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AES CORPORATION
Form POS EX
March 27, 2001

As filed with the Securities and Exchange Commission on March 27, 2001,
Registration No. 333-43908

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST EFFECTIVE
AMENDMENT NO. 2
TO
FORM S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

The AES Corporation

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other
jurisdiction of
incorporation
or organization)

4991
(Primary Standard
Industrial Classification
Code Number)

54-1163725
(I.R.S. Employer
Identification No.)

1001 NORTH 19TH STREET
ARLINGTON, VIRGINIA 22209
(703) 522-1315

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

BARRY J. SHARP
SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
THE AES CORPORATION
1001 NORTH 19TH STREET
ARLINGTON, VIRGINIA 22209
(703) 522-1315

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

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1440 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005

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825 EIGHTH AVENUE
NEW YORK, NEW YORK 10019

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(202) 371-7000

APPROXIMATE DATE OF COMMENCEMENT OF THE PROPOSED SALE OF THE SECURITIES TO THE PUBLIC: As soon as practicable following the effectiveness of this Registration Statement and after all other conditions under the share exchange agreement are satisfied or waived.

If the securities being registered on this form are to be offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. / /

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /X/ Registration No. 333-43908
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EXPLANATORY NOTE

This Post-Effective Amendment No. 2 (the "Amendment") to the Registration Statement on Form S-4 (File No. 333-43908) of The AES Corporation (the "Registration Statement") is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended, for the sole purpose of filing two additional exhibits to the Registration Statement and, accordingly, shall become effective immediately upon filing with the Securities and Exchange Commission (the "Commission"). After giving effect to this Amendment, the Registration Statement consists of the Registration Statement as filed with the Commission at the time it became effective on September 7, 2000, as supplemented by the Post-Effective Amendment No.1, filed September 14, 2000, as further supplemented by this Amendment.

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

| EXHIBIT NUMBER ----- | DESCRIPTION ----- |
|----------------------------|--|
| 2.1 | Agreement and Plan of Share Exchange dated as of July 15, 2000, between The AES Corporation and IPALCO Enterprises, Inc. (included as Annex A to the proxy statement/prospectus). |
| 2.2 | Opinion of UBS Warburg LLC (included as Annex B to the proxy statement/prospectus). |
| 3.1 | Sixth Amended and Restated Certificate of Incorporation of The AES Corporation (incorporated by reference to Exhibit 3.1 to The AES Corporation Quarterly Report on Form 10-Q filed May 15, 2000). |
| 3.2 | The AES Corporation By-laws, as amended (incorporated by reference to Exhibit 3.2 to The AES Corporation Quarterly Report on Form 10-Q filed August 14, 1998). |

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- 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the legality of the securities.
- 8.1* Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding tax matters.
- 8.2* Opinion of Cravath, Swaine & Moore regarding tax matters.
- 23.1 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (set forth in Exhibit 5.1).
- 23.2 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (set forth in Exhibit 8.1).
- 23.3 Consent of Cravath, Swaine & Moore (set forth in Exhibit 8.2).
- 23.4 Consent of Deloitte & Touche LLP (AES).
- 23.5 Consent of Deloitte & Touche LLP (IPALCO).
- 23.6 Consent of UBS Warburg LLC.
- 24.1 Powers of Attorney.
- 99.1 Form of IPALCO Enterprises, Inc. Proxy.

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in Arlington, Virginia, on the 27th day of March, 2001.

THE AES CORPORATION

By: /s/ William R. Luraschi

William R. Luraschi
Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | TITLE ----- | DATE ---- |
|--|-----------------------|----------------|
| */s/ Roger W. Sant ----- Roger W. Sant | Chairman of the Board | March 27, 2001 |

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| | | |
|--|---|----------------|
| */s/ Dennis W. Bakke ----- Dennis W. Bakke | President, Chief Executive Officer (principal executive officer and Director | March 27, 2001 |
| */s/ Alice F. Emerson ----- Dr. Alice F. Emerson | Director | March 27, 2001 |
| */s/ Robert F. Hemphill, Jr. ----- Robert F. Hemphill, Jr. | Director | March 27, 2001 |
| */s/ Frank Jungers ----- Frank Jungers | Director | March 27, 2001 |
| */s/ Hazel R. O'Leary ----- Hazel R. O'Leary | Director | March 27, 2001 |
| */s/ Thomas I. Unterberg ----- Thomas I. Unterberg | Director | March 27, 2001 |
| */s/ Robert H. Waterman, Jr. ----- Robert H. Waterman, Jr. | Director | March 27, 2001 |
| */s/ Barry J. Sharp ----- Barry J. Sharp | Senior Vice President and Chief Financial Officer (principal financial and accounting officer) | March 27, 2001 |

*By: /s/ William R. Luraschi

 William R. Luraschi
 Attorney-in-fact

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