

Registration Nos. 333-70640, 333-70640-01, 333-70640-02, 333-70640-03

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Sempra Energy	California	33-0732627
Sempra Energy Global		
Enterprises	California	33-0783483
Sempra Energy Capital Trust II	Delaware	52-6988598
Sempra Energy Capital Trust III	Delaware	52-6988599
(Exact name of registrant as specified in its charter)	(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification)

101 Ash Street
San Diego, California 92101
(619) 696-2000

(Name, address, including zip code, and telephone number,
including area code, of each registrant's principal executive offices)

Copies to:

John R. Light, Esq.
Executive Vice President and General Counsel
101 Ash Street
San Diego, California 92101
(619) 696-2034

Approximate date of commencement of proposed sale to the public: From time
to time after the registration statement becomes effective, as determined by
market and other conditions.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box.

If any of the securities being registered on this form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or
interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following
box and list the Securities Act registration statement number of the earlier
effective registration for the same offering.

If this Form is a post-effective amended filed pursuant to Rule 462(c) under
the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement

for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)(2)(3)	Proposed maximum aggregate offering price(3)(4)	Amount of Registration Fee
Debt securities, common stock, without par value, and preferred stock, without par value, warrants to purchase debt securities, common stock or preferred stock, securities purchase contracts, securities purchase units and depositary shares of Sempra Energy.....			
Class A junior participant preferred stock purchase rights, without par value, of Sempra Energy(5).....			
Debt securities and warrants to purchase debt securities of Sempra Energy Global Enterprises(6).....			
Guarantees of debt securities of Sempra Energy Global Enterprises by Sempra Energy.....			
Trust preferred securities of Sempra Energy Capital Trust II and Sempra Energy Capital Trust III(7).....			
Guarantees of trust preferred securities of the Trusts by Sempra Energy(7).....			
Total.....	\$2,000,000,000	\$2,000,000,000	\$500,000(8)

(1) An indeterminate principal amount or number of debt securities, common stock, preferred stock, guarantees, warrants to purchase common stock, preferred stock and debt securities, stock purchase contracts, stock purchase units and depositary shares as may be issued in the event Sempra Energy elects to offer fractional interests in preferred stock and such indeterminate principal amounts or number of debt securities, common stock or preferred stock as may be issued upon conversion of, or in exchange for, or upon exercise of, or pursuant to, warrants, or convertible or exchangeable debt securities, stock purchase contracts or stock purchase units or preferred stock that provides for exercise or conversion into or purchase of such securities of Sempra Energy and an indeterminate principal amount of debt securities and warrants to purchase debt securities of Sempra Energy Global Enterprises and an indeterminate number of trust preferred securities of the Sempra Energy Capital Trust II and Sempra Energy Capital Trust III as may from time to time be issued at indeterminate prices, with an aggregate offering price not to exceed \$2,000,000,000. Debt securities may be issued and sold to the Trusts, in which event the debt securities may later be distributed to the holders of trust preferred securities.

(2) In United States dollars or the equivalent thereof in any other currency, composite currency or currency unit as shall result in an aggregate initial offering price for all securities of \$2,000,000,000.

(3) This amount represents the principal amount of any debt securities issued at their stated principal amount, the issue price of any debt securities issued at a discount from the stated principal amount, the issue price of any preferred stock, warrants to purchase common stock, preferred stock and debt securities, stock purchase contracts, stock purchase units, depositary

shares and trust preferred securities and the amount computed pursuant to Rule 457(c) for any common stock.

- (4) Estimated solely for the purpose of calculating the registration fee, which is calculated in accordance with Rule 457(o) of the rules and regulations under the Securities Act of 1933. Rule 457(o) permits the registration fee to be calculated on the basis of the maximum offering price of all the securities listed and, therefore, the table does not specify by each class information as to the amount to be registered, the proposed maximum offering price per unit or the proposed maximum aggregate offering price.
- (5) The rights are initially carried and traded with the common stock. The value attributable to the rights, if any, is reflected in the value of the common stock.
- (6) Also includes an indeterminate number of securities that may be issued upon exercise, conversion or exchange of or purchase pursuant to any securities registered hereunder that provide for conversion or exchange.
- (7) Includes the rights of holders of the trust preferred securities under the guarantees of trust preferred securities and back-up undertakings, consisting of obligations by Sempra Energy, as set forth in the declaration of trust, the applicable indenture and any supplemental indenture thereto, in each case, as further described in the registration statement. No separate consideration will be received for any guarantees or any back-up.
- (8) The Company has previously paid a registration fee of \$500,000 with the initial filing of this registration statement on October 1, 2001.

EXPLANATORY NOTE

This Amendment No. 1 to Registration Statement on Form S-3 (File Nos. 333-70640, 333-70640-01, 333-70640-02 and 333-70640-03) of Sempra Energy, Sempra Energy Global Enterprises, Sempra Energy Capital Trust II and Sempra Energy Capital Trust III is filed solely for the purpose of filing with the Commission copies of certain exhibits listed in Item 16 of Part II hereof and to make corresponding changes to Item 16.

The registrants may hereby amend this registration statement on such date or dates as maybe necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities Exchange Commission, acting pursuant to said Section 8(2), may determine.

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+The information in this preliminary prospectus is not complete and may be +
+changed. We may not sell these securities until the registration statement +
+filed with the Securities and Exchange Commission is effective. This +
+preliminary prospectus is not an offer to sell these securities and it is not +
+soliciting an offer to buy these securities in any state where the offer of +
+sale is not permitted. +

+++++

SUBJECT TO COMPLETION, DATED NOVEMBER 13, 2001

PRELIMINARY PROSPECTUS

\$2,000,000,000

SEMPRA ENERGY

Debt Securities, Common Stock, Preferred Stock, Guarantees, Warrants to
Purchase Debt
Securities, Common Stock and Preferred Stock, Securities Purchase Contracts,
Securities
Purchase Units and Depositary Shares

SEMPRA ENERGY GLOBAL ENTERPRISES

Debt Securities Guaranteed by Sempra Energy and Warrants to Purchase Debt
Securities

SEMPRA ENERGY CAPITAL TRUST II

SEMPRA ENERGY CAPITAL TRUST III

Trust Preferred Securities Guaranteed by Sempra Energy

We may offer and sell the securities from time to time in one or more offerings. This prospectus provides you with a general description of the securities we may offer.

Each time we sell securities we will provide a supplement to this prospectus that contains specific information about the offering and the terms of the securities. The supplement may also add, update or change information contained in this prospectus. You should carefully read this prospectus and the accompanying prospectus supplement before you invest in any of our securities.

Sempra Energy

Sempra Energy may offer and sell the following securities:

- . debt securities
- . common stock
- . preferred stock
- . guarantees of debt securities and trust preferred securities
- . warrants to purchase debt securities, common stock and preferred stock
- . securities purchase contracts and securities purchase units
- . depositary shares

Sempra Energy Global Enterprises

Sempra Energy Global Enterprises may offer and sell debt securities guaranteed by Sempra Energy and warrants to purchase debt securities.

The Sempra Energy Trusts

Sempra Energy Capital Trust II and Sempra Energy Capital Trust III may offer and sell trust preferred securities guaranteed by Sempra Energy.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2001.

PART II.

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

Securities and Exchange Commission registration fee.....	\$ 500,000
Printing expenses.....	150,000
Trustee fees and expenses.....	75,000
Legal fees and expenses.....	100,000
Accounting fees and expenses.....	250,000
Blue Sky fees and expenses.....	50,000
Rating Agency fees.....	250,000
Miscellaneous.....	75,000

Total.....	\$1,450,000
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All of the above except the Securities and Exchange Commission registration fee are estimated.

Item 15. Indemnification of Officers and Directors.

Section 317 of the Corporations Code of the State of California permits a corporation to provide indemnification to its directors and officers under certain circumstances. The Sempra Energy Amended and Restated Articles of Incorporation and the Amended and Restated Bylaws eliminate the liability of directors for monetary damages to the fullest extent permissible under California law and provide that indemnification for liability for monetary damages incurred by directors, officers and other agents of Sempra Energy shall be allowed, subject to certain limitations, in excess of the indemnification otherwise permissible under California law. In addition, Sempra Energy and Sempra Energy Global Enterprises have indemnification agreements with each of their officers and directors that provide for indemnification for monetary damages to the fullest extent permissible under California law. Sempra Energy and Sempra Energy Global Enterprises maintain liability insurance and are also insured against loss for which they may be required or permitted by law to indemnify their directors and officers for their related acts.

The directors and officers of Sempra Energy and Sempra Energy Global Enterprises are covered by insurance policies indemnifying them against certain liabilities, including certain liabilities arising under the Securities Act, which might be incurred by them in such capacities and against which they cannot be indemnified by Sempra Energy or Sempra Energy Global Enterprises.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 16. Exhibits.

- 1.1 Underwriting Agreement (Preferred Securities--Sempra Energy Capital Trust II and Sempra Energy Capital Trust III).*
- 1.2 Underwriting Agreement (Debt Securities--Sempra Energy).*
- 1.3 Underwriting Agreement (Debt Securities--Sempra Energy Global Enterprises).*
- 1.4 Underwriting Agreement (Equity Securities--Sempra Energy).*
- 3.1 Amended and Restated Articles of Incorporation of Sempra Energy (Incorporated by reference from the Registration Statement on Form S-3 File No. 333-51309 dated April 29, 1998 (Exhibit 3.1)).

- 3.2 Amended and Restated Bylaws of Sempra Energy effective May 26, 1998 (Incorporated by reference from the Registration Statement on Form S-8 File No. 333-56161 dated June 5, 1998 (Exhibit 3.2)).
- 3.3 Articles of Incorporation of Sempra Energy Global Enterprises (Incorporated by reference from the Registration Statement on Form S-3 File No. 333-52192 dated January 8, 2001 (Exhibit 3.3)).
- 3.4 Bylaws of Sempra Energy Global Enterprises (Incorporated by reference from the Registration Statement on Form S-3 File No. 333-52192 dated January 8, 2001 (Exhibit 3.4)).
- 3.5 Certificate of Trust of Sempra Energy Capital Trust II (Incorporated by reference from the Registration Statement on Form S-3 File No. 333-52192 dated January 8, 2001 (Exhibit 3.5)).
- 3.6 Certificate of Trust of Sempra Energy Capital Trust III (Incorporated by reference from the Registration Statement on Form S-3 File No. 333-52192 dated January 8, 2001 (Exhibit 3.6)).
- 4.1 Indenture for Senior Debt Securities (Sempra Energy) (Incorporated by reference from the Current Report on Form 8-K filed February 22, 2000 (Exhibit 4.1)).
- 4.2 Indenture for Subordinated Debt Securities (Sempra Energy) (Incorporated by reference from the Current Report on Form 8-K filed February 18, 2000 (Exhibit 4.1)).
- 4.3 Indenture for Senior Debt Securities (Sempra Energy Global Enterprises) (Incorporated by reference from the Registration Statement on Form S-3 File No. 52912 dated January 8, 2001 (Exhibit 4.3)).
- 4.4 Form of Senior Note--Sempra Energy (included in Exhibit 4.1).
- 4.5 Form of Subordinated Note--Sempra Energy (included in Exhibit 4.2).
- 4.6 Form of Senior Note--Sempra Energy Global Enterprises (included in Exhibit 4.3).
- 4.7 Form of Trust Preferred Security (included in Exhibit 4.12).***
- 4.8 Form of Trust Preferred Security Guarantee--Sempra Energy Capital Trust II.***
- 4.9 Form of Trust Preferred Security Guarantee--Sempra Energy Capital Trust III.***
- 4.10 Declaration of Trust of Sempra Energy Capital Trust II.***
- 4.11 Declaration of Trust of Sempra Energy Capital Trust III.***
- 4.12 Form of Amended and Restated Declaration of Trust for each of Sempra Energy Capital Trust II and Sempra Energy Capital Trust III.***
- 4.13 Rights Agreement dated May 26, 1998 between Sempra Energy and First Chicago Trust Company of New York, as rights agent (Incorporated by reference from the Registration Statement on Form 8-A File No. 001-14201 filed June 5, 1998 (Exhibit 1)).
- 4.14 Form of Warrant Agreement--Sempra Energy.*
- 4.15 Form of Warrant Certificate--Sempra Energy (included in Exhibit 4.14).*
- 4.15 Form of Deposit Agreement--Sempra Energy.*
- 4.16 Form of Depositary Receipt--Sempra Energy (included in Exhibit 4.15).*
- 4.17 Form of Purchase Contract.*
- 4.18 Form of Purchase Unit.*
- 5.1 Opinion of Gary W. Kyle, Esq.**
- 5.2 Opinion of Richards, Layton & Finger, P.A. relating to Sempra Energy

Capital Trust II.***

5.3 Opinion of Richards, Layton & Finger, P.A. relating to Sempra Energy
Capital Trust III.***

5.4 Opinion of Latham & Watkins.**

- 12.1 Statement regarding the computation of ratio of earnings to combined fixed charges and preferred stock dividends for the years ended December 31, 2000, 1999, 1998, 1997 and 1996 and six-month periods ended June 30, 2000 and June 30, 2001.***
- 23.1 Consent of Gary W. Kyle, Esq. (included in Exhibit 5.1).**
- 23.2 Consent of Richards, Layton & Finger, P.A. (included in Exhibits 5.2 and 5.3).***
- 23.3 Consent of Independent Auditors (Deloitte & Touche LLP).***
- 23.4 Consent of Latham & Watkins (included in Exhibit 5.4).**
- 24.1 Powers of Attorney (included on pages II-6, 8, 9 and 10).
- 25.1 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of U.S. Bank Trust Company, as Trustee under the Indenture (Senior Debt Securities--Sempra Energy).***
- 25.2 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Trustee under the Indenture (Subordinated Debt Securities--Sempra Energy).***
- 25.3 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of U.S. Bank Trust Company, as Trustee under the Indenture (Senior Debt Securities--Sempra Energy Global Enterprises).***
- 25.4 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Property Trustee-- Sempra Energy Capital Trust II.***
- 25.5 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Property Trustee-- Sempra Energy Capital Trust III.***
- 25.6 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Preferred Securities Guarantee Trustee-- Sempra Energy Capital Trust II.***
- 25.7 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Preferred Securities Guarantee Trustee-- Sempra Energy Capital Trust III.***
- 25.8 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Debt Securities Guarantee Trustee-- Sempra Energy Global Enterprises.***

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* To be filed by amendment or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended and incorporated herein by reference.

** Filed herewith.

*** Previously filed.

Item 17. Undertakings.

The undersigned registrants hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective dated of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or

in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Securities and Exchange Commission by the registrants pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of Sempra Energy's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(5) To file an application for the purpose of determining the eligibility of the trustees to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Securities and Exchange Commission under Section 305(b)(2) of the Securities Act.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrants pursuant to the provisions described under Item 15 above, or otherwise, the registrants have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by a registrant of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, such registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Sempra Energy certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, and State of California, on the 13th day of November, 2001.

Sempra Energy

/s/ Stephen L. Baum

By: _____
Stephen L. Baum
Chairman, Chief Executive Officer
and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated on the 13th day of November, 2001.

Signature

Title

/s/ Stephen L. Baum

Principal Executive Officer;
Chairman, Chief Executive Officer,
President and Director

Stephen L. Baum

*

Principal Financial Officer;
Executive Vice President
and Chief Financial Officer

Neal E. Schmale

*

Principal Accounting Officer;
Senior Vice President and
Controller

Frank H. Ault

*

Director

Hyla H. Berteau

*

Director

Herbert L. Carter

Signature

Title

*

Director

Richard A. Collato

*

Director

Daniel W. Derbes

*

Director

Wilford D. Godbold, Jr.

*

Director

William D. Jones

*

Director

Ralph R. Ocampo

*

Director

William G. Ouchi

*

Director

Thomas C. Stickel

*

Director

Diana L. Walker

/s/ Stephen L. Baum

*By:

Stephen L. Baum
Attorney-In-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Sempra Energy Global Enterprises certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, and State of California, on the 13th day of November, 2001.

Sempra Energy Global Enterprises

*

By: _____
Donald E. Felsing
President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated on the 13th day of November, 2001.

Signature

Title

*

President and Director

Donald E. Felsing

*

Director

John R. Light

*

Director

Neal E. Schmale

*

Principal Accounting
Officer; Senior Vice
President and Controller

Frank H. Ault

*

Principal Financial
Officer; Vice President
and Treasurer

/s/ Stephen L. Baum

*By: _____
Stephen L. Baum
Attorney-In-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Sempra Energy Capital Trust II certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, and State of California, on the 13th day of November, 2001.

Sempra Energy Capital Trust II

*

By: _____
Neal E. Schmale

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated on the 13th day of November, 2001.

Signature -----	Title -----
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* _____ Neal E. Schmale	Regular Trustee
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* _____ Frank H. Ault	Regular Trustee
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* _____ Charles A. McMonagle	Regular Trustee
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*By: _____
/s/ Stephen L. Baum
Stephen L. Baum
Attorney-In-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Sempra Energy Capital Trust III certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, and State of California, on the 13th day of November, 2001.

Sempra Energy Capital Trust III

*

By: _____
Neal E. Schmale

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities indicated on the 13th day of November, 2001.

Signature

Title

*

Regular Trustee

Neal E. Schmale

*

Regular Trustee

Frank H. Ault

*

Regular Trustee

Charles A. McMonagle

/s/ Stephen L. Baum

*By: _____
Stephen L. Baum
Attorney-In-Fact

SEMPRA ENERGY
SEMPRA ENERGY GLOBAL ENTERPRISES
SEMPRA ENERGY CAPITAL TRUST II
SEMPRA ENERGY CAPITAL TRUST III
REGISTRATION STATEMENT ON FORM S-3

EXHIBIT INDEX

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25.3	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of U.S. Bank Trust Company, as Trustee under the Indenture (Senior Debt Securities--Sempra Energy Global Enterprises).***
25.4	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Property Trustee--Sempra Energy Capital Trust II.***
25.5	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Property Trustee--Sempra Energy Capital Trust III.***

25.6 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Preferred Securities Guarantee Trustee--Sempra Energy Capital Trust II.***

25.7 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Preferred Securities Guarantee Trustee--Sempra Energy Capital Trust III.***

25.8 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York, as Debt Securities Guarantee Trustee--Sempra Energy Global Enterprises.***

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* To be filed by amendment or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended and incorporated herein by reference.

**Filed herewith.

*** Previously filed.

[LETTERHEAD OF GARY W. KYLE, ESQ.]

November 13, 2001

Sempra Energy
 101 Ash Street
 San Diego, CA 92101

Re: Registration Statement on Form S-3 of Sempra Energy, Sempra
 Energy Global Enterprises, Inc., Sempra Energy Capital Trust II
 and Sempra Energy Capital Trust III

Ladies and Gentlemen:

I am the Chief Corporate Counsel of Sempra Energy, a California corporation. In connection with the registration statement on Form S-3 filed on October 1, 2001 (the "Registration Statement") by Sempra Energy, a California corporation, Sempra Energy Global Enterprises, a California corporation, Sempra Energy Capital Trust II, a Delaware trust, and Sempra Energy Capital Trust III, a Delaware trust (collectively, the "Registrants"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended, you have requested my opinion with respect to the matters set forth below.

I have reviewed the prospectus (the "Prospectus") which is a part of the Registration Statement. The Prospectus provides that it will be supplemented in the future by one or more supplements to the Prospectus (each a "Prospectus Supplement"). The Prospectus as supplemented by various Prospectus Supplements will provide for the registration of up to \$2,000,000,000 aggregate offering price of (i) one or more series of unsecured senior or subordinated debt securities (the "Debt Securities") which may be issued by Sempra Energy or Sempra Energy Global Enterprises, (ii) shares of common stock, without par value, which may be issued by Sempra Energy (the "Common Stock"), (iii) shares of preferred stock, without par value, which may be issued by Sempra Energy (the "Preferred Stock"), (iv) trust preferred securities (the "Trust Preferred Securities") which may be issued by each of Sempra Energy Capital Trust II and Sempra Energy Capital Trust III (each, a "Trust") pursuant to their respective Amended and Restated Declaration of Trust (each an "Amended Declaration"), (v) warrants to purchase Debt Securities, which may be issued by Sempra Energy or Sempra Energy Global Enterprises, or warrants to purchase Preferred Stock or Common Stock, which may be issued by Sempra Energy (the "Warrants"), (vi) securities purchase contracts which may be issued by Sempra Energy to purchase Common Stock, Preferred Stock or Debt Securities of Sempra Energy (the "Securities Purchase Contracts"), (vii) securities purchase units which may be issued by Sempra Energy to purchase Common Stock, Preferred Stock or Debt Securities of Sempra Energy (the "Securities Purchase Units"), (viii) depository shares that may be issued by Sempra Energy (the "Depository Shares") and (ix) guarantees of Trust Preferred Securities of the Trusts which may be issued by Sempra Energy (the "Trust Preferred Securities Guarantees") and guarantees of Debt Securities of Sempra Energy Global Enterprises which may be issued by Sempra Energy (the "Debt Securities Guarantees," and together with the Trust Preferred

Securities Guarantees, the "Guarantees") described below pursuant to one or more guarantee agreements (each a "Guarantee Agreement"). The Debt Securities, the Guarantees, the Depositary Shares, the Securities Purchase Contracts, the Securities Purchase Units, the Warrants and the Common and Preferred Stock are collectively referred to herein as the "Securities." The terms of Debt Securities may provide that they are exchangeable and/or convertible into shares of Common Stock. Any Debt Securities will be issued pursuant to one or more indentures and one or more supplements thereto (collectively, the "Indentures"), between the issuer of such Debt Securities and a trustee (each, a "Trustee").

In my capacity as Chief Corporate Counsel, I am generally familiar with the proceedings taken and proposed to be taken by the Registrants in connection with the authorization and issuance of the Securities, and, for purposes of this opinion, have assumed such proceedings will be timely and properly completed in the manner presently proposed and that the terms of each issuance will otherwise be in compliance with the law.

I have made such legal and factual examinations and inquiries, including an examination of originals and copies certified or otherwise identified to my satisfaction, of all such documents, corporation records and instruments of the Registrants as I have deemed necessary or appropriate for purposes of this opinion. In my examination, I have assumed the genuineness of all signatures, the authenticity of all documents submitted to me as originals, and the conformity to authentic original documents of all documents submitted to me as copies.

I have been furnished with, and with your consent have exclusively relied upon, certificates of officers of the Registrants with respect to certain factual matters. In addition, I have obtained and relied upon such certificates and assurances from public officials as I have deemed necessary.

I am opining herein as to the effect on the subject transaction only of the federal securities laws of the United States and the State of California and I express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of California, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing and the other qualifications set forth herein, it is my opinion that, as of the date hereof, Sempra Energy has the authority pursuant to its Articles of Incorporation to issue up to 750,000,000 shares of Common Stock and 50,000,000 shares of Preferred Stock. Upon adoption by the Board of Directors of Sempra Energy of any necessary further resolutions in form and content as required by applicable law and upon issuance and delivery of and payment for such shares, such shares of Common Stock (including any Common Stock duly issued upon the exchange or conversion of Preferred Stock or Debt Securities that are exchangeable or convertible into Common Stock, or upon the exercise of Warrants or Securities Purchase Contracts and Securities Purchase Units that are exercisable for Common Stock, and such shares of Preferred Stock, including any Preferred Stock duly issued upon the exchange or conversion of any Debt Securities that are exchangeable or convertible into Preferred Stock, or

upon the exercise of Warrants or Securities Purchase Contracts and Securities Purchase Units that are exercisable for Preferred Stock.

The opinion set forth above is subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefor may be brought; and (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy. I express no (i) opinion concerning the enforceability of any waiver of rights or defenses with respect to stay, extension or usury laws; or (ii) with respect to whether acceleration of Debt Securities may affect the collectibility of any portion of the stated principal amount thereof which might be determined to constitute unearned interest thereon.

To the extent that the opinions expressed above may be dependent upon such matters, I assume for purposes of this opinion that (i) Sempra Energy is duly organized, validly existing and in good standing under the laws of the State of California, (ii) any Preferred Stock convertible into shares of Common Stock has been issued in accordance with Sempra Energy's charter and with applicable law, (iii) any Debt Securities convertible into shares of Common Stock have been established and issued in accordance with the terms of the applicable Indenture and with applicable law, (iv) any such Debt Security and Indenture, and any Warrant and the related warrant agreement (a "Warrant Agreement"), Securities Purchase Contract and Securities Purchase Unit, have been duly authorized, executed and delivered by each of the parties thereto, and are enforceable against each of the parties thereto in accordance with the terms thereof and with applicable law, (v) that Sempra Energy is duly qualified to engage in the activities contemplated by the Debt Securities, Indentures, Warrants, Warrant Agreements, Securities Purchase Contracts and Securities Purchase Units, and (vi) Sempra Energy has the requisite corporate and legal power and authority to perform its obligations under the Debt Securities, Indentures, Warrants, Warrant Agreements, Securities Purchase Contracts and Securities Purchase Units.

I consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to me under the caption "Validity of the Securities and the Guarantees" in the Prospectus included therein.

Very truly yours,

/s/ Gary W. Kyle

Gary W. Kyle, Esq.
Chief Corporate Counsel

[LETTERHEAD OF LATHAM & WATKINS]

November 13, 2001

Sempra Energy
101 Ash Street
San Diego, CA 92101

Re: Registration Statement on Form S-3 of Sempra Energy, Sempra Energy Global Enterprises, Inc., Sempra Energy Capital Trust II and Sempra Energy Capital Trust III

Ladies and Gentlemen:

This opinion is furnished in connection with the registration statement on Form S-3 filed on October 1, 2001 (the "Registration Statement") by Sempra Energy, a California corporation, Sempra Energy Global Enterprises, a California corporation, Sempra Energy Capital Trust II, a Delaware trust, and Sempra Energy Capital Trust III, a Delaware trust (collectively, the "Registrants"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended.

We have reviewed the prospectus (the "Prospectus") which is a part of the Registration Statement. The Prospectus provides that it will be supplemented in the future by one or more supplements to the Prospectus (each a "Prospectus Supplement"). The Prospectus as supplemented by various Prospectus Supplements will provide for the registration of up to \$2,000,000,000 aggregate offering price of (i) one or more series of unsecured senior or subordinated debt securities (the "Debt Securities") which may be issued by Sempra Energy or Sempra Energy Global Enterprises, (ii) shares of common stock, without par value, which may be issued by Sempra Energy (the "Common Stock"), (iii) shares of preferred stock, without par value, which may be issued by Sempra Energy (the "Preferred Stock"), (iv) trust preferred securities (the "Trust Preferred Securities") which may be issued by each of Sempra Energy Capital Trust II and Sempra Energy Capital Trust III (each, a "Trust") pursuant to each Trust's respective Amended and Restated Declaration of Trust (each an "Amended Declaration"), (v) warrants to purchase Debt Securities, which may be issued by Sempra Energy or Sempra Energy Global Enterprises, or warrants to purchase Preferred Stock or Common Stock, which may be issued by Sempra Energy (the "Warrants"), (vi) securities purchase contracts which may be issued by Sempra Energy to purchase Common Stock, Preferred Stock or Debt Securities of Sempra Energy (the "Securities Purchase Contracts"), (vii) securities purchase units which may be issued by Sempra Energy to purchase Common Stock, Preferred Stock or Debt Securities of Sempra Energy (the "Securities Purchase Units"), (viii) depositary shares that may be issued by Sempra Energy (the "Depositary Shares") and (ix) guarantees of Trust Preferred Securities of the

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Trusts which may be issued by Sempra Energy (the "Trust Preferred Securities Guarantees") and guarantees of Debt Securities of Sempra Energy Global Enterprises which may be issued by Sempra Energy (the "Debt Securities Guarantees," and together with the Trust Preferred Securities Guarantees, the "Guarantees") pursuant to one or more guarantee agreements (each a "Guarantee Agreement"). The Debt Securities, the Trust Preferred Securities, the Guarantees, the Depositary Shares, the Securities Purchase Contracts, the Securities Purchase Units, the Warrants and the Common and Preferred Stock are collectively referred to herein as the "Securities." The terms of the Debt Securities may provide that they are exchangeable and/or convertible into shares of Common Stock. Any Debt Securities will be issued pursuant to one or more indentures and one or more supplements thereto (collectively, the "Indentures"), between the issuer of such Debt Securities and a trustee (each, a "Trustee"). We are familiar with the proceedings taken and proposed to be taken by the Registrants in connection with the authorization and issuance of the Securities, and, for purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed and that the terms of each issuance will otherwise be in compliance with law.

We have examined such matters of fact and questions of law we considered appropriate for purposes of rendering the opinion expressed below. We have been furnished with and relied upon certificates of officers of the Registrants and others with respect to factual matters.

We are opining herein as to the effect on the subject transaction only of the federal laws of the United States and the internal laws of the State of New York and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof:

1. When the specific terms of any particular series of Debt Securities have been duly established in accordance with the terms of the applicable Indenture and applicable law, and such Debt Securities have been duly executed, authenticated and delivered against payment therefor as contemplated by the terms and provisions of the applicable Indenture and by the Registration Statement and/or applicable Prospectus Supplement, such Debt Securities will constitute legally valid and binding obligations of the issuing company, enforceable against the issuing company in accordance with the terms of such Debt Securities.

2. When the specific terms of any particular series of Debt Securities Guarantees and the related Debt Securities have been duly established in accordance with the terms of the applicable Indenture and applicable law, and such Debt Securities Guarantees and related Debt Securities have been executed, authenticated and delivered against payment therefor as contemplated by the terms and provisions of the applicable Indenture and by the Registration Statement and/or the applicable Prospectus Supplement, such Debt Securities Guarantees will constitute legally valid and binding obligations of Sempra Energy, enforceable against Sempra Energy in accordance with the terms of such Debt Securities Guarantees.

3. When the specific terms of any particular Trust Preferred Securities Guarantees and the related Trust Preferred Securities have been duly established in accordance with the terms of the applicable Amended Declaration and applicable law, and such Trust Preferred Securities Guarantees and such related Trust Preferred Securities have been duly executed, authenticated and delivered against payment therefor as contemplated by the terms and provisions of the applicable Amended Declaration and by the Registration Statement and/or the applicable Prospectus Supplement, such Trust Preferred Securities Guarantees will be legally valid and binding obligations of Sempra Energy enforceable against Sempra Energy in accordance with the terms of such Trust Preferred Securities Guarantees.

4. When any particular deposit agreement has been duly authorized, executed and delivered by Sempra Energy in accordance with applicable law, the specific terms of a particular issuance of Depositary Shares have been duly established in accordance with such deposit agreement and applicable law, and the related depositary receipts have been duly executed and delivered by the depositary against payment therefor as contemplated by such deposit agreement, the Registration Statement and/or the applicable Prospectus Supplement and by such authorization, and assuming the underlying securities have been duly authorized and validly issued and deposited with the depositary, such Depositary Shares will be validly issued and will entitle the holders to the rights specified in such deposit agreement for such depositary receipts.

5. When any particular warrant agreement has been duly authorized, executed and delivered by Sempra Energy and/or Sempra Energy Global Enterprises in accordance with applicable law (a "Warrant Agreement"), the specific terms of the related Warrants have been duly established in accordance with such Warrant Agreement and applicable law, and the Warrants have been duly executed, authenticated and delivered against payment therefor as contemplated by such Warrant Agreement, the Registration Statement and/or the applicable Prospectus Supplement and by such authorization, and assuming the securities issuable upon exercise of the Warrants have been duly authorized and reserved for issuance by all necessary corporate action and in accordance with applicable law and, in the case of Warrants to purchase Debt Securities, when the terms of such Debt Securities and any related Debt Securities Guarantees are established in accordance with the terms of the applicable Indenture and applicable law, the Warrants will be validly issued and will entitle the holders to the rights specified in the Warrant Agreement.

6. When any particular Securities Purchase Contract and related Securities Purchase Units have been duly authorized, executed and delivered by Sempra Energy in accordance with applicable law, the specific terms of such Securities Purchase Contract and related Securities Purchase Units have been duly established in accordance with applicable law, and such Securities Purchase Contract and related Securities Purchase Units have been duly executed, authenticated and delivered against payment therefor as contemplated by such Securities Purchase Contract, the Registration Statement and/or the applicable Prospectus Supplement and by such authorization, and, in the case of a Securities Purchase Contract and related Securities Purchase Units for Debt Securities of Sempra Energy, when the specific terms

of such Debt Securities and any related Debt Securities Guarantees have been established in accordance with the terms of the applicable Indenture and applicable law, and assuming the securities issuable upon exercise of such Securities Purchase Contract and Securities Purchase Units have been duly authorized and reserved for issuance by all necessary corporate action and in accordance with applicable law, such Securities Purchase Contract will be the legally valid and binding obligation of Sempra Energy enforceable against Sempra Energy in accordance with the terms of such Securities Purchase Contract, such Securities Purchase Units will be validly issued and will entitle the holders to any rights specified in the Warrant Agreement.

The opinions set forth above are subject to the following exceptions, limitations and qualifications: (i) the effect of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefor may be brought, and (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy. We express no opinion (i) concerning the enforceability of the waiver of rights or defenses with respect to stay, extension or usury laws or (ii) with respect to whether acceleration of Debt Securities may affect the collectibility of any portion of the stated principal amount thereof which might be determined to constitute unearned interest thereon.

To the extent that the obligations of each of Sempra Energy and Sempra Energy Global Enterprises under Debt Securities and Debt Securities Guarantees may be dependent upon such matters, we assume for purposes of this opinion that each of Sempra Energy, Sempra Energy Global Enterprises and each Trustee is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that each of Sempra Energy and Sempra Energy Global Enterprises and each Trustee is duly qualified to engage in the activities contemplated by the respective Indenture; that each Indenture has been duly authorized, executed and delivered by the respective Trustee and each of Sempra Energy and Sempra Energy Global Enterprises, as applicable, and constitutes the legally valid and binding obligation of each of Sempra Energy, Sempra Energy Global Enterprises and each such Trustee, as applicable, enforceable against each of Sempra Energy, Sempra Energy Global Enterprises and each Trustee in accordance with its terms; that each Trustee is in compliance, generally and with respect to acting as a trustee under the respective Indenture, with all applicable laws and regulations; and that each of Sempra Energy, Sempra Energy Global Enterprises and each Trustee has the requisite organizational and legal power and authority to perform its obligations under the respective Indenture.

To the extent that the obligations of Sempra Energy under Trust Preferred Guarantees may be dependent upon such matters, we assume for purposes of this opinion that each of Sempra Energy, each Trust and each trustee under the respective Amended Declaration that is an entity is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that each of Sempra Energy, each Trust and each trustee is duly qualified to engage

in the activities contemplated by the respective Amended Declaration; that each Amended Declaration has been duly authorized, executed and delivered by the respective Trust, trustee, as applicable, and Sempra Energy, and constitutes the legally valid and binding obligation of each respective Trust and trustee, enforceable against each respective Trust and trustee in accordance with its terms; that each trustee is in compliance, generally and with respect to acting as a trustee under the respective Amended Declaration, and with all applicable laws and regulations; and that each of Sempra Energy, each Trust and each trustee has the requisite organizational, as applicable, and legal power and authority to perform its obligations under the respective Amended Declaration.

To the extent that the obligations of Sempra Energy under deposit agreements and depositary receipts may be dependent upon such matters, we assume for purposes of this opinion that each of Sempra Energy and the depositary will be duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that each of Sempra Energy and the depositary will be duly qualified to engage in the activities contemplated by the deposit agreement; that the deposit agreement will be duly authorized, executed and delivered by each of Sempra Energy and the depositary and will constitute the legally valid and binding obligation of each of Sempra Energy and the depositary, enforceable against each of Sempra Energy and the depositary in accordance with its terms; that the depositary will be in compliance, generally and with respect to acting as a depositary under the deposit agreement, with all applicable laws and regulations; and that each of Sempra Energy and the depositary will have the requisite organizational and legal power and authority to perform its obligations under the deposit agreement.

To the extent that the obligations of Sempra Energy and Sempra Energy Global Enterprises under Warrant Agreements and Warrants may be dependent upon such matters, we assume for purposes of this opinion that each of Sempra Energy, Sempra Energy Global Enterprises and the warrant agent will be duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that each of Sempra Energy, Sempra Energy Global Enterprises and the warrant agent will be duly qualified to engage in the activities contemplated by the Warrant Agreement; that the Warrant Agreement will be duly authorized, executed and delivered by each of Sempra Energy or Sempra Energy Global Enterprises, as applicable, and the warrant agent and will constitute the legally valid and binding obligation of each of Sempra Energy or Sempra Energy Global Enterprises, as applicable, and the warrant agent, enforceable against each such party in accordance with its terms; that the warrant agent will be in compliance, generally and with respect to acting as a warrant agent under the Warrant Agreement, with all applicable laws and regulations; and that each of Sempra Energy or Sempra Energy Global Enterprises, as applicable, and the warrant agent will have the requisite organizational and legal power and authority to perform its obligations under the Warrant Agreement.

To the extent that the obligations of Sempra Energy under Securities Purchase Contracts and Securities Purchase Units may be dependent upon such matters, we assume for purposes of this opinion that Sempra Energy and each other party to such Securities Purchase Contract and

Securities Purchase Unit is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that Sempra Energy and each other party to such Securities Purchase Contract and Securities Purchase Unit is duly qualified to engage in the activities contemplated by the respective Securities Purchase Contract and Securities Purchase Unit; that each Securities Purchase Contract and Securities Purchase Unit has been duly authorized, executed and delivered by Sempra Energy and each other party to such Securities Purchase Contract and Securities Purchase Unit, and constitutes the legally valid and binding obligation of each such other party, enforceable against each such other party in accordance with their respective terms; and that each of Sempra Energy and each other party to such Securities Purchase Contract and Securities Purchase Unit has the requisite organizational, as applicable, and legal power and authority to perform its obligations under the respective Securities Purchase Contract and Securities Purchase Unit.

We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Validity of the Securities and the Guarantees" in the Prospectus included therein.

Very truly yours,

/s/ Latham & Watkins