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AES CORPORATION  
Form 35-CERT  
April 12, 2001

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

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Application of The AES Corporation, )  
Dennis W. Bakke, and Roger W. Sant )  
on Form U-1 (File No. 70-9779) )  
 )  
 )  
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CERTIFICATE PURSUANT TO  
RULE 24 UNDER THE PUBLIC  
UTILITY HOLDING COMPANY  
ACT OF 1935

Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, as amended, The AES Corporation, a Delaware corporation ("AES"), certifies that the acquisition of IPALCO Enterprises, Inc. as proposed in the Application/Declaration to the Commission on Form U-1 (File No. 70-9779) of AES and authorized by order of the Commission in Public Utility Holding Company Act Release No. 27363, dated March 23, 2001, has been carried out in accordance with the terms and conditions of and for the purposes represented by the Application/Declaration and of the Commission's order with respect thereto.

Exhibits

F-2 "Past Tense" Opinion of Counsel

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, AES has duly caused this Certificate to be signed on its behalf by the undersigned hereunto duly authorized.

The AES Corporation

By: /s/ Thomas A. Tribone

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Name: Thomas A. Tribone  
Title: Executive Vice President

Dated: April 12, 2001