

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

FORM U-57

NOTIFICATION OF FOREIGN UTILITY COMPANY STATUS

Filed Under Section 33(a) of the

Public Utility Holding Company Act of 1935, as amended

DISTRIBUIDORA DE GAS NATURAL DE MEXICALI, S. DE R.L. DE C.V.
(Name of Foreign Utility Company)

by

ENOVA CORPORATION and PACIFIC ENTERPRISES
(Name of Parent Company of Domestic Associate Public Utility Company)

The Commission is requested to mail copies of all communications
relating to this Notification to:

Kevin Sagara
Assistant General Counsel
Enova Corporation
101 Ash Street
P.O. Box 129400
San Diego, California 92112-9400

and

Leslie E. LoBaugh, Jr.
General Counsel and Vice President
Pacific Enterprises
633 West Fifth Street
Suite 5200
Los Angeles, California 90071

NOTIFICATION

DISTRIBUIDORA DE GAS NATURAL DE MEXICALI, S. DE R.L. DE C.V. ("DGN de Mexicali") hereby files with the Securities and Exchange Commission ("Commission"), pursuant to Section 33 of the Public Utility Holding Company Act of 1935, as amended (the "Holding Company Act"), this Form U-57 for the purpose of notifying the Commission that DGN de Mexicali proposes to be and hereby claims status as, a "foreign utility company" ("FUCO") within the meaning of Section 33 of the Holding Company Act.

DGN de Mexicali holds the exclusive licenses from the Mexican Government to distribute natural gas in the city of Mexicali, state of Baja California, Republic of Mexico.

DGN de Mexicali does not own facilities located in any state or derive any part of its income, directly or indirectly, from the generation, transmission, or distribution of electric energy for sale or the distribution of natural or manufactured gas for heat, light or power within the United States of America, and neither DGN de Mexicali nor any of its subsidiary companies (as that term is defined in the Holding Company Act) is a public utility company (as so defined) operating in the United States of America.

ITEM 1

Name and business address of the entities claiming FUCO status:

DISTRIBUIDORA DE GAS NATURAL DE MEXICALI, S. DE R.L. DE C.V.
Ave. Reforma Esq. con Calle "F" No. 1401-C
Colonia Nueva
Mexicali, B.C. 21100

Description of the facilities used for the distribution at retail of natural gas:

DGN de Mexicali proposes to distribute natural gas to industrial, commercial and residential customers within the Mexicali geographic zone

located in the state of Baja California, Mexico. The Mexicali geographic zone consists of the urban area of the city of Mexicali, Baja California, Republic of Mexico as defined in the Mexican Diario Oficial de la Federacion on the 14th of February 1996.

DGN de Mexicali's facilities used for the distribution of natural gas will consist of distribution pipelines, meters, valves, cathodic protection equipment, controllers for pressure and flow, communication devices and other related equipment normally associated with a natural gas distribution company. Currently, DGN de Mexicali is in the process of designing and constructing the facilities to be used for the distribution of natural gas in Mexicali.

During 1997 and 1998, DGN de Mexicali expects that its main distribution trunk system will be constructed. New service is planned to be provided to approximately 150 commercial and industrial customers and approximately 2000 residential customers by the end of 1998. It is expected that expansion of the system will continue between 1999 and 2001 with approximately 8000 customers being added on an annual basis. The large majority of these customers will be of the residential classification. It is expected that DGN de Mexicali's natural gas distribution system will consist of over 400 kilometers of distribution main and over 25,000 active services and meters by the end of 2001. After 2001, it is expected the system will continue to be expanded, but at a rate that will be determined based on the economics of the situation at that time.

OWNERSHIP OF VOTING SECURITIES

The only voting interests of DGN de Mexicali are capital participations, 30% of which is owned by Enova Mexico, S.A. de C.V. ("Enova Mexico"), 30% of which is owned by Pacific Enterprises International Mexico I ("PEI Mexico I") and 40% of which is owned by Proxima Gas, S.A. de C.V. ("Proxima").

The only voting securities of Enova Mexico are common stock, 99.8% of which is owned by Enova International and 0.2% of which is owned by Enova Technologies, Inc. 100% of the voting securities of each of Enova International and Enova Technologies are owned by Enova Corporation.

The only voting securities of PEI Mexico I are common stock, 99% of which is owned by Pacific Enterprises International (Cayman I), and 1% of which is owned by Pacific Enterprises International (Cayman II). 100% of the common stock of each of Pacific Enterprises International (Cayman I) and Pacific Enterprises International (Cayman II) is owned by Pacific Enterprises International, and 100% of the common stock of Pacific Enterprises International is owned by Pacific Enterprises.

The only voting securities of Proxima are common stock, 42.5% of which is owned by Coinversora, S. de R.L. (an entity owned by Gaston Luken Aguilar and members of his family), 40.0% of which is owned by Controtitulos, S. de R. L. (an entity owned by the Bourse Family), and 17.5% of which is owned by Carmon Vildosola de Cabanas.

ITEM 2

Domestic Associate Public-Utility Companies

San Diego Gas & Electric Company ("SDG&E") and Southern California Gas Company ("SoCalGas"), each constitutes a "public utility company" as that term is defined in the Holding Company Act. Enova Corporation and Pacific Enterprises, each constituting a holding company exempt from the Holding Company Act pursuant to Section 3(a)(1) thereof, are the corporate parents respectively of SDG&E and SoCalGas. Neither SDG&E or SoCalGas has acquired an interest in DGN de Mexicali.

STATE COMMISSION CERTIFICATION

The certifications of the California Public Utilities Commission (the only state commission with jurisdiction over the retail rates of SDG&E or SoCalGas) required by Section 33(a)(2) of the Holding Company is attached hereto as Exhibits A-1 and A-2.

The undersigned have duly caused this statement to be signed on behalf of DGN de Mexicali pursuant to the Power of Attorney attached hereto as Exhibit B.

DISTRIBUIDORA DE GAS NATURAL DE
MEXICALI, S. DE R.L. DE C.V.

By: /S/
Kevin Sagara
(Attorney-in Fact)

By: /S/

Leslie E. LoBaugh, Jr.
(Attorney-in-Fact)

June 13, 1996

Security and Exchange Commission
450 West Fifth Street
Judiciary Plaza
Washington, D.C. 20549

Re: Public Utility Holding Company Act of 1935 -
Investments in Foreign Utility Companies by
Enova Corporation

Ladies and Gentlemen:

Enova Corporation ("Enova") the corporate parent of San Diego Gas and Electric Company (SDG&E), has advised us that it may from time to time directly or indirectly acquire and maintain interests in one or more "foreign utility companies" as that term is defined in the Public Utility Holding Company Act of 1935, as amended ("PUHCA"). Such foreign utility companies will derive no part of their income from electric or gas utility operations within the United States.

SDG&E is a "electric corporation", "gas corporation", and a "public utility" (as those terms are defined in the California Public Utilities Code) and, as such, is subject to our jurisdiction over its utility operations within California, including its retail electric and gas rates. SDG&E is also a "public utility company" (as that term is defined in PUHCA) and a "subsidiary company" (as so defined) of ENOVA. Consequently, Enova is a "holding company" (as defined in PUHCA) although it has obtained an exemption from all of the provisions of PUHCA other than Section 9(a)(2) thereof which requires prior approval by the Securities and Exchange Commission for certain acquisitions of securities of public utility companies. In addition, Enova and SDG&E may each become an "associate company" or an "affiliate" (as those terms are defined in PUHCA) of the foreign utility companies in which Enova may acquire an interest.

Enova has requested that we provide to the Securities and Exchange Commission the certification specified in Section 33(a)(2) of PUHCA with respect to our authority and resources to protect ratepayers subject to our intention to exercise that authority. Providing that certification would permit Enova to acquire and maintain interests in foreign utility companies without condition or limitation by PUHCA; would exempt such foreign utility companies from substantially all of the provisions of PUHCA and would deem such foreign utility companies not to be public utilities for purposes of PUHCA.

In considering this matter, we have reviewed our regulatory authority provided by the California Public Utilities Code and the resources available to us to carry out our statutory responsibilities. We have also considered that PUHCA permits us, upon the filing of a notice, to revise or withdraw the requested certification prospectively as to any future acquisition. In addition, Enova and SDG&E have made a number of commitments to ease our regulatory task as shown in the attached letters.

Accordingly, based upon the foregoing, we hereby certify to the Securities and Exchange Commission that we have the authority and resources to protect ratepayers subject to our jurisdiction and we intend to exercise that authority.

Sincerely,

/S/
P. Gregory Conlon
President of the Commission

cc: Enova Corporation
SDG&E

Attachments: Enova letter dated May 31, 1996
SDG&E letter dated May 31, 1996

May 31, 1996

Mr. Wesley M. Franklin
Executive Director
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

Re: Enova Corporation's Request for CPUC Certification to the
SEC Regarding Foreign Utility Company Investments

Dear Mr. Franklin:

Enova Corporation ("Enova") hereby requests the California Public Utilities Commission ("CPUC" or the "Commission"), pursuant to Section 33(a)(2) of the Public Utility Holding Company Act of 1935 ("Holding Company Act"), to certify to the Securities Exchange Commission ("SEC") that it has the authority and resources, and intends to use such authority, to protect the ratepayers of San Diego Gas & Electric Company ("SDG&E"). As set forth below, providing the requested certification will in no way affect the ability of the Commission to exercise its full regulatory authority over SDG&E.

SDG&E is an "electric corporation", a "gas corporation", and a "public utility" as those terms are defined in the Public Utilities Code. This Commission, therefore, exercises broad jurisdiction over SDG&E's electric and gas service. SDG&E is also a "public utility company" and a "subsidiary company" (as those terms are defined in the Holding Company Act). Consequently, Enova is a "holding company" (as defined in the Holding Company Act) although it has obtained an exemption from all of the provisions of the Holding Company Act other than Section 9(a)(2) thereof which requires prior approval by the SEC for certain acquisitions of securities of public utility companies. Enova is not requesting this Commission to make any judgment concerning the potential acquisition by Enova or its affiliates of any interest in any foreign utility.

In 1992 the Holding Company Act was amended in connection with the acquisition of interest in a foreign utility. Section 33(a)(1)(2) of the Holding Company Act now provides that a foreign utility shall not be deemed to be a "public utility" within the meaning of the Holding Company Act notwithstanding that the foreign utility company may be a subsidiary company, an affiliate or an associate company of a U.S. holding company or of a U.S. public utility company. However, Section 33(a)(2) of the Holding Company Act provides that Section 33(a)(1) shall not be effective,

"unless every state commission having jurisdiction over the retail electric or gas rates of a public utility company that is an associate company or an affiliate of a company otherwise exempted under Section 33(a)(1) (other than a public utility company that is an associate company or an affiliate of a registered holding company) has certified to the [Securities Exchange] Commission that it has the authority and resources to protect ratepayers subject to its jurisdiction and that it intends to exercise its authority."

The section goes on to provide that "such certification upon the filing of a notice by such state commission, may be revised or withdrawn by the state commission prospectively as to any future acquisition."

Enova's immediate plans for international energy development involve the submission of a bid by a Mexican company during June, 1996, to the Comision Reguladora de Energia of Mexico ("CRE") for a permit to distribute natural gas for the municipality of Mexicali, Baja California and surrounding areas. This company will be a joint venture of (a) Enova Mexico (a subsidiary of Enova International, which itself is a subsidiary of Enova), (b) an affiliate of Pacific Enterprises, and (c) Proxima S.A. de C.V. Enova anticipates the CRE will issue a permit to the winning bidder by September 11, 1996.

Providing the requested certification will not adversely affect the interests of customers of SDG&E. First, the California Public Utilities Code empowers the Commission with broad regulatory authority to review and audit the books and records of each utility, its subsidiaries and affiliates with respect to their transactions with SDG&E. Enova and SDG&E expressly affirm their understanding that the Public Utilities Code, including sections 314 and 587, apply with respect to any transactions between SDG&E, on the one hand, and its affiliates, subsidiaries or joint ventures thereof, and affiliated foreign utility companies, on the other hand, to the same extent they currently apply with respect to SDG&E's transactions with its domestic subsidiaries and affiliates. Section 587 requires annual reporting to the Commission of significant transactions between SDG&E and its subsidiaries or affiliates, and section 314 provides Commission Staff with access to all of SDG&E's books and records and those of its affiliates with respect to any transaction between SDG&E and any affiliate on any matter that might adversely affect SDG&E's ratepayers.

Enova and SDG&E further affirm that, in the event of any transactions between SDG&E and a foreign utility company in which Enova acquires an interest that might adversely affect the interests of SDG&E's ratepayers, Commission Staff will be provided with access in San Diego or San Francisco to such foreign utility company's books and records with respect to any transactions between itself and SDG&E, translated into English and restated to conform with U.S. generally accepted accounting principles, if requested by Commission Staff.

Second, Enova understands that it may be required by the Commission to pay the costs of any outside audit of transactions between SDG&E and a foreign utility affiliate ordered by the Commission.

Third, Enova confirms that the employees of Enova and SDG&E, or any Enova subsidiary with an interest in a foreign utility affiliate, shall be available to appear and testify, as necessary or required in Commission proceedings, in connection with any transaction between SDG&E and a foreign utility affiliate, with costs of such appearance to be borne by Enova. For foreign utility affiliates in which Enova does not have a controlling interest, Enova, and/or its subsidiaries with the interest in the foreign affiliate shall exercise their reasonable efforts to make the officers and employees of the foreign utility affiliate available to appear and testify as necessary or required in Commission proceedings, in connection with any transaction between SDG&E and a foreign utility affiliate, with the costs of such efforts and appearances to be borne by Enova.

Fourth, Enova agrees that any costs incurred in carrying out the commitments outlined herein and any other commitments with regard to the exercise of the Commission's authority to protect SDG&E's ratepayers in connection with investments in foreign utility companies will be borne by Enova and not SDG&E's ratepayers.

Fifth, Enova and SDG&E will notify the Commission if any products, product rights, patents, copyrights or similar legal rights are transferred to an affiliated foreign utility company or to any affiliate which has an interest in a foreign utility company. Enova and SDG&E acknowledge that if any such rights are so transferred, a royalty payment may be required to ensure that SDG&E's ratepayers are compensated when such transactions occur.

Sixth, Enova and SDG&E agree that SDG&E will not seek to remove from the Commission's jurisdiction and transfer to the jurisdiction of the Federal Energy Regulatory Commission any of the pipeline facilities of SDG&E currently or hereafter used to provide utility service in the State of California without first: 1) providing prior written notice to the Commission of such intention; and 2) obtaining from the Commission any authorizations or approvals which at such time may be required by the California Public Utilities Code or by other applicable California law.

For your further reference, I have attached a letter from Donald Felsing, President and Chief Executive Officer of San Diego Gas & Electric Company, dated May 31, 1996. This letter provides you assurances that SDG&E will not purchase electricity or natural gas from a foreign utility company in which Enova, its affiliates, subsidiaries or joint venturers thereof, has an interest without prior Commission approval.

Enova requests that this matter be considered and acted upon at an open meeting of the Commission after inclusion on the Commission's published agenda in order to comply with the Bagley-Keane Act (California Government Code section 11120 et seq.). We do not believe it necessary for the Commission to issue a formal order or resolution in this matter, but instead request the Commission to make the findings required by the Holding Company Act section 33(a)(2) and that the Commission's President execute the SEC certification letter on behalf of the Commission.

Very truly yours,

/S/
Stephen L. Baum
President and
Chief Executive Officer

On December 6, 1995, the Commission in D.95-12-007 at pages 26-27, restated its requirements or conditions under which the CPUC would provide the subject certification. Such certification is required to allow an exemption of foreign utility companies from all provisions of the Holding Company Act. As described in this letter, Enova and its subsidiary, SDG&E, fully satisfy the five conditions set forth in D.95-12-007.

The use of "affiliates" or "affiliated" entities throughout this letter

shall be consistent with the definition of "affiliate" and "affiliated entity" in the Commission's "Rules Governing The Reporting of Transactions By Electric, Gas, and Telephone Utilities With Their Affiliated Entities" set for in 48 CPUC2d 163 at 171 (1992), as from time to time modified by the CPUC.

15 U.S.C.A. Sec. 79z-5b(a)(1).

15 U.S.C.A. Sec. 79z-5(b)(2).

See Section 314; see, also, D.95-12-018 (decision authorizing SDG&E to implement a plan of reorganization). Other applicable Public Utilities Code sections include: section 314.5 (audit of utility's books every three years); section 587 (annual report regarding affiliate transactions); section 701.5 (utility may not issue securities for non-utility activities or guarantee obligations of affiliates); section 797 (audit by CPUC of significant transactions between utility and affiliates); section 798 (treble damages with respect to abusive self-dealing payments between the utility and its affiliates in violation of CPUC order or rule); section 817 (utility may issue securities only for utility purposes); section 827 (criminal penalties with respect to security transactions); section 830 (utility may not assume or guarantee obligations of another person or corporation without prior CPUC approval); and section 851 (utility may not encumber or transfer utility property without prior CPUC approval.)

May 31, 1996

Mr. Wesley M. Franklin
Executive Director
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

Re: Enova Corporation's Request for CPUC Certification to the
SEC Regarding Foreign Utility Company Investments

Dear Mr. Franklin:

By correspondence dated May 31, 1996, Stephen L. Baum, President and Chief Executive Officer of Enova Corporation ("Enova") requests the California Public Utilities Commission ("CPUC" or "Commission") pursuant to Section 33(a)(2) of the Public Utility Holding Company Act of 1935, to certify to the Securities Exchange Commission that it has the authority and resources, and intends to use such authority, to protect the ratepayers of San Diego Gas & Electric Company ("SDG&E").

Your staff has requested the following statement and, accordingly, SDG&E hereby expressly affirms its commitment not to purchase electricity or natural gas either directly or indirectly through an affiliate or subsidiary, from a foreign utility company in which Enova, its affiliates, subsidiaries or joint venturers thereof, has an interest without prior Commission approval.

Very truly yours,

/S/
Donald E. Felsinger

October 26, 1994

Security and Exchange Commission
450 West Fifth Street
Judiciary Plaza
Washington, D.C. 20549

Re: Public Utility Holding Company Act of 1935 -
Investments in Foreign Utility Companies by
Pacific Enterprises

Ladies and Gentlemen:

Pacific Enterprises, the corporate parent of Southern California Gas Company ("SoCalGas"), has advised us that it may from time to time directly or indirectly acquire and maintain interests in one or more "foreign utility companies" as that term is defined in the Public Utility Holding Company Act of 1935, as amended (the "Holding Company Act"). Such foreign utility companies will derive no part of their income from electric or gas utility operations within the United States.

SoCalGas is a "gas corporation" and a "public utility" (as those terms are defined in the California Public Utilities Code) and, as such, is subject to our jurisdiction over its utility operations within California, including its retail gas rates. SoCalGas is also a "public utility company" (as that term is defined in Holding Company Act) and a "subsidiary company (as so defined) of Pacific Enterprises. Consequently, Pacific Enterprises is a "holding company" (as defined in the Holding Company Act) although it has obtained an exemption from all of the provisions of the Holding Company Act other than Section 9(a)(2) thereof which requires prior approval by the Securities and Exchange Commission for certain acquisitions of securities of public utility companies. In addition, Pacific Enterprises and SoCalGas may each become an "associate company" or an "affiliate" (as those terms are defined in the Holding Company Act) of the foreign utility companies in which Pacific Enterprises may acquire an interest.

Pacific Enterprises has requested that we provide to the Securities and Exchange Commission the certification specified in Section 33(a)(2) of the Holding Company Act with respect to our authority and resources to protect ratepayers subject to our jurisdiction and of our intention to exercise that authority. Providing that certification would permit Pacific Enterprises to acquire and maintain interests in foreign utility companies without condition or limitation by the Holding Company Act; would exempt

such foreign utility companies from substantially all of the provisions of the Holding Company Act and would deem such foreign utility companies not to be public utilities for purposes of the Holding Company Act.

In considering this matter, we have reviewed our regulatory authority provided by the California Public Utilities Code and the resources available to us to carry out our statutory responsibilities. We have also considered that the Holding Company Act permits us, upon the filing of a notice, to revise or withdraw the requested certification prospectively as to any future acquisition. In addition, Pacific Enterprises and SoCalGas have made a number of commitments to ease our regulatory task.

This certification is expressly conditioned on agreement by Pacific Enterprises that SoCalGas will not seek to remove from the Commission's jurisdiction and transfer to the jurisdiction of the Federal Energy Regulatory Commission any of the pipeline facilities of SoCalGas currently or hereafter used to provide utility service in the State of California without first: 1) providing prior written notice to the Commission of such intention; and 2) obtaining from the Commission any authorizations or approvals which at such time may be required by the California Public Utilities Code or by other applicable California law.

Accordingly, based upon the foregoing, we hereby certify to the Securities and Exchange Commission that we have the authority and resources to protect ratepayers subject to our jurisdiction and we intend to exercise that authority.

Sincerely,

/s/
Daniel Wm. Fessler
President of the Commission

cc: Pacific Enterprises
Southern California Gas Company

In this City of Mexicali, State of Baja California at 11:00 hours of November twenty seventh nineteen hundred ninety six, in the office of DISTRIBUIDORA DE GAS NATURAL DE MEXICALI, S. DE R. L. DE C. V., met Attorneys Juan Ignacio Guajardo Araiza in representation of Proxima Gas, S.A. de C.V. and Pacific Enterprises International Mexico I and Arturo Guajardo Araiza, in representation of Enova de Mexico, S.A. de C.V., in order to hold an Assembly of Partners of the Corporation, prior notice given to that effect, being also present Mr. David Lozano Dominguez.

The Assembly was presided over by Mr. David Lozano Dominguez and at his express designation, Attorney Juan Ignacio Guajardo Araiza acted as Secretary, who in his character as escrutineer proceeded to prepare the List of Partners, appearing from the same, the text of which is inserted literally at the end of these minutes and the original added in the appendix of the same, that all partners owners of the social parts in which the capital stock of DISTRIBUIDORA DE GAS NATURAL DE MEXICALI, S. DE R. L. DE C. V., is divided, are represented.

Next, the President, as provided for by the Fourteenth Clause of the Corporate Charter, declared the Assembly legally installed and discussion open to resolve the matters referred to in the following:

A G E N D A:

- I. Designation of Corporate Secretary.
- II. Granting of powers of attorney.
- III. Authorization for the Corporation to participate in the public licitation.

Submitted to the consideration of the Assembly the First Item on the Agenda, the President of the Assembly expressed to those present the need to revoke Mr. Agustin Berdeja Prieto's designation as Corporate Secretary and designate Mr. Jan Ignacio Guajardo Araiza as the new Corporate Secretary, for which he requested the Assembly to take a decision to that regard.

Next, the Assembly, after ample discussion, by a unanimous vote decreed:

FIRST: The designation of Mr. Agustin Berdeja Prieto as Corporate Secretary is hereby revoked as well as the power of attorney he was granted for such purpose, as evidenced by means of Public Instrument Number 1633, Book 29 dated May 22, 1996, granted before Mr. Pedro Cortina Latapi, Title Holder of Notary Number 226, in Mexico City, duly registered in the Public Registry of Property and Commerce of the City of Mexicali, Baja California on June 4, 1996, under log number 5,102,198, Commerce Section.

SECOND: Revoke the powers of attorney granted to Messrs. Agustin Berdeja Prieto, Juan Ignacio Guajardo Araiza and to Ms. Yeudiel Alcala Canto, as evidenced by means of Public Instrument Number 1355, Book 24, dated April 2, 1996, granted before Mr. Pedro Cortina Latapi, Title Holder of Public Notary Number 226, in Mexico City, duly registered in the Public Registry of Property and Commerce in the City of Mexicali, Baja California, on April 8, 1996, under log number 5,097,833, Commerce Section.

THIRD: Mr. Juan Ignacio Guajardo Araiza is designated as Corporate Secretary whom shall hold such position until being legally substituted and shall have the authorities, obligations, attributions and powers stipulated in the Nineteenth Clause of the By-Laws of the Corporation, which are literally transcribed below:

- A) Prepare, sign and publish the notices and notifications for the Partners Meetings;
- B) Assist to Partners Meetings, prepare and sign the Minutes and maintain the Partners and Social Parts Registry Book; Minutes Book of Partners Meetings and Social Capital Movements Registry Book in the manner provided for by Law;
- C) Sign the Minutes which are prepared from the Partners Meetings, authorize certified copies or summaries of the Minutes as well as other Corporate documents for legal purposes;
- D) Have custody and file all the documents and correspondence related to the Partners Meetings; and
- E) Issue certifications of registries from the Partners and Social Parts Registry Book and Social Capital Movement Registry Book, which in it's event may be required.

Next and with regard to the Second Item on the Agenda, the President of the Assembly expressed to those present the need to grant power of attorney to Ms. Ana Carolina Arizmendi de Jinich to represent the Corporation before the International Public Licitation for the granting of the concession to distribute natural gas in the geographic zone of Chihuahua.

Next, the Assembly, prior ample discussions, by a unanimous vote, decreed:

FOURTH: Grant to Ms. Ana Carolina Arizmendi de Jinich to represent DISTRIBUIDORA DE GAS NATURAL DE MEXICALI, S. DE R. L. DE C. V., before all kinds of persons and authorities, general power of attorney for collections and litigation and acts of administration, with all general powers and those special powers that require special clause according to law, under the terms of the first and second paragraphs of

article two thousand four hundred twenty eight of the Civil Code for the State of Baja California, amongst which are considered those conferred by article two thousand four hundred sixty one of the same Civil Code, and in the terms of the first two paragraphs of Articles two thousand five hundred fifty four and two thousand five hundred eighty seven of the Civil Code for the Federal District in common matters and for all the Republic in Federal matters, as well as their counterparts from the rest of the Civil Codes of the Mexican Republic, IN THE UNDERSTANDING THAT THE POWER OF ATTORNEY IS LIMITED FOR THE AGENT TO REPRESENT THE CORPORATION before all types of persons and authorities, either Federal, State or Local, in the Mexican Republic or abroad for the purpose of pursuing the acts, transactions, procedures, requests, registries, notifices, meetings, registrations and appearances needed in order for the Corporation to participate in the granting of the first permit to distribute natural gas in the geographic zones of Chihuahua, Cuauhtemoc-Anahuac and Delicias, being also authorized to pursue all future acts, transactions, procedures, requests, registries, notifices, meetings, registrations and appearances, related to the natural gas distribution system mentioned above, before the Ministry of Energy, Energy Regulatory Commission and the Federal Venue Commission and, to before any other authority, being in this manner also authorized to sign and receive in the name of the Corporation all types of documents and notices.

FIFTH: Grant to Messrs. James Walsh, Kevin Sagara, Leslie E. LoBaugh, Jr., and Javier Gonzalez Sfeir, to jointly or separately, present in the name of Distribuidora de Gas Natural de Mexicali, S. de R. L. de C. V., the following documents: (I) the U-57 Form before the "Securities and Exchange Commission" (Comision de Valores y Bolsas) in the City of Washington, District of Colombia, United States of America, requesting the designation of Distribuidora de Gas Natural de Mexicali, S. de R. L. de C. V., as a "Foreign Utility Company" (Empresa de Servicios Extranjera), according to that stipulated by the "Public Utility Holding Company Act" (Decreto de Empresas Tenedoras de Sociedades Prestadoras de Servicios Publicos) and (ii) the notice of the presentation of the U-57 Form before the "California Public Utilities Commission" (Comision de Servicios Publicos de California) in the City of San Francisco, California, United States of America.

SIXTH: Grant to Messrs. Arturo Guajardo Araiza, Juan Ignacio Guajardo Araiza, Angel Gabriel Encinas Orozco, Erika Elorduy Blackaller, Julio Eduardo Martinez Rasso, Moises Gonzalez Santillan and Roberto Gabriel Vera Azar, indistinctively, to represent the Corporation before all kind of persons and authorities, general power of attorney for collections and litigation, with all general powers and those special powers that require special clause according to law, under the terms of the first paragraph of article two thousand four hundred twenty eight of the Civil Code for the State of Baja California, amongst which are considered those conferred by article two thousand four hundred sixty one of the same Civil Code, including the power to judicially interrogate or be interrogated, to withdraw from amparo suits and to file criminal complaints and follow the proceedings until terminated, being further authorized to constitute himself as civil part in such proceedings, and to assist the District Attorney and to grant pardons if such be the case.

Next, and with regard to the Third Item on the Agenda, the Assembly, prior ample discussion, by a unanimous vote, decreed:

SEVENTH: The partners agreed for the Corporation to participate in the International Public Licitacion for the purpose of granting the first permit to distribute natural gas in the geographic zones of Chihuahua, Cuauhtemoc-Anahuac and Delicias, notice which was published in the Official Gazette of the Federation on October 16, 1996, with the limitation that the partners of Distribuidora de Gas Natural de Mexicali, S. de R. L. de C. V., shall be kept informed of the licitacion process and the granting of the natural gas distribution, and shall have the final authority to decide over the contents of the documents which will be presented in the licitacion, which shall contain legal obligations which must be assumed by each Partner individually or technical or financial information which must be given by each Partner individually, as may be the case.

EIGHTH: Ms. Claudia Ibarra Grijalva, is designated as Special Delegate for the Assembly and to that effect, authorized to appear before a Notary Public of her election, to request the protocolization of the present Minutes of the Assembly and to revoke and grant the powers of attorney mentioned above, as well as to proceed to register the corresponding public instrument in the Registry of Public Property and Commerce of this City.

Not having any other subject to discuss, the Assembly was adjourned and these minutes were drawn, in which, finally, it is certified: a) That the representatives of the partners evidenced the number of social parts they represent; b) That Messrs. Juan Ignacio Guajardo Araiza and Arturo Guajardo Araiza, exhibited proxies to represent the partners as mentioned, which are added to the appendix of these minutes; c) That the List of Partners reads as follows: "List of Partners of DISTRIBUIDORA DE GAS NATURAL DE MEXICALI, S. DE R. L. DE C. V., that were represented in the Partners Meeting held in the offices of said Corporation, in this City of Mexicali, State of Baja California, at 11:00 a.m. of November twenty seventh nineteen hundred ninety six:

Partners:	Social Parts:	Value:
Proxima Gas, S.A. de C.V., represented by Mr. Juan Ignacio Guajardo Araiza	1	\$6,081,200.00
Pacific Enterprises International Mexico I, represented by Mr. Juan Ignacio Guajardo Araiza	1	4,560,900.00
Enova Mexico, S.A, de C.V., represented by Mr. Arturo Guajardo Araiza	1	4,560,900.00
	<u>3</u>	<u>\$15,203,000.00</u>

Signed: Juan Ignacio Guajardo Araiza in representation of Proxima Gas, S.A. de C.V., and Pacific Enterprises International Mexico I. - Mr. Arturo Guajardo Araiza in representation of Enova Mexico, S.A. de C.V. - The scrutineer, certifies the accuracy of this List of Partners and that the social capital of DISTRIBUIDORA DE GAS NATURAL DE MEXICALI, S. DE. R. L. DE C. V., is fifteen million two hundred three thousand pesos Mexican currency, divided in three social parts, entirely subscribed and paid in full. - Signed: Juan Ignacio Guajardo Araiza".

Signed by the President and the Secretary of the Assembly in conformity thereof.