

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM U-1/A

Amendment No. 2
to
JOINT APPLICATION OR DECLARATION
UNDER THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Sempra Energy 101 Ash Street San Diego, California 92101	Frontier Pacific, Inc. 555 West Fifth Street, Suite 2900 Los Angeles, California 90013-1001
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(Names of companies filing this statement and
addresses of principal executive offices)

None

(Name of top registered holding company parent)

Richard D. Farman President and Chief Executive Officer Pacific Enterprises 555 West Fifth Street, Suite 2900 Los Angeles, California 90013-1001	Stephen L. Baum President and Chief Executive Officer Enova Corporation 101 Ash Street San Diego, California 92101
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(Names and addresses of agents for service)

The Commission is requested to send copies of all notices, orders
and communications in connection with this Application or
Declaration to:

Donald C. Liddell, Esq. David L. Huard, Esq. Pacific Enterprises 633 West Fifth Street, Suite 5200 Los Angeles, California 90071	Richard M. Farmer, Esq. Andrew F. MacDonald, Esq. William C. Weeden Thelen Reid & Priest LLP 40 West 57th Street New York, New York 10019
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The Application or Declaration heretofore filed in this
proceeding, as amended by Amendment No. 1, is hereby further
amended as follows:

1. The first paragraph of Item 3.1 is hereby amended and
restated in its entirety to read as follows:

"3.1 General Overview of Applicable Statutory Provisions.

Because Sempra is an exempt holding company, it will require
approval of the SEC under Sections 9(a)(2) and 10 of the Act to
acquire, directly or indirectly, 5% or more of the voting
securities of Frontier, which will become a "gas-utility company"
within the meaning of Section 2(a)(4) of the Act on or after the
date on which it commences making residential and small
commercial sales of gas. Further, following the acquisition of
10% or more of Frontier's voting securities, and the commencement
by Frontier of residential and small commercial sales, Frontier
will become a gas-utility subsidiary company of both Sempra and

As indicated, Sempra and its subsidiary companies, as such, are exempt, by order, from all provisions of the Act, except Section 9(a)(2), pursuant to Section 3(a)(1). Sempra requests the Commission to find that its current exemption will not be affected by reason of its indirect acquisition of the voting securities of Frontier. In support of such request, Sempra states that (1) Sempra and each of its current public-utility subsidiaries (i.e., SoCalGas and SDG&E) are predominantly intrastate in character and carry on their public utility operations substantially in California, the state in which Sempra and each such subsidiary are incorporated, and will remain predominantly intrastate in character even after acquiring

Frontier, and (2) Sempra will not derive "any material part of its income" from Frontier.

Frontier Pacific, a North Carolina corporation, also requests an order of the Commission pursuant to Section 3(a)(1) of the Act granting it and each of its subsidiary companies, as such, an exemption from all provisions of the Act, except Section 9(a)(2). In support of such request, Frontier Pacific states that Frontier will be its sole public utility subsidiary and that the utility operations of Frontier are expected to be confined solely to North Carolina, the state in which both Frontier Pacific and Frontier are organized."

2. The second paragraph of Item 3.3.B.2 ("Coordinated Operations of Gas Properties") is hereby amended and restated in its entirety to read as follows:

"Sempra Trading also sells significant volumes of gas to SoCalGas and SDG&E and to their respective transportation-only customers, most of which it purchases in the San Juan and Permian Basins. Since January 1, 1997, Sempra Trading (and its predecessor, AIG Trading Corp.) has sold approximately 22 million MMBtu of gas directly to SoCalGas, and several times that amount to transportation-only customers of SoCalGas. In the six months

1. Virtually all (99%) of the Sempra system's net utility plant and utility customers are located in California, and less than 1% of its utility revenues are derived from sales of electricity and gas outside California. Taking into account Frontier's projected net utility plant, customers and sales in North Carolina, the relevant percentages of Sempra's overall utility operations outside California would not increase meaningfully.

2. Under the Operating Agreement, Frontier Pacific will have a 50% economic interest in Frontier. Based on current projections, the proportionate share of Frontier's income attributable to Sempra is expected to account for far less than 1% of the consolidated income of Sempra on a pro forma basis.

3. In 1997, 65% of all gas delivered on the SoCalGas system was customer-owned. SoCalgas only provides the transportation service for these customers. Sempra Trading, which is based in San Diego, has aggressively pursued this market segment.

ended June 30, 1998, Sempra Trading sold approximately 110 MMBtu of gas to SDG&E. Although these amounts account for only a small percentage of the total through-put on the SoCalGas system (approximately 930 million MMBtu on 1997) and of the total gas purchased by SDG&E for both gas distribution and electric generation (approximately 98 million MMBtu in 1997), they represent, in the aggregate, several times the estimated volumes of gas that will be required by Frontier when its system is fully developed (projected to be less than 4 million MMBtu in 2000). In the future, Sempra Trading will be able to achieve substantial economies by coordinating gas purchases in the two supply basins to meet the combined requirements of its three public utility affiliates, as well as of its other customers. Further, SoCalGas and SDG&E will continue to purchase significant volumes of gas from Sempra Trading to the extent that Sempra Trading is able to supply such gas at the lowest price then available to SoCalGas and SDG&E in the marketplace.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, as amended, the undersigned companies have duly caused this statement filed herein to be signed on their behalf by the undersigned thereunto duly authorized.

SEMPRA ENERGY

By: /s/ Warren I. Mitchell

Name: Warren I. Mitchell
Title: Group President - Regulated
Business Units

FRONTIER PACIFIC, INC.

By: /s/ Eric B. Nelson

Name: Eric B. Nelson
Title: President

Date: November 23, 1998