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

Form 10-Q

(Mark One)
[X] Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended **September 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 incorporation or organization)	(I.R.S. Employer Identification No.)
10000 Energy Drive **Spring, Texas**	**77389**
(Address of principal executive offices)	(Zip Code)

(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 every Interactive Data File required to be submitted 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 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.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

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 ☒

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 October 23, 2018
Common Stock, Par Value $0.01	581,277,782

SOUTHWESTERN ENERGY COMPANY

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FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2018

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, 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," "objective," "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 consummate the closing of the sale of our Fayetteville Shale assets and 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.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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

(in millions, except share/per share amounts)	For the three months ended September 30, 2018	For the three months ended September 30, 2017	For the nine months ended September 30, 2018	For the nine months ended September 30, 2017
Operating Revenues:				
Gas sales	**$ 465**	$ 394	**$ 1,412**	$ 1,368
Oil sales	**62**	27	**141**	73
NGL sales	**112**	55	**252**	132
Marketing	**287**	233	**805**	736
Gas gathering	**25**	28	**73**	85
Other	**–**	–	**4**	–
	951	737	**2,687**	2,394
Operating Costs and Expenses:				
Marketing purchases	**288**	236	**808**	740
Operating expenses	**206**	170	**588**	481
General and administrative expenses	**51**	62	**165**	170
Restructuring charges	**2**	–	**20**	–
Depreciation, depletion and amortization	**151**	135	**436**	364
Impairments	**161**	–	**161**	–
Taxes, other than income taxes	**26**	24	**64**	75
	885	627	**2,242**	1,830
Operating Income	**66**	110	**445**	564
Interest Expense:				
Interest on debt	**56**	58	**180**	175
Other interest charges	**2**	2	**6**	7
Interest capitalized	**(29)**	(29)	**(86)**	(85)
	29	31	**100**	97
Gain (Loss) on Derivatives	**(65)**	45	**(108)**	295
Loss on Early Extinguishment of Debt	**–**	(59)	**(8)**	(70)
Other Income (Loss), Net	**(1)**	(2)	**1**	6
Income (Loss) Before Income Taxes	**(29)**	63	**230**	698
Benefit for Income Taxes:				
Current	**–**	(10)	**–**	(10)
Deferred	**–**	(4)	**–**	(4)
	–	(14)	**–**	(14)
Net Income (Loss)	**$ (29)**	$ 77	**$ 230**	$ 712
Mandatory convertible preferred stock dividend	**–**	27	**–**	81
Participating securities - mandatory convertible preferred stock	**–**	7	**1**	83
Net Income (Loss) Attributable to Common Stock	**$ (29)**	$ 43	**$ 229**	$ 548
Earnings (Loss) Per Common Share				
Basic	**$ (0.05)**	$ 0.09	**$ 0.40**	$ 1.11
Diluted	**$ (0.05)**	$ 0.09	**$ 0.39**	$ 1.10
Weighted Average Common Shares Outstanding:				
Basic	**581,171,753**	499,812,926	**577,912,421**	496,458,435
Diluted	**581,171,753**	502,290,779	**579,828,858**	498,527,671

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

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

(in millions)	For the three months ended September 30, 2018	For the three months ended September 30, 2017	For the nine months ended September 30, 2018	For the nine months ended September 30, 2017
Net income (loss)	**$ (29)**	$ 77	**$ 230**	$ 712
Change in value of pension and other postretirement liabilities:				
Amortization of prior service cost and net gain included in net periodic pension cost (1)	**4**	1	**4**	2
Comprehensive income	**$ (25)**	$ 78	**$ 234**	$ 714

(1) Net of $1 million in taxes for the three and nine months ended September 30, 2018. Net of less than $1 million in taxes for the three and nine months ended September 30, 2017. However, all deferred tax activity incurred in other comprehensive income was offset by a valuation allowance.

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

SOUTHWESTERN ENERGY COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited)

		September 30, 2018		December 31, 2017
ASSETS		*(in millions)*		
Current assets:				
Cash and cash equivalents	$	**9**	$	916
Accounts receivable, net		**397**		428
Derivative assets		**104**		130
Other current assets		**41**		35
Current assets held for sale		**64**		–
Total current assets		**615**		1,509
Natural gas and oil properties, using the full cost method, including $1,767 million as of September 30, 2018 and $1,817 million as of December 31, 2017 excluded from amortization		**24,880**		23,890
Gathering systems		**38**		1,315
Other		**479**		564
Less: Accumulated depreciation, depletion and amortization		**(19,928)**		(19,997)
Total property and equipment, net		**5,469**		5,772
Other long-term assets		**194**		240
Long-term assets held for sale		**780**		–
TOTAL ASSETS	$	**7,058**	$	7,521
LIABILITIES AND EQUITY				
Current liabilities:				
Accounts payable	$	**563**	$	533
Taxes payable		**32**		62
Interest payable		**60**		70
Dividends payable		**–**		27
Derivative liabilities		**111**		64
Other current liabilities		**10**		24
Current liabilities held for sale		**116**		–
Total current liabilities		**892**		780
Long-term debt		**3,572**		4,391
Pension and other postretirement liabilities		**50**		58
Other long-term liabilities		**162**		313
Long-term liabilities held for sale		**177**		–
Total long-term liabilities		**3,961**		4,762
Commitments and contingencies (Note 12)				
Equity:				
Common stock, $0.01 par value; 1,250,000,000 shares authorized; issued 586,195,162 shares as of September 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		**4,714**		4,698
Accumulated deficit		**(2,449)**		(2,679)
Accumulated other comprehensive loss		**(40)**		(44)
Common stock in treasury, 4,860,280 shares as of September 30, 2018 and 31,269 shares as of December 31, 2017		**(26)**		(1)
Total equity		**2,205**		1,979
TOTAL LIABILITIES AND EQUITY	$	**7,058**	$	7,521

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

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

(in millions)	For the nine months ended September 30, 2018	2017
Cash Flows From Operating Activities:		
Net income	$ **230**	$ 712
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	**436**	364
Amortization of debt issuance costs	**6**	7
Impairments	**161**	–
Deferred income taxes	**–**	(4)
(Gain) loss on derivatives, unsettled	**113**	(350)
Stock-based compensation	**12**	19
Loss on early extinguishment of debt	**8**	70
Other	**7**	(2)
Change in assets and liabilities:		
Accounts receivable	**(7)**	3
Accounts payable	**60**	16
Taxes payable	**–**	(3)
Interest payable	**(5)**	(28)
Inventories	**(9)**	(1)
Other assets and liabilities	**(41)**	(14)
Net cash provided by operating activities	**971**	789
Cash Flows From Investing Activities:		
Capital investments	**(1,008)**	(943)
Proceeds from sale of property and equipment	**9**	17
Other	**4**	5
Net cash used in investing activities	**(995)**	(921)
Cash Flows From Financing Activities:		
Payments on short-term debt	**–**	(287)
Payments on long-term debt	**(1,191)**	(1,139)
Payments on revolving credit facility	**(1,122)**	–
Borrowings under revolving credit facility	**1,482**	–
Change in bank drafts outstanding	**10**	–
Proceeds from issuance of long-term debt	**–**	1,150
Debt issuance costs	**(9)**	(18)
Purchase of treasury stock	**(25)**	–
Preferred stock dividend	**(27)**	(8)
Cash paid for tax withholding	**(1)**	–
Net cash used in financing activities	**(883)**	(302)
Decrease in cash and cash equivalents	**(907)**	(434)
Cash and cash equivalents at beginning of year	**916**	1,423
Cash and cash equivalents at end of period	$ **9**	$ 989

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

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

	Common Stock		Preferred Stock	Additional		Accumulated Other	Common	
	Shares Issued	Amount	Shares Issued	Paid-In Capital	Accumulated Deficit	Comprehensive Income (Loss)	Stock in Treasury	Total
				(in millions, except share amounts)				
Balance at December 31, 2017	512,134,311	$ 5	1,725,000	$ 4,698	$ (2,679)	$ (44)	$ (1)	$ 1,979
Comprehensive income:								
Net income	–	–	–	–	208	–	–	208
Other comprehensive income	–	–	–	–	–	–	–	–
Total comprehensive income	–	–	–	–	–	–	–	208
Stock-based compensation	–	–	–	7	–	–	–	7
Conversion of preferred stock	74,998,614	1	(1,725,000)	(1)	–	–	–	–
Issuance of restricted stock	5,076	–	–	–	–	–	–	–
Cancellation of restricted stock	(160,168)	–	–	–	–	–	–	–
Performance units vested	214,866	–	–	–	–	–	–	–
Tax withholding – stock compensation	(338,808)	–	–	(1)	–	–	–	(1)
Balance at March 31, 2018	**586,853,891**	**6**	**–**	**4,703**	**(2,471)**	**(44)**	**(1)**	**2,193**
Comprehensive income:								
Net income	–	–	–	–	51	–	–	51
Other comprehensive income	–	–	–	–	–	–	–	–
Total comprehensive income	–	–	–	–	–	–	–	51
Stock-based compensation	–	–	–	6	–	–	–	6
Issuance of restricted stock	307,743	–	–	–	–	–	–	–
Cancellation of restricted stock	(722,465)	–	–	–	–	–	–	–
Tax withholding – stock compensation	(9,068)	–	–	–	–	–	–	–
Balance at June 30, 2018	**586,430,101**	**6**	**–**	**4,709**	**(2,420)**	**(44)**	**(1)**	**2,250**
Comprehensive income:								
Net income (loss)	–	–	–	–	(29)	–	–	(29)
Other comprehensive income	–	–	–	–	–	4	–	4
Total comprehensive income (loss)	–	–	–	–	–	–	–	(25)
Stock-based compensation	–	–	–	5	–	–	–	5
Issuance of restricted stock	30,924	–	–	–	–	–	–	–
Cancellation of restricted stock	(248,342)	–	–	–	–	–	–	–
Treasury stock	–	–	–	–	–	–	(25)	(25)
Tax withholding – stock compensation	(17,521)	–	–	–	–	–	–	–
Balance at September 30, 2018	**586,195,162**	**$ 6**	**–**	**$ 4,714**	**$ (2,449)**	**$ (40)**	**$ (26)**	**$ 2,205**

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

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

	Common Stock		Preferred Stock			Accumulated Other	Common	
	Shares Issued	Amount	Shares Issued	Additional Paid-In Capital	Accumulated Deficit	Comprehensive Income (Loss)	Stock in Treasury	Total
				(in millions, except share amounts)				
Balance at December 31, 2016	495,248,369	$ 5	1,725,000	$ 4,677	$ (3,725)	$ (39)	$ (1)	$ 917
Comprehensive income:								
Net income	–	–	–	–	351	–	–	351
Other comprehensive income	–	–	–	–	–	–	–	–
Total comprehensive income	–	–	–	–	–	–	–	351
Stock-based compensation	–	–	–	10	–	–	–	10
Preferred stock dividend	2,751,410	–	–	–	–	–	–	–
Issuance of restricted stock	4,549,122	–	–	–	–	–	–	–
Cancellation of restricted stock	(113,185)	–	–	–	–	–	–	–
Performance units vested	121,208	–	–	–	–	–	–	–
Tax withholding – stock compensation	(59,455)	–	–	–	–	–	–	–
Balance at March 31, 2017	**502,497,469**	**5**	**1,725,000**	**4,687**	**(3,374)**	**(39)**	**(1)**	**1,278**
Comprehensive income:								
Net income	–	–	–	–	284	–	–	284
Other comprehensive income	–	–	–	–	–	1	–	1
Total comprehensive income	–	–	–	–	–	–	–	285
Stock-based compensation	–	–	–	10	–	–	–	10
Preferred stock dividend	3,346,865	–	–	–	–	–	–	–
Issuance of restricted stock	353,803	–	–	–	–	–	–	–
Cancellation of restricted stock	(303,135)	–	–	–	–	–	–	–
Tax withholding – stock compensation	(1,729)	–	–	–	–	–	–	–
Issuance of stock awards	72	–	–	–	–	–	–	–
Balance at June 30, 2017	**505,893,345**	**5**	**1,725,000**	**4,697**	**(3,090)**	**(38)**	**(1)**	**1,573**
Comprehensive income:								
Net income	–	–	–	–	77	–	–	77
Other comprehensive income	–	–	–	–	–	1	–	1
Total comprehensive income	–	–	–	–	–	–	–	78
Stock-based compensation	–	–	–	9	–	–	–	9
Preferred stock dividend	3,346,738	–	–	(8)	–	–	–	(8)
Issuance of restricted stock	133,197	–	–	–	–	–	–	–
Cancellation of restricted stock	(192,810)	–	–	–	–	–	–	–
Tax withholding – stock compensation	(37,811)	–	–	–	–	–	–	–
Balance at September 30, 2017	**509,142,659**	**$ 5**	**1,725,000**	**$ 4,698**	**$ (3,013)**	**$ (37)**	**$ (1)**	**$ 1,652**

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

SOUTHWESTERN ENERGY COMPANY AND SUBSIDIARIES
NOTES TO 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 marketing business. Southwestern conducts most of its business through subsidiaries and operates principally in two segments: E&P and Midstream.

In September 2018, the Company announced that it had signed a Membership Interest Purchase Agreement ("MIPA") to sell 100% of the equity in certain of its subsidiaries that owned and operated its Fayetteville Shale E&P and related midstream gathering assets for $1.865 billion in cash, subject to customary closing adjustments ("Fayetteville Shale sale"). In accordance with the requirements of Rule 4-10 under the SEC's Regulation S-X, the Company's oil and gas properties included in the full cost pool are not presented as held for sale. The Company has classified the remainder of the Fayetteville Shale-related assets as held for sale on the consolidated balance sheets beginning in the third quarter of 2018. The Fayetteville Shale sale is discussed in further detail in Note 2.

The accompanying 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 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 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 consolidated financial statements.

(2) ASSETS HELD FOR SALE

On August 30, 2018, the Company entered into a MIPA to effect the Fayetteville Shale sale. In addition, the buyer will assume approximately $564 million of future contractual commitments, with the Company responsible for certain of these potential obligations up to approximately $126 million related to unused firm transportation through 2020. In addition, the buyer will also assume future asset retirement obligations related to the operations sold. The Company will novate to the buyer at closing certain natural gas derivative positions that the Company put in place on behalf of the buyer. The transaction is expected to close in December 2018 and is subject to customary closing conditions.

In accordance with accounting guidance for Property, Plant and Equipment, assets held for sale are measured at the lower of the carrying value or fair value less costs to sell. Because the assets outside of the full cost pool met the criteria for held for sale accounting, the Company determined the carrying value of certain non-full cost pool assets exceeded the fair value less costs to sell. As a result, an impairment charge of $161 million was recorded during the three and nine months ended September 30, 2018, of which $145 million related to midstream gathering assets held for sale and $15 million related to E&P assets held for sale. Additionally, the Company recorded a $1 million impairment related to other non-core assets that were not included in the sale. These impairments are included in Net Income (Loss) from Operations in the accompanying consolidated statements of operations.

While the Company's full cost pool assets associated with the Fayetteville Shale sale are not considered held for sale and therefore are not measured at the lower of the carrying value or fair value less costs to sell as of September 30, 2018, the carrying value of the full cost pool will be reduced by a portion of the proceeds received upon the closing of the sale. The following table presents the carrying value of the major categories of assets and liabilities of our Fayetteville Shale-related E&P and gathering businesses that are reflected as held for sale on our consolidated balance sheet at September 30, 2018:

(in millions)		**September 30, 2018**
Assets Held for Sale		
Current assets:		
Accounts receivable, net	**$**	**37**
Derivative assets		**23**
Other current assets		**4**
Total current assets held for sale	**$**	**64**
Long-term assets:		
Property, plant and equipment, net	**$**	**748**
Long-term derivative assets		**11**
Other long-term assets		**21**
Total long-term assets held for sale	**$**	**780**
Liabilities Associated With Assets Held for Sale		
Current liabilities:		
Accounts payable	**$**	**62**
Taxes payable		**31**
Derivative liabilities		**10**
Other current liabilities		**13**
Total current liabilities held for sale	**$**	**116**
Long-term liabilities:		
Long-term derivative liabilities	**$**	**39**
Other long-term liabilities		**138**
Total long-term liabilities held for sale	**$**	**177**

(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 was substantially implemented by June 30, 2018, and as of September 30, 2018, no further liability for severance payments has been accrued.

The following table presents a summary of the restructuring charges included in Income from Operations for the three and nine months ended September 30, 2018:

(in millions)	For the three months ended September 30, 2018		For the nine months ended September 30, 2018	
Severance (including payroll taxes) (1)	$	1	$	18
Professional fees		1		2
Total restructuring charges (2)	$	2	$	20

(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 $389,000 in non-cash stock-based compensation for the nine months ended September 30, 2018.

(2) Total restructuring charges were $2 million for the Company's E&P segment for the three months ended September 30, 2018. For the nine months ended September 30, 2018, restructuring charges were $18 million and $2 million for the Company's E&P and Midstream segments, respectively.

(4) 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.

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, 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 consolidated statements of operations net of intersegment revenues. The following table reconciles operating revenues as presented on the consolidated statements of operations to the operating revenues by segment:

(in millions)	E&P	Midstream	Intersegment Revenues	Total
Three months ended September 30, 2018				
Gas sales	**$ 460**	**$ –**	**$ 5**	**$ 465**
Oil sales	**61**	**–**	**1**	**62**
NGL sales	**112**	**–**	**–**	**112**
Marketing	**–**	**846**	**(559)**	**287**
Gas gathering	**–**	**66**	**(41)**	**25**
Total	**$ 633**	**$ 912**	**$ (594)**	**$ 951**
Three months ended September 30, 2017				
Gas sales	$ 388	$ –	$ 6	$ 394
Oil sales	27	–	–	27
NGL sales	55	–	–	55
Marketing	–	656	(423)	233
Gas gathering	–	78	(50)	28
Total	$ 470	$ 734	$ (467)	$ 737

(in millions)	E&P	Midstream	Intersegment Revenues	Total
Nine months ended September 30, 2018				
Gas sales	**$ 1,395**	**$ –**	**$ 17**	**$ 1,412**
Oil sales	**139**	**–**	**2**	**141**
NGL sales	**252**	**–**	**–**	**252**
Marketing	**–**	**2,403**	**(1,598)**	**805**
Gas gathering	**–**	**202**	**(129)**	**73**
Other (1)	**4**	**–**	**–**	**4**
Total	**$ 1,790**	**$ 2,605**	**$ (1,708)**	**$ 2,687**
Nine months ended September 30, 2017				
Gas sales	$ 1,354	$ –	$ 14	$ 1,368
Oil sales	73	–	–	73
NGL sales	132	–	–	132
Marketing	–	2,173	(1,437)	736
Gas gathering	–	241	(156)	85
Total	$ 1,559	$ 2,414	$ (1,579)	$ 2,394

(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."

	For the three months ended September 30,		For the nine months ended September 30,	
(in millions)	**2018**	2017	**2018**	2017
Northeast Appalachia	**$ 254**	$ 163	**$ 794**	$ 632
Southwest Appalachia	**235**	131	**557**	345
Fayetteville Shale	**140**	175	**431**	578
Other	**4**	1	**8**	4
Total	**$ 633**	$ 470	**$ 1,790**	$ 1,559

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 consolidated balance sheet:

(in millions)	**September 30, 2018**		December 31, 2017	
Receivables from contracts with customers	**$**	**330**	$	322
Other accounts receivable		**67**		106
Total accounts receivable	**$**	**397**	$	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 nine months ended September 30, 2018 and 2017. The Company has no contract assets or contract liabilities associated with its revenues from contracts with customers.

(5) CASH AND CASH EQUIVALENTS

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

(in millions)	**September 30, 2018**		December 31, 2017	
Cash	**$**	**8**	$	261
Marketable securities [1]		**1**		605
Other cash equivalents		**–**		50 [2]
Total	**$**	**9**	$	916

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

(2) Consists of time deposits.

(6) 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 $2.91 per MMBtu, West Texas Intermediate oil of $63.43 per barrel and NGLs of $17.47 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 September 30, 2018. The Company had no derivative positions that were designated for hedge accounting as of September 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 $3.00 per MMBtu, West Texas Intermediate oil of $46.27 per barrel and NGLs of $12.47 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 September 30, 2017. The Company had no derivative positions that were designated for hedge accounting as of September 30, 2017.

(7) 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 depositary 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.

In September 2018, the Company repurchased 4,829,011 of its outstanding common stock for approximately $25 million at an average price of $5.18 per share.

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

	For the three months ended September 30,		For the nine months ended September 30,	
(in millions, except share/per share amounts)	**2018**	2017	**2018**	2017
Net income (loss)	**$ (29)**	$ 77	**$ 230**	$ 712
Mandatory convertible preferred stock dividend	**–**	27	**–**	81
Participating securities - mandatory convertible preferred stock	**–**	7	**1**	83
Net income (loss) attributable to common stock	**$ (29)**	$ 43	**$ 229**	$ 548
Number of common shares:				
Weighted average outstanding	**581,171,753**	499,812,926	**577,912,421**	496,458,435
Issued upon assumed exercise of outstanding stock options	**–**	–	**–**	–
Effect of issuance of non-vested restricted common stock	**–**	1,202,585	**640,365**	883,512
Effect of issuance of non-vested performance units	**–**	1,275,268	**1,276,072**	1,185,724
Weighted average and potential dilutive outstanding	**581,171,753**	502,290,779	**579,828,858**	498,527,671
Earnings (loss) per common share:				
Basic	**$ (0.05)**	$ 0.09	**$ 0.40**	$ 1.11
Diluted	**$ (0.05)**	$ 0.09	**$ 0.39**	$ 1.10

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

	For the three months ended September 30,		For the nine months ended September 30,	
	2018	2017	**2018**	2017
Unexercised stock options	**717**	180,932	**–**	60,973
Unvested share-based payment	**3,463,802**	5,703,086	**4,246,492**	5,356,166
Performance units	**2,000,553**	1,036,422	**856,703**	1,036,422
Mandatory convertible preferred stock	**–**	74,999,895	**3,296,642**	74,999,895
Total	**5,465,072**	81,920,335	**8,399,837**	81,453,456

(8) 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 September 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.

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.

On August 30, 2018, the Company entered into a MIPA to effect the Fayetteville Shale sale. Included in the Fayetteville Shale sale are certain derivative positions associated with the Company's production. The current fair value of these derivatives are presented as held for sale assets and liabilities as of September 30, 2018, and the periodic changes in fair value are included in Gain (Loss) on Derivatives on the consolidated statements of operations.

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. The derivatives included in the Fayetteville Shale sale are excluded (see Note 2). 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 September 30, 2018:

Financial Protection on Production [(1)]

		Weighted Average Price per MMBtu					
	Volume *(Bcf)*	Swaps	Sold Puts	Purchased Puts	Sold Calls	Basis Differential	Fair Value at September 30, 2018 *($ in millions)*
Natural Gas							
2018							
Sold fixed price swaps	42	$ 2.91	$ –	$ –	$ –	$ –	$ (5)
Two-way costless collars	6	–	–	2.90	3.27	–	–
Three-way costless collars	72	–	2.40	2.97	3.37	–	3
Total	120						$ (2)
2019							
Sold fixed price swaps	156	$ 2.92	$ –	$ –	$ –	$ –	$ 29
Two-way costless collars	53	–	–	2.80	2.98	–	8
Three-way costless collars	163	–	2.47	2.89	3.26	–	13
Total	372						$ 50
2020							
Sold fixed price swaps	2	$ 2.77	$ –	$ –	$ –	$ –	$ –
Three-way costless collars	47	–	2.43	2.80	3.09	–	3
Total	49						$ 3
Sold Basis Swaps							
2018	16	$ –	$ –	$ –	$ –	$ (0.55)	$ (2)
2019	32	–	–	–	–	0.23	(8)
Total	48						$ (10)

(1) Excludes derivatives associated with the Fayetteville Shale sale (see Note 2).

	Volume (MBbls)	Weighted Average Strike Price per Bbl	Fair Value at September 30, 2018 ($ in millions)
Propane			
2018			
Sold fixed price swaps	778	$ 34.86	$ (8)
2019			
Sold fixed price swaps	1,506	$ 32.63	$ (11)
Ethane			
2018			
Sold fixed price swaps	1,389	$ 13.30	$ (13)
2019			
Sold fixed price swaps	3,322	$ 13.38	$ (16)

Other Derivative Contracts

	Volume (Bcf)	Weighted Average Strike Price per MMBtu	Fair Value at September 30, 2018 ($ in millions)
Purchased Call Options - Natural Gas			
2020	68	$ 3.63	$ 2
2021	57	3.52	2
Total	125		$ 4
Sold Call Options - Natural Gas			
2018	16	$ 3.50	$ –
2019	52	3.50	(2)
2020	136	3.39	(8)
2021	114	3.33	(6)
Total	318		$ (16)

	Volume (MBbl)	Weighted Average Strike Price per Bbl	Fair Value at September 30, 2018 ($ in millions)
Sold Call Options - Oil			
2018	276	$ 65.00	$ (2)
2019	270	65.00	(3)
Total	546		$ (5)

	Volume (Bcf)	Weighted Average Strike Price per MMBtu	Basis Differential	Fair Value at September 30, 2018 ($ in millions)
Storage (1)				
2018				
Purchased fixed price swaps	0.2	$ 2.77	$ –	$ –
Sold fixed price swaps	0.2	2.89	–	–
Purchased basis swaps	0.1	–	(0.89)	–
Sold basis swaps	0.1	–	(0.62)	–
Total	0.6			$ –
2019				
Sold fixed price swaps	0.8	$ 3.03	$ –	$ –
Sold basis swaps	0.7	–	(0.44)	–
Total	1.5			$ –

(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 consolidated statements of operations.

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

Derivative Assets

	Balance Sheet Classification	Fair Value	
		September 30, 2018	December 31, 2017
Derivatives not designated as hedging instruments:		*(in millions)*	
Sold fixed price swaps - natural gas	Derivative assets	**$** 46 [1]	$ 38
Two-way costless collars - natural gas	Derivative assets	12	5
Three-way costless collars - natural gas	Derivative assets	40	82
Sold basis swaps - natural gas	Derivative assets	5	2
Purchased call options - natural gas	Derivative assets	–	3 [2]
Interest rate swaps	Derivative assets	1	–
Sold fixed price swaps - natural gas	Other long-term assets	6	18
Two-way costless collars - natural gas	Other long-term assets	2	–
Three-way costless collars - natural gas	Other long-term assets	24	39
Purchased call options - natural gas	Other long-term assets	4	–
Interest rate swaps	Other long-term assets	1	–
Total derivative assets		**$ 141**	$ 187

Derivative Liabilities

	Balance Sheet Classification	Fair Value	
		September 30, 2018	December 31, 2017
Derivatives not designated as hedging instruments:		*(in millions)*	
Sold fixed price swaps - natural gas	Derivative liabilities	**$** 6	$ –
Sold fixed price swaps - propane	Derivative liabilities	19	–
Sold fixed price swaps - ethane	Derivative liabilities	31	–
Two-way costless collars - natural gas	Derivative liabilities	5	1
Three-way costless collars - natural gas	Derivative liabilities	28	36
Sold basis swaps - natural gas	Derivative liabilities	15	23
Sold call options - natural gas	Derivative liabilities	2	3
Sold call options - oil	Derivative liabilities	5	–
Interest rate swaps	Derivative liabilities	–	1
Sold fixed price swaps - natural gas	Other long-term liabilities	–	1
Sold fixed price swaps - propane	Other long-term liabilities	2	–
Sold fixed price swaps - ethane	Other long-term liabilities	2	–
Two-way costless collars - natural gas	Other long-term liabilities	1	–
Three-way costless collars - natural gas	Other long-term liabilities	17	30
Sold call options - natural gas	Other long-term liabilities	14	15
Total derivative liabilities		**$ 147**	$ 110

(1) Includes $22 million in premiums paid related to certain natural gas fixed price swaps recognized as a component of derivative assets within current assets on the consolidated balance sheet at September 30, 2018. As certain natural gas fixed price swaps settle, the premium will be amortized and recognized as a component of gain (loss) on derivatives on the consolidated statement of operations.

(2) Includes $1 million in premiums paid related to certain natural gas call options recognized as a component of derivative assets within current assets on the 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 consolidated statement of operations.

At September 30, 2018, the net fair value of the Company's financial instruments related to commodities that are not classified as held for sale (included in the table above) was an $8 million liability. The net fair value of the Company's interest rate swaps was a $2 million asset as of September 30, 2018.

Upon the close of the Fayetteville Shale sale, certain derivatives are expected to be novated to the buyer. The Company has classified these derivatives as held for sale assets or liabilities based on current market value. The balance sheet classification of the held for sale assets and liabilities related to these derivative financial instruments is summarized below as of September 30, 2018:

Derivative Assets Held for Sale

	Balance Sheet Classification		Fair Value
			September 30, 2018
Derivatives not designated as hedging instruments:			(in millions)
Sold fixed price swaps - natural gas	Derivative assets	$	23
Sold fixed price swaps - natural gas	Other long-term assets		11
Total derivative assets held for sale		$	34

Derivative Liabilities Held for Sale

	Balance Sheet Classification		Fair Value
			September 30, 2018
Derivatives not designated as hedging instruments:			(in millions)
Sold fixed price swaps - natural gas	Derivative liabilities	$	10
Sold fixed price swaps - natural gas	Other long-term liabilities		39
Total derivative liabilities held for sale		$	49

See Note 2 for additional information regarding the derivatives classified as held for sale.

The following tables summarize the before-tax effect of the Company's derivative instruments on the consolidated statements of operations for the three and nine months ended September 30, 2018 and 2017:

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 September 30, **2018**	For the three months ended September 30, 2017	For the nine months ended September 30, **2018**	For the nine months ended September 30, 2017
		(in millions)			
Sold fixed price swaps - natural gas	Gain (Loss) on Derivatives	**$ (17)**	$ (2)	**$ (46)**	$ 174
Sold fixed price swaps - propane	Gain (Loss) on Derivatives	**(10)**	–	**(19)**	–
Sold fixed price swaps - ethane	Gain (Loss) on Derivatives	**(27)**	–	**(29)**	–
Two-way costless collars - natural gas	Gain (Loss) on Derivatives	**2**	3	**4**	48
Three-way costless collars - natural gas	Gain (Loss) on Derivatives	**(7)**	(1)	**(36)**	87
Sold basis swaps - natural gas	Gain (Loss) on Derivatives	**(5)**	24	**11**	(19)
Purchased call options - natural gas	Gain (Loss) on Derivatives	**(2)**	–	**2**	–
Sold call options - natural gas	Gain (Loss) on Derivatives	**5**	6	**2**	59
Sold call options - oil	Gain (Loss) on Derivatives	**1**	–	**(5)**	–
Interest rate swaps	Gain (Loss) on Derivatives	**1**	1	**3**	1
Total gain (loss) on unsettled derivatives		**$ (59)**	$ 31	**$ (113)**	$ 350

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 September 30, **2018**	For the three months ended September 30, 2017	For the nine months ended September 30, **2018**	For the nine months ended September 30, 2017
		(in millions)			
Sold fixed price swaps - natural gas	Gain (Loss) on Derivatives	**$ 5**	$ 7	**$ 18**	$ (18)
Sold fixed price swaps - propane	Gain (Loss) on Derivatives	**(5)**	–	**(6)**	–
Sold fixed price swaps - ethane	Gain (Loss) on Derivatives	**(6)**	–	**(6)**	–
Two-way costless collars - natural gas	Gain (Loss) on Derivatives	**–**	–	**4**	(3)
Three-way costless collars - natural gas	Gain (Loss) on Derivatives	**5**	1	**24**	(4)
Sold basis swaps - natural gas	Gain (Loss) on Derivatives	**(4)**	9	**(28)**	(21)
Purchased call options - natural gas	Gain (Loss) on Derivatives	**–**	–	**2** [(2)]	–
Sold call options - natural gas [(3)]	Gain (Loss) on Derivatives	**–**	(3)	**(1)**	(9)
Sold call options - oil	Gain (Loss) on Derivatives	**(1)**	–	**(2)**	–
Total gain (loss) on settled derivatives		**$ (6)**	$ 14	**$ 5**	$ (55)
Total gain (loss) on derivatives		**$ (65)**	$ 45	**$ (108)**	$ 295

(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 nine months ended September 30, 2018, which is included in gain (loss) on derivatives on the consolidated statements of operations.

(3) Includes $3 million amortization of premiums paid related to certain call options for the three and nine months ended September 30, 2017.

(9) 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 nine months ended September 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	–	–	–
Amounts reclassified from other comprehensive income (loss) [(1)]	4	–	4
Net current-period other comprehensive income (loss)	4	–	4
Ending balance, September 30, 2018	**$ (26)**	**$ (14)**	**$ (40)**

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

Details about Accumulated Other Comprehensive Income	Affected Line Item in the Consolidated Statement of Operations	Amount Reclassified from Accumulated Other Comprehensive Income For the nine months ended September 30, 2018
		(in millions)
Pension and other postretirement:		
Amortization of prior service cost and net gain [(1)]	Other Income (Loss), Net	$ 4
	Provision (benefit) for income taxes	–
	Net income	$ 4
Total reclassifications for the period	Net income	$ 4

(1) See Note 13 for additional details regarding the Company’s pension and other postretirement benefit plans.

(10) FAIR VALUE MEASUREMENTS

Assets and liabilities measured at fair value on a recurring basis

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

	September 30, 2018		December 31, 2017	
(in millions)	**Carrying Amount**	**Fair Value**	Carrying Amount	Fair Value
Cash and cash equivalents	**$ 9**	**$ 9**	$ 916	$ 916
2018 revolving credit facility due April 2023	**360**	**360**	–	–
2016 term loan facility due December 2020 [(1)(2)]	–	–	1,191	1,191
Senior notes [(3)]	**3,242**	**3,303**	3,242	3,358
Derivative instruments, net [(4)]	**(6)** [(5)]	**(6)** [(5)]	77 [(6)]	77 [(6)]
Derivative instruments classified as held for sale, net	**(15)**	**(15)**	–	–

(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) In September 2018, the Company announced the initial results from its tender offers to repurchase certain outstanding senior notes contingent upon the closing of its Fayetteville Shale divestiture. Based on the tenders received, the Company expects to repurchase $900 million of its outstanding senior notes.

(4) Excludes derivatives classified as held for sale assets or liabilities.

(5) Includes $22 million in premiums paid related to certain natural gas fixed price swaps recognized as a component of derivative assets within current assets on the consolidated balance sheet.

(6) Includes $1 million in premiums paid related to certain natural gas call options recognized as a component of derivatives assets within current assets on the 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 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:

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 September 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:

	September 30, 2018			
	Fair Value Measurements Using:			
(in millions)	**Quoted Prices in Active Markets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Assets (Liabilities) at Fair Value**
Assets				
Sold fixed price swap - natural gas [(1)]	$ –	$ 86	$ –	$ 86
Two-way costless collar - natural gas	–	14	–	14
Three-way costless collar - natural gas	–	64	–	64
Sold basis swap - natural gas	–	5	–	5
Purchased call option - natural gas	–	4	–	4
Interest rate swap	–	2	–	2
Liabilities				
Sold fixed price swap - natural gas [(1)]	–	(55)	–	(55)
Sold fixed price swap - propane	–	(21)	–	(21)
Sold fixed price swap - ethane	–	(33)	–	(33)
Two-way costless collar - natural gas	–	(6)	–	(6)
Three-way costless collar - natural gas	–	(45)	–	(45)
Sold basis swap - natural gas	–	(15)	–	(15)
Sold call option - natural gas	–	(16)	–	(16)
Sold call option - oil	–	(5)	–	(5)
Total	$ –	$ (21)	$ –	$ (21)

(1) Includes derivatives classified as held for sale (see Note 8).

(in millions)	December 31, 2017 Fair Value Measurements Using: Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Assets (Liabilities) at Fair Value
Assets				
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 (1)	–	–	3	3
Sold basis swap - natural gas	–	–	2	2
Liabilities				
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)
Total	$ –	$ 54	$ 23	$ 77

(1) Includes $1 million in premiums paid related to certain natural gas call options recognized as a component of derivative assets within current assets on the consolidated balance sheet at December 31, 2017.

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 nine months ended September 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 September 30, 2018 and 2017.

	For the three months ended September 30,		For the nine months ended September 30,	
(in millions)	**2018**	2017	**2018**	2017
Balance at beginning of period	**$ –**	$ (52)	**$ 22**	$ (195)
Total gains (losses):				
Included in earnings	**–**	42	**(17)**	141
Settlements	**–**	(10)	**1** (1)	34
Transfers into/out of Level 3 (2)	**–**	–	**(6)**	–
Balance at end of period	**$ –**	$ (20)	**$ –**	$ (20)
Change in gains (losses) included in earnings relating to derivatives still held as of September 30	**$ –**	$ 32	**$ –**	$ 175

(1) Includes $1 million amortization of premiums paid related to certain natural gas call options for the nine months ended September 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.

Assets and liabilities measured at fair value on a nonrecurring basis

As further discussed in Note 2, the Company's announcement of the Fayetteville Shale sale resulted in the reclassification of the related assets and liabilities to held for sale on the consolidated balance sheet. Because the carrying value of certain non-full cost pool assets exceeded the fair value less costs to sell, the Company recorded an impairment charge of $161 million during the third quarter of 2018, of which $145 million related to midstream gathering assets held for sale and $15 million related to E&P assets held for sale. Additionally, the company recorded a $1 million impairment related to other non-core assets that were not included in the sale. The estimated fair value of the gathering assets is based on an estimated discounted cash flow model and market assumptions. The significant Level 3 assumptions used in the calculation of estimated discounted cash flows included future commodity prices, projections of estimated quantities of natural gas reserves, operating costs, projections of future rates of production, inflation factors and risk adjusted discount rates. These impairments are included in Net Income (Loss) from Operations in the accompanying consolidated statements of operations.

(11) DEBT

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

	September 30, 2018							
(in millions)		**Debt Instrument**		**Unamortized Issuance Expense**		**Unamortized Debt Discount**		**Total**
Variable rate (3.590% at September 30, 2018) 2018 revolving credit facility, due April 2023 (1)	**$**	**360**	**$**	**–**	**$**	**–**	**$**	**360**
4.05% Senior Notes due January 2020 (2)(3)		**92**		**–**		**–**		**92**
4.10% Senior Notes due March 2022 (3)		**1,000**		**(5)**		**–**		**995**
4.95% Senior Notes due January 2025 (2)(3)		**1,000**		**(8)**		**(1)**		**991**
7.50 % Senior Notes due April 2026		**650**		**(9)**		**–**		**641**
7.75 % Senior Notes due October 2027		**500**		**(7)**		**–**		**493**
Total debt	**$**	**3,602**	**$**	**(29)**	**$**	**(1)**	**$**	**3,572**

	December 31, 2017							
(in millions)		Debt Instrument		Unamortized Issuance Expense		Unamortized Debt Discount		Total
Variable rate (3.980% at December 31, 2017) 2016 term loan facility, due December 2020 (4)	$	1,191	$	(8)	$	–	$	1,183
4.05% Senior Notes due January 2020 (2)(3)		92		–		–		92
4.10% Senior Notes due March 2022 (3)		1,000		(7)		–		993
4.95% Senior Notes due January 2025 (2)(3)		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 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. As a result of these upgrades, interest rates decreased to 5.30% for the 2020 Notes and 6.20% for the 2025 Notes effective July 2018. The first coupon payment to the bondholders at the lower interest rate will be paid in January 2019.

(3) In September 2018, the Company announced the initial results from its tender offers to repurchase certain outstanding senior notes contingent upon the closing of the Fayetteville Shale sale. Based on the tenders received, the Company expects to repurchase $787 million of its 4.10% senior notes due March 2022, $40 million of its 4.05% senior notes due January 2020 and $73 million of its 4.95% senior notes due January 2025.

(4) In April 2018, 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. At December 31, 2017, there were no borrowings under the 2013 credit facility. On April 26, 2018 the Company replaced its 2016 credit facility with the 2018 credit facility and terminated the 2013 credit facility.

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 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 was 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, there were no borrowings under the revolving credit facility, but $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"). The 2018 credit facility has an aggregate maximum revolving credit amount of $3.5 billion and at September 30, 2018, had current borrowing base of $3.2 billion. In October 2018, the borrowing base was reduced to $3.1 billion. The Company's current aggregate commitment is $2.0 billion. Upon the closing of the Fayetteville Shale sale expected to occur in December 2018, the Company's borrowing base will be further reduced to $2.1 billion with no change in borrowing commitment. The 2018 credit facility is secured by substantially all of the assets owned by the Company and its subsidiaries.

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. The Company has successfully tendered for more than $700 million of its 2022 Senior Notes contingent on the closing of the Fayetteville Shale sale, which would eliminate this acceleration of maturity.

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.

Each United States domestic subsidiary of the Company for which the Company owns 100% guarantees 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. See Note 18 for the Company's Condensed Consolidated Financial Information, presented in accordance with Rule 3-10 of Regulation S-X. At the closing of the Fayetteville Shale sale, its subsidiaries being sold will be released from these guarantees.

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 September 30, 2018, the Company's borrowings under the 2018 revolving credit facility were $360 million. Additionally, at September 30, 2018 the Company had $169 million in letters of credit outstanding under the 2018 revolving credit facility.

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

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. As a result of these upgrades, interest rates decreased to 5.30% for the 2020 Notes and 6.20% for the 2025 Notes 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.

As discussed in Note 2 above, on August 30, 2018, the Company entered into an agreement to sell its subsidiaries that own and operate its Fayetteville Shale E&P and related midstream gathering assets for $1.865 billion in cash, subject to customary closing adjustments. The Company expects to use a portion of the proceeds to retire certain of its senior notes upon closing of the transaction.

In September 2018, the Company announced the initial results from its tender offers to repurchase certain outstanding senior notes contingent upon the successful closing of its Fayetteville Shale divestiture. The Company intends to repurchase $787 million of its 4.10% senior notes due March 2022, $40 million of its 4.05% senior notes due January 2020 and $73 million of its 4.95% senior notes due January 2025.

(12) COMMITMENTS AND CONTINGENCIES

Operating Commitments and Contingencies

As of September 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 $9.2 billion, $3.5 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 $559 million of that amount. As of September 30, 2018, future payments under non-cancelable firm transportation and gathering agreements were as follows:

	Payments Due by Period					
(in millions)	**Total**	Less than 1 Year	1 to 3 Years	3 to 5 Years	5 to 8 Years	More than 8 Years
Infrastructure currently in service	**$ 5,743**	$ 607	$ 1,100	$ 865	$ 1,136	$ 2,035
Pending regulatory approval and/or construction (1)	**3,455**	126	360	429	695	1,845
Total transportation charges	**$ 9,198**	$ 733	$ 1,460	$ 1,294	$ 1,831	$ 3,880

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

Under the MIPA, the buyer will assume approximately $564 million of contractual commitments. The Company will be responsible for certain of these potential obligations up to approximately $126 million related to unused firm transportation through 2020 and may remain as guarantor of certain other obligations. The buyer will also assume future asset retirement obligations related to the operations sold.

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 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. It is not possible at this time to estimate the amount of any additional loss, or range of loss, that is reasonably possible, but, based on the nature of the claims, 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 these appeals, and oral argument has been granted but has not yet been scheduled.

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 settlement received final approval by the court during the third quarter, and the deadline to appeal the order approving the settlement passed without any appeals filed. The amount of the settlement is reflected in the Company's consolidated statement of operations for the second quarter of 2018 and was paid early in the fourth quarter of 2018. The third class action was dismissed in the second quarter of 2018.

The *Smith* and the *Snow* cases cover all affected lessors, except a small percentage who opted out. 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.

(13) 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 nine months ended September 30, 2018 and 2017:

		Pension Benefits			
	Consolidated Statements of Operations Classification of	For the three months ended September 30,		For the nine months ended September 30,	
(in millions)	Net Periodic Benefit Costs [(1)]	**2018**	2017	**2018**	2017
Service cost	General and administrative expenses	**$ 2**	$ 2	**$ 8**	$ 7
Interest cost	Other Income (Loss), Net	1	2	4	4
Expected return on plan assets	Other Income (Loss), Net	(2)	(1)	(6)	(4)
Amortization of prior service cost	Other Income (Loss), Net	–	–	–	–
Amortization of net loss	Other Income (Loss), Net	1	–	1	1
Net periodic benefit cost		$ 2	$ 3	$ 7	$ 8

(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 17 – New Accounting Pronouncements for more information regarding this update.

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

As of September 30, 2018, the Company has contributed $12 million to the pension and other postretirement benefit plans in 2018. The Company does not expect to contribute to its pension plan during the remainder of 2018. The Company recognized a liability of $34 million and $17 million related to its pension and other postretirement benefits, respectively, as of September 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 10,653 shares and 31,269 shares at September 30, 2018 and December 31, 2017, respectively.

(14) 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 and the approximate fair value of a portion of those cancelled awards was included in a cash severance payment that was 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 nine months ended September 30, 2018 on the consolidated statements of operations.

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

	For the three months ended September 30,		For the nine months ended September 30,	
(in millions)	**2018**	2017	**2018**	2017
Stock-based compensation cost – expensed	**$ 7**	$ 7	**$ 20**	$ 19
Stock-based compensation cost – capitalized	**$ 3**	$ 2	**$ 10**	$ 10

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 nine months ended September 30, 2018 and 2017:

	For the three months ended September 30,		For the nine months ended September 30,	
(in millions)	**2018**	2017	**2018**	2017
Equity-classified awards – expensed	**$ 3**	$ 7	**$ 12**	$ 19
Equity-classified awards – capitalized	**$ 2**	$ 2	**$ 6**	$ 10

As of September 30, 2018, there was $28 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 nine months ended September 30, 2018 and provides information for options outstanding and options exercisable as of September 30, 2018:

	Number of Options	Weighted Average Exercise Price
	(in thousands)	
Outstanding at December 31, 2017	6,020	$ 19.43
Granted	–	–
Exercised	–	–
Forfeited or expired	(72)	26.87
Outstanding at September 30, 2018	**5,948**	**19.34**
Exercisable at September 30, 2018	**4,422**	**23.30**

Equity-Classified Restricted Stock

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

	Number of Shares	Weighted Average Fair Value
	(in thousands)	
Unvested shares at December 31, 2017	6,254	$ 8.85
Granted	344	4.71
Vested [(1)]	(1,462)	8.39
Forfeited	(1,143)	9.03
Unvested shares at September 30, 2018	**3,993**	**8.61**

(1) Includes 670,385 shares forfeited as a result of the reduction in workforce.

Equity-Classified Performance Units

The following table summarizes equity-classified performance unit activity for the nine months ended September 30, 2018 and provides information for unvested units as of September 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 Shares [1]	Weighted Average Fair Value
	(in thousands)	
Unvested units at December 31, 2017	1,084	$ 10.12
Granted	–	–
Vested	(290)	10.47
Forfeited	(125)	9.91
Unvested units at September 30, 2018	**669**	**10.01**

(1) 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 95,914 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 nine months ended September 30, 2018:

(in millions)	For the three months ended September 30, 2018	For the nine months ended September 30, 2018
Liability-classified stock-based compensation cost – expensed	**$ 4**	**$ 8**
Liability-classified stock-based compensation cost – capitalized	**$ 1**	**$ 4**

Liability-Classified Restricted Stock Units

In the first 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 September 30, 2018, there was $42 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 three years.

	Number of Units	Weighted Average Fair Value
	(in thousands)	
Unvested shares at December 31, 2017	–	$ –
Granted	12,216	3.69
Vested	(232)	5.14
Forfeited	(2,297)	5.14
Unvested units at September 30, 2018	**9,687**	**5.11**

(1) Includes 1,503,470 units forfeited as a result of the reduction in workforce.

Liability-Classified Performance Units

In the first quarter 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 September 30, 2018, there was $16 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 two years. The final value of the performance unit awards is contingent upon the Company's actual performance against the Performance Measures.

	Number of Shares	Weighted Average Fair Value
	(in thousands)	
Unvested shares at December 31, 2017	–	$ –
Granted	3,200	3.70
Vested	–	–
Forfeited [(1)]	(210)	4.87
Unvested units at September 30, 2018	**2,990**	**5.11**

(1) Includes 191,790 units forfeited as a result of the reduction in workforce.

(15) 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.

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.

	E&P	Midstream	Other	Total
		(in millions)		
Three months ended September 30, 2018:				
Revenues from external customers	**$ 639**	**$ 312**	**$ –**	**$ 951**
Intersegment revenues	**(6)**	**600**	**–**	**594**
Depreciation, depletion and amortization expense	**140**	**11**	**–**	**151**
Impairments	**15**	**145**	**1**	**161**
Operating income (loss)	**175 (1)**	**(108)**	**(1)**	**66**
Interest expense (2)	**29**	**–**	**–**	**29**
Loss on derivatives	**(65)**	**–**	**–**	**(65)**
Other loss, net	**–**	**(1)**	**–**	**(1)**
Assets	**5,732 (3)**	**1,115 (4)**	**211 (5)**	**7,058**
Capital investments (6)	**295**	**–**	**3**	**298**
Three months ended September 30, 2017:				
Revenues from external customers	$ 476	$ 261	$ –	$ 737
Intersegment revenues	(6)	473	–	467
Depreciation, depletion and amortization expense	120	15	–	135
Operating income	64	46	–	110
Interest expense (2)	31	–	–	31
Gain on derivatives	45	–	–	45
Loss on early extinguishment of debt	–	–	(59)	(59)
Other income (loss), net	1	(3)	–	(2)
Benefit for income taxes (2)	(14)	–	–	(14)
Assets	4,842	1,240	1,120 (5)	7,202
Capital investments (6)	320	9	2	331

	E&P	Midstream	Other	Total
		(in millions)		
Nine months ended September 30, 2018:				
Revenues from external customers	**$ 1,809**	**$ 878**	**$ –**	**$ 2,687**
Intersegment revenues	**(19)**	**1,727**	**–**	**1,708**
Depreciation, depletion and amortization expense	**383**	**53 (7)**	**–**	**436**
Impairments	**15**	**145**	**1**	**161**
Operating income (loss)	**510 (1)**	**(64) (8)**	**(1)**	**445**
Interest expense (2)	**100**	**–**	**–**	**100**
Loss on derivatives	**(108)**	**–**	**–**	**(108)**
Loss on early extinguishment of debt	**–**	**–**	**(8)**	**(8)**
Other income (loss), net	**3**	**(2)**	**–**	**1**
Assets	**5,732 (3)**	**1,115 (4)**	**211 (5)**	**7,058**
Capital investments (6)	**1,025**	**9**	**5**	**1,039**
Nine months ended September 30, 2017:				
Revenues from external customers	$ 1,573	$ 821	$ –	$ 2,394
Intersegment revenues	(14)	1,593	–	1,579
Depreciation, depletion and amortization expense	317	47	–	364
Operating income	435	129	–	564
Interest expense (2)	97	–	–	97
Gain on derivatives	295	–	–	295
Loss on early extinguishment of debt	–	–	(70)	(70)
Other income, net	5	1	–	6
Benefit for income taxes (2)	(14)	–	–	(14)
Assets	4,842	1,240	1,120 (5)	7,202
Capital investments (6)	921	21	4	946

(1) Operating income for the E&P segment includes $2 million and $18 million related to restructuring charges for the three and nine months ended September 30, 2018.

(2) Interest expense and benefit for income taxes by segment is an allocation of corporate amounts as they are incurred at the corporate level.

(3) E&P assets includes $106 million of assets held for sale at September 30, 2018.

(4) Midstream assets includes $738 million of assets held for sale at September 30, 2018.

(5) Other assets represent corporate assets not allocated to segments and assets for non-reportable segments. At September 30, 2018, other assets included approximately $9 million in cash and cash equivalents. At September 30, 2017, other assets included approximately $989 million in cash and cash equivalents.

(6) Capital investments include decreases of $31 million and $2 million for the three months ended September 30, 2018 and 2017, respectively, and an increase of $21 million and a decrease of $13 million for the nine months ended September 30, 2018 and 2017, respectively, relating to the change in capital accruals between periods.

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

(8) Operating loss for the Midstream segment includes a $10 million impairment related to certain non-core gathering assets and $2 million related to restructuring charges for the nine months ended September 30, 2018.

Included in intersegment revenues of the Midstream segment are $559 million and $423 million for the three months ended September 30, 2018 and 2017, respectively and $1,598 million and $1,437 million for the nine months ended September 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.

(16) INCOME TAXES

The Company's effective tax rate was approximately 0% and (21%) for the three months ended September 30, 2018 and 2017, and 0% and (2%) for the nine months ended September 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 September 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 an increase in its valuation allowance of $6 million and a decrease of $58 million for the three and nine months ended September 30, 2018, respectively. For the three and nine months ended September 30, 2017, there were decreases in the Company's valuation allowance of $38 million and $220 million, 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 17 – New Accounting Pronouncements for more information regarding this update.

(17) 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 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 4 – 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 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 nine months ended September 30, 2018 and 2017, and are disclosed in Note 13 – 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 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 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 September 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.

(18) 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 United States domestic 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 11 – Debt for additional information on the Company's 2018 revolving credit facility and senior notes. At the closing of the Fayetteville Shale sale, its subsidiaries being sold will be released from these guarantees.

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 September 30, 2018:					
Operating Revenues:					
Gas sales	$ –	$ 465	$ –	$ –	$ 465
Oil sales	–	62	–	–	62
NGL sales	–	112	–	–	112
Marketing	–	287	–	–	287
Gas gathering	–	25	–	–	25
Other	–	–	–	–	–
	–	951	–	–	951
Operating Costs and Expenses:					
Marketing purchases	–	288	–	–	288
Operating expenses	–	206	–	–	206
General and administrative expenses	–	51	–	–	51
Restructuring charges	–	2	–	–	2
Depreciation, depletion and amortization	–	151	–	–	151
Impairments	–	161	–	–	161
Taxes, other than income taxes	–	26	–	–	26
	–	885	–	–	885
Operating Income	–	66	–	–	66
Interest Expense, Net	29	–	–	–	29
Loss on Derivatives	–	(65)	–	–	(65)
Loss on Early Extinguishment of Debt	–	–	–	–	–
Other Income, Net	–	(1)	–	–	(1)
Equity in Earnings of Subsidiaries	–	–	–	–	–
Income (Loss) Before Income Taxes	(29)	–	–	–	(29)
Provision (Benefit) for Income Taxes	–	–	–	–	–
Net Income (Loss)	(29)	–	–	–	(29)
Mandatory convertible preferred stock dividend	–	–	–	–	–
Participating securities - mandatory convertible preferred stock	–	–	–	–	–
Net Income (Loss) Attributable to Common Stock	$ (29)	$ –	$ –	$ –	$ (29)
Net Income (Loss)	$ (29)	$ –	$ –	$ –	$ (29)
Other comprehensive income	4	–	–	–	4
Comprehensive Income (Loss)	$ (25)	$ –	$ –	$ –	$ (25)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Three months ended September 30, 2017:					
Operating Revenues:					
Gas sales	$ –	$ 394	$ –	$ –	$ 394
Oil sales	–	27	–	–	27
NGL sales	–	55	–	–	55
Marketing	–	233	–	–	233
Gas gathering	–	28	–	–	28
Other	–	–	–	–	–
	–	737	–	–	737
Operating Costs and Expenses:					
Marketing purchases	–	236	–	–	236
Operating expenses	–	170	–	–	170
General and administrative expenses	–	62	–	–	62
Depreciation, depletion and amortization	–	135	–	–	135
Taxes, other than income taxes	–	24	–	–	24
	–	627	–	–	627
Operating Income	–	110	–	–	110
Interest Expense, Net	31	–	–	–	31
Gain on Derivatives	–	45	–	–	45
Loss on Early Extinguishment of Debt	(59)	–	–	–	(59)
Other Income, Net	–	(2)	–	–	(2)
Equity in Earnings of Subsidiaries	167	–	–	(167)	–
Income (Loss) Before Income Taxes	77	153	–	(167)	63
Provision (Benefit) for Income Taxes	–	(14)	–	–	(14)
Net Income (Loss)	$ 77	$ 167	$ –	$ (167)	$ 77
Mandatory convertible preferred stock dividend	27	–	–	–	27
Participating securities - mandatory convertible preferred stock	7	–	–	–	7
Net Income (Loss) Attributable to Common Stock	$ 43	$ 167	$ –	$ (167)	$ 43
Net Income (Loss)	$ 77	$ 167	$ –	$ (167)	$ 77
Other comprehensive income	1	–	–	–	1
Comprehensive Income (Loss)	$ 78	$ 167	$ –	$ (167)	$ 78

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Nine months ended September 30, 2018:					
Operating Revenues:					
Gas sales	$ –	$ 1,412	$ –	$ –	$ 1,412
Oil sales	–	141	–	–	141
NGL sales	–	252	–	–	252
Marketing	–	805	–	–	805
Gas gathering	–	73	–	–	73
Other	–	4	–	–	4
	–	2,687	–	–	2,687
Operating Costs and Expenses:					
Marketing purchases	–	808	–	–	808
Operating expenses	–	588	–	–	588
General and administrative expenses	–	165	–	–	165
Restructuring charges	–	20	–	–	20
Depreciation, depletion and amortization	–	436	–	–	436
Impairments	–	161	–	–	161
Taxes, other than income taxes	–	64	–	–	64
	–	2,242	–	–	2,242
Operating Income	–	445	–	–	445
Interest Expense, Net	100	–	–	–	100
Loss on Derivatives	–	(108)	–	–	(108)
Loss on Early Extinguishment of Debt	(8)	–	–	–	(8)
Other Income, Net	–	1	–	–	1
Equity in Earnings of Subsidiaries	338	–	–	(338)	–
Income (Loss) Before Income Taxes	230	338	–	(338)	230
Provision (Benefit) for Income Taxes	–	–	–	–	–
Net Income (Loss)	$ 230	$ 338	$ –	$ (338)	$ 230
Mandatory convertible preferred stock dividend	–	–	–	–	–
Participating securities - mandatory convertible preferred stock	1	–	–	–	1
Net Income (Loss) Attributable to Common Stock	$ 229	$ 338	$ –	$ (338)	$ 229
Net Income (Loss)	$ 230	$ 338	$ –	$ (338)	$ 230
Other comprehensive income	4	–	–	–	4
Comprehensive Income (Loss)	$ 234	$ 338	$ –	$ (338)	$ 234

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Nine months ended September 30, 2017:					
Operating Revenues:					
Gas sales	$ –	$ 1,368	$ –	$ –	$ 1,368
Oil sales	–	73	–	–	73
NGL sales	–	132	–	–	132
Marketing	–	736	–	–	736
Gas gathering	–	85	–	–	85
Other	–	–	–	–	–
	–	2,394	–	–	2,394
Operating Costs and Expenses:					
Marketing purchases	–	740	–	–	740
Operating expenses	–	481	–	–	481
General and administrative expenses	–	170	–	–	170
Depreciation, depletion and amortization	–	364	–	–	364
Taxes, other than income taxes	–	75	–	–	75
	–	1,830	–	–	1,830
Operating Income	–	564	–	–	564
Interest Expense, Net	97	–	–	–	97
Gain on Derivatives	–	295	–	–	295
Loss on Early Extinguishment of Debt	(70)	–	–	–	(70)
Other Income, Net	–	6	–	–	6
Equity in Earnings of Subsidiaries	879	–	–	(879)	–
Income (Loss) Before Income Taxes	712	865	–	(879)	698
Provision (Benefit) for Income Taxes	–	(14)	–	–	(14)
Net Income (Loss)	$ 712	$ 879	$ –	$ (879)	$ 712
Mandatory convertible preferred stock dividend	81	–	–	–	81
Participating securities - mandatory convertible preferred stock	83	–	–	–	83
Net Income (Loss) Attributable to Common Stock	$ 548	$ 879	$ –	$ (879)	$ 548
Net Income (Loss)	$ 712	$ 879	$ –	$ (879)	$ 712
Other comprehensive income	2	–	–	–	2
Comprehensive Income (Loss)	$ 714	$ 879	$ –	$ (879)	$ 714

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
September 30, 2018:					
ASSETS					
Cash and cash equivalents	**$ 9**	**$ –**	**$ –**	**$ –**	**$ 9**
Accounts receivable, net	**–**	**397**	**–**	**–**	**397**
Other current assets	**11**	**134**	**–**	**–**	**145**
Current assets held for sale	**–**	**64**	**–**	**–**	**64**
Total current assets	**20**	**595**	**–**	**–**	**615**
Intercompany receivables	**7,966**	**–**	**–**	**(7,966)**	**–**
Natural gas and oil properties, using the full cost method	**–**	**24,825**	**55**	**–**	**24,880**
Gathering systems	**–**	**11**	**27**	**–**	**38**
Other	**204**	**275**	**–**	**–**	**479**
Less: Accumulated depreciation, depletion and amortization	**(153)**	**(19,717)**	**(58)**	**–**	**(19,928)**
Total property and equipment, net	**51**	**5,394**	**24**	**–**	**5,469**
Investments in subsidiaries (equity method)	**–**	**24**	**–**	**(24)**	**–**
Other long-term assets	**21**	**173**	**–**	**–**	**194**
Long-term assets held for sale	**–**	**780**	**–**	**–**	**780**
TOTAL ASSETS	**$ 8,058**	**$ 6,966**	**$ 24**	**$ (7,990)**	**$ 7,058**
LIABILITIES AND EQUITY					
Accounts payable	**$ 122**	**$ 441**	**$ –**	**$ –**	**$ 563**
Other current liabilities	**69**	**144**	**–**	**–**	**213**
Current liabilities held for sale	**–**	**116**	**–**	**–**	**116**
Total current liabilities	**191**	**701**	**–**	**–**	**892**
Intercompany payables	**–**	**7,966**	**–**	**(7,966)**	**–**
Long-term debt	**3,572**	**–**	**–**	**–**	**3,572**
Pension and other postretirement liabilities	**50**	**–**	**–**	**–**	**50**
Other long-term liabilities	**10**	**152**	**–**	**–**	**162**
Long-term liabilities held for sale	**–**	**177**	**–**	**–**	**177**
Negative carrying amount of subsidiaries, net	**2,030**	**–**	**–**	**(2,030)**	**–**
Total long-term liabilities	**5,662**	**329**	**–**	**(2,030)**	**3,961**
Commitments and contingencies					
Total equity (accumulated deficit)	**2,205**	**(2,030)**	**24**	**2,006**	**2,205**
TOTAL LIABILITIES AND EQUITY	**$ 8,058**	**$ 6,966**	**$ 24**	**$ (7,990)**	**$ 7,058**

CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
December 31, 2017:					
ASSETS					
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
TOTAL ASSETS	$ 8,991	$ 6,508	$ 24	$ (8,002)	$ 7,521
LIABILITIES AND EQUITY					
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
TOTAL LIABILITIES AND EQUITY	$ 8,991	$ 6,508	$ 24	$ (8,002)	$ 7,521

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

(in millions)	Parent	Guarantors	Non-Guarantors	Eliminations	Consolidated
Nine months ended September 30, 2018:					
Net cash provided by (used in) operating activities	**$ 57**	**$ 1,396**	**$ –**	**$ (482)**	**$ 971**
Investing activities:					
Capital investments	**(12)**	**(996)**	**–**	**–**	**(1,008)**
Other	**4**	**9**	**–**	**–**	**13**
Net cash used in investing activities	**(8)**	**(987)**	**–**	**–**	**(995)**
Financing activities					
Intercompany activities	**(71)**	**(411)**	**–**	**482**	**–**
Payments on long-term debt	**(1,191)**	**–**	**–**	**–**	**(1,191)**
Payments on revolving credit facility	**(1,122)**	**–**	**–**	**–**	**(1,122)**
Borrowings under revolving credit facility	**1,482**	**–**	**–**	**–**	**1,482**
Purchase of treasury stock	**(25)**	**–**	**–**	**–**	**(25)**
Preferred stock dividend	**(27)**	**–**	**–**	**–**	**(27)**
Other	**–**	**–**	**–**	**–**	**–**
Net cash provided by (used in) financing activities	**(954)**	**(411)**	**–**	**482**	**(883)**
Increase (decrease) in cash and cash equivalents	**(905)**	**(2)**	**–**	**–**	**(907)**
Cash and cash equivalents at beginning of year	**914**	**2**	**–**	**–**	**916**
Cash and cash equivalents at end of period	**$ 9**	**$ –**	**$ –**	**$ –**	**$ 9**
Nine months ended September 30, 2017:					
Net cash provided by (used in) operating activities	$ 735	$ 933	$ –	$ (879)	$ 789
Investing activities:					
Capital investments	(30)	(909)	(4)	–	(943)
Other	1	21	–	–	22
Net cash used in investing activities	(29)	(888)	(4)	–	(921)
Financing activities					
Intercompany activities	(834)	(48)	4	878	–
Payments on short-term debt	(287)	–	–	–	(287)
Payments on long-term debt	(1,139)	–	–	–	(1,139)
Proceeds from issuance of long-term debt	1,150	–	–	–	1,150
Other	(27)	–	–	1	(26)
Net cash provided by (used in) financing activities	(1,137)	(48)	4	879	(302)
Increase (decrease) in cash and cash equivalents	(431)	(3)	–	–	(434)
Cash and cash equivalents at beginning of year	1,416	7	–	–	1,423
Cash and cash equivalents at end of period	$ 985	$ 4	$ –	$ –	$ 989

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 nine- month periods ended September 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 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") is 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 marketing business, 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 ongoing operations focused on the development of unconventional natural gas reservoirs located in Pennsylvania and West Virginia. 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. Collectively, our properties in Pennsylvania and West Virginia are herein referred to as the "Appalachian Basin."

On August 30, 2018, we announced our entry into a Membership Interest Purchase Agreement ("MIPA") to sell 100% of the equity in certain of our subsidiaries that conduct our operations in Arkansas, which are primarily focused on an unconventional natural gas reservoir known as the Fayetteville Shale for $1.865 billion, subject to closing adjustments and to customary closing conditions ("Fayetteville Shale sale"). We expect to close the sale in December 2018.

We have smaller holdings in Colorado along with additional small acreage leased for potential testing for new resources. We also have drilling rigs located in Pennsylvania and West Virginia, and we provide certain oilfield products and services, principally serving our E&P operations.

Midstream. Our marketing activities capture opportunities that arise through the marketing and transportation of natural gas, oil, and NGLs produced in our E&P operations. Our Midstream operations currently include natural gas gathering operations in Arkansas related to our Fayetteville Shale assets and are included in the pending Fayetteville Shale sale.

Recent Financial and Operating Results

Significant third quarter 2018 operating and financial results include:

Total Company

- Net loss attributable to common stock of $29 million, or $0.05 per diluted share, decreased 167% compared to net income attributable to common stock of $43 million, or $0.09 per diluted share, for the same period in 2017. Excluding $161 million of impairments primarily related to assets held for sale, net income attributable to common stock of $132 million, or $0.23 per diluted share, increased 207% compared to net income for the same period in 2017.

- Operating income of $66 million decreased 40% compared to operating income of $110 million for the same period in 2017 on a consolidated basis. Excluding $161 million of impairments primarily related to assets held for sale, operating income of $227 million increased 106% compared to the same period in 2017 on a consolidated basis.

- Net cash provided by operating activities of $307 million increased 45% from $211 million for the same period in 2017.

- Total capital investing of $298 million decreased 10% from $331 million for the same period in 2017.

- The Company repurchased 4.8 million shares of its common stock for approximately $25 million.

E&P

- E&P segment operating income of $175 million was significantly higher than the $64 million for the same period in 2017.

- Total net production of 252 Bcfe, including 187 Bcfe from the Appalachian Basin and 65 Bcf from the Fayetteville Shale, increased 9% compared to the same period in 2017 and was comprised of 86% natural gas and 14% NGLs and oil.

- Excluding the effect of derivatives, our realized natural gas price of $2.14, realized oil price of $61.20 and realized NGL price of $21.60 increased 13%, 51% and 49% respectively, from the same period in 2017.

- E&P segment invested $295 million in capital drilling 22 wells, completing 23 wells and placing 35 wells to sales.

Outlook

In the third quarter of 2018, we continued to build on the progress realized in the first half of the year regarding our strategy to reposition the Company, announced at the beginning of the year. During the third quarter of 2018, we continued our focus on identifying and executing on opportunities to lower our cost structure. We also announced the Fayetteville Shale sale. This will allow us to strengthen our balance sheet and focus on our higher return Appalachian Basin assets. Assuming the Fayetteville Shale sale closes in December 2018, our total production levels will be somewhat lower immediately following the closing but will be comprised of a higher percentage of liquids.

In addition to cost savings and portfolio restructuring, our efforts through the first nine months of 2018 on operational efficiencies and execution initiatives positively impacted the pace of our activity and allowed us to accelerate well completions, resulting in third quarter production of 252 Bcfe, which was higher than originally budgeted.

For the remainder 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 plan on utilizing the funds realized from the Fayetteville Shale sale to reduce debt, return capital to shareholders, supplement Appalachian Basin development, and for general corporate purposes. As part of this strategy, during the third quarter of 2018 we repurchased $25 million of our outstanding common stock and have committed to the repurchase through a tender offer of $900 million aggregate principal amount of certain of our outstanding senior notes, subject to the closing of the Fayetteville Shale sale. We remain committed to our strategy of investing no more than the cash we generate, supplemented by proceeds from the Fayetteville Shale sale, and to our focus on repositioning our portfolio by concentrating efforts on our highest return assets.

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&P

(in millions)	For the three months ended September 30, 2018	2017	For the nine months ended September 30, 2018	2017
Revenues	**$ 633**	$ 470	**$ 1,790**	$ 1,559
Operating costs and expenses	**458** (1)	406	**1,280** (2)	1,124
Operating income	**$ 175**	$ 64	**$ 510**	$ 435
Gain (loss) on derivatives, settled (3)(4)	**$ (6)**	$ 14	**$ 5**	$ (55)

(1) Includes an impairment of $15 million related to certain non-full cost pool asset classified as held for sale and $2 million of restructuring charges for the three months ended September 30, 2018.

(2) Includes $18 million of restructuring charges, $15 million of held for sale asset impairments and $8 million of legal settlement charges for the nine months ended September 30, 2018.

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

(4) Includes $1 million amortization of premiums paid related to certain call options for the nine months ended September 30, 2018, and $3 million for the three and nine months ended September 30, 2017.

Operating Income

- E&P segment operating income increased $111 million for the three months ended September 30, 2018, compared to the same period in 2017, due to a $163 million increase in revenues, partially offset by a $35 million increase in operating costs, a $15 million impairment of non-full cost pool assets held for sale and $2 million in restructuring costs.

- Operating income for the E&P segment increased $75 million for the nine months ended September 30, 2018, compared to the same period in 2017, due to a $231 million increase in revenues, partially offset by a $123 million increase in operating costs, $18 million in restructuring charges and a $15 million impairment of non-full cost pool assets held for sale.

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 September 30, Natural Gas	Oil	NGLs	Total
2017 sales revenues	$ 388	$ 27	$ 55	$ 470
Changes associated with prices	53	21	37	111
Changes associated with production volumes	19	13	20	52
2018 sales revenues	**$ 460**	**$ 61**	**$ 112**	**$ 633**
Increase from 2017	19%	126%	104%	35%

(in millions except percentages)	Nine Months Ended September 30, Natural Gas	Oil	NGLs	Total
2017 sales revenues	$ 1,354	$ 73	$ 132	$ 1,559
Changes associated with prices	(19)	42	66	89
Changes associated with production volumes	60	24	54	138
2018 sales revenues (1)	**$ 1,395**	**$ 139**	**$ 252**	**$ 1,786**
Increase from 2017	3%	90%	91%	15%

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

Production Volumes

Production volumes:	For the three months ended September 30, 2018	2017	Increase/ (Decrease)	For the nine months ended September 30, 2018	2017	Increase/ (Decrease)
Natural Gas *(Bcf)*						
Northeast Appalachia	**121**	101	20%	**341**	285	20%
Southwest Appalachia	**29**	25	16%	**73**	60	22%
Fayetteville Shale [1]	**65**	78	(17%)	**199**	241	(17%)
Other	**–**	1	(100%)	**–**	1	(100%)
Total	**215**	205	5%	**613**	587	4%
Oil *(MBbls)*						
Southwest Appalachia	**989**	639	55%	**2,290**	1,673	37%
Other	**9**	24	(63%)	**44**	74	(41%)
Total	**998**	663	51%	**2,334**	1,747	34%
NGL *(MBbls)*						
Southwest Appalachia	**5,180**	3,799	36%	**14,248**	10,098	41%
Other	**1**	11	(91%)	**24**	36	(33%)
Total	**5,181**	3,810	36%	**14,272**	10,134	41%
Production volumes by area: *(Bcfe)*						
Northeast Appalachia	**121**	101	20%	**341**	285	20%
Southwest Appalachia [2]	**66**	52	27%	**172**	131	31%
Fayetteville Shale [1]	**65**	78	(17%)	**199**	241	(17%)
Other	**–**	1	(100%)	**–**	1	(100%)
Total	**252**	232	9%	**712**	658	8%
Production percentage: *(Bcfe)*						
Natural gas	**86%**	88%		**86%**	89%	
Oil	**2%**	2%		**2%**	2%	
NGL	**12%**	10%		**12%**	9%	
Total	**100%**	100%		**100%**	100%	

(1) On August 30, 2018, we entered into a MIPA to effect the Fayetteville Shale sale. We expect this transaction to close in December 2018.

(2) Approximately 65 Bcfe and 170 Bcfe for the three and nine months ended September 30, 2018, respectively, and approximately 51 Bcfe and 129 Bcfe for the three and nine months ended September 30, 2017, respectively, was produced from the Marcellus Shale formation.

- Production volumes for our E&P segment increased by 20 Bcfe and 54 Bcfe for the three and nine months ended September 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 in order to maintain appropriate liquidity and financial flexibility.

	For the three months ended September 30, 2018		For the three months ended September 30, 2017	Increase/ (Decrease)	For the nine months ended September 30, 2018		For the nine months ended September 30, 2017	Increase/ (Decrease)
Natural Gas Price:								
NYMEX Henry Hub Price *($MMBtu)* (1)	**$**	**2.90**	$ 3.00	(3%)	**$**	**2.90**	$ 3.17	(9%)
Discount to NYMEX (2)		**(0.76)**	(1.11)	(32%)		**(0.62)**	(0.86)	(28%)
Average realized gas price per Mcf, excluding derivatives	**$**	**2.14**	$ 1.89	13%	**$**	**2.28**	$ 2.31	(1%)
Gain (loss) on settled financial basis derivatives *($/Mcf)*		**(0.03)**	0.05			**(0.04)**	(0.04)	
Gain (loss) on settled commodity derivatives *($/Mcf)*		**0.05**	0.03			**0.07**	(0.05)	
Average realized gas price per Mcf, including derivatives	**$**	**2.16**	$ 1.97	10%	**$**	**2.31**	$ 2.22	4%
Oil Price:								
WTI oil price *($/Bbl)*	**$**	**69.50**	$ 48.20	44%	**$**	**66.75**	$ 49.47	35%
Discount to WTI		**(8.30)**	(7.71)	8%		**(7.24)**	(7.99)	(9%)
Average oil price per Bbl, excluding derivatives	**$**	**61.20**	$ 40.49	51%	**$**	**59.51**	$ 41.48	43%
Loss on settled derivatives *($/Bbl)*		**(1.24)**	–			**(0.82)**	–	
Average oil price per Bbl, including derivatives	**$**	**59.96**	$ 40.49	48%	**$**	**58.69**	$ 41.48	41%
NGL Price:								
Average net realized NGL price per Bbl, excluding derivatives	**$**	**21.60**	$ 14.45	49%	**$**	**17.65**	$ 13.04	35%
Gain (loss) on settled derivatives *($/Bbl)*		**(2.17)**	0.02			**(0.90)**	0.02	
Average net realized NGL price per Bbl, including derivatives	**$**	**19.43**	$ 14.47	34%	**$**	**16.75**	$ 13.06	28%
Percentage of WTI, excluding derivatives		**31%**	30%			**26%**	26%	
Total Weighted Average Realized Price:								
Excluding derivatives *($/Mcfe)*	**$**	**2.51**	$ 2.03	24%	**$**	**2.51**	$ 2.37	6%
Including derivatives *($/Mcfe)*	**$**	**2.48**	$ 2.09	19%	**$**	**2.51**	$ 2.29	10%

(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.

We receive 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 8 to the consolidated financial statements, included in this Quarterly Report.

- As of September 30, 2018, we have financially protected basis on approximately 16 Bcf and 32 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 ($0.55) per MMBtu and $0.23 per MMBtu for 2018 and 2019, respectively. These amounts do not include the derivatives that will be novated to the buyer of the Fayetteville Shale assets upon sale close.

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

	Remaining 2018	Full Year 2019	Full Year 2020
Natural gas *(Bcf)*	120	372	49
Propane *(MBbls)*	777	1,506	–
Ethane *(MBbls)*	1,398	3,322	–
Total financial protection on future production *(Bcfe)* (1)	133	401	49

(1) Excludes derivatives that will be novated to the buyer of the Fayetteville Shale assets upon sale close.

- As of September 30, 2018, we have also protected basis on approximately 85 Bcf and 121 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 ($0.17) per MMBtu and ($0.16) per MMBtu for 2018 and 2019, respectively.

We refer you to Note 8 of the consolidated financial statements included in this Quarterly Report for additional details about our derivative instruments.

Operating Costs and Expenses

(in millions except percentages)	For the three months ended September 30, 2018	2017	Increase/ (Decrease)	For the nine months ended September 30, 2018	2017	Increase/ (Decrease)
Lease operating expenses	**$ 232**	$ 210	10%	**$ 660**	$ 591	12%
General & administrative expenses	**44**	54 (1)	(19%)	**145** (2)	147 (1)	(1%)
Restructuring charges	**2**	–	100%	**18**	–	100%
Taxes, other than income taxes	**25**	22	14%	**59**	69	(14%)
Full cost pool amortization	**131**	111	18%	**356**	291	22%
Non-full cost pool DD&A	**9**	9	(–%)	**27**	26	4%
Impairments	**15**	–	100%	**15**	–	100%
Total operating costs	**$ 458**	$ 406 (1)	13%	**$ 1,280** (2)	$ 1,124 (1)	14%

Average unit costs per Mcfe:	For the three months ended September 30, 2018	2017	Increase/ (Decrease)	For the nine months ended September 30, 2018	2017	Increase/ (Decrease)
Lease operating expenses	**$ 0.92**	$ 0.91	1%	**$ 0.93**	$ 0.90	3%
General & administrative expenses (3)	**$ 0.18**	$ 0.23 (4)	(23%)	**$ 0.19** (5)	$ 0.22 (4)	(14%)
Taxes, other than income taxes (3)	**$ 0.09**	$ 0.10	(10%)	**$ 0.08**	$ 0.10	(24%)
Full cost pool amortization	**$ 0.52**	$ 0.48	8%	**$ 0.50**	$ 0.44	13%

(1) Includes $11 million of legal settlement charges for the three and nine months ended September 30, 2017.

(2) Includes $8 million of legal settlement charges for the nine months ended September 30, 2018.

(3) Excludes restructuring charges.

(4) Excludes $11 million of legal settlement charges for the three and nine months ended September 30, 2017.

(5) Excludes $8 million of legal settlement charges for the nine months ended September 30, 2018.

Lease Operating Expenses

- On a per Mcfe basis, lease operating expenses increased $0.01 and $0.03 for the three and nine months ended September 30, 2018, respectively, compared to the same periods of 2017, primarily due to additional NGL processing fees associated with our increased liquids production in Southwest Appalachia.

General and Administrative Expenses

- General and administrative expenses decreased $10 million for the three months ended September 30, 2018, compared to the same period in 2017, primarily due to an $11 million legal settlement recorded in the third quarter of 2017.

- General and administrative expenses decreased $2 million for the nine months ended September 30, 2018, compared to the same period in 2017, primarily due to a decrease in legal settlements and professional fees.

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 $0.01 for the three months ended September 30, 2018, compared to the same period of 2017, primarily due to lower effective severance tax rates in Southwest Appalachia.

- Taxes, other than income taxes, per Mcfe decreased $0.02 for the nine months ended September 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 $0.04 per Mcfe and $0.06 per Mcfe for the three and nine months ended September 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 September 30, 2018 and December 31, 2017. The unevaluated costs excluded from amortization remained unchanged as the impact of $250 million of unevaluated capital invested in the first nine months of 2018 was offset by the evaluation of previously unevaluated properties totaling $301 million.

Impairments

In accordance with accounting guidance for Property, Plant and Equipment, assets held for sale are measured at the lower of the carrying value or fair value less costs to sell. Because the assets outside of the full cost pool met the criteria for held for sale accounting, we determined the carrying value of certain non-full cost pool E&P assets exceeded the fair value less costs to sell. As a result, an impairment charge of $15 million was recorded during the three and nine months ended September 30, 2018.

Midstream

(in millions except percentages)	For the three months ended September 30, 2018	2017	Increase/ (Decrease)	For the nine months ended September 30, 2018	2017	Increase/ (Decrease)
Marketing revenues	**$ 846**	$ 656	29%	**$ 2,403**	$ 2,173	11%
Gas gathering revenues	**66**	78	(15%)	**202**	241	(16%)
Marketing purchases	**833**	645	29%	**2,368**	2,141	11%
Operating costs and expenses	**42**	43	(2%)	**156** (1)	144	8%
Impairments	**145**	–	100%	**145**	–	100%
Operating income (loss)	**$ (108)**	$ 46	(335%)	**$ (64)**	$ 129	(150%)
Volumes marketed *(Bcfe)*	**301**	273	10%	**855**	782	9%
Volumes gathered *(Bcf)*	**103**	123	(16%)	**311**	380	(18%)
Affiliated E&P natural gas production marketed	**95%**	97%		**95%**	96%	
Affiliated E&P oil and NGL production marketed	**65%**	61%		**67%**	63%	

(1) Includes $10 million impairment related to certain non-core gathering assets and $2 million of restructuring charges for the nine months ended September 30, 2018.

Operating Income

- Operating loss for the three months ended September 30, 2018 includes a $145 million impairment related to our midstream gathering assets held for sale. Excluding this charge, operating income from our Midstream segment decreased $9 million for the three months ended September 30, 2018, compared to the same period in 2017, primarily due to a $12 million decrease in gas gathering revenues, partially offset by a $2 million increase in marketing margin and a $1 million decrease in operating costs and expenses.

- Operating loss for the nine months ended September 30, 2018 includes $155 million of impairments, primarily related to our gathering assets held for sale along with certain other non-core gathering assets, and $2 million of restructuring charges. Excluding these charges, operating income from our Midstream segment decreased $36 million for the nine months ended September 30, 2018, compared to the same period in 2017, primarily due to a $39 million decrease in gas gathering revenues, partially offset by a $3 million increase in marketing margin.

- The margin generated from marketing activities was $13 million and $11 million for the three months ended September 30, 2018 and 2017, respectively, and $35 million and $32 million for the nine months ended September 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 8, in the consolidated financial statements included in this Quarterly Report for additional information.

Revenues

- Revenues from our marketing activities increased $190 million for the three months ended September 30, 2018, compared to the same period in 2017, primarily due to a 17% increase in the price received for volumes marketed and a 28 Bcfe increase in the volumes marketed.

- For the nine months ended September 30, 2018, revenues from our marketing activities increased $230 million compared to the same period in 2017, primarily due to a 73 Bcfe increase in the volumes marketed and a 1% increase in the price received for volumes marketed.

- Gas gathering revenues decreased $12 million and $39 million for the three and nine months ended September 30, 2018, respectively, compared to the same periods in 2017, primarily due to decreasing volumes gathered in the Fayetteville Shale.

Operating Costs and Expenses

- Operating costs and expenses decreased $1 million for the three months ended September 30, 2018, compared to the same period in 2017, primarily due to decreased personnel costs.

- Operating costs and expenses for the nine months ended September 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 recorded in the second quarter of 2018. Excluding these charges, operating costs and expenses remained flat for the nine months ended September 30, 2018, compared to the same period in 2017.

Impairments

At September 30, 2018, we determined the carrying value of our gathering assets held for sale exceeded the fair value less costs to sell. As a result, we recorded an impairment charge of $145 million in the third quarter of 2018.

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 $2 million and $20 million for the three months and nine months ended September 30, 2018, respectively, of which $2 million and $18 million was related to cash severance, including payroll taxes, and professional fees, respectively. The plan had been substantially implemented at June 30, 2018. However, there may be some additional cost recognized over the remainder of the year as our workforce reduction efforts conclude and we continue to implement other identified cost savings initiatives.

Interest Expense

	For the three months ended September 30,			For the nine months ended September 30,		
(in millions except percentages)	**2018**	2017	Increase/ (Decrease)	**2018**	2017	Increase/ (Decrease)
Gross interest expense:						
Senior notes	**$ 49**	$ 41	20%	**$ 150**	$ 128	17%
Credit arrangements	**7**	16	(56%)	**30**	47	(36%)
Amortization of debt costs	**2**	3	(33%)	**6**	7	(14%)
Total gross interest expense	**58**	60	(3%)	**186**	182	2%
Less: capitalization	**(29)**	(29)	–%	**(86)**	(85)	1%
Net interest expense	**$ 29**	$ 31	(6%)	**$ 100**	$ 97	3%

- Interest expense related to our senior notes increased for the three and nine months ended September 30, 2018, compared to the same periods in 2017, due to higher average interest rates 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 nine months ended September 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 remained flat for the three months ended September 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 nine months ended September 30, 2018, compared to the same period in 2017, and remained flat as a percentage of gross interest expense.

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 consolidated statements of operations related to the unamortized debt issuance expense.

Income Taxes

	For the three months ended September 30,		For the nine months ended September 30,	
(in millions except percentages)	**2018**	2017	**2018**	2017
Income tax expense (benefit)	**$ –**	$ (14)	**$ –**	$ (14)
Effective tax rate	**0%**	(21%)	**0%**	(2%)

- 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 September 30,		For the nine months ended September 30,	
(in millions)	**2018**	2017	**2018**	2017
Gain (loss) on unsettled derivatives	**$ (59)**	$ 31	**$ (113)**	$ 350
Gain (loss) on settled derivatives	**(6)**	14	**5**	(55)
Gain (loss) on derivatives	**$ (65)**	$ 45	**$ (108)**	$ 295

We refer you to Note 8 to the consolidated financial statements included in this Quarterly Report for additional details about our gain (loss) on derivatives.

New Accounting Standards Implemented in this Report

Refer to Note 17 to the 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 17 to the 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, supplemented by a portion of the proceeds from the sale of the Fayetteville Shale.

As discussed in Note 2 to the consolidated financial statements included in this Quarterly Report, in August 2018 we entered into a MIPA to sell 100% of the equity in our subsidiaries that own and operate our Fayetteville Shale E&P and related midstream gathering assets for $1.865 billion in cash, subject to customary closing adjustments. The Fayetteville Shale sale is expected to close in December 2018. Concurrent with entering into the MIPA, we announced (a) a conditional tender offer for up to $900 million aggregate principal amount of our certain of our senior notes, as discussed in Note 11 to the consolidated financial statements included in this Quarterly Report, (b) a share repurchase program of up to $200 million, of which $25 million has been spent through September 2018, and (c) allocation of up to $600 million over the next two years, in aggregate, supplementing cash flow to further develop our liquids-rich Appalachia assets and accelerate the path to self-funding. Until investments are made, these funds will be used to repay credit facility borrowings.

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" in Item 3 and Note 8, in the consolidated financial statements included in this Quarterly Report for further details.

Our commodity hedging activities are subject to the credit risk of our counterparties being financially unable to settle the transaction. We actively monitor the credit status of our counterparties, performing both quantitative and qualitative assessments based on their credit ratings and credit default swap rates where applicable, and to date have not had any credit defaults associated with our transactions. However, any future failures by one or more counterparties could negatively impact our cash flow from operating activities.

Our short-term cash flows are also dependent on the timely collection of receivables from our customers and joint interest owners. We actively manage this risk through credit management activities and, through the date of this filing, have not experienced any significant write-offs for non-collectable amounts. However, any sustained inaccessibility of credit by our customers and joint interest partners could adversely impact our cash flows.

Due to these above factors, we are unable to forecast with certainty our future level of cash flow from operations. Accordingly, we expect to adjust our discretionary uses of cash depending upon available cash flow. Further, we may from time to time seek to retire, rearrange or amend some or all of our outstanding debt or debt agreements through cash purchases, and/or exchanges, open market purchases, privately negotiated transactions, tender offers or otherwise. Such transactions, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Credit Arrangements and Financing Activities

On April 26, 2018, as part of our strategic effort to increase financial flexibility and reduce costs, we replaced our 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. Although the 2018 revolving credit facility currently has a maximum borrowing capacity of $3.5 billion and commitments of $2.0 billion, it is subject to both a borrowing base that is determined semiannually in April and October by the lenders and the permitted lien limitations in our senior note indentures. The borrowing base is subject to change based primarily on drilling results, commodity prices, the level of capital investing and operating costs. In October 2018, our borrowing base was reduced to $3.1 billion and, upon close of the Fayetteville Shale sale, will be further reduced to $2.1 billion. The permitted lien provisions in the senior note indentures currently limit liens securing indebtedness to the greater of $2.0 billion and 25% of adjusted consolidated net tangible assets. The 2018 revolving credit facility matures in April 2023; however, the maturity date will accelerate to December 2021 if, by that date, we have not amended, redeemed or refinanced at least $700 million of our senior notes due March 2022. In September 2018, we successfully tendered for $787 million of our senior notes due March 2022 with anticipated proceeds from the Fayetteville Shale sale, contingent on closing the sale, which if completed would eliminate this acceleration. As of September 30, 2018, we had $360 million outstanding on our 2018 revolving credit facility, which is expected to be paid back in full on completion of the Fayetteville Shale sale, and $169 million in letters of credit.

By entering into the 2018 credit facility we expect to realize certain benefits, including:

- Reduction in debt outstanding and simplification of our capital structure by consolidating the components of the 2016 credit facility (consisting of the $1,191 million secured term loan and unsecured $743 million revolving credit facility) into a senior secured revolving credit facility. The 2013 credit facility (consisting of an unsecured $66 million revolving credit facility) was terminated.

- Reduced interest expense due to both the termination of the $1,191 million secured term loan and lower interest margins associated with the 2018 credit facility.

- Greater access to liquidity by extending the maturity from December 2020 (under the 2016 credit facility) to April 2023 under the 2018 credit facility (subject to the acceleration as described above).

- Increased financial flexibility by eliminating certain provisions in the 2016 credit facility associated with minimum liquidity requirements and restrictions on asset sale proceeds.

As of September 30, 2018, we were in compliance with all of the covenants of our revolving credit facility in all material respects. We refer you to Note 11 of the consolidated financial statements included in this Quarterly Report for additional discussion of the covenant requirements of our 2018 revolving credit facility.

Although we do not anticipate any violations of the financial covenants, our ability to comply with these covenants is dependent upon the success of our exploration and development program and upon factors beyond our control, such as the market prices for natural gas and liquids.

The credit status of the financial institutions participating in our revolving credit facility could adversely impact our ability to borrow funds under the revolving credit facility. Although we believe all of the lenders under the facility have the ability to provide funds, we cannot predict whether each will be able to meet their obligation to us.

In September 2018, we announced the initial results from our tender offers to repurchase certain outstanding senior notes contingent upon the successful closing of the Fayetteville Shale sale. In addition to the expected repurchase of $787 million of our 4.10% senior notes due March 2022 mentioned above, we also expect to repurchase $40 million of our 4.05% senior notes due January 2020 and $73 million of our 4.95% senior notes due January 2025. In total, we expect to reduce our current senior note debt by $900 million and eliminate the outstanding balance under the 2018 revolving credit facility, the latter subject to the ability to reborrow. If successful, the completion of the tender offers are expected to reduce our annual bond debt interest by approximately $39 million.

At September 30, 2018, we had a long-term issuer credit rating of Ba2 by Moody's, a long-term debt rating of BB by S&P and a long-term issuer default rating of BB by Fitch Ratings. Any upgrades or downgrades in our public debt ratings by Moody's or S&P could decrease or increase our cost of funds, respectively.

Cash Flows

	For the nine months ended September 30,	
(in millions)	**2018**	2017
Net cash provided by operating activities	**$ 971**	$ 789
Net cash used in investing activities	**(995)**	(921)
Net cash used in financing activities	**(883)**	(302)

Cash Flow from Operations

- Net cash provided by operating activities increased 23%, or $182 million, for the nine months ended September 30, 2018, compared to the same period in 2017, primarily due to an 8% increase in production volumes and a 10% increase in our weighted average realized commodity price, including settled derivatives.

- Net cash generated from operating activities provided 93% and 83% of our cash requirements for capital investments for the nine months ended September 30, 2018 and 2017, respectively. We focused our efforts in the first half of 2018 on operational efficiencies and execution initiatives, which positively impacted the pace of our activity, allowing us to accelerate production. While we deliberately concentrated our 2018 capital program into the first half of the year, we remain 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. In this vein, our cash flows from operating activities exceeded our capital investing during the third quarter 2018.

Cash Flow from Investing Activities

- Total E&P capital investing decreased $25 million for the three months ended September 30, 2018, compared to the same period in 2017, due to a $23 million decrease in direct E&P capital investing and a $2 million decrease in capitalized interest and internal costs, as compared to the same period in 2017. Of the $295 million invested in our E&P segment for the three months ended September 30, 2018, 96% was invested in the Appalachian basin.

- Total E&P capital investing increased $104 million for the nine months ended September 30, 2018, compared to the same period in 2017, due to a $105 million increase in direct E&P capital investing. Capitalized interest and internal costs decreased $1 million as compared to the same period in 2017. Of the $1,025 million invested in our E&P segment for the nine months ended September 30, 2018, 95% was invested in the Appalachian basin.

(in millions)	For the nine months ended September 30, 2018	2017
Cash Flows from Investing Activities		
Additions to properties and equipment	**$ 1,008**	$ 943
Adjustments for capital investments		
Changes in capital accruals	**21**	(13)
Other	**10**	16
Total capital investing	**$ 1,039**	$ 946

Capital Investing

(in millions except percentages)	For the three months ended September 30, 2018	2017	Increase/ (Decrease)	For the nine months ended September 30, 2018	2017	Increase/ (Decrease)
E&P capital investing	**$ 295**	$ 320	(8%)	**$ 1,025**	$ 921	11%
Midstream capital investing	**–**	9	(100%)	**9**	21	(57%)
Other capital investing	**3**	2	50%	**5**	4	25%
Total capital investing	**$ 298**	$ 331	(10%)	**$ 1,039**	$ 946	10%

(in millions)	For the three months ended September 30, 2018	2017	For the nine months ended September 30, 2018	2017
E&P Capital Investments by Type:				
Exploratory and development drilling, including workovers	**$ 200**	$ 220	**$ 766**	$ 652
Acquisitions of properties	**10**	22	**46**	67
Seismic expenditures	**1**	1	**3**	4
Water infrastructure project	**26**	13	**39**	19
Drilling rigs, sand facility and other	**6**	11	**13**	20
Capitalized interest and expenses	**52**	53	**158**	159
Total E&P capital investments	**$ 295**	$ 320	**$ 1,025**	$ 921
E&P Capital Investments by Area:				
Northeast Appalachia	**$ 100**	$ 122	**$ 360**	$ 367
Southwest Appalachia	**156**	139	**578**	389
Fayetteville Shale	**5**	30	**30**	96
New Ventures & Other	**34**	29	**57**	69
Total E&P capital investments	**$ 295**	$ 320	**$ 1,025**	$ 921

	For the three months ended September 30, 2018	2017	For the nine months ended September 30, 2018	2017
Gross Operated Well Count Summary:				
Drilled	**22**	47	**91**	105
Completed	**23**	29	**108**	117
Wells to sales	**35**	36	**113**	129

Actual capital expenditure levels may vary significantly from period to period due to many factors, including drilling results, natural gas, oil and NGL prices, industry conditions, the prices and availability of goods and services, and the extent to which properties are acquired or non-strategic assets are sold.

Cash Flow from Financing Activities

- Net cash used in financing activities for the nine months ended September 30, 2018 was $883 million, compared to $302 million for the same period in 2017. During the nine months ended September 30, 2018, $1,191 million was repaid on our 2016 term loan, $27 million was paid for the preferred stock dividend declared in the fourth quarter of 2017, $25 million was paid to repurchase a portion of our outstanding common stock, $9 million was paid in debt issuance costs and $1 million was paid for tax withholding. We also borrowed $360 million on our new 2018 revolving credit facility to repay part of the $1,191 million 2016 term loan.

(in millions except percentages)	**September 30, 2018**	December 31, 2017	Increase/(Decrease)
Debt [1]	**$ 3,572**	$ 4,391	$ (819)
Equity	**2,205**	1,979	226
Total debt to capitalization ratio	**62%**	69%	
Debt [1]	**$ 3,572**	$ 4,391	$ (819)
Less: Cash and cash equivalents [1]	**9**	916	(907)
Debt, net of cash and cash equivalents [2]	**$ 3,563**	$ 3,475	$ 88

(1) The decreases in total debt and cash and cash equivalents as of September 30, 2018, as compared to December 31, 2017, primarily relates to the repayment of the 2016 term loan in April 2018 and replacement with a new 2018 revolving credit facility.

(2) Debt, net of cash and cash equivalents is a non-GAAP financial measure of a company's ability to repay its debt if it was all due today.

We refer you to Note 11 of the consolidated financial statements included in this Quarterly Report for additional discussion of our outstanding debt and credit facilities.

Working Capital

- We had negative working capital of $276 million at September 30, 2018, which represents a decrease in working capital of approximately $1 billion since December 31, 2017, primarily due to a decrease in our cash balance, as compared to December 31, 2017, associated with the repayment of our 2016 term loan.

- At December 31, 2017, we had positive working capital of $729 million at December 31, 2017 primarily due to $916 million of cash and cash equivalents resulting from our fully-drawn 2016 term loan.

Off-Balance Sheet Arrangements

We may enter into off-balance sheet arrangements and transactions that can give rise to material off-balance sheet obligations. As of September 30, 2018, our material off-balance sheet arrangements and transactions include operating lease arrangements and $169 million in letters of credit outstanding against our 2018 revolving credit facility. There are no other transactions, arrangements or other relationships with unconsolidated entities or other persons that are reasonably likely to materially affect our liquidity or availability of our capital resources. For more information regarding off-balance sheet arrangements, we refer you to "Contractual Obligations and Contingent Liabilities and Commitments" in our 2017 Annual Report.

Contractual Obligations and Contingent Liabilities and Commitments

We have various contractual obligations in the normal course of our operations and financing activities. Other than the firm transportation and gathering agreements discussed below, there have been no material changes to our contractual obligations from those disclosed in our 2017 Annual Report.

Contingent Liabilities and Commitments

As of September 30, 2018, our 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 $9.2 billion, $3.5 billion of which related to access capacity on future pipeline and gathering infrastructure projects that still require the granting of regulatory approvals and/or additional construction efforts. This amount also included guarantee obligations of up to $559 million. As of September 30, 2018, future payments under non-cancelable firm transportation and gathering agreements are as follows:

	Payments Due by Period					
(in millions)	**Total**	Less than 1 Year	1 to 3 Years	3 to 5 Years	5 to 8 years	More than 8 Years
Infrastructure currently in service	**$ 5,743**	$ 607	$ 1,100	$ 865	$ 1,136	$ 2,035
Pending regulatory approval and/or construction [1]	**3,455**	126	360	429	695	1,845
Total transportation charges	**$ 9,198**	$ 733	$ 1,460	$ 1,294	$ 1,831	$ 3,880

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

Under the MIPA related to the Fayetteville Shale sale, the buyer will assume approximately $564 million of contractual commitments. We will be responsible for certain of these potential obligations up to approximately $126 million related to unused firm transportation through 2020 and may remain as guarantor of certain other obligations. The buyer will also assume future asset retirement obligations related to the operations sold.

Substantially all of our employees are covered by defined benefit and postretirement benefit plans. For the nine months ended September 30, 2018, we have contributed $12 million to the pension and postretirement benefit plans. We do not expect to contribute to our pension and postretirement benefit plans during the remainder of 2018. We recognized liabilities of $51 million and $59 million as of September 30, 2018 and December 31, 2017, respectively, as a result of the underfunded status of our pension and other postretirement benefit plans. See Note 13 to the consolidated financial statements included in this Quarterly Report for additional discussion about our pension and other postretirement benefits.

We are subject to various litigation, claims and proceedings that arise in the ordinary course of business, such as for alleged breaches of contract, miscalculation of royalties, employment matters, traffic incidents, pollution, contamination, encroachment on others' property or nuisance. We accrue 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 our financial position, results of operations or cash flows, although it is possible that adverse outcomes could have a material adverse effect on our 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.

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

For further information, we refer you to "Litigation" and "Environmental Risk" in Note 12 to the consolidated financial statements included in Item I of Part I of this Quarterly Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to our operations result primarily from the volatility in commodity prices, basis differentials and interest rates, as well as service costs and credit risk concentrations. We use fixed price swap agreements, options, basis swaps and interest rate swaps to reduce the volatility of earnings and cash flow due to fluctuations in the prices of natural gas, oil and certain NGLs along with interest rates. Our Board of Directors has approved risk management policies and procedures to utilize financial products for the reduction of defined commodity price risk. Utilization of financial products for the reduction of interest rate risks is also overseen by our Board of Directors. These policies prohibit speculation with derivatives and limit swap agreements to counterparties with appropriate credit standings.

Credit Risk

Our exposure to concentrations of credit risk consists primarily of trade receivables and derivative contracts associated with commodities trading. Concentrations of credit risk with respect to receivables are limited due to the large number of our purchasers and their dispersion across geographic areas. However, at September 30, 2018, two subsidiaries of Royal Dutch Shell Plc in aggregate accounted for approximately 11.3% of the month's total natural gas, oil and NGL sales. A default on this account could have a material impact on the Company, but we do not believe that there is a material risk of an event of default. As of September 30, 2017, no single third-party purchaser accounted for 10% or more of our consolidated revenues. We believe that the loss of any one customer would not have an adverse effect on our ability to sell our natural gas, oil and NGL production. See "Commodities Risk" below for discussion of credit risk associated with commodities trading.

Interest Rate Risk

As of September 30, 2018, we had approximately $3.2 billion of outstanding senior notes with a weighted average interest rate of 6.03%, and $360 million of revolving credit facility debt with a variable interest rate of 3.59%. We currently have an interest rate swap in effect to mitigate a portion of our exposure to volatility in interest rates. At September 30, 2018, we had a long-term issuer credit rating of Ba2 by Moody's, a long-term debt rating of BB by S&P and a long-term issuer default rating of BB by Fitch Ratings. Any upgrades or downgrades in our public debt ratings by Moody's or S&P could decrease or increase our cost of funds, respectively

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	Expected Maturity Date						
($ in millions)	2018	2019	2020	2021	2022	Thereafter	**Total**
Fixed rate payments (1)	$ –	$ –	$ 92	$ –	$ 1,000	$ 2,150	**$ 3,242**
Weighted average interest rate	– %	– %	5.30 %	– %	4.10 %	6.95 %	**6.03 %**
Variable rate payments (1)	–	–	–	–	–	360 (1)	**360 (1)**
Weighted average interest rate	– %	– %	– %	– %	– %	3.59 %	**3.59 %**

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

Commodities Risk

We use over-the-counter fixed price swap agreements and options to protect sales of our production against the inherent risks of adverse price fluctuations or locational pricing differences between a published index and the NYMEX futures market. These swaps and options include transactions in which one party will pay a fixed price (or variable price) for a notional quantity in exchange for receiving a variable price (or fixed price) based on a published index (referred to as price swaps) and transactions in which parties agree to pay a price based on two different indices (referred to as basis swaps).

The primary market risks relating to our derivative contracts are the volatility in market prices and basis differentials for our production. However, the market price risk is offset by the gain or loss recognized upon the related sale or purchase of the production that is financially protected. Credit risk relates to the risk of loss as a result of non-performance by our counterparties. The counterparties are primarily major banks and integrated energy companies that management believes present minimal credit risks. The credit quality of each counterparty and the level of financial exposure we have to each counterparty are closely monitored to limit our credit risk exposure. Additionally, we perform both quantitative and qualitative assessments of these counterparties based on their credit ratings and credit default swap rates where applicable. We have not incurred any counterparty losses related to non-performance and do not anticipate any losses given the information we have currently. However, we cannot be certain that we will not experience such losses in the future. We refer you to Note 8 of the consolidated financial statements included in this Quarterly Report for additional details about our derivative instruments.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We have performed an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act. Our disclosure controls and procedures are the controls and other procedures that we have designed to ensure that we record, process, accumulate and communicate information to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures and submission within the time periods specified in the SEC's rules and forms. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those determined to be effective can provide only a level of reasonable assurance with respect to financial statement preparation and presentation. Based on the evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of September 30, 2018 at a reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Refer to "Litigation" and "Environmental Risk" in Note 12 to the consolidated financial statements included in Item 1 of Part I of this Quarterly Report for a discussion of the Company's legal proceedings.

ITEM 1A. RISK FACTORS

There were no additions or material changes to our risk factors as disclosed in Item 1A of Part I in the Company's 2017 Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Not applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Our sand mining operations in support of our E&P business are subject to regulation by the Federal Mine Safety and Health Administration under the Federal Mine Safety and Health Act of 1977. Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K (17 CFR 229.106) is included in Exhibit 95.1 to this Quarterly Report.

ITEM 5. OTHER INFORMATION

On October 22, 2018, the Company, the agents and the lenders under the Company's 2018 credit facility described above entered into an amendment to the governing credit agreement that (a) modifies the Company's ability to engage in third-party commodity marketing transactions, (b) increases the maximum permitted Total Net Leverage Ratio for making certain Restricted Payments (as those terms are defined in the credit agreement) to 3.00 to 1.00 and (c) establishes the Borrowing Base at $3.1 billion, to be reduced by $1.0 billion at the closing of the Fayetteville asset sale. The foregoing description of the amendment to the 2018 credit facility is a summary only and is qualified in its entirety by reference to the Amendment No. 1 to Credit Agreement, a copy of which is attached as Exhibit 10.2 and is incorporated herein by reference.

ITEM 6. EXHIBITS

(2.1)	Membership Interest Purchase Agreement dated as of August 30, 2018, between Southwestern Energy Company and Flywheel Energy Operating, LLC (Incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on September 4, 2018)
(4.1)	Second Supplemental Indenture, dated as of April 26, 2018, between Southwestern Energy Company, the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee (Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on April 26, 2018)
(4.2)	Fourth Supplemental Indenture, dated as of April 26, 2018, between Southwestern Energy Company, the guarantors named therein and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on April 26, 2018)
(4.3)	Second Supplemental Indenture, dated as of April 26, 2018, between Southwestern Energy Company, the guarantors named therein and U.S. Bank National Association, as trustee (Incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K filed on April 26, 2018)
(4.4)	Third Supplemental Indenture, dated as of September 17, 2018, between Southwestern Energy Company and The Bank of New York Mellon Trust Company, N.A., as trustee (Incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on September 18, 2018)
(10.1)	Credit Agreement, dated as of April 26, 2018 among Southwestern Energy Company, JPMorgan Chase Bank, N.A., as Administrative Agent and the lenders from time to time party thereto (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 26, 2018)
(10.2)*	Amendment No. 1 to Credit Agreement, dated as of April 26, 2018 among Southwestern Energy Company, JPMorgan Chase Bank, N.A., as Administrative Agent and the lenders from time to time party thereto
(10.3)	Southwestern Energy Company 2013 Incentive Plan Form of Restricted Stock Unit Award Agreement (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 8, 2018)
(10.4)	Southwestern Energy Company 2013 Incentive Plan Form of Performance Unit Award Agreement (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on March 8, 2018)
(31.1)*	Certification of CEO filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(31.2)*	Certification of CFO filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(32.1)*	Certification of CEO furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(32.2)*	Certification of CFO furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(95.1)*	Mine Safety Disclosure
(101.INS)	Interactive Data File Instance Document
(101.SCH)	Interactive Data File Schema Document
(101.CAL)	Interactive Data File Calculation Linkbase Document
(101.LAB)	Interactive Data File Label Linkbase Document
(101.PRE)	Interactive Data File Presentation Linkbase Document
(101.DEF)	Interactive Data File Definition Linkbase Document

*Filed herewith

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SOUTHWESTERN ENERGY COMPANY
Registrant

Dated: October 25, 2018

/s/ JULIAN M. BOTT
Julian M. Bott
Executive Vice President and
Chief Financial Officer