

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant /X/  
Filed by a Party other than the Registrant / /

Check the appropriate box:  
/ / Preliminary Proxy Statement  
/ / Confidential, for Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))  
/X/ Definitive Proxy Statement  
/ / Definitive Additional Materials  
/ / Soliciting Material Pursuant to Section 240.14a-11(c) or Section  
240.14a-12

PACIFIC ENTERPRISES

-----  
(Name of Registrant as Specified In Its Charter)

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

/X/ \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2) or  
Item 22(a)(2) of Schedule 14A.  
/ / \$500 per each party to the controversy pursuant to Exchange Act Rule  
14a-6(i)(3).  
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4)  
and 0-11.

- 1) Title of each class of securities to which transaction applies:  
-----
- 2) Aggregate number of securities to which transaction applies:  
-----
- 3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the  
filing fee is calculated and state how it was determined):  
-----
- 4) Proposed maximum aggregate value of transaction:  
-----
- 5) Total fee paid:  
-----

/ / Fee paid previously with preliminary materials.  
/ / Check box if any part of the fee is offset as provided by Exchange Act Rule  
0-11(a)(2) and identify the filing for which the offsetting fee was paid  
previously. Identify the previous filing by registration statement number,  
or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:  
-----
- 2) Form, Schedule or Registration Statement No.:  
-----
- 3) Filing Party:  
-----
- 4) Date Filed:  
-----

PACIFIC ENTERPRISES

555 WEST FIFTH STREET  
LOS ANGELES, CA 90013-1011

WILLIS B. WOOD, JR.  
CHAIRMAN AND  
CHIEF EXECUTIVE OFFICER

March 22, 1996

Dear Shareholder:

On behalf of the Board of Directors, it is a pleasure to invite you to our Annual Meeting of Shareholders to be held in Burbank on May 9. I hope you will find it convenient to attend.

At the Annual Meeting, shareholders will elect ten directors. Confidential voting is provided for employee shareholders voting through the company's employee benefit plans and other shareholders may elect confidential voting if they so desire.

Whether you own a few or many shares and whether or not you plan to attend in person, it is important that your shares be voted at the Annual Meeting. I urge you to complete the enclosed proxy or voting instruction and return it promptly. If you have any questions concerning the Annual Meeting, please call Pacific Enterprises Shareholder Services, 1-800-722-5483.

Very truly yours,  
/s/ Willis B. Wood, Jr.  
Willis B. Wood, Jr.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The 110th Annual Meeting of Shareholders of Pacific Enterprises will be held on Thursday, May 9, 1996 at 9:30 a.m. in the Burbank Airport Hilton and Convention Center, 2500 Hollywood Way, Burbank, California. At the Annual Meeting, shareholders will consider the following items of business:

1. The election of directors.
2. Such other business as may properly come before the meeting.

Shareholders of record at the close of business on March 18, 1996 are entitled to notice of and to vote at the Annual Meeting.

ONLY SHAREHOLDERS OF PACIFIC ENTERPRISES ARE ENTITLED TO ATTEND THE ANNUAL MEETING.

AN ADMISSION TICKET TO THE ANNUAL MEETING IS PRINTED ON THE INSIDE BACK COVER OF THIS PROXY STATEMENT. IF YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE BRING THIS TICKET WITH YOU. IT WILL ADMIT YOU AND A GUEST OR FAMILY MEMBER TO THE MEETING.

Shareholders who do not bring an admission ticket to the Annual Meeting must have their share ownership verified to obtain admission. Shareholders of record will be admitted upon verification of record share ownership at the admission desk. Shareholders who own shares through banks, brokerage firms, nominees, employee benefit plans or other account custodians, must present proof of beneficial share ownership (such as a brokerage account or employee benefit plan statement) at the admission desk.

If you expect to attend the Annual Meeting in person, please check the attendance box provided on the enclosed proxy card or voting instruction. Seating is limited and will be on a first-come, first-served basis. Doors will open at 8:30 a.m.

Thomas C. Sanger, Secretary

March 22, 1996

TABLE OF CONTENTS

	PAGE
	----
Pacific Enterprises.....	1
Outstanding Shares and Voting Rights.....	1
Board of Directors.....	3
Election of Directors.....	4
Share Ownership of Directors and Executive Officers.....	8
Financial Performance and Shareholder Returns.....	9
Report of the Compensation Committee.....	11
Executive Compensation.....	15
Solicitation of Proxies and Voting Instructions.....	18
Independent Auditors.....	19
Annual Reports.....	19
Shareholder Proposals.....	19

PACIFIC ENTERPRISES

-----  
PROXY STATEMENT  
-----

Pacific Enterprises is providing this Proxy Statement to shareholders in connection with its Annual Meeting of Shareholders to be held May 9, 1996. It is being mailed to shareholders commencing March 22, 1996.

PACIFIC ENTERPRISES

Pacific Enterprises is a Los Angeles-based utility holding company engaged in supplying natural gas throughout most of Southern and portions of Central California. These operations are conducted through Southern California Gas Company, the nation's largest natural gas distribution utility, which provides gas service through 4.7 million meters to 535 cities and communities in a 23,000-square-mile service territory with a population of 17 million. Through other subsidiaries, Pacific Enterprises is also engaged in interstate and offshore natural gas transmission to serve its utility operations and in alternate energy development.

Pacific Enterprises was incorporated in California in 1907 as the successor to a corporation organized in 1886. Its principal executive offices are located at 555 West Fifth Street, Los Angeles, California and its telephone number is (213) 895-5000.

OUTSTANDING SHARES AND VOTING RIGHTS

Shareholders who are present at the Annual Meeting in person or by proxy will be entitled to one vote for each share of Pacific Enterprises Common Stock and Voting Preferred Stock which they held of record on March 18, 1996. On that date 84,809,613 shares of Pacific Enterprises Common Stock and 800,253 shares of Pacific Enterprises Voting Preferred Stock were outstanding.

Pacific Enterprises' bylaws permit each shareholder who desires to do so to elect that his or her identity and individual vote be held confidential. Confidentiality will not apply to the extent that voting disclosure is required by applicable law or is appropriate to assert or defend any claim relating to shareholder voting. Confidentiality also will not apply with respect to any matter for which shareholder votes are solicited in opposition to the nominees or voting recommendations of the Board of Directors

unless the persons engaged in the opposition solicitation provide shareholders with voting confidentiality (which, if not otherwise provided, will be requested by Pacific Enterprises) comparable to the voting confidentiality provided by Pacific Enterprises. A shareholder desiring confidential voting must mark the appropriate box and return the enclosed proxy card.

The employee benefit plans of Pacific Enterprises and its subsidiaries automatically provide for confidential voting by employees participating in the plans. Employees holding shares through these plans need not take any action to obtain confidential voting and may vote their shares by returning the enclosed voting instruction.

Proxies and voting instructions that are timely received will be voted in the manner directed thereon. If no direction is given, they will be voted, as to the shares for which they are authorized to be voted, in accordance with the recommendations of the Board of Directors. Only votes for or against a particular matter will be counted as votes cast in determining the outcome of that matter.

## BOARD OF DIRECTORS

Pacific Enterprises' entire Board of Directors is elected at each Annual Meeting of Shareholders. During 1995, the Board of Directors held twelve meetings.

### BOARD COMMITTEES

The Board of Directors maintains standing Audit, Compensation, Executive, Nominating and Public Policy Committees.

THE AUDIT COMMITTEE, which consists entirely of non-officer directors, recommends to the Board of Directors the selection of independent auditors; approves and reviews services and fees of independent auditors; and reviews accounting and financial policies, internal accounting controls and the results of audit engagements. During 1995, the Committee held three meetings.

THE COMPENSATION COMMITTEE reviews the performance and approves or recommends the compensation of senior management and recommends the adoption of and administers compensation plans in which senior management is eligible to participate. The Committee also considers management succession plans. During 1995, the Committee held five meetings.

THE EXECUTIVE COMMITTEE may act on all but certain major corporate matters reserved to the Board of Directors. It meets when emergency issues or scheduling make it difficult to assemble the Board of Directors. During 1995, the Committee did not meet.

THE NOMINATING COMMITTEE considers and makes recommendations regarding the nominations of directors and the size and composition of the Board of Directors. During 1995, the Committee held three meetings. The Committee will consider shareholder suggestions for nominees for director. Suggestions may be submitted to the Secretary of Pacific Enterprises, P.O. Box 60043, Los Angeles, California 90060-0043. Biographical information concerning the proposed nominee should also be included to assist the Committee in its deliberations.

THE PUBLIC POLICY COMMITTEE reviews and monitors Pacific Enterprises' fulfillment of its responsibilities on matters of public policy and corporate governance. During 1995, the Committee held three meetings.

### DIRECTOR COMPENSATION

Directors who are also officers of Pacific Enterprises or its subsidiaries are not separately compensated for their services as directors or as members of Committees of the Board of Directors. Non-officer directors receive annual retainers of \$25,000 and an additional \$3,000 for each Committee which they chair. Non-officer directors also receive \$900 for each meeting of the Board of Directors or Committee of the Board of Directors which they attend. Directors may defer the receipt of their compensation and earn interest on the amounts deferred.

Non-officer directors receive retirement benefits commencing upon the later of retirement or attaining age 65. The annual retirement benefit is the sum of the then current annual base retainer and the then current Board meeting fee multiplied by ten and adjusted upward for subsequent increases in the retainer or meeting fee. The benefit continues for a maximum period equal to the director's years of service as a non-officer director.

#### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee is comprised of four members, all of whom are non-officer directors. The members of the Committee are Wilford D. Godbold, Jr., Harold M. Messmer, Jr., Ignacio E. Lozano, Jr., and Richard J. Stegemeier. During 1995, Robert Half International, Inc., of which Mr. Messmer is Chairman, President and Chief Executive Officer, was paid \$105,000 by Pacific Enterprises for personnel recruitment services.

#### ELECTION OF DIRECTORS

At the Annual Meeting, ten directors (comprising the entire authorized number of directors) will be elected to hold office until the next Annual Meeting and until their successors have been elected and qualified. The ten director candidates receiving the highest number of affirmative votes of the shares entitled to be voted will be elected as directors.

The names of the Board of Directors' ten nominees for election as directors and biographical and shareholding information (see also "Share Ownership of Directors and Executive Officers") regarding each nominee are set forth below. Each nominee is currently a director of both Pacific Enterprises and Southern California Gas Company and, unless otherwise noted, has held the position set forth beneath his or her name or various positions with the same organization for at least the last five years.

The proxies and voting instructions solicited by this Proxy Statement will be voted for the election of these nominees unless other instructions are specified. If any nominee should become unavailable to serve, the proxies and voting instructions may be voted for a substitute nominee designated by the Board of Directors or the authorized number of directors may be reduced.

[PHOTO OF  
HYLA H. BERTEA]

HYLA H. BERTEA,  
COMMUNITY LEADER.  
Mrs. Bertea, 55, has been a director of Pacific Enterprises since 1988. She is a realtor with Grubb & Ellis, a real estate sales company. She is Commissioner of the California Horse Racing Board and a Trustee of Lewis & Clark College. For a number of years she has been involved in leadership positions with various cultural, educational and health organizations in the Orange County and Los Angeles areas. She was a co-commissioner of gymnastics and member of the executive staff for the 1984 Olympics.

Committees:                    Audit, Nominating, and Public                    Shares: 5,429  
Policy

[PHOTO OF  
HERBERT L. CARTER]

HERBERT L. CARTER,  
EXECUTIVE VICE CHANCELLOR EMERITUS AND TRUSTEE  
PROFESSOR OF PUBLIC ADMINISTRATION OF THE  
CALIFORNIA STATE UNIVERSITY SYSTEM.  
Dr. Carter, 62, has been a director of Pacific Enterprises since 1991. He was President and Chief Executive Officer of United Way of Greater Los Angeles from 1992 until 1995 and Executive Vice Chancellor of the California State University System from 1974 until 1992. He is a director of Golden State Mutual Insurance Co.; a member of the Board of Councilors of the School of Public Administration, University of Southern California; and a member of the Board of Trustees of Loyola Marymount University.

Committees:                    Audit, Nominating, and Public                    Shares: 852  
Policy

[PHOTO OF  
RICHARD D. FARMAN]

RICHARD D. FARMAN,  
PRESIDENT AND CHIEF OPERATING OFFICER OF PACIFIC ENTERPRISES.  
Mr. Farman, 60, has been a director of Pacific Enterprises since 1992. He currently serves as Chairman of KCET Public Service Television and Co-Chair of Progress L.A., Inc. He is a director and executive committee member of the Los Angeles Area Chamber of Commerce, and director of Union Bank, Sentinel Group Funds, Inc. and the National Business-Higher Education Forum. He is a past chairman of the American Gas Association and the Natural Gas Council, and a member of the Pacific Coast Gas Association and the National Petroleum Council.

Committees:                    Executive                    Shares: 152,745  
and Public Policy

[PHOTO OF  
WILFORD D. GODBOLD, JR.]

WILFORD D. GODBOLD, JR.,  
PRESIDENT, CHIEF EXECUTIVE OFFICER AND A DIRECTOR  
OF ZERO CORPORATION, AN INTERNATIONAL MANUFACTURER  
OF ENCLOSURES AND COOLING EQUIPMENT FOR THE ELEC-  
TRONICS MARKET, AND OF AIR CARGO AND AIR FREIGHT  
ENCLOSURES.  
Mr. Godbold, 57, has been a director of Pacific Enterprises since 1990. He is also a director of Santa Fe Pacific Pipelines, Inc.; the California State Chamber of Commerce (past chairman); The Employer's Group (past chairman); a member of the Board of Trustees of the 4 A's Foundation and The Wellness Community; and a member of the Council on California Competitiveness. He is a past President of the Board of Trustees of Marlborough School.

Committees:                    Audit,                    Shares: 2,000  
Compensation, and Executive

[PHOTO OF  
IGNACIO E. LOZANO, JR.]

IGNACIO E. LOZANO, JR.,  
CHAIRMAN OF THE BOARD OF LA OPINION, A SPANISH  
LANGUAGE DAILY NEWSPAPER. DURING 1976 AND 1977 MR.  
LOZANO SERVED AS UNITED STATES AMBASSADOR TO EL  
SALVADOR.

Mr. Lozano, 69, has been a director of Pacific  
Enterprises since 1978. He is also a director of  
BankAmerica Corporation, Bank of America NT&SA, The  
Walt Disney Company, Pacific Mutual Life Insurance  
Company, the Santa Anita Foundation and the Youth  
Opportunities Foundation. He is a trustee of the  
University of Notre Dame and a member of the Cali-  
fornia Press Association.

Committees:

Audit, Shares: 1,373  
Compensation, Executive and  
Public Policy

[PHOTO OF  
HAROLD M. MESSMER, JR.]

HAROLD M. MESSMER, JR.,  
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER OF  
ROBERT HALF INTERNATIONAL INC., A PERSONNEL SERVICE  
FIRM SPECIALIZING IN THE ACCOUNTING, FINANCIAL,  
BANKING AND INFORMATION SYSTEMS FIELDS.

Mr. Messmer, 50, has been a director of Pacific  
Enterprises since 1991. He is also a director of  
Airborne Freight Corporation, First Interstate  
Bancorp, Health Care Property Investors, Inc., and  
Spieker Properties, Inc. He is an active member of  
the Young Presidents' Organization and serves on  
the board of several civic and educational groups,  
including the San Francisco Bay Area Council and  
the San Francisco Boys and Girls Club.

Committees:

Audit, Shares: 1,000  
Compensation, and Nominating

[PHOTO OF  
PAUL A. MILLER]

PAUL A. MILLER,  
RETIRED CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE  
OFFICER OF PACIFIC ENTERPRISES; CHAIRMAN OF THE  
EXECUTIVE COMMITTEE OF PACIFIC ENTERPRISES.  
Mr. Miller, 71, has been a director of Pacific  
Enterprises since 1952. He is also a director of  
Newhall Management Corporation, a director emeritus  
of Wells Fargo & Company, Wells Fargo Bank, N.A.,  
and a trustee of Mutual Life Insurance Company of  
New York. He is a life trustee of the University of  
Southern California.

Committee:

Executive Shares: 11,386

[PHOTO OF  
RICHARD J. STEGEMEIER]

RICHARD J. STEGEMEIER,  
CHAIRMAN EMERITUS OF THE BOARD OF UNOCAL  
CORPORATION, AN INTEGRATED PETROLEUM COMPANY.  
Mr. Stegemeier, 67, became a director of Pacific  
Enterprises in 1995. He is also a director of  
Unocal Corporation, First Interstate Bancorp,  
Foundation Health Corporation, Halliburton Compa-  
ny, Northrop Grumman Corporation and Outboard  
Marine Corporation.

Committees:

Audit, Shares: 1,000  
Compensation, and  
Nominating

[PHOTO OF  
DIANA L. WALKER]

DIANA L. WALKER,  
PARTNER IN THE LOS ANGELES BASED LAW FIRM OF  
O'MELVENY & MYERS.

Mrs. Walker, 54, has been a director of Pacific Enterprises since 1989. She is a director of United Way of Greater Los Angeles and a former trustee of Marlborough School. She has served various professional organizations. O'Melveny & Myers, of whom Mrs. Walker is a partner, provides legal services to Pacific Enterprises.

Committees:                      Audit, Nominating, and Public                      Shares:    512  
Policy

[PHOTO OF  
WILLIS B. WOOD, JR.]

WILLIS B. WOOD, JR.,  
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER  
OF PACIFIC ENTERPRISES.

Mr. Wood, 61, has been a director of Pacific Enterprises since 1989. He is also a director of Great Western Financial Corporation and Great Western Bank. He is the Chairman of the California Medical Center Foundation; a director of the California State Chamber of Commerce, the National Association of Manufacturers, the Los Angeles World Affairs Council and the Automobile Club of Southern California; Vice Chairman of the Board of Trustees of Harvey Mudd College, a trustee of the University of Southern California and the Southwest Museum; and a member of the California Business Roundtable.

Committee:                      Executive    Shares: 262,286

SHARE OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the number of shares of Pacific Enterprises Common Stock beneficially owned as of March 18, 1996 by each director and nominee, the chief executive officer and the four other most highly compensated executive officers of Pacific Enterprises and, as a group, all such persons and all other executive officers.

NAME	NUMBER OF SHARES OF COMMON STOCK
Hyla H. Berteau.....	5,429
Herbert L. Carter (#1).....	852
Richard D. Farman (#2).....	152,745
Wilford D. Godbold, Jr.....	2,000
Frederick E. John (#2).....	39,054
Ignacio E. Lozano, Jr. (#3).....	1,373
Harold M. Messmer, Jr.....	1,000
Paul A. Miller.....	11,386
Warren I. Mitchell (#2).....	60,420
Debra L. Reed (#2).....	17,690
Richard J. Stegemeier.....	1,000
Diana L. Walker.....	512
Willis B. Wood, Jr. (#2).....	262,286
All Directors and Executive Officers as a group (17 persons) (#2).....	636,157

- #1 Includes 39 shares held as guardian.
- #2 Includes shares issuable upon exercise of employee stock options that are exercisable prior to May 31, 1996. Such option shares total 134,666 shares for Mr. Farman, 33,600 shares for Mr. John, 56,100 shares for Mr. Mitchell, 14,100 shares for Ms. Reed, 234,000 shares for Mr. Wood and 538,266 shares for all executive officers as a group.
- #3 Includes 500 shares held by spouse.

The shares of Pacific Enterprises Common Stock owned by all directors and executive officers as a group represent less than 1% of the outstanding voting shares.

THE FOLLOWING INFORMATION CONTAINED UNDER THE CAPTIONS "FINANCIAL PERFORMANCE AND SHAREHOLDER RETURNS" AND "REPORT OF THE COMPENSATION COMMITTEE" SHALL NOT BE DEEMED TO BE "SOLICITING MATERIAL" OR TO BE "FILED" WITH THE SECURITIES AND EXCHANGE COMMISSION AND SHALL NOT BE DEEMED TO BE INCORPORATED INTO ANY FILING BY PACIFIC ENTERPRISES UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES EXCHANGE ACT OF 1934 IN THE ABSENCE OF SPECIFIC REFERENCE TO SUCH INFORMATION AND CAPTIONS.

#### FINANCIAL PERFORMANCE AND SHAREHOLDER RETURNS

During 1995, Pacific Enterprises earned \$185 million (\$2.12 per share of Common Stock) compared to \$172 million (\$1.95 per share of Common Stock) during 1994. It also increased dividends on Common Stock by 6% to an annual rate of \$1.36 per share and redeemed \$30 million of Preferred Stock.

These improvements in financial performance were achieved primarily as a result of an increase from 11% to 12% in the return on common equity authorized for Southern California Gas Company by the California Public Utilities Commission and reductions in operating costs that enabled the Gas Company to exceed its authorized return. During 1995, the Gas Company achieved a return on equity of 13.9%.

Pacific Enterprises' financial results have been reflected in its stock price performance and total return to shareholders as shown in the graphs on the following page. These graphs compare the market value over the last three and five years (assuming reinvestment of dividends) of an initial \$100 investment in Pacific Enterprises Common Stock at the beginning of each period with an identical investment in a weighted basket of stocks comprising the Standard & Poor's 500 Stock Index and indices of diversified/ integrated gas utilities and gas distribution utilities developed by the American Gas Association.

Pacific Enterprises believes comparisons of its performance with that of the diversified/integrated gas utilities index are appropriate for years prior to 1993 when it was engaged in significant non-utility operations. Substantially all of these operations were sold during 1992 and early 1993 as part of a strategic plan to refocus on natural gas utility operations. Accordingly Pacific Enterprises believes that comparisons with the gas distribution utilities index are more appropriate for 1993 and subsequent years.

COMPARISON OF FIVE YEAR CUMULATIVE TOTAL RETURN\*

	1991	1992	1993	1994	1995
	----	----	----	----	----
Pacific Enterprises.....	\$ 86	\$ 62	\$ 81	\$ 77	\$108
S & P 500.....	130	140	154	156	212
AGA Gas Distribution Utilities.....	121	145	168	153	200
AGA Diversified/Integrated Gas Utilities....	87	92	104	91	123

COMPARISON OF THREE YEAR CUMULATIVE TOTAL RETURN\*\*

	1993	1994	1995
	-----	-----	-----
Pacific Enterprises.....	\$ 131	\$ 124	\$ 175
S & P 500.....	110	112	152
AGA Gas Distribution Utilities.....	116	106	138
AGA Diversified/Integrated Gas Utilities....	113	89	133

- - - - -  
 \* Assumes \$100 invested on January 1, 1991 and all dividends reinvested.

\*\* Assumes \$100 invested on January 1, 1993 and all dividends reinvested.

The companies comprising the American Gas Association's diversified/integrated gas utilities group are Chesapeake Utilities Corporation, The Columbia Gas System, Inc., Consolidated Natural Gas Company, Eastern Enterprises, Energen Corporation, Enserch Corporation, Equitable Resources, Inc., K N Energy, Inc., National Fuel Gas Company, National Gas & Oil Company, NorAm Energy Corp., ONEOK Inc., Pennsylvania Enterprises, Questar Corporation, South Jersey Industries, Inc., Southwest Gas Corporation, Southwestern Energy Company, UGI Corporation, Valley Resources, Inc., Washington Energy Company and WICOR, Inc.

The companies comprising the American Gas Association's gas distribution utilities group are Atlanta Gas Light Company, Atmos Energy Corporation, Bay State Gas Company, The Berkshire Gas Company, Brooklyn Union Gas Company, Colonial Gas Company, Connecticut Energy Corporation, Connecticut Natural Gas Corporation, Delta Natural Gas Company, Inc., EnergyNorth, Inc., EnergyWest, Essex County Gas Company, Fall River Gas Company, Indiana Energy, Inc., Laclede Gas Company, MCN Corporation, Mobile Gas Service Corporation, New Jersey Resources Corporation, NICOR, Inc., North Carolina Natural Gas Corporation, Northwest Natural Gas Company, NUI Corporation, Pacific Enterprises, Peoples Energy Corporation, Piedmont Natural Gas Company, Inc., Providence Energy Corporation, Public Service Company of North Carolina, Incorporated, Southern Union Company, United Cities Gas Company, Washington Gas Light Company, and Yankee Energy System, Inc.

The factors affecting Pacific Enterprises' future performance are discussed under the caption "Financial Review -- Management's Discussion and Analysis" in Pacific Enterprises' 1995 Annual Report to Shareholders and in the financial statements appearing on pages 31 through 51 of the Annual Report.

#### REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee reviews management compensation levels, evaluates management performance, and considers management succession and related matters. The Committee also administers Pacific Enterprises' various executive incentive plans.

Each year the Compensation Committee reviews and approves a compensation plan for Pacific Enterprises' executive officers. The plan is developed in conjunction with independent compensation consultants and includes a review of compensation practices of large gas and electric utilities (including several companies in the American Gas Association's index of gas distribution utilities) and gas transmission companies throughout the United States, a review of the performance of these companies and Pacific Enterprises, and subjective judgments as to the past and expected future contributions of Pacific Enterprises' individual executives.

Base salaries are reviewed annually and adjustments are also considered upon changes in executive responsibilities. Annual performance bonus opportunity levels are developed and payment of bonuses tied to Pacific Enterprises' success in achieving a rate of return on equity derived from that

authorized for Southern California Gas Company by the California Public Utilities Commission. Longer term incentive compensation is provided by annual grants of employee stock options which closely relate compensation to shareholder returns.

#### COMPENSATION CONSULTANTS

To assist in performing its functions, the Compensation Committee retains Hewitt Associates, a nationally recognized consulting firm specializing in executive compensation issues. Hewitt Associates assists the Committee in formulating executive compensation policies and advises the Committee on programs and practices to implement policies adopted by the Committee. In doing so, Hewitt Associates prepares and reviews with the Committee surveys and other materials reflecting executive compensation policies of other companies and other factors (including relative performance and general economic conditions) which they deem relevant.

#### COMPENSATION POLICY

The Compensation Committee has adopted a policy that overall compensation (salary, targeted annual bonuses and the grant-date estimated value of annual employee stock option awards) for executive officers generally should approximate the mid-point of overall compensation for similar levels of responsibility at large energy utilities and gas transmission companies. To align compensation with performance, the Committee has also adopted programs which afford the flexibility to recognize exceptional results through incentive-based compensation.

The Compensation Committee believes its policies appropriately align the financial interests of Pacific Enterprises' executives with those of shareholders. All elements of executive compensation are at levels comparable to other large energy utilities and gas transmission companies for comparable levels of performance in 1995. In addition, amounts paid as annual bonuses and the realized value of stock options is highly variable and closely tied to corporate performance. As a consequence, much of an executive officer's compensation is "at risk" with the targeted value of annual bonuses and the grant-date estimated value of annual employee stock option awards intended to contribute from about 40% to 60% of total annual compensation.

As one of the factors in its consideration of compensation matters, the Compensation Committee considers the anticipated tax consequences to Pacific Enterprises and its executives of the form and amount of executive compensation and considers various alternatives for preserving the tax deductibility of executive compensation to Pacific Enterprises to the extent reasonably practicable and consistent with the Committee's other compensation objectives. Consequently, last year Pacific Enterprises obtained shareholder approval of performance goals for the payment of bonuses and dividend equivalents. This approval is intended to assure that bonus and dividend equivalent opportunities awarded over the next several years will, upon payment, be a tax deductible compensation expense to Pacific Enterprises.

## COMPENSATION AWARDS

### SALARIES

Willis B. Wood, Jr., Chairman of the Board and Chief Executive Officer, and Richard D. Farman, President and Chief Operating Officer did not receive salary increases for 1995. Reflecting a policy of the Compensation Committee to place more of their compensation at risk, they were offered and accepted greater performance bonus opportunities for 1995 in lieu of salary increases.

### PERFORMANCE BONUSES

The Compensation Committee establishes annual performance bonus opportunities for executive officers based upon the attainment of objective financial goals. Performance at targeted levels is intended to compensate executive officers with bonuses at the midpoint for bonuses for comparable levels of responsibility and performance at other large energy utilities and gas transmission companies. Target award levels for 1995 ranged from 45% of base salary for the Chief Executive Officer and the President to 25% of base salary for Vice Presidents with maximum award levels for excellent performance ranging from 95% to 38% of base salary.

During 1995, the continued superior performance of Southern California Gas Company resulted in Pacific Enterprises achieving a return on equity of 14%. This return was substantially above the rate of return authorized for Southern California Gas Company by the California Public Utilities Commission and the target return established by the Compensation Committee for the payment of annual performance bonuses. This excellent return, together with favorable assessments of their contributions to achieving it, resulted in paying maximum performance bonuses to Messrs. Wood and Farman for 1995.

### STOCK OPTIONS

To provide long-term incentive compensation and in lieu of cash compensation, the Compensation Committee relies exclusively upon awards of stock options, the ultimate realizable value of which closely equates compensation to shareholder returns. Stock options are granted with an exercise price that is not less than the fair market value of the option shares at the date of the grant. They are typically granted for a ten-year term and vest in equal cumulative annual installments over a three-year period with vesting and exercisability subject only to continuing employment.

Commencing in 1995, the Compensation Committee also began granting stock options with performance-based dividend equivalents. These provide executive officers with the opportunity to receive, upon the exercise of an option, all or a portion of the cash dividends that would have been paid on the shares as to which the option is exercised as if the shares had been outstanding from the date the option was granted. No dividend equivalents are payable unless Pacific Enterprises meets a threshold three-year cash flow performance goal and the percentage of dividends paid as dividend equivalents (to a maximum of all of the dividends that would have been paid on the shares) will depend upon the extent to which this threshold performance goal is exceeded. In addition, no dividend equivalents are payable in respect of the exercise of any "out-of-the-money" option -- an option for which the exercise price exceeds the market value of the shares purchased.

In awarding stock options, the Compensation Committee sizes option grants to provide a grant-date estimated value at the approximate midpoint for option and other long-term incentive awards provided by large energy utilities and gas transmission companies for comparable levels of responsibility. Since the Compensation Committee uses only stock options to provide long-term incentive compensation, option awards are typically larger than those at otherwise comparable companies that provide additional forms of long-term compensation. During 1995, Messrs. Wood and Farman were awarded options having a grant-date estimated value of \$423,060 (66,000 shares) and \$320,500 (50,000 shares), respectively.

COMPENSATION COMMITTEE  
Harold M. Messmer, Jr., Chairman  
Wilford D. Godbold, Jr.  
Ignacio E. Lozano, Jr.  
Richard J. Stegemeier

EXECUTIVE COMPENSATION

The following table summarizes the compensation paid by Pacific Enterprises and its subsidiaries to those persons who were, at December 31, 1995, Pacific Enterprises' chief executive officer and its other four most highly compensated executive officers.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITIONS	LONG-TERM COMPENSATION						
	ANNUAL COMPENSATION			AWARDS			
	YEAR	SALARY	BONUS	RESTRICTED STOCK AWARDS	SHARES UNDERLYING OPTIONS/SARS	PAYOUTS LTIP PAYOUTS	ALL OTHER COMPENSATION (#1)
Willis B. Wood, Jr. Chairman and Chief Executive Officer of Pacific Enterprises	1995	\$641,000	\$603,250	\$-0-	66,000	\$-0-	\$63,728
	1994	\$641,000	\$428,626	\$-0-	60,000	\$-0-	\$72,658
	1993	\$641,000	\$511,438	\$-0-	80,000	\$-0-	\$57,808
Richard D. Farman President and Chief Operating Officer of Pacific Enterprises	1995	\$436,000	\$408,500	\$-0-	50,000	\$-0-	\$54,587
	1994	\$436,000	\$290,250	\$-0-	35,000	\$-0-	\$62,134
	1993	\$412,000	\$267,525	\$-0-	90,000	\$-0-	\$50,153
Warren I. Mitchell President of Southern California Gas Company	1995	\$306,000	\$180,000	\$-0-	27,000		\$ 5,836
	1994	\$291,000	\$171,000	\$-0-	25,000	\$-0-	\$ 6,803
	1993	\$271,000	\$154,200	\$-0-	32,000	\$-0-	\$ 8,243
Frederick E. John Senior Vice President of Pacific Enterprises	1995	\$251,000	\$128,625	\$-0-	15,000	\$-0-	\$ 5,751
	1994	\$212,600	\$ 92,970	\$-0-	10,000	\$-0-	\$ 5,650
	1993	\$209,600	\$ 85,800	\$-0-	8,000	\$-0-	\$ 5,865
Debra L. Reed Senior Vice President of Southern California Gas Company	1995	\$221,000	\$112,875	\$-0-	15,000	\$-0-	\$ 5,269
	1994	\$183,600	\$ 67,000	\$-0-	7,000	\$-0-	\$ 5,139
	1993	\$177,000	\$ 60,000	\$-0-	4,500	\$-0-	\$ 5,800

#1 Consists of interest accruals on deferred compensation above 120% of the applicable federal rate, the dollar value of insurance premiums paid with respect to the term portion of life insurance and employer contributions to defined contribution plans. Such interest accruals, insurance premiums and contributions for 1995 were, respectively, \$56,863, \$2,192 and \$4,673 for Mr. Wood; \$48,492, \$1,461 and \$4,604 for Mr. Farman; \$271, \$1,065 and \$4,500 for Mr. Mitchell; \$299, \$858 and \$4,594 for Mr. John and \$-0-, \$769 and \$4,500 for Ms. Reed.

STOCK OPTIONS

The following table sets forth information regarding stock options granted during 1995 to each of the executive officers named under "Executive Compensation -- Summary Compensation Table."

OPTION/SAR GRANTS (#1)

NAME	NUMBER OF SHARES UNDERLYING OPTIONS/SARS	PERCENT OF TOTAL OPTIONS/SARS GRANTED TO EMPLOYEES IN 1995	EXERCISE PRICE	EXPIRATION DATE	GRANT DATE ESTIMATED PRESENT VALUE (#2)
Willis B. Wood, Jr.....	66,000	11.3%	\$ 24 1/4	3/6/05	\$ 423,060
Richard D. Farman.....	50,000	8.6%	\$ 24 1/4	3/6/05	\$ 320,500
Warren I. Mitchell.....	27,000	4.6%	\$ 24 1/4	3/6/05	\$ 173,070
Frederick E. John.....	15,000	2.6%	\$ 24 1/4	3/6/05	\$ 96,150
Debra L. Reed.....	15,000	2.6%	\$ 24 1/4	3/6/05	\$ 96,150

#1 All options were granted with performance-based dividend equivalents (see "Report of the Compensation Committee -- Compensation Awards -- Stock Options") and at an exercise price of 100% of the fair market value of the option shares on the date of grant; are for a ten-year term, subject to earlier expiration upon termination of employment; and become exercisable in cumulative annual installments of one-third of the shares initially subject to the option on each of the first three anniversaries of the date of grant. Upon a change in control in Pacific Enterprises, the time periods relating to the exercise of stock options will be accelerated and, upon the request of the optionee, Pacific Enterprises will purchase the option for an amount in cash equal to the amount which could be realized upon the exercise thereof.

#2 Estimated present value is based on the Black Scholes Model and consists of an option value of \$4.13 and a dividend equivalent value of \$2.28. The following assumptions were used in the Black Scholes Model: stock price volatility of 25.44%, a risk-free rate of return of 7.2%, and an annual dividend yield of 5.28%. Further adjustments were made based on actuarial assumptions regarding the termination of employment prior to option vesting and prior to expiration of the ten-year option term, reducing estimated values by 15.54% and 9.08% respectively. The dividend equivalent value is based on \$1.28 annual dividend (the rate in effect at the grant date), and the volatility of the cash flow measures which determine the amount of dividend equivalents paid. At target levels of performance, 67% of the dividends are paid. Options will have no actual value unless the stock price appreciates from the date of grant to the exercise date. If the named officers realize the estimated grant date values, total shareholder value (dividends and stock price appreciation) will have increased by approximately \$543 million and the value of the named officers options will be .195% of the total increase.

The following table sets forth as to each executive officer named under "Executive Compensation -- Summary Compensation Table" information regarding stock options exercised in 1995 and the value of stock options outstanding at December 31, 1995.

OPTION/SAR EXERCISES AND OPTION/SAR VALUES

NAME	OPTIONS/SARS EXERCISED IN 1995		NUMBER OF SHARES UNDERLYING UNEXERCISED OPTIONS/SARS AT DECEMBER 31, 1995(#1)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS/SARS AT DECEMBER 31, 1995	
	SHARES ACQUIRED	VALUE REALIZED	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
Willis B. Wood, Jr.....	-0-	-0-	157,000	209,000	\$ 833,000	\$ 2,099,000
Richard D. Farman.....	-0-	-0-	92,000	150,000	\$ 372,250	\$ 1,091,250
Warren I. Mitchell.....	15,000	\$ 78,125	35,100	78,200	\$ 84,800	\$ 545,000
Frederick E. John.....	11,200	\$ 56,500	21,400	33,400	\$ -0-	\$ 181,800
Debra L. Reed.....	6,800	\$ 23,675	6,800	24,200	\$ -0-	\$ 118,388

#1 The exercise price of outstanding options ranges from \$19 1/4 to \$50 7/8.

PENSION BENEFITS

The following table sets forth estimated annual pension benefits, including supplemental pension benefits, payable upon retirement at age 65 to Pacific Enterprises' executive officers (based upon payment of benefits as a straight life annuity after maximum offset for social security benefits but without offset for any other benefits) in various compensation and years-of-service classifications.

PENSION PLAN TABLE

REMUNERATION (#1)	YEARS OF SERVICE (#2)				
	15 YEARS	20 YEARS	25 YEARS	30 YEARS	35 YEARS
\$ 200,000.....	\$ 93,000	\$115,000	\$117,500	\$120,000	\$122,500
400,000.....	195,000	235,000	240,000	245,000	250,000
600,000.....	295,000	355,000	362,500	370,000	377,500
800,000.....	395,000	475,000	485,000	495,000	505,000
1,000,000.....	495,000	595,000	607,500	620,000	632,500
1,200,000.....	595,000	715,000	730,000	745,000	760,000
1,400,000.....	693,000	833,000	850,000	868,000	885,000

#1 Average salary for highest three consecutive years of service and average of three highest annual bonuses during the last ten years of service.

#2 Years of service number 35 for Mr. Wood, 17 for Mr. Farman, 37 for Mr. Mitchell, 14 for Mr. John and 17 for Ms. Reed.

## SOLICITATION OF PROXIES AND VOTING INSTRUCTIONS

The accompanying proxy or voting instruction is solicited on behalf of the Board of Directors of Pacific Enterprises. All shares represented by properly executed proxies and voting instructions received in time for the Annual Meeting will be voted in accordance with the instructions specified thereon. If no instructions are specified, the shares will be voted in accordance with the recommendations of the Board of Directors. The holders of the proxies or voting instructions are authorized to vote the shares in their discretion as to any other business that may come before or any matters incident to the conduct of the Annual Meeting.

A shareholder giving a proxy may revoke it at any time before it is voted by delivering to Pacific Enterprises a written notice of revocation, presenting to the Annual Meeting a valid proxy bearing a later date, or attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not by itself revoke a proxy.

Employee benefit plans of Pacific Enterprises and its subsidiaries held 12,225,052 shares of Pacific Enterprises Common Stock at March 18, 1996, representing 14.3% of the outstanding voting shares. Participants in these plans may direct the voting of shares allocated to their individual employee accounts by providing timely voting instructions to the plan trustees. Instructions must be received by the trustees, and may be revoked or changed only by new instructions received by the trustees, at least two days before the Annual Meeting.

Of the shares held by employee benefit plans, 9,907,621 shares (representing 11.6% of the outstanding voting shares) are held by the Retirement Savings Plans of Pacific Enterprises and its subsidiaries. Substantially all of these shares have been allocated to individual employee accounts. To the extent consistent with its fiduciary duties, Bankers Trust Company of California, N.A., as trustee for the plans, will vote unallocated shares and allocated shares for which voting instructions are not timely received in the same manner and proportion as allocated shares for which voting instructions are timely received.

The remaining shares held by employee benefit plans (2,317,431 shares, representing 2.7% of the outstanding voting shares) are held by Pacific Enterprises' employee stock ownership plan. None of these shares has been allocated to individual employee accounts and will be voted by the plan trustee, U.S. Trust Company of California, in accordance with instructions to be received from Pacific Enterprises' Benefits Committee, all of the members of which are officers or other employees of Pacific Enterprises and Southern California Gas Company. The Benefits Committee has adopted a general guideline contemplating that these shares will be voted in the same manner and proportion as shares held in the Retirement Savings Plans are voted but meets shortly prior to each Annual Meeting to determine whether the specific issues to be voted upon are appropriate for the application of that guideline.

The expenses of soliciting proxies and voting instructions will be paid by Pacific Enterprises and will include reimbursement of banks, brokerage firms, nominees, fiduciaries, and other custodians for expenses of forwarding solicitation materials to beneficial owners of voting shares. The solicitation is being made by mail and may also be made in person or by letter, telephone, telegraph or other means of communication by directors, officers and management employees of Pacific Enterprises and its subsidiaries who will not be additionally compensated therefor. In addition, D. F. King & Co., Inc. has been retained by Pacific Enterprises to assist in the solicitation of proxies and will be paid a fee of \$11,000 plus reimbursement of expenses for these services.

#### INDEPENDENT AUDITORS

The Board of Directors, upon the recommendation of its Audit Committee, has selected Deloitte & Touche LLP to serve as Pacific Enterprises' independent auditors for 1996. Representatives of Deloitte & Touche LLP are expected to attend the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and to respond to appropriate questions from shareholders.

#### ANNUAL REPORTS

Pacific Enterprises' 1995 Annual Report to Shareholders was mailed to shareholders commencing March 8, 1996. Copies of Pacific Enterprises' Annual Report to the Securities and Exchange Commission on Form 10-K will be provided to shareholders, without charge, upon written request to the Secretary of Pacific Enterprises addressed to P.O. Box 60043, Los Angeles, California 90060-0043.

#### SHAREHOLDER PROPOSALS

Shareholders intending to bring any business before an Annual Meeting of Shareholders of Pacific Enterprises, including nominations of persons for election as directors, must give written notice to the Secretary of Pacific Enterprises of the business to be presented. The notice must be received at Pacific Enterprises' offices within the periods and must be accompanied by the information and documents specified in Pacific Enterprises' bylaws, a copy of which may be obtained by writing to the Secretary of Pacific Enterprises. The period for notice of business to be brought by shareholders before the 1996 Annual Meeting of Shareholders has expired.

The 1997 Annual Meeting of Shareholders is expected to be held on May 8, 1997. The period for the receipt by Pacific Enterprises of notice of business to be brought by shareholders before the 1997 Annual Meeting will commence on January 9, 1997 and end on March 10, 1997.

Proposals of shareholders that are intended to be included in Pacific Enterprises' proxy materials for the 1997 Annual Meeting of Shareholders under the Shareholder Proposal Rule of the Securities and Exchange Commission must be received by the Secretary of Pacific Enterprises on or before November 22, 1996.

-----

IF YOU ARE PLANNING TO ATTEND THE ANNUAL MEETING IN PERSON, PLEASE BRING THE ADMISSION TICKET PRINTED ON THIS PAGE WITH YOU. IF YOU DO NOT HAVE AN ADMISSION TICKET, VERIFICATION OF SHARE OWNERSHIP WILL BE NECESSARY TO OBTAIN ADMISSION TO THE ANNUAL MEETING. SEE "NOTICE OF ANNUAL MEETING" FOR DETAILS.

[LOGO]

1996 ANNUAL MEETING ADMISSION TICKET

THE ANNUAL MEETING OF SHAREHOLDERS WILL BE HELD AT 9:30 A.M. ON MAY 9, 1996,  
IN THE BURBANK AIRPORT HILTON AND CONVENTION CENTER, 2500 HOLLYWOOD WAY,  
BURBANK, CALIFORNIA

ADMIT ONE SHAREHOLDER AND GUEST

(Doors open at 8:30 a.m. You may by-pass the registration area and present this ticket to the hosts at the inside doors.)

NOTE: Cameras, tape recorders, etc., will not be allowed in the meeting room.

[LOGO]  
ANNUAL MEETING LOCATION  
[MAP]

[LOGO]

ANNUAL MEETING OF  
SHAREHOLDERS

BURBANK AIRPORT HILTON  
AND CONVENTION CENTER  
2500 HOLLYWOOD WAY  
BURBANK, CALIFORNIA

MAY 9, 1996

NOTICE OF MEETING  
AND  
PROXY STATEMENT

PACIFIC ENTERPRISES

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

1996

RICHARD D. FARMAN, THOMAS C. SANGER and WILLIS B. WOOD, JR., or any of them, with full power of substitution, are authorized to vote the shares of the undersigned at the Annual Meeting of Shareholders of Pacific Enterprises to be held on Thursday, May 9, 1996, at 9:30 A.M. or at any adjournment.

NOMINEES FOR ELECTION AS DIRECTORS: Hyla H. Berteau, Herbert L. Carter, Richard D. Farman, Wilford D. Godbold, Jr., Ignacio E. Lozano, Jr., Harold M. Messmer, Jr., Paul A. Miller, Richard J. Stegemeier, Diana L. Walker, Willis B. Wood, Jr.

THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED ON THE REVERSE AND, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR THE ELECTION OF DIRECTORS. The proxy holders are authorized to vote the shares in their discretion as to any other business that may come before the Annual Meeting.

(CONTINUED AND TO BE DATED AND SIGNED ON THE REVERSE SIDE)

PLEASE MARK  
/ X / YOUR VOTES AS  
THIS EXAMPLE

PACIFIC ENTERPRISES' BOARD OF DIRECTORS RECOMMENDS A VOTE FOR:

	FOR	WITHHELD
ELECTION OF DIRECTORS	/ /	/ /

For, except vote withheld from the following nominee(s):

\_\_\_\_\_

Mark here if you desire confidential voting in accordance with the policy described in the accompanying proxy statement. / /

Mark here if you expect to attend the Annual Meeting in person. / /

Date: \_\_\_\_\_, 1996

\_\_\_\_\_

\_\_\_\_\_  
PLEASE SIGN EXACTLY AS NAME APPEARS HEREON.

CONFIDENTIAL VOTING INSTRUCTIONS

SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF PACIFIC ENTERPRISES

Bankers Trust Company of California, N.A., Trustee for the Retirement Savings Plans of Pacific Enterprises and its subsidiaries, is authorized and instructed to vote or appoint a proxy or proxies to vote all shares of stock of Pacific Enterprises credited to my account in such Plans at the Annual Meeting of Shareholders of Pacific Enterprises to be held on Thursday, May 9, 1996, at 9:30 A.M. or at any adjournment.

Nominees for election as directors: Hyla H. Berteau, Herbert L. Carter, Richard D. Farman, Wilford D. Godbold, Jr., Ignacio E. Lozano, Jr., Harold M. Messmer, Jr., Paul A. Miller, Richard J. Stegemeier, Diana L. Walker, Willis B. Wood, Jr.

The Retirement Savings Plans of Pacific Enterprises and its subsidiaries make provisions for you to give confidential instructions as to how you wish shares held by you in the Plans to be voted at the Annual Meeting of Shareholders of Pacific Enterprises. To the extent consistent with its fiduciary duties, the Trustee will vote shares held in the Plans for which instructions are not timely received and shares not allocated to individual accounts in the same manner and ratio as shares for which voting instructions are timely received from participants in the Plans. Revocation or change of vote can be made only by new instructions received at least two days before the meeting.

THE SHARES REPRESENTED BY THIS INSTRUCTION WILL BE VOTED IN THE MANNER DIRECTED ON THE REVERSE AND, IF NO DIRECTION IS GIVEN, WILL BE VOTED FOR THE ELECTION OF DIRECTORS. The Trustee is authorized to vote the shares in its discretion with respect to any other business that may come before the Annual Meeting.

(CONTINUED AND TO BE DATED AND SIGNED ON REVERSE SIDE)

PLEASE MARK  
/X/ YOUR VOTES AS  
THIS EXAMPLE

PACIFIC ENTERPRISES' BOARD OF DIRECTORS RECOMMENDS A VOTE FOR:

	FOR	WITHHELD
ELECTION OF DIRECTORS	/ /	/ /

For, except vote withheld from the following nominee(s):

---

Voting instructions must be received by trustee, and may be revoked or changed only by new instructions received by the trustee, at least two days before the annual meeting.

SHARES

Date: \_\_\_\_\_, 1996

---

---

PLEASE SIGN EXACTLY AS NAME APPEARS HEREON.