

As filed with the Securities and Exchange Commission on  
January 2, 1996.

Registration No. 33-59683

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO  
REGISTRATION STATEMENT  
ON FORM S-8

under  
The Securities Act of 1933

ENOVA CORPORATION  
(Exact name of registrant as specified in its charter)

California

33-0643023

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(I.R.S. Employer  
Identification No.)

101 Ash Street  
San Diego, California

92101

-----  
(Address of Principal  
Executive Offices)

-----  
(Zip Code)

THE SAVINGS PLAN OF SAN DIEGO GAS & ELECTRIC COMPANY

-----  
(Full title of the plan)

DAVID R. CLARK  
Assistant General Counsel and Assistant Secretary  
Enova Corporation  
101 Ash Street  
San Diego, California 92101  
(619) 696-2000

-----  
(Name, address and telephone  
number, including area code,  
of agent for service)  
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This Post-Effective Amendment No. 1 to Registration  
Statement shall become effective upon filing in accordance  
with Rule 464 under the Securities Act of 1933.

ADOPTION OF PREDECESSOR ISSUER'S REGISTRATION STATEMENT

Enova Corporation ("Registrant" - formerly known as  
SDO Parent Co., Inc.) is the successor issuer to the  
Common Stock, without par value, of San Diego Gas &  
Electric Company ("SDG&E"). On January 1, 1996, the  
Registrant became the parent company of SDG&E and the  
issued and outstanding shares of SDG&E Common Stock were  
exchanged, on a share-for-share basis, for the Common  
Stock, without par value, of the Registrant. This Post-  
Effective Amendment No. 1 to SDG&E's Registration  
Statement on Form S-8 (No. 33-59683) is filed pursuant to  
Rule 414(d) under the Securities Act of 1933, as amended  
(the "Securities Act"). The Registrant expressly adopts  
such Registration Statement as its own for all purposes of

the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act").

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

\*Item 1. PLAN INFORMATION.

\*Item 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.

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\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents, filed by the Registrant, SDG&E or The Savings Plan of San Diego Gas & Electric Company (the "Plan") with the Securities and Exchange Commission (the "SEC"), are incorporated by reference in this Registration Statement:

(a) SDG&E's Annual Report on Form 10-K for the year ended December 31, 1994; and (i) The Plan's Annual Report on Form 11-K for the year ended June 30, 1994 and (ii) the Plan's Transition Report on Form 11-K for the six-month period ended December 31, 1994;

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 1994; and

(c) The description of the Registrant's Common Stock, without par value (the "Common Stock"), contained in the Registrant's registration statement for the Common Stock filed under the Exchange Act (File No. 1-11439) and declared effective on December 27, 1995, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the Registrant or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

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Item 4. DESCRIPTION OF SECURITIES.

Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

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 Restated Articles of Incorporation and the Bylaws of the Registrant 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 the Registrant shall be allowed, subject to certain limitations, in excess of the indemnification otherwise permissible under California law. The Registrant maintains liability insurance, and the Registrant is also insured against loss for which it may be required or permitted by law to indemnify its directors and officers for their related acts.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

Item 8. EXHIBITS.

See Index to Exhibits.

The Registrant undertakes that it has submitted or will submit the Plan and any amendment thereto to the Internal Revenue Service (the "IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan under the Employee Retirement Income Security Act of 1974, as amended.

Item 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(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 date of this Registration Statement (or the most recent post-effective

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amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

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

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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 a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and each filing of the Plan's annual report pursuant to 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 therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant 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, the Registrant will, unless in the opinion of its counsel the matter has been settled by

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controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

THE REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on December 29, 1995.

ENOVA CORPORATION, a California corporation

By: \*/s/ Thomas A. Page

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Thomas A. Page  
Chairman of the Board, Chief  
Executive Officer and President

Pursuant to the requirements of the Securities Act of

1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature -----	Title -----	Date -----
*/s/Thomas A. Page ----- Thomas A. Page	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	December 29, 1995
*/s/David R. Kuzma ----- David R. Kuzma	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	December 29, 1995
*/s/Frank H. Ault ----- Frank H. Ault	Vice President, Controller (Principal Accounting Officer)	December 29, 1995

Directors (other than Mr. Page):

*/s/Richard C. Atkinson ----- Richard C. Atkinson	Director	December 29, 1995
*/s/Ann Burr ----- Ann Burr	Director	December 29, 1995

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*/s/Richard A. Collato ----- Richard A. Collato	Director	December 29, 1995
* /s/ Daniel W. Derbes ----- Daniel W. Derbes	Director	December 29, 1995
*/s/Catherine T. Fitzgerald ----- Catherine T. Fitzgerald	Director	December 29, 1995
*/s/ Robert H. Goldsmith ----- Robert H. Goldsmith	Director	December 29, 1995
*/s/William D. Jones ----- William D. Jones	Director	December 29, 1995
*/s/Ralph R. Ocampo ----- Ralph R. Ocampo	Director	December 29, 1995
*/s/Thomas C. Stickel ----- Thomas C. Stickel	Director	December 29, 1995

\*By: /s/ David R. Snyder  
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Attorney-in-Fact

The Plan  
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Pursuant to the requirements of the Securities Act of 1933, the members of the Savings Plan Committee of San Diego Gas & Electric Company have duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on December 29, 1995.

\* /s/ Frank H. Ault                      \* /s/ Stephen L. Baum  
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Frank H. Ault, Chairman                      Stephen L. Baum

\* /s/ Gary D. Cotton                      \* /s/ Donald E. Felsing  
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Gary D. Cotton                      Donald E. Felsing

\* /s/ Margot A. Kyd                      \* /s/ Thomas A. Page  
-----  
Margot A. Kyd                      Thomas A. Page

\* By: /s/ David R. Snyder  
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Attorney-in-Fact

INDEX TO EXHIBITS  
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Exhibit Number -----	Exhibit -----	Sequentially Numbered Page -----
2.0	Agreement of Merger (causing the Registrant to become the holding company of SDG&E) (incorporated by reference to the Registration Statement on Form 8-B/A of the Registrant (No. 001-11439) (Exhibit 2.0)).	-
3.1	Registrant's Restated Articles of Incorporation (incorporated by reference to the Registration Statement on Form 8-B/A of the Registrant (No. 001-11439) (Exhibit 3.1)).	-
3.2	Registrant's Bylaws (incorporated by reference to the Registration Statement on Form 8-B/A of the Registrant (No. 001-11439) (Exhibit 3.2)).	-
*5	Opinion of N. A. Peterson,	-
23.1	Consent of Deloitte & Touche LLP.	-
*23.2	Consent of N. A. Peterson (included as part of Exhibit 5).	-
24.1	Power of Attorney for Members of the Board of Directors of the Registrant.	-

- 24.2 Power of Attorney for Members of  
the Savings Plan Committee of  
San Diego Gas & Electric Company.
- 24.3 Substitution of Power of Attorney for  
Members of the Savings Plan Committee of  
San Diego Gas & Electric Company.
- 24.4 Power of Attorney for Certain Officers  
of the Registrant.
- \*99.1 Savings Plan of the Registrant.

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\* Previously filed with the original Registration  
Statement.

EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 33-59683 of Enova Corporation on Form S-8 of our reports dated February 27, 1995 (which reports contain an emphasis paragraph referring to the consideration by San Diego Gas & Electric Company of alternative strategies for Wahlco Environmental Systems, Inc.), appearing in and incorporated by reference in the Annual Report on Form 10-K of San Diego Gas & Electric Company for the year ended December 31, 1994.

/s/ DELOITTE & TOUCHE LLP

San Diego, California  
January 2, 1996



EXHIBIT 24.1

POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each of the undersigned constitutes and appoints Henry P. Morse, Jr., David R. Clark and David R. Snyder, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do the following:

(1) execute post-effective amendments to the registration statements of San Diego Gas & Electric Company, a California corporation ("SDG&E"), which registration statements register common stock of SDG&E for issuance pursuant to SDG&E's common stock investment plan or various employee benefit plans of SDG&E (collectively, the "Existing Registration Statements"), for the purpose of having SDO Parent Co., Inc., a California corporation ("ParentCo"), as the "successor issuer" to SDG&E with respect to the common stock of SDG&E and for purposes of Rule 414 of the Securities Act of 1933, as amended (the "1933 Act"), adopt such Existing Registration Statements as registration statements of ParentCo for all purposes under the 1933 Act and the Securities Exchange Act of 1934, as amended, and to file the same, with exhibits thereto and other documents in connection therewith, including any additional information necessary to reflect any material changes made in connection with or resulting from the succession of ParentCo (or necessary to keep the Existing Registration Statements from being misleading in any material respect), with the Securities and Exchange Commission (the "SEC");

(2) execute a registration statement on Form S-4 in respect of additional shares of common stock of ParentCo which registration statement may be necessary or advisable with respect to the proposed merger (the "Merger") of SDG&E with San Diego Merger Company, a wholly-owned second-tier subsidiary of SDG&E, by which Merger ParentCo shall become the parent holding company of SDG&E (which registration statement shall incorporate by reference the prior registration statement on Form S-4 of ParentCo filed in respect of the Merger and declared effective by the SEC on March 1, 1995), and to file the same, with exhibits thereto and other documents in connection therewith, with the SEC; and

(3) execute any supplement or amendment to any of the foregoing, and to file the same, with exhibits thereto and other documents in connection therewith, with the SEC;

granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all

intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Dated: November 27, 1995                    /s/ Thomas A. Page  
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Thomas A. Page

Dated: November 27, 1995                    /s/ Richard C. Atkinson

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Richard C. Atkinson

Dated: November 27, 1995

/s/ Ann Burr

-----  
Ann Burr

Dated: November 27, 1995

/s/ Richard A. Collato

-----  
Richard A. Collato

Dated: November 27, 1995

/s/ Daniel W. Derbes

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Daniel W. Derbes

Dated: November 27, 1995

/s/ Catherine T. Fitzgerald

-----  
Catherine T. Fitzgerald

Dated: November 27, 1995

/s/ Robert H. Goldsmith

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Robert H. Goldsmith

Dated: November 27, 1995

/s/ William D. Jones

-----  
William D. Jones

Dated: November 27, 1995

/s/ Ralph R. Ocampo

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Ralph R. Ocampo

Dated: November 27, 1995

/s/ Thomas C. Stickel

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Thomas C. Stickel

EXHIBIT 24.2

POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each of the undersigned constitutes and appoints David R. Clark and Nad A. Peterson, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to execute a Registration Statement on Form S-8 and any and all amendments and supplements thereto under the Securities Act of 1933, as amended, with respect to the Saving Plan (the "Plan") of San Diego Gas & Electric Company, a California corporation ("SDG&E"), which Registration Statement shall register the offer and sale of additional common stock of SDG&E and Plan interests pursuant to the Plan, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Dated: May 5, 1995                    /s/ Frank H. Ault  
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Frank H. Ault

Dated: May 4, 1995                    /s/ Stephen L. Baum  
-----  
Stephen L. Baum

Dated: May 5, 1995                    /s/ Gary D. Cotton  
-----  
Gary D. Cotton

Dated: May 4, 1995                    /s/ Donald E. Felsing  
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Donald E. Felsing

Dated: May 9, 1995                    /s/ Margot A. Kyd  
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Margot A. Kyd

EXHIBIT 24.3

SUBSTITUTION OF POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that David R. Clark hereby appoints David R. Snyder as a true and lawful attorney-in-fact and agent for the members ("Members") of the Savings Plan Committee of San Diego Gas & Electric ("SDG&E") who have appointed David R. Clark as their attorney-in-fact and agent (with the power of substitution), in any and all capacities, to execute a Registration Statement on Form S-8 and any and all amendments and supplements thereto under the Securities Act of 1933, as amended, with respect to the Saving Plan (the "Plan") of SDG&E, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the Members might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

/s/ David R. Clark

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David R. Clark

EXHIBIT 24.4

POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each of the undersigned constitutes and appoints Henry P. Morse, Jr., David R. Clark and David R. Snyder, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to do the following:

(1) execute post-effective amendments to the registration statements of San Diego Gas & Electric Company, a California corporation ("SDG&E"), which registration statements register common stock of SDG&E for issuance pursuant to SDG&E's common stock investment plan or various employee benefit plans of SDG&E (collectively, the "Existing Registration Statements"), for the purpose of having SDO Parent Co., Inc., a California corporation ("ParentCo"), as the "successor issuer" to SDG&E with respect to the common stock of SDG&E and for purposes of Rule 414 of the Securities Act of 1933, as amended (the "1933 Act"), adopt such Existing Registration Statements as registration statements of ParentCo for all purposes under the 1933 Act and the Securities Exchange Act of 1934, as amended, and to file the same, with exhibits thereto and other documents in connection therewith, including any additional information necessary to reflect any material changes made in connection with or resulting from the succession of ParentCo (or necessary to keep the Existing Registration Statements from being misleading in any material respect), with the Securities and Exchange Commission (the "SEC");

(2) execute a registration statement on Form S-4 in respect of additional shares of common stock of ParentCo which registration statement may be necessary or advisable with respect to the proposed merger (the "Merger") of SDG&E with San Diego Merger Company, a wholly-owned second-tier subsidiary of SDG&E, by which Merger ParentCo shall become the parent holding company of SDG&E (which registration statement shall incorporate by reference the prior registration statement on Form S-4 of ParentCo filed in respect of the Merger and declared effective by the SEC on March 1, 1995), and to file the same, with exhibits thereto and other documents in connection therewith, with the SEC; and

(3) execute any supplement or amendment to any of the foregoing, and to file the same, with exhibits thereto and other documents in connection therewith, with the SEC;

granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Dated: November 27, 1995

/s/ David R. Kuzma

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David R. Kuzma

Dated: November 27, 1995

/s/ Frank H. Ault

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Frank H. Ault