

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  PACIFIC ENTERPRISES		2 Issuer's employer identification number (EIN)  94-0743670	
3 Name of contact for additional information  JIM MAIO	4 Telephone No. of contact  619-696-4407	5 Email address of contact  JMAIO@SEMPRA.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  101 ASH ST., HQ-07, ATTN: TAX DEPARTMENT		7 City, town, or post office, state, and Zip code of contact  SAN DIEGO, CA 92101	
8 Date of action  6/30/2011		9 Classification and description  PREFERRED STOCK	
10 CUSIP number  SEE ATTACHED	11 Serial number(s)  	12 Ticker symbol  SEE ATTACHED	13 Account number(s)  

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

On June 30, 2011, the taxpayer, Pacific Enterprises, redeemed all of the issued and outstanding shares of its Dividend Preferred Stock from the holders of record as of June 30, 2011 for cash. This redemption was made at the option of the taxpayer pursuant to its Articles of Incorporation.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

See Attached

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

A total of 800,253 shares of Dividend Preferred Stock were redeemed by Pacific Enterprises at its face value of \$80,375,553.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
IRC 302 (a)

18 Can any resulting loss be recognized? ▶

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
Reportable Year 2011.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ Joseph A. Householder Date ▶ 1/16/2012

Print your name ▶ Joseph A. Householder Title ▶ Exec. VP & CFO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Pacific Enterprises**  
**FEIN: 94-0743670**  
**Tax Year Ending 12/31/2011**  
**Form 8937**

**Part I**

<b>Line 10 - CUSIP number</b>	<b>Line 12 - Ticker Symbol</b>
CUSIP Number 694232 307	PET A
CUSIP Number 694232 406	PET B
CUSIP Number 694232 505	PET C
CUSIP Number 694232 604	PET D
CUSIP Number 694232 703	PETNP

**Part II**

<b>Line 15</b>	<u>Total Number of Shares Redeemed</u>	<u>Value of Shares Redeemed</u>	<u>Redemption Call Price-Per Share</u>
\$4.36 Dividend Preferred Stock-694232 307	200,000	\$20,200,000	\$101
\$4.40 Dividend Preferred Stock-694232 406	100,000	\$10,150,000	\$102
\$4.50 Dividend Preferred Stock-694232 505	300,000	\$30,000,000	\$100
\$4.75 Dividend Preferred Stock-694232 604	200,000	\$20,000,000	\$100
\$4.75 Dividend Preferred Stock-694232 703	253	\$25,553	\$101
Total	<u>800,253</u>	<u>\$80,375,553</u>	