

**Gulfstream Natural Gas System, L.L.C.**

Condensed Financial Statements

(Unaudited)

June 30, 2019

**GULFSTREAM NATURAL GAS SYSTEM, L.L.C.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
(Unaudited)  
(In millions)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2019	2018	2019	2018
<b>Operating Revenues</b>	\$ 70.3	\$ 70.4	\$ 138.8	\$ 140.1
<b>Operating Expenses</b>				
Operating, maintenance and other	9.0	5.1	14.0	9.5
Depreciation and amortization	8.9	8.9	17.7	17.7
Property and other taxes	3.2	3.5	6.3	7.0
Total operating expenses	21.1	17.5	38.0	34.2
<b>Operating Income</b>	49.2	52.9	100.8	105.9
<b>Other Income</b>	0.2	—	0.3	0.1
<b>Interest Expense</b>	15.5	15.7	31.1	31.2
<b>Net Income</b>	\$ 33.9	\$ 37.2	\$ 70.0	\$ 74.8

**GULFSTREAM NATURAL GAS SYSTEM, L.L.C.**  
**CONDENSED STATEMENTS OF COMPREHENSIVE INCOME**  
(Unaudited)  
(In millions)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2019	2018	2019	2018
<b>Net Income</b>	\$ 33.9	\$ 37.2	\$ 70.0	\$ 74.8
Other comprehensive loss:				
Reclassification of cash flow hedges into earnings	(0.1)	(0.1)	(0.2)	(0.2)
<b>Comprehensive Income</b>	<u>\$ 33.8</u>	<u>\$ 37.1</u>	<u>\$ 69.8</u>	<u>\$ 74.6</u>

**GULFSTREAM NATURAL GAS SYSTEM, L.L.C.**  
**CONDENSED BALANCE SHEETS**  
(Unaudited)  
(In millions)

	June 30, 2019	December 31, 2018
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 0.5	\$ 4.0
Accounts receivable	23.1	23.5
Inventory	7.7	8.2
Other	0.4	2.0
Total current assets	31.7	37.7
<b>Property, Plant and Equipment</b>		
Cost	2,027.8	2,061.3
Less accumulated depreciation and amortization	471.8	497.5
Net property, plant and equipment	1,556.0	1,563.8
<b>Regulatory Assets</b>		
Total Assets	\$ 1,598.2	\$ 1,612.1
<b>LIABILITIES AND MEMBERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 5.1	\$ 1.0
Taxes accrued	6.4	1.7
Interest accrued	14.2	14.2
Regulatory liabilities	0.6	3.7
Other	0.3	0.6
Total current liabilities	26.6	21.2
<b>Long-term Debt</b>		
	1,142.5	1,142.1
<b>Members' Equity</b>		
Members' equity	426.5	446.0
Accumulated other comprehensive income	2.6	2.8
Total members' equity	429.1	448.8
Total Liabilities and Members' Equity	\$ 1,598.2	\$ 1,612.1

**GULFSTREAM NATURAL GAS SYSTEM, L.L.C.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**  
**(In millions)**

	Six Months Ended	
	June 30,	
	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 70.0	\$ 74.8
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	18.1	18.1
Other changes in operating assets and liabilities	7.4	7.2
Net cash provided by operating activities	95.5	100.1
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures	(9.6)	(1.2)
Net cash used in investing activities	(9.6)	(1.2)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Distributions to members	(89.4)	(103.5)
Net cash used in financing activities	(89.4)	(103.5)
<b>Net decrease in cash and cash equivalents</b>	<b>(3.5)</b>	<b>(4.6)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>4.0</b>	<b>14.0</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 0.5</b>	<b>\$ 9.4</b>

**GULFSTREAM NATURAL GAS SYSTEM, L.L.C.**  
**CONDENSED STATEMENTS OF MEMBERS' EQUITY**  
**(Unaudited)**  
**(In millions)**

	Spectra Energy Partners, LP	Williams Partners, L.P.	Total
<b>Balance December 31, 2018</b>	\$ 224.4	\$ 224.4	\$ 448.8
Net income	35.0	35.0	70.0
Reclassification of cash flow hedges into earnings	(0.1)	(0.1)	(0.2)
Distributions to members	(44.7)	(44.7)	(89.4)
Attributed deferred tax expense	(0.1)	—	(0.1)
<b>Balance June 30, 2019</b>	<b>\$ 214.5</b>	<b>\$ 214.6</b>	<b>\$ 429.1</b>
<b>Balance December 31, 2017</b>	<b>\$ 242.5</b>	<b>\$ 242.5</b>	<b>\$ 485.0</b>
Net income	37.4	37.4	74.8
Reclassification of cash flow hedges into earnings	(0.1)	(0.1)	(0.2)
Distributions to members	(51.7)	(51.8)	(103.5)
Attributed deferred tax expense	(0.1)	—	(0.1)
<b>Balance June 30, 2018</b>	<b>\$ 228.0</b>	<b>\$ 228.0</b>	<b>\$ 456.0</b>