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SEMPRA ENERGY

Form 10-Q

November 07, 2018

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srt:NaturalGasReservesMember sre:SanDiegoGasAndElectricCompanyMember 2018-07-01 2018-09-30 0001032208
us-gaap:OperatingSegmentsMember sre:SempraMexicoMember us-gaap:TransferredOverTimeMember 2018-01-01
2018-09-30 0001032208 us-gaap:OperatingSegmentsMember sre:SouthernCaliforniaGasCompanyMember
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sre:MidstreamServiceLineMember sre:SempraRenewablesMember 2018-07-01 2018-09-30 0001032208
us-gaap:OperatingSegmentsMember sre:OtherServiceLineMember sre:SempraRenewablesMember 2018-01-01
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sre:SempraLNGMidstreamMember 2018-01-01 2018-09-30 0001032208 us-gaap:OperatingSegmentsMember
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2018-01-01 2018-09-30 0001032208 us-gaap:OperatingSegmentsMember sre:SempraRenewablesMember
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sre:UtilitiesServiceLineMember sre:SempraMexicoMember 2018-07-01 2018-09-30 0001032208
srt:ConsolidationEliminationsMember sre:UtilitiesServiceLineMember 2018-01-01 2018-09-30 0001032208
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us-gaap:OperatingSegmentsMember srt:NaturalGasReservesMember sre:SempraSouthAmericanUtilitiesMember
2018-01-01 2018-09-30 0001032208 srt:ConsolidationEliminationsMember sre:MidstreamServiceLineMember
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sre:SempraMexicoMember 2018-07-01 2018-09-30 0001032208 us-gaap:OperatingSegmentsMember
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2018-09-30 0001032208 sre:AssetsHeldforsaleMember 2018-01-01 0001032208
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2018-09-30 0001032208 sre:SouthernCaliforniaGasCompanyMember 2018-04-30 0001032208
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sre:SanDiegoGasAndElectricCompanyMember sre:RegulatoryBalancingAccountsGasTransportationMember
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2018-10-18 0001032208 us-gaap:DisposalGroupHeldforsaleNotDiscontinuedOperationsMember
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UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF

[X]

1934

For the September 30, 2018
quarterly

period ended

or

[] TRANSITION REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF
1934
For
the
transition to
period
from

Commission File No.	Exact Name of Registrants as Specified in their Charters, Address and Telephone Number	State of Incorporation	I.R.S. Employer Identification Nos.	Former name, former address and former fiscal year, if changed since last report No change
1-14201	SEMPRA ENERGY 488 8 th Avenue San Diego, California 92101 (619) 696-2000	California	33-0732627	No change
1-03779	SAN DIEGO GAS & ELECTRIC COMPANY 8326 Century Park Court San Diego, California 92123 (619) 696-2000	California	95-1184800	No change
1-01402	SOUTHERN CALIFORNIA GAS COMPANY 555 West Fifth Street	California	95-1240705	No change

Los Angeles,
California
90013
(213) 244-1200

Indicate by check mark whether the registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrants have submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrants were required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

	Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	Emerging growth company
Sempra Energy	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
San Diego Gas & Electric Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Southern California Gas	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Company
If an emerging
growth company,
indicate by check
mark if the
registrant has
elected not to use
the extended
transition period
for complying with
any new or revised
financial
accounting
standards provided
pursuant to Section
13(a) of the
Exchange Act.

Sempra
Yes No
Energy
San
Diego
Gas
Yes No
&
Electric
Company
Southern
California
Yes No
Gas
Company

Indicate by check
mark whether the
registrant is a shell
company (as
defined in Rule
12b-2 of the
Exchange Act).

Sempra
Yes No X
Energy
San
Diego
Gas
Yes No X
&
Electric
Company
Southern No X
California
Gas

Company

Indicate the number of shares outstanding of each of the issuers' classes of common stock, as of the latest practicable date.

Common stock outstanding on November 1, 2018:

Sempra Energy 273,660,222 shares

San Diego Gas & Electric Company Wholly owned by Enova Corporation, which is wholly owned by Sempra Energy

Southern California Gas Company Wholly owned by Pacific Enterprises, which is wholly owned by Sempra Energy

SEMPRA ENERGY FORM 10-Q
 SAN DIEGO GAS & ELECTRIC COMPANY FORM 10-Q
 SOUTHERN CALIFORNIA GAS COMPANY FORM 10-Q
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This combined Form 10-Q is separately filed by Sempra Energy, San Diego Gas & Electric Company and Southern California Gas Company. Information contained herein relating to any individual company is filed by such company on its own behalf. Each company makes representations only as to itself and makes no other representation whatsoever as to any other company. You should read this report in its entirety as it pertains to each respective reporting company. No one section of the report deals with all aspects of the subject matter. Separate Part I – Item 1 sections are provided for each reporting company, except for the Notes to Condensed Consolidated Financial Statements. The Notes to Condensed Consolidated Financial Statements for all of the reporting companies are combined. All Items other than Part I – Item 1 are combined for the reporting companies.

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The following terms and abbreviations appearing in the text of this report have the meanings indicated below.

GLOSSARY

2016 GRC FD	final decision in the California Utilities' 2016 General Rate Case
AB	Assembly Bill
AFUDC	allowance for funds used during construction
Annual Report	Annual Report on Form 10-K for the year ended December 31, 2017
AOCI	accumulated other comprehensive income (loss)
ASC	Accounting Standards Codification
Asset Exchange Agreement	agreement and plan of merger among Oncor, SDTS and SU
ASU	Accounting Standards Update
Bay Gas	Bay Gas Storage Company, Ltd.
Bcf	billion cubic feet
BP	British Petroleum or its subsidiaries
bps	basis points
Cal PA	California Public Advocates Office (formerly known as ORA)
California Utilities	San Diego Gas & Electric Company and Southern California Gas Company, collectively
Cameron LNG JV	Cameron LNG Holdings, LLC
CARB	California Air Resources Board
CCA	Community Choice Aggregation
CCM	cost of capital adjustment mechanism
CEC	California Energy Commission
CEQA	California Environmental Quality Act
CFE	Comisión Federal de Electricidad (Federal Electricity Commission in Mexico)
Chevron	Chevron Corporation or its subsidiaries
Chilquinta Energía	Chilquinta Energía S.A. and its subsidiaries
COFECE	Comisión Federal de Competencia Económica (Mexican Competition Commission)
Con Ed	Consolidated Edison, Inc.
CNE	Comisión Nacional de Energía (National Energy Commission) (Chile)
CPUC	California Public Utilities Commission
CRE	Comisión Reguladora de Energía (Energy Regulatory Commission in Mexico)
CRR	congestion revenue right
DA	Direct Access
DEN	Ductos y Energéticos del Norte, S. de R.L. de C.V.
DOE	U.S. Department of Energy
DOGGR	California Department of Conservation's Division of Oil, Gas, and Geothermal Resources
DPH	Los Angeles County Department of Public Health
Dth	dekatherm
ECA	Energía Costa Azul
Ecogas	Ecogas México, S. de R.L. de C.V.
Edison	Southern California Edison Company, a subsidiary of Edison International
EFH	Energy Future Holdings Corp. (renamed Sempra Texas Holdings Corp.)
EFIH	Energy Future Intermediate Holding Company LLC (renamed Sempra Texas Intermediate Holding Company LLC)
EIR	environmental impact review
Eletrans	Eletrans S.A., Eletrans II S.A. and Eletrans III S.A., collectively
EPA	U.S. Environmental Protection Agency
EPC	engineering, procurement and construction
EPS	earnings per common share
ERCOT	Electric Reliability Council of Texas, Inc., the independent system operator and the regional coordinator of various electricity systems within Texas
ETR	effective income tax rate
FERC	Federal Energy Regulatory Commission
FTA	Free Trade Agreement
GHG	greenhouse gas
GRC	General Rate Case
HLBV	hypothetical liquidation at book value
HMRC	United Kingdom's Revenue and Customs Department
IEnova	Infraestructura Energética Nova, S.A.B. de C.V.
IMG	Infraestructura Marina del Golfo

GLOSSARY (CONTINUED)

InfraREIT	InfraREIT, Inc.
InfraREIT Merger Agreement	agreement and plan of merger among Oncor, 1912 Merger Sub LLC (a wholly owned subsidiary of Oncor), Oncor T&D Partners, LP (a wholly owned indirect subsidiary of Oncor), InfraREIT and InfraREIT Partners
InfraREIT Partners	InfraREIT Partners, LP
IRC	U.S. Internal Revenue Code of 1986 (as amended)
IRS	Internal Revenue Service
ISFSI	independent spent fuel storage installation
ISO	Independent System Operator
JP Morgan	J.P. Morgan Chase & Co.
km	kilometer
kV	kilovolt
LA Storage	LA Storage, LLC
LA Superior Court	Los Angeles County Superior Court
the Leak	the leak at the SoCalGas Aliso Canyon natural gas storage facility injection-and-withdrawal well, SS25, discovered by SoCalGas on October 23, 2015
LNG	liquefied natural gas
LPG	liquid petroleum gas
Luz del Sur	Luz del Sur S.A.A. and its subsidiaries
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
Merger	The merger of EFH with an indirect subsidiary of Sempra Energy, with EFH continuing as the surviving company and as an indirect, wholly owned subsidiary of Sempra Energy
Merger Agreement	Agreement and Plan of Merger dated August 21, 2017, as supplemented by a Waiver Agreement dated October 3, 2017 and an amendment dated February 15, 2018, between Sempra Energy, EFH, EFH and an indirect subsidiary of Sempra Energy
Merger Consideration	Pursuant to the Merger Agreement, Sempra Energy paid consideration of \$9.45 billion in cash
MHI	Mitsubishi Heavy Industries, Ltd., Mitsubishi Nuclear Energy Systems, Inc., and Mitsubishi Heavy Industries America, Inc., collectively
Mississippi Hub	Mississippi Hub, LLC
MMBtu	million British thermal units (of natural gas)
Moody's	Moody's Investors Service
MOU	Memorandum of Understanding
Mtpa	million tonnes per annum
MW	megawatt
MWh	megawatt hour
NAFTA	North American Free Trade Agreement
NCI	noncontrolling interest(s)
NDT	nuclear decommissioning trusts
NEIL	Nuclear Electric Insurance Limited
NOL	net operating loss
NRC	Nuclear Regulatory Commission
OCI	other comprehensive income (loss)
OII	Order Instituting Investigation
OIR	Order Instituting a Rulemaking
O&M	operation and maintenance expense
OMEC	Otay Mesa Energy Center
OMEC LLC	Otay Mesa Energy Center LLC
OMI	Oncor Management Investment LLC
Oncor	Oncor Electric Delivery Company LLC
Oncor Holdings	Oncor Electric Delivery Holdings Company LLC
ORA	CPUC Office of Ratepayer Advocates (now known as Cal PA)
Otay Mesa VIE	OMEC LLC VIE
PEMEX	Petróleos Mexicanos (Mexican state-owned oil company)
PG&E	Pacific Gas and Electric Company
PHMSA	Pipeline and Hazardous Materials Safety Administration
PPA	power purchase agreement
PSEP	Pipeline Safety Enhancement Plan
PSRP	Pipeline Safety & Reliability Project
PUCT	Public Utility Commission of Texas
PURA	Public Utility Regulatory Act
RAMP	Risk Assessment Mitigation Phase
RBS	The Royal Bank of Scotland plc

GLOSSARY (CONTINUED)

RBS SEE	RBS Sempra Energy Europe
RBS Sempra Commodities	RBS Sempra Commodities LLP
ROE	return on equity
RSA	restricted stock award
RSU	restricted stock unit
SB	Senate Bill
SCAQMD	South Coast Air Quality Management District
SDG&E	San Diego Gas & Electric Company
SDTS	Sharyland Distribution & Transmission Services, L.L.C. (a subsidiary of InfraREIT)
SEC	U.S. Securities and Exchange Commission
Securities Purchase Agreement	securities purchase agreement among SU, SU Investment Partners, L.P., Sempra Texas Utilities Holdings I, LLC (a wholly owned subsidiary of Sempra Energy) and Sempra Energy
SEDATU	Secretaría de Desarrollo Agrario, Territorial y Urbano (Mexican agency in charge of agriculture, land and urban development)
Sempra Global	holding company for most of Sempra Energy's subsidiaries not subject to California or Texas utility regulation
series A preferred stock	6% mandatory convertible preferred stock, series A
series B preferred stock	6.75% mandatory convertible preferred stock, series B
SFP	secondary financial protection
SGRP	Steam Generator Replacement Project
SoCalGas	Southern California Gas Company
SONGS	San Onofre Nuclear Generating Station
SONGS OII	CPUC's Order Instituting Investigation into the SONGS Outage
S&P	Standard & Poor's
SU	Sharyland Utilities, LP
TAG	TAG Pipelines Norte, S. de R.L. de C.V.
TCJA	Tax Cuts and Jobs Act of 2017
TdM	Termoeléctrica de Mexicali
Tecnored	Tecnored S.A.
Tecsur	Tecsur S.A.
TTI	Texas Transmission Investment LLC
TURN	The Utility Reform Network
U.S. GAAP	accounting principles generally accepted in the United States of America
VAT	value-added tax
VIE	variable interest entity

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

We make statements in this report that are not historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon assumptions with respect to the future, involve risks and uncertainties, and are not guarantees of performance. Future results may differ materially from those expressed in the forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the filing date of this report. We assume no obligation to update or revise any forward-looking statement as a result of new information, future events or other factors.

In this report, when we use words such as “believes,” “expects,” “anticipates,” “plans,” “estimates,” “projects,” “forecasts,” “contemplates,” “assumes,” “depends,” “should,” “could,” “would,” “will,” “confident,” “may,” “can,” “potential,” “possible,” “pursue,” “outlook,” “maintain,” or similar expressions, or when we discuss our guidance, strategy, plans, goals, vision, opportunities, projections, initiatives, objectives or intentions, we are making forward-looking statements.

Factors, among others, that could cause our actual results and future actions to differ materially from those described in any forward-looking statements include risks and uncertainties relating to:

- actions and the timing of actions, including decisions, new regulations, and issuances of permits and other authorizations by the CPUC, DOE, DOGGR, DPH, EPA, FERC, PHMSA, PUCT, states, cities and counties, and other regulatory and governmental bodies in the U.S. and other countries in which we operate;
- the timing and success of business development efforts, major acquisitions such as our interest in Oncor, and construction projects, including risks in (i) timely obtaining or maintaining permits and other authorizations, (ii) completing construction projects on schedule and on budget, (iii) obtaining the consent and participation of partners and counterparties and their ability to fulfill contractual commitments, and (iv) not realizing anticipated benefits;
- the resolution of civil and criminal litigation and regulatory investigations;
- deviations from regulatory precedent or practice that result in a reallocation of benefits or burdens among shareholders and ratepayers; denial of approvals of proposed settlements; and delays in, or disallowance or denial of, regulatory agency authorizations to recover costs in rates from customers or regulatory agency approval for projects required to enhance safety and reliability; and moves to reduce or eliminate reliance on natural gas;
- the greater degree and prevalence of wildfires in California in recent years and risk that we may be found liable for damages regardless of fault, such as where inverse condemnation applies, and risk that we may not be able to recover any such costs in rates from customers in California;
- the availability of electric power and natural gas and natural gas storage capacity, including disruptions caused by failures in the transmission grid, limitations on the withdrawal or injection of natural gas from or into storage facilities, and equipment failures;
- risks posed by actions of third parties who control the operations of our investments;
- weather conditions, natural disasters, accidents, equipment failures, computer system outages, explosions, terrorist attacks and other events that disrupt our operations, damage our facilities and systems, cause the release of harmful materials, cause wildfires and subject us to third-party liability for property damage or personal injuries, fines and penalties, some of which may not be covered by insurance (including costs in excess of applicable policy limits), may be disputed by insurers or may otherwise not be recoverable through regulatory mechanisms or may impact our ability to obtain satisfactory levels of affordable insurance;
- cybersecurity threats to the energy grid, storage and pipeline infrastructure, the information and systems used to operate our businesses and the confidentiality of our proprietary information and the personal information of our customers and employees;
- our ability to successfully execute our plan to divest certain non-utility assets within the anticipated timeframe, if at all, or that such plan may not yield the anticipated benefits;
- actions of activist shareholders, which could impact the market price of our equity and debt securities and disrupt our operations as a result of, among other things, requiring significant time and attention by management and our board of directors;
- changes in capital markets, energy markets and economic conditions, including the availability of credit and the liquidity of our investments; and volatility in inflation, interest and currency exchange rates and commodity prices and our ability to effectively hedge the risk of such volatility;
- the impact of recent federal tax reform and uncertainty as to how it may be applied, and our ability to mitigate adverse impacts;
- actions by credit rating agencies to downgrade our credit ratings or those of our subsidiaries or to place those ratings on negative outlook and our ability to borrow at favorable interest rates;
- changes in foreign and domestic trade policies and laws, including border tariffs, and revisions to or replacement of international trade agreements, such as NAFTA, that may increase our costs or impair our ability to resolve trade disputes;
- the ability to win competitively bid infrastructure projects against a number of strong and aggressive competitors;
- expropriation of assets by foreign governments and title and other property disputes;
- the impact on reliability of SDG&E's electric transmission and distribution system due to increased amount and variability of power supply from renewable energy sources;

the impact on competitive customer rates due to the growth in distributed and local power generation and from possible departing retail load resulting from customers transferring to DA and CCA or other forms of distributed and local power generation and the potential risk of nonrecovery for stranded assets and contractual obligations; Oncor's ability to eliminate or reduce its quarterly dividends due to regulatory capital requirements and commitments, or the determination by Oncor's independent directors or a minority member director to retain such amounts to meet future requirements; and other uncertainties, some of which may be difficult to predict and are beyond our control.

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We caution you not to rely unduly on any forward-looking statements. You should review and consider carefully the risks, uncertainties and other factors that affect our business as described herein, in our most recent Annual Report and in other reports that we file with the SEC.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SEMPRA ENERGY**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS***(Dollars in millions, except per share amounts)*

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017 ⁽¹⁾	2018	2017 ⁽¹⁾
	(unaudited)			
REVENUES				
Utilities	\$2,460	\$2,277	\$7,248	\$7,172
Energy-related businesses	480	402	1,218	1,071
Total revenues	2,940	2,679	8,466	8,243
EXPENSES AND OTHER INCOME				
Utilities:				
Cost of electric fuel and purchased power	(675)	(650)	(1,778)	(1,730)
Cost of natural gas	(255)	(190)	(782)	(903)
Energy-related businesses:				
Cost of natural gas, electric fuel and purchased power	(119)	(97)	(257)	(226)
Other cost of sales	(17)	(21)	(54)	(5)
Operation and maintenance	(819)	(759)	(2,383)	(2,226)
Depreciation and amortization	(380)	(378)	(1,158)	(1,106)
Franchise fees and other taxes	(131)	(114)	(352)	(325)
Write-off of wildfire regulatory asset	—	(351)	—	(351)
Impairment losses	(4)	(1)	(1,304)	(72)
Other income, net	97	40	196	322
Interest income	22	12	76	26
Interest expense	(232)	(165)	(685)	(493)
Income (loss) before income taxes and equity earnings of unconsolidated subsidiaries	427	5	(15)	1,154
Income tax (expense) benefit	(167)	84	127	(378)
Equity earnings	74	13	50	26
Net income	334	102	162	802
Earnings attributable to noncontrolling interests	(24)	(45)	(12)	(44)
Mandatory convertible preferred stock dividends	(36)	—	(89)	—
Preferred dividends of subsidiary	—	—	(1)	(1)
Earnings attributable to common shares	\$274	\$57	\$60	\$757
Basic earnings per common share	\$1.00	\$0.23	\$0.23	\$3.01
Weighted-average number of shares outstanding, basic (thousands)	273,944	251,692	265,963	251,425
Diluted earnings per common share	\$0.99	\$0.22	\$0.22	\$2.99
Weighted-average number of shares outstanding, diluted (thousands)	275,907	253,364	267,644	252,987

⁽¹⁾ As adjusted for the retrospective adoption of ASU 2017-07, which we discuss in Note 2, and a reclassification to conform to current year presentation, which we discuss in Note 1.

See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(LOSS)

(Dollars in millions)

	Sempra Energy shareholders' equity				
	Income		Noncontrolling		Total
	Pretax amount	tax (expense) benefit	Net-of-tax amount	interests (after-tax)	
(unaudited)					
Three months ended September 30, 2018 and 2017					
2018:					
Net income	\$477	\$ (167)	\$ 310	\$ 24	\$334
Other comprehensive income (loss):					
Foreign currency translation adjustments	(16)	—	(16)	(2)	(18)
Financial instruments	22	(7)	15	4	19
Pension and other postretirement benefits	(14)	4	(10)	—	(10)
Total other comprehensive (loss) income	(8)	(3)	(11)	2	(9)
Comprehensive income	\$469	\$ (170)	\$ 299	\$ 26	\$325
2017:					
Net (loss) income	\$(27)	\$ 84	\$ 57	\$ 45	\$102
Other comprehensive income (loss):					
Foreign currency translation adjustments	27	—	27	(1)	26
Financial instruments	7	(1)	6	8	14
Pension and other postretirement benefits	11	(4)	7	—	7
Total other comprehensive income	45	(5)	40	7	47
Comprehensive income	\$18	\$ 79	\$ 97	\$ 52	\$149

Nine months ended September 30, 2018
and 2017

2018:					
Net income	\$23	\$127	\$150	\$12	\$162
Other comprehensive income (loss):					
Foreign currency translation adjustments	(78)	—	(78)	(5)	(83)
Financial instruments	145	(45)	100	20	120
Pension and other postretirement benefits	(8)	3	(5)	—	(5)
Total other comprehensive income	59	(42)	17	15	32
Comprehensive income	82	85	167	27	194
Preferred dividends of subsidiary	(1)	—	(1)	—	(1)
Comprehensive income, after preferred dividends of subsidiary	\$81	\$85	\$166	\$27	\$193
2017:					
Net income	\$1,136	\$(378)	\$758	\$44	\$802
Other comprehensive income (loss):					
Foreign currency translation adjustments	76	—	76	10	86
Financial instruments	(29)	13	(16)	6	(10)
Pension and other postretirement benefits	16	(6)	10	—	10
Total other comprehensive income	63	7	70	16	86
Comprehensive income	1,199	(371)	828	60	888
Preferred dividends of subsidiary	(1)	—	(1)	—	(1)
Comprehensive income, after preferred dividends of subsidiary	\$1,198	\$(371)	\$827	\$60	\$887

See Notes to Condensed Consolidated Financial Statements.

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SEMPRA ENERGY
CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in millions)

	September 30, 2018	December 31, 2017 ⁽¹⁾
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 212	\$288
Restricted cash	73	62
Accounts receivable – trade, net	1,252	1,307
Accounts receivable – other, net	411	277
Due from unconsolidated affiliates	43	37
Income taxes receivable	99	110
Inventories	345	307
Regulatory assets	92	325
Fixed-price contracts and other derivatives	96	66
Greenhouse gas allowances	339	299
Assets held for sale	1,881	127
Other	202	136
Total current assets	5,045	3,341
Other assets:		
Restricted cash	3	14
Due from unconsolidated affiliates	682	598
Regulatory assets	1,469	1,517
Nuclear decommissioning trusts	1,042	1,033
Investment in Oncor Holdings	9,553	—
Other investments	2,561	2,527
Goodwill	2,363	2,397
Other intangible assets	229	596
Dedicated assets in support of certain benefit plans	443	455
Insurance receivable for Aliso Canyon costs	474	418
Deferred income taxes	116	170
Greenhouse gas allowances	275	93
Sundry	852	792
Total other assets	20,062	10,610
Property, plant and equipment:		
Property, plant and equipment	47,734	48,108
Less accumulated depreciation and amortization	(12,236) (11,605)
Property, plant and equipment, net (\$302 and \$321 at September 30, 2018 and December 31, 2017, respectively, related to Otay Mesa VIE)	35,498	36,503
Total assets	\$ 60,605	\$50,454

⁽¹⁾ Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)

(Dollars in millions)

	September 30, 2018	December 31, 2017 ⁽¹⁾
	(unaudited)	
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt	\$ 2,897	\$ 1,540
Accounts payable – trade	1,199	1,350
Accounts payable – other	176	173
Due to unconsolidated affiliates	7	7
Dividends and interest payable	495	342
Accrued compensation and benefits	356	439
Regulatory liabilities	284	109
Current portion of long-term debt (\$287 and \$10 at September 30, 2018 and December 31, 2017, respectively, related to Otay Mesa VIE)	1,464	1,427
Fixed-price contracts and other derivatives	63	109
Customer deposits	172	162
Reserve for Aliso Canyon costs	161	84
Greenhouse gas obligations	339	299
Liabilities held for sale	156	49
Other	722	545
Total current liabilities	8,491	6,635
Long-term debt (\$284 at December 31, 2017 related to Otay Mesa VIE)	21,335	16,445
Deferred credits and other liabilities:		
Customer advances for construction	146	150
Due to unconsolidated affiliates	36	35
Pension and other postretirement benefit plan obligations, net of plan assets	1,052	1,148
Deferred income taxes	2,231	2,767
Deferred investment tax credits	25	28
Regulatory liabilities	3,974	3,922
Asset retirement obligations	2,750	2,732
Fixed-price contracts and other derivatives	235	316
Greenhouse gas obligations	102	—
Deferred credits and other	1,117	1,136
Total deferred credits and other liabilities	11,668	12,234
Commitments and contingencies (Note 11)		
Equity:		
Preferred stock (50 million shares authorized):		
6% mandatory convertible preferred stock, series A (17.25 million shares issued and outstanding at September 30, 2018)	1,693	—
6.75% mandatory convertible preferred stock, series B (5.75 million shares issued and outstanding at September 30, 2018)	566	—
Common stock (750 million shares authorized; 274 million and 251 million shares outstanding at September 30, 2018 and December 31, 2017, respectively; no par value)	5,485	3,149
Retained earnings	9,485	10,147

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Accumulated other comprehensive income (loss)	(612) (626)
Total Sempra Energy shareholders' equity	16,617		12,670
Preferred stock of subsidiary	20		20
Other noncontrolling interests	2,474		2,450
Total equity	19,111		15,140
Total liabilities and equity	\$ 60,605		\$50,454

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

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SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions)

	Nine months ended September 30, 2018 2017 ⁽¹⁾ (unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 162	\$ 802
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,158	1,106
Deferred income taxes and investment tax credits	(289)	302
Write-off of wildfire regulatory asset	—	351
Impairment losses	1,304	72
Equity earnings	(50)	(26)
Fixed-price contracts and other derivatives	(44)	(142)
Other	139	18
Net change in other working capital components	444	229
Insurance receivable for Aliso Canyon costs	(56)	64
Changes in other noncurrent assets and liabilities, net	(177)	(72)
Net cash provided by operating activities	2,591	2,704
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures for property, plant and equipment	(2,815)	(2,880)
Expenditures for investments and acquisitions	(9,921)	(110)
Proceeds from sale of assets	7	12
Distributions from investments	9	25
Purchases of nuclear decommissioning trust assets	(703)	(1,082)
Proceeds from sales of nuclear decommissioning trust assets	703	1,082
Advances to unconsolidated affiliates	(84)	(321)
Repayments of advances to unconsolidated affiliates	71	8
Other	29	6
Net cash used in investing activities	(12,704)	(3,260)
CASH FLOWS FROM FINANCING ACTIVITIES		
Common dividends paid	(645)	(561)
Preferred dividends paid	(53)	—
Preferred dividends paid by subsidiary	(1)	(1)
Issuances of mandatory convertible preferred stock, net of \$41 in offering costs	2,259	—
Issuances of common stock, net of \$41 in offering costs in 2018	2,261	37
Repurchases of common stock	(20)	(15)
Issuances of debt (maturities greater than 90 days)	8,628	2,395
Payments on debt (maturities greater than 90 days)	(2,967)	(1,829)
Increase in short-term debt, net	707	475
Proceeds from sales of noncontrolling interest, net of \$1 in offering costs	90	—
Net distributions to noncontrolling interests	(101)	(109)
Settlement of cross-currency swaps	(33)	—
Other	(80)	(11)
Net cash provided by financing activities	10,045	381

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Effect of exchange rate changes on cash, cash equivalents and restricted cash	(8)	11
Decrease in cash, cash equivalents and restricted cash	(76)	(164)
Cash, cash equivalents and restricted cash, January 1	364		425
Cash, cash equivalents and restricted cash, September 30	\$288		\$261

(1) As adjusted for the retrospective adoption of ASU 2016-15 and ASU 2016-18, which we discuss in Note 2. See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(Dollars in millions)

	Nine months ended September 30,	
	2018	2017 ⁽¹⁾
	(unaudited)	
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest payments, net of amounts capitalized	\$584	\$ 414
Income tax payments, net of refunds	120	126
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Acquisition:		
Assets acquired	\$9,670	\$ —
Liabilities assumed	(104)	—
Cash paid	\$9,566	\$ —
Accrued capital expenditures	\$424	\$ 476
Accrued Merger-related transaction and financing costs	—	21
Increase in capital lease obligations for investment in property, plant and equipment	9	502
Equitization of note receivable due from unconsolidated affiliate	—	19
Preferred dividends declared but not paid	36	—
Common dividends issued in stock	41	40
Common dividends declared but not paid	252	214

⁽¹⁾ As adjusted for the retrospective adoption of ASU 2016-15 and ASU 2016-18, which we discuss in Note 2.
See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Dollars in millions)

	Preferred stock	Common stock	Retained earnings	Accumulated other comprehensive income (loss)	Sempra Energy shareholders' equity	Non-controlling interests	Total equity
(unaudited)							
Three months ended September 30, 2018							
Balance at June 30, 2018	\$ 1,693	\$ 5,279	\$ 9,455	\$ (601)	\$ 15,826	\$ 2,538	\$ 18,364
Net income			310		310	24	334
Other comprehensive (loss) income				(11)	(11)	2	(9)
Share-based compensation expense		17			17		17
Dividends declared:							
Series A preferred stock (\$1.50/share)			(26)		(26)		(26)
Series B preferred stock (\$1.73/share)			(10)		(10)		(10)
Common stock (\$0.90/share)			(244)		(244)		(244)
Issuance of series B preferred stock	566				566		566
Issuances of common stock		185			185		185
Noncontrolling interest activities:							
Equity contributions						2	2
Distributions						(86)	(86)
Sales, net of offering costs		4			4	1	5
Increase from acquisition						13	13
Balance at September 30, 2018	\$ 2,259	\$ 5,485	\$ 9,485	\$ (612)	\$ 16,617	\$ 2,494	\$ 19,111
Three months ended September 30, 2017							
Balance at June 30, 2017	\$ —	\$ 3,046	\$ 11,004	\$ (718)	\$ 13,332	\$ 2,273	\$ 15,605
Net income			57		57	45	102
Other comprehensive income				40	40	7	47
Share-based compensation expense		21			21		21
Dividends declared:							
Common stock (\$0.82/share)			(206)		(206)		(206)
Issuances of common stock		22			22		22
Repurchases of common stock		(1)			(1)		(1)
Noncontrolling interest activities:							
Equity contributions						1	1
Distributions						(89)	(89)
Balance at September 30, 2017	\$ —	\$ 3,088	\$ 10,855	\$ (678)	\$ 13,265	\$ 2,237	\$ 15,502

See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Dollars in millions)

	Preferred stock	Common stock	Retained earnings	Accumulated other comprehensive income (loss)	Sempra Energy shareholders' equity	Non- controlling interests	Total equity
(unaudited)							
Nine months ended September 30, 2018							
Balance at December 31, 2017	\$—	\$ 3,149	\$ 10,147	\$ (626)	\$ 12,670	\$ 2,470	\$ 15,140
Cumulative-effect adjustments from changes in accounting principles			2	(3)	(1)		(1)
Net income			150		150	12	162
Other comprehensive income				17	17	15	32
Share-based compensation expense		50			50		50
Dividends declared:							
Series A preferred stock (\$4.60/share)			(79)		(79)		(79)
Series B preferred stock (\$1.73/share)			(10)		(10)		(10)
Common stock (\$2.69/share)			(724)		(724)		(724)
Preferred dividends of subsidiary			(1)		(1)		(1)
Issuance of series A preferred stock	1,693				1,693		1,693
Issuance of series B preferred stock	566				566		566
Issuances of common stock		2,302			2,302		2,302
Repurchases of common stock		(20)			(20)		(20)
Noncontrolling interest activities:							
Equity contributions						3	3
Distributions						(104)	(104)
Purchases						(1)	(1)
Sales, net of offering costs		4			4	86	90
Increase from acquisition						13	13
Balance at September 30, 2018	\$ 2,259	\$ 5,485	\$ 9,485	\$ (612)	\$ 16,617	\$ 2,494	\$ 19,111
Nine months ended September 30, 2017							
Balance at December 31, 2016	\$—	\$ 2,982	\$ 10,717	\$ (748)	\$ 12,951	\$ 2,290	\$ 15,241
Net income			758		758	44	802
Other comprehensive income				70	70	16	86
Share-based compensation expense		44			44		44
Dividends declared:							
Common stock (\$2.47/share)			(619)		(619)		(619)
Preferred dividends of subsidiary			(1)		(1)		(1)
Issuances of common stock		77			77		77
Repurchases of common stock		(15)			(15)		(15)
Noncontrolling interest activities:							
Equity contributions						2	2
Distributions						(115)	(115)
Balance at September 30, 2017	\$—	\$ 3,088	\$ 10,855	\$ (678)	\$ 13,265	\$ 2,237	\$ 15,502

See Notes to Condensed Consolidated Financial Statements.

SAN DIEGO GAS & ELECTRIC COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF
OPERATIONS

(Dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017 ⁽¹⁾	2018	2017 ⁽¹⁾
	(unaudited)			
Operating revenues				
Electric	\$1,192	\$1,131	\$3,014	\$2,952
Natural gas	107	105	391	399
Total operating revenues	1,299	1,236	3,405	3,351
Operating expenses				
Cost of electric fuel and purchased power	448	417	1,045	994
Cost of natural gas	30	29	110	132
Operation and maintenance	262	253	761	725
Depreciation and amortization	174	170	509	499
Franchise fees and other taxes	85	74	217	197
Write-off of wildfire regulatory asset	—	351	—	351
Total operating expenses	999	1,294	2,642	2,898
Operating income (loss)	300	(58)	763	453
Other income, net	24	20	77	61
Interest income	1	—	3	—
Interest expense	(56)	(53)	(161)	(151)
Income (loss) before income taxes	269	(91)	682	363
Income tax (expense) benefit	(53)	72	(151)	(72)
Net income (loss)	216	(19)	531	291
Earnings attributable to noncontrolling interest	(11)	(9)	(10)	(15)
Earnings (losses) attributable to common shares	\$205	\$(28)	\$521	\$276

⁽¹⁾ As adjusted for the retrospective adoption of ASU 2017-07, which we discuss in Note 2.

See Notes to Condensed Consolidated Financial Statements.

SAN DIEGO GAS & ELECTRIC COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Dollars in millions)

	SDG&E shareholder's equity				
	Pretax amount	Income tax (expense) benefit	Net-of-tax amount	Noncontrolling interest (after-tax)	Total
	(unaudited)				
	Three months ended September 30, 2018 and 2017				
2018:					
Net income	\$258	\$ (53)	\$ 205	\$ 11	\$216
Other comprehensive income (loss):					
Financial instruments	—	—	—	2	2
Pension and other postretirement benefits	(8)	2	(6)	—	(6)
Total other comprehensive (loss) income	(8)	2	(6)	2	(4)
Comprehensive income	\$250	\$ (51)	\$ 199	\$ 13	\$212
2017:					
Net (loss) income	\$(100)	\$ 72	\$(28)	\$ 9	\$(19)
Other comprehensive income (loss):					
Financial instruments	—	—	—	3	3
Pension and other postretirement benefits	1	—	1	—	1
Total other comprehensive income	1	—	1	3	4
Comprehensive (loss) income	\$(99)	\$ 72	\$(27)	\$ 12	\$(15)
	Nine months ended September 30, 2018 and 2017				
2018:					
Net income	\$672	\$(151)	\$521	\$10	\$531
Other comprehensive income (loss):					
Financial instruments	—	—	—	7	7
Pension and other postretirement benefits	(8)	2	(6)	—	(6)
Total other comprehensive (loss) income	(8)	2	(6)	7	1
Comprehensive income	\$664	\$(149)	\$515	\$17	\$532
2017:					
Net income	\$348	\$(72)	\$276	\$15	\$291
Other comprehensive income (loss):					
Financial instruments	—	—	—	7	7
Pension and other postretirement benefits	1	—	1	—	1
Total other comprehensive income	1	—	1	7	8
Comprehensive income	\$349	\$(72)	\$277	\$22	\$299

See Notes to Condensed Consolidated Financial Statements.

SAN DIEGO GAS & ELECTRIC COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in millions)

	September 30, 2018	December 31, 2017 ⁽¹⁾
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 27	\$ 12
Restricted cash	17	6
Accounts receivable – trade, net	470	362
Accounts receivable – other, net	133	79
Due from unconsolidated affiliates	1	—
Inventories	103	105
Prepaid expenses	97	58
Regulatory assets	77	316
Fixed-price contracts and other derivatives	34	42
Greenhouse gas allowances	119	116
Other	35	4
Total current assets	1,113	1,100
Other assets:		
Restricted cash	—	11
Regulatory assets	399	451
Nuclear decommissioning trusts	1,042	1,033
Greenhouse gas allowances	153	83
Sundry	281	328
Total other assets	1,875	1,906
Property, plant and equipment:		
Property, plant and equipment	20,749	19,787
Less accumulated depreciation and amortization	(5,225) (4,949)
Property, plant and equipment, net (\$302 and \$321 at September 30, 2018 and December 31, 2017, respectively, related to VIE)	15,524	14,838
Total assets	\$ 18,512	\$ 17,844

⁽¹⁾ Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

SAN DIEGO GAS & ELECTRIC COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)

(Dollars in millions)

	September 30, 2018 (unaudited)	December 31, 2017 ⁽¹⁾
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt	\$ 48	\$253
Accounts payable	413	501
Due to unconsolidated affiliates	303	40
Interest payable	58	41
Accrued compensation and benefits	91	122
Accrued franchise fees	58	59
Current portion of long-term debt (\$287 and \$10 at September 30, 2018 and December 31, 2017, respectively, related to VIE)	336	220
Asset retirement obligations	92	77
Regulatory liabilities	73	18
Fixed-price contracts and other derivatives	46	60
Customer deposits	69	69
Greenhouse gas obligations	119	116
Other	78	46
Total current liabilities	1,784	1,622
Long-term debt (\$284 at December 31, 2017 related to VIE)	5,404	5,335
Deferred credits and other liabilities:		
Customer advances for construction	47	57
Pension and other postretirement benefit plan obligations, net of plan assets	172	182
Deferred income taxes	1,632	1,530
Deferred investment tax credits	16	18
Regulatory liabilities	2,319	2,225
Asset retirement obligations	774	762
Fixed-price contracts and other derivatives	107	153
Greenhouse gas obligations	29	—
Deferred credits and other	328	334
Total deferred credits and other liabilities	5,424	5,261
Commitments and contingencies (Note 11)		
Equity:		
Preferred stock (45 million shares authorized; none issued)	—	—
Common stock (255 million shares authorized; 117 million shares outstanding; no par value)	1,338	1,338
Retained earnings	4,539	4,268
Accumulated other comprehensive income (loss)	(14) (8)
Total SDG&E shareholder's equity	5,863	5,598
Noncontrolling interest	37	28
Total equity	5,900	5,626
Total liabilities and equity	\$ 18,512	\$17,844

*(1) Derived from audited financial statements.
See Notes to Condensed Consolidated Financial Statements.*

SAN DIEGO GAS & ELECTRIC COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions)

	Nine months ended September 30, 2018 2017 ⁽¹⁾ (unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$531	\$291
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	509	499
Deferred income taxes and investment tax credits	88	(5)
Write-off of wildfire regulatory asset	—	351
Fixed-price contracts and other derivatives	(1)	(1)
Other	(30)	(31)
Net change in other working capital components	150	78
Changes in other noncurrent assets and liabilities, net	(16)	(10)
Net cash provided by operating activities	1,231	1,172
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures for property, plant and equipment	(1,194)	(1,122)
Purchases of nuclear decommissioning trust assets	(703)	(1,082)
Proceeds from sales of nuclear decommissioning trust assets	703	1,082
Decrease in loans to affiliate, net	—	31
Other	—	6
Net cash used in investing activities	(1,194)	(1,085)
CASH FLOWS FROM FINANCING ACTIVITIES		
Common dividends paid	—	(450)
Issuances of debt (maturities greater than 90 days)	398	398
Payments on debt (maturities greater than 90 days)	(204)	(183)
(Decrease) increase in short-term debt, net	(205)	185
Capital distributions made by VIE, net	(8)	(20)
Debt issuance costs	(3)	(4)
Net cash used in financing activities	(22)	(74)
Increase in cash, cash equivalents and restricted cash	15	13
Cash, cash equivalents and restricted cash, January 1	29	20
Cash, cash equivalents and restricted cash, September 30	\$44	\$33

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Interest payments, net of amounts capitalized	\$139	\$134
Income tax payments, net	79	13

SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES

Accrued capital expenditures	\$113	\$135
Increase in capital lease obligations for investment in property, plant and equipment	—	500
Common dividends declared but not paid	250	—

⁽¹⁾ As adjusted for the retrospective adoption of ASU 2016-15 and ASU 2016-18, which we discuss in Note 2.
See Notes to Condensed Consolidated Financial Statements.

SAN DIEGO GAS & ELECTRIC COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Dollars in millions)

	Common stock	Retained earnings	Accumulated other comprehensive income (loss)	SDG&E shareholder's equity	Noncontrolling interest	Total equity
(unaudited)						
Three months ended September 30, 2018						
Balance at June 30, 2018	\$ 1,338	\$ 4,584	\$ (8)	\$ 5,914	\$ 29	\$ 5,943
Net income		205		205	11	216
Other comprehensive (loss) income			(6)	(6)	2	(4)
Common stock dividends declared (\$2.14/share)		(250)		(250)		(250)
Noncontrolling interest activities:						
Equity contributions					1	1
Distributions					(6)	(6)
Balance at September 30, 2018	\$ 1,338	\$ 4,539	\$ (14)	\$ 5,863	\$ 37	\$ 5,900
Three months ended September 30, 2017						
Balance at June 30, 2017	\$ 1,338	\$ 4,440	\$ (8)	\$ 5,770	\$ 34	\$ 5,804
Net (loss) income		(28)		(28)	9	(19)
Other comprehensive income			1	1	3	4
Common stock dividends declared (\$2.36/share)		(275)		(275)		(275)
Distributions to noncontrolling interest					(11)	(11)
Balance at September 30, 2017	\$ 1,338	\$ 4,137	\$ (7)	\$ 5,468	\$ 35	\$ 5,503
Nine months ended September 30, 2018						
Balance at December 31, 2017	\$ 1,338	\$ 4,268	\$ (8)	\$ 5,598	\$ 28	\$ 5,626
Net income		521		521	10	531
Other comprehensive (loss) income			(6)	(6)	7	1
Common stock dividends declared (\$2.14/share)		(250)		(250)		(250)
Noncontrolling interest activities:						
Equity contributions					2	2
Distributions					(10)	(10)
Balance at September 30, 2018	\$ 1,338	\$ 4,539	\$ (14)	\$ 5,863	\$ 37	\$ 5,900
Nine months ended September 30, 2017						
Balance at December 31, 2016	\$ 1,338	\$ 4,311	\$ (8)	\$ 5,641	\$ 37	\$ 5,678
Net income		276		276	15	291
Other comprehensive income			1	1	7	8
Common stock dividends declared (\$3.86/share)		(450)		(450)		(450)
Noncontrolling interest activities:						
Equity contributions					1	1

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Distributions					(25)	(25)
Balance at September 30, 2017	\$ 1,338	\$ 4,137	\$ (7)	\$ 5,468	\$ 35	\$ 5,503	

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED STATEMENTS OF OPERATIONS

(Dollars in millions)

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2018	2017 ⁽¹⁾	2018	2017 ⁽¹⁾
	(unaudited)			
Operating revenues	\$802	\$684	\$2,700	\$2,695
Operating expenses				
Cost of natural gas	224	153	663	740
Operation and maintenance	394	360	1,160	1,067
Depreciation and amortization	141	132	414	384
Franchise fees and other taxes	38	34	111	107
Total operating expenses	797	679	2,348	2,298
Operating income	5	5	352	397
Other income, net	3	13	49	51
Interest income	—	1	1	1
Interest expense	(29)	(26)	(82)	(77)
(Loss) income before income taxes	(21)	(7)	320	372
Income tax benefit (expense)	7	14	(75)	(103)
Net (loss) income	(14)	7	245	269
Preferred dividend requirements	—	—	(1)	(1)
(Losses) earnings attributable to common shares	\$(14)	\$7	\$244	\$268

⁽¹⁾ As adjusted for the retrospective adoption of ASU 2017-07, which we discuss in Note 2.
See Notes to Condensed Financial Statements.

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Dollars in millions)

	Pretax amount (unaudited)	Income tax benefit (expense)	Net-of-tax amount
Three months ended September 30, 2018 and 2017			
2018:			
Net loss/Comprehensive loss	\$ (21)	\$ 7	\$ (14)
2017:			
Net (loss) income/Comprehensive (loss) income	\$ (7)	\$ 14	\$ 7
Nine months ended September 30, 2018 and 2017			
2018:			
Net income	\$ 320	\$ (75)	\$ 245
Other comprehensive income (loss):			
Pension and other postretirement benefits	1	—	1
Total other comprehensive income	1	—	1
Comprehensive income	\$ 321	\$ (75)	\$ 246
2017:			
Net income	\$ 372	\$ (103)	\$ 269
Other comprehensive income (loss):			
Pension and other postretirement benefits	1	—	1
Total other comprehensive income	1	—	1
Comprehensive income	\$ 373	\$ (103)	\$ 270

See Notes to Condensed Financial Statements.

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED BALANCE SHEETS

(Dollars in millions)

	September 30, 2018	December 31, 2017 ⁽¹⁾
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 4	\$8
Accounts receivable – trade, net	342	517
Accounts receivable – other, net	106	90
Due from unconsolidated affiliates	49	4
Income taxes receivable	4	10
Inventories	156	124
Regulatory assets	12	9
Greenhouse gas allowances	178	179
Other	47	38
Total current assets	898	979
Other assets:		
Regulatory assets	984	983
Insurance receivable for Aliso Canyon costs	474	418
Greenhouse gas allowances	108	9
Sundry	348	364
Total other assets	1,914	1,774
Property, plant and equipment:		
Property, plant and equipment	17,732	16,772
Less accumulated depreciation and amortization	(5,597)	(5,366)
Property, plant and equipment, net	12,135	11,406
Total assets	\$ 14,947	\$ 14,159

⁽¹⁾ Derived from audited financial statements.
See Notes to Condensed Financial Statements.

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED BALANCE SHEETS (CONTINUED)

(Dollars in millions)

	September 30, 2018	December 31, 2017 ⁽¹⁾
	(unaudited)	
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	\$ —	\$ 116
Accounts payable – trade	453	502
Accounts payable – other	93	93
Due to unconsolidated affiliates	51	35
Accrued compensation and benefits	137	151
Regulatory liabilities	211	91
Current portion of long-term debt	3	501
Customer deposits	101	89
Reserve for Aliso Canyon costs	161	84
Greenhouse gas obligations	178	179
Other	274	205
Total current liabilities	1,662	2,046
Long-term debt	3,427	2,485
Deferred credits and other liabilities:		
Customer advances for construction	99	92
Pension obligation, net of plan assets	663	789
Deferred income taxes	1,121	995
Deferred investment tax credits	9	10
Regulatory liabilities	1,655	1,697
Asset retirement obligations	1,941	1,885
Greenhouse gas obligations	58	—
Deferred credits and other	210	253
Total deferred credits and other liabilities	5,756	5,721
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Preferred stock (11 million shares authorized; 1 million shares outstanding)	22	22
Common stock (100 million shares authorized; 91 million shares outstanding; no par value)	866	866
Retained earnings	3,234	3,040
Accumulated other comprehensive income (loss)	(20) (21)
Total shareholders' equity	4,102	3,907
Total liabilities and shareholders' equity	\$ 14,947	\$ 14,159

⁽¹⁾ Derived from audited financial statements.

See Notes to Condensed Financial Statements.

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED STATEMENTS OF CASH FLOWS

(Dollars in millions)

	Nine months ended September 30, 2018 2017 (unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$245	\$269
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	414	384
Deferred income taxes and investment tax credits	70	86
Other	(4)	(22)
Net change in other working capital components	391	359
Insurance receivable for Aliso Canyon costs	(56)	64
Changes in other noncurrent assets and liabilities, net	(178)	(74)
Net cash provided by operating activities	882	1,066
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures for property, plant and equipment	(1,127)	(1,033)
Increase in loans to affiliate, net	(88)	—
Other	6	—
Net cash used in investing activities	(1,209)	(1,033)
CASH FLOWS FROM FINANCING ACTIVITIES		
Preferred dividends paid	(1)	(1)
Issuances of long-term debt	949	—
Payments on long-term debt	(500)	—
Decrease in short-term debt, net	(116)	(36)
Debt issuance costs	(9)	—
Net cash provided by (used in) financing activities	323	(37)
Decrease in cash and cash equivalents	(4)	(4)
Cash and cash equivalents, January 1	8	12
Cash and cash equivalents, September 30	\$4	\$8
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest payments, net of amounts capitalized	\$71	\$65
Income tax (refunds) payments, net	(1)	22
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Accrued capital expenditures	\$178	\$148
Increase in capital lease obligations for investment in property, plant and equipment	7	1
Common dividends declared but not paid	50	—
<i>See Notes to Condensed Financial Statements.</i>		

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Dollars in millions)

	Preferred stock	Common stock	Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders' equity
(unaudited)					
Three months ended September 30, 2018					
Balance at June 30, 2018	\$22	\$ 866	\$3,298	\$ (20)	\$ 4,166
Net loss			(14)		(14)
Dividends declared:					
Preferred stock (\$0.38/share)			—		—
Common stock (\$0.55/share)			(50)		(50)
Balance at September 30, 2018	\$22	\$ 866	\$3,234	\$ (20)	\$ 4,102
Three months ended September 30, 2017					
Balance at June 30, 2017	\$22	\$ 866	\$2,905	\$ (21)	\$ 3,772
Net income			7		7
Preferred stock dividends declared (\$0.38/share)			—		—
Balance at September 30, 2017	\$22	\$ 866	\$2,912	\$ (21)	\$ 3,779
Nine months ended September 30, 2018					
Balance at December 31, 2017	\$22	\$ 866	\$3,040	\$ (21)	\$ 3,907
Net income			245		245
Other comprehensive income				1	1
Dividends declared:					
Preferred stock (\$1.13/share)			(1)		(1)
Common stock (\$0.55/share)			(50)		(50)
Balance at September 30, 2018	\$22	\$ 866	\$3,234	\$ (20)	\$ 4,102
Nine months ended September 30, 2017					
Balance at December 31, 2016	\$22	\$ 866	\$2,644	\$ (22)	\$ 3,510
Net income			269		269
Other comprehensive income				1	1
Preferred stock dividends declared (\$1.13/share)			(1)		(1)
Balance at September 30, 2017	\$22	\$ 866	\$2,912	\$ (21)	\$ 3,779

SEMPRA ENERGY AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. GENERAL INFORMATION AND OTHER FINANCIAL DATA

PRINCIPLES OF CONSOLIDATION

Sempra Energy

Sempra Energy's Condensed Consolidated Financial Statements include the accounts of Sempra Energy, a California-based Fortune 500 energy-services holding company, and its consolidated subsidiaries and VIEs. Sempra Global is the holding company for most of our subsidiaries that are not subject to California or Texas utility regulation. Sempra Energy's subsidiaries are managed within seven separate reportable segments, which we discuss in Note 12. All references in these Notes to our reportable segments are not intended to refer to any legal entity with the same or similar name.

SDG&E

SDG&E's Condensed Consolidated Financial Statements include its accounts and the accounts of a VIE of which SDG&E is the primary beneficiary, as we discuss below in "Variable Interest Entities." SDG&E's common stock is wholly owned by Enova Corporation, which is a wholly owned subsidiary of Sempra Energy.

SoCalGas

SoCalGas' common stock is wholly owned by Pacific Enterprises, which is a wholly owned subsidiary of Sempra Energy.

In this report, we refer to SDG&E and SoCalGas collectively as the California Utilities.

BASIS OF PRESENTATION

This is a combined report of Sempra Energy, SDG&E and SoCalGas. We provide separate information for SDG&E and SoCalGas as required. References in this report to "we," "our" and "Sempra Energy Consolidated" are to Sempra Energy and its consolidated entities, unless otherwise indicated by the context. We have eliminated intercompany accounts and transactions within the consolidated financial statements of each reporting entity.

Throughout this report, we refer to the following as Condensed Consolidated Financial Statements and Notes to Condensed Consolidated Financial Statements when discussed together or collectively:

the Condensed Consolidated Financial Statements and related Notes of Sempra Energy and its subsidiaries and VIEs; the Condensed Consolidated Financial Statements and related Notes of SDG&E and its VIE; and the Condensed Financial Statements and related Notes of SoCalGas.

We have prepared the Condensed Consolidated Financial Statements in conformity with U.S. GAAP and in accordance with the interim-period-reporting requirements of Form 10-Q. Results of operations for interim periods are not necessarily indicative of results for the entire year. We evaluated events and transactions that occurred after September 30, 2018 through the date the financial statements were issued and, in the opinion of management, the accompanying statements reflect all adjustments necessary for a fair presentation. These adjustments are only of a normal, recurring nature.

All December 31, 2017 balance sheet information in the Condensed Consolidated Financial Statements has been derived from our audited 2017 Consolidated Financial Statements in the Annual Report. Certain information and note disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the interim-period-reporting provisions of U.S. GAAP and the SEC.

We describe our significant accounting policies in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report and the impact of the adoption of new accounting standards on those policies in Note 2 below. We follow the same accounting policies for interim reporting purposes.

You should read the information in this Quarterly Report in conjunction with the Annual Report.

Reclassification on the Condensed Consolidated Statement of Operations

We have made a reclassification on the Condensed Consolidated Statement of Operations for the three months and nine months ended September 30, 2017 to conform to current year presentation. Line item captions for equity earnings (losses) before income tax and net of income tax have been combined into one line and presented after income tax expense (benefit). This reclassification is intended to treat the presentation of earnings from all equity method investees consistently and simplify the presentation on the statement of operations, while continuing to provide additional detail in the notes to the financial statements. We discuss our equity method investments further in Note 6. The following table summarizes the financial statement line items that were affected by this reclassification:

**SEMPRA ENERGY –
RECLASSIFICATION***(Dollars in millions)*

Three months ended September 30, 2017		Nine months ended September 30, 2017	
As previously presented	As currently presented	As previously presented	As currently presented
Condensed Consolidated Statement of Operations:			
Equity earnings, before income tax		— \$ 31	\$ —
Income before income taxes and equity earnings (losses) of certain unconsolidated subsidiaries		1,185	—
Income before income taxes and equity earnings of unconsolidated subsidiaries		—	1,154
Equity earnings (losses), net of income tax		(5)	—
	13	—	26

Equity
earnings

Regulated Operations

The California Utilities and Sempra Mexico's natural gas distribution utility, Ecogas, prepare their financial statements in accordance with the provisions of U.S. GAAP governing rate-regulated operations. We discuss the effects of regulation in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report and revenue recognition at our utilities in Note 3 below.

Our Sempra Texas Utility segment is comprised of our equity method investment in Oncor Holdings, which owns 80.25 percent of Oncor, as we discuss in Notes 5 and 6. Oncor is a regulated electric transmission and distribution utility in the state of Texas. Oncor's rates are regulated by the PUCT and certain cities and are subject to regulatory rate-setting processes and annual earnings oversight. Oncor prepares its financial statements in accordance with the provisions of U.S. GAAP governing rate-regulated operations.

Sempra South American Utilities has controlling interests in two electric distribution utilities in South America, Chilquinta Energía in Chile and Luz del Sur in Peru. Revenues are based on tariffs that are set by government agencies in their respective countries based on an efficient model distribution company defined by those agencies. Because the tariffs are based on a model and are intended to cover the costs of the model company, but are not based on the costs of the specific utility and may not result in full cost recovery, these utilities do not meet the requirements necessary for, and therefore do not apply, regulatory accounting treatment under U.S. GAAP.

Our Sempra Mexico segment includes the operating companies of our subsidiary, IEnova. Certain business activities at IEnova are regulated by the CRE and meet the regulatory accounting requirements of U.S. GAAP. Pipeline projects under construction at Sempra Mexico that meet the regulatory accounting requirements of U.S. GAAP record the impact of AFUDC related to equity. We discuss AFUDC below and in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

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RESTRICTED CASH

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported on the Condensed Consolidated Balance Sheets to the sum of such amounts reported on the Condensed Consolidated Statements of Cash Flows. We provide information about the nature of restricted cash in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

**RECONCILIATION
OF CASH, CASH
EQUIVALENTS
AND
RESTRICTED
CASH**

(Dollars in millions)