

WISCONSIN POWER & LIGHT CO

Form 8-K

October 02, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 1, 2008**

	<b>Name of Registrant, State of Incorporation,</b>	<b>IRS Employer</b>
<b>Commission File Number</b> 1-9894	<b>Address of Principal Executive Offices and Telephone Number</b> Alliant Energy Corporation  (a Wisconsin corporation)  4902 N. Biltmore Lane  Madison, Wisconsin 53718  Telephone (608) 458-3311	<b>Identification Number</b> 39-1380265
0-4117-1	Interstate Power and Light Company  (an Iowa corporation)  Alliant Energy Tower	42-0331370

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Cedar Rapids, Iowa 52401

Telephone (319) 786-4411

0-337

Wisconsin Power and Light Company

39-0714890

(a Wisconsin corporation)

4902 N. Biltmore Lane

Madison, Wisconsin 53718

Telephone (608) 458-3311

This combined Form 8-K is separately filed by Alliant Energy Corporation, Interstate Power and Light Company and Wisconsin Power and Light Company.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**  
***Interstate Power and Light Company***

On October 1, 2008, Interstate Power and Light Company ( IPL ), a subsidiary of Alliant Energy Corporation ( Alliant ), entered into a Purchase Agreement (the IPL Purchase Agreement ) with Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities Inc. as representatives of the several underwriters listed therein (the Underwriters ), pursuant to which IPL agreed to sell, and the Underwriters agreed to purchase, subject to the terms and conditions set forth therein, \$250,000,000 aggregate principal amount of IPL s 7.25% Senior Debentures due 2018 (the IPL Debentures ), in a public offering (the IPL Offering ). The IPL Offering is expected to close on October 6, 2008. The description of the IPL Purchase Agreement set forth above is qualified by reference to the IPL Purchase Agreement filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

The IPL Debentures will be issued under an Indenture (the Indenture ), dated as of August 20, 2003, between IPL and The Bank of New York Mellon Trust Company, N.A., as Trustee (the IPL Trustee ), pursuant to an Officer s Certificate, dated as of October 1, 2008 (the IPL Certificate ). The IPL Certificate provides, among other things, that the IPL Debentures will bear interest at a rate of 7.25% per year (payable on April 1 and October 1 of each year, beginning on April 1, 2009), and will mature on October 1, 2018. IPL may redeem the IPL Debentures at any time prior to maturity at a make-whole redemption price, plus accrued interest to the date of redemption. The IPL Indenture contains customary events of default. If an event of default occurs and is continuing with respect to any series of the IPL Debentures, then the IPL Trustee or the holders of at least 33% of the principal amount of the outstanding IPL Debentures of that series may declare the IPL Debentures of that series to be due and payable immediately. The description of the IPL Certificate set forth above is qualified by reference to the IPL Certificate filed as Exhibit 4.1 to this Current Report on Form 8-K and incorporated by reference herein.

***Wisconsin Power and Light Company***

On October 1, 2008, Wisconsin Power and Light Company ( WPL ), a subsidiary of Alliant, entered into a Purchase Agreement (the WPL Purchase Agreement ) with the Underwriters, pursuant to which WPL agreed to sell, and the Underwriters agreed to purchase, subject to the terms and conditions set forth therein, \$250,000,000 aggregate principal amount of WPL s 7.60% Debentures due 2038 (the WPL Debentures ), in a public offering (the WPL Offering ). The WPL Offering is expected to close on October 6, 2008. The description of the WPL Purchase Agreement set forth above is qualified by reference to the WPL Purchase Agreement filed as Exhibit 1.2 to this Current Report on Form 8-K and incorporated herein by reference.

The WPL Debentures will be issued under an Indenture (the Indenture ), dated as of June 20, 1997, between WPL and Wells Fargo Bank, National Association, as Trustee (the WPL Trustee ), pursuant to an Officers Certificate, dated as of October 1, 2008 (the WPL Certificate ). The WPL Certificate provides, among other things, that the WPL Debentures will bear interest at a rate of 7.60% per year (payable on April 1 and October 1 of each year, beginning on April 1, 2009), and will mature on October 1, 2038. WPL may redeem the WPL Debentures at any time prior to maturity at a make-whole redemption price, plus accrued interest to the date of redemption. The WPL Indenture and the WPL Certificate contain customary events of default. If an event of default occurs and is continuing with respect to the WPL Debentures, then the WPL Trustee or the holders of at least 25% of the principal

amount of the outstanding WPL Debentures may declare the WPL Debentures to be due and payable immediately. The description of the WPL Certificate set forth above is qualified by reference to the WPL Certificate filed as Exhibit 4.2 to this Current Report on Form 8-K and incorporated by reference herein.

Item 8.01. Other Events.

The IPL Debentures and the WPL Debentures are registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3 (Registration No. 333-151898), as amended, and a Registration Statement on Form S-3 (Registration No. 333-151911), as amended, that IPL and WPL, respectively, filed with the Securities and Exchange Commission (the "SEC"). IPL and WPL are filing certain exhibits as part of this Current Report on Form 8-K in connection with their filing with the SEC of final prospectus supplements, each dated October 1, 2008, and prospectuses, each dated August 6, 2008, relating to the IPL Offering and the WPL Offering, respectively. See Item 9.01. Financial Statements and Exhibits.

On October 1, 2008, IPL and WPL issued press releases announcing that they had priced the IPL Offering and WPL Offering, respectively. The press releases are filed as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits. The following exhibits are being filed herewith:

(1.1) Purchase Agreement, dated October 1, 2008, among Interstate Power and Light Company and the underwriters named therein.

(1.2) Purchase Agreement, dated October 1, 2008, among Wisconsin Power and Light Company and the underwriters named therein.

(4.1) Officer's Certificate, dated October 1, 2008, creating the 7.25% Senior Debentures due 2018 of Interstate Power and Light Company.

(4.2) Officers' Certificate, dated October 1, 2008, creating the 7.60% Debentures due 2038 of Wisconsin Power and Light Company.

(5.1) Opinion of Foley & Lardner LLP, dated October 1, 2008, with respect to the 7.25% Senior Debentures due 2018 of Interstate Power and Light Company.

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- (5.2) Opinion of Foley & Lardner LLP, dated October 1, 2008, with respect to the 7.60% Debentures due 2038 of Wisconsin Power and Light Company.

- (23.1) Consent of Foley & Lardner LLP (contained in Exhibit (5.1) hereto).
  
- (23.2) Consent of Foley & Lardner LLP (contained in Exhibit (5.2) hereto).
  
- (99.1) Press release of Interstate Power and Light Company, dated October 1, 2008.
  
- (99.2) Press release of Wisconsin Power and Light Company, dated October 1, 2008.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Alliant Energy Corporation, Interstate Power and Light Company and Wisconsin Power and Light Company have each duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ALLIANT ENERGY CORPORATION**

Date: October 2, 2008

By: /s/ Thomas L. Hanson  
Thomas L. Hanson  
Vice President Controller and Chief Accounting Officer

**INTERSTATE POWER AND LIGHT COMPANY**

Date: October 2, 2008

By: /s/ Thomas L. Hanson  
Thomas L. Hanson  
Vice President Controller and Chief Accounting Officer

**WISCONSIN POWER AND LIGHT COMPANY**

Date: October 2, 2008

By: /s/ Thomas L. Hanson  
Thomas L. Hanson  
Vice President Controller and Chief Accounting Officer

ALLIANT ENERGY CORPORATION

INTERSTATE POWER AND LIGHT COMPANY

WISCONSIN POWER AND LIGHT COMPANY

Exhibit Index to Current Report on Form 8-K

Dated October 1, 2008

**Exhibit  
Number**

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- (1.2) Purchase Agreement, dated October 1, 2008, among Wisconsin Power and Light Company and the underwriters named therein.
- (4.1) Officer s Certificate, dated October 1, 2008, creating the 7.25% Senior Debentures due 2018 of Interstate Power and Light Company.
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- (23.1) Consent of Foley & Lardner LLP (contained in Exhibit (5.1) hereto).
- (23.2) Consent of Foley & Lardner LLP (contained in Exhibit (5.2) hereto).
- (99.1) Press release of Interstate Power and Light Company, dated October 1, 2008.
- (99.2) Press release of Wisconsin Power and Light Company, dated October 1, 2008.