

# SECURITIES AND EXCHANGE COMMISSION

## FORM POS AMC

Post-effective amendments for application or declaration

Filing Date: **2001-02-02**  
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### FILER

#### **WISCONSIN POWER & LIGHT CO**

CIK: **107832** | IRS No.: **390714890** | State of Incorpor.: **WI** | Fiscal Year End: **1231**  
Type: **POS AMC** | Act: **35** | File No.: **070-09735** | Film No.: **1524036**  
SIC: **4931** Electric & other services combined

Business Address  
222 W WASHINGTON AVE  
MADISON WI 53703  
6082523311

As filed with the Securities and Exchange Commission on February 2, 2001  
File No. 70-9735

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

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
Form U-1  
Application or Declaration  
Under the  
Public Utility Holding Company Act of 1935  
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Alliant Energy Corporation  
Wisconsin Power and Light Company  
South Beloit Water, Gas & Electric Company  
222 West Washington Avenue  
Madison, Wisconsin 53703

American Transmission Company LLC  
c/o ATC Management Inc.  
N16 W23217 Stone Ridge Drive  
Waukesha, Wisconsin 53187

ATC Management Inc.  
c/o Wisconsin Electric Power Company  
N16 W23217 Stone Ridge Drive  
Waukesha, Wisconsin 53187

(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)

-----  
Edward M. Gleason, Vice President-Treasurer  
And Corporate Secretary  
Alliant Energy Corporation

222 West Washington Avenue  
Madison, Wisconsin 53703  
(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/Declaration to:

Barbara J. Swan, General Counsel  
Alliant Energy Corporation  
222 West Washington Avenue  
Madison, Wisconsin 53703

Joanne C. Rutkowski  
LeBoeuf, Lamb, Greene & MacRae  
1875 Connecticut Avenue, N.W.  
Washington, D.C. 20009-5728

Walter T. Woelfle, Vice President,  
Legal and Secretary  
ATC Management Inc.  
N16 W23217 Stone Ridge Drive  
Waukesha, Wisconsin 53187

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

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Alliant Energy Corporation ("Alliant Energy"), a registered holding company, its utility subsidiary, Wisconsin Power and Light Company ("WPL"), WPL's utility subsidiary, South Beloit Water, Gas & Electric Company ("South Beloit," and, together with Alliant Energy and WPL, the "Alliant Energy Applicants"), American Transmission Company LLC ("Transco"), a Wisconsin limited liability company, and ATC Management Inc., a Wisconsin corporation ("Corporate Manager," and, together with Transco, the "Transco Applicants," and together with Alliant Energy, WPL, South Beloit and Transco, "Applicants"), previously filed an application-declaration ("Original Application") with the Securities and Exchange Commission ("Commission") under sections 6(a), 7, 9(a), 10, 12 and 13(b) of the Public Utility Holding Company Act, as amended, ("Act") and Rules 43, 44, 54, 90 and 91. The Alliant Energy Applicants have principal executive offices located in Madison, Wisconsin and the Transco Applicants have principal executive offices in Waukesha, Wisconsin. The Commission approved the requested authority, subject to certain reservations of jurisdiction, in Holding Company Act Release No. 27331 (December 29, 2000) ("Order").

#### ITEM 1. DESCRIPTION OF PROPOSED TRANSACTIONS

In the Original Application, Applicants sought various grants of authority, including authority to incur short-term debt under a credit agreement between Transco and Bank One, N.A., as agent ("Credit Facility") and through the sale of commercial paper. Borrowings under the Credit Facility were limited to \$125 million. Transco was also authorized to incur long-term debt consisting of debentures, bank borrowing and other forms of long-term financing. The total

amount of short-term and long-term debt outstanding was limited to \$400 million. Corporate Manager was authorized to issue additional Class A shares to new members of Transco and to issue voting common equity securities in connection with the IPO. In addition, Corporate Manager was authorized to issue nonvoting preferred securities. The aggregate issuance price of common equity and preferred securities issued by Corporate Manager was limited to \$500 million. Applicants requested authority to use the proceeds from these financings for "general corporate purposes, including working capital requirements, and to fund construction spending to undertake large scale capital improvements to the Wisconsin transmission system necessary to maintain reliability." Applicants are not seeking a variance in the amount or terms of financings authorized in the Order. Rather, Applicants are requesting that the Commission expressly authorize them to engage in the transactions set forth in Section 3.10 of the Operating Agreement of American Transmission Company LLC as described below.

Section 3.10 of the Operating Agreement of American Transmission Company LLC (filed as Exhibit A-2 to the Original Application) provides that:

(a) The Company shall use its best efforts to issue, within 90 days following the Operations Date, long-term debt in an amount equal to approximately 50% of its total initial capitalization.

(b) The net proceeds of such financing shall be distributed to the Members that contributed Transmission Assets in accordance with their respective Percentage Interests, exclusive of the Percentage Interests held by Members that did not contribute Transmission Assets, and the Corporate Manager shall revise Schedule A to reflect such distribution. Members Units

redeemed shall be valued at the initial value, as set forth in the definition of Member Unit.1

Applicants do not assert or concur that the Membership Units, which are recorded in book form, are securities but are submitting this post-effective amendment in the case that the Commission finds that the proposed transaction requires permission under the Act. Because the redemption will be treated as a return of capital for tax purposes, Rule 46 under the Act may also be applicable to the proposed transactions. The result of these actions will bring the Percentage Interests of all Members to the level allowed by Wisconsin Statutes ss.ss. 196.485(6)(a)3 and 196.485(5)(b)4, and bring Transco's common equity ratio to approximately 50%, which is more congruent with industry standards than its current 100% ratio.

As subsidiaries of a registered holding company, WPL and South Beloit can not undertake the proposed transaction until the Commission allows their declaration under Section 12(c) and (d) and Rules 43 and 44 to become effective. Accordingly Applicants request authority for WPL and South Beloit to enter into

the transactions proposed in this application-declaration, as amended.

ITEM 2. FEES, COMMISSIONS AND EXPENSES

As described in the Original Application, the total fees for all the transactions contemplated in the Original Application were \$5.2 million.

ITEM 3. APPLICABLE STATUTORY PROVISIONS

Sections 6(a), 7, 9(a), 10, 12 and 13(b) of Act and Rules 43, 44, 54, 90 and 91 thereunder were applicable to the Original Application. Section 12(c) and (d) and Rule 43 and 44 of the Act apply to Post-Effective Amendment No. 1.

ITEM 4. REGULATORY APPROVALS

No state or federal commission approval, other than the approval of this Commission, is required in connection with the transactions proposed in this amended Application-Declaration.

ITEM 5. PROCEDURE

It is requested that the Commission issue and publish no later than February 9, 2001 such notice specifying February 28, 2001 as the date by which comments may be entered and the date on which an order granting and permitting this post-effective amendment to become effective may be entered by the Commission and that the Commission enter not later than March 1, 2001, an appropriate order granting and permitting this Application-Declaration to become effective.

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1 All capitalized terms used in this post-effective amendment and not defined herein have the same definition as in the Operating Agreement of American Transmission Company LLC.

The Applicants respectfully request that appropriate and timely action be taken by the Commission in this matter. No recommended decision by a hearing officer or other responsible officer of the Commission is necessary or required in this matter. The Division of Investment Management of the Commission may assist in the preparation of the Commission's decision in this matter. There should be no thirty-day waiting period between the issuance and effective date of any order issued by the Commission in this matter, and it is respectfully requested that any such order be made effective immediately upon the entry thereof.

ITEM 6. EXHIBITS AND FINANCIAL STATEMENTS

a) EXHIBITS

Exhibit No. -----	Description of Exhibit -----
F-1	Opinion of Counsel (to be filed by amendment).
F-2	"Past Tense" Opinion of Counsel (to be filed by amendment).
H-1	Proposed Form of Notice.

b) FINANCIAL STATEMENTS

No. ---	Description of Financial Statement -----
1.1	Consolidated Balance Sheet and Statement of Income of Alliant Energy and WPL as of and for the three and nine months ended September 30, 2000 (incorporated by reference to the combined Form 10-Q filed by Alliant Energy, IES Utilities, Inc. and WPL, filed November 13, 2000, SEC File No. 1-9894).
1.2	Consolidated Balance Sheet and Statement of Income of Alliant Energy and WPL as of and for the year ended December 31, 1999 (incorporated by reference to the combined Form 10-K filed by Alliant Energy, IES Utilities, Inc. and WPL, filed March 29, 2000, SEC File No. 1-9894).

ITEM 7. INFORMATION AS TO ENVIRONMENTAL EFFECTS

None of the matters that are the subject of this Application-Declaration 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. None of the proposed transactions that are the subject of this Application-Declaration will 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 which has prepared or is preparing an environmental impact statement with respect to the transactions proposed herein.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Applicants have duly caused this Application-Declaration to be signed on their behalf by the undersigned thereunto duly authorized.

Dated: February 2, 2001

ALLIANT ENERGY CORPORATION  
WISCONSIN POWER AND LIGHT COMPANY  
SOUTH BELOIT WATER, GAS & ELECTRIC COMPANY

By: /s/ Edward M. Gleason

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Name: Edward M. Gleason  
Title: Vice President-Treasurer  
and Corporate Secretary

AMERICAN TRANSMISSION COMPANY LLC  
By: ATC Management Inc., Its Manager

By: /s/ Walter T. Woelfle

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Name: Walter T. Woelfle  
Title: Vice President, Legal and  
Secretary

ATC MANAGEMENT INC.  
By: /s/ Walter T. Woelfle

-----  
Name: Walter T. Woelfle  
Title: Vice President, Legal and  
Secretary

Exhibit H-1

Proposed Form Of Notice

SECURITIES AND EXCHANGE COMMISSION

(Release No. 35- )

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Filings under the Public Utility Holding Company Act of 1935, as amended ("Act")

, 2001

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Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated thereunder. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendments thereto is/are available for public inspection through the Commission's Office of Public Reference. Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by ,

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2001 to the Secretary, Securities and Exchange Commission, 450 5th Street, N.W., Washington, D.C. 20549, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) as specified below. Proof of service (by affidavit or, in case of an attorney at law, by certificate) should be filed with the request. Any request for hearing shall identify specifically the issues of fact or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After , 2001, the application(s) and/or declaration(s), as

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filed or as amended, may be granted and/or permitted to become effective.

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Alliant Energy Corporation, ATC Management Inc (70-9735)

Alliant Energy Corporation ("Alliant Energy"), a registered holding company, its utility subsidiary, Wisconsin Power and Light Company ("WPL"), WPL's utility subsidiary, South Beloit Water, Gas & Electric Company ("South Beloit," and, together with Alliant Energy and WPL, the "Alliant Energy Applicants"), American Transmission Company LLC ("Transco"), a Wisconsin limited liability company, and ATC Management Inc., a Wisconsin corporation ("Corporate Manager," and, together with Transco, the "Transco Applicants," and together with Alliant Energy, WPL, South Beloit and Transco, "Applicants"), previously filed an application-declaration ("Original Application") with the Securities and Exchange Commission ("Commission") under sections 6(a), 7, 9(a), 10, 12 and 13(b) of the Public Utility Holding Company Act, as amended, ("Act") and Rules

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(b) The net proceeds of such financing shall be distributed to the Members that contributed Transmission Assets in accordance with their respective Percentage Interests, exclusive of the Percentage Interests held by Members that did not contribute Transmission Assets, and the Corporate Manager shall revise Schedule A to reflect such distribution. Members Units redeemed shall be valued at the initial value, as set forth in the definition of Member Unit.1

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For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Jonathan G. Katz  
Secretary

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1 All capitalized terms not defined herein have the same definition as in the Operating Agreement of American Transmission Company LLC.