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SEMPRA ENERGY

Form 10-Q

October 30, 2017

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sre:SanDiegoGasAndElectricCompanyMember sre:OwnershipInterestsHeldByOthersOtayMesaVieMember

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2017-09-30 0001032208 us-gaap:CorporateJointVentureMember sre:InfraestructuraMarinadelGolfoMember
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us-gaap:AccumulatedDefinedBenefitPlansAdjustmentMember 2015-12-31 0001032208
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2017-07-01 2017-09-30 0001032208 sre:SanDiegoGasAndElectricCompanyMember
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2016-12-31 0001032208 sre:NoncontrollingTaxEquityInvestorsSolarMember
sre:SempraRenewablesSegmentMember 2016-12-31 0001032208
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2016-07-01 2016-09-30 0001032208 us-gaap:IntersegmentEliminationMember sre:SoCalGasSegmentMember
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sre:plaintiff utreg:t utreg:Bcf sre:lawsuit iso4217:GBP sre:segment

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
1934
For the
quarterly September 30, 2017
period ended

or

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

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period
from

File No.	Exact Name of Registrants as Specified in their Charters, Address and Telephone Number	States of Incorporation	I.R.S. and Employer Identification Nos.	Former name, former address and former fiscal year, if changed since last report
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 Los Angeles, California 90013 (213) 244-1200	California	95-1240705	No change

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

1

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Sempra Yes <input checked="" type="checkbox"/> Energy	No
San Diego Gas Yes <input checked="" type="checkbox"/> &	No
Electric Company Southern California Yes <input checked="" type="checkbox"/> Gas	No
Company	

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

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accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	Emerging growth company
Sempra Energy [X]	[]	[]	[]	[]
San Diego Gas & Electric Company Southern California Gas Company	[]	[X]	[]	[]
Gas & Electric Company Southern California Gas Company	[]	[X]	[]	[]

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule

12b-2 of the
Exchange Act).

Sempra
Energy ^{Yes} No X

San
Diego

Gas
& ^{Yes} No X

Electric

Company

Southern

California
Gas ^{Yes} No X

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
October 24, 2017:

Sempra Energy 251,277,393 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
AFUDC	allowance for funds used during construction
ALJ	administrative law judge
Annual Report	Annual Report on Form 10-K for the year ended December 31, 2016
AOCI	Accumulated Other Comprehensive Income (Loss)
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
Bay Gas	Bay Gas Storage Company, Ltd.
Bcf	billion cubic feet
Blade	Blade Energy Partners
bps	basis points
CAISO	California Independent System Operator
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
CFCA	Core Fixed Cost Account
CFE	Comisión Federal de Electricidad (Federal Electricity Commission in Mexico)
Chilquinta Energía	Chilquinta Energía S.A. and its subsidiaries
COFECE	Comisión Federal de Competencia Económica (Mexican Competition Commission)
CPED	Consumer Protection and Enforcement Division
CPI	Consumer Price Index
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
Ecogas	Ecogas México, S. de R.L. de C.V.
Edison	Southern California Edison Company
EFH	Energy Future Holdings Corp.
EFIH	Energy Future Intermediate Holding Company LLC
Eletrans	Eletrans S.A., Eletrans II S.A. and Eletrans III S.A., collectively
EnergySouth	EnergySouth Inc.
EPA	U.S. Environmental Protection Agency
EPC	engineering, procurement and construction
EPS	earnings per common share
ERRA	Energy Resource Recovery Account
FERC	Federal Energy Regulatory Commission
FTA	Free Trade Agreement
GCIM	Gas Cost Incentive Mechanism
GdC	Gasoductos de Chihuahua, S. de R.L. de C.V. (now known as IEnova Pipelines)
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.
IEnova Pipelines	IEnova Pipelines, S. de R.L. de C.V. (formerly known as GdC)
IMG	Infraestructura Marina del Golfo
IRS	Internal Revenue Service
ISFSI	independent spent fuel storage installation

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JP Morgan J.P. Morgan Chase & Co.
kV kilovolt
LA Storage LA Storage, LLC
LA Superior Court Los Angeles County Superior Court

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GLOSSARY (CONTINUED)

LNG	liquefied natural gas
LPG	liquid petroleum gas
Luz del Sur	Luz del Sur S.A.A. and its subsidiaries
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)
Mobile Gas	Mobile Gas Service Corporation
Mtpa	million tonnes per annum
MW	megawatt
MWh	megawatt hour
NDT	Nuclear Decommissioning Trust
NEIL	Nuclear Electric Insurance Limited
NEPA	National Environmental Policy Act
NRC	Nuclear Regulatory Commission
OCI	Other Comprehensive Income (Loss)
OII	Order Instituting Investigation
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
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
PP&E	property, plant and equipment
PPA	power purchase agreement
PSEP	Pipeline Safety Enhancement Plan
PUCT	Public Utility Commission of Texas
RAMP	Risk Assessment Mitigation Phase
RBS	The Royal Bank of Scotland plc
RBS SEE	RBS Sempra Energy Europe
RBS Sempra Commodities	RBS Sempra Commodities LLP
Rockies Express	Rockies Express Pipeline LLC
ROE	return on equity
RSA	restricted stock award
RSU	restricted stock unit
SB	Senate Bill
SCAQMD	South Coast Air Quality Management District
SDCA	United States District Court for the Southern District of California
SDG&E	San Diego Gas & Electric Company
SEC	United States Securities and Exchange Commission
SEDATU	Secretaría de Desarrollo Agrario, Territorial y Urbano (Mexican agency in charge of agriculture, land and urban development)
SFP	secondary financial protection
SoCalGas	Southern California Gas Company
SONGS	San Onofre Nuclear Generating Station
SONGS OII	CPUC's Order Instituting Investigation into the SONGS Outage
TdM	Termoeléctrica de Mexicali
TransCanada	TransCanada Corporation
Tribunal	International Chamber of Commerce International Court of Arbitration Tribunal
TTI	Texas Transmission Investment LLC

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TURN	The Utility Reform Network
U.S. GAAP	accounting principles generally accepted in the United States of America
Valero Energy	Valero Energy Corporation
VAT	value-added tax
Ventika	Ventika, S.A.P.I. de C.V. and Ventika II, S.A.P.I. de C.V., collectively
VIE	variable interest entity
Vistra	Vistra Energy Corp.
Willmut Gas	Willmut Gas Company

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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, 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, FERC, EPA, PHMSA, DPH, states, cities and counties, and other regulatory and governmental bodies in the United States and other countries in which we operate;
- the timing and success of business development efforts and construction projects, including risks in obtaining or maintaining permits and other authorizations on a timely basis, risks in completing construction projects on schedule and on budget, and risks in obtaining the consent and participation of partners;
- 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; modifications of settlements; and delays in, or disallowance or denial of, regulatory agency authorizations to recover costs in rates from customers (including with respect to regulatory assets associated with the SONGS facility and 2007 wildfires) or regulatory agency approval for projects required to enhance safety and reliability;
- the availability of electric power, natural gas and liquefied natural gas, and natural gas pipeline and storage capacity, including disruptions caused by failures in the transmission grid, moratoriums or limitations on the withdrawal or injection of natural gas from or into storage facilities, and equipment failures;
- changes in energy markets; volatility in commodity prices; moves to reduce or eliminate reliance on natural gas; and the impact on the value of our investment in natural gas storage and related assets from low natural gas prices, low volatility of natural gas prices and the inability to procure favorable long-term contracts for storage services;
- risks posed by actions of third parties who control the operations of our investments, and risks that our partners or counterparties will be unable or unwilling to fulfill their contractual commitments;
- 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 greenhouse gases, radioactive materials and harmful emissions, 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) or may be disputed by insurers;
- 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;
- capital markets and economic conditions, including the availability of credit and the liquidity of our investments; and fluctuations in inflation, interest and currency exchange rates and our ability to effectively hedge the risk of such fluctuations;
- changes in the tax code as a result of potential federal tax reform, uncertainty as to what proposals will be enacted, if any, and if enacted, how they would be applied;
- changes in foreign and domestic trade policies and laws, including border tariffs, revisions to international trade agreements, such as the North American Free Trade Agreement, and changes that make our exports less competitive

or otherwise restrict our ability to export or 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;

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the impact on competitive customer rates due to the growth in distributed and local power generation and the corresponding decrease in demand for power delivered through SDG&E's electric transmission and distribution system and from possible departing retail load resulting from customers transferring to Direct Access and Community Choice Aggregation or other forms of distributed and local power generation and the potential risk of nonrecovery for stranded assets and contractual obligations; and

other uncertainties, some of which may be difficult to predict and are beyond our control.

Forward-looking statements also include statements about the anticipated benefits of the proposed merger involving Sempra Energy, EFH, and EFH's indirect interest in Oncor, including future financial or operating results of Sempra Energy or Oncor, Sempra Energy's, EFH's or Oncor's plans, objectives, expectations or intentions, the expected financing plans for the transaction, the expected timing of completion of the transaction, and other statements that are not historical facts.

Additional factors that could cause actual results and future actions to differ materially from those described in any such forward-looking statements include risks and uncertainties relating to:

the risk that Sempra Energy, EFH or Oncor may be unable to obtain bankruptcy court and governmental and regulatory approvals required for the merger, or that required bankruptcy court and governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could cause the parties to abandon the transaction or be onerous to Sempra Energy;

the risk that a condition to closing of the merger may not be satisfied, including receipt of a satisfactory supplemental private letter ruling from the IRS;

the risk that the transaction may not be completed for other reasons, or may not be completed on the terms or timing currently contemplated;

the risk that the anticipated benefits from the transaction may not be fully realized or may take longer to realize than expected;

the risk that Sempra Energy may be unable to obtain the external financing necessary to pay the consideration and expenses related to the merger on terms favorable to Sempra Energy, if at all;

disruption from the transaction making it more difficult to maintain relationships with customers, employees or suppliers; and

the diversion of management time and attention to merger-related issues and related legal, accounting and other costs, whether or not the merger is completed.

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 and in our most recent Annual Report and other reports that we file with the SEC.

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,	
	2017	2016	2017	2016
	(unaudited)			
REVENUES				
Utilities	\$2,277	\$2,264	\$7,172	\$6,700
Energy-related businesses	402	271	1,071	613
Total revenues	2,679	2,535	8,243	7,313
EXPENSES AND OTHER INCOME				
Utilities:				
Cost of electric fuel and purchased power	(650)	(604)	(1,730)	(1,680)
Cost of natural gas	(190)	(208)	(903)	(702)
Energy-related businesses:				
Cost of natural gas, electric fuel and purchased power	(97)	(95)	(226)	(213)
Other cost of sales	(21)	(32)	(5)	(293)
Operation and maintenance	(762)	(703)	(2,207)	(2,109)
Depreciation and amortization	(378)	(328)	(1,106)	(970)
Franchise fees and other taxes	(114)	(108)	(325)	(315)
Impairment of wildfire regulatory asset	(351)	—	(351)	—
Other impairment losses	(1)	(132)	(72)	(154)
Gain on sale of assets	2	131	2	131
Equity earnings, before income tax	10	12	31	4
Remeasurement of equity method investment	—	617	—	617
Other income, net	41	26	301	98
Interest income	12	7	26	19
Interest expense	(165)	(136)	(493)	(421)
Income before income taxes and equity earnings (losses) of certain unconsolidated subsidiaries	15	982	1,185	1,325
Income tax benefit (expense)	84	(282)	(378)	(284)
Equity earnings (losses), net of income tax	3	19	(5)	69
Net income	102	719	802	1,110
Earnings attributable to noncontrolling interests	(45)	(97)	(44)	(118)
Preferred dividends of subsidiary	—	—	(1)	(1)
Earnings	\$57	\$622	\$757	\$991
Basic earnings per common share	\$0.23	\$2.48	\$3.01	\$3.96
Weighted-average number of shares outstanding, basic (thousands)	251,692	250,386	251,425	250,073
Diluted earnings per common share	\$0.22	\$2.46	\$2.99	\$3.93
Weighted-average number of shares outstanding, diluted (thousands)	253,364	252,405	252,987	251,976
Dividends declared per share of common stock	\$0.82	\$0.76	\$2.47	\$2.27

See Notes to Condensed Consolidated Financial Statements.

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SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Dollars in millions)

	Sempra Energy shareholders' equity				
	Pretax amount	Income tax benefit (expense)	Net-of-tax amount	Noncontrolling interests (after-tax)	Total
	Three months ended September 30, 2017 and 2016 (unaudited)				
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
2016:					
Net income	\$ 904	\$ (282)	\$ 622	\$ 97	\$ 719
Other comprehensive income (loss):					
Foreign currency translation adjustments	(28)	—	(28)	(7)	(35)
Financial instruments	23	(10)	13	5	18
Pension and other postretirement benefits	4	(2)	2	—	2
Total other comprehensive loss	(1)	(12)	(13)	(2)	(15)
Comprehensive income	\$ 903	\$ (294)	\$ 609	\$ 95	\$ 704
	Nine months ended September 30, 2017 and 2016 (unaudited)				
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
2016:					
Net income	\$ 1,276	\$ (284)	\$ 992	\$ 118	\$ 1,110
Other comprehensive income (loss):					
Foreign currency translation adjustments	51	—	51	(2)	49
Financial instruments	(214)	100	(114)	1	(113)
Pension and other postretirement benefits	8	(4)	4	—	4
Total other comprehensive loss	(155)	96	(59)	(1)	(60)
Comprehensive income	1,121	(188)	933	117	1,050
Preferred dividends of subsidiary	(1)	—	(1)	—	(1)
Comprehensive income, after preferred dividends of subsidiary	\$ 1,120	\$ (188)	\$ 932	\$ 117	\$ 1,049

See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in millions)

	September 30, 2017	December 31, 2016(1)
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 189	\$349
Restricted cash	59	66
Accounts receivable – trade, net	1,212	1,390
Accounts receivable – other, net	175	164
Due from unconsolidated affiliates	31	26
Income taxes receivable	118	43
Inventories	296	258
Regulatory balancing accounts – undercollected	170	259
Fixed-price contracts and other derivatives	174	83
Assets held for sale	117	201
Other	337	271
Total current assets	2,878	3,110
Other assets:		
Restricted cash	13	10
Due from unconsolidated affiliates	506	201
Regulatory assets	3,186	3,414
Nuclear decommissioning trusts	1,041	1,026
Investments	2,128	2,097
Goodwill	2,393	2,364
Other intangible assets	537	548
Dedicated assets in support of certain benefit plans	435	430
Insurance receivable for Aliso Canyon costs	542	606
Deferred income taxes	132	234
Sundry	954	815
Total other assets	11,867	11,745
Property, plant and equipment:		
Property, plant and equipment	46,725	43,624
Less accumulated depreciation and amortization	(11,341) (10,693)
Property, plant and equipment, net (\$328 and \$354 at September 30, 2017 and December 31, 2016, respectively, related to VIE)	35,384	32,931
Total assets	\$ 50,129	\$ 47,786

(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, 2017	December 31, 2016(1)
	(unaudited)	
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt	\$ 2,498	\$1,779
Accounts payable – trade	1,190	1,346
Accounts payable – other	143	130
Due to unconsolidated affiliates	10	11
Dividends and interest payable	386	319
Accrued compensation and benefits	334	409
Regulatory balancing accounts – overcollected	278	122
Current portion of long-term debt	1,423	913
Fixed-price contracts and other derivatives	105	83
Customer deposits	149	158
Reserve for Aliso Canyon costs	42	53
Liabilities held for sale	47	47
Other	589	557
Total current liabilities	7,194	5,927
Long-term debt (\$286 and \$293 at September 30, 2017 and December 31, 2016, respectively, related to VIE)	14,803	14,429
Deferred credits and other liabilities:		
Customer advances for construction	148	152
Pension and other postretirement benefit plan obligations, net of plan assets	1,238	1,208
Deferred income taxes	4,090	3,745
Deferred investment tax credits	28	28
Regulatory liabilities arising from removal obligations	2,774	2,697
Asset retirement obligations	2,482	2,431
Fixed-price contracts and other derivatives	301	405
Deferred credits and other	1,569	1,523
Total deferred credits and other liabilities	12,630	12,189
Commitments and contingencies (Note 11)		
Equity:		
Preferred stock (50 million shares authorized; none issued)	—	—
Common stock (750 million shares authorized; 251 million and 250 million shares outstanding at September 30, 2017 and December 31, 2016, respectively; no par value)	3,088	2,982
Retained earnings	10,855	10,717
Accumulated other comprehensive income (loss)	(678) (748)
Total Sempra Energy shareholders' equity	13,265	12,951
Preferred stock of subsidiary	20	20
Other noncontrolling interests	2,217	2,270
Total equity	15,502	15,241
Total liabilities and equity	\$ 50,129	\$47,786

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions)

	Nine months ended September 30, 2017 2016 (unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$802	\$1,110
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,106	970
Deferred income taxes and investment tax credits	302	170
Impairment of wildfire regulatory asset	351	—
Other impairment losses	72	154
Gain on sale of assets	(2)	(131)
Equity earnings, net	(26)	(73)
Remeasurement of equity method investment	—	(617)
Fixed-price contracts and other derivatives	(142)	39
Other	20	50
Net change in other working capital components	229	224
Insurance receivable for Aliso Canyon costs	64	(339)
Changes in other assets	(137)	(4)
Changes in other liabilities	71	138
Net cash provided by operating activities	2,710	1,691
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures for property, plant and equipment	(2,880)	(3,087)
Expenditures for investments and acquisition of businesses, net of cash and cash equivalents acquired	(110)	(1,212)
Proceeds from sale of assets, net of cash sold	12	761
Distributions from investments	25	23
Purchases of nuclear decommissioning and other trust assets	(1,082)	(418)
Proceeds from sales by nuclear decommissioning and other trusts	1,082	486
Increases in restricted cash	(293)	(53)
Decreases in restricted cash	298	71
Advances to unconsolidated affiliates	(321)	(12)
Repayments of advances to unconsolidated affiliates	8	11
Other	1	(2)
Net cash used in investing activities	(3,260)	(3,432)
CASH FLOWS FROM FINANCING ACTIVITIES		
Common dividends paid	(561)	(510)
Preferred dividends paid by subsidiary	(1)	(1)
Issuances of common stock	37	40
Repurchases of common stock	(15)	(55)
Issuances of debt (maturities greater than 90 days)	2,395	2,013
Payments on debt (maturities greater than 90 days)	(1,829)	(1,298)
Increase in short-term debt, net	475	1,636
Deposit for sale of noncontrolling interest	—	78
Net distributions to noncontrolling interests	(109)	(43)
Other	(11)	(12)

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Net cash provided by financing activities	381	1,848
Effect of exchange rate changes on cash and cash equivalents	9	8
(Decrease) increase in cash and cash equivalents	(160)	115
Cash and cash equivalents, January 1	349	403
Cash and cash equivalents, September 30	\$189	\$518

See Notes to Condensed Consolidated Financial Statements.

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SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(Dollars in millions)

	Nine months ended September 30, 2017 2016 (unaudited)	
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest payments, net of amounts capitalized	\$414	\$367
Income tax payments, net of refunds	126	103
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Acquisition of businesses:		
Assets acquired, net of cash and cash equivalents	\$—	\$2,692
Fair value of equity method investment immediately prior to acquisition	—	(1,144)
Liabilities assumed	—	(448)
Accrued purchase price	—	(4)
Cash paid, net of cash and cash equivalents acquired	\$—	\$1,096
Accrued capital expenditures	\$476	\$483
Accrued acquisition-related transaction costs	21	—
Increase in capital lease obligations for investment in property, plant and equipment	502	—
Equitization of note receivable due from unconsolidated affiliate	19	—
Common dividends issued in stock	40	40
Dividends declared but not paid	214	195

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,	
	2017	2016	2017	2016
	(unaudited)			
Operating revenues				
Electric	\$1,131	\$1,111	\$2,952	\$2,851
Natural gas	105	98	399	341
Total operating revenues	1,236	1,209	3,351	3,192
Operating expenses				
Cost of electric fuel and purchased power	417	364	994	926
Cost of natural gas	29	25	132	89
Operation and maintenance	249	268	713	780
Depreciation and amortization	170	161	499	478
Franchise fees and other taxes	74	68	197	190
Impairment of wildfire regulatory asset	351	—	351	—
Total operating expenses	1,290	886	2,886	2,463
Operating (loss) income	(54)	323	465	729
Other income, net	16	11	49	38
Interest expense	(53)	(49)	(151)	(145)
(Loss) income before income taxes	(91)	285	363	622
Income tax benefit (expense)	72	(91)	(72)	(204)
Net (loss) income	(19)	194	291	418
(Earnings) losses attributable to noncontrolling interest	(9)	(11)	(15)	1
(Losses) earnings attributable to common shares	\$(28)	\$183	\$276	\$419

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 benefit (expense)	Net-of-tax amount	Noncontrolling interest (after-tax)	Total
Three months ended September 30, 2017 and 2016 (unaudited)					
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)
2016:					
Net income	\$ 274	\$ (91)	\$ 183	\$ 11	\$ 194
Other comprehensive income (loss):					
Financial instruments	—	—	—	5	5
Total other comprehensive income	—	—	—	5	5
Comprehensive income	\$ 274	\$ (91)	\$ 183	\$ 16	\$ 199
Nine months ended September 30, 2017 and 2016 (unaudited)					
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
2016:					
Net income (loss)	\$ 623	\$ (204)	\$ 419	\$ (1)	\$ 418
Other comprehensive income (loss):					
Financial instruments	—	—	—	4	4
Total other comprehensive income	—	—	—	4	4
Comprehensive income	\$ 623	\$ (204)	\$ 419	\$ 3	\$ 422

See Notes to Condensed Consolidated Financial Statements.

SAN DIEGO GAS & ELECTRIC COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in millions)

	September 30, 2017 (unaudited)	December 31, 2016(1)
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 18	\$ 8
Restricted cash	6	11
Accounts receivable – trade, net	448	354
Accounts receivable – other, net	37	17
Due from unconsolidated affiliates	1	4
Income taxes receivable	67	122
Inventories	97	80
Prepaid expenses	80	59
Regulatory balancing accounts – net undercollected	170	259
Regulatory assets	112	81
Fixed-price contracts and other derivatives	20	58
Other	19	19
Total current assets	1,075	1,072
Other assets:		
Restricted cash	9	1
Deferred income taxes recoverable in rates	1,090	1,014
Other regulatory assets	572	998
Nuclear decommissioning trusts	1,041	1,026
Sundry	408	358
Total other assets	3,120	3,397
Property, plant and equipment:		
Property, plant and equipment	19,273	17,844
Less accumulated depreciation and amortization	(4,839)	(4,594)
Property, plant and equipment, net (\$328 and \$354 at September 30, 2017 and December 31, 2016, respectively, related to VIE)	14,434	13,250
Total assets	\$ 18,629	\$ 17,719

(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, 2017	December 31, 2016(1)
	(unaudited)	
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt	\$ 185	\$—
Accounts payable	434	460
Due to unconsolidated affiliates	42	15
Interest payable	52	40
Accrued compensation and benefits	89	121
Accrued franchise fees	52	43
Current portion of long-term debt	219	191
Asset retirement obligations	81	79
Fixed-price contracts and other derivatives	61	61
Customer deposits	70	76
Other	94	82
Total current liabilities	1,379	1,168
Long-term debt (\$286 and \$293 at September 30, 2017 and December 31, 2016, respectively, related to VIE)	5,339	4,658
Deferred credits and other liabilities:		
Customer advances for construction	55	52
Pension and other postretirement benefit plan obligations, net of plan assets	250	232
Deferred income taxes	2,910	2,829
Deferred investment tax credits	17	16
Regulatory liabilities arising from removal obligations	1,824	1,725
Asset retirement obligations	753	751
Fixed-price contracts and other derivatives	162	189
Deferred credits and other	437	421
Total deferred credits and other liabilities	6,408	6,215
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	4,137	4,311
Accumulated other comprehensive income (loss)	(7) (8)
Total SDG&E shareholder's equity	5,468	5,641
Noncontrolling interest	35	37
Total equity	5,503	5,678
Total liabilities and equity	\$ 18,629	\$ 17,719

(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, 2017 2016 (unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$291	\$418
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	499	478
Deferred income taxes and investment tax credits	(5)	98
Impairment of wildfire regulatory asset	351	—
Fixed-price contracts and other derivatives	(1)	(2)
Other	(31)	(29)
Net change in other working capital components	78	14
Changes in other assets	(44)	(47)
Changes in other liabilities	40	3
Net cash provided by operating activities	1,178	933
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures for property, plant and equipment	(1,122)	(959)
Purchases of nuclear decommissioning trust assets	(1,082)	(415)
Proceeds from sales by nuclear decommissioning trusts	1,082	486
Increases in restricted cash	(21)	(30)
Decreases in restricted cash	18	43
Decrease (increase) in loans to affiliate, net	31	(107)
Net cash used in investing activities	(1,094)	(982)
CASH FLOWS FROM FINANCING ACTIVITIES		
Common dividends paid	(450)	(175)
Issuances of debt (maturities greater than 90 days)	398	498
Payments on debt (maturities greater than 90 days)	(183)	(148)
Increase (decrease) in short-term debt, net	185	(114)
Capital distributions made by VIE, net	(20)	(6)
Debt issuance costs	(4)	(3)
Net cash (used in) provided by financing activities	(74)	52
Increase in cash and cash equivalents	10	3
Cash and cash equivalents, January 1	8	20
Cash and cash equivalents, September 30	\$18	\$23
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest payments, net of amounts capitalized	\$134	\$132
Income tax payments, net	13	165
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Accrued capital expenditures	\$135	\$139
Increase in capital lease obligations for investment in property, plant and equipment	500	—
<i>See Notes to Condensed Consolidated Financial Statements.</i>		

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED STATEMENTS OF OPERATIONS

(Dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
	(unaudited)			
Operating revenues	\$684	\$686	\$2,695	\$2,336
Operating expenses				
Cost of natural gas	153	171	740	571
Operation and maintenance	355	322	1,044	966
Depreciation and amortization	132	121	384	355
Franchise fees and other taxes	34	33	107	100
Impairment losses	—	1	—	23
Total operating expenses	674	648	2,275	2,015
Operating income	10	38	420	321
Other income, net	8	8	28	24
Interest income	1	—	1	—
Interest expense	(26)	(25)	(77)	(71)
(Loss) income before income taxes	(7)	21	372	274
Income tax benefit (expense)	14	(21)	(103)	(75)
Net income	7	—	269	199
Preferred dividend requirements	—	—	(1)	(1)
Earnings attributable to common shares	\$7	\$—	\$268	\$198

See Notes to Condensed Financial Statements.

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

(Dollars in millions)

	Income		
	Pretax tax amount	benefit (expense)	Net-of-tax amount
	Three months ended September 30, 2017 and 2016 (unaudited)		

2017:

Net (loss) income/Comprehensive (loss) income \$(7) \$ 14 \$ 7

2016:

Net income \$21 \$ (21) \$ —

Other comprehensive income (loss):

Financial instruments 1 — 1

Total other comprehensive income 1 — 1

Comprehensive income \$22 \$ (21) \$ 1

Nine months ended
September 30, 2017
and 2016
(unaudited)

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

2016:

Net Income \$274 \$(75) \$199

Other comprehensive income (loss):

Financial instruments 1 — 1

Total other comprehensive income 1 — 1

Comprehensive income \$275 \$(75) \$200

See Notes to Condensed Financial Statements.

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED BALANCE SHEETS

(Dollars in millions)

	September 30, 2017	December 31, 2016(1)
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8	\$12
Accounts receivable – trade, net	334	608
Accounts receivable – other, net	60	77
Due from unconsolidated affiliates	6	8
Income taxes receivable	10	2
Inventories	97	58
Regulatory assets	8	8
Other	66	63
Total current assets	589	836
Other assets:		
Regulatory assets arising from pension obligations	762	742
Other regulatory assets	692	589
Insurance receivable for Aliso Canyon costs	542	606
Sundry	439	399
Total other assets	2,435	2,336
Property, plant and equipment:		
Property, plant and equipment	16,182	15,344
Less accumulated depreciation and amortization	(5,289) (5,092)
Property, plant and equipment, net	10,893	10,252
Total assets	\$ 13,917	\$13,424

(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, 2017	December 31, 2016(1)
	(unaudited)	
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	\$ 26	\$62
Accounts payable – trade	373	481
Accounts payable – other	85	74
Due to unconsolidated affiliates	35	28
Accrued compensation and benefits	121	150
Regulatory balancing accounts – net overcollected	278	122
Current portion of long-term debt	501	—
Customer deposits	74	76
Reserve for Aliso Canyon costs	42	53
Other	202	195
Total current liabilities	1,737	1,241
Long-term debt	2,484	2,982
Deferred credits and other liabilities:		
Customer advances for construction	93	99
Pension obligation, net of plan assets	780	762
Deferred income taxes	1,867	1,709
Deferred investment tax credits	11	12
Regulatory liabilities arising from removal obligations	949	972
Asset retirement obligations	1,657	1,616
Deferred credits and other	560	521
Total deferred credits and other liabilities	5,917	5,691
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	2,912	2,644
Accumulated other comprehensive income (loss)	(21) (22)
Total shareholders' equity	3,779	3,510
Total liabilities and shareholders' equity	\$ 13,917	\$ 13,424

(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, 2017 2016 (unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$269	\$199
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	384	355
Deferred income taxes and investment tax credits	86	52
Impairment losses	—	23
Other	(22)	(22)
Net change in other working capital components	359	135
Insurance receivable for Aliso Canyon costs	64	(339)
Changes in other assets	(65)	2
Changes in other liabilities	(9)	4
Net cash provided by operating activities	1,066	409
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures for property, plant and equipment	(1,033)	(949)
Increase in loans to affiliate, net	—	(1)
Net cash used in investing activities	(1,033)	(950)
CASH FLOWS FROM FINANCING ACTIVITIES		
Preferred dividends paid	(1)	(1)
Issuances of long-term debt	—	499
Payments on long-term debt	—	(3)
Decrease in short-term debt, net	(36)	—
Debt issuance costs	—	(4)
Net cash (used in) provided by financing activities	(37)	491
Decrease in cash and cash equivalents	(4)	(50)
Cash and cash equivalents, January 1	12	58
Cash and cash equivalents, September 30	\$8	\$8
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest payments, net of amounts capitalized	\$65	\$60
Income tax payments, net	22	35
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING ACTIVITY		
Accrued capital expenditures	\$148	\$150
<i>See Notes to Condensed Financial Statements.</i>		

SEMPRA ENERGY AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. GENERAL

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 Energy's operating units are

Sempra Utilities, which includes our SDG&E, SoCalGas and Sempra South American Utilities reportable segments; and

Sempra Infrastructure, which includes our Sempra Mexico, Sempra Renewables and Sempra LNG & Midstream reportable segments.

We refer to SDG&E and SoCalGas collectively as the California Utilities, which do not include our South American utilities or the utilities in our Sempra Infrastructure operating unit. Sempra Global is the holding company for most of our subsidiaries that are not subject to California utility regulation. All references in these Notes to "Sempra Utilities," "Sempra Infrastructure" and their respective 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 in Note 5 under "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.

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, 2017 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, 2016 balance sheet information in the Condensed Consolidated Financial Statements has been derived from our audited 2016 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. 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.

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 these provisions and revenue recognition at our utilities in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report. 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 currently under construction by IEnova that meet the regulatory accounting requirements of U.S. GAAP record the impact of AFUDC related to equity. We discuss AFUDC in Note 5 below and in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

Sempra LNG & Midstream owned Mobile Gas in southwest Alabama and Willmut Gas in Mississippi until they were sold in September 2016, as we discuss in Note 3. Mobile Gas and Willmut Gas also prepared their financial statements in accordance with U.S. GAAP provisions governing rate-regulated operations.

NOTE 2. NEW ACCOUNTING STANDARDS

We describe below recent pronouncements that have had or may have a significant effect on our financial condition, results of operations, cash flows or disclosures.

ASU 2014-09, "Revenue from Contracts with Customers," ASU 2015-14, "Deferral of the Effective Date," ASU 2016-08, "Principal versus Agent Considerations (Reporting Revenue Gross versus Net)," ASU 2016-10, "Identifying Performance Obligations and Licensing" and ASU 2016-12, "Narrow-Scope Improvements and Practical Expedients": ASU 2014-09 adds Topic 606 to the ASC, which provides accounting guidance for the recognition of revenue from contracts with customers and affects all entities that enter into contracts to provide goods or services to their customers. The guidance also provides a model for the measurement and recognition of gains and losses on the sale of certain nonfinancial assets, such as property and equipment, including real estate. This guidance must be adopted using either a full retrospective approach for all periods presented in the period of adoption or a modified retrospective approach. Amending ASU 2014-09, ASU 2016-08 clarifies the implementation guidance on principal versus agent considerations, ASU 2016-10 clarifies the determination of whether a good or service is separately identifiable from other promises and revenue recognition related to licenses of intellectual property, and ASU 2016-12 provides guidance on transition, collectability, noncash consideration, and the presentation of sales and other similar taxes. The ASUs are codified in Topic 606.

ASU 2015-14 defers the effective date of ASC 606 by one year for all entities and permits early adoption on a limited basis. For public entities, ASC 606 is effective for fiscal years beginning after December 15, 2017, with early adoption permitted for fiscal years beginning after December 15, 2016, and is effective for interim periods in the year of adoption. We will adopt ASC 606 on January 1, 2018 applying the modified retrospective transition method to all contracts and will elect certain practical expedients available under the transition guidance. We do not expect ASC 606 to have a material impact on the amount or timing of our consolidated revenues, but there will be additional disclosures. Upon adoption, we will include additional disclosures about the nature, amount, timing and uncertainty of our revenues arising from contracts with customers.

ASU 2016-01, "Recognition and Measurement of Financial Assets and Financial Liabilities": In addition to the presentation and disclosure requirements for financial instruments, ASU 2016-01 requires entities to measure equity investments, other than those accounted for under the equity method, at fair value and recognize changes in fair value in net income. Entities will no longer be able to use the cost method of accounting for equity securities. However, for equity investments without readily determinable fair values that do not qualify for the practical expedient to estimate fair value using net asset value per share, entities may elect a measurement alternative that will allow those

investments to be recorded at cost, less impairment, and adjusted for subsequent observable price changes. Entities must record a cumulative-effect adjustment to the balance sheet as of the beginning of the first reporting period in which the standard is adopted, except for equity investments without readily determinable fair values, for which the guidance will be applied prospectively.

For public entities, ASU 2016-01 is effective for fiscal years beginning after December 15, 2017. We will adopt ASU 2016-01 on January 1, 2018 and do not expect it to materially affect our financial condition, results of operations or cash flows.

ASU 2016-02, “Leases”: ASU 2016-02 requires entities to include substantially all leases on the balance sheet by requiring the recognition of right-of-use assets and lease liabilities for all leases. Entities may elect to exclude from the balance sheet those leases with a maximum possible term of less than 12 months. For lessees, a lease is classified as finance or operating, and the asset and liability are initially measured at the present value of the lease payments. For lessors, accounting for leases is largely unchanged from previous provisions of U.S. GAAP, other than certain changes to align lessor accounting to specific changes made to lessee accounting and ASU 2014-09. ASU 2016-02 also requires new qualitative and quantitative disclosures for both lessees and lessors.

For public entities, ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted, and is effective for interim periods in the year of adoption. The standard requires lessees and lessors to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The modified retrospective approach includes practical expedients that may be elected, which would allow entities to continue to account for leases that commence before the effective date of the standard in accordance with previous U.S. GAAP unless the lease is modified, except for the lessee requirement to begin recognizing right-of-use assets and lease liabilities for all operating leases on the balance sheet at the reporting date. We are currently evaluating the effect of the standard on our ongoing financial reporting and plan to adopt the standard on January 1, 2019. As part of our evaluation, we formed a steering committee comprised of members from relevant Sempra Energy business units and are compiling our population of contracts. Based on our assessment to date, we have determined that we will elect the practical expedients available under the transition guidance described above. We continue to monitor outstanding issues currently being addressed by the Financial Accounting Standards Board, since conclusions it reaches may impact our application of this ASU.

ASU 2016-13, “Measurement of Credit Losses on Financial Instruments”: ASU 2016-13 changes how entities will measure credit losses for most financial assets and certain other instruments. The standard introduces an “expected credit loss” impairment model that requires immediate recognition of estimated credit losses expected to occur over the remaining life of most financial assets measured at amortized cost, including trade and other receivables, loan commitments and financial guarantees. ASU 2016-13 also requires use of an allowance to record estimated credit losses on available-for-sale debt securities and expands disclosure requirements regarding an entity’s assumptions, models and methods for estimating the credit losses.

For public entities, ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, with early adoption permitted for fiscal years beginning after December 15, 2018. We are currently evaluating the effect of the standard on our ongoing financial reporting and have not yet selected the year in which we will adopt the standard.

ASU 2016-15, “Classification of Certain Cash Receipts and Cash Payments”: ASU 2016-15 provides guidance on how certain cash receipts and cash payments are to be presented and classified in the statement of cash flows in order to reduce diversity in practice.

For public entities, ASU 2016-15 is effective for fiscal years beginning after December 15, 2017, with early adoption permitted, and is effective for interim periods in the year of adoption. An entity that elects early adoption must adopt all of the amendments in the same period. Entities must apply the guidance retrospectively to all periods presented, but may apply it prospectively if retrospective application would be impracticable. We plan to adopt the standard in the fourth quarter of 2017.

ASU 2016-18, “Restricted Cash”: ASU 2016-18 requires amounts described as restricted cash and restricted cash equivalents to be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. A reconciliation between the balance sheet and the statement of cash flows must be disclosed when the balance sheet includes more than one line item for cash, cash equivalents, restricted cash and restricted cash equivalents. For public entities, ASU 2016-18 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted. We plan to adopt the standard in the fourth quarter of 2017.

If we had adopted ASU 2016-15 and ASU 2016-18 effective January 1, 2017, reported amounts in Sempra Energy’s and SDG&E’s Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2017 would have been impacted as follows:

EXPECTED IMPACT FROM ADOPTION OF ASU 2016-15 AND ASU 2016-18*(Dollars in millions)*

	Nine months ended September 30, 2017
Sempra Energy Condensed Consolidated Statement of Cash Flows:	
Increase (decrease), compared to amounts reported:	
Cash, cash equivalents and restricted cash, beginning of period	\$ 76
Net cash provided by operating activities	(6)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	2
Cash, cash equivalents and restricted cash, end of period	72
SDG&E Condensed Consolidated Statement of Cash Flows:	
Increase (decrease), compared to amounts reported:	
Cash, cash equivalents and restricted cash, beginning of period	\$ 12
Net cash provided by operating activities	(6)
Net cash used in investing activities	9
Cash, cash equivalents and restricted cash, end of period	15

If adopted effective January 1, 2017, ASU 2016-15 and ASU 2016-18 would not have impacted SoCalGas' Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2017.

ASU 2017-01, "Clarifying the Definition of a Business": ASU 2017-01 narrows the definition of a business and provides a framework to assist entities in determining whether a transaction involves an asset or a business. Specifically, the ASU provides a "screen" for determining when an integrated set of assets and activities (collectively referred to as a "set") is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or group of similar identifiable assets, the set is not a business. If the screen threshold is not met, a set cannot be considered a business unless it includes an input and a substantive process that together significantly contribute to the ability to create outputs. ASU 2017-01 is effective for public entities for annual periods beginning after December 15, 2017, including interim periods therein. ASU 2017-01 must be applied prospectively on or after the effective date. Early adoption is permitted. We early adopted ASU 2017-01 on July 1, 2017.

ASU 2017-04, "Simplifying the Test for Goodwill Impairment": ASU 2017-04 removes the second step of the goodwill impairment test, which requires a hypothetical purchase price allocation. An entity will be required to apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the carrying amount of goodwill. For public entities, ASU 2017-04 is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019, with early adoption permitted. The amendments are to be applied on a prospective basis. We have not yet selected the year in which we will adopt the standard.

ASU 2017-05, "Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets": ASU 2017-05 clarifies the scope of accounting for the derecognition or partial sale of nonfinancial assets to exclude all businesses and nonprofit activities. ASU 2017-05 also provides a definition for in-substance nonfinancial assets and additional guidance on partial sales of nonfinancial assets. For public entities, ASU 2017-05 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period, with early adoption permitted. Entities may apply a full retrospective or modified retrospective approach. Under a modified retrospective approach, entities are required to apply the guidance to any transactions that are not completed as of the adoption date. We will adopt the standard in conjunction with our adoption of ASU 2014-09 on January 1, 2018 using the modified retrospective transition method.

ASU 2017-07, "Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost": ASU 2017-07 requires the service cost component of net periodic benefit costs to be presented in the same income statement line item as other employee compensation costs arising from services rendered during the period

and the other components of net periodic benefit costs to be presented separately outside of operating income. The guidance also allows only the service cost component to be eligible for capitalization. For public entities, ASU 2017-07 is effective for annual reporting periods beginning after December 15, 2017, with early adoption permitted as of the beginning of an annual period for which financial statements have not been issued or made available for issuance. Amendments are to be applied retrospectively for presentation of costs and prospectively for capitalization of service costs. The guidance allows a practical expedient that permits use of previously disclosed service costs and other costs from the pension and other postretirement benefit plan note in the comparative periods as appropriate estimates when retrospectively changing the presentation of these costs in the statements of operations. We are currently evaluating the effect of the standard on our ongoing financial reporting and will adopt the standard on January 1, 2018. Based on our assessment to date, we have determined that we will elect the practical expedient available under the transition guidance.

ASU 2017-12, “Targeted Improvements to Accounting for Hedging Activities”: ASU 2017-12 better aligns an entity’s risk management activities and financial reporting for hedging relationships by changing the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge accounting results. More specifically, the guidance expands the exposures that can be hedged to align with an entity’s risk management strategies, alleviates documentation requirements, eliminates the concept of recognizing periodic hedge ineffectiveness for cash flow and net investment hedges and requires entities to present the entire change in the fair value of a hedging instrument in the same income statement line item as the earnings effect of the hedged item. For public entities, ASU 2017-12 is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. If an entity early adopts ASU 2017-12 in an interim period, any transition adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. Entities will adopt ASU 2017-12 by applying a modified retrospective approach to the accounting for existing hedging relationships and will prospectively apply the new presentation and disclosure requirements. Transition elections are available for all hedges that exist at the date of adoption. We are currently evaluating the effect of the standard on our ongoing financial reporting and have not yet selected the year in which we will adopt the standard.

NOTE 3. ACQUISITION AND DIVESTITURE ACTIVITY

We consolidate assets acquired and liabilities assumed as of the purchase date and include earnings from acquisitions in consolidated earnings after the purchase date.

ACQUISITIONS

Sempra Mexico

IEnova Pipelines, S. de R.L. de C.V. (formerly known as Gasoductos de Chihuahua, S. de R.L. de C.V., or GdC)

On September 26, 2016, IEnova completed the acquisition of PEMEX’s 50-percent interest in IEnova Pipelines for a purchase price of \$1.144 billion (exclusive of \$66 million of cash and cash equivalents acquired), plus the assumption of \$364 million of long-term debt, increasing IEnova’s ownership interest in IEnova Pipelines to 100 percent. IEnova Pipelines became a consolidated subsidiary of IEnova on this date. Prior to the acquisition date, IEnova owned 50 percent of IEnova Pipelines and accounted for its interest as an equity method investment. In September 2016, we recorded a pretax gain of \$617 million (\$432 million after-tax) for the excess of the acquisition-date fair value of Sempra Mexico’s previously held equity interest in IEnova Pipelines over the carrying value of that interest, included as Remeasurement of Equity Method Investment on the Sempra Energy Condensed Consolidated Statement of Operations.

We accounted for this business combination using the acquisition method of accounting. We allocated the \$1.078 billion in cash paid (\$1.144 billion purchase price less \$66 million of cash and cash equivalents acquired) to the identifiable assets acquired and liabilities assumed based on their respective fair values, with the excess recognized as goodwill at the Sempra Mexico reportable segment. There were no measurement period adjustments related to this acquisition during the nine months ended September 30, 2017, and we consider the purchase price allocation to be final.

We discuss this acquisition, including the remeasurement gain and purchase price allocation, in Notes 3 and 10 of the Notes to Consolidated Financial Statements in the Annual Report.

Ventika, S.A.P.I. de C.V. and Ventika II, S.A.P.I. de C.V.

On December 14, 2016, IEnova acquired 100 percent of the equity interests in Ventika, a 252-MW wind farm. At September 30, 2017, the purchase price allocation for the Ventika acquisition remains preliminary and subject to completion. Adjustments to the fair value estimates related to the Ventika acquisition may occur as various valuations and assessments are finalized, primarily related to tax assets, liabilities and other attributes. We discuss the preliminary purchase price allocation and overall Ventika acquisition in Note 3 of the Notes to Consolidated Financial Statements in the Annual Report.

Sempra Renewables

On July 10, 2017, Sempra Renewables paid \$124 million in cash for an asset acquisition of a solar project located near Fresno, California, which is currently under construction. We expect to place the project into service in phases during the fourth quarter of 2017 and the first half of 2018 and, when fully constructed, it will be capable of producing up to

200 MW of solar power. The solar project is fully contracted under four long-term PPAs, with an average contract term of 18 years.

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In July 2016, Sempra Renewables acquired a 100-percent interest in a 100-MW wind farm in Huron County, Michigan, with a 15-year power purchase agreement, for a total purchase price of \$22 million. Sempra Renewables paid \$18 million in cash on the acquisition date and paid the remaining \$4 million in cash on achievement of certain construction milestones in the fourth quarter of 2016. We expect to place this wind farm into service in the fourth quarter of 2017.

PENDING ACQUISITIONS

Sempra Energy

Energy Future Holdings Corp.

On August 21, 2017, Sempra Energy entered into an Agreement and Plan of Merger, as supplemented by a Waiver Agreement dated October 3, 2017 (together referred to as the Merger Agreement), with Energy Future Holdings Corp., the indirect owner of 80.03 percent of Oncor Electric Delivery Company LLC. Oncor is a regulated electric distribution and transmission business that operates the largest distribution and transmission system in Texas. Following closing, this acquisition will expand our regulated earnings base, while serving as a platform for future growth in the Texas energy market and U.S. Gulf Coast region. Under the Merger Agreement, we will pay total consideration of \$9.45 billion, subject to possible adjustment as we describe below.

Pursuant to the Merger Agreement and subject to the satisfaction of certain closing conditions described below, EFH will be merged with an indirect subsidiary of Sempra Energy, with EFH continuing as the surviving company and an indirect, wholly owned subsidiary of Sempra Energy (the Merger), as follows:

TTI, an investment vehicle indirectly owned by third parties unaffiliated with EFH and Sempra Energy, owns 19.75 percent of Oncor's outstanding membership interests, and certain current and former directors and officers of Oncor indirectly beneficially own 0.22 percent of Oncor's outstanding membership interests through their ownership of Class B membership interests in OMI. On October 3, 2017, Sempra Energy provided written confirmation to Oncor Holdings and Oncor that, contemporaneously with the closing of the Merger, equivalent value (approximately \$25.9 million) will be provided in exchange for the Class B membership interests in OMI for

cash or, if mutually agreed by the parties, alternative benefit and/or incentive plans. The consummation of the Merger is not conditioned on the acquisition of the interests in OML.

Merger Consideration and Financing. Under the Merger Agreement, Sempra Energy will pay total Merger consideration of \$9.45 billion in cash, subject to possible adjustment based on the timing of dividends paid by Oncor to Oncor Holdings and the consummation of the Merger (the Merger Consideration). We do not expect any purchase price adjustment to be material.

We currently intend to initially finance the Merger Consideration of \$9.45 billion, as well as associated transaction costs, with the net proceeds from debt and equity issuances, and could also likely utilize revolving credit facilities, commercial paper and/or cash on hand. We expect to ultimately fund approximately 65 percent of the total Merger Consideration with the net proceeds from sales of Sempra Energy common stock and, possibly, other equity securities and approximately 35 percent with the net proceeds from issuances of Sempra Energy debt securities. Some of these equity issuances will likely occur following the Merger to repay outstanding indebtedness, including indebtedness we expect to incur to finance the Merger Consideration and associated transaction costs.

We have incurred transaction costs of \$23 million as of September 30, 2017. These costs are included in Sundry on the Sempra Energy Condensed Consolidated Balance Sheet, and will be charged against related gross proceeds of equity offerings, debt offerings and/or included in the basis of EFH's equity method investment in Oncor Holdings upon consummation of the Merger. If the Merger does not occur, these transaction costs will be expensed.

Ring-Fencing. In April 2014, EFH and the substantial majority of its subsidiaries filed voluntary petitions for relief under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware. The bankruptcy does not include Oncor Holdings or Oncor. Certain existing "ring-fencing" measures, governance mechanisms and restrictions will remain in effect following the Merger, which are intended to enhance Oncor Holdings' and Oncor's separateness from its owners and to mitigate the risk that these entities would be negatively impacted by the bankruptcy of, or other adverse financial developments affecting, EFH or its other subsidiaries or the owners of EFH. In accordance with the ring-fencing measures and commitments made by Sempra Energy as part of the application to the PUCT for regulatory approval of the Merger, Sempra Energy will be subject to certain restrictions following the Merger. Sempra Energy will not control Oncor Holdings or Oncor, and the ring-fencing measures, governance mechanisms and restrictions will limit Sempra Energy's ability to direct the management, policies and operations of Oncor Holdings and Oncor, including the deployment or disposition of their assets, declarations of dividends, strategic planning and other important corporate issues and actions. These limitations include limited representation on the Oncor Holdings and Oncor boards of directors. Following consummation of the Merger, the board of directors of Oncor is expected to consist of thirteen members and be constituted as follows: seven of which will be independent directors under the rules of the New York Stock Exchange (and at least two of which shall have no current or prior material relationship with Sempra Energy), two of which will be designated by EFIH (which, after the Merger, will be a subsidiary of Sempra Energy that Sempra Energy is expected to control), two of which will be appointed by TTI, and two of which will be members of Oncor management.

Oncor Holdings will also continue to have a majority of independent directors following the consummation of the Merger. Thus, Oncor Holdings and Oncor will continue to be managed independently (i.e., ring-fenced). Upon consummation of the acquisition, we will consolidate EFH and EFH will continue to account for its ownership in Oncor Holdings as an equity method investment.

Closing Conditions. The transaction is subject to customary closing conditions, including the approval of the U.S. Bankruptcy Court for the District of Delaware, the PUCT, the Vermont Department of Financial Regulation, and the FERC, among others, as well as receipt of a private letter ruling from the IRS and the issuance of certain tax opinions regarding the transaction.

On September 6, 2017, the U.S. Bankruptcy Court for the District of Delaware approved EFH's and EFIH's entry into the Merger Agreement. Under the terms of the Merger Agreement, a \$190 million termination fee would be owed to Sempra Energy if EFH or EFIH terminates the Merger Agreement in certain circumstances and consummates an alternative proposal with a third party.

On October 5, 2017, Sempra Energy and Oncor filed a joint application with the PUCT and an application with the FERC seeking approval of the Merger. On October 12, 2017, the ALJ in the PUCT proceeding issued an order deeming the joint application sufficient. On October 16, 2017, the PUCT set a procedural schedule to complete a review of Sempra Energy's and Oncor's change-in-control request within 180 days of the filing of the joint application on October 5, 2017.

We expect the transaction to close in the first half of 2018.

Sempra Mexico

Ductos y Energéticos del Norte, S. de R.L. de C.V.

IEnova and PEMEX are partners in DEN, a joint venture that holds an interest in the Los Ramones Norte pipeline. On October 6, 2017, IEnova entered into an agreement to purchase PEMEX's 50-percent interest in DEN for total consideration of approximately \$231 million, subject to customary closing adjustments and including the repayment of approximately \$81 million of outstanding debt owed by DEN to PEMEX. This acquisition will increase IEnova's ownership interest in DEN through IEnova Pipelines from 50 percent to 100 percent, and increase IEnova's indirect ownership interest in the Los Ramones Norte pipeline from 25 percent to 50 percent. The transaction is subject to satisfactory completion of Mexican antitrust review and other customary closing conditions, and we expect it to close in the fourth quarter of 2017. The cash consideration will be funded through IEnova's revolving credit facility. IEnova Pipelines currently accounts for its 50-percent interest in DEN as an equity method investment. At closing, DEN will become a wholly owned, consolidated subsidiary of IEnova and will continue to account for its interest in the Los Ramones Norte pipeline as an equity method investment.

ASSETS HELD FOR SALE

We classify assets as held for sale when management approves and commits to a formal plan to actively market an asset for sale and we expect the sale to close within the next 12 months. Upon classifying an asset as held for sale, we record the asset at the lower of its carrying value or its estimated fair value reduced for selling costs.

Sempra Mexico

Termoeléctrica de Mexicali

In February 2016, management approved a plan to market and sell Sempra Mexico's TdM, a 625-MW natural gas-fired power plant located in Mexicali, Baja California, Mexico, as we discuss in Note 3 of the Notes to Consolidated Financial Statements in the Annual Report. As a result, we stopped depreciating the plant and classified it as held for sale.

In connection with the sales process, in late September 2016 and early July 2017, Sempra Mexico received market information indicating that the fair value of TdM was less than its carrying value. After performing analysis of the information, Sempra Mexico reduced the carrying value of TdM by recognizing noncash impairment charges of \$131 million (\$111 million after-tax) in the third quarter of 2016 and \$71 million in the second quarter of 2017, recorded in Other Impairment Losses on Sempra Energy's Condensed Consolidated Statements of Operations. We discuss non-recurring fair value measures and the associated accounting impact on TdM in Note 8 herein and in Note 10 of the Notes to Consolidated Financial Statements in the Annual Report.

In connection with TdM's classification as held for sale, we recognized \$32 million in income tax expense in the first half of 2016 for a deferred Mexican income tax liability related to the excess of carrying value over the tax basis. As a result of reducing the carrying value of TdM in the third quarter of 2016, we reduced the deferred Mexican income tax liability by \$31 million. There was no such tax expense or tax benefit in the third quarter of 2017 and an \$8 million tax benefit for the nine months ended September 30, 2017 as a result of further reduction in TdM's carrying value in the second quarter of 2017. As the Mexican income tax on this outside basis difference is based on current carrying value, foreign exchange rates and inflation, such amount could change in future periods until the date of sale. We continue to actively pursue the sale of TdM, which we expect to be completed in the first half of 2018.

At September 30, 2017, the carrying amounts of the major classes of assets and related liabilities held for sale associated with TdM are as follows:

ASSETS HELD FOR SALE AT SEPTEMBER 30, 2017

(Dollars in millions)

	Termoeléctrica de Mexicali
Inventories	\$ 10
Other current assets	25
Property, plant and equipment, net	55
Other noncurrent assets	27
Total assets held for sale	\$ 117
Accounts payable	\$ 5

Other current liabilities	5
Asset retirement obligations	5
Other noncurrent liabilities	32
Total liabilities held for sale	\$ 47

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DIVESTITURES

Sempra LNG & Midstream

EnergySouth Inc.

In September 2016, Sempra LNG & Midstream completed the sale of EnergySouth, the parent company of Mobile Gas and Willmut Gas, to Spire Inc., formerly The Laclede Group, Inc., for cash proceeds of \$318 million, net of \$2 million cash sold, with the buyer assuming debt of \$67 million. We recognized a pretax gain on the sale of \$130 million (\$78 million after-tax) in the three months and nine months ended September 30, 2016, in Gain on Sale of Assets on Sempra Energy's Condensed Consolidated Statements of Operations. On September 12, 2016, Sempra LNG & Midstream deconsolidated EnergySouth.

The following table summarizes the deconsolidation:

DECONSOLIDATION

OF SUBSIDIARY

(Dollars in millions)

EnergySouth Inc.

Proceeds

from

sale,

\$et 304

of

transaction

costs

(Cash)

Other

(17)

Current

assets

Property,

plant

(189)

equipment,

net

Other

(187)

Current

assets

Current

liabilities

Long-term

debt

Other

(60)

Incurrence

liabilities

Gain

\$n 130

sale

Investment in Rockies Express Pipeline LLC

In March 2016, Sempra LNG & Midstream entered into an agreement to sell its 25-percent interest in Rockies Express for cash consideration of \$440 million, subject to adjustment at closing. The transaction closed in May 2016 for total cash proceeds of \$443 million.

At the date of the agreement, the carrying value of Sempra LNG & Midstream's investment in Rockies Express was \$484 million. Following the execution of the agreement, Sempra LNG & Midstream measured the fair value of its equity method investment at \$440 million, and recognized a \$44 million (\$27 million after-tax) impairment in Equity Earnings, Before Income Tax, on the Sempra Energy Condensed Consolidated Statement of Operations in the first quarter of 2016. We discuss non-recurring fair value measures and the associated accounting impact on our investment in Rockies Express in Note 10 of the Notes to Consolidated Financial Statements in the Annual Report.

NOTE 4. INVESTMENTS IN UNCONSOLIDATED ENTITIES

Sempra Energy uses the equity method to account for investments in affiliated companies over which we have the ability to exercise significant influence, but not control. We provide additional information concerning our equity method investments in Note 3 above and in Notes 3 and 4 of the Notes to Consolidated Financial Statements in the Annual Report.

SEMPRA SOUTH AMERICAN UTILITIES

In February 2017, Sempra South American Utilities recorded the equitization of its \$19 million note receivable due from Eletrans, resulting in an increase in its investment in this unconsolidated joint venture. Sempra South American Utilities invested cash of \$1 million in its unconsolidated joint venture, Eletrans, in the nine months ended September 30, 2017.

SEMPRA MEXICO

Sempra Mexico invested cash of \$72 million and \$56 million in IMG, an unconsolidated joint venture between a subsidiary of IEnova and a subsidiary of TransCanada, in the nine months ended September 30, 2017 and 2016, respectively.

SEMPRA RENEWABLES

Sempra Renewables invested cash of \$18 million in its unconsolidated joint ventures in the nine months ended September 30, 2016.

SEMPRA LNG & MIDSTREAM

Sempra LNG & Midstream capitalized \$36 million of interest in both the nine months ended September 30, 2017 and 2016 related to its investment in Cameron LNG JV, which has not commenced planned principal operations. In the nine months ended September 30, 2017, Sempra LNG & Midstream invested cash of \$1 million in this unconsolidated joint venture.

In May 2016, Sempra LNG & Midstream sold its 25-percent interest in Rockies Express, as we discuss in Note 3.

GUARANTEES

At September 30, 2017, we had outstanding guarantees aggregating a maximum of \$4.5 billion with an aggregate carrying value of \$41 million. We discuss these guarantees below and in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

Sempra Mexico

IEnova has an indirect 40-percent ownership interest and TransCanada has an indirect 60-percent ownership interest in IMG. IEnova and TransCanada have each provided guarantees to third parties associated with construction of IMG's Sur de Texas - Tuxpan natural gas marine pipeline. The aggregate amount of the obligations guaranteed by IEnova shall not exceed \$288 million and will terminate upon completion of all guaranteed obligations. IEnova expects the construction giving rise to these guarantees to be completed by the end of 2018.

NOTE 5. OTHER FINANCIAL DATA**INVENTORIES**

The components of inventories by segment are as follows:

INVENTORY BALANCES

(Dollars in millions)

	Natural gas		Liquefied natural gas		Materials and supplies		Total	
	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016
SDG&E	\$ 2	\$ 2	\$ —	\$ —	\$ 95	\$ 78	\$ 97	\$ 80
SoCalGas(1)	50	11	—	—	47	47	97	58
Sempra South American Utilities	—	—	—	—	43	27	43	27
Sempra Mexico	—	—	7	6	2	1	9	7
Sempra Renewables	—	—	—	—	4	4	4	4
Sempra LNG & Midstream	43	79	3	3	—	—	46	82
Sempra Energy Consolidated	\$ 95	\$ 92	\$ 10	\$ 9	\$ 191	\$ 157	\$ 296	\$ 258

(1) At September 30, 2017 and December 31, 2016, SoCalGas' natural gas inventory for core customers is net of an inventory loss related to the Aliso Canyon natural gas leak, which we discuss in Note 11.

GREENHOUSE GAS ALLOWANCES

The Condensed Consolidated Balance Sheets include the following amounts associated with GHG allowances and obligations.

GHG ALLOWANCES AND OBLIGATIONS

(Dollars in millions)

	Sempra Energy Consolidated		SDG&E		SoCalGas	
	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016
Assets:						
Other current assets	\$40	\$ 40	\$16	\$ 16	\$24	\$ 24
Sundry	352	295	190	182	159	109
Total assets	\$392	\$ 335	\$206	\$ 198	\$183	\$ 133
Liabilities:						
Other current liabilities	\$40	\$ 40	\$16	\$ 16	\$24	\$ 24
Deferred credits and other	240	171	105	72	131	96
Total liabilities	\$280	\$ 211	\$121	\$ 88	\$155	\$ 120

GOODWILL

We discuss goodwill in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report. The increase in goodwill from \$2,364 million at December 31, 2016 to \$2,393 million at September 30, 2017 is due to foreign currency translation at Sempra South American Utilities. We record the offset of this fluctuation in OCI.

VARIABLE INTEREST ENTITIES

We consolidate a VIE if we are the primary beneficiary of the VIE. Our determination of whether we are the primary beneficiary is based on qualitative and quantitative analyses, which assess the purpose and design of the VIE; the nature of the VIE's risks and the risks we absorb; the power to direct activities that most significantly impact the economic performance of the VIE; and the obligation to absorb losses or right to receive benefits that could be significant to the VIE.

SDG&E

SDG&E's power procurement is subject to reliability requirements that may require SDG&E to enter into various power purchase arrangements which include variable interests. SDG&E evaluates the respective entities to determine if variable interests exist and, based on the qualitative and quantitative analyses described above, if SDG&E, and thereby Sempra Energy, is the primary beneficiary.

Tolling Agreements

SDG&E has agreements under which it purchases power generated by facilities for which it supplies all of the natural gas to fuel the power plant (i.e., tolling agreements). SDG&E's obligation to absorb natural gas costs may be a significant variable interest. In addition, SDG&E has the power to direct the dispatch of electricity generated by these facilities. Based upon our analysis, the ability to direct the dispatch of electricity may have the most significant impact on the economic performance of the entity owning the generating facility because of the associated exposure to the cost of natural gas, which fuels the plants, and the value of electricity produced. To the extent that SDG&E (1) is obligated to purchase and provide fuel to operate the facility, (2) has the power to direct the dispatch, and (3) purchases all of the output from the facility for a substantial portion of the facility's useful life, SDG&E may be the primary beneficiary of the entity owning the generating facility. SDG&E determines if it is the primary beneficiary in these cases based on a qualitative approach in which we consider the operational characteristics of the facility, including its expected power generation output relative to its capacity to generate and the financial structure of the entity, among other factors. If we determine that SDG&E is the primary beneficiary, SDG&E and Sempra Energy consolidate the entity that owns the facility as a VIE.

Otay Mesa VIE

SDG&E has an agreement to purchase power generated at OMEC, a 605-MW generating facility. In addition to tolling, the agreement provides SDG&E with the option to purchase OMEC at the end of the contract term in 2019, or upon earlier termination of the PPA, at

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a predetermined price subject to adjustments based on performance of the facility. If SDG&E does not exercise its option, under certain circumstances, it may be required to purchase the power plant for \$280 million, which we refer to as the put option.

The facility owner, OMEC LLC, is a VIE, which we refer to as Otay Mesa VIE, of which SDG&E is the primary beneficiary. SDG&E has no OMEC LLC voting rights, holds no equity in OMEC LLC and does not operate OMEC. In addition to the risks absorbed under the tolling agreement, SDG&E absorbs separately through the put option a significant portion of the risk that the value of Otay Mesa VIE could decline. Accordingly, SDG&E and Sempra Energy consolidate Otay Mesa VIE. Otay Mesa VIE's equity of \$35 million at September 30, 2017 and \$37 million at December 31, 2016 is included on the Condensed Consolidated Balance Sheets in Other Noncontrolling Interests for Sempra Energy and in Noncontrolling Interest for SDG&E.

OMEC LLC has a loan outstanding of \$297 million at September 30, 2017, the proceeds of which were used for the construction of OMEC. The loan is with third party lenders and is collateralized by OMEC's assets. SDG&E is not a party to the loan agreement and does not have any additional implicit or explicit financial responsibility to OMEC LLC. The loan fully matures in April 2019 and bears interest at rates varying with market rates. In addition, OMEC LLC has entered into interest rate swap agreements to moderate its exposure to interest rate changes. We provide additional information concerning the interest rate swaps in Note 7.

The Condensed Consolidated Statements of Operations of Sempra Energy and SDG&E include the following amounts associated with Otay Mesa VIE. The amounts are net of eliminations of transactions between SDG&E and Otay Mesa VIE. The captions in the table below correspond to SDG&E's Condensed Consolidated Statements of Operations.

AMOUNTS ASSOCIATED WITH OTAY MESA VIE

(Dollars in millions)

	Three months ended September 30, 2017		Nine months ended September 30, 2016	
Operating expenses				
Cost of electric fuel and purchased power	\$(26)	\$(28)	\$(65)	\$(62)
Operation and maintenance	4	4	13	23
Depreciation and amortization	7	8	21	25
Total operating expenses	(15)	(16)	(31)	(14)
Operating income	15	16	31	14
Interest expense	(6)	(5)	(16)	(15)
Income (loss) before income taxes/Net income (loss)	9	11	15	(1)
(Earnings) losses attributable to noncontrolling interest	(9)	(11)	(15)	1
Earnings attributable to common shares	\$—	\$—	\$—	\$—

SDG&E has determined that no contracts, other than the one relating to Otay Mesa VIE mentioned above, result in SDG&E being the primary beneficiary of a VIE at September 30, 2017. In addition to the tolling agreements described above, other variable interests involve various elements of fuel and power costs, and other components of cash flow expected to be paid to or received by our counterparties. In most of these cases, the expectation of variability is not substantial, and SDG&E generally does not have the power to direct activities that most significantly impact the economic performance of the other VIEs. In addition, SDG&E is not exposed to losses or gains as a result of these other VIEs, because all such variability would be recovered in rates. If our ongoing evaluation of these VIEs were to conclude that SDG&E becomes the primary beneficiary and consolidation by SDG&E becomes necessary, the effects could be significant to the financial position and liquidity of SDG&E and Sempra Energy. We provide additional information about PPAs with power plant facilities that are VIEs of which SDG&E is not the primary beneficiary in Note 11 below and in Note 15 of the Notes to Consolidated Financial Statements in the Annual Report. We provide additional information regarding Otay Mesa VIE in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

Sempra Renewables

Effective December 2016, certain of Sempra Renewables' wind and solar power generation projects are held by limited liability companies whose members are Sempra Renewables and financial institutions. The financial institutions are noncontrolling tax equity investors to which earnings, tax attributes and cash flows are allocated in accordance with the respective limited liability company agreements. These entities are VIEs and Sempra Energy is the primary beneficiary, generally due to Sempra Energy's power as the operator of the renewable energy projects to direct the activities that most significantly impact the economic performance of these VIEs.

As the primary beneficiary of these tax equity limited liability companies, we consolidate them. Sempra Energy's Condensed Consolidated Balance Sheets include \$904 million and \$926 million of PP&E, net, and equity of \$445 million and \$468 million included in Other Noncontrolling Interests at September 30, 2017 and December 31, 2016, respectively, associated with these entities.

Sempra Energy's Condensed Consolidated Statements of Operations include the following amounts associated with the tax equity limited liability companies. The amounts are net of eliminations of transactions between Sempra Energy and these entities.

**AMOUNTS
ASSOCIATED
WITH TAX
EQUITY
ARRANGEMENTS**

*(Dollars in
millions)*

	Three months ended September 30, 2017	Nine months ended September 30, 2017
REVENUES		
Energy-related businesses	\$ 4	\$ 48
EXPENSES		
Operation and (5)	(14)	
maintenance Depreciation and (8)	(24)	
amortization		
Income before income taxes	4	10
Income tax (3)	(9)	
expense		
Net income	1	1
Losses attributable to 6	16	
noncontrolling interests(1)		
Earnings	\$ 5	\$ 17

*Net income or loss
attributable to the
noncontrolling interests is
(1) computed using the HLBV
method and is not based
on ownership
percentages.*

We provide additional information regarding the tax equity limited liability companies in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

Sempra LNG & Midstream

Sempra Energy's equity method investment in Cameron LNG JV is considered to be a VIE principally due to contractual provisions that transfer certain risks to customers. Sempra Energy is not the primary beneficiary because we do not have the power to direct the most significant activities of Cameron LNG JV. We will continue to evaluate Cameron LNG JV for any changes that may impact our determination of the primary beneficiary. The carrying value of our investment in Cameron LNG JV, including amounts recognized in AOCI related to interest-rate cash flow

hedges at Cameron LNG JV, was \$980 million at September 30, 2017 and \$997 million at December 31, 2016. Our maximum exposure to loss includes the carrying value of our investment and the guarantees discussed in Note 4 above and in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

Other Variable Interest Entities

Sempra Energy's other businesses also enter into arrangements which could include variable interests. We evaluate these arrangements and applicable entities based on the qualitative and quantitative analyses described above. Certain of these entities are service or project companies that are VIEs. As the primary beneficiary of these companies, we consolidate them; however, their financial statements are not material to the financial statements of Sempra Energy. In all other cases, we have determined that these contracts are not variable interests in a VIE and therefore are not subject to the U.S. GAAP requirements concerning the consolidation of VIEs.

PENSION AND OTHER POSTRETIREMENT BENEFITS***Net Periodic Benefit Cost***

The following three tables provide the components of net periodic benefit cost:

NET PERIODIC BENEFIT COST – SEMPRA ENERGY CONSOLIDATED

(Dollars in millions)

	Pension benefits		Other postretirement benefits	
	Three months ended September 30,			
	2017	2016	2017	2016
Service cost	\$31	\$26	\$4	\$4
Interest cost	39	40	9	9
Expected return on assets	(41)	(41)	(16)	(17)
Amortization of:				
Prior service cost	3	2	—	—
Actuarial loss (gain)	11	10	(2)	(1)
Settlements	8	—	—	—
Special termination benefits	—	—	16	—
Regulatory adjustment	(18)	(28)	(11)	5
Total net periodic benefit cost	\$33	\$9	\$—	\$—

	Pension benefits		Other postretirement benefits	
	Nine months ended September 30,			
	2017	2016	2017	2016
Service cost	\$88	\$81	\$15	\$15
Interest cost	113	120	29	31
Expected return on assets	(121)	(124)	(49)	(52)
Amortization of:				
Prior service cost	8	8	—	—
Actuarial loss (gain)	27	23	(3)	(1)
Settlements	8	—	—	—
Special termination benefits	—	—	16	—
Regulatory adjustment	(59)	(84)	(7)	9
Total net periodic benefit cost	\$64	\$24	\$1	\$2

NET PERIODIC BENEFIT COST – SDG&E

(Dollars in millions)

	Pension benefits		Other postretirement benefits	
	Three months ended September 30,			
	2017	2016	2017	2016
Service cost	\$7	\$7	\$1	\$1
Interest cost	9	10	2	2
Expected return on assets	(11)	(12)	(2)	(3)
Amortization of:				
Actuarial loss	3	2	—	—
Regulatory adjustment	(7)	(7)	(1)	—
Total net periodic benefit cost	\$1	\$—	\$—	\$—

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	Nine months ended September 30,			
	2017	2016	2017	2016
Service cost	\$22	\$22	\$ 4	\$ 3
Interest cost	28	31	6	6
Expected return on assets	(35)	(37)	(9)	(8)
Amortization of:				
Prior service cost	1	1	2	2
Actuarial loss (gain)	7	7	—	(1)
Regulatory adjustment	(21)	(22)	(3)	(2)
Total net periodic benefit cost	\$2	\$2	\$ —	\$ —

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NET PERIODIC BENEFIT COST – SOCALGAS*(Dollars in millions)*

	Pension benefits		Other postretirement benefits	
	2017	2016	2017	2016
	Three months ended September 30,			
Service cost	\$21	\$16	\$4	\$4
Interest cost	25	26	6	7
Expected return on assets	(26)	(26)	(14)	(15)
Amortization of:				
Prior service cost (credit)	3	3	(1)	(1)
Actuarial loss (gain)	6	3	(1)	—
Special termination benefits	—	—	16	—
Regulatory adjustment	(11)	(21)	(10)	5
Total net periodic benefit cost	\$18	\$1	\$—	\$—

	Pension benefits		Other postretirement benefits	
	2017	2016	2017	2016
	Nine months ended September 30,			
Service cost	\$57	\$51	\$11	\$11
Interest cost	73	76	21	24
Expected return on assets	(77)	(78)	(40)	(43)
Amortization of:				
Prior service cost (credit)	7	7	(2)	(3)
Actuarial loss (gain)	14	8	(2)	—
Special termination benefits	—	—	16	—
Regulatory adjustment	(38)	(62)	(4)	11
Total net periodic benefit cost	\$36	\$2	\$—	\$—

Benefit Plan Contributions

The following table shows our year-to-date contributions to pension and other postretirement benefit plans and the amounts we expect to contribute in 2017:

BENEFIT PLAN CONTRIBUTIONS*(Dollars in millions)*

	Sempra Energy Consolidated	SDG&E	SoCalGas
Contributions through September 30, 2017:			
Pension plans	\$ 64	\$ 3	\$ 35
Other postretirement benefit plans	5	1	2
Total expected contributions in 2017:			
Pension plans	\$ 174	\$ 25	\$ 94
Other postretirement benefit plans	10	5	3

RABBI TRUST

In support of its Supplemental Executive Retirement, Cash Balance Restoration and Deferred Compensation Plans, Sempra Energy maintains dedicated assets, including a Rabbi Trust and investments in life insurance contracts, which totaled \$435 million and \$430 million at September 30, 2017 and December 31, 2016, respectively.

EARNINGS PER SHARE

The following table provides EPS computations for the three months and nine months ended September 30, 2017 and 2016. Basic EPS is calculated by dividing earnings attributable to common stock by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution of common stock equivalent shares that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

EARNINGS PER SHARE COMPUTATIONS

(Dollars in millions, except per share amounts; shares in thousands)

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Numerator:				
Earnings/Income attributable to common shares	\$57	\$ 622	\$757	\$ 991
Denominator:				
Weighted-average common shares outstanding for basic EPS(1)	251,692	250,386	251,422	250,073
Dilutive effect of stock options, RSAs and RSUs(2)	1,672	2,019	1,562	1,903
Weighted-average common shares outstanding for diluted EPS	253,364	252,405	252,984	251,976
EPS:				
Basic	\$0.23	\$ 2.48	\$3.01	\$ 3.96
Diluted	0.22	2.46	2.99	3.93

Includes 612 and 572 average fully vested RSUs held in our Deferred Compensation Plan for the three months ended September 30, 2017 and (1)2016, respectively, and 607 and 565 of such RSUs for the nine months ended September 30, 2017 and 2016, respectively. These fully vested RSUs are included in weighted-average common shares outstanding for basic EPS because there are no conditions under which the corresponding shares will not be issued.

Due to market fluctuations of both Sempra Energy stock and the comparative indices used to determine the vesting percentage of our total (2) shareholder return performance-based RSUs, which we discuss in Note 8 of the Notes to Consolidated Financial Statements in the Annual Report, dilutive RSUs may vary widely from period-to-period.

The potentially dilutive impact from stock options, RSAs and RSUs is calculated under the treasury stock method. Under this method, proceeds based on the exercise price and unearned compensation are assumed to be used to repurchase shares on the open market at the average market price for the period, reducing the number of potential new shares to be issued and sometimes causing an antidilutive effect. The computation of diluted EPS for the three months ended September 30, 2017 excludes 2,608 potentially dilutive shares because to include them would be antidilutive for the period. There were no such potentially dilutive shares for the three months ended September 30, 2016. The computation of diluted EPS for the nine months ended September 30, 2017 and 2016 excludes 2,608 and 2,426 such potentially dilutive shares, respectively. However, these shares could potentially dilute basic EPS in the future. Pursuant to our Sempra Energy share-based compensation plans, Sempra Energy's Board of Directors granted 424,760 performance-based RSUs and 93,619 service-based RSUs during the nine months ended September 30, 2017, primarily in January. During the nine months ended September 30, 2017, IEnova granted 1,043,709 RSUs from the IEnova 2013 Long-Term Incentive Plan, under which awards are cash settled at vesting based on the price of IEnova common stock.

We discuss share-based compensation plans and related awards further in Note 8 of the Notes to Consolidated Financial Statements in the Annual Report.

CAPITALIZED FINANCING COSTS

Capitalized financing costs include capitalized interest costs and AFUDC related to both debt and equity financing of construction projects. We capitalize interest costs incurred to finance capital projects and interest on equity method investments that have not commenced planned principal operations.

Interest capitalized and AFUDC are as follows:

CAPITALIZED FINANCING COSTS

(Dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Sempra Energy Consolidated	\$ 54	\$ 62	\$ 198	\$ 172
SDG&E	21	15	62	47
SoCalGas	15	14	45	41

COMPREHENSIVE INCOME

The following tables present the changes in AOCI by component and amounts reclassified out of AOCI to net income, excluding amounts attributable to noncontrolling interests:

CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) BY COMPONENT(1)

(Dollars in millions)

	Foreign currency translation adjustments	Financial instruments	Pension and other postretirement benefits	Total accumulated other comprehensive income (loss)
Three months ended September 30, 2017 and 2016				
Sempra Energy Consolidated:				
Balance as of June 30, 2017	\$(478)	\$(147)	\$(93)	\$(718)
OCI before reclassifications	27	8	—	35
Amounts reclassified from AOCI	—	(2)	7	5
Net OCI	27	6	7	40
Balance as of September 30, 2017	\$(451)	\$(141)	\$(86)	\$(678)
Balance as of June 30, 2016	\$(503)	\$(264)	\$(85)	\$(852)
OCI before reclassifications	(28)	8	—	(20)
Amounts reclassified from AOCI	—	5	2	7
Net OCI	(28)	13	2	(13)
Balance as of September 30, 2016	\$(531)	\$(251)	\$(83)	\$(865)
SDG&E:				
Balance as of June 30, 2017			\$(8)	\$(8)
Amounts reclassified from AOCI			1	1
Net OCI			1	1
Balance as of September 30, 2017			\$(7)	\$(7)
Balance as of June 30, 2016 and September 30, 2016			\$(8)	\$(8)
SoCalGas:				
Balance as of June 30, 2017 and September 30, 2017	\$(13)		\$(8)	\$(21)
Balance as of June 30, 2016	\$(14)		\$(5)	\$(19)
Amounts reclassified from AOCI	1		—	1
Net OCI	1		—	1

CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) BY COMPONENT(1)*(Dollars in millions)*

	Foreign currency translation adjustments	Financial instruments	Pension and other postretirement benefits	Total accumulated other comprehensive income (loss)
Nine months ended September 30, 2017 and 2016				
Sempra Energy Consolidated:				
Balance as of December 31, 2016	\$ (527)	\$ (125)	\$ (96)	\$ (748)
OCI before reclassifications	76	(20)	—	56
Amounts reclassified from AOCI	—	4	10	14
Net OCI	76	(16)	10	70
Balance as of September 30, 2017	\$ (451)	\$ (141)	\$ (86)	\$ (678)
Balance as of December 31, 2015	\$ (582)	\$ (137)	\$ (87)	\$ (806)
OCI before reclassifications	51	(122)	—	(71)
Amounts reclassified from AOCI	—	8	4	12
Net OCI	51	(114)	4	(59)
Balance as of September 30, 2016	\$ (531)	\$ (251)	\$ (83)	\$ (865)
SDG&E:				
Balance as of December 31, 2016			\$ (8)	\$ (8)
Amounts reclassified from AOCI			1	1
Net OCI			1	1
Balance as of September 30, 2017			\$ (7)	\$ (7)
Balance as of December 31, 2015 and September 30, 2016			\$ (8)	\$ (8)
SoCalGas:				
Balance as of December 31, 2016	\$ (13)		\$ (9)	\$ (22)
Amounts reclassified from AOCI	—		1	1
Net OCI	—		1	1
Balance as of September 30, 2017	\$ (13)		\$ (8)	\$ (21)
Balance as of December 31, 2015	\$ (14)		\$ (5)	\$ (19)
Amounts reclassified from AOCI	1		—	1
Net OCI	1		—	1
Balance as of September 30, 2016	\$ (13)		\$ (5)	\$ (18)

(1) All amounts are net of income tax, if subject to tax, and exclude noncontrolling interests.

RECLASSIFICATIONS OUT OF ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)*(Dollars in millions)*

Details about accumulated other comprehensive income (loss) components	Amounts reclassified from accumulated other comprehensive income (loss) Three months ended September 30,		Affected line item on Condensed Consolidated Statements of Operations
	2017	2016	
Sempra Energy Consolidated:			
Financial instruments:			
Interest rate and foreign exchange instruments(1)	\$ —	\$ 4	Interest Expense
Interest rate instruments	2	3	Equity Earnings, Before Income Tax
Interest rate and foreign exchange instruments	—	7	Remeasurement of Equity Method Investment
Interest rate and foreign exchange instruments	(2)	(2)	Equity Earnings (Losses), Net of Income Tax
Foreign exchange instruments	(2)	—	Revenues: Energy-Related Businesses
Total before income tax	(2)	12	
	1	(3)	Income Tax Benefit (Expense)
Net of income tax	(1)	9	
	(1)	(4)	Earnings Attributable to Noncontrolling Interests
	\$ (2)	\$ 5	
Pension and other postretirement benefits:			
Amortization of actuarial loss	\$ 11	\$ 4	See note (2) below
	(4)	(2)	Income Tax Benefit (Expense)
Net of income tax	\$ 7	\$ 2	
Total reclassifications for the period, net of tax	\$ 5	\$ 7	
SDG&E:			
Financial instruments:			
Interest rate instruments(1)	\$ 3	\$ 3	Interest Expense
	(3)	(3)	(Earnings) Losses Attributable to Noncontrolling Interest
	\$ —	\$ —	
Pension and other postretirement benefits:			
Amortization of actuarial loss	\$ 1	\$ —	See note (2) below
Total reclassifications for the period, net of tax	\$ 1	\$ —	
SoCalGas:			
Financial instruments:			
Interest rate instruments	\$ —	\$ 1	Interest Expense
Total reclassifications for the period, net of tax	\$ —	\$ 1	

*(1) Amounts include Otay Mesa VIE. All of SDG&E's interest rate derivative activity relates to Otay Mesa VIE.**(2) Amounts are included in the computation of net periodic benefit cost (see "Pension and Other Postretirement Benefits" above).*

RECLASSIFICATIONS OUT OF ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)*(Dollars in millions)*

Details about accumulated other comprehensive income (loss) components	Amounts reclassified from accumulated other comprehensive income (loss) Nine months ended September 30,		Affected line item on Condensed Consolidated Statements of Operations
	2017	2016	
Sempra Energy Consolidated:			
Financial instruments:			
Interest rate and foreign exchange instruments(1)	\$ (4)	\$ 11	Interest Expense
Interest rate instruments	6	8	Equity Earnings, Before Income Tax
Interest rate and foreign exchange instruments	—	7	Remeasurement of Equity Method Investment
Interest rate and foreign exchange instruments	3	4	Equity Earnings (Losses), Net of Income Tax
Foreign exchange instruments	(1)	—	Revenues: Energy-Related Businesses
Commodity contracts not subject to rate recovery	9	(7)	Revenues: Energy-Related Businesses
Total before income tax	13	23	
	(4)	(4)	Income Tax Benefit (Expense)
Net of income tax	9	19	
	(5)	(11)	Earnings Attributable to Noncontrolling Interests
	\$ 4	\$ 8	
Pension and other postretirement benefits:			
Amortization of actuarial loss	\$ 16	\$ 8	See note (2) below
	(6)	(4)	Income Tax Benefit (Expense)
Net of income tax	\$ 10	\$ 4	
Total reclassifications for the period, net of tax	\$ 14	\$ 12	
SDG&E:			
Financial instruments:			
Interest rate instruments(1)	\$ 9	\$ 9	Interest Expense
	(9)	(9)	(Earnings) Losses Attributable to Noncontrolling Interest
	\$ —	\$ —	
Pension and other postretirement benefits:			
Amortization of actuarial loss	\$ 1	\$ —	See note (2) below
Total reclassifications for the period, net of tax	\$ 1	\$ —	
SoCalGas:			
Financial instruments:			
Interest rate instruments	\$ —	\$ 1	Interest Expense
Pension and other postretirement benefits:			
Amortization of actuarial loss	1	—	See note (2) below
Total reclassifications for the period, net of tax	\$ 1	\$ 1	

*(1) Amounts include Otay Mesa VIE. All of SDG&E's interest rate derivative activity relates to Otay Mesa VIE.**(2) Amounts are included in the computation of net periodic benefit cost (see "Pension and Other Postretirement Benefits" above).*

SHAREHOLDERS' EQUITY AND NONCONTROLLING INTERESTS

The following tables provide reconciliations of changes in Sempra Energy's, SDG&E's and SoCalGas' shareholders' equity and noncontrolling interests for the nine months ended September 30, 2017 and 2016.

SHAREHOLDERS' EQUITY AND NONCONTROLLING INTERESTS – SEMPRA ENERGY CONSOLIDATED

(Dollars in millions)

	Sempra Energy shareholders' equity	Non-controlling interests ⁽¹⁾	Total equity
Balance at December 31, 2016	\$ 12,951	\$ 2,290	\$ 15,241
Comprehensive income	828	60	888
Preferred dividends of subsidiary	(1)	—	(1)
Share-based compensation expense	44	—	44
Common stock dividends declared	(619)	—	(619)
Issuances of common stock	77	—	77
Repurchases of common stock	(15)	—	(15)
Equity contributed by noncontrolling interests	—	2	2
Distributions to noncontrolling interests	—	(115)	(115)
Balance at September 30, 2017	\$ 13,265	\$ 2,237	\$ 15,502
Balance at December 31, 2015	\$ 11,809	\$ 770	\$ 12,579
Cumulative-effect adjustment from change in accounting principle	107	—	107
Comprehensive income	933	117	1,050
Preferred dividends of subsidiary	(1)	—	(1)
Share-based compensation expense	38	—	38
Common stock dividends declared	(565)	—	(565)
Issuances of common stock	80	—	80
Repurchases of common stock	(55)	—	(55)
Equity contributed by noncontrolling interests	—	2	2
Distributions to noncontrolling interests	—	(44)	(44)
Balance at September 30, 2016	\$ 12,346	\$ 845	\$ 13,191

⁽¹⁾ Noncontrolling interests include the preferred stock of SoCalGas and other noncontrolling interests as listed in the table below under "Other Noncontrolling Interests."

SHAREHOLDER'S EQUITY AND NONCONTROLLING INTEREST – SDG&E

(Dollars in millions)

	SDG&E shareholder's equity	Non-controlling interest	Total equity
Balance at December 31, 2016	\$ 5,641	\$ 37	\$ 5,678
Comprehensive income	277	22	299
Common stock dividends declared	(450)	—	(450)
Equity contributed by noncontrolling interest	—	1	1
Distributions to noncontrolling interest	—	(25)	(25)
Balance at September 30, 2017	\$ 5,468	\$ 35	\$ 5,503
Balance at December 31, 2015	\$ 5,223	\$ 53	\$ 5,276
Cumulative-effect adjustment from change in accounting principle	23	—	23
Comprehensive income	419	3	422
Common stock dividends declared	(175)	—	(175)
Equity contributed by noncontrolling interest	—	1	1
Distributions to noncontrolling interest	—	(7)	(7)
Balance at September 30, 2016	\$ 5,490	\$ 50	\$ 5,540

SHAREHOLDERS' EQUITY – SOCIALGAS*(Dollars in millions)*

	Total equity
Balance at December 31, 2016	\$3,510
Comprehensive income	270
Preferred stock dividends declared	(1)
Balance at September 30, 2017	\$3,779
Balance at December 31, 2015	\$3,149
Cumulative-effect adjustment from change in accounting principle	15
Comprehensive income	200
Preferred stock dividends declared	(1)
Balance at September 30, 2016	\$3,363

Ownership interests that are held by owners other than Sempra Energy and SDG&E in subsidiaries or entities consolidated by them are accounted for and reported as noncontrolling interests. As a result, noncontrolling interests are reported as a separate component of equity on the Condensed Consolidated Balance Sheets. Earnings or losses attributable to noncontrolling interests are separately identified on the Condensed Consolidated Statements of Operations, and comprehensive income or loss attributable to noncontrolling interests is separately identified on the Condensed Consolidated Statements of Comprehensive Income (Loss).

Preferred Stock

The preferred stock at SoCalGas is presented at Sempra Energy as a noncontrolling interest. Sempra Energy records charges against income related to noncontrolling interests for preferred stock dividends declared by SoCalGas. We provide additional information regarding preferred stock in Note 11 of the Notes to Consolidated Financial Statements in the Annual Report.

Other Noncontrolling Interests

At September 30, 2017 and December 31, 2016, we reported the following noncontrolling ownership interests held by others (not including preferred shareholders) recorded in Other Noncontrolling Interests in Total Equity on Sempra Energy's Condensed Consolidated Balance Sheets:

OTHER NONCONTROLLING INTERESTS

(Dollars in millions)

	Percent ownership held by noncontrolling interests		Equity held by noncontrolling interests	
	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016
SDG&E:				
Otay Mesa VIE	100	% 100	35	\$ 37
Sempra South American Utilities:				
Chilquinta Energía subsidiaries(1)	22.9 – 43.4	23.1 – 43.4	23	22
Luz del Sur	16.4	16.4	185	173
Tecsur S.A.	9.8	9.8	4	4
Sempra Mexico:				
IEnova	33.6	33.6	1,483	1,524
Sempra Renewables:				
Tax equity arrangement – wind(2)	NA	NA	91	92
Tax equity arrangement – solar(2)	NA	NA	354	376
Sempra LNG & Midstream:				
Bay Gas	9.1	9.1	28	27
Liberty Gas Storage, LLC	23.3	23.3	14	14
Southern Gas Transmission Company(3)	—	49.0	—	1
Total Sempra Energy			\$2,217	\$ 2,270

(1) Chilquinta Energía has four subsidiaries with noncontrolling interests held by others. Percentage range reflects the highest and lowest ownership percentages among these subsidiaries.

(2) Net income or loss attributable to the noncontrolling interests is computed using the HLBV method and is not based on ownership percentages, as we discuss in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

(3) We sold our assets in Southern Gas Transmission Company in August 2017.

Sempra Renewables

In September 2017, Sempra Renewables entered into a membership interest purchase agreement with a financial institution to form a tax equity limited liability company that includes a Sempra Renewables wind power generation project located in Huron County, Michigan. Under the purchase agreement, the formation of the tax equity arrangement is subject to conditions precedent, including funding dates that correspond to the project's completion. Sempra Renewables expects to receive cash proceeds of approximately \$90 million to \$100 million and the formation of the tax equity arrangement to occur in November 2017.

In October 2017, Sempra Renewables entered into a membership interest purchase agreement with a financial institution to form a tax equity limited liability company that includes a Sempra Renewables solar power generation project located near Fresno, California. Sempra Renewables received the first funding in the form of a \$39 million cash deposit in October 2017. Additional funding under the purchase agreement and the formation of the tax equity arrangement is subject to conditions precedent that we expect to occur in December 2017. We expect final funding to occur in April 2018.

Sempra Renewables will continue to consolidate these entities. After the funding dates, Sempra Renewables will report noncontrolling interests representing the financial institutions' respective membership interests in the tax equity arrangements.

TRANSACTIONS WITH AFFILIATES

Amounts due from and to unconsolidated affiliates at Sempra Energy Consolidated, SDG&E and SoCalGas are as follows:

AMOUNTS DUE FROM (TO) UNCONSOLIDATED AFFILIATES

(Dollars in millions)

	September 30, 2017	December 31, 2016
Sempra Energy Consolidated:		
Total due from various unconsolidated affiliates – current	\$ 31	\$ 26
Sempra South American Utilities(1):		
Eletrans – 4% Note(2)	\$ 98	\$ 96
Other related party receivables	1	1
Sempra Mexico(1):		
IMG – Note due March 15, 2022(3)	307	—
Affiliate of joint venture with DEN – Notes due November 14, 2018(4)	93	90
Energía Sierra Juárez – Note(5)	7	14
Total due from unconsolidated affiliates – noncurrent	\$ 506	\$ 201
Total due to various unconsolidated affiliates – current	\$ (10)	\$ (11)
SDG&E:		
Sempra Energy(6)	\$ —	\$ 3
Various affiliates	1	1
Total due from unconsolidated affiliates – current	\$ 1	\$ 4
Sempra Energy	\$ (29)	\$ —
SoCalGas	(6)	(8)
Various affiliates	(7)	(7)
Total due to unconsolidated affiliates – current	\$ (42)	\$ (15)
Income taxes due from Sempra Energy(7)	\$ 101	\$ 159
SoCalGas:		
Due from SDG&E – current	\$ 6	\$ 8
Due to Sempra Energy – current	\$ (35)	\$ (28)
Income taxes due from Sempra Energy(7)	\$ 10	\$ 5

(1) Amounts include principal balances plus accumulated interest outstanding.

(2) U.S. dollar-denominated loan, at a fixed interest rate with no stated maturity date, to provide project financing for the construction of transmission lines at Eletrans, which includes, collectively, joint ventures of Chilquinta Energía.

(3) Mexican peso-denominated revolving line of credit for up to \$9.0 billion Mexican pesos or approximately \$495 million U.S. dollar-equivalent, at a variable interest rate based on the 91-day Interbank Equilibrium Interest Rate plus 220 basis points (9.58 percent at September 30, 2017), to finance construction of the natural gas marine pipeline.

(4) Four U.S. dollar-denominated loans, at variable interest rates based on the 30-day LIBOR plus 450 basis points (5.73 percent at September 30, 2017), to finance the Los Ramones Norte pipeline.

(5) U.S. dollar-denominated loan, at a variable interest rate based on the 30-day LIBOR plus 637.5 basis points (7.61 percent at September 30, 2017) with no stated maturity date, to finance the first phase of the Energía Sierra Juárez wind project, which is a joint venture of IEnova.

(6) At December 31, 2016, net receivable included outstanding advances to Sempra Energy of \$31 million at an interest rate of 0.68 percent.

(7) SDG&E and SoCalGas are included in the consolidated income tax return of Sempra Energy and are allocated income tax expense from Sempra Energy in an amount equal to that which would result from each company having always filed a separate return.

Revenues and cost of sales from unconsolidated affiliates are as follows:

**REVENUES AND COST OF SALES
FROM UNCONSOLIDATED
AFFILIATES**

(Dollars in millions)

	Three months ended September 30, 2017		Nine months ended September 30, 2016	
Revenues:				
Sempra Energy Consolidated	\$ 13	\$ 5	\$ 28	\$ 15
SDG&E	2	2	6	5
SoCalGas	21	21	56	56
Cost of Sales:				
Sempra Energy Consolidated	\$ 8	\$ 10	\$ 36	\$ 60
SDG&E	16	16	55	46

Guarantees

Sempra Energy has provided guarantees to certain of its solar and wind farm joint ventures, entered into guarantees related to the financing of the Cameron LNG JV project and has provided guarantees to certain third parties for the benefit of IMG, as we discuss in Note 4 above and in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

OTHER INCOME, NET

Other Income, Net on the Condensed Consolidated Statements of Operations consists of the following:

OTHER INCOME, NET

(Dollars in millions)

	Three months ended September 30, 2017		Nine months ended September 30, 2016	
Sempra Energy Consolidated:				
Allowance for equity funds used during construction	\$27	\$29	\$139	\$86
Investment gains(1)	13	9	43	29
Gains (losses) on interest rate and foreign exchange instruments, net	5	(11)	99	(23)
Foreign currency transaction (losses) gains	(10)	(2)	7	(9)
Electrical infrastructure relocation income(2)	2	1	2	4
Regulatory interest, net(3)	1	1	3	4
Sundry, net	3	(1)	8	7
Total	\$41	\$26	\$301	\$98
SDG&E:				
Allowance for equity funds used during construction	\$15	\$11	\$46	\$35
Regulatory interest, net(3)	1	—	3	3
Total	\$16	\$11	\$49	\$38
SoCalGas:				
Allowance for equity funds used during construction	\$11	\$10	\$33	\$30
Regulatory interest, net(3)	—	1	—	1
Sundry, net	(3)	(3)	(5)	(7)
Total	\$8	\$8	\$28	\$24

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Represents investment gains on dedicated assets in support of our executive retirement and deferred compensation plans. These amounts are (1) partially offset by corresponding changes in compensation expense related to the plans, recorded in Operation and Maintenance on the Condensed Consolidated Statements of Operations.

(2) Income at Luz del Sur associated with the relocation of electrical infrastructure.

(3) Interest on regulatory balancing accounts.

INCOME TAXES**INCOME TAX (BENEFIT) EXPENSE AND EFFECTIVE
INCOME TAX RATES***(Dollars in millions)*

	Income tax (benefit) expense	Effective income tax rate	Income tax expense	Effective income tax rate
	Three months ended September 30,			
	2017		2016	
Sempra Energy Consolidated	\$(84)	(560)%	\$282	29 %
SDG&E	(72)	79	91	32
SoCalGas	(14)	200	21	100
	Nine months ended September 30,			
	2017		2016	
Sempra Energy Consolidated	\$378	32 %	\$284	21 %
SDG&E	72	20	204	33
SoCalGas	103	28	75	27

Sempra Energy, SDG&E and SoCalGas record income taxes for interim periods utilizing a forecasted effective tax rate anticipated for the full year, as required by U.S. GAAP. The income tax effect of items that can be reliably forecasted is factored into the forecasted effective tax rate, and the impact is recognized proportionately over the year. Items that cannot be reliably forecasted (e.g., foreign currency translation and inflation adjustments, remeasurement of deferred tax asset valuation allowances, income tax expense or benefit associated with the gain or loss on sale or impairment of a book investment, resolution of prior years' income tax items, and certain impacts of regulatory matters) are recorded in the interim period in which they actually occur, which can result in variability in the effective income tax rate.

For SDG&E and SoCalGas, the CPUC requires flow-through rate-making treatment for the current income tax benefit or expense arising from certain property-related and other temporary differences between the treatment for financial reporting and income tax, which will reverse over time. Under the regulatory accounting treatment required for these flow-through temporary differences, deferred income tax assets and liabilities are not recorded to deferred income tax expense, but rather to a regulatory asset or liability, which impacts the current effective income tax rate. As a result, changes in the relative size of these items compared to pretax income, from period to period, can cause variations in the effective income tax rate. The following items are subject to flow-through treatment:

- repairs expenditures related to a certain portion of utility plant assets
- the equity portion of AFUDC
- a portion of the cost of removal of utility plant assets
- utility self-developed software expenditures
- depreciation on a certain portion of utility plant assets
- state income taxes

The AFUDC related to equity recorded for regulated construction projects at Sempra Mexico has similar flow-through treatment.

Sempra Energy's income tax benefit in the three months ended September 30, 2017 compared to income tax expense in the same period of 2016 was primarily due to lower pretax income in the third quarter of 2017 compared to the same period in 2016. The pretax income in 2017 includes a \$351 million impairment of SDG&E's wildfire regulatory asset, which we discuss in Note 11. The pretax income in 2016 includes a \$617 million noncash gain associated with the remeasurement of Sempra Mexico's equity interest in IEnova Pipelines, which we discuss in Note 3.

As we discuss in Note 10 below and in Notes 6 and 14 of the Notes to Consolidated Financial Statements in the Annual Report, the 2016 GRC FD issued by the CPUC in June 2016 required SDG&E and SoCalGas to each establish a two-way income tax expense memorandum account to track certain revenue variances resulting from certain differences between the income tax expense forecasted in the GRC and the income tax expense incurred from 2016 through 2018. The tracking accounts will remain open, and we expect they will be reviewed in the 2019 GRC proceedings. We expect that certain amounts recorded in the tracking accounts may give rise to regulatory assets or liabilities.

In the three months and nine months ended September 30, 2017, we recorded \$12 million (\$8 million after noncontrolling interests) of income tax benefit and \$137 million (\$91 million after noncontrolling interests) of income tax expense, respectively, from the transactional effects of foreign currency and inflation as a result of significant appreciation of the Mexican peso. We recognized net gains of \$4 million (\$2 million after-tax) and \$101 million (\$61 million after-tax), respectively, recorded in Other Income, Net, on the

Condensed Consolidated Statements of Operations, from foreign currency derivatives that are hedging Sempra Mexico parent's exposure to movements in the Mexican peso from its controlling interest in IEnova. We provide additional information about our accounting for income taxes in Notes 1 and 6 of the Notes to Consolidated Financial Statements in the Annual Report.

NOTE 6. DEBT AND CREDIT FACILITIES

LINES OF CREDIT

At September 30, 2017, Sempra Energy Consolidated had an aggregate of \$4.3 billion in three primary committed lines of credit for Sempra Energy, Sempra Global and the California Utilities to provide liquidity and to support commercial paper. The principal terms of these committed lines of credit, which expire in October 2020, are described below and in Note 5 of the Notes to Consolidated Financial Statements in the Annual Report. Available unused credit on these lines at September 30, 2017 was approximately \$2.6 billion. Our foreign operations have additional general purpose credit facilities aggregating \$1.7 billion at September 30, 2017. Available unused credit on these lines totaled \$844 million at September 30, 2017.

PRIMARY U.S. COMMITTED LINES OF CREDIT

(Dollars in millions)

	At September 30, 2017		
	Total facility	Commercial paper outstanding(1)	Available unused credit
Sempra Energy(2)	\$ 1,000	\$ —	\$ 1,000
Sempra Global(3)	2,335	(1,512)	823
California Utilities(4):			
SDG&E	750	(185)	565
SoCalGas	750	(26)	724
Less: combined limit of \$1 billion for both utilities	(500)	—	(500)
	1,000	(211)	789
Total	\$4,335	\$ (1,723)	\$2,612

(1) Because the commercial paper programs are supported by these lines, we reflect the amount of commercial paper outstanding as a reduction to the available unused credit.

(2) The facility also provides for issuance of up to \$400 million of letters of credit on behalf of Sempra Energy with the amount of borrowings otherwise available under the facility reduced by the amount of outstanding letters of credit. No letters of credit were outstanding at September 30, 2017.

(3) Sempra Energy guarantees Sempra Global's obligations under the credit facility.

(4) The facility also provides for the issuance of letters of credit on behalf of each utility subject to a combined letter of credit commitment of \$250 million for both utilities. The amount of borrowings otherwise available under the facility is reduced by the amount of outstanding letters of credit. No letters of credit were outstanding at September 30, 2017.

Sempra Energy, SDG&E and SoCalGas must maintain a ratio of indebtedness to total capitalization (as defined in each agreement) of no more than 65 percent at the end of each quarter. Each entity is in compliance with this and all other financial covenants under its respective credit facility at September 30, 2017.

CREDIT FACILITIES IN SOUTH AMERICA AND MEXICO

(U.S. dollar-equivalent in millions)

		At September 30, 2017		
	Denominated in	Total facility	Amount outstanding	Available unused credit
Sempra South American Utilities(1):				
Peru(2)	Peruvian sol	\$ 399	\$ (159) (3)	\$ 240
Chile	Chilean peso	115	—	115
Sempra Mexico:				
IEnova(4)	U.S. dollar	1,170	(681)	489
Total		\$ 1,684	\$ (840)	\$ 844

(1) The credit facilities were entered into to finance working capital and for general corporate purposes and expire between 2017 and 2021.

(2) The Peruvian facilities require a debt to equity ratio of no more than 170 percent, with which we were in compliance at September 30, 2017.

(3) Includes bank guarantees of \$17 million.

(4) Five-year revolver expiring in August 2020 with a syndicate of eight lenders.

WEIGHTED AVERAGE INTEREST RATES

The weighted average interest rates on total short-term debt at Sempra Energy Consolidated were 1.73 percent and 1.51 percent at September 30, 2017 and December 31, 2016, respectively. The weighted average interest rate on total short-term debt at SDG&E was 1.14 percent at September 30, 2017. The weighted average interest rates on total short-term debt at SoCalGas were 1.13 percent and 0.75 percent at September 30, 2017 and December 31, 2016, respectively.

BRIDGE FACILITY RELATED TO THE PENDING ACQUISITION OF ENERGY FUTURE HOLDINGS CORP.

At September 30, 2017, Sempra Energy had a commitment letter from a syndicate of banks, subject to customary conditions, for a \$4.0 billion, 364-day senior unsecured bridge facility to backstop a portion of our obligations to pay the Merger Consideration for the acquisition of EFH, which we discuss in Note 3. The \$4.0 billion commitment is reduced by the amount of funds received through Sempra Energy's sales of equity securities and debt securities, subject in each case to certain exceptions, and increases in our borrowing capacity under our existing revolving credit facilities. At September 30, 2017, we had no amounts outstanding under this bridge facility.

LONG-TERM DEBT

Sempra Energy

On October 13, 2017, Sempra Energy publicly offered and sold \$850 million of floating rate notes, maturing on March 15, 2021. The floating rate notes bear interest at a rate equal to the three-month LIBOR plus 45 basis points. The interest rate is reset quarterly. Sempra Energy used a substantial portion of the net proceeds from the offering to repay outstanding commercial paper with remaining proceeds used for general corporate purposes.

In June 2017, Sempra Energy publicly offered and sold \$750 million of 3.25-percent, fixed rate notes maturing in 2027. Sempra Energy used the proceeds from the offering to repay outstanding commercial paper.

SDG&E

In June 2017, SDG&E publicly offered and sold \$400 million of 3.75-percent, first mortgage bonds maturing in 2047. SDG&E used the proceeds from the offering to repay outstanding commercial paper.

In 2015, SDG&E entered into a CPUC-approved 25-year PPA with a peaker plant facility. Construction of the peaker plant facility was completed and delivery of contracted power commenced in June 2017, at which time we recorded a

\$500 million capital lease obligation on SDG&E's and Sempra Energy's Condensed Consolidated Balance Sheets. We discuss commitments related to this capital lease obligation in Note 15 of the Notes to Consolidated Financial Statements in the Annual Report.

Sempra South American Utilities

In February 2017, Luz del Sur publicly offered and sold \$50 million of corporate bonds at 6.38 percent, maturing in 2023.

INTEREST RATE SWAPS

We discuss our fair value interest rate swaps and interest rate swaps to hedge cash flows in Note 7.

NOTE 7. DERIVATIVE FINANCIAL INSTRUMENTS

We use derivative instruments primarily to manage exposures arising in the normal course of business. Our principal exposures are commodity market risk, benchmark interest rate risk and foreign exchange rate exposures. Our use of derivatives for these risks is integrated into the economic management of our anticipated revenues, anticipated expenses, assets and liabilities. Derivatives may be effective in mitigating these risks (1) that could lead to declines in anticipated revenues or increases in anticipated expenses, or (2) that our asset values may fall or our liabilities increase. Accordingly, our derivative activity summarized below generally represents an impact that is intended to offset associated revenues, expenses, assets or liabilities that are not included in the tables below.

In certain cases, we apply the normal purchase or sale exception to derivative instruments and have other commodity contracts that are not derivatives. These contracts are not recorded at fair value and are therefore excluded from the disclosures below.

In all other cases, we record derivatives at fair value on the Condensed Consolidated Balance Sheets. We designate each derivative as (1) a cash flow hedge, (2) a fair value hedge, or (3) undesignated. Depending on the applicability of hedge accounting and, for the California Utilities and other operations subject to regulatory accounting, the requirement to pass impacts through to customers, the impact of derivative instruments may be offset in other comprehensive income (loss) (cash flow hedge), on the balance sheet (fair value hedges and regulatory offsets), or recognized in earnings. We classify cash flows from the settlements of derivative instruments as operating activities on the Condensed Consolidated Statements of Cash Flows.

HEDGE ACCOUNTING

We may designate a derivative as a cash flow hedging instrument if it effectively converts anticipated cash flows associated with revenues or expenses to a fixed dollar amount. We may utilize cash flow hedge accounting for derivative commodity instruments, foreign currency instruments and interest rate instruments. Designating cash flow hedges is dependent on the business context in which the instrument is being used, the effectiveness of the instrument in offsetting the risk that the future cash flows of a given revenue or expense item may vary, and other criteria. We may designate an interest rate derivative as a fair value hedging instrument if it effectively converts our own debt from a fixed interest rate to a variable rate. The combination of the derivative and debt instrument results in fixing that portion of the fair value of the debt that is related to benchmark interest rates. Designating fair value hedges is dependent on the instrument being used, the effectiveness of the instrument in offsetting changes in the fair value of our debt instruments, and other criteria.

ENERGY DERIVATIVES

Our market risk is primarily related to natural gas and electricity price volatility and the specific physical locations where we transact. We use energy derivatives to manage these risks. The use of energy derivatives in our various businesses depends on the particular energy market, and the operating and regulatory environments applicable to the business, as follows:

The California Utilities use natural gas and electricity derivatives, for the benefit of customers, with the objective of managing price risk and basis risks, and stabilizing and lowering natural gas and electricity costs. These derivatives include fixed price natural gas and electricity positions, options, and basis risk instruments, which are either exchange-traded or over-the-counter financial instruments, or bilateral physical transactions. This activity is governed by risk management and transacting activity plans that have been filed with and approved by the CPUC. Natural gas and electricity derivative activities are recorded as commodity costs that are offset by regulatory account balances and are recovered in rates. Net commodity cost impacts on the Condensed Consolidated Statements of Operations are reflected in Cost of Electric Fuel and Purchased Power or in Cost of Natural Gas.

SDG&E is allocated and may purchase CRRs, which serve to reduce the regional electricity price volatility risk that may result from local transmission capacity constraints. Unrealized gains and losses do not impact earnings, as they are offset by regulatory account balances. Realized gains and losses associated with CRRs, which are recoverable in rates, are recorded in Cost of Electric Fuel and Purchased Power on the Condensed Consolidated Statements of Operations.

Sempra Mexico, Sempra LNG & Midstream, and Sempra Renewables may use natural gas and electricity derivatives, as appropriate, to optimize the earnings of their assets which support the following businesses: LNG, natural gas transportation and storage, and power generation. Gains and losses associated with undesignated derivatives are recognized in Energy-Related Businesses Revenues or in Cost of Natural Gas, Electric Fuel and Purchased Power on the Condensed Consolidated Statements of Operations. Certain of these derivatives may also be designated as cash flow hedges. Sempra Mexico may also use natural gas energy derivatives with the objective of managing price risk and lowering natural gas prices at its Mexican distribution

operations. These derivatives, which are recorded as commodity costs that are offset by regulatory account balances and recovered in rates, are recognized in Cost of Natural Gas on the Condensed Consolidated Statements of Operations.

From time to time, our various businesses, including the California Utilities, may use other energy derivatives to hedge exposures such as the price of vehicle fuel.

We summarize net energy derivative volumes at September 30, 2017 and December 31, 2016 as follows:

NET ENERGY DERIVATIVE VOLUMES

(Quantities in millions)

Commodity	Unit of measure	September 30, 2017	December 31, 2016
California Utilities:			
SDG&E:			
Natural gas	MMBtu	43	48
Electricity	MWh	3	4
Congestion revenue rights	MWh	60	48
SoCalGas – natural gas	MMBtu	1	1
Energy-Related Businesses:			
Sempra LNG & Midstream – natural gas	MMBtu	4	31
Sempra Mexico – natural gas	MMBtu	4	—

In addition to the amounts noted above, we frequently use commodity derivatives to manage risks associated with the physical locations of contractual obligations and assets, such as natural gas purchases and sales.

INTEREST RATE DERIVATIVES

We are exposed to interest rates primarily as a result of our current and expected use of financing. The California Utilities, as well as other Sempra Energy subsidiaries and joint ventures, periodically enter into interest rate derivative agreements intended to moderate our exposure to interest rates and to lower our overall costs of borrowing. We may utilize interest rate swaps typically designated as fair value hedges, as a means to achieve our targeted level of variable rate debt as a percent of total debt. In addition, we may utilize interest rate swaps, typically designated as cash flow hedges, to lock in interest rates on outstanding debt or in anticipation of future financings. Separately, Otay Mesa VIE has entered into interest rate swap agreements, designated as cash flow hedges, to moderate its exposure to interest rate changes.

At September 30, 2017 and December 31, 2016, the net notional amounts of our interest rate derivatives, excluding joint ventures, were:

INTEREST RATE DERIVATIVES

(Dollars in millions)

	September 30, 2017	December 31, 2016
	Notional debt Maturities	Notional debt Maturities
Sempra Energy Consolidated:		
Cash flow hedges(1)	\$880 2017-2032	\$924 2017-2032
SDG&E:		
Cash flow hedges(1)	297 2017-2019	305 2017-2019

(1) Includes Otay Mesa VIE. All of SDG&E's interest rate derivatives relate to Otay Mesa VIE.

FOREIGN CURRENCY DERIVATIVES

We utilize cross-currency swaps to hedge exposure related to Mexican peso-denominated debt at our Mexican subsidiaries and joint ventures. These cash flow hedges exchange our Mexican peso-denominated principal and interest payments into the U.S. dollar and swap Mexican variable interest rates for U.S. fixed interest rates. From time to time, Sempra Mexico and its joint ventures may use other foreign currency derivatives to hedge exposures related to cash flows associated with revenues from contracts denominated in Mexican pesos that are indexed to the U.S.

dollar.

We are also exposed to exchange rate movements at our Mexican subsidiaries and joint ventures, which have U.S. dollar-denominated cash balances, receivables, payables and debt (monetary assets and liabilities) that give rise to Mexican currency

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exchange rate movements for Mexican income tax purposes. They also have deferred income tax assets and liabilities denominated in the Mexican peso, which must be translated to U.S. dollars for financial reporting purposes. In addition, monetary assets and liabilities and certain nonmonetary assets and liabilities are adjusted for Mexican inflation for Mexican income tax purposes. We utilize foreign currency derivatives as a means to manage the risk of exposure to significant fluctuations in our income tax expense and equity earnings from these impacts, however we generally do not hedge our deferred income tax assets and liabilities or inflation.

In addition, Sempra South American Utilities and its joint ventures use foreign currency derivatives to manage foreign currency rate risk. We discuss these derivatives at Chilquinta Energía's Eletrans joint venture investment in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

At September 30, 2017 and December 31, 2016, the net notional amounts of our foreign currency derivatives, excluding joint ventures, were:

FOREIGN CURRENCY DERIVATIVES

(Dollars in millions)

	September 30, 2017	December 31, 2016
	Notional amount	Notional amount
	Maturities	Maturities
Sempra Energy Consolidated:		
Cross-currency swaps	\$408 2017-2023	\$408 2017-2023
Other foreign currency derivatives ⁽¹⁾	965 2017-2019	86 2017-2018

⁽¹⁾ In the first quarter of 2017, we entered into foreign currency derivatives with notional amounts totaling \$850 million that expire in December 2017.

FINANCIAL STATEMENT PRESENTATION

The Condensed Consolidated Balance Sheets reflect the offsetting of net derivative positions and cash collateral with the same counterparty when a legal right of offset exists. The following tables provide the fair values of derivative instruments on the Condensed Consolidated Balance Sheets at September 30, 2017 and December 31, 2016, including the amount of cash collateral receivables that were not offset, as the cash collateral is in excess of liability positions.

DERIVATIVE INSTRUMENTS ON THE CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in millions)

	September 30, 2017			
	Current assets: Fixed-price contracts and other derivatives(1)	Other assets: Sundry derivatives(1)	Current liabilities: Fixed-price contracts and other derivatives(2)	Deferred credits and other liabilities: Fixed-price contracts and other derivatives
Sempra Energy Consolidated:				
Derivatives designated as hedging instruments:				
Interest rate and foreign exchange instruments(3)	\$—	\$1	\$ (51)	\$ (143)
Derivatives not designated as hedging instruments:				
Foreign exchange instruments	134	—	—	—
Commodity contracts not subject to rate recovery	41	6	(29)	(4)
Associated offsetting commodity contracts	(26)	(3)	26	3
Commodity contracts subject to rate recovery	8	118	(63)	(128)
Associated offsetting commodity contracts	(1)	(1)	1	1
Associated offsetting cash collateral	—	—	17	6
Net amounts presented on the balance sheet	156	121	(99)	(265)
Additional cash collateral for commodity contracts not subject to rate recovery	2	—	—	—
Additional cash collateral for commodity contracts subject to rate recovery	16	—	—	—
Total(4)	\$174	\$121	\$ (99)	\$ (265)
SDG&E:				
Derivatives designated as hedging instruments:				
Interest rate instruments(3)	\$—	\$—	\$ (12)	\$ (5)
Derivatives not designated as hedging instruments:				
Commodity contracts subject to rate recovery	6	118	(61)	(128)
Associated offsetting commodity contracts	(1)	(1)	1	1
Associated offsetting cash collateral	—	—	17	6
Net amounts presented on the balance sheet	5	117	(55)	(126)
Additional cash collateral for commodity contracts subject to rate recovery	15	—	—	—
Total(4)	\$20	\$117	\$ (55)	\$ (126)
SoCalGas:				
Derivatives not designated as hedging instruments:				
Commodity contracts subject to rate recovery	\$2	\$—	\$ (2)	\$—
Net amounts presented on the balance sheet	2	—	(2)	—
Additional cash collateral for commodity contracts subject to rate recovery	1	—	—	—
Total	\$3	\$—	\$ (2)	\$—

(1) Included in Current Assets: Other for SoCalGas.

(2) Included in Current Liabilities: Other for SoCalGas.

(3) Includes Otay Mesa VIE. All of SDG&E's amounts relate to Otay Mesa VIE.

(4) Normal purchase contracts previously measured at fair value are excluded.

DERIVATIVE INSTRUMENTS ON THE CONDENSED CONSOLIDATED BALANCE SHEETS
(Dollars in millions)

	December 31, 2016			
	Current assets: Fixed-price contracts and other derivatives(1)	Other assets: Sundry derivatives(1)	Current liabilities: Fixed-price contracts and other derivatives(2)	Deferred credits and other liabilities: Fixed-price contracts and other derivatives
Sempra Energy Consolidated:				
Derivatives designated as hedging instruments:				
Interest rate and foreign exchange instruments(3)	\$7	\$ 2	\$ (24)	\$ (228)
Commodity contracts not subject to rate recovery	—	—	(14)	—
Derivatives not designated as hedging instruments:				
Commodity contracts not subject to rate recovery	248	36	(254)	(28)
Associated offsetting commodity contracts	(242)	(27)	242	27
Associated offsetting cash collateral	—	(1)	16	1
Commodity contracts subject to rate recovery	37	73	(57)	(150)
Associated offsetting commodity contracts	(9)	(1)	9	1
Associated offsetting cash collateral	—	—	5	13
Net amounts presented on the balance sheet	41	82	(77)	(364)
Additional cash collateral for commodity contracts not subject to rate recovery	10	—	—	—
Additional cash collateral for commodity contracts subject to rate recovery	32	—	—	—
Total(4)	\$83	\$ 82	\$ (77)	\$ (364)

SDG&E:

Derivatives designated as hedging instruments:				
Interest rate instruments(3)	\$—	\$—	\$ (13)	\$ (12)
Derivatives not designated as hedging instruments:				
Commodity contracts subject to rate recovery	33	73	(51)	(150)
Associated offsetting commodity contracts	(6)	(1)	6	1
Associated offsetting cash collateral	—	—	3	13
Net amounts presented on the balance sheet	27	72	(55)	(148)
Additional cash collateral for commodity contracts not subject to rate recovery	1	—	—	—
Additional cash collateral for commodity contracts subject to rate recovery	30	—	—	—
Total(4)	\$58	\$ 72	\$ (55)	\$ (148)

SoCalGas:

Derivatives not designated as hedging instruments:				
Commodity contracts subject to rate recovery	\$4	\$—	\$ (6)	\$—
Associated offsetting commodity contracts	(3)	—	3	—
Associated offsetting cash collateral	—	—	2	—
Net amounts presented on the balance sheet	1	—	(1)	—
Additional cash collateral for commodity contracts not subject to rate recovery	1	—	—	—
Additional cash collateral for commodity contracts subject to rate recovery	2	—	—	—
Total	\$4	\$—	\$ (1)	\$—

(1) Included in Current Assets: Other for SoCalGas.
(2) Included in Current Liabilities: Other for SoCalGas.

*(3) Includes Otay Mesa VIE. All of SDG&E's amounts relate to Otay Mesa VIE.
(4) Normal purchase contracts previously measured at fair value are excluded.*

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The table below includes the effects of derivative instruments designated as fair value hedges on the Condensed Consolidated Statement of Operations for the nine months ended September 30, 2016. There were no fair value hedges outstanding during the three months ended September 30, 2016 or the three months and nine months ended September 30, 2017.

FAIR VALUE HEDGE IMPACTS

(Dollars in millions)

Location	Pretax gain (loss) on derivatives recognized in earnings Nine months ended September 30, 2016
Sempra	
Energy	
Consolidated:	
Interest rate instruments	Interest Expense \$ 3
Interest rate instruments	Other Income, Net (2)
Total(1)	\$ 1

There was no hedge ineffectiveness in the nine months ended September 30, 2016. All other changes in the fair value of the interest rate swap agreements are exactly offset by changes in the fair value of the underlying long-term debt and recorded in Other Income, Net.

The table below includes the effects of derivative instruments designated as cash flow hedges on the Condensed Consolidated Statements of Operations and in OCI and AOCI for the three months and nine months ended September 30:

CASH FLOW HEDGE IMPACTS*(Dollars in millions)*

	Pretax gain (loss) recognized in OCI			Pretax (loss) gain reclassified from AOCI into earnings	
	Three months ended September 30,			Three months ended September 30,	
	2017	2016	Location	2017	2016
Sempra Energy Consolidated:					
Interest rate and foreign exchange instruments(1)	\$ 14	\$(16)	Interest Expense	\$—	\$(4)
Interest rate instruments	(9)	17	Equity Earnings, Before Income Tax	(2)	(3)
Interest rate and foreign exchange instruments	—	—	Remeasurement of Equity Method Investment	—	(7)
Interest rate and foreign exchange instruments	7	13	Equity Earnings (Losses), Net of Income Tax	2	2
Foreign exchange instruments	5	—	Revenues: Energy- Related Businesses	2	—
Commodity contracts not subject to rate recovery	—	2	Revenues: Energy- Related Businesses	—	—
Total(2)	\$ 17	\$ 16		\$ 2	\$(12)
SDG&E:					
Interest rate instruments(1)(3)	\$—	\$ 2	Interest Expense	\$(3)	\$(3)
SoCalGas:					
Interest rate instruments	\$—	\$—	Interest Expense	\$—	\$(1)

	Nine months ended September 30,			Nine months ended September 30,	
	2017	2016	Location	2017	2016
Sempra Energy Consolidated:					
Interest rate and foreign exchange instruments(1)	\$ 22	\$(26)	Interest Expense	\$ 4	\$(11)
Interest rate instruments	(46)	(190)	Equity Earnings, Before Income Tax	(6)	(8)
Interest rate and foreign exchange instruments	—	—	Remeasurement of Equity Method Investment	—	(7)
Interest rate and foreign exchange instruments	(11)	(20)	Equity Earnings (Losses), Net of Income Tax	(3)	(4)
Foreign exchange instruments	(5)	—	Revenues: Energy- Related Businesses	1	—
Commodity contracts not subject to rate recovery	3	(2)	Revenues: Energy- Related Businesses	(9)	7
Total(2)	\$(37)	\$(238)		\$(13)	\$(23)
SDG&E:					
Interest rate instruments(1)(3)	\$(2)	\$(5)	Interest Expense	\$(9)	\$(9)
SoCalGas:					
Interest rate instruments	\$—	\$—	Interest Expense	\$—	\$(1)

(1) Amounts include Otay Mesa VIE. All of SDG&E's interest rate derivative activity relates to Otay Mesa VIE.

(2) There was \$2 million and \$4 million of losses from hedge ineffectiveness related to these cash flow hedges in the three months and nine months ended September 30, 2017, respectively, and negligible amounts for the same periods in 2016.

(3) There was negligible hedge ineffectiveness related to these cash flow hedges in the three months and nine months ended September 30, 2017 and 2016.

For Sempra Energy Consolidated, we expect that net gains of \$5 million, which are net of income tax expense, that are currently recorded in AOCI (including \$11 million of losses in noncontrolling interest related to Otay Mesa VIE at SDG&E) related to cash flow hedges will be reclassified into earnings during the next twelve months as the hedged items affect earnings. SoCalGas expects that negligible losses, net of income tax benefit, that are currently recorded in AOCI related to cash flow hedges will be reclassified into earnings during the next twelve months as the hedged items affect earnings. Actual amounts ultimately reclassified into earnings depend on the interest rates in effect when derivative contracts mature.

For all forecasted transactions, the maximum remaining term over which we are hedging exposure to the variability of cash flows at September 30, 2017 is approximately 14 years and 2 years for Sempra Energy Consolidated and SDG&E, respectively. The maximum remaining term for which we are hedging exposure to the variability of cash flows at our equity method investees is 18 years.

The effects of derivative instruments not designated as hedging instruments on the Condensed Consolidated Statements of Operations for the three months and nine months ended September 30 were:

UNDESIGNATED DERIVATIVE IMPACTS

(Dollars in millions)

	Location	Pretax gain (loss) on derivatives recognized in earnings			
		Three months ended		Nine months ended	
		September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Sempra Energy Consolidated:					
Foreign exchange instruments	Other Income, Net	\$4	\$(11)	\$101	\$(23)
Foreign exchange instruments	Equity Earnings (Losses), Net of Income Tax	1	1	1	3
Commodity contracts not subject to rate recovery	Revenues: Energy-Related Businesses	(3)	3	27	(26)
Commodity contracts not subject to rate recovery	Operation and Maintenance	—	—	(1)	1
Commodity contracts subject to rate recovery	Cost of Electric Fuel and Purchased Power	59	(118)	36	(90)
Commodity contracts subject to rate recovery	Cost of Natural Gas	(1)	—	(1)	(2)
Total		\$60	\$(125)	\$163	\$(137)
SDG&E:					
Commodity contracts subject to rate recovery	Cost of Electric Fuel and Purchased Power	\$59	\$(118)	\$36	\$(90)
SoCalGas:					
Commodity contracts not subject to rate recovery	Operation and Maintenance	\$1	\$—	\$—	\$—
Commodity contracts subject to rate recovery	Cost of Natural Gas	(1)	—	(1)	(2)
Total		\$—	\$—	\$(1)	\$(2)

CONTINGENT FEATURES

For Sempra Energy Consolidated and SDG&E, certain of our derivative instruments contain credit limits which vary depending on our credit ratings. Generally, these provisions, if applicable, may reduce our credit limit if a specified credit rating agency reduces our ratings. In certain cases, if our credit ratings were to fall below investment grade, the counterparty to these derivative liability instruments could request immediate payment or demand immediate and ongoing full collateralization.

For Sempra Energy Consolidated, the total fair value of this group of derivative instruments in a net liability position at September 30, 2017 and December 31, 2016 is \$3 million and \$10 million, respectively. At September 30, 2017, if the credit ratings of Sempra Energy were reduced below investment grade, \$4 million of additional assets could be required to be posted as collateral for these derivative contracts.

For SDG&E, the total fair value of this group of derivative instruments in a net liability position is negligible at both September 30, 2017 and December 31, 2016. At September 30, 2017, if the credit ratings of SDG&E were reduced below investment grade, \$1 million of additional assets could be required to be posted as collateral for these derivative contracts.

For Sempra Energy Consolidated, SDG&E and SoCalGas, some of our derivative contracts contain a provision that would permit the counterparty, in certain circumstances, to request adequate assurance of our performance under the contracts. Such additional assurance, if needed, is not material and is not included in the amounts above.

NOTE 8. FAIR VALUE MEASUREMENTS

We discuss the valuation techniques and inputs we use to measure fair value and the definition of the three levels of the fair value hierarchy in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

RECURRING FAIR VALUE MEASURES

The three tables below, by level within the fair value hierarchy, set forth our financial assets and liabilities that were accounted for at fair value on a recurring basis at September 30, 2017 and December 31, 2016. We classify financial assets and liabilities in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities, and their placement within the fair value hierarchy levels. We have not changed the valuation techniques or types of inputs we use to measure recurring fair value during the nine months ended September 30, 2017.

The fair value of commodity derivative assets and liabilities is presented in accordance with our netting policy, as we discuss in Note 7 under “Financial Statement Presentation.”

The determination of fair values, shown in the tables below, incorporates various factors, including but not limited to, the credit standing of the counterparties involved and the impact of credit enhancements (such as cash deposits, letters of credit and priority interests).

Our financial assets and liabilities that were accounted for at fair value on a recurring basis at September 30, 2017 and December 31, 2016 in the tables below include the following:

Nuclear decommissioning trusts reflect the assets of SDG&E’s NDT, excluding cash balances. A third party trustee values the trust assets using prices from a pricing service based on a market approach. We validate these prices by comparison to prices from other independent data sources. Securities are valued using quoted prices listed on nationally recognized securities exchanges or based on closing prices reported in the active market in which the identical security is traded (Level 1). Other securities are valued based on yields that are currently available for comparable securities of issuers with similar credit ratings (Level 2).

For commodity contracts, interest rate derivatives and foreign exchange instruments, we primarily use a market approach with market participant assumptions to value these derivatives. Market participant assumptions include those about risk, and the risk inherent in the inputs to the valuation techniques. These inputs can be readily observable, market corroborated, or generally unobservable. We have exchange-traded derivatives that are valued based on quoted prices in active markets for the identical instruments (Level 1). We also may have other commodity derivatives that are valued using industry standard models that consider quoted forward prices for commodities, time value, current market and contractual prices for the underlying instruments, volatility factors, and other relevant economic measures (Level 2). Level 3 recurring items relate to CRRs and long-term, fixed-price electricity positions at SDG&E, as we discuss below in “Level 3 Information.”

Rabbi Trust investments include marketable securities that we value using a market approach based on closing prices reported in the active market in which the identical security is traded (Level 1). These investments in marketable securities were negligible at both September 30, 2017 and December 31, 2016.

There were no transfers into or out of Level 1, Level 2 or Level 3 for Sempra Energy Consolidated, SDG&E or SoCalGas during the periods presented.

RECURRING FAIR VALUE MEASURES – SEMPRA ENERGY CONSOLIDATED*(Dollars in millions)*

	Fair value at September 30, 2017				
	Level 1	Level 2	Level 3	Netting(1)	Total
Assets:					
Nuclear decommissioning trusts:					
Equity securities	\$503	\$5	\$—	\$ —	\$508
Debt securities:					
Debt securities issued by the U.S. Treasury and other					
U.S. government corporations and agencies	44	7	—	—	51
Municipal bonds	—	245	—	—	245
Other securities	—	210	—	—	210
Total debt securities	44	462	—	—	506
Total nuclear decommissioning trusts(2)	547	467	—	—	1,014
Interest rate and foreign exchange instruments	—	135	—	—	135
Commodity contracts not subject to rate recovery	6	12	—	2	20
Commodity contracts subject to rate recovery	—	2	122	16	140
Total	\$553	\$616	\$122	\$ 18	\$1,309

Liabilities:

Interest rate and foreign exchange instruments	\$—	\$194	\$—	\$ —	\$194
Commodity contracts not subject to rate recovery	—	4	—	—	4
Commodity contracts subject to rate recovery	23	7	159	(23)	166
Total	\$23	\$205	\$159	\$ (23)	\$364

Fair value at December 31, 2016

	Level 1	Level 2	Level 3	Netting(1)	Total
	Assets:				
Nuclear decommissioning trusts:					
Equity securities	\$508	\$—	\$—	\$ —	\$508
Debt securities:					
Debt securities issued by the U.S. Treasury and other					
U.S. government corporations and agencies	36	16	—	—	52
Municipal bonds	—	206	—	—	206
Other securities	—	141	—	—	141
Total debt securities	36	363	—	—	399
Total nuclear decommissioning trusts(2)	544	363	—	—	907
Interest rate and foreign exchange instruments	—	9	—	—	9
Commodity contracts not subject to rate recovery	—	15	—	9	24
Commodity contracts subject to rate recovery	1	3	96	32	132
Total	\$545	\$390	\$96	\$ 41	\$1,072
Liabilities:					
Interest rate and foreign exchange instruments	\$—	\$252	\$—	\$ —	\$252
Commodity contracts not subject to rate recovery	16	11	—	(17)	10
Commodity contracts subject to rate recovery	19	8	170	(18)	179
Total	\$35	\$271	\$170	\$ (35)	\$441

(1) Includes the effect of the contractual ability to settle contracts under master netting agreements and with cash collateral, as well as cash collateral not offset.

(2) Excludes cash balances and cash equivalents.

RECURRING FAIR VALUE MEASURES – SDG&E*(Dollars in millions)*

	Fair value at September 30, 2017				Total
	Level 1	Level 2	Level 3	Netting(1)	
Assets:					
Nuclear decommissioning trusts:					
Equity securities	\$503	\$5	\$—	\$—	\$508
Debt securities:					
Debt securities issued by the U.S. Treasury and other					
U.S. government corporations and agencies	44	7	—	—	51
Municipal bonds	—	245	—	—	245
Other securities	—	210	—	—	210
Total debt securities	44	462	—	—	506
Total nuclear decommissioning trusts(2)	547	467	—	—	1,014
Commodity contracts subject to rate recovery	—	—	122	15	137
Total	\$547	\$467	\$122	\$15	\$1,151

Liabilities:					
Interest rate instruments	\$—	\$17	\$—	\$—	\$17
Commodity contracts subject to rate recovery	23	5	159	(23)	164
Total	\$23	\$22	\$159	\$(23)	\$181

	Fair value at December 31, 2016				Total
	Level 1	Level 2	Level 3	Netting(1)	
Assets:					
Nuclear decommissioning trusts:					
Equity securities	\$508	\$—	\$—	\$—	\$508
Debt securities:					
Debt securities issued by the U.S. Treasury and other					
U.S. government corporations and agencies	36	16	—	—	52
Municipal bonds	—	206	—	—	206
Other securities	—	141	—	—	141
Total debt securities	36	363	—	—	399
Total nuclear decommissioning trusts(2)	544	363	—	—	907
Commodity contracts not subject to rate recovery	—	—	—	1	1
Commodity contracts subject to rate recovery	1	2	96	30	129
Total	\$545	\$365	\$96	\$31	\$1,037

Liabilities:					
Interest rate instruments	\$—	\$25	\$—	\$—	\$25
Commodity contracts subject to rate recovery	17	7	170	(16)	178
Total	\$17	\$32	\$170	\$(16)	\$203

(1) Includes the effect of the contractual ability to settle contracts under master netting agreements and with cash collateral, as well as cash collateral not offset.

(2) Excludes cash balances and cash equivalents.

RECURRING FAIR VALUE MEASURES – SOCIALGAS*(Dollars in millions)*

	Fair value at September 30, 2017				
	Level 1	Level 2	Level 3	Netting(1)	Total
Assets:					
Commodity contracts subject to rate recovery	\$—	\$ 2	\$ —	\$ 1	\$ 3
Total	\$—	\$ 2	\$ —	\$ 1	\$ 3

Liabilities:

Commodity contracts subject to rate recovery	\$—	\$ 2	\$ —	\$ —	\$ 2
Total	\$—	\$ 2	\$ —	\$ —	\$ 2

	Fair value at December 31, 2016				
	Level 1	Level 2	Level 3	Netting(1)	Total
Assets:					
Commodity contracts not subject to rate recovery	\$—	\$ —	\$ —	\$ 1	\$ 1
Commodity contracts subject to rate recovery	—	1	—	2	3
Total	\$—	\$ 1	\$ —	\$ 3	\$ 4

Liabilities:

Commodity contracts subject to rate recovery	\$2	\$ 1	\$ —	\$ (2)	\$ 1
Total	\$2	\$ 1	\$ —	\$ (2)	\$ 1

(1) Includes the effect of the contractual ability to settle contracts under master netting agreements and with cash collateral, as well as cash collateral not offset.

Level 3 Information

The following table sets forth reconciliations of changes in the fair value of CRRs and long-term, fixed-price electricity positions classified as Level 3 in the fair value hierarchy for Sempra Energy Consolidated and SDG&E:

LEVEL 3 RECONCILIATIONS*(Dollars in millions)*

	Three months ended	
	September 30, 2017	September 30, 2016
Balance at July 1	\$(90)	\$24
Realized and unrealized gains (losses)	30	(145)
Settlements	23	34
Balance at September 30	\$(37)	\$(87)
Change in unrealized gains (losses) relating to instruments still held at September 30	\$38	\$(114)
	Nine months ended	
	September 30, 2017	September 30, 2016
Balance at January 1	\$(74)	\$19
Realized and unrealized gains (losses)	14	(138)
Settlements	23	32
Balance at September 30	\$(37)	\$(87)
Change in unrealized gains (losses) relating to instruments still held at September 30	\$26	\$(111)

SDG&E's Energy and Fuel Procurement department, in conjunction with SDG&E's finance group, is responsible for

determining the appropriate fair value methodologies used to value and classify CRRs and long-term, fixed-price electricity positions on an ongoing basis. Inputs used to determine the fair value of CRRs and fixed-price electricity positions are reviewed and compared with market conditions to determine reasonableness. SDG&E expects all costs related to these instruments to be recoverable through customer rates. As such, there is no impact to earnings from changes in the fair value of these instruments.

CRRs are recorded at fair value based almost entirely on the most current auction prices published by the CAISO, an objective source. Annual auction prices are published once a year, typically in the middle of November, and are the basis for valuation for the following year. The impact associated with discounting is negligible. Because these auction prices are a less observable input, these instruments are classified as Level 3. The fair value of these instruments is derived from auction price differences between two locations. For CRRs settling from January 1, 2017 to December 31, 2017, the auction price inputs ranged from \$(12) per MWh to \$7 per MWh at a

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Excluding accumulated interest outstanding of \$31 million and \$17 million at September 30, 2017 and December 31, 2016, respectively, and excluding foreign currency translation of \$(1) million on a Mexican peso-denominated loan at September 30, 2017.

Before reductions for unamortized discount (net of premium) and debt issuance costs of \$112 million and \$109 million at September 30, 2017 (2) and December 31, 2016, respectively, and excluding build-to-suit and capital lease obligations of \$879 million and \$383 million at September 30, 2017 and December 31, 2016, respectively. We discuss our long-term debt in Note 6 above and in Note 5 of the Notes to Consolidated Financial Statements in the Annual Report.

(3) Level 3 instruments include \$297 million and \$305 million at September 30, 2017 and December 31, 2016, respectively, related to Otay Mesa VIE.

Before reductions for unamortized discount and debt issuance costs of \$47 million and \$45 million at September 30, 2017 and December 31, (4) 2016, respectively, and excluding capital lease obligations of \$734 million and \$240 million at September 30, 2017 and December 31, 2016, respectively.

(5) Before reductions for unamortized discount and debt issuance costs of \$25 million and \$27 million at September 30, 2017 and December 31, 2016, respectively, and excluding capital lease obligations of \$1 million at September 30, 2017.

We determine the fair value of certain long-term amounts due from unconsolidated affiliates and long-term debt based on a market approach using quoted market prices for identical or similar securities in thinly-traded markets (Level 2). We value certain other long-term amounts due from unconsolidated affiliates using a perpetuity approach based on the obligation's fixed interest rate, the absence of a stated maturity date and a discount rate reflecting local borrowing costs (Level 3). We value other long-term debt using an income approach based on the present value of estimated future cash flows discounted at rates available for similar securities (Level 3).

We provide the fair values for the securities held in the NDT related to SONGS in Note 9.

NON-RECURRING FAIR VALUE MEASURES

TdM

In February 2016, management approved a plan to market and sell Sempra Mexico's TdM, a natural gas-fired power plant, and classified it as held for sale on the Sempra Energy Consolidated Balance Sheet, as we discuss in Note 3 above and in Note 3 of the Notes to Consolidated Financial Statements in the Annual Report. In connection with the sales process, Sempra Mexico received a purchase price offer resulting from negotiations with an active market participant. This market information indicated that the fair value of TdM was lower than its carrying value at June 30, 2017. As a result, in the second quarter of 2017, Sempra Mexico further reduced the carrying value of TdM by recognizing a noncash impairment charge of \$71 million, recorded in Other Impairment Losses on Sempra Energy's Condensed Consolidated Statements of Operations. The purchase price offer is considered to be a Level 2 input in the fair value hierarchy, as it represents an observable pricing input.

The following table summarizes significant inputs impacting this non-recurring fair value measure:

NON-RECURRING FAIR VALUE MEASURE – SEMPRA ENERGY CONSOLIDATED

(Dollars in millions)

	Estimated fair value	Valuation technique	Fair value hierarchy	% of fair value measurement	Inputs used to develop measurement	Range of inputs
TdM	\$ 62	(1) Market approach	Level 2	100%	Purchase price offer	100%

(1) At measurement date of June 30, 2017. At September 30, 2017, TdM has a carrying value of \$70 million, reflecting subsequent business activity, and is classified as held for sale.

NOTE 9. SAN ONOFRE NUCLEAR GENERATING STATION

We provide below updates to ongoing matters related to SONGS, a nuclear generating facility near San Clemente, California that ceased operations in June 2013, and in which SDG&E has a 20-percent ownership interest. We discuss SONGS further in Note 13 of the Notes to Consolidated Financial Statements in the Annual Report.

REPLACEMENT STEAM GENERATORS

As part of the Steam Generator Replacement Project, the steam generators were replaced in SONGS Units 2 and 3, and the Units returned to service in 2010 and 2011, respectively. Both Units were shut down in early 2012 after a water leak occurred in the Unit 3 steam generator. Edison, the majority owner and operator of SONGS, concluded that the leak was due to unexpected wear from tube-to-tube contact. At the time the leak was identified, Edison also inspected and tested Unit 2 and subsequently found unexpected tube wear in Unit 2's steam generator. These issues with the steam generators ultimately resulted in Edison's decision to permanently retire SONGS in June 2013. The replacement steam generators were designed and provided by MHI. In July 2013, SDG&E filed a lawsuit against MHI seeking to recover damages SDG&E has incurred and will incur related to the design defects in the steam generators. In October 2013, Edison instituted arbitration proceedings against MHI seeking recovery of damages. The other SONGS co-owners, SDG&E and the City of Riverside, participated as claimants and respondents. On March 13, 2017, the Tribunal overseeing the arbitration found MHI liable for breach of contract, subject to a contractual limitation of liability, and rejected claimants' other claims. The Tribunal awarded \$118 million in damages to the SONGS co-owners, but determined that MHI was the prevailing party and awarded it 95 percent of its arbitration costs. The damage award is offset by these costs, resulting in a net award of approximately \$60 million in favor of the SONGS co-owners. SDG&E's specific allocation of the

damage award is \$24 million reduced by costs awarded to MHI of approximately \$12 million, resulting in a net damage award of \$12 million, which was paid by MHI to SDG&E in March 2017. These amounts include certain adjustments to calculations supporting the Tribunal's findings. In accordance with the Amended Settlement Agreement discussed below, which may be modified or set aside, SDG&E recorded the proceeds from the MHI arbitration by reducing Operation and Maintenance for previously incurred legal costs of \$11 million, and shared the remaining \$1 million equally between ratepayers and shareholders.

SETTLEMENT AGREEMENT TO RESOLVE THE CPUC'S ORDER INSTITUTING INVESTIGATION INTO THE SONGS OUTAGE

In November 2012, in response to the outage, the CPUC issued the SONGS OII, which was intended to determine the ultimate recovery of the investment in SONGS and the costs incurred since the commencement of this outage.

In November 2014, the CPUC issued a final decision approving an Amended and Restated Settlement Agreement (Amended Settlement Agreement) in the SONGS OII proceeding executed by SDG&E along with Edison, TURN, ORA and two other intervenors. The Amended Settlement Agreement does not affect ongoing or future proceedings before the NRC, or any litigation or arbitration related to potential future recoveries from third parties (except for the allocation to ratepayers of any recoveries addressed in the final decision) or any proceedings addressing decommissioning activities and costs. We describe the terms and provisions of the Amended Settlement Agreement in Note 13 of the Notes to Consolidated Financial Statements in the Annual Report.

In May 2016, following the filing of petitions for modification by various parties, the CPUC issued a procedural ruling reopening the record of the OII to address the issue of whether the Amended Settlement Agreement is reasonable and in the public interest.

In December 2016, the CPUC issued another procedural ruling directing parties to the SONGS OII to determine whether an agreement could be reached to modify the Amended Settlement Agreement previously approved by the CPUC, to resolve allegations that unreported *ex parte* communications between Edison and the CPUC resulted in an unfair advantage at the time the settlement agreement was negotiated. Pursuant to the December ruling and a subsequent procedural ruling, the parties met to confer, engaged a mediator and held confidential mediation discussions in June, July and August of 2017.

In August 2017, the parties filed status reports providing their recommendations for resolving the OII given their unsuccessful efforts at reaching a settlement through mediation. SDG&E and Edison recommend that the Amended Settlement Agreement, as adopted by the CPUC, should be affirmed and the pending intervenor petitions dismissed. Intervening parties recommend various alternative courses of action, including modifying the Amended Settlement Agreement or rejecting it in favor of litigation. In October 2017, the CPUC issued a ruling establishing a process to bring the proceeding to a conclusion. This ruling establishes a status conference and includes a preliminary schedule for additional testimony, hearings and briefings. The CPUC has not announced the expected timing for a decision. The ruling indicates that the record is adequate to allow the CPUC to determine whether the Amended Settlement Agreement should be reaffirmed. The ruling also provides for an expedited process to further develop the record in the event that the CPUC ultimately decides not to reaffirm the Amended Settlement Agreement, and instead determines a different allocation of costs to ratepayers as a result of the premature shutdown of SONGS Units 2 and 3.

There is no assurance that the Amended Settlement Agreement will not be modified or set aside as a result of the OII proceeding, which could result in a substantial reduction in our expected recovery or in payments to customers. These outcomes could have a material adverse effect on Sempra Energy's and SDG&E's results of operations, financial condition and cash flows.

Accounting and Financial Impacts

Through September 30, 2017, the cumulative after-tax loss from plant closure recorded by Sempra Energy and SDG&E is \$125 million. The remaining regulatory asset for the expected recovery of SONGS costs, consistent with the Amended Settlement Agreement, is \$158 million (\$35 million current and \$123 million long-term) at September 30, 2017. The amortization period prescribed for the regulatory asset is 10 years, ending in January 2022.

NUCLEAR DECOMMISSIONING AND FUNDING

As a result of Edison's decision to permanently retire SONGS Units 2 and 3, Edison began the decommissioning phase of the plant. Decommissioning of Unit 1, removed from service in 1992, is largely complete. The remaining work for

Unit 1 will be done once Units 2 and 3 are dismantled. In December 2016, Edison announced that, following a 10-month competitive bid process, it had contracted with a joint venture of AECOM and EnergySolutions (known as SONGS Decommissioning Solutions) as the general contractor to complete the dismantlement of SONGS. The majority of the dismantlement work is expected to take 10 years. SDG&E is responsible for approximately 20 percent of the total contract price.

In accordance with state and federal requirements and regulations, SDG&E has assets held in the NDT to fund its share of decommissioning costs for SONGS Units 1, 2 and 3. The amounts collected in rates for SONGS' decommissioning are invested in the

NDT, which is comprised of externally managed trust funds. Amounts held by the NDT are invested in accordance with CPUC regulations. The NDT assets are presented on the Sempra Energy and SDG&E Condensed Consolidated Balance Sheets at fair value with the offsetting credits recorded in Regulatory Liabilities Arising from Removal Obligations.

In April 2016, the CPUC adopted a decision approving a total decommissioning cost estimate for SONGS Units 2 and 3 of \$4.4 billion (in 2014 dollars), of which SDG&E's share is \$899 million. Except for the use of funds for the planning of decommissioning activities or NDT administrative costs, CPUC approval is required for SDG&E to access the NDT assets to fund SONGS decommissioning costs for Units 2 and 3. SDG&E has received authorization from the CPUC to access NDT funds of up to \$302 million for 2013 through 2017 (2017 forecasted) SONGS decommissioning costs. This includes up to \$84 million authorized by the CPUC in February 2017 to be withdrawn from the NDT for forecasted 2017 SONGS Units 2 and 3 costs as decommissioning costs are incurred.

In December 2016, the IRS and the U.S. Department of the Treasury issued proposed regulations that clarify the definition of "nuclear decommissioning costs," which are costs that may be paid for or reimbursed from a qualified trust fund. The proposed regulations state that costs related to the construction and maintenance of independent spent fuel management installations are included in the definition of "nuclear decommissioning costs." The proposed regulations will be effective prospectively once they are finalized; however, the IRS has stated that it will not challenge taxpayer positions consistent with the proposed regulations for taxable years ending on or after the date the proposed regulations were issued. SDG&E is seeking further clarification of the proposed regulations to confirm that the proposed regulations will allow SDG&E to access the NDT funds for reimbursement or payment of the spent fuel management costs that were or will be incurred in 2016 and subsequent years. Further clarification of the proposed regulations could enable SDG&E to access the NDT to recover spent fuel management costs before Edison reaches final settlement with the DOE regarding the DOE's reimbursement of these costs. Historically, the DOE's reimbursements of spent fuel storage costs have not resulted in timely or complete recovery of these costs. We discuss the DOE's responsibility for spent nuclear fuel in Note 11. It is unclear when clarification of the proposed regulations might be provided or when the proposed regulations will be finalized.

The following table shows the fair values and gross unrealized gains and losses for the securities held in the NDT. We provide additional fair value disclosures for the NDT in Note 8.

NUCLEAR DECOMMISSIONING TRUSTS

(Dollars in millions)

	Cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
At September 30, 2017:				
Debt securities:				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies(1)				
	\$51	\$ —	\$ —	\$ 51
Municipal bonds(1)	238	7	—	245
Other securities(2)	207	4	(1)	210
Total debt securities	496	11	(1)	506
Equity securities	189	321	(2)	508
Cash and cash equivalents	27	—	—	27
Total	\$712	\$ 332	\$ (3)	\$ 1,041
At December 31, 2016:				
Debt securities:				
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies				
	\$52	\$ —	\$ —	\$ 52
Municipal bonds	203	4	(1)	206
Other securities	141	2	(2)	141
Total debt securities	396	6	(3)	399
Equity securities	143	366	(1)	508

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Cash and cash equivalents	119	—	—	119
Total	\$658	\$ 372	\$ (4)	\$ 1,026

(1) Maturity dates are 2017-2047.

(2) Maturity dates are 2017-2066.

The following table shows the proceeds from sales of securities in the NDT and gross realized gains and losses on those sales:

SALES OF SECURITIES IN THE NDT

(Dollars in millions)

	Three months ended		Nine months ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Proceeds from sales(1)	\$259	\$282	\$1,082	\$486
Gross realized gains	8	24	132	32
Gross realized losses	(3)	(3)	(11)	(14)

(1) Excludes securities that are held to maturity.

Net unrealized gains and losses, as well as realized gains and losses that are reinvested in the NDT, are included in Regulatory Liabilities Arising from Removal Obligations on Sempra Energy's and SDG&E's Condensed Consolidated Balance Sheets. We determine the cost of securities in the trusts on the basis of specific identification. In the nine months ended September 30, 2017, sale and purchase activities in our NDT increased significantly compared to the same period in 2016 as a result of continuing changes to our asset allocations initiated in the fourth quarter of 2016 to reduce our equity volatility, lower our duration risk, and increase exposure to municipal bonds and intermediate credit. This shift in our asset mix is intended to reduce the overall risk profile of the NDT in anticipation of significant cash withdrawals over the next 10 years to fund the SONGS decommissioning.

NOTE 10. REGULATORY MATTERS

We discuss regulatory matters in Note 14 of the Notes to Consolidated Financial Statements in the Annual Report, and provide updates to those discussions and information about new regulatory matters below.

CALIFORNIA UTILITIES MATTERS

CPUC General Rate Case

The CPUC uses a GRC proceeding to set sufficient rates to allow the California Utilities to recover their reasonable cost of O&M and to provide the opportunity to realize their authorized rates of return on their investment.

2019 General Rate Case

On October 6, 2017, SDG&E and SoCalGas filed their 2019 GRC applications requesting CPUC approval of test year revenue requirements for 2019 and attrition year adjustments for 2020 through 2022. SDG&E and SoCalGas requested revenue requirements for 2019 of \$2,199 million and \$2,989 million, respectively, which is an increase of \$218 million and \$480 million over their respective estimated 2018 revenue requirements. The California Utilities are proposing post-test year revenue requirement changes using various adjustment factors which are estimated to result in annual increases of approximately 5 percent to 7 percent at SDG&E and approximately 6 percent to 8 percent at SoCalGas.

As part of the 2019 GRC, the CPUC will review the California Utilities' interim accountability reports which compare the authorized and actual spending for certain safety-related activities for 2014 through 2016. In June 2017, SDG&E and SoCalGas filed their first interim accountability reports comparing authorized and actual spending in 2014 and 2015 for certain safety-related activities. Similar data for 2016 was provided with the 2019 GRC filings in a second interim accountability report. The stated purpose of the interim accountability reports is to provide data and metrics for key safety and risk mitigation areas that will be considered in the 2019 GRC.

The results of the rate case may materially and adversely differ from what is contained in the GRC applications.

Risk Assessment Mitigation Phase Reporting and Impact on the 2019 GRC Filings

In December 2014, the CPUC issued a decision incorporating a risk-based decision-making framework into all future GRC application filings for major natural gas and electric utilities in California. The framework is intended to assist in assessing safety risks and the utilities' plans to help ensure that such risks are adequately addressed. In advance of filing the California Utilities' 2019 GRC applications discussed above, two proceedings occurred: the Safety Model Assessment Proceeding and the RAMP. In the Safety Model Assessment Proceeding, the California Utilities

demonstrated the models used to prioritize and mitigate risks in order for the CPUC to establish guidelines and standards for these models.

In November 2016, as part of the new framework, SDG&E and SoCalGas filed their first RAMP report presenting a comprehensive assessment of their key safety risks and proposed activities for mitigating such risks. The report details these key safety risks, which include critical operational issues such as natural gas pipeline safety and wildfire safety, and addresses their classification, scoring, mitigation, alternatives, safety culture, quantitative analysis, data collection and lessons learned.

In March 2017, the CPUC's Safety and Enforcement Division issued its evaluation report providing generally favorable feedback on the California Utilities' RAMP report, but recommending more detailed analysis of the risks the California Utilities presented in the report. The new GRC framework does not require the CPUC to adopt the RAMP report. However, SDG&E and SoCalGas included funding requests in their respective 2019 GRC filings for proposed projects or activities outlined in their RAMP reports.

Senate Bill 549. In September 2017, SB 549 was signed into law, requiring that SDG&E and SoCalGas (as electric and gas corporations) annually notify the CPUC when revenue authorized by the CPUC for maintenance, safety or reliability is redirected to other purposes. This requirement is effective beginning January 1, 2018. The form of this reporting is not yet defined by the CPUC, though it could be incorporated into an ongoing proceeding or report otherwise required to be submitted to the CPUC.

2016 General Rate Case

In June 2016, the CPUC issued the 2016 GRC FD, the details of which are discussed in Note 14 of the Notes to Consolidated Financial Statements in the Annual Report. The 2016 GRC FD was effective retroactive to January 1, 2016.

The 2016 GRC FD required the establishment of two-way income tax expense memorandum accounts to track any revenue variances resulting from certain differences between the income tax expense forecasted in the GRC and the income tax expense incurred by SDG&E and SoCalGas from 2016 through 2018. The variances to be tracked include tax expense differences relating to:

net revenue changes;

mandatory tax law, tax accounting, tax procedural, or tax policy changes; and

elective tax law, tax accounting, tax procedural, or tax policy changes.

Starting in the second quarter of 2016, SDG&E and SoCalGas began tracking the differences in the income tax expense forecasted in the GRC proceedings and the income tax expense incurred. At September 30, 2017, the recorded regulatory liability associated with these tracked amounts totaled \$45 million and \$58 million for SDG&E and SoCalGas, respectively. The recorded liability is primarily related to lower income tax expense incurred than was forecasted in the GRC relating to tax repairs deductions, self-developed software deductions and certain book-over-tax depreciation. The tracking accounts will remain open, and we expect they will be reviewed in the 2019 GRC proceedings. As of September 2017, there have been no mandatory or elective tax law, tax accounting, tax procedural, or tax policy changes that could give rise to a regulatory liability and as such, no amount has been recorded to this memorandum account related to these items.

CPUC Cost of Capital

In July 2017, the CPUC issued a final decision adopting, with certain modifications, the joint petition filed in February 2017 by SDG&E, SoCalGas, PG&E and Edison, along with ORA and TURN. The final decision provides a two-year extension for each of the utilities to file its next respective cost of capital application, extending the filing date to April 2019 for a 2020 test year. The final decision also reduces the ROE for SDG&E from 10.30 percent to 10.20 percent and for SoCalGas from 10.10 percent to 10.05 percent, effective from January 1, 2018 through December 31, 2019. SDG&E's and SoCalGas' ratemaking capital structures will remain at current levels until modified, if at all, by a future cost of capital decision by the CPUC. In September 2017, SDG&E and SoCalGas filed advice letters to update their cost of capital for the actual cost of long-term debt through August 2017 and forecasted cost through 2018. SDG&E and SoCalGas did not file for changes to preferred stock costs, because no issuances of preferred stock through 2018 are anticipated.

In October 2017, the CPUC approved the embedded cost of debt presented in the filed advice letters, resulting in a revised return on rate base for SDG&E and SoCalGas of 7.55 percent and 7.34 percent, respectively, effective January 1, 2018, as depicted in the table below:

**AUTHORIZED COST OF CAPITAL AND RATE
STRUCTURE – CPUC**

SDG&E				SoCalGas			
Authorizedn	Return	Weighted		Authorizedn	Return	Weighted	
weightingrate	on	return on		weightingrate	on	return on	
base	rate	rate base		base	rate	rate base	
45.25	%4.59	%2.08	% Long-Term Debt	45.60	%4.33	%1.97	%
2.75	%6.22	%0.17	% Preferred Stock	2.40	%6.00	%0.14	%
52.00	%10.20	%5.30	% Common Equity	52.00	%10.05	%5.23	%
100.00%		7.55	%	100.00%		7.34	%

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As a result of the updates included in the filed advice letters, the impact of the changes to the embedded cost of debt and return on rate base is summarized below:

IMPACT OF THE EMBEDDED COST OF DEBT

	SDG&E		SoCalGas	
	Cost of debt	Return on rate base	Cost of debt	Return on rate base
Current	5.00 %	7.79 %	5.77 %	8.02 %
Authorized, effective January 1, 2018	4.59 %	7.55 %	4.33 %	7.34 %
Differences	(41) bps	(24) bps	(144) bps	(68) bps

The automatic CCM will be in effect to adjust 2019 cost of capital, if necessary. Unless changed by the operation of the CCM, the updated costs of long-term debt and the new ROEs will remain in effect through December 31, 2019. The cost of capital changes will also apply to capital expenditures in 2018 and 2019 for incremental projects not funded through the GRC revenue requirement.

NOTE 11. COMMITMENTS AND CONTINGENCIES

LEGAL PROCEEDINGS

We accrue losses for a legal proceeding when it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. However, the uncertainties inherent in legal proceedings make it difficult to estimate with reasonable certainty the costs and effects of resolving these matters. Accordingly, actual costs incurred may differ materially from amounts accrued, may exceed applicable insurance coverage and could materially adversely affect our business, cash flows, results of operations, financial condition and prospects. Unless otherwise indicated, we are unable to estimate reasonably possible losses in excess of any amounts accrued.

At September 30, 2017, accrued liabilities for legal proceedings, including associated legal fees and costs of litigation, were \$5 million for Sempra Energy Consolidated, including \$3 million for SDG&E and \$1 million for SoCalGas. Amounts for Sempra Energy and SoCalGas include \$1 million for matters related to the Aliso Canyon natural gas storage facility gas leak, which we discuss below.

SDG&E

2007 Wildfire Litigation and Net Cost Recovery Status

SDG&E has resolved all litigation associated with three wildfires that occurred in October 2007, except one appeal that remains pending after judgment in the trial court. SDG&E does not expect additional plaintiffs to file lawsuits given the applicable statutes of limitation, but could receive additional settlement demands and damage estimates from the remaining plaintiff until the case is resolved. SDG&E maintains reserves for the wildfire litigation and adjusts these reserves as information becomes available and amounts are estimable.

SDG&E recorded regulatory assets for CPUC-related costs incurred to resolve wildfire claims in excess of its liability insurance coverage and the amounts recovered from third parties. In September 2015, SDG&E filed an application with the CPUC seeking authority to recover these CPUC-related costs in rates over a six- to ten-year period. The requested amount is the net estimated CPUC-related cost incurred by SDG&E after deductions for insurance reimbursement and third-party settlement recoveries, and reflects a voluntary 10-percent shareholder contribution applied to the net regulatory asset for wildfire costs. In response to our application seeking recovery, in April 2016, the CPUC issued a ruling establishing the scope and schedule for the proceeding to be managed in two phases. Phase 1 addresses SDG&E's operational and management prudence surrounding the 2007 wildfires. Phase 2 addresses whether SDG&E's actions and decision-making in connection with settling legal claims in relation to the wildfires were reasonable. On August 22, 2017, two ALJs in the CPUC proceeding issued a proposed decision denying SDG&E's request to recover the 2007 wildfire costs submitted in our application.

In consideration of the proposed decision denying recovery of these costs, and the actions taken and not taken by the CPUC subsequent to issuance of the proposed decision (including the actions not taken through the October 26, 2017

CPUC meeting), we have concluded that the wildfire regulatory asset no longer meets the probability threshold for recovery required by U.S. GAAP. Accordingly, SDG&E impaired the wildfire regulatory asset, resulting in a charge of \$351 million (\$208 million after-tax) in the third quarter of 2017, in Impairment of Wildfire Regulatory Asset on the Condensed Consolidated Statements of Operations for Sempra

Energy and SDG&E. SDG&E will continue to vigorously pursue recovery of these costs, which were incurred through settling claims brought under inverse condemnation laws.

If the proposed decision is adopted by the CPUC and is not overturned through rehearing or appeal, Phase 2 of the proceeding would be rendered moot and the proceeding would be closed. In such case, SDG&E would apply to the CPUC for rehearing of its decision within 30 days, upon which the CPUC may grant a rehearing, modify its decision, or deny the request and affirm its original decision. Ultimately, SDG&E has the right to file a petition with the Court of Appeal of California seeking to reverse the CPUC's decision, and we will appeal the decision, if necessary. We expect a CPUC final decision in the fourth quarter of 2017.

Concluded Matter

SDG&E participated as a claimant and respondent in an arbitration proceeding initiated by Edison in October 2013 against MHI seeking damages stemming from the failure of the MHI replacement steam generators at the SONGS nuclear power plant. In March 2017, the Tribunal found MHI liable for breach of contract, subject to a contractual limitation of liability, but determined that MHI was the prevailing party and awarded it 95 percent of its arbitration costs. We discuss this arbitration and decision further in Note 9.

SoCalGas

Aliso Canyon Natural Gas Storage Facility Gas Leak

On October 23, 2015, SoCalGas discovered a leak at one of its injection-and-withdrawal wells, SS25, at its Aliso Canyon natural gas storage facility (the Leak), located in the northern part of the San Fernando Valley in Los Angeles County. The Aliso Canyon natural gas storage facility has been operated by SoCalGas since 1972. SS25 is one of more than 100 injection-and-withdrawal wells at the storage facility.

Stopping the Leak, and Local Community Mitigation Efforts. SoCalGas worked closely with several of the world's leading experts to stop the Leak, and on February 18, 2016, DOGGR confirmed that the well was permanently sealed. Pursuant to a stipulation and order by the LA Superior Court, SoCalGas provided temporary relocation support to residents in the nearby community who requested it before the well was permanently sealed. Following the permanent sealing of the well, the DPH conducted testing in certain homes in the Porter Ranch community, and concluded that indoor conditions did not present a long-term health risk and that it was safe for residents to return home. In May 2016, the LA Superior Court ordered SoCalGas to offer to clean residents' homes at SoCalGas' expense as a condition to ending the relocation program. SoCalGas completed the residential cleaning program and the relocation program ended in July 2016.

In May 2016, the DPH also issued a directive that SoCalGas additionally professionally clean (in accordance with the proposed protocol prepared by the DPH) the homes of all residents located within the Porter Ranch Neighborhood Council boundary, or who participated in the relocation program, or who are located within a five-mile radius of the Aliso Canyon natural gas storage facility and experienced symptoms from the Leak (the Directive). SoCalGas disputes the Directive, contending that it is invalid and unenforceable, and has filed a petition for writ of mandate to set aside the Directive.

The total costs incurred to remediate and stop the Leak and to mitigate local community impacts are significant and may increase, and we may be subject to potentially significant damages, restitution, and civil, administrative and criminal fines, costs and other penalties. To the extent any of these costs are not covered by insurance (including any costs in excess of applicable policy limits), or if there were to be significant delays in receiving insurance recoveries, such costs could have a material adverse effect on SoCalGas' and Sempra Energy's cash flows, financial condition and results of operations.

Cost Estimates and Accounting Impact. As of September 30, 2017, SoCalGas recorded estimated costs of \$841 million related to the Leak. Of this amount, approximately two-thirds is for the temporary relocation program (including cleaning costs and certain labor costs). Other estimated costs include amounts for efforts to control the well, stop the Leak, stop or reduce the emissions, and the estimated cost of the root cause analysis being conducted by an independent third party to investigate the cause of the Leak. The remaining portion of the \$841 million includes legal costs incurred to defend litigation, the value of lost gas, the costs to mitigate the actual natural gas released, and other costs. The value of lost gas reflects the current replacement cost of volumes purchased in September 2017 and estimates of the cost to replace the remaining volumes. SoCalGas adjusts its estimated total liability associated with

the Leak as additional information becomes available. The \$841 million represents management's best estimate of these costs related to the Leak. Of these costs, a substantial portion has been paid and \$42 million is accrued as Reserve for Aliso Canyon Costs as of September 30, 2017 on SoCalGas' and Sempra Energy's Condensed Consolidated Balance Sheets for amounts expected to be paid after September 30, 2017.

As of September 30, 2017, we recorded the expected recovery of the costs described in the immediately preceding paragraph related to the Leak of \$542 million as Insurance Receivable for Aliso Canyon Costs on SoCalGas' and Sempra Energy's Condensed Consolidated Balance Sheets. This amount is net of insurance retentions and \$294 million of insurance proceeds we received through September 30, 2017 related to control-of-well expenses and temporary relocation costs. If we were to conclude that this receivable or a

portion of it was no longer probable of recovery from insurers, some or all of this receivable would be charged against earnings, which could have a material adverse effect on SoCalGas' and Sempra Energy's cash flows, financial condition and results of operations.

The above amounts do not include any unsettled damage claims, restitution, or civil, administrative or criminal fines, costs or other penalties that may be imposed in connection with the incident or our responses thereto, as it is not possible to predict the outcome of any civil or criminal proceeding or any administrative action in which such damage awards, restitution or civil, administrative or criminal fines, costs or other penalties could be imposed, and any such amounts, if awarded or imposed or otherwise paid, cannot be reasonably estimated at this time. In addition, the recorded amounts above do not include the costs to clean additional homes pursuant to the Directive, future legal costs necessary to defend litigation, and other potential costs that we currently do not anticipate incurring or that we cannot reasonably estimate.

In March 2016, the CPUC ordered SoCalGas to establish a memorandum account to prospectively track its authorized revenue requirement and all revenues that it receives for its normal, business-as-usual costs to own and operate the Aliso Canyon natural gas storage facility and, in September 2016, approved SoCalGas' request to begin tracking these revenues as of March 17, 2016. The CPUC will determine at a later time whether, and to what extent, the authorized revenues tracked in the memorandum account may be refunded to ratepayers.

Insurance. Excluding directors and officers liability insurance, we have four kinds of insurance policies that together provide between \$1.2 billion to \$1.4 billion in insurance coverage, depending on the nature of the claims. We cannot predict all of the potential categories of costs or the total amount of costs that we may incur as a result of the Leak. Subject to various policy limits, exclusions and conditions, based on what we know as of the filing date of this report, we believe that our insurance policies collectively should cover the following categories of costs: costs incurred for temporary relocation (including cleaning costs and certain labor costs), costs to address the Leak and stop or reduce emissions, the root cause analysis being conducted to investigate the cause of the Leak, the value of lost natural gas, costs incurred to mitigate the actual natural gas released, costs associated with litigation and claims by nearby residents and businesses, any costs to clean additional homes pursuant to the Directive, and, in some circumstances depending on their nature and manner of assessment, fines and penalties. We have been communicating with our insurance carriers and, as discussed above, we have received insurance payments for a portion of control-of-well expenses and a portion of temporary relocation costs. We intend to pursue the full extent of our insurance coverage for the costs we have incurred or may incur. There can be no assurance that we will be successful in obtaining insurance coverage for these costs under the applicable policies, and to the extent we are not successful in obtaining coverage or these costs exceed the amount of our coverage, such costs could have a material adverse effect on SoCalGas' and Sempra Energy's cash flows, financial condition and results of operations.

Our recorded estimate as of September 30, 2017 of \$841 million of certain costs in connection with the Leak may rise significantly as more information becomes available, and any costs not included in our estimate could be material. To the extent not covered by insurance (including any costs in excess of applicable policy limits), or if there were to be significant delays in receiving insurance recoveries, such costs could have a material adverse effect on SoCalGas' and Sempra Energy's cash flows, financial condition and results of operations.

Governmental Investigations and Civil and Criminal Litigation. Various governmental agencies, including DOGGR, DPH, SCAQMD, CARB, Los Angeles Regional Water Quality Control Board, California Division of Occupational Safety and Health, CPUC, PHMSA, EPA, Los Angeles County District Attorney's Office and California Attorney General's Office, have investigated or are investigating this incident. Other federal agencies (e.g., the DOE and the U.S. Department of the Interior) investigated the incident as part of a joint interagency task force. In January 2016, DOGGR and the CPUC selected Blade to conduct an independent analysis under their supervision and to be funded by SoCalGas to investigate the technical root cause of the Leak. The timing of the root cause analysis is under the control of Blade, DOGGR and the CPUC.

As of October 26, 2017, 344 lawsuits, including over 43,826 plaintiffs, are pending in the LA Superior Court against SoCalGas, some of which have also named Sempra Energy. These various lawsuits assert causes of action for negligence, negligence per se, strict liability, property damage, fraud, public and private nuisance (continuing and permanent), trespass, inverse condemnation, fraudulent concealment, unfair business practices and loss of consortium,

among other things, and additional litigation may be filed against us in the future related to this incident. A complaint alleging violations of Proposition 65 was also filed. These complaints seek compensatory and punitive damages, civil penalties, injunctive relief, costs of future medical monitoring and attorneys' fees, and several seek class action status. All of these cases, other than a matter brought by the Los Angeles County District Attorney and the federal securities class action discussed below, are coordinated before a single court in the LA County Superior Court for pretrial management (the Coordination Proceeding).

In addition to the lawsuits described above, a federal securities class action alleging violation of the federal securities laws has been filed against Sempra Energy and certain of its officers and certain of its directors in the SDCA. In June 2017, the SDCA dismissed the federal securities class action on the grounds the plaintiff failed to plead sufficient facts to establish a claim for securities fraud. In July 2017, the plaintiff filed an amended complaint, again alleging violation of the federal securities laws, and five shareholder derivative actions are also pending in the Coordination Proceeding alleging breach of fiduciary duties against certain officers and certain

directors of Sempra Energy and/or SoCalGas, four of which were joined in a Consolidated Shareholder Derivative Complaint in August 2017. In March 2017, the SDCA dismissed a shareholder derivative action pending in that court, ruling that the plaintiff did not have standing to pursue the alleged claims; the plaintiff did not seek to amend his complaint to cure its deficiencies.

Pursuant to the Coordination Proceeding, in March 2017, the individuals and business entities asserting tort and Proposition 65 claims filed a Second Amended Consolidated Master Case Complaint for Individual Actions, through which their separate lawsuits will be managed for pretrial purposes. The consolidated complaint asserts causes of action for negligence, negligence per se, private and public nuisance (continuing and permanent), trespass, inverse condemnation, strict liability, negligent and intentional infliction of emotional distress, fraudulent concealment, loss of consortium and violations of Proposition 65 against SoCalGas, with certain causes also naming Sempra Energy. The consolidated complaint seeks compensatory and punitive damages for personal injuries, lost wages and/or lost profits, property damage and diminution in property value, injunctive relief, costs of future medical monitoring, civil penalties (including penalties associated with Proposition 65 claims alleging violation of requirements for warning about certain chemical exposures), and attorneys' fees.

In January 2017, pursuant to the Coordination Proceeding, two consolidated class action complaints were filed against SoCalGas and Sempra Energy, one on behalf of a putative class of persons and businesses who own or lease real property within a five-mile radius of the well (the Property Class Action), and a second on behalf of a putative class of all persons and entities conducting business within five miles of the facility (the Business Class Action). Both complaints assert claims for strict liability for ultra-hazardous activities, negligence and violation of California Unfair Competition Law. The Property Class Action also asserts claims for negligence per se, trespass, permanent and continuing public and private nuisance, and inverse condemnation. The Business Class Action also asserts a claim for negligent interference with prospective economic advantage. Both complaints seek compensatory, statutory and punitive damages, injunctive relief and attorneys' fees.

Three actions filed by public entities are pending, as follows. These lawsuits are also included in the Coordination Proceeding. First, in July 2016, the County of Los Angeles, on behalf of itself and the people of the State of California, filed a complaint against SoCalGas in the LA Superior Court for public nuisance, unfair competition, breach of franchise agreement, breach of lease, and damages. This suit alleges that the four natural gas storage fields operated by SoCalGas in Los Angeles County require safety upgrades, including the installation of a sub-surface safety shut-off valve on every well. It additionally alleges that SoCalGas failed to comply with the DPH Directive. It seeks preliminary and permanent injunctive relief, civil penalties, and damages for the County's costs to respond to the Leak, as well as punitive damages and attorneys' fees.

Second, in August 2016, the California Attorney General, acting in an independent capacity and on behalf of the people of the State of California and the CARB, together with the Los Angeles City Attorney, filed a third amended complaint on behalf of the people of the State of California against SoCalGas alleging public nuisance, violation of the California Unfair Competition Law, violations of California Health and Safety Code sections 41700 (prohibiting discharge of air contaminants that cause annoyance to the public) and 25510 (requiring reporting of the release of hazardous material), as well as California Government Code section 12607 for equitable relief for the protection of natural resources. The complaint seeks an order for injunctive relief, to abate the public nuisance, and to impose civil penalties.

Third, in March 2017, the County of Los Angeles filed a petition for writ of mandate against DOGGR and its State Oil and Gas Supervisor, as to which SoCalGas is the real party in interest. In July 2017, the County amended the petition to add the CPUC and its Executive Director. The petition alleges that in issuing its July 19, 2017 determination that the requirements for the resumption of injection operations have been met, discussed under "Natural Gas Storage Operations and Reliability" below, DOGGR failed to comply with the provisions of SB 380, which requires a comprehensive safety review of the Aliso Canyon natural gas storage facility before injection of natural gas may resume. The County alleges, among other things, that DOGGR failed to comply with the provisions of SB 380 in declaring the safety review complete and authorizing the resumption of injection of natural gas into the facility before the root cause analysis was complete, failing to make its safety-review documents available to the public and failing to address seismic risks to the field as part of its safety review. The County further alleges that CEQA requires DOGGR

to perform an Environmental Impact Review before the resumption of injection of natural gas at the facility may be approved. The petition seeks a writ of mandate requiring DOGGR and the State Oil and Gas Supervisor to comply with SB 380 and CEQA, and to produce records in response to the County's Public Records Act request; as well as, declaratory and injunctive relief against any authorization to inject natural gas and attorneys' fees. On July 24, 2017, the County filed an application for an immediate stay of DOGGR's order, a temporary restraining order and order to show cause why a preliminary injunction should not be issued to stop the reopening of the facility. On July 28, 2017, the Superior Court denied the application on the ground that, pursuant to Public Utilities Code sections 714 and 1759(a), the CPUC has jurisdiction over regulating injections at the Aliso Canyon natural gas storage facility, and the Court therefore lacks jurisdiction to rule on the County's application. On July 31, 2017, the County filed a petition for writ of mandate, prohibition, stay or other appropriate relief and a request for immediate stay in the Court of Appeal, seeking review of the Superior Court's order denying the County's application for a temporary restraining order. Later the same day, the Court of Appeal denied the County's request for an immediate stay on injections.

A complaint filed by the SCAQMD against SoCalGas seeking civil penalties for alleged violations of several nuisance-related statutory provisions arising from the Leak and delays in stopping the Leak was settled in February 2017, pursuant to which SoCalGas paid \$8.5 million, of which \$1 million is to be used to pay for a health study. The SCAQMD's complaint was dismissed in February 2017.

Separately, in February 2016, the Los Angeles County District Attorney's Office filed a misdemeanor criminal complaint against SoCalGas seeking penalties and other remedies for alleged failure to provide timely notice of the Leak pursuant to California Health and Safety Code section 25510(a), Los Angeles County Code section 12.56.030, and Title 19 California Code of Regulations section 2703(a), and for allegedly violating California Health and Safety Code section 41700 prohibiting discharge of air contaminants that cause annoyance to the public. Pursuant to a settlement agreement with the Los Angeles County District Attorney's Office, SoCalGas agreed to plead no contest to the notice charge under Health and Safety Code section 25510(a) and agreed to pay the maximum fine of \$75,000, penalty assessments of approximately \$233,500, and operational commitments estimated to cost approximately \$5 million, reimbursement and assessments in exchange for the Los Angeles County District Attorney's Office moving to dismiss the remaining counts at sentencing and settling the complaint (the District Attorney Settlement). In November 2016, SoCalGas completed the commitments and obligations under the District Attorney Settlement, and on November 29, 2016, the Court approved the settlement and entered judgment on the notice charge. Certain individuals residing near the Aliso Canyon natural gas storage facility who objected to the settlement have filed a notice of appeal of the judgment, as well as a petition asking the LA Superior Court to set aside the November 29, 2016 order and grant them restitution. The LA Superior Court dismissed the petition in January 2017, ruling that the petitioners have a remedy at law via their direct appeal.

The costs of defending against these civil and criminal lawsuits, cooperating with these investigations, and any damages, restitution, and civil, administrative and criminal fines, costs and other penalties, if awarded or imposed, as well as the costs of mitigating the actual natural gas released, could be significant and to the extent not covered by insurance (including any costs in excess of applicable policy limits), or if there were to be significant delays in receiving insurance recoveries, such costs could have a material adverse effect on SoCalGas' and Sempra Energy's cash flows, financial condition and results of operations.

Regulatory Proceedings. In February 2017, the CPUC opened a proceeding pursuant to SB 380 to determine the feasibility of minimizing or eliminating the use of the Aliso Canyon natural gas storage facility, while still maintaining energy and electric reliability for the region. The proceeding will be conducted in two phases, with Phase 1 undertaking a comprehensive effort to develop the appropriate analyses and scenarios to evaluate the impact of reducing or eliminating the use of the Aliso Canyon natural gas storage facility and Phase 2 evaluating the impacts of reducing or eliminating the use of the Aliso Canyon natural gas storage facility using the scenarios and models adopted in Phase 1. In accordance with the Phase 1 schedule, public participation hearings began in April 2017, and workshops and additional public participation hearings are expected to occur later in 2017.

The order establishing the scope of the proceeding expressly excludes issues with respect to air quality, public health, causation, culpability or cost responsibility regarding the Leak.

Section 455.5 of the California Public Utilities Code, among other things, directs regulated utilities to notify the CPUC if all or any portion of a major facility has been out of service for nine consecutive months. Although SoCalGas does not believe the Aliso Canyon natural gas storage facility or any portion of that facility has been out of service for nine consecutive months, SoCalGas provided notification out of an abundance of caution to demonstrate its commitment to regulatory compliance and transparency, and because the process for obtaining authorization to resume injection operations at the facility required longer to complete than initially contemplated. In response, and as required by section 455.5, the CPUC issued an OII to address whether the Aliso Canyon natural gas storage facility or any portion of that facility has been out of service for nine consecutive months pursuant to section 455.5, and if it is determined to have been out of service, whether the CPUC should adjust SoCalGas' rates to reflect the period the facility is deemed to have been out of service. Under section 455.5, hearings on the investigation are to be held, if necessary, in conjunction with SoCalGas' 2019 GRC proceeding; however, the CPUC issued a procedural schedule that includes an evidentiary hearing on January 9, 2018, if needed. If the CPUC determines that all or any portion of the facility has been out of service for nine consecutive months, the amount of any refund to ratepayers and the

inability to earn a return on those assets could have a material adverse effect on SoCalGas' and Sempra Energy's cash flows, financial condition and results of operations.

Governmental Orders and Additional Regulation. In January 2016, the Governor of the State of California issued an Order (the Governor's Order) proclaiming a state of emergency to exist in Los Angeles County due to the Leak. The Governor's Order imposes various orders with respect to: stopping the Leak; protecting public health and safety; ensuring accountability; and strengthening oversight. Most of the directives in the Governor's Order have been fulfilled, with the following remaining open items: (1) applicable agencies must convene an independent panel of scientific and medical experts to review public health concerns stemming from the natural gas leak and evaluate whether additional measures are needed to protect public health; (2) the CPUC must ensure that SoCalGas covers costs related to the natural gas leak and its response, while protecting ratepayers, and CARB was ordered to develop a program to fully mitigate the leak's emissions of methane by March 31, 2016, with such program to be funded by SoCalGas; and (3) DOGGR, CPUC, CARB and the CEC must submit to the Governor's Office a report that assesses the long-term viability of natural gas storage facilities in California.

In December 2015, SoCalGas made a commitment to mitigate the actual natural gas released from the Leak and has been working on a plan to accomplish the mitigation. In March 2016, pursuant to the Governor's Order, the CARB issued its *Aliso Canyon Methane Leak Climate Impacts Mitigation Program*, which set forth its recommended approach to achieve full mitigation of the emissions from the Leak. The CARB program requires that reductions in short-lived climate pollutants and other greenhouse gases be at least equivalent to the amount of the emissions from the Leak, and that the amount of reductions required be derived using the global warming potential based on a 20-year term (rather than the 100-year term the CARB and other state and federal agencies use in regulating emissions), resulting in a target of approximately 9,000,000 metric tons of carbon dioxide equivalent. CARB's program also calls for all of the mitigation to occur in California over the next five to ten years without the use of allowances or offsets. In October 2016, CARB issued its final report concluding that the incident resulted in total emissions from 90,350 to 108,950 metric tons of methane, and asserting that SoCalGas should mitigate 109,000 metric tons of methane to fully mitigate the greenhouse gas impacts of the Leak. We have not agreed with CARB's estimate of methane released and continue to work with CARB on developing a mitigation plan.

In January 2016, the Hearing Board of the SCAQMD ordered SoCalGas to take various actions in connection with injecting and withdrawing natural gas at the Aliso Canyon natural gas storage facility, sealing the well, monitoring, reporting, safety and funding a health impact study, among other things (the Abatement Order), which was agreed to be satisfied by the SCAQMD, and terminated by the Hearing Board in March 2017.

PHMSA, DOGGR, SCAQMD, EPA and CARB each commenced separate rulemaking proceedings to adopt further regulations covering natural gas storage facilities and injection wells. DOGGR issued new regulations following the Governor's Order as described above, and in 2016, the California Legislature enacted four separate bills providing for additional regulation of natural gas storage facilities. Additional hearings in the California Legislature, as well as with various other federal and state regulatory agencies, have been or may be scheduled, additional legislation has been proposed in the California Legislature, and additional laws, orders, rules and regulations may be adopted.

Higher operating costs and additional capital expenditures incurred by SoCalGas as a result of new laws, orders, rules and regulations arising out of this incident or our responses thereto could be significant and may not be recoverable in customer rates, and such new laws, orders, rules and regulations could have a material adverse effect on SoCalGas' and Sempra Energy's cash flows, financial condition and results of operations.

Natural Gas Storage Operations and Reliability. Natural gas withdrawn from storage is important for service reliability during peak demand periods, including peak electric generation needs in the summer and heating needs in the winter. The Aliso Canyon natural gas storage facility, with a storage capacity of 86 Bcf (which represents 63 percent of SoCalGas' natural gas storage inventory capacity), is the largest SoCalGas storage facility and an important element of SoCalGas' delivery system. SoCalGas calculated that approximately 4.62 Bcf of natural gas was released from the Aliso Canyon natural gas storage facility as a result of the Leak. SoCalGas did not inject natural gas into the Aliso Canyon natural gas storage facility after October 25, 2015, pursuant to orders by DOGGR and the Governor, and in accordance with SB 380. Limited withdrawals of natural gas from the Aliso Canyon natural gas storage facility have been made in 2017 to augment natural gas supplies during critical demand periods.

The process to begin limited injection operations at the Aliso Canyon natural gas storage facility was initiated in November 2016, when SoCalGas submitted a request to DOGGR seeking authorization to resume injection operations at the Aliso Canyon natural gas storage facility. In accordance with SB 380, DOGGR held public meetings in the affected community to provide the public an opportunity to comment on the safety review findings (the comment period has expired). Also, in April and June of 2017, SoCalGas advised the CAISO, CEC, CPUC and PHMSA of its concerns that the inability to inject natural gas into the Aliso Canyon natural gas storage facility poses a risk to energy reliability in Southern California.

On July 19, 2017, DOGGR issued its determination that the requirements of SB 380 for the resumption of injection operations, including all safety requirements, have been met. On the same date, the CPUC's Executive Director issued his concurrence with that determination, and DOGGR issued its *Order to: Test and Take Temporary Actions Upon Resuming Injection: Aliso Canyon Gas Storage Facility*. The order lifted the prohibition on injection at the Aliso Canyon natural gas storage facility, subject to its requirements that SoCalGas conduct and report results of a leak survey and measurement of total site methane emissions before resuming injection operations, as well as other

requirements after injection resumes. The CPUC additionally issued a directive to SoCalGas to maintain a range of working gas in the Aliso Canyon natural gas storage facility at a target of 23.6 Bcf (approximately 28 percent of its maximum capacity), and at all times above