

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.*

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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) 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).

("Commission") and on November 8, 1999, amended the proposed rule change as described in Items I, II, and III below, which Items have been prepared by MBSCC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

### **I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change**

The proposed rule change will amend MBSCC's rules to clarify MBSCC's procedures when there is a disruption in the Electronic Pool Notification ("EPN") service. The proposed rule change will also allow MBSCC members to terminate their EPN service by providing MBSCC with written notice ten days prior to termination instead of thirty days prior to termination.

### **II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

In its filing with the Commission, MBSCC included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. MBSCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of such statements.<sup>2</sup>

#### **(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

Currently, Article VIII, Rule 1, Section 3(d) of MBSCC's Rules requires EPN users to utilize the EPN service for all messages relating to EPN eligible securities except for messages that MBSCC specifically exempts in the EPN procedures and messages that both parties agree not to send through the EPN service. The proposed rule change makes explicit that in the event of an EPN system disruption and an extension of the cut-off times for communicating pool allocation information pursuant to The Bond Market Association Guidelines, EPN users will be relieved of their obligation to process messages through the EPN service until the beginning of the next business day after the EPN system has been recovered. This modification is intended to confirm an EPN's user's ability to revert to phone and fax communication of pool allocation information in the event

of an EPN system disruption that results in a pool notification extension. EPN users will be relieved of their obligation to process messages through EPN until the beginning of the next business day after the EPN system has been recovered to give them flexibility in such situations. MBSCC believes, however, that if the EPN system recovers during a pool notification extension, EPN users will choose to utilize EPN rather than phone and fax communication to the extent possible.

The proposed rule change also changes Article VIII, Rule 2 of MBSCC's Rules, which currently provides that an EPN user may cease to maintain an EPN account or withdraw as an EPN user by giving MBSCC thirty days written notice prior to termination. The proposed rule change modifies this provision to require written notice ten days prior to termination. MBSCC believes that written notice ten days prior to termination is appropriate and is consistent with the notice of termination provision contained in MBSCC's rules governing its comparison and clearing services.

The proposed rule change also will:

- Delete references in the cover page and in Article VI, Rule 1 of MBSCC's Rules to the "EPN Division" because while EPN is a separate service from the comparison and clearing service, it is not a separately constituted division.
- Replace references in Article VI, Rule 1 of MBSCC's Rules to "Federal National Mortgage Association" with "Fannie Mae" to reflect the name change of such organization.
- Renumber the rules contained in Article IX that were inadvertently misnumbered and makes corresponding changes to cross-references to such rules and to the table of contents.
- Add Managing Director to Article X, Rules 1 and 3 as a person who may take certain actions with respect to certain actions taken by MBSCC.
- Renumber the EPN portion of MBSCC's Rules with consecutive page numbers throughout rather than page numbers by article for ease of reference.

MBSCC believes that the proposed rule change is consistent with the requirements of Section 17A(b)(3)(F) of the Act and the rules and regulations thereunder because the proposal is designed to promote the prompt and accurate clearance and settlement of securities transactions and, in general, to protect investors and the public interest.

#### **(B) Self-Regulatory Organization's Statement on Burden on Competition**

MBSCC does not believe that the proposed rule change will have an

impact on or impose a burden on competition.

#### **(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others**

No written comments relating to the proposed rule change have been solicited or received. MBSCC will notify the Commission of any written comments received by MBSCC.

### **III. Date of effectiveness of the Proposed Rule Change and Timing for Commission Action**

Within thirty-five days of the date of publication of this notice in the **Federal Register** or within such longer period (i) as the Commission may designate up to ninety days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

(A) by order approve such proposed rule change or

(B) institute proceedings to determine whether the proposed rule change should be disapproved.

### **IV. Solicitation of Comments**

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street NW, Washington, DC 20549-0609. Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room in Washington, D.C. Copies of such filing will also be available for inspection and copying at the principal office of the above-mentioned self-regulatory organization. All submissions should refer to File No. SR-MBSCC-99-8 and should be submitted by March 3, 2000.

<sup>2</sup> The Commission has modified the text of the summaries prepared by MBSCC.

For the Commission by the Division of Market Regulation, pursuant to delegated authority.<sup>3</sup>

**Margaret H. McFarland,**

*Deputy Secretary.*

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## UNITED STATES SENTENCING COMMISSION

### Sentencing Guidelines for United States Courts

**AGENCY:** United States Sentencing Commission.

**ACTION:** Notice of (1) intent to promulgate a permanent amendment to implement the No Electronic Theft (NET) Act of 1997 after any temporary, emergency guideline amendment is promulgated to implement that Act; and (2) additional proposed permanent amendments to the sentencing guidelines, policy statements, and commentary. Request for comment. Notice of public hearing.

**SUMMARY:** (1) The Commission is considering making permanent any temporary, emergency guideline amendment that it may promulgate to implement the NET Act. The Commission is required to promulgate an emergency guideline amendment not later than April 6, 2000. It is the intent of the Commission subsequently to make that amendment a permanent amendment to the sentencing guidelines not later than May 1, 2000.

(2) The Commission also gives notice of the following: (A) proposed amendments to §§ 2A3.1 (Criminal Sexual Abuse), 2A3.2 (Criminal Sexual Abuse of a Minor (Statutory Rape)), 2A3.3 (Criminal Sexual Abuse of a Ward), 2A3.4 (Abusive Sexual Contact), 2G1.1 (Promoting Prostitution or Prohibited Sexual Contact), 2G2.2 (Trafficking in Material Involving the Sexual Exploitation of a Minor), 2G2.4 (Possession of Materials Depicting a Minor Engaged in Sexually Explicit Conduct), and 2G3.1 (Importing, Mailing, or Transporting Obscene Matter) in order to implement the directives to the Commission contained in the Protection of Children from Sexual Predators Act of 1998, and issues for comment; (B) proposed amendments to § 2F1.1 (Fraud and Deceit) to implement the directives contained in the Wireless Fraud Protection Act, and issues for comment; (C) proposed amendments to §§ 1B1.1 (Application Instructions), 2K2.4 (Use of Firearms

During or in Relation to Certain Crimes), and 4B1.2 (Definitions of Terms Used in Section 4B1.1) to respond to amendments to 18 U.S.C. 924(c) made by Public Law 105-386, and issues for comment; (D) issue for comment regarding whether, and in what manner the Commission should address five issues of circuit conflict; and (E) proposed technical and conforming amendments to various guidelines.

**DATES:** (1) Proposed Permanent NET Act Amendment.—Public comment supplementary to any public comment already received on the NET Act pursuant to the notice of proposed temporary amendment (see 64 FR 72,129, Dec. 23, 1999) should be received by the Commission not later than March 10, 2000; (2) Additional proposed permanent amendments and issues for comment.—Public comment should be received by the Commission not later than March 10, 2000; (3) Public hearing.—The Commission has scheduled a public hearing for March 23, 2000, at 9:30 a.m., at the Thurgood Marshall Federal Judiciary Building, One Columbus Circle, NE, Washington, DC 20002-8002. A person who desires to testify at the public hearing should notify Michael Courlander, Public Affairs Officer, at (202) 502-4590 not later than March 10, 2000. Written testimony for the hearing must be received by the Commission not later than March 16, 2000. Submission of written testimony is a requirement for testifying at the public hearing.

**FOR FURTHER INFORMATION CONTACT:** Michael Courlander, Public Affairs Officer, Telephone: (202) 502-4590. For further information concerning implementation of the NET Act, contact Kenneth Cohen, Director of Legislative Affairs: (202) 502-4523.

**SUPPLEMENTARY INFORMATION:** (1) Proposed Permanent NET Act Amendment.—The NET Act directs the Commission to: (A) ensure that the applicable guideline range for a crime committed against intellectual property (including offenses set forth at section 506(a) of title 17, United States Code, and sections 2319, 2319A, and 2320 of title 18, United States Code) is sufficiently stringent to deter such a crime; and (B) ensure that the guidelines provide for consideration of the retail value and quantity of the items with respect to which the intellectual property offense was committed. The NET Act, as clarified by the Digital Theft Deterrence and Copyright Damages Improvement Act of 1998, requires the Commission to promulgate a temporary, emergency guideline amendment not later than April 6, 2000.

In December 1999, the Commission published three options for promulgating an emergency amendment to § 2B5.3 (Criminal Infringement of Copyright and Trademark) and accompanying commentary to implement the NET Act directive. See 64 FR 72,129, Dec. 23, 1999. The Commission has received, and is considering, public comment on those three options. The Commission intends to promulgate a temporary, emergency guideline amendment not later than April 6, 2000 (pursuant to the legislation), but not earlier than March 23, 2000 (the date of the public hearing).

An emergency guideline amendment must be re-promulgated as a permanent amendment or it becomes ineffective upon the expiration of the congressional review period of the Commission's next amendment report to Congress (180 days from the day the Commission submits the report to Congress). Accordingly, the Commission also intends to make permanent any temporary, emergency guideline amendment it promulgates to implement the NET Act.

Recognizing that some interested members of the public have already commented on the proposed temporary amendments, the Commission invites any other additional, supplementary comment regarding whether it should make any such amendment permanent. See 64 FR 72,129, Dec. 23, 1999.

(2) Additional Proposed Permanent Amendments.—The proposed amendments are presented in one of two formats. First, the amendments are proposed as specific revisions to the relevant guidelines and accompanying commentary. Bracketed text within a proposed amendment indicates a heightened interest on the Commission's part for comment and suggestions for alternative policy choices; for example, a proposed enhancement of [2] levels indicates that the Commission is considering, and invites comment on, alternative policy choices regarding the appropriate level of enhancement. Similarly, bracketed text within a specific offense characteristic or application note means that the Commission invites comment on whether the proposed provision is appropriate. Second, the Commission has highlighted certain issues for comment and invites suggestions for how the Commission should respond to those issues.

(3) Public Hearing.—The scope of the hearing is expected to include: (A) the proposed amendment options to provide a temporary, emergency amendment to implement the NET Act previously published in the **Federal**

<sup>3</sup> 17 CFR 200.30-3(a)(12).