

SOUTHWESTERN ENERGY CO

Form 10-Q

August 02, 2018

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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 June 30, 2018

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 number: 001-08246  
Southwestern Energy Company  
(Exact name of registrant as specified in its charter)

Delaware 71-0205415  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

10000 Energy Drive

Spring, Texas 77389  
(Address of principal executive (Zip Code)  
offices)

(832) 796-1000  
(Registrant's telephone number, including area code)

Not Applicable

(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 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

<input type="checkbox"/> Large accelerated filer	<input type="checkbox"/> Non-accelerated filer	<input type="checkbox"/> Smaller reporting company	<input type="checkbox"/> Emerging growth company
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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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

Class	Outstanding as of July 31, 2018
Common Stock, Par Value \$0.01	586,302,472

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CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

All statements, other than historical fact or present financial information, may be deemed to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements that address activities, outcomes and other matters that should or may occur in the future, including, without limitation, statements regarding the financial position,

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business strategy, production and reserve growth and other plans and objectives for our future operations, are forward-looking statements. Although we believe the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance. We have no obligation and make no undertaking to publicly update or revise any forward-looking statements, except as may be required by law.

Forward-looking statements include the items identified in the preceding paragraph, information concerning possible or assumed future results of operations and other statements in this Quarterly Report on Form 10-Q identified by words such as “anticipate,” “intend,” “plan,” “project,” “estimate,” “continue,” “potential,” “should,” “could,” “may,” “will,” “guidance,” “outlook,” “effort,” “expect,” “believe,” “predict,” “budget,” “projection,” “goal,” “forecast,” “target” or similar words.

You should not place undue reliance on forward-looking statements. They are subject to known and unknown risks, uncertainties and other factors that may affect our operations, markets, products, services and prices and cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In addition to any assumptions and other factors referred to specifically in connection with forward-looking statements, risks, uncertainties and factors that could cause our actual results to differ materially from those indicated in any forward-looking statement include, but are not limited to:

- the timing and extent of changes in market conditions and prices for natural gas, oil and natural gas liquids (“NGLs”) (including regional basis differentials);
- our ability to fund our planned capital investments;
- a change in our credit rating;
- the extent to which lower commodity prices impact our ability to service or refinance our existing debt;
- the impact of volatility in the financial markets or other global economic factors;
- difficulties in appropriately allocating capital and resources among our strategic opportunities;
- the timing and extent of our success in discovering, developing, producing and estimating reserves;
- our ability to maintain leases that may expire if production is not established or profitably maintained;
- our ability to realize the expected benefits from acquisitions;
- our ability to transport our production to the most favorable markets or at all;
- availability and costs of personnel and of products and services provided by third parties;
- the impact of laws and government regulation, including the ability to obtain and maintain permits, any increase in severance or similar taxes, and legislation and judicial or administrative decisions relating to hydraulic fracturing, climate change, other environmental matters and over-the-counter derivatives;
- the impact of the adverse outcome of any material litigation against us or involving our industry;
- the effects of weather;
- increased competition and regulation;
- the financial impact of accounting regulations and critical accounting policies;
- the comparative cost of alternative fuels;
- credit risk relating to the risk of loss as a result of non-performance by our counterparties; and
- any other factors listed in the reports we have filed and may file with the Securities and Exchange Commission (“SEC”).

Should one or more of the risks or uncertainties described above or elsewhere in this Quarterly Report occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements. We specifically disclaim all responsibility to publicly update any information contained in a forward-looking statement or any forward-looking statement in its entirety and therefore disclaim any resulting liability for potentially related damages.

All forward-looking statements attributable to us are expressly qualified in their entirety by this cautionary statement.

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## PART I – FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

SOUTHWESTERN ENERGY COMPANY AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited)

(in millions, except share/per share amounts)	For the three months ended		For the six months ended	
	June 30, 2018	2017	June 30, 2018	2017
<b>Operating Revenues:</b>				
Gas sales	\$ 407	\$ 471	\$ 947	\$ 974
Oil sales	44	23	79	46
NGL sales	75	37	140	77
Marketing	265	250	518	503
Gas gathering	24	30	48	57
Other	1	–	4	–
	816	811	1,736	1,657
<b>Operating Costs and Expenses:</b>				
Marketing purchases	265	253	520	504
Operating expenses	193	164	382	311
General and administrative expenses	59	58	114	108
Restructuring charges	18	–	18	–
Depreciation, depletion and amortization	142	123	285	229
Taxes, other than income taxes	15	25	38	51
	692	623	1,357	1,203
Operating Income	124	188	379	454
<b>Interest Expense:</b>				
Interest on debt	59	59	124	117
Other interest charges	2	3	4	5
Interest capitalized	(29)	(28)	(57)	(56)
	32	34	71	66
Gain (Loss) on Derivatives	(36)	134	(43)	250
Loss on Early Extinguishment of Debt	(8)	(10)	(8)	(11)
Other Income, Net	3	6	2	8
Income Before Income Taxes	51	284	259	635
<b>Provision (Benefit) for Income Taxes:</b>				
Current	–	–	–	–



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Deferred	–	–	–	–
	–	–	–	–
Net Income	\$ 51	\$ 284	\$ 259	\$ 635
Mandatory convertible preferred stock dividend	–	27	–	54
Participating securities - mandatory convertible preferred stock	–	33	2	76
Net Income Attributable to Common Stock	\$ 51	\$ 224	\$ 257	\$ 505
Earnings Per Common Share:				
Basic	\$ 0.09	\$ 0.45	\$ 0.45	\$ 1.02
Diluted	\$ 0.09	\$ 0.45	\$ 0.44	\$ 1.02
Weighted Average Common Shares Outstanding:				
Basic	581,159,200	496,419,815	576,255,744	494,753,391
Diluted	582,878,106	498,224,599	578,222,740	496,627,843

The accompanying notes are an integral part of these  
unaudited condensed consolidated financial statements.

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SOUTHWESTERN ENERGY COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
 (Unaudited)

(in millions)	For the three months ended June 30, 2018		For the six months ended June 30, 2018	
	(1)	2017	(1)	2017
Net income	\$ 51	\$ 284	\$ 259	\$ 635
Change in value of pension and other postretirement liabilities:				
Amortization of prior service cost and net loss included in net periodic pension cost (2)	-	1	-	1
Comprehensive income	\$ 51	\$ 285	\$ 259	\$ 636

(1) In 2018, deferred tax activity incurred in other comprehensive income was offset by a valuation allowance.

(2) Net of less than \$1 million in taxes for the three and six months ended June 30, 2018 and 2017.

The accompanying notes are an integral part of these  
 unaudited condensed consolidated financial statements.

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SOUTHWESTERN ENERGY COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (Unaudited)

	June 30, 2018	December 31, 2017
	(in millions)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 37	\$ 916
Accounts receivable, net	416	428
Derivative assets	71	130
Other current assets	43	35
Total current assets	567	1,509
Natural gas and oil properties, using the full cost method, including \$1,835 million as of June 30, 2018 and \$1,817 million as of December 31, 2017 excluded from amortization	24,611	23,890
Gathering systems	1,322	1,315
Other	576	564
Less: Accumulated depreciation, depletion and amortization	(20,276)	(19,997)
Total property and equipment, net	6,233	5,772
Other long-term assets	242	240
<b>TOTAL ASSETS</b>	<b>\$ 7,042</b>	<b>\$ 7,521</b>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 642	\$ 533
Taxes payable	58	62
Interest payable	68	70
Dividends payable	—	27
Derivative liabilities	66	64
Other current liabilities	24	24
Total current liabilities	858	780
Long-term debt	3,570	4,391
Pension and other postretirement liabilities	55	58
Other long-term liabilities	309	313
Total long-term liabilities	3,934	4,762
Commitments and contingencies <a href="#">(Note 11)</a>		
Equity:		
Common stock, \$0.01 par value; 1,250,000,000 shares authorized; issued 586,430,101 shares as of June 30, 2018 and 512,134,311 as of December 31, 2017	6	5
Preferred stock, \$0.01 par value, 10,000,000 shares authorized, 6.25% Series B Mandatory Convertible, \$1,000 per share liquidation preference, 1,725,000 shares issued and outstanding as of December 31, 2017, converted to common stock on January 12, 2018	—	—
Additional paid-in capital	4,709	4,698
Accumulated deficit	(2,420)	(2,679)

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Accumulated other comprehensive loss	(44)	(44)
Common stock in treasury, 31,269 shares as of June 30, 2018 and December 31, 2017	(1)	(1)
Total equity	2,250	1,979
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 7,042</b>	<b>\$ 7,521</b>

The accompanying notes are an integral part of these  
unaudited condensed consolidated financial statements.

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SOUTHWESTERN ENERGY COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (Unaudited)

	For the six months ended	
	June 30, 2018	2017
	(in millions)	
Cash Flows From		
Operating Activities:		
Net income	\$ 259	\$ 635
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	285	229
Amortization of debt issuance costs	4	4
(Gain) loss on derivatives, unsettled	54	(319)
Stock-based compensation	9	12
Loss on early extinguishment of debt	8	11
Other	1	(4)
Change in assets and liabilities:		
Accounts receivable	12	12
Accounts payable	53	2
Taxes payable	(4)	5
Interest payable	(1)	(4)
Inventories	(7)	(2)
Other assets and liabilities	(9)	(3)
Net cash provided by operating activities	664	578
Cash Flows From		
Investing Activities:		
Capital investments	(684)	(619)
Proceeds from sale of property and equipment	6	12
Other	3	1
Net cash used in investing activities	(675)	(606)

Cash Flows From			
Financing Activities:			
Payments on long-term debt	(1,191)		(287)
Payments on revolving credit facility	(645)		—
Borrowings under revolving credit facility	1,005		—
Change in bank drafts outstanding	—		3
Debt issuance costs	(9)		—
Preferred stock dividend	(27)		—
Cash paid for tax withholding	(1)		—
Net cash used in financing activities	(868)		(284)
Decrease in cash and cash equivalents	(879)		(312)
Cash and cash equivalents at beginning of year	916		1,423
Cash and cash equivalents at end of period	\$ 37	\$	1,111

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

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SOUTHWESTERN ENERGY COMPANY AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
 (Unaudited)

	Common Stock Shares Issued (in millions, except share amounts)	Amount	Preferred Stock Shares Issued	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Common Stock in Treasury	
Balance at December 31, 2017	512,134,311	\$ 5	1,725,000	\$ 4,698	\$ (2,679)	\$ (44)	\$ (1)	\$
Comprehensive income:								
Net income	–	–	–	–	259	–	–	
Other comprehensive income	–	–	–	–	–	–	–	
Total comprehensive income	–	–	–	–	–	–	–	
Stock-based compensation	–	–	–	13	–	–	–	
Conversion of preferred stock	74,998,614	1	(1,725,000)	(1)	–	–	–	
Issuance of restricted stock	312,819	–	–	–	–	–	–	
Cancellation of restricted stock	(882,633)	–	–	–	–	–	–	
Performance units vested	214,866	–	–	–	–	–	–	
Tax withholding – stock compensation	(347,876)	–	–	(1)	–	–	–	
Balance at June 30, 2018	586,430,101	\$ 6	–	\$ 4,709	\$ (2,420)	\$ (44)	\$ (1)	\$

The accompanying notes are an integral part of these  
 unaudited condensed consolidated financial statements.





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SOUTHWESTERN ENERGY COMPANY AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(1) BASIS OF PRESENTATION

Southwestern Energy Company (including its subsidiaries, collectively “Southwestern” or the “Company”) is an independent energy company engaged in natural gas, oil and NGL exploration, development and production (“E&P”). The Company is also focused on creating and capturing additional value through its natural gas gathering and marketing businesses (“Midstream”). Southwestern conducts most of its businesses through subsidiaries and operates principally in two segments: E&P and Midstream.

The accompanying unaudited condensed consolidated financial statements were prepared using accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and in accordance with the rules and regulations of the Securities and Exchange Commission. Certain information relating to the Company’s organization and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been appropriately condensed or omitted in this Quarterly Report. The Company believes the disclosures made are adequate to make the information presented not misleading.

The unaudited condensed consolidated financial statements contained in this report include all normal and recurring material adjustments that, in the opinion of management, are necessary for a fair statement of the financial position, results of operations and cash flows for the interim periods presented herein. It is recommended that these unaudited condensed consolidated financial statements be read in conjunction with the consolidated financial statements and the notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017 (“2017 Annual Report”).

The Company’s significant accounting policies, which have been reviewed and approved by the Audit Committee of the Company’s Board of Directors, are summarized in Note 1 in the Notes to the Consolidated Financial Statements included in the Company’s 2017 Annual Report.

Certain reclassifications have been made to the prior year financial statements to conform to the 2018 presentation. The effects of the reclassifications were not material to the Company’s unaudited condensed consolidated financial statements.

(2) REVENUE RECOGNITION

Effective January 1, 2018, the Company adopted Accounting Standards Codification (“ASC”) 606, “Revenue from Contracts with Customers,” using the modified retrospective method applied to those contracts which were not completed as of January 1, 2018. Under the modified retrospective method, the Company recognizes the cumulative effect of initially applying the new revenue standard as an adjustment to the opening balance of retained earnings; however, no material adjustment was required as a result of adopting ASC 606. Results for reporting periods beginning on January 1, 2018 are presented under the new revenue standard. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. The Company performed an analysis of the impact of adopting ASC 606 across all revenue streams and did not identify any changes to its revenue recognition policies that would result in a material impact to its consolidated financial statements.

Revenues from Contracts with Customers

Natural gas and liquids. Natural gas, oil and natural gas liquid (“NGL”) sales are recognized when control of the product is transferred to the customer at a designated delivery point. The pricing provisions of the Company’s contracts are primarily tied to a market index with certain adjustments based on factors such as delivery, quality of the product and prevailing supply and demand conditions in the geographic areas in which the Company operates. Under the Company’s sales contracts, the delivery of each unit of natural gas, oil and NGLs represents a separate performance obligation, and revenue is recognized at the point in time when the performance obligations are fulfilled. There is no significant financing component to the Company’s revenues as payment terms are typically within 30 to 60 days of control transfer. Furthermore, consideration from a customer corresponds directly with the value to the customer of the Company’s performance completed to date. As a result, the Company recognizes revenue in the amount to which the Company has a right to invoice and has not disclosed information regarding its remaining performance obligations.

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The Company records revenue from its natural gas and liquids production in the amount of its net revenue interest in sales from its properties. Accordingly, natural gas and liquid sales are not recognized for deliveries in excess of the Company's net revenue interest, while natural gas and liquid sales are recognized for any under-delivered volumes. Production imbalances are recorded as receivables and payables and not contract assets or contract liabilities as the imbalances are between the Company and other working interest owners, not the end customer.

**Marketing.** The Company, through its marketing affiliate, generally markets natural gas, oil and NGLs for its affiliated E&P companies as well as other joint interest owners who choose to market with Southwestern. In addition, the Company markets some products purchased from third parties. Marketing revenues for natural gas, crude oil and NGL sales are recognized when control of the product is transferred to the customer at a designated delivery point. The pricing provisions of the Company's contracts are primarily tied to a market index with certain adjustments based on factors such as delivery, quality of the product and prevailing supply and demand conditions. Under the Company's marketing contracts, the delivery of each unit of natural gas, oil and NGLs represents a separate performance obligation, and revenue is recognized at the point in time when the performance obligations are fulfilled. Customers are invoiced and revenues are recorded each month as natural gas, oil and NGLs are delivered, and payment terms are typically within 30 to 60 days of control transfer. Furthermore, consideration from a customer corresponds directly with the value to the customer of the Company's performance completed to date. As a result, the Company recognizes revenue in the amount to which the Company has a right to invoice and has not disclosed information regarding its remaining performance obligations.

**Gas gathering.** In certain areas, the Company, through its gathering affiliate, gathers natural gas pursuant to a variety of contracts with customers, including an affiliated E&P company. The performance obligations for gas gathering services include delivery of each unit of natural gas to the designated delivery point, which may include treating of certain natural gas units to meet interstate pipeline specifications. Revenue is recognized at the point in time when performance obligations are fulfilled. Under the Company's gathering contracts, customers are invoiced and revenue is recognized each month based on the volume of natural gas transported and treated at a contractually agreed upon price per unit. Payment terms are typically within 30 to 60 days of completion of the performance obligations. Furthermore, consideration from a customer corresponds directly with the value to the customer of the Company's performance completed to date. As a result, the Company recognizes revenue in the amount to which the Company has a right to invoice and has not disclosed information regarding its remaining performance obligations. Any imbalances are settled on a monthly basis by cashing-out with the respective shipper. Accordingly, there are no contract assets or contract liabilities related to the Company's gas gathering revenues.

## Disaggregation of Revenues

The Company presents a disaggregation of E&P revenues by product on the unaudited condensed consolidated statements of operations net of intersegment revenues. The following table reconciles operating revenues as presented on the unaudited condensed consolidated statements of operations to the operating revenues by segment:

(in millions)	E&P	Midstream	Intersegment Revenues	Total
Three months ended June 30, 2018				
Gas sales	\$ 400	\$ –	\$ 7	\$ 407
Oil sales	44	–	–	44
NGL sales	75	–	–	75
Marketing	–	728	(463)	265
Gas gathering	–	69	(45)	24
Other (1)	1	–	–	1
Total	\$ 520	\$ 797	\$ (501)	\$ 816
Three months ended June 30, 2017				
Gas sales	\$ 466	\$ –	\$ 5	\$ 471
Oil sales	23	–	–	23
NGL sales	37	–	–	37
Marketing	–	740	(490)	250
Gas gathering	–	82	(52)	30
Total	\$ 526	\$ 822	\$ (537)	\$ 811

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(in millions)	E&P	Midstream	Intersegment Revenues	Total
Six months ended June 30, 2018				
Gas sales	\$ 935	\$ –	\$ 12	\$ 947
Oil sales	78	–	1	79
NGL sales	140	–	–	140
Marketing	–	1,557	(1,039)	518
Gas gathering	–	136	(88)	48
Other (1)	4	–	–	4
Total	\$ 1,157	\$ 1,693	\$ (1,114)	\$ 1,736
Six months ended June 30, 2017				
Gas sales	\$ 966	\$ –	\$ 8	\$ 974
Oil sales	46	–	–	46
NGL sales	77	–	–	77
Marketing	–	1,517	(1,014)	503
Gas gathering	–	163	(106)	57
Total	\$ 1,089	\$ 1,680	\$ (1,112)	\$ 1,657

(1) Other E&P revenues consists primarily of water sales to third-party operators.

Associated E&P revenues are also disaggregated for analysis on a geographic basis by the core areas in which the Company operates, which are in Pennsylvania, West Virginia and Arkansas. Operations in northeast Pennsylvania are referred to as “Northeast Appalachia,” operations in West Virginia and southwest Pennsylvania are referred to as “Southwest Appalachia” and operations in Arkansas are referred to as the “Fayetteville Shale.”

(in millions)	For the three months ended June 30,		For the six months ended June 30,	
	2018	2017	2018	2017
Northeast Appalachia	\$ 213	\$ 216	\$ 540	\$ 469

Southwest Appalachia	166	110	322	214
Fayetteville Shale	139	198	291	403
Other	2	2	4	3
Total	\$ 520	\$ 526	\$ 1,157	\$ 1,089

### Receivables from Contracts with Customers

The following table reconciles the Company's receivables from contracts with customers to consolidated accounts receivable as presented on the unaudited condensed consolidated balance sheet:

(in millions)	June 30, 2018	December 31, 2017
Receivables from contracts with customers	\$ 305	\$ 322
Other accounts receivable	111	106
Total accounts receivable	\$ 416	\$ 428

Amounts recognized against the Company's allowance for doubtful accounts related to receivables arising from contracts with customers were immaterial for the three and six months ended June 30, 2018 and 2017. The Company has no contract assets or contract liabilities associated with its revenues from contracts with customers.

### (3) REDUCTION IN WORKFORCE

On June 27, 2018, the Company notified affected employees of a workforce reduction plan, which resulted primarily from a previously announced study of structural, process and organizational changes to enhance shareholder value and continues with respect to other aspects the Company's business activities. Affected employees were offered a severance package, which included a one-time cash payment depending on length of service and, if applicable, current value of a portion of equity awards that were forfeited. The plan has been substantially implemented. The following table presents a summary of the restructuring charges for the three and six months ended June 30, 2018:

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(in millions)	For the three and six months ended June 30, 2018
Severance (including payroll taxes) (1)	\$ 17
Professional fees	1
Total restructuring charges (2)	\$ 18

(1) Includes approximately \$2 million in cash severance payments related to the approximate fair value of a portion of unvested stock-based awards that were subsequently cancelled and approximately \$358,000 in non-cash stock-based compensation.

(2) Total restructuring charges were \$16 million and \$2 million for the Company's E&P and Midstream segments, respectively.

As of June 30, 2018, the Company recorded a liability of \$18 million for severance payments (including payroll taxes) which is reflected in accounts payable on the unaudited condensed consolidated balance sheet. Most of this liability is being paid in the third quarter of 2018.

**(4) CASH AND CASH EQUIVALENTS**

The following table presents a summary of cash and cash equivalents as of June 30, 2018 and December 31, 2017:

(in millions)	June 30, 2018	December 31, 2017
Cash	\$ 20	\$ 261
Marketable securities (1)	17	605
Other cash equivalents	–	50
Total	\$ 37	\$ 916

(1) Primarily consists of government stable value money market funds.

(2) Consists of time deposits.

(5) NATURAL GAS AND OIL PROPERTIES

The Company utilizes the full cost method of accounting for costs related to the exploration, development and acquisition of natural gas and oil properties. Under this method, all such costs (productive and nonproductive), including salaries, benefits and other internal costs directly attributable to these activities, are capitalized on a country-by-country basis and amortized over the estimated lives of the properties using the units-of-production method. These capitalized costs are subject to a ceiling test that limits such pooled costs, net of applicable deferred taxes, to the aggregate of the present value of future net revenues attributable to proved natural gas, oil and NGL reserves discounted at 10% (standardized measure). Any costs in excess of the ceiling are written off as a non-cash expense. The expense may not be reversed in future periods, even though higher natural gas, oil and NGL prices may subsequently increase the ceiling. Companies using the full cost method are required to use the average quoted price from the first day of each month from the previous 12 months, including the impact of derivatives designated for hedge accounting, to calculate the ceiling value of their reserves.

Using the average quoted price from the first day of each month from the previous 12 months for Henry Hub natural gas of \$2.92 per MMBtu, West Texas Intermediate oil of \$54.15 per barrel and NGLs of \$15.56 per barrel, adjusted for differentials, the Company's net book value of its United States natural gas and oil properties did not exceed the ceiling amount at June 30, 2018. The Company had no hedge positions that were designated for hedge accounting as of June 30, 2018. Decreases in market prices as well as changes in production rates, levels of reserves, evaluation of costs excluded from amortization, future development costs and production costs could result in future ceiling test impairments.

Using the average quoted price from the first day of each month from the previous 12 months for Henry Hub natural gas of \$3.01 per MMBtu, West Texas Intermediate oil of \$45.42 per barrel and NGLs of \$10.90 per barrel, adjusted for differentials, the Company's net book value of its United States natural gas and oil properties did not exceed the ceiling amount at June 30, 2017. The Company had no hedge positions that were designated for hedge accounting as of June 30, 2017.



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## (6) EARNINGS PER SHARE

Basic earnings per common share is computed by dividing net income attributable to common stock by the weighted average number of common shares outstanding during the reportable period. The diluted earnings per share calculation adds to the weighted average number of common shares outstanding: the incremental shares that would have been outstanding assuming the exercise of dilutive stock options, the vesting of unvested restricted shares of common stock, performance units and the assumed conversion of mandatory convertible preferred stock. An antidilutive impact is an increase in earnings per share or a reduction in net loss per share resulting from the conversion, exercise or contingent issuance of certain securities.

In January 2015, the Company issued 34,500,000 depository shares that entitled the holder to a proportional fractional interest in the rights and preferences of the mandatory convertible preferred stock, including conversion, dividend, liquidation and voting rights. The mandatory convertible preferred stock had the non-forfeitable right to participate on an as-converted basis at the conversion rate then in effect in any common stock dividends declared and, therefore, was considered a participating security. Accordingly, it has been included in the computation of basic and diluted earnings per share, pursuant to the two-class method. In the calculation of basic earnings per share attributable to common shareholders, earnings are allocated to participating securities based on actual dividend distributions received plus a proportionate share of undistributed net income attributable to common shareholders, if any, after recognizing distributed earnings. The Company's participating securities do not participate in undistributed net losses because they are not contractually obligated to do so. On January 12, 2018, all outstanding shares of mandatory convertible preferred stock converted to 74,998,614 shares of the Company's common stock.

On December 18, 2017, the Company declared the quarterly dividend, which was paid to holders of the mandatory convertible preferred stock in cash on January 16, 2018. Dividends declared in the first, second and third quarters of 2017 were settled partially in common stock for a total of 10,040,306 shares.

The following table presents the computation of earnings per share for the three and six months ended June 30, 2018 and 2017:

	For the three months ended		For the six months ended	
	June 30,		June 30,	
(in millions, except share/per share amounts)	2018	2017	2018	2017
Net income	\$ 51	\$ 284	\$ 259	\$ 635
Mandatory convertible preferred stock dividend	–	27	–	54
	–	33	2	76

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Participating securities - mandatory convertible preferred stock

Net income attributable to common stock	\$ 51	\$ 224	\$ 257	\$ 505
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Number of common shares:

Weighted average outstanding	581,159,200	496,419,815	576,255,744	494,753,391
Issued upon assumed exercise of outstanding stock options	–	–	–	3,317
Effect of issuance of non-vested restricted common stock	480,580	761,311	683,562	707,576
Effect of issuance of non-vested performance units	1,238,326	1,043,473	1,283,434	1,163,559
Weighted average and potential dilutive outstanding	582,878,106	498,224,599	578,222,740	496,627,843

Earnings per common share:

Basic	\$ 0.09	\$ 0.45	\$ 0.45	\$ 1.02
Diluted	\$ 0.09	\$ 0.45	\$ 0.44	\$ 1.02

The following table presents the common stock shares equivalent excluded from the calculation of diluted earnings per share for the three and six months ended June 30, 2018 and 2017, as they would have had an antidilutive effect:

	For the three months ended		For the six months ended	
	June 30, 2018	2017	June 30, 2018	2017
Unexercised stock options	–	–	–	1,344,942
Unvested share-based payment	4,335,715	6,106,322	5,152,847	3,504,222
Performance units	875,800	1,268,040	986,585	980,836
Mandatory convertible preferred stock	–	74,999,895	4,972,284	74,999,895
Total	5,211,515	82,374,257	11,111,716	80,829,895

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## (7) DERIVATIVES AND RISK MANAGEMENT

The Company is exposed to volatility in market prices and basis differentials for natural gas, oil and NGLs which impacts the predictability of its cash flows related to the sale of those commodities. These risks are managed by the Company's use of certain derivative financial instruments. As of June 30, 2018 and December 31, 2017, the Company's derivative financial instruments consisted of fixed price swaps, two-way costless collars, three-way costless collars, basis swaps, call options and interest rate swaps. A description of the Company's derivative financial instruments is provided below:

- Fixed price swaps** If the Company sells a fixed price swap, the Company receives a fixed price for the contract and pays a floating market price to the counterparty. If the Company purchases a fixed price swap, the Company receives a floating market price for the contract and pays a fixed price to the counterparty.
- Two-way costless collars** Arrangements that contain a fixed floor price (purchased put option) and a fixed ceiling price (sold call option) based on an index price which, in aggregate, have no net cost. At the contract settlement date, (1) if the index price is higher than the ceiling price, the Company pays the counterparty the difference between the index price and ceiling price, (2) if the index price is between the floor and ceiling prices, no payments are due from either party, and (3) if the index price is below the floor price, the Company will receive the difference between the floor price and the index price.
- Three-way costless collars** Arrangements that contain a purchased put option, a sold call option and a sold put option based on an index price which, in aggregate, have no net cost. At the contract settlement date, (1) if the index price is higher than the sold call strike price, the Company pays the counterparty the difference between the index price and sold call strike price, (2) if the index price is between the purchased put strike price and the sold call strike price, no payments are due from either party, (3) if the index price is between the sold put strike price and the purchased put strike price, the Company will receive the difference between the purchased put strike price and the index price, and (4) if the index price is below the sold put strike price, the Company will receive the difference between the purchased put strike price and the sold put strike price.
- Basis swaps** Arrangements that guarantee a price differential for natural gas from a specified delivery point. If the Company sells a basis swap, the Company receives a payment from the counterparty if the price differential is greater than the stated terms of the contract and pays the counterparty if the price differential is less than the stated terms of the contract. If the Company purchases a basis swap, the Company pays the counterparty if the price differential is greater than the stated terms of the contract and receives a payment from the counterparty if the price differential is less than the stated terms of the contract.
- Call options** The Company purchases and sells call options in exchange for a premium. If the Company purchases a call option, the Company receives from the counterparty the excess (if any) of the market price over the strike price of the call option at the time of settlement, but if the market price is below the call's strike price, no payment is due from either party. If the Company sells a call option, the Company pays the counterparty the excess (if any) of the market price over the strike price of the call option at the time of settlement, but if the market price is below the call's strike price, no payment is due from either party.

Interest rate swaps Interest rate swaps are used to fix or float interest rates on existing or anticipated indebtedness. The purpose of these instruments is to manage the Company's existing or anticipated exposure to unfavorable interest rate changes.

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The Company chooses counterparties for its derivative instruments that it believes are creditworthy at the time the transactions are entered into, and the Company closely monitors the credit ratings of these counterparties. Additionally, the Company performs both quantitative and qualitative assessments of these counterparties based on their credit ratings and credit default swap rates where applicable. However, there can be no assurance that a counterparty will be able to meet its obligations to the Company. The Company presents its derivative positions on a gross basis and does not net the asset and liability positions where counterparty master netting arrangements contain provisions for net settlement.

The following tables provide information about the Company's financial instruments that are sensitive to changes in commodity prices and that are used to protect the Company's exposure. None of the financial instruments below are designated for hedge accounting treatment. The tables present the notional amount, the weighted average contract prices and the fair value by expected maturity dates as of June 30, 2018:

## Financial Protection on Production

	Volume (Bcf)	Weighted Average Price per MMBtu					Basis Differential	Fair Value at June 30, 2018 (\$ in millions)
		Swaps	Sold Puts	Purchased Puts	Sold Calls			
Natural Gas								
2018								
Sold fixed price swaps	156	\$ 2.96	\$ –	\$ –	\$ –	\$ –	\$ 1	
Two-way costless collars	6	–	–	2.90	3.27	–	–	
Three-way costless collars	143	–	2.40	2.97	3.37	–	13	
Total	305						\$ 14	
2019								
Sold fixed price swaps	147	\$ 2.93	\$ –	\$ –	\$ –	\$ –	\$ 25	
Two-way costless collars	53	–	–	2.80	2.98	–	6	
Three-way costless collars	133	–	2.49	2.93	3.34	–	12	
Total	333						\$ 43	
2020								
Sold fixed price swaps	2	\$ 2.77	\$ –	\$ –	\$ –	\$ –	\$ –	
Three-way costless collars	47	–	2.43	2.80	3.09	–	1	
Total	49						\$ 1	
Sold Basis Swaps								
2018	44	\$ –	\$ –	\$ –	\$ –	\$ (0.58)	\$ (2)	
2019	11	–	–	–	–	1.24	(3)	
Total	55						\$ (5)	

	Volume (MBbls)	Weighted Average Strike Price per Bbl	Fair Value at June 30, 2018 (\$ in millions)
Propane			
2018			
Sold fixed price swaps	1,555	\$ 34.86	\$ (7)
2019			
Sold fixed price swaps	1,324	\$ 32.43	\$ (2)
Ethane			
2018			
Sold fixed price swaps	1,398	\$ 11.85	\$ (2)
2019			
Sold fixed price swaps	1,734	\$ 11.59	\$ -

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## Other Derivative Contracts

	Volume (Bcf)	Weighted Average Strike Price per MMBtu	Fair Value at June 30, 2018 (\$ in millions)
Purchased Call Options - Natural Gas			
2020	68	\$ 3.63	\$ 3
2021	57	3.52	3
Total	125		\$ 6

## Sold Call Options - Natural Gas

2018	31	\$ 3.50	\$ -
2019	52	3.50	(3)
2020	137	3.39	(10)
2021	114	3.33	(8)
Total	334		\$ (21)

	Volume (MBbl)	Weighted Average Strike Price per Bbl	Fair Value at June 30, 2018 (\$ in millions)
Sold Call Options - Oil			
2018	552	\$ 65.00	\$ (5)
2019	270	65.00	(2)
Total	822		\$ (7)

Volume (Bcf)	Weighted Average Strike Price per	Basis Differential	Fair Value at June 30, 2018
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		MMBtu		(\$ in millions)
Storage (1)				
2018				
Purchased fixed price swaps	1	\$ 2.76	\$ –	\$ –
Sold fixed price swaps	–	2.89	–	–
Purchased basis swaps	1	–	(0.88)	–
Sold basis swaps	–	–	(0.63)	–
Total	2			\$ –
2019				
Sold fixed price swaps	1	\$ 3.03	\$ –	\$ –
Sold basis swaps	1	–	(0.44)	–
Total	2			\$ –

- (1) The Company has entered into certain derivatives to protect the value of volumes of natural gas injected into a storage facility that will be withdrawn at a later date.

The Company is a party to interest rate swaps that were entered into to mitigate the Company's exposure to volatility in interest rates. The interest rate swaps have a notional amount of \$170 million and expire in June 2020. The Company did not designate the interest rate swaps for hedge accounting treatment. Changes in the fair value of the interest rate swaps are included in gain (loss) on derivatives on the unaudited condensed consolidated statements of operations.

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The balance sheet classification of the assets and liabilities related to derivative financial instruments (none of which are designated for hedge accounting treatment) are summarized below as of June 30, 2018 and December 31, 2017:

## Derivative Assets

	Balance Sheet Classification	Fair Value	
		June 30, 2018	December 31, 2017
		(in millions)	
Derivatives not designated as hedging instruments:			
Sold fixed price swaps - natural gas	Derivative assets	\$ 19	\$ 38
Two-way costless collars - natural gas	Derivative assets	8	5
Three-way costless collars - natural gas	Derivative assets	39	82
Sold basis swaps - natural gas	Derivative assets	5	2
Purchased call options - natural gas	Derivative assets	—	2
Sold fixed price swaps - natural gas	Other long-term assets	15	18
Two-way costless collars - natural gas	Other long-term assets	6	—
Three-way costless collars - natural gas	Other long-term assets	31	39
Purchased call options - natural gas	Other long-term assets	6	—
Interest rate swaps	Other long-term assets	1	—
Total derivative assets		\$ 130	\$ 186 (1)

## Derivative Liabilities

	Balance Sheet Classification	Fair Value	
		June 30, 2018	December 31, 2017
		(in millions)	
Derivatives not designated as hedging instruments:			
Sold fixed price swaps - natural gas	Derivative liabilities	\$ 8	\$ —
Sold fixed price swaps - propane	Derivative liabilities	9	—
Sold fixed price swaps - ethane	Derivative liabilities	2	—
Two-way costless collars - natural gas	Derivative liabilities	5	1
Three-way costless collars - natural gas	Derivative liabilities	22	36
Sold basis swaps - natural gas	Derivative liabilities	10	23
Sold call options - natural gas	Derivative liabilities	3	3
Sold call options - oil	Derivative liabilities	7	—
Interest rate swaps	Derivative liabilities	—	1
Sold fixed price swaps - natural gas	Other long-term liabilities	—	1
Two-way costless collars - natural gas	Other long-term liabilities	3	—
Three-way costless collars - natural gas	Other long-term liabilities	22	30
Sold call options - natural gas	Other long-term liabilities	18	15
Total derivative liabilities		\$ 109	\$ 110

(1)

Excludes \$1 million in premiums paid related to certain natural gas call options recognized as a component of derivative assets within current assets on the condensed consolidated balance sheet at December 31, 2017. As certain natural gas call options settled, the premium was amortized and recognized as a component of gain (loss) on derivatives on the unaudited condensed consolidated statement of operations.

At June 30, 2018, the net fair value of the Company's financial instruments related to commodities was a \$20 million asset. The net fair value of the Company's interest rate swaps was a \$1 million asset as of June 30, 2018.

#### Derivative Contracts Not Designated for Hedge Accounting

As of June 30, 2018, the Company had no positions designated for hedge accounting treatment. Gains and losses on derivatives that are not designated for hedge accounting treatment, or that do not meet hedge accounting requirements, are recorded as a component of gain (loss) on derivatives on the unaudited condensed consolidated statements of operations. Accordingly, the gain (loss) on derivatives component of the statement of operations reflects the gains and losses on both settled and unsettled derivatives. The Company calculates gains and losses on settled derivatives as the summation of gains and losses on positions which have settled within the reporting period. Only the settled gains and losses are included in the Company's realized commodity price calculations.

The following tables summarize the before-tax effect of the Company's derivative instruments not designated for hedge accounting on the unaudited condensed consolidated statements of operations for the three and six months ended June 30, 2018 and 2017:

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## Unsettled Gain (Loss) on Derivatives Recognized in Earnings

Derivative Instrument	Consolidated Statement of Operations Classification of Gain (Loss) on Derivatives, Unsettled	For the three months ended		For the six months ended	
		June 30, 2018	2017	June 30, 2018	2017
		(in millions)			
Sold fixed price swaps - natural gas	Gain (Loss) on Derivatives	\$ (26)	\$ 58	\$ (29)	\$ 176
Sold fixed price swaps - propane	Gain (Loss) on Derivatives	(12)	–	(9)	–
Sold fixed price swaps - ethane	Gain (Loss) on Derivatives	(2)	–	(2)	–
Two-way costless collars - natural gas	Gain (Loss) on Derivatives	(1)	14	2	45
Three-way costless collars - natural gas	Gain (Loss) on Derivatives	(24)	31	(29)	88
Sold basis swaps - natural gas	Gain (Loss) on Derivatives	(4)	60	16	(43)
Purchased call options - natural gas	Gain (Loss) on Derivatives	(12)	–	4	–
Sold call options - natural gas	Gain (Loss) on Derivatives	31	11	(3)	53
Sold call options - oil	Gain (Loss) on Derivatives	(6)	–	(6)	–
Interest rate swaps	Gain (Loss) on Derivatives	–	(1)	2	–
Total gain (loss) on unsettled derivatives		\$ (56)	\$ 173	\$ (54)	\$ 319

## Settled Gain (Loss) on Derivatives Recognized in Earnings (1)

Derivative Instrument	Consolidated Statement of Operations Classification of Gain (Loss) on Derivatives, Settled	For the three months ended		For the six months ended	
		June 30, 2018	2017	June 30, 2018	2017
		(in millions)			
Sold fixed price swaps - natural gas	Gain (Loss) on Derivatives	\$ 13	\$ (9)	\$ 13	\$ (25)
Sold fixed price swaps - propane	Gain (Loss) on Derivatives	(1)	–	(1)	–
Two-way costless collars - natural gas	Gain (Loss) on Derivatives	–	–	4	(3)
Three-way costless collars - natural gas	Gain (Loss) on Derivatives	12	(1)	19	(5)
Sold basis swaps - natural gas	Gain (Loss) on Derivatives	(3)	(29)	(24)	(30)
Purchased call options - natural gas	Gain (Loss) on Derivatives	–	–	2	(2)
Sold call options - natural gas	Gain (Loss) on Derivatives	–	–	(1)	–
Sold call options - oil	Gain (Loss) on Derivatives	(1)	–	(1)	–
Interest rate swaps	Gain (Loss) on Derivatives	–	–	–	–
Total gain (loss) on settled derivatives		\$ 20	\$ (39)	\$ 11	\$ (69)
Total gain (loss) on derivatives		\$ (36)	\$ 134	\$ (43)	\$ 250

(1) The Company calculates gain (loss) on derivatives, settled, as the summation of gains and losses on positions that settled within the period.

(2) Includes \$1 million amortization of premiums paid related to certain natural gas call options for the six months ended June 30, 2018, which is included in gain (loss) on derivatives on the unaudited condensed consolidated

statements of operations.

(8) RECLASSIFICATIONS FROM ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables detail the components of accumulated other comprehensive income (loss) and the related tax effects for the six months ended June 30, 2018:

(in millions)	Pension and Other Postretirement	Foreign Currency	Total
Beginning balance, December 31, 2017	\$ (30)	\$ (14)	\$ (44)
Other comprehensive income (loss) before reclassifications (1)	—	—	—
Amounts reclassified from other comprehensive income (loss) (1) (2)	—	—	—
Net current-period other comprehensive income (loss)	—	—	—
Ending balance, June 30, 2018	\$ (30)	\$ (14)	\$ (44)

(1) Deferred tax activity related to pension and other postretirement benefits was offset by a valuation allowance, resulting in no tax expense recorded for the period.

(2) See separate table below for details about these reclassifications.

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Details about Accumulated Other Comprehensive Income	Affected Line Item in the Consolidated Statement of Operations	Amount Reclassified from Accumulated Other Comprehensive Income For the six months ended June 30, 2018 (in millions)
Pension and other postretirement: Amortization of prior service cost and net loss (1)	Other Income (Loss), Net Provision (benefit) for income taxes Net income	\$ - - \$ -
Total reclassifications for the period	Net income	\$ -

(1) See Note 12 for additional details regarding the Company's pension and other postretirement benefit plans.

## (9) FAIR VALUE MEASUREMENTS

The carrying amounts and estimated fair values of the Company's financial instruments as of June 30, 2018 and December 31, 2017 were as follows:

June 30, 2018	December 31, 2017
Carrying Fair	Carrying Fair

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(in millions)	Amount	Value	Amount	Value
Cash and cash equivalents	\$ 37	\$ 37	\$ 916	\$ 916
2018 revolving credit facility due April 2023	360	360	–	–
2018 term loan facility due December 2020 (1)(2)	–	–	1,191	1,191
Senior notes (2)	3,242	3,232	3,242	3,358
Derivative instruments, net	21	21	76 (3)	76 (3)

(1) Excludes unamortized debt issuance costs and debt discounts.

(2) Concurrent with the closing of the new 2018 credit facility agreement, the Company repaid the \$1,191 million secured term loan balance on April 26, 2018.

(3) Excludes \$1 million in premiums paid related to certain natural gas call options recognized as a component of derivatives assets within current assets on the condensed consolidated balance sheet.

The carrying values of cash and cash equivalents, including marketable securities, accounts receivable, other current assets, accounts payable and other current liabilities on the unaudited condensed consolidated balance sheets approximate fair value because of their short-term nature. For debt and derivative instruments, the following methods and assumptions were used to estimate fair value:

**Debt:** The fair values of the Company's senior notes were based on the market value of the Company's publicly traded debt as determined based on the market prices of the Company's senior notes. These instruments were previously classified as a Level 2 measurement but substantially all senior notes were updated to a Level 1 measurement in the second quarter of 2018 as the market activity of the Company's debt has resulted in timely quoted prices. The 4.05% Senior Notes due January 2020 remain a Level 2 measurement due to relative market inactivity.

The carrying values of the borrowings under the Company's revolving credit facility (to the extent utilized) and previously its term loan facility approximate fair value because the interest rate is variable and reflective of market rates. The Company considers the fair value of its revolving credit facility to be a Level 1 measurement on the fair value hierarchy.

**Derivative Instruments:** The fair value of all derivative instruments is the amount at which the instrument could be exchanged currently between willing parties. The amounts are based on quoted market prices, best estimates obtained from counterparties and an option pricing model, when necessary, for price option contracts.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. As presented in the tables below, this hierarchy consists of three broad levels:





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Level 1 valuations - Consist of unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority.

Level 2 valuations - Consist of quoted market information for the calculation of fair market value.

Level 3 valuations - Consist of internal estimates and have the lowest priority.

The Company has classified its derivatives into these levels depending upon the data utilized to determine their fair values. The Company's fixed price swaps (Level 2) are estimated using third-party discounted cash flow calculations using the NYMEX futures index for natural gas and oil derivatives and Oil Price Information Service ("OPIS") for ethane and propane derivatives. The Company utilizes discounted cash flow models for valuing its interest rate derivatives (Level 2). The net derivative values attributable to the Company's interest rate derivative contracts as of June 30, 2018 are based on (i) the contracted notional amounts, (ii) active market-quoted London Interbank Offered Rate ("LIBOR") yield curves and (iii) the applicable credit-adjusted risk-free rate yield curve.

The Company's call options, two-way costless collars and three-way costless collars (Level 2) are valued using the Black-Scholes model, an industry standard option valuation model that takes into account inputs such as contract terms, including maturity, and market parameters, including assumptions of the NYMEX and OPIS futures index, interest rates, volatility and credit worthiness. The Company's basis swaps (Level 2) are estimated using third-party calculations based upon forward commodity price curves. These instruments were previously classified as a Level 3 measurement in the fair value hierarchy but were updated to a Level 2 measurement in the second quarter of 2018 as a result of the Company's ability to derive volatility inputs and forward commodity price curves from directly observable sources.

Inputs to the Black-Scholes model, including the volatility input, are obtained from a third-party pricing source, with independent verification of the most significant inputs on a monthly basis. An increase (decrease) in volatility would result in an increase (decrease) in fair value measurement, respectively.

Assets and liabilities measured at fair value on a recurring basis are summarized below:

June 30, 2018  
Fair Value Measurements Using:

(in millions)	Quoted Prices in Significant Active Other Markets (Level 1)			Significant Unobservable Inputs (Level 3)	Assets (Liabilities) at Fair Value
	Observable Inputs (Level 2)				
Assets					
Sold fixed price swap - natural gas	\$ -	\$ 34		\$ -	\$ 34
Two-way costless collar - natural gas	-	14		-	14
Three-way costless collar - natural gas	-	70		-	70
Sold basis swap - natural gas	-	5		-	5
Purchased call option - natural gas	-	6		-	6
Interest rate swap	-	1		-	1
Liabilities					
Sold fixed price swap - natural gas	-	(8)		-	(8)
Sold fixed price swap - propane	-	(9)		-	(9)
Sold fixed price swap - ethane	-	(2)		-	(2)
Two-way costless collar - natural gas	-	(8)		-	(8)
Three-way costless collar - natural gas	-	(44)		-	(44)
Sold basis swap - natural gas	-	(10)		-	(10)
Sold call option - natural gas	-	(21)		-	(21)
Sold call option - oil	-	(7)		-	(7)
Total	\$ -	\$ 21		\$ -	\$ 21

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(in millions)	December 31, 2017			
	Fair Value Measurements Using:			
	Quoted Prices in Significant			
	Active Market (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Assets (Liabilities) at Fair Value
<b>Assets</b>				
Sold fixed price swap - natural gas	\$ -	\$ 56	\$ -	\$ 56
Two-way costless collar - natural gas	-	-	5	5
Three-way costless collar - natural gas	-	-	121	121
Purchased call option - natural gas	-	-	2	2
Sold basis swap - natural gas	-	-	2	2
<b>Liabilities</b>				
Sold fixed price swap - natural gas	-	(1)	-	(1)
Two-way costless collar - natural gas	-	-	(1)	(1)
Three-way costless collar - natural gas	-	-	(66)	(66)
Sold basis swap - natural gas	-	-	(23)	(23)
Sold call option - natural gas	-	-	(18)	(18)
Interest rate swap	-	(1)	-	(1)
<b>Total</b>	<b>\$ -</b>	<b>\$ 54</b>	<b>\$ 22</b>	<b>\$ 76</b>

The table below presents reconciliations for the change in net fair value of derivative assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three and six months ended June 30, 2018 and 2017. The fair values of Level 3 derivative instruments were estimated using proprietary valuation models that utilized both market observable and unobservable parameters. Level 3 instruments presented in the table consisted of net derivatives valued using pricing models incorporating assumptions that, in the Company's judgment, reflected reasonable assumptions a marketplace participant would have used as of June 30, 2018 and 2017.

(in millions)	For the three months ended		For the six months ended	
	June 30, 2018	2017	June 30, 2018	2017
Balance at beginning of period	\$ 22	\$ (168)	\$ 22	\$ (195)
Total gains (losses):				
Included in earnings	(8)	86	(17)	99
Settlements	(8)	30	1	(1)
Transfers into/out of Level 3 (2)	(6)	-	(6)	-
<b>Balance at end of period</b>	<b>\$ -</b>	<b>\$ (52)</b>	<b>\$ -</b>	<b>\$ (52)</b>

Change in gains included in earnings relating to derivatives still held as of June 30 \$ – \$ 116 \$ – \$ 143

- (1) Includes \$1 million amortization of premiums paid related to certain natural gas call options for the six months ended June 30, 2018.
- (2) Commodity derivatives previously presented as Level 3 were transferred to Level 2 in the second quarter of 2018 as the Company moved from using proprietary volatility inputs and forward curves to more widely available published information, increasing market observability.

(10) DEBT

The components of debt as of June 30, 2018 and December 31, 2017 consisted of the following:

(in millions)	June 30, 2018			
	Debt Instrument	Unamortized Issuance Expense	Unamortized Debt Discount	Total
Variable rate (3.49% at June 30, 2018) 2018 revolving credit facility, due April 2023 (1)	\$ 360	\$ –	\$ –	\$ 360
4.05% Senior Notes due January 2020 (2)	92	–	–	92
4.10% Senior Notes due March 2022	1,000	(6)	–	994
4.95% Senior Notes due January 2025 (2)	1,000	(8)	(2)	990
7.50 % Senior Notes due April 2026	650	(9)	–	641
7.75 % Senior Notes due October 2027	500	(7)	–	493
<b>Total debt</b>	<b>\$ 3,602</b>	<b>\$ (30)</b>	<b>\$ (2)</b>	<b>\$ 3,570</b>

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(in millions)	December 31, 2017			Total
	Debt Instrument	Unamortized Issuance Expense	Unamortized Debt Discount	
Variable rate (3.980% at December 31, 2017) 2016 term loan facility, due December 2020 (3)	\$ 1,191	\$ (8)	\$ –	\$ 1,183
4.05% Senior Notes due January 2020 (2)	92	–	–	92
4.10% Senior Notes due March 2022	1,000	(7)	–	993
4.95% Senior Notes due January 2025 (2)	1,000	(8)	(2)	990
7.50% Senior Notes due April 2026	650	(10)	–	640
7.75% Senior Notes due October 2027	500	(7)	–	493
Total debt	\$ 4,433	\$ (40)	\$ (2)	\$ 4,391

(1) The \$12 million of unamortized issuance expense associated with the 2018 revolving credit facility is classified as other long-term assets on the unaudited condensed consolidated balance sheet and includes approximately \$4 million in unamortized issuance expense associated with the Company's previous 2016 revolving credit facility.

(2) In February and June 2016, Moody's and S&P downgraded certain senior notes, increasing the interest rates by 175 basis points effective July 2016. As a result of the downgrades, interest rates increased to 5.80% for the 2020 Notes and 6.70% for the 2025 Notes. In April and May 2018, S&P and Moody's upgraded certain senior notes, decreasing the interest rates by 50 basis points effective July 2018. The first coupon payment to the bondholders at the lower interest rate will be paid in January 2019.

(3) The Company repaid the \$1,191 million secured term loan balance with cash on hand and borrowings under the 2018 credit facility.

## Credit Facilities

## 2013 Credit Facility

In December 2013, the Company entered into a credit agreement that exchanged its previous revolving credit facility. Under the revolving credit facility, the Company had a borrowing capacity of \$2.0 billion. The revolving credit facility was unsecured and was not guaranteed by any subsidiaries. In June 2016, this credit facility was substantially exchanged for a new credit facility comprised of a \$1,191 million secured term loan and a new \$743 million revolving credit facility. The borrowing capacity of the original 2013 credit agreement was reduced from \$2.0 billion to \$66 million, remained unsecured and the maturity remained December 2018. On April 26, 2018 the Company replaced its

2016 credit facility with the 2018 credit facility. Concurrently, the 2013 credit facility was terminated.

#### 2016 Credit Facility

In June 2016, the Company reduced its existing \$2.0 billion unsecured revolving credit facility entered into in December 2013 to \$66 million and entered into a new credit agreement for \$1,934 million, consisting of a \$1,191 million secured term loan and a new \$743 million unsecured revolving credit facility, maturing in December 2020. Concurrent with the closing of the new 2018 credit facility agreement on April 26, 2018, the Company repaid the \$1,191 million secured term loan balance and recognized a loss on early debt extinguishment of \$8 million on the unaudited condensed consolidated income statement related to the unamortized issuance expense. In addition, approximately \$4 million of unamortized issuance expense associated with the closed \$743 million revolving credit facility has been carried forward into the unamortized issuance expenses of the 2018 credit facility. At December 31, 2017 the \$1,191 million secured term loan was fully drawn and there were no borrowings under either revolving credit facility; however, \$323 million in letters of credit was outstanding under the 2016 revolving credit facility.

#### 2018 Revolving Credit Facility

On April 26, 2018, as part of the Company's strategic effort to simplify the capital structure, increase financial flexibility and reduce costs, the Company replaced its 2016 credit facility (which consisted of a \$1,191 million secured term loan and an unsecured \$743 million revolving credit facility) with a new revolving credit facility (the "2018 credit facility"), with initial aggregate commitments of \$2.0 billion, an initial borrowing base of \$3.2 billion and an aggregate maximum revolving credit amount of \$3.5 billion. The 2018 credit facility is secured by substantially all of the assets owned by the Company and its subsidiaries.

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The 2018 credit facility matures on April 26, 2023, provided that if the Company has not amended, redeemed or refinanced at least \$700 million of its 2022 Senior Notes on or before December 14, 2021, the 2018 credit facility will mature on December 14, 2021.

Loans under the 2018 credit facility are subject to varying rates of interest based on whether the loan is a Eurodollar loan or an alternate base rate loan. Eurodollar loans bear interest at the Eurodollar rate, which is adjusted LIBOR for such interest period plus the applicable margin (as those terms are defined in the 2018 credit facility documentation). The applicable margin for Eurodollar loans under the 2018 credit facility ranges from 1.50% to 2.50% based on the Company's utilization of the borrowing base under the 2018 credit facility. Alternate base rate loans bear interest at the alternate base rate plus the applicable margin. The applicable margin for alternate base rate loans under the 2018 credit facility ranges from 0.50% to 1.50% based on the Company's utilization of the borrowing base under the 2018 credit facility.

The 2018 credit facility contains customary representations and warranties and contains covenants including, among others, the following:

- a prohibition against incurring debt, subject to permitted exceptions;
- a restriction on creating liens on assets, subject to permitted exceptions;
- restrictions on mergers and asset dispositions;
- restrictions on use of proceeds, investments, transactions with affiliates, or change of principal business; and
- maintenance of the following financial covenants, commencing with the fiscal quarter ending June 30, 2018:
  1. Minimum current ratio of no less than 1.00 to 1.00, whereby current ratio is defined as the Company's consolidated current assets (including unused commitments under the credit agreement, but excluding non-cash derivative assets) to consolidated current liabilities (excluding non-cash derivative obligations and current maturities of long-term debt).
  2. Maximum total net leverage ratio of no less than (i) with respect to each fiscal quarter ending during the period from June 30, 2018 through March 31, 2019, 4.50 to 1.00, (ii) with respect to each fiscal quarter ending during the period from June 30, 2019 through March 31, 2020, 4.25 to 1.00, and (iii) with respect to each fiscal quarter ending on or after June 30, 2020, 4.00 to 1.00. Total net leverage ratio is defined as total debt less cash on hand (up to the lesser of 10% of credit limit or \$150 million) divided by consolidated EBITDAX for the last four consecutive quarters. EBITDAX, as defined in the Company's 2018 credit agreement, excludes the effects of interest expense, depreciation, depletion and amortization, income tax, any non-cash impacts from impairments, certain non-cash hedging activities, stock-based compensation expense, non-cash gains or losses on asset sales, unamortized issuance cost, unamortized debt discount and certain restructuring costs.

The 2018 credit facility contains customary events of default that include, among other things, the failure to comply with the financial covenants described above, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, bankruptcy and insolvency events, material judgments and cross-defaults to material indebtedness. If an event of default occurs and is continuing, all amounts outstanding under the 2018 credit facility may become immediately due and payable.

Pursuant to requirements under the indentures governing its senior notes, each subsidiary that became a guarantor of the 2018 credit facility also became a guarantor of each of the Company's senior notes. See Note 17 for the Company's Condensed Consolidated Financial Information, presented in accordance with Rule 3-10 of Regulation S-X.

Concurrent with the closing of the 2018 credit agreement, the Company repaid the \$1,191 million secured term loan balance with cash on hand and borrowings under the new revolving credit facility. As of June 30, 2018, the Company's borrowings under the 2018 revolving credit facility were \$360 million. Additionally, at June 30, 2018 the Company had \$169 million in letters of credit outstanding under the 2018 revolving credit facility.

As of June 30, 2018, the Company was in compliance with all of the covenants of this credit agreement in all material respects.



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Senior Notes

In January 2015, the Company completed a public offering of \$350 million aggregate principal amount of its 3.30% senior notes due 2018 (the “2018 Notes”), \$850 million aggregate principal amount of its 4.05% senior notes due 2020 (the “2020 Notes”) and \$1.0 billion aggregate principal amount of its 4.95% senior notes due 2025 (the “2025 Notes” together with the 2018 and 2020 Notes, the “Notes”), with net proceeds from the offering totaling approximately \$2.2 billion after underwriting discounts and offering expenses. The interest rates on the Notes are determined based upon the public bond ratings from Moody’s and S&P. Downgrades on the Notes from either rating agency increase interest costs by 25 basis points per downgrade level and upgrades decrease interest costs by 25 basis points per upgrade level, up to the stated coupon rate, on the following semi-annual bond interest payment. In February and June 2016, Moody’s and S&P downgraded the Notes, increasing the interest rates by 175 basis points effective July 2016. As a result of these downgrades, interest rates increased to 5.80% for the 2020 Notes and 6.70% for the 2025 Notes. In the event of future downgrades, the coupons for this series of notes are capped at 6.05% and 6.95%, respectively. The first coupon payment to the bondholders at the higher interest rates was paid in January 2017. S&P and Moody’s upgraded the Notes in April and May 2018, respectively, decreasing the interest rates by 50 basis points effective July 2018. The first coupon payment to the bondholders at the lower interest rates will be paid in January 2019.

During the first half of 2017, the Company redeemed or repurchased (i) the remaining \$38 million principal amount of its outstanding 2018 Notes, (ii) the remaining \$212 million principal amount of its outstanding 7.50% Senior Notes due February 2018 and (iii) the remaining \$26 million principal amount of its outstanding 7.15% Senior Notes due June 2018, and recognized an \$11 million loss on the extinguishment of debt, \$10 million of which was recognized in the three months ended June 30, 2017.

In September 2017, the Company completed a public offering of \$650 million aggregate principal amount of its 7.50% senior notes due 2026 (the “2026 Notes”) and \$500 million aggregate principal amount of its 7.75% senior notes due 2027 (the “2027 Notes”), with net proceeds from the offering totaling approximately \$1.1 billion after underwriting discounts and offering expenses. Both series of senior notes were sold to the public at face value. The proceeds from this offering were used to purchase \$758 million of the Company’s 2020 Notes in a tender offer and to repay the outstanding balance of \$327 million on the Company’s 2015 term loan. The Company recognized a loss on extinguishment of debt of \$59 million, which included \$53 million of premiums paid.

(11) COMMITMENTS AND CONTINGENCIES

Operating Commitments and Contingencies

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As of June 30, 2018, the Company's contractual obligations for demand and similar charges under firm transportation and gathering agreements to guarantee access capacity on natural gas and liquids pipelines and gathering systems totaled approximately \$9.3 billion, \$3.6 billion of which related to access capacity on future pipeline and gathering infrastructure projects that still require the granting of regulatory approvals and additional construction efforts. The Company also had guarantee obligations of up to \$835 million of that amount. As of June 30, 2018, future payments under non-cancelable firm transportation and gathering agreements were as follows:

(in millions)	Payments Due by Period					More than 8 Years
	Total	Less than 1 Year	1 to 3 Years	3 to 5 Years	5 to 8 Years	
Infrastructure Currently in Service	\$ 5,762	\$ 632	\$ 1,167	\$ 864	\$ 1,106	\$ 1,993
Pending Regulatory Approval and/or Construction (1)	3,566	78	344	451	731	1,962
Total Transportation Charges	\$ 9,328	\$ 710	\$ 1,511	\$ 1,315	\$ 1,837	\$ 3,955

(1) Based on estimated in-service dates as of June 30, 2018.

#### Environmental Risk

The Company is subject to laws and regulations relating to the protection of the environment. Environmental and cleanup related costs of a non-capital nature are accrued when it is both probable that a liability has been incurred and

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when the amount can be reasonably estimated. Management believes any future remediation or other compliance related costs will not have a material effect on the financial position, results of operations or cash flows of the Company.

Litigation

The Company is subject to various litigation, claims and proceedings that have arisen in the ordinary course of business, such as for alleged breaches of contract, miscalculation of royalties, employment matters, traffic accidents, pollution, contamination, encroachment on others' property or nuisance. The Company accrues for such items when a liability is both probable and the amount can be reasonably estimated. Management believes that current litigation, claims and proceedings, individually or in aggregate and after taking into account insurance, are not likely to have a material adverse impact on the Company's financial position, results of operations or cash flows, for the period in which the effect of that outcome becomes reasonably estimable. Many of these matters are in early stages, so the allegations and the damage theories have not been fully developed, and are all subject to inherent uncertainties; therefore, management's view may change in the future.

Arkansas Royalty Litigation

The Company has been a defendant in three certified class actions alleging that the Company underpaid lessors of lands in Arkansas by deducting from royalty payments costs for gathering, transportation and compression of natural gas in excess of what is permitted by the relevant leases. Two of the these class actions were filed in Arkansas state courts and the third in the United States District Court for the Eastern District of Arkansas. The Company denied liability in all these cases.

In June 2017, the jury returned a verdict in favor of the Company on all counts in Smith v. SEECO, Inc. et al., the class action in the federal court, whose plaintiff class comprises the vast majority of the lessors in these cases. The plaintiff had asserted claims for, among other things, breach of contract, fraud, civil conspiracy, unjust enrichment and violation of certain Arkansas statutes. Following the verdict, the court entered judgment in favor of the Company on all claims. The trial court denied the plaintiff's motion for a new trial, and the plaintiff has filed a notice of appeal with the United States Court of Appeals for the Eighth Circuit. Independent of the plaintiff's appeal, several different parties sought to intervene in the Smith case prior to or shortly after trial, and have appealed the trial court's order denying their request to intervene. Briefing is complete in the intervenor's appeal, and oral argument is expected to occur sometime in the third quarter of 2018.

In the second quarter of 2018, the Company entered into an agreement to settle another of the class actions, which has been pending in the Circuit Court of Conway County, Arkansas under the caption Snow et al. v. SEECO, Inc., et al. The proposed settlement has received preliminary approval from the court in Arkansas and is subject to its final approval. The hearing for final approval is scheduled during the third quarter of 2018. The amount of the settlement is reflected in the Company's unaudited condensed consolidated statement of operations for the second quarter of 2018. The third class action was dismissed in the second quarter of 2018.

A small percentage of the Company's Arkansas lessors opted out of the Smith and the Snow cases. Most of those have filed separate actions. The Company does not expect those cases to have a material adverse effect on the results of operations, financial position or cash flows of the Company. Additionally, it is not possible at this time to estimate the amount of any additional loss, or range of loss, that is reasonably possible.

#### Indemnifications

The Company provides certain indemnifications in relation to dispositions of assets. These indemnifications typically relate to disputes, litigation or tax matters existing at the date of disposition. No material liabilities have been recognized in connection with these indemnifications.

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## (12) PENSION PLAN AND OTHER POSTRETIREMENT BENEFITS

The Company maintains defined pension and other postretirement benefit plans, which cover substantially all of the Company's employees. Net periodic pension costs include the following components for the three and six months ended June 30, 2018 and 2017:

(in millions)	Consolidated Statements of Operations	Pension Benefits			
		For the three months ended June 30,		For the six months ended June 30,	
	Classification of Net Periodic Benefit Costs (1)	2018	2017	2018	2017
Service cost	General and administrative expenses	\$ 3	\$ 3	\$ 6	\$ 5
Interest cost	Other Income (Loss), Net	1	1	3	2
Expected return on plan assets	Other Income (Loss), Net	(2)	(2)	(4)	(3)
Amortization of prior service cost	Other Income (Loss), Net	–	–	–	–
Amortization of net loss	Other Income (Loss), Net	–	–	–	1
Net periodic benefit cost		\$ 2	\$ 2	\$ 5	\$ 5

(1) In the first quarter of 2018, the Company adopted Accounting Standards Update No. 2017-07, which requires the service cost component to be disaggregated from the other components of net benefit cost, which are to be presented outside of income from operations. See [Note 16 – New Accounting Pronouncements](#) for more information regarding this update.

The Company's other postretirement benefit plan had a net periodic benefit cost of \$1 million for the three months ended June 30, 2018, a marginal net periodic benefit cost for the three months ended June 30, 2017 and a net periodic benefit cost of \$2 million and \$1 million for the six months ended June 30, 2018 and 2017, respectively.

As of June 30, 2018, the Company has contributed \$8 million to the pension and other postretirement benefit plans in 2018. The Company expects to contribute an additional \$4 million to its pension plan during the remainder of 2018. The Company recognized a liability of \$38 million and \$18 million related to its pension and other postretirement benefits, respectively, as of June 30, 2018, compared to a liability of \$42 million and \$17 million as of December 31, 2017.

The Company maintains a non-qualified deferred compensation supplemental retirement savings plan ("Non-Qualified Plan") for certain key employees who may elect to defer and contribute a portion of their compensation, as permitted by the Non-Qualified Plan. Shares of the Company's common stock purchased under the terms of the Non-Qualified

Plan are presented as treasury stock and totaled 31,269 shares at June 30, 2018 and December 31, 2017.

(13) STOCK-BASED COMPENSATION

On June 27, 2018, the Company announced a reduction in workforce. Unvested stock-based awards of the affected employees were subsequently forfeited with the approximate fair value of a portion of those cancelled awards to be included in a cash severance payment expected to be paid in the third quarter of 2018. Stock-based compensation costs recognized prior to the cancellation as either general and administrative expense or capitalized expense were subsequently reclassified as restructuring charges for the three and six months ended June 30, 2018 on the unaudited condensed consolidated statements of operations.

The Company recognized the following amounts in total employee stock-based compensation costs for the three and six months ended June 30, 2018 and 2017:

(in millions)	For the three months ended June 30,		For the six months ended June 30,	
	2018	2017	2018	2017
Stock-based compensation cost – expensed (1)	\$ 8	\$ 6	\$ 13	\$ 12
Stock-based compensation cost – capitalized (2)	\$ 4	\$ 4	\$ 7	\$ 8

(1) Does not include approximately \$1 million for the three and six months ended June 30, 2018 related to the unvested portion of share-based awards that were forfeited as a result of the reduction in workforce. These costs are reflected in restructuring charges on the unaudited condensed consolidating statements of operations.

(2) Does not include approximately \$1 million for the three and six months ended June 30, 2018 related to the unvested portion of share-based awards that were forfeited as a result of the reduction in workforce. These costs were reclassified from capitalization and are reflected in restructuring charges on the unaudited condensed consolidating statements of operations.



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The Company's stock-based compensation is classified as either equity awards or liability awards in accordance with GAAP. The fair value of an equity-classified award is determined at the grant date and is amortized to general and administrative expense and capitalized expense on a straight-line basis over the vesting period of the award. The fair value of a liability-classified award is determined on a quarterly basis beginning at the grant date until final vesting. Changes in the fair value of liability-classified awards are recorded to general and administrative expense and capitalized expense over the vesting period of the award.

## Equity-Classified Awards

The Company recognized the following amounts in employee equity-classified stock-based compensation costs for the three and six months ended June 30, 2018 and 2017:

(in millions)	For the three months ended June 30,		For the six months ended June 30,	
	2018	2017	2018	2017
Equity-classified awards – expensed (1)	\$ 5	\$ 6	\$ 9	\$ 12
Equity-classified awards – capitalized (2)	\$ 1	\$ 4	\$ 4	\$ 8

(1) Does not include approximately \$1 million for the three and six months ended June 30, 2018 related to the unvested portion of share-based awards that were forfeited as a result of the reduction in workforce. These costs are reflected in restructuring charges on the unaudited condensed consolidating statements of operations.

(2) Does not include approximately \$1 million for the three and six months ended June 30, 2018 related to the unvested portion of share-based awards that were forfeited as a result of the reduction in workforce. These costs were reclassified from capitalization and are reflected in restructuring charges on the unaudited condensed consolidating statements of operations.

As of June 30, 2018, there was \$36 million of total unrecognized compensation cost related to the Company's unvested equity-classified stock option grants, equity-classified restricted stock grants and equity-classified performance units. This cost is expected to be recognized over a weighted-average period of two years.



## Equity-Classified Stock Options

The following table summarizes equity-classified stock option activity for the six months ended June 30, 2018 and provides information for options outstanding and options exercisable as of June 30, 2018:

	Number of Options (in thousands)	Weighted Average Exercise Price
Outstanding at December 31, 2017	6,020	\$ 19.43
Granted	–	–
Exercised	–	–
Forfeited or expired	(10)	39.67
Outstanding at June 30, 2018	6,010	19.39
Exercisable at June 30, 2018	4,377	23.76

## Equity-Classified Restricted Stock

The following table summarizes equity-classified restricted stock activity for the six months ended June 30, 2018 and provides information for unvested shares as of June 30, 2018:

	Number of Shares (in thousands)	Weighted Average Fair Value
Unvested shares at December 31, 2017	6,254	\$ 8.85
Granted	313	4.67
Vested	(1,472)	8.36
Forfeited (1)	(907)	9.03
Unvested shares at June 30, 2018	4,188	8.67

(1) Includes 609,347 shares forfeited as a result of the reduction in workforce.



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## Equity-Classified Performance Units

The following table summarizes equity-classified performance unit activity for the six months ended June 30, 2018 and provides information for unvested units as of June 30, 2018. The performance unit awards granted in 2015, 2016 and 2017 include a market condition based exclusively on the fair value of the Total Shareholder Return (“TSR”), as calculated by a Monte Carlo model. The total fair value of the performance units is amortized to compensation expense on a straight line basis over the vesting period of the award. The grant date fair value is calculated using the closing price of the Company’s common stock at the grant date.

	Number of Units (1) (in thousands)	Weighted Average Fair Value
Unvested units at December 31, 2017	1,084	\$ 10.12
Granted	–	–
Vested	(290)	10.47
Forfeited (2)	(99)	9.92
Unvested units at June 30, 2018	695	10.01

(1) These amounts reflect the number of performance units granted in thousands. The actual payout of shares may range from a minimum of zero shares to a maximum of two shares per unit contingent upon TSR. The performance units have a three-year vesting term and the actual disbursement of shares, if any, is determined during the first quarter following the end of the three-year vesting period.

(2) Includes 80,512 units forfeited as a result of the reduction in workforce.

## Liability-Classified Awards

The Company recognized the following amounts in employee liability-classified stock-based compensation costs for the three and six months ended June 30, 2018:

	For the three months ended June 30, 2018	For the six months ended June 30, 2018
(in millions)		
Liability-classified stock-based compensation cost – expensed (1)	\$ 3	\$ 4
Liability-classified stock-based compensation cost – capitalized (2)	\$ 3	\$ 3

- (1) Does not include approximately \$421,000 for the three and six months ended June 30, 2018 related to the unvested portion of share-based awards that were forfeited as a result of the reduction in workforce. These costs are reflected in restructuring charges on the unaudited condensed consolidating statements of operations.
- (2) Does not include approximately \$438,000 for the three and six months ended June 30, 2018 related to the unvested portion of share-based awards that were forfeited as a result of the reduction in workforce. These costs were reclassified from capitalization and are reflected in restructuring charges on the unaudited condensed consolidating statements of operations.

#### Liability-Classified Restricted Stock Units

In the second quarter of 2018, the Company granted restricted stock units that vest over a period of four years and are payable in either cash or shares at the option of the Compensation Committee of the Company's Board of Directors. The Company has accounted for these as liability-classified awards, and accordingly changes in the market value of the instruments will be recorded to general and administrative expense and capitalized expense over the vesting period of the award. As of June 30, 2018, there was \$50 million of total unrecognized compensation cost related to liability-classified restricted stock units that is expected to be recognized over a weighted-average period of four years.

	Number of Units (in thousands)	Weighted Average Fair Value
Unvested shares at December 31, 2017	–	\$ –
Granted	12,216	3.69
Vested	(180)	3.69
Forfeited (1)	(1,834)	5.12
Unvested units at June 30, 2018	10,202	5.30

- (1) Includes 1,441,200 units cancelled as a result of the reduction in workforce.



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## Liability-Classified Performance Units

In the first half of 2018, the Company granted performance units that vest over a three-year period and are payable in either cash or shares at the option of the Compensation Committee of the Company's Board of Directors. The Company has accounted for these as liability-classified awards, and accordingly changes in the fair market value of the instruments will be recorded to general and administrative expense and capitalized expense over the vesting period of the awards. The performance unit awards granted in 2018 include a performance condition based on cash flow per debt-adjusted share and two market conditions, one based on absolute TSR and the other on relative TSR as compared to a group of the Company's peers, collectively the "Performance Measures." The fair values of the two market conditions are calculated by Monte Carlo models on a quarterly basis. As of June 30, 2018, there was \$18 million of total unrecognized compensation cost related to liability-classified performance units. This cost is expected to be recognized over a weighted-average period of three years. The final value of the performance unit awards is contingent upon the Company's actual performance against the Performance Measures.

	Number of Shares (in thousands)	Weighted Average Fair Value
Unvested shares at December 31, 2017	–	\$ –
Granted	3,200	3.70
Vested	–	–
Forfeited (1)	(156)	4.90
Unvested units at June 30, 2018	3,044	5.30

(1) Includes 155,730 units forfeited as a result of the reduction in workforce.

## (14) SEGMENT INFORMATION

The Company's reportable business segments have been identified based on the differences in products or services provided. Revenues for the E&P segment are derived from the production and sale of natural gas and liquids. The Midstream segment generates revenue through the marketing of both Company and third-party produced natural gas and liquids volumes and through gathering fees associated with the transportation of natural gas to market.

Summarized financial information for the Company's reportable segments is shown in the following table. The accounting policies of the segments are the same as those described in Note 1 of the Notes to Consolidated Financial Statements included in Item 8 of the 2017 Annual Report. Management evaluates the performance of its segments based on operating income, defined as operating revenues less operating costs. Income before income taxes, for the purpose of reconciling the operating income amount shown below to consolidated income before income taxes, is the sum of operating income, interest expense, gain (loss) on derivatives and other income (loss). The "Other" column includes items not related to the Company's reportable segments, including real estate and corporate items.

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	E&P	Midstream	Other	Total
	(in millions)			
Three months ended June 30, 2018:				
Revenues from external customers	\$ 527	\$ 289	\$ –	\$ 816
Intersegment revenues	(7)	508	–	501
Depreciation, depletion and amortization expense	126	16	–	142
Operating income	97 (1)	27	(2)	124
Interest expense (3)	32	–	–	32
Loss on derivatives	(36)	–	–	(36)
Loss on early extinguishment of debt	–	–	(8)	(8)
Other income, net	3	–	–	3
Assets	5,583	1,228	231 (4)	7,042
Capital investments (5)	396	5	2	403
Three months ended June 30, 2017:				
Revenues from external customers	\$ 531	\$ 280	\$ –	\$ 811
Intersegment revenues	(5)	542	–	537
Depreciation, depletion and amortization expense	107	16	–	123
Operating income	146	42	–	188
Interest expense (3)	34	–	–	34
Gain on derivatives	134	–	–	134
Loss on early extinguishment of debt	–	–	(10)	(10)
Other income, net	2	4	–	6
Assets	4,633	1,281	1,236 (4)	7,150
Capital investments (5)	318	6	1	325
Six months ended June 30, 2018:				
Revenues from external customers	\$ 1,170	\$ 566	\$ –	\$ 1,736
Intersegment revenues	(13)	1,127	–	1,114
Depreciation, depletion and amortization expense	243	42	(6)	285
Operating income	335 (1)	44	(2)	379
Interest expense (3)	71	–	–	71
Gain on derivatives	(43)	–	–	(43)
Loss on early extinguishment of debt	–	–	(8)	(8)
Other income (loss), net	3	(1)	–	2



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Assets	5,583	1,228	231 (4)	7,042
Capital investments (5)	730	9	2	741
Six months ended June 30, 2017:				
Revenues from external customers	\$ 1,097	\$ 560	\$ –	\$ 1,657
Intersegment revenues	(8)	1,120	–	1,112
Depreciation, depletion and amortization expense	197	32	–	229
Operating income	371	83	–	454
Interest expense (3)	66	–	–	66
Gain on derivatives	250	–	–	250
Loss on early extinguishment of debt	–	–	(11)	(11)
Other income, net	4	4	–	8
Assets	4,633	1,281	1,236 (4)	7,150
Capital investments (5)	601	12	2	615

- (1) Operating income for the E&P segment includes \$16 million related to restructuring charges for the three and six months ended June 30, 2018.
- (2) Operating income for the Midstream segment includes \$2 million related to restructuring charges for the three and six months ended June 30, 2018.
- (3) Interest expense by segment is an allocation of corporate amounts as they are incurred at the corporate level.
- (4) Other assets represent corporate assets not allocated to segments and assets for non-reportable segments. At June 30, 2018 and 2017, other assets includes approximately \$37 million and \$1.1 billion in cash and cash equivalents, respectively.

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(5) Capital investments include increases of \$19 million and \$41 million for the three months ended June 30, 2018 and 2017, respectively, and an increase of \$52 million and a decrease of \$11 million for the six months ended June 30, 2018 and 2017, respectively, relating to the change in capital accruals between periods.

(6) Includes a \$10 million impairment related to certain non-core gathering assets.

Included in intersegment revenues of the Midstream segment are \$463 million and \$490 million for the three months ended June 30, 2018 and 2017, respectively and \$1,039 million and \$1,014 million for the six months ended June 30, 2018 and 2017, respectively for marketing of the Company's E&P sales. Corporate assets include cash and cash equivalents, furniture and fixtures and other costs. Corporate general and administrative costs, depreciation expense and taxes, other than income taxes, are allocated to the segments.

(15) INCOME TAXES

The Company's effective tax rate was approximately 0% for the three and six months ended June 30, 2018 and 2017, primarily as a result of the recognition of a valuation allowance. A valuation allowance for deferred tax assets, including net operating losses, is recognized when it is more likely than not that some or all of the benefit from the deferred tax assets will not be realized. To assess that likelihood, the Company uses estimates and judgment regarding future taxable income, and considers the tax consequences in the jurisdiction where such taxable income is generated, to determine whether a valuation allowance is required. Such evidence can include current financial position, results of operations, both actual and forecasted, the reversal of deferred tax liabilities, and tax planning strategies as well as the current and forecasted business economics of the oil and gas industry.

The Company maintained its net deferred tax asset position at June 30, 2018 primarily due to the write-downs of the carrying value of natural gas and oil properties in 2015 and 2016. The Company recorded decreases in its valuation allowance of \$13 million and \$64 million for the three and six months ended June 30, 2018, respectively. Management assesses the available positive and negative evidence to estimate whether sufficient future taxable income will be generated to permit the use of deferred tax assets. In management's view, the cumulative loss incurred over recent years outweighs any positive factors, such as the possibility of future growth. The amount of the deferred tax assets considered realizable, however, could be adjusted if estimates of future taxable income are increased or if objective negative evidence in the form of cumulative losses is no longer present and additional weight is given to subjective evidence such as future expected growth.

On December 22, 2017 the Tax Cuts and Jobs Act ("Tax Reform") was enacted, which made significant changes to the U.S. federal income tax law affecting the Company. Major changes in this legislation applicable to the Company

relate to the reduction in tax rate for corporations to 21%, repeal of the corporate alternative minimum tax, interest deductibility and net operating loss carryforward limitations, changes to certain executive compensation and full expensing provisions related to business assets. The Company included Tax Reform impacts in its 2017 Annual Report and continues to examine the impact of this legislation and future regulations. The 2018 tax accrual calculated under the estimated annual effective tax rate method reflects the Tax Reform changes that took effect January 1, 2018. Due to the tax valuation allowance currently in place, any adjustments required to deferred taxes in the current interim period would be fully offset by valuation allowance adjustments and are immaterial to the financial statements.

In February 2018, the FASB issued Accounting Standards Update No. 2018-02 amending the FASB Accounting Standards relating to tax effects in accumulated other comprehensive income. See Note 16 – New Accounting Pronouncements for more information regarding this update.

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(16) NEW ACCOUNTING PRONOUNCEMENTS

New Accounting Standards Implemented

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue with Contracts from Customers (Topic 606) (ASC 606, as subsequently amended). ASC 606 supersedes the revenue recognition requirements in Topic 605, Revenue Recognition, and requires entities to recognize revenue when control of the promised goods or services is transferred to customers at an amount that reflects the consideration to which an entity expects to be entitled to in exchange for those goods and services. For public entities, ASC 606 became effective for fiscal years beginning after December 15, 2017. The Company adopted ASC 606 with an effective date of January 1, 2018 using the modified retrospective approach. The adoption of this standard did not have a material effect on the Company's unaudited condensed consolidated results of operations, financial position or cash flows. Additional disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flow from contracts with customers are available in Note 2 – Revenue Recognition.

In March 2017, the FASB issued Accounting Standards Update No. 2017-07, Compensation - Retirement Benefits (Topic 715) (“Update 2017-07”), which provides additional guidance on the presentation of net benefit cost in the statement of operations and on the components eligible for capitalization in assets. The guidance requires employers to disaggregate the service cost component from the other components of net benefit cost. The service cost component of the net periodic benefit cost shall be reported in the same line item as other compensation costs arising from services rendered by the employees during the period, except for amounts capitalized. All other components of net benefit cost shall be presented outside of a subtotal for income from operations. The Company adopted Update 2017-07 during the first quarter of 2018 resulting in no material impact to its unaudited condensed consolidated statements of operations, financial position or cash flows. The non-service cost components of net periodic benefit cost are presented as a component of Other Income (Loss), Net for the six months ended June 30, 2018 and 2017, and are disclosed in Note 12 – Pension Plan and Other Postretirement Benefits. The Company ceased capitalizing the non-service cost components of net periodic benefit costs prospectively as of the beginning of the first quarter of 2018.

In August 2016, the FASB issued Accounting Standards Update No. 2016-15, Statement of Cash Flows (Topic 230) (“Update 2016-15”), which seeks to reduce the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The Company adopted this Update during the first quarter of 2018 resulting in no impact on its unaudited condensed consolidated statements of cash flows.

In February 2018, the FASB issued Accounting Standards Update No. 2018-02 that will amend the FASB Accounting Standards relating to tax effects in accumulated other comprehensive income (Topic 220) (“Update 2018-02”). Update 2018-02 permits a company to reclassify the stranded income tax effects of Tax Reform on items within accumulated

comprehensive income to retained earnings. Although the amendments in Update 2018-02 are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, the Company has elected to early adopt the amendments of Update 2018-02 for the current period. The implementation did not have a material impact on the Company's unaudited condensed consolidated statement of operations, financial position or cash flows due to the tax valuation allowance currently in place. Any adjustments required under this Update would be fully offset by valuation allowance adjustments for both continuing operations and accumulated other comprehensive income.

#### New Accounting Standards Not Yet Implemented

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, Leases (Topic 842) ("Update 2016-02"), which seeks to increase transparency and comparability among organizations by, among other things, recognizing lease assets and lease liabilities on the balance sheet for leases classified as operating leases under previous GAAP and disclosing key information about leasing arrangements. The codification was amended through additional ASUs. Through June 2018, the Company made progress on contract reviews, drafting its accounting policies, evaluating the new disclosure requirements and implementing a software solution. The Company will continue assessing the effect that Update 2016-02 and related ASUs may have on its consolidated financial statements and related disclosures, and anticipates that its assessment will be complete in 2018. For public entities, Update 2016-02 becomes effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted.

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## (17) CONDENSED CONSOLIDATING FINANCIAL INFORMATION

On April 26, 2018, the Company entered into the 2018 credit facility. Pursuant to requirements under the indentures governing its senior notes, each subsidiary that became a guarantor of the 2018 credit facility also became a guarantor of each of the Company's senior notes. The 2018 credit facility and senior notes are guaranteed on a senior unsecured basis by the Company, along with its material subsidiaries (the "Guarantor Subsidiaries"), which are 100% owned by the Company. These guarantees are full and unconditional and joint and several among the Guarantor Subsidiaries.

Certain of the Company's operating units which are accounted for on a consolidated basis do not guarantee the 2018 credit facility and senior notes ("Non-Guarantor Subsidiaries"). See Note 10 – Debt for additional information on the Company's 2018 revolving credit facility and senior notes.

The following financial information reflects consolidating financial information of Southwestern Energy Company (the parent and issuer company), its Guarantor Subsidiaries on a combined basis and the Non-Guarantor Subsidiaries on a combined basis, prepared on the equity basis of accounting. The information is presented in accordance with the requirements of Rule 3-10 under the SEC's Regulation S-X. The financial information may not necessarily be indicative of results of operations, cash flows or financial position had the Guarantor Subsidiaries operated as independent entities.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Three months ended June 30, 2018:					
Operating Revenues:					
Gas sales	\$ –	\$ 407	\$ –	\$ –	\$ 407
Oil sales	–	44	–	–	44
NGL sales	–	75	–	–	75
Marketing	–	265	–	–	265
Gas gathering	–	24	–	–	24
Other	–	1	–	–	1
	–	816	–	–	816
Operating Costs and Expenses:					
Marketing purchases	–	265	–	–	265
Operating expenses	–	193	–	–	193
General and administrative expenses	–	59	–	–	59
Restructuring charges	–	18	–	–	18
Depreciation, depletion and amortization	–	142	–	–	142
Taxes, other than income taxes	–	15	–	–	15

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	–	692	–	–	692
Operating Income	–	124	–	–	124
Interest Expense, Net	32	–	–	–	32
Loss on Derivatives	–	(36)	–	–	(36)
Loss on Early Extinguishment of Debt	(8)	–	–	–	(8)
Other Income, Net	–	3	–	–	3
Equity in Earnings of Subsidiaries	91	–	–	(91)	–
Income (Loss) Before Income Taxes	51	91	–	(91)	51
Provision (Benefit) for Income Taxes	–	–	–	–	–
Net Income (Loss)	\$ 51	\$ 91	\$ –	\$ (91)	\$ 51
Mandatory convertible preferred stock dividend	–	–	–	–	–
Participating securities - mandatory convertible preferred stock	–	–	–	–	–
Net Income (Loss) Attributable to Common Stock	\$ 51	\$ 91	\$ –	\$ (91)	\$ 51
Net Income (Loss)	\$ 51	\$ 91	\$ –	\$ (91)	\$ 51
Other comprehensive income	–	–	–	–	–
Comprehensive Income (Loss)	\$ 51	\$ 91	\$ –	\$ (91)	\$ 51

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## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Three months ended June 30, 2017:					
Operating Revenues:					
Gas sales	\$ –	\$ 471	\$ –	\$ –	\$ 471
Oil sales	–	23	–	–	23
NGL sales	–	37	–	–	37
Marketing	–	250	–	–	250
Gas gathering	–	30	–	–	30
Other	–	–	–	–	–
	–	811	–	–	811
Operating Costs and Expenses:					
Marketing purchases	–	253	–	–	253
Operating expenses	–	164	–	–	164
General and administrative expenses	–	58	–	–	58
Depreciation, depletion and amortization	–	123	–	–	123
Taxes, other than income taxes	–	25	–	–	25
	–	623	–	–	623
Operating Income	–	188	–	–	188
Interest Expense, Net	34	–	–	–	34
Gain on Derivatives	–	134	–	–	134
Loss on Early Extinguishment of Debt	(10)	–	–	–	(10)
Other Income, Net	–	6	–	–	6
Equity in Earnings of Subsidiaries	328	–	–	(328)	–
Income (Loss) Before Income Taxes	284	328	–	(328)	284
Provision (Benefit) for Income Taxes	–	–	–	–	–
Net Income (Loss)	\$ 284	\$ 328	\$ –	\$ (328)	\$ 284
Mandatory convertible preferred stock dividend	27	–	–	–	27
Participating securities - mandatory convertible preferred stock	33	–	–	–	33
Net Income (Loss) Attributable to Common Stock	\$ 224	\$ 328	\$ –	\$ (328)	\$ 224
Net Income (Loss)	\$ 284	\$ 328	\$ –	\$ (328)	\$ 284
Other comprehensive income	1	–	–	–	1
Comprehensive Income (Loss)	\$ 285	\$ 328	\$ –	\$ (328)	\$ 285



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## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Six months ended June 30, 2018:					
Operating Revenues:					
Gas sales	\$ –	\$ 947	\$ –	\$ –	\$ 947
Oil sales	–	79	–	–	79
NGL sales	–	140	–	–	140
Marketing	–	518	–	–	518
Gas gathering	–	48	–	–	48
Other	–	4	–	–	4
	–	1,736	–	–	1,736
Operating Costs and Expenses:					
Marketing purchases	–	520	–	–	520
Operating expenses	–	382	–	–	382
General and administrative expenses	–	114	–	–	114
Restructuring charges	–	18	–	–	18
Depreciation, depletion and amortization	–	285	–	–	285
Taxes, other than income taxes	–	38	–	–	38
	–	1,357	–	–	1,357
Operating Income	–	379	–	–	379
Interest Expense, Net	71	–	–	–	71
Loss on Derivatives	–	(43)	–	–	(43)
Loss on Early Extinguishment of Debt	(8)	–	–	–	(8)
Other Income, Net	–	2	–	–	2
Equity in Earnings of Subsidiaries	338	–	–	(338)	–
Income (Loss) Before Income Taxes	259	338	–	(338)	259
Provision (Benefit) for Income Taxes	–	–	–	–	–
Net Income (Loss)	\$ 259	\$ 338	\$ –	\$ (338)	\$ 259
Mandatory convertible preferred stock dividend	–	–	–	–	–
Participating securities - mandatory convertible preferred stock	2	–	–	–	2
Net Income (Loss) Attributable to Common Stock	\$ 257	\$ 338	\$ –	\$ (338)	\$ 257
Net Income (Loss)	\$ 259	\$ 338	\$ –	\$ (338)	\$ 259
Other comprehensive income	–	–	–	–	–
Comprehensive Income (Loss)	\$ 259	\$ 338	\$ –	\$ (338)	\$ 259



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## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Six months ended June 30, 2017:					
Operating Revenues:					
Gas sales	\$ –	\$ 974	\$ –	\$ –	\$ 974
Oil sales	–	46	–	–	46
NGL sales	–	77	–	–	77
Marketing	–	503	–	–	503
Gas gathering	–	57	–	–	57
	–	1,657	–	–	1,657
Operating Costs and Expenses:					
Marketing purchases	–	504	–	–	504
Operating expenses	–	311	–	–	311
General and administrative expenses	–	108	–	–	108
Depreciation, depletion and amortization	–	229	–	–	229
Taxes, other than income taxes	–	51	–	–	51
	–	1,203	–	–	1,203
Operating Income	–	454	–	–	454
Interest Expense, Net	66	–	–	–	66
Gain on Derivatives	–	250	–	–	250
Loss on Early Extinguishment of Debt	(11)	–	–	–	(11)
Other Income, Net	–	8	–	–	8
Equity in Earnings of Subsidiaries	712	–	–	(712)	–
Income (Loss) Before Income Taxes	635	712	–	(712)	635
Provision (Benefit) for Income Taxes	–	–	–	–	–
Net Income (Loss)	\$ 635	\$ 712	\$ –	\$ (712)	\$ 635
Mandatory convertible preferred stock dividend	54	–	–	–	54
Participating securities - mandatory convertible preferred stock	76	–	–	–	76
Net Income (Loss) Attributable to Common Stock	\$ 505	\$ 712	\$ –	\$ (712)	\$ 505
Net Income (Loss)	\$ 635	\$ 712	\$ –	\$ (712)	\$ 635
Other comprehensive income	1	–	–	–	1
Comprehensive Income (Loss)	\$ 636	\$ 712	\$ –	\$ (712)	\$ 636



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## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
June 30, 2018:					
<b>ASSETS</b>					
Cash and cash equivalents	\$ 29	8	–	–	\$ 37
Accounts receivable, net	–	416	–	–	416
Other current assets	8	106	–	–	114
Total current assets	37	530	–	–	567
Intercompany receivables	7,954	–	–	(7,954)	–
Natural gas and oil properties, using the full cost method	–	24,557	54	–	24,611
Gathering systems	–	1,295	27	–	1,322
Other	209	367	–	–	576
Less: Accumulated depreciation, depletion and amortization	(149)	(20,070)	(57)	–	(20,276)
Total property and equipment, net	60	6,149	24	–	6,233
Investments in subsidiaries (equity method)	–	24	–	(24)	–
Other long-term assets	22	220	–	–	242
<b>TOTAL ASSETS</b>	<b>\$ 8,073</b>	<b>6,923</b>	<b>24</b>	<b>(7,978)</b>	<b>\$ 7,042</b>
<b>LIABILITIES AND EQUITY</b>					
Accounts payable	\$ 82	560	–	–	\$ 642
Other current liabilities	75	141	–	–	216
Total current liabilities	157	701	–	–	858
Intercompany payables	–	7,954	–	(7,954)	–
Long-term debt	3,570	–	–	–	3,570
Pension and other postretirement liabilities	55	–	–	–	55
Other long-term liabilities	11	298	–	–	309
Negative carrying amount of subsidiaries, net	2,030	–	–	(2,030)	–
Total long-term liabilities	5,666	298	–	(2,030)	3,934
Commitments and contingencies					
Total equity (accumulated deficit)	2,250	(2,030)	24	2,006	2,250
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 8,073</b>	<b>6,923</b>	<b>24</b>	<b>(7,978)</b>	<b>\$ 7,042</b>



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## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
December 31, 2017:					
<b>ASSETS</b>					
Cash and cash equivalents	\$ 914	\$ 2	\$ –	\$ –	\$ 916
Accounts receivable, net	–	428	–	–	428
Other current assets	10	155	–	–	165
Total current assets	924	585	–	–	1,509
Intercompany receivables	7,978	–	–	(7,978)	–
Natural gas and oil properties, using the full cost method	–	23,834	56	–	23,890
Gathering systems	–	1,288	27	–	1,315
Other	207	357	–	–	564
Less: Accumulated depreciation, depletion and amortization	(134)	(19,804)	(59)	–	(19,997)
Total property and equipment, net	73	5,675	24	–	5,772
Investments in subsidiaries (equity method)	–	24	–	(24)	–
Other long-term assets	16	224	–	–	240
<b>TOTAL ASSETS</b>	<b>\$ 8,991</b>	<b>\$ 6,508</b>	<b>\$ 24</b>	<b>\$ (8,002)</b>	<b>\$ 7,521</b>
<b>LIABILITIES AND EQUITY</b>					
Accounts payable	\$ 73	\$ 460	\$ –	\$ –	\$ 533
Other current liabilities	110	137	–	–	247
Total current liabilities	183	597	–	–	780
Intercompany payables	–	7,978	–	(7,978)	–
Long-term debt	4,391	–	–	–	4,391
Pension and other postretirement liabilities	58	–	–	–	58
Other long-term liabilities	13	300	–	–	313
Negative carrying amount of subsidiaries, net	2,367	–	–	(2,367)	–
Total long-term liabilities	6,829	300	–	(2,367)	4,762
Commitments and contingencies					
Total equity (accumulated deficit)	1,979	(2,367)	24	2,343	1,979
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 8,991</b>	<b>\$ 6,508</b>	<b>\$ 24</b>	<b>\$ (8,002)</b>	<b>\$ 7,521</b>





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(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Six months ended June 30, 2018:					
Net cash provided by (used in) operating activities	\$ 276	\$ 725	\$ –	\$ (337)	\$ 664
Investing activities:					
Capital investments	(6)	(678)	–	–	(684)
Other	–	9	–	–	9
Net cash used in investing activities	(6)	(669)	–	–	(675)
Financing activities					
Intercompany activities	(287)	(50)	–	337	–
Payments on long-term debt	(1,191)	–	–	–	(1,191)
Payments on revolving credit facility	(645)	–	–	–	(645)
Borrowings under revolving credit facility	1,005	–	–	–	1,005
Preferred stock dividend	(27)	–	–	–	(27)
Other	(10)	–	–	–	(10)
Net cash provided by (used in) financing activities	(1,155)	(50)	–	337	(868)
Increase (decrease) in cash and cash equivalents	(885)	6	–	–	(879)
Cash and cash equivalents at beginning of year	914	2	–	–	916
Cash and cash equivalents at end of period	\$ 29	\$ 8	\$ –	\$ –	\$ 37
Six months ended June 30, 2017:					
Net cash provided by (used in) operating activities	\$ 613	\$ 677	\$ –	\$ (712)	\$ 578
Investing activities:					
Capital investments	(7)	(609)	(3)	–	(619)
Other	1	12	–	–	13
Net cash used in investing activities	(6)	(597)	(3)	–	(606)
Financing activities					
Intercompany activities	(634)	(81)	3	712	–
Payments on long-term debt	(287)	–	–	–	(287)
Other	3	–	–	–	3
Net cash provided by (used in) financing activities	(918)	(81)	3	712	(284)
Increase (decrease) in cash and cash equivalents	(311)	(1)	–	–	(312)
Cash and cash equivalents at beginning of year	1,416	7	–	–	1,423
Cash and cash equivalents at end of period	\$ 1,105	\$ 6	\$ –	\$ –	\$ 1,111



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

The following updates information as to Southwestern Energy Company’s financial condition provided in our 2017 Annual Report and analyzes the changes in the results of operations between the three- and six- month periods ended June 30, 2018 and 2017. For definitions of commonly used natural gas and oil terms used in this Quarterly Report, please refer to the “Glossary of Certain Industry Terms” provided in our 2017 Annual Report.

The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in forward-looking statements for many reasons, including the risks described in “Cautionary Statement About Forward-Looking Statements” in the forepart of this Quarterly Report, in Item 1A, “Risk Factors” in Part I and elsewhere in our 2017 Annual Report, and Item 1A, “Risk Factors” in Part II in this Quarterly Report and any other quarterly report on Form 10-Q filed during the fiscal year. You should read the following discussion with our unaudited condensed consolidated financial statements and the related notes included in this Quarterly Report.

OVERVIEW

Background

Southwestern Energy Company (including its subsidiaries, collectively, “we,” “our,” “us,” “the Company” or “Southwestern”) an independent energy company engaged in natural gas, oil and NGL exploration, development and production, which we refer to as “E&P.” We are also focused on creating and capturing additional value through our natural gas gathering and marketing businesses, which we refer to as “Midstream.” We conduct most of our businesses through subsidiaries, and we currently operate exclusively in the United States.

E&P. Our primary business is the exploration for and production of natural gas, oil and NGLs, with our current operations focused on the development of unconventional natural gas reservoirs located in Pennsylvania, West Virginia and Arkansas. Our operations in northeast Pennsylvania, which we refer to as “Northeast Appalachia,” are primarily focused on the unconventional natural gas reservoir known as the Marcellus Shale. Our operations in West Virginia and southwest Pennsylvania, which we refer to as “Southwest Appalachia,” are focused on the Marcellus Shale, the Utica and the Upper Devonian unconventional natural gas and oil reservoirs. Our operations in Arkansas are primarily focused on an unconventional natural gas reservoir known as the Fayetteville Shale. We have smaller holdings in Colorado and Louisiana, along with additional small acreage leased for potential testing for new resources. We also have drilling rigs located in Pennsylvania, West Virginia and Arkansas, and we provide certain

oilfield products and services, principally serving our E&P operations.

Midstream. Through our affiliated midstream subsidiaries, we engage in natural gas gathering activities in Arkansas and Louisiana. These activities primarily support our E&P operations and generate revenue from fees associated with the gathering of natural gas. Our marketing activities capture opportunities that arise through the marketing and transportation of natural gas, oil, and NGLs produced in our E&P operations.

## Recent Financial and Operating Results

Significant second quarter 2018 operating and financial results include:

### Total Company

- Net income attributable to common stock of \$51 million, or \$0.09 per diluted share, declined 77% compared to net income attributable to common stock of \$224 million, or \$0.45 per diluted share, for the same period in 2017, primarily due to a \$170 million relative decrease in our derivatives comprised of a \$229 million decrease in the unrealized portion of our derivative activity partially offset by a \$59 million increase in settled derivative impact during the respective periods.

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- Operating income of \$124 million declined 34% compared to operating income of \$188 million for the same period in 2017 on a consolidated basis primarily due to increased operating expenses associated with increased production in the Appalachian basin and increased depreciation, depletion and amortization along with one-time restructuring charges.
- Net cash provided by operating activities of \$300 million increased 13% from \$266 million for the same period in 2017, primarily due to a \$22 million increase in working capital timing differences. Additionally, positive effects from our settled derivatives and increased oil and NGL revenues more than offset decreased natural gas revenues and increased operating expenses combined.
- Total capital investing of \$403 million increased 24% from \$325 million for the same period in 2017 primarily due to increased developmental drilling in Southwest Appalachia.
- The Company used cash on hand to reduce total outstanding debt by approximately 19% to \$3,570 million.

## E&P

- E&P segment operating income of \$97 million was lower than \$146 million for the same period in 2017 primarily due to increased operating expenses associated with increased production in the Appalachian basin and increased depreciation, depletion and amortization along with one-time restructuring charges.
- Total net production of 234 Bcfe, including 167 Bcfe from the Appalachian Basin and 67 Bcf from the Fayetteville Shale, increased 5% compared to the same period in 2017 and was comprised of 86% natural gas and 14% NGLs and oil.
- Excluding the effect of derivatives, realized NGL price of \$15.37 and realized oil price of \$60.15 increased 37% and 48%, respectively, from the same period in 2017, while realized natural gas prices of \$1.99 decreased 15%.
- E&P segment invested \$396 million in capital: drilling 37 wells, completing 56 wells and placing 45 wells to sales.

## Outlook

During the first half of 2018, we took steps to identify and implement structural, process and organizational changes to reduce costs. In June 2018, we announced a reduction in workforce that is expected to improve process

efficiencies. We also identified additional non-personnel related savings opportunities that should further decrease costs as they are implemented through early 2019. These changes, coupled with the interest savings related to the repayment of the term loan associated with the 2016 credit facility, our new revolving credit facility and recent credit upgrades, are expected to result in a lower cost structure.

In addition to cost savings, we focused our efforts in the first half of 2018 on operational efficiencies and execution initiatives, which positively impacted the pace of our activity and allowed us to accelerate well completions, which resulted in higher than budgeted second quarter production of 234 Bcfe and the increase of our full year production guidance.

In the second half of 2018, we expect to continue to exercise capital discipline by aligning our 2018 capital investing program with our expected cash flow from operations, net of changes in working capital. We remain committed to our strategy of investing no more than the cash we generate and repositioning our portfolio by sharpening our focus on our highest return assets. This includes our continued pursuit of strategic alternatives for our Fayetteville Shale E&P and related Midstream gathering assets. We plan on utilizing the funds realized from the foregoing to reduce debt, supplement Appalachian Basin development, potentially return capital to shareholders, and for general corporate purposes.

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## RESULTS OF OPERATIONS

The following discussion of our results of operations for our segments is presented before intersegment eliminations.

We evaluate our segments as if they were stand-alone operations and accordingly discuss their results prior to any intersegment eliminations. Restructuring charges, interest expense, gain (loss) on derivatives, loss on early extinguishment of debt and income tax expense are discussed on a consolidated basis.

## E&amp;P

(in millions)	For the three months		For the six months	
	ended June 30, 2018	ended June 30, 2017	ended June 30, 2018	ended June 30, 2017
Revenues	\$ 520	\$ 526	\$ 1,157	\$ 1,089
Operating costs and expenses (1)	423	380	822	718
Operating income	\$ 97	\$ 146	\$ 335	\$ 371
Gain (loss) on derivatives, settled (2)	\$ 20	\$ (39)	\$ 11	\$ (69)

(1) Includes \$16 million of restructuring charges and \$7.9 million of legal settlement charges for the three and six months ended June 30, 2018.

(2) Represents the gain (loss) on settled commodity derivatives.

## Operating Income

- E&P segment operating income decreased \$49 million for the three months ended June 30, 2018, compared to the same period in 2017, due to a \$27 million increase in operating costs, \$16 million in restructuring charges and a \$6 million decrease in revenues.

- Operating income for the E&P segment decreased \$36 million for the six months ended June 30, 2018, compared to the same period in 2017, as an \$88 million increase in operating costs and \$16 million in restructuring charges were

only partially offset by a \$68 million increase in revenues.

## Revenues

The following illustrates the effects on sales revenues associated with changes in commodity prices and production volumes:

(in millions except percentages)	Three Months Ended June 30,			
	Natural			
	Gas	Oil	NGLs	Total
2017 sales revenues	\$ 466	\$ 23	\$ 37	\$ 526
Changes associated with prices	(71)	14	20	(37)
Changes associated with production volumes	5	7	18	30
2018 sales revenues (1)	\$ 400	\$ 44	\$ 75	\$ 519
Increase (decrease) from 2017	(14%)	91%	103%	(1%)

(in millions except percentages)	Six Months Ended June 30,			
	Natural			
	Gas	Oil	NGLs	Total
2017 sales revenues	\$ 966	\$ 46	\$ 77	\$ 1,089
Changes associated with prices	(70)	22	29	(19)
Changes associated with production volumes	39	10	34	83
2018 sales revenues (1)	\$ 935	\$ 78	\$ 140	\$ 1,153
Increase (decrease) from 2017	(3%)	70%	82%	6%

(1) Excludes the impact of \$1 million and \$4 million in other operating revenues, primarily related to water sales to third-party operators for the three and six months ended June 30, 2018.



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## Production Volumes

	For the three months ended June 30,			For the six months ended June 30,		
	2018	2017	Increase/ (Decrease)	2018	2017	Increase/ (Decrease)
Production volumes:						
Natural Gas (Bcf)						
Northeast Appalachia	112	97	15%	220	184	20%
Southwest Appalachia	22	20	10%	44	35	26%
Fayetteville Shale	67	82	(18%)	134	163	(18%)
Other	–	–	–%	–	–	–%
Total	201	199	1%	398	382	4%
Oil (MBbls)						
Southwest Appalachia	707	539	31%	1,301	1,034	26%
Other	16	26	(38%)	35	50	(30%)
Total	723	565	28%	1,336	1,084	23%
NGL (MBbls)						
Southwest Appalachia	4,850	3,303	47%	9,068	6,299	44%
Other	12	13	(8%)	24	25	(4%)
Total	4,862	3,316	47%	9,092	6,324	44%
Production volumes by area: (Bcfe)						
Northeast Appalachia	112	97	15%	220	184	20%
Southwest Appalachia (1)	55	43	28%	106	79	34%
Fayetteville Shale	67	82	(18%)	134	163	(18%)
Other	–	–	–%	–	–	–%
Total	234	222	5%	460	426	8%
Production percentage: (Bcfe)						
Natural gas	86%	89%		86%	90%	
Oil	2%	2%		2%	1%	
NGL	12%	9%		12%	9%	
Total	100%	100%		100%	100%	

(1) Approximately 54 Bcfe and 104 Bcfe for the three and six months ended June 30, 2018, respectively, and approximately 42 Bcfe and 78 Bcfe for the three and six months ended June 30, 2017, respectively, was produced from the Marcellus Shale formation.

Production volumes for our E&P segment increased by 12 Bcfe and 34 Bcfe for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017, as increased production volumes from Northeast and Southwest Appalachia more than offset decreased natural gas production volumes in the Fayetteville Shale.

#### Commodity Prices

The price we expect to receive for our production is a critical factor in determining the capital investments we make to develop our properties. Commodity prices fluctuate due to a variety of factors we cannot control or predict, including increased supplies of natural gas, oil or NGLs due to greater exploration and development activities, weather conditions, political and economic events, and competition from other energy sources. These factors impact supply and demand, which in turn determine the sales prices for our production. In addition to these factors, the prices we realize for our production are affected by our hedging activities as well as locational differences in market prices, including basis differentials. We will continue to evaluate the commodity price environments and adjust the pace of our activity to invest within cash flows in order to maintain appropriate liquidity and financial flexibility.

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	For the three months			For the six months		
	ended June 30, 2018	2017	Increase/ (Decrease)	ended June 30, 2018	2017	Increase/ (Decrease)
<b>Natural Gas Price:</b>						
NYMEX Henry Hub Price (\$MMBtu)(1)	\$ 2.80	\$ 3.18	(12%)	\$ 2.90	\$ 3.25	(11%)
Discount to NYMEX(2)	(0.81)	(0.83)	(2%)	(0.55)	(0.72)	(24%)
Average realized gas price per MCF, excluding derivatives	\$ 1.99	\$ 2.35	(15%)	\$ 2.35	\$ 2.53	(7%)
Gain (loss) on settled financial basis derivatives (\$/Mcf)	(0.01)	(0.15)		(0.06)	(0.08)	
Gain (loss) on settled commodity derivatives (\$/Mcf)	0.13	(0.05)		0.10	(0.10)	
Average realized gas price per Mcf, including derivatives	\$ 2.11	\$ 2.15	(2%)	\$ 2.39	\$ 2.35	2%
<b>Oil Price:</b>						
WTI oil price (\$/Bbl)	\$ 67.88	\$ 48.28	41%	\$ 65.37	\$ 50.10	30%
Discount to WTI	(7.73)	(7.72)	– %	(7.12)	(8.02)	(11%)
Average oil price per Bbl, excluding derivatives	\$ 60.15	\$ 40.56	48%	\$ 58.25	\$ 42.08	38%
Loss on settled derivatives (\$/Bbl)	(0.93)	–		(0.51)	–	
Average oil price per Bbl, including derivatives	\$ 59.22	\$ 40.56	46%	\$ 57.74	\$ 42.08	37%
<b>NGL Price:</b>						
Average net realized NGL price per Bbl, excluding derivatives	\$ 15.37	\$ 11.21	37%	\$ 15.39	\$ 12.19	26%
Gain (loss) on settled derivatives (\$/Bbl)	(0.32)	0.04		(0.17)	0.03	
Average net realized NGL price per Bbl, including derivatives	\$ 15.05	\$ 11.25	34%	\$ 15.22	\$ 12.22	25%
Percentage of WTI	23%	23%		24%	24%	
<b>Total Weighted Average Realized Price:</b>						
Excluding derivatives (\$/Mcf)	\$ 2.21	\$ 2.37	(7%)	\$ 2.51	\$ 2.55	(2%)
Including derivatives (\$/Mcf)	\$ 2.30	\$ 2.20	5%	\$ 2.53	\$ 2.39	6%

(1) Based on last day settlement prices from monthly futures contracts.

(2) This discount includes a basis differential, a heating content adjustment, physical basis sales, third-party transportation charges and fuel charges, and excludes financial basis hedges.

## Natural Gas Price

- The average price realized for natural gas production, including the effect of derivatives, decreased by \$0.04 per Mcf for the three months ended June 30, 2018, compared to the same period in 2017, due to a \$0.36 per Mcf decrease in the average realized price, excluding derivatives, partially offset by \$0.32 per Mcf improvement associated with our settled derivatives.
- Our average price realized for natural gas production, including the effect of derivatives, increased by \$0.04 per Mcf for the six months ended June 30, 2018, compared to the same period in 2017, due to a \$0.22 per Mcf improvement associated with our settled derivatives, partially offset by a \$0.18 per Mcf decrease in the average realized price, excluding derivatives.

## Oil Price

- The average price realized for our oil production, including the effect of derivatives, increased by \$18.66 per Bbl for the three months ended June 30, 2018, compared to the same period in 2017, due to a \$19.59 per Bbl increase in the average realized price, excluding derivatives, partially offset by a \$0.93 per Bbl decrease associated with our settled derivatives. We did not use derivatives to financially protect our 2017 oil production.

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- The average price realized for our oil production, including the effect of derivatives, increased by \$15.66 per Bbl for the six months ended June 30, 2018, compared to the same period in 2017, due to a \$16.17 per Bbl increase in the average realized price, excluding derivatives, partially offset by a \$0.51 per Bbl decrease associated with our settled derivatives. We did not use derivatives to financially protect our 2017 oil production.

NGL Price

- The average price realized for NGL production, including the effect of derivatives, increased by \$3.80 per Bbl for the three months ended June 30, 2018, compared to the same period in 2017, due to a \$4.16 per Bbl increase in the average realized price, excluding derivatives, partially offset by a \$0.36 per Bbl decrease associated with our settled derivatives.
- The average price realized for NGL production, including the effect of derivatives, increased by \$3.00 per Bbl for the six months ended June 30, 2018, compared to the same period in 2017, due to a \$3.20 per Bbl increase in the average realized price, excluding derivatives, partially offset by a \$0.20 per Bbl decrease associated with our settled derivatives.

Our E&P segment receives a sales price for our natural gas at a discount to average monthly NYMEX settlement prices based on heating content of the gas, locational basis differentials and transportation and fuel charges. Additionally, we receive a sales price for our oil and NGLs at a difference to average monthly West Texas Intermediate settlement and Mont Belvieu NGL composite prices, respectively, due to a number of factors including product quality, composition and types of NGLs sold, locational basis differentials, transportation and fuel charges.

We regularly enter into various hedging and other financial arrangements with respect to a portion of our projected natural gas, oil and NGL production in order to ensure certain desired levels of cash flow and to minimize the impact of price fluctuations, including fluctuations in locational market differentials. We refer you to Item 3, “Quantitative and Qualitative Disclosures About Market Risk” and Note 7 to the unaudited condensed consolidated financial statements, included in this Quarterly Report.

- As of June 30, 2018, we have financially protected basis on approximately 44 Bcf and 11 Bcf of our 2018 and 2019 expected natural gas production, respectively, through the use of derivatives at a basis differential to NYMEX natural gas price of approximately (\$0.58) per MMBtu and \$1.24 per MMBtu for 2018 and 2019, respectively.

In addition, the table below presents the notional amount of our financially protected future production as of June 30, 2018:

	Remaining	Full	Full
	2018	Year	Year
		2019	2020
Natural gas (Bcf)	305	333	49
Propane (MBbls)	1,555	1,324	–
Ethane (MBbls)	1,398	1,734	–
Total financial protection on future production (Bcfe)	323	351	49

- As of June 30, 2018, we have also protected basis on approximately 160 Bcf and 100 Bcf of our expected 2018 and 2019 natural gas production, respectively, through physical sales arrangements at a basis differential to NYMEX natural gas price of approximately (\$0.37) per MMBtu and (\$0.28) per MMBtu for 2018 and 2019, respectively.

We refer you to [Note 7](#) of the unaudited condensed consolidated financial statements included in this Quarterly Report for additional details about our derivative instruments.

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## Operating Costs and Expenses

(in millions except percentages)	For the three months			For the six months		
	ended June 30, 2018	2017	Increase/ (Decrease)	ended June 30, 2018	2017	Increase/ (Decrease)
Lease operating expenses	\$ 215	\$ 200	8%	\$ 428	\$ 381	12%
General & administrative expenses (1)	53	50	6%	101	93	9%
Restructuring charges	16	–	100%	16	–	100%
Taxes, other than income taxes	13	23	(43%)	34	47	(28%)
Full cost pool amortization	117	99	18%	225	180	25%
Non-full cost pool DD&A	9	8	13%	18	17	6%
Total operating costs (1)	\$ 423	\$ 380	11%	\$ 822	\$ 718	14%

Average unit costs per Mcfe:	For the three months			For the six months		
	ended June 30, 2018	2017	Increase/ (Decrease)	ended June 30, 2018	2017	Increase/ (Decrease)
Lease operating expenses	\$ 0.91	\$ 0.89	2%	\$ 0.93	\$ 0.89	4%
General & administrative expenses (2)	\$ 0.19	\$ 0.23	(17%)	\$ 0.20	\$ 0.22	(9%)
Taxes, other than income taxes (3)	\$ 0.06	\$ 0.10	(40%)	\$ 0.07	\$ 0.11	(36%)
Full cost pool amortization	\$ 0.50	\$ 0.44	14%	\$ 0.49	\$ 0.42	17%

(1) Includes \$7.9 million of legal settlement charges for the three and six months ended June 30, 2018.

(2) Excludes \$15 million of restructuring charges and \$7.9 million of legal settlement charges for the three and six months ended June 30, 2018.

(3) Excludes \$1 million of restructuring charges for the three and six months ended June 30, 2018.

## Lease Operating Expenses

· On a per Mcfe basis, lease operating expenses increased \$0.02 for the three months ended June 30, 2018, compared to the same period of 2017, primarily due to additional NGL processing fees associated with our increased liquids production.

- Lease operating expenses per Mcfe increased \$0.04 for the six months ended June 30, 2018, compared to the same period of 2017, primarily due to additional transportation and NGL processing fees associated with our production growth in the Appalachian Basin. Additionally, in the first quarter of 2018, we recorded a \$3.7 million one-time charge related to NGL processing fees.

#### General and Administrative Expenses

- General and administrative expenses increased \$3 million for the three months ended June 30, 2018, compared to the same period in 2017, primarily due to a \$7.9 million legal settlement charge. Excluding this one-time item, general and administrative expenses decreased \$5 million primarily due to decreased professional fees and information technology charges resulting from our focus on cost reduction.
- General and administrative expenses increased \$8 million for the six months ended June 30, 2018, compared to the same period in 2017, primarily due to a \$7.9 million legal settlement charge. Excluding this one-time item, general and administrative expenses remained flat as increased personnel costs were offset by decreased professional fees. As a result of the reduction in workforce, personnel-related costs are expected to be lower during the second half of 2018.

#### Taxes, Other than Income Taxes

- On a per Mcfe basis, taxes, other than income taxes, may vary from period to period due to changes in ad valorem and severance taxes that result from the mix of our production volumes and fluctuations in commodity prices. Taxes, other than income taxes, decreased \$0.04 per Mcfe for the three months ended June 30, 2018, compared to the same period of 2017, primarily due to an \$8 million severance tax refund related to a favorable assessment on deductible expenses in Southwest Appalachia.



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- Taxes, other than income taxes, per Mcfe decreased \$0.04 for the six months ended June 30, 2018, compared to the same period of 2017, primarily due to an \$8 million severance tax refund related to a favorable assessment on deductible expenses in Southwest Appalachia, favorable property tax assessments, reduced Pennsylvania impact fees, which are based on lower current commodity prices than the same period in 2017, and property and sales tax refunds recorded in the first quarter of 2018.

## Full Cost Pool Amortization

- Our full cost pool amortization rate increased \$0.06 per Mcfe and \$0.07 per Mcfe for the three and six months ended June 30, 2018, respectively, as compared to the same periods in 2017. The increase in the average amortization rate resulted primarily from the addition of future development costs associated with proved undeveloped reserves recognized as a result of improved commodity prices.
- The amortization rate is impacted by the timing and amount of reserve additions and the costs associated with those additions, revisions of previous reserve estimates due to both price and well performance, write-downs that result from full cost ceiling impairments, proceeds from the sale of properties that reduce the full cost pool, and the levels of costs subject to amortization. We cannot predict our future full cost pool amortization rate with accuracy due to the variability of each of the factors discussed above, as well as other factors, including but not limited to the uncertainty of the amount of future reserve changes.
- Unevaluated costs excluded from amortization were \$1.8 billion at June 30, 2018 and December 31, 2017. The unevaluated costs excluded from amortization remained unchanged as the impact of \$191 million of unevaluated capital invested in the first six months of 2018 was mostly offset by the evaluation of previously unevaluated properties totaling \$173 million.

## Midstream

(in millions except percentages)	For the three months			For the six months		
	ended June 30, 2018	2017	Increase/ (Decrease)	ended June 30, 2018	2017	Increase/ (Decrease)
Marketing revenues	\$ 728	\$ 740	(2%)	\$ 1,557	\$ 1,517	3%
Gas gathering revenues	69	82	(16%)	136	163	(17%)
Marketing purchases	716	731	(2%)	1,535	1,496	3%

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Operating costs and expenses	54	(1)	49	10%	114	(2)	101	13%
Operating income	\$ 27		\$ 42	(36%)	\$ 44		\$ 83	(47%)
Volumes marketed (Bcfe)	289		264	9%	554		509	9%
Volumes gathered (Bcf)	106		128	(17%)	209		257	(19%)
Percent natural gas marketed from affiliated	94%		96%		95%		96%	
E&P operations								
Percent affiliated E&P oil and NGL production marketed by Midstream segment	69%		62%		68%		64%	

(1) Includes \$2 million of restructuring charges for the three months ended June 30, 2018.

(2) Includes a \$10 million impairment related to certain non-core gathering assets, \$2 million of restructuring charges and a \$1 million gain from the sale of certain compressor equipment for the six months ended June 30, 2018.

Operating Income

· Operating income from our Midstream segment decreased \$15 million for the three months ended June 30, 2018, compared to the same period in 2017, primarily due to a \$13 million decrease in gas gathering revenues and a \$5 million increase in operating costs and expenses, partially offset by a \$3 million increase in marketing margin. The operating costs and expenses for the three months ended June 30, 2018 include \$2 million of restructuring charges.

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- Operating income for the six months ended June 30, 2018 includes a \$10 million impairment related to certain non-core gathering assets recorded in the first quarter and \$2 million of restructuring charges. Excluding these one-time charges, operating income from our Midstream segment decreased \$27 million for the six months ended June 30, 2018, compared to the same period in 2017, primarily due to a \$27 million decrease in gas gathering revenues and a \$1 million increase in operating costs and expenses, partially offset by a \$1 million increase in marketing margin.
- The margin generated from marketing activities was \$12 million and \$9 million for the three months ended June 30, 2018 and 2017, respectively, and \$22 million and \$21 million for the six months ended June 30, 2018 and 2017, respectively.

Margins are driven primarily by volumes marketed and may fluctuate depending on the prices paid for commodities and the ultimate disposition of those commodities. Increases and decreases in marketing revenues due to changes in commodity prices and volumes marketed are largely offset by corresponding changes in marketing purchase expenses. We enter into derivative contracts from time to time with respect to our marketing activities to provide margin protection. For more information about our derivatives and risk management activities, we refer you to Item 3, “Quantitative and Qualitative Disclosures About Market Risks” and Note 7, in the unaudited condensed consolidated financial statements included in this Quarterly Report for additional information.

Revenues

- Revenues from our marketing activities decreased \$12 million for the three months ended June 30, 2018, compared to the same period in 2017, primarily due to a 10% decrease in the price received for volumes marketed, partially offset by a 25 Bcfe increase in the volumes marketed.
- For the six months ended June 30, 2018, revenues from our marketing activities increased \$40 million compared to the same period in 2017, primarily due to a 45 Bcfe increase in the volumes marketed, partially offset by a 6% decrease in the price received for volumes marketed.
- Gas gathering revenues decreased \$13 million and \$27 million for the three and six months ended June 30, 2018, respectively, compared to the same periods in 2017, primarily due to decreasing volumes gathered in the Fayetteville Shale.

Operating Costs and Expenses

Excluding restructuring costs, operating costs and expenses increased \$3 million for the three months ended June 30, 2018, compared to the same period in 2017, primarily due to one-time compressor facility repair costs.

- Operating costs and expenses for the six months ended June 30, 2018 includes a \$10 million impairment related to certain non-core gathering assets recorded in the first quarter of 2018 and \$2 million of restructuring charges. Excluding these one-time charges, operating costs and expenses increased \$1 million for the six months ended June 30, 2018, compared to the same period in 2017, as one-time compressor facility repair costs were mostly offset by decreases in compression expenses resulting from lower activity levels in the Fayetteville Shale.

#### Consolidated

#### Restructuring Charges

On June 27, 2018, we announced a workforce reduction plan, which resulted primarily from our previously announced study of structural, process and organizational changes to enhance shareholder value and continues with respect to other aspects of our business and activities. Affected employees were offered a severance package, which included a one-time cash payment depending on length of service and, if applicable, current value of a portion of equity awards that will be forfeited. We recognized restructuring expense of \$18 million for the three and six months ended June 30, 2018, of which \$16 million was related to cash severance, including payroll taxes. As of June 30, 2018, the plan has been substantially implemented. However, there may be some additional cost recognized over the remainder of the year as our workforce reduction efforts conclude.

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## Interest Expense

(in millions except percentages)	For the three months ended June 30,			For the six months ended June 30,		
	2018	2017	Increase/ (Decrease)	2018	2017	Increase/ (Decrease)
Gross interest expense:						
Senior notes	\$ 51	\$ 43	19%	\$ 101	\$ 87	16%
Credit arrangements	8	17	(53%)	23	31	(26%)
Amortization of debt costs	2	2	-%	4	4	-%
Total gross interest expense	61	62	(2%)	128	122	5%
Less: capitalization	(29)	(28)	4%	(57)	(56)	2%
Net interest expense	\$ 32	\$ 34	(6%)	\$ 71	\$ 66	8%

- Interest expense related to our senior notes increased for the three and six months ended June 30, 2018, compared to the same periods in 2017, due to higher average interest rates primarily associated with our Senior Notes due 2026 and 2027, which were issued in September 2017.
- Interest expense related to our credit arrangements decreased for the three and six months ended June 30, 2018, compared to the same periods in 2017, due to the extinguishment of our 2016 term loan and entering into our 2018 revolving credit agreement, which decreased our outstanding borrowing amount.
- Capitalized interest increased \$1 million for the three months ended June 30, 2018, compared to the same period in 2017, and increased as a percentage of gross interest expense primarily due to an increase in our average cost of debt. Capitalized interest increased \$1 million for the six months ended June 30, 2018, compared to the same period in 2017, and decreased as a percentage of gross interest expense primarily due to the continued evaluation of a portion of our Southwest Appalachia assets.

## Loss on Early Extinguishment of Debt

Concurrent with the closing of the new 2018 credit agreement on April 26, 2018, we repaid our \$1,191 million 2016 secured term loan balance and recognized a loss on early debt extinguishment of \$8 million on the unaudited condensed consolidated statements of operations related to the unamortized debt issuance expense.

## Income Taxes

	For the three months ended June 30,		For the six months ended June 30,	
	2018	2017	2018	2017
(in millions except percentages)				
Income tax expense (benefit)	\$ -	\$ -	\$ -	\$ -
Effective tax rate	0%	0%	0%	0%

- Our low effective tax rate is the result of our recognition of a valuation allowance that reduced the deferred tax asset primarily related to our current net operating loss carryforward. A valuation allowance for deferred tax assets, including net operating losses, is recognized when it is more likely than not that some or all of the benefit from the deferred tax asset will not be realized.

## Gain (Loss) on Derivatives

	For the three months ended June 30,		For the six months ended June 30,	
	2018	2017	2018	2017
(in millions)				
Gain (loss) on unsettled derivatives	\$ (56)	\$ 173	\$ (54)	\$ 319
Gain (loss) on settled derivatives	20	(39)	11	(69)
Gain (loss) on derivatives	\$ (36)	\$ 134	\$ (43)	\$ 250

We refer you to [Note 7](#) to the unaudited condensed consolidated financial statements included in this Quarterly Report for additional details about our gain (loss) on derivatives.

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New Accounting Standards Implemented in this Report

Refer to Note 16 to the unaudited condensed consolidated financial statements of this Quarterly Report for a discussion of new accounting standards which have been implemented.

New Accounting Standards Not Yet Implemented in this Report

Refer to Note 16 to the unaudited condensed consolidated financial statements of this Quarterly Report for a discussion of new accounting standards which have not yet been implemented.

LIQUIDITY AND CAPITAL RESOURCES

We depend on funds generated from our operations, our revolving credit facility and capital markets as our primary sources of liquidity. Although we currently have approximately \$1.5 billion of capacity on our revolving credit facility, we continue to be committed to our capital discipline strategy of investing within our cash flow from operations net of changes in working capital for the fiscal year 2018, supplemented by \$40 million in 2017 cash flow carried forward into 2018.

Our cash flow from operating activities is highly dependent upon the sales prices that we receive for our natural gas and liquids production. Natural gas, oil and NGL prices are subject to wide fluctuations and are driven by market supply and demand, which is impacted by many factors. The sales price we receive for our production is also influenced by our commodity hedging activities. Our derivative contracts allow us to ensure a certain level of cash flow to fund our operations. See “Quantitative and Qualitative Disclosures about Market Risks”