

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

AMENDMENT NO. 2 TO
SCHEDULE 13D

Under the Securities Exchange Act of 1934

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

(Name of Issuer)

Common Shares, Without Nominal or Par Value

(Title of Class of Securities)

204425 102

(CUSIP Number)

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)

with a copy to:

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

November 9, 1999

Date of Event which Requires Filing of this Statement

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. / /

CUSIP NO. 204425 102

1 NAMES OF REPORTING PERSONS: Tosli Acquisition B.V.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(See Instructions) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions) AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT []
TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION The Netherlands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- (7) SOLE VOTING POWER [0]
- (8) SHARED VOTING POWER [4,030,762]
- (9) SOLE DISPOSITIVE POWER [0]
- (10) SHARED DISPOSITIVE POWER [4,030,762]

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,030,762

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 96.6%

14 TYPE OF REPORTING PERSON (See Instructions) CO

3

CUSIP NO. 204425 102

1 NAMES OF REPORTING PERSONS: Tosli Investments N.V.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(See Instructions) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions) AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION The Netherlands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

- (7) SOLE VOTING POWER [0]
- (8) SHARED VOTING POWER [4,030,762]
- (9) SOLE DISPOSITIVE POWER [0]
- (10) SHARED DISPOSITIVE POWER [4,030,762]

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,030,762

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 96.6%

14 TYPE OF REPORTING PERSON (See Instructions) CO

4

1 NAMES OF REPORTING PERSONS: Vattenfall AB
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (See Instructions) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions) AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT []
 TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Sweden

Number of shares beneficially owned by each reporting person with:

- (7) SOLE VOTING POWER [0]
 (8) SHARED VOTING POWER [4,030,762]
 (9) SOLE DISPOSITIVE POWER [0]
 (10) SHARED DISPOSITIVE POWER WITH [4,030,762]

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,030,762

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES []
 CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 96.6%

14 TYPE OF REPORTING PERSON (See Instructions) CO

5

1 NAMES OF REPORTING PERSONS: Nordic Power Invest AB
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) N/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (See Instructions) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions) AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT []
 TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Sweden

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

- (7) SOLE VOTING POWER [0]
 (8) SHARED VOTING POWER [4,030,762]
 (9) SOLE DISPOSITIVE POWER [0]

(10) SHARED DISPOSITIVE POWER [4,030,762]

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,030,762

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES []
CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 96.6%

14 TYPE OF REPORTING PERSON (See Instructions) CO

6

CUSIP NO. 204425 102

1 NAMES OF REPORTING PERSONS: NRG Energy
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 14-1724239

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(See Instructions) (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions) AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT []
TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
(7) SOLE VOTING POWER [0]
(8) SHARED VOTING POWER [4,030,762]
(9) SOLE DISPOSITIVE POWER [0]
(10) SHARED DISPOSITIVE POWER [4,030,762]

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,030,762

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES []
CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 96.6%

14 TYPE OF REPORTING PERSON (See Instructions) CO

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TENDER OFFER

This Rule 13D Amendment No. 2 dated November 9, 1999 to Tender Offer Statement on Schedule 13D dated August 26, 1999 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 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 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 Depository 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 7. MATERIAL TO BE FILED AS EXHIBITS.

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

* Filed herewith.

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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.

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
President of Nordic Power Invest AB

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EXHIBIT INDEX

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

* Filed herewith.

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.