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SEMPRA ENERGY

Form 10-Q

October 30, 2017

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sre:SanDiegoGasAndElectricCompanyMember sre:OwnershipInterestsHeldByOthersOtayMesaVieMember

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

UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF
1934
For the
quarterly September 30, 2017
period ended

or

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

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period
from

Commission File No.	Exact Name of Registrants as Specified in their Charters, Address and Telephone Number	States of Incorporation	I.R.S. Employer Identification Nos.	Former name, former address and former fiscal year, if changed since last report
1-14201	SEMPRA ENERGY 488 8 th Avenue San Diego, California 92101 (619) 696-2000	California	33-0732627	No change
1-03779	SAN DIEGO GAS & ELECTRIC COMPANY 8326 Century Park Court San Diego, California 92123 (619) 696-2000	California	95-1184800	No change
1-01402	SOUTHERN CALIFORNIA GAS COMPANY 555 West Fifth Street Los Angeles, California 90013 (213) 244-1200	California	95-1240705	No change

Indicate by check
mark whether the
registrants (1) have
filed all reports
required to be filed
by Section 13 or
15(d) of the
Securities Exchange

Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Yes No

1

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

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

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

Large

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

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

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

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

12b-2 of the
Exchange Act).

Sempra
Energy Yes No X

San
Diego

Gas
& Yes No X

Electric

Company

Southern

California
Gas Yes No X

Company

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

Common stock
outstanding on
October 24, 2017:

Sempra Energy 251,277,393 shares

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

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

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

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

GLOSSARY

2016 GRC FD	final decision in the California Utilities' 2016 General Rate Case
AFUDC	allowance for funds used during construction
ALJ	administrative law judge
Annual Report	Annual Report on Form 10-K for the year ended December 31, 2016
AOCI	Accumulated Other Comprehensive Income (Loss)
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
Bay Gas	Bay Gas Storage Company, Ltd.
Bcf	billion cubic feet
Blade	Blade Energy Partners
bps	basis points
CAISO	California Independent System Operator
California Utilities	San Diego Gas & Electric Company and Southern California Gas Company, collectively
Cameron LNG JV	Cameron LNG Holdings, LLC
CARB	California Air Resources Board
CCA	Community Choice Aggregation
CCM	cost of capital adjustment mechanism
CEC	California Energy Commission
CEQA	California Environmental Quality Act
CFCA	Core Fixed Cost Account
CFE	Comisión Federal de Electricidad (Federal Electricity Commission in Mexico)
Chilquinta Energía	Chilquinta Energía S.A. and its subsidiaries
COFECE	Comisión Federal de Competencia Económica (Mexican Competition Commission)
CPED	Consumer Protection and Enforcement Division
CPI	Consumer Price Index
CPUC	California Public Utilities Commission
CRE	Comisión Reguladora de Energía (Energy Regulatory Commission in Mexico)
CRR	congestion revenue right
DA	Direct Access
DEN	Ductos y Energéticos del Norte, S. de R.L. de C.V.
DOE	U.S. Department of Energy
DOGGR	California Department of Conservation's Division of Oil, Gas, and Geothermal Resources
DPH	Los Angeles County Department of Public Health
Ecogas	Ecogas México, S. de R.L. de C.V.
Edison	Southern California Edison Company
EFH	Energy Future Holdings Corp.
EFIH	Energy Future Intermediate Holding Company LLC
Eletrans	Eletrans S.A., Eletrans II S.A. and Eletrans III S.A., collectively
EnergySouth	EnergySouth Inc.
EPA	U.S. Environmental Protection Agency
EPC	engineering, procurement and construction
EPS	earnings per common share
ERRA	Energy Resource Recovery Account
FERC	Federal Energy Regulatory Commission
FTA	Free Trade Agreement
GCIM	Gas Cost Incentive Mechanism
GdC	Gasoductos de Chihuahua, S. de R.L. de C.V. (now known as IEnova Pipelines)
GHG	greenhouse gas
GRC	General Rate Case
HLBV	hypothetical liquidation at book value
HMRC	United Kingdom's Revenue and Customs Department
IEnova	Infraestructura Energética Nova, S.A.B. de C.V.
IEnova Pipelines	IEnova Pipelines, S. de R.L. de C.V. (formerly known as GdC)
IMG	Infraestructura Marina del Golfo
IRS	Internal Revenue Service
ISFSI	independent spent fuel storage installation

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

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GLOSSARY (CONTINUED)

LNG	liquefied natural gas
LPG	liquid petroleum gas
Luz del Sur	Luz del Sur S.A.A. and its subsidiaries
MHI	Mitsubishi Heavy Industries, Ltd., Mitsubishi Nuclear Energy Systems, Inc., and Mitsubishi Heavy Industries America, Inc., collectively
Mississippi Hub	Mississippi Hub, LLC
MMBtu	million British thermal units (of natural gas)
Mobile Gas	Mobile Gas Service Corporation
Mtpa	million tonnes per annum
MW	megawatt
MWh	megawatt hour
NDT	Nuclear Decommissioning Trust
NEIL	Nuclear Electric Insurance Limited
NEPA	National Environmental Policy Act
NRC	Nuclear Regulatory Commission
OCI	Other Comprehensive Income (Loss)
OII	Order Instituting Investigation
O&M	operation and maintenance expense
OMEC	Otay Mesa Energy Center
OMEC LLC	Otay Mesa Energy Center LLC
OMI	Oncor Management Investment LLC
Oncor	Oncor Electric Delivery Company LLC
Oncor Holdings	Oncor Electric Delivery Holdings Company LLC
ORA	CPUC Office of Ratepayer Advocates
Otay Mesa VIE	OMEC LLC VIE
PEMEX	Petróleos Mexicanos (Mexican state-owned oil company)
PG&E	Pacific Gas and Electric Company
PHMSA	Pipeline and Hazardous Materials Safety Administration
PP&E	property, plant and equipment
PPA	power purchase agreement
PSEP	Pipeline Safety Enhancement Plan
PUCT	Public Utility Commission of Texas
RAMP	Risk Assessment Mitigation Phase
RBS	The Royal Bank of Scotland plc
RBS SEE	RBS Sempra Energy Europe
RBS Sempra Commodities	RBS Sempra Commodities LLP
Rockies Express	Rockies Express Pipeline LLC
ROE	return on equity
RSA	restricted stock award
RSU	restricted stock unit
SB	Senate Bill
SCAQMD	South Coast Air Quality Management District
SDCA	United States District Court for the Southern District of California
SDG&E	San Diego Gas & Electric Company
SEC	United States Securities and Exchange Commission
SEDATU	Secretaría de Desarrollo Agrario, Territorial y Urbano (Mexican agency in charge of agriculture, land and urban development)
SFP	secondary financial protection
SoCalGas	Southern California Gas Company
SONGS	San Onofre Nuclear Generating Station
SONGS OII	CPUC's Order Instituting Investigation into the SONGS Outage
TdM	Termoeléctrica de Mexicali
TransCanada	TransCanada Corporation
Tribunal	International Chamber of Commerce International Court of Arbitration Tribunal
TTI	Texas Transmission Investment LLC

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

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INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

We make statements in this report that are not historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon assumptions with respect to the future, involve risks and uncertainties, and are not guarantees of performance. Future results may differ materially from those expressed in the forward-looking statements. These forward-looking statements represent our estimates and assumptions only as of the filing date of this report. We assume no obligation to update or revise any forward-looking statement as a result of new information, future events or other factors. In this report, when we use words such as “believes,” “expects,” “anticipates,” “plans,” “estimates,” “projects,” “forecasts,” “contemplates,” “assumes,” “depends,” “should,” “could,” “would,” “will,” “confident,” “may,” “can,” “potential,” “possible,” “pursue,” “outlook,” “maintain,” or similar expressions, or when we discuss our guidance, strategy, plans, goals, opportunities, projections, initiatives, objectives or intentions, we are making forward-looking statements. Factors, among others, that could cause our actual results and future actions to differ materially from those described in any forward-looking statements include risks and uncertainties relating to:

- actions and the timing of actions, including decisions, new regulations, and issuances of permits and other authorizations by the CPUC, DOE, DOGGR, FERC, EPA, PHMSA, DPH, states, cities and counties, and other regulatory and governmental bodies in the United States and other countries in which we operate;
- the timing and success of business development efforts and construction projects, including risks in obtaining or maintaining permits and other authorizations on a timely basis, risks in completing construction projects on schedule and on budget, and risks in obtaining the consent and participation of partners;
- the resolution of civil and criminal litigation and regulatory investigations;
- deviations from regulatory precedent or practice that result in a reallocation of benefits or burdens among shareholders and ratepayers; modifications of settlements; and delays in, or disallowance or denial of, regulatory agency authorizations to recover costs in rates from customers (including with respect to regulatory assets associated with the SONGS facility and 2007 wildfires) or regulatory agency approval for projects required to enhance safety and reliability;
- the availability of electric power, natural gas and liquefied natural gas, and natural gas pipeline and storage capacity, including disruptions caused by failures in the transmission grid, moratoriums or limitations on the withdrawal or injection of natural gas from or into storage facilities, and equipment failures;
- changes in energy markets; volatility in commodity prices; moves to reduce or eliminate reliance on natural gas; and the impact on the value of our investment in natural gas storage and related assets from low natural gas prices, low volatility of natural gas prices and the inability to procure favorable long-term contracts for storage services;
- risks posed by actions of third parties who control the operations of our investments, and risks that our partners or counterparties will be unable or unwilling to fulfill their contractual commitments;
- weather conditions, natural disasters, accidents, equipment failures, computer system outages, explosions, terrorist attacks and other events that disrupt our operations, damage our facilities and systems, cause the release of greenhouse gases, radioactive materials and harmful emissions, cause wildfires and subject us to third-party liability for property damage or personal injuries, fines and penalties, some of which may not be covered by insurance (including costs in excess of applicable policy limits) or may be disputed by insurers;
- cybersecurity threats to the energy grid, storage and pipeline infrastructure, the information and systems used to operate our businesses and the confidentiality of our proprietary information and the personal information of our customers and employees;
- capital markets and economic conditions, including the availability of credit and the liquidity of our investments; and fluctuations in inflation, interest and currency exchange rates and our ability to effectively hedge the risk of such fluctuations;
- changes in the tax code as a result of potential federal tax reform, uncertainty as to what proposals will be enacted, if any, and if enacted, how they would be applied;
- changes in foreign and domestic trade policies and laws, including border tariffs, revisions to international trade agreements, such as the North American Free Trade Agreement, and changes that make our exports less competitive

or otherwise restrict our ability to export or resolve trade disputes;
the ability to win competitively bid infrastructure projects against a number of strong and aggressive competitors;
expropriation of assets by foreign governments and title and other property disputes;
the impact on reliability of SDG&E's electric transmission and distribution system due to increased amount and
variability of power supply from renewable energy sources;

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

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

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

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

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

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

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

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

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

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

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

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

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
	(unaudited)			
REVENUES				
Utilities	\$2,277	\$2,264	\$7,172	\$6,700
Energy-related businesses	402	271	1,071	613
Total revenues	2,679	2,535	8,243	7,313
EXPENSES AND OTHER INCOME				
Utilities:				
Cost of electric fuel and purchased power	(650)	(604)	(1,730)	(1,680)
Cost of natural gas	(190)	(208)	(903)	(702)
Energy-related businesses:				
Cost of natural gas, electric fuel and purchased power	(97)	(95)	(226)	(213)
Other cost of sales	(21)	(32)	(5)	(293)
Operation and maintenance	(762)	(703)	(2,207)	(2,109)
Depreciation and amortization	(378)	(328)	(1,106)	(970)
Franchise fees and other taxes	(114)	(108)	(325)	(315)
Impairment of wildfire regulatory asset	(351)	—	(351)	—
Other impairment losses	(1)	(132)	(72)	(154)
Gain on sale of assets	2	131	2	131
Equity earnings, before income tax	10	12	31	4
Remeasurement of equity method investment	—	617	—	617
Other income, net	41	26	301	98
Interest income	12	7	26	19
Interest expense	(165)	(136)	(493)	(421)
Income before income taxes and equity earnings (losses) of certain unconsolidated subsidiaries	15	982	1,185	1,325
Income tax benefit (expense)	84	(282)	(378)	(284)
Equity earnings (losses), net of income tax	3	19	(5)	69
Net income	102	719	802	1,110
Earnings attributable to noncontrolling interests	(45)	(97)	(44)	(118)
Preferred dividends of subsidiary	—	—	(1)	(1)
Earnings	\$57	\$622	\$757	\$991
Basic earnings per common share	\$0.23	\$2.48	\$3.01	\$3.96
Weighted-average number of shares outstanding, basic (thousands)	251,692	250,386	251,425	250,073
Diluted earnings per common share	\$0.22	\$2.46	\$2.99	\$3.93
Weighted-average number of shares outstanding, diluted (thousands)	253,364	252,405	252,987	251,976
Dividends declared per share of common stock	\$0.82	\$0.76	\$2.47	\$2.27

See Notes to Condensed Consolidated Financial Statements.

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SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Dollars in millions)

	Sempra Energy shareholders' equity				
	Pretax amount	Income tax benefit (expense)	Net-of-tax amount	Noncontrolling interests (after-tax)	Total
	Three months ended September 30, 2017 and 2016 (unaudited)				
2017:					
Net (loss) income	\$ (27)	\$ 84	\$ 57	\$ 45	\$ 102
Other comprehensive income (loss):					
Foreign currency translation adjustments	27	—	27	(1)	26
Financial instruments	7	(1)	6	8	14
Pension and other postretirement benefits	11	(4)	7	—	7
Total other comprehensive income	45	(5)	40	7	47
Comprehensive income	\$ 18	\$ 79	\$ 97	\$ 52	\$ 149
2016:					
Net income	\$ 904	\$ (282)	\$ 622	\$ 97	\$ 719
Other comprehensive income (loss):					
Foreign currency translation adjustments	(28)	—	(28)	(7)	(35)
Financial instruments	23	(10)	13	5	18
Pension and other postretirement benefits	4	(2)	2	—	2
Total other comprehensive loss	(1)	(12)	(13)	(2)	(15)
Comprehensive income	\$ 903	\$ (294)	\$ 609	\$ 95	\$ 704
	Nine months ended September 30, 2017 and 2016 (unaudited)				
2017:					
Net income	\$ 1,136	\$ (378)	\$ 758	\$ 44	\$ 802
Other comprehensive income (loss):					
Foreign currency translation adjustments	76	—	76	10	86
Financial instruments	(29)	13	(16)	6	(10)
Pension and other postretirement benefits	16	(6)	10	—	10
Total other comprehensive income	63	7	70	16	86
Comprehensive income	1,199	(371)	828	60	888
Preferred dividends of subsidiary	(1)	—	(1)	—	(1)
Comprehensive income, after preferred dividends of subsidiary	\$ 1,198	\$ (371)	\$ 827	\$ 60	\$ 887
2016:					
Net income	\$ 1,276	\$ (284)	\$ 992	\$ 118	\$ 1,110
Other comprehensive income (loss):					
Foreign currency translation adjustments	51	—	51	(2)	49
Financial instruments	(214)	100	(114)	1	(113)
Pension and other postretirement benefits	8	(4)	4	—	4
Total other comprehensive loss	(155)	96	(59)	(1)	(60)
Comprehensive income	1,121	(188)	933	117	1,050
Preferred dividends of subsidiary	(1)	—	(1)	—	(1)
Comprehensive income, after preferred dividends of subsidiary	\$ 1,120	\$ (188)	\$ 932	\$ 117	\$ 1,049

See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in millions)

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

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)

(Dollars in millions)

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

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions)

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

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

See Notes to Condensed Consolidated Financial Statements.

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SEMPRA ENERGY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

(Dollars in millions)

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

See Notes to Condensed Consolidated Financial Statements.

SAN DIEGO GAS & ELECTRIC COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
	(unaudited)			
Operating revenues				
Electric	\$1,131	\$1,111	\$2,952	\$2,851
Natural gas	105	98	399	341
Total operating revenues	1,236	1,209	3,351	3,192
Operating expenses				
Cost of electric fuel and purchased power	417	364	994	926
Cost of natural gas	29	25	132	89
Operation and maintenance	249	268	713	780
Depreciation and amortization	170	161	499	478
Franchise fees and other taxes	74	68	197	190
Impairment of wildfire regulatory asset	351	—	351	—
Total operating expenses	1,290	886	2,886	2,463
Operating (loss) income	(54)	323	465	729
Other income, net	16	11	49	38
Interest expense	(53)	(49)	(151)	(145)
(Loss) income before income taxes	(91)	285	363	622
Income tax benefit (expense)	72	(91)	(72)	(204)
Net (loss) income	(19)	194	291	418
(Earnings) losses attributable to noncontrolling interest	(9)	(11)	(15)	1
(Losses) earnings attributable to common shares	\$(28)	\$183	\$276	\$419

See Notes to Condensed Consolidated Financial Statements.

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

(Dollars in millions)

	SDG&E shareholder's equity				
	Pretax amount	Income tax benefit (expense)	Net-of-tax amount	Noncontrolling interest (after-tax)	Total
Three months ended September 30, 2017 and 2016 (unaudited)					
2017:					
Net (loss) income	\$ (100)	\$ 72	\$ (28)	\$ 9	\$ (19)
Other comprehensive income (loss):					
Financial instruments	—	—	—	3	3
Pension and other postretirement benefits	1	—	1	—	1
Total other comprehensive income	1	—	1	3	4
Comprehensive (loss) income	\$ (99)	\$ 72	\$ (27)	\$ 12	\$ (15)
2016:					
Net income	\$ 274	\$ (91)	\$ 183	\$ 11	\$ 194
Other comprehensive income (loss):					
Financial instruments	—	—	—	5	5
Total other comprehensive income	—	—	—	5	5
Comprehensive income	\$ 274	\$ (91)	\$ 183	\$ 16	\$ 199
Nine months ended September 30, 2017 and 2016 (unaudited)					
2017:					
Net income	\$ 348	\$ (72)	\$ 276	\$ 15	\$ 291
Other comprehensive income (loss):					
Financial instruments	—	—	—	7	7
Pension and other postretirement benefits	1	—	1	—	1
Total other comprehensive income	1	—	1	7	8
Comprehensive income	\$ 349	\$ (72)	\$ 277	\$ 22	\$ 299
2016:					
Net income (loss)	\$ 623	\$ (204)	\$ 419	\$ (1)	\$ 418
Other comprehensive income (loss):					
Financial instruments	—	—	—	4	4
Total other comprehensive income	—	—	—	4	4
Comprehensive income	\$ 623	\$ (204)	\$ 419	\$ 3	\$ 422

See Notes to Condensed Consolidated Financial Statements.

SAN DIEGO GAS & ELECTRIC COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in millions)

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

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

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

(Dollars in millions)

	September 30, 2017	December 31, 2016(1)
	(unaudited)	
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt	\$ 185	\$—
Accounts payable	434	460
Due to unconsolidated affiliates	42	15
Interest payable	52	40
Accrued compensation and benefits	89	121
Accrued franchise fees	52	43
Current portion of long-term debt	219	191
Asset retirement obligations	81	79
Fixed-price contracts and other derivatives	61	61
Customer deposits	70	76
Other	94	82
Total current liabilities	1,379	1,168
Long-term debt (\$286 and \$293 at September 30, 2017 and December 31, 2016, respectively, related to VIE)	5,339	4,658
Deferred credits and other liabilities:		
Customer advances for construction	55	52
Pension and other postretirement benefit plan obligations, net of plan assets	250	232
Deferred income taxes	2,910	2,829
Deferred investment tax credits	17	16
Regulatory liabilities arising from removal obligations	1,824	1,725
Asset retirement obligations	753	751
Fixed-price contracts and other derivatives	162	189
Deferred credits and other	437	421
Total deferred credits and other liabilities	6,408	6,215
Commitments and contingencies (Note 11)		
Equity:		
Preferred stock (45 million shares authorized; none issued)	—	—
Common stock (255 million shares authorized; 117 million shares outstanding; no par value)	1,338	1,338
Retained earnings	4,137	4,311
Accumulated other comprehensive income (loss)	(7) (8)
Total SDG&E shareholder's equity	5,468	5,641
Noncontrolling interest	35	37
Total equity	5,503	5,678
Total liabilities and equity	\$ 18,629	\$ 17,719

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

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

(Dollars in millions)

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

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED STATEMENTS OF OPERATIONS

(Dollars in millions)

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

See Notes to Condensed Financial Statements.

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

(Dollars in millions)

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

2017:

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

2016:

Net income \$21 \$ (21) \$ —

Other comprehensive income (loss):

Financial instruments 1 — 1

Total other comprehensive income 1 — 1

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

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

2017:

Net income \$372 \$(103) \$269

Other comprehensive income (loss):

Pension and other postretirement benefits 1 — 1

Total other comprehensive income 1 — 1

Comprehensive income \$373 \$(103) \$270

2016:

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

Other comprehensive income (loss):

Financial instruments 1 — 1

Total other comprehensive income 1 — 1

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

See Notes to Condensed Financial Statements.

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED BALANCE SHEETS

(Dollars in millions)

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

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

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED BALANCE SHEETS (CONTINUED)

(Dollars in millions)

	September 30, 2017	December 31, 2016(1)
	(unaudited)	
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	\$ 26	\$62
Accounts payable – trade	373	481
Accounts payable – other	85	74
Due to unconsolidated affiliates	35	28
Accrued compensation and benefits	121	150
Regulatory balancing accounts – net overcollected	278	122
Current portion of long-term debt	501	—
Customer deposits	74	76
Reserve for Aliso Canyon costs	42	53
Other	202	195
Total current liabilities	1,737	1,241
Long-term debt	2,484	2,982
Deferred credits and other liabilities:		
Customer advances for construction	93	99
Pension obligation, net of plan assets	780	762
Deferred income taxes	1,867	1,709
Deferred investment tax credits	11	12
Regulatory liabilities arising from removal obligations	949	972
Asset retirement obligations	1,657	1,616
Deferred credits and other	560	521
Total deferred credits and other liabilities	5,917	5,691
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Preferred stock (11 million shares authorized; 1 million shares outstanding)	22	22
Common stock (100 million shares authorized; 91 million shares outstanding; no par value)	866	866
Retained earnings	2,912	2,644
Accumulated other comprehensive income (loss)	(21) (22)
Total shareholders' equity	3,779	3,510
Total liabilities and shareholders' equity	\$ 13,917	\$ 13,424

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

SOUTHERN CALIFORNIA GAS COMPANY
CONDENSED STATEMENTS OF CASH FLOWS

(Dollars in millions)

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

SEMPRA ENERGY AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. GENERAL

PRINCIPLES OF CONSOLIDATION

Sempra Energy

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

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

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

We refer to SDG&E and SoCalGas collectively as the California Utilities, which do not include our South American utilities or the utilities in our Sempra Infrastructure operating unit. Sempra Global is the holding company for most of our subsidiaries that are not subject to California utility regulation. All references in these Notes to "Sempra Utilities," "Sempra Infrastructure" and their respective reportable segments are not intended to refer to any legal entity with the same or similar name.

SDG&E

SDG&E's Condensed Consolidated Financial Statements include its accounts and the accounts of a VIE of which SDG&E is the primary beneficiary, as we discuss in Note 5 under "Variable Interest Entities." SDG&E's common stock is wholly owned by Enova Corporation, which is a wholly owned subsidiary of Sempra Energy.

SoCalGas

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

BASIS OF PRESENTATION

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

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

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

We have prepared the Condensed Consolidated Financial Statements in conformity with U.S. GAAP and in accordance with the interim-period-reporting requirements of Form 10-Q. Results of operations for interim periods are not necessarily indicative of results for the entire year. We evaluated events and transactions that occurred after September 30, 2017 through the date the financial statements were issued and, in the opinion of management, the accompanying statements reflect all adjustments necessary for a fair presentation. These adjustments are only of a normal, recurring nature.

All December 31, 2016 balance sheet information in the Condensed Consolidated Financial Statements has been derived from our audited 2016 Consolidated Financial Statements in the Annual Report. Certain information and note disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the interim-period-reporting provisions of U.S. GAAP and the SEC.

We describe our significant accounting policies in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report. We follow the same accounting policies for interim reporting purposes.

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

Regulated Operations

The California Utilities and Sempra Mexico's natural gas distribution utility, Ecogas, prepare their financial statements in accordance with the provisions of U.S. GAAP governing rate-regulated operations. We discuss these provisions and revenue recognition at our utilities in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report. Sempra South American Utilities has controlling interests in two electric distribution utilities in South America, Chilquinta Energía in Chile and Luz del Sur in Peru. Revenues are based on tariffs that are set by government agencies in their respective countries based on an efficient model distribution company defined by those agencies. Because the tariffs are based on a model and are intended to cover the costs of the model company, but are not based on the costs of the specific utility and may not result in full cost recovery, these utilities do not meet the requirements necessary for, and therefore do not apply, regulatory accounting treatment under U.S. GAAP.

Our Sempra Mexico segment includes the operating companies of our subsidiary, IEnova. Certain business activities at IEnova are regulated by the CRE and meet the regulatory accounting requirements of U.S. GAAP. Pipeline projects currently under construction by IEnova that meet the regulatory accounting requirements of U.S. GAAP record the impact of AFUDC related to equity. We discuss AFUDC in Note 5 below and in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

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

NOTE 2. NEW ACCOUNTING STANDARDS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

NOTE 3. ACQUISITION AND DIVESTITURE ACTIVITY

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

ACQUISITIONS

Sempra Mexico

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

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

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

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

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

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

Sempra Renewables

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

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

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

PENDING ACQUISITIONS

Sempra Energy

Energy Future Holdings Corp.

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

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

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

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

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

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

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

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

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

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

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

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

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

Sempra Mexico

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

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

ASSETS HELD FOR SALE

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

Sempra Mexico

Termoeléctrica de Mexicali

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

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

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

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

ASSETS HELD FOR SALE AT SEPTEMBER 30, 2017

(Dollars in millions)

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

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

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DIVESTITURES

Sempra LNG & Midstream

EnergySouth Inc.

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

The following table summarizes the deconsolidation:

DECONSOLIDATION

OF SUBSIDIARY

(Dollars in millions)

EnergySouth Inc.

Proceeds

from

sale,

\$et 304

of

transaction

costs

(Cash)

Other

(17)

Current

assets

Property,

plant

(189)

equipment,

net

Other

(187)

Current

assets

Current

liabilities

Long-term

debt

Other

(60)

Incurrence

liabilities

Gain

\$n 130

sale

Investment in Rockies Express Pipeline LLC

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

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

NOTE 4. INVESTMENTS IN UNCONSOLIDATED ENTITIES

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

SEMPRA SOUTH AMERICAN UTILITIES

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

SEMPRA MEXICO

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

SEMPRA RENEWABLES

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

SEMPRA LNG & MIDSTREAM

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

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

GUARANTEES

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

Sempra Mexico

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

NOTE 5. OTHER FINANCIAL DATA**INVENTORIES**

The components of inventories by segment are as follows:

INVENTORY BALANCES

(Dollars in millions)

Natural gas		Liquefied natural gas		Materials and supplies		Total	
September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016
SDG&E	\$ 2	\$					