

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

DGN DE CHIHUAHUA, 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

DGN DE CHIHUAHUA, S. DE R.L. DE C.V. ("DGN de Chihuahua") 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 Chihuahua 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 Chihuahua 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 Chihuahua 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:

DGN DE CHIHUAHUA, S. DE R.L. DE C.V.
Avenida Zarco #2605
Colonia Zarco
Chihuahua, Chihuahua 31020

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

DGN de Chihuahua currently distributes natural gas to industrial customers within the Chihuahua geographic zone located in the state of Chihuahua. As described below, retail service to commercial and

residential customers of DGN de Chihuahua is proposed to commence during the fourth quarter of 1997. The Chihuahua geographic zone consists of the urban areas of the cities of Chihuahua, Delicias, Cuauhtemoc and Anahuac as defined in the Mexican Diario Oficial de la Federacion on the 21st of May 1996.

DGN de Chihuahua's facilities used or to be used for the distribution of natural gas 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 Chihuahua has the use of, through a trust arrangement, 27.76 kilometers of steel distribution mains in the Chihuahua geographic zone. In addition, approximately 20 service extensions to industrial customers with active meters are connected to these mains and are operated by DGN de Chihuahua. At present no residential and commercial customers are served by DGN de Chihuahua.

During the course of the next five (5) years, it is DGN de Chihuahua's intent to expand the distribution system at an average annual rate of approximately 10,000 customers per year. On an annual basis, this represents an average addition of approximately 140 kilometers of new gas main as well as the associated 10,000 service connections and meters. By the middle of 2002, it is expected that DGN de Chihuahua's natural gas distribution system will consist of approximately 700 kilometers of distribution main and over 51,000 active services and meters. After 2002, 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 Chihuahua are capital participations, 47.5% of which is owned by Enova Mexico, 47.5% of which is owned by Pacific Enterprises International Mexico I ("PEI Mexico I"), and 5% of which is owned by 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 Chihuahua.

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 Chihuahua pursuant to the Power of Attorney attached hereto as Exhibit B.

DGN DE CHIHUAHUA, 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.

Securities and Exchange Commission
June 13, 1996
Page 2

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. Felsing

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

(T R A N S L A T I O N)

F. Javier Gutierrez Silva
Notario

CERTIFIED COPY OF THE DEED THAT CONTAINS:

THE FORMALIZATION OF THE MINUTES OF THE MEETING
OF THE PARTNERS OF DGN DE CHIHUAHUA, SOCIEDAD DE
RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE
HELD AUGUST TWENTY FIRST, NINETEEN HUNDRED AND
NINETY-SEVEN.

Number 46, 838 Volume 1,956

Monte Blanco 510
Telephone 5-40-72-00
Mexico 11000, D.F.

(THE NOTARY' SEAL)

- - - - - NUMBER FORTY SIX-THOUSAND THIRTY-
EIGHT. - - - - -
- - - - - VOLUME ONE THOUSAND AND FIFTY-SIX
- - - - -

- - - - - In Mexico City, Federal District, on the twenty-
second day of the month of September of nineteen hundred and ninety-
seven, F. JAVIER GUTIERREZ SILVA, Notary in Notary Public Office number
One Hundred and forty-seven of the Federal District, I hereby certify
the: FORMALIZATION OF THE MINUTES OF THE GENERAL MEETING OF THE PARTNERS
OF "DGN DE CHIHUAHUA", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL
VARIABLE, held on the twenty first of August of this year, in which it
was agreed to grant a special power of attorney in favor of Messrs.
JAMES WALSH, KEVIN SAGARA, LESLIE E. LOBAUGH JR. and JAVIER GONZALEZ
SFIER; which is granted by Mr. JORGE CERVANTES TREJO, as Special
Delegate of the Meeting, which is pursuant to the following antecedents
and clauses:

- - - - - A N T E C E D E N T
S - - - - -
- - - I. - INCORPORATION DEED AND AMENDMENTS. - - - - -
- - - - - a). - INCORPORATION .- By Public Deed
number forty five thousand and twenty-seven, dated April third nineteen
hundred and ninety-seven, granted before the undersigned Notary, the
first deed of which is duly recorded before the Public Registry of
Commerce of this City, under mercantile file number two hundred twenty
four thousand one hundred and twenty-nine, by presentation of its
founders and with prior authorization granted by the Ministry of Foreign
Affairs, the mercantile corporation was incorporated under the form of a
Limited Liability Company with Variable Capital (Sociedad de
Responsabilidad Limitada de Capital Variable), under the corporate name
of "DGN DE CHIHUAHUA" SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL
VARIABLE, with the domicile in Mexico City, Federal District, with a
duration of ninety-nine years, admission of foreigner's clause and
variable capital, with a Minimum fixed capital of THREE THOUSAND PESOS,
MEXICAN CURRENCY; such document is copied as follows: - - - - -

OBJECT FOURTH. CORPORATE

PURPOSES.- The Company's purposes will be: 1.- The principal purpose of the company is the distribution and commercialization of natural gas. - - - - 2.- Production, assembly, manufacture, importation, exportation, transportation, warehousing, handling, distribution, purchase, sale, and in general, the carrying out of any and all types of activities and legal acts with materials, equipment, pipelines, products, sub-products, raw-materials and machinery including, without limitation, those related with the energy sector. - - - - 3.- Provide and contract for any type of service, including without limitation, technical, professional, instructional, training and administrative services, and advisory, consultancy, planning, structuring and project management services. - - - - 4.- The operation, management, control, exploitation and administration of all kinds of establishments and properties, whether owned by the Company or by third parties.- - - - 5.- The preparation, promotion, advertisement, publication, distribution and, in any fashion, sale, of all kinds of studies, research, projects and analysis, including those of an economic nature and those relating to financial and accounting feasibility. - - - - 6.- Create, prepare, develop, produce, modify, adapt, improve, store, promote, advertise, commercialize and sell all kinds of data and information, as well as all kinds of computer programs and software packages. - - - - 7.- Represent all types Of individuals and entities within and outside the United Mexican States' as agent, representative, intermediary, distributor, attorney-in-fact, factor, or in any other capacity.- - - - 8.- To act as trust grantor and/or trust beneficiary in all kinds of trust contracts.- - - -9.-Acquire, use, assign, commercialize, grant and take licenses over, promote, sell and register, in its own name or on behalf of third parties, under any legal concept, any type of industrial and intellectual property rights, including patents, trademarks, permits, privileges, inventions, processes, improvements, slogans, symbols and trade names.- - - - - 10.- Acquire, subscribe, issue, accept, endorse, and deal with, in general, all types of receipts, invoices and negotiable instruments, and execute any kind of credit contracts and transactions as convenient for the development of its activities. - - - - 11.- Obtain the economic resources necessary for its development, including the granting and making of loans, with or without guarantee. - - - - - 12.- Guarantee its own obligations by way of bond, mortgage, pledge, or in any other legal form. 13.- Acquire, store, transfer, lease, sublease, use, enjoy, commercialize, sell and, in general, use and enjoy, under any legal concept permitted by law, all classes of assets, movable and immovable, as convenient for the development of its activities. and, 14.-In general, carry out all kinds of acts, contracts and agreements, whether civil, mercantile or of another nature, as convenient for the achievement of its corporate purposes. - - - - -

CHAPTER THIRD.

PARTNERS' MEETINGS - - - - CLAUSE THIRTEENTH PARTNERS'

MEETINGS.- The Partners' Meeting is the supreme body of the Company, with powers to agree on and ratify all the acts and operations of the same. Its powers will not be limited except as otherwise indicated by the law and these by laws. Its validly-adopted resolutions are binding on all partners, including absentees and opponents of such resolutions, as well as on the officers, employees and attorneys-in-fact, and such resolutions shall be implemented by the person or persons appointed therein as special representatives. Direction and management of the Company shall be entrusted to the partners, who shall act as a body by means of the Partners' Meeting. The Partners' Meeting shall have the following faculties, obligations, prerogatives and powers which are listed in an enunciative and non-limiting form: a) General Powers for Lawsuits and Collections, with all general and special powers, including those requiring a special clause pursuant to the law, without limitation, in the broadest terms of articles 2554 (two thousand five hundred and fifty-four), first paragraph, and 2587 (two thousand five hundred and eighty-seven) of the Civil Code for the Federal District for Common Matters and for the Entire Republic in Federal Matters, as well as their correlative and concordant provisions in the other Civil Codes of the Mexican Republic. As a consequence, the Partners' Meeting shall have the following powers, which are listed in an enunciative and non-limiting form: to represent the Company before any class of persons and authorities of any forum, whether judicial (civil or criminal), administrative or labor, federal, state or local, in any part of the Mexican Republic or abroad in legal proceedings or otherwise; to bring all types of lawsuits of a civil, commercial, administrative, criminal or labor character, including Amparo Suits; to pursue them in all their proceedings, to discontinue any action or proceeding including Amparo Suits; to file writs against interlocutory or final judgements; to accept favorable court decisions, and to demand revocation; to present claims and counterclaims and defend and respond to claims filed against the Company; to formulate and present criminal complaints, accusations

and denunciations and to cooperate with the Public Prosecutor in criminal proceedings, where it will be able to join the Company as a civil party to such proceedings and to grant pardons whenever it deems it advisable; identify signatures and documents and impugn as false those which are presented by the opposing party; to present witnesses, to look at the testimony of those of the opposing party, to examine and reexamine them, to formulate and respond to interrogatories, to settle and compromise in arbitrations and to challenge judges, magistrates and other judicial officers, with or without grounds or as permitted by the law, as well as to appoint experts. - - - b) General Powers for Administrative Acts to administer the corporate business and property in the broadest terms of article 2554 (two thousand five hundred and fifty-four), second paragraph, of the Civil Code for the Federal District in Common Matters and for the Entire Republic in Federal Matters, as well as its correlative and concordant articles in the other Civil Codes of the Mexican Republic. - - - c) General Powers, to be exercised by means of the delegation of the Legal Representation of the Company, to represent the same in labor suits and proceedings in the terms and for the purposes of articles 11 (eleven), 46 (forty-six), 47 (forty-seven), 134-III (one hundred and thirty-four, section III), 523 (five hundred and twenty-three), 692-II and III (six hundred and ninety-two sections II and III), 694 (six hundred and ninety-four), 695 (six hundred and ninety-five), 786 (seven hundred and eighty-six), 787 (seven hundred and eighty-seven), 873 (eight hundred and seventy-three), 874 (eight hundred and seventy-four), 876 (eight hundred and seventy six), 878 (eight hundred and seventy-eight), 880 (eight hundred and eighty), 883 (eight hundred and eighty-three), 884 (eight hundred and eighty-four), 899 (eight hundred and ninety-nine) in relation to the applicable provisions of Chapters XII and XVII of Title Fourteen, all of the Federal Labor Law in force, with the prerogatives, obligations and rights of those which in matters of capacity are referred to in such legal provisions. Likewise, it confers employer representation on it in terms of article 11 (eleven) of the said Federal Labor Law. The power that is granted hereby, the LABOR REPRESENTATION that is delegated and the EMPLOYER REPRESENTATION that is conferred by the present document shall be exercised by the Partners' Meeting and Legal Attorney-in-fact with the following powers, which are being enumerated in an enunciative and non-limiting form. The Partners' Meeting may proceed before or against the Unions with which Collective Work Agreements have been executed, and for all purposes pertaining to collective conflicts it may proceed before or against the workers personally, and for all purposes pertaining to individual conflicts; in general for all worker-employer matters and to exercise before any of the Labor and Social Security authorities referred to in article 523 (five hundred and twenty-three) of the Federal Labor Law; it may also appear before Conciliation and Arbitration Boards, whether local or federal. As a consequence, the Partners' Meeting may appear in labor proceedings with all of the prerogatives and faculties mentioned in sections a), b), d), and f) of this Clause as applicable, and further shall carry out the EMPLOYER REPRESENTATION for the purposes of article 11 (eleven), 46 (forty-six) and 47 (forty-seven) and also the LEGAL REPRESENTATION for the Company for the purposes of accrediting legal capacity for legal actions or otherwise, in the terms of article 692-II and III (six hundred and ninety-two sections II and III); it may appear at the giving of confessional evidence in the terms of articles 787 (seven hundred and eighty-seven) and 788 (seven hundred and eighty-eight) of the Federal Labor Law, with faculties to formulate and respond to interrogatories and present confessional evidence in all its parts; may designate conventional domiciles for the receipt of notices in the terms of article 876 (eight hundred and seventy-six); may appear with all the adequate and sufficient LEGAL REPRESENTATION at the hearing referred to in article 873 (eight hundred and seventy-three) in its three phases of conciliation, petition, defense and the offering and admission of evidence, in the terms of articles 875 (eight hundred and seventy-five), 876-I and VI (eight hundred and seventy-six sections I and VI), 877 (eight hundred and seventy-seven), 878 (eight hundred and seventy-eight), 879 (eight hundred and seventy-nine), and 880 (eight hundred and eighty); it may also appear at hearings for the giving of evidence in the terms of articles 873 (eight hundred and seventy-three) and 874 (eight hundred and seventy-four), all of the above articles being of the Federal Labor Law in force; likewise it is empowered to offer and accept conciliation formulae, execute settlements, take all classes of decisions, negotiate and execute labor agreements, whether judicial or extrajudicial; at the same time it may proceed as the representative of the Company in its capacity as Administrator in respect of and for all classes of labor suits or proceedings, individual or collective, brought before any authority; it may execute and rescind labor contracts, of f er reinstatements, defend all types of petitions, claims or summonses, the Company hereby ratifying all that the Partners' Meeting does in such hearings. - - - d) General Powers for Acts of Dominion in respect of movable and immovable assets of the Company, as well as its personal and property rights in the terms of the third paragraph of article 2554 (two thousand five hundred and fifty-four) of the Civil Code for the Federal

District in Common Matters and for the Entire Republic in Federal Matters, as well as its correlative and concordant articles in the other Civil Codes of the Mexican Republic. As a consequence, the Partners, Meeting shall have, in an enunciative and non-limiting form, all the powers of an owner, including powers for the disposal of the movable and immovable assets of the Company, as well as for the creation of encumbrances, charges and limitations on the title to the assets of the Company and to take all manners of action to defend them, and to acquire and dispose of securities and all kinds of negotiable instruments without limitation. - - - e) General Powers for drawing, accepting, making, endorsing, presenting, issuing, subscribing, guaranteeing, certifying or in any other form issue negotiable instruments in the name and on behalf of the Company, in the broadest terms set forth by, among others, articles 90 (ninth), 85 (eighty-five) and 174 (one hundred and seventy-four) of the General Law of Negotiable Instruments and Credit Transactions. In an enunciative and non-limiting form, it shall have powers to accept negotiable instruments issued or subscribed by third parties and to issue checks and open banking and deposit accounts, as well as to become a party to all types of contracts with financial institutions, including, without limitation, banking institutions, financial groups, stock brokers, auxiliary credit organizations, investment companies and exchange houses.- - - f) General Powers to authorize and revoke general and special powers of attorney, as, well as to delegate, totally or partially its powers.- - - - Whenever the faculties conferred by the present power-of attorney are totally or partially delegated, the Partners' Meeting shall not lose the powers that it has been granted. - - - - In order to give effect to the powers granted by the Partners' Meeting it shall suffice to formalize the minutes containing the agreements relating to the grant of power before a Notary Public, who shall show on the record in the corresponding instrument the relevant insertion or relation of the documents presented to him, pursuant to article 10 (ten) of the General Law of Mercantile Companies. - - - Whenever the power is granted by a person other than one of the bodies mentioned in the preceding paragraph, in addition to the relation and insertion indicated in the preceding paragraph, whoever appears must provide evidence that he has the Company's representation. - - - - No agency or general or special power granted by the Company will require ratification before a Notary Public. - - - - FOURTEENTH. CALLING OF MEETINGS.- Partners' Meetings shall be called by the Secretary of the Company, or at the request of the Board of Vigilance or the partners representing at least 30% (thirty percent) of the capital stock. - - - - Calls for Meetings shall be considered to have been validly made when sent by certified mail, receipt acknowledged, at 15 (fifteen) days in advance, to the address of each partner as indicated in the Partner and Partner Interests Book, whether it is the first or a subsequent call. In addition, the Agenda will be sent by private courier to the partners to allow more time for them to prepare their decisions. During the above-mentioned period of time, all reports and other documents relating to the corresponding Agenda shall be made available to the partners. The calling of a Meeting shall not be required when, at any time, the votes representing the totality of the capital stock are represented in one place. Further, decisions adopted unanimously outside of a Meeting by the partners representing the totality of the partner interests shall have the same validity as if they had been adopted in a Partners' Meeting, respectively, once they are confirmed in writing. The Secretary of the Company shall prepare minutes of any of such meetings and these minutes shall be signed by whoever is empowered therefor pursuant to these bylaws, and which minutes shall be recorded in the Partners' Meetings Book without the need for any ratification in respect thereto. - - - - FIFTEENTH. - PARTNERS' ATTENDANCE RIGHTS. - Partners may be represented at Partners' Meetings by a proxy under a general or special power of attorney, or by means of a simple letter of authority issued before two witnesses.- - - - To be admitted in such Meetings, the partners must be duly registered as such in the Partners and Partner Interests Book. - - - - SIXTEENTH. - INSTALLMENT AND PROCEDURE OF THE MEETINGS. Partners' Meetings shall be presided over by the partner or partner representative appointed by a majority of votes of those interests present at the Meeting.- - - - The Secretary of the Company shall act as the Secretary of the Partners' Meeting and in his absence the person appointed by a majority of those present at the Meeting shall so act. The President of the Meeting shall appoint a scrutineer from among the partners present or represented, who shall determine whether or not a statutory quorum exists and who shall count the votes cast.- - - - EIGHTEENTH.- MINUTES OF MEETINGS.- The minutes of the Partners' Meetings shall be recorded in the Partners' Meetings Minutes Book which the Company shall maintain. For each Meeting a file shall be created including copies of the minutes, the attendance list, the letters of authority if applicable, and any other documents that may have been presented at the Meeting, such as reports of the officers of the Company and Board of Vigilance, the financial statements of the Company and other documents submitted for the Meeting's consideration. Whenever transcription of any Meeting minutes in the Partners' Meetings

Minutes Book cannot be made, the same shall be formalized before a Notary Public. - - - - Whenever certified copies or extracts of the minutes of a Partners' Meeting may need to be issued for any reason, then such shall be authorized by the Secretary of the Company. - - - -

- - - - CHAPTER FOURTH - - - - OFFICERS AND VIGILANCE OF THE COMPANY - - - -
- - - - NINETEENTH. - FACULTIES, OBLIGATIONS, PREROGATIVES AND POWERS OF THE SECRETARY OF THE COMPANY. - Except for those extensions modifications or restrictions that the Partners I Meeting resolves, the Secretary of the Company shall have the following faculties, obligations, prerogatives and powers: - - - a) to formulate, sign and publish the calls and notices for Partners' Meetings; - - - b) To attend Partners' Meetings, prepare and sign the minutes, and maintain, for that purpose, the Partners and Partner Interests Book; the Minutes of Partners' Meetings Book; and the Capital Variations Book, pursuant to the law; - - - - c) To sign the minutes of such Partners' Meetings as are held, as well as to authorize and to issue certified copies or extracts of the same or of other documents of the Company for all relevant legal purposes; - - - - d) To keep in his custody and to file all documents related to Partners' Meetings; and, - - - e) To issue certifications of entries in the Partners and Partner Interests Book and in the Capital Variations Book as required....."

b) - By Public Deed number forty six thousand one hundred and seventy-eight, granted before the undersigned Notary Public, the formalization of the Minutes of the General Meeting of the Partners of "DGN DE CHIHUAHUA" SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, held in the fourteen of May of the same year, in which it was resolved to increase the capital in its fixed amount in the amount of THIRTY NINE-MILLION FIVE HUNDRED AND THIRTY PESOS, MEXICAN CURRENCY so that the amount is THIRTY NINE-MILLION FIVE HUNDRED AND THIRTY-FIVE PESOS, MEXICAN CURRENCY and the amendment to clauses Sixth and Seventeenth of the Bylaws, from such instrument I copy the following: -

- - - - - "....."SEVENTEENTH. AGENDA AND VOTING.- The Partners' Meetings shall be empowered to decide upon, among others, any of the matters listed below. Unless otherwise indicated herein, resolutions of Partners, Meetings shall be considered as valid if approved by the vote of at least 51% (fifty one percent) of the capital stock, whether the Meeting is held on the first or subsequent calls; such voting quorum shall be applied to resolve, among others, any of the matters listed under items I through IX, below. - - - - I. Discuss, approve of, modify or disapprove of, the financial statements for the previous fiscal year, and adopt such measures as they shall consider convenient in connection thereto; - - - - II. Decide upon the uses and/or distribution of profits; - - - - III. Appointment, change and/or removal of, the members of the Board of Vigilance; - - - - IV. Decision to commence legal proceedings against officers of the Company for losses and damages; - - - - V. Decision to commence legal proceedings against the partners for losses and damages; - - - - VI. To authorize amendments to the annual operating budget if the amount of such amendments is 10% (ten percent) or less of what was initially approved with respect to the overall budget; - - - - VII. To authorize amendments to any annual capital investment plan if the amount of such amendments is 10% (ten percent) or less of what was initially approved with respect to the overall capital investment plan; - - - - VIII. Decisions to remove any officer, attorney-in-fact or employee of the Company, as well as to revoke their powers, faculties and duties when the annual remuneration exceeds the equivalent in pesos of U.S.\$60,000.00 (Sixty Thousand dollars); - - - - IX. Any other decisions as applicable under the law and/or these bylaws, except as otherwise indicated below. The foregoing notwithstanding, resolutions of Partners' Meetings relating to the matters listed in items X through XXII below shall be, considered as valid if approved by the vote of at least 67% (sixty seven percent) of the capital stock, whether the Meeting is held on the first or subsequent calls. - - - - X. Decisions to increase or reduce the capital stock; - - - - XI. Decisions to demand additional capital contributions or other contributions; - - - - XII. To approve of the sale of any asset of the Company, or the acquisition of any asset for the Company, unless effected in the ordinary course of the Company's business, or unless such sale or acquisition shall have been approved in the annual operating budget or capital investment plan; - - - - XIII. Resolutions about any amortization of the partner interests; - - - - XIV. Decisions to dissolve the Company (other than automatic dissolution of the Company under Clause Twenty Ninth below); - - - - XV. Establish or modify the Company's policy on dividends; - - - - XVI. To approve and adopt the annual operating budget for the following fiscal year, or to authorize amendments to the annual operating budget if the amount of such amendments exceeds by more than 10% (ten percent) what was initially approved with respect to the overall annual operating budget; - - - - XVII. To approve and adopt any annual investment

plan, or authorize amendments to any investment plan in case such amendment exceeds by more than 10% (ten percent) what was initially approved with respect to the overall annual investment plan; - - - - XVIII. To appoint the officers, attorneys-in-fact and employees of the Company, setting forth their faculties, obligations, powers and remuneration, when their annual remuneration shall exceed the equivalent in pesos of U.S.\$60,000.00 (Sixty Thousand dollars); - - - - XIX. The consent of any credit or any other transaction, which shall have not been approved in the annual operating budget or capital spending plan; - - - - XX. The initiation or settlement of legal proceedings or arbitration, against or with, third parties, when the claim amount is in excess of the equivalent in pesos at the time the legal proceedings or arbitrations are initiated or settled, as the case may be, of U.S.\$100,000.00 (One Hundred Thousand dollars); - - - - XXI. To hire or remove technical specialists or other professionals, including lawyers and auditors; - - - - XXII. Establish liens, mortgages or any other type of encumbrance on ' property of the Company, where such liens, mortgages or encumbrances shall have not been approved in the annual operating budget or capital investments plan. Without considering the above, the resolutions taken in a Partners' Meeting with regard to the items listed under numbers XXIII to XXX below, shall be valid if approved by the vote of at least 75% (seventy five percent) of the capital stock, whether the Meeting is held on the first or subsequent calls. - - - - XXIII. Transformation or merger of the Company; - - - - XXIV. To authorize or not the sale, partial or total assignment or transfer of partner interests and/or the admission of new partners; - - - - XXV. The entering into of any contract or the consummation of any transaction between the Company and any of its partners or any affiliate or subsidiary of the latter; - - - - XXVI. Approval for any partner, directly or through other persons, to carry out activities which may result in competition for the Company with respect to distribution of natural gas in the State of Chihuahua, Mexico; - - - - XXVII. Designate attorneys-in-fact with authority to perform acts of dominion on behalf of the Company; - - - - XXVIII. Advance money to suppliers or third parties, other than advances made to suppliers or third parties in the normal course of business; - - - - XXIX. To approve or not of any partner encumbering or creating a lien over its partner interest; and - - - - XXX. Decisions to amend these bylaws. It will not be necessary to hold a Partners' Meeting to resolve corporate matters. Whenever partners are not holding a Meeting, the Agenda and the text of the proposed resolutions may be sent to the partners by certified mail, receipt acknowledged, so that they can vote in writing within 15 (fifteen) days from the date the certified letter shall have been mailed. In addition, the Agenda will be sent by private courier to the partners to allow more time for them to prepare their decisions. Lack of a timely response by a partner shall be construed as a negative vote on the resolution proposed. Decisions by the partners sent by mail shall be documented in minutes which will be prepared by the Secretary of the Company, and such minutes shall be signed by the Secretary of the Company and one partner, or by two partners. Such minutes shall be recorded in the Partners' Meetings Minutes Book, without the need for any ratification. In any event, upon the request of the partners representing at least 30% (thirty percent) of the capital stock a Partners' Meeting shall be called, even if voting by mail is permitted in these bylaws. - - - - The tellers shall be responsible for verifying that resolutions are adopted pursuant to the quorums set forth above." - - - -

- - - - II. MINUTES OF THE PARTNERS MEETING THAT IS FORMALIZED. -
- - The total number of Partners of "DGN DE CHIHUAHUA", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, held in the twenty first day of August of this year, a General Partners Meeting, of which minutes were prepared that are five pages written on one side duly executed, in view of the fact that the corresponding book was not available at the moment of the meeting, I hereby certify that a copy of such is attached to this appendix in a page marked with the number of this instrument, under the letter "A"; which I hereby copy and which literally states the following: - - - -

- - - - "In Mexico City, Federal District, at 10:00 A.M. on August 21, 1997, at the Corporate domicile of DGN de Chihuahua, S.R.L. de C.V., the partners of the corporation: Enova Mexico, S.A. de C.V., represented by Mr. Manuel Corona Artigas, Pacific Enterprises International Mexico I, represented by Mrs. Maria del Pilar Labastida Alvarez, and Proxima Gas, S.A. de C.V. represented by Mr. Ms. Fernanda Montano Valdez, pursuant to proxy letters, with the purpose of holding a General Partners Meeting for which they were adequately called. - - - -

- - - - By unanimous appointment of those present, Mrs. Maria del Pilar Labastida Alvarez presided over the meeting, and Mr. Manuel Corona Artigas acted as Secretary. - - - -
- - - - The President of the Meeting appointed Ms. Fernanda Montano Valdez as teller, who accepted the appointment and prepared a List of Assistance which is attached to the Minutes of this meeting,

which shows that all the partners of the company were duly represented, voting in the following manner: - - - - -

PARTNERS	CAPITAL PARTICIPATION	VALUE	VOTES
Enova Mexico S.A. de C.V. represented by Mr. Manuel Corona Artigas.- - - - -	1		
\$18'779,362.50	47.5%		
Pacific Enterprises Internatio- nal Mexico I, represented by Ms. Maria del Pilar Labastida Alvarez - - - - -	1		
\$18'779,362.50	47.5%		
Proxima Gas, S.A. de C.V. represented by Ms. Fernanda Montano Valdez - - - - -	1	\$ 1'976,775.00	
5%			
T O T A L : - - - - -	3		
\$29'535,500.00	100%		

- - - - - The President declared the Meeting legally conveyed without a previous published call to Meeting pursuant to the bylaws and the General Law of Commercial Corporations, since all the capital participation in which the capital stock is divided, was duly represented at the Meeting. - - - - -

- Immediately thereafter, the Chairman of the meeting read the Agenda for the meeting which is transcribed, and which was approved by the unanimous votes of those present, as follows: - - - - -

AGENDA - - - - -

I. Discussion and in its case, granting of powers of attorney. - - - - -

II. Appointment of Special Delegates.- - - - -

FIRST ITEM.- With regard to the First Item of the Agenda, the Chairman informed the parties present of the need to grant in favor of James Walsh, Kevin Sagara, Leslie E. Lobaugh, Jr. and Javier Gonzalez Sfier a Special Power of Attorney pursuant to Article 2553 of the Civil Code for the Federal District of the Mexican United States and the corresponding article in the civil codes of the other sates, to jointly or severally present on behalf of the Company the following documents: (i) the form U-57 before the Securities Exchange Commission in Washington, D.C. in the United States of America, requesting the designation of the company as a Foreign Utility Company in accordance with the provisions of the Public Utility Holding Company Act; and (ii) the presentation of the U-57 form before the California Utilities Commission in the city of San Francisco, California, United States of America. - - - - -

- The meeting, after analyzing the above, by unanimous vote, adopted the following: - - - - -

RESOLUTION - - - - - "1.

To grant in favor of James Walsh, Kevin Sagara, Leslie E. Lobaugh, Jr. and Javier Gonzalez Sfier a Special Power of Attorney pursuant to Article 2553 of the Civil Code for the Federal District of the Mexican United States and the corresponding article in the civil codes of the other sates, to jointly or severally present on behalf of the Company the following documents: (i) the form U-57 before the Securities Exchange Commission in Washington, D.C. in the United States of America, requesting the designation of the company as a Foreign Utility Company in accordance with the provisions of the Public Utility Holding Company Act; and (ii) the presentation of the U-57 form before the California Utilities Commission in the city of San Francisco, California, United States of America. - - - - -

SECOND ITEM.- With respect to the second Item of the Agenda, the Chairman by unanimous vote of the capital participations present at the Meeting, adopted the following: - - - - -

RESOLUTION - - - - -

"To appoint as Special Delegates of the Meeting Messrs. Jorge Cervantes Trejo and Manuel Corona Artigas and Ms. Ana Paula Pla Riley, Ms. Tatiana Galewicz Barragan, Ms. Fernanda Montano Valdez and Mrs. Maria del Pilar Labastida Alvarez to jointly or severally, as it may be required, appear

before the Notary Public of their election to record in the protocol book all or part of the contents of these minutes; to by themselves or by designating another, record the corresponding Public Deed in the Public Registry of Commerce of Mexico, Federal District, and to perform all the acts that are necessary for the compliance with the resolutions adopted herein" - - - - - Having declared that there is no other item, the Meeting was adjourned for the drafting of this Minutes, which was then read and approved by those present and signed by the President and the Secretary of the Meeting. I hereby declare. - - -

- - Maria del Pilar Labastida Alvarez - President - Manuel Corona Artigas
- - - Secretary - Signature" - - - - -

- - - - - IN VIEW OF THE ABOVE, the person appearing before me grants the following - - - - -

- - - - - CLAUSES - - - - -
- - - - - -FIRST. Mr. JORGE CERVANTES TREJO representing "DGN DE CHIHUAHUA", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, as Special Delegate of the General Partners Meeting, held on August twenty first of this year, hereby PROTOCOLIZES for all legal purposes, the minutes of the aforementioned Meeting which has been included in the ANTECEDENTS II (roman numeral second) of this deed. -

- - - - - -SECOND. Pursuant to the resolutions taken at the aforementioned Meeting, by this deed, the special power of attorney in favor of James Walsh, Kevin Sagara, Leslie E. Lobaugh, Jr. and Javier Gonzalez Sfier is granted in the terms which are included in the protocolized minutes, which are herein reproduced as if they had been included, to have all its legal effects. - - - - -

P E R S O N A L I T Y

- - - - - Mr. JORGE CERVANTES TREJO, accredits his personality, declaring under oath, that his powers have not been revoked, suspended or limited in any way, the same as the existence and legal capacity of the company it represents, pursuant to the information included in the antecedents of this deed. - - - - -

G E N E R A L I N F O R M A T I

O N - - - - - That the person appearing before me declares under oath, that his general information is as follows: Mexican by birth and son of Mexican parents, originally from Guasave, State of Sinaloa, where he was born on September twenty nine of nineteen hundred and seventy-three, married, Attorney domiciled in Paseo de la Reforma number one hundred and ninety-nine, tenth floor, Colonia Cuauhtemoc, in this City. - - - - -

- - - - - I, THE NOTARY CERTIFY THAT: - - - - -
- - - - - I. - That I personally know the person appearing before me and I consider him legally capable of executing this act. - - - - -

- - - - - II. - That all relevant and included information is consistent with the original documents, to which I remit and that I have had before me. - - - - -

- - - - - III. - That this deed was read to the person appearing before me and I explained the value and legal consequences of its contents, he declares his conformity and signed on the same day of the granting of this document. - - - - -

- - - - - IMMEDIATELY FOLLOWING I DEFINITELY AUTHORIZE THIS INSTRUMENT AS IT HAS COMPLIED WITH ALL LEGAL REQUIREMENTS. - - - - -

- - - - - S I G N E D B Y: JORGE CERVANTES TREJO - - - - -
- - - - - F. JAVIER GUTIERREZ SILVA - Signature. - The Seal that authorizes: "LIC. FRANCISCO JAVIER GUTIERREZ SILVA. - NOTARY PUBLIC NO. 147 - MEXICO, D.F., UNITED MEXICAN STATES." - - - - -

I N S E R T

- - - - - -ARTICLE TWO THOUSAND FIVE HUNDRED AND FIFTY-FOUR OF THE CIVIL CODE FOR THE FEDERAL DISTRICT. - - - - -

- - - - - "In all powers of attorney for legal representation in lawsuits and collections, it shall be sufficient if they state that they grant all the general and special powers that require a special clause pursuant to law, so that it is understood that they are granted without limitations. - - - - - In General powers of attorney to manage assets it shall be sufficient if they state that they are granted with such character, so that the representatives have all type of management power. - - - - - In General Powers, to exercise acts of ownership, it shall be sufficient if they state that they are granted with such character, si that the legal representatives have all powers as owner, with regard to assets, as well as to perform all types activities to protect them. - - - - -

- - - - - If limitations are to be imposed on the powers of attorney granted according to the three preceding paragraphs, they shall be clearly expressed in the granting instrument; otherwise, a special power of attorney will be granted. - - - - - All notaries shall transcribe this Article on the certified copies of the formalized instrument of the powers of attorney they issue." - - - - -

THIS IS A CERTIFIED COPY ISSUED FOR MESSRS. JAMES WALSH, KEVIN SAGARA, LESLIE E. LOBAUGH, JR. AND JAVIER GONZALEZ SFIER, AS REPRESENTATIVES. THIS IS PREPARED IN FIXED INK, REVIEWED AND INCLUDED IN ELEVEN PAGES. - - - - - I HEREBY CERTIFY. - - - - - MEXICO, FEDERAL DISTRICT, THE TWENTY SECOND OF SEPTEMBER OF NINETEEN HUNDRED AND NINETY-SEVEN. - - - - -

SEAL) ILLEGIBLE SIGNATURE (NOTARY PUBLIC'S