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SEMPRA ENERGY

Form 10-Q

August 06, 2018

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0001032208 sre:SanDiegoGasAndElectricCompanyMember  
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us-gaap:ScenarioForecastMember 2018-01-01 2018-12-31 0001032208  
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sre:SouthernCaliforniaGasCompanyMember srt:MinimumMember  
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2018-07-13 0001032208 us-gaap:CommonStockMember us-gaap:ScenarioForecastMember 2018-07-13 2019-12-31  
0001032208 sre:SempraEnergyMember srt:MinimumMember us-gaap:SeriesBPreferredStockMember  
us-gaap:SubsequentEventMember 2018-07-13 2018-07-13 0001032208 sre:SempraEnergyMember  
us-gaap:SeriesBPreferredStockMember us-gaap:SubsequentEventMember us-gaap:OverAllotmentOptionMember  
2018-07-13 2018-07-13 0001032208 sre:SempraEnergyMember us-gaap:CommonStockMember



us-gaap:SubsequentEventMember 2018-07-10 iso4217:USD iso4217:USD xbrli:shares xbrli:shares xbrli:pure  
 utreg:MW sre:subsidiary sre:facility iso4217:MXN sre:ppa sre:kv utreg:Bcf sre:line\_of\_credit sre:plaintiff utreg:MWh  
 sre:lawsuit iso4217:GBP utreg:MMBTU utreg:t sre:segment utreg:Rate sre:proof\_of\_claim

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 June 30, 2018  
 period ended

or

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

Exact Name of Registrants as Specified in their Charters, Address and Telephone Number	State of Incorporation	I.R.S. and Employer Identification Nos.	Former name, former address and former fiscal year, if changed since last report No change
1-14201 SEMPRA ENERGY 488 8 <sup>th</sup> Avenue San Diego, California 92101	California	33-0732627	No change

(619) 696-2000

1-03779 SAN DIEGO  
GAS & California 95-1184800 No  
ELECTRIC change  
COMPANY  
8326 Century  
Park Court  
San Diego,  
California  
92123  
(619) 696-2000

1-01402 SOUTHERN  
CALIFORNIA California 95-1240705 No  
GAS change  
COMPANY  
555 West Fifth  
Street  
Los Angeles,  
California  
90013  
(213) 244-1200

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

Yes  No

Indicate by check mark whether the registrants have submitted electronically and posted on their corporate websites, 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 registrants were required to submit and post such files).

Yes  No

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

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

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

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

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

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

Southern  
California  
Gas  Yes  No  
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  
August 1, 2018:

Sempra Energy 273,458,447 shares

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

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

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

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

### GLOSSARY

2016 GRC FD	final decision in the California Utilities' 2016 General Rate Case
AB	Assembly Bill
AFUDC	allowance for funds used during construction
Annual Report	Annual Report on Form 10-K for the year ended December 31, 2017
AOCI	accumulated other comprehensive income (loss)
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
Bay Gas	Bay Gas Storage Company, Ltd.
Bcf	billion cubic feet
bps	basis points
California Utilities	San Diego Gas & Electric Company and Southern California Gas Company, collectively
Cameron LNG	Cameron LNG Holdings, LLC
JV	
CARB	California Air Resources Board
CCA	Community Choice Aggregation
CCM	cost of capital adjustment mechanism
CEC	California Energy Commission
CEQA	California Environmental Quality Act
CFE	Comisión Federal de Electricidad (Federal Electricity Commission in Mexico)
Chilquinta Energía	Chilquinta Energía S.A. and its subsidiaries
COFECE	Comisión Federal de Competencia Económica (Mexican Competition Commission)
CNE	Comisión Nacional de Energía (National Energy Commission) (Chile)
CPUC	California Public Utilities Commission
CRE	Comisión Reguladora de Energía (Energy Regulatory Commission in Mexico)
CRR	congestion revenue right
DA	Direct Access
DOE	U.S. Department of Energy
DOGGR	California Department of Conservation's Division of Oil, Gas, and Geothermal Resources
DPH	Los Angeles County Department of Public Health
Dth	dekatherm
ECA	Energía Costa Azul
Ecogas	Ecogas México, S. de R.L. de C.V.
Edison	Southern California Edison Company, a subsidiary of Edison International
EFH	Energy Future Holdings Corp. (renamed Sempra Texas Holdings Corp.)
EFIH	Energy Future Intermediate Holding Company LLC (renamed Sempra Texas Intermediate Holding Company LLC)
EIR	environmental impact review
Eletrans	Eletrans S.A., Eletrans II S.A. and Eletrans III S.A., collectively
EPA	U.S. Environmental Protection Agency
EPC	engineering, procurement and construction
EPS	(losses) earnings per common share
ERCOT	Electric Reliability Council of Texas, Inc., the independent system operator and the regional coordinator of various electricity systems within Texas
ETR	effective income tax rate
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
FTA	Free Trade Agreement
GHG	greenhouse gas
GRC	General Rate Case
HLBV	hypothetical liquidation at book value
HMRC	United Kingdom's Revenue and Customs Department
IEnova	Infraestructura Energética Nova, S.A.B. de C.V.
IMG	Infraestructura Marina del Golfo
IRC	U.S. Internal Revenue Code of 1986 (as amended)
IRS	Internal Revenue Service
ISFSI	independent spent fuel storage installation
ISO	Independent System Operator
JP Morgan	J.P. Morgan Chase & Co.
kV	kilovolt
LA Storage	LA Storage, LLC





**GLOSSARY (CONTINUED)**

LA Superior Court	Los Angeles County Superior Court
the Leak	The leak at the SoCalGas Aliso Canyon natural gas storage facility injection-and-withdrawal well, SS25, discovered by SoCalGas on October 23, 2015
LIFO	last in first out
LNG	liquefied natural gas
LPG	liquid petroleum gas
Luz del Sur	Luz del Sur S.A.A. and its subsidiaries
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
Merger	The merger of EFH with an indirect subsidiary of Sempra Energy, with EFH continuing as the surviving company and as an indirect, wholly owned subsidiary of Sempra Energy
Merger Agreement	Agreement and Plan of Merger dated August 21, 2017, as supplemented by a Waiver Agreement dated October 3, 2017 and an amendment dated February 15, 2018, between Sempra Energy, EFH, EFH and an indirect subsidiary of Sempra Energy
Merger Consideration	Pursuant to the Merger Agreement, Sempra Energy paid consideration of \$9.45 billion in cash
MHI	Mitsubishi Heavy Industries, Ltd., Mitsubishi Nuclear Energy Systems, Inc., and Mitsubishi Heavy Industries America, Inc., collectively
Mississippi Hub	Mississippi Hub, LLC
MMBtu	million British thermal units (of natural gas)
Moody's	Moody's Investor Service
Mtpa	million tonnes per annum
MW	megawatt
MWh	megawatt hour
NAFTA	North American Free Trade Agreement
NCI	noncontrolling interest(s)
NDT	nuclear decommissioning trusts
NEIL	Nuclear Electric Insurance Limited
NOL	net operating loss
NRC	Nuclear Regulatory Commission
OCI	other comprehensive income (loss)
OII	Order Instituting Investigation
OIR	Order Instituting a Rulemaking
O&M	operation and maintenance expense
OMEC	Otay Mesa Energy Center
OMEC LLC	Otay Mesa Energy Center LLC
OMI	Oncor Management Investment LLC
Oncor	Oncor Electric Delivery Company LLC
Oncor Holdings	Oncor Electric Delivery Holdings Company LLC
ORA	CPUC Office of Ratepayer Advocates
Otay Mesa VIE	OMEC LLC VIE
PEMEX	Petróleos Mexicanos (Mexican state-owned oil company)
PHMSA	Pipeline and Hazardous Materials Safety Administration
PPA	power purchase agreement
PSEP	Pipeline Safety Enhancement Plan
PSRP	Pipeline Safety & Reliability Project
PUCT	Public Utility Commission of Texas
PURA	Public Utility Regulatory Act
RAMP	Risk Assessment Mitigation Phase
RBS	The Royal Bank of Scotland plc
RBS SEE	RBS Sempra Energy Europe
RBS Sempra Commodities	RBS Sempra Commodities LLP
ROE	return on equity
RSA	restricted stock award
RSU	restricted stock unit
SB	Senate Bill
SCAQMD	South Coast Air Quality Management District
SDG&E	San Diego Gas & Electric Company
SEC	U.S. Securities and Exchange Commission
SEDATU	Secretaría de Desarrollo Agrario, Territorial y Urbano (Mexican agency in charge of agriculture, land and urban development)

**GLOSSARY (CONTINUED)**

Sempra Global	holding company for most of Sempra Energy's subsidiaries not subject to California or Texas utility regulation
series A preferred stock	6% mandatory convertible preferred stock, series A
series B preferred stock	6.75% mandatory convertible preferred stock, series B
SFP	secondary financial protection
SGRP	Steam Generator Replacement Project
SoCalGas	Southern California Gas Company
SONGS	San Onofre Nuclear Generating Station
SONGS OII	CPUC's Order Instituting Investigation into the SONGS Outage
S&P	Standard & Poor's
TAG	TAG Pipelines Norte, S. de R.L. de C.V.
TCJA	Tax Cuts and Jobs Act of 2017
TdM	Termoeléctrica de Mexicali
Tecnored	Tecnored S.A.
Tecsur	Tecsur S.A.
TTI	Texas Transmission Investment LLC
TURN	The Utility Reform Network
U.S. GAAP	accounting principles generally accepted in the United States of America
VAT	value-added tax
VIE	variable interest entity

**INFORMATION REGARDING FORWARD-LOOKING STATEMENTS**

We make statements in this report that are not historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon assumptions with respect to the future, involve risks and uncertainties, and are not guarantees of performance. Future results may differ materially from those expressed in the forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the filing date of this report. We assume no obligation to update or revise any forward-looking statement as a result of new information, future events or other factors. In this report, when we use words such as “believes,” “expects,” “anticipates,” “plans,” “estimates,” “projects,” “forecasts,” “contemplates,” “assumes,” “depends,” “should,” “could,” “would,” “will,” “confident,” “may,” “can,” “potential,” “possible,” “pursue,” “outlook,” “maintain,” or similar expressions, or when we discuss our guidance, strategy, plans, goals, 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, PUCT, states, cities and counties, and other regulatory and governmental bodies in the U.S. and other countries in which we operate;
- the timing and success of business development efforts and construction projects, including risks in timely obtaining or maintaining permits and other authorizations, risks in completing construction projects on schedule and on budget, and risks in obtaining the consent and participation of partners and counterparties;
- the resolution of civil and criminal litigation and regulatory investigations;
- deviations from regulatory precedent or practice that result in a reallocation of benefits or burdens among shareholders and ratepayers; denial of approvals of proposed settlements or modifications of settlements; and delays in, or disallowance or denial of, regulatory agency authorizations to recover costs in rates from customers or regulatory agency approval for projects required to enhance safety and reliability, any of which may raise our cost of capital and materially impair our ability to finance our operations;
- the greater degree and prevalence of wildfires in California in recent years and risk that we may be found liable for damages regardless of fault, such as in cases where the inverse condemnation doctrine applies, and risk that we may not be able to recover any such costs in rates from customers in California;

the availability of electric power, 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 and moves to reduce or eliminate reliance on natural gas;

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 GHG, 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), may be disputed by insurers or may otherwise not be recoverable through regulatory mechanisms or may impact our ability to obtain satisfactory levels of insurance, to the extent that such insurance is available or not prohibitively expensive;

cybersecurity threats to the energy grid, storage and pipeline infrastructure, the information and systems used to operate our businesses and the confidentiality of our proprietary information and the personal information of our customers and employees;

our ability to successfully execute our plan to divest certain non-utility assets within the anticipated timeframe, if at all, or that such plan may not yield the anticipated benefits;

actions of activist shareholders, which could impact the market price of our common stock, preferred stock and other securities and disrupt our operations as a result of, among other things, requiring significant time and attention by management and our board of directors;

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;

the impact of recent federal tax reform and uncertainty as to how it may be applied, and our ability to mitigate adverse impacts;

actions by credit rating agencies to downgrade our credit ratings or those of our subsidiaries or to place those ratings on negative outlook and our ability to borrow at favorable interest rates;

changes in foreign and domestic trade policies and laws, including border tariffs, and revisions to international trade agreements, such as NAFTA, that make us less competitive or impair our ability to resolve trade disputes;

the ability to win competitively bid infrastructure projects against a number of strong and aggressive competitors;

expropriation of assets by foreign governments and title and other property disputes;

the impact on reliability of SDG&E's electric transmission and distribution system due to increased amount and variability of power supply from renewable energy sources;

the impact on competitive customer rates due to the growth in distributed and local power generation and 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 DA and CCA or other forms of distributed and local power generation and the potential risk of nonrecovery for stranded assets and contractual obligations;

the ability to realize the anticipated benefits from our investment in Oncor Holdings;

Oncor's ability to eliminate or reduce its quarterly dividends due to regulatory capital requirements, certain reductions in its senior secured credit rating, or the determination by Oncor's independent directors or a minority member director to retain such amounts to meet future requirements; and

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

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

## 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 June 30, 2018		Six months ended June 30, 2018	
	2017 <sup>(1)</sup>	2018	2017 <sup>(1)</sup>	2018
	(unaudited)			
<b>REVENUES</b>				
Utilities		\$2,190	\$2,197	\$4,788
Energy-related businesses		374	336	738
Total revenues		2,564	2,533	5,526
				5,564
<b>EXPENSES AND OTHER INCOME</b>				
Utilities:				
Cost of electric fuel and purchased power		(557 )	(553 )	(1,103 )
Cost of natural gas		(179 )	(228 )	(527 )
Energy-related businesses:				
Cost of natural gas, electric fuel and purchased power		(69 )	(62 )	(138 )
Other cost of sales		(19 )	38	(37 )
Operation and maintenance		(783 )	(748 )	(1,564 )
Depreciation and amortization		(392 )	(368 )	(778 )
Franchise fees and other taxes		(104 )	(101 )	(221 )
Impairment losses		(1,300 )	(71 )	(1,300 )
Other (expense) income, net		(54 )	108	99
Interest income		21	8	54
Interest expense		(237 )	(159 )	(453 )
(Loss) income before income taxes and equity (losses) earnings of unconsolidated subsidiaries		(1,109 )	397	(442 )
Income tax benefit (expense)		583	(167 )	294
Equity (losses) earnings		(4 )	18	(24 )
Net (loss) income		(530 )	248	(172 )
(Earnings) losses attributable to noncontrolling interests		(5 )	12	12
Mandatory convertible preferred stock dividends		(25 )	—	(53 )
Preferred dividends of subsidiary		(1 )	(1 )	(1 )
(Losses) earnings attributable to common shares		\$(561 )	\$259	\$(214 )
				\$700
Basic (losses) earnings per common share		\$(2.11 )	\$1.03	\$(0.82 )
Weighted-average number of shares outstanding, basic (thousands)		265,837	251,447	261,906
				251,290
Diluted (losses) earnings per common share		\$(2.11 )	\$1.03	\$(0.82 )
Weighted-average number of shares outstanding, diluted (thousands)		265,837	252,822	261,906
				252,609
Dividends declared per share of common stock		\$0.89	\$0.83	\$1.79
				\$1.65

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

See Notes to Condensed Consolidated Financial Statements.



**SEMPRA ENERGY****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)***(Dollars in millions)*

	Sempra Energy shareholders' equity				Total
	Pretax amount	Income tax benefit (expense)	Net-of-tax amount	Noncontrolling interests (after-tax)	
Three months ended June 30, 2018 and 2017 (unaudited)					
<b>2018:</b>					
Net (loss) income	\$(1,118 )	\$ 583	\$ (535 )	\$ 5	\$(530 )
Other comprehensive income (loss):					
Foreign currency translation adjustments	(86 )	—	(86 )	(8 )	(94 )
Financial instruments	35	(8 )	27	6	33
Pension and other postretirement benefits	3	—	3	—	3
Total other comprehensive loss	(48 )	(8 )	(56 )	(2 )	(58 )
Comprehensive (loss) income	(1,166 )	575	(591 )	3	(588 )
Preferred dividends of subsidiary	(1 )	—	(1 )	—	(1 )
Comprehensive (loss) income, after preferred dividends of subsidiary	\$(1,167 )	\$ 575	\$ (592 )	\$ 3	\$(589 )
<b>2017:</b>					
Net income (loss)	\$427	\$ (167 )	\$ 260	\$ (12 )	\$248
Other comprehensive income (loss):					
Foreign currency translation adjustments	3	—	3	2	5
Financial instruments	(43 )	17	(26 )	(4 )	(30 )
Pension and other postretirement benefits	2	(1 )	1	—	1
Total other comprehensive loss	(38 )	16	(22 )	(2 )	(24 )
Comprehensive income (loss)	389	(151 )	238	(14 )	224
Preferred dividends of subsidiary	(1 )	—	(1 )	—	(1 )
Comprehensive income (loss), after preferred dividends of subsidiary	\$388	\$ (151 )	\$ 237	\$ (14 )	\$223
Six months ended June 30, 2018 and 2017 (unaudited)					
<b>2018:</b>					
Net loss	\$(454 )	\$294	\$(160 )	\$(12 )	\$(172 )
Other comprehensive income (loss):					
Foreign currency translation adjustments	(62 )	—	(62 )	(3 )	(65 )
Financial instruments	123	(38 )	85	16	101
Pension and other postretirement benefits	6	(1 )	5	—	5
Total other comprehensive income	67	(39 )	28	13	41
Comprehensive (loss) income	(387 )	255	(132 )	1	(131 )
Preferred dividends of subsidiary	(1 )	—	(1 )	—	(1 )
Comprehensive (loss) income, after preferred dividends of subsidiary	\$(388 )	\$255	\$(133 )	\$1	\$(132 )
<b>2017:</b>					
Net income (loss)	\$1,163	\$(462 )	\$701	\$(1 )	\$700
Other comprehensive income (loss):					
Foreign currency translation adjustments	49	—	49	11	60
Financial instruments	(36 )	14	(22 )	(2 )	(24 )
Pension and other postretirement benefits	5	(2 )	3	—	3

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Total other comprehensive income	18	12	30	9	39
Comprehensive income	1,181	(450 )	731	8	739
Preferred dividends of subsidiary	(1 )	—	(1 )	—	(1 )
Comprehensive income, after preferred dividends of subsidiary	\$1,180	\$(450)	\$730	\$8	\$738

*See Notes to Condensed Consolidated Financial Statements.*

**SEMPRA ENERGY**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Dollars in millions)

	June 30, 2018	December 31, 2017 <sup>(1)</sup>
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 252	\$ 288
Restricted cash	60	62
Accounts receivable – trade, net	1,123	1,307
Accounts receivable – other, net	318	277
Due from unconsolidated affiliates	40	37
Income taxes receivable	96	110
Inventories	288	307
Regulatory assets	337	325
Fixed-price contracts and other derivatives	69	66
Greenhouse gas allowances	339	299
Assets held for sale	1,877	127
Other	148	136
Total current assets	4,947	3,341
Other assets:		
Restricted cash	15	14
Due from unconsolidated affiliates	634	598
Regulatory assets	1,644	1,517
Nuclear decommissioning trusts	1,022	1,033
Investment in Oncor Holdings	9,407	—
Other investments	2,576	2,527
Goodwill	2,371	2,397
Other intangible assets	221	596
Dedicated assets in support of certain benefit plans	443	455
Insurance receivable for Aliso Canyon costs	502	418
Deferred income taxes	139	170
Greenhouse gas allowances	228	93
Sundry	842	792
Total other assets	20,044	10,610
Property, plant and equipment:		
Property, plant and equipment	46,902	48,108
Less accumulated depreciation and amortization	(11,986 )	(11,605 )
Property, plant and equipment, net (\$310 and \$321 at June 30, 2018 and December 31, 2017, respectively, related to Otay Mesa VIE)	34,916	36,503
Total assets	\$ 59,907	\$ 50,454

<sup>(1)</sup> Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.



**SEMPRA ENERGY**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)**

(Dollars in millions)

	June 30, 2018	December 31, 2017 <sup>(1)</sup>
	(unaudited)	
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Short-term debt	\$ 3,708	\$ 1,540
Accounts payable – trade	1,064	1,350
Accounts payable – other	151	173
Due to unconsolidated affiliates	10	7
Dividends and interest payable	491	342
Accrued compensation and benefits	317	439
Regulatory liabilities	282	109
Current portion of long-term debt (\$289 and \$10 at June 30, 2018 and December 31, 2017, respectively, related to Otay Mesa VIE)	1,108	1,427
Fixed-price contracts and other derivatives	73	109
Customer deposits	175	162
Reserve for Aliso Canyon costs	160	84
Greenhouse gas obligations	339	299
Liabilities held for sale	158	49
Other	566	545
Total current liabilities	8,602	6,635
Long-term debt (\$284 at December 31, 2017 related to Otay Mesa VIE)	21,278	16,445
Deferred credits and other liabilities:		
Customer advances for construction	148	150
Due to unconsolidated affiliates	36	35
Pension and other postretirement benefit plan obligations, net of plan assets	1,241	1,148
Deferred income taxes	2,078	2,767
Deferred investment tax credits	26	28
Regulatory liabilities	3,945	3,922
Asset retirement obligations	2,732	2,732
Fixed-price contracts and other derivatives	275	316
Greenhouse gas obligations	57	—
Deferred credits and other	1,125	1,136
Total deferred credits and other liabilities	11,663	12,234
Commitments and contingencies (Note 11)		
Equity:		
Preferred stock (50 million shares authorized):		
6% mandatory convertible preferred stock, series A (17.25 million shares issued and outstanding at June 30, 2018)	1,693	—
Common stock (750 million shares authorized; 272 million and 251 million shares outstanding at June 30, 2018 and December 31, 2017, respectively; no par value)	5,279	3,149
Retained earnings	9,455	10,147
Accumulated other comprehensive income (loss)	(601)	(626)
Total Sempra Energy shareholders' equity	15,826	12,670

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Preferred stock of subsidiary	20	20
Other noncontrolling interests	2,518	2,450
Total equity	18,364	15,140
Total liabilities and equity	\$59,907	\$50,454

<sup>(1)</sup> Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

**SEMPRA ENERGY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Dollars in millions)

	Six months ended June 30,	
	2018	2017 <sup>(1)</sup>
	(unaudited)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net (loss) income	\$(172)	\$700
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	778	728
Deferred income taxes and investment tax credits	(401)	411
Impairment losses	1,300	71
Equity losses (earnings)	24	(13)
Fixed-price contracts and other derivatives	(9)	(142)
Other	143	(19)
Net change in other working capital components	208	138
Insurance receivable for Aliso Canyon costs	(84)	52
Changes in other noncurrent assets and liabilities, net	(158)	(37)
Net cash provided by operating activities	1,629	1,889
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditures for property, plant and equipment	(1,941)	(1,802)
Expenditures for investments and acquisitions	(9,823)	(97)
Distributions from investments	9	18
Purchases of nuclear decommissioning trust assets	(487)	(823)
Proceeds from sales of nuclear decommissioning trust assets	487	823
Advances to unconsolidated affiliates	(84)	(183)
Repayments of advances to unconsolidated affiliates	69	2
Other	30	4
Net cash used in investing activities	(11,740)	(2,058)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Common dividends paid	(416)	(368)
Preferred dividends paid	(28)	—
Preferred dividends paid by subsidiary	(1)	(1)
Issuances of mandatory convertible preferred stock, net of \$32 in offering costs	1,693	—
Issuances of common stock, net of \$38 in offering costs in 2018	2,090	28
Repurchases of common stock	(20)	(14)
Issuances of debt (maturities greater than 90 days)	7,407	1,932
Payments on debt (maturities greater than 90 days)	(1,878)	(1,006)
Increase (decrease) in short-term debt, net	1,266	(493)
Proceeds from sale of noncontrolling interest, net of \$1 in offering costs	85	—
Net distributions to noncontrolling interests	(17)	(25)
Settlement of cross-currency swaps	(33)	—
Other	(71)	(9)
Net cash provided by financing activities	10,077	44
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(3)	10
Decrease in cash, cash equivalents and restricted cash	(37)	(115)

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Cash, cash equivalents and restricted cash, January 1	364	425
Cash, cash equivalents and restricted cash, June 30	\$327	\$310

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

**SEMPRA ENERGY**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)**

(Dollars in millions)

	Six months ended June 30,	
	2018	2017 <sup>(1)</sup>
	(unaudited)	
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Interest payments, net of amounts capitalized	\$ 352	\$ 301
Income tax payments, net of refunds	87	109
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES</b>		
Acquisition:		
Assets acquired	\$9,670	\$ —
Liabilities assumed	(104 )	—
Cash paid	\$9,566	\$ —
Accrued capital expenditures	\$ 394	\$ 428
Accrued Merger-related transaction and financing costs	1	—
Increase in capital lease obligations for investment in property, plant and equipment	7	502
Equitization of note receivable due from unconsolidated affiliate	—	19
Preferred dividends declared but not paid	25	—
Common dividends issued in stock	27	27
Common dividends declared but not paid	251	214

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

**SAN DIEGO GAS & ELECTRIC COMPANY**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(Dollars in millions)

	Three months ended June 30,		Six months ended June 30,	
	2018	2017 <sup>(1)</sup>	2018	2017 <sup>(1)</sup>
	(unaudited)			
Operating revenues				
Electric	\$938	\$946	\$1,822	\$1,821
Natural gas	113	112	284	294
Total operating revenues	1,051	1,058	2,106	2,115
Operating expenses				
Cost of electric fuel and purchased power	323	316	597	577
Cost of natural gas	30	38	80	103
Operation and maintenance	251	241	499	472
Depreciation and amortization	169	166	335	329
Franchise fees and other taxes	63	60	132	123
Total operating expenses	836	821	1,643	1,604
Operating income	215	237	463	511
Other income, net	25	19	53	41
Interest income	1	—	2	—
Interest expense	(53 )	(49 )	(105 )	(98 )
Income before income taxes	188	207	413	454
Income tax expense	(42 )	(54 )	(98 )	(144 )
Net income	146	153	315	310
(Earnings) losses attributable to noncontrolling interest	—	(4 )	1	(6 )
Earnings attributable to common shares	\$146	\$149	\$316	\$304

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

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

(Dollars in millions)

	SDG&E shareholder's equity				
	Pretax amount	Income tax expense	Net-of-tax amount	Noncontrolling interest (after-tax)	Total
	Three months ended June 30, 2018 and 2017 (unaudited)				
<b>2018:</b>					
Net income	\$188	\$ (42 )	\$ 146	\$ —	\$ 146
Other comprehensive income (loss):					
Financial instruments	—	—	—	1	1
Total other comprehensive income	—	—	—	1	1
Comprehensive income	\$188	\$ (42 )	\$ 146	\$ 1	\$ 147
<b>2017:</b>					
Net income	\$203	\$ (54 )	\$ 149	\$ 4	\$ 153
Other comprehensive income (loss):					
Financial instruments	—	—	—	1	1
Total other comprehensive income	—	—	—	1	1
Comprehensive income	\$203	\$ (54 )	\$ 149	\$ 5	\$ 154
	Six months ended June 30, 2018 and 2017 (unaudited)				
<b>2018:</b>					
Net income (loss)	\$414	\$ (98 )	\$ 316	\$ (1 )	\$ 315
Other comprehensive income (loss):					
Financial instruments	—	—	—	5	5
Total other comprehensive income	—	—	—	5	5
Comprehensive income	\$414	\$ (98 )	\$ 316	\$ 4	\$ 320
<b>2017:</b>					
Net income	\$448	\$ (144 )	\$ 304	\$ 6	\$ 310
Other comprehensive income (loss):					
Financial instruments	—	—	—	4	4
Total other comprehensive income	—	—	—	4	4
Comprehensive income	\$448	\$ (144 )	\$ 304	\$ 10	\$ 314

See Notes to Condensed Consolidated Financial Statements.

**SAN DIEGO GAS & ELECTRIC COMPANY**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Dollars in millions)

	June 30, 2018	December 31, 2017 <sup>(1)</sup>
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 8	\$ 12
Restricted cash	5	6
Accounts receivable – trade, net	355	362
Accounts receivable – other, net	100	79
Due from unconsolidated affiliates	1	—
Inventories	105	105
Prepaid expenses	41	58
Regulatory assets	327	316
Fixed-price contracts and other derivatives	30	42
Greenhouse gas allowances	116	116
Other	38	4
Total current assets	1,126	1,100
Other assets:		
Restricted cash	12	11
Regulatory assets	463	451
Nuclear decommissioning trusts	1,022	1,033
Greenhouse gas allowances	144	83
Sundry	295	328
Total other assets	1,936	1,906
Property, plant and equipment:		
Property, plant and equipment	20,430	19,787
Less accumulated depreciation and amortization	(5,120 )	(4,949 )
Property, plant and equipment, net (\$310 and \$321 at June 30, 2018 and December 31, 2017, respectively, related to VIE)	15,310	14,838
Total assets	\$ 18,372	\$ 17,844

<sup>(1)</sup> 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)

	June 30, 2018	December 31, 2017 <sup>(1)</sup>
	(unaudited)	
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Short-term debt	\$ 81	\$253
Accounts payable	437	501
Due to unconsolidated affiliates	49	40
Interest payable	43	41
Accrued compensation and benefits	77	122
Accrued franchise fees	38	59
Current portion of long-term debt (\$289 and \$10 at June 30, 2018 and December 31, 2017, respectively, related to VIE)	499	220
Asset retirement obligations	91	77
Regulatory liabilities	9	18
Fixed-price contracts and other derivatives	62	60
Customer deposits	69	69
Greenhouse gas obligations	116	116
Other	41	46
Total current liabilities	1,612	1,622
Long-term debt (\$284 at December 31, 2017 related to VIE)	5,424	5,335
Deferred credits and other liabilities:		
Customer advances for construction	52	57
Pension and other postretirement benefit plan obligations, net of plan assets	209	182
Deferred income taxes	1,568	1,530
Deferred investment tax credits	17	18
Regulatory liabilities	2,287	2,225
Asset retirement obligations	775	762
Fixed-price contracts and other derivatives	136	153
Greenhouse gas obligations	19	—
Deferred credits and other	330	334
Total deferred credits and other liabilities	5,393	5,261
Commitments and contingencies (Note 11)		
Equity:		
Preferred stock (45 million shares authorized; none issued)	—	—
Common stock (255 million shares authorized; 117 million shares outstanding; no par value)	1,338	1,338
Retained earnings	4,584	4,268
Accumulated other comprehensive income (loss)	(8	) (8
Total SDG&E shareholder's equity	5,914	5,598
Noncontrolling interest	29	28
Total equity	5,943	5,626
Total liabilities and equity	\$ 18,372	\$ 17,844

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

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

(Dollars in millions)

	Six months ended June 30, 2018 2017 <sup>(1)</sup> (unaudited)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$315	\$310
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	335	329
Deferred income taxes and investment tax credits	47	98
Fixed-price contracts and other derivatives	(1 )	(1 )
Other	(26 )	(20 )
Net change in other working capital components	(17 )	6
Changes in other noncurrent assets and liabilities, net	(9 )	(32 )
Net cash provided by operating activities	644	690
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditures for property, plant and equipment	(851 )	(763 )
Purchases of nuclear decommissioning trust assets	(487 )	(823 )
Proceeds from sales of nuclear decommissioning trust assets	487	823
Decrease in loans to affiliate, net	—	31
Other	6	—
Net cash used in investing activities	(845 )	(732 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Common dividends paid	—	(175 )
Issuances of debt (maturities greater than 90 days)	398	398
Payments on debt (maturities greater than 90 days)	(23 )	(163 )
(Decrease) increase in short-term debt, net	(172 )	5
Capital distributions made by VIE, net	(3 )	(13 )
Debt issuance costs	(3 )	(4 )
Net cash provided by financing activities	197	48
(Decrease) increase in cash, cash equivalents and restricted cash	(4 )	6
Cash, cash equivalents and restricted cash, January 1	29	20
Cash, cash equivalents and restricted cash, June 30	\$25	\$26
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Interest payments, net of amounts capitalized	\$100	\$94
Income tax payments, net	70	13
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES</b>		
Accrued capital expenditures	\$105	\$152
Increase in capital lease obligations for investment in property, plant and equipment	—	500

<sup>(1)</sup> As adjusted for the retrospective adoption of ASU 2016-18, which we discuss in Note 2.

See Notes to Condensed Consolidated Financial Statements.

**SOUTHERN CALIFORNIA GAS COMPANY**  
**CONDENSED STATEMENTS OF OPERATIONS**

(Dollars in millions)

	Three months ended June 30,		Six months ended June 30,	
	2018	2017 <sup>(1)</sup>	2018	2017 <sup>(1)</sup>
	(unaudited)			
Operating revenues	\$772	\$770	\$1,898	\$2,011
Operating expenses				
Cost of natural gas	150	179	439	587
Operation and maintenance	382	351	766	707
Depreciation and amortization	138	126	273	252
Franchise fees and other taxes	33	34	73	73
Total operating expenses	703	690	1,551	1,619
Operating income	69	80	347	392
Other income, net	13	24	46	38
Interest income	1	—	1	—
Interest expense	(26 )	(26 )	(53 )	(51 )
Income before income taxes	57	78	341	379
Income tax expense	(23 )	(19 )	(82 )	(117 )
Net income	34	59	259	262
Preferred dividend requirements	(1 )	(1 )	(1 )	(1 )
Earnings attributable to common shares	\$33	\$58	\$258	\$261

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

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

(Dollars in millions)

	Pretax amount	Income tax expense	Net-of-tax amount
Three months ended June 30, 2018 and 2017 (unaudited)			
<b>2018:</b>			
Net income	\$57	\$(23)	\$34
Other comprehensive income (loss):			
Pension and other postretirement benefits	1	—	1
Total other comprehensive income	1	—	1
Comprehensive income	\$58	\$(23)	\$35
<b>2017:</b>			
Net income	\$78	\$(19)	\$59
Other comprehensive income (loss):			
Pension and other postretirement benefits	1	—	1
Total other comprehensive income	1	—	1
Comprehensive income	\$79	\$(19)	\$60
Six months ended June 30, 2018 and 2017 (unaudited)			
<b>2018:</b>			
Net income	\$341	\$(82)	\$259
Other comprehensive income (loss):			
Pension and other postretirement benefits	1	—	1
Total other comprehensive income	1	—	1
Comprehensive income	\$342	\$(82)	\$260
<b>2017:</b>			
Net Income	\$379	\$(117)	\$262
Other comprehensive income (loss):			
Pension and other postretirement benefits	1	—	1
Total other comprehensive income	1	—	1
Comprehensive income	\$380	\$(117)	\$263

See Notes to Condensed Financial Statements.

**SOUTHERN CALIFORNIA GAS COMPANY**  
**CONDENSED BALANCE SHEETS**

(Dollars in millions)

	June 30, 2018	December 31, 2017 <sup>(1)</sup>
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 83	\$ 8
Accounts receivable – trade, net	343	517
Accounts receivable – other, net	76	90
Due from unconsolidated affiliates	—	4
Income taxes receivable	5	10
Inventories	80	124
Regulatory assets	10	9
Greenhouse gas allowances	181	179
Other	34	38
Total current assets	812	979
Other assets:		
Regulatory assets	1,098	983
Insurance receivable for Aliso Canyon costs	502	418
Greenhouse gas allowances	72	9
Sundry	350	364
Total other assets	2,022	1,774
Property, plant and equipment:		
Property, plant and equipment	17,409	16,772
Less accumulated depreciation and amortization	(5,509 )	(5,366 )
Property, plant and equipment, net	11,900	11,406
Total assets	\$ 14,734	\$ 14,159

<sup>(1)</sup> Derived from audited financial statements.  
See Notes to Condensed Financial Statements.

**SOUTHERN CALIFORNIA GAS COMPANY**  
**CONDENSED BALANCE SHEETS (CONTINUED)**

(Dollars in millions)

	June 30, 2018	December 31, 2017 <sup>(1)</sup>
	(unaudited)	
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term debt	\$ 326	\$ 116
Accounts payable – trade	295	502
Accounts payable – other	79	93
Due to unconsolidated affiliates	48	35
Accrued compensation and benefits	129	151
Regulatory liabilities	273	91
Current portion of long-term debt	4	501
Customer deposits	103	89
Reserve for Aliso Canyon costs	160	84
Greenhouse gas obligations	181	179
Other	197	205
Total current liabilities	1,795	2,046
Long-term debt	2,883	2,485
Deferred credits and other liabilities:		
Customer advances for construction	97	92
Pension obligation, net of plan assets	827	789
Deferred income taxes	1,138	995
Deferred investment tax credits	9	10
Regulatory liabilities	1,658	1,697
Asset retirement obligations	1,922	1,885
Greenhouse gas obligations	29	—
Deferred credits and other	210	253
Total deferred credits and other liabilities	5,890	5,721
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Preferred stock (11 million shares authorized; 1 million shares outstanding)	22	22
Common stock (100 million shares authorized; 91 million shares outstanding; no par value)	866	866
Retained earnings	3,298	3,040
Accumulated other comprehensive income (loss)	(20)	(21)
Total shareholders' equity	4,166	3,907
Total liabilities and shareholders' equity	\$ 14,734	\$ 14,159

<sup>(1)</sup> Derived from audited financial statements.

See Notes to Condensed Financial Statements.

**SOUTHERN CALIFORNIA GAS COMPANY**  
**CONDENSED STATEMENTS OF CASH FLOWS**

(Dollars in millions)

	Six months ended June 30,	
	2018	2017
	(unaudited)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$259	\$262
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	273	252
Deferred income taxes and investment tax credits	81	96
Other	—	(13 )
Net change in other working capital components	326	253
Insurance receivable for Aliso Canyon costs	(84 )	52
Changes in other noncurrent assets and liabilities, net	(106 )	(47 )
Net cash provided by operating activities	749	855
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditures for property, plant and equipment	(783 )	(682 )
Increase in loans to affiliate, net	—	(84 )
Other	4	—
Net cash used in investing activities	(779 )	(766 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Preferred dividends paid	(1 )	(1 )
Issuances of long-term debt	400	—
Payments on long-term debt	(500 )	—
Increase (decrease) in short-term debt, net	210	(62 )
Debt issuance costs	(4 )	—
Net cash provided by (used in) financing activities	105	(63 )
Increase in cash and cash equivalents	75	26
Cash and cash equivalents, January 1	8	12
Cash and cash equivalents, June 30	\$83	\$38
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Interest payments, net of amounts capitalized	\$51	\$49
Income tax (refunds) payments, net	(4 )	22
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES</b>		
Accrued capital expenditures	\$151	\$155
Increase in capital lease obligations for investment in property, plant and equipment	7	1
<i>See Notes to Condensed Financial Statements.</i>		



## SEMPRA ENERGY AND SUBSIDIARIES

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

#### NOTE 1. GENERAL INFORMATION AND OTHER FINANCIAL DATA

##### **PRINCIPLES OF CONSOLIDATION**

###### *Sempra Energy*

Sempra Energy's Condensed Consolidated Financial Statements include the accounts of Sempra Energy, a California-based Fortune 500 energy-services holding company, and its consolidated subsidiaries and VIEs. Sempra Energy's operating units are:

Sempra Utilities, which includes our SDG&E, SoCalGas, Sempra South American Utilities and our newly formed Sempra Texas Utility reportable segments. We discuss our new Sempra Texas Utility reportable segment in Notes 5 and 6; 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 Texas utility investment, South American utilities or the utility in our Sempra Infrastructure operating unit. Sempra Global is the holding company for most of our subsidiaries that are not subject to California or Texas 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 below in "Variable Interest Entities." SDG&E's common stock is wholly owned by Enova Corporation, which is a wholly owned subsidiary of Sempra Energy.

###### *SoCalGas*

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

##### **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 June 30, 2018 through the date the financial statements were issued and, in the opinion of management, the accompanying statements reflect all adjustments necessary for a fair presentation. These adjustments are only of a normal, recurring nature.

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



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

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

**Reclassification on the Condensed Consolidated Statement of Operations**

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

**SEMPRA ENERGY –  
RECLASSIFICATION**

(Dollars in millions)

Three months ended June 30, 2017		Six months ended June 30, 2017	
As previously presented	As currently presented	As previously presented	As currently presented

**Condensed Consolidated Statement of Operations:**

Equity earnings, before income tax	—	\$ 21	\$	—
Income before income taxes and equity losses of certain unconsolidated subsidiaries	415	1,170	—	
Income before income taxes and equity earnings of unconsolidated subsidiaries	397	—	1,149	
Equity losses, net of income	—	(8)	)	—

tax  
Equity 18 — 13  
earnings

### ***Regulated Operations***

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

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

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

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

**RESTRICTED CASH**

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

**RECONCILIATION OF CASH, CASH EQUIVALENTS AND RESTRICTED CASH***(Dollars in millions)*

	June 30, 2018	December 31, 2017
<b>Sempra Energy Consolidated:</b>		
Cash and cash equivalents	\$252	\$ 288
Restricted cash, current	60	62
Restricted cash, noncurrent	15	14
Total cash, cash equivalents and restricted cash on the Condensed Consolidated Statements of Cash Flows	\$327	\$ 364
<b>SDG&amp;E:</b>		
Cash and cash equivalents	\$8	\$ 12
Restricted cash, current	5	6
Restricted cash, noncurrent	12	11
Total cash, cash equivalents and restricted cash on the Condensed Consolidated Statements of Cash Flows	\$25	\$ 29

**INVENTORIES**

The components of inventories by segment are as follows:

**INVENTORY BALANCES***(Dollars in millions)*

	Natural gas		LNG		Materials and supplies		Total	
	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017
SDG&E	\$—	\$ 4	\$—	\$ —	\$105	\$ 101	\$105	\$ 105
SoCalGas	41	75	—	—	39	49	80	124
Sempra South American Utilities	—	—	—	—	34	30	34	30
Sempra Mexico	—	—	10	7	13	2	23	9
Sempra Renewables	—	—	—	—	—	5	—	5
Sempra LNG & Midstream	46	30	—	4	—	—	46	34
Sempra Energy Consolidated	\$87	\$ 109	\$10	\$ 11	\$191	\$ 187	\$288	\$ 307

At June 30, 2018, \$5 million of inventories at Sempra Renewables is classified as Assets Held for Sale on the Sempra Energy Condensed Consolidated Balance Sheet, as we discuss in Note 5.

**GOODWILL**

We discuss goodwill in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report. The decrease in goodwill from \$2,397 million at December 31, 2017 to \$2,371 million at June 30, 2018 is due to foreign currency translation at Sempra South American Utilities. We record the offset of this fluctuation in OCI.

**OTHER INTANGIBLE ASSETS**

Other Intangible Assets included on the Sempra Energy Condensed Consolidated Balance Sheets are as follows:

**OTHER INTANGIBLE ASSETS**

(Dollars in millions)

	Amortization period (years)	June 30, 2018	December 31, 2017
Development rights	50	\$ —	\$ 322
Renewable energy transmission and consumption permit	19	154	154
Storage rights	46	—	138
O&M agreement	23	66	66
Other	10 years to indefinite	22	18
		242	698
Less accumulated amortization:			
Development rights		—	(60 )
Renewable energy transmission and consumption permit		(12 )	(8 )
Storage rights		—	(28 )
O&M agreement		(2 )	—
Other		(7 )	(6 )
		(21 )	(102 )
		\$ 221	\$ 596

In June 2018, we recognized an impairment of \$369 million for the net carrying value of Other Intangible Assets at Sempra LNG & Midstream, representing development and storage rights related to the natural gas storage facilities of Mississippi Hub and Bay Gas. This impairment is included in Sempra LNG & Midstream's total impairment of \$1.3 billion, which is included in Impairment Losses on Sempra Energy's Condensed Consolidated Statements of Operations in the three months and six months ended June 30, 2018, as we discuss in Notes 5 and 9.

Intangible assets subject to amortization are amortized over their estimated useful lives. Amortization expense for such intangible assets was \$5 million and \$4 million for the three months ended June 30, 2018 and 2017, respectively, and \$10 million and \$8 million for the six months ended June 30, 2018 and 2017, respectively. We estimate the amortization for the next five years to be \$12 million a year. We provide additional information about Other Intangible Assets in Note 1 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 June 30, 2018		Six months ended June 30, 2017	
	2018	2017	2018	2017
Sempra Energy Consolidated	\$57	\$62	\$108	\$144
SDG&E	23	21	47	41
SoCalGas	16	15	29	30



## **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 upon 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 the right to receive benefits that could be significant to the VIE.

We will continue to evaluate our VIEs for any changes that may impact our determination of the primary beneficiary.

### ***SDG&E***

SDG&E's power procurement is subject to reliability requirements that may require SDG&E to enter into various PPAs that 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 on 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 a tolling agreement to purchase power generated at OMEC, a 605-MW generating facility. A related agreement provides SDG&E with the option to purchase OMEC at the end of the contract term in October 2019, or upon earlier termination of the PPA, at a predetermined price subject to adjustments. If SDG&E does not exercise its option (referred to as the call option), under the terms of the agreement, the counterparty can require SDG&E to purchase the power plant for \$280 million, subject to adjustments, on or before October 3, 2019 (referred to as the put option), or upon earlier termination of the PPA. SDG&E does not expect to exercise its call option to purchase OMEC.

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 \$29 million at June 30, 2018 and \$28 million at December 31, 2017 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 \$290 million at June 30, 2018, 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, nor would SDG&E be required to assume OMEC's loan under the call or put option purchase scenarios. The loan fully matures in April 2019, prior to the put option, 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 8.



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.

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**AMOUNTS ASSOCIATED WITH OTAY MESA VIE***(Dollars in millions)*

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Operating expenses				
Cost of electric fuel and purchased power	\$(16)	\$(21)	\$(32)	\$(39)
Operation and maintenance	4	5	8	9
Depreciation and amortization	7	7	15	14
Total operating expenses	(5 )	(9 )	(9 )	(16 )
Operating income	5	9	9	16
Interest expense	(5 )	(5 )	(10 )	(10 )
Income (loss) before income taxes/Net income (loss)	—	4	(1 )	6
(Earnings) losses attributable to noncontrolling interest	—	(4 )	1	(6 )
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 June 30, 2018. In addition to the tolling agreements described above, other variable interests involve various elements of fuel and power costs, and other components of cash flows 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 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 Texas Utility***

On March 9, 2018, we completed the acquisition of an indirect, 100-percent interest in Oncor Holdings, a VIE that owns an 80.25-percent interest in Oncor. Sempra Energy is not the primary beneficiary of the VIE because of the structural and operational ring-fencing measures in place that prevent us from having the power to direct the significant activities of Oncor Holdings. As a result, we do not consolidate Oncor Holdings and instead account for our ownership interest as an equity method investment. See Notes 5 and 6 for additional information about our equity method investment in Oncor Holdings and restrictions in our ability to influence its activities. Our current maximum exposure to loss from our interest in Oncor Holdings does not exceed the carrying value of our investment, which is \$9,407 million at June 30, 2018. Our maximum exposure will fluctuate over time.

***Sempra Renewables***

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 \$1,412 million of property, plant and equipment, net, at December 31, 2017 and equity of \$669 million and \$631 million of Other Noncontrolling Interests at June 30,

2018 and December 31, 2017, respectively, associated with these entities. In June 2018, we reclassified \$1,423 million of property, plant and equipment, net, plus other assets and liabilities associated with these entities, to held for sale, as we discuss in Note 5.

Sempra Energy's Condensed Consolidated Statements of Operations for the three months and six months ended June 30, 2018 and 2017 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 June 30, 2018	2017	Six months ended June 30, 2018	2017
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**REVENUES**

Energy-related businesses	\$32	\$18	\$49	\$31
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**EXPENSES**

Operation and maintenance	(4 )	(7 )	(8 )	(9 )
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Depreciation and amortization	(12 )	(8 )	(23 )	(16 )
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Income before income taxes	16	3	18	6
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Income tax expense	(7 )	(4 )	(12 )	(6 )
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Net income (loss)	(1 )	6	—	—
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Losses attributable to noncontrolling interests <sup>(1)</sup>	20	6	47	10
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Earnings	\$20	\$6	\$47	\$10
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<sup>(1)</sup> Net income or loss attributable to NCI is 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 of the VIE because we do not have the power to direct the most significant activities of Cameron LNG JV. 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 \$1,182 million at June 30, 2018 and \$997 million at December 31, 2017. Our current maximum exposure to loss, which fluctuates over time, includes the carrying value of our investment and the guarantees that we discuss in Note 6 below 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 arrangements are not variable interests in a VIE and therefore are not subject to the U.S. GAAP requirements concerning the consolidation of VIEs.

**ASSET RETIREMENT OBLIGATIONS**

We discuss asset retirement obligations in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report. The changes in asset retirement obligations are as follows:

**CHANGES IN ASSET RETIREMENT OBLIGATIONS**

(Dollars in millions)

Sempra Energy		SDG&E		SoCalGas	
Consolidated		2018	2017	2018	2017
2018	2017				
Balance					
at					
\$2,877	\$2,553	\$839	\$830	\$1,953	\$1,659
January 1 <sup>(1)</sup>					
Accretion expense	54	19	19	38	33
Liabilities incurred	20	—	17	—	—
Reclassifications <sup>(2)</sup>	—	—	—	—	—
Payments	(26)	(21)	(25)	(2)	(1)
Revisions	(6)	29	—	(1)	(6)
Balance					
at					
\$2,889	\$2,595	\$866	\$841	\$1,988	\$1,685
June 30 <sup>(1)</sup>					

<sup>(1)</sup> Current portions of the obligations for Sempra Energy Consolidated and SoCalGas are included in Other Current Liabilities on the Condensed Consolidated Balance Sheets.

<sup>(2)</sup> In June 2018, we reclassified \$57 million at Sempra Renewables and \$8 million at Sempra LNG & Midstream to Liabilities Held for Sale, and \$5 million related to TdM from Liabilities Held for Sale, as we discuss in Note 5.

**PENSION AND OTHER POSTRETIREMENT BENEFITS*****Sale of Qualified Pension Plan Annuity Contracts***

In March 2018, an insurance company purchased certain annuities for current annuitants in the SDG&E and SoCalGas qualified pension plans and assumed the obligation for payment of these annuities. At SDG&E in the first quarter of 2018 and at SoCalGas in the second quarter of 2018, the liability transferred for these annuities, plus the total year-to-date lump-sum payments, exceeded the settlement threshold, which triggered settlement accounting. This resulted in a reduction of the recorded pension liability and pension plan assets of \$274 million at Sempra Energy Consolidated, including \$97 million at SDG&E and \$177 million at SoCalGas. This also resulted in settlement charges in net periodic benefit cost of \$25 million and \$39 million at Sempra Energy Consolidated, including \$2 million and \$16 million at SDG&E in the three months and six months ended June 30, 2018, respectively, and \$23 million at SoCalGas in both the three months and six months ended June 30, 2018. The settlement charges were recorded as regulatory assets on the Condensed Consolidated Balance Sheets.

***Acquisition***

On March 9, 2018, Sempra Energy completed the Merger, as we discuss in Note 5, and assumed other postretirement employee benefits obligations for health care and life insurance benefits, resulting in an increase of \$21 million in the other postretirement benefit plan liability at Sempra Energy Consolidated.

**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 June 30,			
	2018	2017	2018	2017
Service cost	\$33	\$29	\$5	\$5
Interest cost	34	37	9	11
Expected return on assets	(39)	(40)	(17)	(17)
Amortization of:				
Prior service cost	2	2	—	—
Actuarial loss (gain)	10	8	(1)	—
Settlements	25	—	—	—
Net periodic benefit cost (credit)	65	36	(4)	(1)
Regulatory adjustment	(35)	(29)	5	2
Total expense recognized	\$30	\$7	\$1	\$1

	Six months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Service cost	\$66	\$57	\$11	\$11
Interest cost	69	74	18	20
Expected return on assets	(81)	(80)	(35)	(33)
Amortization of:				
Prior service cost	5	5	—	—
Actuarial loss (gain)	19	16	(2)	(1)
Settlements	39	—	—	—
Net periodic benefit cost (credit)	117	72	(8)	(3)
Regulatory adjustment	(80)	(41)	9	4
Total expense recognized	\$37	\$31	\$1	\$1

**NET PERIODIC BENEFIT COST – SDG&E***(Dollars in millions)*

	Pension benefits		Other postretirement benefits	
	Three months ended June 30,			
	2018	2017	2018	2017
Service cost	\$8	\$7	\$ 1	\$ 2
Interest cost	8	10	1	2
Expected return on assets	(12 )	(13 )	(4 )	(4 )
Amortization of:				
Prior service cost	1	1	1	1
Actuarial loss	2	2	—	—
Settlements	2	—	—	—
Net periodic benefit cost (credit)	9	7	(1 )	1
Regulatory adjustment	(8 )	(7 )	1	(1 )
Total expense recognized	\$1	\$—	\$ —	\$ —

	Six months ended June 30,			
	2018	2017	2018	2017
Service cost	\$16	\$15	\$ 2	\$ 3
Interest cost	17	19	3	4
Expected return on assets	(25 )	(24 )	(7 )	(7 )
Amortization of:				
Prior service cost	1	1	2	2
Actuarial loss (gain)	3	4	(1 )	—
Settlements	16	—	—	—
Net periodic benefit cost (credit)	28	15	(1 )	2
Regulatory adjustment	(27 )	(14 )	1	(2 )
Total expense recognized	\$1	\$1	\$ —	\$ —

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

	Pension benefits		Other postretirement benefits	
	Three months ended June 30,			
	2018	2017	2018	2017
Service cost	\$21	\$18	\$ 4	\$ 3
Interest cost	22	24	7	8
Expected return on assets	(25 )	(25 )	(14 )	(13 )
Amortization of:				
Prior service cost	2	2	—	—
Actuarial loss (gain)	6	4	(1 )	(1 )
Settlements	23	—	—	—
Net periodic benefit cost (credit)	49	23	(4 )	(3 )
Regulatory adjustment	(27 )	(22 )	4	3
Total expense recognized	\$22	\$1	\$ —	\$ —

	Six months ended June 30,			
	2018	2017	2018	2017
Service cost	\$43	\$36	\$ 8	\$ 7



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Interest cost	45	48	14	15
Expected return on assets	(51 )	(51 )	(28 )	(26 )
Amortization of:				
Prior service cost (credit)	4	4	(1 )	(1 )
Actuarial loss (gain)	12	8	(1 )	(1 )
Settlements	23	—	—	—
Net periodic benefit cost (credit)	76	45	(8 )	(6 )
Regulatory adjustment	(53 )	(27 )	8	6
Total expense recognized	\$23	\$18	\$ —	\$ —

**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 2018:

**BENEFIT PLAN CONTRIBUTIONS**

(Dollars in millions)

	Sempra Energy Consolidated	SDG&E	SoCalGas
Contributions through June 30, 2018:			
Pension plans	\$ 37	\$ 2	\$ 23
Other postretirement benefit plans	2	—	1
Total expected contributions in 2018:			
Pension plans	\$ 226	\$ 48	\$ 113
Other postretirement benefit plans	9	3	2

**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 \$443 million and \$455 million at June 30, 2018 and December 31, 2017, respectively.

**(LOSSES) EARNINGS PER COMMON SHARE**

The following table provides EPS computations for the three months and six months ended June 30, 2018 and 2017. Basic EPS is calculated by dividing (losses) 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.

**(LOSSES) EARNINGS PER COMMON SHARE COMPUTATIONS**

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

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Numerator:				
(Losses) earnings attributable to common shares	\$(561 )	\$ 259	\$(214 )	\$ 700
Denominator:				
Weighted-average common shares outstanding for basic EPS <sup>(1)</sup>	265,837	251,447	261,906	251,290
Dilutive effect of stock options, RSAs and RSUs <sup>(2)(3)</sup>	—	1,375	—	1,319
Dilutive effect of common stock shares sold forward <sup>(2)</sup>	—	—	—	—
Weighted-average common shares outstanding for diluted EPS <sup>(2)</sup>	265,837	252,822	261,906	252,609
EPS:				
Basic	\$(2.11 )	\$ 1.03	\$(0.82 )	\$ 2.79
Diluted	\$(2.11 )	\$ 1.03	\$(0.82 )	\$ 2.77

*Includes 640 and 608 average fully vested RSUs held in our Deferred Compensation Plan for the three months ended June 30, 2018 and 2017, respectively, and 634 and 604 of such RSUs for the six months ended June 30, 2018 and 2017, 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.*

*In the three months and six months ended June 30, 2018, the total weighted-average number of potentially dilutive stock options, RSAs and RSUs was 986 and 931, respectively, and the total weighted-average number of potentially dilutive common stock shares sold forward was 714 and 746, respectively. However, these securities were not included in the computation of EPS since to do so would have decreased the loss per share.*

*<sup>(3)</sup> Due to market fluctuations of both Sempra Energy common stock and the comparative indices used to determine the vesting percentage of our total 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 both the three months and six months ended June 30, 2018 and 2017 excludes 1,816 and 3,010 potentially dilutive shares, respectively, because to include them would be antidilutive for the period. However, these shares could potentially dilute basic EPS in the future.

The potentially dilutive impact from the forward sale of our common stock pursuant to the forward sale agreements that we discuss below in “Shareholders’ Equity and Noncontrolling Interests – Sempra Energy Common Stock Offerings,” is reflected in our diluted EPS calculation using the treasury stock method. We anticipate there will be a dilutive effect on our EPS when the average market price of shares of our common stock is above the applicable adjusted forward sale price, subject to increase or decrease based on the overnight bank funding rate, less a spread, and subject to decrease by amounts related to expected dividends on shares of our common stock during the term of the forward sale agreements. Additionally, if we decide to physically settle or net share settle the forward sale agreements, delivery of our shares to the forward purchasers on any such physical settlement or net share settlement of the forward sale agreements would result in dilution to our EPS.

The potentially dilutive impact from our 6% mandatory convertible preferred stock, series A (series A preferred stock) issued in January 2018 is calculated under the if-converted method. The computation of diluted EPS for both the three months and six months ended June 30, 2018 excludes 15,296,567 potentially dilutive shares, because to include them would be antidilutive for the period. However, these shares could potentially dilute basic EPS in the future. We discuss the issuance of the series A preferred stock in “Shareholders’ Equity and Noncontrolling Interests – Sempra Energy 6% Mandatory Convertible Preferred Stock, Series A” below.

Pursuant to our Sempra Energy share-based compensation plans, Sempra Energy’s Board of Directors granted 358,363 performance-based RSUs and 266,569 service-based RSUs during the six months ended June 30, 2018, primarily in January. During the six months ended June 30, 2018, IEnova granted 966,747 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.

**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 NCI:

**CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) BY COMPONENT<sup>(1)</sup>**

(Dollars in millions)

	Foreign currency translation adjustments	Financial instruments	Pension and other postretirement benefits	Total accumulated other comprehensive income (loss)
Three months ended June 30, 2018 and 2017				
<b>Sempra Energy Consolidated:</b>				
Balance as of March 31, 2018	\$ (396 )	\$ (67 )	\$ (82 )	\$ (545 )
OCI before reclassifications	(86 )	19	1	(66 )
Amounts reclassified from AOCI	—	8	2	10
Net OCI	(86 )	27	3	(56 )
Balance as of June 30, 2018	\$ (482 )	\$ (40 )	\$ (79 )	\$ (601 )
Balance as of March 31, 2017	\$ (481 )	\$ (121 )	\$ (94 )	\$ (696 )
OCI before reclassifications	3	(26 )	—	(23 )
Amounts reclassified from AOCI	—	—	1	1
Net OCI	3	(26 )	1	(22 )
Balance as of June 30, 2017	\$ (478 )	\$ (147 )	\$ (93 )	\$ (718 )
<b>SDG&amp;E:</b>				
Balance as of March 31, 2018 and June 30, 2018			\$ (8 )	\$ (8 )
Balance as of March 31, 2017 and June 30, 2017			\$ (8 )	\$ (8 )
<b>SoCalGas:</b>				
Balance as of March 31, 2018	\$ (13 )	\$ (8 )	\$ (8 )	\$ (21 )
Amounts reclassified from AOCI	—	1	1	1
Net OCI	—	1	1	1
Balance as of June 30, 2018	\$ (13 )	\$ (7 )	\$ (7 )	\$ (20 )
Balance as of March 31, 2017	\$ (13 )	\$ (9 )	\$ (9 )	\$ (22 )
Amounts reclassified from AOCI	—	1	1	1
Net OCI	—	1	1	1
Balance as of June 30, 2017	\$ (13 )	\$ (8 )	\$ (8 )	\$ (21 )

<sup>(1)</sup> All amounts are net of income tax, if subject to tax, and exclude NCI.

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

	Foreign currency translation adjustments	Financial instruments	Pension and other postretirement benefits	Total accumulated other comprehensive income (loss)
Six months ended June 30, 2018 and 2017				
<b>Sempra Energy Consolidated:</b>				
Balance as of December 31, 2017	\$ (420 )	\$ (122 )	\$ (84 )	\$ (626 )
Cumulative-effect adjustment from change in accounting principle	—	(3 )	—	(3 )
OCI before reclassifications	(62 )	85	1	24
Amounts reclassified from AOCI	—	—	4	4
Net OCI	(62 )	85	5	28
Balance as of June 30, 2018	\$ (482 )	\$ (40 )	\$ (79 )	\$ (601 )
Balance as of December 31, 2016	\$ (527 )	\$ (125 )	\$ (96 )	\$ (748 )
OCI before reclassifications	49	(28 )	—	21
Amounts reclassified from AOCI	—	6	3	9
Net OCI	49	(22 )	3	30
Balance as of June 30, 2017	\$ (478 )	\$ (147 )	\$ (93 )	\$ (718 )
<b>SDG&amp;E:</b>				
Balance as of December 31, 2017 and June 30, 2018			\$ (8 )	\$ (8 )
Balance as of December 31, 2016 and June 30, 2017			\$ (8 )	\$ (8 )
<b>SoCalGas:</b>				
Balance as of December 31, 2017	\$ (13 )		\$ (8 )	\$ (21 )
Amounts reclassified from AOCI	—		1	1
Net OCI	—		1	1
Balance as of June 30, 2018	\$ (13 )		\$ (7 )	\$ (20 )
Balance as of December 31, 2016	\$ (13 )		\$ (9 )	\$ (22 )
Amounts reclassified from AOCI	—		1	1
Net OCI	—		1	1
Balance as of June 30, 2017	\$ (13 )		\$ (8 )	\$ (21 )

<sup>(1)</sup> All amounts are net of income tax, if subject to tax, and exclude NCI.

**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 June 30,		Affected line item on Condensed Consolidated Statements of Operations
	2018	2017	
<b>Sempra Energy Consolidated:</b>			
Financial instruments:			
Interest rate and foreign exchange instruments <sup>(1)</sup>	\$ 1	\$ (1 )	Interest Expense
Interest rate and foreign exchange instruments	18	—	Other (Expense) Income, Net
Interest rate and foreign exchange instruments	1	5	Equity (Losses) Earnings
Foreign exchange instruments	(1 )	(1 )	Revenues: Energy-Related Businesses
Total before income tax	19	3	
	(4 )	(1 )	Income Tax Benefit (Expense)
Net of income tax	15	2	
	(7 )	(2 )	(Earnings) Losses Attributable to Noncontrolling Interests
	\$ 8	\$ —	
Pension and other postretirement benefits:			
Amortization of actuarial loss <sup>(2)</sup>	\$ 3	\$ 2	Other (Expense) Income, Net
	(1 )	(1 )	Income Tax Benefit (Expense)
Net of income tax	\$ 2	\$ 1	
Total reclassifications for the period, net of tax	\$ 10	\$ 1	
<b>SDG&amp;E:</b>			
Financial instruments:			
Interest rate instruments <sup>(1)</sup>	\$ 1	\$ 3	Interest Expense
	(1 )	(3 )	(Earnings) Losses Attributable to Noncontrolling Interest
Total reclassifications for the period, net of tax	\$ —	\$ —	
<b>SoCalGas:</b>			
Pension and other postretirement benefits:			
Amortization of actuarial loss <sup>(2)</sup>	\$ 1	\$ 1	Other Income, Net
Total reclassifications for the period, net of tax	\$ 1	\$ 1	

<sup>(1)</sup> Amounts include Otay Mesa VIE. All of SDG&E's interest rate derivative activity relates to Otay Mesa VIE.<sup>(2)</sup> 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) Six months ended June 30,		Affected line item on Condensed Consolidated Statements of Operations
	2018	2017	
<b>Sempra Energy Consolidated:</b>			
Financial instruments:			
Interest rate and foreign exchange instruments <sup>(1)</sup>	\$ (1 )	\$ (4 )	Interest Expense
Interest rate and foreign exchange instruments	5	9	Equity (Losses) Earnings
Foreign exchange instruments	(1 )	1	Revenues: Energy-Related Businesses
Commodity contracts not subject to rate recovery	—	9	Revenues: Energy-Related Businesses
Total before income tax	3	15	
	(1 )	(5 )	Income Tax Benefit (Expense)
Net of income tax	2	10	
	(2 )	(4 )	(Earnings) Losses Attributable to Noncontrolling Interests
	\$ —	\$ 6	
Pension and other postretirement benefits:			
Amortization of actuarial loss <sup>(2)</sup>	\$ 6	\$ 5	Other (Expense) Income, Net
	(2 )	(2 )	Income Tax Benefit (Expense)
Net of income tax	\$ 4	\$ 3	
Total reclassifications for the period, net of tax	\$ 4	\$ 9	
<b>SDG&amp;E:</b>			
Financial instruments:			
Interest rate instruments <sup>(1)</sup>	\$ 4	\$ 6	Interest Expense
	(4 )	(6 )	(Earnings) Losses Attributable to Noncontrolling Interest
Total reclassifications for the period, net of tax	\$ —	\$ —	
<b>SoCalGas:</b>			
Pension and other postretirement benefits:			
Amortization of actuarial loss <sup>(2)</sup>	\$ 1	\$ 1	Other Income, Net
Total reclassifications for the period, net of tax	\$ 1	\$ 1	

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

<sup>(2)</sup> 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 NCI for the six months ended June 30, 2018 and 2017.

**SHAREHOLDERS' EQUITY AND NONCONTROLLING INTERESTS – SEMPRA ENERGY CONSOLIDATED**

(Dollars in millions)

	Sempra Energy shareholders' equity	Non-controlling interests <sup>(1)</sup>	Total equity
Balance at December 31, 2017	\$ 12,670	\$ 2,470	\$ 15,140
Cumulative-effect adjustment from change in accounting principle <sup>(2)</sup>	(1 )	—	(1 )
Comprehensive (loss) income	(132 )	1	(131 )
Share-based compensation expense	33	—	33
Mandatory convertible preferred stock dividends declared	(53 )	—	(53 )
Preferred dividends of subsidiary	(1 )	—	(1 )
Common stock dividends declared	(480 )	—	(480 )
Issuances of mandatory convertible preferred stock	1,693	—	1,693
Issuances of common stock	2,117	—	2,117
Repurchases of common stock	(20 )	—	(20 )
Equity contributed by noncontrolling interest	—	1	1
Distributions to noncontrolling interests	—	(18 )	(18 )
Purchase of noncontrolling interests	—	(1 )	(1 )
Sale of noncontrolling interests, net of offering costs	—	85	85
Balance at June 30, 2018	\$ 15,826	\$ 2,538	\$ 18,364
Balance at December 31, 2016	\$ 12,951	\$ 2,290	\$ 15,241
Comprehensive income	731	8	739
Share-based compensation expense	23	—	23
Preferred dividends of subsidiary	(1 )	—	(1 )
Common stock dividends declared	(413 )	—	(413 )
Issuances of common stock	55	—	55
Repurchases of common stock	(14 )	—	(14 )
Equity contributed by noncontrolling interests	—	1	1
Distributions to noncontrolling interests	—	(26 )	(26 )
Balance at June 30, 2017	\$ 13,332	\$ 2,273	\$ 15,605

<sup>(1)</sup> NCI includes the preferred stock of SoCalGas and other NCI as listed in the table below under "Other Noncontrolling Interests."

<sup>(2)</sup> Represents impact from adoption of ASU 2016-01, which we discuss in Note 2.

**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, 2017	\$ 5,598	\$ 28	\$ 5,626
Comprehensive income	316	4	320
Equity contributed by noncontrolling interest	—	1	1
Distributions to noncontrolling interest	—	(4 )	(4 )
Balance at June 30, 2018	\$ 5,914	\$ 29	\$ 5,943
Balance at December 31, 2016	\$ 5,641	\$ 37	\$ 5,678
Comprehensive income	304	10	314
Common stock dividends declared	(175 )	—	(175 )
Equity contributed by noncontrolling interest	—	1	1
Distributions to noncontrolling interest	—	(14 )	(14 )

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Balance at June 30, 2017	\$ 5,770	\$ 34	\$5,804
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**SHAREHOLDERS' EQUITY – SOCIALGAS***(Dollars in millions)*

	Total equity
Balance at December 31, 2017	\$3,907
Comprehensive income	260
Preferred stock dividends declared (1 )	
Balance at June 30, 2018	\$4,166
Balance at December 31, 2016	\$3,510
Comprehensive income	263
Preferred stock dividends declared (1 )	
Balance at June 30, 2017	\$3,772

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 NCI. As a result, NCI is reported as a separate component of equity on the Condensed Consolidated Balance Sheets. Earnings or losses attributable to NCI are separately identified on the Condensed Consolidated Statements of Operations, and comprehensive income or loss attributable to NCI is separately identified on the Condensed Consolidated Statements of Comprehensive Income (Loss).

***Sempra Energy 6% Mandatory Convertible Preferred Stock, Series A***

On January 9, 2018, we issued 17,250,000 shares of our series A preferred stock in a registered public offering at \$100.00 per share (or \$98.20 per share after deducting underwriting discounts), including 2,250,000 shares purchased by the underwriters directly from us as a result of fully exercising their option to purchase such shares from us solely to cover overallocments. Each share of series A preferred stock has a liquidation value of \$100.00. We used the net proceeds of approximately \$1.69 billion (net of underwriting discounts and equity issuance costs of \$32 million) to fund a portion of the Merger Consideration, as we discuss in Note 5. We discuss the terms of the series A preferred stock in Note 18 of the Notes to Consolidated Financial Statements in the Annual Report.

***Sempra Energy 6.75% Mandatory Convertible Preferred Stock, Series B***

On July 13, 2018, Sempra Energy issued 5,750,000 shares of our series B preferred stock and received proceeds of approximately \$565.5 million (net of underwriting discounts, but before deducting equity issuance costs), which we discuss in Note 13.

***Sempra Energy Common Stock Offerings***

On January 9, 2018, we completed the offering of 23,364,486 shares of our common stock, no par value, in a registered public offering at \$107.00 per share (approximately \$105.07 per share after deducting the underwriting discount), pursuant to forward sale agreements with each of Morgan Stanley & Co. LLC, an affiliate of RBC Capital Markets, LLC and an affiliate of Barclays Capital Inc. (the forward purchasers). The shares offered pursuant to the forward sale agreements were borrowed by the underwriters and therefore are not newly issued shares. The underwriters of the offering fully exercised the option we granted them to purchase an additional 3,504,672 shares of common stock directly from us solely to cover overallocments. After the offering, including the issuance of shares pursuant to the exercise of the overallocment option, the aggregate shares of common stock sold in the offering totaled 26,869,158. We received net proceeds of \$367 million (net of underwriting discounts and equity issuance costs of \$8 million) from the sale of shares to cover overallocments. The initial forward sale price under the forward sale agreements is approximately \$105.07 per share, which was the public offering price in the common stock offering less the underwriting discount. However, the forward sale price is subject to adjustment pursuant to the forward sale agreements. We did not initially receive any proceeds from the sale of our common stock sold by the forward sellers to the underwriters.

In the three months and six months ended June 30, 2018, we settled approximately \$800 million (net of underwriting discounts of \$14 million) and \$1.7 billion (net of underwriting discounts of \$30 million), respectively, of forward sales under the forward sale agreements by delivering 7,651,671 shares and 16,208,301 shares, respectively, of newly issued Sempra Energy common stock at forward sale prices ranging from approximately \$104.53 to approximately

\$105.18 per share.

We used the net proceeds from the sale of shares in the January 2018 offering and from the settlement of forward sales in the first quarter of 2018 under the forward sale agreements to fund a portion of the Merger Consideration, as we discuss in Note 5. We used the net proceeds from the settlement of forward sales in the second quarter of 2018 to repay long-term debt maturing in June 2018 and to repay commercial paper used to fund a portion of the Merger Consideration.

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On July 13, 2018, we completed the offering of 9,750,000 shares of our common stock in a registered public offering, pursuant to forward sale agreements. In connection with the overallotment option granted to the underwriters, on July 13, 2018, we issued 1,462,500 shares of our common stock and received net proceeds of \$163.6 million (net of underwriting discounts, but before deducting equity issuance costs) for such shares, which we discuss in Note 13. As of August 6, 2018, a total of 16,906,185 shares of Sempra Energy common stock from our January and July 2018 offerings remain subject to future settlement under these forward sale agreements, which may be settled on one or more dates specified by us occurring no later than December 15, 2019. Although we expect to settle the forward sale agreements entirely by the physical delivery of shares of our common stock in exchange for cash proceeds, we may, subject to certain conditions, elect cash settlement or net share settlement for all or a portion of our obligations under the forward sale agreements. The forward sale agreements are also subject to acceleration by the forward purchasers upon the occurrence of certain events.

### ***SoCalGas Preferred Stock***

The preferred stock at SoCalGas is presented at Sempra Energy as a noncontrolling interest. Sempra Energy records charges against income related to NCI 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 June 30, 2018 and December 31, 2017, we reported the following noncontrolling ownership interests held by others (not including preferred shareholders) 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 (deficit) held by noncontrolling interests	
	June 30, 2018	December 31, 2017	June 30, 2018	December 31, 2017
<b>SDG&amp;E:</b>				
Otay Mesa VIE	100	% 100	%"\$29	\$ 28
<b>Sempra South American Utilities:</b>				
Chilquinta Energía subsidiaries <sup>(1)</sup>	19.8 – 43.4	22.9 – 43.4	23	24
Luz del Sur	16.4	16.4	192	189
Tecsur	9.8	9.8	4	4
<b>Sempra Mexico:</b>				
IEnova <sup>(2)</sup>	33.6	33.6	1,605	1,532
<b>Sempra Renewables:</b>				
Tax equity arrangements – win <sup>(3)</sup>	NA	NA	160	181
Tax equity arrangements – sold <sup>(3)</sup>	NA	NA	509	450
<b>Sempra LNG &amp; Midstream:</b>				
Bay Gas	9.1	9.1	8	28
Liberty Gas Storage, LLC	24.6	24.6	(12 )	14
Total Sempra Energy			\$2,518	\$ 2,450

<sup>(1)</sup> Chilquinta Energía has four subsidiaries with NCI held by others. Percentage range reflects the highest and lowest ownership percentages among these subsidiaries.

<sup>(2)</sup> IEnova has a subsidiary with a 10-percent NCI held by others. The equity held by NCI is negligible at both June 30, 2018 and December 31, 2017.

<sup>(3)</sup> Net income or loss attributable to NCI is computed using the HLBV method and is not based on ownership percentages.

### ***Sempra Renewables***

In the fourth quarter of 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' portfolio of four solar power generation projects located in Fresno County, California. Sempra Renewables received tax equity funding

for three of the four phases in the fourth quarter of 2017. Additional funding of \$85 million, net of offering costs, for the fourth phase of the tax equity arrangement occurred in April 2018. Sempra Renewables continues to consolidate the entity and report NCI representing the financial institution's membership interest in the tax equity arrangement.

**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)

	June 30, 2018	December 31, 2017
<b>Sempra Energy Consolidated:</b>		
Total due from various unconsolidated affiliates – current	\$40	\$ 37
Sempra South American Utilities <sup>(1)</sup> :		
Eletrans – 4% Note <sup>(2)</sup>	\$38	\$ 103
Other related party receivables	1	1
Sempra Mexico <sup>(1)</sup> :		
IMG – Note due March 15, 2022 <sup>(3)</sup>	589	487
Energía Sierra Juárez – Note <sup>(4)</sup>	6	7
Total due from unconsolidated affiliates – noncurrent	\$634	\$ 598
Total due to various unconsolidated affiliates – current	\$(10)	\$(7)
Sempra Mexico <sup>(1)</sup> :		
Total due to unconsolidated affiliates – noncurrent – TAG – Note due December 20, 2021	\$(36)	\$(35)
<b>SDG&amp;E:</b>		
Total due from various unconsolidated affiliates – current	\$1	\$ —
Sempra Energy	\$(38)	\$(30)
SoCalGas	—	(4)
Various affiliates	(11)	(6)
Total due to unconsolidated affiliates – current	\$(49)	\$(40)
Income taxes due from Sempra Energy <sup>(6)</sup>	\$47	