	$ 2,0

11

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

	SEPTEMBER 30,
ASSETS	
UTILITY PLANT:	
Utility plant in service	$ 3,0
Less accumulated depreciation	1,5
Utility plant in service - net	1,5
Construction work in progress	1
Property held for future use	
Utility plant - net	1,7
OTHER PROPERTY -	
At cost, less accumulated depreciation	
CURRENT ASSETS:	
Cash and cash equivalents	
Accounts receivable and unbilled revenue (less allowances for doubtful accounts of $1,207)	
Receivable due from Parent	
Fuel - at average cost	
Materials and supplies - at average cost	
Net income tax refunds receivable	
Prepayments and other current assets	
Total current assets	1
DEFERRED DEBITS:	
Regulatory assets	1
Miscellaneous	
Total deferred debits	1
TOTAL	$ 2,0

12

CAPITALIZATION AND LIABILITIES	
CAPITALIZATION:	
Common shareholder's equity:	
Common stock	$ 3
Premium and net gain on preferred stock	
Retained earnings	4
Accumulated other comprehensive loss	(
Total common shareholder's equity	7
Cumulative preferred stock	
Long-term debt (less current maturities and sinking fund requirements)	6
Total capitalization	1,4
CURRENT LIABILITIES:	
Accounts payable	
Accrued expenses	
Dividends payable	
Accrued other taxes	
Accrued interest	
Other current liabilities	
Total current liabilities	
DEFERRED CREDITS AND OTHER LONG-TERM LIABILITIES:	
Accumulated deferred income taxes - net	3
Unamortized investment tax credit	
Accrued postretirement benefits	
Accrued pension benefits	1
Miscellaneous	
Total deferred credits and other long-term liabilities	5
COMMITMENTS AND CONTINGENCIES	
TOTAL	$ 2,0

CILCORP CONSOLIDATED
INCOME STATEMENT
(UNAUDITED)

TWELVE MONTHS ENDED 9/30/2002

	(IN THOUSANDS)
REVENUE:	
CILCO ELECTRIC	$ 391,668
CILCO GAS	191,899
CILCO OTHER	111,940
OTHER BUSINESSES	54,959
TOTAL	750,466

OPERATING EXPENSES:	
COST OF FUEL AND PURCHASED POWER	210,580
GAS PURCHASED FOR RESALE	159,120
OTHER OPERATIONS AND MAINTENANCE	126,974
DEPRECIATION AND AMORTIZATION	75,962
TAXES, OTHER THAN INCOME TAXES	39,390
TOTAL	612,026
FIXED CHARGES AND OTHER:	
INTEREST EXPENSE	66,359
PREFERRED STOCK DIVIDENDS OF SUBSIDIARY	2,159
ALLOWANCE FOR FUNDS USED DURING CONSTRUCTION	(991)
OTHER	1,018
TOTAL	68,545
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	69,895
INCOME TAXES	25,265
INCOME FROM CONTINUING OPERATIONS	44,630
LOSS FROM OPERATIONS OF DISCONTINUED BUSINESS, NET OF TAXES	(118)
NET INCOME	$ 44,512

14

CENTRAL ILLINOIS LIGHT COMPANY
CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)

TWELVE MONTHS ENDED SEPTEMBER 30, 2002

	(In Thousands)
Operating Revenues:	
Electric	$ 391,668
Gas	191,899
Total Operating Revenues	583,567
Operating Expenses:	
Cost of Fuel	131,233
Cost of Gas	112,071
Purchased Power	49,817
Other Operation & Maintenance Expenses	120,319
Depreciation and Amortization	70,685
Income Taxes	14,797
Other Taxes	39,124

Total Operating Expenses	538,046
Operating Income	45,521
Other Income and Deductions	
Cost of Equity Funds Capitalized	14
CILCO Owned Life Insurance	(1,018)
Other, Net	13,475
Total other income and (deductions)	12,471
Interest Expenses:	
Interest on Long-Term Debt	18,268
Cost of Borrowed Funds Capitalized	(977)
Other	3,930
Total interest expense	21,221
Net (loss) Income Before Preferred Dividends	36,771
Preferred Stock Dividends	2,159
Net Income Available for Common Stock	$ 34,612

15

CILCORP INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

As of September 30, 2002

	(In Thousands)
ASSETS	
Current Assets:	
Cash and Temporary Cash Investments	$ 56,760
Receivables, Less Allowance for Uncollectible Accounts of $2,067 and $1,800	58,591
Accrued Unbilled Revenue	24,587
Fuel, at Average Cost	13,896
Materials and Supplies, at Average Cost	18,130
Gas in Underground Storage, at Average Cost	27,128
FAC Underrecoveries	1,255
PGA Underrecoveries	2,379
Prepayments and Other	15,646
Total Current Assets	218,372
Investments and Other Property:	

Investment in Leveraged Leases	134,257
Other Investments	17,424
Total Investments and Other Property	151,681
Property, Plant and Equipment:	
Utility Plant, at Original Cost	
Electric	728,738
Gas	240,250
	968,988
Less-Accumulated Provision for Depreciation	170,534
	798,454
Construction Work in Progress	102,288
Other, Net of Depreciation	22
Total Property, Plant and Equipment	900,764
Other Assets:	
Goodwill, Net of Accumulated Amortization of $33,753	579,211
Other	27,578
Total Other Assets	606,789
Total Assets	$ 1,877,606

16

CILCORP INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

As of September 30, 2002

	(In Thousands)
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Liabilities:	
Current Portion of Long-Term Debt	$ 26,750
Notes Payable	--
Accounts Payable	60,697
Accrued Taxes	23,022
Accrued Interest	25,206
Other	5,191
Total Current Liabilities	140,866

Long-Term Debt	791,016
Deferred Credits and Other Liabilities:	
Deferred Income Taxes	213,660
Regulatory Liability of Regulated Subsidiary	34,418
Deferred Investment Tax Credit	13,357
Other	93,632
Total Deferred Credits and Other Liabilities	355,067
Preferred Stock of Subsidiary Without Mandatory Redemption	19,120
Preferred Stock of Subsidiary With Mandatory Redemption	22,000
Total Preferred Stock of Subsidiary	41,120
Stockholders' Equity:	
Common Stock, No Par Value; Authorized 10,000 Outstanding 1,000	--
Additional Paid-in Capital	518,833
Retained Earnings	39,100
Accumulated Other Comprehensive Loss	(8,396)
Total Stockholders' Equity	549,537
Total Liabilities and Stockholders' Equity	$ 1,877,606

17

CENTRAL ILLINOIS LIGHT COMPANY
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

As of September 30, 2002

	(In Thousands)
ASSETS	
Utility Plant, At Original Cost:	
Electric	$ 1,338,112
Gas	464,137
	1,802,249
Less-Accumulated Provision for Depreciation	1,028,012
	774,237

Construction Work in Progress	102,288
Total Utility Plant	876,525
Other Property and Investments:	
Cash Surrender Value of Company-owned Life Insurance (Net of Related Policy Loans of $69,523 and $65,314)	3,442
Other	1,050
Total Other Property and Investments	4,492
Current Assets:	
Cash and Temporary Cash Investments	40,348
Receivables, Less Allowance for Uncollectible Accounts of $2,067 and $1,800	57,477
Accrued Unbilled Revenue	22,291
Fuel, at Average Cost	13,896
Materials and Supplies, at Average Cost	16,752
Gas in Underground Storage, at Average Cost	27,128
Prepaid Taxes	9,583
FAC Underrecoveries	1,255
PGA Underrecoveries	2,379
Other	15,605
Total Current Assets	206,714
Deferred Debits:	
Unamortized Loss on Reacquired Debt	2,266
Unamortized Debt Expense	1,668
Intangible Pension Asset	168
Other	10,934
Total Deferred Debits	15,036
Total Assets	$ 1,102,767

18

CENTRAL ILLINOIS LIGHT COMPANY
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

As of September 30, 2002

	(In Thousands)
CAPITALIZATION AND LIABILITIES	
Capitalization:	
Common Stockholders' Equity:	
Common Stock, No Par Value; Authorized 20,000,000 Shares; Outstanding 13,563,871 Shares	$ 185,661
Additional Paid-in Capital	52,000
Retained Earnings	125,400

Accumulated Other Comprehensive Loss	(175)
Total Common Stockholders' Equity	362,886
Preferred Stock Without Mandatory Redemption	19,120
Preferred Stock With Mandatory Redemption	22,000
Long-term Debt	316,017
Total Capitalization	720,023
Current Liabilities:	
Current Maturities of Long-Term Debt	26,750
Notes Payable	--
Accounts Payable	55,828
Accrued Taxes	42,805
Accrued Interest	5,177
Other	5,191
Total Current Liabilities	135,751
Deferred Liabilities and Credits:	
Accumulated Deferred Income Taxes	103,396
Regulatory Liability	34,418
Investment Tax Credits	13,357
Other	95,822
Total Deferred Liabilities and Credits	246,993
Total Capitalization and Liabilities	$ 1,102,767

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

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

	12 MOS. ENDED 9/30/01	12 MOS. ENDED 9/30/02(
GROSS REVENUES(3)	16.24%	16.04%
CILCO	813	696
CILCORP (excluding CILCO)	59	54
IPL	853	810
IPALCO (excluding IPL)	4	0
AES (excluding CILCORP and IPALCO)	8,532	7,830
AES/CILCORP/IPALCO	10,261	9,390
OPERATING INCOME	12.84%	15.96%
CILCO	83	80
CILCORP (excluding CILCO)	24	58

IPL	229	299
IPALCO (excluding IPL)	0	-
AES (excluding CILCORP and IPALCO)	2,093	1,938
AES/CILCORP/IPALCO	2,429	2,375
NET INCOME	18.61%	36.64%
CILCO	34	35
CILCORP (excluding CILCO)	(22)	10
IPL	49	161
IPALCO (excluding IPL)	4	(29)
AES (excluding CILCORP and IPALCO)	381	358
AES/CILCORP/IPALCO	446	535
NET ASSETS	7.82%	8.53%
CILCO	1,070	1,103
CILCORP (excluding CILCO)	788	775
IPL	1,911	2,017
IPALCO (excluding IPL)	57	26
AES (excluding CILCORP and IPALCO)	34,309	32,645
AES/CILCORP/IPALCO	38,135	36,566

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(1) This schedule presents on a proforma basis, the results of operations of AES excluding the following items: (1) Mark to market effect of FAS No. 133. (For the 12-month period ending September 30, 2002, the net mark to market gain from FAS No. 133 was $83 million.); (2) Loss on sale or write-down of investments. (In the second quarter of 2002, AES recorded an impairment charge of $40 million on an equity method of investment in a telecommunications company in Latin America, and a loss on the sale of an equity method investment in a telecommunications company in Latin America of approximately $14 million. In the first quarter of 2002, a subsidiary of AES sold an available-for-sale security resulting in gross proceeds of $92 million. The realized loss on the sale was $50 million. Approximately $48 million of the loss related to recognition of previously unrealized losses which had been recorded in other comprehensive income.); (3) Foreign currency transaction losses. (Foreign currency transaction losses due to devaluation in Brazilian Real and devaluation in the Argentina Peso offset by foreign transaction gains in Venezuelan Bolivar. The net foreign currency transaction loss is approximately $284 million.); (4) Discontinued operations. (The schedule excludes net loss of discontinued operations of $513 million consisting mainly of Termocandelaria, IB Valley, Power Direct, telecommunications businesses in Brazil and US, Fifoots, Eletronet, Cilcorp, NewEnergy and Medina Valley.); (5) Accounting change. (In April 2002, AES adopted Derivative Implementation Group (DIG) Issue C-15 which established specific guidelines for certain contracts to be considered normal purchases and normal sales contracts. This resulted in a cumulative effect of an accounting change increase to $127 million, net of income tax effects. On January 1, 2002, AES adopted SFAS No. 142, "Goodwill and Other Intangible Assets" which establishes accounting and reporting standards for goodwill and other intangible assets. The adoption of SFAS No. 142 resulted in a cumulative reduction to income of $473 million, net of income tax effects.); (6) Provision for regulatory decision in Brazil. (AES has recorded the retroactive regulatory decision by the Brazilian regulator depriving AES Sul of amounts the company believes it was entitled to receive as a reduction in revenue.) If the excluded amounts are taken into account, certain CILCO and IPL contributions to AES/CILCORP/IPALCO on a consolidated basis would be different as follows: (28.04%) to Net Income.

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

(3) Gross business revenues (utility and non-utility) of IPALCO and CILCO combined as a percentage of total gross business revenues (including IPALCO/IPL and CILCORP/CILCO, utility and non-utility) of AES.

20

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

	12 MOS. ENDED 9/30/01	12 MOS. ENDED 9
GROSS REVENUES(3)	8.80%	
IPL	853	
IPALCO (excluding IPL)	4	
AES (excluding CILCO jurisdictional activities)	8,836	
AES/IPALCO	9,693	
OPERATING INCOME	9.67%	
IPL	229	
IPALCO (excluding IPL)	0	
AES (excluding CILCO jurisdictional activities)	2,139	
AES/IPALCO	2,368	
NET INCOME	11.95%	
IPL	49	
IPALCO (excluding IPL)	4	
AES (excluding CILCO jurisdictional activities)	357	
AES/IPALCO	410	
NET ASSETS	5.11%	
IPL	1,911	
IPALCO (excluding IPL)	57	
AES (excluding CILCO jurisdictional activities)	35,401	
AES/IPALCO	37,369	

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(1) This schedule presents on a proforma basis, the results of operations of AES excluding the following items: (1) Mark to market effect of FAS No. 133. (For the 12 month period ending September 30, 2002, the net mark to market gain from FAS No. 133 was $83 million.); (2) Loss on sale or write-down of investments. (In the second quarter of 2002, AES recorded an impairment charge of $40 million on an equity method of investment in a telecommunications company in Latin America, and a loss on the sale of an equity method investment in a telecommunications company in Latin America of approximately $14 million. In the first quarter of 2002, a subsidiary of AES sold an available-for-sale security resulting in gross proceeds of $92 million. The realized loss on the sale was $50 million. Approximately $48 million of the loss related to recognition of previously unrealized losses which had been recorded in other comprehensive income.); (3) Foreign currency transaction losses. (Foreign currency transaction losses due to devaluation in Brazilian Real and devaluation in the Argentina Peso offset by foreign transaction gains in Venezuelan Bolivar. The net foreign currency transaction loss is approximately $284 million.); (4) Discontinued operations. (The schedule excludes net loss of discontinued operations of $513 million consisting mainly of Termocandelaria, IB Valley, Power Direct, telecommunications businesses in Brazil and US, Fifoots, Eletronet, Cilcorp, NewEnergy and Medina Valley.); (5) Accounting change. (In April 2002, AES adopted Derivative Implementation Group (DIG) Issue C-15 which

established specific guidelines for certain contracts to be considered normal purchases and normal sales contracts. This resulted in a cumulative effect of an accounting change increase to $127 million, net of income tax effects. On January 1, 2002, AES adopted SFAS No. 142, "Goodwill and Other Intangible Assets" which establishes accounting and reporting standards for goodwill and other intangible assets. The adoption of SFAS No. 142 resulted in a cumulative reduction to income of $473 million, net of income tax effects.); (6) Provision for regulatory decision in Brazil. (AES has recorded the retroactive regulatory decision by the Brazilian regulator depriving AES Sul of amounts the company believes it was entitled to receive as a reduction in revenue.) If the excluded amounts are taken into account, certain IPL contributions to AES/IPALCO on a consolidated basis would be different as follows: (22.27%) to Net Income.

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

(3) Gross business revenues (utility and non-utility) of IPL as a percentage of total gross business revenues (including IPALCO/IPL utility and non-utility) of AES.

ITEM (3) PER EXEMPTION ORDER - GENERATION INFORMATION:

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

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	REGU ST
AES Deepwater	USA	143	100	143	
AES Beaver Valley	USA	125	100	125	
AES Placerita	USA	120	100	120	
AES Thames	USA	181	100	181	
AES Shady Point	USA	320	100	320	
AES Hawaii	USA	180	100	180	
AES Warrior Run	USA	180	100	180	
AES Somerset	USA	675	100	675	E
AES Cayuga	USA	306	100	306	E
AES Greenidge	USA	161	100	161	E
AES Westover	USA	126	100	126	E
AES Alamitos	USA	2,083	100	2,083	E
AES Redondo Beach	USA	1,310	100	1,310	E
AES Huntington Beach	USA	563	100	563	E
AES Hemphill	USA	14	70	10	
AES Mendota	USA	25	100	25	
AES Delano	USA	50	100	50	
AES Mountainview	USA	126	100	126	E
AES Medina Valley (sale pending)	USA	47	100	47	E
AES Ironwood	USA	705	100	705	E
AES Red Oak	USA	832	100	832	E
AES Riverside*	USA	154	100	154	E
DOMESTIC SUBTOTAL:		8,426		8,422	

* Currently in discontinued operations status.

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

22

AES Alicura	Argentina	1,000	100	1,000	FUC
CEMIG - Miranda	Brazil	390	9	35	FUC
CEMIG - Igarapava	Brazil	210	1	2	FUC
CEMIG (35 plants)	Brazil	5,068	9	456	FUC
AES Bayano	Panama	236	49	116	FUC
AES Panama	Panama	42	49	21	FUC
AES Chiriqui - La Estrella	Panama	42	49	21	FUC
AES Chiriqui - Los Valles	Panama	48	49	24	FUC
AES Los Mina	Dom. Rep.	210	100	210	EW
AES Yarra	Australia	510	100	510	FUC
AES Jeeralang	Australia	449	100	449	FUC
AES Mt. Stuart	Australia	288	100	288	FUC
AES Xiangci - Cili	China	26	51	13	FUC
Wuhu	China	250	25	63	FUC
Chengdu Lotus City	China	48	35	17	FUC
AES Jiaozuo	China	250	70	175	FUC
AES Hefei	China	115	70	81	FUC
AES Chongqing Nanchuan	China	50	70	35	FUC
Yangcheng	China	2,100	25	525	FUC
AES Ekibastuz	Kazakhstan	4,000	100	4,000	FUC
AES Ust-Kamenogorsk GES	Kazakhstan	331	100	331	FUC
AES Shulbinsk GES	Kazakhstan	702	100	702	FUC
AES Ust-Kamenogorsk TETS	Kazakhstan	1,464	100	1,464	FUC
AES Leninogorsk TETS	Kazakhstan	418	100	418	FUC
AES Sogrinsk TETS	Kazakhstan	349	100	349	FUC
AES Semipalatinsk TETS	Kazakhstan	840	100	840	FUC
AES Ust-Kamenogorsk Heat Nets	Kazakhstan	310	Managt	0	FUC
OPGC	India	420	49	206	FUC
AES Lal Pir	Pakistan	351	90	316	FUC
AES PakGen	Pakistan	344	90	310	FUC
AES Borsod	Hungary	171	100	171	FUC
AES Tisza II	Hungary	860	100	860	FUC
AES Tiszapalkonya	Hungary	250	100	250	FUC
AES Elsta	Netherlands	405	50	203	FUC
Medway	U.K.	688	25	172	FUC
AES Indian Queens	U.K.	140	100	140	EW
AES Kilroot	U.K.	520	92	479	FUC
AES Barry	U.K.	230	100	230	FUC
AES Drax	U.K.	4,065	100	4,065	FUC
AES Uruguaiana	Brazil	600	100	600	FUC

AES Tiete (10 plants)	Brazil	2,650	53	1,405	FUC
AES EDC	Venezuela	2,265	87	1,971	FUC
AES Merida III	Mexico	484	55	266	FUC
AES Mtkvari	Georgia	600	100	600	FUC
AES Khrami I	Georgia	113	Managt	0	FUC
AES Khrami II	Georgia	110	Managt	0	FUC
AES Ottana	Italy	140	100	140	FUC
AES Mammonal	Columbia	90	62	56	FUC
AES Chivor	Columbia	1,000	96	960	FUC
AES Gener-Electrica de Santiago	Chile	379	89	337	FUC
AES Gener-Energia Verde	Chile	39	99	39	FUC
AES Gener-Guacolda	Chile	304	49	149	FUC

AES Gener-Norgener	Chile	277	99	274	FUC
Itabo (pending sale)	Dom. Rep.	587	24	141	FUC
AES Bohemia	Czech Rep.	50	83	42	FUC
AES SONEL	Cameroon	800	51	408	FUC
Central Dique	Argentina	68	51	35	FUC
AES Termoandes	Argentina	643	99	637	FUC
AES Parana	Argentina	845	67	566	FUC
AES Kelvin	Rep. South Africa	600	95	570	FUC
Ebute	Nigeria	290	95	276	FUC
AES Gener - Cordillera	Chile	245	99	243	FUC
AES Gener - Costa	Chile	512	99	507	FUC
AES Haripur	Bangladesh	360	100	360	FUC
FOREIGN SUBTOTAL:		43,236		30,864	
TOTAL - September 30, 2002		51,662		39,286	
Foreign Generation as a Percentage of Total:		84%		79%	

CILCORP Generating Plants at September 30, 2002:

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	REGULA STAT
Edwards (3 units)	USA	740	100	740	IL P
Duck Creek	USA	366	100	366	IL P
Indian Trails	USA	10	100	10	IL P
Sterling Avenue	USA	30	100	30	IL P
Hallock Power Modules	USA	13	100	13	IL P
Kickapoo Power Modules	USA	13	100	13	IL P
TOTAL - September 30, 2002		1,172		1,172	

IPALCO Generating Plants at September 30, 2002:

UNIT	COUNTRY	CAPACITY (MW)	AES INTEREST (%)	AES EQUITY (MW)	REGULA STAT
Petersburg	USA	1,873	100	1,873	IN P
H.T. Pritchard	USA	393	100	393	IN P
E.W. Stout	USA	1,017	100	1,017	IN P
Georgetown	USA	80	100	80	IN P
TOTAL - September 30, 2002		3,363		3,363	

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

IPALCO	567	13%
CILCORP	157	4%
AES (excluding CILCORP and IPALCO)	3,664	83%
Total	4,388	100%

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

There has been no change in the amount of generation capacity owned by CILCORP or IPALCO and a 290 MW decrease in the amount of generation capacity owned by AES (excluding CILCORP and IPALCO) from 39,576 to 39,286 MW since June 30, 2002. There has been a less than 1% increase in the total revenues earned from the capacity owned by AES, IPALCO and CILCORP in the 12-month period ended September 30, 2002 compared with the 12-month period ended June 30, 2002. The percentage of the total revenues derived from the generation capacity owned by CILCORP has remained the same at 4%. The percentage of the total revenues derived from the generation capacity owned by IPALCO has remained the same at 13%.

The only country in which there was a net increase in AES' MW capacity since June 30, 2002 was the United States.

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

Electric transmission and distribution and gas distribution assets owned as of September 30, 2002 (millions of dollars):

IPALCO	1,038
CILCORP	790
Total AES (excluding CILCORP and IPALCO)	5,245
Total	7,073

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

IPALCO	243
CILCORP	427
Total AES (excluding CILCORP and IPALCO)	4,167

Total	4,837

25

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

The total transmission and distribution assets owned by AES, CILCORP and IPALCO have decreased since June 30, 2002. CILCORP's transmission and distribution assets have decreased slightly while the revenues derived from such assets have increased slightly since June 30, 2002. IPALCO's transmission and distribution assets have increased slightly while the revenues derived from such assets have increased slightly since June 30, 2002. AES' transmission and distribution assets have decreased and the revenues derived from such assets have decreased since June 30, 2002. CILCORP's percentage of the total transmission and distribution assets has increased from 10% to 11%, and CILCORP's percentage of the total revenues from such assets has increased from 8% to 9% for the 12-month period ending September 30, 2002 compared to the 12-month period ending June 30, 2002. IPALCO's percentage of the total transmission and distribution assets has increased from 13% to 15%, and IPALCO's percentage of the total revenues from such assets has remained the same at 5% for the 12-month period ending September 30, 2002 compared to the 12-month period ending June 30, 2002.

ITEM (5) PER EXEMPTION ORDER:

Neither CILCO nor IPL has sold or transferred any electric and/or gas utility assets to any affiliate company of the AES consolidated holding company system during the third quarter of 2002.

ITEM (6) PER EXEMPTION ORDER:

On June 19, 2002, CILCO and Ameren Corporation filed a joint application with the Illinois Commerce Commission for authority to engage in a reorganization, and to enter into various agreements in connection therewith, including agreements with affiliated interests, and for such other approvals as may be required under the Illinois Public Utilities Act to effectuate the reorganization. The filing was made in Docket No. 02-0428, and a copy is attached hereto (exhibits available upon request). Evidentiary hearings were held in this matter on October 24 and 25, 2002, in Springfield, Illinois, before an Administrative Law Judge. The docket was marked "Heard and Taken" at the conclusion of the hearings. The Applicants filed an "Applicant's Draft Proposed Order" on November 13, 2002. During the third quarter of 2002, no application has been made to nor has any order been received from the Indiana Utility Regulatory Commission that involves AES' ownership position or AES' oversight over the operations of IPL or IPALCO.

ITEM (7) PER EXEMPTION ORDER:

AES announced on April 29, 2002 an agreement with Ameren Corporation to sell 100% of AES's ownership interest in CILCORP, including the jurisdictional business and assets of CILCO. The transaction is subject to various regulatory approvals and is expected to close in the first quarter of 2003. In addition to the filing with the Illinois Commerce Commission discussed in item (6) above, on July 25, 2002, CILCO and Ameren Services Company, on behalf of the public utility company subsidiaries of Ameren Corporation, filed an application requesting authorization from the Federal Energy Regulatory Commission for Ameren Corporation to acquire CILCO through the acquisition from AES of all of the outstanding common stock of CILCORP. FERC approved the application in an order issued on November 21, 2002 in Docket No. EC02-96-000. Also, on August 2, 2002, as amended on October 28, 2002, Ameren Corporation and CILCORP filed with the SEC a Form U-1 application/declaration seeking certain approvals and exemptions under the Public Utility Holding Company Act associated with the proposed acquisition by Ameren Corporation of CILCORP. This filing was made in File No. 70-10078. The SEC issued a notice of the filing on October 25, 2002 in Holding Company Act Release No. 35-27586.

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 27th day of November, 2002 by the undersigned thereunto duly authorized.

The AES Corporation

/s/ ERIK LUCKAU

By: Erik Luckau
Associate General Counsel

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

Central Illinois Light Company,	)	
Ameren Corporation	)	
	)	Docket
Application for authority to engage in a	)	
reorganization, and to enter into various	)	
agreements in connection therewith, including	)	
agreements with affiliated interests, and for	)	
such other approvals as may be required	)	
under the Illinois Public Utilities Act to	)	
effectuate the reorganization.	)	

APPLICATION AND EXHIBITS

CENTRAL ILLINOIS LIGHT COMPANY

Mark J. McGuire
William L. Kuhn
McGuireWoods LLP
77 W. Wacker, Suite 4400
Chicago, Illinois 60601
(312) 849-8100 (voice)
(312) 849-3690 (fax)
mmcguire@mcguirewoods.com
wkuhn@mcguirewoods.com

AMEREN CORPORATION

Christopher W. Flynn
Eacata D. Gregory
Jones, Day, Reavis & Pogue
77 W. Wacker, Suite 3500
Chicago, Illinois 60601
(312) 782-3939 (voice)
(312) 782-8585 (fax)
cflynn@jonesday.com
edgregory@jonesday.com

Steven R. Sullivan,
Vice President-General Counsel and
Joseph H. Raybuck
Ameren Services Company
One Ameren Plaza
1901 Chouteau Avenue
St. Louis, Missouri
(314) 554-2098 (voice)
(314) 554-2976 (voice)
(314) 554- 4014 (fax)
srsullivan@ameren.com
jraybuck@ameren.com

APPLICATION AND EXHIBITS
TABLE OF CONTENTS

I. INTRODUCTION

Central Illinois Light Company ("CILCO") and Ameren Corporation ("Ameren") (jointly, "Applicants") seek the Commission's approval: (i) for CILCO to engage in a reorganization (the "Reorganization"), within the meaning of Section 7-204 of the Illinois Public Utilities Act ("IPUA"), pursuant to which CILCO will become a subsidiary of Ameren; (ii) for CILCO to enter into related agreements; and (iii) to take certain other measures as explained herein in connection with the Reorganization. Ameren is the holding company parent of two other Illinois public utilities, Central Illinois Public Service Company ("AmerenCIPS") and Union Electric Company ("AmerenUE").(1)

Applicants seek expedited approval of this Application. This transaction is important to CILCO, its customers and its employees, all of whom are experiencing significant uncertainty pending closing of the transaction. Applicants seek to minimize the period of uncertainty, and wish to close the transaction by the end of this year. Accordingly, Applicants respectfully request an order from this Commission by October 15, 2002. An order issued by such a date, together with timely approval from the Federal Energy Regulatory Commission ("FERC"), the Securities and Exchange Commission ("SEC") and the Department of Justice/Federal Trade Commission under the Hart-Scott-Rodino Act, will permit closing by the end of this year.

The Reorganization will bring significant benefits to CILCO and its customers. Ameren's core business is the provision of low-cost, high quality energy delivery services to retail customers here in Illinois, and nearby in Missouri. Ameren is an experienced public utility holding company, with a proven track record of integrating operations; hence, integration of CILCO into the Ameren system can be achieved without any service disruption or diminution.

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(1) AmerenCIPS and AmerenUE are Applicants in this proceeding only to the extent required under Section 7-102 of the IPUA, as discussed in Section V.G. of this Application, infra.

Ameren is committed to assuring that CILCO provide high quality energy services after the Reorganization occurs, and that CILCO continue to improve service. Service quality enhancement is an ongoing process; it is not a one-time effort. Ameren is committed to the principle that service providers should always strive to improve their service, regardless of how good that service is.

Moreover, the Reorganization will provide CILCO's customers with rate stability and protection against any risk that implementation of the Reorganization would cause any need for increases in rates. Under legislation recently signed into law, the Reorganization will result in a two-year extension of the electric base rate freeze for CILCO's customers. Thus, electric rates will be frozen through the end of 2006. Absent the Reorganization, under that same legislation CILCO's electric rates would be frozen only through 2004. Ameren also is committing to abstain through October 1, 2005 from any changes in gas base rates after the final order issued in response to CILCO's presently planned gas rate filing later this year. This will ensure that during this rate stabilization period customers will not be asked to pay for any costs related to the Reorganization, and that CILCO will hold the line on base rates while it implements measures to improve service.

As will be discussed, Ameren and CILCO share a strong record of community involvement and economic development efforts. Ameren will ensure that CILCO's efforts in that regard continue undiminished. It is in the best interests of both Ameren and the communities that CILCO serves that the economic prospects of those communities be enhanced, and that the utility distribution company continue to have a strong local presence. Applicants make specific commitments in this Application intended to address concerns voiced by

communities within the CILCO service territory regarding the effect on those communities of a change in control at CILCO.

To effectuate the Reorganization, the Applicants seek the Commission's approval under Sections 7-204 and 7-204A of the IPUA, and, to the extent required, under IPUA Section 7-102. Additionally, the Applicants seek approval for CILCO's entry into two affiliated interest agreements under Section 7-101 of the IPUA, and approval under Section 5-106 for CILCO to maintain certain books and records outside of the State. Lastly, the Applicants request that the Commission approve CILCO's capitalization under Section 6-103 of the IPUA.

The Applicants further state as follows in support of their Application:

II. IDENTIFICATION OF COMPANIES INVOLVED AND AFFILIATES

CILCO. CILCO was incorporated under the laws of Illinois in 1913. CILCO's principal business is the generation, transmission, distribution and sale of electric energy in an area of approximately 3,700 square miles in central and east-central Illinois, and the purchase, distribution, transportation and sale of natural gas in an area of approximately 4,500 square miles in central and east-central Illinois. CILCO furnishes electric service to over 201,000 retail customers in 136 Illinois communities and gas service to over 204,000 customers in 128 Illinois communities. CILCO is a public utility within the meaning of Section 3-105 of the IPUA. In Docket Nos. 02-0140/02-0153 (consolidated), the Commission entered an order approving the transfer of substantially all of CILCO's generation assets to a wholly-owned, but unregulated subsidiary, Central Illinois Generation, Inc. ("CIGI"). The FERC has approved the transfer of CILCO's generation assets to CIGI. CILCO is awaiting FERC's approval of a power supply agreement between CIGI and CILCO, and a technical waiver related to certain minor transmission facilities to be owned by CIGI in order to close that transaction.

CILCO also has a retail marketing unit that negotiates special contracts with retail load within and outside of CILCO's service territory. Under the Commission's standards of conduct, CILCO has elected to operate as a functionally separated utility ("FSU"). If the Reorganization is approved, and CILCO thereby becomes a subsidiary of Ameren, CILCO intends, pursuant to authority under legislation now awaiting the Governor's signature, to file a revised implementation plan to operate as an Integrated Distribution Company ("IDC"). The two existing Ameren utilities, AmerenCIPS and AmerenUE (jointly, the "Ameren Utilities"), have already elected to operate as IDCs. In the event that the proposed legislation is not enacted, CILCO seeks from the Commission in this docket a waiver of the Commission's standards of conduct to allow CILCO to elect to operate as an IDC after the Reorganization takes effect.

CILCORP. CILCORP was incorporated as a holding company in the state of Illinois in 1985. CILCORP owns 100% of the common stock of CILCO. CILCORP is a wholly-owned subsidiary of The AES Corporation ("AES").

AES. AES is a global power company whose primary lines of business are electricity generation and distribution. AES' electricity generation business consists of sales to nonaffiliated wholesale customers (generally electric utilities, regional electric companies, or wholesale commodity markets) for further resale to end-users. AES' electricity distribution business consists of direct sales to end-users such as commercial, industrial, governmental and residential customers. AES' generating assets include interests in 177 facilities totaling 59 gigawatts of capacity. AES' electricity distribution network sells over 108,000 gigawatt hours per year to over 16 million end-use customers. AES acquired 100% ownership of the common stock of CILCORP in 1999.

Subsequent to the acquisition of CILCORP, AES acquired IPALCO Enterprises, Inc., another utility holding company. In a decision affirming AES' exempt status under the Public Utility Holding Company Act of 1935 ("PUHCA"), the SEC required AES to either divest its interest in CILCO or restructure, no later than March 27, 2003. AES elected to sell CILCORP to comply with the SEC's decision.

AMEREN. Ameren is a Missouri corporation with its headquarters in St. Louis, Missouri. Ameren is a registered holding company under PUHCA and is the parent of two state-regulated utility subsidiaries, AmerenCIPS and AmerenUE, both of which provide electric and gas service to the public and are public utilities under Section 3-105 of the IPUA.

AMERENCIPS. AmerenCIPS is an Illinois corporation that provides electric service to approximately 325,000 customers and gas service to about 170,000 customers, in 527 incorporated and unincorporated communities in central and southern Illinois. AmerenCIPS owns no generation, and is served presently under an agreement with Ameren Energy Marketing Company ("AEM"), an affiliate. AmerenCIPS has no retail marketing function; no AmerenCIPS employees negotiate competitive electric power supply arrangements with any retail customers, on any system. As noted above, AmerenCIPS has elected to operate as an IDC, if approved by the Commission.

AMERENUE. AmerenUE is a Missouri corporation that provides electric service to approximately 62,000 customers and gas service to approximately 18,000 customers in Illinois, and electric service to nearly one million customers and gas service to over 100,000 customers in Missouri. AmerenUE owns 8,290 MW of electric generating capacity. AmerenUE has no Illinois retail marketing function; no AmerenUE employees negotiate competitive power supply

arrangements with retail load on any system in Illinois. As noted above, AmerenUE also has elected to operate as an IDC if approved by the Commission.

OTHER AMEREN AFFILIATES. Ameren also has several other subsidiaries, including: Ameren Services Company ("Ameren Services"), which provides services to various Ameren affiliates; Ameren Energy Generating Company ("AEG"), which owns and operates over 4330 MW of electric generating capacity, all of which is located in Illinois and Missouri; AEM, which markets power and energy at wholesale and at retail, and has responsibility for all Ameren retail marketing in Illinois; Ameren Energy ("AE"), which provides short-term energy trading services and acts as agent to AmerenUE and AEG; and Ameren Energy Fuels and Services Company ("Ameren Fuels"), which provides generation fuels, natural gas procurement, management and related services for Ameren affiliates and other entities.

III. THE REORGANIZATION TRANSACTION

As indicated above, AES elected to sell its interest in CILCORP in order to comply with the SEC's conditions relating to AES' acquisition of IPALCO. Ameren and AES have entered into a stock purchase agreement (the "Purchase Agreement") pursuant to which Ameren will acquire all of the outstanding common stock of CILCORP in exchange for cash and the assumption of debt held by CILCORP and its subsidiaries.

At the closing of the transaction, CILCORP will become a wholly-owned subsidiary of Ameren. Thus, Ameren will become the indirect owner of CILCO, and CILCO will do business as AmerenCILCO. Ameren does not intend to eliminate CILCORP at the time of the Reorganization or at any time in the near future.

Subsequent to the closing, CILCO will continue to operate as a separate company, and will not be merged into either of the two existing Ameren utilities. Ameren does not seek approval to eliminate CILCO as a company or to alter CILCO's rate areas or tariffs in any

respect. Accordingly, unless and until otherwise authorized by this Commission, CILCO will maintain its own rate schedules. Applicants note, however, that while CILCO will maintain its separate corporate existence, CILCO will be integrated fully into the Ameren system, and will receive corporate support and other services from Ameren affiliates.

Ameren also intends to maintain CILCO's headquarters in Peoria. Mr. Gary Rainwater, Chief Operating Officer of Ameren, discusses Ameren's plans for CILCO's Peoria headquarters in his testimony.

CILCO will operate as its own control area, within the Midwest Independent System Operator ("MISO"). On May 28, 2002, AmerenCIPS and AmerenUE informed the FERC of their intent to operate within the MISO.

IV. BENEFITS OF THE REORGANIZATION

The Reorganization will benefit CILCO's customers and the competitive retail electric marketplace in Illinois. As noted, the Reorganization will extend CILCO's electric rate freeze for an additional two years under recently enacted legislation, and bring gas base rate stability. In addition, Ameren commits to improving CILCO's level of customer service.

The integration of CILCO into the Ameren system will also allow CILCO, and therefore its customers, to benefit from economies of scale associated with a larger energy delivery system. Ameren expects to achieve certain synergies in the delivery of service that will allow rate stability during a period when Ameren intends to enhance CILCO's performance. The plan for stabilizing rates during this period is discussed later in this Application.

Before the FERC, Ameren also intends to propose as a condition of acquisition approval, to implement various improvements to its transmission system that will enhance the ability of competitive providers to import electric power and energy into Illinois markets, including Peoria.

-7-

Accordingly, the Reorganization will expand retail customers' options for real choice among electric service providers.

The Reorganization presents a unique opportunity for CILCO, its customers and the entire Ameren system. Both Ameren and CILCO eagerly await the closing of the transaction so that they can begin the work to enhance CILCO's service and achieve other opportunities for benefits that the Reorganization offers. Above all, Ameren looks forward to serving the CILCO customers, and enjoying the same strong and productive relationships that it enjoys with its existing customers throughout central and southern Illinois and Missouri. In this context, Applicants also note that Ameren strongly supports CILCO's efforts with respect to the accelerated tree trimming program and the completion of the reliability audit project. The Reorganization will not alter, limit or otherwise affect any of CILCO's obligations in this regard.

V. COMPLIANCE WITH STATUTORY REQUIREMENTS

A. SECTION 7-204: REORGANIZATION APPROVAL

As indicated above, the transaction described herein is a "reorganization" within the meaning of Section 7-204 of the IPUA. That Section states, in part, that

> For purposes of this Section, "reorganization" means any transaction which, regardless of the means by which it is accomplished, results in a change in the . . . ownership or control of any entity which owns or controls the majority of the voting capital stock of a public utility. . . ."

220 ILCS 5/7-204.

Section 7-204 requires that the Commission make a series of findings, each of which is addressed below.

1. FINDING 1: "THE PROPOSED REORGANIZATION WILL NOT DIMINISH THE UTILITY'S ABILITY TO PROVIDE ADEQUATE, RELIABLE, EFFICIENT, SAFE AND LEAST-COST PUBLIC UTILITY SERVICE."

As indicated above, Ameren brings a strong record of customer service to this transaction. Ameren has a proven track record of high quality service that is second to none in communities much like those that CILCO serves. In this regard, Ameren notes that it has a full century of experience serving both smaller communities, such as Petersburg, Illinois, and large cities, including St. Louis. Thus, Ameren is fully qualified to oversee CILCO's provision of service to its diverse service territory. After the Reorganization occurs, Ameren is committed to seeing that CILCO improve its performance.

As discussed in detail in the testimony of Applicants' witness Thomas Voss, Senior Vice President-Energy Delivery of Ameren Services, AmerenCIPS is the top-rated Illinois electric utility in terms of reliability and customer service, based on reports filed with the ICC. In the CILCO area, Ameren will make and follow through on the same commitment to improve customer service that it has made in its other service areas. In no regard will the quality of CILCO's service diminish, and, as discussed below, Ameren is making certain commitments to enhance service quality in the CILCO service territory.

The Reorganization will not alter the low-cost nature of CILCO's service. To the contrary, CILCO will obtain the benefits of scale within the larger Ameren organization, which, together with other synergies, will enable Ameren to hold the line on CILCO's rates while taking steps to improve CILCO's performance.

2. FINDING 2: "THE PROPOSED REORGANIZATION WILL NOT RESULT IN THE UNJUSTIFIED SUBSIDIZATION OF NON-UTILITY ACTIVITIES BY THE UTILITY OR ITS CUSTOMERS."

Ameren is a registered holding company and operates under clear and fair cost-allocation guidelines. Those guidelines are reflected in the Ameren General Services Agreement (the "Ameren GSA"), which the Commission approved in Docket No. 95-0551, and in the SEC's regulations. As explained in the testimony of Mr. Warner Baxter, Ameren's Chief Financial

Officer, CILCO will be allocated and charged costs pursuant to: (i) a separate services agreement (the "CILCO Services Agreement") that allocates and charges costs in the same manner as the Ameren GSA; and (ii) the SEC's rules. The CILCO Services Agreement and the SEC regulations will preclude any unjustified subsidization of non-utility activities.

Moreover, as discussed below, CILCO will make the same commitment regarding the preservation of the Commission's authority to determine appropriate cost allocations that AmerenCIPS and AmerenUE made in Docket

No. 95-0551.

3. FINDING 3: "COSTS AND FACILITIES ARE FAIRLY AND REASONABLY ALLOCATED BETWEEN UTILITY AND NON-UTILITY ACTIVITIES IN SUCH A MANNER THAT THE COMMISSION MAY IDENTIFY THOSE COSTS AND FACILITIES WHICH ARE PROPERLY INCLUDED BY THE UTILITY FOR RATEMAKING PURPOSES."

As already explained, Ameren will allocate and charge costs in accordance with the CILCO Services Agreement, which is identical in all material respects to the Ameren GSA, which the Commission approved in Docket No. 95-0551, and in accordance with the SEC's regulations. Moreover, as discussed below, CILCO will make the same commitment regarding the preservation of the Commission's authority to determine appropriate cost allocations that AmerenCIPS and AmerenUE made in Docket No. 95-0551.

4. FINDING 4: "THE PROPOSED REORGANIZATION WILL NOT SIGNIFICANTLY IMPAIR THE UTILITY'S ABILITY TO RAISE NECESSARY CAPITAL ON REASONABLE TERMS OR TO MAINTAIN A REASONABLE CAPITAL STRUCTURE."

As Mr. Baxter discusses, the Reorganization should have a positive impact on CILCO's ability to raise capital on reasonable terms, because CILCO will become a subsidiary of a parent company that has a credit rating higher than that of AES. As Mr. Baxter also discusses, the Reorganization will have no adverse effect on CILCO's capital structure. To the extent that GAAP accounting for the transaction requires entries that produce any changes in CILCO's capital structure, CILCO commits that, with the Commission's authorization, it will reverse the

-10-

effect of any such entries for regulatory reporting and ratemaking purposes. As such, the recognition of any goodwill in connection with the Reorganization would not have any impact on rates, or on the assessment of CILCO's rate of return on common equity under Sections 16-111(d) and 16-111(e) of the IPUA.

5. FINDING 5: "THE UTILITY WILL REMAIN SUBJECT TO ALL APPLICABLE LAWS, REGULATIONS, RULES, DECISIONS AND POLICIES GOVERNING THE REGULATION OF ILLINOIS PUBLIC UTILITIES."

CILCO will remain an Illinois public utility, subject to all applicable laws and rules. In Docket No. 95-0551, AmerenCIPS and AmerenUE made certain commitments intended to assure that the Commission would not be preempted from regulating certain aspects of their businesses solely due to Ameren's status as a registered holding company under PUHCA. CILCO will make the same commitments here. CILCO's statement of those commitments accompanies the testimony of Mr. Scott Cisel, Senior Vice President of CILCO, which is found at Tab G.

6. FINDING 6: "THE PROPOSED REORGANIZATION IS NOT LIKELY TO HAVE A SIGNIFICANT ADVERSE EFFECT ON COMPETITION IN THOSE MARKETS OVER WHICH THE COMMISSION HAS JURISDICTION."

In connection with their request for approval of the Reorganization at FERC, the Applicants will submit a detailed analysis of the market power implications of Ameren's acquisition of control over CILCO. That analysis, which is discussed in the testimony of Mr. Rodney Frame, an economist with The Analysis Group/Economics, shows that the Reorganization will not have an adverse effect on the competitive wholesale markets in the region.

Further, at the retail level there is no cause for concern. As of May 1, 2002, all of CILCO's electric customers have access to alternative suppliers. Moreover, as Mr. Craig Nelson, Vice President-Corporate Planning of Ameren Services, explains in his testimony,

Ameren's affiliate, AEM, does not have significant load in CILCO's service territory, and CILCO's retail business does not have significant load in the Ameren service territories. Mr. Frame discusses additional reasons why there will be no adverse effect on retail competition.

Additionally, Ameren will make improvements to various transmission facilities that will greatly enhance power flows in central Illinois. This will have a positive impact on the competitive wholesale and retail markets.

As noted, Ameren seeks to operate all of its Illinois utilities as IDCs that do not market generation services. This provides additional opportunities to alternative suppliers to market in the Ameren territories.

Moreover, it must be noted that, irrespective of whether the Reorganization occurs, the level of competitive retail activity in the Ameren and CILCO territories is and will continue to be minimal, at least for the near-term, due to the relatively low rates charged by those utilities. The Reorganization will not change that fact in any respect.

Lastly, as Mr. Nelson also explains, there is little overlap between the Ameren and CILCO territories, meaning that there are few areas where Ameren provides electric service and CILCO provides gas service, or vice versa.

7. FINDING 7: "THE PROPOSED REORGANIZATION IS NOT LIKELY TO RESULT IN ANY ADVERSE RATE IMPACTS ON RETAIL CUSTOMERS."

As Mr. Nelson explains in detail, the change in control over CILCO and the incorporation of CILCO in the Ameren system, with the resulting synergies, are expected over the long-term to reduce CILCO's cost of service, not increase it, from what it otherwise would have been. As Mr. Thomas Voss explains, subsequent to the closing of the transaction, various steps will be taken to improve CILCO's service. Notwithstanding these steps (which will not be caused by the Reorganization), there will be no change in rates charged to customers during the rate

stabilization period for electric and gas service proposed herein by Applicants. As discussed in Section V.B., under the new legislation, if Ameren's acquisition of CILCORP closes, CILCO's electric rates are frozen by statute through December 31, 2006; gas base rates will be based on the pre-closing cost of service for at least the next 3 years. Accordingly, there is no significant risk of any adverse rate impacts.

B. RATE STABILIZATION PLAN

Section 7-204 provides that the Commission may not approve a reorganization without ruling on: (i) the allocation of any savings resulting from the proposed reorganization; and (ii) whether the companies should be allowed to recover any costs incurred in accomplishing the proposed reorganization and, if so, the amount of costs eligible for recovery and how the costs will be allocated.

CILCO and Ameren recognize that the issues surrounding the identification and sharing of savings and the recovery of the costs to achieve those savings are often highly contentious. Even where there is agreement that implementation costs should be recovered and that net savings should be shared, there remains the difficult task of identifying savings produced by a particular reorganization or business combination. As each year passes, the task of identifying the level of avoided costs attributable to a particular transaction becomes increasingly complex.

The task would be even more difficult here where Ameren intends to undertake projects and implement means to improve CILCO's services. These steps will produce changes in the cost of service that would need to be segregated from changes produced by synergies.

Accordingly, the Applicants propose, in lieu of any sharing plan or cost recovery proposal, to submit a rate plan that is fair, straightforward, simple, and avoids the need for complex and contentious estimates of transaction savings. Applicants propose the use of a rate stabilization period -- a period of time during which rates remain in effect based on the pre-

closing cost of service. Electric rates are already frozen by statute; gas rates are not. Applicants' proposal is intended to protect customers from any unanticipated acquisition-induced changes in the level of gas base rates related to the Reorganization and Ameren's initial efforts to improve CILCO's service.

Under the proposal, electric rates will remain frozen under the provisions of Section 16-111 of the IPUA. The proposal also provides that CILCO will not seek any adjustment in gas base rates that would become effective prior to the conclusion of the rate stabilization period, October 1, 2005. CILCO intends to file a gas base rate case prior to the closing of the transaction that will be based on a pre-closing test year that will not reflect Reorganization-related adjustments. CILCO commits, as a condition of Reorganization approval, that it will not propose any additional changes in gas base rates that will become effective prior to October 1, 2005.

Changes in rates effective after the rate stabilization period will reflect the then-actual cost of service, including the effect of all applicable synergies. CILCO will not seek to retain any portion of the synergies in any future electric or gas rate filing.(2) Moreover, nothing in Applicants' rate stabilization plan would limit the Commission's authority to investigate gas base rates under Section 9-250 of the IPUA. (The Commission's authority to investigate electric rates is already limited under Section 16-111 of the IPUA; Applicants do not propose any further limitation.)

The proposal has several benefits. There is no need under this proposal to calculate savings, and there is no risk that ratepayers would be "sharing" savings that never materialize.

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(2) Applicants do not intend to suggest that, upon expiration of the rate stabilization periods, AmerenCILCO will never propose an alternative regulation plan or other general incentive ratemaking proposal.

There is no need for the Commission to track savings, or engage in a complex review of whether and how savings were achieved.

Significantly for customers, the proposal ensures that there can be no adverse rate impact from the Reorganization. If transition costs exceed expectations, or if synergies fail to materialize on the schedule foreseen by the Applicants, customers will not be harmed.

Applicants note that the rate stabilization period plan will not create any windfall for Applicants. As Mr. Nelson explains in his testimony, the Reorganization promises to produce for CILCO's regulated operations pre-tax net cost reductions ranging from $0.5 to $3.2 million per year; this range reflects neither the transaction costs nor transition expenses associated with the Reorganization, which in the aggregate are expected to be approximately $39 million.

C. SUBMISSION OF REQUIRED DATA

Section 7-204A(a) requires the submission of certain data in connection with any application under Section 7-204. The required data is provided herewith at Tabs J through P, and is sponsored by Mr. Cisel and Ms. Brenda Freeman, Investment Manager on CILCO's Finance and Administration Team.

D. APPROVAL OF AFFILIATED INTEREST AGREEMENTS

Sections 7-101 and 7-204A(b) require the approval of two affiliated interest agreements.

1. CILCO SERVICES AGREEMENT

In Docket No. 95-0551, in connection with the formation of Ameren as the parent to AmerenUE and AmerenCIPS, the Commission approved the entry of those two utilities into the Ameren GSA with Ameren Services. CILCO proposes to enter into, and become a party to the CILCO Services Agreement with Ameren Services. (A copy of the CILCO Services Agreement is attached at Tab N.)

The use of a new service agreement is appropriate for several reasons. First, as mentioned above, it is identical to the Ameren GSA in all material respects. This means that all allocations within the Ameren system will be made pursuant to the same set of methodologies. Second, the Ameren GSA remains reasonable, and continues to govern transactions among existing Ameren affiliates. Accordingly, the Commission should approve the CILCO Services Agreement. Further, under Section 16-111 of the IPUA and Applicants' rate stabilization period proposal, rates will continue at pre-closing levels for some time after closing. Hence, there is no immediate need for the Commission to alter allocations of costs or the basis for affiliate charges.

The Commission has approved a service agreement for CILCO and CIGI to provide services to one another. That service agreement will remain in effect to the extent not inconsistent with the CILCO Services Agreement.

2. FUEL SERVICES AGREEMENT

AmerenCIPS and AmerenUE are parties to a fuel services agreement ("FSA") with Ameren Fuels. Under the FSA, Ameren Fuels provides fuel procurement and fuel management services to AmerenCIPS and to AmerenUE. AmerenCIPS and AmerenUE filed the FSA with the Commission for its approval in Docket No. 00-0757. In that docket, the Ameren Utilities indicated that they would benefit from the FSA because, among other reasons, Ameren Fuels would be purchasing larger volumes of gas and other energy related commodities on their behalf. This would allow Ameren Fuels to have a greater presence in applicable fuels markets, and an enhanced negotiating position in such markets. In response, the Commission approved the FSA as being reasonable. (Order issued March 7, 2001)

CILCO intends to enter into a fuel services agreement with Ameren Fuels which is identical in all material respects to the FSA. This will allow CILCO to achieve the same kind of fuel procurement and fuel management benefits which Ameren Fuels provides to AmerenCIPS

and AmerenUE. Accordingly, the Commission should approve the fuel services agreement between CILCO and Ameren Fuels. (A copy of the CILCO Fuel Services Agreement is attached at Tab N.)

E. BOOKS AND RECORDS

Ameren intends to maintain a substantial portion of CILCO's books and records at CILCO's headquarters in Peoria. However, certain records -- particularly those relating to services provided by an affiliated service company, such as Ameren Services or Ameren Fuels -- may be maintained at Ameren's headquarters in St. Louis. Accordingly, CILCO seeks approval under Section 5-106 of the IPUA to maintain its books and records outside of this State. CILCO acknowledges that it shall be liable for, and upon proper invoice from the Commission shall promptly reimburse the Commission for, the reasonable costs and expenses associated with the audit or inspection of any books, accounts, papers, records and memoranda kept outside the State, all as required under Section 5-106 of the IPUA. 220 ILCS 5/5-106.

F. COMMITMENTS TO SERVICE AREA COMMUNITIES

Applicants have engaged in discussions with representatives of many of the communities served by CILCO. Through their representatives, those communities have sought assurances that CILCO will remain steadfast in its commitment to the communities, in terms of service quality, employment levels and charitable and economic development efforts. To allay those concerns, and consistent with CILCO's role as a responsible service provider, Applicants make the following commitments.

- CILCO will maintain its headquarters at 300 Liberty Street in Peoria for at least five years after the transaction closes.

- CILCO and its affiliates will continue to employ a minimum of 800 full-time employees within the CILCO service area at least through 2005. CILCO will continue to honor all existing contracts with bargaining unit employees and maintain compensation programs and benefits at, or possibly above, current levels. Ameren expects that existing benefit plans will either remain in place or be integrated into Ameren's plans at a later date.

- CILCO and affiliates will maintain a management presence in the Peoria region by having two vice presidents (or higher level business leaders) work out of the Peoria region. Ameren expects that these officers will maintain their residences in the Peoria metropolitan area.

- Ameren will increase CILCO's annual commitment to $1 million for charitable and civic donations, economic development and community events throughout the CILCO service territory.

- As part of the $1 million annual commitment, Ameren will budget in excess of $100,000 annually for ongoing support to local and regional economic development organizations, economic development marketing and community programs.

- Ameren will dedicate one full-time person, based in Peoria, to economic development activities.

- Ameren intends to install highly sophisticated outage analysis tools to be used to improve CILCO's outage performance and response times. Ameren has pledged to provide strong gas system reliability and quality assurance by instituting its Gas Code

Compliance System and to enhance systems intended to streamline call handling and accelerate response to customer calls.

- Lastly, under the rate proposal described above, which Applicants propose be a condition of approval, electric and gas base rates would remain at pre-Reorganization levels for several years after closing, thereby insulating customers from any prospect of adverse rate effects. In this regard, under recently enacted revisions to Section 16-111 of the IPUA, if Ameren acquires CILCORP, the electric freeze will terminate two years later for CILCO than it otherwise would terminate.

Applicants believe that these commitments are reasonable.

G. SECTION 7-102

Section 7-102 of the IPUA requires the Commission's approval whenever a "public utility may by any means, direct or indirect, merge or consolidate its franchises, license, permits, plants, equipment, business or other property with that of any other public utility." 220 ILCS 5/7-102. Applicants do not believe the Reorganization constitutes a direct or indirect merger or consolidation of two utilities' businesses or property. Rather, the Reorganization is a change in control transaction over which the Commission plainly has jurisdiction under Sections 7-204 and 7-204A.

Nevertheless, to the extent that the Commission determines that the Reorganization is also subject to the approval requirements of Section 7-102, Applicants seek approval pursuant that Section. In this regard, Applicants must demonstrate that the approval should reasonably be granted and that the public should be convenienced thereby. For all the reasons discussed above, Applicants believe that the transaction is reasonable and in the public interest and should be approved.

H. SECTION 6-103

Section 6-103 of the IPUA provides, in relevant part, as follows:

> In any reorganization of a public utility, resulting from forced sale, or in any other manner, the amount of capitalization, including therein all stocks and stock certificates and bonds, notes and other evidences of indebtedness, shall be such as is authorized by the Commission, which in making its determination, shall not exceed the fair value of the property involved.

As Mr. Baxter explains, at closing, consistent with purchase accounting, CILCO's assets will be stated at fair value. Applicants do not believe that this action will produce any change in the level of CILCO's capitalization. However, to the extent that it does, Applicants pledge to reverse the effects on CILCO's capitalization of any such change for regulatory reporting and ratemaking purposes. Accordingly, the Commission should authorize CILCO's capitalization, which Applicants are willing to accept subject to the condition that, in the event that GAAP requires CILCO or its affiliates to make accounting entries that produce an effect on CILCO's capitalization, CILCO will reverse the effect of any such entries for regulatory reporting and ratemaking purposes.

WHEREFORE, for all the reasons discussed herein, Applicants respectfully request the Commission to issue an order approving the Reorganization and granting all such other relief as requested herein to effectuate the Reorganization.

Respectfully submitted,

CENTRAL ILLINOIS LIGHT COMPANY	AMEREN CORPORATION
By:______________________	By:______________________
One of its attorneys	One of its attorneys
Mark J. McGuire	Christopher W. Flynn
William L. Kuhn	Eacata D. Gregory
McGuireWoods LLP	Jones, Day, Reavis & Pogue

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

Central Illinois Light Company and	)	
Ameren Corporation	)	
	)	Docket N
Application for authority to engage in a	)	
reorganization, and to enter into various	)	
agreements in connection therewith, including	)	
agreements with affiliated interests, and for	)	
such other approvals as may be required	)	
under the Illinois Public Utilities Act to	)	
effectuate the reorganization.	)	

APPLICATION

CENTRAL ILLINOIS LIGHT COMPANY

Mark J. McGuire
William L. Kuhn
McGuireWoods LLP
77 W. Wacker, Suite 4400
Chicago, Illinois 60601
(312) 849-8100 (voice)
(312) 849-3690 (fax)
mmcguire@mcguirewoods.com
wkuhn@mcguirewoods.com

AMEREN CORPORATION

Christopher W. Flynn
Eacata D. Gregory
Jones, Day, Reavis & Pogue
77 W. Wacker, Suite 3500
Chicago, Illinois 60601
(312) 782-3939 (voice)
(312) 782-8585 (fax)
cflynn@jonesday.com
edgregory@jonesday.com

Steven R. Sullivan,
Vice President-General Cou
Joseph H. Raybuck
Associate General Counsel
Ameren Services Company
One Ameren Plaza
1901 Chouteau Avenue
St. Louis, Missouri
(314) 554-2098 (voice)
(314) 554-2976 (voice)
(314) 554- 4014 (fax)
srsullivan@ameren.com
jraybuck@ameren.com

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TABLE OF CONTENTS