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ALLIANT ENERGY CORP  
Form POS AMC  
October 25, 2002

As filed October 25, 2002)

File No. 70-10052

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POS AMC

Post-Effective Amendment No. 3  
(Amendment No. 5)

to

FORM U-1

APPLICATION OR DECLARATION

UNDER THE

PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

ALLIANT ENERGY CORPORATION  
ALLIANT ENERGY CORPORATE SERVICES, INC.  
ALLIANT ENERGY RESOURCES, INC.  
ENERGYS, INC.

ALLIANT ENERGY GENERATION, INC.

HEARTLAND PROPERTIES, INC.

CAPITAL SQUARE FINANCIAL CORPORATION

HEARTLAND ENERGY GROUP, INC.

HEARTLAND ENERGY SERVICES, INC.

4902 N. Biltmore Lane

Madison, Wisconsin 53718

INTERSTATE POWER AND LIGHT COMPANY

ALLIANT ENERGY TRANSPORTATION, INC.

ALLIANT ENERGY INVESTMENTS, INC.

IOWA LAND AND BUILDING COMPANY

ALLIANT ENERGY INTERNATIONAL, INC.

ALLIANT ENERGY INTEGRATED SERVICES COMPANY

ALLIANT ENERGY INTEGRATED SERVICES-ENERGY MANAGEMENT LLC

ALLIANT ENERGY INTEGRATED SERVICES-ENERGY SOLUTIONS LLC

IOWA LAND AND BUILDING COMPANY

PRAIRIE RIDGE BUSINESS PARK, L.C.

TRANSFER SERVICES, INC.

WILLIAMS BULK TRANSFER INC.

Alliant Tower

200 First Street S.E.

Cedar Rapids, Iowa 52401

ALLIANT ENERGY FIELD SERVICES, LLC

5033 A Tangle Lane

Houston, Texas 77056

CEDAR RAPIDS AND IOWA CITY RAILWAY COMPANY

2330 12th Street, SW

Cedar Rapids, Iowa 52404

COGENEX CORPORATION

Boott Mills South, 100 Foot of John St.

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Lowell, Massachusetts 01852

ENERGY PERFORMANCE SERVICES, INC.  
INDUSTRIAL ENERGY APPLICATIONS, INC.  
201 Third Avenue SE, Suite 300  
Cedar Rapids, Iowa 52406

IEI BARGE SERVICES, INC.  
18525 Hwy 20 West  
East Dubuque, Illinois 61025

INDUSTRIAL ENERGY APPLICATIONS DELAWARE INC.  
5925 Dry Creek Lane, NE  
Cedar Rapids, Iowa 52402

RMT, INC.  
744 Heartland Trail  
Madison, Wisconsin 53717

SCHEDIN & ASSOCIATES, INC.  
920 Plymouth Building  
12 South Sixth Street  
Minneapolis, Minnesota 55401

SVBK CONSULTING GROUP, INC.  
37 N. Orange Ave., Suite 710  
Orlando, Florida 32801

WHITING PETROLEUM CORPORATION  
Mile High Center, Suite 2300  
1700 Broadway  
Denver, Colorado 80290

(Names of companies filing this statement and addresses of principal executive offices)

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ALLIANT ENERGY CORPORATION

(Name of top registered holding company parent)  
-----

F. J. Buri, Corporate Secretary  
Alliant Energy Corporation  
4902 N. Biltmore Lane  
Madison, Wisconsin 53718

(Name and address of agent for service)  
-----

The Commission is requested to send copies of all notices, orders and communications in connection with this Application or Declaration to:

Barbara J. Swan, General Counsel  
Alliant Energy Corporation  
4902 N. Biltmore Lane  
Madison, Wisconsin 53718

William T. Baker, Jr., Esq.  
Thelen Reid & Priest LLP  
40 West 57th Street  
New York, New York 10019

ITEM 1. DESCRIPTION OF PROPOSED TRANSACTION.  
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A. Background. By order dated June 21, 2002 (Holding Co. Act Release No. 27542) (the "Prior Order"), Alliant Energy Corporation ("Alliant Energy"), a registered holding company, and certain of its public utility and non-utility subsidiaries were authorized under the Public Utility Holding Company Act of 1935 (the "Act") to restate, modify and extend the authorization previously granted by the Commission to operate and fund separate money pools established by Alliant Energy for certain of its public utility subsidiaries and Alliant Energy Corporate Services, Inc. (the "Utility Money Pool") and for certain of its direct and indirect non-utility subsidiaries (the "Non-Utility Money Pool"), and, to the extent required, for participating subsidiaries to borrow from and extend credit to each other under the terms of the Utility Money Pool or Non-Utility Money Pool, as applicable. In addition, Alliant Energy was authorized to issue and sell from time to time through December 31, 2004 (the "Authorization Period") commercial paper and/or unsecured notes evidencing short-term borrowings from banks or other institutional lenders ("Short-term Debt") in an aggregate amount at any time outstanding not to exceed \$1 billion. Under the Prior Order, as supplemented by order dated October 10, 2002 (Holding Co. Act Release No. 27575), the Commission also authorized Interstate Power and Light Company ("IP&L"), a wholly-owned public utility subsidiary of Alliant Energy, to issue and sell from time to time during the Authorization Period Short-term Debt in an aggregate principal amount at any time outstanding which, when added to any borrowings by IP&L under the Utility Money Pool, will not exceed the lesser of the limit set by the Minnesota Public Utilities Commission ("MPUC") from time to time (\$180 million through March 31, 2003) or \$300 million.

Among other conditions and limitations imposed under the Prior Order, the effective cost of money on all Short-term Debt issued by Alliant Energy and IP&L may not exceed at the time of issuance 300 basis points over the London Interbank Offered Rate ("LIBOR") for maturities of one year or less. Both Alliant Energy and IP&L currently maintain commercial paper programs that are back-stopped by 364-day credit facilities with banks. If, for any reason, Alliant Energy or IP&L were unable to issue commercial paper, they would be able to borrow under the bank lines. The interest rates charged on borrowings under these agreements are a function of the current ratings on Alliant Energy's or IP&L's long-term unsecured debt, as the case may be; that is, if long-term debt ratings decline, the interest rate on borrowings under these credit lines would increase. (The interest rates charged to Alliant Energy will depend on the debt rating of Alliant Energy Resources, Inc. for a limited period of time, which is not expected to exceed ninety days, until Alliant Energy itself obtains a rating).

Although the effective cost of funds for rated commercial paper remains low, since the date of the Prior Order, spreads over LIBOR on unsecured short-term bank borrowings have widened significantly, with the result that the authorized 300 basis-point spread over LIBOR could limit Alliant Energy's and IP&L's ability to borrow under back-up credit lines if and when the need should arise. In this regard, in recent orders, the Commission has authorized certain other registered holding companies to issue short-term debt having at an

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effective cost equal to the greater of 500 basis points over LIBOR or a gross spread over LIBOR that is consistent with similar securities of comparable credit quality and maturities issued by other companies.(1)

B. Requested Action. Alliant Energy and IP&L now request that the Commission issue a further supplemental order in this proceeding modifying the Prior Order in order to authorize Alliant Energy and IP&L to issue Short-term Debt that has an effective cost that does not exceed at the time of issuance the greater of (i) 500 basis points over comparable-term LIBOR or (ii) a gross spread over LIBOR that is consistent with similar securities of comparable credit quality and maturities issued by other companies.

Except as specified immediately above, no other changes or modifications in the terms, conditions or limitations imposed under the Prior Order are requested herein. Without limiting the foregoing, Alliant Energy commits that it will maintain common equity as a percentage of its consolidated capitalization (inclusive of Short-term Debt) at 30% or above during the Authorization Period, and will also maintain common equity as a percentage of capitalization of each of its public-utility subsidiaries at 30% or above during the Authorization Period.

ITEM 2. FEES, COMMISSIONS AND EXPENSES.  
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The additional fees, commissions and expenses incurred or to be incurred in connection with the filing of this Post-Effective Amendment are estimated at not more than \$2,000.

ITEM 3. APPLICABLE STATUTORY PROVISIONS.  
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A. General. Sections 6(a) and 7 of the Act are applicable to proposed modifications to the Prior Order requested by this Post-Effective Amendment.

B. Rule 53/54 Analysis. The proposed transactions are also subject to the requirements of Rules 53 and 54. Under Rule 53, in determining whether to approve the issue or sale of any security (including any guarantee) by a registered holding company for the purpose of financing the acquisition of any EWG, the Commission may not make certain adverse findings under Sections 7 and 12 of the Act if the conditions set forth in paragraphs (a), (b) and (c) of Rule 53 are satisfied. Rule 54 provides that in determining whether to approve the issue or sale of a security by a registered holding company for purposes other than the acquisition of an EWG or FUCO, or other transactions by such registered holding company or its subsidiaries other than with respect to EWGs or FUCOs, the Commission shall not consider the effect of the capitalization or

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1 See e.g., Reliant Energy, Inc., et al., Holding Co. Act Release No. 27548 (July 5, 2002) and Pepco Holdings Inc., et al., Holding Co. Act Release No. 27557 (July 31, 2002). Each company is authorized to issue short-term debt having an effective cost not to exceed the greater of (i) 500 basis points over comparable-term LIBOR or (ii) a gross spread over LIBOR that is consistent with similar securities of comparable credit quality and maturities issued by other companies.

earnings of any subsidiary which is an EWG or a FUCO upon the registered holding company if paragraphs (a), (b) and (c) of Rule 53 are satisfied.

Alliant Energy currently does not meet all of the conditions of Rule 53(a). As of June 30, 2002, Alliant Energy's "aggregate investment," as defined in Rule 53(a)(1), in EWGs and FUCOs was approximately \$537 million, or approximately 67% of Alliant Energy's average "consolidated retained earnings," also as defined in Rule 53(a)(1), for the four quarters ended June 30, 2002 (\$801 million), which exceeds the 50% "safe harbor" limitation contained in Rule 53(a). However, by order dated October 3, 2001 (Holding Co. Act Release No. 27448), the Commission has authorized Alliant Energy to increase its "aggregate investment" in EWGs and FUCOs to an amount equal to 100% of Alliant Energy's average "consolidated retained earnings." Therefore, although Alliant Energy's "aggregate investment" in EWGs and FUCOs currently exceeds the 50% "safe harbor" limitation, this investment level is permitted under the October 3, 2001 order.

In any event, even taking into account the capitalization of and earnings from EWGs and FUCOs in which Alliant Energy has an interest, there would be no basis for withholding approval of the proposed transaction. With regard to capitalization, since the issuance of the October 3, 2001 order, there has been no material adverse impact on Alliant Energy's consolidated capitalization resulting from Alliant Energy's investments in EWGs and FUCOs. At June 30, 2002, Alliant Energy's consolidated capitalization consisted of 37.0% common equity, 2.3% preferred stock, 54.3% long-term debt (including variable rate demand bonds classified as current), and 6.4% short-term debt (including current maturities of long-term debt), versus 36.3% common equity, 2.6% preferred stock, 51.2% long-term debt (including variable rate demand bonds classified as current), and 9.9% short-term debt (including current maturities of long-term debt) at September 30, 2001 (the end of the quarter immediately preceding the October 3, 2001 order).<sup>(2)</sup> These ratios are within acceptable industry ranges. The proposed transactions will not have any material impact on capitalization. Further, since the date of the October 3, 2001 order, there has been no material change in Alliant Energy's level of earnings from EWGs and FUCOs.

Alliant Energy satisfies all of the other conditions of paragraphs (a) and (b) of Rule 53. With reference to Rule 53(a)(2), Alliant Energy maintains books and records in conformity with, and otherwise adheres to, the requirements thereof. With reference to Rule 53(a)(3), no more than 2% of the employees of Alliant Energy's domestic public utility companies render services, at any one time, directly or indirectly, to EWGs or FUCOs in which Alliant Energy directly or indirectly holds an interest. With reference to Rule 53(a)(4), Alliant Energy will continue to provide a copy of each application and certificate relating to

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2 The Prior Order, footnote 8, indicates that Alliant Energy's common equity at September 30, 2001 represented 37.3% of consolidated capitalization. This percentage was based upon a calculation provided by Alliant Energy that inadvertently omitted certain items of short-term debt in consolidated capitalization, with the result that common equity was overstated by 1%. With all short-term debt included, Alliant Energy's common equity at September 30, 2002 was 36.3% of consolidated capitalization.

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EWGs and FUCOs and relevant portions of its Form U5S to each regulator referred to therein, and will otherwise comply with the requirements thereof concerning the furnishing of information. In addition, none of the adverse conditions specified in Rule 53(b) exists.

ITEM 4. REGULATORY APPROVALS.  
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The issuance of Short-term Debt by IP&L requires approval by the MPUC as part of the MPUC's review of IP&L's capital structure. IP&L has obtained an order from the MPUC approving, among other matters, issuance of Short-term Debt by IP&L in an amount of up to \$180 million through March 31, 2003 (previously filed as Exhibit D-6). No other state commission and no federal commission, other than this Commission, has jurisdiction over the proposed transaction.

ITEM 5. PROCEDURE.  
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The Commission is requested to publish a notice under Rule 23 with respect to the filing of this Post-Effective Amendment as soon as practicable. The applicants request that the Commission's order be issued as soon as the rules allow, and that there should not be a 30-day waiting period between issuance of the Commission's order and the date on which the order is to become effective. The applicants waive a recommended decision by a hearing officer or any other responsible officer of the Commission and consent that the Division of Investment Management may assist in the preparation of the Commission's decision and/or order, unless the Division opposes the matters proposed herein.

ITEM 6. EXHIBITS AND FINANCIAL STATEMENTS.

A. ADDITIONAL EXHIBIT.  
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G-1 - Form of Federal Register Notice.

B. ADDITIONAL FINANCIAL STATEMENTS.  
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None.

ITEM 7. INFORMATION AS TO ENVIRONMENTAL EFFECTS.  
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The matters that are the subject of this Post-Effective Amendment do not involve a "major federal action," nor do they "significantly affect the quality of the human environment" as those terms are used in section 102(2)(C) of the National Environmental Policy Act. The transactions proposed herein will not result in changes in the operation of the applicants that will have an impact on the environment. The applicants are not aware of any federal agency that has prepared or is preparing an environmental impact statement with respect to the transactions that are the subject of this Post-Effective Amendment.

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SIGNATURES

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

ALLIANT ENERGY CORPORATION  
INTERSTATE POWER AND LIGHT COMPANY  
ALLIANT ENERGY CORPORATE SERVICES, INC.  
ALLIANT ENERGY RESOURCES, INC.  
WILLIAMS BULK TRANSFER INC.

By: /s/ F. J. Buri  
-----

Name: F. J. Buri  
Title: Corporate Secretary

ALLIANT ENERGY GENERATION, INC.  
ALLIANT ENERGY INTEGRATED SERVICES COMPANY  
ALLIANT ENERGY INTERNATIONAL, INC.  
ALLIANT ENERGY INVESTMENTS, INC.  
ALLIANT ENERGY TRANSPORTATION, INC.  
COGENEX CORPORATION  
ENERGY PERFORMANCE SERVICES, INC.  
IOWA LAND AND BUILDING COMPANY

By: /s/ F. J. Buri  
-----

Name: F. J. Buri  
Title: Secretary

(signatures continued on next page)

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CEDAR RAPIDS AND IOWA CITY RAILWAY COMPANY  
ENERGYS, INC.  
HEARTLAND ENERGY GROUP, INC.  
HEARTLAND ENERGY SERVICES, INC.  
IEI BARGE SERVICES, INC.  
INDUSTRIAL ENERGY APPLICATIONS, INC.  
INDUSTRIAL ENERGY APPLICATIONS DELAWARE  
INC.  
TRANSFER SERVICES, INC.

By: /s/ Thomas L. Hanson  
-----

Name: Thomas L. Hanson  
Title: Treasurer and Secretary

ALLIANT ENERGY FIELD SERVICES, LLC

By: /s/ Jim Overbey  
-----

Name: Jim Overbey

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Title: Manager

ALLIANT ENERGY INTEGRATED SERVICES-ENERGY  
MANAGEMENT LLC

ALLIANT ENERGY INTEGRATED SERVICES-ENERGY  
SOLUTIONS LLC

By: /s/ Charles Castine  
-----

Name: Charles Castine

Title: Manager

WHITING PETROLEUM CORPORATION

By: /s/ F. J. Buri  
-----

Name: F. J. Buri

Title: Assistant Secretary

RMT, INC.

By: /s/ Thomas L. Hanson  
-----

Name: Thomas L. Hanson

Title: Assistant Treasurer

(signatures continued on next page)

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HEARTLAND PROPERTIES, INC.  
CAPITAL SQUARE FINANCIAL CORPORATION

By: /s/ Ruth A. Domack  
-----

Name: Ruth A. Domack

Title: President

PRAIRIE RIDGE BUSINESS PARK, L.C.  
BY: IOWA LAND AND BUILDING COMPANY,  
A PARTNER

By: /s/ Thomas L. Aller  
-----

Name: Thomas L. Aller

Title: Vice President

SCHEDIN & ASSOCIATES, INC.  
SVBK CONSULTING GROUP, INC.

By: /s/ Gregory A. Genin



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-----  
Name: Gregory A. Genin  
Title: President

Date: October 25, 2002