

PACIFIC ENTERPRISES INC  
Form 10-Q  
May 02, 2006

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2006



Commission File Number	Name of Registrant, State of Incorporation, Address and Telephone Number	(I.R.S. Employer Identification No.)
---------------------------	--------------------------------------------------------------------------------	-----------------------------------------



1-40	Pacific Enterprises (A California Corporation) 101 Ash Street San Diego, California 92101 (619) 696-2000	94-0743670
------	----------------------------------------------------------------------------------------------------------------------	------------

1-1402	Southern California Gas Company  (A California Corporation) 555 West Fifth Street Los Angeles, California 90013 (213) 244-1200	95-1240705
--------	-----------------------------------------------------------------------------------------------------------------------------------------------	------------

No Change



(Former name, former address and former fiscal year, if changed  
since last report)

Indicate by check mark whether the registrant (1) has 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 registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes                      X                      No



Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

Yes  No

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

Common stock outstanding:

Pacific Enterprises Wholly owned by Sempra Energy

Southern California Gas Company Wholly owned by Pacific Enterprises

---

#### INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report contains statements that are not historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words "estimates," "believes," "expects," "anticipates," "plans," "intends," "may," "could," "would" and "should" or similar expressions, or discussions of strategy or of plans are intended to identify forward-looking statements. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Future results may differ materially from those expressed in these forward-looking statements.

Forward-looking statements are necessarily based upon various assumptions involving judgments with respect to the future and other risks, including, among others, local, regional and national economic, competitive, political,

legislative and regulatory conditions and developments; actions by the California Public Utilities Commission, the California State Legislature, and the Federal Energy Regulatory Commission and other regulatory bodies in the United States; capital markets conditions, inflation rates, interest rates and exchange rates; energy and trading markets, including the timing and extent of changes in commodity prices; the availability of natural gas; weather conditions and conservation efforts; war and terrorist attacks; 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; the resolution of litigation; and other uncertainties, all of which are difficult to predict and many of which are beyond the control of the companies. Readers are cautioned not to rely unduly on any forward-looking statements and are urged to review and consider carefully the risks, uncertainties and other factors which affect the companies' business described in this report and other reports filed by the companies from time to time with the Securities and Exchange Commission.

PART I. FINANCIAL INFORMATION  
ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PACIFIC ENTERPRISES AND SUBSIDIARIES  
STATEMENTS OF CONSOLIDATED INCOME

(Dollars in millions)	Three months ended March 31,	
	2006	2005
	(unaudited)	
Operating revenues	\$ 1,425	\$ 1,241
Operating expenses		
Cost of natural gas	986	801
Other operating expenses	233	215
Depreciation	66	66
Franchise fees and other taxes	39	33
Total operating expenses	1,324	1,115
Operating income	101	126
Other expense, net (Note 3)	(1)	(1)
Interest income	8	4

Edgar Filing: PACIFIC ENTERPRISES INC - Form 10-Q

Interest expense	(19 )	(12 )
	<u>89</u>	<u>117</u>
Income before income taxes		
Income tax expense	38	48
	<u>51</u>	<u>69</u>
Net income		
Preferred dividend requirements	1	1
	<u>\$ 50</u>	<u>\$ 68</u>
Earnings applicable to common shares		

See notes to Consolidated Financial Statements.

PACIFIC ENTERPRISES AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(Dollars in millions)	March 31, 2006	December 31, 2005
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 371	\$ 90
Accounts receivable - trade	658	694
Accounts receivable - other	16	37
Interest receivable	10	9
Due from unconsolidated affiliates	68	5
Income taxes receivable	79	166
Deferred income taxes	24	20
Regulatory assets arising from fixed-price contracts and other derivatives	32	52
Other regulatory assets	35	36
Inventories	24	121
Other	8	16
Total current assets	<u>1,325</u>	<u>1,246</u>

Other assets:		
Due from unconsolidated affiliates	416	414
Other regulatory assets	148	143
Sundry	42	55
	<u>606</u>	<u>612</u>
Total other assets		
Property, plant and equipment:		
Property, plant and equipment	7,845	7,764
Less accumulated depreciation	(3,133 )	(3,091 )
	<u>4,712</u>	<u>4,673</u>
Property, plant and equipment, net		
Total assets	<u>\$ 6,643</u>	<u>\$ 6,531</u>

See notes to Consolidated Financial Statements.

PACIFIC ENTERPRISES AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(Dollars in millions)	March 31, 2006	December 31, 2005
	(unaudited)	
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	\$ --	\$ 88
Accounts payable - trade	275	344
Accounts payable - other	72	76
Due to unconsolidated affiliates	165	176
Regulatory balancing accounts, net	193	13
Fixed-price contracts and other derivatives	32	52
Customer deposits	86	80
Temporary LIFO liquidation	107	--
Current portion of long-term debt	8	8
Other	283	280
	<u>1,221</u>	<u>1,117</u>
Total current liabilities		
Long-term debt	<u>1,098</u>	<u>1,100</u>

Deferred credits and other liabilities:

Customer advances for construction	80	74
Postretirement benefits other than pensions	61	65
Deferred income taxes	121	125
Deferred investment tax credits	38	38
Regulatory liabilities arising from removal obligations	1,104	1,097
Asset retirement obligations	512	504
Deferred taxes refundable in rates	206	200
Fixed-price contracts and other derivatives	5	2
Preferred stock of subsidiary	20	20
Deferred credits and other	343	355
	<u>2,490</u>	<u>2,480</u>
Total deferred credits and other liabilities	<u>2,490</u>	<u>2,480</u>

Commitments and contingencies (Note 6)

Shareholders' equity:

Preferred stock	80	80
Common stock (600 million shares authorized; 84 million shares outstanding)	1,453	1,453
Retained earnings	306	306
Accumulated other comprehensive income (loss)	(5 )	(5 )
	<u>1,834</u>	<u>1,834</u>
Total shareholders' equity	<u>1,834</u>	<u>1,834</u>
Total liabilities and shareholders' equity	<u>\$ 6,643</u>	<u>\$ 6,531</u>

See notes to Consolidated Financial Statements.

PACIFIC ENTERPRISES AND SUBSIDIARIES  
CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS

Three months ended  
March 31,

Edgar Filing: PACIFIC ENTERPRISES INC - Form 10-Q

(Dollars in millions)	2006	2005
	(unaudited)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 51	\$ 69
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	66	66
Deferred income taxes and investment tax credits	(3)	11
Other	2	--
Net changes in other working capital components	471	330
Changes in other assets	5	2
Changes in other liabilities	(2)	(7)
Net cash provided by operating activities	<u>590</u>	<u>471</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Expenditures for property, plant and equipment	(97)	(63)
Increase in loans to affiliates, net	(71)	(386)
Other	(2)	--
Net cash used in investing activities	<u>(170)</u>	<u>(449)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Common dividends paid	(50)	--
Preferred dividends paid	(1)	(1)
Decrease in short-term debt	(88)	(30)
Net cash used in financing activities	<u>(139)</u>	<u>(31)</u>
Increase (decrease) in cash and cash equivalents	281	(9)
Cash and cash equivalents, January 1	90	34
Cash and cash equivalents, March 31	<u>\$ 371</u>	<u>\$ 25</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Interest payments, net of amounts capitalized	<u>\$ 8</u>	<u>\$ 6</u>
Income tax payments (refunds), net	<u>\$ (47)</u>	<u>\$ 56</u>

See notes to Consolidated Financial Statements.

SOUTHERN CALIFORNIA GAS COMPANY AND SUBSIDIARIES  
STATEMENTS OF CONSOLIDATED INCOME

(Dollars in millions)	Three months ended	
	March 31,	
	2006	2005
		(unaudited)