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ALLIANT ENERGY CORP
Form 35-CERT
November 24, 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 July 1, 2004 - September 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 2,085,185 shares of common stock issued under a continuous equity offering program at the average price of \$25.7567.

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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.

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ANSWER:

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 August 9, 2004.
Wisconsin Power and Light Company, Inc. filed a U-6B-2 on August 9, 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 September 30, 2004.

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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:

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

November 23, 2004

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

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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.

September 30, 2004

| | Investments | |
|--------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------|
| | ----- | (do |
| 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. | | 12.3 |
| 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 Heat & Power 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 |
| | ----- | |
| Aggregate Investments in Foreign Utility Companies (FUCOs) | | 354.7 |
| | ----- | |
| Alliant Energy Neenah, LLC | | 56.0 |
| Costs and commitments related to a 300 Mw, natural gas fired, generating) facility in Sheboygan Falls, WI (Sheboygan Power, LLC) (new) | | 86.6 |
| Guarantee of the debt security of a 6 Mw low Btu gas electric generating facility in Cedar Rapids, Iowa | | - |
| | ----- | |
| Aggregate Investments in Electric Wholesale Generators (EWGs) | | 142.6 |
| | ----- | |
| Total Aggregate Investments in EWGs and FUCOs | | 497.3 |
| | ===== | |

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 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 September 30, 2004

Alliant Energy's "consolidated retained earnings" at September 30, 2004
 (average of ending balance of four previous quarters)

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: July 1, 2004 - September 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
 September 30, 2004
 (amounts in thousands of dollars)

| | Amounts | Percentage |
|----------------------------|--------------|------------|
| ----- | | |
| Common equity | \$ 2,517,488 | 48.60% |
| Cumulative preferred stock | 243,803 | 4.70% |
| Consolidated debt (1) | 2,419,010 | 46.70% |
| ----- | | |
| | \$ 5,180,301 | 100.00% |
| ===== | | |

(1)

| | |
|-------------------------------------------------|--------------|
| Long-term debt, net (excluding current portion) | \$ 2,237,628 |
| Current maturities and sinking funds | 97,960 |
| Variable rate demand bonds | 39,100 |
| Commercial paper | 21,000 |
| Other short-term borrowings | 23,322 |
| ----- | |
| | \$ 2,419,010 |
| ===== | |

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

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

| | | |
|-------------------------------------------------------|----|-------------|
| Market value per share at September 30, 2004 | \$ | 24.88 |
| Common equity at September 30, 2004 (in thousands) | \$ | 2,517,488 |
| Total shares outstanding at September 30, 2004 | | 115,515,983 |
| Book value per share at September 30, 2004 | \$ | 21.79 |
| Market-to-book ratio of Alliant Energy's common stock | | 114.16% |
| | | ===== |

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Certificate Pursuant to Rule 24
 Exhibit D
 Report Period: July 1, 2004 - September 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.

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

| | | |
|-------------------------------------|--------|------------|
| Beginning balance (June 30, 2004) | | \$ 805,938 |
| Net income/(loss): | | |
| From EWGs and FUCOs (*) | 4,556 | |
| Other | 77,236 | |
| | ----- | |
| Total net income/(loss) | | 81,792 |
| Common stock dividends | | (28,242) |
| | | ----- |
| Ending balance (September 30, 2004) | | \$ 859,488 |
| | | ===== |

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(*) 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: July 1, 2004 - September 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 September 30, 2004 | |
|----------------------------------------------------------|------------------------------------------------|----------------|
| | Revenues | Net Income |
| Alliant Energy Neenah, LLC | \$ 15,160,040 | \$ 5,515,000 |
| Alliant Energy Operaciones de Mexico, S. de R.L. de C.V. | \$ 955,548 | \$ (183,000) |
| Alliant Energy Servicios de Mexico, S. de R.L. de C.V. | \$ - | \$ - |
| Anhui New Energy Heat & Power Co. Ltd. | \$ 24,467,920 | \$ 1,870,000 |
| Catleo Energia S.A. | \$ 11,055,720 | \$ 6,766,000 |
| Companhia de Electricidade de Nova Friburgo S.A. | \$ 27,480,744 | \$ 1,523,000 |
| Companhia Energetica da Borborema S.A. | \$ 33,135,989 | \$ 1,584,000 |
| Companhia Forca e Luz Cataguazes-Leopoldina S.A. | \$ 100,583,365 | \$ (3,983,000) |
| Empresa Energetica de Sergipe S.A. | \$ 143,891,216 | \$ 10,345,000 |
| Hebei Wuan Peak Heat and Power Co. Ltd. | \$ 6,266,184 | \$ (676,000) |
| Henan Anfeng Electric Power Co. Ltd. | \$ 10,164,661 | \$ 391,000 |
| Henan Yongfeng Electric Power Co. Ltd. | \$ 9,847,110 | \$ 88,000 |
| Infratil Ltd. (*) | \$ 92,590,487 | \$ 13,776,000 |
| Jiaxing JIES Heat & Power Co. Ltd. | \$ 22,904,232 | \$ 1,446,000 |
| LDM Utility Co., S.A. de C.V. (**) | \$ 4,174 | \$ (2,260,000) |
| Shijiazhuang Chengfeng Cogeneration Co. Ltd. | \$ 8,807,901 | \$ 829,000 |
| Sheboygan Power, LLC. | \$ - | \$ - |
| Sociedade Anonima de Eletrificacao da Paraiba S.A. | \$ 176,326,352 | \$ 11,048,000 |
| Tai An Hua Feng Peak Heat and Power Co. Ltd. | \$ 8,857,991 | \$ 2,534,000 |
| Tai An Xin Wen Peak Heat and Power Co. Ltd. | \$ 9,978,335 | \$ 1,913,000 |
| Tangshan Peak Heat and Power Co. Ltd. | \$ 26,990,874 | \$ 4,901,000 |
| Tongxiang TIES Power & Heat Co. Ltd. | \$ 11,449,047 | \$ 625,000 |
| TrustPower Ltd. (*) | \$ 351,907,383 | \$ 39,890,000 |
| Usina Termelétrica de Juiz De Fora S.A. | \$ 36,801,257 | \$ 5,703,000 |
| Zouping Peak CHP Co. Ltd. | \$ 17,440,581 | \$ 59,000 |

(*) 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: July 1, 2004 - September 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 |
|--------------|---------------------------|---------|------------------------------------|
| 7/15/2004 | 14,675 | - | - |
| 7/28/2004 | - | - | 27,173 |
| 7/30/2004 | - | - | 2,090 |
| 8/10/2004 | - | 27,259 | - |
| 8/16/2004 | 116,886 | 50,506 | - |
| 9/15/2004 | 14,665 | - | - |
| TOTALS | 146,226 | 77,765 | 29,263 |
| Grand Total: | | 253,254 | |

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Alliant Energy Corporation
 Certificate Pursuant to Rule 24
 Exhibit G
 Report Period: Quarter Ending September 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.

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| Guarantor | On Behalf Of | Purpose | Name of Guaranteed Party |
|----------------|---------------------------------------------|--------------------------------------------|--------------------------------------------------------------------------------------------------------------------|
| Resources | NG Energy Trading, LLC | Purchase/ Sale of Natural Gas; Derivatives | Cinergy Marketing & Trading, LP |
| Resources | NG Energy Trading, LLC | Purchase/ Sale of Natural Gas | BP Canada Energy Marketing Corp. |
| Resources | NG Energy Trading, LLC | Gas Transportation | Northern Natural Gas Company |
| Resources | NG Energy Trading, LLC | Purchase/ Sale of Natural Gas; Derivatives | Entergy-Koch Trading, LP |
| Resources | Industrial Energy Applications, Inc. | Purchase/ Sale of Natural Gas | BP Canada Energy Marketing Corp. |
| Alliant Energy | AECS** | Transmission | The PJM Interconnection, LLC |
| Alliant Energy | Montello Senior Housing Limited Partnership | L/C Reimbursement Agreement | Wachovia Bank, N.A. as issuer of letter of credit in favor of Wisconsin Housing and Economic Development Authority |

** Alliant Energy Corporate Services, Inc.

| Guarantor | On Behalf Of | Purpose | Name of Guaranteed Party | Period |
|----------------|-------------------------|---------------------------|-----------------------------------|---------------|
| Bonds: | | | | |
| Alliant Energy | WP&L/AECS | Worker's Comp.Bond | State of Wisconsin | 7/01/04-7/01/ |
| Alliant Energy | Cogenex | Performance/ Payment Bond | United States Govt. | 7/17/04-4/01/ |
| Alliant Energy | Cogenex | Performance/ Payment Bond | Albert Einstein Healthcare Center | 7/28/04-6/02/ |
| Alliant Energy | Cogenex | Performance/ Payment Bond | USA GSA Michigan | 7/23/04-7/23/ |
| Alliant Energy | Cogenex | Performance/ Payment Bond | County of Suffolk | 8/12/04-8/12/ |
| Alliant Energy | Alliant Energy EPC, LLC | Contractor's Bond | State of New Mexico | 9/08/04-9/08/ |
| Alliant Energy | Cogenex | Performance/ Payment Bond | New York State DOC Bedford | 9/01/04-9/01/ |

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Alliant Energy Corporation
Certificate Pursuant to Rule 24
Exhibit H
Report Period: July 1, 2004 - September 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 formed the following intermediate subsidiaries during the period from July 1, 2004 through September 30, 2004. 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 International, Inc.
 Sea Lagoon Developments, S. de R.L. de C.V.* - (\$0)

Alliant Energy Corporation did not form any financing subsidiaries during the period from July 1, 2004 through September 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. Given the initial public offering of Whiting Petroleum Corporation ("WPC") completed in the fourth quarter of 2003, Alliant Energy now includes approximately \$23 million of its previous \$397 million of investment in "energy assets" which is equivalent to Alliant Energy's 5.1% remaining ownership interest in WPC and \$4 million of other investments in "energy assets" by various other Alliant Energy subsidiaries. Alliant Energy did not have any changes in its investments in "energy assets" during the third quarter of 2004.

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Alliant Energy Corporation
Certificate Pursuant to Rule 24
Exhibit I
Report Period: July 1, 2004 - September 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

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consolidated basis and of each Utility Subsidiary.

| Consolidated Statements of Capitalization September 30, 2004 (amounts in thousands of dollars) | Alliant Energy Corporation | | Interstate Power and Light Company | |
|------------------------------------------------------------------------------------------------------|----------------------------|------------|---------------------------------------|------------|
| | Amounts | Percentage | Amounts | Percentage |
| | ----- | | ----- | |
| Common equity | \$ 2,517,488 | 48.60% | \$ 1,138,389 | 49.60% |
| Cumulative preferred stock | 243,803 | 4.70% | 183,840 | 7.30% |
| Consolidated debt (1) | 2,419,010 | 46.70% | 983,903 | 42.10% |
| | ----- | | ----- | |
| | \$ 5,180,301 | 100.00% | \$ 2,306,132 | 100.00% |
| | ===== | | ===== | |

(1)

| | | | | |
|-------------------------------------------------|--------------|--|------------|--|
| Long-term debt, net (excluding current portion) | \$ 2,237,628 | | \$ 962,903 | |
| Current maturities and sinking funds | 97,960 | | - | |
| Variable rate demand bonds | 39,100 | | - | |
| Commercial paper | 21,000 | | 21,000 | |
| Other short-term borrowings | 23,322 | | - | |
| | ----- | | ----- | |
| | \$ 2,419,010 | | \$ 983,903 | |
| | ===== | | ===== | |

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Alliant Energy Corporation
Certificate Pursuant to Rule 24
Exhibit J
Report Period: July 1, 2004 - September 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 September 30, 2004
(amounts in thousands of dollars)

| | Interstate Power and Light Company | Wisconsin Power and Light Company | Alliant Energy Corporation Consolidated |
|-----------------------------------|---------------------------------------|--------------------------------------|-----------------------------------------------|
| Beginning balance (June 30, 2004) | \$ 342,896 | \$ 447,637 | \$ 805,938 |
| Gross earnings (1) | 58,394 | 32,737 | 81,792 |

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| | | | |
|-------------------------------------|------------|------------|------------|
| Goodwill amortization (2) | - | - | - |
| Common stock dividends | (25,514) | (22,235) | (28,242) |
| ----- | | | |
| Ending balance (September 30, 2004) | \$ 375,776 | \$ 458,139 | \$ 859,488 |
| ===== | | | |

(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.