

FORM U-7D

CERTIFICATE PURSUANT TO RULE 7(d)
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Amendment No. 3/**/

The undersigned certify that this certificate accurately summarizes, as required in the instructions thereto, the information requested as to the lease identified herein and the transactions for the financing thereof.

1. Lessee public-utility company: San Diego Gas & Electric Company
Address: 101 Ash Street
P.O. Box 1831
San Diego, CA 92112
2. Date: August 22, 1978
- 2a. Date facility was placed in service (commercial operation): October 31, 1978
3. Regulatory authority which has acted on transaction:
Name: California Public Utilities Commission.
Date of Original Order: July 11, 1978.
Date of Supplemental Opinion and Supplemental Order: June 3, 1993.
4. Initial term of lease: 25 years from January 1, 1979
- 4a. Renewal options: May be extended for up to 15 years at lessee's election
5. Brief description of facility:
Oil or gas-fired steam turbine electric generating plant with a base load capacity of 315 (net) megawatts known as "Encina Unit 5."
6. Principal manufacturer or supplier: San Diego Gas & Electric Company
7. Cost of facility: \$133,311,668.09
8. Basic rent. Initial term: \$252,003,934.23.

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/**/ The original Form U-7D for the above-described transaction was executed on August 21, 1978. Because that filing (and two subsequent amendments thereto) were made prior to the mandatory use of the EDGAR filing system, this amendment restates the entire form. The changes to the currently effective filing are contained in items 9 and 10 hereof.

8a. Periodic installment:

Installment Number	Amount	Installment Number	Amount
1-29	\$5,057,005.38	40	2,509,015.62
30	2,509,015.62	41	7,527,046.87
31	7,527,046.87	42	2,509,015.62
32	2,509,015.62	43	7,527,046.87
33	7,527,046.87	44	2,509,015.62
34	2,509,015.62	45	7,527,046.87
35	7,527,046.87	46	2,509,015.62
36	2,509,015.62	47	7,527,046.87
37	7,527,046.87	48	2,509,015.62
38	2,509,015.62	49	7,527,046.87
39	7,527,046.87	50	4,990,153.30

Period: semiannually

Renewal term: fair market rental value payable semiannually.

9. Holder of legal title to facility:

Sanwa Bank California, as Owner Trustee under Trust Agreement dated June 15, 1978 between Lloyds Bank California, the predecessor to the Owner Trustee, and General Fidelity Insurance Company as successor in interest to BA Leasing & Capital Corporation (formerly known as BameriLease, Inc.).

Address: 601 South Figueroa Street
 Los Angeles, California 90017
 Mail Sort W10-4

10. Holders of beneficial interests:

Name & Address	Amount Invested:	Percent of Equity:
General Fidelity Insurance Company 555 California Street, 4/th/ Floor San Francisco, CA 94104	\$42,231,668.09	100%

11. If part or all of the financing is supplied by loan on which only principal and interest is payable, state:

Original Financing:

Amount borrowed; \$91,080,000.00

Interest Rate: 9.5%

Number of Lenders: 8

Terms of repayment: Amounts:

Installment Number	Amount	Installment Number	Amount
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1-29	\$ 5,057,005.38	40	\$ 3,280,189.51
30	5,004,308.68	41	3,280,188.19
31	4,486,771.57	42	3,044,243.02
32	4,237,800.84	43	3,044,240.39
33	4,237,800.84	44	2,809,806.64
34	3,996,446.48	45	2,809,801.37
35	3,996,442.53	46	2,695,221.23
36	3,756,354.49	47	2,695,217.27
37	3,756,347.90	48	2,576,155.60
38	3,517,580.20	49	2,576,151.65
39	3,517,578.88	50	2,521,707.65

			\$218,499,306.17
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Period: semiannually (in arrears over 25 years).

July 1, 1993 Refinancing:

Amount borrowed; \$49,496,627.13

Interest Rate: 6.29%

Number of Lenders: 3

Terms of repayment: Amounts:

Installment Number	Amount	Installment Number	Amount
1	\$ 1,556,668.92	12	\$ 7,527,046.87
2	1,556,668.92	13	2,509,015.62
3	1,556,668.92	14	7,527,046.87
4	4,571,336.06	15	2,509,015.62
5	1,785,339.70	16	5,299,770.06
6	6,789,987.44	17	12,577.97
7	2,509,015.62	18	12,577.97
8	7,527,046.87	19	12,577.97
9	2,509,015.62	20	12,577.97
10	7,527,046.87	21	412,512.96
11	2,509,015.62		
TOTAL			\$66,232,521.40

Period: semiannually (in arrears over 10.5 years).

Date executed: January 29, 1998

Signature of Holder of legal title: SANWA BANK CALIFORNIA, as Owner
Trustee

By /s/ Patricia A. Ohanasian

Patricia A. Ohanasian
Vice President

Name /s/ Debra J. Pruett

DEBRA J. PRUETT
VICE PRESIDENT

Signature of Holder of beneficial interest: GENERAL FIDELITY INSURANCE COMPANY

By /s/ Cheryl A. Sorokin

Name Cheryl A. Sorokin

Secretary