

Edgar Filing: ALLIANT ENERGY CORP - Form 35-CERT

ALLIANT ENERGY CORP  
Form 35-CERT  
March 26, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

\*\*\*\*\*  
In the Matter of  
Alliant Energy Corporation, et al.  
File No. 70-9891  
(Public Utility Holding Company Act of 1935)  
\*\*\*\*\*

CERTIFICATE  
PURSUANT TO  
RULE 24

This Certificate of Notification (the "Certificate") is filed by Alliant Energy Corporation ("Alliant Energy"), a registered holding company under the Public Utility Holding Company Act of 1935, as amended (the "Act"), and its wholly-owned subsidiary, Alliant Energy Resources, Inc. ("Resources"), in connection with the transactions proposed in the Form U-1 Application-Declaration (the "Application-Declaration"), as amended, of Alliant Energy and Resources (collectively, the "Applicants") in File No. 70-9891. These transactions were authorized by order of the Securities and Exchange Commission (the "Commission") dated October 3, 2001 (the "Order"), as amended.

This Certificate is for the period covering October 1, 2003 - December 31, 2003 (hereinafter referred to as the "period").

The Applicants hereby certify the matters set forth below pursuant to Rule 24 of the rules under the Act:

1. A computation in accordance with rule 53(a) setting forth Alliant Energy's "aggregate investment" in all EWGs and FUCOs, its "consolidated retained earnings" and a calculation of the amount remaining under the Requested EWG/FUCO Investment Authority.

ANSWER:

See attached Exhibit A

2. A chart showing Alliant Energy's aggregate investment in each EWG or FUCO compared to the Requested EWG/FUCO Investment Authority. The chart should also identify any new EWG or FUCO, compared to the Requested EWG/FUCO Investment Authority, in which Alliant Energy has invested or committed to invest during the preceding quarter.

ANSWER:

See attached Exhibit A

3. The consolidated capitalization ratio of Alliant Energy, with consolidated debt to include all short-term debt and all other system debt, both recourse and nonrecourse, including debt of EWGs and FUCOs.

ANSWER:

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See attached Exhibit B

4. The market-to-book ratio of Alliant Energy's common stock.

ANSWER:

See attached Exhibit C

5. Analysis of the growth in consolidated retained earnings that segregates total earnings growth of EWGs and FUCOs from that attributable to other subsidiaries of Alliant Energy.

ANSWER:

See attached Exhibit D

6. A statement of revenues and net income for each EWG and FUCO for the twelve months ending as of the end of that quarter.

ANSWER:

See attached Exhibit E

7. The sales of any common stock or preferred securities by Alliant Energy and the purchase price per share and the market price per share at the date of the agreement of sale.

ANSWER:

There was no restricted stock issued in this period.

8. The total number of shares of Alliant Energy common stock issued or issuable under options granted during the quarter under employment benefit plans and dividend reinvestment plans including any employee benefit plans or dividend reinvestment plans later adopted;

ANSWER:

There were no options granted during this period.

See attached Exhibit F

9. If a guaranty is issued during the quarter, the name of the guarantor, the name of the beneficiary of the guaranty and the amount, terms and purpose of the guaranty.

ANSWER:

See attached Exhibits G

10. The amount and terms of any Alliant Energy indebtedness issued during the quarter.

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ANSWER:

None

11. The amount and terms of any financings consummated by any Nonutility Subsidiary that is not exempt under rule 52.

ANSWER:

None

12. The notional amount and principal terms of any Interest Rate Hedges or Anticipatory Hedges entered into during the quarter and the identity of the other parties to the transaction.

ANSWER:

None

13. The name, parent company and amount invested in any intermediate subsidiary or financing, subsidiary during the quarter and the amount and terms of any securities issued by those subsidiaries during the quarter.

ANSWER:

Alliant Energy Corporation invested \$4.2 million in non-utility energy assets during the period from October 1, 2003 through December 31, 2003.

See attached Exhibit H

### Whiting Petroleum Corporation's Energy Asset Investments:

Asset investments	(\$0)
Leasing and other activity	\$ 4,213,247
Proceeds from sales	(\$0)
Total:	\$ 4,213,247

14. A list of U-6B-2 forms filed with the Commission during the quarter, including the name of filing entity and the date of the filing.

ANSWER:

(1) Alliant Energy Corporate Services, Inc. filed a U-6B-2 on November 12, 2003.

15. Consolidated balance sheets as of the end of the quarter and separate balance sheets as of the end of the quarter for each company, including Alliant Energy, that has engaged in jurisdictional financing transactions during the quarter.

ANSWER:

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Incorporated by reference to Alliant Energy's Form 10-K for the year ended December 31, 2003.

16. A table showing, as of the end of the quarter, the dollar and percentage components of the capital structure of Alliant Energy on a consolidated basis and of each Utility Subsidiary.

ANSWER:

See attached Exhibit I

17. A retained earnings analysis of Alliant Energy on a consolidated basis and of each Utility Subsidiary detailing gross earnings, goodwill amortization, dividends paid out of each capital account and the resulting capital account balances at the end of the quarter.

ANSWER:

See attached Exhibit J

18. Registration statements filed under the Securities Act of 1933 with respect to securities that are subject of this Application will be filed or incorporated by reference as exhibits to the next certificate filed under rule 24.

ANSWER:

None.

## S I G N A T U R E

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the undersigned companies have duly caused this Certificate to be signed on their behalf by the undersigned thereunto duly authorized.

ALLIANT ENERGY CORPORATION

By: \_\_\_\_\_  
 Name: Thomas L. Hanson  
 Title: Vice President and Treasurer

March 25, 2004

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Alliant Energy Corporation

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Certificate Pursuant to Rule 24

Exhibit A

Report Period: October 1, 2003 - December 31, 2003

Item 1: A computation in accordance with rule 53(a) setting forth Alliant Energy's "aggregate investment" in all EWGs and FUCOs, its "consolidated retained earnings" and a calculation of the amount remaining under the Requested EWG/FUCO Investment Authority.

Item 2: A chart showing Alliant Energy's aggregate investment in each EWG or FUCO compared to the Requested EWG/FUCO Investment Authority. The chart should also identify any new EWG or FUCO, compared to the Requested EWG/FUCO Investment Authority, in which Alliant Energy has invested or committed to invest during the preceding quarter.

December 31, 2003

	Investment
	-----
Alliant Energy Operaciones de Mexico, S. de R.L. de C.V.	\$
Alliant Energy Servicios de Mexico, S. de R.L. de C.V.	
Anhui New Energy Heat & Power Co. Ltd.	14
Catleo Energia S.A.	
Companhia de Electricidade de Nova Friburgo S.A.	
Companhia Energetica da Borborema S.A.	
Companhia Forca e Luz Cataguazes-Leopoldina S.A.	1
Empresa Energetica de Sergipe S.A.	0
Hebei Wuan Peak Heat and Power Co. Ltd.	7
Henan Anfeng Electric Power Co. Ltd.	9
Henan Yongfeng Electric Power Co. Ltd.	11
Infratil Ltd.	15
Jiaxing JIES Power & Heat Co. Ltd.	13
LDM Utility Co., S.A. de C.V.	40
Shijiazhuang Chengfeng Cogeneration Co. Ltd.	15
Sociedade Anonima de Eletrificacao da Paraiba S.A.	90
Tai An Hua Feng Peak Heat and Power Co. Ltd.	6
Tai An Xin Wen Peak Heat and Power Co. Ltd.	
Tangshan Peak Heat & Power Co. Ltd.	48
Tongxiang TIES Power & Heat Co. Ltd.	10
TrustPower Ltd.	44
Usina Termelétrica de Juiz De Fora S.A.	13
Zouping Peak CHP Co. Ltd.	15
Guarantee of debt security intended to finance future FUCO investments	
	-----
Aggregate Investments in Foreign Utility Companies (FUCOs)	356
	-----
Alliant Energy Neenah, LLC	56
Guarantee of the debt security of a 6 Mw low Btu gas electric generating facility in Cedar Rapids, Iowa	
Gas turbines acquired for a 309 Mw, gas fired, generating facility in Sheboygan Falls, Wisconsin	
	-----
Aggregate Investments in Electric Wholesale Generators (EWGs)	56
	-----
Total Aggregate Investments in EWGs and FUCOs	413

Alliant Energy's consolidated retained earnings at March 31, 2003  
 Alliant Energy's consolidated retained earnings at June 30, 2003  
 Alliant Energy's consolidated retained earnings at September 30, 2003  
 Alliant Energy's consolidated retained earnings at December 31, 2003  
 Alliant Energy's "consolidated retained earnings" at December 31, 2003  
 (average of ending balance of four previous quarters)

Amount remaining under the Requested EWG/FUCO Investment Authority.

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Alliant Energy Corporation  
 Certificate Pursuant to Rule 24  
 Exhibit B  
 Report Period: October 1, 2003 - December 31, 2003

Item 3: The consolidated capitalization ratio of Alliant Energy, with consolidated debt to include all short-term debt and all other system debt, both recourse and nonrecourse, including debt of EWGs and FUCOs.

Alliant Energy Corporation Consolidated Statement of Capitalization  
 December 31, 2003  
 (amounts in thousands of dollars)

	Amounts	Percentage
Common equity	\$ 2,371,314	47.50%
Cumulative preferred stock	243,803	4.89%
Consolidated debt (1)	2,376,674	47.61%
	\$ 4,991,791	100.00%

(1)	
Long-term debt, net (excluding current portion)	\$ 2,123,298
Current maturities and sinking funds	69,281
Variable rate demand bonds	55,100
Commercial paper	107,500
Other short-term borrowings	21,495
	\$ 2,376,674

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Alliant Energy Corporation  
 Certificate Pursuant to Rule 24  
 Exhibit C  
 Report Period: October 1, 2003 - December 31, 2003

Item 4: The market-to-book ratio of Alliant Energy's common stock.

Market value per share at December 31, 2003	\$	24.90
Common equity at December 31, 2003 (in thousands)	\$	2,371,314
Total shares outstanding at December 31, 2003		110,962,910
Book value per share at December 31, 2003	\$	21.37
Market-to-book ratio of Alliant Energy's common stock		116.52%
		=====

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Certificate Pursuant to Rule 24  
 Exhibit D  
 Report Period: October 1, 2003 - December 31, 2003

Item 5: Analysis of the growth in consolidated retained earnings that segregates total earnings growth of EWGs and FUCOs from that attributable to other subsidiaries of Alliant Energy.

Alliant Energy Corporation  
 Statement of Retained Earnings  
 For the Three Months Ended December 31, 2003  
 (amounts in thousands of dollars)

Beginning balance (September 30, 2003)		\$ 819,396
Net income/(loss):		
From EWGs and FUCOs (*)	15,221	
Other	33,414	
	-----	
Total net income/(loss)		48,635
Common stock dividends		(27,614)
		-----
Ending balance (December 31, 2003)		\$ 840,417
		=====

(\*) Amount does not include the allocation of interest, tax or corporate expenses.

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Alliant Energy Corporation  
Certificate Pursuant to Rule 24  
Exhibit E  
Report Period: October 1, 2003 - December 31, 2003

Item 6: A statement of revenues and net income for each EWG and FUCO for the twelve months ending as of the end of that quarter.

	For the twelve months ended De	
	Revenues	Net
Alliant Energy Neenah, LLC	15,028,586	6,
Alliant Energy Operaciones de Mexico, S. de R.L. de C.V.	1,086,393	
Alliant Energy Servicios de Mexico, S. de R.L. de C.V.	-	
Anhui New Energy Heat & Power Co. Ltd.	-	
Catleo Energia S.A.	5,212,018	7,
Companhia de Electricidade de Nova Friburgo S.A.	23,713,333	
Companhia Energetica da Borborema S.A.	29,220,793	1,
Companhia Forca e Luz Cataguazes-Leopoldina S.A.	89,413,317	(8,
Empresa Energetica de Sergipe S.A.	130,117,526	5,
Hebei Wuan Peak Heat and Power Co. Ltd.	7,556,926	1,
Henan Anfeng Electric Power Co. Ltd.	9,928,452	1,
Henan Yongfeng Electric Power Co. Ltd.	10,703,281	1,
Infratil Ltd. (*)	76,622,095	10,
Jiaxing JIES Power & Heat Co. Ltd.	-	
LDM Utility Co., S.A. de C.V. (**)	-	
Shijiazhuang Chengfeng Cogeneration Co. Ltd.	8,734,440	1,
Sociedade Anonima de Eletrificacao da Paraiba S.A.	151,190,963	13,
Tai An Hua Feng Peak Heat and Power Co. Ltd.	8,756,501	2,
Tai An Xin Wen Peak Heat and Power Co. Ltd.	5,701,694	1,
Tangshan Peak Heat and Power Co. Ltd.	24,359,073	
Tongxiang TIES Power & Heat Co. Ltd.	-	
TrustPower Ltd. (*)	411,327,301	35,
Usina Termelétrica de Juiz De Fora S.A.	33,735,660	8,
Zouping Peak CHP Co. Ltd.	16,840,412	2,

(\*) The most recently available information for Alliant Energy's FUCOs in New Zealand is the twelve months ended December 31, 2003.

(\*\*) The most recently available information for LDM Utility Co., S.A. de C.V. is the twelve months ended December 31, 2002.



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Report Period: October 1, 2003 - December 31, 2003

Item 8: The total number of shares of Alliant Energy common stock issued or issuable under options granted during the quarter under employment benefit plan and dividend reinvestment plans including any employee benefit plans or dividend reinvestment plans later adopted.

Date	Shareowner Direct Plan	Original Issue	Long-term Equity Incentive Plan
		401K	
9/15/2003	33,623	-	-
9/29/2003	-	22,780	-
10/15/2003	22,900	-	-
11/10/2003	-	20,484	-
11/17/2003	139,617	-	-
11/18/2003	-	45,910	-
12/15/2003	19,893	-	-
12/23/2003	-	20,409	-
=====			
TOTALS	216,033	109,583	

Grand Total: 325,616

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Alliant Energy Corporation  
Certificate Pursuant to Rule 24  
Exhibit G

Report Period: October 1, 2003 - December 31, 2003

Item 9: If a guaranty is issued during the quarter, the name of the guarantor, the name of the beneficiary of the guaranty and the amount, terms and purpose of the guaranty.

Guarantor	On Behalf Of	Purpose	Name of Guaranteed Party	
Alliant Energy	Alliant Energy Corporate Services	4.55% Sr. Notes	John Hancock Life Insur. Co. and other Noteholders	10/1
Alliant Energy	NG Energy Trading, LLC	Gas Transportation and Storage	ANR Pipeline Company	10/2
Alliant Energy	NG Energy Trading, LLC	Gas Transportation	Viking Gas Transmission Company	11/2

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Resources	RMT, Inc.	Performance and completion of work	Gaston Copper Recycling Corporation	12/1
Resources	NG Energy Trading, LLC	Gas Transportation and Storage	Northern States Power Company - Wisconsin	11/1

Footnote: Resources continues to guarantee Whiting Programs, Inc.'s obligations under three 1984 partnership agreements with Point Arguello Pipeline Company, Point Arguello Natural Gas Line Company and Gaviota Gas Plant Company. The guarantees do not include a maximum limit but were estimated at \$4,374,186 as of December 31, 2003.

Guarantor	On Behalf Of	Purpose	Name of Guaranteed Party	Pe
Bonds:				
Alliant Energy	Cogenex	Performance/ Payment Bond	USA GSA Michigan	10/2
Alliant Energy	RMT	Contractors Bond	Construction Industry Recovery Fund	10/1
Alliant Energy	Whiting	Oil & Gas Browning	State of Montana	10/2
Alliant Energy	Whiting	Collective Bond Ft. Peck	US Dept of the Interior	10/2
Alliant Energy	Whiting	Bond For Conformance	Michigan Dept. of Environmental Quality	10/0
Alliant Energy	Whiting	Bond For Conformance	Michigan Dept. of Environmental Quality	10/0
Alliant Energy	Whiting	Bond For Conformance	Michigan Dept. of Environmental Quality	10/0
Alliant Energy	RMT	Right of Way Bond	Road Commission for Oakland County	11/1
Alliant Energy	RMT	Right of Way Bond	Road Commission for Oakland County	11/2
Alliant Energy	Whiting	Blanket Well Bond	State of Michigan	11/2
Alliant Energy	Cogenex	Performance Bond	U.S. Govt.	11/2
Alliant Energy	IPL/AECS	Workers Comp. Bond	State of Illinois	12/0
Alliant Energy	RMT	UST Removal Bond	NW Airlines	12/1
Alliant Energy	Cogenex	Energy Savings	Central Maine Power	12/3
Alliant Energy	Bastian Bay Pipeline	Right of Way Grant Bond	US Minerals Mgmt Service	12/1
Alliant Energy	RMT	Performance Bond	Antioch School District	12/3

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Alliant Energy Corporation  
Certificate Pursuant to Rule 24  
Exhibit H  
Report Period: October 1, 2003 - December 31, 2003

Item 13: The name, parent company and amount invested in any intermediate subsidiary or financing subsidiary during the quarter and the amount and

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terms of any securities issued by those subsidiaries during the quarter.

Alliant Energy and its subsidiaries are authorized by the Securities and Exchange Commission to invest up to \$800 million in additional "energy assets" through December 31, 2004. As of September 30, 2003, Alliant Energy and its subsidiaries had used approximately \$401 million (\$397 million by Whiting Petroleum Corporation (WPC) and \$4 million by various other Alliant Energy subsidiaries). In the fourth quarter of 2003, Alliant Energy completed an Initial Public Offering (IPO) of WPC, leaving Alliant Energy with a 5.76% ownership interest in WPC as of December 31, 2003. Alliant Energy will include 5.76% of the \$397 million of investments in energy assets by WPC and \$4 million in investments in energy assets by various other Alliant Energy subsidiaries as of December 31, 2003. Alliant Energy did not have any additional changes in its investments in "energy assets" during the fourth quarter of 2003, other than the sale of more than 94% of WPC.

Alliant Energy Corporation did not form any intermediate subsidiaries during the period from October 1, 2003 through December 31, 2003.

Alliant Energy Corporation formed the following financing subsidiaries during the period from October 1, 2003 through December 31, 2003. The financing subsidiary is designated with an asterisk while its parent company is designated as such. The amounts in parenthesis represent the amount of investment in that financing subsidiary during the period from October 1, 2003 through December 31, 2003.

Alliant Energy Resources, Inc.  
 Whiting Petroleum Corporation \* - (\$283.4 million)  
     Whiting Oil and Gas Corporation

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Alliant Energy Corporation  
 Certificate Pursuant to Rule 24  
 Exhibit I  
 Report Period: October 1, 2003 - December 31, 2003

Item 16: A table showing, as of the end of the quarter, the dollar and percentage components of the capital structure of Alliant Energy on a consolidated basis and of each Utility Subsidiary.

Consolidated Statements of Capitalization  
 December 31, 2003  
 (amounts in thousands of dollars)

	Alliant Energy Corporation		Interstate Power and Light Company	
	Amounts	Percentage	Amounts	Percentage
Common equity	\$ 2,371,314	47.50%	\$ 1,034,847	47.50%
Cumulative preferred stock	243,803	4.89%	183,840	8.12%
Consolidated debt (1)	2,376,674	47.61%	945,310	43.38%
	<u>\$ 4,991,791</u>	<u>100.00%</u>	<u>\$ 2,163,997</u>	<u>100.00%</u>

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(1)		
Long-term debt, net (excluding current portion)	\$ 2,123,298	\$ 837,810
Current maturities and sinking funds	69,281	-
Variable rate demand bonds	55,100	-
Commercial paper	107,500	107,500
Other short-term borrowings	21,495	-
	-----	-----
	\$ 2,376,674	\$ 945,310
	=====	=====

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Alliant Energy Corporation  
Certificate Pursuant to Rule 24  
Exhibit J  
Report Period: October 1, 2003 - December 31, 2003

Item 17: A retained earnings analysis of Alliant Energy on a consolidated basis and of each Utility Subsidiary detailing gross earnings, goodwill amortization, dividends paid out of each capital account and the resulting capital account balances at the end of the quarter.

Statement of Retained Earnings  
For the Three Months Ended December 31, 2003  
(amounts in thousands of dollars)

	Interstate Power and Light Company	Wisconsin Power and Light Company	Alliant Corporation Consolidated
Beginning balance (September 30, 2003)	\$ 373,883	\$ 427,424	\$ 801,307
Gross earnings (1)	23,050	36,674	59,724
Goodwill amortization (2)	-	-	-
Common stock dividends	(24,512)	(23,812)	(48,324)
	-----	-----	-----
Ending balance (December 31, 2003)	\$ 372,421	\$ 440,286	\$ 812,707
	=====	=====	=====

(1) Gross earnings is defined as net income excluding goodwill amortization.

(2) Pursuant to the adoption of FAS142 on January 1, 2002, Alliant Energy Corporation and its consolidated subsidiaries ceased the amortization of goodwill.

