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ALLIANT ENERGY CORP
Form 35-CERT
May 28, 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 January 1, 2004 - March 31, 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

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.

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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 32,953 shares of restricted stock issued during the period.

2,008 shares were issued at fair market value of \$24.90 on 1/02/04.

30,945 shares were issued at fair market value of \$25.85 on 1/30/04.

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:

See attached Exhibits G

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

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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.

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 February 11, 2004.

Wisconsin Power and Light Company, Inc. filed a U-6B-2 on February 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 quarter ended March 31, 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:

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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:

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

/s/ Thomas L Hanson
By: _____
Name: Thomas L. Hanson
Title: Vice President and Treasurer

May 28, 2004

Alliant Energy Corporation

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Certificate Pursuant to Rule 24

Exhibit A

Report Period: January 1, 2004 - March 31, 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.

March 31, 2004

| | Investments |
|---|-------------|
| | (dollars) |
| 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 |
| 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 |
| Guarantee of debt security intended to finance future FUCO investments | - |
| 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 |
| | |

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Total Aggregate Investments in EWGs and FUCOs

412.8
=====

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 March 31, 2004

Alliant Energy's "consolidated retained earnings" at March 31, 2004
 (average of ending balance of four previous periods)

Amount remaining under the Requested EWG/FUCO Investment Authority.

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit B
 Report Period: January 1, 2004 - March 31, 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
 March 31, 2004
 (amounts in thousands of dollars)

| | Amounts | Percentage |
|----------------------------|--------------|------------|
| Common equity | \$ 2,392,958 | 47.81% |
| Cumulative preferred stock | 243,803 | 4.87% |
| Consolidated debt (1) | 2,368,571 | 47.32% |
| | ----- | |
| | \$ 5,005,332 | 100.00% |
| | ===== | |

(1)

| | |
|---|--------------|
| Long-term debt, net (excluding current portion) | \$ 2,104,908 |
| Current maturities and sinking funds | 69,346 |
| Variable rate demand bonds | 55,100 |
| Commercial paper | 122,500 |
| Other short-term borrowings | 16,717 |
| | ----- |
| | \$ 2,368,571 |
| | ===== |

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Alliant Energy Corporation
Certificate Pursuant to Rule 24
Exhibit C
Report Period: January 1, 2004 - March 31, 2004

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

| | | |
|---|----|-------------|
| Market value per share at March 31, 2004 | \$ | 26.06 |
| Common equity at March 31, 2004 (in thousands) | \$ | 2,392,958 |
| Total shares outstanding at March 31, 2004 | | 111,321,380 |
| Book value per share at March 31, 2004 | \$ | 21.50 |
| Market-to-book ratio of Alliant Energy's common stock | | 121.23% |
| | | ===== |

Certificate Pursuant to Rule 24
Exhibit D
Report Period: January 1, 2004 - March 31, 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.

Alliant Energy Corporation
Statement of Retained Earnings
For the Three Months Ended March 31, 2004
(amounts in thousands of dollars)

| | | |
|---------------------------------------|--------|------------|
| Beginning balance (December 31, 2003) | | \$ 840,417 |
| Net income/(loss): | | |
| From EWGs and FUCOs (*) | 22,788 | |
| Other | 11,279 | |
| | ----- | |
| Total net income/(loss) | | 34,067 |
| Common stock dividends | | (27,696) |
| | | ----- |
| Ending balance (March 31, 2004) | | \$ 846,788 |
| | | ===== |

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

Alliant Energy Corporation
Certificate Pursuant to Rule 24
Exhibit E
Report Period: January 1, 2004 - March 31, 2004

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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 Ma | |
|--|--------------------------------|-------|
| | Revenues | Net I |
| Alliant Energy Neenah, LLC | 16,189,056 | 6,4 |
| Alliant Energy Operaciones de Mexico, S. de R.L. de C.V. | 1,283,984 | |
| Alliant Energy Servicios de Mexico, S. de R.L. de C.V. | - | |
| Anhui New Energy Heat & Power Co. Ltd. | 24,560,560 | 3,8 |
| Catleo Energia S.A. | 6,657,732 | 7,6 |
| Companhia de Electricidade de Nova Friburgo S.A. | 25,516,346 | 1,0 |
| Companhia Energetica da Borborema S.A. | 31,511,127 | 1,7 |
| Companhia Forca e Luz Cataguazes-Leopoldina S.A. | 95,476,772 | 8,8 |
| Empresa Energetica de Sergipe S.A. | 142,274,821 | 12,8 |
| Hebei Wuan Peak Heat and Power Co. Ltd. | 7,492,345 | 5 |
| Henan Anfeng Electric Power Co. Ltd. | 11,006,080 | 1,6 |
| Henan Yongfeng Electric Power Co. Ltd. | 10,431,972 | 8 |
| Infratil Ltd. (*) | 76,622,095 | 10,1 |
| Jiaying JIES Heat & Power Co. Ltd. | 16,634,096 | 1,5 |
| LDM Utility Co., S.A. de C.V. (**) | - | |
| Shijiazhuang Chengfeng Cogeneration Co. Ltd. | 9,207,168 | 1,3 |
| Sociedade Anonima de Eletrificacao da Paraiba S.A. | 166,947,709 | 15,6 |
| Tai An Hua Feng Peak Heat and Power Co. Ltd. | 9,223,439 | 2,7 |
| Tai An Xin Wen Peak Heat and Power Co. Ltd. | 10,161,818 | 3,4 |
| Tangshan Peak Heat and Power Co. Ltd. | 25,911,193 | 1,5 |
| Tongxiang TIES Power & Heat Co. Ltd. | 10,003,669 | 1,7 |
| TrustPower Ltd. (*) | 411,327,301 | 35,5 |
| Usina Termelétrica de Juiz De Fora S.A. | 36,136,940 | 8,0 |
| Zouping Peak CHP Co. Ltd. | 16,930,798 | 1,1 |

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

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit F
 Report Period: January 1, 2004 - March 31, 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 |
| 1/07/2004 | - | - | 6,228 |

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| | | | |
|-----------|---------|--------|--------|
| 1/15/2004 | 39,137 | - | - |
| 2/02/2004 | - | - | 13,207 |
| 2/03/2004 | - | - | 6,995 |
| 2/05/2004 | - | - | 7,874 |
| 2/06/2004 | - | - | 8,558 |
| 2/09/2004 | - | - | 2,196 |
| 2/10/2004 | - | - | 5,259 |
| 2/11/2004 | - | - | 9,869 |
| 2/12/2004 | - | - | 4,977 |
| 2/17/2004 | 122,272 | 38,315 | - |
| 2/18/2004 | - | - | 11,998 |
| 2/19/2004 | - | - | 1,938 |
| 3/15/2004 | 17,858 | - | - |
| 3/16/2004 | - | 28,836 | - |
| ===== | | | |
| TOTALS | 179,267 | 67,151 | 79,099 |

Grand Total: 325,517

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit G
 Report Period: January 1, 2004 - March 31, 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 | Date Issue Amend |
|----------------|------------------------|---|-------------------------------------|------------------|
| Alliant Energy | NG Energy Trading, LLC | Gas Transportation | Midwestern Gas Transmission Company | 02/06/ |
| Alliant Energy | NG Energy Trading, LLC | Purchase/Sale of Natural Gas; Derivatives | Nexen Marketing U.S.A. Inc. | 02/20/ |
| Resources | NG Energy Trading, LLC | Purchase/ Sale of Natural Gas | BP Canada Energy Marketing Corp. | 01/30/ |

| Guarantor | On Behalf Of | Purpose | Name of Guaranteed Party | Per |
|-----------|--------------|---------|--------------------------|-----|
|-----------|--------------|---------|--------------------------|-----|

Bonds:

| | | | | |
|----------------|----------|---------------------------------|--------------------|--------|
| Alliant Energy | AER | Licensed Service Company's Bond | State of Iowa | 01/01/ |
| Alliant Energy | IPL/AECS | Worker's Comp. | State of Minnesota | 01/01/ |

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| | | Bond | | |
|----------------|---------|------------------------------|--------------------------------|--------|
| Alliant Energy | Cogenex | Performance/ Payment Bond | New York State DOC | 01/31/ |
| Alliant Energy | Cogenex | Performance/ Payment Bond | New York State DOC Ossining | 02/11/ |
| Alliant Energy | Cogenex | Performance/ Payment Bond | Howard University | 02/25/ |
| Alliant Energy | RMT | Contractors Bond | State of California | 03/29/ |
| Alliant Energy | RMT | Contractors Bond | State of Oregon | 03/27/ |
| Alliant Energy | AECS | Contractors Bond | State of New Mexico | 03/26/ |

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit H
 Report Period: January 1, 2004 - March 31, 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 January 1, 2004 through March 31, 2004.

Alliant Energy Corporation did not form any financing subsidiaries during the period from January 1, 2004 through March 31, 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 March 31, 2004. Alliant Energy did not have any changes in its investments in "energy assets" during the first quarter of 2004.

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit I
 Report Period: January 1, 2004 - March 31, 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.

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Consolidated Statements of Capitalization
 March 31, 2004
 (amounts in thousands of dollars)

Alliant Energy Corporation

Interstate Power
 Light Company

| | Alliant Energy Corporation | | Interstate Power Light Company | |
|----------------------------|----------------------------|------------|-----------------------------------|-------|
| | Amounts | Percentage | Amounts | Perce |
| Common equity | \$ 2,392,958 | 47.81% | \$ 1,022,311 | 47 |
| Cumulative preferred stock | 243,803 | 4.87% | 183,840 | 8 |
| Consolidated debt (1) | 2,368,571 | 47.32% | 960,378 | 44 |
| | \$ 5,005,332 | 100.00% | \$ 2,166,529 | 10 |
| | \$ 5,005,332 | 100.00% | \$ 2,166,529 | 10 |

(1)

| | | | |
|---|--------------|--|------------|
| Long-term debt, net (excluding current portion) | \$ 2,104,908 | | \$ 837,878 |
| Current maturities and sinking funds | 69,346 | | - |
| Variable rate demand bonds | 55,100 | | - |
| Commercial paper | 122,500 | | 122,500 |
| Other short-term borrowings | 16,717 | | - |
| | \$ 2,368,571 | | \$ 960,378 |
| | \$ 2,368,571 | | \$ 960,378 |

Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit J
 Report Period: January 1, 2004 - March 31, 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 March 31, 2004
 (amounts in thousands of dollars)

| | Interstate Power and Light Company | Wisconsin Power and Light Company | Alliant Energy Corporation Consolidated |
|---------------------------------------|---------------------------------------|--------------------------------------|---|
| Beginning balance (December 31, 2003) | \$ 372,421 | \$ 440,286 | \$ 840,41 |
| Gross earnings (1) | 11,885 | 21,467 | 34,06 |
| Goodwill amortization (2) | - | - | - |
| Common stock dividends | (24,513) | (22,235) | (27,69) |
| Ending balance (March 31, 2004) | \$ 359,793 | \$ 439,518 | \$ 846,78 |
| | \$ 359,793 | \$ 439,518 | \$ 846,78 |

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

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