

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 period ended September 30, 2011

or

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

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 101 Ash Street San Diego, California 92101 (619)696-2000	California	33-0732627	No change
1-3779	SAN DIEGO GAS & ELECTRIC COMPANY 8326 Century Park Court San Diego, California 92123 (619)696-2000	California	95-1184800	No change
1-1402	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     X     No

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 registrants were required to submit and post such files).

Sempra Energy	Yes	<u>    X    </u>	No	<u>          </u>
San Diego Gas & Electric Company	Yes	<u>    X    </u>	No	<u>          </u>
Southern California Gas Company	Yes	<u>    X    </u>	No	<u>          </u>

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

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

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

Sempra Energy	Yes	<u>          </u>	No	<u>    X    </u>
San Diego Gas & Electric Company	Yes	<u>          </u>	No	<u>    X    </u>
Southern California Gas Company	Yes	<u>          </u>	No	<u>    X    </u>

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 31, 2011:

Sempra Energy	239,818,620 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  
 TABLE OF CONTENTS

	<i>Page</i>
<b>Information Regarding Forward-Looking Statements</b>	4
<hr/>	
<b>PART I – FINANCIAL INFORMATION</b>	
Item 1. Financial Statements	5
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	67
Item 3. Quantitative and Qualitative Disclosures About Market Risk	98
Item 4. Controls and Procedures	99
<hr/>	
<b>PART II – OTHER INFORMATION</b>	
Item 1. Legal Proceedings	100
Item 1A. Risk Factors	100
Item 6. Exhibits	101
Signatures	103

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.

---

## 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 necessarily based upon assumptions with respect to the future, involve risks and uncertainties, and are not guarantees of performance. These forward-looking statements represent our estimates and assumptions only as of the 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," "contemplates," "intends," "depends," "should," "could," "would," "will," "may," "potential," "target," "goals," or similar expressions, or when we discuss our strategy, plans 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 forward-looking statements include

- local, regional, national and international economic, competitive, political, legislative and regulatory conditions and developments;
- actions by the California Public Utilities Commission, California State Legislature, Federal Energy Regulatory Commission, Nuclear Regulatory Commission, California Energy Commission, California Air Resources Board, and other regulatory, governmental and environmental bodies in the United States and other countries in which we operate;
- capital markets conditions, including the availability of credit and the liquidity of our investments;
- inflation, interest and exchange rates;
- energy markets, including the timing and extent of changes and volatility in commodity prices;
- the availability of electric power, natural gas and liquefied natural gas;
- weather conditions, natural disasters, catastrophic accidents, and conservation efforts;
- wars, terrorist attacks and cybersecurity threats;
- business, regulatory, environmental and legal decisions and requirements;
- the status of deregulation of retail natural gas and electricity delivery;
- the timing and success of business development efforts and construction, maintenance and capital projects;
- the inability or determination not to enter into long-term supply and sales agreements or long-term firm capacity agreements;
- the resolution of litigation; and
- other uncertainties, all of which are difficult to predict and many of which 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 in this report and in our Annual Report on Form 10-K and other reports that we file with the Securities and Exchange Commission.

# 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,	
	2011	2010	2011	2010
	(unaudited)			
<b>REVENUES</b>				
Utilities	\$ 2,065	\$ 1,609	\$ 5,933	\$ 5,150
Energy-related businesses	511	507	1,499	1,508
Total revenues	2,576	2,116	7,432	6,658
<b>EXPENSES AND OTHER INCOME</b>				
Utilities:				
Cost of natural gas	(322)	(305)	(1,367)	(1,489)
Cost of electric fuel and purchased power	(408)	(203)	(976)	(480)
Energy-related businesses:				
Cost of natural gas, electric fuel and purchased power	(252)	(273)	(694)	(801)
Other cost of sales	(68)	(22)	(123)	(67)
Litigation expense	(17)	(17)	(30)	(184)
Other operation and maintenance	(674)	(590)	(1,973)	(1,782)
Depreciation and amortization	(251)	(218)	(730)	(643)
Franchise fees and other taxes	(84)	(76)	(259)	(243)
Equity losses, before income tax	(12)	(273)	(4)	(266)
Remeasurement of equity method investments	—	—	277	—
Other income, net	12	66	86	82
Interest income	6	5	21	13
Interest expense	(118)	(111)	(344)	(323)
Income before income taxes and equity earnings (losses) of certain unconsolidated subsidiaries	388	99	1,316	475
Income tax (expense) benefit	(68)	32	(269)	(85)
Equity earnings (losses), net of income tax	6	(4)	45	42
Net income	326	127	1,092	432
(Earnings) losses attributable to noncontrolling interests	(29)	6	(21)	34
Preferred dividends of subsidiaries	(1)	(2)	(6)	(7)
Earnings	\$ 296	\$ 131	\$ 1,065	\$ 459
Basic earnings per common share	\$ 1.23	\$ 0.53	\$ 4.44	\$ 1.86
Weighted-average number of shares outstanding, basic (thousands)	239,545	246,668	239,693	246,513
Diluted earnings per common share	\$ 1.22	\$ 0.53	\$ 4.40	\$ 1.84
Weighted-average number of shares outstanding, diluted (thousands)	241,880	249,811	241,955	249,773
Dividends declared per share of common stock	\$ 0.48	\$ 0.39	\$ 1.44	\$ 1.17

See Notes to Condensed Consolidated Financial Statements.

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

(Dollars in millions)

	September 30, 2011	December 31, 2010(1)
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 657	\$ 912
Restricted cash	133	131
Trade accounts receivable	951	891
Other accounts and notes receivable	146	141
Due from unconsolidated affiliates	—	34
Income taxes receivable	301	248
Deferred income taxes	—	75
Inventories	369	258
Regulatory assets	83	90
Fixed-price contracts and other derivatives	77	81
Settlement receivable related to wildfire litigation	—	300
Other	221	192
Total current assets	<u>2,938</u>	<u>3,353</u>
Investments and other assets:		
Restricted cash	2	27
Regulatory assets arising from pension and other postretirement benefit obligations	824	869
Regulatory assets arising from wildfire litigation costs	500	364
Other regulatory assets	952	934
Nuclear decommissioning trusts	760	769
Investment in RBS Sempra Commodities LLP	322	787
Other investments	1,485	2,164
Goodwill	1,013	87
Other intangible assets	448	453
Sundry	669	600
Total investments and other assets	<u>6,975</u>	<u>7,054</u>
Property, plant and equipment:		
Property, plant and equipment	30,130	27,087
Less accumulated depreciation and amortization	<u>(7,427)</u>	<u>(7,211)</u>
Property, plant and equipment, net (\$496 and \$516 at September 30, 2011 and December 31, 2010, respectively, related to VIE)	<u>22,703</u>	<u>19,876</u>
<b>Total assets</b>	<b>\$ 32,616</b>	<b>\$ 30,283</b>

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

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

(Dollars in millions)

	September 30, 2011	December 31, 2010(1)
	(unaudited)	
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Short-term debt	\$ 641	\$ 158
Accounts payable - trade	891	755
Accounts payable - other	117	109
Due to unconsolidated affiliates	—	36
Deferred income taxes	94	—
Dividends and interest payable	261	188
Accrued compensation and benefits	266	311
Regulatory balancing accounts, net	226	241
Current portion of long-term debt	137	349
Fixed-price contracts and other derivatives	86	106
Customer deposits	137	129
Reserve for wildfire litigation	507	639
Other	632	765
Total current liabilities	<u>3,995</u>	<u>3,786</u>
Long-term debt (\$347 and \$355 at September 30, 2011 and December 31, 2010, respectively, related to VIE)	<u>10,033</u>	<u>8,980</u>
Deferred credits and other liabilities:		
Customer advances for construction	142	154
Pension and other postretirement benefit obligations, net of plan assets	1,085	1,105
Deferred income taxes	1,852	1,561
Deferred investment tax credits	47	50
Regulatory liabilities arising from removal obligations	2,658	2,630
Asset retirement obligations	1,510	1,449
Other regulatory liabilities	103	138
Fixed-price contracts and other derivatives	310	290
Deferred credits and other	818	823
Total deferred credits and other liabilities	<u>8,525</u>	<u>8,200</u>
Contingently redeemable preferred stock of subsidiary	<u>79</u>	<u>79</u>
Commitments and contingencies (Note 10)		
Equity:		
Preferred stock (50 million shares authorized; none issued)	—	—
Common stock (750 million shares authorized; 240 million shares outstanding at both September 30, 2011 and December 31, 2010, no par value)	2,089	2,036
Retained earnings	8,048	7,329
Deferred compensation	(4)	(8)
Accumulated other comprehensive income (loss)	(503)	(330)
Total Sempra Energy shareholders' equity	<u>9,630</u>	<u>9,027</u>
Preferred stock of subsidiaries	20	100
Other noncontrolling interests	334	111
Total equity	<u>9,984</u>	<u>9,238</u>
Total liabilities and equity	<u>\$ 32,616</u>	<u>\$ 30,283</u>

(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,	
	2011	2010
	(unaudited)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 1,092	\$ 432
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	730	643
Deferred income taxes and investment tax credits	224	133
Equity (earnings) losses	(41)	224
Remeasurement of equity method investments	(277)	—
Fixed-price contracts and other derivatives	(7)	19
Other	(43)	(24)
Net change in other working capital components	(108)	(77)
Distributions from RBS Sempra Commodities LLP	53	198
Changes in other assets	31	76
Changes in other liabilities	(11)	(22)
Net cash provided by operating activities	<u>1,643</u>	<u>1,602</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditures for property, plant and equipment	(2,031)	(1,354)
Expenditures for investments and acquisition of businesses, net of cash acquired	(696)	(385)
Distributions from RBS Sempra Commodities LLP	374	849
Distributions from other investments	47	259
Purchases of nuclear decommissioning and other trust assets	(399)	(261)
Proceeds from sales by nuclear decommissioning and other trusts	398	261
Decrease in restricted cash	473	55
Increase in restricted cash	(450)	(51)
Other	(20)	(6)
Net cash used in investing activities	<u>(2,304)</u>	<u>(633)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Common dividends paid	(325)	(269)
Redemption of subsidiary preferred stock	(80)	—
Preferred dividends paid by subsidiaries	(6)	(7)
Issuances of common stock	22	29
Repurchases of common stock	(18)	(502)
Issuances of debt (maturities greater than 90 days)	1,525	771
Payments on debt (maturities greater than 90 days)	(366)	(727)
(Decrease) increase in short-term debt, net	(300)	184
Purchase of noncontrolling interests	(43)	—
Other	(5)	(11)
Net cash provided by (used in) financing activities	<u>404</u>	<u>(532)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>2</u>	<u>—</u>
(Decrease) increase in cash and cash equivalents	(255)	437
Cash and cash equivalents, January 1	<u>912</u>	<u>110</u>
Cash and cash equivalents, September 30	<u>\$ 657</u>	<u>\$ 547</u>

See Notes to Condensed Consolidated Financial Statements.



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

*(Dollars in millions)*

	Nine months ended September 30,	
	2011	2010
	(unaudited)	
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Interest payments, net of amounts capitalized	\$ 281	\$ 264
Income tax payments, net	106	32
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITIES</b>		
Acquisition of businesses:		
Assets acquired	\$ 2,831	\$ 303
Cash paid, net of cash acquired	(611)	(292)
Fair value of equity method investments immediately prior to the acquisition	(882)	—
Fair value of noncontrolling interests	(279)	—
Additional consideration accrued	(32)	—
Liabilities assumed	<u>\$ 1,027</u>	<u>\$ 11</u>
Increase in capital lease obligations for investments in property, plant and equipment	\$ —	\$ 183
Accrued capital expenditures	306	294
Dividends declared but not paid	119	97

*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,	
	2011	2010	2011	2010
	(unaudited)			
Operating revenues				
Electric	\$ 763	\$ 718	\$ 2,011	\$ 1,870
Natural gas	105	93	394	375
Total operating revenues	868	811	2,405	2,245
Operating expenses				
Cost of electric fuel and purchased power	207	203	534	480
Cost of natural gas	40	37	175	170
Operation and maintenance	255	235	756	704
Depreciation and amortization	108	96	316	283
Franchise fees and other taxes	48	42	138	126
Total operating expenses	658	613	1,919	1,763
Operating income	210	198	486	482
Other income (expense), net	26	(2)	55	(18)
Interest expense	(37)	(37)	(104)	(99)
Income before income taxes	199	159	437	365
Income tax expense	(63)	(56)	(154)	(131)
Net income	136	103	283	234
(Earnings) losses attributable to noncontrolling interests	(21)	5	(6)	34
Earnings	115	108	277	268
Preferred dividend requirements	(2)	(2)	(4)	(4)
Earnings attributable to common shares	\$ 113	\$ 106	\$ 273	\$ 264

See Notes to Condensed Consolidated Financial Statements.

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

(Dollars in millions)

	September 30, 2011	December 31, 2010(1)
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 303	\$ 127
Restricted cash	129	116
Accounts receivable - trade	274	248
Accounts receivable - other	22	59
Due from unconsolidated affiliates	11	12
Income taxes receivable	100	37
Deferred income taxes	—	129
Inventories	69	71
Regulatory assets arising from fixed-price contracts and other derivatives	64	66
Other regulatory assets	7	5
Fixed-price contracts and other derivatives	14	28
Settlement receivable related to wildfire litigation	—	300
Other	66	50
Total current assets	<u>1,059</u>	<u>1,248</u>
Other assets:		
Restricted cash	2	—
Deferred taxes recoverable in rates	550	502
Regulatory assets arising from fixed-price contracts and other derivatives	203	233
Regulatory assets arising from pension and other postretirement benefit obligations	255	279
Regulatory assets arising from wildfire litigation costs	500	364
Other regulatory assets	72	73
Nuclear decommissioning trusts	760	769
Sundry	127	56
Total other assets	<u>2,469</u>	<u>2,276</u>
Property, plant and equipment:		
Property, plant and equipment	12,205	11,247
Less accumulated depreciation and amortization	<u>(2,717)</u>	<u>(2,694)</u>
Property, plant and equipment, net (\$496 and \$516 at September 30, 2011 and December 31, 2010, respectively, related to VIE)	<u>9,488</u>	<u>8,553</u>
<b>Total assets</b>	<b>\$ 13,016</b>	<b>\$ 12,077</b>

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

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

(Dollars in millions)

	September 30, 2011	December 31, 2010(1)
	(unaudited)	
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 346	\$ 292
Due to unconsolidated affiliate	23	16
Deferred income taxes	12	—
Accrued compensation and benefits	90	115
Regulatory balancing accounts, net	142	61
Current portion of long-term debt	19	19
Fixed-price contracts and other derivatives	51	51
Customer deposits	61	54
Reserve for wildfire litigation	507	639
Other	172	136
Total current liabilities	<u>1,423</u>	<u>1,383</u>
Long-term debt (\$347 and \$355 at September 30, 2011 and December 31, 2010, respectively, related to VIE)	<u>3,813</u>	<u>3,479</u>
Deferred credits and other liabilities:		
Customer advances for construction	20	21
Pension and other postretirement benefit obligations, net of plan assets	288	309
Deferred income taxes	1,137	1,001
Deferred investment tax credits	23	25
Regulatory liabilities arising from removal obligations	1,420	1,409
Asset retirement obligations	648	619
Fixed-price contracts and other derivatives	247	248
Deferred credits and other	245	283
Total deferred credits and other liabilities	<u>4,028</u>	<u>3,915</u>
Contingently redeemable preferred stock	<u>79</u>	<u>79</u>
Commitments and contingencies (Note 10)		
Equity:		
Common stock (255 million shares authorized; 117 million shares outstanding; no par value)	1,338	1,138
Retained earnings	2,253	1,980
Accumulated other comprehensive income (loss)	(9)	(10)
Total SDG&E shareholder's equity	<u>3,582</u>	<u>3,108</u>
Noncontrolling interest	91	113
Total equity	<u>3,673</u>	<u>3,221</u>
<b>Total liabilities and equity</b>	<u>\$ 13,016</u>	<u>\$ 12,077</u>

(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,	
	2011	2010
	(unaudited)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 283	\$ 234
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	316	283
Deferred income taxes and investment tax credits	226	125
Fixed price contracts and other derivatives	(13)	42
Other	(43)	(24)
Net change in other working capital components	18	(247)
Changes in other assets	32	15
Changes in other liabilities	—	(12)
Net cash provided by operating activities	<u>819</u>	<u>416</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditures for property, plant and equipment	(1,162)	(822)
Purchases of nuclear decommissioning trust assets	(395)	(256)
Proceeds from sales by nuclear decommissioning trusts	389	248
Decrease in loans to affiliates, net	—	13
Decrease in restricted cash	340	55
Increase in restricted cash	(355)	(51)
Net cash used in investing activities	<u>(1,183)</u>	<u>(813)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Capital contribution	200	—
Capital contribution (distribution) at Otay Mesa VIE	5	(10)
Preferred dividends paid	(4)	(4)
Issuances of long-term debt	348	744
Payments on long-term debt	(7)	(7)
Other	(2)	(7)
Net cash provided by financing activities	<u>540</u>	<u>716</u>
Increase in cash and cash equivalents	176	319
Cash and cash equivalents, January 1	127	13
Cash and cash equivalents, September 30	<u>\$ 303</u>	<u>\$ 332</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Interest payments, net of amounts capitalized	\$ 80	\$ 67
Income tax payments, net	59	61
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITIES</b>		
Increase in capital lease obligations for investments in property, plant, and equipment	\$ —	\$ 183
Accrued capital expenditures	161	102
Dividends declared but not paid	1	1

See Notes to Condensed Consolidated Financial Statements.

**SOUTHERN CALIFORNIA GAS COMPANY AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(Dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
	(unaudited)			
Operating revenues	\$ 844	\$ 776	\$ 2,776	\$ 2,792
Operating expenses				
Cost of natural gas	267	252	1,133	1,244
Operation and maintenance	331	285	946	840
Depreciation	83	78	246	230
Franchise fees and other taxes	28	27	94	92
Total operating expenses	709	642	2,419	2,406
Operating income	135	134	357	386
Other income, net	3	2	9	8
Interest income	1	1	1	1
Interest expense	(17)	(17)	(52)	(50)
Income before income taxes	122	120	315	345
Income tax expense	(41)	(42)	(106)	(132)
Net income	81	78	209	213
Preferred dividend requirements	—	—	(1)	(1)
Earnings attributable to common shares	\$ 81	\$ 78	\$ 208	\$ 212

See Notes to Condensed Consolidated Financial Statements.

**SOUTHERN CALIFORNIA GAS COMPANY AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Dollars in millions)

	September 30, 2011	December 31, 2010(1)
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 16	\$ 417
Accounts receivable - trade	287	534
Accounts receivable - other	77	49
Due from unconsolidated affiliates	168	63
Income taxes receivable	14	28
Inventories	185	105
Regulatory assets	8	12
Other	38	39
Total current assets	<u>793</u>	<u>1,247</u>
Other assets:		
Regulatory assets arising from pension and other postretirement benefit obligations	565	586
Other regulatory assets	126	123
Sundry	9	8
Total other assets	<u>700</u>	<u>717</u>
Property, plant and equipment:		
Property, plant and equipment	10,132	9,824
Less accumulated depreciation and amortization	<u>(3,844)</u>	<u>(3,802)</u>
Property, plant and equipment, net	6,288	6,022
<b>Total assets</b>	<b>\$ 7,781</b>	<b>\$ 7,986</b>

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.

**SOUTHERN CALIFORNIA GAS COMPANY AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(Dollars in millions)

	September 30, 2011	December 31, 2010(1)
	(unaudited)	
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable - trade	\$ 225	\$ 327
Accounts payable - other	76	79
Due to unconsolidated affiliate	10	11
Deferred income taxes	16	17
Accrued compensation and benefits	96	98
Regulatory balancing accounts, net	84	180
Current portion of long-term debt	8	262
Customer deposits	71	73
Other	162	163
Total current liabilities	<u>748</u>	<u>1,210</u>
Long-term debt	<u>1,315</u>	<u>1,320</u>
Deferred credits and other liabilities:		
Customer advances for construction	112	133
Pension and other postretirement benefit obligations, net of plan assets	591	613
Deferred income taxes	535	418
Deferred investment tax credits	23	25
Regulatory liabilities arising from removal obligations	1,224	1,208
Asset retirement obligations	819	788
Deferred taxes refundable in rates	103	138
Deferred credits and other	196	178
Total deferred credits and other liabilities	<u>3,603</u>	<u>3,501</u>
Commitments and contingencies (Note 10)		
Shareholders' equity:		
Preferred stock	22	22
Common stock (100 million shares authorized; 91 million shares outstanding; no par value)	866	866
Retained earnings	1,247	1,089
Accumulated other comprehensive income (loss)	(20)	(22)
Total shareholders' equity	<u>2,115</u>	<u>1,955</u>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 7,781</b>	<b>\$ 7,986</b>

(1) Derived from audited financial statements.

See Notes to Condensed Consolidated Financial Statements.



**SOUTHERN CALIFORNIA GAS COMPANY AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Dollars in millions)

	Nine months ended September 30,	
	2011	2010
	(unaudited)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 209	\$ 213
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	246	230
Deferred income taxes and investment tax credits	79	62
Other	(4)	2
Net change in other working capital components	(46)	62
Changes in other assets	17	6
Changes in other liabilities	(6)	(6)
Net cash provided by operating activities	<u>495</u>	<u>569</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditures for property, plant and equipment	(499)	(337)
Increase in loans to affiliates, net	(96)	(108)
Net cash used in investing activities	<u>(595)</u>	<u>(445)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Common dividends paid	(50)	(100)
Payment of long-term debt	(250)	—
Preferred dividends paid	(1)	(1)
Net cash used in financing activities	<u>(301)</u>	<u>(101)</u>
(Decrease) increase in cash and cash equivalents	(401)	23
Cash and cash equivalents, January 1	417	49
Cash and cash equivalents, September 30	<u>\$ 16</u>	<u>\$ 72</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Interest payments, net of amounts capitalized	\$ 39	\$ 37
Income tax payments, net	17	63
<b>SUPPLEMENTAL DISCLOSURE OF NONCASH ACTIVITIES</b>		
Accrued capital expenditures	<u>\$ 81</u>	<u>\$ 63</u>

See Notes to Condensed Consolidated Financial Statements.

# 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 holding company, and its consolidated subsidiaries and variable interest entities (VIEs). Sempra Energy's principal subsidiaries are

- San Diego Gas & Electric Company (SDG&E) and Southern California Gas Company (SoCalGas), which we collectively refer to as the Sempra Utilities; and
- Sempra Global, the holding company for our energy-related businesses, which are Sempra Generation, Sempra Pipelines & Storage and Sempra LNG. Sempra Pipelines & Storage also owns utilities in the U.S., Mexico, and South America.

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 discuss our investments in unconsolidated subsidiaries in Note 4 below and Note 4 of the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2010.

##### *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' Condensed Consolidated Financial Statements include its subsidiaries, which comprise less than one percent of its consolidated financial position and results of operations. SoCalGas' common stock is wholly owned by Pacific Enterprises (PE), 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.

We have prepared the Condensed Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America (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, 2011 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.

As we discuss in Note 3, in April 2011, Sempra Pipelines & Storage acquired two electric distribution utilities in South America. Sempra Pipelines & Storage also owns Mobile Gas Service Corporation (Mobile Gas) in southwest Alabama and Ecogas Mexico, S de RL de CV (Ecogas) in Northern Mexico, both natural gas distribution utilities. Previous to the quarterly report for the quarter ended June 30, 2011, we provided separate revenue and cost of revenue information on our consolidated statements of operations for the Sempra Utilities only, as the amounts for Mobile Gas and Ecogas were immaterial. Due to the addition of the South American utilities, beginning with the quarterly report for the quarter ended June 30, 2011, we are providing separate revenue and cost of revenue information on the Condensed Consolidated Statements of Operations on a combined basis for all of our utilities. Accordingly, amounts in the prior periods have been reclassified to conform with the current year presentation.

All December 31, 2010 balance sheet information in the Condensed Consolidated Financial Statements has been derived from our audited 2010 consolidated financial statements. Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the interim-period-reporting provisions of GAAP and the Securities and Exchange Commission.

You should read the information in this Quarterly Report in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2010 (the Annual Report) and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 which are combined reports for Sempra Energy, SDG&E, PE and SoCalGas, and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, which is a combined report of Sempra Energy, SDG&E and SoCalGas. PE is no longer obligated to file such annual or quarterly reports due to the redemption of its preferred stock on June 30, 2011 as we discuss in Note 5.

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, except for the adoption of new accounting standards as we discuss in Note 2.

The Sempra Utilities and Sempra Pipelines & Storage's Mobile Gas and Ecogas prepare their financial statements in accordance with GAAP provisions governing regulated operations, as we discuss in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

---

## NOTE 2. NEW ACCOUNTING STANDARDS

We describe below recent pronouncements that have had or may have a significant effect on our financial statements. We do not discuss recent pronouncements that are not anticipated to have an impact on or are unrelated to our financial condition, results of operations, or disclosures.

### **SEMPRA ENERGY, SDG&E AND SOCIALGAS**

*Accounting Standards Update (ASU) 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (IFRSs)" (ASU 2011-04):* ASU 2011-04 amends Accounting Standards Codification (ASC) Topic 820, *Fair Value Measurements and Disclosures*, and provides changes in the wording used to describe the requirements for measuring fair value and disclosing information about fair value measurement. ASU 2011-04 results in common fair value measurement and disclosure requirements under both GAAP and IFRSs.

ASU 2011-04 expands fair value measurement disclosures for Level 3 instruments to require

- quantitative information about the unobservable inputs
- a description of the valuation process
- a qualitative discussion about the sensitivity of the measurements

We will adopt ASU 2011-04 on January 1, 2012 as required and do not expect it to affect our financial position or results of operations. We will provide the additional disclosure in our 2012 interim financial statements.

*ASU 2011-05, "Presentation of Comprehensive Income" (ASU 2011-05):* ASU 2011-05 amends ASC Topic 220, *Comprehensive Income*, and eliminates the option to report other comprehensive income and its components in the statement of changes in equity. The ASU allows an entity an option to present the components of net income and other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive statements.

ASU 2011-05 does not change the items that must be reported in other comprehensive income, when an item of other comprehensive income must be reclassified to net income, or the earnings per share computation.

We will adopt ASU 2011-05 on January 1, 2012 and present our 2012 interim financial statements as required by the ASU.

*ASU 2011-08, "Testing Goodwill for Impairment" (ASU 2011-08):* ASU 2011-08 amends ASC Topic 350, *Intangibles—Goodwill and Other*, to provide an option to first make a qualitative assessment of whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount before applying the two-step, quantitative goodwill impairment test. An entity is required to perform the two-step, quantitative impairment test only if it determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount.

We will adopt ASU 2011-08 for our annual goodwill impairment testing as of October 1, 2011. We do not expect it to significantly affect our testing of goodwill.

---

## NOTE 3. ACQUISITION AND INVESTMENT ACTIVITY

### SEMPRA PIPELINES & STORAGE

#### *Chilquinta Energía S.A. (Chilquinta Energía) and Luz del Sur S.A.A. (Luz del Sur)*

On April 6, 2011, Sempra Pipelines & Storage acquired from AEI its interests in Chilquinta Energía in Chile and Luz del Sur in Peru, and their subsidiaries. Prior to the acquisition, Sempra Pipelines & Storage and AEI each owned 50 percent of Chilquinta Energía and approximately 38 percent of Luz del Sur. Upon completion of the acquisition, Sempra Pipelines & Storage owned 100 percent of Chilquinta Energía and approximately 76 percent of Luz del Sur, with the remaining shares of Luz del Sur held by institutional investors and the general public. As part of the transaction, Sempra Pipelines & Storage also acquired AEI's interests in two energy-services companies, Tecnores S.A. and Tecsur S.A. The adjusted purchase price of \$888 million resulted from valuing the net assets in Chile, Peru and other holding companies at \$495 million, \$385 million and \$8 million, respectively. We paid \$611 million in cash (\$888 million less \$245 million of cash acquired and \$32 million of consideration withheld for a liability related to the purchase).

As part of our acquisition of AEI's interest in Luz del Sur, we were required to launch a tender offer to the minority shareholders of Luz del Sur to purchase their shares (up to a maximum 14.73 percent interest in Luz del Sur). On August 8, 2011, we initiated a public tender offer for up to 14.73 percent of Luz del Sur's stock that began on August 9, 2011 and concluded on September 6, 2011 at a price of \$2.29 per share. The per share value, computed according to procedures established by the local securities regulatory agency, was based on an independent appraiser's valuation of \$2.22 per share as of April 6, 2011, the date of acquisition, adjusted by an interest rate factor to the value as of August 1, 2011. The interest rate factor is published daily by the Central Bank of Peru. On September 13, 2011, we purchased 18,918,954 additional Luz del Sur shares for \$43 million in settlement of the mandatory public tender offer, bringing Sempra Pipelines & Storage's ownership to 79.82 percent. This equity transaction is presented as Purchase of Noncontrolling Interests on our Condensed Consolidated Statement of Cash Flows.

We expect the acquisition to be accretive to our earnings per share in 2011 and beyond, based on historically strong operating performance of the companies and assuming the continuation of sound regulatory environments within stable, growing countries. We provide additional information about Sempra Pipelines & Storage's investments in Chilquinta Energía and Luz Del Sur in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

We allocated the purchase price on a preliminary basis in the second quarter of 2011. In the third quarter of 2011, we adjusted the preliminary allocation for additional assets and liabilities identified, including an \$11 million premium related to long-term debt at Chilquinta Energía. The retrospective application of these adjustments to the prior quarter was de minimus. During the measurement period, up to one year from the acquisition date, we may obtain additional information that allows us to more accurately allocate the purchase price. We will make appropriate adjustments to the purchase price allocation during the measurement period as required. At this time, we do not expect material changes to the value of the assets acquired or liabilities assumed in conjunction with this transaction as presented below. The following table summarizes the consideration paid in the acquisition and the recognized amounts of the assets acquired and liabilities assumed, as well as the fair value at the acquisition date of the noncontrolling interests:

## PURCHASE PRICE ALLOCATION

(Dollars in millions)

	At April 6, 2011					
	Chilean entities	Peruvian entities	Other holding companies	Preliminary Allocation	Adjust- ments	Adjusted Allocation
Fair value of businesses acquired:						
Cash consideration (fair value of total consideration)	\$ 495	\$ 385	\$ 8	\$ 888	\$ —	\$ 888
Fair value of equity method investments immediately prior to the acquisition	495	385	2	882	—	882
Fair value of noncontrolling interests	37	242	—	279	—	279
<b>Total fair value of businesses acquired</b>	<b>1,027</b>	<b>1,012</b>	<b>10</b>	<b>2,049</b>	<b>—</b>	<b>2,049</b>
Recognized amounts of identifiable assets acquired and liabilities assumed:						
Cash	219	22	4	245	—	245
Accounts receivable(1)	159	101	6	266	2	268
Other current assets	20	19	—	39	—	39
Property, plant and equipment	554	931	—	1,485	1	1,486
Other noncurrent assets	66	—	—	66	2	68
Accounts payable	(79)	(59)	—	(138)	—	(138)
Short-term debt and current portion of long-term debt	—	(47)	—	(47)	—	(47)
Other current liabilities	(29)	(56)	—	(85)	(5)	(90)
Long-term debt	(294)	(179)	—	(473)	(11)	(484)
Other noncurrent liabilities	(90)	(178)	—	(268)	—	(268)
<b>Total identifiable net assets</b>	<b>526</b>	<b>554</b>	<b>10</b>	<b>1,090</b>	<b>(11)</b>	<b>1,079</b>
<b>Goodwill</b>	<b>\$ 501</b>	<b>\$ 458</b>	<b>\$ —</b>	<b>\$ 959</b>	<b>\$ 11</b>	<b>\$ 970</b>
Acquisition-related costs (included in Other Operation and Maintenance expense on the Condensed Consolidated Statements of Operations for the nine months ended September 30, 2011)						
	\$ 1	\$ 1	\$ —	\$ 2	\$ —	\$ 2

(1) We expect acquired accounts receivable to be substantially realizable in cash. Accounts receivable are net of collection allowances of \$6 million for Chile and \$1 million for Peru.

Our results for the nine months ended September 30, 2011 include a \$277 million gain (both pretax and after-tax) related to the remeasurement of equity method investments, included as Remeasurement of Equity Method Investments on our Condensed Consolidated Statement of Operations. We calculated the gain as the difference between the acquisition-date fair value (\$882 million) and the book value (\$605 million) of our equity interests in Chilquinta Energía and Luz del Sur immediately prior to the acquisition date. This book value of our equity interests included currency translation adjustment balances in Accumulated Other Comprehensive Income (Loss). The valuation techniques we used to allocate the purchase price to the businesses included discounted cash flow analysis and the market multiple approach (enterprise value to earnings before interest, taxes, depreciation and amortization (EBITDA)). Our assumptions for these measures included estimated future cash flows, use of appropriate discount rates, market trading multiples and market transaction multiples. Discount rates used reflect consideration of risk free rates, as well as country and company risk. Methodologies used to determine fair values of material assets as of the date of the acquisition included

- the replacement cost approach for property, plant and equipment; and
- goodwill associated primarily with the value of residual future cash flows that we believe these businesses will generate, to be tested annually for impairment. For income tax purposes, none of the goodwill recorded is deductible in Chile, Peru or the United States.

For substantially all other assets and liabilities, our analysis of fair value factors indicated that book value approximates fair value. We valued noncontrolling interests based on the fair value of tangible assets and an allocation of goodwill based on relative enterprise value.

Our Condensed Consolidated Statements of Operations include 100 percent of the acquired companies' revenues, net income and earnings from the date of acquisition of \$706 million, \$108 million and \$92 million, respectively, for the nine months ended September 30, 2011, including revenues, net income and earnings of \$345 million, \$60 million and \$52 million, respectively, for the three months ended September 30, 2011. These amounts do not include the remeasurement gain.

Following are pro forma revenues and earnings for Sempra Energy had the acquisition occurred on January 1, 2010, which primarily reflect the incremental increase to revenues and earnings from our increased ownership and consolidation of the entities acquired. Although some short-term debt borrowings may have resulted from the actual acquisition in 2011, we have not assumed any additional interest expense in the pro forma impact on earnings below, as the amounts would be immaterial due to the low interest rates available to us on commercial paper. The pro forma amounts do not include the impact of the increased ownership in Luz del Sur resulting from the tender offer completed in September 2011 discussed above.

	Three months ended		Nine months ended	
	September 30,		September 30,	
(Dollars in millions)	2011	2010	2011	2010
Revenues	\$ 2,576	\$ 2,431	\$ 7,775	\$ 7,594
Earnings(1)	296	146	813	793

(1) Pro forma earnings for the nine months ended September 30, 2010 include the \$277 million gain related to the remeasurement of equity method investments.

Chilquinta Energía is an electric distribution utility serving customers in the cities of Valparaíso and Viña del Mar in central Chile. Luz del Sur is an electric distribution utility in the southern zone of metropolitan Lima, Peru. The companies serve primarily regulated customers, and their revenues are based on tariffs that are set by the National Energy Commission (Comisión Nacional de Energía, or CNE) in Chile and the Energy and Mining Investment Supervisory Body (OSINERGMIN) of the National Electricity Office under the Ministry of Energy and Mines in Peru.

The tariffs charged are based on an efficient model distribution company defined by Chilean law in the case of Chilquinta Energía, and OSINERGMIN in the case of Luz del Sur. The tariffs include operation and maintenance costs, an internal rate of return on the new replacement value (Valor Nuevo de Reemplazo or VNR) of depreciable assets, charges for the use of transmission systems, and a component for the value added by the distributor. Tariffs are designed to provide for a pass-through to customers of the main noncontrollable cost items (mainly power purchases and transmission charges), recovery of reasonable operating and administrative costs, incentives to reduce costs and make needed capital investments and a regulated rate of return on the distributor's regulated asset base. 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, they do not meet the requirement necessary for treatment under applicable GAAP for regulatory accounting.

The components of the tariffs discussed above are reviewed and adjusted every four years. The next reviews for Chilquinta Energía and Luz del Sur are scheduled to be completed, with tariff adjustments also going into effect, in November 2012 and 2013, respectively.

The companies use their local currency, the Chilean Peso or the Peruvian Nuevo Sol, as their functional currency. As discussed in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report, the assets and liabilities of these foreign operations are translated into U.S. dollars at current exchange rates at the end of the reporting period, and revenues and expenses are translated at average exchange rates for the period. The resulting noncash translation adjustments do not enter into the calculation of earnings or retained earnings (unless the operation is being discontinued), but are reflected in Comprehensive Income and in Accumulated Other Comprehensive Income (Loss), a component of shareholders' equity.

### ***Mexican Pipeline and Natural Gas Infrastructure Assets***

On April 30, 2010, Sempra Pipelines & Storage completed the acquisition of the Mexican pipeline and natural gas infrastructure assets of El Paso Corporation for \$307 million (\$292 million, net of cash acquired), as we discuss in Note 3 of the Notes to Consolidated Financial Statements in the Annual Report. Pro forma impacts on revenues and earnings for Sempra Energy had the acquisition occurred on January 1, 2010 were immaterial.

### ***Rockies Express***

In the nine months ended September 30, 2010, Sempra Pipelines & Storage contributed \$65 million to Rockies Express, a joint venture to own and operate the Rockies Express Pipeline. The contribution was the last required for the construction phase of the project.

---

## **NOTE 4. INVESTMENTS IN UNCONSOLIDATED ENTITIES**

As we discuss in Note 3, Sempra Pipelines & Storage's interests in Chilquinta Energía and Luz del Sur are no longer recorded as equity method investments, but are consolidated effective April 6, 2011. We provide additional information concerning all of our equity method investments in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

### **RBS SEMpra COMMODITIES**

RBS Sempra Commodities LLP (RBS Sempra Commodities) is a United Kingdom limited liability partnership that owned and operated commodities-marketing businesses. We account for our investment in RBS Sempra Commodities under the equity method, and report our share of partnership earnings in Parent and Other.

We and our partner in the joint venture, The Royal Bank of Scotland (RBS), sold substantially all of the partnership's businesses and assets in four separate transactions completed in July, November and December of 2010 and February of 2011. We expect our share of remaining proceeds to approximate \$322 million, the amount of our investment in RBS Sempra Commodities as of September 30, 2011. This amount reflects the impairment discussed below.

On April 15, 2011, we and RBS entered into a letter agreement (Letter Agreement) which amended certain provisions of the agreements that formed RBS Sempra Commodities. The Letter Agreement addresses the wind-down of the partnership and the distribution of the partnership's remaining assets. In accordance with the Letter Agreement, we received distributions of \$329 million on April 15, 2011 and \$98 million on August 9, 2011. These distributions included sales proceeds and our portion of 2010 distributable income totaling \$455 million, less amounts to settle certain liabilities that we owed to RBS of \$28 million. The Letter Agreement affirms that RBS Sempra Commodities will consider additional distributions of capital after taking into account various factors including available cash, the need for prudent reserves, potential payouts to the purchasers of the partnership's businesses, and any accrued or projected future operating losses or other wind-down expenses of the partnership. Cash availability is impacted by the transfer of trading accounts to one of the buyers in the sales transactions, JP Morgan, as well as collection of related accounts receivable and net margin. The transfer of accounts to JP Morgan and collection of net margin are substantially complete and the collection of accounts receivable continues as planned. Future distributions will generally be made 51 percent to RBS, and 49 percent to us. The Letter Agreement also allows RBS Sempra Commodities to make capital calls to us, subject to certain limits, if necessary to support the remaining operations, for other liabilities or for other payments owed in connection with the sales transactions (subject to additional limitations). We do not anticipate any such capital calls.

In connection with the Letter Agreement described above, we also released RBS from its indemnification obligations with respect to the items for which JP Morgan has agreed to indemnify us.

Pretax equity losses from RBS Sempra Commodities were \$16 million and \$24 million for the three months and nine months ended September 30, 2011, respectively. Pretax equity losses from RBS Sempra Commodities were \$281 million and \$290 million for the three months and nine months ended September 30, 2010, respectively. Included in the equity losses is an impairment charge of \$16 million in 2011 and \$305 million in 2010. As discussed in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report, projected cash distributions from RBS Sempra Commodities, including proceeds from the sale of the partnership's businesses, are net of expected transition costs and are not expected to fully recover the goodwill included in the carrying value of our investment in the partnership. Accordingly, we recorded a pretax noncash charge of \$305 million (\$139 million after-tax) in the third quarter of 2010 to reduce our investment in RBS Sempra Commodities. In addition, we recorded a pretax noncash charge of \$16 million (\$10 million after-tax) for the three months and nine months ended September 30, 2011 to further reduce our investment, primarily to reflect additional amounts incurred to conclude the sales of the partnership's businesses. These charges are included in Equity Losses,

Before Income Tax, on our Condensed Consolidated Statements of Operations. In 2011 and 2010, the fair value of our investment in RBS Sempra Commodities was significantly impacted by unobservable inputs (i.e. Level 3 inputs) as defined by the accounting guidance for fair value measurements. The inputs included estimated future cash distributions expected from the partnership, excluding the impact of costs anticipated for transactions that had not closed at the time of fair value measurement.

We further discuss the RBS Sempra Commodities sales transactions and other matters concerning the partnership in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

## **SEMPRA PIPELINES & STORAGE**

In a proceeding related to our political risk insurance policy, we negotiated a \$48 million settlement that was collected in September 2010. The proceeds from the settlement are included in Other Income, Net, on our Condensed Consolidated Statements of Operations for the three months and nine months ended September 30, 2010. This proceeding related to our investments in Argentina, as we discuss in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

## **SEMPRA GENERATION**

Sempra Generation and BP Wind Energy currently hold 50-percent ownership interests in Fowler Ridge 2 Wind Farm LLC (Fowler Ridge 2), a joint venture which operates a 200-megawatt (MW) wind farm project located in Benton County, Indiana. In August 2010, Sempra Generation received a \$180 million return of capital from Fowler Ridge 2. We discuss this further in Note 6 below and provide additional information in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

---

## **NOTE 5. OTHER FINANCIAL DATA**

### **VARIABLE INTEREST ENTITIES (VIE)**

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 right to receive benefits that could be significant to the VIE.

SDG&E has agreements under which it purchases power generated by facilities for which it supplies all of the natural gas to fuel the power plant (i.e., tolling agreements). SDG&E's obligation to absorb natural gas costs may be a significant variable interest. In addition, SDG&E has the power to direct the dispatch of electricity generated by these facilities. Based upon our analysis, the ability to direct the dispatch of electricity may have the most significant impacts 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 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, Sempra Energy and SDG&E consolidate the entity that owns the facility as a VIE, as we discuss below.

#### ***Otay Mesa VIE***

SDG&E has a 10-year agreement to purchase power generated at the Otay Mesa Energy Center (OMEC), a 605-MW generating facility. In addition to tolling, the agreement provides SDG&E with the option to purchase the power plant at the end of the contract term in 2019, or upon earlier termination of the purchased-power agreement, at a predetermined price subject to adjustments based on performance of the facility. If SDG&E does not exercise its option it may be required, under certain circumstances, to purchase the power plant at a predetermined price.



The facility owner, Otay Mesa Energy Center LLC (OMEC LLC), is a VIE (Otay Mesa VIE), of which SDG&E is the primary beneficiary. SDG&E has no OMEC LLC voting rights 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. Otay Mesa VIE's equity of \$91 million at September 30, 2011 and \$113 million at December 31, 2010 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 \$357 million at September 30, 2011, the proceeds of which were used for the construction of OMEC. The loan is with third party lenders and is secured by OMEC's property, plant and equipment. SDG&E is not a party to the loan agreement and does not have any additional implicit or explicit financial responsibility to OMEC LLC. The loan fully matures in April 2019 and bears interest at rates varying with market rates. In addition, OMEC LLC has entered into interest rate swap agreements to moderate its exposure to interest rate changes. We provide additional information concerning the interest rate swaps in Note 7.

### ***Other Variable Interest Entities***

SDG&E's power procurement is subject to reliability requirements that may require SDG&E to enter into various power purchase arrangements which include variable interests. SDG&E evaluates the respective entities to determine if variable interest entities exist and, based on the qualitative and quantitative analyses described above, if SDG&E, and thereby Sempra Energy, is the primary beneficiary. 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 as of September 30, 2011. In addition to the tolling agreements described above, other variable interests involve various elements of fuel and power costs, including certain construction costs, tax credits, and other components of cash flow expected to be paid to or received by our counterparties. In most of these cases, the expectation of variability is not substantial, and SDG&E generally does not have the power to direct activities that most significantly impact the economic performance of the other VIEs. 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 are not expected to significantly affect the financial position, results of operations, or liquidity of SDG&E. 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.

Sempra Energy's other business units also enter into arrangements which could include variable interests. We evaluate these arrangements and applicable entities based upon the qualitative and quantitative analyses described above. Certain of these entities are service companies that are VIEs. As the primary beneficiary of these service companies, we consolidate them. In all other cases, we have determined that at this time the contracts are not variable interests in a VIE and therefore are not subject to the requirements of GAAP concerning the consolidation of VIEs.

### **GOODWILL**

Goodwill is the excess of the purchase price over the fair value of the identifiable net assets of acquired companies. Goodwill is not amortized but is tested annually on October 1 for impairment. Impairment of goodwill occurs when the carrying amount (book value) of goodwill exceeds its implied fair value. If the book value of goodwill is greater than the fair value on the test date, an impairment loss may be recorded.

Goodwill included on the Sempra Energy Condensed Consolidated Balance Sheets is recorded as follows:

<b>GOODWILL</b>			
<i>(Dollars in millions)</i>			
	Sempra		
	Pipelines & Storage	Parent and Other	Total
Balance as of December 31, 2010	\$ 81	\$ 6	\$ 87
Acquisition of Chilquinta Energía and Luz Del Sur	970	—	970
Foreign currency translation(1)	(44)	—	(44)
<b>Balance at September 30, 2011</b>	<b>\$ 1,007</b>	<b>\$ 6</b>	<b>\$ 1,013</b>

(1) We record the offset of this fluctuation to other comprehensive income.

We provide additional information concerning goodwill in Notes 1 and 3 of the Notes to Consolidated Financial Statements in the Annual Report.

## PENSION AND OTHER POSTRETIREMENT BENEFITS

### *Net Periodic Benefit Cost*

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

<b>NET PERIODIC BENEFIT COST -- SEMPRA ENERGY CONSOLIDATED</b>				
<i>(Dollars in millions)</i>				
	Pension Benefits		Other Postretirement Benefits	
	Three months ended September 30,		Three months ended September 30,	
	2011	2010	2011	2010
Service cost	\$ 20	\$ 20	\$ 8	\$ 5
Interest cost	41	41	16	14
Expected return on assets	(36)	(36)	(12)	(12)
Amortization of:				
Prior service cost	1	1	—	—
Actuarial loss	8	8	4	2
Settlement	1	—	—	—
Regulatory adjustment	31	5	2	1
<b>Total net periodic benefit cost</b>	<b>\$ 66</b>	<b>\$ 39</b>	<b>\$ 18</b>	<b>\$ 10</b>
	Nine months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Service cost	\$ 63	\$ 62	\$ 23	\$ 20
Interest cost	126	125	49	43
Expected return on assets	(109)	(108)	(36)	(35)
Amortization of:				
Prior service cost (credit)	3	3	—	(1)
Actuarial loss	26	23	13	6
Settlement	11	—	—	—
Regulatory adjustment	6	(14)	6	5
<b>Total net periodic benefit cost</b>	<b>\$ 126</b>	<b>\$ 91</b>	<b>\$ 55</b>	<b>\$ 38</b>

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

	Pension Benefits		Other Postretirement Benefits	
	Three months ended September 30,		Three months ended September 30,	
	2011	2010	2011	2010
Service cost	\$ 6	\$ 7	\$ 1	\$ 2
Interest cost	12	12	2	2
Expected return on assets	(10)	(11)	(1)	(2)
Amortization of:				
Prior service cost	—	—	1	1
Actuarial loss	2	3	—	—
Regulatory adjustment	15	3	1	—
<b>Total net periodic benefit cost</b>	<b>\$ 25</b>	<b>\$ 14</b>	<b>\$ 4</b>	<b>\$ 3</b>
	Nine months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Service cost	\$ 21	\$ 21	\$ 5	\$ 5
Interest cost	37	36	7	7
Expected return on assets	(35)	(32)	(5)	(5)
Amortization of:				
Prior service cost	1	1	3	3
Actuarial loss	7	9	—	—
Settlement	1	—	—	—
Regulatory adjustment	13	(2)	2	1
<b>Total net periodic benefit cost</b>	<b>\$ 45</b>	<b>\$ 33</b>	<b>\$ 12</b>	<b>\$ 11</b>

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

	Pension Benefits		Other Postretirement Benefits	
	Three months ended September 30,		Three months ended September 30,	
	2011	2010	2011	2010
Service cost	\$ 10	\$ 11	\$ 7	\$ 3
Interest cost	24	25	12	11
Expected return on assets	(21)	(23)	(10)	(9)
Amortization of:				
Prior service cost (credit)	1	1	(1)	(1)
Actuarial loss	4	2	4	2
Regulatory adjustment	16	2	1	1
<b>Total net periodic benefit cost</b>	<b>\$ 34</b>	<b>\$ 18</b>	<b>\$ 13</b>	<b>\$ 7</b>
	Nine months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Service cost	\$ 34	\$ 34	\$ 17	\$ 13
Interest cost	74	74	39	34
Expected return on assets	(64)	(68)	(30)	(29)
Amortization of:				
Prior service cost (credit)	2	2	(3)	(3)
Actuarial loss	12	7	13	6
Settlement	1	—	—	—
Regulatory adjustment	(7)	(12)	4	4
<b>Total net periodic benefit cost</b>	<b>\$ 52</b>	<b>\$ 37</b>	<b>\$ 40</b>	<b>\$ 25</b>

## 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 2011:

<i>(Dollars in millions)</i>	Sempra Energy		
	Consolidated	SDG&E	SoCalGas
Contributions through September 30, 2011:			
Pension plans	\$ 136	\$ 42	\$ 56
Other postretirement benefit plans	56	12	42
Total expected contributions in 2011:			
Pension plans	\$ 211	\$ 68	\$ 95
Other postretirement benefit plans	74	15	55

## EARNINGS PER SHARE

The following table provides the per share computations for our earnings for the three months and nine months ended September 30, 2011 and 2010. Basic earnings per common share (EPS) is calculated by dividing earnings attributable to common stock by the weighted-average number of common shares outstanding for the period. Diluted EPS includes the potential dilution of common stock equivalent shares that could occur if securities or other contracts to issue common stock were exercised or converted into common stock.

<b>EARNINGS PER SHARE COMPUTATIONS</b>					
<i>(Dollars in millions, except per share amounts; shares in thousands)</i>					
	Three months ended September 30,		Nine months ended September 30,		
	2011	2010	2011	2010	
Numerator:					
Earnings/Income attributable to common shareholders	\$ 296	\$ 131	\$ 1,065	\$ 459	
Denominator:					
Weighted-average common shares outstanding for basic EPS	239,545	246,668	239,693	246,513	
Dilutive effect of stock options, restricted stock awards and restricted stock units	2,335	3,143	2,262	3,260	
Weighted-average common shares outstanding for diluted EPS	241,880	249,811	241,955	249,773	
Earnings per share:					
Basic	\$ 1.23	\$ 0.53	\$ 4.44	\$ 1.86	
Diluted	\$ 1.22	\$ 0.53	\$ 4.40	\$ 1.84	

The dilution from common stock options is based on the treasury stock method. Under this method, proceeds based on the exercise price plus unearned compensation and windfall tax benefits and minus tax shortfalls are assumed to be used to repurchase shares on the open market at the average market price for the period. The windfall tax benefits are tax deductions we would receive upon the assumed exercise of stock options in excess of the deferred income taxes we recorded related to the compensation expense on the stock options. Tax shortfalls occur when the assumed tax deductions are less than recorded deferred income taxes. The calculation excludes options for which the exercise price on common stock was greater than the average market price during the period (out-of-the-money options). We had 2,112,880 and 2,111,839 such antidilutive stock options outstanding during the three months and nine months ended September 30, 2011, respectively. We had 2,132,975 and 2,158,528 such stock options outstanding during the three months and nine months ended September 30, 2010, respectively.

We had no stock options outstanding during the three months ended September 30, 2011 and 900 stock options during the nine months ended September 30, 2011 that were antidilutive because of the unearned compensation and windfall tax benefits included in the assumed proceeds under the treasury stock method. We had 10,800 and 8,407 such antidilutive stock options during the three months and nine months ended September 30, 2010, respectively.

The dilution from unvested restricted stock awards (RSAs) and restricted stock units (RSUs) is also based on the treasury stock method. Assumed proceeds equal to the unearned compensation and windfall tax benefits and minus tax shortfalls related to the awards and units are assumed to be used to repurchase shares on the open market at the average market price for the period. The windfall tax benefits or tax shortfalls are the difference between tax deductions we would receive upon the assumed vesting of RSAs or RSUs and the deferred income taxes we recorded related to the compensation expense on such awards and units.

Each performance based RSU represents the right to receive between zero and 1.5 shares of Sempra Energy common stock based on Sempra Energy's four-year cumulative total shareholder return compared to the S&P 500 Utilities Index, as follows:

Four-Year Cumulative Total Shareholder Return Ranking versus S&P 500 Utilities Index(1)	Number of Sempra Energy Common Shares Received for Each Restricted Stock Unit(2)
75th Percentile or Above	1.5
50th Percentile	1
35th Percentile or Below	—

(1) If Sempra Energy ranks at or above the 50th percentile compared to the S&P 500 Index, participants will receive a minimum of 1.0 share for each restricted stock unit.

(2) Participants may also receive additional shares for dividend equivalents on shares subject to restricted stock units, which are reinvested to purchase additional shares that become subject to the same vesting conditions as the restricted stock units to which the dividends relate.

RSAs have a maximum potential of 100% vesting. We include our performance based RSAs and RSUs in potential dilutive shares at zero to 100 percent and zero to 150 percent, respectively, to the extent that they currently meet the performance requirements for vesting, subject to the application of the treasury stock method. Due to market fluctuations of both Sempra Energy stock and the comparative index, dilutive RSA and RSU shares may vary widely from period-to-period. We include our RSAs, which are service based, in potential dilutive shares at 100 percent.

RSUs and RSAs may be excluded from potential dilutive shares by the application of unearned compensation in the treasury stock method or because performance goals are currently not met. The maximum excluded RSUs and RSAs, assuming performance goals were met at maximum levels, were 3,473,578 and 3,630,253 for the three months and nine months ended September 30, 2011, respectively, and 2,072,646 and 1,950,281 for the three months and nine months ended September 30, 2010, respectively.

## COMMON STOCK REPURCHASE PROGRAM

In September 2010, we entered into a share repurchase program under which we prepaid \$500 million to repurchase shares of our common stock in a share forward transaction. The program was completed in March 2011 with a total of 9,574,435 shares repurchased at an average price of \$52.22 per share. Our outstanding shares used to calculate earnings per share were reduced by the number of shares repurchased when they were delivered to us, and the \$500 million purchase price was recorded as a reduction in shareholders' equity upon its prepayment. We received 5,670,006 shares during the quarter ended September 30, 2010; 2,407,994 shares on October 4, 2010 and 1,496,435 shares on March 22, 2011. We discuss the repurchase program further in Note 13 of the Notes to Consolidated Financial Statements in the Annual Report.

## PREFERRED STOCK OF SUBSIDIARY

On June 30, 2011, PE redeemed all five series of its outstanding preferred stock for \$81 million. Each series was redeemed for cash at redemption prices ranging from \$100 to \$101.50 per share, plus accrued dividends up to the redemption date of an aggregate of \$1 million. The redeemed shares are no longer outstanding and represent only the right to receive the applicable redemption price, to the extent the shares have not yet been presented for payment. We provide more detail concerning PE's preferred stock in Note 12 of the Notes to Consolidated Financial Statements in the Annual Report.

## SHARE-BASED COMPENSATION

We discuss our share-based compensation plans in Note 9 of the Notes to Consolidated Financial Statements in the Annual Report. We recorded share-based compensation expense, net of income taxes, of \$7 million and \$4 million for the three months ended

September 30, 2011 and 2010, respectively, and \$20 million and \$17 million for the nine months ended September 30, 2011 and 2010, respectively. Pursuant to our share-based compensation plans, we granted 1,089,223 RSUs and 11,876 RSAs during the nine months ended September 30, 2011, primarily in January 2011.

## CAPITALIZED FINANCING COSTS

Capitalized financing costs include capitalized interest costs and, at the Sempra Utilities, an allowance for funds used during construction (AFUDC) related to both debt and equity financing of construction projects. The following table shows capitalized financing costs for the three months and nine months ended September 30, 2011 and 2010.

<b>CAPITALIZED FINANCING COSTS</b>				
<i>(Dollars in millions)</i>				
	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
<b>Sempra Energy Consolidated:</b>				
AFUDC related to debt	\$ 10	\$ 6	\$ 27	\$ 16
AFUDC related to equity	26	13	67	40
Other capitalized financing costs	6	9	20	27
Total Sempra Energy Consolidated	\$ 42	\$ 28	\$ 114	\$ 83
<b>SDG&amp;E:</b>				
AFUDC related to debt	\$ 8	\$ 5	\$ 22	\$ 12
AFUDC related to equity	21	11	54	30
Total SDG&E	\$ 29	\$ 16	\$ 76	\$ 42
<b>SoCalGas:</b>				
AFUDC related to debt	\$ 2	\$ 1	\$ 5	\$ 4
AFUDC related to equity	5	2	13	10
Total SoCalGas	\$ 7	\$ 3	\$ 18	\$ 14

## COMPREHENSIVE INCOME

The following tables provide a reconciliation of net income to comprehensive income.

<b>COMPREHENSIVE INCOME</b>						
<i>(Dollars in millions)</i>						
Three months ended September 30,						
	2011			2010		
	Share- holders' Equity(1)	Non- controlling Interests	Total Equity	Share- holders' Equity(1)	Non- controlling Interests	Total Equity
<b>Sempra Energy Consolidated:</b>						
Net income (loss)(2)	\$ 297	\$ 29	\$ 326	\$ 133	\$ (6)	\$ 127
Foreign currency translation adjustments	(132)	(7)	(139)	53	—	53
Financial instruments	(14)	(25)	(39)	(3)	1	(2)
Available-for-sale securities	—	—	—	4	—	4
Net actuarial gain	1	—	1	1	—	1
<b>Comprehensive income (loss)</b>	<b>\$ 152</b>	<b>\$ (3)</b>	<b>\$ 149</b>	<b>\$ 188</b>	<b>\$ (5)</b>	<b>\$ 183</b>
<b>SDG&amp;E:</b>						
Net income (loss)	\$ 115	\$ 21	\$ 136	\$ 108	\$ (5)	\$ 103
Financial instruments	—	(25)	(25)	—	1	1
Net actuarial gain	1	—	1	—	—	—
<b>Comprehensive income (loss)</b>	<b>\$ 116</b>	<b>\$ (4)</b>	<b>\$ 112</b>	<b>\$ 108</b>	<b>\$ (4)</b>	<b>\$ 104</b>
<b>SoCalGas:</b>						
Net income	\$ 81	\$ —	\$ 81	\$ 78	\$ —	\$ 78
Financial instruments	1	—	1	1	—	1
<b>Comprehensive income</b>	<b>\$ 82</b>	<b>\$ —</b>	<b>\$ 82</b>	<b>\$ 79</b>	<b>\$ —</b>	<b>\$ 79</b>

(1) Shareholders' equity of Sempra Energy Consolidated, SDG&E or SoCalGas as indicated in left margin.

(2) Before preferred dividends of subsidiaries.

**COMPREHENSIVE INCOME***(Dollars in millions)*

	Nine months ended September 30,					
	2011			2010		
	Share- holders' Equity(1)	Non- controlling Interests	Total Equity	Share- holders' Equity(1)	Non- controlling Interests	Total Equity
<b>Sempra Energy Consolidated:</b>						
Net income (loss)(2)	\$ 1,071	\$ 21	\$ 1,092	\$ 466	\$ (34)	\$ 432
Foreign currency translation adjustments	(109)	(1)	(110)	32	—	32
Reclassification to net income of foreign currency translation adjustment related to equity method investments(3)	(54)	—	(54)	—	—	—
Financial instruments	(18)	(34)	(52)	(12)	5	(7)
Available-for-sale securities	—	—	—	1	—	1
Net actuarial gain	8	—	8	4	—	4
<b>Comprehensive income (loss)</b>	<b>\$ 898</b>	<b>\$ (14)</b>	<b>\$ 884</b>	<b>\$ 491</b>	<b>\$ (29)</b>	<b>\$ 462</b>
<b>SDG&amp;E:</b>						
Net income (loss)	\$ 277	\$ 6	\$ 283	\$ 268	\$ (34)	\$ 234
Financial instruments	—	(34)	(34)	—	5	5
Net actuarial gain	1	—	1	1	—	1
<b>Comprehensive income (loss)</b>	<b>\$ 278</b>	<b>\$ (28)</b>	<b>\$ 250</b>	<b>\$ 269</b>	<b>\$ (29)</b>	<b>\$ 240</b>
<b>SoCalGas:</b>						
Net income	\$ 209	\$ —	\$ 209	\$ 213	\$ —	\$ 213
Financial instruments	2	—	2	2	—	2
<b>Comprehensive income</b>	<b>\$ 211</b>	<b>\$ —</b>	<b>\$ 211</b>	<b>\$ 215</b>	<b>\$ —</b>	<b>\$ 215</b>

*(1) Shareholders' equity of Sempra Energy Consolidated, SDG&E or SoCalGas as indicated in left margin.**(2) Before preferred dividends of subsidiaries.**(3) Related to the acquisition of Chilquinta Energía and Luz del Sur.*



The amounts for comprehensive income in the tables above are net of income tax expense (benefit) as follows:

**INCOME TAX EXPENSE (BENEFIT) ASSOCIATED WITH OTHER COMPREHENSIVE INCOME**

(Dollars in millions)

	Three months ended September 30,					
	2011			2010		
	Share- holders' Equity(1)	Non- controlling Interests	Total Equity	Share- holders' Equity(1)	Non- controlling Interests	Total Equity
<b>Sempra Energy Consolidated:</b>						
Financial instruments	\$ (11)	\$ —	\$ (11)	\$ (1)	\$ —	\$ (1)
Foreign currency translation adjustments	(1)	—	(1)	—	—	—
Net actuarial gain	1	—	1	1	—	1
<b>SoCalGas:</b>						
Financial instruments	\$ —	\$ —	\$ —	\$ 1	\$ —	\$ 1
<b>Nine months ended September 30,</b>						
	2011			2010		
	Share- holders' Equity(1)	Non- controlling Interests	Total Equity	Share- holders' Equity(1)	Non- controlling Interests	Total Equity
	<b>Sempra Energy Consolidated:</b>					
Financial instruments	\$ (11)	\$ —	\$ (11)	\$ (7)	\$ —	\$ (7)
Foreign currency translation adjustments	(1)	—	(1)	—	—	—
Available-for-sale securities	—	—	—	(1)	—	(1)
Net actuarial gain	5	—	5	3	—	3
<b>SoCalGas:</b>						
Financial instruments	\$ 1	\$ —	\$ 1	\$ 2	\$ —	\$ 2

(1) Shareholders' equity of Sempra Energy Consolidated or SoCalGas as indicated in left margin.

Income tax amounts associated with other comprehensive income during the three months and nine months ended September 30, 2011 and 2010 at SDG&E were negligible.

## SHAREHOLDERS' EQUITY AND NONCONTROLLING INTERESTS

The following two tables provide a reconciliation of Sempra Energy's and SDG&E's shareholders' equity and noncontrolling interests for the nine months ended September 30, 2011 and 2010.

### SHAREHOLDERS' EQUITY AND NONCONTROLLING INTERESTS

(Dollars in millions)

	Sempra Energy Shareholders' Equity	Non- controlling Interests	Total Equity
Balance at December 31, 2010	\$ 9,027	\$ 211	\$ 9,238
Comprehensive income (loss)	898	(14)	884
Share-based compensation expense	36	—	36
Common stock dividends declared	(346)	—	(346)
Preferred dividends of subsidiaries	(6)	—	(6)
Issuance of common stock	22	—	22
Tax benefit related to share-based compensation	6	—	6
Repurchase of common stock	(18)	—	(18)
Common stock released from ESOP	15	—	15
Distributions to noncontrolling interests	—	(9)	(9)
Equity contributed by noncontrolling interest	—	6	6
Acquisition of South American entities	—	279	279
Purchase of noncontrolling interests in subsidiary	(4)	(39)	(43)
Redemption of preferred stock of subsidiary	—	(80)	(80)
Balance at September 30, 2011	\$ 9,630	\$ 354	\$ 9,984
Balance at December 31, 2009	\$ 9,007	\$ 244	\$ 9,251
Comprehensive income (loss)	491	(29)	462
Share-based compensation expense	31	—	31
Common stock dividends declared	(287)	—	(287)
Preferred dividends of subsidiaries	(7)	—	(7)
Issuance of common stock	53	—	53
Tax benefit related to share-based compensation	3	—	3
Repurchase of common stock	(502)	—	(502)
Common stock released from ESOP	13	—	13
Distributions to noncontrolling interest	—	(10)	(10)
Balance at September 30, 2010	\$ 8,802	\$ 205	\$ 9,007

**SHAREHOLDER'S EQUITY AND NONCONTROLLING INTEREST***(Dollars in millions)*

	SDG&E Shareholder's Equity	Non- controlling Interest	Total Equity
Balance at December 31, 2010	\$ 3,108	\$ 113	\$ 3,221
Comprehensive income (loss)	278	(28)	250
Preferred stock dividends declared	(4)	—	(4)
Capital contribution	200	—	200
Equity contributed by noncontrolling interest	—	6	6
Balance at September 30, 2011	\$ 3,582	\$ 91	\$ 3,673
Balance at December 31, 2009	\$ 2,739	\$ 146	\$ 2,885
Comprehensive income (loss)	269	(29)	240
Preferred stock dividends declared	(4)	—	(4)
Distributions to noncontrolling interest	—	(10)	(10)
Balance at September 30, 2010	\$ 3,004	\$ 107	\$ 3,111

**TRANSACTIONS WITH AFFILIATES*****Loans to Unconsolidated Affiliates***

Sempra Pipelines & Storage has a U.S. dollar-denominated loan to Camuzzi Gas del Sur S.A., an affiliate of Sempra Pipelines & Storage's Argentine investments, which we discuss in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report. The loan has a \$24 million balance outstanding at a variable interest rate (7.246 percent as of September 30, 2011). In June 2011, the maturity date of the loan was extended from June 2011 to June 30, 2012. The loan was fully reserved at December 31, 2010 and September 30, 2011.

### Other Affiliate Transactions

Sempra Energy, SDG&E and SoCalGas provide certain services to each other and are charged an allocable share of the cost of such services. Amounts due to/from affiliates are as follows:

#### AMOUNTS DUE TO AND FROM AFFILIATES AT SDG&E AND SOCALGAS

(Dollars in millions)

	September 30, 2011	December 31, 2010
<b>SDG&amp;E</b>		
Current:		
Due from SoCalGas	\$ 10	\$ 11
Due from various affiliates	1	1
	<u>\$ 11</u>	<u>\$ 12</u>
Due to Sempra Energy	<u>\$ 23</u>	<u>\$ 16</u>
Income taxes due from Sempra Energy(1)	<u>\$ 84</u>	<u>\$ 25</u>
<b>SoCalGas</b>		
Current:		
Due from Sempra Energy	\$ 167	\$ 60
Due from various affiliates	1	3
	<u>\$ 168</u>	<u>\$ 63</u>
Due to SDG&E	<u>\$ 10</u>	<u>\$ 11</u>
Income taxes due from (to) Sempra Energy(1)	<u>\$ 63</u>	<u>\$ (3)</u>

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

Revenues from unconsolidated affiliates at the Sempra Utilities are as follows:

#### REVENUES FROM UNCONSOLIDATED AFFILIATES AT THE SEMPRA UTILITIES

(Dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
SDG&E	\$ 3	\$ 1	\$ 6	\$ 6
SoCalGas	13	11	38	32

### Transactions with RBS Sempra Commodities

Several of our business units have engaged in transactions with RBS Sempra Commodities. As a result of the divestiture of substantially all of RBS Sempra Commodities' businesses, transactions between our business units and RBS Sempra Commodities were assigned over time to the buyers of the joint venture businesses. The assignments of the related contracts were substantially completed by May 1, 2011. Amounts in our Condensed Consolidated Financial Statements related to these transactions are as follows:

#### AMOUNTS RECORDED FOR TRANSACTIONS WITH RBS SEMPR A COMMODITIES

(Dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2011(1)	2010	2011(1)	2010
<b>Revenues:</b>				
SoCalGas	\$ —	\$ 1	\$ —	\$ 8
Sempra Generation(2)	—	10	4	19
Sempra LNG	—	60	40	199
Total revenues	<u>\$ —</u>	<u>\$ 71</u>	<u>\$ 44</u>	<u>\$ 226</u>
<b>Cost of natural gas:</b>				
SDG&E	\$ —	\$ 1	\$ —	\$ 2
SoCalGas	—	10	—	33
Sempra Generation	—	30	30	58
Sempra Pipelines & Storage	3	6	17	22
Sempra LNG	—	63	30	208
Total cost of natural gas	<u>\$ 3</u>	<u>\$ 110</u>	<u>\$ 77</u>	<u>\$ 323</u>

(1) With the exception of Sempra Pipelines & Storage, whose contract with RBS Sempra Commodities expired in July 2011, amounts only include activities prior to May 1, 2011, the date by which substantially all the contracts with RBS Sempra Commodities were assigned to buyers of the joint venture businesses.

(2) Includes amounts in 2010 for Sempra Rockies Marketing, previously reported in our former Sempra Commodities segment as we discuss in Note 11.

	December 31, 2010
<b>Fixed-price contracts and other derivatives - Net Asset (Liability):</b>	
Sempra Generation	\$ 17
Sempra LNG	(35)
Total	<u>\$ (18)</u>
<b>Due to unconsolidated affiliates:</b>	
Sempra Generation	\$ 11
Sempra LNG	13
Parent and other	11
Total	<u>\$ 35</u>
<b>Due from unconsolidated affiliates:</b>	
SoCalGas	\$ 3
Sempra Generation	13
Sempra LNG	13
Parent and other	5
Total	<u>\$ 34</u>

## OTHER INCOME (EXPENSE), NET

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

<b>OTHER INCOME (EXPENSE), NET</b>				
<i>(Dollars in millions)</i>				
	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
<b>Sempra Energy Consolidated:</b>				
Allowance for equity funds used during construction	\$ 26	\$ 13	\$ 67	\$ 40
Investment (losses) gains(1)	(6)	10	13	15
Losses on interest rate and foreign exchange instruments, net(2)	(26)	(17)	(14)	(40)
Regulatory interest, net	—	1	1	—
Sundry, net(3)	18	59	19	67
<b>Total</b>	<b>\$ 12</b>	<b>\$ 66</b>	<b>\$ 86</b>	<b>\$ 82</b>
<b>SDG&amp;E:</b>				
Allowance for equity funds used during construction	\$ 21	\$ 11	\$ 54	\$ 30
Losses on interest rate instruments(4)	—	(17)	—	(51)
Regulatory interest, net	—	—	1	—
Sundry, net	5	4	—	3
<b>Total</b>	<b>\$ 26</b>	<b>\$ (2)</b>	<b>\$ 55</b>	<b>\$ (18)</b>
<b>SoCalGas:</b>				
Allowance for equity funds used during construction	\$ 5	\$ 2	\$ 13	\$ 10
Sundry, net	(2)	—	(4)	(2)
<b>Total</b>	<b>\$ 3</b>	<b>\$ 2</b>	<b>\$ 9</b>	<b>\$ 8</b>

- (1) Represents investment (losses) gains on dedicated assets in support of our executive retirement and deferred compensation plans. These amounts are partially offset by corresponding changes in compensation expense related to the plans.  
(2) Sempra Energy Consolidated includes Otay Mesa VIE and additional instruments.  
(3) Amounts in 2010 include proceeds from a legal settlement of \$48 million.  
(4) Related to Otay Mesa VIE.

## INCOME TAXES

<b>INCOME TAX EXPENSE (BENEFIT) AND EFFECTIVE INCOME TAX RATES</b>					
<i>(Dollars in millions)</i>					
	Three months ended September 30,				
	2011		2010		
	Income Tax Expense	Effective Income Tax Rate	%	Income Tax Expense (Benefit)	Effective Income Tax Rate
Sempra Energy Consolidated	\$ 68	18	%	\$ (32)	(32) %
SDG&E	63	32		56	35
SoCalGas	41	34		42	35
Nine months ended September 30,					
	2011		2010		
	Income Tax Expense	Effective Income Tax Rate	%	Income Tax Expense	Effective Income Tax Rate
Sempra Energy Consolidated	\$ 269	20	%	\$ 85	18 %
SDG&E	154	35		131	36
SoCalGas	106	34		132	38

## ***Changes in Effective Income Tax Rates***

### ***Sempra Energy Consolidated***

In the three months ended September 30, 2011, we had net income tax expense compared to a net income tax benefit in 2010. The change in rates was primarily due to:

- lower pretax income in countries with lower statutory rates (primarily due to a \$175 million non-taxable gain in 2010 related to our share of the RBS Sempra Commodities sale to J.P. Morgan Ventures Energy Corporation); **offset by**
- \$30 million tax benefit in 2011 compared to \$9 million tax expense in 2010 due to Mexican currency translation and inflation adjustments;
- \$11 million state income tax expense related to our exit from the RBS Sempra Commodities business in 2010;
- higher exclusions from taxable income of the equity portion of AFUDC; and
- higher favorable impact from the resolution of prior years' income tax issues.

For the nine months ended September 30, 2011, the increase in the effective income tax rate was primarily due to:

- higher book depreciation over income tax depreciation related to a certain portion of utility plant fixed assets; **offset by**
- higher income in countries with lower statutory rates (primarily due to a \$277 million non-taxable gain in 2011 from the remeasurement of our equity method investments related to our acquisition from AEI of their investments in Chile and Peru, discussed below, compared to a \$175 million non-taxable gain in 2010 related to our share of the RBS Sempra Commodities sale to J.P. Morgan Ventures Energy Corporation);
- \$17 million tax benefit in 2011 compared to \$16 million tax expense in 2010 due to Mexican currency translation and inflation adjustments;
- a \$16 million write-down in 2010 of the deferred tax assets related to other postretirement benefits, as a result of a change in U.S. tax law that eliminates a future deduction, starting in 2013, for retiree healthcare funded by the Medicare Part D subsidy;
- \$11 million state income tax expense related to our exit from the RBS Sempra Commodities business in 2010; and
- higher exclusions from taxable income of the equity portion of AFUDC.

As we discuss in Note 3, we recorded a \$277 million gain in connection with our acquisition of AEI's interests in Chilquinta Energía in Chile and Luz del Sur in Peru. However, we recorded no corresponding income tax expense because, for the foreseeable future, our investments in Chile and Peru are considered permanent in nature (i.e., will not be held out for sale). In addition, we continue to expect to reinvest indefinitely all cumulative undistributed earnings, for the foreseeable future, for all non-U.S. subsidiaries, including our subsidiaries in Chile and Peru. Deferred income tax expense related to all, or a part, of the \$277 million gain would need to be recorded if either, or both, of these investments were to be held out for sale. Deferred income tax expense would also need to be recorded if all, or part, of the cumulative undistributed earnings in either Chile or Peru, or both, were no longer considered to be reinvested indefinitely.

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

SDG&E's effective income tax rate decreased for the three months ended September 30, 2011 primarily due to:

- the impact of Otay Mesa VIE, as we discuss below; and
- higher exclusions from taxable income of the equity portion of AFUDC; **offset by**
- lower deductions for cost of removal of utility plant fixed assets.

SDG&E's effective income tax rate decreased for the nine months ended September 30, 2011 primarily due to:

- the impact of Otay Mesa VIE, as we discuss below;
- higher exclusions from taxable income of the equity portion of AFUDC;
- a \$3 million write-down in 2010 of the deferred tax assets related to other postretirement benefits as a result of a change in U.S. tax law, as we discuss above; and
- higher deductions for self-developed software costs; **offset by**
- unfavorable adjustments related to prior years' income tax issues in 2011 versus favorable adjustments in 2010; and
- higher book depreciation over income tax depreciation related to a certain portion of utility plant fixed assets.

Results for Sempra Energy Consolidated and SDG&E include Otay Mesa VIE, which is consolidated, and therefore, their effective income tax rates are impacted by the VIE's stand-alone effective income tax rate.

### *SoCalGas*

The decrease in SoCalGas' effective income tax rate for the three months ended September 30, 2011 was primarily due to higher exclusions from taxable income of the equity portion of AFUDC.

The decrease in SoCalGas' effective income tax rate for the nine months ended September 30, 2011 was primarily due to:

- a \$13 million write-down in 2010 of the deferred tax assets related to other postretirement benefits as a result of a change in U.S. tax law, as we discuss above; and
- higher exclusions from taxable income of the equity portion of AFUDC; **offset by**
- higher book depreciation over income tax depreciation related to a certain portion of utility plant fixed assets.

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

- the equity portion of AFUDC
- cost of removal of utility plant assets
- self-developed software costs
- depreciation on a certain portion of utility plant assets

---

## NOTE 6. DEBT AND CREDIT FACILITIES

### **COMMITTED LINES OF CREDIT**

At September 30, 2011, Sempra Energy Consolidated had \$3.8 billion in committed lines of credit to provide liquidity and to support commercial paper and variable-rate demand notes, the major components of which we detail below. Available unused credit on these lines at September 30, 2011 was \$2.7 billion.

#### *Sempra Energy*

Sempra Energy has a \$1 billion, four-year syndicated revolving credit agreement expiring in October 2014. Citibank, N.A. serves as administrative agent for the syndicate of 23 lenders. No single lender has greater than a 7-percent share.

Borrowings bear interest at benchmark rates plus a margin that varies with market index rates and Sempra Energy's credit ratings. The facility requires Sempra Energy to maintain a ratio of total indebtedness to total capitalization (as defined in the agreement) of no more than 65 percent at the end of each quarter. The facility also provides for issuance of up to \$400 million of letters of credit on behalf of Sempra Energy with the amount of borrowings otherwise available under the facility reduced by the amount of outstanding letters of credit.

At September 30, 2011, Sempra Energy had \$14 million of variable-rate demand notes outstanding supported by the facility.

#### *Sempra Global*

Sempra Global has a \$2 billion, four-year syndicated revolving credit agreement expiring in October 2014. Citibank, N.A. serves as administrative agent for the syndicate of 23 lenders. No single lender has greater than a 7-percent share.

Sempra Energy guarantees Sempra Global's obligations under the credit facility. Borrowings bear interest at benchmark rates plus a margin that varies with market index rates and Sempra Energy's credit ratings. The facility requires Sempra Energy to maintain a ratio of total indebtedness to total capitalization (as defined in the agreement) of no more than 65 percent at the end of each quarter.

At September 30, 2011, Sempra Global had \$823 million of commercial paper outstanding supported by the facility. At September 30, 2011, \$200 million of the commercial paper outstanding is classified as long-term debt based on management's intent and ability to



maintain this level of borrowing on a long-term basis either supported by this credit facility or by issuing long-term debt. At December 31, 2010, \$800 million of commercial paper outstanding was similarly classified as long-term debt.

### ***Sempra Utilities***

SDG&E and SoCalGas have a combined \$800 million, four-year syndicated revolving credit agreement expiring in October 2014. JPMorgan Chase Bank serves as administrative agent for the syndicate of 22 lenders. No single lender has greater than a 7-percent share. The agreement permits each utility to individually borrow up to \$600 million, subject to a combined limit of \$800 million for both utilities. It also provides for the issuance of letters of credit on behalf of each utility subject to a combined letter of credit commitment of \$200 million for both utilities. The amount of borrowings otherwise available under the facility is reduced by the amount of outstanding letters of credit.

Borrowings under the facility bear interest at benchmark rates plus a margin that varies with market index rates and the borrowing utility's credit ratings. The agreement requires each utility to maintain a ratio of total indebtedness to total capitalization (as defined in the agreement) of no more than 65 percent at the end of each quarter.

Each utility's obligations under the agreement are individual obligations, and a default by one utility would not constitute a default by the other utility or preclude borrowings by, or the issuance of letters of credit on behalf of, the other utility.

At September 30, 2011, SDG&E and SoCalGas had no outstanding borrowings under this facility and SDG&E had \$237 million of variable-rate demand notes outstanding supported by the facility. Available unused credit on the lines under this facility at September 30, 2011 was \$363 million at SDG&E and \$563 million at SoCalGas; SoCalGas' availability reflects the impact of SDG&E's use of the combined credit available on the line.

## **GUARANTEES**

### ***RBS Sempra Commodities***

As we discuss in Note 4, in 2010 and early 2011, Sempra Energy, RBS and RBS Sempra Commodities sold substantially all of the businesses and assets within the partnership in four separate transactions. In connection with each of these transactions, the buyers are, subject to certain qualifications, obligated to replace any guarantees that we have issued in connection with the applicable businesses sold with guarantees of their own. During the process of replacing these guarantees, the buyers are obligated to indemnify us in accordance with the applicable transaction documents for any claims or losses in connection with the guarantees.

RBS is obligated to provide RBS Sempra Commodities with certain of its working-capital requirements. We have provided back-up guarantees for a portion of RBS Sempra Commodities' remaining trading obligations. A few of these back-up guarantees may continue for a prolonged period of time. RBS has fully indemnified us for any claims or losses in connection with these arrangements, with the exception of those obligations for which JP Morgan has agreed to indemnify us. We discuss the indemnification release in Note 4.

RBS Sempra Commodities' net trading liabilities supported by Sempra Energy's guarantees at September 30, 2011 were \$15 million, consisting of guaranteed trading obligations net of collateral. The amount of guaranteed net trading liabilities varies from day to day with the value of the trading obligations and related collateral.

### ***Other Guarantees***

Sempra Generation and BP Wind Energy currently hold 50-percent ownership interests in Fowler Ridge 2. In August 2010, Fowler Ridge 2 obtained a \$348 million term loan expiring in August 2022. The proceeds were used to return \$180 million of each owner's investment in the joint venture. The loan agreement requires Sempra Generation and BP Wind Energy to return cash to the project in the event that the project does not meet certain cash flow criteria or in the event that the project's debt service and operation and maintenance reserve accounts are not maintained at specific thresholds. Sempra Generation recorded a liability of \$9 million for the fair value of its obligation associated with the cash flow requirements, which constitutes a guarantee. This liability is being amortized over its expected life. The outstanding loan is not guaranteed by the partners.

## **WEIGHTED AVERAGE INTEREST RATES**

The weighted average interest rates on the total short-term debt outstanding at Sempra Energy were 0.67 percent and 0.46 percent at September 30, 2011 and December 31, 2010, respectively. The weighted average interest rates at both September 30, 2011 and December 31, 2010 include interest rates for commercial paper borrowings classified as long-term, as we discuss above.

## **LONG-TERM DEBT**

In August 2011, SDG&E publicly offered and sold \$350 million of 3-percent first mortgage bonds maturing in 2021.

In March 2011, Sempra Energy publicly offered and sold \$500 million of 2-percent notes and \$300 million of floating rate notes (1.11 percent as of September 30, 2011), both maturing in 2014. The floating rate notes bear interest at a rate equal to the three-month London interbank offered rate (LIBOR) plus 0.76 percent. The interest rate is reset quarterly.

Luz del Sur has outstanding Peruvian corporate bonds, denominated in the local currency, registered with the Peruvian stock exchange with maturity dates ranging from 2011 to 2015 at fixed interest rates ranging from 5.78 percent to 7.91 percent. As of September 30, 2011, the outstanding balance on these bonds was \$168 million. Additionally, Luz del Sur has outstanding bank loans with maturity dates ranging from 2012 to 2016 at interest rates ranging from 5.45 percent to 6.75 percent. As of September 30, 2011, the outstanding balance on the bank loans was \$40 million.

Chilquinta Energía has outstanding Series A and Series B Chilean public bonds with maturity dates in 2014 and 2030, respectively, and stated interest rates of 2.75 percent and 4.25 percent, respectively. The bonds and related interest are denominated in Chilean Unidades de Fomento. The Chilean Unidad de Fomento is a unit of account used in Chile that is adjusted for inflation, and its value is quoted in Chilean Pesos. In 2009, Sempra Pipelines & Storage purchased \$58 million of the 2.75-percent bonds, which are eliminated in consolidation. Net of this elimination, as of September 30, 2011, the outstanding balance on these bonds was \$221 million (\$23 million of Series A and \$198 million of Series B).

In September 2011, Mobile Gas privately placed \$20 million of 4.14-percent first mortgage bonds and \$42 million of 5-percent first mortgage bonds, maturing in 2021 and 2031, respectively.

## **INTEREST RATE SWAPS**

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

---

## **NOTE 7. DERIVATIVE FINANCIAL INSTRUMENTS**

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

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

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

## **HEDGE ACCOUNTING**

We may designate a derivative as a cash flow hedging instrument if it effectively converts anticipated revenues or expenses to a fixed dollar amount. We may utilize cash flow hedge accounting for derivative commodity instruments and interest rate instruments. Designating cash flow hedges is dependent on the business context in which the instrument is being used, the effectiveness of the instrument in offsetting the risk that a given future revenue or expense item may vary, and other criteria.

We may designate an interest rate derivative as a fair value hedging instrument if it effectively converts our own debt from a fixed interest rate to a variable rate. The combination of the derivative and debt instruments results in fixing that portion of the fair value of

the debt that is related to benchmark interest rates. Designating fair value hedges is dependent on the instrument being used, the effectiveness of the instrument in offsetting changes in the fair value of our debt instruments, and other criteria.

## ENERGY DERIVATIVES

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

- The Sempra Utilities use natural gas energy derivatives, on their customers' behalf, with the objective of managing price risk and basis risks, and lowering natural gas costs. These derivatives include fixed price natural gas positions, options, and basis risk instruments, which are either exchange-traded or over-the-counter financial instruments. This activity is governed by risk management and transacting activity plans that have been filed with and approved by the California Public Utilities Commission (CPUC). Natural gas derivative activities are recorded as commodity costs that are offset by regulatory account balances and are recovered in rates. Net commodity cost impacts on the Condensed Consolidated Statements of Operations are reflected in Cost of Electric Fuel and Purchased Power or in Cost of Natural Gas.
- SDG&E is allocated and may purchase congestion revenue rights (CRRs), which serve to reduce the regional electricity price volatility risk that may result from local transmission capacity constraints. Unrealized gains and losses do not impact earnings, as they are offset by regulatory account balances. Realized gains and losses associated with CRRs are recorded in Cost of Electric Fuel and Purchased Power, which is recoverable in rates, on the Condensed Consolidated Statements of Operations.
- Sempra Generation uses natural gas and electricity instruments to market energy products and optimize the earnings of its natural gas power plants. Gains and losses associated with these undesignated derivatives are recognized in Energy-Related Businesses Revenues or in Cost of Natural Gas, Electric Fuel and Purchased Power on the Condensed Consolidated Statements of Operations.
- Sempra LNG and Sempra Pipelines & Storage use natural gas derivatives to market energy products and optimize the earnings of our liquefied natural gas business and Sempra Pipelines & Storage's natural gas storage and transportation assets. Sempra Pipelines & Storage also uses natural gas energy derivatives with the objective of managing price risk and lowering natural gas prices at its Mexican distribution operations. These derivatives, which are recorded as commodity costs that are offset by regulatory account balances and recovered in rates, are recognized in Cost of Natural Gas on the Condensed Consolidated Statements of Operations. At Sempra Pipelines & Storage's non-utility businesses, derivatives are undesignated, and their impact on earnings is recorded in Energy-Related Businesses Revenues or in Cost of Natural Gas, Electric Fuel and Purchased Power on the Condensed Consolidated Statements of Operations. Sempra LNG's derivatives are undesignated, and their impact on earnings is recorded in Energy-Related Businesses Revenues on the Condensed Consolidated Statements of Operations.
- From time to time, our various businesses, including the Sempra Utilities, may use other energy derivatives to hedge exposures such as the price of vehicle fuel.

We summarize net energy derivative volumes as of September 30, 2011 and December 31, 2010 as follows:

Business Unit and Commodity	September 30, 2011	December 31, 2010
Sempra Utilities:		
SDG&E:		
Natural gas	42 million MMBtu	51 million MMBtu (1)
Congestion revenue rights	16 million MWh	21 million MWh (2)
Energy-Related Businesses:		
Sempra Generation - electric power	7 million MWh	1 million MWh
Sempra Pipelines & Storage - natural gas	8 million MMBtu	8 million MMBtu
Sempra LNG - natural gas	5 million MMBtu	7 million MMBtu

(1) Million British thermal units

(2) Megawatt hours

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

## INTEREST RATE DERIVATIVES

We are exposed to interest rates primarily as a result of our current and expected use of financing. We periodically enter into interest rate derivative agreements intended to moderate our exposure to interest rates and to lower our overall costs of borrowing. We utilize interest rate swaps typically designated as fair value hedges, as a means to achieve our targeted level of variable rate debt as a percent of total debt. In addition, we may utilize interest rate swaps, which are typically designated as cash flow hedges, to lock in interest rates on outstanding debt or in anticipation of future financings.

Interest rate derivatives are utilized by the Sempra Utilities as well as by other Sempra Energy subsidiaries. Although the Sempra Utilities generally recover borrowing costs in rates over time, the use of interest rate derivatives is subject to certain regulatory constraints, and the impact of interest rate derivatives may not be recovered from customers as timely as described above with regard to natural gas derivatives. Accordingly, interest rate derivatives are generally accounted for as hedges at the Sempra Utilities, as well as at the rest of Sempra Energy's subsidiaries. Separately, Otay Mesa VIE has entered into interest rate swap agreements to moderate its exposure to interest rate changes. This activity was designated as a cash flow hedge as of April 1, 2011.

The net notional amounts of our interest rate derivatives as of September 30, 2011 and December 31, 2010 were:

(Dollars in millions)	September 30, 2011		December 31, 2010	
	Notional Debt	Maturities	Notional Debt	Maturities
Sempra Energy Consolidated(1)	\$ 15-305	2013-2019	\$ 215-355	2011-2019
SDG&E(1)	285-358	2019	285-365	2019
SoCalGas	—	—	150	2011

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

## FINANCIAL STATEMENT PRESENTATION

The following tables provide the fair values of derivative instruments, without consideration of margin deposits held or posted, on the Condensed Consolidated Balance Sheets as of September 30, 2011 and December 31, 2010:

### DERIVATIVE INSTRUMENTS ON THE CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in millions)

	September 30, 2011			
	Current assets: Fixed-price contracts and other derivatives(1)	Investments and other assets: Sundry	Current liabilities: Fixed-price contracts and other derivatives(2)	Deferred credits and other liabilities: Fixed-price contracts and other derivatives
Derivatives designated as hedging instruments				
<b>Sempra Energy Consolidated:</b>				
Interest rate instruments(3)	\$ 7	\$ 13	\$ (16)	\$ (63)
<b>SDG&amp;E:</b>				
Interest rate instruments(3)	\$ —	\$ —	\$ (16)	\$ (63)
Derivatives not designated as hedging instruments				
<b>Sempra Energy Consolidated:</b>				
Interest rate instruments	\$ 9	\$ 41	\$ (8)	\$ (35)
Commodity contracts not subject to rate recovery	104	36	(89)	(57)
Associated offsetting commodity contracts	(60)	(27)	60	27
Commodity contracts subject to rate recovery	10	2	(43)	(24)
Associated offsetting commodity contracts	(8)	(1)	8	1
Total	\$ 55	\$ 51	\$ (72)	\$ (88)
<b>SDG&amp;E:</b>				
Commodity contracts subject to rate recovery	\$ 6	\$ 2	\$ (37)	\$ (24)
Associated offsetting commodity contracts	(4)	(1)	4	1
Total	\$ 2	\$ 1	\$ (33)	\$ (23)
<b>SoCalGas:</b>				
Commodity contracts subject to rate recovery	\$ 5	\$ —	\$ (7)	\$ —
Associated offsetting commodity contracts	(4)	—	4	—
Total	\$ 1	\$ —	\$ (3)	\$ —

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

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

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

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

December 31, 2010

	Current assets:		Current liabilities:		Deferred credits and other liabilities:
	Fixed-price contracts and other derivatives(1)	Investments and other assets: Sundry	Fixed-price contracts and other derivatives(2)	Fixed-price contracts and other derivatives	
Derivatives designated as hedging instruments					
<b>Sempra Energy Consolidated:</b>					
Interest rate instrument	\$ 3	\$ —	\$ —	\$ —	\$ —
<b>SoCalGas:</b>					
Interest rate instrument	\$ 3	\$ —	\$ —	\$ —	\$ —
Derivatives not designated as hedging instruments					
<b>Sempra Energy Consolidated:</b>					
Interest rate instruments(3)	\$ 9	\$ 22	\$ (25)	\$ (57)	\$ (57)
Commodity contracts not subject to rate recovery	59	20	(44)	(34)	(34)
Associated offsetting commodity contracts	(2)	(8)	2	8	8
Commodity contracts subject to rate recovery	5	—	(43)	(27)	(27)
Associated offsetting commodity contracts	(37)	(26)	37	26	26
<b>Total</b>	<b>\$ 34</b>	<b>\$ 8</b>	<b>\$ (73)</b>	<b>\$ (84)</b>	<b>\$ (84)</b>
<b>SDG&amp;E:</b>					
Interest rate instruments(3)	\$ —	\$ —	\$ (17)	\$ (41)	\$ (41)
Commodity contracts not subject to rate recovery	1	—	—	—	—
Commodity contracts subject to rate recovery	2	—	(35)	(27)	(27)
Associated offsetting commodity contracts	(34)	(26)	34	26	26
<b>Total</b>	<b>\$ (31)</b>	<b>\$ (26)</b>	<b>\$ (18)</b>	<b>\$ (42)</b>	<b>\$ (42)</b>
<b>SoCalGas:</b>					
Commodity contracts not subject to rate recovery	\$ 1	\$ —	\$ —	\$ —	\$ —
Commodity contracts subject to rate recovery	3	—	(3)	—	—
Associated offsetting commodity contracts	(3)	—	3	—	—
<b>Total</b>	<b>\$ 1</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>

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

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

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

The effects of derivative instruments designated as hedges on the Condensed Consolidated Statements of Operations and on Other Comprehensive Income (OCI) and Accumulated Other Comprehensive Income (AOCI) for the three months and nine months ended September 30, 2011 and 2010 were:

## FAIR VALUE HEDGE IMPACT ON THE CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in millions)

	Location	Gain (loss) on derivatives recognized in earnings			
		Three months ended September 30,		Nine months ended September 30,	
		2011	2010	2011	2010
<b>Sempra Energy Consolidated:</b>					
Interest rate instruments	Interest Expense	\$ 2	\$ 2	\$ 7	\$ 9
Interest rate instruments	Other Income, Net	13	(2)	16	(11)
Total(1)		\$ 15	\$ —	\$ 23	\$ (2)
<b>SoCalGas:</b>					
Interest rate instrument	Interest Expense	\$ —	\$ 2	\$ 1	\$ 5
Interest rate instrument	Other Income, Net	—	(2)	(3)	(4)
Total(1)		\$ —	\$ —	\$ (2)	\$ 1

(1) There has been no hedge ineffectiveness on these swaps. Changes in the fair values of the interest rate swap agreements are exactly offset by changes in the fair value of the underlying long-term debt.

## CASH FLOW HEDGE IMPACT ON THE CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in millions)

	Pretax gain (loss) recognized in OCI (effective portion)		Location	Gain (loss) reclassified from AOCI into earnings (effective portion)	
	Three months ended September 30,			Three months ended September 30,	
	2011	2010		2011	2010
<b>Sempra Energy Consolidated:</b>					
Interest rate instruments(1)	\$ (21)	\$ —	Interest Expense	\$ 4	\$ (2)
Interest rate instruments	(27)	—	Equity Losses, Before Income Tax	(2)	—
Commodity contracts not subject to rate recovery	—	1	Equity Losses, Before Income Tax	—	7
Total	\$ (48)	\$ 1		\$ 2	\$ 5
<b>SDG&amp;E:</b>					
Interest rate instruments(1)	\$ (21)	\$ —	Interest Expense	\$ 4	\$ (1)
<b>SoCalGas:</b>					
Interest rate instruments	\$ —	\$ —	Interest Expense	\$ (1)	\$ (1)
	Nine months ended September 30,		Location	Nine months ended September 30,	
	2011	2010		2011	2010
<b>Sempra Energy Consolidated:</b>					
Interest rate instruments(1)	\$ (32)	\$ —	Interest Expense	\$ —	\$ (9)
Interest rate instruments	—	—	Other Income, Net(2)	—	10
Interest rate instruments	(34)	—	Equity Losses, Before Income Tax	(3)	—
Commodity contracts not subject to rate recovery	—	1	Equity Losses, Before Income Tax	—	14
Total	\$ (66)	\$ 1		\$ (3)	\$ 15
<b>SDG&amp;E:</b>					
Interest rate instruments(1)	\$ (32)	\$ —	Interest Expense	\$ 2	\$ (5)
<b>SoCalGas:</b>					
Interest rate instruments	\$ —	\$ —	Interest Expense	\$ (3)	\$ (4)

(1) Amounts include Otay Mesa VIE. All of SDG&E's interest rate derivative activity relates to Otay Mesa VIE. There has been a negligible amount of ineffectiveness related to these swaps.

(2) Gains reclassified into earnings due to changes in cash requirements and associated impacts on forecasted interest payments, primarily related to proceeds received from RBS Sempra Commodities. See Note 4.

Sempra Energy expects that losses of \$8 million, which are net of income tax benefit, that are currently recorded in Accumulated Other Comprehensive Income (Loss) related to cash flow hedges will be reclassified into earnings during the next twelve months as the hedged items affect earnings. Actual amounts ultimately reclassified into earnings depends on the interest rates in effect when derivative contracts that are currently outstanding mature. For all forecasted transactions, the maximum term over which we are hedging exposure to the variability of cash flows is 91 months at September 30, 2011.

SDG&E and SoCalGas expect that losses of \$4 million and \$1 million, respectively, which are net of income tax benefit, that are currently recorded in Accumulated Other Comprehensive Income (Loss) related to these cash flow hedges will be reclassified into earnings during the next twelve months as the hedged items affect earnings.

The effects of derivative instruments not designated as hedging instruments on the Condensed Consolidated Statements of Operations for the three months and nine months ended September 30, 2011 and 2010 were:

## UNDESIGNATED DERIVATIVE IMPACT ON THE CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Dollars in millions)

		Gain (loss) on derivatives recognized in earnings			
		Three months ended September 30,		Nine months ended September 30,	
Location		2011	2010	2011	2010
<b>Sempra Energy Consolidated:</b>					
Interest rate and foreign exchange instruments(1)	Other Income, Net	\$ (26)	\$ (17)	\$ (14)	\$ (50)
Commodity contracts not subject to rate recovery	Revenues: Energy-Related Businesses	3	15	17	45
Commodity contracts not subject to rate recovery	Cost of Natural Gas, Electric Fuel and Purchased Power	—	(7)	1	(22)
Commodity contracts not subject to rate recovery	Other Operation and Maintenance	—	—	1	—
Commodity contracts subject to rate recovery	Cost of Electric Fuel and Purchased Power	(15)	(39)	(6)	(100)
Commodity contracts subject to rate recovery	Cost of Natural Gas	(2)	(5)	(1)	(9)
<b>Total</b>		<b>\$ (40)</b>	<b>\$ (53)</b>	<b>\$ (2)</b>	<b>\$ (136)</b>
<b>SDG&amp;E:</b>					
Interest rate instruments(1)	Other Income (Expense), Net	\$ —	\$ (17)	\$ —	\$ (51)
Commodity contracts not subject to rate recovery	Operation and Maintenance	(1)	—	—	—
Commodity contracts subject to rate recovery	Cost of Electric Fuel and Purchased Power	(15)	(39)	(6)	(100)
<b>Total</b>		<b>\$ (16)</b>	<b>\$ (56)</b>	<b>\$ (6)</b>	<b>\$ (151)</b>
<b>SoCalGas:</b>					
Commodity contracts not subject to rate recovery	Operation and Maintenance	\$ (1)	\$ —	\$ —	\$ —
Commodity contracts subject to rate recovery	Cost of Natural Gas	(2)	(4)	(1)	(5)
<b>Total</b>		<b>\$ (3)</b>	<b>\$ (4)</b>	<b>\$ (1)</b>	<b>\$ (5)</b>

(1) Amount for 2010 is related to Otay Mesa VIE. Sempra Energy Consolidated also includes additional instruments.



## CONTINGENT FEATURES

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

For Sempra Energy and SDG&E, the total fair value of this group of derivative instruments in a net liability position at September 30, 2011 is \$10 million and \$1 million, respectively. As of September 30, 2011, if the credit ratings of Sempra Energy and SDG&E were reduced below investment grade, \$10 million and \$1 million, respectively, of additional assets could be required to be posted as collateral for these derivative contracts.

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

## NOTE 8. FAIR VALUE MEASUREMENTS

### *Fair Value of Financial Instruments*

The fair values of certain of our financial instruments (cash, temporary investments, accounts and notes receivable, dividends and accounts payable, short-term debt and customer deposits) approximate their carrying amounts. The following table provides the carrying amounts and fair values of certain other financial instruments at September 30, 2011 and December 31, 2010:

### FAIR VALUE OF FINANCIAL INSTRUMENTS

(Dollars in millions)

	September 30, 2011		December 31, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Sempra Energy Consolidated:</b>				
Investments in affordable housing partnerships(1)	\$ 24	\$ 57	\$ 28	\$ 58
Total long-term debt(2)	9,775	11,047	8,330	8,883
Due to unconsolidated affiliate(3)	—	—	2	2
Preferred stock of subsidiaries	99	103	179	166
<b>SDG&amp;E:</b>				
Total long-term debt(4)	\$ 3,648	\$ 3,993	\$ 3,305	\$ 3,300
Contingently redeemable preferred stock	79	83	79	78
<b>SoCalGas:</b>				
Total long-term debt(5)	\$ 1,312	\$ 1,494	\$ 1,566	\$ 1,638
Preferred stock	22	22	22	21

(1) We discuss our investments in affordable housing partnerships in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

(2) Before reductions for net unamortized discount (premium) of \$14 million at September 30, 2011 and \$22 million at December 31, 2010, and excluding capital leases of \$209 million at September 30, 2011 and \$221 million at December 31, 2010, and commercial paper classified as long-term debt of \$200 million at September 30, 2011 and \$800 million at December 31, 2010. We discuss our long-term debt in Note 6 above and in Note 5 of the Notes to Consolidated Financial Statements in the Annual Report.

(3) Note payable was extinguished due to the increase in our ownership of Chilquinta Energía S.A. to 100% in the second quarter of 2011.

(4) Before reductions for unamortized discount of \$11 million at September 30, 2011 and \$9 million at December 31, 2010, and excluding capital leases of \$195 million at September 30, 2011 and \$202 million at December 31, 2010.

(5) Before reductions for unamortized discount of \$2 million at September 30, 2011 and \$3 million at December 31, 2010, and excluding capital leases of \$13 million at September 30, 2011 and \$19 million at December 31, 2010.

Sempra Energy based the fair values of investments in affordable housing partnerships on the present value of estimated future cash flows, discounted at rates available for similar investments. All entities based the fair values of long-term debt and preferred stock on their quoted market prices or quoted market prices for similar securities.

## Nuclear Decommissioning Trusts

We discuss SDG&E's investments in nuclear decommissioning trust funds in Note 6 of the Notes to Consolidated Financial Statements in the Annual Report. The following table shows the fair values and gross unrealized gains and losses for the securities held in the trust funds:

<b>NUCLEAR DECOMMISSIONING TRUSTS</b>				
<i>(Dollars in millions)</i>				
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<b>As of September 30, 2011:</b>				
Debt securities				
Debt securities issued by the U.S. Treasury and other				
U.S. government corporations and agencies(1)	\$ 128	\$ 17	\$ —	\$ 145
Municipal bonds(2)	115	7	(1)	121
Other securities(3)	40	2	—	42
Total debt securities	283	26	(1)	308
Equity securities	245	192	(10)	427
Cash and cash equivalents	25	—	—	25
<b>Total</b>	<b>\$ 553</b>	<b>\$ 218</b>	<b>\$ (11)</b>	<b>\$ 760</b>
<b>As of December 31, 2010:</b>				
Debt securities				
Debt securities issued by the U.S. Treasury and other				
U.S. government corporations and agencies	\$ 162	\$ 14	\$ (2)	\$ 174
Municipal bonds	101	2	(3)	100
Other securities	22	3	—	25
Total debt securities	285	19	(5)	299
Equity securities	219	242	(1)	460
Cash and cash equivalents	10	—	—	10
<b>Total</b>	<b>\$ 514</b>	<b>\$ 261</b>	<b>\$ (6)</b>	<b>\$ 769</b>

(1) Maturity dates are 2012-2041.

(2) Maturity dates are 2012-2057.

(3) Maturity dates are 2012-2111.

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

<b>SALES OF SECURITIES</b>				
<i>(Dollars in millions)</i>				
	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Proceeds from sales	\$ 294	\$ 97	\$ 384	\$ 247
Gross realized gains	27	4	29	7
Gross realized losses	(8)	(2)	(10)	(9)

Net unrealized gains (losses) are included in Regulatory Liabilities Arising from Removal Obligations on the Condensed Consolidated Balance Sheets. We determine the cost of securities in the trusts on the basis of specific identification.

### ***Derivative Positions Net of Cash Collateral***

Each Condensed Consolidated Balance Sheet reflects the offsetting of net derivative positions with fair value amounts for cash collateral with the same counterparty when management believes a legal right of offset exists.

The following table provides the amount of fair value of cash collateral receivables that were not offset in the Condensed Consolidated Balance Sheets as of September 30, 2011 and December 31, 2010:

<i>(Dollars in millions)</i>	September 30, 2011	December 31, 2010
Sempra Energy Consolidated	\$ 19	\$ 32
SDG&E	11	25
SoCalGas	4	3

### ***Fair Value Hierarchy***

We discuss the valuation techniques and inputs we use to measure fair value and the definition of the three levels of the fair value hierarchy in Notes 1 and 2 of the Notes to Consolidated Financial Statements in the Annual Report. We have not changed the valuation techniques or inputs we use to measure fair value during the nine months ended September 30, 2011.

The three tables below, by level within the fair value hierarchy, set forth our financial assets and liabilities that were accounted for at fair value on a recurring basis as of September 30, 2011 and December 31, 2010. We also discuss our financial assets and liabilities recorded at fair value on a non-recurring basis. We classify financial assets and liabilities in their entirety based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities, and their placement within the fair value hierarchy levels.

The fair value of commodity derivative assets and liabilities is determined in accordance with our netting policy, as discussed above under "Derivative Positions Net of Cash Collateral."

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

We provide detail about our financial assets and liabilities that were accounted for at fair value on a recurring basis in Note 11 of the Notes to Consolidated Financial Statements in the Annual Report.

## RECURRING FAIR VALUE MEASURES -- SEMpra ENERGY CONSOLIDATED

(Dollars in millions)

	At fair value as of September 30, 2011				
	Level 1	Level 2	Level 3	Collateral netted	Total
<b>Assets:</b>					
Nuclear decommissioning trusts					
Equity securities	\$ 427	\$ —	\$ —	\$ —	\$ 427
Debt securities:					
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	84	61	—	—	145
Municipal bonds	—	121	—	—	121
Other securities	—	42	—	—	42
Total debt securities	84	224	—	—	308
Total nuclear decommissioning trusts(1)	511	224	—	—	735
Interest rate instruments	—	69	—	—	69
Commodity contracts subject to rate recovery	12	—	3	—	15
Commodity contracts not subject to rate recovery	13	46	—	(3)	56
Investments	8	—	—	—	8
<b>Total</b>	<b>\$ 544</b>	<b>\$ 339</b>	<b>\$ 3</b>	<b>\$ (3)</b>	<b>\$ 883</b>
<b>Liabilities:</b>					
Interest rate instruments	\$ —	\$ 122	\$ —	\$ —	\$ 122
Commodity contracts subject to rate recovery	53	6	—	(51)	8
Commodity contracts not subject to rate recovery	2	55	—	(4)	53
<b>Total</b>	<b>\$ 55</b>	<b>\$ 183</b>	<b>\$ —</b>	<b>\$ (55)</b>	<b>\$ 183</b>

	At fair value as of December 31, 2010				
	Level 1	Level 2	Level 3	Collateral netted	Total
<b>Assets:</b>					
Nuclear decommissioning trusts					
Equity securities	\$ 460	\$ —	\$ —	\$ —	\$ 460
Debt securities:					
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	144	30	—	—	174
Municipal bonds	—	100	—	—	100
Other securities	—	25	—	—	25
Total debt securities	144	155	—	—	299
Total nuclear decommissioning trusts(1)	604	155	—	—	759
Interest rate instruments	—	34	—	—	34
Commodity contracts subject to rate recovery	25	1	2	—	28
Commodity contracts not subject to rate recovery	9	66	—	(22)	53
Investments	1	—	—	—	1
<b>Total</b>	<b>\$ 639</b>	<b>\$ 256</b>	<b>\$ 2</b>	<b>\$ (22)</b>	<b>\$ 875</b>
<b>Liabilities:</b>					
Interest rate instruments	\$ —	\$ 82	\$ —	\$ —	\$ 82
Commodity contracts subject to rate recovery	60	8	—	(60)	8
Commodity contracts not subject to rate recovery	—	67	—	—	67
<b>Total</b>	<b>\$ 60</b>	<b>\$ 157</b>	<b>\$ —</b>	<b>\$ (60)</b>	<b>\$ 157</b>

(1) Excludes cash balances and cash equivalents.

## RECURRING FAIR VALUE MEASURES -- SDG&E

(Dollars in millions)

	At fair value as of September 30, 2011				
	Level 1	Level 2	Level 3	Collateral netted	Total
<b>Assets:</b>					
Nuclear decommissioning trusts					
Equity securities	\$ 427	\$ —	\$ —	\$ —	\$ 427
Debt securities:					
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	84	61	—	—	145
Municipal bonds	—	121	—	—	121
Other securities	—	42	—	—	42
Total debt securities	84	224	—	—	308
Total nuclear decommissioning trusts(1)	511	224	—	—	735
Commodity contracts subject to rate recovery	11	—	3	—	14
Commodity contracts not subject to rate recovery	1	—	—	—	1
<b>Total</b>	<b>\$ 523</b>	<b>\$ 224</b>	<b>\$ 3</b>	<b>\$ —</b>	<b>\$ 750</b>
<b>Liabilities:</b>					
Interest rate instruments	\$ —	\$ 79	\$ —	\$ —	\$ 79
Commodity contracts subject to rate recovery	51	5	—	(51)	5
<b>Total</b>	<b>\$ 51</b>	<b>\$ 84</b>	<b>\$ —</b>	<b>\$ (51)</b>	<b>\$ 84</b>

	At fair value as of December 31, 2010				
	Level 1	Level 2	Level 3	Collateral netted	Total
<b>Assets:</b>					
Nuclear decommissioning trusts					
Equity securities	\$ 460	\$ —	\$ —	\$ —	\$ 460
Debt securities:					
Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies	144	30	—	—	174
Municipal bonds	—	100	—	—	100
Other securities	—	25	—	—	25
Total debt securities	144	155	—	—	299
Total nuclear decommissioning trusts(1)	604	155	—	—	759
Commodity contracts subject to rate recovery	24	—	2	—	26
Commodity contracts not subject to rate recovery	2	—	—	—	2
<b>Total</b>	<b>\$ 630</b>	<b>\$ 155</b>	<b>\$ 2</b>	<b>\$ —</b>	<b>\$ 787</b>
<b>Liabilities:</b>					
Interest rate instruments	\$ —	\$ 58	\$ —	\$ —	\$ 58
Commodity contracts subject to rate recovery	60	2	—	(60)	2
<b>Total</b>	<b>\$ 60</b>	<b>\$ 60</b>	<b>\$ —</b>	<b>\$ (60)</b>	<b>\$ 60</b>

(1) Excludes cash balances and cash equivalents.

## RECURRING FAIR VALUE MEASURES -- SOCALGAS

(Dollars in millions)

	At fair value as of September 30, 2011				
	Level 1	Level 2	Level 3	Collateral netted	Total
Assets:					
Commodity contracts subject to rate recovery	\$ 1	\$ —	\$ —	\$ —	\$ 1
Commodity contracts not subject to rate recovery	2	—	—	—	2
<b>Total</b>	<b>\$ 3</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 3</b>
Liabilities:					
Commodity contracts subject to rate recovery	\$ 2	\$ 1	\$ —	\$ —	\$ 3

	At fair value as of December 31, 2010				
	Level 1	Level 2	Level 3	Collateral netted	Total
Assets:					
Interest rate instruments	\$ —	\$ 3	\$ —	\$ —	\$ 3
Commodity contracts subject to rate recovery	1	1	—	—	2
Commodity contracts not subject to rate recovery	3	—	—	—	3
<b>Total</b>	<b>\$ 4</b>	<b>\$ 4</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 8</b>

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

### Level 3 Information

The following table sets forth reconciliations of changes in the fair value of net trading and other derivatives classified as Level 3 in the fair value hierarchy for Sempra Energy Consolidated and SDG&E:

(Dollars in millions)	Three months ended September 30,	
	2011	2010
Balance as of July 1	\$ 3	\$ 7
Realized and unrealized gains (losses)	5	(1)
Allocated transmission instruments	—	7
Settlements	(5)	(1)
Balance as of September 30	<b>\$ 3</b>	<b>\$ 12</b>
Change in unrealized gains relating to instruments still held at September 30	\$ —	\$ —

(Dollars in millions)	Nine months ended September 30,	
	2011	2010
Balance as of January 1	\$ 2	\$ 10
Realized and unrealized gains (losses)	17	(5)
Allocated transmission instruments	2	7
Settlements	(18)	—
Balance as of September 30	<b>\$ 3</b>	<b>\$ 12</b>
Change in unrealized gains relating to instruments still held at September 30	\$ —	\$ —

There were no transfers into or out of Level 3 during the periods presented.

Level 3 recurring items are related to CRRs. These instruments are recorded at fair value based on the most current auction prices published by the California Independent System Operator (ISO). The earnings impact of CRRs is deferred and recorded in regulatory accounts to the extent they are recoverable or refundable through rates. Upon settlement, CRRs are included in Cost of Electric Fuel and Purchased Power on the Condensed Consolidated Statements of Operations.

## ***Non-Recurring Fair Value Measures – Sempra Energy Consolidated***

We discuss non-recurring fair value measures and the associated accounting impact on our investments in RBS Sempra Commodities and Argentina in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report and, with regard to RBS Sempra Commodities, in Note 4 above.

---

## **NOTE 9. SEMPRAS UTILITIES' REGULATORY MATTERS**

### **POWER PROCUREMENT AND RESOURCE PLANNING**

#### ***Renewable Energy***

In 2010, certain California electric retail sellers, including SDG&E, were required to deliver 20 percent of their retail energy sales from renewable energy sources. The rules governing this requirement, administered by both the California Public Utilities Commission (CPUC) and the California Energy Commission (CEC), are known as the Renewables Portfolio Standard (RPS) Program. In April 2011, the Governor of California signed Senate Bill X1 2 (33% RPS Program), which goes into effect December 9, 2011 and supersedes the current RPS Program. It will require each California utility to procure 33 percent of its annual electric energy requirements from renewable energy sources by 2020, with an average of 20 percent required from January 1, 2011 to December 31, 2013; 25 percent by December 31, 2016; and 33 percent by December 31, 2020. The CPUC began a rulemaking in May 2011 to address the implementation of the 33% RPS Program.

The 33% RPS Program contains new flexible compliance mechanisms, more restrictive than the prior mechanisms, that can be used to comply with or meet the 33% RPS Program mandates in 2011 and beyond. The new mechanisms provide for a CPUC waiver under certain conditions, including: 1) a finding of inadequate transmission, 2) delays in the start-up of commercial operations of renewable energy projects due to permitting or interconnection or 3) unexpected curtailment by an electric system balancing authority, such as the California Independent System Operator (ISO).

SDG&E continues to procure renewable energy supplies to achieve the 33% RPS Program requirements. A substantial number of these supply contracts, however, are contingent upon many factors, including:

- access to electric transmission infrastructure;
- timely regulatory approval of contracted renewable energy projects;
- the renewable energy project developers' ability to obtain project financing and permitting; and
- successful development and implementation of the renewable energy technologies.

For 2010, SDG&E satisfied its RPS procurement requirements through a combination of contracted deliveries and application of the flexible compliance mechanism, including the application of certain mechanisms that are no longer available under the 33% RPS Program. For 2011 and beyond, SDG&E believes it will be able to comply with the 33% RPS Program requirements based on its contracting activity and, if necessary, application of the new flexible compliance mechanisms. SDG&E's failure to comply with the RPS Program requirements could subject it to a CPUC-imposed penalty of 5 cents per kilowatt hour of renewable energy under-delivery.

#### ***SDG&E Purchase of El Dorado***

SDG&E purchased Sempra Generation's El Dorado natural gas generation plant on October 1, 2011, pursuant to an option to acquire the plant that was exercised in 2007. In accordance with the CPUC's approval, SDG&E acquired El Dorado (now named Desert Star Energy Center) at a price equal to the closing book value of the plant upon transfer. SDG&E made a compliance filing with the CPUC in September 2011 stating the book value purchase price as \$215 million. The final purchase price is subject to change pending completion of an independent audit of Sempra Generation's net book value of the plant as of the close of business on September 30, 2011. SDG&E expects this audit to be completed by year-end 2011.

#### ***East County Substation***

In response to a CPUC application filed by SDG&E for authorization to proceed with the East County Substation project, the CPUC and Bureau of Land Management jointly issued a favorable final environmental impact report and environmental impact statement in October 2011. We expect a CPUC decision on this project in the first quarter of 2012. We provide additional detail on the East County Substation project and CPUC application in Note 14 of the Notes to Consolidated Financial Statements in the Annual Report.

## **GENERAL RATE CASE (GRC)**

The CPUC uses a general rate case proceeding to prospectively set rates sufficient to allow the Sempra Utilities to recover their reasonable cost of operations and to provide the opportunity to realize their authorized rates of return on their investment. In December 2010, the Sempra Utilities filed their 2012 General Rate Case (GRC) applications to establish their authorized 2012 revenue requirements and the ratemaking mechanisms by which those requirements will change on an annual basis over the subsequent three-year (2013-2015) period. The CPUC issued a ruling in March 2011 setting the proceeding scope and schedule that projected a final CPUC decision around the month of March 2012 and granted the utilities' requests to establish regulatory accounts to allow recovery of their authorized 2012 revenue requirements retroactive to January 1, 2012.

In July 2011, the Sempra Utilities filed amendments to revise their original applications, primarily to reflect the impact of the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010. With these amendments, SDG&E is requesting a revenue requirement in 2012 of \$1.845 billion, an increase of \$231 million (or 14.3%) over 2011. SoCalGas is requesting a revenue requirement in 2012 of \$2.107 billion, an increase of \$263 million (14.3%) over 2011. The Division of Ratepayer Advocates and other intervening parties are recommending that the CPUC reduce the utilities' revenue requirements in 2012 by approximately 5 percent compared to 2011.

## **UTILITY INCENTIVE MECHANISMS**

The CPUC applies performance-based measures and incentive mechanisms to all California utilities, under which the Sempra Utilities have earnings potential above authorized base margins if they achieve or exceed specific performance and operating goals.

We provide additional information regarding these incentive mechanisms in Note 15 of the Notes to Consolidated Financial Statements in the Annual Report, and updates below.

### ***Natural Gas Procurement***

In the third quarter of 2011, the CPUC approved and SoCalGas recorded SoCalGas' application for its Gas Cost Incentive Mechanism (GCIM) award of \$6 million for natural gas procured for its core customers during the 12-month period ending March 31, 2010.

In June 2011, SoCalGas applied to the CPUC for approval of a GCIM award of \$6.2 million for natural gas procured for its core customers during the 12-month period ending March 31, 2011. SoCalGas expects a CPUC decision in the first half of 2012.

In the first quarter of 2010, SoCalGas recorded a GCIM award of \$12 million for its procurement activities during the 12-month period ending March 31, 2009, approved by the CPUC in January 2010.

### ***Energy Efficiency***

The CPUC established incentive mechanisms that are based on the effectiveness of energy efficiency and demand side management programs. In June 2011, the Sempra Utilities filed requests with the CPUC seeking incentive awards of \$15.1 million for SDG&E and \$2.0 million for SoCalGas for their 2009 program year results. SDG&E's filing reflects changes that SDG&E believes were errors in the calculation method developed by the CPUC's Energy Division. The CPUC issued a ruling in September 2011 directing the Energy Division to issue a report confirming the amount of the utilities' incentive awards. The Energy Division issued its report on September 30, 2011 which acknowledged the calculation issues for SDG&E, but did not validate the incentive awards for either utility. SDG&E and SoCalGas continue to work with the Energy Division to validate the awards. We still expect a CPUC decision by the end of 2011.

The CPUC is also considering modifications to the incentive mechanism that would apply to the 2010 – 2012 program period, but has not established a schedule for a decision.

## **SOCALGAS COST OF CAPITAL**

A cost of capital proceeding determines a utility's authorized capital structure and authorized rate of return, which is a weighted average of the authorized returns on debt, preferred stock, and common equity (return on equity or ROE). In addition, a cost of capital proceeding also addresses market-based benchmarks to be monitored to determine whether an adjustment to the established authorized rate of return is required during the interim years between proceedings through the Market Indexed Capital Adjustment Mechanism (MICAM). We provide more information about cost of capital in Note 15 of the Notes to Consolidated Financial Statements in the Annual Report.

SoCalGas' cost of capital trigger mechanism identifies two conditions for determining whether a change in the authorized rate of return is required. Both conditions are based on the 30-year Treasury Bond Yields – one being the most recent trailing 12-month rolling average yield and the second being the corresponding 12-month forward forecast yield as published by Global Insight. If both



conditions fall outside a range of 3.88 percent (MICAM floor) to 6.88 percent (MICAM ceiling) in a given month, SoCalGas' authorized ROE would be adjusted, upward or downward, by one-half of the difference between the trailing 12-month rolling average yield and 5.38 percent (SoCalGas' MICAM benchmark interest rate), effective January 1 following the year in which both conditions were exceeded. Also, SoCalGas' authorized recovery rate for the cost of debt and preferred stock would be adjusted to their actual weighted average cost. Therefore, SoCalGas' authorized rate of return would adjust, upward or downward, as a result of all three cost adjustments.

Based on the Global Insight 12-month forward forecasted yield published in early October 2011, this forward forecasted yield is below the MICAM floor. As of October 31, 2011, the historical rolling average yield for the 30-year Treasury Bonds was above the MICAM floor. For the historical rolling average yield of the 30-year Treasury Bonds to be below the MICAM floor at the end of November, the daily average yield for the month of November would need to be at or below 1.20 percent. For the historical rolling average yield of the 30-year Treasury Bonds to be below the floor at the end of December, the average of the average daily yields for the months of November and December would need to be at or below 2.81 percent. The yield on the 30-year Treasury Bonds as of October 31, 2011 was 3.16 percent.

### **SDG&E REQUEST FOR AUTHORITY TO INVEST IN WIND FARM**

In July 2011, the CPUC approved a settlement agreement filed by SDG&E in April 2011 regarding SDG&E's request to make a tax equity investment in the holding company of a wind farm project. This approval allows SDG&E to make an investment after the wind farm project has met all of the conditions precedent set forth in the definitive documents and upon the initiation of commercial operation of the project. The approved investment, which would be included in the utility's rate base, is the lesser of \$250 million or 64.99 percent of the project's costs. SDG&E would also make an incremental investment, to be excluded from the utility's rate base, of no less than 10 percent of the project's costs. SDG&E expects the project to be in commercial operation in late 2012. Federal Energy Regulatory Commission (FERC) approval of SDG&E's investment and the power purchase agreement is also required. SDG&E filed for this approval in October 2011.

### **INSURANCE COST RECOVERY**

In December 2010, the CPUC approved SDG&E's request for a \$29 million revenue requirement for the recovery of the incremental increase in its general liability and wildfire liability insurance premium costs for the 2009/2010 policy period. In its decision approving this cost recovery, the CPUC also authorized SDG&E to request recovery of any incremental insurance premiums for future policy periods, with a \$5 million deductible applied to each policy renewal period. This approval was in response to a request filed by SDG&E with the CPUC in August 2009 seeking authorization to recover higher liability insurance premiums (amounts in excess of those authorized to be recovered in the 2008 GRC), which SDG&E began incurring commencing July 1, 2009, and any losses realized due to higher deductibles associated with the new policies. SDG&E made the filing under the CPUC's rules allowing utilities to seek recovery of significant cost increases incurred between GRC filings resulting from unforeseen circumstances. The CPUC's rules allow a utility to seek recovery of incurred costs that meet certain criteria, subject to a \$5 million deductible per event.

In April 2011, SDG&E filed a request for an incremental revenue requirement of \$63 million for the 2010/2011 policy period. We expect a CPUC decision on this request by the end of 2011. In September 2011, SDG&E filed a request for \$28 million for incremental insurance premiums incurred for the first six months of the 2011/2012 policy period.

### **EXCESS WILDFIRE CLAIMS COST RECOVERY**

SDG&E and SoCalGas filed an application, along with other related filings, with the CPUC in August 2009 proposing a new mechanism for the future recovery of all wildfire-related expenses for claims, litigation expenses and insurance premiums that are in excess of amounts authorized by the CPUC for recovery in rates. This application was made jointly with Southern California Edison (SCE) and Pacific Gas & Electric (PG&E). In July 2010, the CPUC approved SDG&E's and SoCalGas' requests for separate regulatory accounts to record the subject expenses while the joint utility application is pending before the CPUC. Several parties protested the original application and, in response, the four utilities jointly submitted an amended application in August 2010. A February 2011 ruling directing the utilities to show cause why the application should not be dismissed was stayed to permit continued settlement discussions between the four utilities and the CPUC and with the other parties to the proceeding. In June 2011, the CPUC issued a ruling scheduling evidentiary hearings in October with a decision in 2012. In September 2011, the CPUC delayed hearings to January 2012. We expect the settlement discussions to continue.

SDG&E will also seek the recovery of costs incurred by SDG&E for the 2007 wildfire losses that are in excess of amounts recovered from its insurance coverage and other potentially responsible third parties. SDG&E believes that the approval of a new mechanism for cost recovery for wildfires could provide a framework for recovery of these costs.

We provide additional information about 2007 wildfire litigation costs and their recovery in Note 10.

## **NATURAL GAS PIPELINE OPERATIONS SAFETY ASSESSMENTS**

As a result of recent natural gas pipeline explosions in the U.S., including the September 2010 rupture in San Bruno, California of a natural gas pipeline owned and operated by PG&E (the San Bruno incident), various regulatory agencies, including the CPUC, are evaluating natural gas pipeline safety regulations, practices and procedures.

In February 2011, the CPUC opened a forward-looking proceeding to examine what changes should be made to existing pipeline safety regulations for California natural gas pipelines. The Sempra Utilities are parties to this proceeding. The CPUC also appointed an independent review panel to make recommendations for possible actions by the CPUC in light of the San Bruno incident. The panel issued its report in June 2011 providing a number of conclusions regarding the San Bruno incident specifically, as well as general recommendations for pipeline operations and their oversight by regulatory agencies going forward.

In June 2011, the CPUC directed SoCalGas, SDG&E, PG&E and Southwest Gas to file comprehensive implementation plans to test or replace all natural gas transmission pipelines that have not been pressure tested. This proceeding is being addressed separately from the 2012 GRC discussed above. The Sempra Utilities filed their Pipeline Safety Enhancement Plan in August 2011. The comprehensive plan covers all of the utilities' approximately 4,000 miles of transmission lines (3,750 miles for SoCalGas and 250 miles for SDG&E) and would be implemented in two phases:

- Phase 1 focuses on populated areas of SoCalGas' and SDG&E's service territories and would be implemented over a 10-year period, from 2012 to 2022.
- Phase 2 covers unpopulated areas of SoCalGas' and SDG&E's service territories and will be filed with the CPUC at a later date.

The total cost estimate for Phase 1, over the 10-year period of 2012 to 2022, is \$3.1 billion (\$2.5 billion for SoCalGas and \$600 million for SDG&E). In their August 2011 filing, the utilities requested the CPUC to authorize funding through 2015 of approximately \$1.5 billion for SoCalGas, of which \$1.2 billion would be capital investment, and \$240 million for SDG&E, of which \$230 million would be capital investment. After 2015, the utilities plan to include the costs of the Pipeline Safety Enhancement Plan in their General Rate Case. The utilities also proposed that the cost of the program be recovered through a surcharge, rather than by incorporating it into rates. The surcharge would increase over time, as more project work is completed.

In January 2011, the National Transportation Safety Board (NTSB) issued seven safety recommendations in connection with its investigation into the cause of the San Bruno incident. According to the NTSB, these safety recommendations "were issued to address record-keeping problems that could create conditions in which a pipeline is operated at a higher pressure than the pipe was built to withstand." In response to a request from the CPUC, each of the Sempra Utilities reviewed its pipeline facilities located or operating in populated or high consequence areas, as defined by the NTSB, to identify those segments that have not had the maximum allowable operating pressure (MAOP) established through prior hydrostatic testing. Federal and state regulations allow natural gas pipelines installed prior to July 1, 1970 to establish MAOPs through prior operating history rather than through a strength test, but strength tests are required on natural gas pipelines installed subsequent to June 30, 1970 as an element in establishing MAOPs.

In response to the CPUC's request, the Sempra Utilities conducted a detailed review of 1,622 miles of pipelines (1,416 miles for SoCalGas and 206 miles for SDG&E) installed in the subject class locations, and on April 15, 2011, the Sempra Utilities submitted a report to the CPUC on the results of their review and the actions they are taking in response to the NTSB recommendations.

The Sempra Utilities' records review process did not reveal any significant concerns with the currently established MAOP for their pipelines, and the Sempra Utilities intend to continue to operate their pipelines in a safe and prudent manner.

## **AIR QUALITY AND GREENHOUSE GAS REGULATION**

The California Legislature enacted Assembly Bill 32 (AB 32) and California Senate Bill 1368 in 2006. These laws mandate, among other things, reductions in greenhouse gas (GHG) emissions and the payment of GHG administration fees annually. The California Air Resources Board (CARB), the agency responsible for establishing the compliance rules and regulations for the regulation of GHG under AB 32, has adopted a number of regulations pursuant to AB 32, including CARB's GHG administration fees regulation and its greenhouse gas emissions trading regulation. On October 20, 2011, the CARB finalized details of the cap and trade regulation authorized by AB 32.

---

## NOTE 10. COMMITMENTS AND CONTINGENCIES

### LEGAL PROCEEDINGS

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

At September 30, 2011, Sempra Energy's accrued liabilities for material legal proceedings, on a consolidated basis, were \$625 million. At September 30, 2011, accrued liabilities for material legal proceedings for SDG&E and SoCalGas were \$585 million and \$34 million, respectively. At September 30, 2011, liabilities of \$584 million at Sempra Energy and SDG&E are related to wildfire litigation discussed below.

### *SDG&E*

#### *2007 Wildfire Litigation*

In October 2007, San Diego County experienced several catastrophic wildfires. Reports issued by the California Department of Forestry and Fire Protection (Cal Fire) concluded that two of these fires (the Witch and Rice fires) were SDG&E "power line caused" and that a third fire (the Guejito fire) occurred when a wire securing a Cox Communications' (Cox) fiber optic cable came into contact with an SDG&E power line "causing an arc and starting the fire." Cal Fire reported that the Rice fire burned approximately 9,500 acres and damaged 206 homes and two commercial properties, and the Witch and Guejito fires merged and eventually burned approximately 198,000 acres, resulting in two fatalities, approximately 40 firefighters injured and approximately 1,141 homes destroyed.

A September 2008 staff report issued by the Consumer Protection and Safety Division of the CPUC reached substantially the same conclusions as the Cal Fire reports, but also contended that the power lines involved in the Witch and Rice fires and the lashing wire involved in the Guejito fire were not properly designed, constructed and maintained. In April 2010, proceedings initiated by the CPUC to determine if any of its rules were violated were settled with SDG&E's payment of \$14.75 million.

Numerous parties have sued SDG&E and Sempra Energy in San Diego County Superior Court seeking recovery of unspecified amounts of damages, including punitive damages, from the three fires. These include owners and insurers of properties that were destroyed or damaged in the fires and public entities seeking recovery of firefighting, emergency response, and environmental costs. They assert various bases for recovery, including inverse condemnation based upon a California Court of Appeal decision finding that another California investor-owned utility was subject to strict liability, without regard to foreseeability or negligence, for property damages resulting from a wildfire ignited by power lines.

In October 2010, the Court of Appeal affirmed the trial court's ruling that these claims must be pursued in individual lawsuits, rather than as class actions on behalf of all persons who incurred wildfire damages. In February 2011, the California Supreme Court denied a petition for review of the affirmance. The trial court has scheduled a Witch fire and Guejito fire trial to begin in September 2012.

SDG&E filed cross-complaints against Cox seeking indemnification for any liability that SDG&E might incur in connection with the Guejito fire, two SDG&E contractors seeking indemnification in connection with the Witch fire, and one SDG&E contractor seeking indemnification in connection with the Rice fire.

In December 2010, SDG&E and Cox reached an agreement settling SDG&E's claims against Cox and Cox's insurers in the wildfire litigation (Cox Settlement). Among other things, the settlement agreement provided that SDG&E receive approximately \$444 million, which it will use for wildfire related expenditures, and SDG&E will defend and indemnify Cox against all compensatory damage claims and related costs arising out of the wildfires.

At December 31, 2010, the \$300 million Settlement Receivable Related to Wildfire Litigation on the Condensed Consolidated Balance Sheets of Sempra Energy and SDG&E represented cash to be received in accordance with the terms of the Cox Settlement in several payments through March 2011 and which was received. Restricted cash of \$97 million at September 30, 2011 on the Condensed Consolidated Balance Sheets of Sempra Energy and SDG&E represents amounts received from Cox not yet applied to wildfire related expenditures.

SDG&E has settled substantially all of the 19,000 claims of homeowner insurers relating to the three fires. Under the settlement agreements, SDG&E has paid or will pay 57.5 percent of the approximately \$1.6 billion paid or reserved for payment by the insurers to their policyholders and received an assignment of the insurers' claims against other parties potentially responsible for the fires.

The wildfire litigation also includes claims of non-insurer plaintiffs for damage to uninsured and underinsured structures, business interruption, evacuation expenses, agricultural damage, emotional harm, personal injuries and other losses. SDG&E has settled the claims of approximately 1,850 of these plaintiffs. Approximately 950 of the approximately 2,150 remaining individual and business plaintiffs have submitted settlement demands and damage estimates totaling approximately \$900 million and government entity claims totaling approximately \$130 million. SDG&E expects to receive additional settlement demands and damage estimates as settlement negotiations continue. SDG&E has established reserves for the wildfire litigation as we discuss below.

SDG&E's settlement of claims and defense costs have exceeded its \$1.1 billion of liability insurance coverage. It expects that its wildfire reserves and amounts paid to resolve wildfire claims will continue to increase as it obtains additional information; it is presently unable to reasonably estimate the amount or timing of recoveries from other potentially responsible parties, other than Cox.

SDG&E has concluded, however, that it is probable that it will be permitted to recover from its utility customers substantially all reasonably incurred costs of resolving wildfire claims in excess of its liability insurance coverage and any amounts recovered from other potentially responsible parties. Accordingly, although such recovery will require future regulatory actions, as of September 30, 2011 and December 31, 2010, SDG&E recorded a regulatory asset in an amount substantially equal to the aggregate amount it has paid or reserved for payment for the resolution of wildfire claims and related costs in excess of its liability insurance coverage and amounts received from Cox. SDG&E will increase the regulatory asset as additional amounts are paid or reserves are recorded and reduce it by any amounts recovered from other potentially responsible parties.

As a consequence of the expected recovery of wildfire costs from utility customers, Sempra Energy and SDG&E expect no significant earnings impact from the resolution of the remaining wildfire claims. However, SDG&E's cash flow may be adversely affected due to the timing differences between the resolution of claims and the recoveries from other potentially responsible parties and utility customers, which may extend over a number of years. Also, recovery from customers will require future regulatory actions, and a failure to obtain recovery, or any negative assessment of the likelihood of recovery, would likely have a material adverse effect on Sempra Energy's and SDG&E's cash flows and results of operations.

SDG&E will continue to gather information to evaluate and assess the remaining wildfire claims and the likelihood, amount and timing of related recoveries from other potentially responsible parties and utility customers and will make appropriate adjustments to wildfire reserves and the related regulatory asset as additional information becomes available.

In 2010 and 2011, as liabilities for wildfire litigation have become reasonably estimable in the form of settlement demands, damage estimates, and other damage information, SDG&E has recorded related reserves as a liability. The impact of this liability at September 30, 2011 is offset by \$97 million of restricted cash received from Cox and the recognition of a regulatory asset, as discussed above, for reserves in excess of the insurance coverage and the Cox Settlement. The impact of the reserves on SDG&E's and Sempra Energy's after-tax earnings was \$5 million and \$7 million for the three months ended September 30, 2011 and 2010, respectively, and \$7 million and \$17 million for the nine months ended September 30, 2011 and 2010, respectively. At September 30, 2011, wildfire litigation reserves were \$584 million (\$507 million in current and \$77 million in long-term).

### *Sunrise Powerlink Electric Transmission Line*

SDG&E commenced construction on the Sunrise Powerlink in the fall of 2010. The Sunrise Powerlink is a new 117-mile, 500-kilovolt (kV) electric transmission line that is being built between the Imperial Valley and the San Diego region, along a route that generally runs south of the Anza-Borrego Desert State Park. The current project plan provides for the transmission line to be completed and in-service in the second half of 2012.

The Sunrise Powerlink project was originally approved by the CPUC in December 2008, including approval of the environmental impact review conducted jointly with the Bureau of Land Management (BLM). The CPUC has subsequently denied or dismissed all requests for rehearing of its approval of the project.

In February 2011, the California Supreme Court denied a petition filed jointly by the Utility Consumers' Action Network (UCAN) and the Center for Biological Diversity/Sierra Club (CBD). The petition challenged the CPUC's decision with regard to implementation of the California Environmental Quality Act (CEQA). In addition, in August 2010, the California Court of Appeal denied a petition previously filed by UCAN with the Court of Appeal challenging the CPUC decision on other legal grounds.

In January 2009, the BLM issued its decision approving the portions of the project, route and environmental review within its jurisdiction. The Interior Board of Land Appeals (IBLA) subsequently denied or dismissed all administrative appeals that were filed challenging the BLM's approval of the project.

The CPUC and BLM jointly approved the final Project Modification Report for Sunrise Powerlink in September 2010, accepting all of the proposed modifications to the approved route and finding that no additional environmental review was required. In December 2010, the IBLA dismissed an appeal challenging the BLM's approval of the Project Modification Report. In March 2011, opponents of the Sunrise Powerlink filed a petition for writ of review or mandamus with the California Supreme Court challenging the CPUC's acceptance of the Project Modification Report. The California Supreme Court denied the petition in April 2011.

In February 2010, parties opposed to the project filed a lawsuit in Federal District Court in San Diego seeking declaratory and injunctive relief and alleging that the BLM failed to properly address the environmental impacts of the approved Sunrise Powerlink route and the related potential development of renewable resources in east San Diego County and Imperial County. In June 2011, the court granted the defendants' motion for summary judgment on the grounds that the plaintiffs were not challenging final government agency actions. The plaintiffs have filed a notice of appeal with the U.S. Court of Appeals for the Ninth Circuit, and the court has set a procedural schedule providing for completion of all briefing by the end of November 2011. In August 2011, the Ninth Circuit denied the opponents' motion for a preliminary injunction to halt project construction pending resolution of the appeal.

In July 2010, the United States Forest Service (USFS) issued its decision approving the portions of the project, route and environmental review within its jurisdiction. The USFS has subsequently denied all administrative appeals challenging its approval of the project.

In January 2011, project opponents filed a lawsuit in Federal District Court in San Diego alleging that the federal approvals for construction of the project on USFS land and BLM land violated the National Environmental Policy Act and other federal environmental laws. The lawsuit asks the court for injunctive relief preventing the USFS and the BLM from approving any ongoing or future construction activities. In October 2011, the opponents appealed the court's denial of their motion for a preliminary injunction.

In February 2011, opponents of the Sunrise Powerlink filed a lawsuit in California Superior Court in Sacramento, California against the State Water Resources Control Board and SDG&E alleging that the water quality certification issued by the Board under the Federal Clean Water Act violated CEQA. The complaint seeks to have the certification set aside and requests an injunction be issued.

We provide additional information concerning Sunrise Powerlink in Note 14 of the Notes to Consolidated Financial Statements in the Annual Report.

#### *September 2011 Power Outage*

In September 2011, a power outage lasting approximately 12 hours affected millions of people from Mexico to southern Orange County, California. Several agencies, including the FERC and North American Electric Reliability Corp., are participating in a joint investigation to determine the cause of the power failure. Within several days of the outage, two class action lawsuits were filed in Federal District Court against Arizona Public Service Company, Pinnacle West, and SDG&E alleging that the companies failed to prevent the outage. The lawsuits seek recovery of unspecified amounts of damages, including punitive damages. In addition, more than 5,000 customers' claims, primarily related to food spoilage, have been submitted directly to SDG&E.

#### *Smart Meters Patent Infringement Lawsuit*

On October 31, 2011, SDG&E was sued in Federal District Court alleging that its recently installed smart meters infringed certain patents. The meters were purchased from a third party vendor and were not designed or manufactured by SDG&E. The lawsuit seeks injunctive relief and recovery of unspecified amounts of damages. SDG&E has not yet been formally served with the lawsuit.

#### *SoCalGas*

SoCalGas, along with Monsanto Co., Solutia, Inc., Pharmacia Corp., and Pfizer, Inc., are defendants in two Los Angeles County Superior Court lawsuits served in May 2011 seeking recovery of unspecified amounts of damages, including punitive damages, as a result of plaintiffs' exposure to PCBs (polychlorinated biphenyls). The lawsuits allege plaintiffs were exposed to PCBs not only through the food chain and other various sources but from PCB-contaminated natural gas pipelines owned and operated by SoCalGas. This contamination allegedly caused plaintiffs to develop cancer and other serious illnesses. Plaintiffs assert various bases for recovery, including negligence and products liability.

#### *Sempra Pipelines & Storage*

Liberty Gas Storage, LLC (Liberty) received a demand for arbitration from Williams Midstream Natural Gas Liquids, Inc. (Williams) in February 2011 related to a sublease agreement. Williams alleges that Liberty was negligent in its attempt to convert certain salt caverns to natural gas storage and seeks damages of \$56.7 million. Liberty filed a counterclaim alleging breach of contract in the inducement and seeks damages of more than \$215 million. We provide more detail about these caverns in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

## ***Sempra LNG***

Sempra LNG has been engaged in a long-running land dispute relating to property adjacent to its Energía Costa Azul liquefied natural gas (LNG) receipt terminal near Ensenada, Mexico. The adjacent property is not required by environmental or other regulatory permits for the operation of the terminal. A claimant to the adjacent property has nonetheless asserted that his health and safety are endangered by the operation of the facility. In June 2010, a Mexican federal appeals court revoked a district court order, issued at the behest of the claimant, directing Mexican regulatory authorities to provisionally suspend authorizations for the operation of the LNG terminal. In February 2011, based on a complaint by the claimant, the new Ensenada Mayor attempted to temporarily close the terminal based on claims of irregularities in municipal permits issued six years earlier. This attempt was promptly countermanded by Mexican federal and Baja California state authorities. No terminal permits or operations were affected as a result of these proceedings or events and the terminal has continued to operate normally.

Sempra LNG expects additional Mexican court proceedings and governmental actions regarding the claimant's assertions as to whether the terminal's permits should be modified or revoked in any manner.

The property claimant has also filed a lawsuit against Sempra Energy in Federal District Court in San Diego seeking compensatory and punitive damages as well as the earnings from the Energía Costa Azul LNG terminal based on his allegations that he was wrongfully evicted from the adjacent property and that he has been harmed by other allegedly improper actions.

## ***Other Litigation***

In August 2007, the U.S. Court of Appeals for the Ninth Circuit issued a decision reversing and remanding certain FERC orders declining to provide refunds regarding short-term bilateral sales up to one month in the Pacific Northwest for the December 2000 to June 2001 time period. In December 2010, the FERC approved a comprehensive settlement previously reached by Sempra Energy and RBS Sempra Commodities with the State of California. The settlement resolves all issues with regard to sales between the California Department of Water Resources (DWR) and Sempra Commodities (see Note 11) in the Pacific Northwest, but potential claims may exist regarding sales between Sempra Commodities and other buyers in the Pacific Northwest. The FERC is in the process of addressing these potential claims on remand.

Pursuant to the agreements related to the formation of RBS Sempra Commodities, we have indemnified RBS should the liability from the final resolution of these matters be greater than the reserves related to Sempra Commodities. Pursuant to our agreement with the Noble Group, we have also indemnified Noble Americas Gas & Power Corp. and its affiliates for all losses incurred by such parties resulting from these proceedings as related to Sempra Commodities.

Sempra Energy and several subsidiaries, along with three oil and natural gas companies, the City of Beverly Hills, and the Beverly Hills Unified School District, are defendants in a toxic tort lawsuit filed in Los Angeles County Superior Court by approximately 1,000 plaintiffs. This lawsuit claims that various emissions resulted in cancer or fear of cancer. We have submitted the case to our insurers, who have reserved their rights with respect to coverage. In November 2006, the court granted the defendants' summary judgment motions based on lack of medical causation for the 12 initial plaintiffs scheduled to go to trial first. The court also granted summary judgment excluding punitive damages. The court has stayed the case as to the remaining plaintiffs pending the appeal of the rulings. A mediation occurred in June 2010, after which the plaintiffs' counsel agreed to recommend a settlement of the lawsuits as to Sempra Energy and its subsidiaries for an amount that is not significant and has been recorded. Any such settlement will require approval by each of the plaintiffs. If approval is obtained, finalization of the settlement is expected to occur within six months.

We are also defendants in ordinary routine litigation incidental to our businesses, including personal injury, product liability, property damage and other claims. California juries have demonstrated an increasing willingness to grant large awards, including punitive damages, in these types of cases.

## **NUCLEAR INSURANCE**

SDG&E and the other owners of San Onofre Nuclear Generating Station (SONGS) have insurance to cover claims from nuclear liability incidents arising at SONGS. This insurance provides \$375 million in coverage limits, the maximum amount available, including coverage for acts of terrorism. In addition, the Price-Anderson Act provides for up to \$12.2 billion of secondary financial protection (SFP). If a nuclear liability loss occurring at any U.S. licensed/commercial reactor exceeds the \$375 million insurance limit, all nuclear reactor owners could be required to contribute to the SFP. SDG&E's contribution would be up to \$47 million. This amount is subject to an annual maximum of \$7 million, unless a default occurs by any other SONGS owner. If the SFP is insufficient to cover the liability loss, SDG&E could be subject to an additional assessment.

The SONGS owners, including SDG&E, also have \$2.75 billion of nuclear property, decontamination, and debris removal insurance. In addition, the SONGS owners have up to \$490 million insurance coverage for outage expenses and replacement power costs due to

accidental property damage. This coverage is limited to \$3.5 million per week for the first 52 weeks, then \$2.8 million per week for up to 110 additional weeks. There is a 12-week waiting period deductible. These insurance coverages are provided through a mutual insurance company. Insured members are subject to retrospective premium assessments. SDG&E could be assessed up to \$9.6 million.

The nuclear property insurance program includes an industry aggregate loss limit for non-certified acts of terrorism (as defined by the Terrorism Risk Insurance Act). The industry aggregate loss limit for property claims arising from non-certified acts of terrorism is \$3.24 billion. This is the maximum amount that will be paid to insured members who suffer losses or damages from these non-certified terrorist acts.

## **CONTRACTUAL COMMITMENTS**

We discuss below significant changes in the first nine months of 2011 to contractual commitments discussed in Note 16 of the Notes to Consolidated Financial Statements in the Annual Report.

### ***Natural Gas Contracts***

SoCalGas' natural gas purchase and pipeline capacity commitments have decreased by \$120 million since December 31, 2010. The decrease, primarily due to a reduction of \$514 million from fulfillment of commitments in the first nine months of 2011, is offset by new natural gas purchase and pipeline capacity contracts of \$394 million. Net future payments are therefore expected to decrease by \$389 million in 2011 and to increase by \$243 million in 2012, \$24 million in 2013, \$1 million in 2014 and \$1 million in 2015 compared to December 31, 2010.

Sempra Generation's natural gas purchase commitments have decreased by \$148 million since December 31, 2010, primarily due to fulfillment of commitments in the first nine months of 2011. Net future payments are therefore expected to decrease by \$90 million in 2011, \$14 million in 2012, \$7 million in 2013 and \$37 million in 2014 compared to December 31, 2010.

### ***LNG Purchase Agreements***

At September 30, 2011, Sempra LNG has various purchase agreements with major international companies for the supply of LNG to its Energía Costa Azul and Cameron receipt terminals. We discuss these agreements further in Note 16 of the Notes to Consolidated Financial Statements in the Annual Report. Sempra LNG's commitments under all LNG purchase agreements, reflecting the termination effective September 2011 of an LNG supply option agreement by one of the suppliers, changes in forward prices since December 31, 2010, and actual transactions for the first nine months of 2011, are expected to decrease by \$849 million in 2011, \$484 million in 2012, \$226 million in 2013, \$31 million in 2014 and \$13 million in 2015 and to increase by \$320 million thereafter compared to December 31, 2010.

The LNG commitment amounts above are based on Sempra LNG's commitment to accept the maximum possible delivery of cargoes under the agreements. Actual LNG purchases for the nine months ended September 30, 2011 have been significantly lower than the maximum amounts possible.

### ***Purchased-Power Contracts***

SDG&E's purchased-power contracts have increased by \$374 million since December 31, 2010. The increase is primarily due to extension of long-term renewable energy contracts and changes in expected prices. Net future payments are therefore expected to increase by \$34 million in 2011, \$44 million in 2012, \$42 million in 2013, \$12 million in 2014, \$12 million in 2015 and \$230 million thereafter compared to December 31, 2010.

In connection with the acquisition of AEI's interests in Chilquinta Energía and Luz del Sur, Sempra Pipelines & Storage has additional purchased-power contracts with various dates extending through 2025, which cover most of the consumption needs of the customers of the companies. Future payments for the purchased-power contracts at Luz del Sur are expected to be \$99 million in 2011, \$440 million in 2012, \$488 million in 2013, \$534 million in 2014, \$587 million in 2015 and \$4.7 billion thereafter. Future payments for the purchased-power contracts at Chilquinta Energía are expected to be \$71 million in 2011, \$283 million in 2012, \$306 million in 2013, \$320 million in 2014, \$355 million in 2015 and \$3.1 billion thereafter. These amounts are based on estimated future purchases at current contracted rates, as the contracts require no minimum purchases.

### ***Construction and Development Projects***

In the first nine months of 2011, significant increases to contractual commitments at SDG&E were \$23 million for costs related to the replacement of the steam generators and other construction projects at SONGS, \$41 million for electric distribution systems, advanced metering infrastructure and electric generation plant and equipment and \$245 million for engineering, material procurement and construction costs associated with the Sunrise Powerlink project. The future payments for these contractual commitments are expected

to be \$205 million in 2011, \$78 million in 2012, \$9 million in 2013, \$4 million in 2014, \$3 million in 2015 and \$10 million thereafter compared to December 31, 2010.

In the first nine months of 2011, significant increases to contractual commitments at SoCalGas were \$359 million for construction and infrastructure improvements for natural gas transmission and distribution operations and advanced metering. The future payments for these contractual commitments are expected to be \$38 million in 2011, \$34 million in 2012, \$62 million in 2013, \$59 million in 2014, \$59 million in 2015 and \$107 million thereafter.

---

## NOTE 11. SEGMENT INFORMATION

We have five separately managed reportable segments, as follows:

1. *SDG&E* provides electric service to San Diego and southern Orange counties and natural gas service to San Diego County.
2. *SoCalGas* is a natural gas distribution utility, serving customers throughout most of Southern California and part of central California.
3. *Sempra Generation* develops, owns and operates, or holds interests in, electric power plants and energy projects in Arizona, California, Colorado, Nevada, Indiana, Hawaii and Mexico to serve wholesale electricity markets in the United States and Mexico. Sempra Generation also includes the operating results of Sempra Rockies Marketing, which holds firm service capacity on the Rockies Express Pipeline.
4. *Sempra Pipelines & Storage* develops, owns and operates, or holds interests in, natural gas and propane pipelines and natural gas storage facilities in the United States and Mexico, and companies that provide natural gas or electricity services in Argentina, Chile, Mexico and Peru. We are currently pursuing the sale of our interests in the Argentine utilities, which we discuss further in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report. Sempra Pipelines & Storage also operates a natural gas distribution utility in Alabama.

In April 2011, Sempra Pipelines & Storage increased its interests in Chile and Peru, as we discuss in Note 3.

5. *Sempra LNG* develops, owns and operates receipt terminals for importing LNG into the U.S. and Mexico, and has supply and marketing agreements to purchase and sell LNG and natural gas.

We evaluate each segment's performance based on its contribution to Sempra Energy's reported earnings. The Sempra Utilities operate in essentially separate service territories, under separate regulatory frameworks and rate structures set by the CPUC. The Sempra Utilities' operations are based on rates set by the CPUC and the FERC. We describe the accounting policies of our segments in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

Prior to 2011, our Sempra Commodities segment contained our investment in RBS Sempra Commodities LLP (RBS Sempra Commodities), which held commodities-marketing businesses previously owned by us. Our investment in the partnership is reported on the equity method. We and RBS, our partner in the joint venture, sold substantially all of the partnership's businesses and assets in four separate transactions completed in July, November and December of 2010 and February of 2011. We discuss these transactions and other matters concerning the partnership in Note 4 above and in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

The activity in the partnership no longer meets the quantitative thresholds that require Sempra Commodities to be reported as a reportable segment under applicable GAAP, and we do not consider the remaining wind-down activities of the partnership to be of continuing significance. As a result, effective January 1, 2011, we are reporting the former Sempra Commodities segment in "All other" in the following tables and have restated prior year information to be consistent with this treatment.

Also, in the fourth quarter of 2010, we changed the composition of our reporting segments to include Sempra Rockies Marketing, which was previously included in the Sempra Commodities segment, in the Sempra Generation segment. We have revised segment disclosures for 2010 to reflect this.

The following tables show selected information by segment from our Condensed Consolidated Statements of Operations and Condensed Consolidated Balance Sheets. Amounts labeled as "All other" in the following tables consist primarily of parent organizations and the former commodities-marketing businesses.



SEGMENT INFORMATION (Dollars in millions)																
	Three months ended September 30,						Nine months ended September 30,									
	2011		2010		2011		2010		2011		2010					
<b>REVENUES</b>																
SDG&E	\$	868	34	%	\$	811	38	%	\$	2,405	32	%	\$	2,245	34	%
SoCalGas		844	33			776	37			2,776	37			2,792	42	
Sempra Generation		259	10			293	14			796	11			879	13	
Sempra Pipelines & Storage		426	16			77	3			980	13			262	4	
Sempra LNG		207	8			183	9			552	8			554	8	
Adjustments and eliminations		(2)	—			(4)	—			(1)	—			(3)	—	
Intersegment revenues(1)		(26)	(1)			(20)	(1)			(76)	(1)			(71)	(1)	
Total	\$	2,576	100	%	\$	2,116	100	%	\$	7,432	100	%	\$	6,658	100	%
<b>INTEREST EXPENSE</b>																
SDG&E	\$	37			\$	37			\$	104			\$	99		
SoCalGas		17				17				52				50		
Sempra Generation		5				4				11				11		
Sempra Pipelines & Storage		21				10				56				25		
Sempra LNG		10				13				32				37		
All other(2)		57				59				174				181		
Intercompany eliminations(2)		(29)				(29)				(85)				(80)		
Total	\$	118			\$	111			\$	344			\$	323		
<b>INTEREST INCOME</b>																
SoCalGas	\$	1			\$	1			\$	1			\$	1		
Sempra Generation		1				6				7				11		
Sempra Pipelines & Storage		7				4				24				12		
Sempra LNG		1				1				3				1		
All other(2)		(1)				—				—				—		
Intercompany eliminations(2)		(3)				(7)				(14)				(12)		
Total	\$	6			\$	5			\$	21			\$	13		
<b>DEPRECIATION AND AMORTIZATION</b>																
SDG&E	\$	108	43	%	\$	96	44	%	\$	316	43	%	\$	283	44	%
SoCalGas		83	33			78	36			246	34			230	36	
Sempra Generation		18	7			16	7			55	8			47	7	
Sempra Pipelines & Storage		27	11			11	5			66	9			32	5	
Sempra LNG		13	5			13	6			38	5			38	6	
All other		2	1			4	2			9	1			13	2	
Total	\$	251	100	%	\$	218	100	%	\$	730	100	%	\$	643	100	%
<b>INCOME TAX EXPENSE (BENEFIT)</b>																
SDG&E	\$	63			\$	56			\$	154			\$	131		
SoCalGas		41				42				106				132		
Sempra Generation		(8)				20				26				(12)		
Sempra Pipelines & Storage		23				23				52				36		
Sempra LNG		9				3				32				19		
All other		(60)				(176)				(101)				(221)		
Total	\$	68			\$	(32)			\$	269			\$	85		

<b>SEGMENT INFORMATION (Continued)</b>													
<i>(Dollars in millions)</i>													
						Three months ended September 30,			Nine months ended September 30,				
						2011		2010		2011		2010	
<b>EQUITY EARNINGS (LOSSES)</b>													
Earnings (losses) recorded before tax:													
Sempra Generation	\$	(6)		\$	(1)		\$	(6)		\$	(2)		
Sempra Pipelines & Storage		11			10			30			32		
All other		(17)			(282)			(28)			(296)		
Total	\$	(12)		\$	(273)		\$	(4)		\$	(266)		
Earnings (losses) recorded net of tax:													
Sempra Pipelines & Storage	\$	6		\$	(4)		\$	45		\$	42		
<b>EARNINGS (LOSSES)</b>													
SDG&E(3)	\$	113	38 %	\$	106	81 %	\$	273	26 %	\$	264	58 %	
SoCalGas(3)		81	27		78	59		208	20		212	46	
Sempra Generation		49	17		59	45		143	13		60	13	
Sempra Pipelines & Storage		66	22		43	33		457	43		120	26	
Sempra LNG		24	8		5	4		75	7		50	11	
All other		(37)	(12)		(160)	(122)		(91)	(9)		(247)	(54)	
Total	\$	296	100 %	\$	131	100 %	\$	1,065	100 %	\$	459	100 %	
						Nine months ended September 30,							
						2011		2010					
<b>EXPENDITURES FOR PROPERTY PLANT &amp; EQUIPMENT</b>													
SDG&E	\$	1,162	57 %	\$	822	61 %							
SoCalGas		499	25		337	25							
Sempra Generation		168	8		32	2							
Sempra Pipelines & Storage		192	10		151	11							
Sempra LNG		9	—		9	1							
All other		1	—		3	—							
Total	\$	2,031	100 %	\$	1,354	100 %							
						September 30, 2011			December 31, 2010				
<b>ASSETS</b>													
SDG&E	\$	13,016	40 %	\$	12,077	40 %							
SoCalGas		7,781	24		7,986	26							
Sempra Generation		2,141	7		2,401	8							
Sempra Pipelines & Storage		7,174	22		5,175	17							
Sempra LNG		2,451	7		2,379	8							
All other		932	3		1,691	6							
Intersegment receivables		(879)	(3)		(1,426)	(5)							
Total	\$	32,616	100 %	\$	30,283	100 %							
<b>INVESTMENTS IN EQUITY METHOD INVESTEEES</b>													
Sempra Generation	\$	142		\$	185								
Sempra Pipelines & Storage(4)		1,108			1,777								
All other		334			803								
Total	\$	1,584		\$	2,765								

(1) Revenues for reportable segments include intersegment revenues of:

\$2 million, \$13 million and \$11 million for the three months ended September 30, 2011, and \$1 million, \$11 million and \$8 million for the three months ended September 30, 2010, for SDG&E, SoCalGas and Sempra Pipelines & Storage, respectively.

\$5 million, \$38 million and \$33 million for the nine months ended September 30, 2011, and \$4 million, \$32 million and \$35 million for the nine months ended September 30, 2010, for SDG&E, SoCalGas and Sempra Pipelines & Storage, respectively.

(2) Prior year amounts have been revised to present amounts after eliminations between Parent and corporate entities.

(3) After preferred dividends.

(4) We provide additional information regarding Sempra Pipelines & Storage's investments in Note 3.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with the financial statements contained in this Form 10-Q, "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in our 2010 Annual Report on Form 10-K (Annual Report), and "Risk Factors" contained in our Annual Report and in Item 1A "Risk Factors" herein.

### OVERVIEW

Sempra Energy is a Fortune 500 energy services holding company whose business units develop energy infrastructure, operate utilities and provide related products and services to their customers. Our operations are divided principally between the Sempra Utilities and Sempra Global. The Sempra Utilities consist of two California regulated public utility companies, (1) San Diego Gas & Electric Company (SDG&E) and (2) Southern California Gas Company (SoCalGas). Sempra Global consists of other businesses engaged in providing energy products and services, including utility companies.

This report includes information for the following separate registrants:

- Sempra Energy and its consolidated entities
- SDG&E
- SoCalGas

References in this report to "we," "our" and "Sempra Energy Consolidated" are to Sempra Energy and its consolidated entities, collectively, unless otherwise indicated by the context.

Below are summary descriptions of our operating business units, which are also our reportable segments.

### SEMPRA ENERGY BUSINESS UNITS

The Sempra Utilities consist of SDG&E and SoCalGas.

SEMPRA UTILITIES		
	MARKET	SERVICE TERRITORY
<b>SAN DIEGO GAS &amp; ELECTRIC COMPANY (SDG&amp;E)</b> A regulated public utility; infrastructure supports electric generation, transmission and distribution, and natural gas distribution	<ul style="list-style-type: none"> <li>▪ Provides electricity to 3.5 million consumers (1.4 million meters)</li> <li>▪ Provides natural gas to 3.2 million consumers (850,000 meters)</li> </ul>	Serves the county of San Diego, California and an adjacent portion of southern Orange County covering 4,100 square miles
<b>SOUTHERN CALIFORNIA GAS COMPANY (SOCALGAS)</b> A regulated public utility; infrastructure supports natural gas distribution, transmission and storage	<ul style="list-style-type: none"> <li>▪ Residential, commercial, industrial, utility electric generation and wholesale customers</li> <li>▪ Covers a population of 20.9 million (5.8 million meters)</li> </ul>	Southern California and portions of central California (excluding San Diego County, the city of Long Beach and the desert area of San Bernardino County) covering 20,000 square miles

Sempra Global is a holding company for most of our subsidiaries that are not subject to California utility regulation. Sempra Global's principal business units, which provide energy-related products and services and include utilities, are

- Sempra Generation
- Sempra Pipelines & Storage
- Sempra LNG

<b>SEMPRA GLOBAL</b>		
	<b>MARKET</b>	<b>GEOGRAPHIC REGION</b>
<b>SEMPRA GENERATION</b> Develops, owns and operates, or holds interests in, electric power plants and energy projects	<ul style="list-style-type: none"> <li>▪ Wholesale electricity</li> </ul>	<ul style="list-style-type: none"> <li>▪ U.S.A.</li> <li>▪ Mexico</li> </ul>
<b>SEMPRA PIPELINES &amp; STORAGE</b> Develops, owns and operates, or holds interests in, natural gas and propane pipelines, natural gas storage facilities, and natural gas and electric utilities	<ul style="list-style-type: none"> <li>▪ Natural gas</li> <li>▪ Electricity</li> </ul>	<ul style="list-style-type: none"> <li>▪ U.S.A.</li> <li>▪ Mexico</li> <li>▪ Argentina</li> <li>▪ Chile</li> <li>▪ Peru</li> </ul>
<b>SEMPRA LNG</b> Develops, owns and operates receipt terminals for importation of liquefied natural gas (LNG) and sale of natural gas	<ul style="list-style-type: none"> <li>▪ Liquefied natural gas</li> <li>▪ Natural gas</li> </ul>	<ul style="list-style-type: none"> <li>▪ U.S.A.</li> <li>▪ Mexico</li> <li>▪ Global</li> </ul>

### ***RBS Sempra Commodities LLP***

Prior to 2011, our Sempra Commodities segment contained our investment in RBS Sempra Commodities LLP (RBS Sempra Commodities), which held commodities-marketing businesses previously owned by us. Our investment in the partnership is reported on the equity method. We and The Royal Bank of Scotland (RBS), our partner in the joint venture, sold substantially all of the partnership's businesses and assets in four separate transactions completed in July, November and December of 2010 and February of 2011. We discuss these transactions and other matters concerning the partnership in Note 4 of the Notes to Condensed Consolidated Financial Statements herein and in Note 4 of the Notes to Consolidated Financial Statements in the Annual Report.

The activity in the partnership no longer meets the quantitative thresholds that require Sempra Commodities to be reported as a reportable segment under applicable accounting rules, and we do not consider the remaining wind-down activities of the partnership to be of continuing significance. As a result, effective January 1, 2011, we are reporting the former Sempra Commodities segment in Parent and Other, and have restated prior year information to be consistent with this treatment. Also, in the fourth quarter of 2010, we changed the composition of our reporting segments to include Sempra Rockies Marketing, which was previously included in the Sempra Commodities segment, in the Sempra Generation segment.

### ***Acquisition***

On April 6, 2011, Sempra Pipelines & Storage completed the acquisition of AEI's interests in Chilquinta Energía S.A. (Chilquinta Energía) in Chile and Luz del Sur S.A.A. (Luz del Sur) in Peru. Upon completion of the transaction, Sempra Pipelines & Storage owned 100 percent of Chilquinta Energía and approximately 76 percent of Luz del Sur, and the companies are now consolidated. Beginning September 13, 2011, Sempra Pipelines & Storage owns 79.82 percent of Luz del Sur, as we discuss in Note 3 of the Notes to Condensed Consolidated Financial Statements herein. The remaining shares of Luz del Sur are held by institutional investors and the general public.

Chilquinta Energía is an electric distribution utility serving more than 600,000 customers in the cities of Valparaiso and Viña del Mar in central Chile. Luz del Sur is an electric distribution utility that serves more than 900,000 customers in the southern zone of metropolitan Lima, Peru, and delivers approximately one-third of all power used in the country. As part of the transaction, Sempra Pipelines & Storage also acquired AEI's interests in two energy-services companies, Tecnoled S.A. (Tecnoled) and Tecsur S.A. (Tecsur).

We provide additional information about the acquisition and Sempra Pipelines & Storage's investments in Chilquinta Energía and Luz del Sur in Note 3 of the Notes to Condensed Consolidated Financial Statements herein.

---

## RESULTS OF OPERATIONS

We discuss the following in Results of Operations:

- Overall results of our operations and factors affecting those results
- Our business unit results
- Significant changes in revenues, costs and earnings between periods

In the three months ended September 30, 2011, our earnings increased by \$165 million to \$296 million primarily due to a \$139 million after-tax write-down in 2010 of our investment in RBS Sempra Commodities at our former Sempra Commodities segment. There also were improved operating results at the Sempra Utilities, Sempra Pipelines & Storage and Sempra LNG.

Diluted earnings per share for the three-month period increased by \$0.69 per share to \$1.22 per share. Components of this increase include

- the write-down of our investment in RBS Sempra Commodities in 2010 (\$0.56 per share);
- higher earnings (excluding the investment write-down in 2010); and
- a decrease in the number of shares outstanding primarily as a result of our \$500 million share repurchase program initiated in September 2010 and completed in March 2011. We discuss this share repurchase program in Note 5 of the Notes to Condensed Consolidated Financial Statements herein.

In the nine months ended September 30, 2011, our earnings increased by \$606 million to \$1.1 billion primarily due to:

- a \$277 million gain (after-tax) resulting from the remeasurement of our equity method investments at Sempra Pipelines & Storage;
- the \$139 million investment write-down in 2010;
- \$96 million (after-tax) litigation expense recorded in the first quarter of 2010 related to an agreement to settle certain energy crisis litigation;
- improved results at SDG&E, Sempra Pipelines & Storage (excluding the remeasurement gain) and Sempra LNG; and
- lower losses at Parent and Other (excluding the investment write-down and \$12 million of the litigation expense in 2010).

Diluted earnings per share for the nine-month period increased by \$2.56 per share to \$4.40 per share. Components of this increase include

- the remeasurement gain in 2011 (\$1.14 per share);
- the investment write-down in 2010 (\$0.56 per share);
- the litigation expense in 2010 (\$0.38 per share);
- higher earnings (excluding the impacts of the 2011 remeasurement gain and the investment write-down and litigation settlement charge in 2010); and
- a decrease in the number of shares outstanding primarily as a result of our \$500 million share repurchase program initiated in September 2010 and completed in March 2011.

The following table shows our earnings (losses) by business unit, which we discuss below in "Business Unit Results."

### SEMPRA ENERGY EARNINGS (LOSSES) BY BUSINESS UNIT

(Dollars in millions)

	Three months ended September 30,					
	2011			2010		
Sempra Utilities:						
SDG&E(1)	\$	113	38 %	\$	106	81 %
SoCalGas(1)		81	27		78	59
Sempra Global:						
Sempra Generation		49	17		59	45
Sempra Pipelines & Storage		66	22		43	33
Sempra LNG		24	8		5	4
Parent and other(2)		(37)	(12)		(160)	(122)
<b>Earnings</b>	<b>\$</b>	<b>296</b>	<b>100 %</b>	<b>\$</b>	<b>131</b>	<b>100 %</b>
	Nine months ended September 30,					
	2011			2010		
Sempra Utilities:						
SDG&E(1)	\$	273	26 %	\$	264	58 %
SoCalGas(1)		208	20		212	46
Sempra Global:						
Sempra Generation		143	13		60	13
Sempra Pipelines & Storage		457	43		120	26
Sempra LNG		75	7		50	11
Parent and other(2)		(91)	(9)		(247)	(54)
<b>Earnings</b>	<b>\$</b>	<b>1,065</b>	<b>100 %</b>	<b>\$</b>	<b>459</b>	<b>100 %</b>

(1) After preferred dividends.

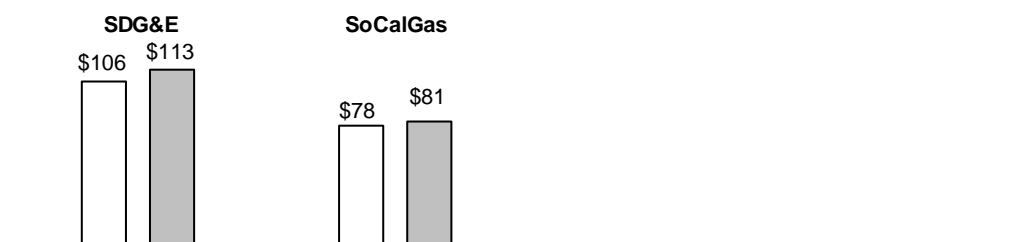
(2) Includes after-tax interest expense (\$34 million and \$35 million for the three months ended September 30, 2011 and 2010, respectively, and \$103 million and \$110 million for the nine months ended September 30, 2011 and 2010, respectively), results from our former Sempra Commodities segment (losses of \$10 million and \$137 million for the three months ended September 30, 2011 and 2010, respectively, and \$16 million and \$148 million for the nine months ended September 30, 2011 and 2010, respectively), intercompany eliminations recorded in consolidation and certain corporate costs.

## BUSINESS UNIT RESULTS

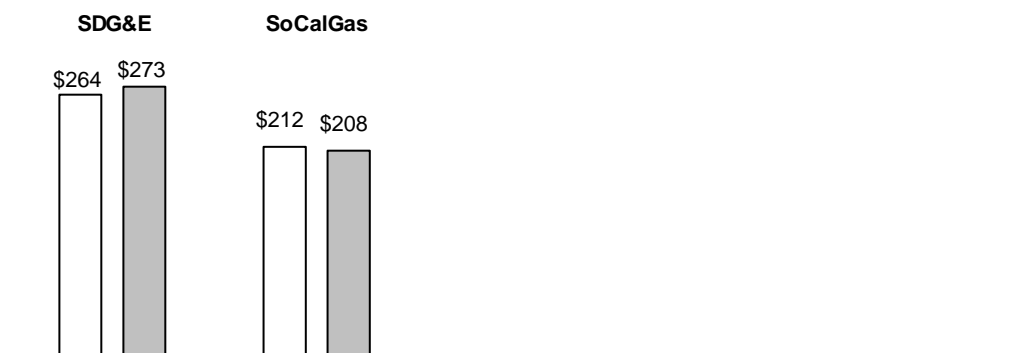
The following section is a discussion of earnings (losses) by business unit, as it appears in the table above. All amounts discussed within this subheading, "Business Unit Results," are after-tax, unless otherwise noted.

### EARNINGS BY BUSINESS UNIT -- SEMPRA UTILITIES

(Dollars in millions)



□ Quarter-to-date 2010 □ Quarter-to-date 2011



□ Year-to-date 2010 □ Year-to-date 2011

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

SDG&E business unit earnings were

- \$113 million in the three months ended September 30, 2011 (\$115 million before preferred dividends)
- \$106 million in the three months ended September 30, 2010 (\$108 million before preferred dividends)
- \$273 million in the nine months ended September 30, 2011 (\$277 million before preferred dividends)
- \$264 million in the nine months ended September 30, 2010 (\$268 million before preferred dividends)

The increase of \$7 million (7%) in the three months ended September 30, 2011 was primarily due to:

- \$10 million increased allowance for funds used during construction (AFUDC) related to equity; and
- \$3 million higher authorized margin for California Public Utilities Commission (CPUC)-regulated operations, net of higher operation and maintenance expenses (excluding insurance premiums for wildfire coverage and litigation-related expenses); **offset by**
- \$2 million lower electric transmission margin.

The increase of \$9 million (3%) in the nine months ended September 30, 2011 was primarily due to:

- \$18 million increased AFUDC related to equity, net of higher interest expense; and
- \$10 million lower expenses associated with the settlement of 2007 wildfire claims; **offset by**
- \$12 million primarily from the resolution of litigation matters which had a favorable impact on earnings in 2010; and
- \$6 million higher liability insurance premiums for wildfire coverage.

### *SoCalGas*

SoCalGas business unit earnings were

- \$81 million in the three months ended September 30, 2011 (both before and after preferred dividends)
- \$78 million in the three months ended September 30, 2010 (both before and after preferred dividends)
- \$208 million in the nine months ended September 30, 2011 (\$209 million before preferred dividends)
- \$212 million in the nine months ended September 30, 2010 (\$213 million before preferred dividends)

The increase of \$3 million (4%) in the three months ended September 30, 2011 was primarily due to:

- a \$4 million regulatory award in 2011;
- \$3 million higher AFUDC related to equity; and
- \$2 million higher authorized margin for CPUC-regulated operations, net of higher operation and maintenance expenses; **offset by**
- \$2 million lower non-core natural gas storage revenues.

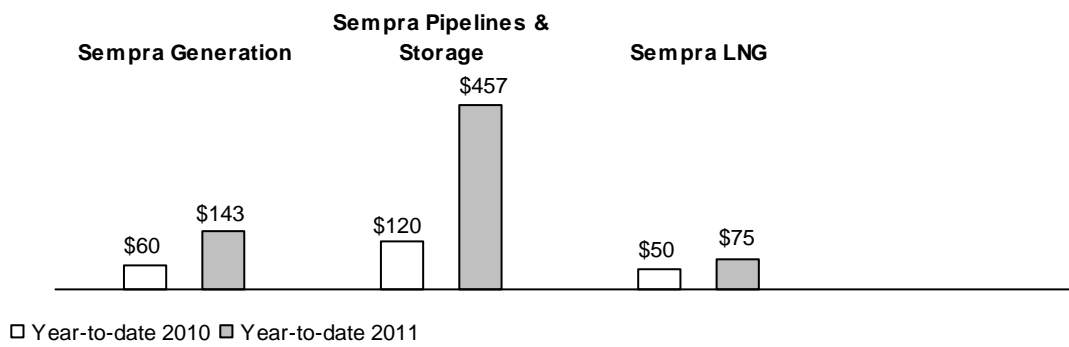
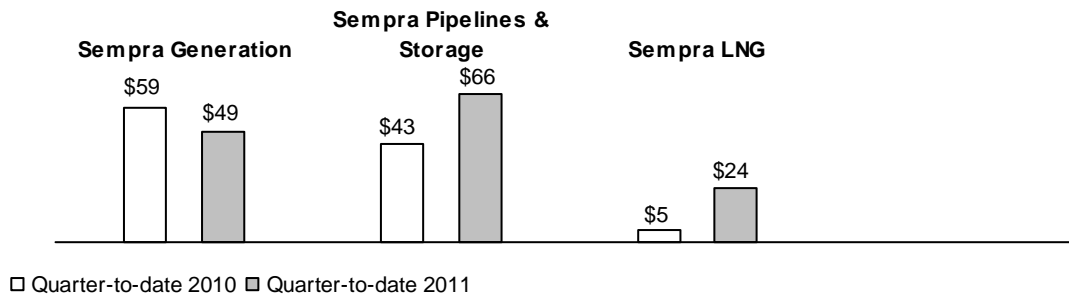
The decrease of \$4 million (2%) in the nine months ended September 30, 2011 was primarily due to:

- \$7 million due to an increase in employee benefit costs and other operating expenses, net of higher authorized margin for CPUC-related operations;
- \$4 million lower non-core natural gas storage revenues;
- \$2 million lower regulatory awards; and
- \$2 million higher net interest expense; **offset by**
- \$13 million due to the write-down of deferred tax assets as a result of the change in U.S. tax law regarding the Medicare Part D subsidy in 2010.



## EARNINGS BY BUSINESS UNIT – SEMPRA GLOBAL

(Dollars in millions)



### *Sempra Generation*

Sempra Generation recorded business unit earnings of:

- \$49 million in the three months ended September 30, 2011
- \$59 million in the three months ended September 30, 2010
- \$143 million in the nine months ended September 30, 2011
- \$60 million in the nine months ended September 30, 2010

The decrease of \$10 million (17%) in the three months ended September 30, 2011 was primarily due to:

- \$5 million mark-to-market losses on forward contracts in 2011 compared to \$6 million mark-to-market gains in 2010; and
- \$6 million lower earnings from operations, primarily due to less favorable market pricing and reduced production at the Mexicali power plant due to an unplanned outage; **offset by**
- \$7 million income tax benefit in 2011 related to Mexican currency translation and inflation adjustments compared to \$2 million income tax expense in 2010. We discuss this impact to our earnings in “Income Taxes – Mexican Currency Exchange Rate and Inflation Impact on Income Taxes and Related Economic Hedging Activity” below.

The increase of \$83 million (138%) in the nine months ended September 30, 2011 was primarily due to:

- \$84 million decreased litigation expense primarily related to a 2010 agreement to settle energy crisis litigation, as we discuss in Note 16 of the Notes to Consolidated Financial Statements in the Annual Report; and
- \$14 million lower operation and maintenance costs as a result of 2010 scheduled plant maintenance and earthquake damage to our Mexicali power plant; **offset by**
- \$12 million mark-to-market losses on forward contracts in 2011 compared to \$2 million mark-to-market gains in 2010.

### ***Sempra Pipelines & Storage***

Sempra Pipelines & Storage recorded business unit earnings of:

- \$66 million in the three months ended September 30, 2011
- \$43 million in the three months ended September 30, 2010
- \$457 million in the nine months ended September 30, 2011
- \$120 million in the nine months ended September 30, 2010

The increase of \$23 million (53%) in the three months ended September 30, 2011 was primarily due to:

- a \$24 million write-down of our investment in Argentina in 2010;
- \$18 million higher earnings from foreign currency rate effect for net U.S. dollar monetary position in Chile; and
- \$11 million higher earnings primarily related to the acquisition of additional interests in Chilquinta Energía and Luz del Sur in April 2011; **offset by**
- \$48 million in proceeds received from a legal settlement in 2010, less a related income tax effect of \$17 million.

The increase of \$337 million in the nine months ended September 30, 2011 was primarily due to:

- a \$277 million gain related to the remeasurement of the Chilquinta Energía and Luz del Sur equity method investments;
- \$31 million higher earnings primarily related to the acquisition of additional interests in Chilquinta Energía and Luz del Sur in April 2011;
- a \$24 million write-down of our investment in Argentina in 2010;
- \$15 million higher earnings from foreign currency rate effect for net U.S. dollar monetary position in Chile; and
- \$13 million higher earnings from pipeline assets in Mexico acquired in April 2010; **offset by**
- \$48 million in proceeds received from a legal settlement in 2010, less a related income tax effect of \$17 million.

### ***Sempra LNG***

Sempra LNG recorded earnings of:

- \$24 million in the three months ended September 30, 2011
- \$5 million in the three months ended September 30, 2010
- \$75 million in the nine months ended September 30, 2011
- \$50 million in the nine months ended September 30, 2010

The increases in both the three months and nine months ended September 30, 2011 were primarily due to higher earnings from contractual counterparty obligations for non-delivery of cargoes.

### ***Parent and Other***

Losses for Parent and Other were

- \$37 million in the three months ended September 30, 2011
- \$160 million in the three months ended September 30, 2010
- \$91 million in the nine months ended September 30, 2011
- \$247 million in the nine months ended September 30, 2010

The decrease in losses of \$123 million (77%) in the three months ended September 30, 2011 was primarily due to:

- a \$10 million write-down of our investment in the RBS Sempra Commodities joint venture in 2011 compared to \$139 million in 2010;
- \$15 million favorable change in income taxes; and
- \$11 million state income tax expense in 2010 related to our exit from the RBS Sempra Commodities business; **offset by**
- \$18 million decrease in equity earnings in 2011 from RBS Sempra Commodities; and
- \$16 million Mexican peso exchange loss in 2011 (discussed in “Income Taxes – Mexican Currency Exchange Rate and Inflation Impact on Income Taxes and Related Economic Hedging Activity” below).

The decrease in losses of \$156 million (63%) in the nine months ended September 30, 2011 was primarily due to:

- a \$10 million write-down of our investment in the RBS Sempra Commodities joint venture in 2011 compared to \$139 million in 2010;
- \$37 million favorable change in income taxes;
- \$12 million energy crisis litigation expense recorded in 2010 related to our former commodities-marketing businesses; and
- \$11 million state income tax expense in 2010 related to our exit from the RBS Sempra Commodities business;  
**offset by**
- \$29 million decrease in equity earnings in 2011 from our former commodities-marketing businesses; and
- \$9 million Mexican peso exchange loss in 2011 (discussed in “Income Taxes – Mexican Currency Exchange Rate and Inflation Impact on Income Taxes and Related Economic Hedging Activity” below).

## **CHANGES IN REVENUES, COSTS AND EARNINGS**

This section contains a discussion of the differences between periods in specific line items of the Condensed Consolidated Statements of Operations for Sempra Energy, SDG&E and SoCalGas.

### ***Utilities Revenues***

Our utilities revenues include

*Natural gas revenues at:*

- SDG&E
- SoCalGas
- Mobile Gas Service Corporation (Mobile Gas), a regulated natural gas distribution utility in southwest Alabama
- Ecogas Mexico, S de RL de CV (Ecogas), a regulated natural gas distribution utility in Northern Mexico

*Electric revenues at:*

- SDG&E
- Chilquinta Energía
- Luz del Sur

Intercompany revenues included in the separate revenues of each utility are eliminated in the Sempra Energy Condensed Consolidated Statements of Operations.

### ***The Sempra Utilities***

The current regulatory framework for SoCalGas and SDG&E permits the cost of natural gas purchased for core customers (primarily residential and small commercial and industrial customers) to be passed on to customers substantially as incurred. However, SoCalGas' Gas Cost Incentive Mechanism provides SoCalGas the opportunity to share in the savings and/or costs from buying natural gas for its core customers at prices below or above monthly market-based benchmarks. This mechanism permits full recovery of costs incurred when average purchase costs are within a price range around the benchmark price. Any higher costs incurred or savings realized outside this range are shared between the core customers and SoCalGas. We provide further discussion in Note 9 of the Notes to Condensed Consolidated Financial Statements herein.

The regulatory framework also permits SDG&E to recover the actual cost incurred to generate or procure electricity based on annual estimates of the cost of electricity supplied to customers. The differences in cost between estimates and actual are recovered in the next year through rates.

The table below summarizes Utilities Revenues and Cost of Sales for Sempra Energy, net of intercompany activity:

<b>UTILITIES REVENUES AND COST OF SALES</b>				
<i>(Dollars in millions)</i>				
	Three months ended		Nine months ended	
	September 30,		September 30,	
	2011	2010	2011	2010
<b>Electric revenues:</b>				
SDG&E	\$ 763	\$ 718	\$ 2,011	\$ 1,870
Sempra Pipelines & Storage	335	—	659	—
Eliminations and adjustments	(2)	(1)	(5)	(5)
Total	1,096	717	2,665	1,865
<b>Natural gas revenues:</b>				
SoCalGas	844	776	2,776	2,792
SDG&E	105	93	394	375
Sempra Pipelines & Storage	34	34	137	151
Eliminations and adjustments	(14)	(11)	(39)	(33)
Total	969	892	3,268	3,285
Total utilities revenues	\$ 2,065	\$ 1,609	\$ 5,933	\$ 5,150
<b>Cost of natural gas:</b>				
SoCalGas	\$ 267	\$ 252	\$ 1,133	\$ 1,244
SDG&E	40	37	175	170
Sempra Pipelines & Storage	20	20	72	87
Eliminations and adjustments	(5)	(4)	(13)	(12)
Total	\$ 322	\$ 305	\$ 1,367	\$ 1,489
<b>Cost of electric fuel and purchased power:</b>				
SDG&E	\$ 207	\$ 203	\$ 534	\$ 480
Sempra Pipelines & Storage	201	—	442	—
Total	\$ 408	\$ 203	\$ 976	\$ 480

### ***Sempra Energy Consolidated***

#### *Electric Revenues*

During the three months ended September 30, 2011, our electric revenues increased by \$379 million (53%) to \$1.1 billion primarily due to:

- \$335 million from the consolidation of electric revenues of Chilquinta Energía and Luz del Sur acquired in April 2011; and
- \$45 million increase at SDG&E, which we discuss below.

Our utilities' cost of electric fuel and purchased power increased by \$205 million to \$408 million in the three months ended September 30, 2011 primarily due to:

- \$201 million from the consolidation of cost of electric fuel and purchased power of Chilquinta Energía and Luz del Sur; and
- \$4 million increase at SDG&E, which we discuss below.

During the nine months ended September 30, 2011, electric revenues increased by \$800 million (43%) to \$2.7 billion, primarily due to:

- \$659 million from the consolidation of electric revenues of Chilquinta Energía and Luz del Sur acquired in April 2011; and
- \$141 million increase at SDG&E, which we discuss below.

Our utilities' cost of electric fuel and purchased power increased by \$496 million to \$976 million in the nine months ended September 30, 2011 primarily due to:

- \$442 million from the consolidation of cost of electric fuel and purchased power of Chilquinta Energía and Luz del Sur; and
- \$54 million increase at SDG&E, which we discuss below.

### *Natural Gas Revenues*

During the three months ended September 30, 2011, Sempra Energy's natural gas revenues increased by \$77 million (9%) to \$969 million, and the cost of natural gas increased by \$17 million (6%) to \$322 million. During the nine months ended September 30, 2011, our natural gas revenues remained consistent at \$3.3 billion, and the cost of natural gas decreased by \$122 million (8%) to \$1.4 billion compared to the corresponding period of the prior year.

The increase in natural gas revenues for the three months ended September 30, 2011, and the decrease in cost of natural gas for the nine months ended September 30, 2011 were primarily attributable to SoCalGas. We discuss the changes in natural gas revenues and the cost of natural gas individually for SDG&E and SoCalGas below.

### ***SDG&E: Electric Revenues and Cost of Electric Fuel and Purchased Power***

The table below shows electric revenues for SDG&E for the nine-month periods ended September 30, 2011 and 2010. Because the cost of electricity is substantially recovered in rates, changes in the cost are reflected in the changes in revenues.

<b>SDG&amp;E</b>				
<b>ELECTRIC DISTRIBUTION AND TRANSMISSION</b>				
<i>(Volumes in millions of kilowatt-hours, dollars in millions)</i>				
Customer class	Nine months ended September 30, 2011		Nine months ended September 30, 2010	
	Volumes	Revenue	Volumes	Revenue
Residential	5,552	\$ 916	5,406	\$ 756
Commercial	5,068	760	5,017	651
Industrial	1,525	187	1,612	169
Direct access	2,427	109	2,365	90
Street and highway lighting	76	11	76	9
	14,648	1,983	14,476	1,675
Other revenues		84		80
Balancing accounts		(56)		115
<b>Total(1)</b>		<b>\$ 2,011</b>		<b>\$ 1,870</b>

(1) Includes sales to affiliates of \$5 million in each of 2011 and 2010.

During the three months ended September 30, 2011, electric revenues increased by \$45 million (6%) to \$763 million at SDG&E, primarily due to:

- \$16 million higher authorized base margin on electric generation and distribution; and
- \$15 million higher recoverable expenses that are fully offset in operation and maintenance expenses.

SDG&E's cost of electric fuel and purchased power increased by \$4 million (2%) to \$207 million in the three months ended September 30, 2011 primarily due to an increase in electric fuel and purchased-power prices.

During the nine months ended September 30, 2011, electric revenues increased by \$141 million (8%) to \$2.0 billion, primarily due to:

- \$54 million increase in the cost of electric fuel and purchased power due to higher prices and increased electric demand;
- \$45 million higher authorized base margin on electric generation and distribution;
- \$11 million higher recoverable expenses that are fully offset in operation and maintenance expenses; and
- \$8 million higher authorized transmission margin.

We do not include in the Condensed Consolidated Statements of Operations the commodity costs (and the revenues to recover those costs) associated with long-term contracts that are allocated to SDG&E by the California Department of Water Resources (DWR). However, we do include the associated volumes and distribution revenues in the table above. We provide further discussion of these contracts in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

### ***SDG&E and SoCalGas: Natural Gas Revenues and Cost of Natural Gas***

The tables below show natural gas revenues for SDG&E and SoCalGas for the nine-month periods ended September 30, 2011 and 2010. Because the cost of natural gas is recovered in rates, changes in the cost are reflected in the changes in revenues. In addition to the change in market prices, natural gas revenues recorded during a period are impacted by the difference between customer billings and recorded or CPUC-authorized costs. These differences are required to be balanced over time, resulting in over- and undercollected regulatory balancing accounts. We discuss balancing accounts and their effects further in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

<b>SDG&amp;E</b>						
<b>NATURAL GAS SALES AND TRANSPORTATION</b>						
<i>(Volumes in billion cubic feet, dollars in millions)</i>						
Customer class	Natural Gas Sales		Transportation		Total	
	Volumes	Revenue	Volumes	Revenue	Volumes	Revenue
Nine months ended September 30, 2011:						
Residential	24	\$ 261	—	\$ —	24	\$ 261
Commercial and industrial	11	80	6	7	17	87
Electric generation plants	—	—	20	6	20	6
	35	\$ 341	26	\$ 13	61	354
Other revenues						26
Balancing accounts						14
Total(1)						\$ 394
Nine months ended September 30, 2010:						
Residential	23	\$ 260	—	\$ —	23	\$ 260
Commercial and industrial	11	82	6	9	17	91
Electric generation plants	—	—	21	5	21	5
	34	\$ 342	27	\$ 14	61	356
Other revenues						27
Balancing accounts						(8)
Total(1)						\$ 375

(1) Includes sales to affiliates of \$1 million in each of 2011 and 2010.

During the three months ended September 30, 2011, SDG&E's natural gas revenues increased by \$12 million (13%) to \$105 million, and the cost of natural gas sold increased by \$3 million (8%) to \$40 million. During the nine months ended September 30, 2011, SDG&E's natural gas revenues increased by \$19 million (5%) to \$394 million, and the cost of natural gas sold increased by \$5 million (3%) to \$175 million.

SDG&E's average cost of natural gas sold for the three months ended September 30, 2011 was \$5.30 per thousand cubic feet (Mcf) compared to \$4.86 per Mcf for the corresponding period in 2010, a 9-percent increase of \$0.44 per Mcf, resulting in higher revenues and cost of \$3 million.

For the nine months ended September 30, 2011, SDG&E's average cost of natural gas sold was \$4.96 per Mcf compared to \$4.98 per Mcf for the corresponding period in 2010. The increase in the natural gas sales volume of 1 billion cubic feet (Bcf) resulted in an increase in revenues and cost of \$6 million, which more than offset a \$1 million decrease in revenues and cost associated with the lower cost of natural gas sold.

## SOCALGAS

### NATURAL GAS SALES AND TRANSPORTATION

(Volumes in billion cubic feet, dollars in millions)

Customer class	Natural Gas Sales		Transportation		Total	
	Volumes	Revenue	Volumes	Revenue	Volumes	Revenue
Nine months ended September 30, 2011:						
Residential	175	\$ 1,678	1	\$ 2	176	\$ 1,680
Commercial and industrial	75	566	204	163	279	729
Electric generation plants	—	—	127	35	127	35
Wholesale	—	—	107	14	107	14
	250	\$ 2,244	439	\$ 214	689	2,458
Other revenues						71
Balancing accounts						247
Total(1)						\$ 2,776
Nine months ended September 30, 2010:						
Residential	172	\$ 1,683	1	\$ 2	173	\$ 1,685
Commercial and industrial	75	575	197	169	272	744
Electric generation plants	—	—	132	31	132	31
Wholesale	—	—	108	11	108	11
	247	\$ 2,258	438	\$ 213	685	2,471
Other revenues						67
Balancing accounts						254
Total(1)						\$ 2,792

(1) Includes sales to affiliates of \$38 million in 2011 and \$32 million in 2010.

During the three months ended September 30, 2011, SoCalGas' natural gas revenues increased by \$68 million (9%) to \$844 million, and the cost of natural gas sold increased by \$15 million (6%) to \$267 million. The increase in revenues was primarily due to:

- \$40 million higher recovery of CPUC-authorized costs, which revenues are fully offset in operation and maintenance expenses;
- the increase in cost of natural gas sold, which was caused primarily by higher natural gas prices, as we discuss below;
- \$14 million higher authorized base margin; and
- a \$6 million regulatory award in 2011.

During the nine months ended September 30, 2011, SoCalGas' natural gas revenues remained consistent at \$2.8 billion, and the cost of natural gas sold decreased by \$111 million (9%) to \$1.1 billion compared to the corresponding period of the prior year. Natural gas revenues in 2011 compared to 2010 were impacted by:

- the decrease in cost of natural gas sold, which was caused primarily by lower natural gas prices, as we discuss below;
- \$7 million lower earnings from the resolution of regulatory matters; and
- \$4 million lower regulatory awards in 2011; **offset by**
- \$76 million higher recovery of CPUC-authorized costs, which revenues are fully offset in operation and maintenance expenses; and
- \$41 million higher authorized base margin.

SoCalGas' average cost of natural gas sold for the three months ended September 30, 2011 was \$4.80 per Mcf compared to \$4.40 per Mcf for the corresponding period in 2010, a 9-percent increase of \$0.40 per Mcf, resulting in higher revenues and cost of \$23 million. The increase due to higher average cost of natural gas delivered was partially offset by lower natural gas sales volume of 2 Bcf, which resulted in lower revenues and cost of \$8 million in 2011.

For the nine months ended September 30, 2011, SoCalGas' average cost of natural gas sold was \$4.53 per Mcf compared to \$5.04 per Mcf for the corresponding period in 2010, a 10-percent decrease of \$0.51 per Mcf, resulting in lower revenues and cost of \$127 million. The decrease due to the lower average cost of natural gas delivered was partially offset by higher natural gas sales volume of 3 Bcf, which resulted in higher revenues and cost of \$16 million in 2011.

### ***Sempra Pipelines & Storage Utilities: Revenues and Cost of Sales***

Sempra Pipelines & Storage's utilities are Chilquinta Energía, Luz del Sur, Mobile Gas and Ecogas.

Revenues generated by Chilquinta Energía and Luz del Sur 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. The tariffs include operation and maintenance costs, an internal rate of return on the new replacement value (Valor Nuevo de Reemplazo or VNR) of depreciable assets, charges for the use of transmission systems, and a component for the value added by the distributor. Tariffs are designed to provide for a pass-through to customers of the main noncontrollable cost items (mainly power purchases and transmission charges), recovery of reasonable operating and administrative costs, incentives to reduce costs and make needed capital investments, and a regulated rate of return on the distributor's regulated asset base. Because the tariffs are based on a model and are intended to cover the costs of the model, but are not based on the costs of the specific utility and may not result in full cost recovery, they do not meet the requirement necessary for treatment under applicable accounting principles generally accepted in the United States of America (GAAP) for regulatory accounting.

Operations of Mobile Gas and Ecogas qualify for regulatory accounting treatment under applicable GAAP, similar to the Sempra Utilities.

The table below summarizes natural gas and electric revenue for Sempra Pipelines & Storage's utilities for the nine months ended September 30, 2011 and 2010:

#### **SEMPRA PIPELINES & STORAGE UTILITIES**

#### **NATURAL GAS AND ELECTRIC REVENUE**

*(Dollars in millions)*

Customer class	Nine months ended September 30, 2011		Nine months ended September 30, 2010	
	Volumes	Revenue	Volumes	Revenue
<b>Natural Gas Sales (billion cubic feet):</b>				
Mobile Gas	29	\$ 67	27	\$ 76
Ecogas	16	70	16	75
Total	45	\$ 137	43	\$ 151
<b>Electric Sales (million kilowatt hours)(1):</b>				
Luz del Sur	4,713	\$ 317	—	\$ —
Chilquinta Energía	1,881	315	—	—
	6,594	632	—	—
Other service revenues		27		—
Total		\$ 659		\$ —

(1) Luz del Sur and Chilquinta Energía were accounted for under the equity method until April 6, 2011, when they became consolidated entities upon our acquisition of additional ownership interests.

### ***Energy-Related Businesses: Revenues and Cost of Sales***

During the three months ended September 30, 2011, revenues from our energy-related businesses increased by \$4 million (1%) to \$511 million. The increase included

- \$24 million at Sempra LNG due to higher revenues from cargo sales and an increase in contractual counterparty obligations for non-delivery of cargoes, offset by lower natural gas revenues primarily due to lower volumes; and
- \$14 million higher revenues at Sempra Pipelines & Storage, including \$10 million from the consolidation of non-utility revenues from the acquisition of the controlling interests in two energy-services companies, Tecnoed and Tecsur, in April 2011; **offset by**
- \$34 million lower revenues at Sempra Generation due to decreased power sales and less favorable power prices.



During the three months ended September 30, 2011, the cost of natural gas, electric fuel and purchased power from our energy-related businesses decreased by \$21 million (8%) to \$252 million. The decrease was primarily due to lower revenues at Sempra Generation and lower natural gas revenues at Sempra LNG.

During the nine months ended September 30, 2011, revenues from our energy-related businesses decreased by \$9 million (1%) to \$1.5 billion. The decrease was primarily due to:

- \$83 million lower revenues at Sempra Generation due to decreased power sales and less favorable power prices; **offset by**
- \$73 million higher revenues at Sempra Pipelines & Storage, including \$47 million from the consolidation of non-utility revenues of Tecnoed and Tecsur, and \$26 million from natural gas storage and marketing operations.

During the nine months ended September 30, 2011, the cost of natural gas, electric fuel and purchased power from our energy-related businesses decreased by \$107 million (13%) to \$694 million. The decrease included \$72 million at Sempra Generation, primarily associated with its lower revenues, and \$40 million at Sempra LNG primarily due to its lower natural gas revenues.

### ***Litigation Expense***

#### ***Sempra Energy Consolidated***

In the nine months ended September 30, 2010, we recorded litigation expense of \$184 million, which included \$163 million related to the agreement to settle certain energy crisis litigation.

### ***Other Operation and Maintenance***

#### ***Sempra Energy Consolidated***

For the three months ended September 30, 2011, our other operation and maintenance expenses increased by \$84 million (14%) to \$674 million. The increase included

- \$44 million higher operation and maintenance expenses at SoCalGas, including \$40 million higher recoverable expenses;
- \$22 million at SDG&E, including \$18 million higher recoverable expenses; and
- \$25 million at Sempra Pipelines & Storage primarily from the consolidation of expenses related to Chilquinta Energía and Luz del Sur.

The changes in operation and maintenance expenses for the three-month period exclude \$2 million of higher litigation expense at SoCalGas and \$2 million lower litigation expense at SDG&E, which are separately reported as Litigation Expense on the Sempra Energy Condensed Consolidated Statements of Operations.

For the nine months ended September 30, 2011, our other operation and maintenance expenses increased by \$191 million (11%) to \$2.0 billion. The increase included

- \$104 million at SoCalGas, including \$76 million higher recoverable expenses;
- \$57 million at Sempra Pipelines & Storage, including \$46 million from the consolidation of expenses related to Chilquinta Energía and Luz del Sur; and
- \$49 million at SDG&E, including \$15 million increase in wildfire insurance premiums and \$14 million higher recoverable expenses; **offset by**
- \$19 million lower operation and maintenance expenses at Sempra Generation due to 2010 having major scheduled plant maintenance and earthquake damage to our Mexicali power plant.

The changes in operation and maintenance expenses for the nine-month period exclude higher litigation expense of \$2 million at SoCalGas and \$3 million at SDG&E, which are separately reported as Litigation Expense on the Sempra Energy Condensed Consolidated Statements of Operations.

We discuss below in more detail the changes in operation and maintenance expenses at SDG&E.

## ***Operation and Maintenance***

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

For the three months ended September 30, 2011, SDG&E's operation and maintenance expenses increased by \$20 million (9%) to \$255 million. The increase was due to:

- \$18 million higher recoverable expenses; and
- \$9 million higher other operational and maintenance costs; **offset by**
- \$5 million lower expenses at Otay Mesa VIE; and
- \$2 million lower expenses associated with litigation matters.

For the nine months ended September 30, 2011, SDG&E's operation and maintenance expenses increased by \$52 million (7%) to \$756 million primarily due to:

- \$15 million increase in liability insurance premiums for wildfire coverage;
- \$14 million higher recoverable expenses;
- \$12 million higher other operational and maintenance costs;
- \$8 million higher expenses at Otay Mesa VIE; and
- \$3 million higher expenses associated with litigation matters.

### ***Equity Losses, Before Income Tax***

For the three months ended September 30, 2011, equity losses, before income tax, decreased to \$12 million from \$273 million in 2010. For the nine months ended September 30, 2011, equity losses, before income tax, were \$4 million compared to \$266 million in the corresponding period of 2010. The decreases in equity losses, before income tax, for both the three-month and nine-month periods were primarily due to a \$16 million pretax write-down in 2011 of our investment in RBS Sempra Commodities compared to \$305 million in 2010.

We discuss these write-downs further in Note 4 of the Notes to Condensed Consolidated Financial Statements herein.

### ***Remeasurement of Equity Method Investments***

In the second quarter of 2011, we recorded a \$277 million non-taxable gain from the remeasurement of our equity method investments in Chilquinta Energía in Chile and Luz del Sur in Peru. We provide additional discussion related to this gain below in "Income Taxes" and in Note 3 of the Notes to Condensed Consolidated Financial Statements herein.

### ***Other Income (Expense), Net***

#### ***Sempra Energy Consolidated***

In the three months ended September 30, 2011, other income, net, decreased by \$54 million to \$12 million primarily due to:

- proceeds of \$48 million from a legal settlement at Sempra Pipelines & Storage in 2010;
- \$6 million investment losses on dedicated assets in support of our executive retirement and deferred compensation plans in 2011 compared to \$10 million investment gains in 2010; and
- \$9 million higher losses on interest rate and foreign exchange instruments, including a \$27 million Mexican peso exchange loss at Parent and Other (discussed in "Income Taxes – Mexican Currency Exchange Rate and Inflation Impact on Income Taxes and Related Economic Hedging Activity" below), offset by \$17 million of losses on interest rate instruments in 2010 related to Otay Mesa VIE at SDG&E discussed below; **offset by**
- \$10 million increase in the equity portion of AFUDC attributable to SDG&E.

In the nine months ended September 30, 2011, other income, net, was \$86 million compared to \$82 million in 2010. The increase was primarily due to:

- \$26 million lower losses on interest rate and foreign exchange instruments, including \$51 million of losses on interest rate instruments in 2010 related to Otay Mesa VIE at SDG&E discussed below, offset by a \$15 million Mexican peso exchange loss in 2011 (discussed in "Income Taxes – Mexican Currency Exchange Rate and Inflation Impact on Income Taxes and Related Economic Hedging Activity" below) and a \$10 million gain recognized on an interest rate instrument in 2010 at Parent and Other; and
- \$24 million increase in the equity portion of AFUDC attributable to SDG&E; **offset by**

- proceeds of \$48 million from a legal settlement at Sempra Pipelines & Storage in 2010.

### *SDG&E*

In the three months ended September 30, 2011, other income, net, was \$26 million compared to other expense, net, of \$2 million in 2010. The change included

- \$17 million of losses on interest rate instruments at Otay Mesa VIE in 2010; and
- \$10 million increase in the equity portion of AFUDC primarily due to construction on the Sunrise Powerlink project.

For the nine months ended September 30, 2011, other income, net, was \$55 million compared to other expense, net, of \$18 million in 2010. The change included

- \$51 million of losses on interest rate instruments at Otay Mesa VIE in 2010; and
- \$24 million increase in the equity portion of AFUDC primarily due to construction on the Sunrise Powerlink project.

### *Income Taxes*

The table below shows the income tax expense (benefit) and effective income tax rates for Sempra Energy, SDG&E and SoCalGas.

<b>INCOME TAX EXPENSE (BENEFIT) AND EFFECTIVE INCOME TAX RATES</b>					
<i>(Dollars in millions)</i>					
	Three months ended September 30,				
	2011		2010		
	Income Tax Expense	Effective Income Tax Rate	Income Tax Expense (Benefit)	Effective Income Tax Rate	
Sempra Energy Consolidated	\$ 68	18 %	\$ (32)	(32) %	
SDG&E	63	32	56	35	
SoCalGas	41	34	42	35	
	Nine months ended September 30,				
	2011		2010		
	Income Tax Expense	Effective Income Tax Rate	Income Tax Expense	Effective Income Tax Rate	
Sempra Energy Consolidated	\$ 269	20 %	\$ 85	18 %	
SDG&E	154	35	131	36	
SoCalGas	106	34	132	38	

### *Sempra Energy Consolidated*

The increase in income tax expense in the three months ended September 30, 2011 was primarily due to higher pretax income and a net income tax expense compared to a net income tax benefit in 2010. The change in rates was primarily due to:

- lower pretax income in countries with lower statutory rates (primarily due to a \$175 million non-taxable gain in 2010 related to our share of the RBS Sempra Commodities sale to J.P. Morgan Ventures Energy Corporation); **offset by**
- \$30 million tax benefit in 2011 compared to \$9 million tax expense in 2010 due to Mexican currency translation and inflation adjustments;
- \$11 million state income tax expense related to our exit from the RBS Sempra Commodities business in 2010;
- higher exclusions from taxable income of the equity portion of AFUDC; and
- higher favorable impact from the resolution of prior years' income tax issues.

In the nine months ended September 30, 2011, Sempra Energy's income tax expense increased due to higher pretax income and a higher effective income tax rate. The higher effective income tax rate was primarily due to:

- higher book depreciation over income tax depreciation related to a certain portion of utility plant fixed assets; **offset by**
- higher income in countries with lower statutory rates (primarily due to a \$277 million non-taxable gain in 2011 from the remeasurement of our equity method investments related to our acquisition from AEI of their investments in Chile and Peru, discussed below, compared to a \$175 million non-taxable gain in 2010 related to our share of the RBS Sempra Commodities sale to J.P. Morgan Ventures Energy Corporation);
- \$17 million tax benefit in 2011 compared to \$16 million tax expense in 2010 due to Mexican currency translation and inflation adjustments;
- a \$16 million write-down in 2010 of the deferred tax assets related to other postretirement benefits, as a result of a change in U.S. tax law that eliminates a future deduction, starting in 2013, for retiree healthcare funded by the Medicare Part D subsidy;
- \$11 million state income tax expense related to our exit from the RBS Sempra Commodities business in 2010; and
- higher exclusions from taxable income of the equity portion of AFUDC.

As we discuss in Note 3 of the Notes to Condensed Consolidated Financial Statements herein, in the second quarter of 2011, we recorded a \$277 million gain in connection with our acquisition of AEI's interests in Chilquinta Energía in Chile and Luz del Sur in Peru. However, we recorded no corresponding income tax expense because, for the foreseeable future, our investments in Chile and Peru are considered permanent in nature (i.e., will not be held out for sale). In addition, we continue to expect to reinvest indefinitely all cumulative undistributed earnings, for the foreseeable future, for all non-U.S. subsidiaries, including our subsidiaries in Chile and Peru. Deferred income tax expense related to all, or a part, of the \$277 million gain would need to be recorded if either, or both, of these investments were to be held out for sale. Deferred income tax expense would also need to be recorded if all, or part, of the cumulative undistributed earnings in either Chile or Peru, or both, were no longer considered to be reinvested indefinitely.

#### *SDG&E*

SDG&E's income tax expense increased in the three months ended September 30, 2011 primarily due to:

- higher pretax book income; and
- lower deductions for cost of removal of utility plant fixed assets; **offset by**
- the impact of Otay Mesa VIE, as we discuss below; and
- higher exclusions from taxable income of the equity portion of AFUDC.

SDG&E's income tax expense increased in the nine months ended September 30, 2011 primarily due to:

- higher pretax book income;
- unfavorable adjustments related to prior years' income tax issues in 2011 versus favorable adjustments in 2010; and
- higher book depreciation over income tax depreciation related to a certain portion of utility plant fixed assets; **offset by**
- the impact of Otay Mesa VIE, as we discuss below;
- higher exclusions from taxable income of the equity portion of AFUDC;
- a \$3 million write-down in 2010 of the deferred tax assets related to other postretirement benefits as a result of a change in U.S. tax law, as we discuss above; and
- higher deductions for self-developed software costs.

Results for Sempra Energy Consolidated and SDG&E include Otay Mesa VIE, which is consolidated, and therefore, their effective income tax rates are impacted by the VIE's stand-alone effective income tax rate.

#### *SoCalGas*

In the three months ended September 30, 2011, income tax expense decreased at SoCalGas primarily due to a lower effective income tax rate, offset by higher pretax book income. The lower effective tax rate was primarily due to higher exclusions from taxable income of the equity portion of AFUDC.

In the nine months ended September 30, 2011, income tax expense decreased at SoCalGas primarily due to lower pretax income, as well as a lower effective income tax rate primarily due to:

- a \$13 million write-down in 2010 of the deferred tax assets related to other postretirement benefits as a result of a change in U.S. tax law, as we discuss above; and
- higher exclusions from taxable income of the equity portion of AFUDC; **offset by**
- higher book depreciation over income tax depreciation related to a certain portion of utility plant fixed assets.

In the variance discussions above, the following items are subject to flow-through treatment:

- the equity portion of AFUDC
- cost of removal of utility plant assets
- self-developed software costs
- depreciation on a certain portion of utility plant assets

We discuss the impact of items subject to flow-through treatment on our effective income tax rates in Note 5 of the Notes to Condensed Consolidated Financial Statements herein.

#### *Mexican Currency Exchange Rate and Inflation Impact on Income Taxes and Related Economic Hedging Activity*

Our Mexican subsidiaries have U.S. dollar denominated receivables and payables (monetary assets and liabilities) that give rise to Mexican currency exchange rate movements for Mexican income tax purposes. They also have deferred income tax assets and liabilities that are denominated in the Mexican peso, which must be translated to U.S. dollars for financial reporting purposes. In addition, monetary assets and liabilities are adjusted for Mexican inflation for Mexican income tax purposes.

The fluctuations in both the currency exchange rate for the Mexican peso against the U.S. dollar, with regard to Mexican monetary assets and liabilities, and Mexican inflation are subject to Mexican income tax and thus expose us to significant fluctuations in our income tax expense. The income tax expense of each of our Sempra Global business units is impacted by these factors. Parent and Other is also impacted due to a Mexican holding company. The impacts of these fluctuations at each business unit may offset to some extent at the consolidated level.

For Sempra Energy Consolidated, the impacts in 2011 and 2010 related to the factors described above are as follows:

#### **MEXICAN CURRENCY IMPACT ON INCOME TAXES AND RELATED ECONOMIC HEDGING ACTIVITY**

*(Dollars in millions)*

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Income tax benefit (expense) on currency exchange rate movement of monetary assets and liabilities	\$ 14	\$ (3)	\$ 8	\$ (8)
Translation of non-U.S. deferred income tax balances	17	(4)	10	(4)
Inflation	(1)	(2)	(1)	(4)
Total impact on income taxes	30	(9)	17	(16)
After-tax losses on Mexican peso exchange rate instruments (included in Other Income, Net)	(16)	—	(9)	—
Net impacts on Sempra Energy Condensed Consolidated Statements of Operations	\$ 14	\$ (9)	\$ 8	\$ (16)

#### *The Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010*

In December 2010, the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 (2010 Tax Act) was signed into law. The 2010 Tax Act included the extension of bonus depreciation for U.S. federal income tax purposes for years 2010 through 2012 and an increase in the rate of bonus depreciation from 50 percent to 100 percent. This increased rate only applies to certain investments made after September 8, 2010 through December 31, 2012. Self-constructed property, where the construction period exceeds one year, construction starts between December 31, 2007 and January 1, 2013, and the property is placed in service by December 31, 2013, will qualify for bonus depreciation in 2013 at either the original or increased rate.

Additionally, the 2010 Tax Act extended for years 2010 and 2011 the U.S. federal income tax law known as the look-through rule. This rule allows, under certain situations, for certain non-operating activity (e.g., dividend income, royalty income, interest income, rental income, etc.) of a greater than 50-percent owned non-U.S. subsidiary, to not be taxed under U.S. federal income tax law. If this rule is not extended beyond 2011, Sempra Energy's effective income tax rate could potentially increase in subsequent years.

We provide further discussion regarding the 2010 Tax Act in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Annual Report.

### ***Equity Earnings (Losses), Net of Income Tax***

Equity earnings, net of income tax, consisting of earnings from Sempra Pipelines & Storage's equity method investments, were \$6 million in the three months ended September 30, 2011 compared to equity losses, net of income tax, of \$4 million for the corresponding period in 2010. The change in 2011 was primarily due to:

- a \$24 million write-down in 2010 of Sempra Pipelines & Storage's investment in Argentina; **offset by**
- \$14 million lower earnings related to equity method investments in Chile and Peru, for entities that are now consolidated.

Equity earnings, net of income tax, were \$45 million in the nine months ended September 30, 2011 compared to \$42 million for the corresponding period in 2010. The increase in 2011 was primarily due to:

- a \$24 million write-down in 2010 of Sempra Pipelines & Storage's investment in Argentina; and
- \$10 million higher earnings related to the joint-venture interest acquired from El Paso Corporation in April 2010; **offset by**
- \$31 million lower earnings related to equity method investments in Chile and Peru, for entities that are now consolidated.

### ***(Earnings) Losses Attributable to Noncontrolling Interests***

#### ***Sempra Energy Consolidated***

Earnings attributable to noncontrolling interests were \$29 million for the three months ended September 30, 2011 compared to losses of \$6 million for the same period in 2010. The change was primarily due to:

- \$21 million earnings attributable to noncontrolling interests in 2011 compared to losses of \$5 million in 2010 at Otay Mesa VIE, which we discuss below; and
- \$7 million earnings primarily from noncontrolling interests at Luz del Sur in 2011.

Earnings attributable to noncontrolling interests were \$21 million for the nine months ended September 30, 2011 compared to losses of \$34 million for the same period in 2010. The change was primarily due to:

- \$6 million earnings attributable to noncontrolling interests in 2011 compared to losses of \$34 million in 2010 at Otay Mesa VIE, which we discuss below; and
- \$15 million earnings primarily from noncontrolling interests at Luz del Sur in 2011.

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

Earnings attributable to noncontrolling interests were \$21 million for the three months ended September 30, 2011 compared to losses of \$5 million for the same period in 2010. The change was primarily due to:

- \$17 million of losses on interest rate instruments in 2010; and
- \$6 million increase in operating income in 2011.

Earnings attributable to noncontrolling interests were \$6 million for the nine months ended September 30, 2011 compared to losses of \$34 million for the same period in 2010. The change was primarily due to:

- \$51 million of losses on interest rate instruments in 2010; and
- \$5 million decrease in interest expense in 2011; **offset by**
- \$16 million decrease in operating income in 2011.

### ***Earnings***

We discuss variations in Sempra Energy's earnings by business unit above in "Business Unit Results."

## CAPITAL RESOURCES AND LIQUIDITY

We expect our cash flows from operations to fund a substantial portion of our capital expenditures and dividends. In addition, we may meet our cash requirements through the issuance of short-term and long-term debt and the expected distributions from RBS Sempra Commodities related to proceeds from the transactions to sell certain businesses within the joint venture, as we discuss below.

Our committed lines of credit provide liquidity and support commercial paper. As we discuss in Note 6 of the Notes to Condensed Consolidated Financial Statements herein, Sempra Energy, Sempra Global and the Sempra Utilities each have four-year revolving credit facilities, expiring in 2014. At Sempra Energy and Sempra Global, the agreements are syndicated broadly among 23 different lenders and at the Sempra Utilities, among 22 different lenders. No single lender has greater than a 7-percent share in any facility.

The table below shows the amount of available funds at September 30, 2011:

### AVAILABLE FUNDS AT SEPTEMBER 30, 2011

(Dollars in millions)

	Sempra Energy Consolidated	SDG&E	SoCalGas
Unrestricted cash and cash equivalents	\$ 657	\$ 303	\$ 16
Available unused credit(1)	2,726	363	563

(1) Borrowings on the shared line of credit at SDG&E and SoCalGas are limited to \$600 million for each utility and \$800 million in total. SDG&E's available funds reflect variable-rate demand notes outstanding of \$237 million supported by the line. SoCalGas' availability reflects the impact of SDG&E's use of the combined credit available on the line.

### *Sempra Energy Consolidated*

We believe that these available funds and cash flows from operations, distributions from equity method investments and security issuances, combined with current cash balances, will be adequate to:

- finance capital expenditures
- meet liquidity requirements
- fund shareholder dividends
- fund new business acquisitions or start-ups

In March 2011, Sempra Energy publicly offered and sold \$500 million of 2-percent notes and \$300 million of floating rate notes, both maturing in 2014. In August 2011, SDG&E publicly offered and sold \$350 million of 3-percent first mortgage bonds maturing in 2021. SDG&E and SoCalGas issued long-term debt in 2010 in the aggregate principal amounts of \$750 million and \$300 million, respectively. Changing economic conditions could affect the availability and cost of both short-term and long-term financing. If cash flows from operations were to be significantly reduced or we were to be unable to borrow under acceptable terms, we would reduce or postpone discretionary capital expenditures and investments in new businesses. If these measures were necessary, they would primarily impact our Sempra Global businesses. We continuously monitor our ability to finance the needs of our operating, investing and financing activities in a manner consistent with our intention to maintain strong, investment-grade credit ratings and capital structure.

In three separate transactions during 2010 and one in early 2011, we and RBS sold substantially all of the businesses and assets of our joint-venture partnership that comprised our commodities-marketing businesses. As we conclude the transactions to divest the businesses, we expect to recover our remaining \$322 million investment in the partnership throughout 2011 and possibly into early 2012. We are providing transitional back-up guarantees, a few of which may continue for a prolonged period of time. Either RBS or JP Morgan, one of the buyers in the sales transactions, has fully indemnified us for any claims or losses in connection with the related transactions.

We provide additional information about RBS Sempra Commodities and the sales transactions and guarantees in Notes 4 and 6 of the Notes to Condensed Consolidated Financial Statements herein and in Notes 3, 4, 5 and 16 of the Notes to Consolidated Financial Statements in the Annual Report.

In April 2011, Sempra Pipelines & Storage acquired AEI's interests in Chilquinta Energía, Luz del Sur, and related entities for \$611 million in cash (net of cash acquired). This transaction was funded with excess funds from foreign operations, proceeds from divestitures and short-term debt.

We provide additional information about Chilquinta Energía and Luz del Sur in Note 3 of the Notes to Condensed Consolidated Financial Statements herein and in Notes 4 and 19 of the Notes to Consolidated Financial Statements in the Annual Report.

We have significant investments in several trusts to provide for future payments of pensions and other postretirement benefits, and nuclear decommissioning. Changes in asset values, which are dependent on the activity in the equity and fixed income markets, have not affected the trust funds' abilities to make required payments, but may impact funding requirements for pension and other postretirement benefit plans. At the Sempra Utilities, funding requirements are generally recoverable in rates.

We discuss our principal credit agreements more fully in Note 6 of the Notes to Condensed Consolidated Financial Statements herein and in Note 5 of the Notes to Consolidated Financial Statements in the Annual Report.

### ***Sempra Utilities***

SoCalGas expects that cash flows from operations and debt issuances will continue to be adequate to meet its capital expenditure requirements. In March 2011, Sempra Energy made a \$200 million capital contribution to SDG&E, and SDG&E expects its cash flows from operations and debt issuances will be adequate to meet its future capital expenditure requirements.

SoCalGas declared and paid a \$50 million common dividend in 2011 and a \$100 million common dividend in 2010.

However, the level of future common dividends from SDG&E and SoCalGas may be reduced or eliminated during periods of increased capital expenditures. Sempra Energy may from time to time make additional equity contributions to SDG&E and SoCalGas to support the Sempra Utilities' capital expenditure programs.

### ***Sempra Generation***

We expect Sempra Generation to require funds for the development of electric generation facilities, primarily renewable energy projects. Projects at Sempra Generation may be financed through a combination of operating cash flow, project financing, funds from the parent, external borrowings, partnering in joint ventures and the sale of its El Dorado (now named Desert Star Energy Center) natural gas power plant to SDG&E on October 1, 2011. Cash flows from operations at Sempra Generation are expected to decrease since its contract with the DWR expired in September 2011, due to less favorable pricing on replacement contracts, and the sale of El Dorado. Also, Sempra Generation may not be able to replace all of the lost revenue. Sales to the DWR comprised 8 percent of Sempra Energy's revenues in 2010. However, Sempra Generation is also undertaking and investing in several projects for the construction of renewable generation facilities, with planned in-service dates ranging from late-2011 to 2015.

Some of Sempra Generation's long-term power sale contracts contain collateral requirements which require Sempra Generation and/or the counterparty to post cash, guarantees or letters of credit to the other party for exposure in excess of established thresholds. Sempra Generation may be required to provide collateral when market price movements adversely affect the counterparty's cost of replacement energy supplies if Sempra Generation fails to deliver the contracted amounts. Sempra Generation had no outstanding collateral requirements under such contracts at September 30, 2011.

### ***Sempra Pipelines & Storage***

We expect Sempra Pipelines & Storage to require funding from the parent or from external sources to fund projects and investments, including development and expansion of its natural gas storage projects. We expect projects at Chilquinta Energía and Luz del Sur to be funded by external borrowings and funds internally generated by Chilquinta Energía and Luz del Sur.

### ***Sempra LNG***

We expect Sempra LNG to provide operating cash flow for other development within Sempra Global from the operations of its two LNG receipt terminals, Energía Costa Azul and Cameron.



## CASH FLOWS FROM OPERATING ACTIVITIES

### CASH PROVIDED BY OPERATING ACTIVITIES

(Dollars in millions)

	2011	2011 Change			2010
Sempra Energy Consolidated	\$ 1,643	\$ 41	3	%	\$ 1,602
SDG&E	819	403	97		416
SoCalGas	495	(74)	(13)		569

#### *Sempra Energy Consolidated*

Cash provided by operating activities at Sempra Energy increased in 2011 primarily due to:

- \$251 million higher net income, adjusted for noncash items included in earnings, in 2011 compared to 2010;
- an \$18 million increase in accounts payable in 2011 compared to a \$57 million decrease in accounts payable in 2010; and
- an \$18 million decrease in regulatory balancing accounts in 2011 compared to a \$146 million decrease in regulatory balancing accounts in 2010, which we discuss for SDG&E and SoCalGas below; **offset by**
- \$145 million lower distributions received from RBS Sempra Commodities.

Other working capital changes in 2011 compared to 2010 also reflect a \$431 million reduction in accrued liabilities for the payment in 2011 of wildfire settlement claims (\$301 million) and the settlement payment related to energy crisis litigation (\$130 million), as well as the accrual of the latter in the first quarter of 2010, offset by \$300 million of funds received from a wildfire litigation settlement in 2011.

#### *SDG&E*

Cash provided by operating activities at SDG&E increased in 2011 primarily due to:

- \$300 million of funds received in 2011 from a wildfire litigation settlement, which is offset by an increase in restricted cash in cash flows from investing activities;
- \$109 million higher net income, adjusted for noncash items included in earnings, in 2011 compared to 2010; and
- an \$84 million increase in regulatory balancing accounts in 2011 compared to an \$80 million decrease in regulatory balancing accounts in 2010. Over- and undercollected regulatory balancing accounts reflect the difference between customer billings and recorded or CPUC-authorized costs. These differences are required to be balanced over time; **offset by**
- \$301 million in settlement payments for the 2007 wildfires in 2011, which is offset by a decrease in restricted cash in cash flows from investing activities, compared to \$117 million net settlement payments for the 2007 wildfires in 2010.

#### *SoCalGas*

Cash provided by operating activities at SoCalGas decreased in 2011 primarily due to:

- a \$221 million decrease in accounts receivable in 2011 compared to a \$272 million decrease in accounts receivable in 2010; and
- a \$102 million decrease in regulatory balancing accounts in 2011 compared to a \$66 million decrease in regulatory balancing accounts in 2010; **offset by**
- \$23 million higher net income, adjusted for noncash items included in earnings, in 2011 compared to 2010.

The table below shows the contributions to pension and other postretirement benefit plans for the nine months ended September 30, 2011.

<i>(Dollars in millions)</i>	Pension Benefits	Other Postretirement Benefits
Sempra Energy Consolidated	\$ 136	\$ 56
SDG&E	42	12
SoCalGas	56	42

## CASH FLOWS FROM INVESTING ACTIVITIES

### CASH USED IN INVESTING ACTIVITIES

*(Dollars in millions)*

	2011	2011 Change			2010
Sempra Energy Consolidated	\$ (2,304)	\$ 1,671	264	%	\$ (633)
SDG&E	(1,183)	370	46		(813)
SoCalGas	(595)	150	34		(445)

#### *Sempra Energy Consolidated*

Cash used in investing activities at Sempra Energy increased in 2011 primarily due to:

- a \$677 million increase in capital expenditures;
- \$611 million in cash used to fund Sempra Pipelines & Storage's purchase of South American entities;
- \$475 million lower distributions received from RBS Sempra Commodities;
- a \$300 million increase in SDG&E's restricted cash due to funds received from a wildfire litigation settlement; and
- \$180 million of distributions from Fowler Ridge 2 Wind Farm at Sempra Generation in 2010; **offset by**
- \$301 million in payments for claims by SDG&E related to wildfire litigation using restricted funds received from a wildfire litigation settlement;
- Sempra Pipelines & Storage's \$292 million acquisition (net of cash acquired) resulting in the purchase of Mexican pipeline and natural gas infrastructure assets in 2010; and
- lower contributions to the Rockies Express Pipeline joint venture. A \$65 million contribution in the first quarter of 2010 was the last required for the construction phase of the project.

#### *SDG&E*

Cash used in investing activities at SDG&E increased in 2011 primarily due to:

- a \$340 million increase in capital expenditures; and
- a \$300 million increase in restricted cash due to funds received from a wildfire litigation settlement; **offset by**
- \$301 million in payments for claims related to wildfire litigation using restricted funds received from a wildfire litigation settlement.

#### *SoCalGas*

Cash used in investing activities at SoCalGas increased in 2011 primarily due to:

- a \$162 million increase in capital expenditures; **offset by**
- a \$12 million lower increase in the amount advanced to Sempra Energy in 2011 as compared to 2010.

## FUTURE CONSTRUCTION EXPENDITURES AND INVESTMENTS

The amounts and timing of capital expenditures are generally subject to approvals by the CPUC, the Federal Energy Regulatory Commission (FERC) and other regulatory bodies. However, in 2011, we expect to make capital expenditures and investments of approximately \$3.9 billion, net of transferring Sempra Generation's El Dorado facility to SDG&E. These expenditures include

- \$2.7 billion at the Sempra Utilities for capital projects and plant improvements (\$2.0 billion at SDG&E and \$690 million at SoCalGas)
- \$1.4 billion at our other subsidiaries for the acquisition of AEI's interests in Chile and Peru, development of natural gas storage facilities, capital projects in South America, and renewable generation projects

The Sempra Utilities expect the \$2.7 billion of capital expenditures to include

- \$750 million for additions to SDG&E's natural gas and electric distribution systems, advanced metering infrastructure, and electric generation plant and equipment
- \$850 million at SDG&E for the Sunrise Powerlink transmission line
- \$200 million for improvements to SDG&E's electric transmission infrastructure
- \$215 million for the transfer of Sempra Generation's El Dorado facility to SDG&E
- \$690 million at SoCalGas for improvements to distribution and transmission systems, and for advanced metering infrastructure

The Sempra Utilities expect to finance these expenditures and investments with cash flows from operations, cash on hand, debt issuances and at SDG&E, the capital contributed by Sempra Energy in the first quarter of 2011.

The expected capital expenditures of \$1.4 billion at our other subsidiaries include

### *Sempra Pipelines & Storage*

- approximately \$650 million to acquire AEI's interests in Chile and Peru (including the public tender offer required for Luz del Sur shares reflected as a financing transaction in the Condensed Consolidated Statements of Cash Flows and net of cash acquired)
- approximately \$100 million for capital projects in South America
- approximately \$100 million to \$150 million for development of natural gas storage projects at Bay Gas and Mississippi Hub

### *Sempra Generation*

- approximately \$230 million for investment in the first phase (150 megawatts (MW)) of Mesquite Solar, a solar project at our Mesquite Power plant near Arlington, Arizona
- approximately \$40 million for investment in the second phase (150 MW) of Copper Mountain Solar, a solar project located near Boulder City, Nevada
- approximately \$200 million for investment in other renewable projects

Our level of capital expenditures and investments in the next few years may vary substantially and will depend on the cost and availability of financing, regulatory approvals and business opportunities providing desirable rates of return. We intend to finance our capital expenditures in a manner that will maintain our strong investment-grade ratings and capital structure.

## CASH FLOWS FROM FINANCING ACTIVITIES

### CASH FLOWS FROM FINANCING ACTIVITIES

(Dollars in millions)

	2011	2011 Change			2010
Sempra Energy Consolidated	\$ 404	\$ 936	176	%	\$ (532)
SDG&E	540	(176)	(25)		716
SoCalGas	(301)	(200)	(198)		(101)

#### *Sempra Energy Consolidated*

Sempra Energy financing activities provided cash in 2011 compared to using cash in 2010, primarily due to:

- \$754 million higher issuances of long-term debt;
- \$500 million common stock repurchase program in 2010; and
- \$361 million lower long-term debt payments; **offset by**
- a \$300 million decrease in short-term debt in 2011 compared to a \$184 million increase in 2010;
- \$80 million related to the redemption of subsidiary preferred stock;
- \$56 million increase in common dividends paid; and
- \$43 million related to Sempra Pipelines & Storage's September 2011 tender offer discussed in Note 3 of the Notes to Condensed Consolidated Financial Statements herein.

#### *SDG&E*

Cash provided by financing activities at SDG&E decreased in 2011 primarily due to:

- \$396 million lower issuances of long-term debt; **offset by**
- a \$200 million capital contribution from Sempra Energy in 2011.

#### *SoCalGas*

Cash used in financing activities at SoCalGas increased in 2011 primarily due to:

- a \$250 million long-term debt payment in 2011; and
- \$50 million in common dividends paid in 2011; **offset by**
- \$100 million in common dividends paid in 2010.

## COMMITMENTS

We discuss significant changes to contractual commitments at Sempra Energy, SDG&E and SoCalGas in Note 10 of the Notes to Condensed Consolidated Financial Statements herein.

## CREDIT RATINGS

The credit ratings of Sempra Energy, SDG&E and SoCalGas remained at investment grade levels during the first nine months of 2011. However, in August 2011, Fitch downgraded the rating on Sempra Energy's unsecured debt from A- with a negative outlook to BBB+ with a stable outlook, consistent with Moody's and S&P's ratings. Fitch affirmed that this downgrade had no effect on SDG&E's and SoCalGas' ratings.

Our credit ratings may affect the rates at which borrowings bear interest and of commitment fees on available unused credit. We provide additional information about our credit ratings at Sempra Energy, SDG&E and SoCalGas in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Annual Report.

---

## FACTORS INFLUENCING FUTURE PERFORMANCE

### SEMPRA ENERGY OVERVIEW

The Sempra Utilities' operations generally provide relatively stable earnings and liquidity. However, for the next few years, SDG&E and SoCalGas intend to limit their common stock dividends to reinvest their earnings in significant capital projects.

Long-term contracts at Sempra Global's businesses generally provide relatively stable earnings and liquidity, but are subject to variability due to fluctuations in commodity prices. Also, Sempra Generation's contract with the DWR, which provided a significant portion of Sempra Generation's revenues, ended on September 30, 2011, and Sempra Generation sold its El Dorado natural gas generation plant to SDG&E on October 1, 2011. Based on current market prices for electricity, contracts it enters into at its natural gas-fired plants to replace the DWR contract, if obtained, or merchant (daily) sales will provide substantially lower earnings. Sempra Generation is also undertaking and investing in several projects for the construction of renewable generation facilities, with planned in-service dates ranging from late-2011 to 2015.

On April 6, 2011, Sempra Pipelines & Storage increased its investment in two utilities in South America. We expect the acquisition to be accretive to our earnings per share. However, in connection with our increased interests in Chilquinta Energía and Luz del Sur, Sempra Energy added \$970 million in goodwill to its Consolidated Balance Sheet as of September 30, 2011. Goodwill is subject to impairment testing, annually and under other potential circumstances, which may cause its fair value to vary if differing estimates and assumptions are used in the valuation techniques applied.

We discuss the acquisition in Note 3 of the Notes to Condensed Consolidated Financial Statements herein. Sempra Pipelines & Storage is also expected to provide earnings from construction projects when completed and other investments, but will require substantial funding for these investments.

At Sempra LNG, until there are firm LNG supply or capacity services contracts from third parties that would subscribe to 100 percent of the capacity of Sempra LNG's Cameron receipt terminal, Sempra LNG will seek to purchase short-term LNG supplies and sell short-term capacity, which may result in greater variability in revenues and earnings.

The Sempra Utilities' performance will depend primarily on the ratemaking and regulatory process, environmental regulations, economic conditions, actions by the California legislature to address the state budget crisis and the changing energy marketplace. Their performance will also depend on the successful completion of capital projects that we discuss in various sections of this report.

In the third quarter of 2009, SDG&E's liability insurance premiums increased significantly, by approximately \$40 million (pretax) annually, due to the increased costs of wildfire liability coverage as compared to the previous policy year. In the third quarter of 2010, SDG&E secured additional insurance coverage of approximately \$600 million, providing SDG&E with maximum loss recovery due to a wildfire incident from insurance carriers of approximately \$1 billion, with the remainder of Sempra Energy's business units' maximum coverage for a wildfire incident remaining at \$400 million, the same as in the previous policy year. As a result of the increase in SDG&E's wildfire liability insurance coverage in the third quarter of 2010, SDG&E's insurance premiums increased by approximately \$30 million (pretax) annually for the increased coverage.

In regard to the 2007 wildfire litigation, SDG&E's settlement of claims and the estimate of outstanding claims and legal fees is approximately \$2 billion, which is in excess of the \$1.1 billion of liability insurance coverage and the \$444 million of proceeds received as a result of the settlement with Cox Communications. However, SDG&E has concluded that it is probable that it will be permitted to recover from its utility customers substantially all reasonably incurred costs of resolving wildfire claims in excess of its liability insurance coverage and amounts recovered from other potentially responsible parties. Consequently, Sempra Energy and SDG&E expect no significant earnings impact from the resolution of the remaining wildfire claims. However, SDG&E's cash flow may be adversely affected by timing differences between the resolution of claims and recoveries from other potentially responsible parties and utility customers, which may extend over a number of years. In addition, recovery from customers will require future regulatory actions, and a failure to obtain recovery, or any negative assessment of the likelihood of recovery, would likely have a material adverse effect on Sempra Energy's and SDG&E's cash flows and results of operations.

SDG&E will continue to gather information to evaluate and assess the remaining wildfire claims and the likelihood, amount and timing of related recoveries from other potentially responsible parties and utility customers and will make appropriate adjustments to wildfire reserves and the related regulatory asset as additional information becomes available. We provide additional information concerning these matters in Notes 9 and 10 of the Notes to Condensed Consolidated Financial Statements herein and in Notes 14, 15 and 16 of the Notes to Consolidated Financial Statements in the Annual Report.

SDG&E has a 20-percent ownership interest in San Onofre Nuclear Generating Station (SONGS), a 2,150-MW nuclear generating facility near San Clemente, California. SONGS is operated by Southern California Edison (SCE) and is subject to the jurisdiction of the Nuclear Regulatory Commission (NRC). SCE is currently addressing a number of regulatory and performance issues at SONGS, and the NRC has required SCE to take actions to provide greater assurance of compliance by SONGS personnel. SCE continues to implement plans and address the identified issues, however a number of these issues remain outstanding. To the extent that these issues persist, the likelihood of further required action by SCE persists, which may result in increased SONGS operating costs and/or adversely impacted operations. Currently, SDG&E is allowed to fully offset its share of SONGS operating costs in revenue. If further action is required, it may result in an increase in SDG&E's Operation and Maintenance expense, with any increase being fully offset in Operating Revenues – Electric or, if electric generation is adversely impacted, require SDG&E to procure additional electricity supply from other sources.

In light of the aftermath and the significant safety events at the Fukushima Daiichi nuclear plant in Japan resulting from the recent earthquake and tsunami, the NRC plans to perform additional operation and safety reviews of nuclear facilities in the United States. The lessons learned from the events in Japan and the results of the NRC reviews may impact future operations and capital requirements at nuclear facilities in the United States, including the operations and capital requirements at SONGS. We provide more information about SONGS in Note 10 of the Notes to Condensed Consolidated Financial Statements herein and in Notes 6, 14 and 16 of the Notes to Consolidated Financial Statements in the Annual Report.

Pending the outcome of the various regulatory agency evaluations of natural gas pipeline safety regulations, practices and procedures, Sempra Energy, including the Sempra Utilities, may incur incremental expense and capital investment associated with its natural gas pipeline operations and investments. In August 2011, SoCalGas, SDG&E, Pacific Gas & Electric (PG&E) and Southwest Gas filed implementation plans to test or replace all natural gas transmission pipelines that have not been pressure tested with the CPUC as we discuss in Note 9 of the Notes to Condensed Consolidated Financial Statements herein. The Sempra Utilities are currently estimating that the total cost for Phase 1 of the plan is \$3.1 billion over a 10-year period. The Sempra Utilities requested that the incremental capital investment required as a result of any approved plan be included in rate base and that cost recovery be allowed for any other incremental cost not eligible for rate-base recovery. The costs that are the subject of these plans are outside the scope of the 2012 General Rate Case proceedings discussed below.

Both SDG&E and SoCalGas have filed their 2012 General Rate Case (GRC) applications with the CPUC to establish their authorized revenue requirements for the 2012 Test Year and the ratemaking mechanisms to update the authorized revenue on an annual basis over the subsequent three-year (2013-2015) period. Since these applications were filed, Congress passed the 2010 Tax Act which, among other things, included provisions for companies to elect bonus depreciation on certain investments made after September 8, 2010 through December 31, 2012 for federal income tax purposes. The use of bonus depreciation, while reducing cash tax obligations in the near term, results in incremental deferred tax liabilities which reduce both SDG&E's and SoCalGas' rate base upon which authorized revenue requirements are determined. In March 2011, the Internal Revenue Service issued technical guidance on the application of the bonus depreciation provisions of the 2010 Tax Act. In July 2011, SDG&E and SoCalGas filed amendments to revise their original applications, primarily to reflect the impact of the 2010 Tax Act. These amendments reduced the requested increases to their authorized revenue requirements, as compared to their 2011 authorized revenues, by \$22 million at SDG&E to \$231 million and by \$17 million at SoCalGas to \$263 million. The Division of Ratepayer Advocates and other intervening parties are recommending that the CPUC reduce the utilities' revenue requirements in 2012 by approximately 5 percent compared to 2011.

The scoping memo issued by the CPUC in March 2011 set a final decision on the GRC to be issued around the month of March 2012, with retroactive application to allow recovery of SDG&E's and SoCalGas' authorized 2012 revenue requirements to January 1, 2012. If the CPUC's final decision grants a significantly lower authorized revenue requirement, it could result in an adverse effect to the Sempra Utilities' cash flows and results of operations starting in 2012. We provide more information about the GRC in Note 9 of the Notes to Condensed Consolidated Financial Statements herein.

SDG&E's next CPUC cost of capital proceeding is scheduled to be filed in April 2012 for a 2013 test year. SoCalGas has also requested to file its next CPUC cost of capital proceeding on the same schedule as SDG&E. A cost of capital proceeding determines the authorized capital structure, authorized rate of return and authorized rate for recovery of debt service costs on SDG&E's electric distribution and generation assets and on both companies' natural gas transmission and distribution assets. SDG&E's and SoCalGas' current CPUC authorized return on equity (ROE) is 11.10 percent and 10.82 percent, respectively, with authorized common equity capital structures of 49.00 percent and 48.00 percent, respectively. If the proceedings result in either a reduction in the authorized ROE or in the authorized common equity capital structure, it would have an adverse effect on the respective company's cash flows and results of operations starting in 2013. Also, to the extent that either company's authorized rate for recovery of debt service costs is higher than their actual rate of debt service costs at the time of the cost of capital proceeding, the authorized rate for recovery of debt service costs will be reduced to the actual rate of debt service costs, which would adversely affect the respective company's cash flows and results of operations starting in 2013. We provide more information about the cost of capital proceedings in Note 15 of the Notes to Consolidated Financial Statements in the Annual Report.

SoCalGas' cost of capital trigger mechanism (Market Indexed Capital Adjustment Mechanism or MICAM) identifies two conditions for determining whether a change in the authorized rate of return is required. Both conditions are based on the 30-year Treasury Bond Yields – one being the most recent trailing 12-month rolling average yield and the second being the corresponding 12-month forward forecasted yield as published by Global Insight. If both conditions fall outside a range of 3.88 percent (MICAM floor) to 6.88 percent (MICAM ceiling) in a given month, SoCalGas' authorized ROE would be adjusted, upward or downward, by one-half of the difference between the trailing 12-month rolling average yield and 5.38 percent (SoCalGas' MICAM benchmark interest rate), effective January 1 following the year in which both conditions were exceeded. Also, SoCalGas' authorized recovery rate for the cost of debt and preferred stock would be adjusted to their actual weighted average cost. Therefore, SoCalGas' authorized rate of return would adjust, upward or downward, as a result of all three cost adjustments.

Based on the Global Insight 12-month forward forecasted yield published in early October 2011, this forward forecasted yield is below the MICAM floor. As of October 31, 2011, the historical rolling average yield for the 30-year Treasury Bonds was above the MICAM floor. For the historical rolling average yield of the 30-year Treasury Bonds to be below the MICAM floor at the end of November, the daily average yield for the month of November would need to be at or below 1.20 percent. For the historical rolling average yield of the 30-year Treasury Bonds to be below the floor at the end of December, the average of the average daily yields for the months of November and December would need to be at or below 2.81 percent. The yield on the 30-year Treasury Bonds as of October 31, 2011 was 3.16 percent.

The current FERC formulaic rate methodology for SDG&E's electric transmission assets will be reviewed in 2013, with the new rates effective in September 2013. This proceeding will assess the rate-making methodology to be employed for SDG&E's FERC-regulated operations, including a determination of SDG&E's FERC-authorized ROE and recovery of operation and maintenance expenses. If this proceeding results in a reduction from SDG&E's current authorized ROE of 11.35 percent or in an adverse determination for the recovery of operation and maintenance expenses, it would adversely affect SDG&E's cash flows, results of operations and financial condition.

We discuss additional potential and expected impacts of the 2010 Tax Act on our income tax expense, earnings and cash flows in "Results of Operations – Changes in Revenues, Costs and Earnings – Income Taxes" above.

In three separate transactions in 2010 and one in early 2011, we and RBS sold substantially all of the businesses and assets of our commodities-marketing partnership. We expect our share of the remaining proceeds from the sales of all of the joint venture's businesses and related cash distributions to approximate \$322 million, the amount of our remaining investment in the joint venture. We provide additional information in Notes 4 and 6 of the Notes to Condensed Consolidated Financial Statements herein.

We may be further impacted by depressed and rapidly changing economic conditions. Moreover, the dollar has fluctuated significantly compared to some foreign currencies, especially in Mexico and South America where we have significant operations. North American natural gas prices, which affect profitability at Sempra Generation and Sempra LNG, are currently significantly below Asian and European prices. These factors could, if they remain unchanged, adversely affect profitability.

We discuss additional matters that could affect our future performance in Notes 9 and 10 of the Notes to Condensed Consolidated Financial Statements herein and in Notes 14, 15 and 16 of the Notes to Consolidated Financial Statements in the Annual Report.

## **FINANCIAL DERIVATIVES REFORMS**

In July 2010, federal legislation to reform financial markets was enacted that significantly alters how over-the-counter (OTC) derivatives are regulated, which may impact all of our businesses. The law increased regulatory oversight of OTC energy derivatives, including (1) requiring standardized OTC derivatives to be traded on registered exchanges regulated by the U.S. Commodity Futures Trading Commission (CFTC), (2) imposing new and potentially higher capital and margin requirements and (3) authorizing the establishment of overall volume and position limits. The law gives the CFTC authority to exempt end users of energy commodities which could reduce, but not eliminate, the applicability of these measures to us and other end users. These requirements could cause our OTC transactions to be more costly and have an adverse effect on our liquidity due to additional capital requirements. In addition, as these reforms aim to standardize OTC products, they could limit the effectiveness of our hedging programs, because we would have less ability to tailor OTC derivatives to match the precise risk we are seeking to mitigate.

## **LITIGATION**

We describe legal proceedings which could adversely affect our future performance in Note 10 of the Notes to Condensed Consolidated Financial Statements herein.

## SEMPRA UTILITIES – INDUSTRY DEVELOPMENTS AND CAPITAL PROJECTS

We describe capital projects, electric and natural gas regulation and rates, and other pending proceedings and investigations that affect our business in Note 9 of the Notes to Condensed Consolidated Financial Statements herein and in Notes 14 and 15 of the Notes to Consolidated Financial Statements in the Annual Report.

### SEMPRA GLOBAL INVESTMENTS

As we discuss in "Cash Flows From Investing Activities," our investments will significantly impact our future performance. In addition to the discussion below, we provide information about these investments in "Capital Resources and Liquidity" herein and "Capital Resources and Liquidity" and "Factors Influencing Future Performance" in the Annual Report.

#### *Sempra Generation*

##### *Copper Mountain Solar*

Copper Mountain Solar is a photovoltaic generation facility operated and under development by Sempra Generation in Boulder City, Nevada. When fully developed, the project will be capable of producing up to approximately 400 MW of solar power. Copper Mountain Solar 1 is a 58-MW photovoltaic generation facility currently in operation, and now includes the 10-MW facility previously referred to as El Dorado Solar.

Copper Mountain Solar 2 (CMS 2) will total 150 MW and is expected to begin construction in the first quarter of 2012. CMS 2 is divided into two phases, with the first phase of 92 MW planned to be completed in the first quarter of 2013 and the remaining 58 MW planned to be completed in 2015. PG&E has contracted for all of the solar power at CMS 2 for 25 years and has an option to accelerate the second phase of 58 MW to be available before 2015. The contract is subject to approval by the CPUC.

##### *Cedar Creek 2 Wind Farm*

Cedar Creek 2 Wind Farm, a 250-MW wind farm in northern Colorado, was placed in service in June 2011. Sempra Generation has a 50-percent interest in the facility in a joint venture with BP Wind Energy. Public Service Company of Colorado, an Xcel Energy company, has contracted for all of the power from the facility for 25 years.

##### *Mesquite Solar*

Mesquite Solar is a photovoltaic generation facility under development by Sempra Generation in Maricopa County, Arizona. When fully developed, the project will be capable of producing up to approximately 700 MW of solar power. Construction of the first phase (Mesquite Solar 1) of 150 MW began in June 2011 and is expected to be completed in early 2013. PG&E has contracted for all of the solar power at Mesquite Solar 1 for 20 years, which contract was approved by the CPUC in April 2011.

##### *Auwahi Wind*

In April 2011, Sempra Generation entered into a 20-year contract with Maui Electric Company to provide 21 MW of wind energy from the Auwahi Wind project in the southeastern region of Maui. The contract was approved by the Hawaii Public Utilities Commission in June 2011. We expect construction on the project to begin in early 2012, and the project to be fully operational in late 2012.

##### *Energía Sierra Juárez*

In April 2011, San Diego Gas & Electric entered into a 20-year contract for renewable power supplied from the 156-MW first phase of Sempra Generation's Energía Sierra Juárez wind project in Baja California, Mexico. The contract is subject to approval by the CPUC and FERC. We expect construction on the project to begin in 2012, and the project to be fully operational in 2013.

Sempra Generation intends to develop the project within the framework of a joint venture, and is working on a joint development agreement for the sale of a 50-percent partnership interest in the current phase of the project to BP Wind Energy.



**Sempra Pipelines & Storage**  
*Natural Gas Storage Projects*

Currently, Sempra Pipelines & Storage has 23 Bcf of operational working natural gas storage capacity. We plan to develop as much as 75 Bcf of total storage capacity.

Sempra Pipelines & Storage’s natural gas storage facilities and projects include

- Bay Gas Storage Company, a facility located 40 miles north of Mobile, Alabama, that provides underground storage and delivery of natural gas. Sempra Pipelines & Storage owns 91 percent of the project. It is the easternmost salt dome storage facility on the Gulf Coast, with direct service to the Florida market and markets across the Southeast, Mid-Atlantic and Northeast regions.
- Mississippi Hub storage facility, located 45 miles southeast of Jackson, Mississippi, an underground salt dome natural gas storage project with access to shale basins of East Texas and Louisiana, traditional gulf supplies and LNG, with multiple interconnections to serve the Southeast and Northeast regions.
- Liberty Gas Storage Expansion, a salt cavern development project in Cameron Parish, Louisiana. Sempra Pipelines & Storage owns 75 percent of the project and ProLiance Transportation LLC owns the remaining 25 percent. The project’s location provides access to several LNG facilities in the area.

*South American Utilities*

We discuss the April 2011 increase in Sempra Pipelines & Storage’s investments in Chile and Peru in Note 3 of the Notes to Condensed Consolidated Financial Statements herein.

*Santa Teresa.* In May 2011, groundbreaking took place for Santa Teresa, a project at Luz del Sur to build a 98-MW hydroelectric power plant in Peru’s Cusco region. It is planned to be completed in 2014.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

We view certain accounting policies as critical because their application is the most relevant, judgmental, and/or material to our financial position and results of operations, and/or because they require the use of material judgments and estimates. We discuss these accounting policies in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Annual Report.

We describe our significant accounting policies in Note 1 of the Notes to Consolidated Financial Statements in the Annual Report.

The Sempra Energy Condensed Consolidated Balance Sheet at September 30, 2011 includes \$970 million in goodwill associated with our increased interests in Chilquinta Energía and Luz del Sur, as we discuss in Note 3 of the Notes to Condensed Consolidated Financial Statements herein.

**SEMPRA ENERGY**

**IMPAIRMENT TESTING OF GOODWILL**

Assumptions & Approach Used	<p>On an annual basis or whenever events or changes in circumstances necessitate an evaluation, we will consider whether goodwill may be impaired. We exercise judgment to estimate the fair value of the reporting unit and the corresponding goodwill. Critical assumptions and estimates may include</p> <ul style="list-style-type: none"> <li>▪ future cash flows</li> <li>▪ the appropriate risk-adjusted discount rate</li> <li>▪ country risk</li> <li>▪ entity risk</li> </ul>
Effect if Different Assumptions Used	<p>When an impairment test is required, the fair value of the reporting unit and goodwill can vary if differing estimates and assumptions are used in the valuation techniques applied. We discuss goodwill in Notes 3 and 5 of the Notes to Condensed Consolidated Financial Statements herein.</p>

---

## NEW ACCOUNTING STANDARDS

We discuss the relevant pronouncements that have recently become effective and have had or may have an impact on our financial statements in Note 2 of the Notes to Condensed Consolidated Financial Statements herein.

---

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We provide disclosure regarding derivative activity in Note 7 of the Notes to Condensed Consolidated Financial Statements herein. We discuss our market risk and risk policies in detail in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Annual Report.

### INTEREST RATE RISK

The table below shows the nominal amount and the one-year VaR for long-term debt, excluding commercial paper classified as long-term debt and capital lease obligations, at September 30, 2011 and December 31, 2010:

<i>(Dollars in millions)</i>	Sempra Energy Consolidated		SDG&E		SoCalGas	
	Nominal Debt	One-Year VaR(1)	Nominal Debt	One-Year VaR(1)	Nominal Debt	One-Year VaR(1)
At September 30, 2011:						
Sempra Utilities fixed-rate	\$ 4,366	\$ 1,013	\$ 3,054	\$ 791	\$ 1,312	\$ 222
Sempra Utilities variable-rate	594	37	594	37	—	—
All other, fixed-rate and variable-rate	4,796	549	—	—	—	—
At December 31, 2010:						
Sempra Utilities fixed-rate	\$ 4,117	\$ 787	\$ 2,704	\$ 587	\$ 1,413	\$ 200
Sempra Utilities variable-rate	751	59	601	59	150	—
All other, fixed-rate and variable-rate	3,459	509	—	—	—	—

(1) After the effects of interest rate swaps.

At September 30, 2011, the net notional amount of interest rate swap transactions ranged from \$15 million to \$305 million at Sempra Energy (ranges relate to amortizing notional amounts). We provide additional information about interest rate swap transactions in Note 7 of the Notes to Condensed Consolidated Financial Statements herein.

### FOREIGN CURRENCY RATE RISK

We discuss our foreign currency rate risk in detail in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Annual Report. Given our increased investment in companies in Chile and Peru, discussed in Note 3 of the Notes to Condensed Consolidated Financial Statements herein, our exposure to the Chilean Peso and the Peruvian Nuevo Sol has increased proportionately.

---

## ITEM 4. CONTROLS AND PROCEDURES

### EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Sempra Energy, SDG&E and SoCalGas have designed and maintain disclosure controls and procedures to ensure that information required to be disclosed in their respective reports is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and is accumulated and communicated to the management of each company, including each respective Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. In designing and evaluating these controls and procedures, the management of each company recognizes that any system of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives; therefore, the management of each company applies judgment in evaluating the cost-benefit relationship of other possible controls and procedures.

Under the supervision and with the participation of management, including the Chief Executive Officers and Chief Financial Officers of Sempra Energy, SDG&E and SoCalGas, each company evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of September 30, 2011, the end of the period covered by this report. Based on these evaluations, the Chief Executive Officers and Chief Financial Officers of Sempra Energy, SDG&E and SoCalGas concluded that their respective company's disclosure controls and procedures were effective at the reasonable assurance level.

### INTERNAL CONTROL OVER FINANCIAL REPORTING

Other than changes which may be associated with the acquisition described below (which did not impact SDG&E or SoCalGas), there have been no changes in the companies' internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the companies' internal control over financial reporting.

On April 6, 2011, as we discuss in Note 3 of the Notes to Condensed Consolidated Financial Statements herein, we acquired AEI's interests in Chilquinta Energía S.A. in Chile, Luz del Sur S.A.A. in Peru and related, smaller companies. The net assets acquired of these companies, at fair value, were \$2.0 billion, or six percent of total Sempra Energy assets at September 30, 2011. Earnings of these companies from the date of acquisition through September 30, 2011, were \$92 million, or nine percent of total Sempra Energy earnings for the nine months ended September 30, 2011. We are in the process of integrating these companies. Our management is analyzing, evaluating and, where necessary, will implement changes in controls and procedures. Due to the limited period of time since the acquisition date, we have not had sufficient time to assess the internal controls of the acquired companies for the quarter and year-to-date periods ended September 30, 2011. Therefore, we excluded them from our evaluation of internal control over financial reporting contained in this quarterly report. We intend to include these companies in the overall assessment of, and report on, internal control over financial reporting as of December 31, 2011.

## PART II – OTHER INFORMATION

---

### ITEM 1. LEGAL PROCEEDINGS

We are not party to, and our property is not the subject of, any material pending legal proceedings (other than ordinary routine litigation incidental to our businesses) except for the matters 1) described in Notes 9 and 10 of the Notes to Condensed Consolidated Financial Statements herein and Notes 14, 15 and 16 of the Notes to Consolidated Financial Statements in the Annual Report, or 2) referred to in "Management's Discussion and Analysis of Financial Condition and Results of Operations" herein and in the Annual Report.

---

### ITEM 1A. RISK FACTORS

The following supplements the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2010.

#### **CYBERSECURITY**

Cybersecurity and the protection of our operations and activities are considered a priority at Sempra Energy, SDG&E and SoCalGas. The most significant cybersecurity risks to our businesses reside within the operations of our utilities. In addition to general information and cyber risks that all Fortune 500 corporations face (e.g. malware, malicious intent by insiders and inadvertent disclosure of sensitive information), the utility industry faces new cybersecurity risks associated with automated metering and with Smart Grid infrastructure. Deployment of these new business technologies represents a new and large-scale opportunity for attacks on the utilities' information systems and, more importantly, on the integrity of the energy grid. While addressing these risks is the subject of significant ongoing activities across Sempra Energy's businesses, we cannot ensure that a successful attack will not occur. Such an attack to our information systems, the integrity of the energy grid, or one of our facilities could have a material adverse effect on our business, financial condition, and results of operations.

---

## ITEM 6. EXHIBITS

The exhibits filed under Forms 8-K and Form 8-K/A that are incorporated herein by reference were filed under Commission File Number 1-14201 (Sempra Energy).

The following exhibits relate to each registrant as indicated.

### **EXHIBIT 10 -- MATERIAL CONTRACTS**

#### *Sempra Energy*

- 10.1 Amended and Restated Sempra Energy Severance Pay Agreement between Sempra Energy and Debra L. Reed (Sempra Energy Form 8-K filed on July 1, 2011, Exhibit 10.1).
- 10.2 Amendment to Severance Pay Agreement between Sempra Energy and Mark A. Snell (Sempra Energy Form 8-K filed on September 15, 2011, Exhibit 10.1).
- 10.3 Severance Pay Agreement between Sempra Energy and Joseph A. Householder (Sempra Energy Form 8-K filed on September 15, 2011, Exhibit 10.2).

### **EXHIBIT 12 -- STATEMENTS RE: COMPUTATION OF RATIOS**

#### *Sempra Energy*

- 12.1 Sempra Energy Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.

#### *San Diego Gas & Electric Company*

- 12.2 San Diego Gas & Electric Company Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.

#### *Southern California Gas Company*

- 12.3 Southern California Gas Company Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends.

### **EXHIBIT 31 -- SECTION 302 CERTIFICATIONS**

#### *Sempra Energy*

- 31.1 Statement of Sempra Energy's Chief Executive Officer pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.
- 31.2 Statement of Sempra Energy's Chief Financial Officer pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.

#### *San Diego Gas & Electric Company*

- 31.3 Statement of San Diego Gas & Electric Company's Chief Executive Officer pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.
- 31.4 Statement of San Diego Gas & Electric Company's Chief Financial Officer pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.

***Southern California Gas Company***

31.5 Statement of Southern California Gas Company's Chief Executive Officer pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.

31.6 Statement of Southern California Gas Company's Chief Financial Officer pursuant to Rules 13a-14 and 15d-14 of the Securities Exchange Act of 1934.

**EXHIBIT 32 -- SECTION 906 CERTIFICATIONS**

***Sempra Energy***

32.1 Statement of Sempra Energy's Chief Executive Officer pursuant to 18 U.S.C. Sec. 1350.

32.2 Statement of Sempra Energy's Chief Financial Officer pursuant to 18 U.S.C. Sec. 1350.

***San Diego Gas & Electric Company***

32.3 Statement of San Diego Gas & Electric Company's Chief Executive Officer pursuant to 18 U.S.C. Sec. 1350.

32.4 Statement of San Diego Gas & Electric Company's Chief Financial Officer pursuant to 18 U.S.C. Sec. 1350.

***Southern California Gas Company***

32.5 Statement of Southern California Gas Company's Chief Executive Officer pursuant to 18 U.S.C. Sec. 1350.

32.6 Statement of Southern California Gas Company's Chief Financial Officer pursuant to 18 U.S.C. Sec. 1350.

**EXHIBIT 101 -- INTERACTIVE DATA FILE**

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

**SIGNATURES**

**Sempra Energy:**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SEMPRA ENERGY,  
(Registrant)

Date: November 3, 2011

By: /s/ Joseph A. Householder  
\_\_\_\_\_  
Joseph A. Householder  
Executive Vice President, Chief Financial Officer  
and Chief Accounting Officer

**San Diego Gas & Electric Company:**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SAN DIEGO GAS & ELECTRIC COMPANY,  
(Registrant)

Date: November 3, 2011

By: /s/ Robert M. Schlax  
\_\_\_\_\_  
Robert M. Schlax  
Vice President, Controller, Chief Financial Officer  
and Chief Accounting Officer

**Southern California Gas Company:**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SOUTHERN CALIFORNIA GAS COMPANY,  
(Registrant)

Date: November 3, 2011

By: /s/ Robert M. Schlax  
\_\_\_\_\_  
Robert M. Schlax  
Vice President, Controller, Chief Financial Officer  
and Chief Accounting Officer