

Edgar Filing: ALLIANT ENERGY CORP - Form 35-CERT

ALLIANT ENERGY CORP  
Form 35-CERT  
August 27, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

\*\*\*\*\*

In the Matter of  
Alliant Energy Corporation, et al.

CERTIFICATE  
PURSUANT TO  
RULE 24

File No. 70-9891

(Public Utility Holding Company Act  
of 1935)

\*\*\*\*\*

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 April 1, 2004 - June 30, 2004 (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

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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:

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 were 48,200 shares of Restricted Stock issued on June 18 at \$25.405. There were 1,558,800 shares of common stock issued under a continuous equity offering program at the average price of \$24.4604.

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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:

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:

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See attached Exhibits G

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

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.

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ANSWER:

See attached Exhibit H

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:

Alliant Energy Corporate Services, Inc. filed a U-6B-2 on May 11, 2004.

Wisconsin Power and Light Company, Inc. filed a U-6B-2 on May 10, 2004.

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:

Incorporated by reference to Alliant Energy's Form 10-Q for the

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quarter ended June 30, 2004.

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.

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ANSWER:

Alliant Energy Corporation filed a Registration Statement on Form S-3 on March 31, 2004 (File No. 333-114062) which was declared effective at 10:00 AM E.D.S.T. on April 15, 2004.

Interstate Power and Light Company filed a Registration Statement on Form S-3 on March 31, 2004 (File No. 333-114065) which was declared effective at 10:00 AM E.D.S.T. on April 15, 2004.

Wisconsin Power and Light Company filed a Registration Statement on Form S-3 on March 31, 2004 (File No. 333-114063) which was declared effective at 10:00 AM E.D.S.T. on April 15, 2004.

Alliant Energy Corporation filed a Registration Statement on Form S-3 on April 9, 2004 (File No. 333-114361) which was declared effective at 10:00 AM E.D.S.T. on April 28, 2004.

### 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: /s/ Thomas L Hanson

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-----  
 Name: Thomas L. Hanson  
 Title: Vice President and Treasurer

August 27, 2004

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Alliant Energy Corporation  
 Certificate Pursuant to Rule 24  
 Exhibit A  
 Report Period: April 1, 2004 - June 30, 2004

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.

June 30, 2004

	Investments
	-----
	(d)
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.	14.4
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.	1.0
Empresa Energetica de Sergipe S.A.	0.2
Hebei Wuan Peak Heat and Power Co. Ltd.	7.7
Henan Anfeng Electric Power Co. Ltd.	9.0
Henan Yongfeng Electric Power Co. Ltd.	11.0
Infratil Ltd.	15.0
Jiaxing JIES Power & Heat Co. Ltd.	13.4
LDM Utility Co., S.A. de C.V.	40.5
Shijiazhuang Chengfeng Cogeneration Co. Ltd.	15.3
Sociedade Anonima de Eletrificacao da Paraiba S.A.	90.2
Tai An Hua Feng Peak Heat and Power Co. Ltd.	6.3
Tai An Xin Wen Peak Heat and Power Co. Ltd.	-
Tangshan Peak Heat & Power Co. Ltd.	48.5

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Tongxiang TIES Power & Heat Co. Ltd.	10.4
TrustPower Ltd.	44.1
Usina Termelétrica de Juiz De Fora S.A.	13.9
Zouping Peak CHP Co. Ltd.	15.9

Aggregate Investments in Foreign Utility Companies (FUCOs)	356.8
--	-------

Alliant Energy Neenah, LLC	56.0
Guarantee of the debt security of a 6 Mw low Btu gas electric generating facility in Cedar Rapids, Iowa	-

Costs and commitments related to a 300 Mw, natural gas fired, generating facility in Sheboygan Falls, Wisconsin	-
---	---

Aggregate Investments in Electric Wholesale Generators (EWGs)	56.0
---	------

Total Aggregate Investments in EWGs and FUCOs	412.8
---	-------

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 March 31, 2004	
Alliant Energy's consolidated retained earnings at June 30, 2004	

Alliant Energy's "consolidated retained earnings" at March 31, 2004 (average of ending balance of four previous quarters)	
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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: April 1, 2004 - June 30, 2004

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  
June 30, 2004  
(amounts in thousands of dollars)

	Amounts	Percentage
Common equity	\$ 2,371,546	47.59%
Cumulative preferred stock	243,803	4.89%

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Consolidated debt (1)	2,367,950	47.52%
	-----	
	\$ 4,983,299	100.00%
	=====	

(1)		
Long-term debt, net (excluding current portion)	\$ 2,202,828	
Current maturities and sinking funds	7,947	
Variable rate demand bonds	55,100	
Commercial paper	88,000	
Other short-term borrowings	14,075	
	-----	
	\$ 2,367,950	
	=====	

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Alliant Energy Corporation  
Certificate Pursuant to Rule 24  
Exhibit C  
Report Period: April 1, 2004 - June 30, 2004

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

Market value per share at June 30, 2004	\$ 26.08
Common equity at June 30, 2004 (in thousands)	\$ 2,371,546
Total shares outstanding at June 30, 2004	113,177,544
Book value per share at June 30, 2004	\$ 20.95
Market-to-book ratio of Alliant Energy's common stock	124.46%
	=====

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Certificate Pursuant to Rule 24  
Exhibit D  
Report Period: April 1, 2004 - June 30, 2004

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.

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Alliant Energy Corporation  
Statement of Retained Earnings  
For the Three Months Ended June 30, 2004  
(amounts in thousands of dollars)

Beginning balance (March 31, 2004)		\$ 846,788
Net income/(loss):		
From EWGs and FUCOs (*)	6,806	
Other	(19,889)	
	-----	
Total net income/(loss)		(13,083)
Common stock dividends		(27,767)
		-----
Ending balance (June 30, 2004)		\$ 805,938
		=====

(\*) 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: April 1, 2004 - June 30, 2004

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 June	
	Revenues	Net Income/
	-----	-----
Alliant Energy Neenah, LLC	\$ 16,052,538	\$ 6,678,655
Alliant Energy Operaciones de Mexico, S. de R.L. de C.V.	\$ 1,093,060	\$ 355
Alliant Energy Servicios de Mexico, S. de R.L. de C.V.	\$ -	\$ -
Anhui New Energy Heat & Power Co. Ltd.	\$ 23,966,377	\$ 2,476,859
Catleo Energia S.A.	\$ 9,331,111	\$ 6,783,466
Companhia de Electricidade de Nova Friburgo S.A.	\$ 26,089,823	\$ 1,163,927
Companhia Energetica da Borborema S.A.	\$ 32,254,585	\$ 965,046
Companhia Forca e Luz Cataguazes-Leopoldina S.A.	\$ 98,130,157	\$ (2,015,151)
Empresa Energetica de Sergipe S.A.	\$ 143,693,362	\$ 13,496,964
Hebei Wuan Peak Heat and Power Co. Ltd.	\$ 7,207,404	\$ (15,852)
Henan Anfeng Electric Power Co. Ltd.	\$ 11,463,173	\$ 1,420,885
Henan Yongfeng Electric Power Co. Ltd.	\$ 10,004,246	\$ 162,790
Infratil Ltd. (*)	\$ 92,590,487	\$ 13,776,229
Jiaying JIES Power & Heat Co. Ltd.	\$ 19,447,545	\$ 1,561,939
LDM Utility Co., S.A. de C.V. (**)	\$ 4,174	\$ (2,260,376)
Shijiazhuang Chengfeng Cogeneration Co. Ltd.	\$ 9,372,818	\$ 2,591,955
Sociedade Anonima de Eletrificacao da Paraiba S.A.	\$ 171,124,869	\$ 15,248,808

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Tai An Hua Feng Peak Heat and Power Co. Ltd.	\$ 9,532,748	\$ 2,921,054
Tai An Xin Wen Peak Heat and Power Co. Ltd.	\$ 11,186,678	\$ 3,097,102
Tangshan Peak Heat and Power Co. Ltd.	\$ 27,284,637	\$ 3,279,723
Tongxiang TIES Power & Heat Co. Ltd.	\$ 10,574,532	\$ 1,303,453
TrustPower Ltd. (*)	\$ 387,257,684	\$ 37,928,323
Usina Termelétrica de Juiz De Fora S.A.	\$ 36,557,870	\$ 3,825,334
Zouping Peak CHP Co. Ltd.	\$ 17,571,840	\$ 598,165

(\*) The most recently available information for Alliant Energy's FUCOs in New Zealand is the twelve months ended March 31, 2004.

(\*\*) The most recently available information for LDM Utility Co., S.A. de C.V. is the twelve months ended December 31, 2003.

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Alliant Energy Corporation  
Certificate Pursuant to Rule 24  
Exhibit F  
Report Period: April 1, 2004 - June 30, 2004

Item 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.

## Original Issue

Date	Shareowner Direct Plan	401K	Long-term Equity Incentive Plan
4/15/2004	16,773	-	-
5/03/2004	-	-	10,694
5/04/2004	-	-	4,060
5/07/2004	-	-	1,901
5/12/2004	-	-	4,641
5/13/2004	-	-	1,700
5/14/2004	-	-	2,067
5/17/2004	135,585	-	-
5/17/2004	-	54,531	-
6/15/2004	17,212	-	-
6/18/2004	-	-	48,200
7/15/2004	14,675	-	-
7/28/2004	-	-	27,173
7/30/2004	-	-	2,090
TOTALS	184,245	54,531	102,526
Grand Total:	341,302		

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Alliant Energy Corporation  
Certificate Pursuant to Rule 24  
Exhibit G  
Report Period: Quarter Ending June 30, 2004

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	Da Is Am m
Resources	NG Energy Trading, LLC	Purchase/Sale of Natural Gas	Wisconsin Electric Power Co. Wisconsin Gas Co.	5/0
Alliant Energy	NG Energy Trading, LLC	Gas Transportation	Viking Gas Transmission Co.	5/2
Alliant Energy	NG Energy Trading, LLC	Gas Transportation	Midwestern Gas Transmission Company	5/2
Alliant Energy	AECS**	Transmission	The PJM Interconnection, LLC	3/2

\*\* Alliant Energy Corporate Services, Inc.

Guarantor	On Behalf Of	Purpose	Name of Guaranteed Party	Pe
Bonds:				
Alliant Energy	Alliant South Texas Pipeline	Blanket Performance Bond	Railroad Commission of TX	6/0
Alliant Energy	Alliant Energy Oakhill Pipeline	Blanket Performance Bond	Railroad Commission of TX	6/3
Alliant Energy	Alliant Energy Corporate Services	Performance/ Payment Bond	TVIG	6/1
Alliant Energy	Cogenex	Performance/ Payment Bond	Howard University	6/1

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Certificate Pursuant to Rule 24  
Exhibit H  
Report Period: April 1, 2004 - June 30, 2004

Item 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.

Alliant Energy Corporation did not form any intermediate subsidiaries during the period from April 1, 2004 through June 30, 2004.

Alliant Energy Corporation did not form any financing subsidiaries during the period from April 1, 2004 through June 30, 2004.

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 of investments in energy assets by various other Alliant Energy subsidiaries as of June 30, 2004. Alliant Energy did not have any changes in its investments in "energy assets" during the second quarter of 2004.

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Alliant Energy Corporation  
Certificate Pursuant to Rule 24  
Exhibit I  
Report Period: April 1, 2004 - June 30, 2004

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  
June 30, 2004  
(amounts in thousands of dollars)

	Alliant Energy Corporation		Interstate Power Light Company	
	Amounts	Percentage	Amounts	Percentage
Common equity	\$ 2,371,546	47.59%	\$ 1,055,477	47.59%
Cumulative preferred stock	243,803	4.89%	183,840	4.89%
Consolidated debt (1)	2,367,950	47.52%	958,102	47.52%

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	\$ 4,983,299	100.00%	\$ 2,197,419	10
	=====		=====	

(1)

Long-term debt, net (excluding current portion)	\$ 2,202,828		\$ 937,602
Current maturities and sinking funds	7,947		-
Variable rate demand bonds	55,100		-
Commercial paper	88,000		20,500
Other short-term borrowings	14,075		-
	-----		-----
	\$ 2,367,950		\$ 958,102
	=====		=====

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Alliant Energy Corporation  
Certificate Pursuant to Rule 24  
Exhibit J  
Report Period: April 1, 2004 - June 30, 2004

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 June 30, 2004  
(amounts in thousands of dollars)

	Interstate Power and Light Company	Wisconsin Power and Light Company	Alliant Energy Corporation Consolidated
Beginning balance (March 31, 2004)	\$ 359,793	\$ 439,518	\$ 846,788
Gross earnings (1)	8,617	30,354	(13,083)
Goodwill amortization (2)	-	-	-
Common stock dividends	(25,514)	(22,235)	(27,767)
	-----	-----	-----
Ending balance (June 30, 2004)	\$ 342,896	\$ 447,637	\$ 805,938
	=====	=====	=====

(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.



