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**Joshua Gotbaum,**

*Executive Associate Director and Controller.*

[FR Doc. 00-3174 Filed 2-10-00; 8:45 am]

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 35-27132]

### Filings Under the Public Utility Holding Company Act of 1935, as Amended ("Act")

**DATE:** February 4, 2000.

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 under the Act. All interested persons are referred to the applications(s) and/or declaration(s) for complete statements of the proposed transactions(s) summarized below. The application(s) and/or declarations(s) and any amendments is/are available for public inspection through the Commission's Branch of Public Reference.

Interested persons wishing to comment or request a hearing on the applications(s) and/or declaration(s) should submit their views in writing by February 28, 2000, to the Secretary, Securities and Exchange Commission, Washington, D.C. 20549-0609, and serve a copy on the relevant applicant(s) and/or declarations(s) at the address(es) 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 should identify specifically the issues of facts 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 February 28, 2000, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

### Alliant Energy Corporation, et al. (70-9513)

Alliant Energy Corporation ("Alliant" 222 West Washington Avenue, Madison, Wisconsin 53703, a registered holding company, and its wholly owned public utility subsidiary, IES Utilities, Inc. ("IES"), Alliant Tower, Cedar Rapid, Iowa 52401 (collectively, "Applicants"), have filed a post-effective amendment under sections 9(a), 10 and 13(b) of the Act, and rules 54, 90 and 91 under the Act, to an application-declaration previously filed under the Act.

By order dated October 26, 1999 (Holding Co. Act Release No. 27096) ("Order"), the Commission authorized, among other things, Alliant to acquire indirectly a 25% membership interest in Nuclear Management Company, LLC ("NMC"). NMC was formed for the purpose of consolidating specialized nuclear power plant employees and resources of IES and certain other unaffiliated nuclear power plant owners (collectively, "NMC Plant Owners").<sup>1</sup>

IES was also authorized in the Order to enter into a service agreement ("Service Agreement") and related employee lease agreement with NMC whereby IES would provide personnel and other resources to NMC, which would provide certain services ("Services")<sup>2</sup> to the NMC Plant Owners, including IES, at cost. In addition, NMC was authorized to offer these Services to parties other than the NMC Plant Owners.

Applicants now seek authorization to enter into a new service agreement ("New Service Agreement") whereby NMC would provide operations, maintenance, capital improvement and decommissioning services ("New Services") to IES and to enter into essentially identical agreements with the other NMC Plant Owners. Applicants also note that NMC may admit additional members and/or offer similar types of operating services at competitive rates to third parties who are not, and whose affiliates are not, members of NMC.

Under the New Service Agreement, NMC will act as agent of IES and each of the other NMC Plant Owners in connection with the operation,

<sup>1</sup> Alliant indirectly owns undivided interest in two nuclear power facilities, the Kewaunee Nuclear Power Plant ("KNPP"), located in the Town of Carlton, Wisconsin, and the Duane Arnold Energy Center ("DAEC"), located in Palo, Iowa.

<sup>2</sup> The Services provided under the Service Agreement include fuel management, procurement and warehousing, licensing, outage support, quality assurance, records management, safety assessment and oversight, security, training and special projects.

management, maintenance, and repair of the nuclear plants owned by the NMC Plant Owners. The NMC Plant Owners will grant NMC, as their agent, the power and authority to execute, modify, amend or terminate any contracts, licenses, purchase orders, or permits relating to the operations of or capital improvements to a unit. In addition, NMC will make capital improvements to the NMC Plant Owner's nuclear plant facilities, and will perform decommissioning work required upon the retirement of such facilities.

In accordance with Nuclear Regulatory Commission ("NRC") regulations, the NMC Plant Owners will transfer operating responsibility for the nuclear plants to NMC. Following the transfer of operating responsibility to NMC by NMC Plant Owners, NMC will be obligated to obtain and maintain all necessary licenses required by the NRC and other governmental bodies. Further, NMC, as supplier of operating services to each NMC Plant Owner, will have authority to make all decisions relating to the public health, safety, and security of the nuclear facilities. The New Service Agreement also provides that a NMC Plant Owner will transfer to NMC its on-site non-union employees and contractors responsible for the licensed obligations of its plant.

These rights and responsibilities notwithstanding, Applicants note that the NMC Plant Owners may have reserved certain rights under the New Service Agreement. For example, NMC may not, without the prior written approval of a NMC Plant Owner sell, encumber or otherwise dispose of any property or equipment which comprises any nuclear plant, except to the extent replaced by similar equipment or property of comparable value. In addition, the NMC Plant Owner has exclusive authority to direct NMC to retire a plant and commence decommissioning activity, to operate a plant at a reduced capacity, and to review and approve contracts that NMC may enter into with respect to acquisitions of equipment, property, materials and inventories. Further, each NMC Plant Owner will remain the owner of, and be entitled to all of, the capacity and energy associated with any plant it owns.

NMC will prepare an annual budget for operating expenses and capital improvements for each plant for the following year. NMC Plant Owners will reimburse NMC for operation costs<sup>3</sup> and capital improvements costs.

<sup>3</sup> Costs of operation of a plant include salaries and employee benefits, the direct cost of contractors

Applicants state that the New Services will be provided to IES at cost, as determined in accordance with rules 90 and 91 and all cost of operation will be calculated and allocated in accordance with rules 90 and 91 of the Act.

**Alliant Energy Corporation, et al. (70-9617)**

Alliant Energy Corporation ("Alliant Energy"), a registered holding company, and its wholly owned non-utility subsidiary, Alliant Energy Resources, Inc. ("Resources") each with principal executive offices at 222 West Washington Avenue, Madison, Wisconsin 53703, have filed an application under sections 9(a) and 10 of the Act and rule 54 of the Act.

Alliant Energy's public utility subsidiaries are Wisconsin Power & Light Company, South Beloit Water, Gas and Electric Company, Interstate Power Company, and IES Utilities Inc. Collectively, Alliant Energy's public utility subsidiaries provide public utility service to approximately 919,000 electric and 394,000 retail gas customers in parts of Wisconsin, Iowa, Minnesota and Illinois. Resources serves as the holding company for substantially all of Alliant Energy's energy related and non-utility investments and subsidiaries.

Resources is seeking authority to acquire, either directly or indirectly through a subsidiary, up to 6,666,666 shares out of a total of 25,000,000 shares of Series G Senior Preferred Stock, \$0.001 par value per share ("Series G Preferred Stock") of Capstone Turbine Corporation ("Capstone"), a privately held California corporation. Capstone designs, fabricates and markets an air-bearing based microturbine that is capable of using various fuels to generate electric power. Capstone's proprietary microturbine technology, referred to as the Capstone Micro Turbine™ ("Micro Turbine"), is designed for use as an alternative power source in the multi-billion dollar worldwide market for distributed power generation. The Micro Turbine is intended for such applications as standby generation, peak load shaving, resources recovery and hybrid electric vehicles.

The aggregate purchase price to be paid by Resources for the Series G Preferred Stock would be approximately \$20 million, or \$3.00 per share. In addition, Resources would be contractually bound by the terms of an

engaged by NMC, all administrative and overhead costs and an allocable portion of the return on and of the investment by NMC in capital items owned by NMC.

amended and restated stockholders agreement ("Stockholders Agreement"). Under the terms of the Stockholders Agreement, Resources would be obligated to vote for directors designated by holders of Capstone's common stock and by holders of certain other series of preferred stock. The Stockholders Agreement terminates on the earlier of April 9, 2007 or upon an initial public offering of Capstone meeting certain standards set forth in the Capstone's Articles of Incorporation.

The Series G Preferred Stock and other preferred stock currently outstanding will automatically convert into common stock of Capstone, either on a vote of 75% of Capstone's preferred stockholders or following an initial public offering by Capstone having aggregate gross proceeds of at least \$30 million and an initial offering price at least equal to \$8.00 per share. The shares of common stock which would be received by Resources upon conversion would represent approximately six percent of the total number of outstanding Capstone common stock shares.<sup>4</sup>

In conjunction with the proposed transaction, Resources and Capstone also intend to enter into a packaging and distribution agreement ("Distribution Agreement"). Under the Distribution Agreement, Capstone would appoint Resources as a distributor of Capstone products, including completed Micro Turbine assemblies, subassemblies and parts (including controls and software) which are used or will be used by customers in stationary electric power generation applications. Resources would have the right under the Distribution Agreement, directly or through subdistributors (which may be subsidiaries of Resources), to promote, market, sell, install, commission and service Capstone products on either an exclusive or non-exclusive basis. As a condition to its appointment as a distributor of Capstone products, Resources may also agree to purchase a specified number of completed Micro Turbine system assemblies for resale or lease. It is contemplated that Resources would remarket Capstone products to customers and/or package such products with other products and materials manufactured or acquired by Resources (or a subsidiary) for ultimate sale to customers.

<sup>4</sup> This estimate is based on the number of shares of common stock and preferred stock of Capstone outstanding on January 27, 2000, and assumes no further issuances of preferred stock (other than the currently approved 25 million shares of Preferred Stock to be issued) prior to the conversion date.

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

**Margaret H. McFarland,**

*Deputy Secretary.*

[FR Doc. 00-3168 Filed 2-10-00; 8:45 am]

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**SECURITIES AND EXCHANGE COMMISSION**

[File No. 500-1]

**Lifekeepers International, Inc.; Order of Suspension of Trading**

February 7, 2000.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Lifekeepers International, Inc. ("Lifekeepers"), because of questions regarding the accuracy of statements of Lifekeepers and others concerning, among other things, Lifekeepers' financial condition, projected financial condition and the status of Lifekeeper's securities registration statements.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed company.

Therefore, it is ordered, pursuant to Section 12(k) of the Securities Exchange Act of 1934, that trading in the above-listed company is suspended for the period from 9:30 a.m. EST, February 8, 2000 through 11:59 p.m. EST, on February 22, 2000.

By the Commission.

**Jonathan G. Katz,**

*Secretary.*

[FR Doc. 00-3292 Filed 2-8-00; 4:53 pm]

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**SECURITIES AND EXCHANGE COMMISSION**

[Release No. 34-42390; File No. SR-MBSCC-99-8]

**Self-Regulatory Organizations; MBS Clearing Corporation; Notice of Filing of Proposed Rule Change Relating to the Electronic Pool Notification Service Rules**

February 7, 2000.

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (the "Act"), notice is hereby given that on October 20, 1999, MBS Clearing Corporation ("MBSCC") filed with the Securities and Exchange Commission

<sup>1</sup> 15 U.S.C. 78s(b)(1).