

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	-3,106,612-
	8	SHARED VOTING POWER	- 0 -
	9	SOLE DISPOSITIVE POWER	-3,106,612-
	10	SHARED DISPOSITIVE POWER	- 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,106,612		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES NOT APPLICABLE		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 45.30%		
14	TYPE OF REPORTING PERSON CO		

This Amendment No. 11 amends the Statement on Schedule 13D, as previously amended (the "Statement"), filed with the Securities and Exchange Commission by NRG Energy, Inc. ("NRG") and Northern States Power Company with respect to the common stock, par value \$.01 per share (the "Common Stock"), of Cogeneration Corporation of America (the "Company"). Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Statement.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 in the Schedule 13D is hereby deleted in its entirety and the following is inserted in lieu thereof:

- (a) For the purposes of Rule 13d-3 promulgated under the Securities and Exchange Act of 1934, as amended (the "Exchange Act") and prior to the Effective Time (as hereafter defined), each of the Reporting Persons had shared voting power and shared dispositive power with respect to (and therefore beneficially owned) 3,106,612 shares of Common Stock representing approximately 45.3% of the outstanding Common Stock.

Except as set forth in this Item 5(a), neither of the Reporting Persons beneficially owns any shares of Common Stock.

- (b) Prior to the Effective Time (as hereafter defined), each of the Reporting Persons had shared power to vote or to direct the vote and shared power to dispose or direct the disposition of 3,106,612 shares of Common Stock.
- (c) Other than pursuant to the Merger Agreement and the Stockholders Agreement, no transactions in the Common Stock have been effected since August 26, 1999 by any Reporting Person.
- (d) Not applicable.
- (e) Pursuant to the Merger Agreement, immediately prior to the Effective Time (as hereafter defined), 1,406,612 shares of Common Stock held by the Reporting Persons have been contributed to Merger Sub. Upon the Effective Time, all of the shares of Common Stock held by Merger Sub were cancelled. The remaining 1,700,000 shares of Common Stock were retained by NRG and, upon the Effective Time, were converted into the right to receive \$25.00 per share in

cash, without interest. See Item 6.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Pursuant to the Stockholders Agreement, NRG contributed 1,406,612 shares of Common Stock to Merger Sub immediately prior to the Effective Time (as hereafter defined) in exchange for 20% of the common stock of Merger Sub. The Merger Agreement provided for Merger Sub to merge with and into the Company, with the Company continuing as the surviving corporation in the Merger (the "Surviving Corporation"). On December 17, 1999 (the "Effective Time"), Merger Sub filed a Certificate of Merger with the Secretary of State of the State of Delaware. Pursuant to the Merger Agreement, at the Effective Time, each outstanding share of Common Stock (other than shares of Common Stock held by Merger Sub and shares of Common Stock held by stockholders properly exercising appraisal rights under the laws of the State of Delaware) was converted into a right to receive \$25.00 in cash, without interest. Pursuant to the Merger Agreement, at the Effective Time, each share of common stock of Merger Sub was converted into and became one fully-paid and non-assessable share of common stock of the Surviving Corporation.

On December 17, 1999, the Company informed The Nasdaq National Stock Market, Inc. of the Merger and requested the delisting of the Common Stock effective as of December 17, 1999.

On December 17, 1999, the Company filed a Certification and Notice of Termination of Registration under Section 12(g) of the Exchange Act on Form 15 ("Form 15") with the Commission. Pursuant to Rule 12g-4 of the Exchange Act, termination of registration shall take effect in 90 days thereafter; however, Company's duty to file any reports required under the Exchange Act was immediately suspended upon filing the Form 15.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Statement is hereby amended and restated as follows:

1. Composite Fourth Amended and Restated Plan of Reorganization for O'Brien Environmental Energy, Inc. (previously filed as an exhibit to NRG's Schedule 13D on May 10, 1996).
2. Amended and Restated Stock Purchase and Reorganization Agreement, dated as of January 31, 1996, between NRG Energy, Inc. and O'Brien Environmental Energy, Inc. (previously filed as an exhibit to NRG's Schedule 13D on May 10, 1996).
3. Option Agreement, dated March 8, 1996, between O'Brien Environmental Energy, Inc. and NRG Energy, Inc. (previously filed as an exhibit to Amendment No. 1 to NRG's Schedule 13D on August 29, 1997).
4. Option Exercise Notice, dated August 28, 1997, from NRG Energy, Inc. to NRG Generating (U.S.), Inc. (previously filed as an exhibit to Amendment No. 1 to NRG's Schedule 13D on August 29, 1997).
5. Form of Proxy to be executed by Halcyon Alchemy Fund, L.P., Halcyon Special Situations, L.P., Gryphon Hidden Values Limited and Gryphon Hidden Values II Limited (previously filed as an exhibit to Amendment No. 4 to NRG's Schedule 13D on August 3, 1998).
6. Letter, dated September 14, 1998, from NRG Energy, Inc. to David H. Peterson, Chairman of the Board of Directors of Cogeneration Corporation of America

(previously filed as an exhibit to Amendment No. 5 to NRG's Schedule 13D on October 15, 1998).

7. Letter Agreement, dated October 27, 1998, between NRG and Wexford Management LLC (previously filed as an exhibit to Amendment No. 7 to NRG's Schedule 13D on October 30, 1998).
8. Letter Agreement, dated October 30, 1998, between NRG and Rumpere Capital (previously filed as an exhibit to Amendment No. 8 to NRG's Schedule 13D on November 3, 1998).
9. Contribution and Stockholders Agreement, dated as of August 26, 1999, between NRG Energy, Inc., Calpine Corporation and Calpine East Acquisition Corp. (previously filed as an exhibit to Amendment No. 10 to NRG's Schedule 13D on August 27, 1999).
10. Certificate of Merger merging Calpine East Acquisition Corp. with and into Cogeneration Corporation of America, as filed with the Secretary of State of the State of Delaware on December 17, 1999.

SIGNATURE

After reasonable 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.

December 17, 1999

NRG ENERGY, INC.

By: /s/ James J. Bender

Name: James J. Bender
Title: Vice President and General
Counsel

NORTHERN STATES POWER COMPANY

By: /s/ John P. Moore, Jr.

Name: John P. Moore, Jr.
Title: Vice President and Corporate
Secretary

EXHIBIT INDEX

Exhibit #	Description of Document
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10	Certificate of Merger merging Calpine East Acquisition Corp. with and into Cogeneration Corporation of America, as filed with the Secretary of State of the State of Delaware on December 17, 1999.

CERTIFICATE OF MERGER
MERGING
CALPINE EAST ACQUISITION CORP.
WITH AND INTO
COGENERATION CORPORATION OF AMERICA

Pursuant to Section 251 of the Delaware General Corporation Law, Cogeneration Corporation of America, a Delaware corporation, incorporated on the 5th day of December, 1983, does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations are: Calpine East Acquisition Corp., a Delaware corporation; and Cogeneration Corporation of America, a Delaware corporation.
2. An Agreement and Plan of Merger has been adopted, approved, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251(b) and 251(c) of the Delaware General Corporation Law.
3. COGENERATION CORPORATION OF AMERICA shall be the surviving corporation (the "Surviving Corporation").
4. The Certificate of Incorporation set forth in Exhibit A hereto, shall be the Certificate of Incorporation of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the principal office of the Surviving Corporation, c/o Calpine Corporation, 50 West San Fernando Street, San Jose, California 95113.
6. A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Cogeneration Corporation of America has caused this certificate to be executed by Julie Jorgensen, its President and Chief Executive Officer, and attested by Thomas L. Osteraas, its Secretary, this 17th day of December 1999.

COGENERATION CORPORATION OF AMERICA

By: /s/ JULIE JORGENSEN

Julie Jorgensen, President
and Chief Executive Officer

ATTEST:

By: /s/ THOMAS OSTERAAS

Thomas Osteraas, Secretary