

As filed with the Securities and Exchange Commission on November 9, 1999

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2
TO
SCHEDULE 13E-3
TRANSACTION STATEMENT PURSUANT TO RULE 13E-3
UNDER SECTION 13 (E) OF THE SECURITIES EXCHANGE ACT OF 1934

COMPANIA BOLIVIANA de ENERGIA ELECTRICA S.A. -
BOLIVIAN POWER COMPANY LIMITED

(Name of Issuer)

Compania Boliviana de Energia Electrica S.A. -
Bolivian Power Company Limited
Tosli Acquisition B.V.
Tosli Investments N.V.
NRG Energy, Inc.
Nordic Power Invest AB
Vattenfall AB

(Name of Person(s) Filing Statement)

Common Stock Without Nominal or
Par Value

(Title of Class of Securities)

204425 102

(CUSIP Number of Class of Securities)

David H. Peterson
Chairman Of the Board and Chief Executive Officer
Compania Boliviana de Energia Electrica S.A. -
Bolivian Power Company Limited
Obrajes, Ave. Hernando Siles #5635
Entre Calles 10 y 11
La Paz, Bolivia

(Name, Address and Telephone Number of Person Authorized to Receive
Notice and Communications on Behalf of Person(s) Filing Statement)

Copy To:

Frank Voigt, Esq.
Dorsey & Whitney LLP
220 South Sixth Street
Pillsbury Center South
Minneapolis, MN 55402-1498
(612) 340-2781

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A [17 CFR 240.14a-1 to 240.14b-1], Regulation 14C [17 CFR 240.14c-1 to 240.14c-101] or Rule 13e-3(c) [ss.240.13e-3(c)] under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in check box (a) are preliminary copies:

CALCULATION OF FILING FEE

TRANSACTION VALUATION *	AMOUNT OF FILING FEE
\$84,051,500	\$16,810

* For purposes of calculating fee only. This amount assumes the purchase at a price of U.S. \$20.00 net per share of 4,202,575 outstanding shares of Company Common Stock. The amount of the filing fee, calculated in accordance with Regulation 240.0-11 of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the shares purchased.

[] CHECK BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED IN RULE 0-11 (A) (2) AND IDENTIFY THE FILING WITH WHICH THE OFFSETTING FEE WAS PREVIOUSLY PAID. IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR SCHEDULE AND THE DATE OF ITS FILING.

Amount Previously Paid: \$16,810

Form or Registration No.: 13E-3

Filing Parties: Compania Boliviana de Energia Electrica S.A. -
 Bolivian Power Company Limited
 Tosli Acquisition B.V.
 Tosli Investments N.V.
 NRG Energy, Inc.
 Nordic Power Invest AB
 Vattenfall AB

Date Filed: August 26, 1999

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SECOND AMENDED
 CROSS REFERENCE SHEET
 (PURSUANT TO GENERAL INSTRUCTION F TO SCHEDULE 13E-3)

INTRODUCTION

This Amendment No. 2 to Rule 13E-3 Transaction Statement is being filed in connection with an offer by Tosli Acquisition B.V., a Netherlands private limited liability company, (the "Purchaser") and a wholly-owned subsidiary of Tosli Investments N.V., a Netherlands public limited liability company that is equally owned, through subsidiaries, by NRG Energy, Inc., a Delaware corporation and a wholly-owned limited liability subsidiary of Northern States Power Company, a Minnesota corporation, and Nordic Power Invest AB, a Swedish corporation, and a wholly-owned subsidiary of Vattenfall AB, a Swedish corporation that is wholly-owned by the State of Sweden, to purchase all the outstanding common shares (the "Shares"), without nominal or par value, of Compania Boliviana de Energia Electrica S.A. - Bolivian Power Company Limited (the "Company"), at a purchase price of U.S. \$20.00 per Share, net to the Seller in cash, without interest, pursuant to the terms and conditions of the Offer to Purchase dated August 26, 1999, and in the related Letter of Transmittal, which as amended from time to time, together constitute the "Offer," and the Supplement to Offer to Purchase, dated October 26, 1999.

This second amended Cross Reference Sheet is being supplied pursuant to General Instruction F of Schedule 13E-3 and shows the location in the Company's Amendment No. 2 to Schedule 14D-1, concurrently being filed with the Commission in connection with the Offer, of information required to be included in response to items of this amended Statement. A copy of Amendment No. 2 to Schedule 14D-1 is attached hereto as Exhibit (d)(14). The information in Amendment No. 2 to Schedule 14D-1, including all exhibits thereto, is hereby expressly incorporated herein by reference and the responses to each item are qualified in their entirety by the provisions of Amendment No. 2 to Schedule 14D-1. All information

in, or incorporated by reference in Amendment No. 2 to Schedule 14D-1 or this Statement concerning the Company, or actions or events with respect to the Company, was provided by the Company, and all information in, or incorporated by reference in Amendment No. 2 to Schedule 14D-1 or this amended Statement concerning the Purchaser or its affiliates, or actions or events with respect to any of them, was provided by the Purchaser.

Amendment No. 1 and Amendment No.2 to Schedule 14D-1 are incorporated by reference in this filing. In addition, the information in this amended Schedule is intended to be solely for the information and use of the Commission, and should not be relied upon by any other person for any purpose. Capitalized terms used but not defined in this amended Statement shall have the respective meanings given them in Amendment No. 1 to Schedule 14D-1.

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AMENDMENT NO. 2 TO SCHEDULE 13E-3 ----- ITEM NUMBER AND CAPTION -----	RESPONSE AND/OR LOCATION IN AMENDMENT NO. 2 TO SCHEDULE ----- 14D-1 -----
ITEM 10. INTEREST IN SECURITIES OF THE ISSUER.	
(a) - (b)	Item 6. Interest in Securities of the Subject Company.
ITEM 16. ADDITIONAL INFORMATION.	
	Item 10. Additional Information.
ITEM 17. EXHIBITS.	
	Item 11. Material to Be Filed as Exhibits.

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ITEM 10. INTEREST IN SECURITIES OF THE ISSUER.

(a) - (b) The information set forth in Item 6 "Interest in Securities of the Subject Company" of Amendment No. 2 to Schedule 14D-1 is incorporated herein by reference.

ITEM 16. ADDITIONAL INFORMATION.

The information set forth in Item 10 "Additional Information" of Amendment No. 2 to Schedule 14D-1 is incorporated herein by reference.

ITEM 17. MATERIAL TO BE FILED AS EXHIBITS.

(d) (d) (14) Amendment No. 2 to Schedule 14D-1, dated November 9, 1999*
(d) (15) Press Release issued by the Company, dated November 9, 1999*

* Filed herewith.

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After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 9, 1999

Compania Boliviana de Energia Electrica S.A.-
Bolivian Power Company Limited

By: /s/ Roger J. Dupuis

Roger J. Dupuis
President and General Manager

Tosli Acquisition B.V.

By: /s/ Valorie A. Knudsen

Valorie A. Knudsen
Director of Tosli Investments N.V.

And By: /s/ Gunnar Vallin

Gunnar Vallin
Director of Tosli Investments N.V.

Tosli Investments N.V.

By: /s/ Valorie A. Knudsen

Valorie A. Knudsen
Director

And By: /s/ Gunnar Vallin

Gunnar Vallin
Director

NRG Energy, Inc.

By: /s/ Valorie A. Knudsen

Valorie A. Knudsen
Vice President, Corporate Strategy and
Emerging Markets

Nordic Power Invest AB

By: /s/ Gunnar Vallin

Gunnar Vallin
President

Vattenfall AB

By: /s/ Gunnar Vallin

Gunnar Vallin
Senior Vice President

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2
TO
SCHEDULE 14D-1

Tender Offer Statement Pursuant to Rule 14(d)(1) Under The
Securities Exchange Act of 1934

COMPANIA BOLIVIANA de ENERGIA ELECTRICA S.A. -
BOLIVIAN POWER COMPANY LIMITED

(Name of Subject Company)

Tosli Acquisition B.V.
Tosli Investments N.V.
NRG Energy, Inc.
Nordic Power Invest AB
Vattenfall AB

(Bidders)

Common Shares, without nominal or par value

(Title of Class of Securities)

204425 102

(CUSIP Number of Class of Securities)

David H. Peterson
Compania Boliviana de Energia Electrica S.A. -
Bolivian Power Company Limited
Obrajes, Ave. Hernando Siles #5635
Entre Calles 10 y 11
La Paz, Bolivia

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications on Behalf of Bidders)

with a copy to:
Frank Voigt, Esq.
Dorsey & Whitney LLP
Pillsbury Center South
220 South Sixth Street
Minneapolis, Minnesota 55402
(612) 340-2781

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$84,051,500	\$16,810

* For purposes of calculating the filing fee only. Assumes the purchase

of 4,202,575 common shares (the "Shares") at a purchase price of U.S. \$20.00 net per Share in cash. Such number of Shares represents all the Shares outstanding as of August 11, 1999.

** The amount of the filing fee, calculated in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the aggregate cash offered by the bidder.

/X/ Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$16,810

Filing Parties: Tosli Acquisition B.V.
Tosli Investments N.V.
NRG Energy, Inc.
Nordic Power Invest AB
Vattenfall AB

Form or Registration No.: Schedule 13E-3

Date Filed: August 26, 1999

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TENDER OFFER

This Amendment No. 2 dated November 9, 1999 to the Tender Offer Statement on Schedule 14D-1 (this "Statement") dated August 26, 1999 (the "Schedule 14D-1") relates to the offer by Tosli Acquisition B.V., a Netherlands private limited liability company and a wholly-owned subsidiary of Tosli Investments N.V., a Netherlands public limited liability company that is equally owned, through subsidiaries, by NRG Energy, Inc., a Delaware corporation and a wholly-owned subsidiary of Northern States Power Company, a Minnesota corporation, and Nordic Power Invest AB, a Swedish corporation and a wholly-owned subsidiary of Vattenfall AB, a Swedish corporation that is wholly-owned by the State of Sweden, to purchase all of the outstanding common shares (the "Shares"), without nominal or par value, of Compania Boliviana de Energia Electrica S.A. - Bolivian Power Company Limited, a Nova Scotia corporation (the "Company"), at a purchase price of U.S. \$20.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated August 26, 1999, and in the related Letter of Transmittal, which, as amended from time to time, together constitute the "Offer," and the Supplement to the Offer to Purchase, dated October 26, 1999.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

(a)-(b) Item 6 is hereby amended and supplemented by addition of the following information thereto:

At 12:00 Midnight, New York City time on November 8, 1999, the Offer expired. A total of approximately 89,566 Shares (including Shares tendered by guaranteed delivery) were tendered and accepted for payment, representing approximately 2.13 percent of the Shares. The Company, whose shares are not listed on a national securities exchange and whose shares are currently registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), intends to terminate such registration. Registration of the Shares under the Exchange Act may be terminated upon application of the Company to the Securities and Exchange Commission, if there are fewer than 300 record holders of the Shares. Based on a preliminary count from the Depositary for the tender offer, U.S. Bank Trust National Association, as of the time of the expiration of the Offer, the estimated number of record holders, after taking into account the Shares tendered and accepted pursuant to the

tender offer, is approximately 265.

ITEM 10. ADDITIONAL INFORMATION.

Item 10 is hereby amended and supplemented by addition of the following information thereto:

A copy of the Company's press release announcing the successful completion of the Offer is filed as Exhibit (a)(12) to the Schedule 14D-1 and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(12) Press Release issued by the Company, dated November 9, 1999.*

* Filed herewith.

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 9, 1999

Tosli Acquisition B.V.

By: /s/ Valorie A. Knudsen

Valorie A. Knudsen
Director of Tosli Investments N.V.

And By: /s/ Gunnar Vallin

Gunnar Vallin
Director of Tosli Investments N.V.

Tosli Investments N.V.

By: /s/ Valorie A. Knudsen

Valorie A. Knudsen
Director

And By: /s/ Gunnar Vallin

Gunnar Vallin
Director

NRG Energy, Inc.

By: /s/ Valorie A. Knudsen

Valorie A. Knudsen

Vice President, Corporate Strategy and
Emerging Markets

Nordic Power Invest AB

By: /s/ Gunnar Vallin

Gunnar Vallin
President

Vattenfall AB

By: /s/ Gunnar Vallin

Gunnar Vallin
Senior Vice President

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EXHIBIT INDEX

(a) (12) Press Release issued by the Company, dated November 9, 1999.*

* Filed herewith.

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NOVEMBER 9, 1999

TOSLI ACQUISITION B.V. SUCCESSFULLY COMPLETES TENDER OFFER FOR COMPANIA
BOLIVIANA de ENERGIA ELECTRICA S.A. - BOLIVIAN POWER COMPANY LIMITED

New York, New York - November 9, 1999. Today, Compania Boliviana de Energia Electrica S.A. - Bolivian Power Company Limited (the "Company") announced that the tender offer of Tosli Acquisition B.V. for all outstanding shares of the Company's common stock expired at 12:00 Midnight, New York City time, on Monday, November 8, 1999.

As of the expiration of the Offer, based on a preliminary count from the Depository for the tender offer, U.S. Bank Trust National Association, approximately 89,566 outstanding shares of the Company were tendered, and accepted for payment. These tendered shares represent approximately 2.13% percent of the outstanding shares of the common stock of the Company, or 109 registered holders.

The Company, whose Shares are not listed on a national securities exchange and whose Shares are currently registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), intends to terminate such registration. Registration of the Shares under the Exchange Act may be terminated upon application of the Company to the Securities and Exchange Commission, if there are fewer than 300 record holders of the Shares. Based on a preliminary count from the Depository for the tender offer, the number of remaining record holders, after taking into account the Shares tendered and accepted pursuant to the tender offer, is approximately 265.