

AES CORP
Form 11-K
June 29, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____ to ____

Commission file number 333-82306

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Mid-America Energy Resources Employee Retirement Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

The AES Corporation
4300 Wilson Boulevard
Suite 1100
Arlington, VA 22203

REQUIRED INFORMATION

The certification of the chief executive officer and the chief financial officer of IPALCO Enterprises, Inc., pursuant to 18 U.S.C. ss. 1350, is attached hereto as Exhibit 99.

MID-AMERICA ENERGY RESOURCES
EMPLOYEE RETIREMENT PLAN

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NOTE: Schedules not filed herewith are omitted because of the absence of the conditions under which they are required by Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employees Retirement Income Security Act of 1974.

**MID-AMERICA ENERGY RESOURCES
EMPLOYEE RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

ASSETS	2005	2004
	Unaudited	Unaudited
INVESTMENTS--at fair value:		
The AES Corporation Common Stock	\$98,027	\$96,651
Merrill Lynch Equity Index Trust Fund-- Common/Collective Trust	208,951	204,650
Merrill Lynch Retirement Preservation Trust Fund-- Common/Collective Trust	112,525	108,479
Oppenheimer Main Street & Growth-- Mutual Fund	129,002	136,074
Ivy International Fund-- Mutual Fund	9,798	7,869
Aim Income Fund-- Mutual Fund	3,259	3,167
Merrill Lynch Global Allocation Fund-- Mutual Fund	304,127	351,759
Merrill Lynch Balance Capital Fund-- Mutual Fund	108,623	131,933
Participant Loans	--	--
Total investments	974,312	1,040,582
CASH	--	--
CONTRIBUTIONS RECEIVABLE	--	--
ACCRUED INTEREST AND DIVIDENDS	2,040	1,972
Total assets	\$ 976,352	\$1,042,554
LIABILITIES		
ACCRUED FEES	--	--
NET ASSETS AVAILABLE FOR BENEFITS	\$ 976,352	\$1,042,554

See notes to financial statements.

**MID-AMERICA ENERGY RESOURCES
EMPLOYEE RETIREMENT PLAN
STATEMENT OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2005 (Unaudited)**

INCREASES:	
Employee contributions	--

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Company contributions, net	---
Interest and dividend income	36,367
Rollover accounts and principal repayments	---
Net appreciation (depreciation) of investments	33,839

Total	70,206

DECREASES:	
Withdrawals by participants or their beneficiaries	136,408
Loan repayments from distributions	---
Administrative fees	---

Total	136,408

DECREASE IN ASSETS AVAILABLE FOR BENEFITS	(66,202)

ASSETS AVAILABLE FOR BENEFITS--Beginning of year	1,042,554

ASSETS AVAILABLE FOR BENEFITS--End of year	\$976,352
	=====

See notes to financial statements.

**MID-AMERICA ENERGY RESOURCES
EMPLOYEE RETIREMENT PLAN**

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Mid-America Energy Resources Employee Retirement Plan (the "Plan") have been prepared on the accrual basis.

Plan Assets

Assets of the Plan are maintained in trust. Once placed in trust, assets may be withdrawn only for the purpose of refunding employee contributions; or payment of vested employer contributions to employees withdrawing from the Plan, payment to employees obtaining an in-service distribution, payment due to a hardship withdrawal, issuing loan proceeds, distribution to retiring employees, distribution to beneficiaries of deceased employees, or to pay expenses of the Plan. All payments made from the trust require the approval of the Employee's Pension & Benefits Committee of

Indianapolis Power & Light Company, Inc. (the "Pension Committee"). Merrill Lynch Trust Company is the sole Trustee and record keeper of the assets of the Plan.

Investments

Investments in securities are stated at fair value as determined by quoted market prices. Investment transactions are recorded as of the trade date. Cost of securities sold is determined on a specific identification basis. Dividends are recorded on the ex-dividend date.

Participant Loans

Loans to participants are stated at cost which approximates fair value.

Use of Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires that management make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. The reported amounts of increases and decreases in net assets during the reporting period may also be affected by the estimates and assumptions management is required to make. Actual results may differ from those estimates.

Payment of Benefits

Upon severance of employment, a participant may elect to receive a lump sum payment for the full value of the participant's account, including vested employer contributions and related earnings. The participant also has the option of maintaining the account until reaching the age of 70 1/2 years. Benefits are recorded when paid.

Administrative Fees

For the plan year ended December 31, 2005, each participant with an investment in the AES Common Stock Fund was charged approximately \$.08 per share. There are no other transaction-based fees for the other investment funds. Administrative fees on the mutual and managed funds were based upon fund balances.

2. DESCRIPTION OF THE PLAN

The Plan is administered by the Pension & Benefits Committee which is a committee appointed by the Indianapolis Power & Light Company ("IPALCO") Board of Directors. The Plan is a defined contribution plan, and employees of MAER and its affiliates become eligible to participate in the Plan at attainment of age 18 and immediately upon hire.

All employees become fully vested in the plan after five years of uninterrupted service. Termination of employment before the five-year requirement requires forfeiture of a prorated amount of allocated employer contributions.

Forfeited amounts may be used to reduce employer matching contributions.

The Plan is valued on a daily "share" valuation.

Since there are no remaining active employees, there are no employee or employer contributions being received into the plan. Allocations of Plan earnings are based on individual account balances relative to total account balances as of the valuation dates.

Participant fund transfers are subject to certain restrictions as outlined in the Summary Plan Description. In the event of partial or total termination of the Plan, the funds in the Plan shall be valued as of the date of partial or total termination and after payment of necessary expenses shall be distributed as though all participants directly affected by the partial or total termination had retired as of that date.

The Plan is maintained with the intent of being a qualified trust under Section 401(a) of the Internal Revenue Code. Its related trust is exempt from Federal income taxes under Section 501(a) of the Code. The Plan obtained its latest determination letter on November 14, 1995 in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan, as amended, is being operated in compliance with the applicable requirements of the Internal Revenue Code.

Participants should refer to the "Summary Plan Description" for a more detailed description of the Plan.

3. RISKS AND UNCERTAINTIES

The Plan invests in various securities including U.S. Government securities, corporate debt instruments, corporate stocks, registered investment companies, and common/collective trusts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

4. INVESTMENTS

The following presents investments that represent 5 percent or more of the Plan's net assets.

	2005	2004
The AES Corporation common stock, 6,192 and 7,070 shares, respectively	\$98,027	\$96,651
Oppenheimer Main Street Income & Growth Mutual Fund, 3,474 and 3,837 shares, respectively	\$129,002	\$136,074
Merrill Lynch Global Allocation Fund 17,953 and 21,306 shares, respectively	\$304,127	\$351,759
Merrill Lynch Retirement Preservation Trust, 112,525 and 108,479 shares, respectively	\$112,525	\$108,479
Merrill Lynch Equity Index Trust, 2,246 and 2,302 shares, respectively	\$208,951	\$204,650
Merrill Lynch Balanced Capital Fund,		

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4,238 and 4,939 shares, respectively

\$108,624

\$131,933

During 2005, the Plan's investments (including both realized and unrealized gains and losses) appreciated in value by \$33,839 as follows:

Mutual Funds	\$8,982
Common/Collective Trust	9,115
Common Stock	15,742

Net appreciation in fair value of investments	\$33,839
	=====

5. MERRILL LYNCH RETIREMENT PRESERVATION TRUST

One of the investment funds is the Merrill Lynch Retirement Preservation Trust, which is a trust for the collective investment of Qualified Plans. The majority of the fund assets consist of investment contracts which are included in the financial statements at contract value, (which represents contributions made under the contracts, plus earnings, less withdrawals and administrative expenses) because they are fully benefit responsive. For example, participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the investment contracts at December 31, 2005 and 2004 approximates market value. The average yield rate for 2005 was approximately 3.73%.

6. RELATED PARTY TRANSACTIONS

One of the Plan's investment options is AES common stock. Since AES is the parent company of IPALCO Enterprises, Inc. and IPALCO Enterprises, Inc. is the parent company of Mid-America Energy Resources, any investment transactions involving AES common stock qualify as party-in-interest transactions. Merrill Lynch is also the Investment Manager for the Merrill Lynch Retirement Preservation Trust, the Merrill Lynch Equity Index Trust, the Merrill Lynch Global Allocation Fund, and the Merrill Lynch Balanced Capital Fund and therefore, these transactions also qualify as party-in-interest transactions.

* * * * *

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

MID-AMERICA ENERGY RESOURCES EMPLOYEE
RETIREMENT PLAN

By the Plan Administrator:

EMPLOYEES' PENSION & BENEFITS COMMITTEE OF
INDIANAPOLIS POWER & LIGHT COMPANY

By: /s/ Edward J. Kunz

Edward J. Kunz, Chairman of the Committee

DATE: June 29, 2006