

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

Amendment No. 1
to
FORM U-1
JOINT APPLICATION OR DECLARATION
UNDER THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

Pacific Enterprises
555 West Fifth Street, Suite 2900
Los Angeles, California 90013-1001

Enova Corporation
101 Ash Street
San Diego, California 92101

Sempra Energy
101 Ash Street
San Diego, California 92101

Frontier Pacific, Inc.
555 West Fifth Street, Suite 2900
Los Angeles, California 90013-1001

(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

(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

The Application or Declaration heretofore filed in these proceedings
is hereby amended in order to add Sempra Energy ("Sempra"), a California
corporation, and Frontier Pacific, Inc. ("Frontier Pacific"), which is
currently a Delaware corporation, as applicants, and to request the
Commission to issue an order pursuant to Section 3(a)(1) exempting Sempra,
Pacific, Enova and Frontier Pacific, and each of their respective
subsidiary companies as such, from all provisions of the Act except
Section 9(a)(2).

1. The Addition of Sempra as an Applicant. By order dated June 26,

1998 (Holding Company Act Release No. 26890), the Commission authorized
Sempra pursuant to Sections 9(a)(2) and 10 of the Act to acquire all of
the issued and outstanding common stock of Pacific and Enova, and granted
Sempra and its subsidiary companies as such an exemption pursuant to
Section 3(a)(1) of the Act from all provisions of the Act except Section
9(a)(2). As a "holding company," the indirect acquisition of the voting
securities of Frontier by Sempra is subject to Sections 9(a)(2) and 10 of
the Act. Accordingly, Sempra is added as an applicant in these
proceedings. In addition, Sempra, Pacific and Enova each requests a

further order of the Commission confirming that it and each of its subsidiary companies as such will continue to be exempt under Section 3(a)(1) of the Act following their indirect acquisition of the voting securities of Frontier. In this regard, as previously stated (see Application or Declaration, fn. 11), the applicants will derive no material part of their income from Frontier.

2. The Addition of Frontier Pacific as an Applicant. Frontier

Pacific, which is currently an indirect subsidiary of Pacific and Enova,^{1/} also requests to be made an applicant in these proceedings. At such time

^{1/} Frontier Pacific is wholly-owned by Sempra Energy Solutions, LLC, a California limited liability company whose membership interests are currently held by Pacific and Enova. Prior to the date of the Commission's order in these proceedings, Sempra Energy Solutions, LLC will transfer the common stock of Frontier Pacific to Sempra.

as Frontier becomes a "gas utility company," as defined in Section 2(a)(4) of the Act, Frontier Pacific will become a "holding company," as defined in Section 2(a)(7) of the Act. Accordingly, Frontier Pacific joins in requesting an exemption under Section 3(a)(1) from all provisions of the Act, except Section 9(a)(2). In support of such request, Frontier Pacific represents that, on or before the date of the Commission's order in these proceedings, it will either merge into or transfer its interest in Frontier to a new corporation organized in North Carolina, the state in which Frontier is organized and in which Frontier will conduct all of its public utility operations. Frontier will be Frontier Pacific's only public-utility subsidiary.

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.

PACIFIC ENTERPRISES

By: /s/ Warren I. Mitchell

Name: Warren I. Mitchell

Title: Executive Vice President

(Signatures continued on next page)

ENOVA CORPORATION

By: /s/ Donald E. Felsing

Name: Donald E. Felsing
Title: President and Chief
Operating Officer

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: July 1, 1998