

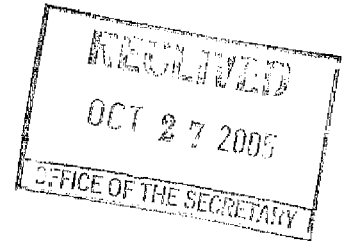


Alliant Energy Corporation
Worldwide Headquarters
4902 North Biltmore Lane
P.O. Box 77007
Madison, WI 53707-1007

Office: 1.800.862.6222
www.alliantenergy.com

October 18, 2005

Mr. Jonathan G. Katz
Secretary, Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-9303



Subject: **Comment letter regarding AEP's opinion related to Section 404 requirements for non-accelerated filers. File number S7-06-03.** -13

Dear Mr. Katz:

Alliant Energy Corporation appreciates the opportunity to comment regarding implementing the Section 404 (404) requirements for non-accelerated filers. We have a market capitalization of approximately \$3 billion, assets of \$8 billion and annual revenues of \$3 billion. We provide energy to approximately 1.4 million customers in the United States primarily in Iowa and Wisconsin.

Executive Summary

We support the Commission's efforts in improving the financial reporting of publicly traded companies. We believe implementation of the Sarbanes-Oxley Act of 2002 (the Act) has improved corporate governance in this country. We have successfully complied with Section 404 as an accelerated filer at the Parent level for the year ended 12/31/04 and we are currently performing our 2005 management assessment. However, we believe that wholly owned subsidiaries of an accelerated filer holding company should be exempt from 404 under certain circumstances.

Detailed Recommendation

Remove the 404 requirements for certain non-accelerated filers that are wholly owned subsidiaries of an accelerated filer.

We believe the 404 legislation in its current form imposes an inappropriately heavy administrative burden on certain non-accelerated Securities and Exchange Commission (SEC) registrants. Two of our wholly owned subsidiaries Interstate Power and Light Company (“IPL”) and Wisconsin Power and Light Company (“WPL”) are non-accelerated filers and they represent the bulk of our operations and accordingly are included in the underlying procedures related to 404 at the consolidated level. In our case we believe the additional internal and external costs associated with separate reporting under 404 would not have commensurate benefits for our stakeholders.

The only Alliant Energy registrant that is as an accelerated filer, as defined in Rule 12b-2 of the Exchange Act, is the parent company, Alliant Energy Corporation. The other registrants (IPL and WPL) are wholly owned subsidiaries, which qualified as non-accelerated filers because they had less than a \$75 million public float and do not have to comply with the 404 standard until after July 15, 2007.

Even though Alliant Energy and many other companies have subsidiaries that are SEC registrants, the SEC has granted certain exemptions regarding the requirement that companies need to have audit committees at both the parent and subsidiary registrant levels. The rationale for this exemption is provided in **SEC Release No. 33-8220; 34-47654 (“Standards Relating to Listed Company Audit Committees”)** dated April 9, 2003 under the heading, **F2, Application and Implementation of the Standards, Securities Affected, Multiple Listings**. Qualification for the above exemption allows us to have one audit committee at the parent level. We believe that a parallel can be drawn between the above SEC position and our position that there does not need to be a 404 management assessment or independent audit attestation at the individual wholly owned subsidiary registrant level.

There is limited incremental benefit in implementing 404 at the wholly owned subsidiary registrant level since the benefits are primarily derived at the consolidated level. The performance of additional management assessments and independent auditor attestations is not cost-beneficial to Alliant Energy, our shareholders, or the general investing community. IPL and WPL are regulated public utilities and the additional costs of the reporting would be borne by our customers.


We agree that 404 should apply at the parent company level. However, we believe that the standard in its current form will impose an inappropriately large administrative burden on non-accelerated SEC filers. Specifically, we recommend that the SEC remove the 404 compliance requirements at the individual registrant level for non-accelerated filers if the following criteria are met:

Mr. Jonathan G. Katz

October 18, 2005

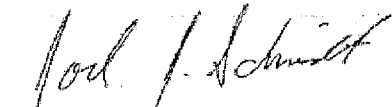
Page 3

1. The non-accelerated registrant is a wholly owned subsidiary of the parent company;
2. The non-accelerated registrant meets the SEC audit committee exemption.



John E. Kratchmer

Vice President-Controller and Chief Accounting Officer



Joel J. Schmidt

Chief Audit and Risk Officer