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ALLIANT ENERGY CORP
Form 35-CERT
April 01, 2003

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, 2002 - December 31, 2002 (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:

| | | |
|---|----|---------------|
| Market value per share at December 31, 2002 | \$ | 16.55 |
| Common equity at December 31, 2002 | \$ | 1,836,190,000 |
| Total shares outstanding at December 31, 2002 | | 92,304,220 |
| Book value per share at December 31, 2002 | \$ | 19.89 |
| Market-to-book ratio of Alliant Energy's common stock | | 83.20% |

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 C

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 D

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:

None

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 E

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 F

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

ANSWER:

Alliant Energy entered into a syndicated 364-day credit facility in the amount of \$565 million on October 11, 2002 with eighteen banking institutions. The facility is available for short-term advances or for liquidity to backstop the issuance of commercial paper. The total commitments made under this facility were reduced to \$450 million on December 31, 2002.

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 \$6.9 million in nonutility energy assets during the period from October 1, 2002 through December 31, 2002.

Whiting Petroleum Corporation's Energy Asset Investments:

| | |
|----------------------------|-------------|
| RSEC | (\$292,827) |
| JJ Martin | \$ 111,895 |
| Wolverine | \$1,897,000 |
| Kansas Leases | \$1,297,098 |
| | ----- |
| Sub-total: | \$3,013,166 |
| Leasing and other activity | \$3,944,113 |
| Proceeds from sales | (\$100,000) |
| | ===== |
| Total: | \$6,857,279 |

Alliant Energy Corporation formed the following intermediate subsidiaries during the period from October 1, 2002 through December 31, 2002. This intermediate

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subsidiary is designated with an asterisk while its parent company is designated as such. The amounts in parentheses represent the amount of investment in that intermediate subsidiary during the period from October 1, 2002 through December 31, 2002.

Alliant Energy Resources, Inc.

AEG Worldwide, Inc. * - (\$7.8 million)

AEG Worldwide, Inc.

Alliant Energy Generation, Inc. * - (\$0)

Peak Pacific Investment Company Ltd.

Peak Pacific (China) Investment Company Ltd. * - (\$0)

Peak Xin Wen Pte Ltd. * - (\$0)

Alliant Energy Corporation did not form any financing subsidiaries during the period from October 1, 2002 through December 31, 2002.

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 14, 2002.

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-K for the year ended December 31, 2002.

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 G

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 H

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

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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: /s/ Thomas L. Hanson

Name: Thomas L. Hanson

Title: Vice President and Treasurer

March 31, 2003

Alliant Energy Corporation
Certificate Pursuant to Rule 24
Exhibit A
Report Period: October 1, 2002 - December 31, 2002

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, 2002

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Alliant Energy Operaciones de Mexico, S. de R.L. de C.V. (Inactive)
Alliant Energy Renewable Resources Ltd. (Inactive)
Alliant Energy Servicios de Mexico, S. de R.L. de C.V. (Inactive)
Anhui New Energy Heat & Power Co. Ltd.
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.
Empresa Energetica de Sergipe S.A.
Hebei Wuan Peak Heat and Power Co. Ltd.
Henan Anfeng Electric Power Co. Ltd.
Henan Yongfeng Electric Power Co. Ltd.
Infratil Ltd.
Jiaxing JIES Power & Heat Co. Ltd.
LDM Utility Co., S.A. de C.V.
Shijiazhuang Chengfeng Cogeneration Co. Ltd.
Sociedade Anonima de Eletrificacao da Paraiba S.A.
Southern Hydro Partnership
Tai An Hua Feng Peak Heat and Power Co. Ltd.
Tangshan Peak Heat & Power Co. Ltd. (formed with the merger of Luannan Peak Heat & Power Company and Luannan Peak Second Heat & Power Company Ltd.)
Tongxiang TIES Power & Heat Co. Ltd.
TrustPower Ltd.
Usina Termelétrica de Juiz De Fora S.A.
Zouping Peak CHP Co. Ltd.
Guarantee of debt security intended to finance future FUCO investments

Aggregate Investments in Foreign Utility Companies (FUCOs)

-

Development costs and commitment to purchase a 309 Mw natural gas generating facility in Neenah,
Guarantee of the debt security of a 6 Mw low Btu gas electric generating facility in Cedar Rapids

Aggregate Investments in Electric Wholesale Generators (EWGs)

Total Aggregate Investments in EWGs and FUCOs

Alliant Energy's consolidated retained earnings at March 31, 2002
Alliant Energy's consolidated retained earnings at June 30, 2002
Alliant Energy's consolidated retained earnings at September 30, 2002
Alliant Energy's consolidated retained earnings at December 31, 2002
Alliant Energy's "consolidated retained earnings" at December 31, 2002 (average of ending balance

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, 2002 - December 31, 2002

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, 2002
 (amounts in thousands of dollars)

| | Amounts | Percentage |
|----------------------------|--------------|------------|
| | | |
| Common equity | \$ 1,836,190 | 36.07% |
| Cumulative preferred stock | 205,063 | 4.03% |
| Consolidated debt (1) | 3,048,715 | 59.90% |
| | \$ 5,089,968 | 100.00% |

(1)

| | | |
|--|--------------|--|
| Long-term debt (excluding current portion) | \$ 2,637,803 | |
| Current maturities and sinking funds | 46,591 | |
| Variable rate demand bonds | 55,100 | |
| Commercial paper | 195,500 | |
| Other short-term borrowings | 113,721 | |
| | \$ 3,048,715 | |

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit C
 Report Period: October 1, 2002 - December 31, 2002

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, 2002
 (amounts in thousands of dollars)

| | |
|--|------------|
| Beginning balance (September 30, 2002) | \$ 757,825 |
|--|------------|

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| | |
|------------------------------------|------------|
| Net income/(loss): | |
| From EWGs and FUCOs (*) | 28,436 |
| Other | 17,657 |
| | ----- |
| Total net income/(loss) | 46,093 |
| Common stock dividends | (45,731) |
| | ----- |
| Ending balance (December 31, 2002) | \$ 758,187 |
| | ===== |

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

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit D
 Report Period: October 1, 2002 - December 31, 2002

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 ending |
|---|------------------------------|
| | ----- |
| | Revenues (**) |
| | ----- |
| Alliant Energy Operaciones de Mexico, S. de R.L. de C.V. (Inactive) | - |
| Alliant Energy Renewable Resources Ltd. | - |
| Alliant Energy Servicios de Mexico, S. de R.L. de C.V. (Inactive) | - |
| Anhui New Energy Heat & Power Co. Ltd. | 23,825,833 |
| Catleo Energia S.A. | 2,871,851 |
| Companhia de Electricidade de Nova Friburgo S.A. | 20,958,858 |
| Companhia Energetica da Borborema S.A. | 26,461,534 |
| Companhia Forca e Luz Cataguazes-Leopoldina S.A. | 75,143,930 |
| Empresa Energetica de Sergipe S.A. | 105,589,849 |
| Hebei Wuan Peak Heat and Power Co. Ltd. | 7,457,276 |
| Henan Anfeng Electric Power Co. Ltd. | 9,046,579 |
| Henan Yongfeng Electric Power Co. Ltd. | 10,742,277 |
| Infratil Ltd. (*) | 60,473,610 |
| Jiaxing JIES Power & Heat Co. Ltd. | 12,724,376 |
| LDM Utility Co., S.A. de C.V. | - |
| Shijiazhuang Chengfeng Cogeneration Co. Ltd. | 8,188,546 |
| Sociedade Anonima de Eletrificacao da Paraiba S.A. | 136,917,334 |
| Southern Hydro Partnership | 40,146,660 |
| Tangshan Peak Heat and Power Co. Ltd. | 23,691,142 |
| Tongxiang TIES Power & Heat Co. Ltd. | 8,210,127 |
| TrustPower Ltd. | 271,956,325 |
| Usina Termelétrica de Juiz De Fora S.A. | 16,489,646 |
| Tai An Hua Feng Peak Heat and Power Co. Ltd. | 745,080 |
| Zouping Peak CHP Co. Ltd. | 16,200,990 |

(*) The most recently available information for Infratil Ltd. is September 30, 2002

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(**) These amount are subject to adjustments proposed by the external auditors during the 2002 ye

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit E
 Report Period: October 1, 2002 - December 31, 2002

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

| Date | Original Issue | | Long-term Equity Incentive Plan |
|--------------|------------------------|---------|---------------------------------|
| | Shareowner Direct Plan | 401K | |
| 10/15/2002 | 65,200 | - | - |
| 10/28/2002 | - | 29,762 | - |
| 11/15/2002 | - | 123,882 | - |
| 11/15/2002 | 448,461 | - | - |
| 12/16/2002 | 42,348 | - | - |
| TOTALS | 556,009 | 153,644 | - |
| Grand Total: | 709,653 | | |

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit F
 Report Period: October 1, 2002 - December 31, 2002

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 |
|-------------|------------------------|---|--|---------------------|
| Guarantees: | | | | |
| Resources | NG Energy Trading, LLC | Natural Gas/Oil Purchases & Sales/Derivatives | Nexen Marketing U.S.A. Inc. | 10/2 |
| Resources | NG Energy Trading, LLC | Natural Gas/Oil Purchases & Sales/Derivatives | Wisconsin Electric Power Company and Wisconsin Gas Company | 10/2 |
| Alliant | NG Energy | Natural Gas Transportation, | ANR Pipeline Company | 11/0 |

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| | | | | |
|---|----------------------------|---|--|------|
| Energy | Trading, LLC | Storage, Gathering, Pooling, Purchases/Sales | | |
| Resources | NG Energy Trading, LLC | Natural Gas/Oil Purchases & Sales/Derivatives | Entergy-Koch Trading, LP | 12/1 |
| Resources | SmartEnergy, Inc. | Derivatives | Constellation Power Source, Inc. | 11/1 |
| Alliant Energy, HPI & Alliant Energy Intl | Resources | 364-Day Credit Agreement (UNDRAWN as of 12/31/02) | Merrill Lynch Capital Corp. and Lenders | 12/2 |
| Alliant Energy | Resources | AER 9.75% Sr. Notes | Noteholders | 12/2 |
| Alliant Energy | Whiting Petroleum Corp. | Credit Support for \$15 MM Bridge Loan | Bank One, NA | 10/1 |

Subordination Agreements:

| | | | | |
|-----------|----------------------------|--|--|------|
| Resources | Whiting Petroleum Corp. | Credit Support for \$15 MM Bridge Loan | Bank One, NA | 10/1 |
| Resources | Whiting Petroleum Corp. | Credit Support for \$350,000,000 Credit Agrmt | Bank One, NA, Wachovia Bank, NA, and Participating Banks | 12/2 |

Alliant Energy Corporation
Certificate Pursuant to Rule 24
Exhibit F (Continued)
Report Period: October 1, 2002 - December 31, 2002

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 | Peri |
|----------------|--------------|-----------------------------|----------------------------|----------|
| ----- | | | | |
| Bonds: | | | | |
| Alliant Energy | RMT | Contractors Bond | State of Florida | 10/11/02 |
| Alliant Energy | Whiting | Oil & Gas Browning | State of Montana | 10/23/02 |
| Alliant Energy | Whiting | Collective Bond Ft. Peck | US Dept of the Interior | 10/26/02 |
| Alliant Energy | Whiting | Special Road Use Bond | County of Freestone, TX | 10/31/02 |
| Alliant Energy | Whiting | Special Road Use Bond | County of Leon, TX | 10/31/02 |
| Alliant Energy | Whiting | Blanket Oil & Gas | State of North Dakota | 11/01/02 |
| Alliant Energy | Whiting | Blanket Oil & Gas | State of North Dakota | 11/01/02 |
| Alliant Energy | Whiting | Blanket Oil & Gas | State of North Dakota | 11/01/02 |
| Alliant Energy | Whiting | Oil & Gas > 10 wells | State of North Dakota | 11/29/02 |
| Alliant Energy | Whiting | Plugging Roosevelt | US EPA | 11/07/02 |

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| | | | | |
|----------------|-------------|---------------------|-----------------------|----------|
| Alliant Energy | Whiting | Blanket Oil & Gas | State of Montana | 11/01/02 |
| Alliant Energy | RMT | Right of Way Bond | Road Commission | 11/18/02 |
| | | | for Oakland County | |
| Alliant Energy | RMT | Right of Way Bond - | Road Commission | 11/22/02 |
| | | Permit #22-1130 | for Oakland County | |
| Alliant Energy | Whiting | Blanket Well Bond | State of Michigan | 11/27/02 |
| Alliant Energy | Bastian Bay | Right of Way | US Minerals | 12/15/02 |
| | Pipeline | Grant Bond | Mgmt Service | |
| Alliant Energy | Cogenex | Energy Savings | Central Maine Power | 12/31/02 |
| Alliant Energy | Cogenex | Performance/ | United States | 12/11/02 |
| | | Payment Bond | Government | |
| Alliant Energy | Cogenex | Payment Bond | City of Lowell | 12/06/02 |
| Alliant Energy | IPL/AECS | Worker's Comp Bond | State of Illinois | 12/01/02 |
| Alliant Energy | Whiting | Plugging & | South Dakota Oil | 12/21/02 |
| | | Performance | & Gas DNR | |
| Alliant Energy | Whiting | Surface Reclamation | South Dakota Oil | 12/21/02 |
| | | | & Gas DNR | |
| Alliant Energy | Whiting | Blanket Oil & Gas | State of North Dakota | 12/31/02 |
| Alliant Energy | Cogenex | Performance Bond | United States | 12/12/02 |
| | | | Government | |

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit G

Report Period: October 1, 2002 - December 31, 2002

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, 2002

(amounts in thousands of dollars)

| | Alliant Energy Corporation | | Interstate Power and Light Company | |
|----------------------------|----------------------------|----------------|---------------------------------------|--------------|
| | Amounts | Percentage | Amounts | Percent |
| Common equity | \$ 1,836,190 | 36.07% | \$ 866,669 | 46.2 |
| Cumulative preferred stock | 205,063 | 4.03% | 145,100 | 7.7 |
| Consolidated debt (1) | 3,048,715 | 59.90% | 860,469 | 45.9 |
| | <u>\$ 5,089,968</u> | <u>100.00%</u> | <u>\$ 1,872,238</u> | <u>100.0</u> |

(1)

| | | | | |
|--|---------------------|--|-------------------|--|
| Long-term debt (excluding current portion) | \$ 2,637,803 | | \$ 855,389 | |
| Current maturities and sinking funds | 46,591 | | 5,080 | |
| Variable rate demand bonds | 55,100 | | - | |
| Commercial paper | 195,500 | | - | |
| Other short-term borrowings | 113,721 | | - | |
| | <u>\$ 3,048,715</u> | | <u>\$ 860,469</u> | |

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Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit H
 Report Period: October 1, 2002 - December 31, 2002

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, 2002
 (amounts in thousands of dollars)

| | Interstate Power and Light Company | Wisconsin and Light |
|--|---------------------------------------|------------------------|
| Beginning balance (September 30, 2002) | \$ 379,175 | \$ 382,3 |
| Gross earnings (1) | 16,788 | 32,4 |
| Goodwill amortization (2) | - | |
| Common stock dividends | (21,535) | (15,4 |
| Ending balance (December 31, 2002) | \$ 374,428 | \$ 399,3 |

(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.

