

SCHEDULE 14C INFORMATION

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

Check the appropriate box:

- Preliminary Information Statement Confidential, for Use of the
Commission Only (as permitted
by Rule 14c-5(d)(2))
- Definitive Information Statement

Pacific Enterprises

(Name of Registrant As Specified In Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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(1) Title of each class of securities to which transaction applies:

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date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notes:

PACIFIC ENTERPRISES

NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Pacific Enterprises will be held on May 11, 2000 at 10:00 a.m. at the offices of Sempra Energy, 101 Ash Street, San Diego, California, for the following purposes:

- (1) To elect directors for the ensuing year.
- (2) To transact any other business that may properly come before the meeting.

Shareholders of record at the close of business on March 22, 2000 are entitled to notice of and to vote at the Annual Meeting.

The Annual Meeting is a business-only meeting. It will not include any presentations by management.

ONLY SHAREHOLDERS OF PACIFIC ENTERPRISES ARE ENTITLED TO ATTEND THE ANNUAL MEETING. SHAREHOLDERS WHO OWN SHARES REGISTERED IN THEIR NAMES WILL BE ADMITTED TO THE MEETING UPON VERIFICATION OF RECORD SHARE OWNERSHIP. SHAREHOLDERS WHO OWN SHARES THROUGH BANKS, BROKERAGE FIRMS, NOMINEES OR OTHER ACCOUNT CUSTODIANS MUST PRESENT PROOF OF BENEFICIAL SHARE OWNERSHIP (SUCH AS A BROKERAGE ACCOUNT STATEMENT) TO BE ADMITTED.

By Order of the Board of Directors

San Diego, California
March 22, 2000

PACIFIC ENTERPRISES

INFORMATION STATEMENT
FOR
ANNUAL MEETING OF SHAREHOLDERS

WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY.

Pacific Enterprises is providing this Information Statement in connection with its Annual Meeting of Shareholders being held on May 11, 2000. It is being mailed to shareholders commencing April 5, 2000.

PACIFIC ENTERPRISES

Pacific Enterprises is the parent corporation of Southern California Gas Company, a public utility supplying natural gas throughout most of Southern and portions of Central California. The Gas Company is the nation's largest natural gas distribution utility.

On June 26, 1998, Pacific Enterprises and Enova Corporation (the parent corporation of San Diego Gas & Electric Company) completed a business combination in which the two companies became separate subsidiaries of Sempra Energy, a newly formed holding company. In the combination, Pacific Enterprises Common Stock and Enova Corporation Common Stock were converted into Sempra Energy Common Stock. Pacific Enterprises Preferred Stock was not converted in the business combination and remains outstanding.

All of the outstanding Pacific Enterprises Common Stock, representing approximately 99% of Pacific Enterprises' voting shares, is owned by Sempra Energy. The remaining outstanding voting shares consist of publicly held Preferred Stock.

Pacific Enterprises' principal executive offices are located at 101 Ash Street, San Diego, California. Its telephone number is (619) 696-2034.

OUTSTANDING SHARES AND VOTING RIGHTS

Shareholders who are present at the Annual Meeting will be entitled to one vote for each Pacific Enterprises share which they held of record at the close of business on March 22, 2000. At that date, the outstanding shares consisted of 83,917,664 shares of Common Stock, all of which is owned by Sempra Energy, and 800,253 shares of Preferred Stock, all of which is publicly held. The shares owned by Sempra Energy represent over 99% of the outstanding shares.

In electing directors, each share is entitled to one vote for each of the fourteen director positions but cumulative voting is not permitted.

GOVERNANCE OF THE COMPANY

BOARD OF DIRECTORS

The business and affairs of Pacific Enterprises are managed under the direction of the Board of Directors in accordance with the California General Corporation Law as implemented by the Company's Articles of Incorporation and By-laws. Members of the board are kept informed through various reports routinely sent to them as well as by strategic, operating and financial presentations made at board and committee meetings by officers and others.

Shareholders who wish to suggest qualified candidates for consideration by the Corporate Governance Committee as directors of Pacific Enterprises should write to: Corporate Secretary, Pacific Enterprises, 101 Ash Street, San Diego, California, 92101-3017, stating in detail the qualifications of the suggested candidates.

During 1999, the Board of Directors held ten meetings. The standing committees listed below assisted the board in carrying out its duties.

COMMITTEES OF THE BOARD

AUDIT	COMPENSATION	CORPORATE GOVERNANCE	EXECUTIVE	FINANCE	PUBLIC POLICY
Richard A. Collato, Chair	Richard J. Stegemeier, Chair	Hyla H. Berteau, Chair	Richard D. Farman, Chair	Daniel W. Derbes, Chair	Herbert L. Carter, Chair
Ann L. Burr Wilford D. Godbold, Jr. Robert H. Goldsmith William G. Ouchi Diana L. Walker	Hyla H. Berteau Ignacio E. Lozano, Jr. Ralph R. Ocampo Thomas C. Stickel	Ann L. Burr Daniel W. Derbes Robert H. Goldsmith Richard J. Stegemeier	Stephen L. Baum Herbert L. Carter Ignacio E. Lozano, Jr. Thomas C. Stickel	Richard A. Collato Wilford D. Godbold, Jr. William D. Jones Diana L. Walker	Stephen L. Baum William D. Jones Ralph R. Ocampo William G. Ouchi

Audit Committee

The Audit Committee met five times in 1999. Its duties and responsibilities include:

- . Providing oversight for management's conduct of financial reporting processes.
- . Recommending to the board the selection of independent auditors.

Compensation Committee

The Compensation Committee met five times in 1999. Its duties and responsibilities include:

- . Establishing overall strategy with respect to compensation for directors and senior officers.
- . Evaluating the performance of the Chairman and the President for compensation purposes.
- . Reviewing and approving individual salary adjustments and awards under incentive plans for senior officers.
- . Overseeing the executive succession plans.

Corporate Governance Committee

The Corporate Governance Committee met three times in 1999. Its duties and responsibilities include:

- . Reviewing and recommending nominees for election as directors.
- . Assessing the performance of the Board of Directors.
- . Developing guidelines for board composition.
- . Reviewing and administering the Company's Corporate Governance Guidelines and considering other issues relating to corporate governance.

Executive Committee

The Executive Committee did not meet in 1999. The committee meets on call during the intervals between board meetings and, subject to some limitations imposed by law, has all the authority of the board.

Finance Committee

The Finance Committee met two times in 1999. Its duties and responsibilities include:

- . Reviewing long term and short term financial requirements and financing plans.
- . Reviewing trading operations, financial guarantees and derivatives positions and exposure.

Public Policy Committee

The Public Policy Committee met three times in 1999. Its duties and responsibilities include:

- . Reviewing public policy issues affecting Pacific Enterprises, including ethnic, social and political trends.
- . Reviewing employment and contracting policies, consumer issues and community relations.
- . Reviewing charitable and political contributions and programs.

DIRECTORS' COMPENSATION

All of the directors and nominees as directors of Pacific Enterprises are also directors or officers of Sempra Energy. They are not separately compensated for services as directors of Pacific Enterprises.

Directors of Sempra Energy who are not also employees receive the following retainer and fees for services as directors of Sempra Energy and its subsidiaries:

Annual retainer.....	\$26,000
Attendance fee for each Board meeting.....	\$ 1,000
Attendance fee for each Committee meeting.....	\$ 1,000
Additional meeting fee for each Committee meeting chaired.....	\$ 1,000

Directors may elect to receive their annual fees in Sempra Energy Common Stock instead of cash or to defer their annual fees into an interest-bearing account, a phantom investment fund or a phantom share account in which the fees are deemed invested in Sempra Energy Common Stock.

Each non-employee director of Sempra Energy is granted upon becoming a director a ten-year option to purchase 15,000 shares of Sempra Energy Common Stock. Each non-employee director is also granted an additional ten-year option to purchase 5,000 shares at each annual meeting of Sempra Energy (other than the annual meeting that coincides with or first follows the director's election to the board) following which the director continues to serve as a non-employee director. Each option is granted at an option exercise price equal to the fair market value of the option shares at the date the option is granted and becomes fully exercisable commencing with the first annual meeting of Sempra Energy following the date of the grant or the director's earlier death, disability, retirement or involuntary termination of board service other than for cause.

Non-employee directors of Sempra Energy who were directors of Pacific Enterprises or Enova Corporation at the time of the business combination of the two companies (currently all of the non-employee directors) continue to accrue retirement benefits (subject to certain maximum years of service credit) for service as non-employee directors of Sempra Energy. Benefits commence upon the later of retirement as a director or attaining age 65 and continue for a maximum period equal to the director's combined years of service as a director of Sempra Energy and Pacific Enterprises or Enova Corporation. The annual benefit is the sum of Sempra Energy's then current annual retainer and ten times the then current board meeting fee.

SHARE OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

All of the outstanding Pacific Enterprises Common Stock is owned by Sempra Energy and none of Pacific Enterprises' directors or officers owns any Pacific Enterprises Preferred Stock.

The following table sets forth the number of shares of Sempra Energy Common Stock beneficially owned at February 15, 2000 by each director, by each of the five most highly compensated executive officers of Pacific Enterprises and by all directors and executive officers of Pacific Enterprises as a group. These shares, in the aggregate, represent less than 1% of Sempra Energy's outstanding shares.

SEMPRA ENERGY COMMON STOCK

	SHARES SUBJECT TO			TOTAL
	BENEFICIAL HOLDINGS	EXERCISABLE OPTIONS(A)	PHANTOM SHARES(B)	
Frank H. Ault.....	22,901	11,415	13,576	47,892
Stephen L. Baum.....	92,195	116,450	59,830	268,475
Hyla H. Bertea.....	9,630	20,000	-0-	29,630
Ann L. Burr.....	2,200	20,000	-0-	22,200
Herbert L. Carter.....	1,551	20,000	-0-	21,551
Richard A. Collato.....	4,222	20,000	-0-	24,222
Daniel W. Derbes.....	5,828	20,000	-0-	25,828
Richard D. Farman.....	62,889	652,608	72,850	788,347
Wilford D. Godbold, Jr.	3,006	20,000	-0-	23,006
Robert H. Goldsmith (C)	2,659	20,000	-0-	22,659
William D. Jones.....	2,174	20,000	-0-	22,174
John R. Light.....	20,218	40,230	-0-	60,448
Ignacio E. Lozano, Jr. (C)	2,352	20,000	-0-	22,352
Ralph R. Ocampo.....	14,621	20,000	-0-	34,621
William G. Ouchi.....	10,000	20,000	-0-	30,000
Neal E. Schmale.....	20,761	70,306	1,186	92,253
Richard J. Stegemeier.....	1,503	20,000	-0-	21,503
Thomas C. Stickel.....	2,037	20,000	-0-	22,037
Diana L. Walker.....	936	20,000	-0-	20,936
Directors and Executive Officers as a group (19 persons).....	281,683	1,171,009	147,442	1,600,134

(A) Shares which may be acquired through the exercise of stock options that are exercisable on or before May 15, 2000.

(B) Represents deferred compensation deemed invested in shares of Sempra Energy Common Stock. These phantom shares cannot be voted or transferred but track the performance of Sempra Energy Common Stock.

(C) Messrs. Goldsmith and Lozano will retire as directors before the Annual Meeting and the authorized number of directors will be reduced to reflect their retirements.

Share ownership guidelines have been established for directors and officers to further strengthen the link between performance and compensation. For non-employee directors the guideline is ownership of a number of shares having a market value equal to four times the annual retainer. For officers, the guidelines are:

PACIFIC ENTERPRISES EXECUTIVE LEVEL -----	SEMPRA ENERGY SHARE OWNERSHIP GUIDELINES -----
Chief Executive Officer	4 X Base Salary
President	4 X Base Salary
Executive Vice Presidents	3 X Base Salary
Senior Vice Presidents	2 X Base Salary
Other Vice Presidents	1 X Base Salary

In setting the guidelines the board considered then current share ownership levels and the desirability of encouraging further share ownership. The officer guidelines were established in 1998 and the director guidelines in 2000. They are expected to be met or exceeded within five years from adoption. For purposes of the guidelines, shares owned include phantom shares into which compensation is deferred and the vested portion of certain in-the-money stock options as well as shares owned directly or through benefit plans.

ELECTION OF DIRECTORS

Pacific Enterprises' Board of Directors will consist of fourteen directors upon giving effect to the retirement of two directors who will retire prior to the Annual Meeting of Shareholders and a corresponding reduction in the authorized number of directors.

At the Annual Meeting of Shareholders, fourteen 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 fourteen director candidates receiving the greatest number of votes will be elected as directors.

The names of the Board of Directors' fourteen nominees for election as directors and biographical information regarding each nominee are set forth below. Each nominee is currently a director of Pacific Enterprises and is also a director of Sempra Energy. Unless otherwise noted, each nominee has held his or her principal position or various positions with the same or predecessor organizations for at least the last five years.

STEPHEN L. BAUM, 59, became a director in 1999. He is Vice Chairman of the Board, President and Chief Operating Officer of Sempra Energy and President of Pacific Enterprises. He will become Sempra Energy Vice Chairman, Chief Executive Officer and President on June 26, 2000, and Chairman, Chief Executive Officer and President on September 1, 2000. He is a director of Computer Sciences Corporation.

[Photo of Stephen L. Baum]

HYLA H. BERTEA, 59, has been a director since 1993. She is a realtor with Prudential California, a real estate sales company. She is a trustee of Lewis & Clark College, a director of Orange County Community Foundation, and a former commissioner of the California Horse Racing Board. For a number of years she has been involved in leadership positions with various other cultural, educational and health organizations in the Orange County and Los Angeles areas. Mrs. Berteza was a co-commissioner of gymnastics and a member of the executive staff for the 1984 Olympics.

[Photo of Hyla H. Berteza]

ANN L. BURR, 53, has been a director since 1998. She is an Executive Vice President of Time Warner Cable. She is the former President of Time Warner Communications in Rochester, New York and Time Warner Cable in San Diego. Ms. Burr is a trustee of the Rochester Institute of Technology. She served as Chair of the Board of Directors of the California Cable Television Association and chaired its Telecommunications Policy Committee. She is a former Chair of the Greater San Diego Chamber of Commerce Board of Directors and the founder and former Chair of the Chamber's Business Roundtable for Education and the San Diego Communications Council.

[Photo of Ann L. Burr]

HERBERT L. CARTER, DPA, 66, has been a director since 1991. He has served as President of California State University, Dominguez Hills, and Executive Vice Chancellor Emeritus and Trustee Professor of Public Administration of the California State University System. 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 1987 until 1992. Dr. Carter is a director of Golden State Mutual Insurance Company, and has served as a member of the Board of Councilors of the School of Public Administration, University of Southern California and the Board of Regents of Loyola Marymount University.

[Photo of Herbert L. Carter]

RICHARD A. COLLATO, 56, has been a director since 1998. He is President and Chief Executive Officer of the YMCA of San Diego County. He is a former director of Y-Mutual Ltd., a reinsurance company, and The Bank of San Diego. Mr. Collato is a former trustee of Springfield College, and currently is a trustee of the YMCA Retirement Fund and Bauce Foundation, and a director of Project Design Consultants.

[Photo of Richard A. Collato]

DANIEL W. DERBES, 69, has been a director since 1998. He is President of Signal Ventures. From 1985 until 1988, he was President of Allied-Signal International Inc. and Executive Vice President of Allied-Signal Inc., a multi-national advanced technologies company. Mr. Derbes is a director of WD-40 Company and a trustee of the University of San Diego.

[Photo of Daniel W. Derbes]

RICHARD D. FARMAN, 64, has been a director since 1992. He is Chairman of the Board and Chief Executive Officer of Sempra Energy and Pacific Enterprises. He is a director of Union Bank and Catellus Development Corporation. He is past Chairman of KCET Public Service Television, Progress L.A. Inc., the American Gas Association and the Natural Gas Council, and a member of the National Petroleum Council.

[Photo of Richard D. Farman]

WILFORD D. GODBOLD, JR., 61, has been a director since 1990. He is the retired President and Chief Executive Officer of ZERO Corporation, an international manufacturer primarily of enclosures and thermal management equipment for the electronics market. He is a director of K2, Inc. Mr. Godbold is a trustee of the Wellness Community, a member of the Council on California Competitiveness, a past President of the Board of Trustees of Marlborough School and a past Chairman of the Board of Directors of the California Chamber of Commerce and the Employers Group.

[Photo of Wilford D. Godbold]

WILLIAM D. JONES, 44, has been a director since 1998. He is the President and Chief Executive Officer and a director of CityLink Investment Corporation. From 1989 to 1993, he served as General Manager/Senior Asset Manager and Investment Manager with certain real estate subsidiaries of The Prudential. Prior to joining The Prudential, he served as a San Diego Council member from 1982 to 1987. Mr. Jones is a director of the Federal Reserve Bank of San Francisco, Los Angeles Branch, and a trustee of the University of San Diego. He is a former director of The Price Real Estate Investment Trust.

[Photo of William D. Jones]

RALPH R. OCAMPO, M.D., F.A.C.S., 68 has been a director since 1998. He is a practicing surgeon, Governor of the American College of Surgeons, past President of the California Medical Association and a Clinical Professor of Surgery at the University of California, San Diego.

[Photo of Ralph R. Ocampo]

WILLIAM G. OUCHI, PH.D., 56, has been a director since 1998. He is a Vice Dean and Faculty Director of Executive Education Programs and Sanford and Betty Sigoloff Professor in Corporate Renewal in the Anderson Graduate School of Management at UCLA. Dr. Ouchi is a director of Allegheny Technologies, FirstFed Financial Corp., and Water-Pik Technologies. He is a trustee of Williams College and a director of KCET Public Service Television.

[Photo of William G. Ouchi]

RICHARD J. STEGEMEIER, 71, has been a director since 1995. He is Chairman Emeritus of the Board of Unocal Corporation. He is a director of Foundation Health Systems, Inc., Halliburton Company, Montgomery Watson, Inc., and Northrop Grumman Corporation.

[Photo of Richard J. Stegemeier]

THOMAS C. STICKEL, 50, has been a director since 1998. He is the Chairman, Chief Executive Officer and founder of University Ventures Network. He is the founder of Americana Partners Capital Group, Inc. He previously was the Chairman, Chief Executive Officer and President of TCS Enterprises, Inc. and the Bank of Southern California, both of which he founded. Mr. Stickel is Chairman of the Board of Onyx Acceptance Corporation, a director of Blue Shield of California and Del Mar Thoroughbred Club and Vice Chairman of the California Chamber of Commerce.

[Photo of Thomas C. Stickel]

DIANA L. WALKER, 58, has been a director since 1989. Mrs. Walker is a partner and General Counsel of the law firm of O'Melveny & Myers LLP. She is a former director of United Way of Greater Los Angeles, and Emeritus Governor and former Chair of the Board of Governors of the Institute for Corporate Counsel, a former trustee of Marlborough School and a member of various professional organizations. O'Melveny & Myers LLP provides legal services to Sempra Energy and its subsidiaries.

[Photo of Diana L. Walker]

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

Pacific Enterprises became a subsidiary of Sempra Energy in connection with a business combination with Enova Corporation that was completed on June 26, 1998. All of its officers are also officers of Sempra Energy. They are compensated by Sempra Energy and are not separately compensated for their services as officers of Pacific Enterprises.

The Boards of Directors of Pacific Enterprises and Sempra Energy each maintain a Compensation Committee comprised of independent directors. The directors comprising the two committees are identical and the committees typically meet in joint session.

The Compensation Committees have the responsibility for establishing compensation principles and strategies, as well as designing a compensation program for executive officers. Their responsibilities also include administering a base salary program, executive annual and long term incentive plans, and executive benefit and perquisite programs.

During 1999, the Compensation Committees conducted a review of the executive compensation programs and policies of Sempra Energy and its subsidiaries that were originally developed in 1998 in connection with the business combination of Pacific Enterprises and Enova Corporation. The committees sought the assistance of nationally recognized compensation and benefit consultants to assist with the review of executive compensation principles and practices designed to assist the companies in realizing the key objective of creating superior shareholder value in a rapidly changing and increasingly competitive business environment. The committees, with the assistance of a nationally recognized compensation firm, also reviewed board compensation during 1999.

COMPENSATION PRINCIPLES AND STRATEGIES

In developing compensation principles and strategies, the Compensation Committees considered the current and prospective business environment for Sempra Energy and its subsidiaries and took into account numerous factors, including:

- . The rapidly changing and increasingly competitive environment in which Sempra Energy and its subsidiaries operate.
- . The need to retain experienced executives of outstanding ability and to motivate them to achieve superior performance.
- . The need to attract executive talent from broader markets as the utility and energy industries continue to rapidly evolve.
- . The need to strongly link executive compensation to both annual and long term corporate, business unit and individual performance.
- . The need to strongly align the interests of executives with those of shareholders.

As a result of this review, the Compensation Committees approved the continuation of the compensation program that had been developed in 1998 to meet these objectives and encourage executives to achieve superior shareholder returns. The program includes the following elements.

- . An emphasis on "pay-for-performance" with a substantial portion of total compensation reflecting corporate, business unit and individual performance.
- . An emphasis on stock incentives closely aligning the interests of executives with those of shareholders.

- . An emphasis on total compensation with base salaries generally targeted at or near median general industry levels for comparable sized companies and with annual cash and long term equity incentives providing opportunities to earn total compensation at significantly higher levels for superior corporate, business unit and individual performance.
- . An appropriate balance of short term and long term compensation to retain talented executives, reward effective long term strategic results and encourage share ownership.
- . An emphasis on placing at risk, through equity and other performance-based incentives, a greater portion of an executive's total compensation as levels of responsibility increase.

The Compensation Committees also considered provisions of the Internal Revenue Code limiting to \$1 million the annual amount of compensation that does not qualify as "qualified performance-based compensation" that publicly held corporations may deduct for federal income tax purposes as compensation expense for each of certain executive officers. The committees consider tax deductibility to be an important factor but only one factor to be considered in evaluating any executive officer compensation program. Accordingly, the committees intend to design programs that will maximize federal income tax deductions for compensation expense to the extent that doing so is consistent with the compensation principles and strategies of Sempra Energy and its subsidiaries. The committees believe, however, that there are circumstances in which the interests of shareholders may be best served by providing compensation that is not fully tax deductible, and may exercise discretion to provide compensation that will not qualify as a tax deductible compensation expense.

COMPENSATION PROGRAM

The primary components of the compensation program of Sempra Energy and its subsidiaries are base salaries, annual cash incentive opportunities and long term equity and equity-based incentive opportunities.

Base Salaries

Base salaries for executives are reviewed annually and, in general, are targeted at the median of salaries for general industry companies of similar size to Sempra Energy. This strategy, along with annual and long term incentive opportunities at general industry levels, is intended to allow Sempra Energy and its subsidiaries to retain and attract top quality executive talent. However, the committees will continue to monitor this strategy as the markets for executive talent change. In determining base salary adjustments, the committees also take into account individual performance, executive responsibilities, market characteristics and other factors.

Survey data for assessing base salaries are based upon companies in the Fortune 1000 and size-adjusted based upon Sempra Energy's revenues using regression analysis. This group is broader than the peer group used for assessing performance for long-term incentive plan purposes. The Compensation Committees believe that the most direct competitors of Sempra Energy and its subsidiaries for executive talent will not be limited to companies in this peer group and the Fortune 1000 appropriately reflects a broader group with which Sempra Energy and its subsidiaries compete to retain and attract highly skilled and talented executives.

Annual base salaries for executive officers of Sempra Energy and its subsidiaries have been set at the approximate mid-point of these salary data. For 1999, annual base salaries for Mr. Farman and Mr. Baum were set at \$915,000 and \$763,000, respectively.

Annual Incentives

Annual cash bonus performance-based incentive opportunities are provided to executive officers through the Sempra Energy Executive Incentive Plan. This plan permits the payment of bonuses based upon the attainment of objective financial performance goals. Bonus opportunities vary with the individual officer's position and prospective contribution to the attainment of these goals and no bonuses are paid unless a threshold performance

level is attained for the related performance period. Bonus opportunities increase for performance above the threshold level. Performance at targeted levels is intended to compensate executive officers with bonuses at the mid-point for bonuses for comparable levels of responsibility at Fortune 1000 companies.

Executive Incentive Plan for 1999 were based on attainment of earnings per share goals with target award levels ranging from 80% of base salary for Messrs. Farman and Baum to 45% of base salary for Vice Presidents, with maximum award levels ranging from 160% to 90% of six-month base salary. Performance for the year was at 150% of targeted performance and resulted in cash bonuses of 120% of base salary for Messrs. Farman and Baum (\$1,098,000 and \$915,600, respectively,) with corresponding lesser amounts for other executive officers.

Long Term Incentives

Long term incentive opportunities are provided by equity and equity-based awards under Sempra Energy's Long Term Incentive Plan. The plan permits a wide variety of equity and equity-based incentive awards to permit the Compensation Committees to respond to changes in the market conditions and compensation practices. The committees expect, however, that most awards under the plan will be in the form of non-qualified stock options.

During 1999, Sempra Energy granted to executives and other employees of Sempra Energy and its subsidiaries non-qualified stock options to purchase Sempra Energy Common Stock. These option grants are described in this Proxy Statement under the caption "Executive Compensation--Stock Options and Stock Appreciation Rights."

During 1999, Sempra Energy also awarded grants of performance-based restricted shares under the Long Term Incentive Plan to executives of Sempra Energy and its subsidiaries. These awards and related total shareholder return vesting standards are discussed in this Proxy Statement under the caption "Executive Compensation--Restricted Stock Grants."

STOCK OWNERSHIP GUIDELINES

The Compensation Committees believe that a commitment to increased share ownership by executives of Sempra Energy and its subsidiaries is an important element in aligning the interests of executives with those of shareholders. This belief has influenced the design of compensation plans and, in addition, stock ownership guidelines have been established to further strengthen the link between corporate performance and compensation. These guidelines are discussed under the caption "Share Ownership of Directors and Executive Officers."

COMPENSATION COMMITTEE

Richard J. Stegemeier, Chairman
Hyla H. Berteau
Ignacio E. Lozano, Jr.
Ralph R. Ocampo
Thomas C. Stickel

March 7, 2000

EXECUTIVE COMPENSATION

SUMMARY OF CASH AND OTHER COMPENSATION

The table below summarizes, for the periods indicated, the compensation paid or accrued by Sempra Energy and its predecessors and subsidiaries to each of the executive officers of Pacific Enterprises named in the table.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION		LONG TERM COMPENSATION			ALL OTHER COMPENSATION (C)
		SALARY	BONUS	AWARDS		PAYOUTS	
				SECURITIES UNDERLYING OPTIONS / SARS	LTIP PAYOUTS (A) (B)		
Richard D. Farman..... Chairman and Chief Executive Officer	1999	\$914,307	\$1,098,000	301,200	\$ -0-	\$ 199,288	
	1998	\$728,718	\$1,019,640	274,593	\$ -0-	\$1,689,295	
	1997	\$478,208	\$ 500,000	45,000	\$ -0-	\$ 108,049	
Stephen L. Baum (D).... President	1999	\$762,616	\$ 915,600	297,900	\$179,465	\$ 144,516	
	1998	\$681,577	\$ 891,136	167,900	\$247,746	\$1,494,258	
John R. Light (D)..... Executive Vice President and General Counsel	1999	\$415,754	\$ 374,400	96,700	\$ 29,308	\$ 118,971	
	1998	\$292,308	\$ 431,600	64,220	\$ 35,539	\$ 155,045	
Neal E. Schmale(E).... Executive Vice President and Chief Financial Officer	1999	\$415,754	\$ 374,400	96,700	\$ -0-	\$ 51,461	
	1998	\$414,731	\$ 371,600	109,334	\$ -0-	\$ 107,932	
Frank H. Ault (D)..... Vice President and Controller	1999	\$217,964	\$ 148,568	28,800	\$ 33,079	\$ 41,399	
	1998	\$206,250	\$ 168,568	16,860	\$ 54,407	\$ 343,070	

(A) Long term incentive plan payouts represent the fair market value of shares of restricted stock for which forfeiture and transfer restrictions terminated during the year based upon satisfaction of long term performance goals. Restricted stock awarded in 1999 under the Sempra Energy Long Term Incentive Plan is reported below under the caption "Restricted Stock Grants."

(B) The aggregate holdings/value of restricted stock held on December 31, 1999 by the individuals listed in the table are: 30,724 shares/\$533,983 for Mr. Farman; 40,729 shares/\$708,565 for Mr. Baum; 13,146 shares/\$228,477 for Mr. Light; 9,956/\$173,035 shares for Mr. Schmale; and 4,581 shares/\$79,618 for Mr. Ault. Regular quarterly dividends are paid on restricted stock held by these individuals.

(C) All other compensation includes amounts paid as (i) interest on deferred compensation above 120% of the applicable federal rate, (ii) life insurance premiums, (iii) financial and estate planning services, (iv) contributions to defined benefit plans and related supplemental plans, and (v) car allowances. The respective amounts paid in 1999 were \$104,522, \$16,999, \$12,569, \$58,198 and \$7,000 for Mr. Farman; \$4,998, \$75,092, \$7,313, \$49,613 and \$7,500 for Mr. Baum; \$0, \$111,971, \$0, \$0 and \$7,000 for Mr. Light; \$8,712, \$1,628, \$10,500, \$23,621 and \$7,000 for Mr. Schmale; and \$1,391, \$14,412, \$7,000, \$11,596 and \$7,000 for Mr. Ault.

Amounts for 1998 also include incentive/retention bonus accruals under agreements entered into in 1997 in connection with the business combination of Pacific Enterprises and Enova Corporation. Under the agreements, deferral accounts were established for Messrs. Farman, Baum and Ault upon the June 26, 1998 completion of the business combination and credited with incentive/retention bonus amounts of \$1,566,000, \$1,328,000 and \$305,000, respectively, which were deemed invested in shares (together with reinvestment

of dividend equivalents) of Sempra Energy Common Stock. Each executive will become entitled to his bonus upon continued employment with Sempra Energy through June 26, 2000 and will be paid in cash an amount equal to the then fair market value of the shares credited to the executive's account.

Amounts for Messrs. Light and Schmale for 1998 also include \$150,000 and \$100,000, respectively, paid as signing bonuses.

(D) Messrs. Baum, Light and Ault became executive officers of Pacific Enterprises upon the June 26, 1998 completion of the business combination of Pacific Enterprises and Enova Corporation. Amounts shown for them for 1998 include compensation as executive officers of Enova Corporation (which in the case of Mr. Light began in April 1998) for the period prior to the completion of the business combination.

(E) Mr. Schmale became an executive officer in December 1997.

STOCK OPTIONS AND STOCK APPRECIATION RIGHTS

The following table contains information concerning the grant of stock options during 1999 to the executive officers of Pacific Enterprises named in the Summary Compensation Table. All options are to purchase Sempra Energy Common Stock, were granted at an exercise price of 100% of the fair market value of the option shares on the date of the grant and are for a ten-year term subject to earlier expiration following termination of employment.

OPTION / SAR GRANTS IN 1999

NAME	NUMBER OF SHARES UNDERLYING OPTIONS / SARS GRANTED (#)	% OF TOTAL OPTIONS/SARS GRANTED TO EMPLOYEES IN 1999	EXERCISE PRICE (\$/SH)	EXPIRATION DATE	GRANT DATE PRESENT VALUE
Richard D. Farman.....	85,900(A) 215,300(B)	5.92% 11.21%	\$21.00 \$21.00	5/4/09 5/4/09	\$621,916 \$622,217
Stephen L. Baum.....	85,000(A) 212,900(B)	5.86% 11.08%	\$21.00 \$21.00	5/4/09 5/4/09	\$615,400 \$615,281
John R. Light.....	27,600(A) 69,100(B)	1.90% 3.60%	\$21.00 \$21.00	5/4/09 5/4/09	\$199,824 \$199,699
Neal E. Schmale.....	27,600(A) 69,100(B)	1.90% 3.60%	\$21.00 \$21.00	5/4/09 5/4/09	\$199,824 \$199,699
Frank H. Ault.....	8,200(A) 20,600(B)	0.57% 1.07%	\$21.00 \$21.00	5/4/09 5/4/09	\$ 59,368 \$ 59,534

(A) Exercisable in cumulative installments of one-fourth of the shares initially subject to the option on each of the first four anniversaries of the grant date. Granted with performance-based dividend equivalents on unexercised shares for the four-year period ending December 31, 2003. No dividend equivalents will be paid unless Sempra Energy meets annual or four-year threshold performance goals based on total return to shareholders ranking within a peer group of companies or the Standard & Poor's 500 and the percentage of dividends paid as dividend equivalents (to a maximum of all dividends that would have been paid on the shares for the four-year period) will depend upon the extent to which the threshold goals are exceeded.

(B) Exercisable in cumulative annual installments of one-fourth of the shares initially subject to the option on each of the first four anniversaries of the grant date. Granted without dividend equivalents.

Sempra Energy used a modified Black-Scholes option pricing model to develop the theoretical values set forth under the "Grant Date Present Value" column, but the executive will realize value from the stock options only to the extent that the price of Sempra Energy Common Stock on the exercise date exceeds the price of the

stock on the grant date. Consequently, there is no assurance the value realized by an executive will be at or near the theoretical value, and these amounts should not be used to predict stock performance.

Grant date present values were based on an option value of \$2.89 and, for options granted with dividend equivalents, a dividend equivalent value of \$4.35. These use the following assumptions: share volatility-17.9%; dividend yield-5.49%; risk-free rate of return-5.66%; and outstanding term-10 years.

The following table contains information with respect to the executive officers of Pacific Enterprises named in the Summary Compensation Table concerning the exercise of options and stock appreciation rights during 1999 and unexercised options and stock appreciation rights held on December 31, 1999.

OPTION / SAR EXERCISES AND HOLDINGS

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS / SARS AT YEAR END (#)(A)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS / SARS AT YEAR END (\$)(A)	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
Richard D. Farman.....	-0-	\$ -0-	547,232	523,310	\$677,687	\$ -0-
Stephen L. Baum.....	-0-	\$ -0-	41,975	423,825	\$ -0-	\$ -0-
John R. Light.....	-0-	\$ -0-	16,055	144,865	\$ -0-	\$ -0-
Neal E. Schmale.....	-0-	\$ -0-	31,093	174,941	\$ -0-	\$ -0-
Frank H. Ault.....	-0-	\$ -0-	4,215	41,445	\$ -0-	\$ -0-

(A) The exercise price of outstanding options ranges from \$12.80 to \$31.

RESTRICTED STOCK GRANTS

The following table contains information concerning restricted shares of Sempra Energy Common Stock granted during 1999 to the executive officers of Pacific Enterprises named in the Summary Compensation Table who received grants.

RESTRICTED STOCK GRANTS IN 1999

NAME	NUMBER OF RESTRICTED SHARES	PERFORMANCE PERIOD UNTIL PAYOUT	ESTIMATED FUTURE PAYOUTS UNDER NON-STOCK PRICE-BASED PLANS (A)
Richard D. Farman.....	13,600	Four Annual Periods	\$310,624
Stephen L. Baum.....	13,500	Four Annual Periods	\$308,340
Neal E. Schmale.....	4,400	Four Annual Periods	\$100,496
John R. Light.....	4,400	Four Annual Periods	\$100,496
Frank H. Ault.....	1,300	Four Annual Periods	\$ 29,692

(A) The payout amount represents the fair market value on the May 4, 1999 grant date of the restricted shares that will become vested upon the achievement of all performance goals. The actual payout (if any) will depend upon the extent to which the performance goals are achieved and upon the then fair market value of Sempra Energy Common Stock.

Restricted shares are subject to forfeiture and transfer restrictions that terminate upon the satisfaction of long term objective corporate performance criteria. During the performance period, the executive receives dividends on the restricted shares and is entitled to vote them but the shares cannot be sold or otherwise transferred. If the performance criteria are not satisfied or the executive's employment is terminated during the performance period, the shares are forfeited to Sempra Energy and canceled.

The forfeiture and transfer restrictions on one-quarter of the shares initially subject to each of the awards shown in the table will terminate at the end of years 2000, 2001, 2002 and 2003 if the executive is then employed by Sempra Energy or its subsidiaries and Sempra Energy has achieved a total return to shareholders for the year that places it among the top 25% of a peer group comprised of Sempra Energy and other energy and energy services companies. If these annual performance criteria are not met, the forfeiture and transfer restrictions on all or a portion of the shares remaining subject to these restrictions may be terminated based upon the satisfaction of cumulative shareholder return performance criteria for the four years ending December 31, 2003.

The restrictions on all remaining shares will terminate at the end of the year 2003 if the executive is then employed by Sempra Energy or its subsidiaries and Sempra Energy has achieved a four-year cumulative total return to shareholders that either places it among the top 50% of the peer group companies or equals or exceeds the four-year cumulative return of the companies then comprising the Standard & Poor's 500 Corporate Stock Price Index. If neither of these performance criteria is satisfied, the restrictions may be terminated as to a portion of the shares if Sempra Energy's four-year cumulative total shareholder return is among the top 70% of the peer group. Restrictions will terminate as to 80% of the shares for performance among the top 55% of the peer group with the percentage of shares as to which the restrictions may terminate declining ratably to 20% for performance among the top 70% of the peer group. Any restricted shares for which forfeiture and transfer restrictions are not terminated by or as of the end of year 2003 will be forfeited to Sempra Energy and canceled.

PENSION PLANS

The following table shows the estimated single life annual pension annuity benefit provided to the executive officers of Pacific Enterprises named in the Summary Compensation Table under the Sempra Energy Supplemental Executive Retirement Plan (combined with benefits payable under the other pension plans of Pacific Enterprises and its affiliates in which the officers also participate) based on the specified compensation levels and years of credited service and retirement at age 65.

PENSION PLAN TABLE
(\$000'S)

PENSION PLAN COMPENSATION	YEARS OF SERVICE				
	5	10	20	30	40
\$ 400	\$ 80	\$160	\$ 240	\$ 250	\$ 260
\$ 600	\$120	\$240	\$ 360	\$ 375	\$ 390
\$ 800	\$160	\$320	\$ 480	\$ 500	\$ 520
\$1,000	\$200	\$400	\$ 600	\$ 625	\$ 650
\$1,200	\$240	\$480	\$ 720	\$ 750	\$ 780
\$1,400	\$280	\$560	\$ 840	\$ 875	\$ 910
\$1,600	\$320	\$640	\$ 960	\$1,000	\$1,040
\$1,800	\$360	\$720	\$1,080	\$1,125	\$1,170

Pension benefits are based on average salary for the highest two years of service and the average of the three highest annual bonuses during the last ten years of service. Years of service includes service with subsidiaries and number 21 years for Mr. Farman, 15 years for Mr. Baum, two years for Mr. Schmale, two years for Mr. Light and 30 years for Mr. Ault.

Messrs. Baum, Light and Ault are each entitled to pension benefits at the greater of that provided by Sempra Energy's pension plans or that to which he would have been entitled under the Enova Corporation pension plans (including a supplemental pension plan) had those plans remained in effect. Under the Enova Corporation plans, upon retirement after attaining age 62 and having completed ten years of service, Messrs. Baum and Ault would each be entitled to a monthly pension benefit of 60% of his final pay and Mr. Light to a monthly pension benefit of 50% of his final pay. Final pay is defined as the monthly base pay rate in effect during the month immediately

preceding retirement, plus one-twelfth of the average of the highest three years' gross bonus awards. The plans provide for reduced pension benefits for retirement between the ages of 55 and 62 and for between 5 and 10 years of service, and surviving spouse and disability benefits equal to 50% and 100%, respectively, of pension benefits.

EMPLOYMENT AND EMPLOYMENT-RELATED AGREEMENTS

Employment Agreements

In connection with the business combination of Pacific Enterprises and Enova Corporation, Sempra Energy entered into employment agreements with Richard D. Farman and Stephen L. Baum. Each agreement provides for an initial employment term of five years (subject to earlier mandatory retirement at age 65) which commenced on the June 26, 1998 completion of the business combination. The term of each agreement is automatically extended by one year on June 26, 2002 and on each June 26 thereafter unless the executive or Sempra Energy elects not to extend it.

Mr. Farman's employment agreement provides that he will serve as the Chairman of the Board and Chief Executive Officer of Sempra Energy and as a member of its Office of the Chairman until June 26, 2000, the second anniversary of the business combination. Thereafter, until September 1, 2000, he will serve as the Chairman of the Board. For these services he will receive an annual base salary of not less than \$760,000 and be entitled to participate in (i) annual incentive compensation plans providing him with annual bonus opportunities of not less than 60% of his annual base salary at target performance and 120% of his annual base salary at maximum performance, (ii) long term compensation plans and (iii) all retirement and welfare benefit plans applicable generally to employees or senior executives of Sempra Energy.

Mr. Baum's employment agreement provides that he will serve as the Vice Chairman of the Board, President and Chief Operating Officer of Sempra Energy and as a member of its Office of the Chairman until June 26, 2000, the second anniversary of the business combination; as the Vice Chairman of the Board, Chief Executive Officer and President from June 26, 2000 until September 1, 2000; and thereafter as the Chairman, Chief Executive Officer and President. For these services, Mr. Baum will receive an annual base salary of not less than \$645,000 until June 26, 2000 (the period during which he serves as the President and Chief Operating Officer) and thereafter (during the period in which he will serve as the Chief Executive Officer and President) will receive an annual base salary of no less than that of his predecessor as Chief Executive Officer. He also will be entitled to participate in (i) annual incentive compensation plans and long term compensation plans and awards providing him with the opportunity to earn on a year-by-year basis, short term and long term compensation at least equal (in terms of target, maximum and minimum awards, expressed as a percentage of annual base salary) to the greater of his opportunities in effect at Enova Corporation prior to the completion of the business combination and the awards granted to the Chief Executive Officer during the period in which Mr. Baum serves as the President and Chief Operating Officer and (ii) all retirement and welfare benefit plans applicable to employees or senior executives of Sempra Energy.

The employment agreement of each executive also provides that if Sempra Energy or its subsidiaries terminates the executive's employment (other than for cause, death or disability) or the executive terminates his employment for good reason, the executive will be entitled to receive an amount equal to (i) the sum of his annual base salary and annual incentive compensation (equal to the greater of his target bonus for the year of termination or the average of the three years' highest gross bonus awards in the five years preceding termination) multiplied in the case of Mr. Farman by two and in the case of Mr. Baum by the number of years remaining in the term of his agreement (but in no event less than two), provided that in the event of termination following a change in control such multiplier will be three; (ii) a pro rata portion of the target amount payable under any annual incentive compensation awards for the year or, if greater, the average of the three years' highest gross bonus awards paid to the executive in the five years preceding the year of termination; and (iii) certain additional retirement benefits. In the case of Mr. Farman, the additional retirement benefit is the present value of the benefits to which he would be entitled under Sempra Energy's defined benefit pension and retirement plans if he

continued working for an additional two years and had increased his age by two years as of termination (in each case three years in the event of a termination following a change of control), but not beyond mandatory retirement age of 65. In the case of Mr. Baum, the additional retirement benefit is the present value of the benefits attributable to additional years of age and service credit (but in no event less than two years) for purposes of the calculation of retirement benefits under the Enova Corporation Supplemental Executive Retirement Plan as if he had remained employed for the remainder of the term of his agreement. Each agreement also provides for immediate vesting and exercisability of all equity-based long term incentive compensation awards; pro rata payment of cash-based long term incentive awards at target performance; continued participation in welfare benefit plans for three years; payment of compensation previously deferred; and financial planning and outplacement services. The agreements also provide for a gross-up payment to offset the effects of any excise taxes imposed on the executive under Section 4999 of the Internal Revenue code.

Good reason is defined in the employment agreements to include an adverse change in the executive's title, authority, duties, responsibilities or reporting lines; a reduction in the executive's base salary or aggregate annualized compensation and benefit opportunities; the relocation of the executive's principal place of employment; and a substantial increase in business travel obligations. A change in control is defined to include the acquisition by one person or group of 20% or more of the voting power of Sempra Energy's shares; the election of a new majority of the board of Sempra Energy comprised of individuals who are not recommended for election by two-thirds of the current directors or successors to the current directors who were so recommended for election; certain mergers, consolidations or sales of assets that result in the shareholders of Sempra Energy owning less than 60% of the voting power of Sempra Energy or of the surviving entity or its parent; and shareholder approval of the liquidation or dissolution of Sempra Energy.

Severance Agreements

Sempra Energy has entered into a severance agreement with each of Pacific Enterprises' executive officers, other than Messrs. Farman and Baum for whom severance arrangements are contained in their respective employment agreements summarized above. The severance agreements provide for the payment of benefits in the event Sempra Energy or its subsidiaries terminates the executive's employment (other than for cause, death or disability) or the executive terminates his or her employment for good reason.

The benefits payable under the severance agreements include (i) a lump sum cash payment equal to the executive's annual base salary and average annual bonus for the two years prior to termination multiplied, in certain cases depending upon the officer's position, by as much as two; (ii) continuation of health benefits for a period of two years; and (iii) financial planning and outplacement services. In addition, if the termination occurs within two years after a change in control of Sempra Energy, (i) the lump sum cash payment multiple is increased to as much as three; (ii) all equity-based incentive awards immediately vest and become exercisable or payable and all restrictions on such awards immediately lapse; (iii) all deferred compensation is paid out in a lump sum; (iv) a lump sum cash payment is made equal to the present value of the executive's benefits under the Supplemental Executive Retirement Plan calculated as if the executive had attained age 62 (or, if the executive is older than 62, based on the executive's actual age) and applying certain early retirement factors; and (v) continued life, disability, accident and health insurance for three years. The agreements also provide for a gross up payment to offset the effects of any excise tax imposed on the executive under Section 4999 of the Internal Revenue Code.

Good reason is defined in the severance agreements to include the assignment to the executive of duties materially inconsistent with those appropriate for an executive of Sempra Energy, a material reduction in the executive's overall standing and responsibilities within Sempra Energy and a material reduction in the executive's annualized compensation and benefit opportunities other than across-the-board reductions affecting all similarly situated executives of comparable rank. In addition, following a change in control of Sempra Energy, good reason also includes an adverse change in the executive's title, authority, duties, responsibilities or reporting lines, a 10% or greater reduction in the executive's annualized compensation and benefit opportunities, relocation of the

executive's principal place of employment by more than 30 miles, and a substantial increase in business travel obligations. A change in control is defined in the same manner as in the employment agreements of Messrs. Farman and Baum summarized above.

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 required by the By-laws. A copy of these By-law requirements will be provided upon request in writing to the Secretary of Pacific Enterprises.

The period for notice of business to be brought by shareholders before the 2000 Annual Meeting of Shareholders has expired. The period for the receipt by Pacific Enterprises of notice of business to be brought by shareholders before the 2001 Annual Meeting of Shareholders will commence on January 11, 2001 and end on March 12, 2001.

INDEPENDENT AUDITORS

Representatives of Deloitte & Touche LLP, independent auditors for Pacific Enterprises, are expected to be present at 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' Annual Report to the Securities and Exchange Commission on Form 10-K is being mailed to shareholders together with this Information Statement.
