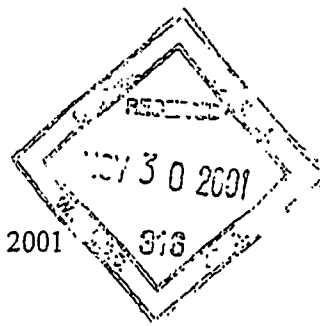


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Gary W. Kyle
Chief Corporate Counsel

101 Ash Street
San Diego, CA 92101

Tel: 619.696.4373
Fax: 619.696.4670
gkyle@sempra.com

November 29, 2001

Exchange Act Rules
14a-8(b)
14a-8(f)
14a-8(i)(1)
14a-8(i)(7)

Securities and Exchange Commission
450 Fifth Street NW
Judiciary Plaza
Washington DC 20549

Public Avail. Date: 1/4/02 0122200229
Act Section Rule
1934 14(a) 14a-8

Attention: Office of the Chief Counsel
Division of Corporation Finance

Re: Shareholder Proposal - Securities Exchange Act Rule 14a-8

Ladies and Gentlemen:

Sempra Energy has received from the trustees of The Selmer Family Trust a shareholder proposal for inclusion in the proxy materials for its Annual Meeting of Shareholders scheduled for May 7, 2002. The proposal, if submitted to and approved by Sempra Energy shareholders, would mandate that:

RECEIVED
OFFICE OF CHIEF COUNSEL
CORPORATE FINANCE
01 DEC - 3 11:23

"The Board of Directors of Sempra Energy shall take whatever action is necessary to ensure that all annual and/or special meetings of shareholders shall be held in San Diego County, California."

As more fully discussed below, Sempra Energy believes that it may properly omit this proposal from its proxy materials because:

- The proponent has failed to provide proof of eligibility to submit a shareholder proposal after having been timely requested to do so by Sempra Energy.
- The proposal, cast as a mandate, is not a proper subject for action by shareholders.
- The proposal, even if recast as a request or recommendation, relates to ordinary business operations.

Securities and Exchange Commission
November 29, 2001
Page 2

Accordingly, on behalf of Sempra Energy I am requesting that the Staff of the Division of Corporation Finance confirm that it will not recommend to the Commission any enforcement action in respect of Sempra Energy's omission of the proposal from its proxy materials. In support of this request and pursuant to Rule 14a-8(j)(2), I am filing six copies of this letter to each of which is attached a copy of the proposal and related correspondence.

The Proponent Has Not Satisfied the Eligibility Requirements for Submitting a Shareholder Proposal

The proposal was received by Sempra Energy on April 19, 2001 by a letter dated April 17 which stated that: "We are the owners of 1000 shares of Sempra Energy, carried on the books of our broker...." The letter is attached as Appendix A.

Sempra Energy promptly verified that neither the proponent trust nor either of its trustees was a record shareholder of Sempra Energy. Consequently, Sempra Energy was itself unable to determine whether the proponent met the share ownership requirements of Rule 14a-8(b) for eligibility to submit a shareholder proposal.

Accordingly, on April 27, Sempra Energy wrote to the proponent requesting proof of eligibility to submit a shareholder proposal. The letter is attached as Appendix B.

Sempra Energy's letter advised the proponent, as contemplated by Rules 14a-8(b)(2)(i) and 14a-8(f), that "you will need to provide us with a written statement from your broker verifying that you continuously held at least \$2,000 in market value of our shares for at least one year from the date you submitted your proposal" which must be provided "in a response postmarked, or transmitted electronically, no later than 14 days from the date you receive this letter."

Sempra Energy's letter was received by the proponent on April 30, as evidenced by a copy of the return receipt included with the letter attached as Appendix B. But neither the proponent trust nor either of its trustees has in any manner responded to the letter.

The Staff of the Commission has repeatedly and consistently held that the failure of a shareholder to respond timely to a request for proof of eligibility permits the omission of the proponent's proposal from proxy materials. *See, for example, Sierra Health Services, January 15, 2001; Bank of America Corporation, February 12, 2001; and Aetna Inc. (January 31, 2001).*

Accordingly, Sempra Energy properly may omit and intends to omit the proposal from its proxy materials pursuant to Rules 14a-8(b) and 14a-8(f).

The Proposal is not a Proper Subject for Action by Shareholders

Rule 14a-8(i)(1) permits the omission from proxy materials of shareholder proposals that are not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization.

Sempra Energy is a California corporation. The California General Corporation Law (the "CGCL") to which it is subject provides:

"The business and affairs of the corporation shall be managed and all corporate power shall be exercised by or under the direction of the board. The board may delegate the management of the day-to-day operation of the business of the corporation to a management company or other person provided that the business and affairs of the corporation shall be managed and all corporate power shall be exercised under the ultimate direction of the board."¹

The CGCL also provides that meetings of shareholders may be held at such place within or without the state of California as stated in or fixed in accordance with the bylaws.² And Sempra Energy's bylaws provide that all meetings of shareholders shall be held at such locations as may be designated by the board.

The proposal, if submitted to and approved by shareholders, would purport to mandate that all meetings of shareholders be held within San Diego County. But the location of shareholder meetings are within the statutory discretion afforded by the CGCL to the Board of Directors. Shareholder approval or other involvement in the location of shareholder meetings is neither required nor contemplated by the CGCL. Accordingly, the proposal would improperly impinge upon the authority granted to Sempra Energy's Board of Directors.

The Staff of the Commission has repeatedly and consistently held that proposals that mandate (as opposed to request or recommend) actions that are reserved to the discretion of a board of directors may be omitted from proxy materials pursuant to Rule 14a-8(i)(1). *See*, for example, Tirac Corporation (April 22, 1999); 3D Systems Corporation (February 3, 1999); and Long Island Lighting (March 19, 1986).

Accordingly, Sempra Energy may properly omit and intends to omit the proposal from its proxy materials pursuant to Rule 14a-8(i)(1).

¹ CGCL Section 300.

² CGCL Section 600.

The Proposal Relates to Ordinary Business Operations

Rule 14a-8(i)(7) permits the omission from proxy materials of shareholder proposals that deal with matters relating to a company's ordinary business operations. This rule operates independently of Rule 14a-8(i)(1) to permit the exclusion of proposals relating to ordinary business operations even when cast as requests or recommendations.

The proposal relates to the location of meetings of shareholders. But decisions with respect to the location of a shareholder meeting are, of course, determinations properly reserved to a company's board of directors and management. They necessarily involve consideration of numerous factors, including cost, staffing resources, and the location of operations and individual and institutional shareholders. The many determinations and judgments upon which this decision is based can properly be made only by corporate management to whom this recurring and routine business decision has been properly delegated by shareholders.

The Staff of the Commission has repeatedly and consistently held that decisions as to the location of shareholder meetings relate to ordinary business operations and shareholder proposals with respect to these decisions (even if cast as a request or recommendation) may properly be excluded from a company's proxy materials. For example, just this year, the Staff so concluded with respect to Edison International (January 30, 2001) and PG&E Corporation (January 12, 2001). *See also*, Apple Computer, Inc. (December 27, 1999); the Walt Disney Company (October 18, 1999); Lucent Technologies, Inc. (October 18, 1998); and Northeast Utilities Service Company (December 18, 1995).

Accordingly, Sempra Energy properly may omit and intends to omit the proposal from its proxy materials pursuant to Rule 14a-8(i)(7).

Please confirm that the Staff will not recommend to the Commission any enforcement action if the proposal is omitted from Sempra Energy's proxy materials for its Annual Meeting of Shareholders.

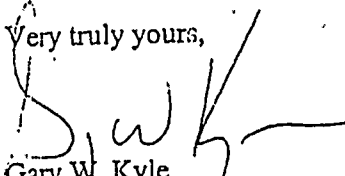
To assist Sempra Energy in preparing its proxy materials by avoiding the need otherwise to prepare a response to a shareholder proposal that it believes will be omitted from its proxy materials, I would very much appreciate receiving the Staff's response to this letter by February 10, 2001.

Securities and Exchange Commission
November 29, 2001
Page 5

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If you have any questions regarding this matter, or if I can be of any assistance to you in any way, please do not hesitate to telephone me at 619/696-4373.

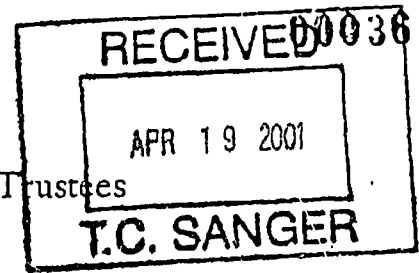
Very truly yours,


Gary W. Kyle
Chief Corporate Counsel

GWK:rt
Encls

cc: The Selmer Family Trust
Jerome R. Selmer and Doris R. Selmer, Co-Trustees
55 East Arthur Avenue
Arcadia, CA 91006-4625

The Selmer Family Trust
dated 8/8/88
Jerome R. Selmer & Doris R. Selmer, Co-Trustees
55 East Arthur Avenue
Arcadia, CA 91006-4625



Mr. Thomas C. Sanger
Corporate Secretary
Sempra Energy
101 Ash Street
San Diego, CA 92101-3017

April 17, 2001

We are the owners of 1000 shares of Sempra Energy, carried on the books of our broker, Charles Schwab. We reside at the above address.

We hereby submit the following proposal for consideration by shareholders and to be included in the Proxy Statement for the 2002 Annual Meeting of Shareholders:

RESOLVED:

PLACE OF ANNUAL and/or SPECIAL MEETINGS OF SHAREHOLDERS

The Board of Directors of Sempra Energy shall take whatever action is necessary to insure that all annual and/or special meetings of shareholders shall be held in San Diego County, California.

SUPPORTING STATEMENT:

The corporate headquarters of Sempra Energy is located in San Diego. The core service area of Sempra Energy is primarily located in San Diego and certain other Southern California counties. The people who have the closest interest in the operations of Sempra Energy are residents and shareholders living in Southern California. To hold a shareholder meeting of a San Diego company in some other location in the country creates a perception that the Board is unwilling to discuss any current situation with resident shareholders. The shareholders are, after all, the owners of the company. They should be afforded the courtesy of having meetings held on the "home territory". Holding a subsequent "informational meeting" is no substitute for the real thing.

We ask all shareholders to vote FOR this proposal.

A handwritten signature in cursive script, appearing to read "Doris R. Selmer".

Doris R. Selmer, Trustee

A handwritten signature in cursive script, appearing to read "Jerome R. Selmer".

Jerome R. Selmer, Trustee

The Selmer Family Trust
dated 8/8/88
Jerome R. Selmer & Doris R. Selmer, Co-Trustees
55 East Arthur Avenue
Arcadia, CA 91006-4625

Mr. Stephen L. Baum
Chairman, President & CEO
Sempra Energy
101 Ash Street
San Diego, CA 92101-3017

April 17, 2001

Dear Mr. Baum:

We own 1000 shares of Sempra Energy. We have been shareholders for a number of years.

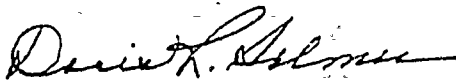
We are appalled that you have decided to hold the annual shareholders meeting in New York City. Southern California is where you are headquartered. This is where your core service area is. This is where your resident shareholders and customers live. Why run off to New York to hold the annual meeting? Don't you want the shareholders to attend? Is there a concern about having to answer questions in the super-charged atmosphere of California's energy problems? Your action would suggest that our questions can be answered affirmatively.

The concept of an informational meeting to be held in Irvine after the fact is an insult. Shareholders should not be treated as kindergartners. Supposedly, the shareholders own the company but apparently an elitist arrogance had taken hold in top management.

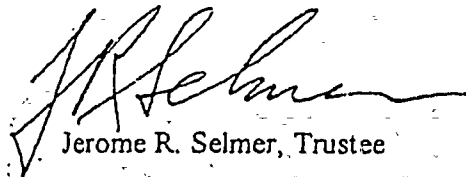
Our reaction to this will be to vote our shares in opposition to any management proposal and further, we have submitted the enclosed shareholder proposal for consideration next year.

You and your fellow directors should be ashamed of yourselves.

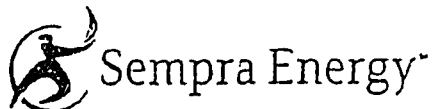
Most sincerely,



Doris R. Selmer, Trustee



Jerome R. Selmer, Trustee



01 DEC 11 PM 2: 52

December 10, 2001

Gary W. Kyle
Chief Corporate Counsel 00038

101 Ash Street
San Diego, CA 92101

Tel: 619.696.4373
Fax: 619.696.4670
gkyle@sempra.com

Securities and Exchange Commission
450 Fifth Street NW
Judiciary Plaza
Washington DC 20549

Attention: Office of the Chief Counsel
Division of Corporation Finance

Re: Shareholder Proposal – The Selmer Family Trust

Ladies and Gentlemen:

Please refer to my letter of November 29, 2001 regarding the shareholder proposal received by Sempra Energy from the trustees of The Selmer Family Trust for inclusion in Sempra Energy's Annual Meeting of Shareholders scheduled for May 7, 2002. We have received a letter, a copy of which is enclosed, from the trustees of the Trust advising us that the Trust is no longer a shareholder of Sempra Energy.

We have elected to treat this letter as a withdrawal of the Trust's proposal. If the Staff of the Commission concurs in this view, it need not consider the bases for exclusion of the proposal from Sempra Energy's proxy materials set forth in my November 29 letter.

If, on the other hand, the Trust's letter is insufficient notice of withdrawal of the proposal, the Staff should continue to consider the bases for exclusion set forth in my November 29 letter. In addition, in view of the Trust's sale of all holdings in Sempra Energy, we also urge that the proposal may be excluded from Sempra Energy's proxy materials on the additional basis that the proponent has failed to hold the requisite amount of Sempra Energy's securities through the date of the Annual Meeting as required by Rule 14(a)-8.

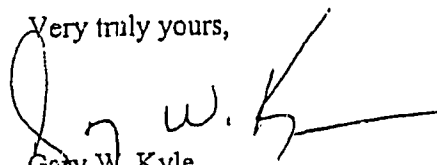
Please confirm that the Staff will not recommend to the Commission any enforcement action if Sempra Energy treats the Trust's letter as a withdrawal of the proposal or, alternatively, excludes the proposal from its proxy materials on the other bases set forth in this letter and my letter of November 29.

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Securities and Exchange Commission
December 10, 2001
Page 2

If you have any questions regarding this matter, or if I can be of any assistance to you in any way, please do not hesitate to telephone me at 619/696-4373.

Very truly yours,



Gary W. Kyle
Chief Corporate Counsel

GWK:rt
Encls

cc: The Selmer Family Trust
Jerome R. Selmer and Doris R. Selmer, Co-Trustees
55 East Arthur Avenue
Arcadia, CA 91006-4625

The Selmer Family Trust
dated 8/8/88
Jerome R. Selmer & Doris R. Selmer, Co-Trustees
55 East Arthur Avenue
Arcadia, CA 91006-4625

Gary W. Kyle
Chief Corporate Counsel
Sempra Energy
101 Ash Street
San Diego, CA 92101

December 5, 2001

Dear Mr. Kyle:

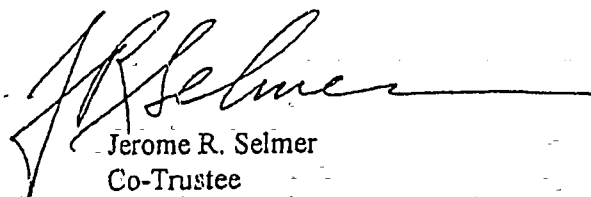
We received a copy of your report and recommendation to the Securities Exchange Commission dated November 29, 2001, regarding our proposal made earlier this year regarding meetings of the Board of Directors.

Following earlier responses from your CEO and Corporate Secretary, we determined that we did not care to be associated with an organization such as yours which is constipated with bureaucratic red tape, of which your current letter is a classic example. Unfortunately, this condition seems endemic among public utilities.

Accordingly, we sold our entire holding in Sempra Energy on June 20, 2001. Obviously the archaic procedures of your company could not permit your office access to this information which might have saved some junior attorney the task of writing the tome mentioned above.

Have a nice day!

Most sincerely,



Jerome R. Selmer
Co-Trustee

January 4, 2002

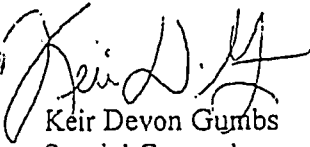
Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Sempra Energy
Incoming letter dated November 29, 2001

The proposal relates to the location of Sempra Energy's annual meetings.

There appears to be some basis for your view that Sempra Energy may exclude the proposal under rule 14a-8(f). We note that in response to Sempra Energy's request for documentary support of ownership, the proponent stated that it no longer held Sempra Energy securities. Accordingly, we will not recommend enforcement action to the Commission if Sempra Energy omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f). In reaching this position, we have not found it necessary to address the alternative bases for omission upon which Sempra Energy relies.

Sincerely,


Keir Devon Gumbs
Special Counsel