ALLIANT ENERGY CORP
Form 35-CERT
May 31, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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In the Matter of	CERTIFICATE
Alliant Energy Corporation, et al.	PURSUANT TO
File No.	RULE 24
(Public Utility Holding Company Act of 1935)	

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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 3, 2001 - March 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:

As of March 31, 2002

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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.
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.
Handan Chengfeng Heat and Power Co. Ltd. (Inactive)
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.
Luannan Peak Heat & Power Company Ltd. (f/k/a Tangshan Panda Heat & Power Co., Ltd.)
Luannan Peak Second Heat & Power Company Ltd. (f/k/a Tangshan Pan-Western Heat & Power Co., Ltd.)
Shijiazhuang Chengfeng Cogeneration Co. Ltd.
Sociedade Anonima de Eletrificacao da Paraiba S.A.
Southern Hydro Partnership
Tongxiang TIES Power & Heat Co. Ltd.
TrustPower Ltd.
Usina Termeletrica de Juiz De Fora S.A.
Weifang Ocean Peak Heat and Power Co. Ltd. (Inactive)
Zouping Peak CHP Co. Ltd.
Guarantee of debt security intended to finance future FUCO investments

Aggregate Investments in Foreign Utility Companies (FUCOs)

Development costs for a 1,100 Mw natural gas combined-cycle generating facility in Western Michig
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 June 30, 2001
Alliant Energy's consolidated retained earnings at September 30, 2001
Alliant Energy's consolidated retained earnings at December 31, 2001
Alliant Energy's consolidated retained earnings at March 31, 2002
Alliant Energy's "consolidated retained earnings" at March 31, 2002 (average of ending balance of

Amount remaining under the Requested EWG/FUCO Investment Authority.

Note: Alliant Energy has not invested nor committed to invest in any new EWGs or FUCOs during the

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:

Reference answer 1. above

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:

Alliant Energy Corporation Consolidated Statement of Capitalization
March 31, 2002
(amounts in thousands of dollars)

	Amounts	Percentage
Common equity	$ 1,911,644	39.27%
Cumulative preferred stock	113,997	2.34%
Consolidated debt (1)	2,842,903	58.39%
	$ 4,868,544	100.00%

(1)

Long-term debt (excluding current portion)	$ 2,638,916
Current maturities and sinking funds	41,231
Variable rate demand bonds	55,100
Commercial paper	65,949
Other short-term borrowings	41,707
	$ 2,842,903

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

ANSWER:

Market value per share at March 31, 2002	$ 30.22
Common equity at March 31, 2002	$ 1,911,644,000
Total shares outstanding at March 31, 2002	90,226,072
Book value per share at March 31, 2002	$ 21.19
Market-to-book ratio of Alliant Energy's common stock	142.61%

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:

Alliant Energy Corporation
Statement of Retained Earnings
For the Three Months Ended March 31, 2002
(amounts in thousands of dollars)

Beginning balance (December 31, 2001)		$ 832,293
Net income/(loss):		
From EWGs and FUCOs (*)	27,901	

Other	-18,158	
Total net income/(loss)		9,743
Common stock dividends		-44,851
Ending balance (March 31, 2002)		$ 797,185

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

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:

	For the
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.	
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.	
Handan Chengfeng Heat and Power Co. Ltd. (Inactive)	
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	
Luannan Peak Heat & Power Company Ltd. (f/k/a Tangshan Panda Heat & Power Co., Ltd.)	
Luannan Peak Second Heat & Power Company Ltd. (f/k/a Tangshan Pan-Western Heat & Power Co., Ltd.)	
Tongxiang TIES Power & Heat Co. Ltd.	
TrustPower Ltd. (*)	
Usina Termeletrica de Juiz De Fora S.A.	
Weifang Ocean Peak Heat and Power Co. Ltd. (Inactive)	
Zouping Peak CHP Co. Ltd.	

(*) The most recently available information for Alliant Energy's FUCOs in New Zealand is the twel
(**) The most recently available information for LDM Utility Co., S.A. de C.V. is the twelve mon

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:

On November 15, 2001, Alliant Energy offered 9,775,000 shares of common stock at a price per share to the public of $28.00. This number of shares included the sale of 1,275,000 shares pursuant to the exercise of the underwriters' over-allotment ("green shoe") option. The public offering was marketed through a group of underwriters, including Merrill lynch, Morgan Stanley, Robert W. Baird & Co., Banc of America Securities, Legg Mason Wood Walker and Salomon Smith Barney. The net proceeds were approximately $263 million.

No restricted common stock was issued during the 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.

Original Issue

Date	ADJ	Shareowner Direct Plan	401K	Long-term Equity Incentive Pln
10/03/2001				6,281
10/04/2001				12,221
10/12/2001				2,120
10/15/2001		48,198		
10/29/2001			33,887	
11/14/2001				1,745
11/15/2001		254,085		
11/15/2001			49,123	
12/17/2001		79,596		
01/15/2002		82,046		
01/22/2002			16,205	
02/04/2002			20,135	
02/15/2002		227,912		
02/15/2002			51,353	
02/15/2002				55,816
03/04/2002			25,245	
03/15/2002		65,324		
TOTALS		757,161	195,948	78,183
GRAND TOTAL				1,030,994

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 Exhibit A

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

ANSWER:

Alliant Energy Resources (AER) issued $300,000,000 in senior unsecured notes, fully and unconditionally guaranteed by Alliant Energy Corporation, which was priced on November 9, 2001 for settlement on November 15, 2001. The notes mature on December 1, 2011 and carry a 7% coupon, having been priced at a spread of 275 basis points over the U.S. Treasury 5% notes due August 15, 2011 (CUSIP 9128277B2) serving as the maturity benchmark issue. The notes rank equally with AER's senior unsecured indebtedness and were assigned a rating of BBB+ by Standard & Poor's Ratings Service and Baa1 by Moody's Investor's Service, Inc. The notes are redeemable at AER's option and do not have a sinking fund provision.

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

ANSWER:

None

12. The notational 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.

Alliant Energy Resources (AER) entered into $250 million face value of Anticipatory Hedges in advance of pricing its issuance of $300 million in senior unsecured notes, detailed in the answer to Item 10 above. Five Treasury lock transactions were entered into:

Counterparty	Execution Date	Face Value	All-in Yield	Unwinding Date	Spot Yield	Yield Spread
Merrill Lynch	10-30-01	$ 50 Mill.	4.4500%	11-09-01	4.267%	0.2130%
Merrill Lynch	10-30-01	$ 50 Mill.	4.4200%	11-09-01	4.267%	0.1830%
First Union	10-31-01	$ 50 Mill.	4.3085%	11-09-01	4.267%	0.0805%
First Union	10-31-01	$ 50 Mill.	4.2700%	11-09-01	4.267%	0.0420%
Merrill Lynch	10-31-01	$ 50 Mill.	4.2800%	11-09-01	4.267%	0.0410%

Both counterparties qualified as Approved Counterparties.

The objective was to mitigate the underlying interest rate volatility between the date AER committed to proceed to market and the date AER priced the transaction, as is illustrated by the range of yields during the two days during which the hedges were layered in. It was not certain whether or not the issue would be closed at the top end of the target range of $250 to $300 million, so the amount hedged was the lower end of that range. The net effect of the Anticipatory Hedges was to provide an average hedged Treasury yield of 4.3611% on $250 million of the debt issue.

The choice of Treasury locks over the alternative forward-starting interest rate swaps, which would have hedged an element of the spread of Treasury, was predicated on the comparative efficiency of the two alternatives. The spread over Treasury for comparable issues was quite volatile, in part due to the

record volume of corporate debt being issued and specific corporate events in the industry sector. The LIBOR-Treasury correlation (which impacts on the hedging efficiency of a forward-starting interest rate swap) was not as tight as it had been historically. In the event, the hedges qualified for hedge accounting treatment under U.S. GAAP and FAS 133 guidelines.

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 $12.6 million in nonutility energy assets during the period.

Alliant Energy Corporation formed the following intermediate subsidiaries during the period.

The intermediate 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 intermediate subsidiary.

Alliant Energy Resources, Inc. (Parent)
- Alliant Energy Generation, Inc.* - ($0)
  - Alliant Energy Tallmadge Power Co., LLC* - ($0)

Alliant Energy International, Inc. (Parent)
- Alliant Energy Finance Holdings Pty Ltd.* - ($39.7 million)
  - Alliant Energy Finance (No. 1) Pty Ltd.* - ($0.4 million)
  - Alliant Energy Finance (No. 2) Pty Ltd.* - ($0.4 million)
  - Alliant Energy Finance Holdings Partnership* (Also owned by Alliant Energy Finance (No.
    - Alliant Energy Finance Partnership* (Also owned by Alliant Energy Finance (No. 2)

Alliant Energy Australia Pty Ltd. (Parent)
- Alliant Energy Hydro No. 1 * - ($25.8 million)

Cargill-Alliant LLC (Parent)
- Cargill-Alliant Energy Canada, Inc. * - ($0)

Alliant Energy Corporation did not form any financing subsidiaries during the period.

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 13, 2001.

(2) Alliant Energy Corporate Services, Inc. filed a U-6B-2 on February 7, 2002.

(3) Alliant Energy Corporation filed a U-6B-2A on February 15, 2002.

(4) Alliant Energy Corporation filed a U-6B-2 on February 11, 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-Q for the quarter ended March 31, 2001.

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:

Consolidated Statements of Capitalization March 31, 2002 (amounts in thousands of dollars)	Alliant Energy Corporation		Interstate Power an Light Company	
	Amounts	Percentage	Amounts	Percen
Common equity	$ 1,911,644	39.27%	$ 813,878	46.
Cumulative preferred stock	113,997	2.34%	54,034	3.
Consolidated debt (1)	2,842,903	58.39%	889,961	50.
	$ 4,868,544	100.00%	$1,757,873	100.
(1)				
Long-term debt (excluding current portion)	$ 2,638,916		$ 860,155	
Current maturities and sinking funds	41,231		560	
Variable rate demand bonds	55,100		0	
Commercial paper	65,949		0	
Notes payable to associated companies	0		29,246	
Other short-term borrowings	41,707		0	
	$ 2,842,903		$ 889,961	

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:

Statement of Retained Earnings
For the Three Months Ended March 31, 2002
(amounts in thousands of dollars)

	Interstate Power and Light Company	Wisconsin Power and Light Company	Al C
Beginning balance (December 31, 2001)	$ 368,203	$ 381,333	$

Gross earnings (1)	12,020	14,917	
Goodwill amortization (2)	-	-	
Common stock dividends	(20,086)	(14,588)	
Ending balance (March 31, 2002)	$ 360,137	$ 381,662	$

(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.

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:

Incorporated by reference to Alliant Energy's registration statements on forms S-4 dated December 13, 2001 and S-3 dated October 4, 2001.

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: Enrique Bacalao
Title: Assistant Treasurer

May 30, 2002