

EQT Corp  
Form 10-Q  
July 26, 2018  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2018

or

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

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 001-03551

EQT CORPORATION

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction of incorporation or organization)

25-0464690

(IRS Employer Identification No.)

625 Liberty Avenue, Suite 1700, Pittsburgh, Pennsylvania

(Address of principal executive offices)

15222

(Zip code)

(412) 553-5700

(Registrant's telephone number, including area code)

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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated

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filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer  Emerging Growth Company

Non-Accelerated Filer  Smaller Reporting 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

As of June 30, 2018, 264 (in millions) shares of common stock, no par value, of the registrant were outstanding.

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EQT CORPORATION AND SUBSIDIARIES

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## EQT CORPORATION AND SUBSIDIARIES

## Statements of Consolidated Operations (Unaudited)

|   | Three Months Ended                    |           | Six Months Ended June |             |
|---|---------------------------------------|-----------|-----------------------|-------------|
|   | June 30,                              |           | 30,                   |             |
|   | 2018                                  | 2017      | 2018                  | 2017        |
|   | (Thousands, except per share amounts) |           |                       |             |
| Revenues:   |                                       |           |                       |             |
| Sales of natural gas, oil and NGLs                                  | \$991,365                             | \$576,714 | \$2,217,739           | \$1,250,179 |
| Pipeline, water and net marketing services                          | 117,203                               | 65,702    | 261,820               | 145,664     |
| (Loss) gain on derivatives not designated as hedges                 | (53,897 )                             | 46,326    | 8,695                 | 187,068     |
| Total operating revenues  | 1,054,671                             | 688,742   | 2,488,254             | 1,582,911   |
| Operating expenses:   |                                       |           |                       |             |
| Transportation and processing                                       | 200,050                               | 134,818   | 390,190               | 268,524     |
| Operation and maintenance   | 25,302                                | 18,315    | 52,326                | 35,132      |
| Production  | 47,881                                | 44,276    | 106,720               | 89,948      |
| Exploration   | 21,182                                | 3,481     | 26,286                | 6,603       |
| Selling, general and administrative                                 | 77,813                                | 52,670    | 130,428               | 124,628     |
| Depreciation and depletion  | 417,672                               | 240,817   | 855,565               | 472,735     |
| Impairment/loss on sale of long-lived assets                        | 118,114                               | —         | 2,447,159             | —           |
| Transaction costs   | 25,959                                | 4,238     | 61,670                | 4,238       |
| Amortization of intangible assets                                   | 20,729                                | —         | 41,457                | —           |
| Total operating expenses  | 954,702                               | 498,615   | 4,111,801             | 1,001,808   |
| Operating income (loss)   | 99,969                                | 190,127   | (1,623,547 )          | 581,103     |
| Other income  | 11,752                                | 6,305     | 21,337                | 9,354       |
| Interest expense  | 77,004                                | 44,078    | 147,017               | 86,733      |
| Income (loss) before income taxes                                   | 34,717                                | 152,354   | (1,749,227 )          | 503,724     |
| Income tax (benefit) expense  | (101,629 )                            | 29,709    | (440,594 )            | 130,374     |
| Net income (loss)   | 136,346                               | 122,645   | (1,308,633 )          | 373,350     |
| Less: Net income attributable to noncontrolling interests           | 118,540                               | 81,519    | 259,555               | 168,232     |
| Net income (loss) attributable to EQT Corporation                   | \$17,806                              | \$41,126  | \$(1,568,188)         | \$205,118   |
| Earnings per share of common stock attributable to EQT Corporation: |                                       |           |                       |             |
| Basic:  |                                       |           |                       |             |
| Weighted average common stock outstanding                           | 265,030                               | 173,462   | 264,920               | 173,320     |
| Net income (loss)   | \$0.07                                | \$0.24    | \$(5.92 )             | \$1.18      |
| Diluted:  |                                       |           |                       |             |
| Weighted average common stock outstanding                           | 265,154                               | 173,582   | 264,920               | 173,525     |
| Net income (loss)   | \$0.07                                | \$0.24    | \$(5.92 )             | \$1.18      |
| Dividends declared per common share                                 | \$0.03                                | \$0.03    | \$0.06                | \$0.06      |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.



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## EQT CORPORATION AND SUBSIDIARIES

## Statements of Consolidated Comprehensive Income (Unaudited)

|   | Three Months Ended<br>June 30, |           | Six Months Ended June<br>30, |           |
|---|--------------------------------|-----------|------------------------------|-----------|
|   | 2018                           | 2017      | 2018                         | 2017      |
|   | (Thousands)                    |           |                              |           |
| Net income (loss)   | \$136,346                      | \$122,645 | \$(1,308,633)                | \$373,350 |
| Other comprehensive income (loss), net of tax:  |                                |           |                              |           |
| Net change in cash flow hedges:   |                                |           |                              |           |
| Natural gas, net of tax benefit of \$(163), \$(1,101), \$(263), and \$(1,685)                         | (466)                          | (1,672)   | (753)                        | (2,560)   |
| Interest rate, net of tax expense of \$26, \$27, \$44, and \$52                                       | 36                             | 36        | 80                           | 72        |
| Other post-retirement benefits liability adjustment, net of tax expense of \$30, \$49, \$60, and \$98 | 86                             | 77        | 172                          | 153       |
| Other comprehensive loss  | (344)                          | (1,559)   | (501)                        | (2,335)   |
| Comprehensive income (loss)   | 136,002                        | 121,086   | (1,309,134)                  | 371,015   |
| Less: Comprehensive income attributable to noncontrolling interests                                   | 118,540                        | 81,519    | 259,555                      | 168,232   |
| Comprehensive income (loss) attributable to EQT Corporation   | \$17,462                       | \$39,567  | \$(1,568,689)                | \$202,783 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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## EQT CORPORATION AND SUBSIDIARIES

## Statements of Condensed Consolidated Cash Flows (Unaudited)

|  | Six Months Ended June<br>30, |              |
|--|------------------------------|--------------|
|  | 2018                         | 2017         |
|  | (Thousands)                  |              |
| Cash flows from operating activities:  |                              |              |
| Net (loss) income  | \$(1,308,633)                | \$373,350    |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: |                              |              |
| Deferred income taxes  | (440,342 )                   | 130,088      |
| Depreciation and depletion   | 855,565                      | 472,735      |
| Amortization of intangibles  | 41,457                       | —            |
| Amortization of financing costs  | 5,805                        | —            |
| Asset and lease impairments  | 2,470,567                    | 4,101        |
| Provision for losses on accounts receivable  | (191 )                       | (962 )       |
| Other income   | (21,337 )                    | (9,354 )     |
| Stock-based compensation expense   | 14,548                       | 21,297       |
| Gain on derivatives not designated as hedges   | (8,695 )                     | (187,068 )   |
| Cash settlements paid on derivatives not designated as hedges                            | (13,116 )                    | (20,158 )    |
| Changes in other assets and liabilities:   |                              |              |
| Accounts receivable  | 46,741                       | 32,013       |
| Accounts payable   | (18,368 )                    | 5,759        |
| Other items, net   | (82,877 )                    | (12,807 )    |
| Net cash provided by operating activities  | 1,541,124                    | 808,994      |
| Cash flows from investing activities:  |                              |              |
| Capital expenditures   | (1,697,090 )                 | (680,456 )   |
| Capital expenditures for acquisitions  | —                            | (811,207 )   |
| Deposit received for Huron Divestiture (see Note Q)                                      | 57,500                       | —            |
| Sales of investments in trading securities   | —                            | 283,758      |
| Capital contributions to Mountain Valley Pipeline, LLC                                   | (182,805 )                   | (59,940 )    |
| Proceeds from sale of Permian Basin assets   | 60,157                       | —            |
| Net cash used in investing activities  | (1,762,238 )                 | (1,267,845 ) |
| Cash flows from financing activities:  |                              |              |
| Proceeds from issuance of EQT Midstream Partners, LP Senior Notes                        | 2,500,000                    | —            |
| Increase in borrowings on credit facilities  | 4,377,500                    | —            |
| Repayment of borrowings on credit facilities   | (5,638,500 )                 | —            |
| Dividends paid   | (15,898 )                    | (10,413 )    |
| Distributions to noncontrolling interests  | (180,745 )                   | (111,994 )   |
| Repayments and retirements of Senior Notes   | (7,999 )                     | —            |
| Proceeds from awards under employee compensation plans                                   | 1,946                        | —            |
| Cash paid for taxes related to net settlement of share-based incentive awards            | (20,483 )                    | (17,573 )    |
| Debt discount and issuance costs for EQT Midstream Partners, LP Senior Notes             | (30,295 )                    | —            |
| Bridge facility structuring and related fees   | —                            | (7,350 )     |

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|   |           |            |
|---|-----------|------------|
| Acquisition of 25% of Strike Force Midstream LLC                  | (175,000  | ) —        |
| Repurchase and retirement of common stock                         | (38,677   | ) —        |
| Repurchase of common stock  | (18       | ) (15 )    |
| Net cash provided by (used in) financing activities               | 771,831   | (147,345 ) |
| Net change in cash, cash equivalents and restricted cash          | 550,717   | (606,196 ) |
| Cash, cash equivalents and restricted cash at beginning of period | 147,315   | 1,178,540  |
| Cash and cash equivalents at end of period                        | \$698,032 | \$572,344  |
| Cash paid during the period for:                                  |           |            |
| Interest, net of amount capitalized                               | \$145,334 | \$89,554   |
| Income taxes, net   | \$156     | \$9,702    |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.



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## EQT CORPORATION AND SUBSIDIARIES

## Condensed Consolidated Balance Sheets (Unaudited)

|  | June 30,<br>2018<br>(Thousands) | December<br>31, 2017 |
|--|---------------------------------|----------------------|
| Assets   |                                 |                      |
| Current assets:  |                                 |                      |
| Cash and cash equivalents  | \$698,032                       | \$147,315            |
| Accounts receivable (less accumulated provision for doubtful accounts:<br>\$8,036 at June 30, 2018 and \$8,226 at December 31, 2017) | 774,702                         | 725,236              |
| Derivative instruments, at fair value  | 270,288                         | 241,952              |
| Prepaid expenses and other   | 37,790                          | 48,552               |
| Total current assets   | 1,780,812                       | 1,163,055            |
| Property, plant and equipment  | 27,722,025                      | 30,990,309           |
| Less: accumulated depreciation and depletion   | 4,557,359                       | 6,105,294            |
| Net property, plant and equipment  | 23,164,666                      | 24,885,015           |
| Intangible assets, net   | 694,903                         | 736,360              |
| Goodwill   | 1,998,726                       | 1,998,726            |
| Investment in nonconsolidated entity   | 1,003,299                       | 460,546              |
| Other assets   | 320,822                         | 278,902              |
| Total assets   | \$28,963,228                    | \$29,522,604         |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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## EQT CORPORATION AND SUBSIDIARIES

## Condensed Consolidated Balance Sheets (Unaudited)

|  | June 30, 2018 | December<br>31, 2017 |
|--|---------------|----------------------|
|  | (Thousands)   |                      |
| Liabilities and Shareholders' Equity   |               |                      |
| Current liabilities:   |               |                      |
| Current portion of Senior Notes  | \$699,324     | \$7,999              |
| Accounts payable   | 754,120       | 654,624              |
| Derivative instruments, at fair value  | 146,061       | 139,089              |
| Other current liabilities  | 756,738       | 430,525              |
| Total current liabilities  | 2,356,243     | 1,232,237            |
| <br>   |               |                      |
| Credit facility borrowings   | 500,000       | 1,761,000            |
| Senior Notes   | 7,333,587     | 5,562,555            |
| Deferred income taxes  | 1,324,352     | 1,768,900            |
| Other liabilities and credits  | 746,427       | 783,299              |
| Total liabilities  | 12,260,609    | 11,107,991           |
| <br>   |               |                      |
| Equity:  |               |                      |
| Shareholders' equity:  |               |                      |
| Common stock, no par value, authorized 320,000 shares, shares issued:<br>267,171 at June 30, 2018 and 267,871 at December 31, 2017                               | 9,316,209     | 9,388,903            |
| Treasury stock, shares at cost: 2,840 at June 30, 2018 (including 298 held in<br>rabbi trust) and 3,551 at December 31, 2017 (including 253 held in rabbi trust) | (50,769       | ) (63,602 )          |
| Retained earnings  | 2,416,802     | 3,996,775            |
| Accumulated other comprehensive loss   | (2,959        | ) (2,458 )           |
| Total common shareholders' equity  | 11,679,283    | 13,319,618           |
| Noncontrolling interests in consolidated subsidiaries  | 5,023,336     | 5,094,995            |
| Total equity   | 16,702,619    | 18,414,613           |
| Total liabilities and equity   | \$28,963,228  | \$29,522,604         |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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## EQT CORPORATION AND SUBSIDIARIES

## Statements of Condensed Consolidated Equity (Unaudited)

|  | Common Stock |             | Retained     | Accumulated   | Noncontrolling | Total        |
|--|--------------|-------------|--------------|---------------|----------------|--------------|
|  | Shares       | No          | Earnings     | Other         | Interests in   | Equity       |
|  | Outstanding  | Par Value   |              | Comprehensive | Consolidated   |              |
|  | (Thousands)  |             |              | Income        | Subsidiaries   |              |
|  |              |             |              | (Loss)        |                |              |
| Balance, January 1, 2017   | 172,827      | \$3,349,166 | \$2,509,073  | \$ 2,042      | \$ 3,258,966   | \$9,119,247  |
| Comprehensive income (net of tax):   |              |             |              |               |                |              |
| Net income   |              |             | 205,118      |               | 168,232        | 373,350      |
| Net change in cash flow hedges:  |              |             |              |               |                |              |
| Natural gas, net of tax benefit of \$(1,685)   |              |             |              | (2,560 )      |                | (2,560 )     |
| Interest rate, net of tax expense of \$52  |              |             |              | 72            |                | 72           |
| Other post-retirement benefits liability adjustment, net of tax expense of \$98  |              |             |              | 153           |                | 153          |
| Dividends (\$0.06 per share)   |              |             | (10,413 )    |               |                | (10,413 )    |
| Stock-based compensation plans, net  | 500          | 9,525       |              |               | 190            | 9,715        |
| Distributions to noncontrolling interests (\$1.74 and \$0.368 per common unit from EQT Midstream Partners, LP and EQT GP Holdings, LP, respectively) |              |             |              |               | (111,994 )     | (111,994 )   |
| Balance, June 30, 2017   | 173,327      | \$3,358,691 | \$2,703,778  | \$ (293 )     | \$ 3,315,394   | \$9,377,570  |
| Balance, January 1, 2018   | 264,320      | \$9,325,301 | \$3,996,775  | \$ (2,458 )   | \$ 5,094,995   | \$18,414,613 |
| Comprehensive income (net of tax):   |              |             |              |               |                |              |
| Net (loss) income  |              |             | (1,568,188 ) |               | 259,555        | (1,308,633 ) |
| Net change in cash flow hedges:  |              |             |              |               |                |              |
| Natural gas, net of tax benefit of \$(263)   |              |             |              | (753 )        |                | (753 )       |
| Interest rate, net of tax expense of \$44  |              |             |              | 80            |                | 80           |
| Other post-retirement benefit liability adjustment, net of tax expense of \$60   |              |             |              | 172           |                | 172          |
| Dividends (\$0.06 per share)   |              |             | (15,898 )    |               |                | (15,898 )    |
| Stock-based compensation plans, net  | 711          | (3,279 )    |              |               | 491            | (2,788 )     |
| Distributions to noncontrolling interests (\$2.09, \$0.502 and \$0.5966)   |              |             |              |               | (180,745 )     | (180,745 )   |

per common unit from EQT  
Midstream Partners, LP, EQT GP  
Holdings, LP, and Rice Midstream  
Partners LP, respectively)

|  |         |             |             |             |              |              |
|--|---------|-------------|-------------|-------------|--------------|--------------|
| Change in accounting principle (a)                                 |         |             | 4,113       |             |              | 4,113        |
| Repurchase and retirement of<br>common stock                       | (700 )  | (38,677 )   |             |             |              | (38,677 )    |
| Purchase of Strike Force Midstream<br>LLC noncontrolling interests |         | 1,818       |             | (176,818 )  |              | (175,000 )   |
| Change in ownership of<br>consolidated subsidiaries                |         | (19,723 )   |             | 25,858      |              | 6,135        |
| Balance, June 30, 2018   | 264,331 | \$9,265,440 | \$2,416,802 | \$ (2,959 ) | \$ 5,023,336 | \$16,702,619 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

(a) Related to adoption of ASU No. 2016-01. See Notes K and S for additional information.

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EQT Corporation and Subsidiaries

Notes to the Condensed Consolidated Financial Statements (Unaudited)

## A. Financial Statements

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with United States generally accepted accounting principles (GAAP) for interim financial information and with the requirements of Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by United States GAAP for complete financial statements. In the opinion of management, these statements include all adjustments (consisting of only normal recurring accruals, unless otherwise disclosed in this Quarterly Report on Form 10-Q) necessary for a fair presentation of the financial position of EQT Corporation and subsidiaries as of June 30, 2018 and December 31, 2017, the results of its operations for the three and six month periods ended June 30, 2018 and 2017 and its cash flows and equity for the six month periods ended June 30, 2018 and 2017. Certain previously reported amounts have been reclassified to conform to the current year presentation. In this Quarterly Report on Form 10-Q, references to “we,” “us,” “our,” “EQT,” “EQT Corporation,” and the “Company” refer collectively to EQT Corporation and its consolidated subsidiaries.

The balance sheet at December 31, 2017 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements.

For further information, refer to the consolidated financial statements and related footnotes as well as “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

On November 13, 2017, the Company completed its previously announced acquisition of Rice Energy Inc. (Rice) pursuant to the Agreement and Plan of Merger, dated June 19, 2017 (as amended, the Rice Merger Agreement), by and among the Company, Rice and a wholly owned indirect subsidiary of the Company (RE Merger Sub). Pursuant to the terms of the Rice Merger Agreement, on November 13, 2017, RE Merger Sub merged with and into Rice (the Rice Merger) with Rice continuing as the surviving corporation and a wholly owned indirect subsidiary of the Company. Immediately thereafter, Rice merged with and into another wholly owned indirect subsidiary of the Company. As a result of the Rice Merger, the Company also acquired Rice's interests in Rice Midstream Partners LP (RMP). See Note E.

## Unaudited Pro Forma Information

The following unaudited pro forma combined financial information presents the Company’s results as though the Rice Merger had been completed at January 1, 2017. The pro forma combined financial information has been included for comparative purposes and is not necessarily indicative of the results that might have actually occurred had the Rice Merger taken place on January 1, 2017; furthermore, the financial information is not intended to be a projection of future results.

| (in thousands, except per share data) (unaudited)             | Three<br>Months<br>Ended June<br>30, 2017 | Six Months<br>Ended June<br>30, 2017 |
|---|---|--------------------------------------|
| Pro forma operating revenues                                  | \$1,183,044                               | \$2,449,427                          |
| Pro forma net income  | \$246,313                                 | \$482,383                            |
| Pro forma net income attributable to noncontrolling interests | \$(111,108)                               | \$(220,193)                          |
| Pro forma net income attributable to EQT                      | \$135,205                                 | \$262,190                            |

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|                                      |        |        |
|--------------------------------------|--------|--------|
| Pro forma income per share (basic)   | \$0.51 | \$0.99 |
| Pro forma income per share (diluted) | \$0.51 | \$0.99 |

B. Midstream Streamlining Transactions and Financing

In February 2018, the Company's Board of Directors unanimously approved a plan to separate its upstream and midstream businesses, creating a standalone publicly traded corporation (SpinCo) that will focus on midstream operations (the Separation). SpinCo will own the midstream interests held by EQT. The Separation is intended to qualify as tax-free to EQT shareholders for U.S. federal income tax purposes. Under the Separation plan, EQT shareholders will retain their shares of the Company's stock and receive a pro-rata distribution of 80.1% of the outstanding shares of SpinCo common stock. In connection with announcing the planned Separation, the Company also announced its plans to pursue (i) a sale of Rice retained midstream assets acquired by EQT in connection with the Rice Merger to EQT Midstream Partners, LP (EQM) (NYSE: EQM); (ii) a merger of EQM and RMP;

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EQT Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

and (iii) a sale of RMP's incentive distribution rights (IDRs) to EQT GP Holdings, LP (EQGP) (NYSE: EQGP)((i), (ii) and (iii) collectively, the Midstream Streamlining Transactions).

On April 25, 2018, EQT, Rice Midstream Holdings LLC (Rice Midstream), a wholly owned subsidiary of the Company, EQM and EQM Gathering Holdings, LLC (EQM Gathering), a wholly owned subsidiary of EQM, entered into a contribution and sale agreement pursuant to which EQM Gathering agreed to acquire all the outstanding limited liability company interests in each of (i) Rice West Virginia Midstream LLC (Rice West Virginia), (ii) Rice Olympus Midstream LLC (Rice Olympus) and (iii) Strike Force Midstream Holdings LLC (Strike Force Holdings), which owns a 75% limited liability company interest in Strike Force Midstream LLC (Strike Force Midstream), in exchange for an aggregate of 5,889,282 EQM common units and cash consideration of \$1.15 billion, plus working capital adjustments (the Drop-Down Transaction). The Drop-Down Transaction was completed on May 22, 2018 with an effective date of May 1, 2018. In connection with the Drop-Down Transaction, the Company recorded a \$15.5 million gain to additional paid-in-capital, a decrease in noncontrolling interest in consolidated subsidiary of \$20.3 million and an increase to deferred tax liability of \$4.8 million.

On May 1, 2018, pursuant to the Purchase and Sale Agreement dated April 25, 2018, by and among EQM, EQM Gathering, Gulfport Energy Corporation (Gulfport) and an affiliate of Gulfport, EQM Gathering acquired the remaining 25% limited liability company interest in Strike Force Midstream not owned by Strike Force Holdings for \$175 million (the Gulfport Transaction). As a result, EQM has owned 100% of Strike Force Midstream since May 1, 2018.

On May 22, 2018, pursuant to an Incentive Distribution Rights Purchase and Sale agreement dated April 25, 2018, by and among the Company, Rice Midstream GP Holdings (Rice Midstream GP Holdings), a wholly owned subsidiary of the Company that owned the RMP IDRs, and EQGP, EQGP acquired all of the issued and outstanding RMP IDRs in exchange for 36,293,766 EQGP common units (the RMP IDR Purchase). As a result of the RMP IDR Purchase, EQT's percentage ownership of the outstanding EQGP common units increased from approximately 90.1% to approximately 91.3%. In connection with the RMP IDR Purchase, the Company recorded a \$35.1 million loss to additional paid-in-capital, an increase in noncontrolling interest in consolidated subsidiary of \$46.1 million and a decrease to deferred tax liability of \$11.0 million.

On April 25, 2018, EQM entered into an Agreement and Plan of Merger (the Midstream Merger Agreement) with RMP, Rice Midstream Management LLC, the general partner of RMP (the RMP General Partner), EQT Midstream Services, LLC, the general partner of EQM (the EQM General Partner), EQM Acquisition Sub, LLC, a wholly owned subsidiary of EQM (Merger Sub), EQM GP Acquisition Sub, LLC, a wholly owned subsidiary of EQM (GP Merger Sub), and, solely for certain limited purposes set forth therein, the Company. Pursuant to the Midstream Merger Agreement, on July 23, 2018, Merger Sub and GP Merger Sub merged with and into RMP and the RMP General Partner, respectively, with RMP and the RMP General Partner surviving as wholly owned subsidiaries of EQM (the Midstream Mergers). Pursuant to the Midstream Merger Agreement, each RMP common unit issued and outstanding immediately prior to the effective time of the Midstream Mergers was converted into the right to receive 0.3319 EQM common units (the Midstream Mergers Consideration), the issued and outstanding RMP IDRs were canceled and each outstanding award of phantom units in respect of RMP common units fully vested and converted into the right to receive the Midstream Mergers Consideration, less applicable tax withholding, in respect of each RMP common unit subject thereto. The aggregate Midstream Mergers Consideration consisted of approximately 34 million EQM common units. As a result of the Midstream Mergers, RMP's common units are no longer publicly traded.

Also in connection with the completion of the Midstream Mergers, on July 23, 2018, EQM repaid approximately \$260 million of borrowings outstanding under the Credit Agreement, dated as of December 22, 2014, by and among RMP, as parent guarantor, Rice Midstream OpCo LLC, a wholly owned subsidiary of RMP (RMP OpCo), as borrower, Wells Fargo Bank, N.A., as administrative agent, and the lenders and other parties from time to time party thereto (the RMP Credit Agreement), and the RMP Credit Agreement was terminated.

On April 25, 2018, EQM entered a \$2.5 billion unsecured multi-draw 364-day term loan facility with a syndicate of lenders (the EQM Term Loan Facility). The EQM Term Loan Facility was used to fund the cash consideration for the Drop-Down Transaction, to repay borrowings under EQM's \$1 billion credit facility, and for other general partnership purposes. During the second quarter of 2018, the balance outstanding under the EQM Term Loan Facility was repaid, and the EQM Term Loan Facility was terminated on June 25, 2018 in connection with EQM's issuance of the EQM 2018 Senior Notes (described in the following section). As a result of the termination of the EQM Term Loan Facility, EQM expensed \$3 million of deferred issuance costs. From April 25, 2018 through June 25, 2018, the maximum amount of EQM's outstanding borrowings under the EQM Term Loan Facility at any time was \$1,825 million and the average daily balance was approximately \$1,231 million. EQM incurred interest at a weighted average annual interest rate of approximately 3.3% for the period from April 25, 2018 through June 25, 2018.



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During the second quarter of 2018, EQM issued 4.75% senior notes due July 15, 2023 in the aggregate principal amount of \$1.1 billion, 5.50% senior notes due July 15, 2028 in the aggregate principal amount of \$850 million and 6.50% senior notes due July 15, 2048 in the aggregate principal amount of \$550 million (collectively, the EQM 2018 Senior Notes). The offering of the EQM 2018 Senior Notes resulted in net proceeds of approximately \$2,465.8 million, inclusive of a discount of \$11.8 million and estimated debt issuance costs of \$22.4 million. The net proceeds were used to repay the balance outstanding under the EQM Term Loan Facility and the RMP Credit Agreement and the remainder is expected to be used for general partnership purposes. The EQM 2018 Senior Notes were issued pursuant to new supplemental indentures to EQM's existing indenture dated August 1, 2014. The EQM 2018 Senior Notes contain covenants that limit EQM's ability to, among other things, incur certain liens securing indebtedness, engage in certain sale and leaseback transactions, and enter into certain consolidations, mergers, conveyances, transfers or leases of all of substantially all of EQM's assets.

As a result of the Midstream Mergers, on July 23, 2018, an indirect wholly owned subsidiary of the Company received 9,554,530 EQM common units as Midstream Mergers Consideration.

C. EQT GP Holdings, LP

In January 2015, the Company formed EQGP to own the Company's partnership interests in EQM. EQGP issued an additional 36,293,766 common units to Rice Midstream GP Holdings in the RMP IDR Purchase, which increased EQT's limited partner interest in EQGP. As of June 30, 2018, EQT owns 276,008,766 EQGP common units, which represent a 91.3% limited partner interest, and the entire non-economic general partner interest in EQGP. EQGP owned the following EQM partnership interests as of June 30, 2018, which represent EQGP's only cash-generating assets: 21,811,643 EQM common units, representing a 24.8% limited partner interest in EQM; 1,443,015 EQM general partner units, representing a 1.6% general partner interest in EQM; and all of EQM's IDRs, which entitle EQGP to receive up to 48.0% of all incremental cash distributed in a quarter after \$0.5250 has been distributed in respect of each common unit and general partner unit of EQM for that quarter. Through EQGP's general partner interest, limited partner interest and IDRs in EQM, EQGP has a controlling financial interest in EQM; therefore, EQGP consolidates EQM. The Company is the ultimate parent company of EQGP and EQM.

On July 24, 2018, the Board of Directors of EQGP's general partner declared a cash distribution to EQGP's unitholders for the second quarter of 2018 of \$0.306 per common unit, or approximately \$92.6 million. The distribution will be paid on August 23, 2018 to unitholders of record, including the Company, at the close of business on August 3, 2018. Based on the EQGP common units outstanding on July 26, 2018, the cash distributions by EQGP to EQT for the second quarter 2018 will be approximately \$84.5 million.

D. EQT Midstream Partners, LP

In January 2012, the Company formed EQM to own, operate, acquire and develop midstream assets in the Appalachian Basin. EQM provides midstream services to the Company and third parties. EQM is consolidated in the Company's financial statements. The Company records the noncontrolling interest of the EQM public limited partners in its financial statements.

As a result of the Drop-Down Transaction, in addition to the EQM common units owned by EQGP, as of June 30, 2018, EQT owned 5,889,282 EQM common units representing an additional 6.7% limited partner interest in EQM.

On July 24, 2018, the Board of Directors of EQM's general partner declared a cash distribution to EQM's unitholders for the second quarter of 2018 of \$1.09 per common unit. The cash distribution will be paid on August 14, 2018 to unitholders of record, including EQGP, at the close of business on August 3, 2018. Based on the EQM common units outstanding on July 26, 2018, the cash distributions by EQM to EQGP for the second quarter 2018 will be approximately \$94.3 million consisting of: \$23.8 million in respect of its limited partner interest, \$2.4 million in respect of its general partner interest and \$68.1 million in respect of its IDRs. The distribution amounts to EQGP related to its general partner interest and IDRs in EQM are subject to change if EQM issues additional common units on or prior to the record date for the second quarter 2018 distribution. Based on the EQM common units outstanding on July 26, 2018, the cash distributions by EQM to EQT for the second quarter 2018 will be approximately \$16.8 million.

E. Rice Midstream Partners LP

In connection with the Rice Merger, the Company acquired a 28.1% limited partner interest, all of the IDRs and the entire non-economic general partner interest in RMP. See the discussion of the RMP IDR Purchase and Midstream Mergers in Note B. Due to the timing of the Midstream Mergers, RMP did not declare a cash distribution for the second quarter 2018.

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F. Revenue from Contracts with Customers

As discussed in Note S, the Company adopted Accounting Standard Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606), on January 1, 2018 using the modified retrospective method of adoption. Adoption of the ASU did not require an adjustment to the opening balance of equity and did not materially change the Company's amount and timing of revenues. The Company applied the ASU only to contracts that were not completed as of January 1, 2018. The Company has elected to exclude all taxes from the measurement of transaction price.

For the sale of natural gas, oil and natural gas liquids (NGLs), the Company generally considers the delivery of each unit (MMBtu or Bbl) to be a separate performance obligation that is satisfied upon delivery. These contracts typically require payment within 25 days of the end of the calendar month in which the gas is delivered. A significant number of these contracts contain variable consideration because the payment terms refer to market prices at future delivery dates. In these situations, the Company has not identified a standalone selling price because the terms of the variable payments relate specifically to the Company's efforts to satisfy the performance obligations. Other contracts contain fixed consideration (i.e. fixed price contracts or contracts with a fixed differential to NYMEX or index prices). The fixed consideration is allocated to each performance obligation on a relative standalone selling price basis, which requires judgment from management. For these contracts, the Company generally concludes that the fixed price or fixed differentials in the contracts are representative of the standalone selling price.

Based on management's judgment, the performance obligations for the sale of natural gas, oil and NGLs are satisfied at a point in time because the customer obtains control and legal title of the asset when the natural gas, oil or NGL is delivered to the designated sales point.

The sales of natural gas, oil and NGLs as presented on the Statements of Consolidated Operations represent the Company's share of revenues net of royalties and excluding revenue interests owned by others. When selling natural gas, oil and NGLs on behalf of royalty owners or working interest owners, the Company is acting as an agent and thus reports the revenue on a net basis.

The Company provides gathering, transmission and storage services in two manners: firm service and interruptible service. Firm service contracts are typically long term and include firm reservation fees, which are fixed, monthly charges for the guaranteed reservation of pipeline or storage capacity. Volumetric based fees under firm contracts include usage fees and charges for actual volumes transported, gathered or stored in excess of firm contracted volume. Interruptible service contracts include volumetric based fees, which are charges for the volume of gas actually gathered, transported or stored and do not guarantee access to the pipeline or storage facility. These contracts can be short or long term. Firm and interruptible contracts are billed at the end of each calendar month, with payment typically due within 21 days.

Based on total projected contractual revenues and including contracts associated with expected future capacity from expansion projects that are not yet fully constructed but for which EQM has entered into firm contracts, EQM's firm gathering contracts and firm transmission and storage contracts had weighted average remaining terms of approximately 8 and 15 years, respectively, as of December 31, 2017.

Under a firm contract, the Company has a stand-ready obligation to provide the service over the life of the contract. The performance obligation for firm reservation fee revenue is satisfied over time as the pipeline capacity is made available to the customer. As such, the Company recognizes firm reservation fee revenue evenly over the contract period, using a time-elapsed output method to measure progress. The performance obligation for volumetric based fee revenues for usage fees under firm and interruptible contracts is generally satisfied upon the Company's monthly billing to the customer for actual volumes gathered, transported or stored during the month. The amount billed corresponds directly to the value of the Company's performance to date as the customer obtains value as each volume is gathered, transported or stored.

Certain of EQM's gas gathering agreements are structured with minimum volume commitments (MVC), which specify quantities for which a customer will be charged regardless of actual quantities gathered under the contract. Revenue is recognized for MVCs when the performance obligation has been met, which is the earlier of when the gas is gathered or when it is remote that the producer will be able to meet its MVC.

Water services revenues primarily represent fees charged by RMP for the delivery of fresh water to a customer at a specified delivery point. All of RMP's water services revenues are generated pursuant to variable price per volume contracts with customers in the Appalachian Basin. For water services contracts, the only performance obligation in each contract is for RMP to provide water (usually a minimum daily volume) to the customer at any designated delivery point. This performance obligation is generally

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Notes to Condensed Consolidated Financial Statements (Unaudited)

satisfied upon RMP's monthly billing to the customer for the volume of water provided during the month. For water services arrangements, the customer is typically invoiced on a monthly basis with payment due 21 days after the receipt of the invoice.

Because the Company's performance obligations have been satisfied and an unconditional right to consideration exists as of the balance sheet date, the Company has recognized amounts due from contracts with customers of \$441.1 million as accounts receivable within the Condensed Consolidated Balance Sheet.

The table below provides disaggregated information regarding the Company's revenues, presented consistently with the Company's segment reporting. Certain contracts that provide for the release of capacity that is not used to transport the Company's produced volumes were deemed to be outside the scope of Revenue from Contracts with Customers. The cost of, and recoveries on, that capacity are reported within pipeline and net marketing services at EQT Production. Derivative contracts are also outside the scope of Revenue from Contracts with Customers.

| Three Months Ended June 30, 2018                      | Revenues<br>from<br>contracts<br>with<br>customers<br>(Thousands) | Other<br>sources of<br>revenue | Total       |
|---|---|--------------------------------|-------------|
| Natural gas sales                                     | \$855,924   | \$—                            | \$855,924   |
| NGLs sales  | 125,657   | —                              | 125,657     |
| Oil sales   | 9,784   | —                              | 9,784       |
| Sales of natural gas, oil and NGLs                    | \$991,365   | \$—                            | \$991,365   |
| Pipeline and net marketing services at EQT Production | \$9,391   | \$3,789                        | \$13,180    |
| EQM Gathering:  |   |                                |             |
| Firm reservation fee revenues                         | 111,702   | —                              | 111,702     |
| Volumetric based fee revenues:                        |   |                                |             |
| Usage fees under firm contracts                       | 9,956   | —                              | 9,956       |
| Usage fees under interruptible contracts              | 58,958  | —                              | 58,958      |
| EQM Transmission:                                     |   |                                |             |
| Firm reservation fee revenues                         | 82,222  | —                              | 82,222      |
| Volumetric based fee revenues:                        |   |                                |             |
| Usage fees under firm contracts                       | 4,828   | —                              | 4,828       |
| Usage fees under interruptible contracts              | 2,095   | —                              | 2,095       |
| RMP Gathering:  |   |                                |             |
| Gathering revenues                                    | 52,966  | —                              | 52,966      |
| Compression revenues                                  | 9,315   | —                              | 9,315       |
| Water services at RMP Water                           | 42,655  | —                              | 42,655      |
| Intersegment eliminations                             | (270,674 )  | —                              | (270,674 )  |
| Pipeline, water and net marketing services            | \$113,414   | \$3,789                        | \$117,203   |
| Loss on derivatives not designated as hedges          | \$—   | \$(53,897)                     | \$(53,897 ) |

|                          |             |            |             |
|--------------------------|-------------|------------|-------------|
| Total operating revenues | \$1,104,779 | \$(50,108) | \$1,054,671 |
|--------------------------|-------------|------------|-------------|

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Notes to Condensed Consolidated Financial Statements (Unaudited)

| Six Months Ended June 30, 2018                        | Revenues<br>from<br>contracts<br>with<br>customers<br>(Thousands) | Other<br>sources<br>of<br>revenue | Total       |
|---|---|-----------------------------------|-------------|
| Natural gas sales                                     | \$1,945,684   | \$—                               | \$1,945,684 |
| NGLs sales  | 251,125   | —                                 | 251,125     |
| Oil sales   | 20,930  | —                                 | 20,930      |
| Sales of natural gas, oil and NGLs                    | \$2,217,739   | \$—                               | \$2,217,739 |
| Pipeline and net marketing services at EQT Production | \$11,668  | \$24,582                          | \$36,250    |
| EQM Gathering:  |   |                                   |             |
| Firm reservation fee revenues                         | 221,635   | —                                 | 221,635     |
| Volumetric based fee revenues:                        |   |                                   |             |
| Usage fees under firm contracts                       | 22,064  | —                                 | 22,064      |
| Usage fees under interruptible contracts              | 116,545   | —                                 | 116,545     |
| EQM Transmission:                                     |   |                                   |             |
| Firm reservation fee revenues                         | 179,997   | —                                 | 179,997     |
| Volumetric based fee revenues:                        |   |                                   |             |
| Usage fees under firm contracts                       | 8,650   | —                                 | 8,650       |
| Usage fees under interruptible contracts              | 7,432   | —                                 | 7,432       |
| RMP Gathering:  |   |                                   |             |
| Gathering revenues                                    | 105,696   | —                                 | 105,696     |
| Compression revenues                                  | 18,086  | —                                 | 18,086      |
| Water services at RMP Water                           | 65,618  | —                                 | 65,618      |
| Intersegment eliminations                             | (520,153 )  | —                                 | (520,153 )  |
| Pipeline, water and net marketing services            | \$237,238   | \$24,582                          | \$261,820   |
| Gain on derivatives not designated as hedges          | \$—   | \$8,695                           | \$8,695     |
| Total operating revenues                              | \$2,454,977   | \$33,277                          | \$2,488,254 |

The following table includes the transaction price allocated to the Company's remaining performance obligations on all contracts with fixed consideration. The table excludes all contracts that qualified for the exception to the relative standalone selling price method. Gathering firm reservation fees and transmission and storage firm reservation fees include amounts related to affiliate contracts.

|  | 2018 (a)    | 2019      | 2020      | 2021      | 2022      | Thereafter  | Total       |
|--|-------------|-----------|-----------|-----------|-----------|-------------|-------------|
|  | (Thousands) |           |           |           |           |             |             |
| Natural gas sales                              | \$36,865    | \$24,841  | \$1,275   | \$—       | \$—       | \$—         | \$62,981    |
| Gathering firm reservation fees                | \$227,675   | \$476,730 | \$552,308 | \$562,307 | \$561,019 | \$2,841,280 | \$5,221,319 |
| Gathering revenues supported by MVCs           | \$—         | \$65,700  | \$71,370  | \$71,175  | \$71,175  | \$136,875   | \$416,295   |
| Transmission and storage firm reservation fees | \$179,786   | \$347,061 | \$347,261 | \$341,769 | \$338,010 | \$2,602,572 | \$4,156,459 |

(a) July 1 through December 31.

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Notes to Condensed Consolidated Financial Statements (Unaudited)

G. Investment in Nonconsolidated Entity

The Mountain Valley Pipeline, LLC (MVP Joint Venture) is constructing the Mountain Valley Pipeline (MVP), an estimated 300-mile natural gas interstate pipeline spanning from northern West Virginia to southern Virginia. EQM is the operator of the MVP and owned a 45.5% interest in the MVP Joint Venture as of June 30, 2018. The MVP Joint Venture is a variable interest entity because it has insufficient equity to finance its activities during the construction stage of the project. EQM is not the primary beneficiary because it does not have the power to direct the activities of the MVP Joint Venture that most significantly impact its economic performance. Certain business decisions require the approval of owners holding more than a 66 2/3% interest in the MVP Joint Venture and no one member owns more than a 66 2/3% interest. The MVP Joint Venture is an equity method investment for accounting purposes as EQM has the ability to exercise significant influence over operating and financial policies of the MVP Joint Venture. The MVP Joint Venture has modified its construction schedule for the MVP and now anticipates a first quarter 2019 in-service date. As currently designed, the total cost for the MVP is expected to be \$3.5 billion to \$3.7 billion, excluding Allowance for Funds Used During Construction (AFUDC).

In May 2018, the MVP Joint Venture issued a capital call notice to MVP Holdco, LLC (MVP Holdco), a direct wholly owned subsidiary of EQM, for \$445.9 million, of which \$193.4 million was paid in July 2018 and \$252.5 million is expected to be paid in the third quarter of 2018. The capital contribution payable has been reflected on the Condensed Consolidated Balance Sheet as of June 30, 2018 with a corresponding increase to the Company's investment in the MVP Joint Venture.

Equity income is primarily EQM's portion of the MVP Joint Venture's AFUDC on construction of the MVP.

As of June 30, 2018, EQM had issued a \$91 million performance guarantee in favor of the MVP Joint Venture to provide performance assurances for MVP Holdco's obligations to fund its proportionate share of the construction budget for the MVP. As of June 30, 2018, EQM's maximum financial statement exposure related to the MVP Joint Venture was approximately \$1,094 million, which consists of the investment in nonconsolidated entity balance on the Condensed Consolidated Balance Sheet as of June 30, 2018 and amounts that could have become due under EQM's performance guarantee as of that date.

In April 2018, the MVP Joint Venture announced the MVP Southgate project, a proposed 70-mile interstate pipeline that will extend from the MVP at Pittsylvania County, Virginia to new delivery points in Rockingham and Alamance Counties, North Carolina. The MVP Southgate project is anchored by a firm capacity commitment from PSNC Energy. The preliminary MVP Southgate project cost estimate is \$350 million to \$500 million, which is expected to be spent in 2019 and 2020. EQM is expected to have between 33% and 48% ownership in the MVP Southgate project and will operate the pipeline. Subject to approval by the FERC, the MVP Southgate has a targeted in-service date of the fourth quarter 2020.

H. Consolidated Variable Interest Entities

As of June 30, 2018, the Company determined EQGP, EQM and RMP to be variable interest entities. Through EQT's ownership and control of EQGP's general partner, EQM's general partner and RMP's general partner, EQT has the power to direct the activities that most significantly impact the economic performance of EQGP, EQM and RMP. In addition, through EQT's limited partner interest in EQGP and EQGP's general partner interest, limited partner interest

and IDRs in EQM, EQT has the obligation to absorb the losses of EQGP and EQM and the right to receive benefits from EQGP and EQM, in accordance with such interests. Furthermore, through EQT's limited partner interest and IDRs in RMP, EQT had the obligation to absorb the losses of RMP and the right to receive benefits from RMP, in accordance with such interests. As EQT has a controlling financial interest in, and is primary beneficiary of, EQGP, EQM and RMP, EQT consolidates EQGP, EQM and RMP. See Note 13 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for additional information related to the consolidated variable interest entities.

The risks associated with the operations of EQGP, EQM and RMP are discussed in their respective Annual Reports on Form 10-K for the year ended December 31, 2017, as updated by any Quarterly Reports on Form 10-Q. See further discussion of the impact that EQT's ownership and control of EQGP, EQM and RMP have on EQT's financial position, results of operations and cash flows included in EQT's Annual Report on Form 10-K for the year ended December 31, 2017, including in the section captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations." See Notes C, D and E for further discussion of EQGP, EQM and RMP, respectively.

The following table presents amounts included in the Company's Condensed Consolidated Balance Sheets that were for the use or obligation of EQGP or EQM as of June 30, 2018 and December 31, 2017.

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EQT Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

| Classification                     | June 30,<br>2018 | December<br>31, 2017 |
|------------------------------------|------------------|----------------------|
|                                    | (Thousands)      |                      |
| Assets:                            |                  |                      |
| Cash and cash equivalents          | \$684,456        | \$ 2,857             |
| Accounts receivable                | 47,587           | 28,804               |
| Prepaid expenses and other         | 9,556            | 8,470                |
| Property, plant and equipment, net | 3,922,144        | 2,804,059            |
| Goodwill                           | 37,954           | —                    |
| Intangible assets, net             | 596,887          | —                    |
| Other assets                       | 1,028,418        | 483,004              |
| Liabilities:                       |                  |                      |
| Accounts payable                   | \$84,969         | \$ 47,042            |
| Other current liabilities          | 484,884          | 133,531              |
| Credit facility borrowings         | —                | 180,000              |
| Senior Notes                       | 3,453,975        | 987,352              |
| Other liabilities and credits      | 21,442           | 20,273               |

The following table summarizes EQGP's Statements of Consolidated Operations and Cash Flows for the three and six months ended June 30, 2018 and 2017, inclusive of affiliate amounts.

|   | Three Months Ended<br>June 30, |           | Six Months Ended<br>June 30, |           |
|---|--------------------------------|-----------|------------------------------|-----------|
|   | 2018                           | 2017      | 2018                         | 2017      |
|   | (Thousands)                    |           |                              |           |
| Operating revenues                                  | \$269,761                      | \$198,966 | \$556,323                    | \$402,392 |
| Operating expenses                                  | 89,419                         | 58,463    | 166,875                      | 117,988   |
| Other expenses                                      | 8,777                          | 1,949     | 9,768                        | 3,862     |
| Net income  | \$171,565                      | \$138,554 | \$379,680                    | \$280,542 |
| Net cash provided by operating activities           | \$219,297                      | \$158,886 | \$440,071                    | \$319,655 |
| Net cash used in investing activities               | (1,422,852)                    | (125,612) | (1,676,669)                  | (207,299) |
| Net cash provided by (used in) financing activities | 1,852,799                      | (63,255)  | 1,876,692                    | (160,022) |

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EQT Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

The following table presents amounts included in the Company's Condensed Consolidated Balance Sheets that are for the use or obligation of RMP as of June 30, 2018 and December 31, 2017.

| Classification                     | June 30, December |           |
|------------------------------------|-------------------|-----------|
|                                    | 2018              | 31, 2017  |
|                                    | (Thousands)       |           |
| Assets:                            |                   |           |
| Cash and cash equivalents          | \$ 17,339         | \$ 10,538 |
| Accounts receivable                | 9,016             | 12,246    |
| Prepaid expenses and other         | 541               | 1,327     |
| Property, plant and equipment, net | 1,479,671         | 1,431,802 |
| Goodwill                           | 1,346,918         | 1,346,918 |
| Other assets                       | 8,871             | —         |
| Liabilities:                       |                   |           |
| Accounts payable                   | \$ 30,966         | \$ 24,634 |
| Other current liabilities          | 2,338             | 4,200     |
| Credit facility borrowings         | 260,000           | 286,000   |
| Other liabilities and credits      | 9,572             | 9,360     |

The following table summarizes RMP's Statements of Consolidated Operations and Cash Flows for the three and six months ended June 30, 2018 and 2017, inclusive of affiliate amounts.

|   | Three Months   |      | Six Months     |      |
|---|----------------|------|----------------|------|
|   | Ended June 30, |      | Ended June 30, |      |
|   | 2018           | 2017 | 2018           | 2017 |
|   | (Thousands)    |      |                |      |
| Operating revenues                        | \$ 104,936     | \$ — | \$ 189,400     | \$ — |
| Operating expenses                        | 41,341         | —    | 70,340         | —    |
| Other expenses                            | 2,382          | —    | 4,330          | —    |
| Net income                                | \$ 61,213      | \$ — | \$ 114,730     | \$ — |
| Net cash provided by operating activities | \$ 118,725     | \$ — | \$ 181,261     | \$ — |
| Net cash used in investing activities     | (47,358 )      | —    | (80,070 )      | —    |
| Net cash used in financing activities     | (100,546 )     | —    | (94,390 )      | —    |

#### I. Financial Information by Business Segment

Prior to the Rice Merger, the Company reported its results of operations through three business segments: EQT Production, EQT Gathering and EQT Transmission. These reporting segments reflected the Company's lines of business and were reported in the same manner in which the Company evaluated its operating performance through September 30, 2017. Following the Rice Merger, the Company adjusted its internal reporting structure to incorporate the newly acquired assets. The Company now conducts its business through five business segments: EQT Production, EQM Gathering (formerly known as EQT Gathering), EQM Transmission (formerly known as EQT Transmission), RMP Gathering and RMP Water.

Rice Olympus, Strike Force Holdings and Rice West Virginia were businesses and the Drop-Down Transaction was a transaction between entities under common control; therefore, EQM recorded the assets and liabilities of these entities

at their carrying amounts to EQT on the effective date of the transaction. EQM also recast its consolidated financial statements to retrospectively reflect the pre-acquisition results as if the entities were owned by EQM from the date of the Rice Merger, November 13, 2017, as that is the date those entities came under the common control of EQT. EQT has recast its segment information consistent with the EQM recast, including recasting the \$78.4 million of goodwill assigned to the Rice retained midstream assets in the purchase price accounting for the Rice Merger from EQT Production to EQM Gathering.

In addition, the assets associated with the investment in the MVP JV were included within the headquarters segment assets balance prior to June 30, 2018. The investment in the MVP JV is now included in the transmission segment as this segment classification better aligns with the ultimate operations of the MVP. Segment asset balances at December 31, 2017 have been reclassified to conform to this presentation.

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## EQT Corporation and Subsidiaries

## Notes to the Condensed Consolidated Financial Statements (Unaudited)

| Three Months Ended June 30,<br>2018          | EQT<br>Production | EQM<br>Gathering | EQM<br>Transmission | RMP<br>Gathering    | RMP<br>Water     | Intersegment<br>Eliminations | EQT<br>Corporation           |                    |
|--|-------------------|------------------|---------------------|---------------------|------------------|------------------------------|------------------------------|--------------------|
| Revenues:                                    | (Thousands)       |                  |                     |                     |                  |                              |                              |                    |
| Sales of natural gas, oil and NGLs           | \$991,365         | \$—              | \$—                 | \$—                 | \$—              | \$—                          | \$991,365                    |                    |
| Pipeline, water and net marketing services   | 13,180            | 180,616          | 89,145              | 62,281              | 42,655           | (270,674 )                   | 117,203                      |                    |
| Loss on derivatives not designated as hedges | (53,897 )         | —                | —                   | —                   | —                | —                            | (53,897 )                    |                    |
| Total operating revenues                     | \$950,648         | \$180,616        | \$89,145            | \$62,281            | \$42,655         | \$(270,674 )                 | \$1,054,671                  |                    |
| Three Months Ended June 30, 2017             | EQT<br>Production | EQM<br>Gathering | EQM<br>Transmission | EQM<br>Transmission | RMP<br>Gathering | RMP<br>Water                 | Intersegment<br>Eliminations | EQT<br>Corporation |
| Revenues:                                    | (Thousands)       |                  |                     |                     |                  |                              |                              |                    |
| Sales of natural gas, oil and NGLs           | \$576,714         | \$—              | \$—                 | \$—                 | \$—              | \$—                          | \$576,714                    |                    |
| Pipeline and net marketing services          | 8,061             | 112,145          | 84,670              | 84,670              | (139,174 )       | (139,174 )                   | 65,702                       |                    |
| Gain on derivatives not designated as hedges | 46,326            | —                | —                   | —                   | —                | —                            | 46,326                       |                    |
| Total operating revenues                     | \$631,101         | \$112,145        | \$84,670            | \$84,670            | \$(139,174 )     | \$(139,174 )                 | \$688,742                    |                    |
| Six Months Ended June 30, 2018               | EQT<br>Production | EQM<br>Gathering | EQM<br>Transmission | EQM<br>Transmission | RMP<br>Gathering | RMP<br>Water                 | Intersegment<br>Eliminations | EQT<br>Corporation |
| Revenues:                                    | (Thousands)       |                  |                     |                     |                  |                              |                              |                    |
| Sales of natural gas, oil and NGLs           | \$2,217,739       | \$—              | \$—                 | \$—                 | \$—              | \$—                          | \$2,217,739                  |                    |
| Pipeline and net marketing services          | 36,250            | 360,244          | 196,079             | 123,782             | 65,618           | (520,153 )                   | 261,820                      |                    |
| Gain on derivatives not designated as hedges | 8,695             | —                | —                   | —                   | —                | —                            | 8,695                        |                    |
| Total operating revenues                     | \$2,262,684       | \$360,244        | \$196,079           | \$123,782           | \$65,618         | \$(520,153 )                 | \$2,488,254                  |                    |
| Six Months Ended June 30, 2017               | EQT<br>Production | EQM<br>Gathering | EQM<br>Transmission | EQM<br>Transmission | RMP<br>Gathering | RMP<br>Water                 | Intersegment<br>Eliminations | EQT<br>Corporation |
| Revenues:                                    | (Thousands)       |                  |                     |                     |                  |                              |                              |                    |
| Sales of natural gas, oil and NGLs           | \$1,250,179       | \$—              | \$—                 | \$—                 | \$—              | \$—                          | \$1,250,179                  |                    |
| Pipeline and net marketing services          | 22,516            | 214,474          | 182,413             | 182,413             | (273,739 )       | (273,739 )                   | 145,664                      |                    |
| Gain on derivatives not designated as hedges | 187,068           | —                | —                   | —                   | —                | —                            | 187,068                      |                    |
| Total operating revenues                     | \$1,459,763       | \$214,474        | \$182,413           | \$182,413           | \$(273,739 )     | \$(273,739 )                 | \$1,582,911                  |                    |

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EQT Corporation and Subsidiaries

Notes to the Condensed Consolidated Financial Statements (Unaudited)

|  | Three Months Ended<br>June 30, |           | Six Months Ended June<br>30, |           |
|--|--------------------------------|-----------|------------------------------|-----------|
|  | 2018                           | 2017      | 2018                         | 2017      |
|  | (Thousands)                    |           |                              |           |
| Operating income (loss):                               |                                |           |                              |           |
| EQT Production (a)                                     | \$(79,846)                     | \$52,884  | \$(2,005,645)                | \$310,433 |
| EQM Gathering  | 121,631                        | 83,425    | 252,513                      | 157,129   |
| EQM Transmission                                       | 60,642                         | 57,863    | 140,093                      | 129,467   |
| RMP Gathering  | 39,614                         | —         | 83,709                       | —         |
| RMP Water  | 23,981                         | —         | 35,351                       | —         |
| Unallocated expenses and intersegment eliminations (b) | (66,053 )                      | (4,045 )  | (129,568 )                   | (15,926 ) |
| Total operating income (loss)                          | \$99,969                       | \$190,127 | \$(1,623,547)                | \$581,103 |

(a) Impairment of long-lived assets of \$0.1 billion is included in EQT Production operating income for the three months ended June 30, 2018 and \$2.4 billion for the six months ended June 30, 2018. See Note Q.

Unallocated expenses consist of compensation expense and administrative costs, including transaction costs of \$19.7 million for the three months ended June 30, 2018 and \$54.5 million for the six months ended June 30, 2018.

(b) Intersegment eliminations include the profit on water services that are provided to EQT Production and capitalized as part of development costs of \$24.9 million for the three months ended June 30, 2018 and \$47.5 million for the six months ended June 30, 2018.

## Reconciliation of operating income (loss) to net income (loss):

|                               | Three Months Ended<br>June 30, |           | Six Months Ended June<br>30, |           |
|-------------------------------|--------------------------------|-----------|------------------------------|-----------|
|                               | 2018                           | 2017      | 2018                         | 2017      |
|                               | (Thousands)                    |           |                              |           |
| Total operating income (loss) | \$99,969                       | \$190,127 | \$(1,623,547)                | \$581,103 |
| Other income                  | 11,752                         | 6,305     | 21,337                       | 9,354     |
| Interest expense              | 77,004                         | 44,078    | 147,017                      | 86,733    |
| Income tax (benefit) expense  | (101,629 )                     | 29,709    | (440,594 )                   | 130,374   |
| Net income (loss)             | \$136,346                      | \$122,645 | \$(1,308,633)                | \$373,350 |

|  | June 30,<br>2018 | December<br>31, 2017 |
|--|------------------|----------------------|
|  | (Thousands)      |                      |
| Segment assets:  |                  |                      |
| EQT Production   | \$19,393,931     | \$21,015,132         |
| EQM Gathering  | 3,151,655        | 2,961,099            |
| EQM Transmission   | 2,486,059        | 1,923,427            |
| RMP Gathering  | 2,800,534        | 2,720,305            |
| RMP Water  | 165,476          | 185,079              |
| Total operating segments                                       | 27,997,655       | 28,805,042           |
| Headquarters assets, including cash and short-term investments | 965,573          | 717,562              |
| Total assets   | \$28,963,228     | \$29,522,604         |





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Notes to the Condensed Consolidated Financial Statements (Unaudited)

|                                 | Three Months Ended |           | Six Months Ended June |           |
|---------------------------------|--------------------|-----------|-----------------------|-----------|
|                                 | June 30,           |           | 30,                   |           |
|                                 | 2018               | 2017      | 2018                  | 2017      |
|                                 | (Thousands)        |           |                       |           |
| Depreciation and depletion: (c) |                    |           |                       |           |
| EQT Production                  | \$374,782          | \$219,211 | \$770,635             | \$430,308 |
| EQM Gathering                   | 15,646             | 9,555     | 30,590                | 18,415    |
| EQM Transmission                | 12,430             | 11,845    | 24,871                | 23,532    |
| RMP Gathering                   | 8,236              | —         | 16,360                | —         |
| RMP Water                       | 5,798              | —         | 11,569                | —         |
| Other                           | 780                | 206       | 1,540                 | 480       |
| Total                           | \$417,672          | \$240,817 | \$855,565             | \$472,735 |

## Expenditures for segment assets: (d)

|   |           |           |             |             |
|---|-----------|-----------|-------------|-------------|
| EQT Production (e)                      | \$739,183 | \$455,721 | \$1,369,941 | \$1,401,179 |
| EQM Gathering                           | 139,099   | 53,708    | 252,297     | 102,546     |
| EQM Transmission                        | 27,962    | 29,978    | 46,891      | 51,367      |
| RMP Gathering                           | 47,358    | —         | 68,298      | —           |
| RMP Water                               | 7,002     | —         | 9,377       | —           |
| Other and intersegment eliminations (f) | (21,889)  | 2,967     | (43,112)    | 4,595       |
| Total                                   | \$938,715 | \$542,374 | \$1,703,692 | \$1,559,687 |

## (c) Excludes amortization of intangible assets.

Includes the capitalized portion of non-cash stock-based compensation costs, non-cash acquisitions and the impact of capital accruals. The impact of accrued capital expenditures includes the reversal of the prior period accrual as well as the current period estimate, both of which are non-cash items. The net impact of these non-cash items was (d) \$(34.3) million and \$37.4 million for the three months ended June 30, 2018 and 2017, respectively, and \$6.6 million and \$58.4 million for the six months ended June 30, 2018 and 2017, respectively. These non-cash items are excluded from capital expenditures on the Statements of Condensed Consolidated Cash Flows. Expenditures for segment assets does not include consideration for the Rice Merger.

Expenditures for segment assets in the EQT Production segment included \$41.3 million and \$47.0 million for fill-ins and bolt-ons associated with legacy EQT acreage for the three months ended June 30, 2018 and 2017, respectively, and \$78.1 million and \$89.7 million for fill-ins and bolt-ons associated with legacy EQT acreage for (e) the six months ended June 30, 2018 and 2017, respectively. The three and six months ended June 30, 2017 included \$141.7 million and \$811.2 million of cash capital expenditures, respectively, and \$9.7 million of non-cash capital expenditures for the six months ended June 30, 2017, for the acquisitions discussed in Note P.

(f) Intersegment eliminations include profit on water services that are provided to EQT Production and capitalized as part of development costs.

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J. Derivative Instruments

The Company’s primary market risk exposure is the volatility of future prices for natural gas and NGLs, which can affect the operating results of the Company primarily at EQT Production. The Company’s overall objective in its hedging program is to protect cash flows from undue exposure to the risk of changing commodity prices.

The Company uses over the counter (OTC) derivative commodity instruments, primarily swap, collar and option agreements that are typically placed with financial institutions. The creditworthiness of all counterparties is regularly monitored. Swap agreements involve payments to or receipts from counterparties based on the differential between two prices for the commodity. Collar agreements require the counterparty to pay the Company if the index price falls below the floor price and the Company to pay the counterparty if the index price rises above the cap price. The Company also sells call options that require the Company to pay the counterparty if the index price rises above the strike price. The Company engages in basis swaps to protect earnings from undue exposure to the risk of geographic disparities in commodity prices and interest rate swaps to hedge exposure to fluctuations in interest rates. The Company has also engaged in a limited number of swaptions that are recorded as derivative commodity instruments for accounting purposes.

The Company recognizes all derivative instruments as either assets or liabilities at fair value on a gross basis. These derivative instruments are reported as either current assets or current liabilities due to their highly liquid nature. The Company can net settle its derivative instruments at any time.

The Company discontinued cash flow hedge accounting in 2014; therefore, all changes in fair value of the Company’s derivative instruments are recognized within operating revenues in the Statements of Consolidated Operations.

In connection with the Rice Merger, the Company assumed all outstanding derivative commodity instruments held by Rice. The assets and liabilities assumed were recognized at fair value at the closing date and subsequent changes in fair value were recognized within operating revenues in the Statements of Consolidated Operations. The derivative commodity instruments assumed were substantially similar to instruments previously held by the Company.

Contracts which result in physical delivery of a commodity expected to be used or sold by the Company in the normal course of business are designated as normal purchases and sales and are exempt from derivative accounting.

OTC arrangements require settlement in cash. Settlements of derivative commodity instruments are reported as a component of cash flows from operations in the accompanying Statements of Condensed Consolidated Cash Flows.

With respect to the derivative commodity instruments held by the Company, the Company hedged portions of expected sales of equity production and portions of its basis exposure covering approximately 2,874 Bcf of natural gas and 1,012 Mbbls of NGLs as of June 30, 2018, and 2,148 Bcf of natural gas and 1,460 Mbbls of NGLs as of December 31, 2017. The open positions at June 30, 2018 and December 31, 2017 had maturities extending through December 2024 and December 2022, respectively.

The Company has netting agreements with financial institutions and its brokers that permit net settlement of gross commodity derivative assets against gross commodity derivative liabilities. The table below reflects the impact of netting agreements and margin deposits on gross derivative assets and liabilities as of June 30, 2018 and December 31, 2017.

|                     |                           |                                  |            |
|---------------------|---------------------------|----------------------------------|------------|
| As of June 30, 2018 | Derivative<br>instruments | Derivative<br>Margin<br>deposits | Derivative |
|---------------------|---------------------------|----------------------------------|------------|

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recorded in subject to remitted to instruments,  
Condensed master counterparties net  
Consolidated netting  
Balance agreements  
Sheet, gross  
(Thousands)

Asset derivatives:

Derivative instruments, at fair value \$270,288 \$(94,320 ) \$ (3,105 ) \$ 172,863

Liability derivatives:

Derivative instruments, at fair value \$146,061 \$(94,320 ) \$ — \$ 51,741

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EQT Corporation and Subsidiaries

Notes to the Condensed Consolidated Financial Statements (Unaudited)

| As of December 31, 2017               | Derivative<br>instruments,<br>recorded in the<br>Condensed<br>Consolidated<br>Balance<br>Sheet, gross<br>(Thousands) | Derivative<br>instruments<br>subject to<br>master<br>netting<br>agreements | Margin<br>deposits<br>remitted to<br>counterparties | Derivative<br>instruments,<br>net |
|---------------------------------------|--|--|---|-----------------------------------|
| Asset derivatives:                    |  |  |   |                                   |
| Derivative instruments, at fair value | \$241,952  | \$(86,856)   | \$  | —\$ 155,096                       |
| Liability derivatives:                |  |  |   |                                   |
| Derivative instruments, at fair value | \$139,089  | \$(86,856)   | \$  | —\$ 52,233                        |

Certain of the Company's derivative instrument contracts provide that if the Company's credit ratings by Standard & Poor's Rating Service (S&P) or Moody's Investors Service (Moody's) are lowered below investment grade, additional collateral must be deposited with the counterparty if the amounts outstanding on those contracts exceed certain thresholds. The additional collateral can be up to 100% of the derivative liability. As of June 30, 2018, the aggregate fair value of all derivative instruments with credit risk-related contingent features that were in a net liability position was \$70.7 million, for which the Company had no collateral posted on June 30, 2018. If the Company's credit rating by S&P or Moody's had been downgraded below investment grade on June 30, 2018, the Company would not have been required to post any additional collateral under the agreements with the respective counterparties. The required margin on the Company's derivative instruments is subject to significant change as a result of factors other than credit rating, such as gas prices and credit thresholds set forth in agreements between the hedging counterparties and the Company. Investment grade refers to the quality of the Company's credit as assessed by one or more credit rating agencies. The Company's senior unsecured debt was rated BBB by S&P and Baa3 by Moody's at June 30, 2018. In order to be considered investment grade, the Company must be rated BBB- or higher by S&P and Baa3 or higher by Moody's. Anything below these ratings is considered non-investment grade. See also "Security Ratings and Financing Triggers" under Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

## K. Fair Value Measurements

The Company records its financial instruments, principally derivative instruments, at fair value in its Condensed Consolidated Balance Sheets. The Company estimates the fair value using quoted market prices, where available. If quoted market prices are not available, fair value is based upon models that use market-based parameters as inputs, including forward curves, discount rates, volatilities and nonperformance risk. Nonperformance risk considers the effect of the Company's credit standing on the fair value of liabilities and the effect of the counterparty's credit standing on the fair value of assets. The Company estimates nonperformance risk by analyzing publicly available market information, including a comparison of the yield on debt instruments with credit ratings similar to the Company's or counterparty's credit rating and the yield of a risk-free instrument and credit default swaps rates where available.

The Company has categorized its assets and liabilities recorded at fair value into a three-level fair value hierarchy, based on the priority of the inputs to the valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Assets and liabilities in Level 2 primarily include the Company's swap, collar and option agreements.

The fair value of the commodity swaps included in Level 2 is based on standard industry income approach models that use significant observable inputs, including but not limited to New York Mercantile Exchange (NYMEX) natural gas and propane forward curves, LIBOR-based discount rates and basis forward curves. The Company's collars, options and swaptions are valued using standard industry income approach option models. The significant observable inputs utilized by the option pricing models include NYMEX forward curves, natural gas volatilities and LIBOR-based discount rates. The NYMEX natural gas and propane forward curves, LIBOR-based discount rates, natural gas volatilities and basis forward curves are validated to external sources at least monthly.

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Notes to the Condensed Consolidated Financial Statements (Unaudited)

The following assets and liabilities were measured at fair value on a recurring basis during the applicable period:

| Description                           | As of<br>June 30,<br>2018 | Fair value measurements at reporting date using                                 |   |  |
|---------------------------------------|---------------------------|---|---|--|
|                                       |                           | Quoted<br>prices<br>in<br>active<br>markets<br>identical<br>assets<br>(Level 1) | Significant<br>other<br>observable<br>inputs<br>(Level 2) | Significant<br>unobservable<br>inputs<br>(Level 3) |
| (Thousands)                           |                           |   |   |  |
| Assets                                |                           |   |   |  |
| Derivative instruments, at fair value | \$ 270,288                | \$ —  | \$ 270,288  | \$ —   |
| Liabilities                           |                           |   |   |  |
| Derivative instruments, at fair value | \$ 146,061                | \$ —  | \$ 146,061  | \$ —   |

| Description                           | As of<br>December<br>31, 2017 | Fair value measurements at reporting date using                                 |   |  |
|---------------------------------------|-------------------------------|---|---|--|
|                                       |                               | Quoted<br>prices<br>in<br>active<br>markets<br>identical<br>assets<br>(Level 1) | Significant<br>other<br>observable<br>inputs<br>(Level 2) | Significant<br>unobservable<br>inputs<br>(Level 3) |
| (Thousands)                           |                               |   |   |  |
| Assets                                |                               |   |   |  |
| Derivative instruments, at fair value | \$ 241,952                    | \$ —  | \$ 241,952  | \$ —   |
| Liabilities                           |                               |   |   |  |
| Derivative instruments, at fair value | \$ 139,089                    | \$ —  | \$ 139,089  | \$ —   |

The carrying values of cash equivalents, accounts receivable and accounts payable approximate fair value due to the short-term maturity of the instruments. The carrying values of borrowings under the Company's various credit facilities approximate fair value as the interest rates are based on prevailing market rates.

The Company also has an immaterial investment in a fund that invests in companies developing technology and operating solutions for exploration and production companies for which it recognized a cumulative effect of accounting change in the first quarter 2018.

The Company estimates the fair value of its Senior Notes using its established fair value methodology. Because not all of the Company's Senior Notes are actively traded, the fair value of the Company's Senior Notes are a Level 2 fair value measurement. Fair value for the Company's non-traded Senior Notes are estimated using a standard industry income approach model that utilizes a discount rate based on market rates for debt with similar remaining time to maturity and credit risk. The estimated fair value of Senior Notes (including EQM's Senior Notes) on the Condensed Consolidated Balance Sheets was approximately \$8.1 billion at June 30, 2018 and \$5.7 billion at December 31, 2017.

The Company recognizes transfers between Levels as of the actual date of the event or change in circumstances that caused the transfer. There were no transfers between Levels 1, 2 and 3 during the periods presented.

For information on the fair values of assets related to the impairments of proved and unproved oil and gas properties and of other long-lived assets, see Note Q and Note 1 in EQT's Annual Report on Form 10-K for the year ended December 31, 2017. For information on the assets acquired in the Rice Merger and the assets acquired in other acquisition transactions, see Notes A and P.

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L. Income Taxes

On December 22, 2017, the U.S. Congress enacted the law known as the Tax Cuts and Jobs Act of 2017 (Tax Reform Legislation), which made significant changes to U.S. federal income tax law, including lowering the federal corporate tax rate to 21% from 35% beginning January 1, 2018. The Company is still analyzing certain aspects of the Tax Reform Legislation and refining calculations, which could potentially impact the measurement of deferred tax balances or potentially give rise to new deferred tax amounts. The Company will refine its estimates to incorporate new or better information as it comes available through the filing date of its 2017 U.S. income tax returns in the fourth quarter of 2018.

For the six months ended June 30, 2018 and 2017, the Company calculated the provision for income taxes by applying the annual effective tax rate for the full fiscal year to “ordinary” income or loss (pre-tax income or loss excluding unusual or infrequently occurring items) for the quarter.

All of EQGP's, RMP's and Strike Force Midstream's income is included in the Company's pre-tax income (loss). However, the Company is not required to record income tax expense with respect to the portion of EQGP's and RMP's income allocated to the noncontrolling public limited partners of EQGP, EQM and RMP or to the portion of Strike Force Midstream's income allocated to the minority owner prior to the closing of the Gulfport Transaction, which reduces the Company's effective tax rate in periods when the Company has consolidated pre-tax income and increases the Company's effective tax rate in periods when the Company has consolidated pre-tax loss.

The Company recorded income tax benefit at an effective tax rate of 25.2% for the six months ended June 30, 2018 and income tax expense at an effective tax rate of 25.9% for the six months ended June 30, 2017. The Company's forecasted annual effective tax rate for the period ended December 31, 2018 was higher than the statutory rate due to the impact of income allocated to non-controlling limited partners on a forecasted consolidated pre-tax loss and the impact of state taxes. The state taxes increased the forecasted annual effective tax rate as compared to the statutory rate as a result of the pre-tax loss on entities with higher state applicable rates and pre-tax income on entities with lower state applicable rates. The Company's effective tax rate for the six months ended June 30, 2018 was significantly lower because the amount of benefit recorded for the year-to-date is limited to the amount of benefit forecasted for the entire year.

There were no material changes to the Company's methodology for determining unrecognized tax benefits during the three months ended June 30, 2018.

M. Revolving Credit Facilities

The Company has a \$2.5 billion revolving credit facility that expires in July 2022. The Company had \$0.2 billion in borrowings and no letters of credit outstanding under the credit facility as of June 30, 2018. The Company had \$1.3 billion in borrowings and \$159.4 million of letters of credit outstanding under the credit facility as of December 31, 2017. The maximum amount of outstanding borrowings at any time under the credit facility during the three and six months ended June 30, 2018 was \$1.5 billion and \$1.6 billion, respectively, and the average daily balance of borrowings outstanding was approximately \$0.9 billion and \$1.2 billion, respectively, at a weighted average annual interest rate of approximately 3.4% and 3.2%, respectively. The Company had no borrowings or letters of credit outstanding under its credit facility any time during the three and six months ended June 30, 2017.

EQM has a \$1 billion revolving credit facility that expires in July 2022. EQM had no borrowings and no letters of credit outstanding under the credit facility as of June 30, 2018. EQM had \$180 million in borrowings and no letters of



credit outstanding under the credit facility as of December 31, 2017. The maximum amount of outstanding borrowings under EQM's revolving credit facility at any time during the three and six months ended June 30, 2018 was \$338 million and \$420 million, respectively, and the average daily balance of borrowings outstanding was approximately \$122 million and \$211 million, respectively. EQM incurred interest at a weighted average annual interest rate of approximately 3.4% and 3.2% for the three and six months ended June 30, 2018, respectively. EQM had no borrowings or letters of credit outstanding under its revolving credit facility any time during the three and six months ended June 30, 2017. During the third quarter, EQM intends to increase its borrowing capacity from \$1 billion to up to \$2 billion.

See discussion of the termination of the RMP Credit Agreement in Note B. RMP OpCo had \$260 million in borrowings and \$1 million of letters of credit outstanding under the RMP Credit Agreement as of June 30, 2018. RMP OpCo had \$286 million in borrowings and \$1 million of letters of credit outstanding under the RMP Credit Agreement as of December 31, 2017. The maximum amount of outstanding borrowings under the RMP Credit Agreement at any time during the three and six months ended June 30,

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2018 was \$375 million and the average daily balance of borrowings outstanding was approximately \$305 million and \$306 million, respectively, at a weighted average annual interest rate of approximately 3.9% and 3.8%, respectively.

## N. Earnings Per Share

In periods when the Company reports a net loss, all options and restricted stock are excluded from the calculation of diluted weighted average shares outstanding because of their anti-dilutive effect on loss per share. As a result, all options and all restricted stock were excluded from the calculation of diluted earnings per share for the six months ended June 30, 2018. Potentially dilutive securities (options and restricted stock awards) included in the calculation of diluted earnings per share totaled 123,973 for the three months ended June 30, 2018, and 120,228 and 204,430 for the three and six months ended June 30, 2017, respectively. Options to purchase common stock excluded from potentially dilutive securities because they were anti-dilutive totaled 1,201,900 and 1,283,753 for the three and six months ended June 30, 2018, respectively, and 713,800 and 473,700 for the three and six months ended June 30, 2017. The impact of EQM's, EQGP's and RMP's dilutive units did not have a material impact on the Company's earnings per share calculations for any of the periods presented.

## O. Changes in Accumulated Other Comprehensive Income by Component

The following tables explain the changes in accumulated other comprehensive income (OCI) by component during the applicable period:

|  | Three Months Ended June 30, 2018  |   |   |  |
|--|---|---|---|--|
|  | Natural<br>gas<br>cash<br>flow<br>hedges,<br>net of<br>tax<br>(Thousands) | Interest<br>rate<br>cash<br>flow<br>hedges,<br>net<br>of tax<br>(Thousands) | Other post-<br>retirement<br>benefit<br>liability<br>adjustment,<br>net of tax<br>(Thousands) | Accumulated<br>OCI, net of<br>tax<br>(Thousands) |
| Accumulated OCI (loss), net of tax, as of April 1, 2018      | \$4,338   | \$(511)   | \$ (6,442 )   | \$ (2,615 )                                      |
| (Gains) losses reclassified from accumulated OCI, net of tax | (466 )  | (a)36   | (a)86   | (b)(344 )  |
| Accumulated OCI (loss), net of tax, as of June 30, 2018      | \$3,872   | \$(475)   | \$ (6,356 )   | \$ (2,959 )                                      |
|  | Three Months Ended June 30, 2017  |   |   |  |
|  | Natural<br>gas<br>cash<br>flow<br>hedges,<br>net of<br>tax<br>(Thousands) | Interest<br>rate<br>cash<br>flow<br>hedges,<br>net<br>of tax<br>(Thousands) | Other post-<br>retirement<br>benefit<br>liability<br>adjustment,<br>net of tax<br>(Thousands) | Accumulated<br>OCI, net of<br>tax<br>(Thousands) |
| Accumulated OCI (loss), net of tax, as of April 1, 2017      | \$8,719   | \$(663)   | \$ (6,790 )   | \$ 1,266   |
| (Gains) losses reclassified from accumulated OCI, net of tax | (1,672 )  | (a)36   | (a)77   | (b)(1,559 )                                      |
| Accumulated OCI (loss), net of tax, as of June 30, 2017      | \$7,047   | \$(627)   | \$ (6,713 )   | \$ (293 )  |
|  | Six Months Ended June 30, 2018  |   |   |  |
|  |   |   | Other post-   | Accumulated                                      |

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|  | Natural<br>gas<br>cash<br>flow<br>hedges,<br>net of<br>tax<br>(Thousands) | Interest<br>rate<br>cash<br>flow<br>hedges,<br>net<br>of tax | retirement<br>benefit<br>liability<br>adjustment,<br>net of tax | OCI, net of<br>tax |
|--|---|--|---|--------------------|
| Accumulated OCI (loss), net of tax, as of January 1, 2018    | \$4,625   | \$(555)  | \$ (6,528 )   | \$ (2,458 )        |
| (Gains) losses reclassified from accumulated OCI, net of tax | (753 )  | (a)80  | (a)172  | (b)(501 )          |
| Accumulated OCI (loss), net of tax, as of June 30, 2018      | \$3,872   | \$(475)  | \$ (6,356 )   | \$ (2,959 )        |

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EQT Corporation and Subsidiaries

Notes to the Condensed Consolidated Financial Statements (Unaudited)

|  | Six Months Ended June 30, 2017                             |  |   |                                   |
|--|--|--|---|-----------------------------------|
|  | Natural<br>gas<br>cash<br>flow<br>hedges,<br>net of<br>tax | Interest<br>rate<br>cash<br>flow<br>hedges,<br>net<br>of tax | Pension<br>and<br>other post-<br>retirement<br>benefits<br>liability<br>adjustment,<br>net of tax | Accumulated<br>OCI, net of<br>tax |
|  | (Thousands)  |  |   |                                   |
| Accumulated OCI (loss), net of tax, as of January 1, 2017    | \$9,607  | \$(699)  | \$ (6,866 )   | \$ 2,042                          |
| (Gains) losses reclassified from accumulated OCI, net of tax | (2,560 )   | (a) 72   | (a) 153   | (b) (2,335 )                      |
| Accumulated OCI (loss), net of tax, as of June 30, 2017      | \$7,047  | \$(627)  | \$ (6,713 )   | \$ (293 )                         |

(a) (Gains) losses reclassified from accumulated OCI, net of tax related to natural gas cash flow hedges were reclassified into operating revenues. Losses from accumulated OCI, net of tax related to interest rate cash flow hedges were reclassified into interest expense.

(b) The accumulated OCI reclassification is attributable to the net actuarial loss and net prior service cost related to the Company's post-retirement benefit plans. See Note 1 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for additional information.

#### P. Acquisitions

On February 1, 2017, the Company acquired approximately 14,000 net Marcellus acres located in Marion, Monongalia and Wetzel Counties of West Virginia from a third-party.

On February 27, 2017, the Company acquired approximately 85,000 net Marcellus acres, including drilling rights on approximately 44,000 net Utica acres and current natural gas production of approximately 110 MMcfe per day, from Stone Energy Corporation. The acquired acres are primarily located in Wetzel, Marshall, Tyler and Marion Counties of West Virginia. The acquired assets also included 174 Marcellus wells, 120 of which were producing at the time of the acquisition, and 20 miles of gathering pipeline.

During the first half of 2017, the Company paid net cash of \$736.0 million and assumed liabilities estimated at \$11.9 million as of June 30, 2017. Furthermore, the Company paid \$75.2 million and recorded a deduction of \$2.2 million of non-cash capital expenditures as a result of post-closing adjustments on 2016 acquisitions in the second quarter 2017.

#### Fair Value Measurement

As these acquisitions qualified as business combinations under GAAP, the fair value of the acquired assets was determined using a market approach for the undeveloped acreage and a discounted cash flow model under the income approach for the wells. Significant unobservable inputs used in the analysis included the determination of estimated developed reserves and forward pricing estimates. As a result, valuation of the acquired assets was a Level 3 fair value measurement.

#### Q. Divestitures

On June 19, 2018, the Company sold its non-core Permian Basin assets located in Texas for net proceeds of \$60.2 million, subject to final purchase price adjustments (the Permian Divestiture). The assets sold in the Permian Divestiture included approximately 970 productive wells with current net production of approximately 20 MMcfe per day, approximately 350 miles of low-pressure gathering lines and 26 compressors.

The Company also agreed to sell approximately 2.5 million non-core, net acres in the Huron Play located in Southern Appalachia for \$575 million, subject to purchase price adjustments (the Huron Divestiture). The assets in the Huron Divestiture include approximately 12,000 productive wells with current net production of approximately 200 MMcfe per day, approximately 6,400 miles of low-pressure gathering lines and 59 compressor stations. The Company will retain the deep drilling rights across the divested acreage. Upon the execution of the definitive agreement governing the Huron Divestiture on June 28, 2018, the Company received an initial deposit of \$57.5 million which is recorded within other current liabilities on the Condensed Consolidated Balance Sheet. The following table presents amounts included in the Company's Condensed Consolidated Balance Sheet that are classified as held for sale as of June 30, 2018 related to the Huron Divestiture.

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EQT Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

| Classification                     | June 30,<br>2018 | December<br>31, 2017 |
|------------------------------------|------------------|----------------------|
|                                    | (Thousands)      |                      |
| Assets:                            |                  |                      |
| Property, plant and equipment, net | \$ 719,584       | \$ —                 |
| Liabilities:                       |                  |                      |
| Other current liabilities          | 4,763            | —                    |
| Other liabilities and credits      | 190,541          | —                    |

The Huron Divestiture closed on July 18, 2018.

During the first quarter of 2018, the Company recorded an impairment of \$2.3 billion associated with the production and related midstream assets in the Huron and Permian Plays. The impairment of these properties and related pipeline assets recorded during the first quarter of 2018 was due to the carrying value of the assets exceeding the undiscounted cash flows which were expected to result from the continued use and potential disposition of the underlying assets as well as management's determination that it no longer intended to develop the unproved properties. The first quarter of 2018 impairment reduced these assets to their estimated fair value at that time of approximately \$1 billion.

The fair value of the impaired assets, as determined at March 31, 2018, was based on significant inputs that were not observable in the market and as such are considered to be Level 3 fair value measurements. See Note K for a description of the fair value hierarchy and Note 1 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for our policy on impairment of proved and unproved properties. Key assumptions included in the calculation of the fair value of the impaired assets as of March 31, 2018 included (i) reserves, including risk adjustments for probable and possible reserves; (ii) future commodity prices; (iii) to the extent available, market based indicators of fair value including estimated proceeds which could be realized upon a potential disposition; (iv) production rates based on the Company's experience with similar properties in which it operates; (v) estimated future operating and development costs; and (vi) a market-based weighted average cost of capital.

In connection with the Permian Divestiture and the Huron Divestiture, the Company recorded an additional impairment/loss on sale of long-lived assets of \$118.1 million during the second quarter of 2018 to write down the carrying value of the disposal groups to the estimated amounts to be received upon the closing of the transactions.

As a result of the Huron Divestiture, the Company expects to record an additional impairment/loss on sale of long-lived assets of up to \$275 million during the third quarter of 2018 associated with certain capacity contracts that the Company will no longer have existing production to satisfy and does not plan to utilize in the future.

## R. Subsequent Events

In July 2018, the Company's Board of Directors approved a share repurchase authorization to repurchase shares of the Company's outstanding common stock for an aggregate purchase price of not more than \$500 million. Pursuant to the share repurchase authorization, the Company may repurchase shares from time to time in open market or in privately negotiated transactions. The share repurchase authorization does not obligate the Company to acquire any specific number of shares, has no pre-established end date and may be discontinued by the Company at any time. The Company has not repurchased any shares under this authorization since its inception.

S. Recently Issued Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued ASU No. 2014-09, Revenue from Contracts with Customers. The standard requires an entity to recognize revenue in a manner that depicts the transfer of goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company adopted this standard on January 1, 2018 using the modified retrospective method of adoption. Adoption of the ASU did not require an adjustment to the opening balance of equity. The Company does not expect the standard to have a significant effect on its results of operations, liquidity or financial position in 2018. The Company implemented processes and controls to ensure new contracts are reviewed for the appropriate accounting treatment and to generate the disclosures required under the new standard in the first quarter of 2018. For the disclosures required by this ASU, see Note F.

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EQT Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments-Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. The standard primarily affects accounting for equity investments, financial liabilities under the fair value option and the presentation and disclosure requirements for financial instruments, and eliminates the cost method of accounting for equity investments. The Company adopted this standard in the first quarter of 2018 which resulted in a cumulative effect adjustment of \$4.1 million on the Statement of Condensed Consolidated Equity.

In February 2016, the FASB issued ASU No. 2016-02, Leases. The standard requires an entity to record assets and obligations for contracts currently recognized as operating leases. Lessees and lessors must apply a modified retrospective transition approach. The ASU will be effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period, with early adoption permitted. The Company has performed a high-level identification of agreements covered by this standard, is currently evaluating processes and internal controls and is in the process of implementing a third-party supported lease accounting information system to facilitate the accounting and financial reporting requirements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments. This ASU amends guidance on reporting credit losses for assets held at amortized cost basis and available for sale debt securities. For assets held at amortized cost basis, this ASU eliminates the probable initial recognition threshold in current GAAP and, instead, requires an entity to reflect its current estimate of all expected credit losses. The amendments affect loans, debt securities, trade receivables, net investments in leases, off balance sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. The ASU will be effective for annual reporting periods beginning after December 15, 2019, including interim periods within that reporting period. The Company is currently evaluating the effect this standard will have on its financial statements and related disclosures.

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows: Restricted Cash. This ASU requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning of period and end of period total amounts shown on the statement of cash flows. The Company adopted this standard in the first quarter of 2018. The Company had \$75 million restricted cash at December 31, 2016. In accordance with ASU 2016-18, restricted cash is included in the beginning of period cash balance and excluded from investing activities on the Statements of Condensed Consolidated Cash Flows for the six months ended June 30, 2017. The Company had no restricted cash on the Condensed Consolidated Balance Sheet from March 31, 2017 through the current period.

In January 2017, the FASB issued ASU No. 2017-01, Business Combinations: Clarifying the Definition of a Business. This ASU clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be recorded as acquisitions (or disposals) of assets or businesses. The Company adopted this standard in the first quarter of 2018 with no significant effect on its financial statements or related disclosures.

In January 2017, the FASB issued ASU No. 2017-04, Simplifying the Test of Goodwill Impairment. This ASU simplifies the quantitative goodwill impairment test requirements by eliminating the requirement to calculate the implied fair value of goodwill (Step 2 of the current goodwill impairment test). Instead, a company would record an



impairment charge based on the excess of a reporting unit's carrying value over its fair value (measured in Step 1 of the current goodwill impairment test). Entities will apply the standard's provisions prospectively. The Company adopted this standard in the first quarter of 2018 with no significant effect on its financial statements or related disclosures.

In March 2017, the FASB issued ASU No. 2017-07, Compensation - Retirement Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. This ASU provides additional guidance on the presentation of net benefit cost in the income statement and on the components eligible for capitalization in assets. The Company adopted this standard in the first quarter of 2018 with no significant effect on its financial statements or related disclosures.

In May 2017, the FASB issued ASU No. 2017-09, Compensation - Stock Compensation: Scope of Modification Accounting. This ASU provides guidance regarding which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The Company adopted this standard in the first quarter of 2018 with no significant effect on its financial statements or related disclosures. This ASU will be applied prospectively to awards modified on or after the adoption date.

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EQT Corporation and Subsidiaries

Notes to Condensed Consolidated Financial Statements (Unaudited)

In February 2018, the FASB issued ASU No. 2018-02, Income Statement—Reporting Comprehensive Income: Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. This ASU allows companies to reclassify stranded tax effects resulting from the Tax Reform Legislation from accumulated other comprehensive income to retained earnings. The ASU is effective for fiscal years beginning after December 15, 2018 and early adoption is permitted. The reclassification permitted under this ASU should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Reform Legislation is recognized. The Company is currently evaluating the effect this standard will have on its financial statements and related disclosures.

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EQT Corporation and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of financial condition and results of operations in conjunction with the Condensed Consolidated Financial Statements, and the notes thereto, included elsewhere in this report.

CAUTIONARY STATEMENTS

Disclosures in this Quarterly Report on Form 10-Q contain certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. Statements that do not relate strictly to historical or current facts are forward-looking and usually identified by the use of words such as "anticipate," "estimate," "could," "would," "will," "may," "forecast," "approximate," "expect," "plan," "intend," "believe" and other words of similar meaning in connection with any discussion of future operating or financial matters. Without limiting the generality of the foregoing, forward-looking statements contained in this Quarterly Report on Form 10-Q include the matters discussed in the section captioned "Outlook" in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the expectations of plans, strategies, objectives and growth and anticipated financial and operational performance of the Company and its subsidiaries, including guidance regarding the Company's strategy to develop its Marcellus, Utica, Upper Devonian and other reserves; drilling plans and programs (including the number, type, feet of pay, average lateral lengths and location of wells to be drilled and the availability of capital to complete these plans and programs); production sales volumes (including liquids volumes) and growth rates; gathering, transmission and water volumes; infrastructure programs (including the timing, cost and capacity of the gathering, transmission and water expansion projects); the cost, capacity, timing of regulatory approvals and anticipated in-service date of the Mountain Valley Pipeline (MVP) and MVP Southgate projects; the ultimate terms, partners and structure of Mountain Valley Pipeline, LLC (the MVP Joint Venture); monetization transactions, including asset sales, joint ventures or other transactions involving the Company's assets; acquisition transactions; the impact and outcome of pending and future litigation, whether the separation of the Company's production and midstream businesses (the Separation) will be completed and the timing and terms of the Separation; the Company's ability to achieve the anticipated synergies, operational efficiencies and returns from its acquisition of Rice Energy Inc. (Rice) and the Midstream Streamlining Transactions (as defined in Note B to the Condensed Consolidated Financial Statements); natural gas prices, changes in basis and the impact of commodity prices on the Company's business; reserves, including potential future downward adjustments; projected capital expenditures and capital contributions; the amount and timing of any repurchases under the Company's share repurchase authorization; liquidity and financing requirements, including funding sources and availability and EQM's plan to increase its borrowing capacity to up to \$2 billion; hedging strategy; the effects of government regulation; the expected impact of the Tax Cuts and Jobs Act of 2017; and tax position. The forward-looking statements included in this Quarterly Report on Form 10-Q involve risks and uncertainties that could cause actual results to differ materially from projected results. Accordingly, investors should not place undue reliance on forward-looking statements as a prediction of actual results. The Company has based these forward-looking statements on current expectations and assumptions about future events. While the Company considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks and uncertainties, many of which are difficult to predict and beyond the Company's control. The risks and uncertainties that may affect the operations, performance and results of the Company's business and forward-looking statements include, but are not limited to, those set forth under Item 1A, "Risk Factors", and elsewhere in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, as updated by Part II, Item 1A, "Risk Factors" in this Quarterly Report on Form 10-Q.

Any forward-looking statement speaks only as of the date on which such statement is made, and the Company does not intend to correct or update any forward-looking statement, whether as a result of new information, future events or

otherwise.

In reviewing any agreements incorporated by reference in or filed with this Quarterly Report on Form 10-Q, please remember such agreements are included to provide information regarding the terms of such agreements and are not intended to provide any other factual or disclosure information about the Company. The agreements may contain representations and warranties by the Company, which should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties to such agreements should those statements prove to be inaccurate. The representations and warranties were made only as of the date of the relevant agreement or such other date or dates as may be specified in such agreement and are subject to more recent developments. Accordingly, these representations and warranties alone may not describe the actual state of affairs of the Company or its affiliates as of the date they were made or at any other time.

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EQT Corporation and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

CORPORATE OVERVIEW

Three Months Ended June 30, 2018 vs. Three Months Ended June 30, 2017

Net income attributable to EQT Corporation for the three months ended June 30, 2018 was \$17.8 million, income of \$0.07 per diluted share, compared to net income attributable to EQT Corporation of \$41.1 million, \$0.24 per diluted share, for the three months ended June 30, 2017. The decrease was primarily attributable to higher operating costs, including an impairment charge of \$118.1 million recorded in the second quarter of 2018 associated with the planned and completed divestitures of certain non-core production and related pipeline assets in the Huron and Permian Plays, higher net income attributable to noncontrolling interests and higher interest expense. These expenses were partly offset by higher revenues primarily from an 83% increase in production sales volumes, an income tax benefit for the three months ended June 30, 2018 compared to income tax expense for the three months ended June 30, 2017, and higher other income.

During the three months ended June 30, 2018, the Company recorded transaction costs of approximately \$26.0 million. Transaction costs include \$18.3 million for the Company's sum-of-the-parts review and Midstream Streamlining Transactions (as defined in Note B to the Condensed Consolidated Financial Statements) and \$7.7 million for the Rice Merger (as defined in Note A to the Condensed Consolidated Financial Statements). Transaction costs are reflected in unallocated expenses as they are not allocated to any operating segment.

In connection with the Rice Merger, the Company obtained intangible assets composed of customer relationships and non-compete agreements with former Rice executives. Amortization expense for the three months ended June 30, 2018 related to non-compete agreements with former Rice executives is approximately \$10.3 million and is not allocated to any operating segment.

Six Months Ended June 30, 2018 vs. Six Months Ended June 30, 2017

Net loss attributable to EQT Corporation for the six months ended June 30, 2018 was \$1,568.2 million, a loss of \$5.92 per diluted share, compared to net income attributable to EQT Corporation of \$205.1 million, \$1.18 per diluted share, for the six months ended June 30, 2017. The decrease was primarily due to higher operating expenses, including an impairment charges of \$2.4 billion associated with the planned and completed divestitures of certain non-core production and related pipeline assets in the Huron and Permian Plays, higher net income attributable to noncontrolling interests and higher interest expense. These decreases were partly offset by higher revenues primarily from an 85% increase in production sales volumes, an income tax benefit for the six months ended June 30, 2018 compared to income tax expense for the six months ended June 30, 2017, and higher other income.

During the six months ended June 30, 2018, the Company recorded transaction costs of \$61.7 million. Transaction costs include \$38.1 million for the Company's sum-of-the-parts review and Midstream Streamlining Transactions and \$23.6 million for the Rice Merger. Transaction costs are reflected in unallocated expenses as they are not allocated to any operating segment.

In connection with the Rice Merger, the Company obtained intangible assets composed of customer relationships and non-compete agreements with former Rice executives. Amortization expense for the six months ended June 30, 2018 related to non-compete agreements with former Rice executives is approximately \$20.6 million and is not allocated to any operating segment.

See "Business Segment Results of Operations" for a discussion of segment operating expenses and revenues.

See “Investing Activities” under the caption “Capital Resources and Liquidity” for a discussion of capital expenditures.

#### Consolidated Operational Data

The following table presents detailed natural gas and liquids operational information to assist in the understanding of the Company’s consolidated operations, including the calculation of the Company’s average realized price (\$/Mcf), which is based on EQT Production adjusted operating revenues, a non-GAAP supplemental financial measure. EQT Production adjusted operating revenues is presented because it is an important measure used by the Company’s management to evaluate period-to-period comparisons of earnings trends. EQT Production adjusted operating revenues should not be considered as an alternative to EQT Production total operating revenues. See “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of EQT Production adjusted operating revenues to EQT Production total operating revenues and Note I to the Condensed Consolidated Financial Statements for a reconciliation of EQT Production total operating revenues to EQT Corporation total operating revenues.

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EQT Corporation and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

| in thousands (unless noted)  | Three Months Ended June 30, |           |         | Six Months Ended June 30, |             |         |
|--|-----------------------------|-----------|---------|---------------------------|-------------|---------|
|  | 2018 (e)                    | 2017      | %       | 2018 (e)                  | 2017        | %       |
| <b>NATURAL GAS</b>   |                             |           |         |                           |             |         |
| Sales volume (MMcf)  | 334,135                     | 167,682   | 99.3    | 663,539                   | 332,146     | 99.8    |
| NYMEX price (\$/MMBtu) (a)   | \$2.80                      | \$3.18    | (11.9 ) | \$2.89                    | \$3.25      | (11.1 ) |
| Btu uplift   | 0.18                        | 0.26      | (30.8 ) | 0.19                      | 0.27        | (29.6 ) |
| Natural gas price (\$/Mcf)   | \$2.98                      | \$3.44    | (13.4 ) | \$3.08                    | \$3.52      | (12.5 ) |
| Basis (\$/Mcf) (b)   | \$(0.42 )                   | \$(0.60 ) | (30.0 ) | \$(0.15 )                 | \$(0.39 )   | (61.5 ) |
| Cash settled basis swaps (not designated as hedges) (\$/Mcf)           | (0.01 )                     | (0.04 )   | (75.0 ) | (0.08 )                   | —           | 100.0   |
| Average differential, including cash settled basis swaps (\$/Mcf)      | \$(0.43 )                   | \$(0.64 ) | (32.8 ) | \$(0.23 )                 | \$(0.39 )   | (41.0 ) |
| Average adjusted price (\$/Mcf)  | \$2.55                      | \$2.80    | (8.9 )  | \$2.85                    | \$3.13      | (8.9 )  |
| Cash settled derivatives (cash flow hedges) (\$/Mcf)                   | —                           | 0.02      | (100.0) | —                         | 0.01        | (100.0) |
| Cash settled derivatives (not designated as hedges) (\$/Mcf)           | 0.09                        | (0.02 )   | (550.0) | 0.07                      | (0.05 )     | (240.0) |
| Average natural gas price, including cash settled derivatives (\$/Mcf) | \$2.64                      | \$2.80    | (5.7 )  | \$2.92                    | \$3.09      | (5.5 )  |
| Natural gas sales, including cash settled derivatives                  | \$884,543                   | \$469,165 | 88.5    | \$1,939,608               | \$1,028,364 | 88.6    |
| <b>LIQUIDS</b>   |                             |           |         |                           |             |         |
| NGLs (excluding ethane):   |                             |           |         |                           |             |         |
| Sales volume (MMcfe) (c)   | 18,944                      | 18,895    | 0.3     | 37,335                    | 36,035      | 3.6     |
| Sales volume (Mbbls)   | 3,157                       | 3,149     | 0.3     | 6,222                     | 6,006       | 3.6     |
| Price (\$/Bbl)   | \$36.39                     | \$24.03   | 51.4    | \$36.94                   | \$27.54     | 34.1    |
| Cash settled derivatives (not designated as hedges) (\$/Bbl)           | (0.91 )                     | (0.32 )   | 184.4   | (1.06 )                   | (0.43 )     | 146.5   |
| Average NGL price, including cash settled derivatives (\$/Bbl)         | \$35.48                     | \$23.71   | 49.6    | \$35.88                   | \$27.11     | 32.3    |
| NGL sales  | \$112,034                   | \$74,653  | 50.1    | \$223,270                 | \$162,850   | 37.1    |
| Ethane:  |                             |           |         |                           |             |         |
| Sales volume (MMcfe) (c)   | 8,414                       | 9,771     | (13.9 ) | 16,411                    | 16,744      | (2.0 )  |
| Sales volume (Mbbls)   | 1,402                       | 1,629     | (13.9 ) | 2,735                     | 2,791       | (2.0 )  |
| Price (\$/Bbl)   | \$7.67                      | \$6.76    | 13.5    | \$7.78                    | \$6.72      | 15.8    |
| Ethane sales   | \$10,754                    | \$11,007  | (2.3 )  | \$21,286                  | \$18,739    | 13.6    |
| Oil:   |                             |           |         |                           |             |         |
| Sales volume (MMcfe) (c)   | 1,047                       | 1,732     | (39.5 ) | 2,260                     | 3,089       | (26.8 ) |
| Sales volume (Mbbls)   | 175                         | 289       | (39.4 ) | 377                       | 515         | (26.8 ) |
| Price (\$/Bbl)   | \$56.04                     | \$38.91   | 44.0    | \$55.56                   | \$41.04     | 35.4    |
| Oil sales  | \$9,784                     | \$11,230  | (12.9 ) | \$20,930                  | \$21,126    | (0.9 )  |

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|  |            |           |        |            |            |      |
|--|------------|-----------|--------|------------|------------|------|
| Total liquids sales volume (MMcfe) (c) | 28,405     | 30,398    | (6.6 ) | 56,006     | 55,868     | 0.2  |
| Total liquids sales volume (Mbbbls)    | 4,734      | 5,067     | (6.6 ) | 9,334      | 9,312      | 0.2  |
| Liquids sales                          | \$ 132,572 | \$ 96,890 | 36.8   | \$ 265,486 | \$ 202,715 | 31.0 |

TOTAL PRODUCTION

|   |              |            |      |              |              |      |
|---|--------------|------------|------|--------------|--------------|------|
| Total natural gas & liquids sales, including cash settled derivatives (d) | \$ 1,017,115 | \$ 566,055 | 79.7 | \$ 2,205,094 | \$ 1,231,079 | 79.1 |
| Total sales volume (MMcfe)  | 362,540      | 198,080    | 83.0 | 719,545      | 388,014      | 85.4 |

|                                 |         |         |        |         |         |        |
|---------------------------------|---------|---------|--------|---------|---------|--------|
| Average realized price (\$/Mcf) | \$ 2.81 | \$ 2.86 | (1.7 ) | \$ 3.06 | \$ 3.17 | (3.5 ) |
|---------------------------------|---------|---------|--------|---------|---------|--------|

The Company's volume weighted NYMEX natural gas price (actual average NYMEX natural gas price (\$/MMBtu) (a) was \$2.80 and \$3.18 for the three months ended June 30, 2018 and 2017, respectively, and \$2.90 and \$3.25 for the six months ended June 30, 2018 and 2017, respectively).

(b) Basis represents the difference between the ultimate sales price for natural gas and the NYMEX natural gas price.

(c) NGLs, ethane and crude oil were converted to Mcfe at the rate of six Mcfe per barrel for all periods.

(d) Also referred to in this report as EQT Production adjusted operating revenues, a non-GAAP supplemental financial measure.

(e) EQT Production includes the results of production operations acquired in the Rice Merger, which occurred on November 13, 2017.



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Management's Discussion and Analysis of Financial Condition and Results of Operations

## Reconciliation of Non-GAAP Financial Measures

The table below reconciles EQT Production adjusted operating revenues, a non-GAAP supplemental financial measure, to EQT Production total operating revenues reported under EQT Production Results of Operations, its most directly comparable financial measure calculated in accordance with GAAP. See Note I to the Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for a reconciliation of EQT Production operating revenues to EQT Corporation total operating revenues as reported in the Statements of Consolidated Operations.

EQT Production adjusted operating revenues (also referred to as total natural gas & liquids sales, including cash settled derivatives) is presented because it is an important measure used by the Company's management to evaluate period-over-period comparisons of earnings trends. EQT Production adjusted operating revenues excludes the revenue impact of changes in the fair value of derivative instruments prior to settlement and the revenue impact of certain pipeline and net marketing services. Management utilizes EQT Production adjusted operating revenues to evaluate earnings trends because the measure reflects only the impact of settled derivative contracts and thus does not impact the revenue from natural gas sales with the often volatile fluctuations in the fair value of derivatives prior to settlement. EQT Production adjusted operating revenues also excludes pipeline and net marketing services because management considers these revenues to be unrelated to the revenues for its natural gas and liquids production. Pipeline and net marketing services primarily includes revenues for gathering services provided to third-parties as well as both the cost of and recoveries on third-party pipeline capacity not used for EQT Production sales volumes. Management further believes that EQT Production adjusted operating revenues as presented provides useful information to investors for evaluating period-over-period earnings trends.

| Calculation of EQT Production adjusted operating revenues<br>\$ in thousands (unless noted) | Three Months Ended<br>June 30, |           | Six Months Ended June<br>30, |             |
|---|--------------------------------|-----------|------------------------------|-------------|
|   | 2018                           | 2017      | 2018                         | 2017        |
| EQT Production total operating revenues   | \$950,648                      | \$631,101 | \$2,262,684                  | \$1,459,763 |
| Add back (deduct):  |                                |           |                              |             |
| Loss (gain) on derivatives not designated as hedges   | 53,897                         | (46,326 ) | (8,695 )                     | (187,068 )  |
| Net cash settlements received (paid) on derivatives not designated as hedges                | 25,513                         | (11,191 ) | (13,116 )                    | (20,158 )   |
| Premiums received for derivatives that settled during the period                            | 237                            | 532       | 471                          | 1,058       |
| Pipeline and net marketing services   | (13,180 )                      | (8,061 )  | (36,250 )                    | (22,516 )   |
| EQT Production adjusted operating revenues, a non-GAAP financial measure                    | \$1,017,115                    | \$566,055 | \$2,205,094                  | \$1,231,079 |
| <br>  |                                |           |                              |             |
| Total sales volumes (MMcfe)   | 362,540                        | 198,080   | 719,545                      | 388,014     |
| <br>  |                                |           |                              |             |
| Average realized price (\$/Mcf)   | \$2.81                         | \$2.86    | \$3.06                       | \$3.17      |

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Business Segment Results of Operations

Business segment operating results are presented in the segment discussions and financial tables on the following pages. Operating segments are evaluated on their contribution to the Company's consolidated results based on operating income. Other income, interest and income taxes are managed on a consolidated basis. Headquarters' costs are billed to the operating segments based upon a fixed allocation of the headquarters' annual operating budget. Unallocated expenses incurred in 2018 consist primarily of incentive compensation and administrative costs, which included transaction costs associated with the Company's sum-of-the-parts review, Midstream Streamlining Transactions and Rice Merger.

The Company has reported the components of each segment's operating income and various operational measures in the sections below, and where appropriate, has provided information describing how a measure was derived. EQT's management believes that presentation of this information provides useful information to management and investors regarding the financial condition, operations and trends of each of EQT's business segments without being obscured by the financial condition, operations and trends for the other segments or by the effects of corporate allocations of interest, income taxes and other income. In addition, management uses these measures for budget planning purposes. The Company has reconciled each segment's operating income to the Company's consolidated operating income and net income in Note I to the Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

Prior to the Rice Merger, the Company reported its results of operations through three business segments: EQT Production, EQT Gathering and EQT Transmission. These reporting segments reflected the Company's lines of business and were reported in the same manner in which the Company evaluated its operating performance through September 30, 2017. Following the Rice Merger, the Company adjusted its internal reporting structure to incorporate the newly acquired assets. The Company now conducts its business through five business segments: EQT Production, EQM Gathering (formerly known as EQT Gathering), EQM Transmission (formerly known as EQT Transmission), RMP Gathering and RMP Water.

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Management's Discussion and Analysis of Financial Condition and Results of Operations

## EQT PRODUCTION

## RESULTS OF OPERATIONS

|  | Three Months Ended June 30, |           |          | Six Months Ended June 30, |             |          |
|--|-----------------------------|-----------|----------|---------------------------|-------------|----------|
|  | 2018 (a)                    | 2017      | %        | 2018 (a)                  | 2017        | %        |
| <b>OPERATIONAL DATA</b>  |                             |           |          |                           |             |          |
| Sales volume detail (MMcfe):   |                             |           |          |                           |             |          |
| Marcellus (b)  | 294,129                     | 175,103   | 68.0     | 582,902                   | 341,472     | 70.7     |
| Ohio Utica   | 47,796                      | 121       | 39,400.8 | 95,306                    | 251         | 37,870.5 |
| Other  | 20,615                      | 22,856    | (9.8 )   | 41,337                    | 46,291      | (10.7 )  |
| Total production sales volumes (c)                                     | 362,540                     | 198,080   | 83.0     | 719,545                   | 388,014     | 85.4     |
| Average daily sales volumes (MMcfe/d)                                  | 3,984                       | 2,177     | 83.0     | 3,975                     | 2,144       | 85.4     |
| Average realized price (\$/Mcf)  | \$2.81                      | \$2.86    | (1.7 )   | \$3.06                    | \$3.17      | (3.5 )   |
| Gathering to EQM Gathering and RMP<br>Gathering (\$/Mcf)               | \$0.49                      | \$0.48    | 2.1      | \$0.50                    | \$0.48      | 4.2      |
| Transmission to EQM Transmission (\$/Mcf)                              | \$0.13                      | \$0.22    | (40.9 )  | \$0.13                    | \$0.23      | (43.5 )  |
| Third-party gathering and transmission<br>(\$/Mcf)                     | \$0.42                      | \$0.44    | (4.5 )   | \$0.42                    | \$0.46      | (8.7 )   |
| Processing (\$/Mcf)  | \$0.13                      | \$0.24    | (45.8 )  | \$0.13                    | \$0.23      | (43.5 )  |
| Lease operating expenses (LOE), excluding<br>production taxes (\$/Mcf) | \$0.08                      | \$0.13    | (38.5 )  | \$0.09                    | \$0.13      | (30.8 )  |
| Production taxes (\$/Mcf)  | \$0.06                      | \$0.09    | (33.3 )  | \$0.06                    | \$0.10      | (40.0 )  |
| Production depletion (\$/Mcf)  | \$1.00                      | \$1.04    | (3.8 )   | \$1.03                    | \$1.04      | (1.0 )   |
| Depreciation and depletion (thousands):                                |                             |           |          |                           |             |          |
| Production depletion   | \$362,819                   | \$205,524 | 76.5     | \$743,283                 | \$402,986   | 84.4     |
| Other depreciation and depletion                                       | 11,963                      | 13,687    | (12.6 )  | 27,352                    | 27,322      | 0.1      |
| Total depreciation and depletion                                       | \$374,782                   | \$219,211 | 71.0     | \$770,635                 | \$430,308   | 79.1     |
| Capital expenditures (thousands) (d)                                   | \$739,183                   | \$455,721 | 62.2     | \$1,369,941               | \$1,401,179 | (2.2 )   |
| <b>FINANCIAL DATA (thousands)</b>                                      |                             |           |          |                           |             |          |
| Revenues:  |                             |           |          |                           |             |          |
| Sales of natural gas, oil and NGLs                                     | \$991,365                   | \$576,714 | 71.9     | \$2,217,739               | \$1,250,179 | 77.4     |
| Pipeline and net marketing services                                    | 13,180                      | 8,061     | 63.5     | 36,250                    | 22,516      | 61.0     |
| (Loss) gain on derivatives not designated as<br>hedges                 | (53,897 )                   | 46,326    | (216.3 ) | 8,695                     | 187,068     | (95.4 )  |
| Total operating revenues   | 950,648                     | 631,101   | 50.6     | 2,262,684                 | 1,459,763   | 55.0     |
| Operating expenses:  |                             |           |          |                           |             |          |
| Gathering  | 194,751                     | 110,965   | 75.5     | 388,369                   | 217,880     | 78.2     |
| Transmission   | 187,158                     | 116,209   | 61.1     | 365,174                   | 234,805     | 55.5     |

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|  |             |          |          |               |           |          |
|--|-------------|----------|----------|---------------|-----------|----------|
| Processing                                   | 46,160      | 46,819   | (1.4 )   | 91,183        | 89,579    | 1.8      |
| LOE, excluding production taxes              | 27,457      | 25,917   | 5.9      | 61,589        | 51,111    | 20.5     |
| Production taxes                             | 20,406      | 18,359   | 11.1     | 44,908        | 38,837    | 15.6     |
| Exploration                                  | 21,182      | 3,481    | 508.5    | 26,286        | 6,603     | 298.1    |
| Selling, general and administrative (SG&A)   | 40,484      | 37,256   | 8.7      | 73,026        | 80,207    | (9.0 )   |
| Depreciation and depletion                   | 374,782     | 219,211  | 71.0     | 770,635       | 430,308   | 79.1     |
| Impairment/loss on sale of long-lived assets | 118,114     | —        | 100.0    | 2,447,159     | —         | 100.0    |
| Total operating expenses                     | 1,030,494   | 578,217  | 78.2     | 4,268,329     | 1,149,330 | 271.4    |
| Operating (loss) income                      | \$(79,846 ) | \$52,884 | (251.0 ) | \$(2,005,645) | \$310,433 | (746.1 ) |

(a) Operational Data for EQT Production includes results of operations for production operations acquired in the Rice Merger, which occurred on November 13, 2017.

(b) Includes Upper Devonian wells.

(c) NGLs, ethane and crude oil were converted to Mcfe at the rate of six Mcfe per barrel for all periods.

(d) Expenditures for segment assets in the EQT Production segment included \$41.3 million and \$47.0 million for fill-ins and bolt-ons associated with legacy EQT acreage for the three months ended June 30, 2018 and 2017, respectively, and \$78.1 million and \$89.7 million for fill-ins and bolt-ons associated with legacy EQT acreage for the six months ended June 30, 2018 and 2017, respectively. The three and six months ended June 30, 2017 included \$141.7 million and \$811.2 million of cash capital expenditures, respectively, and \$9.7 million of non-cash capital expenditures for the six months ended June 30, 2017, for the acquisitions discussed in Note P.

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Management's Discussion and Analysis of Financial Condition and Results of Operations

Three Months Ended June 30, 2018 vs. Three Months Ended June 30, 2017

EQT Production's operating loss was \$79.8 million for the three months ended June 30, 2018 compared to operating income of \$52.9 million for the three months ended June 30, 2017. The decrease was primarily due to higher operating costs, including an impairment charge recorded in the second quarter of 2018 associated with the planned and completed divestitures of certain non-core production and related pipeline assets in the Huron and Permian Plays, a loss on derivatives not designated as hedges compared to a gain on derivatives not designated as hedges in the prior year and a lower average realized price, partly offset by increased sales volumes of produced natural gas. These variances include the impact of operating the assets acquired from Rice for the three months ended June 30, 2018, as the Rice Merger was completed in the fourth quarter of 2017.

Total operating revenues were \$950.6 million for the three months ended June 30, 2018 compared to \$631.1 million for the three months ended June 30, 2017. Sales of natural gas, oil and NGLs increased as a result of an 83% increase in production sales volumes in the current period which was primarily a result of the Rice Merger as well as increased production from the 2016 and 2017 drilling programs, partly offset by the normal production decline in the Company's producing wells. The increase in production sales volumes was partly offset by a lower average realized price. EQT Production received \$25.5 million and paid \$11.2 million of net cash settlements for derivatives not designated as hedges during the three months ended June 30, 2018 and 2017, respectively, that are included in the average realized price but are not in GAAP operating revenues.

The \$0.05 per Mcfe decrease in the average realized price for the three months ended June 30, 2018 was primarily due to a decrease in the average NYMEX natural gas price net of cash settled derivatives of \$0.37 per Mcf, partly offset by a \$0.21 per Mcf improvement in the average natural gas differential and higher liquids prices. While Appalachian Basin basis was slightly unfavorable for the three months ended June 30, 2018 compared to the three months ended June 30, 2017, the Company's access to higher priced markets outside of the Appalachian Basin increased due to its increased transportation portfolio following the Rice Merger. The resulting increased sales volumes at Gulf Coast and Midwest market prices favorably impacted basis period over period.

Pipeline and net marketing services primarily includes gathering revenues from gathering services provided to third parties and both the cost of, and recoveries on, third-party pipeline capacity not used to transport EQT Production's produced volumes. The increase in these revenues primarily related to favorable price spreads on the Company's Tennessee Gas Pipeline capacity.

EQT Production total operating revenues for the three months ended June 30, 2018 included a \$53.9 million loss on derivatives not designated as hedges compared to a \$46.3 million gain on derivatives not designated as hedges for the three months ended June 30, 2017. The losses for the three months ended June 30, 2018 primarily related to a decrease in the fair market value of EQT Production's basis swaps due to an increase in basis prices, partly offset by an increase in the fair market value of EQT Production's NYMEX swaps and NYMEX options due to a decrease in NYMEX prices during the second quarter of 2018.

Gathering expense increased consistent with production sales volumes, partly offset by a lower gathering rate per unit on gathering capacity acquired in the Rice Merger. Transmission expense increased due to increased third party capacity incurred to move EQT Production's natural gas out of the Appalachian Basin, primarily due to firm capacity acquired in connection with the Rice Merger as well as the Company's capacity on the Rover pipeline, which started in 2018. On a per unit basis, these costs and other operating costs are lower for the three months ended June 30, 2018 compared to the three months ended June 30, 2017 reflecting the savings achieved through the Rice Merger.

Production taxes increased primarily as a result of increased development activity in Pennsylvania as well as the increased asset base and production volumes in Ohio following the Rice Merger. Exploration expense increased primarily due to an increase in the number of leases expiring during the second quarter of 2018.

Depreciation and depletion expense increased as a result of higher produced volumes in the second quarter of 2018, partly offset by a lower depreciation and depletion rate.

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Management's Discussion and Analysis of Financial Condition and Results of Operations

Six Months Ended June 30, 2018 vs. Six Months Ended June 30, 2017

EQT Production's operating loss was \$2,005.6 million for the six months ended June 30, 2018 compared to operating income of \$310.4 million for the six months ended June 30, 2017. The decrease was primarily due to impairment charges recorded in 2018 associated with the planned and completed divestitures of certain non-core production and related pipeline assets in the Huron and Permian Plays. Higher other operating expenses, lower gains on derivatives not designated as hedges and a lower average realized price more than offset increased sales volumes of produced natural gas. These variances include the impact of operating the assets acquired from Rice for the six months ended June 30, 2018, as the Rice Merger was completed in the fourth quarter of 2017.

Total operating revenues were \$2,262.7 million for the six months ended June 30, 2018 compared to \$1,459.8 million for the six months ended June 30, 2017. Sales of natural gas, oil and NGLs increased as a result of an 85% increase in production sales volumes in the current period which was primarily a result of the Rice Merger as well as increased production from the 2016 and 2017 drilling programs, partly offset by the normal production decline in the Company's producing wells. The increase in production sales volumes was partly offset by a lower average realized price. EQT Production paid \$13.1 million and \$20.2 million of net cash settlements for derivatives not designated as hedges during the six months ended June 30, 2018 and 2017, respectively, that are included in the average realized price but are not in the GAAP operating revenues.

The \$0.11 per Mcfe decrease in the average realized price for the six months ended June 30, 2018 compared to the six months ended June 30, 2017 was primarily due to a decrease in the average NYMEX natural gas price net of cash settled derivatives of \$0.33 per Mcf, partly offset by a \$0.16 per Mcf improvement in the average natural gas differential and higher liquids prices. The increase in the average differential primarily related to higher basis, partly offset by lower cash settled basis swaps. The improvement in basis primarily related to higher prices during the first quarter of 2018 at sales points in the United States Northeast where colder weather led to increased demand as well as increased sales volumes at higher priced Gulf Coast and Midwest markets accessible through the Company's increased transportation portfolio following the Rice Merger.

The increase in pipeline and net marketing services primarily related to favorable price spreads on the Company's Tennessee Gas Pipeline capacity.

EQT Production total operating revenues for the six months ended June 30, 2018 and 2017 included an \$8.7 million and \$187.1 million gain on derivatives not designated as hedges, respectively. The gains for the six months ended June 30, 2018 primarily related to an increase in the fair market value of EQT Production's NYMEX swaps and NYMEX options due to a decrease in NYMEX prices, partially offset by a decrease in the fair market value of EQT Production's basis swaps due to an increase in basis prices during the first half of 2018.

Gathering expense increased consistent with production sales volumes, partly offset by a lower gathering rate per unit on gathering capacity acquired in the Rice Merger. Transmission expense increased due to increased third party capacity incurred to move EQT Production's natural gas out of the Appalachian Basin, primarily due to firm capacity acquired in connection with the Rice Merger as well as the Company's capacity on the Rover pipeline, which started in 2018. On a per unit basis, these costs and other operating costs were lower for the six months ended June 30, 2018 compared to the six months ended June 30, 2017 reflecting the savings achieved through the Rice Merger.

The increase in LOE was a result of the growth in volumes as reflected in the lower per unit cost. On an absolute basis, LOE increased primarily due to increased salt water disposal costs in 2018 related to increased activity from the Rice Merger and higher personnel costs. Production taxes increased primarily as a result of increased development activity in Pennsylvania as well as the increased asset base and production volumes in Ohio following the Rice Merger. SG&A expense decreased primarily due to decreased legal reserves, partly offset by higher personnel costs including corporate overhead allocations. Exploration expense increased primarily due to an increase in the number of leases expiring during the second quarter of 2018.

Depreciation and depletion expense increased as a result of higher produced volumes in 2018.

See Note Q to the Condensed Consolidated Financial Statements for a discussion of the asset impairment.





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## EQM GATHERING

## RESULTS OF OPERATIONS

|  | Three Months Ended June 30, |            |         | Six Months Ended June 30, |            |         |
|--|-----------------------------|------------|---------|---------------------------|------------|---------|
|  | 2018 (a)                    | 2017       | %       | 2018 (a)                  | 2017       | %       |
| (Thousands, other than per day amounts)      |                             |            |         |                           |            |         |
| <b>FINANCIAL DATA</b>                        |                             |            |         |                           |            |         |
| Firm reservation fee revenues                | \$ 111,702                  | \$ 101,858 | 9.7     | \$ 221,635                | \$ 196,129 | 13.0    |
| Volumetric based fee revenues:               |                             |            |         |                           |            |         |
| Usage fees under firm contracts (b)          | 9,956                       | 6,479      | 53.7    | 22,064                    | 11,300     | 95.3    |
| Usage fees under interruptible contracts (c) | 58,958                      | 3,808      | 1,448.3 | 116,545                   | 7,045      | 1,554.3 |
| Total volumetric based fee revenues          | 68,914                      | 10,287     | 569.9   | 138,609                   | 18,345     | 655.6   |
| Total operating revenues                     | 180,616                     | 112,145    | 61.1    | 360,244                   | 214,474    | 68.0    |
| Operating expenses:                          |                             |            |         |                           |            |         |
| Operating and maintenance                    | 15,777                      | 10,293     | 53.3    | 27,686                    | 20,633     | 34.2    |
| SG&A   | 17,175                      | 8,872      | 93.6    | 28,682                    | 18,297     | 56.8    |
| Depreciation                                 | 15,646                      | 9,555      | 63.7    | 30,590                    | 18,415     | 66.1    |
| Amortization of intangible assets            | 10,387                      | —          | 100.0   | 20,773                    | —          | 100.0   |
| Total operating expenses                     | 58,985                      | 28,720     | 105.4   | 107,731                   | 57,345     | 87.9    |
| Operating income                             | \$ 121,631                  | \$ 83,425  | 45.8    | \$ 252,513                | \$ 157,129 | 60.7    |
| <b>OPERATIONAL DATA</b>                      |                             |            |         |                           |            |         |
| Gathered volumes (BBtu per day)              |                             |            |         |                           |            |         |
| Firm capacity reservation                    | 2,007                       | 1,780      | 12.8    | 1,986                     | 1,754      | 13.2    |
| Volumetric based services (d)                | 2,494                       | 281        | 787.5   | 2,514                     | 253        | 893.7   |
| Total gathered volumes                       | 4,501                       | 2,061      | 118.4   | 4,500                     | 2,007      | 124.2   |
| Capital expenditures                         | \$ 139,099                  | \$ 53,708  | 159.0   | \$ 252,297                | \$ 102,546 | 146.0   |

Includes the pre-acquisition results of the Drop-Down Transaction, which was effective May 1, 2018. The recast is (a) for the period the acquired businesses were under the common control of EQT, which began on November 13, 2017 as a result of the Rice Merger.

(b) Includes fees on volumes gathered in excess of firm contracted capacity.

(c) Includes volumes from contracts under which EQM has agreed to hold capacity available but for which it does not receive a capacity reservation fee.

(d) Includes volumes gathered under interruptible contracts and volumes gathered in excess of firm contracted capacity.

## Three Months Ended June 30, 2018 vs. Three Months Ended June 30, 2017

EQM Gathering revenues increased by \$68.5 million for the three months ended June 30, 2018 compared to the three months ended June 30, 2017 primarily driven by the Drop-Down Transaction and affiliate and third party production development in the Marcellus Shale. Firm reservation fee revenues increased primarily as a result of increased affiliate and third party contracted gathering capacity, including that on the Range Resources Corporation (Range Resources) header pipeline project, and higher rates on various affiliate wellhead expansion projects in the current period. Usage

fees under firm contracts increased due to increased third party and affiliate volumes gathered in excess of firm contracted capacity. Usage fees under interruptible contracts increased as a result of the Drop-Down Transaction, which added revenues of \$55.3 million for the three months ended June 30, 2018.

Operating expenses increased by \$30.3 million for the three months ended June 30, 2018 compared to the three months ended June 30, 2017. Operating and maintenance expense increased as a result of the Drop-Down Transaction as well as an increase in repairs and maintenance expense consistent with the growth of the business. Selling, general and administrative increased as a result of the Drop-Down Transaction and transaction costs associated with that acquisition and the Midstream Mergers. Depreciation expense increased primarily as a result of the Drop-Down Transaction and additional assets placed in-service, including those associated with the Range Resources header pipeline project and various wellhead gathering expansion projects. Amortization of intangible assets relates to the Drop-Down Transaction.

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Six Months Ended June 30, 2018 vs. Six Months Ended June 30, 2017

EQM Gathering revenues increased by \$145.8 million for the six months ended June 30, 2018 compared to the six months ended June 30, 2017 primarily driven by the Drop-Down Transaction and affiliate and third party production development in the Marcellus Shale. Firm reservation fee revenues increased primarily as a result of increased affiliate and third party contracted gathering capacity, including that on the Range Resources header pipeline project, and higher rates on various affiliate wellhead expansion projects in the current period. Usage fees under firm contracts increased due to increased third party and affiliate volumes gathered in excess of firm contracted capacity. Usage fees under interruptible contracts increased as a result of the Drop-Down Transaction, which added revenues of \$109.0 million for the six months ended June 30, 2018.

Operating expenses increased by \$50.4 million for the six months ended June 30, 2018 compared to the six months ended June 30, 2017. Operating and maintenance expense increased as a result of the Drop-Down Transaction as well as an increase in repairs and maintenance expense consistent with the growth of the business. Selling, general and administrative increased as a result of the Drop-Down Transaction and transaction costs associated with that acquisition and the Midstream Mergers. Depreciation expense increased primarily as a result of the Drop-Down Transaction and additional assets placed in-service, including those associated with the Range Resources header pipeline project and various wellhead gathering expansion projects. Amortization of intangible assets relates to the Drop-Down Transaction.

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EQT Corporation and Subsidiaries

Management's Discussion and Analysis of Financial Condition and Results of Operations

## EQM TRANSMISSION

## RESULTS OF OPERATIONS

|   | Three Months Ended<br>June 30, |          |        | Six Months Ended June 30, |           |        |
|---|--------------------------------|----------|--------|---------------------------|-----------|--------|
|   | 2018                           | 2017     | %      | 2018                      | 2017      | %      |
| (Thousands, other than per day amounts)                                     |                                |          |        |                           |           |        |
| <b>FINANCIAL DATA</b>   |                                |          |        |                           |           |        |
| Firm reservation fee revenues   | \$82,222                       | \$79,512 | 3.4    | \$179,997                 | \$171,786 | 4.8    |
| Volumetric based fee revenues:  |                                |          |        |                           |           |        |
| Usage fees under firm contracts (a)   | 4,828                          | 3,503    | 37.8   | 8,650                     | 6,360     | 36.0   |
| Usage fees under interruptible contracts                                    | 2,095                          | 1,655    | 26.6   | 7,432                     | 4,267     | 74.2   |
| Total volumetric based fee revenues   | 6,923                          | 5,158    | 34.2   | 16,082                    | 10,627    | 51.3   |
| Total operating revenues  | 89,145                         | 84,670   | 5.3    | 196,079                   | 182,413   | 7.5    |
| Operating expenses:   |                                |          |        |                           |           |        |
| Operating and maintenance   | 8,810                          | 8,022    | 9.8    | 16,361                    | 14,499    | 12.8   |
| SG&A  | 7,263                          | 6,940    | 4.7    | 14,754                    | 14,915    | (1.1 ) |
| Depreciation  | 12,430                         | 11,845   | 4.9    | 24,871                    | 23,532    | 5.7    |
| Total operating expenses  | 28,503                         | 26,807   | 6.3    | 55,986                    | 52,946    | 5.7    |
| Operating income  | \$60,642                       | \$57,863 | 4.8    | \$140,093                 | \$129,467 | 8.2    |
| Equity income   | \$10,938                       | \$5,111  | 114.0  | \$19,749                  | \$9,388   | 110.4  |
| <b>OPERATIONAL DATA</b>   |                                |          |        |                           |           |        |
| Transmission pipeline throughput (BBtu per day)                             |                                |          |        |                           |           |        |
| Firm capacity reservation   | 2,826                          | 2,218    | 27.4   | 2,821                     | 2,171     | 29.9   |
| Volumetric based services (b)   | 41                             | 21       | 95.2   | 41                        | 24        | 70.8   |
| Total transmission pipeline throughput                                      | 2,867                          | 2,239    | 28.0   | 2,862                     | 2,195     | 30.4   |
| Average contracted firm transmission reservation commitments (BBtu per day) | 3,607                          | 3,341    | 8.0    | 3,873                     | 3,542     | 9.3    |
| Capital expenditures  | \$27,962                       | \$29,978 | (6.7 ) | \$46,891                  | \$51,367  | (8.7 ) |

(a) Includes fees on volumes transported in excess of firm contracted capacity as well as commodity charges and fees on all volumes transported under firm contracts.

(b) Includes volumes transported under interruptible contracts and volumes transported in excess of firm contracted capacity.

## Three Months Ended June 30, 2018 vs. Three Months Ended June 30, 2017

EQM Transmission and storage revenues increased by \$4.5 million for the three months ended June 30, 2018 compared to the three months ended June 30, 2017. Firm reservation fee revenues increased due to higher contractual rates on existing contracts with affiliates and third parties in the current period. Usage fees under firm contracts increased primarily due to increased commodity charges on higher firm contracted volumes. The increase in usage

fees under interruptible contracts primarily relates to higher parking revenue, which does not have associated pipeline throughput.

Operating expenses increased by \$1.7 million for the three months ended June 30, 2018 compared to the three months ended June 30, 2017 consistent with the growth of the business.

The increase in equity income of \$5.8 million for the three months ended June 30, 2018 compared to the three months ended June 30, 2017 was primarily related to the increase in the MVP Joint Venture's AFUDC on the MVP.

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Six Months Ended June 30, 2018 vs. Six Months Ended June 30, 2017

EQM Transmission and storage revenues increased by \$13.7 million for the six months ended June 30, 2018 compared to the six months ended June 30, 2017. Firm reservation fee revenues increased due to higher contractual rates on existing contracts with third parties and affiliates in the current period, and third parties contracting for additional firm capacity. Usage fees under firm contracts increased primarily due to increased commodity charges. The increase in usage fees under interruptible contracts primarily relates to higher parking revenue, which does not have associated pipeline throughput.

Operating expenses increased by \$3.0 million for the six months ended June 30, 2018 compared to the six months ended June 30, 2017 consistent with the growth of the business.

Equity income increased \$10.4 million for the six months ended June 30, 2018 compared to the six months ended June 30, 2017 primarily due to the increase in the MVP Joint Venture's AFUDC on the MVP.

## RMP GATHERING

## RESULTS OF OPERATIONS

|   | Three Months Ended |        |        | Six Months Ended |        |        |
|---|--------------------|--------|--------|------------------|--------|--------|
|   | June 30,           |        |        | June 30,         |        |        |
|   | 2018 (a)           | 2017 % |        | 2018 (a)         | 2017 % |        |
| (Thousands, other than per day amounts) |                    |        |        |                  |        |        |
| <b>FINANCIAL DATA</b>                   |                    |        |        |                  |        |        |
| Operating revenues:                     |                    |        |        |                  |        |        |
| Gathering revenues                      | \$52,966           | \$     | —100.0 | \$105,696        | \$     | —100.0 |
| Compression revenues                    | 9,315              | —      | 100.0  | 18,086           | —      | 100.0  |
| Total operating revenues                | 62,281             | —      | 100.0  | 123,782          | —      | 100.0  |
| Operating expenses:                     |                    |        |        |                  |        |        |
| Operation and maintenance expense       | 7,092              | —      | 100.0  | 10,281           | —      | 100.0  |
| General and administrative expense      | 7,339              | —      | 100.0  | 13,432           | —      | 100.0  |
| Depreciation expense                    | 8,236              | —      | 100.0  | 16,360           | —      | 100.0  |
| Total operating expenses                | 22,667             | —      | 100.0  | 40,073           | —      | 100.0  |
| Operating income                        | \$39,614           | \$     | —100.0 | \$83,709         | \$     | —100.0 |

## OPERATIONAL DATA

|                              |       |   |       |       |   |       |
|------------------------------|-------|---|-------|-------|---|-------|
| Gathered volumes (BBtu/d)    | 1,708 | — | 100.0 | 1,703 | — | 100.0 |
| Compression volumes (BBtu/d) | 1,313 | — | 100.0 | 1,281 | — | 100.0 |

Capital expenditures (in thousands) \$47,358 \$ —100.0 \$68,298 \$ —100.0

(a) This table sets forth selected financial and operational data for RMP Gathering. The Company acquired RMP Gathering on November 13, 2017 as part of the Rice Merger.

Substantially all of RMP Gathering's revenues are from contracts with EQT Production to gather gas in Washington and Greene Counties, Pennsylvania. RMP Gathering provides all services under long-term contracts that are supported in most cases by acreage dedications. RMP Gathering charges separate rates for gathering and compression services based on the actual volumes gathered and compressed. During the three and six months ended June 30, 2018,

operating expenses are composed of customary expenses for a gathering business.

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## RMP WATER

## RESULTS OF OPERATIONS

|   | Three Months Ended |      |        | Six Months Ended |      |        |
|---|--------------------|------|--------|------------------|------|--------|
|   | June 30,           | 2017 | %      | June 30,         | 2017 | %      |
|   | 2018 (a)           |      |        | 2018 (a)         |      |        |
| (Thousands, other than per day amounts) |                    |      |        |                  |      |        |
| FINANCIAL DATA                          |                    |      |        |                  |      |        |
| Water services revenues                 | 42,655             | —    | 100.0  | 65,618           | —    | 100.0  |
| Operating expenses:                     |                    |      |        |                  |      |        |
| Operation and maintenance expense       | 11,591             | —    | 100.0  | 16,302           | —    | 100.0  |
| General and administrative expense      | 1,285              | —    | 100.0  | 2,396            | —    | 100.0  |
| Depreciation expense                    | 5,798              | —    | 100.0  | 11,569           | —    | 100.0  |
| Total operating expenses                | 18,674             | —    | 100.0  | 30,267           | —    | 100.0  |
| Operating income                        | \$23,981           | \$   | —400.0 | \$35,351         | \$   | —400.0 |

## OPERATIONAL DATA

|                                   |     |   |       |       |   |       |
|-----------------------------------|-----|---|-------|-------|---|-------|
| Water services volumes (in MMgal) | 701 | — | 100.0 | 1,135 | — | 100.0 |
|-----------------------------------|-----|---|-------|-------|---|-------|

|                                     |         |    |        |         |    |        |
|-------------------------------------|---------|----|--------|---------|----|--------|
| Capital expenditures (in thousands) | \$7,002 | \$ | —400.0 | \$9,377 | \$ | —400.0 |
|-------------------------------------|---------|----|--------|---------|----|--------|

(a) This table sets forth selected financial and operational data for RMP Water. The Company acquired RMP Water on November 13, 2017 as part of the Rice Merger.

RMP Water provides fresh water for well completions operations in the Marcellus and Utica Shales and collects flowback and produced water for recycling or disposal. Substantially all of RMP Water's services are provided to EQT Production. RMP Water offers its services on a volumetric basis, supported by an acreage dedication from EQT Production for certain drilling areas. RMP Water charges customers a fee per gallon of water; this fee is tiered and thus is lower on a per gallon basis once the customer meets certain volumetric thresholds. During the three and six months ended June 30, 2018, operating expenses are composed of customary expenses for a water business.



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Other Income Statement Items

Other Income

For the three months ended June 30, 2018 and 2017, the Company recorded equity in earnings of nonconsolidated investments of \$10.9 million and \$5.1 million, respectively, related to EQM's portion of the MVP Joint Venture's AFUDC on the MVP. For the six months ended June 30, 2018 and 2017, the Company recorded equity in earnings of nonconsolidated investments of \$19.7 million and \$9.4 million, respectively, related to EQM's portion of the MVP Joint Venture's AFUDC on the MVP. EQT includes the equity investment in MVP in the EQM Transmission segment.

For the six months ended June 30, 2017, other income was partly offset by losses on the sale of trading securities. As of March 31, 2017, the Company closed its positions on all trading securities.

Other income also includes AFUDC - equity which varies based on EQM's level of spending on regulated projects.

Interest Expense

Interest expense increased by \$32.9 million for the three months ended June 30, 2018 compared to the three months ended June 30, 2017, which was primarily driven by \$24.1 million of interest incurred on EQT's Senior Notes issued in October 2017 and \$19.2 million of interest incurred on credit facility borrowings partly offset by a \$10.7 million decrease due to the early extinguishment of certain EQT Senior Notes.

Interest expense increased by \$60.3 million for the six months ended June 30, 2018 compared to the six months ended June 30, 2017, which was primarily driven by \$48.1 million of interest incurred on EQT's Senior Notes issued in October 2017 and \$35.6 million of interest incurred on credit facility borrowings partly offset by a \$21.4 million decrease due to the early extinguishment of certain EQT Senior Notes.

Income Tax Expense

See discussion of income tax expense in Note L. to the Condensed Consolidated Financial Statements.

Net Income Attributable to Noncontrolling Interests

The increase in net income attributable to noncontrolling interests for the three months and six months ended June 30, 2018 was the result of higher net income at EQM and noncontrolling interests in RMP and Strike Force Midstream as a result of the Rice Merger on November 13, 2017. As described in Note B to the Condensed Consolidated Financial Statements, Strike Force Midstream is now a wholly owned subsidiary of EQM following the Gulfport Transaction.

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OUTLOOK

On February 21, 2018, the Company announced a plan to separate its upstream and midstream businesses, creating a standalone publicly traded corporation (SpinCo) that will focus on midstream operations. Following the Separation, SpinCo will own the midstream interests held by the Company, including the interests in EQGP and EQM. The Separation is intended to qualify as tax-free to the Company's shareholders for U.S. federal income tax purposes. Under the Separation plan, the Company's shareholders will retain their shares of the Company's stock and receive a pro-rata distribution of 80.1% of the outstanding shares of SpinCo common stock (the Distribution). The Company will retain 19.9% of SpinCo's common stock immediately following the Distribution. The Company plans to dispose of all of its retained SpinCo common stock, which may include dispositions through one or more subsequent exchanges for debt or a sale of its shares for cash. The Company expects to dispose its retained SpinCo common stock in order to reduce the Company's post-Separation debt and fund the stock buyback program.

In preparation for the Separation, the Company is evaluating the long-term strategy for EQT Production's pace of development in order to achieve the optimal balance between free cash flow generation and volume growth. This could result in an adjustment to the Company's drilling and capital expenditures plan in light of the Company's focus on upstream activities after the Separation.

The Company is also evaluating whether to propose elimination of EQGP's incentive distribution rights structure following the Separation. However, the Company currently anticipates that the ultimate decision of whether to propose elimination of EQGP's incentive distribution rights structure will be made by the SpinCo board of directors following the Separation.

The Company is committed to profitably and safely developing its Appalachian Basin natural gas and NGLs reserves through environmentally responsible, cost-effective and technologically advanced horizontal drilling. The Company believes the long-term outlook for its business is favorable due to the Company's substantial resource base, low cost structure, financial strength, risk management, including its commodity hedging strategy, and disciplined investment of capital. The Company believes the combination of these factors provide it with an opportunity to exploit and develop its positions and maximize efficiency through economies of scale in its strategic operating area.

The Company monitors current and expected market conditions, including the commodity price environment, and its liquidity needs and may adjust its capital investment plan accordingly. While the tactics continue to evolve based on market conditions, the Company periodically considers arrangements to monetize the value of certain mature assets for re-deployment into the highest value development opportunities. Upon the closing of the Rice Merger, the Company's consolidation goals were largely met and the Company plans to focus on integrating the Rice assets and realizing higher returns through longer laterals and achieving an even lower operating cost structure. The Company will also continue to pursue tactical acquisitions of fill-in acreage to extend laterals.

EQT Production expects to spend approximately \$2.2 billion for well development (primarily drilling and completion) in 2018. Estimated sales volumes are expected to be 1,490 - 1,510 Bcfe for 2018, which reaffirms previous after adjusting for volumes associated with the Huron Divestiture. The 2018 capital investment plan for EQT Production is expected to be funded by cash generated from operations and cash on hand.

To support continued growth in production, the Company plans to invest approximately \$2.0 billion on midstream infrastructure through EQM in 2018, including capital contributions to the MVP Joint Venture of \$1.1 billion. This also includes expansion and ongoing maintenance capital expenditures of RMP as a result of the completion of the Midstream Mergers on July 23, 2018. EQM's future capital investments may vary significantly from period to period

based on the available investment opportunities and the timing of construction for the MVP. Maintenance related capital expenditures are also expected to vary quarter to quarter. EQM may fund future capital expenditures primarily through cash generated from operations, availability under its credit facilities, debt offerings and issuances of additional EQM common units. EQM is not forecasting any public equity issuance at least through 2020.

The Company's revenues, earnings, liquidity and ability to grow are substantially dependent on the prices it receives for, and the Company's ability to develop its reserves of, natural gas and NGLs. Due to the volatility of commodity prices, the Company is unable to predict future potential movements in the market prices for natural gas, including Appalachian and other market point basis, and NGLs and thus cannot predict the ultimate impact of prices on its operations.

Changes in natural gas, NGLs and oil prices could affect, among other things, the Company's development plans, which would increase or decrease the pace of the development and the level of the Company's reserves, as well as the Company's revenues, earnings or liquidity. Lower prices could also result in non-cash impairments in the book value of the Company's oil and gas

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properties, goodwill or other long lived intangible assets or downward adjustments to the Company's estimated proved reserves. Any such impairment and/or downward adjustment to the Company's estimated reserves could potentially be material to the Company.

See "Impairment of Oil and Gas Properties and Goodwill" and "Critical Accounting Policies and Estimates" included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for a discussion of the Company's accounting policies and significant assumptions related to accounting for oil and gas producing activities, and the Company's policies and processes with respect to impairment reviews for proved and unproved property and goodwill. As a result of its second quarter 2018 evaluations, the Company recognized an impairment charge of \$0.1 billion associated with the planned and completed divestitures of certain non-core production and related pipeline assets in the Huron and Permian Plays. The Company did not identify an impairment indicator related to goodwill during the second quarter of 2018. As discussed in Note Q to the Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q, as a result of the Huron Divestiture, the Company expects to record an additional impairment/loss on sale of long-lived assets of up to \$275 million during the third quarter of 2018 associated with certain capacity contracts which the Company will no longer have existing production to satisfy and does not plan to utilize in the future.

## CAPITAL RESOURCES AND LIQUIDITY

### Operating Activities

Net cash flows provided by operating activities totaled \$1,541.1 million for the six months ended June 30, 2018 compared to \$809.0 million for the six months ended June 30, 2017. The \$732.1 million increase in cash flows provided by operating activities was primarily the result of higher operating revenues offset by increased cash operating expenses.

### Investing Activities

Net cash flows used in investing activities totaled \$1,762.2 million for the six months ended June 30, 2018 compared to \$1,267.8 million for the six months ended June 30, 2017. The \$494.4 million increase was primarily due to the Company's capital expenditures and higher contributions to the MVP Joint Venture during the six months ended June 30, 2018. These increases were partly offset by proceeds from the sale of Permian Basin assets and a deposit received for the Huron Divestiture during the six months ended June 30, 2018 and capital expenditures for acquisitions during the six months ended June 30, 2017. The Company spud 90 gross wells in the first half of 2018, including 59 horizontal Marcellus wells, five horizontal Upper Devonian wells and 26 horizontal Utica wells. The Company spud 114 gross wells in the first half of 2017, including 71 horizontal Marcellus wells, 42 horizontal Upper Devonian wells and one horizontal Utica well. The Company completed approximately 1,184,000 feet of pay in the first half of 2018, approximately four times the 298,000 feet of pay completed during the same period of 2017. Gathering capital expenditures increased primarily in support of gathering projects supporting EQT's production development in the Marcellus Shale.

Capital expenditures as reported on the Statements of Condensed Consolidated Cash Flows for the six months ended June 30, 2018 and 2017 excluded capitalized non-cash stock-based compensation expense and accruals. The impact of accrued capital expenditures includes the reversal of the prior period accrual as well as the current period estimate, both of which are non-cash items. The net impact of these non-cash items was \$6.6 million and \$58.4 million for the six months ended June 30, 2018 and 2017, respectively. There were no non-cash capital expenditures excluded for acquisitions as reported on the Statements of Condensed Consolidated Cash Flows for the six months ended June 30,

2018. The Company excluded non-cash capital expenditures as reported on the Statements of Condensed Consolidated Cash Flows of \$9.7 million related to the Company's acquisitions for the six months ended June 30, 2017.

#### Financing Activities

Net cash flows provided by financing activities totaled \$771.8 million for the six months ended June 30, 2018 compared to net cash flows used in financing activities of \$147.3 million for the six months ended June 30, 2017. For the six months ended June 30, 2018, the primary source of financing cash flows was net proceeds from the EQM 2018 Senior Notes (as defined in Note B to the Condensed Consolidated Financial Statements) offering net of offering costs, while the primary use of financing cash flows was a net decrease in EQT, EQM and RMP credit facility borrowings, distributions to noncontrolling interests, EQM's acquisition of the 25% ownership interest in Strike Force Midstream, repurchase and retirement of common stock, cash paid for taxes on share-based incentive awards and dividends paid. For the six months ended June 30, 2017, the primary financing uses of cash were distributions to noncontrolling interests, cash paid for taxes on share-based incentive awards and dividends paid. There was no cash provided by financing activities during the six months ended June 30, 2017.

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The Company may from time to time seek to repurchase its outstanding debt securities. Such repurchases, if any, will depend on prevailing market conditions, the Company's liquidity requirements, contractual and legal restrictions and other factors. In addition, following completion of the Distribution, the Company plans to dispose of its 19.9% retained shares of SpinCo's common stock, which may include dispositions through one or more exchanges for debt or a sale of the retained shares for cash. The Company expects to use the proceeds from the sale of its retained SpinCo common stock to reduce the Company's post-Separation debt and fund the stock buyback program.

Refer to Note R for discussion of the share repurchase authorization.

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Security Ratings and Financing Triggers

The table below reflects the credit ratings for debt instruments of the Company at June 30, 2018. Changes in credit ratings may affect the interest rates on the Company's short-term and floating rate long-term debt and the fees it pays under its lines of credit. These ratings may also affect collateral requirements on derivative instruments, pipeline capacity contracts, joint venture arrangements and subsidiary construction contracts, as well as the rates available on new long-term debt and access to the credit markets.

| Rating Service                | Senior Notes | Outlook  |
|-------------------------------|--------------|----------|
| Moody's                       | Baa3         | Stable   |
| S&P                           | BBB          | Negative |
| Fitch Ratings Service (Fitch) | BBB-         | Stable   |

The table below reflects the credit ratings for debt instruments of EQM at June 30, 2018. Changes in credit ratings may affect EQM's cost of short-term debt through interest rates and fees under its lines of credit. These ratings may also affect collateral requirements under joint venture arrangements and subsidiary construction contracts, as well as the rates available on new long-term debt and access to the credit markets.

| Rating Service | Senior Notes | Outlook |
|----------------|--------------|---------|
| Moody's        | Ba1          | Stable  |
| S&P            | BBB-         | Stable  |
| Fitch          | BBB-         | Stable  |

EQGP and RMP have no long-term debt and are not currently rated by Moody's, S&P or Fitch.

The Company's and EQM's credit ratings are subject to revision or withdrawal at any time by the assigning rating organization, and each rating should be evaluated independently of any other rating. The Company and EQM cannot ensure that a rating will remain in effect for any given period of time or that a rating will not be lowered or withdrawn by a credit rating agency if, in its judgment, circumstances so warrant. If any credit rating agency downgrades the ratings, particularly below investment grade, the Company's or EQM's access to the capital markets may be limited, borrowing costs and margin deposits on the Company's derivative contracts would increase, counterparties may request additional assurances, including collateral, and the potential pool of investors and funding sources may decrease. See Note J to the Condensed Consolidated Financial Statements for further discussion on what is deemed investment grade and a discussion of other factors affecting margin deposit requirements.

The Company's debt agreements and other financial obligations contain various provisions that could result in termination of the agreements, require early payment of amounts outstanding or similar actions in the event of noncompliance. The most significant covenants and events of default under the debt agreements relate to maintenance of a debt-to-total capitalization ratio, limitations on transactions with affiliates, insolvency events, nonpayment of scheduled principal or interest payments, acceleration of other financial obligations and change of control provisions. The Company's credit facility contains financial covenants that require a total debt-to-total capitalization ratio of no greater than 65%. The calculation of this ratio excludes the effects of accumulated other comprehensive income (OCI). As of June 30, 2018, the Company was in compliance with all debt provisions and covenants.

EQM's debt agreements and other financial obligations contain various provisions that could result in termination of the agreements, require early payment of amounts outstanding or similar actions in the event of noncompliance. The most significant covenants and events of default under the debt agreements relate to maintenance of a permitted leverage ratio, limitations on transactions with affiliates, limitations on restricted payments, insolvency events,

nonpayment of scheduled principal or interest payments, acceleration of and certain other defaults under other financial obligations and change of control provisions. Under EQM's \$1 billion credit facility, EQM is required to maintain a consolidated leverage ratio of not more than 5.00 to 1.00 (or not more than 5.50 to 1.00 for certain measurement periods following the consummation of certain acquisitions). As of June 30, 2018, EQM was in compliance with all debt provisions and covenants.

EQM has a \$500 million, 364-day, uncommitted revolving loan agreement with EQT (the 364-Day Facility) that matures on October 24, 2018 and will automatically renew for successive 364-day periods unless EQT delivers a non-renewal notice at least 60 days prior to the then current maturity date. Interest accrues on any outstanding borrowings at an interest rate equal to the rate



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then applicable to similar loans under EQM's \$1 billion credit facility, or a successor revolving credit facility, less the sum of (i) the then applicable commitment fee under EQM's \$1 billion credit facility and (ii) 10 basis points. EQM had no borrowings and no letters of credit outstanding under its credit facility as of June 30, 2018. EQM had \$180 million in borrowings and no letters of credit outstanding under its credit facility as of December 31, 2017. The maximum amount of outstanding borrowings under EQM's revolving credit facility at any time during the three and six months ended June 30, 2018 was \$338 million and \$420 million, respectively, and the average daily balance of borrowings outstanding was approximately \$122 million and \$211 million, respectively. EQM incurred interest at a weighted average annual interest rate of approximately 3.4% and 3.2% for the three and six months ended June 30, 2018. EQM had no borrowings or letters of credit outstanding under its credit facility any time during the three and six months ended June 30, 2017.

EQT expects to terminate the 364-Day Facility at or prior to the Separation. Further, during the third quarter of 2018, EQT expects EQM to increase its \$1 billion credit facility to up to \$2 billion.

On April 25, 2018, EQM entered into a \$2.5 billion unsecured multi-draw 364-day term loan facility with a syndicate of lenders (the EQM Term Loan Facility). The EQM Term Loan Facility was used to fund the cash consideration for the Drop-Down Transaction, to repay borrowings under EQM's \$1 billion credit facility and for other general partnership purposes. During the second quarter of 2018, the balance outstanding under the EQM Term Loan Facility was repaid, and the EQM Term Loan Facility was terminated on June 25, 2018 in connection with EQM's issuance of the EQM 2018 Senior Notes (as defined in Note B to the condensed consolidated financial statements). From April 25, 2018 through June 25, 2018, the maximum amount of EQM's outstanding borrowings under the EQM Term Loan Facility at any time was \$1,825 million and the average daily balance was approximately \$1,231 million. EQM incurred interest at a weighted average annual interest rate of approximately 3.3% for the period from April 25, 2018 through June 25, 2018.

A portion of the net proceeds from the issuance of the EQM 2018 Notes during the second quarter of 2018 was used to repay the outstanding balance under the RMP Credit Agreement as further described in Note B to the Condensed Consolidated Financial Statements.

**EQM ATM Program**

During 2015, EQM entered into an equity distribution agreement that established an "At the Market" (ATM) common unit offering program, pursuant to which a group of managers acting as EQM's sales agents may sell EQM common units having an aggregate offering price of up to \$750 million. EQM had approximately \$443 million in remaining capacity under the program as of July 26, 2018.

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## Commodity Risk Management

The substantial majority of the Company's commodity risk management program is related to hedging sales of the Company's produced natural gas. The Company's overall objective in this hedging program is to protect cash flow from undue exposure to the risk of changing commodity prices. The derivative commodity instruments currently utilized by the Company are primarily NYMEX swaps, collars and options.

As of July 23, 2018, the approximate volumes and prices of the Company's derivative commodity instruments hedging sales of produced gas for 2018 through 2020 were:

|   | 2018 (a)(b)(c) | 2019 (b)(c) | 2020 (b) |
|---|----------------|-------------|----------|
| <b>NYMEX Swaps</b>                      |                |             |          |
| Total Volume (Bcf)                      | 368            | 471         | 365      |
| Average Price per Mcf (NYMEX) (d)       | \$ 3.08        | \$2.99      | \$2.99   |
| <b>Collars</b>                          |                |             |          |
| Total Volume (Bcf)                      | 62             | 73          | —        |
| Average Floor Price per Mcf (NYMEX) (d) | \$ 3.28        | \$3.12      | \$—      |
| Average Cap Price per Mcf (NYMEX) (d)   | \$ 3.79        | \$3.60      | \$—      |
| <b>Puts (Long)</b>                      |                |             |          |
| Total Volume (Bcf)                      | 4              | 3           | —        |
| Average Floor Price per Mcf (NYMEX)     | \$ 2.97        | \$3.15      | \$—      |

(a) July through December 31.

(b) The Company also sold calendar year 2018, 2019 and 2020 calls for approximately 53 Bcf, 102 Bcf and 127 Bcf, respectively, at strike prices of \$3.46 per Mcf, \$3.53 per Mcf and \$3.46 per Mcf, respectively. The Company also purchased calendar year 2018, 2019 and 2020 calls for approximately 29 Bcf, 48 Bcf, and 35 Bcf at strike prices of \$3.30 per Mcf, \$3.37 per Mcf, and \$3.36 per Mcf, respectively.

(c) The Company sold calendar year 2018 and 2019 puts for approximately 6 and 3 Bcf at strike prices of \$2.92 and \$3.15 per Mcf, respectively.

(d) The average price is based on a conversion rate of 1.05 MMBtu/Mcf.

The Company also enters into fixed price natural gas sales agreements that can be physically or financially settled. The difference between these sales prices and NYMEX are included in average differential on the Company's price reconciliation under "Consolidated Operational Data". The Company has fixed price natural gas sales agreements for the remainder of 2018 and 2019 of 62 Bcf and 37 Bcf, respectively, at average NYMEX prices of \$2.94 per Mcf and \$3.04, respectively. For 2018, the Company has a natural gas sales agreement for approximately 35 Bcf that includes a NYMEX ceiling price of \$4.88 per Mcf. For the remainder of 2018, 2019 and 2020, the Company also has a natural gas sales agreement for approximately 4 Bcf, 7 Bcf and 6 Bcf, respectively, that includes a NYMEX floor price of \$2.16 per Mcf and a NYMEX ceiling price of \$4.47 per Mcf. Currently, the Company has also entered into derivative instruments to hedge basis and a limited number of contracts to hedge its NGLs exposure. The Company may also use other contractual agreements in implementing its commodity hedging strategy.

See Item 3, "Quantitative and Qualitative Disclosures About Market Risk," and Note J to the Company's Condensed Consolidated Financial Statements for further discussion of the Company's hedging program.

## Commitments and Contingencies

In the ordinary course of business, various legal and regulatory claims and proceedings are pending or threatened against the Company. While the amounts claimed may be substantial, the Company is unable to predict with certainty the ultimate outcome of such claims and proceedings. The Company accrues legal and other direct costs related to loss contingencies when actually incurred. The Company has established reserves it believes to be appropriate for pending matters and, after consultation with counsel and giving appropriate consideration to available insurance, the Company believes that the ultimate outcome of any matter currently pending against the Company will not materially affect the Company's financial position, results of operations or liquidity.

Kay Company, LLC, et al. v. EQT Production Company, et al., United States District Court for the Northern District of West Virginia

On January 16, 2013, several royalty owners who have entered into leases with EQT Production Company, a subsidiary of the Company, filed a gas royalty class action in the Circuit Court of Doddridge County, West Virginia. The suit alleges that EQT Production Company and a number of related companies, including the Company, EQT Energy, LLC, EQT Gathering Holdings,

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LLC, EQT Investments Holdings, LLC and EQM, have failed to pay royalties on the fair value of the gas produced from the leases and have taken improper post-production deductions from the royalties paid. The suit seeks compensatory damages, punitive damages, and other relief. EQT denies that it underpaid royalties or that it took improper deductions and is vigorously defending the case.

On May 31, 2013, the EQT defendants removed the lawsuit to federal court. On September 6, 2017, the district court granted the plaintiffs' motion to certify the class and granted plaintiffs' motion for summary judgment, finding that EQT Production Company and its marketing affiliate EQT Energy, LLC are alter egos of one another. The EQT defendants sought immediate appeal of the class certification. On November 30, 2017, the court of appeals declined the request for an immediate review. Trial is scheduled for November 28, 2018. In the event of an adverse judgment, the EQT defendants intend to appeal the class certification, alter ego ruling, and any assessment of liability.

Off-Balance Sheet Arrangements

See Note G to the Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for further discussion of the MVP Joint Venture guarantee.

Dividend

On July 11, 2018, the Board of Directors of the Company declared a regular quarterly cash dividend of three cents per share, payable September 1, 2018, to the Company's shareholders of record at the close of business on August 10, 2018.

See Notes C, D and E to the Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q for discussion of partnership distributions.

Critical Accounting Policies

The Company's significant accounting policies are described in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. Any new accounting policies or updates to existing accounting policies as a result of new accounting pronouncements have been included in the notes to the Company's Condensed Consolidated Financial Statements contained in this Quarterly Report on Form 10-Q. The application of the Company's critical accounting policies may require management to make judgments and estimates about the amounts reflected in the Condensed Consolidated Financial Statements. Management uses historical experience and all available information to make these estimates and judgments. Different amounts could be reported using different assumptions and estimates.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

Commodity Price Risk and Derivative Instruments

The Company's primary market risk exposure is the volatility of future prices for natural gas and NGLs. Due to the volatility of commodity prices, the Company is unable to predict future potential movements in the market prices for natural gas, including Appalachian and other market point basis, and NGLs and thus cannot predict the ultimate impact of prices on its operations. Prolonged low, and/or significant or extended declines in, natural gas and NGLs prices could adversely affect, among other things, the Company's development plans, which would decrease the pace of development and the level of the Company's proved reserves. Such changes or similar impacts on third-party shippers on the Company's midstream assets could also impact the Company's revenues, earnings or liquidity and could result in material non-cash impairments to the recorded value of the Company's property, plant and equipment.

The Company uses derivatives to reduce the effect of commodity price volatility. The Company's use of derivatives is further described in Note J to the Condensed Consolidated Financial Statements and under the caption "Commodity Risk Management" in the "Capital Resources and Liquidity" section of Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Quarterly Report on Form 10-Q. The Company uses derivative commodity instruments that are placed primarily with financial institutions and the creditworthiness of these institutions is regularly monitored. The Company primarily enters into derivative instruments to hedge forecasted sales of production. The Company also enters into derivative instruments to hedge basis and exposure to fluctuations in interest rates. The Company's use of derivative instruments is implemented under a set of policies approved by the Company's Hedge and Financial Risk Committee and reviewed by the Audit Committee of the Company's Board of Directors.

For the derivative commodity instruments used to hedge the Company's forecasted sales of production, most of which are hedged at NYMEX natural gas prices, the Company sets policy limits relative to the expected production and sales levels which are exposed to price risk. The Company has an insignificant amount of financial natural gas derivative commodity instruments for trading purposes.

The derivative commodity instruments currently utilized by the Company are primarily fixed price swap agreements, collar agreements and option agreements which may require payments to or receipt of payments from counterparties based on the differential between two prices for the commodity. The Company may also use other contractual agreements in implementing its commodity hedging strategy.

The Company monitors price and production levels on a continuous basis and makes adjustments to quantities hedged as warranted. The Company's overall objective in its hedging program is to protect a portion of cash flows from undue exposure to the risk of changing commodity prices.

For information on the quantity of derivative commodity instruments held by the Company, see Note J to the Condensed Consolidated Financial Statements and the "Commodity Risk Management" section in the "Capital Resources and Liquidity" section of Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Quarterly Report on Form 10-Q for further discussion.

A hypothetical decrease of 10% in the market price of natural gas from the June 30, 2018 and December 31, 2017 levels would have increased the fair value of these natural gas derivative instruments by approximately \$445.1 million and \$386.2 million, respectively. A hypothetical increase of 10% in the market price of natural gas from the June 30, 2018 and December 31, 2017 levels would have decreased the fair value of these natural gas derivative instruments by

approximately \$448.0 million and \$384.9 million, respectively. The Company determined the change in the fair value of the derivative commodity instruments using a method similar to its normal determination of fair value as described in Note K to the Condensed Consolidated Financial Statements. The Company assumed a 10% change in the price of natural gas from its levels at June 30, 2018 and December 31, 2017. The price change was then applied to these natural gas derivative commodity instruments recorded on the Company's Consolidated Balance Sheets, resulting in the hypothetical change in fair value.

The above analysis of the derivative commodity instruments held by the Company does not include the offsetting impact that the same hypothetical price movement may have on the Company's physical sales of natural gas. The portfolio of derivative commodity instruments held to hedge the Company's forecasted produced gas approximates a portion of the Company's expected physical sales of natural gas. Therefore, an adverse impact to the fair value of the portfolio of derivative commodity instruments held to hedge the Company's forecasted production associated with the hypothetical changes in commodity prices referenced above should be offset by a favorable impact on the Company's physical sales of natural gas, assuming the derivative commodity instruments

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are not closed out in advance of their expected term, and the derivative commodity instruments continue to function effectively as hedges of the underlying risk.

If the underlying physical transactions or positions are liquidated prior to the maturity of the derivative commodity instruments, a loss on the financial instruments may occur or the derivative commodity instruments might be worthless as determined by the prevailing market value on their termination or maturity date, whichever comes first.

### Interest Rate Risk

Changes in interest rates affect the amount of interest the Company, EQGP and EQM earn on cash, cash equivalents and short-term investments and the interest rates the Company and EQM pay on borrowings under their respective revolving credit facilities and the Company's floating rate notes. All of the Company's and EQM's Senior Notes, other than the floating rate notes, are fixed rate and thus do not expose the Company to fluctuations in its results of operations or liquidity from changes in market interest rates. Changes in interest rates do affect the fair value of the Company's and EQM's fixed rate debt. See Note M to the Condensed Consolidated Financial Statements for further discussion of the Company's and EQM's credit facility borrowings, as applicable, and Note K to the Condensed Consolidated Financial Statements for a discussion of fair value measurements, including the fair value of long-term debt.

### Other Market Risks

The Company is exposed to credit loss in the event of nonperformance by counterparties to derivative contracts. This credit exposure is limited to derivative contracts with a positive fair value, which may change as market prices change. The Company's over-the-counter (OTC) derivative instruments are primarily with financial institutions and, thus, are subject to events that would impact those companies individually as well as that industry as a whole. The Company utilizes various processes and analyses to monitor and evaluate its credit risk exposures. These include closely monitoring current market conditions, counterparty credit fundamentals and credit default swap rates. Credit exposure is controlled through credit approvals and limits based on counterparty credit fundamentals. To manage the level of credit risk, the Company enters into transactions with financial counterparties that are of investment grade, enters into netting agreements whenever possible and may obtain collateral or other security.

Approximately 65%, or \$270.3 million, of the Company's OTC derivative contracts outstanding at June 30, 2018 had a positive fair value. Approximately 63%, or \$242.0 million, of the Company's OTC derivative contracts outstanding at December 31, 2017 had a positive fair value.

As of June 30, 2018, the Company was not in default under any derivative contracts and had no knowledge of default by any counterparty to its derivative contracts. The Company made no adjustments to the fair value of derivative contracts due to credit related concerns outside of the normal non-performance risk adjustment included in the Company's established fair value procedure. The Company monitors market conditions that may impact the fair value of derivative contracts reported in the Condensed Consolidated Balance Sheets.

The Company is also exposed to the risk of nonperformance by credit customers on physical sales or transportation of natural gas. A significant amount of revenues and related accounts receivable are generated from the sale of produced natural gas and NGLs to certain marketers, utility and industrial customers located mainly in the Appalachian Basin and in markets available through the Company's current transportation portfolio, which includes markets in the Gulf Coast, Midwest and Northeast United States. The Company also contracts with certain processors to market a portion of NGLs on behalf of the Company. Similarly, revenues and related accounts receivable are generated from the

gathering, transmission and storage of natural gas in the Appalachian Basin for independent producers, local distribution companies and marketers.

No one lender of the large group of financial institutions in the syndicates for the EQT and EQM credit facilities holds more than 15% of the respective facility. The large syndicate groups and relatively low percentage of participation by each lender are expected to limit the Company's and EQM's exposure to disruption or consolidation in the banking industry.



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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including the Company's Principal Executive Officer and Principal Financial Officer, an evaluation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)), was conducted as of the end of the period covered by this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

As noted under Item 9A, "Controls and Procedures," contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, management's assessment of, and conclusion on, the effectiveness of internal control over financial reporting did not include the internal controls of the entities acquired in the Rice Merger on November 13, 2017. Under guidelines established by the SEC, companies are permitted to exclude acquisitions from their assessment of internal control over financial reporting for a period of up to one year following an acquisition while integrating the acquired company. The Company is in the process of integrating Rice's and the Company's internal controls over financial reporting. As a result of these integration activities, certain controls will be evaluated and may be changed. Except as noted above, there were no changes in the Company's internal control over financial reporting that occurred during the second quarter of 2018 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary course of business, various legal and regulatory claims and proceedings are pending or threatened against the Company. While the amounts claimed may be substantial, the Company is unable to predict with certainty the ultimate outcome of such claims and proceedings. The Company accrues legal and other direct costs related to loss contingencies when actually incurred. The Company has established reserves it believes to be appropriate for pending matters and, after consultation with counsel and giving appropriate consideration to available insurance, the Company believes that the ultimate outcome of any matter currently pending against the Company will not materially affect the financial position, results of operations or liquidity of the Company.

Environmental Proceedings

Allegheny Valley Connector, Cambria County, Pennsylvania

Between September 2015 and February 2016, EQM, as the operator of the Allegheny Valley Connector (AVC) facilities which at that time were owned by the Company, received eight notices of violation (NOVs) from the Pennsylvania Department of Environmental Protection (PADEP). The NOVs alleged violations of the Pennsylvania Clean Streams Law in connection with inadvertent releases of sediment and bentonite to water that occurred while drilling for a pipeline replacement project in Cambria County, Pennsylvania. The Company and EQM immediately addressed the releases and fully cooperated with the PADEP. In October 2016, EQM acquired the AVC facilities from the Company, including any future obligations related to these releases. EQM and the PADEP are currently negotiating the terms of a consent order and agreement and related civil penalty related to the NOVs. While EQM expects the PADEP's claims to result in penalties that exceed \$100,000, the Company expects that the resolution of this matter will not have a material impact on the financial condition, results of operations or liquidity of the Company or EQM, or EQM's ability to make distributions to its unitholders, including EQGP and the Company.

Other

Kay Company, LLC, et al. v. EQT Production Company, et al., United States District Court for the Northern District of West Virginia

On January 16, 2013, several royalty owners who have entered into leases with EQT Production Company, a subsidiary of the Company, filed a gas royalty class action in the Circuit Court of Doddridge County, West Virginia. The suit alleges that EQT Production Company and a number of related companies, including the Company, EQT Energy, LLC, EQT Gathering Holdings, LLC, EQT Investments Holdings, LLC and EQM, have failed to pay royalties on the fair value of the gas produced from the leases and have taken improper post-production deductions from the royalties paid. The suit seeks compensatory damages, punitive damages, and other relief. EQT denies that it underpaid royalties or that it took improper deductions and is vigorously defending the case.

On May 31, 2013, the EQT defendants removed the lawsuit to federal court. On September 6, 2017, the district court granted the plaintiffs' motion to certify the class and granted plaintiffs' motion for summary judgment, finding that EQT Production Company and its marketing affiliate EQT Energy, LLC are alter egos of one another. The EQT defendants sought immediate appeal of the class certification. On November 30, 2017, the court of appeals declined the request for an immediate review. Trial is scheduled for November 28, 2018. In the event of an adverse judgment, the EQT defendants intend to appeal the class certification, alter ego ruling, and any assessment of liability.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, other than the risks described below related to the Midstream Mergers, the Drop-Down Transaction and the Separation and Distribution.

Our plan to separate into two independent publicly-traded companies is subject to various risks and uncertainties and may not be completed in accordance with the expected plans or anticipated timeline, or at all, and will involve significant time and expense, which could disrupt or adversely affect our business.

On February 21, 2018, we announced plans to separate into two independent publicly-traded companies. The Separation is subject to approval by our Board of Directors of the final terms of the Separation and Distribution and market, regulatory and certain other

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conditions. Unanticipated developments, including changes in the competitive conditions of our upstream and midstream businesses, possible delays in obtaining various tax opinions or rulings, regulatory approvals or clearances, the uncertainty of the financial markets and challenges in executing the Separation, could delay or prevent the completion of the proposed Separation, or cause the proposed Separation to occur on terms or conditions that are different or less favorable than expected.

We expect that the process of completing the proposed Separation will be time-consuming and involve significant costs and expenses, which may be significantly higher than what we currently anticipate and may not yield a discernible benefit if the Separation is not completed. Executing the proposed Separation will require significant time and attention from our senior management and employees, which could adversely affect our business, financial results and results of operations. We may also experience increased difficulties in attracting, retaining and motivating employees during the pendency of the Separation and following its completion, which could harm our businesses.

The Separation may not achieve some or all of the anticipated benefits.

We may not realize some or all of the anticipated strategic, financial, operational or other benefits from the Separation. As independent publicly-traded companies, our upstream and midstream businesses will be smaller, less diversified companies with a narrower business focus and may be more vulnerable to changing market conditions, which could materially and adversely affect their respective business, financial condition and results of operations. Further, there can be no assurance that the combined value of the common stock of the two publicly-traded companies will be equal to or greater than what the value of our common stock would have been had the proposed Separation not occurred.

The Separation and Distribution could result in substantial tax liability.

The Separation will be effected by a pro rata distribution to our shareholders of 80.1% of the outstanding stock of a newly-formed corporation that conducts our midstream business and certain related transactions. We intend to obtain (i) a private letter ruling from the U.S. Internal Revenue Service (the IRS) and/or (ii) one or more opinions of outside counsel regarding the qualification of the Distribution, together with certain related transactions, as a transaction that is generally tax-free, for U.S. federal income tax purposes, under Sections 355 and 368(a)(1)(D) of the U.S. Internal Revenue Code (the Code) and certain other U.S. federal income tax matters relating to the distribution and certain related transactions. The IRS private letter ruling and/or the opinion of counsel will be based upon and rely on, among other things, various facts and assumptions, as well as certain representations, statements and undertakings of us and SpinCo, including those relating to the past and future conduct of us and SpinCo. If any of these representations, statements or undertakings is, or becomes, inaccurate or incomplete, or if we or SpinCo breach any representations or covenants contained in any of the Separation-related agreements and documents or in any documents relating to the IRS private letter ruling and/or the opinion of counsel, the IRS private letter ruling and/or the opinion of counsel may be invalid and the conclusions reached therein could be jeopardized.

Notwithstanding receipt of the IRS private letter ruling and/or the opinion of counsel, the IRS could determine that the Distribution and/or certain related transactions should be treated as taxable transactions for U.S. federal income tax purposes if it determines that any of the representations, assumptions or undertakings upon which the IRS private letter ruling or the opinion of counsel was based are false or have been violated. In addition, any opinion of counsel will represent the judgment of such counsel and is not binding on the IRS or any court and the IRS or a court may disagree with the conclusions in such opinion of counsel. Accordingly, notwithstanding receipt of the IRS private letter ruling and/or any opinion of counsel, there can be no assurance that the IRS will not assert that the Distribution and/or certain related transactions do not qualify for the intended tax treatment or that a court would not sustain such a

challenge. In the event the IRS were to prevail with such challenge, we, SpinCo and our shareholders could be subject to material U.S. federal income tax liability.

Even if the Distribution otherwise qualifies as generally tax-free under Section 355 and Section 368(a)(1)(D) of the Code, it would result in a material U.S. federal income tax liability to us (but not to our shareholders) under Section 355(e) of the Code if one or more persons acquire, directly or indirectly, a 50-percent or greater interest (measured by either vote or value) in our stock or in the stock of SpinCo (excluding, for this purpose, the acquisition of stock of SpinCo by holders of our stock in the Distribution) as part of a plan or series of related transactions that includes the Distribution. Any acquisition of our stock or stock of SpinCo (or any predecessor or successor corporation) within two years before or after the Distribution generally would be presumed to be part of a plan that includes the Distribution, although the parties may be able to rebut that presumption under certain circumstances. The process for determining whether an acquisition is part of a plan under these rules is complex, inherently factual in nature and subject to a comprehensive analysis of the facts and circumstances of the particular case. Notwithstanding the IRS private letter ruling or any opinion of counsel described above, we or SpinCo may cause or permit a change in ownership of our stock or stock of SpinCo sufficient to result in a material tax liability to us.

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In connection with the Distribution and to effect the Separation, we expect to effect certain restructuring transactions that are expected to be taxable to us (but not our shareholders) and to result in a material tax liability, which we expect to be offset in part by certain tax attributes.

We may determine to forgo certain transactions in order to avoid the risk of incurring material tax-related liabilities.

As a result of requirements of Section 355 of the Code and/or other applicable tax laws, we may determine to forgo certain transactions that would otherwise be advantageous. In particular, we may determine to continue to operate certain of our business operations for the foreseeable future even if a sale or discontinuance of such business would otherwise be advantageous. Moreover, in light of the requirements of Section 355(e) of the Code, we may determine to forgo certain transactions, including share repurchases, stock issuances, certain asset dispositions and other strategic transactions, for some period of time following the Separation.

Failure to successfully combine the businesses of EQM and RMP in the expected time frame may adversely affect the future results of the combined organization and our ability to achieve the intended benefits of the Midstream Mergers and the Drop-Down Transaction.

The success of the Midstream Mergers will depend, in part, on the ability of EQM to realize the anticipated benefits and synergies from combining the business of EQM and RMP. To realize these anticipated benefits, the businesses must be successfully combined. If the combined organization is not able to achieve these objectives, or is not able to achieve these objectives on a timely basis, the anticipated benefits of the Midstream Mergers may not be realized fully or at all. In addition, the actual integration may result in additional and unforeseen expenses, which could reduce the anticipated benefits of the Midstream Mergers. There can be no assurance that the Midstream Mergers or the Drop-Down Transaction will deliver the strategic, financial and operational benefits anticipated by the parties to the transactions. Our and EQM's business may be negatively impacted if EQM is unable to effectively manage its expanded operations.

The proposed Separation may result in disruptions to, and negatively impact our relationships with, our customers and other business partners.

Uncertainty related to the proposed Separation may lead customers and other parties with which we currently do business or may do business in the future to terminate or attempt to negotiate changes in existing business relationships, or consider entering into business relationships with parties other than us. These disruptions could have a material and adverse effect on our business, financial condition, results of operations and prospects. Further, the effect of such disruptions could be exacerbated by any delays in the completion of the Separation.

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## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table sets forth the Company's repurchases of equity securities registered under Section 12 of the Exchange Act that have occurred during the three months ended June 30, 2018:

| Period                          | Total number of shares purchased (a) | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs | Maximum number of shares that may be purchased under the plans or programs (b) (c) |
|---------------------------------|--------------------------------------|------------------------------|--|--|
| April 2018 (April 1 – April 30) | 3,109                                | \$ 51.14                     | —  | 700,000  |
| May 2018 (May 1 – May 31)       | 961                                  | 51.87                        | —  | 700,000  |
| June 2018 (June 1 – June 30)    | 344                                  | 54.58                        | 700,000  | —  |
| Total                           | 4,414                                | \$ 51.57                     | 700,000  | —  |

(a) Reflects shares withheld by the Company to pay taxes upon vesting of restricted stock.

On April 30, 2014, the Company's Board of Directors approved a share repurchase authorization of up to 1,000,000 shares of the Company's outstanding common stock. Pursuant to the share repurchase authorization, the Company may repurchase shares from time to time in open market or in privately negotiated transactions. The share repurchase authorization does not obligate the Company to acquire any specific number of shares, has no pre-established end date and may be discontinued by the Company at any time. As of June 30, 2018, the Company had repurchased all remaining shares permitted to be purchased under this authorization.

On July 11, 2018, the Company's Board of Directors approved a share repurchase authorization to repurchase shares of the Company's outstanding common stock for an aggregate purchase price of not more than \$500 million. Pursuant to the share repurchase authorization, the Company may repurchase shares from time to time in open market or in privately negotiated transactions. The share repurchase authorization does not obligate the Company to acquire any specific number of shares, has no pre-established end date and may be discontinued by the Company at any time. The Company has not repurchased any shares under this authorization since its inception.

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Item 6. Exhibits

| Exhibit | Description   | Method of Filing   |
|---------|---|--|
| 2.01    | <u>Agreement and Plan of Merger, dated as of April 25, 2018, by and among EQT Midstream Partners, LP, EQT Midstream Services, LLC, EOM Acquisition Sub, LLC, EOM GP Acquisition Sub, LLC, Rice Midstream Partners LP, Rice Midstream Management LLC and, solely for the purposes of certain provisions therein, the Company. The Company will furnish supplementally a copy of any omitted schedule and similar attachment to the SEC upon request.</u> | <u>Incorporated herein by reference to Exhibit 2.1 to Form 8-K (#001-3551) filed on April 26, 2018.</u>                              |
| 2.02    | <u>Incentive Distribution Rights Purchase and Sale Agreement, dated as of April 25, 2018, by and among EQT GP Holdings, LP, Rice Midstream GP Holdings LP and the Company.</u>  | <u>Incorporated by reference herein to Exhibit 2.3 to Form 8-K (#001-3551) filed on April 26, 2018.</u>                              |
| 2.03    | <u>Contribution and Sale Agreement, dated as of April 25, 2018, by and among the Company, Rice Midstream Holdings LLC, EQT Midstream Partners, LP and EOM Gathering Holdings, LLC. The Company will furnish supplementally a copy of any omitted schedule and similar attachment to the SEC upon request.</u>   | <u>Incorporated herein by reference to Exhibit 2.2 to Form 8-K (#001-3551) filed on April 26, 2018.</u>                              |
| 4.01    | <u>Third Supplemental Indenture, dated as of June 25, 2018, by and between EQT Midstream Partners, LP, as issuer, and The Bank of New York Mellon Trust Company, N.A., as trustee.</u>  | <u>Incorporated by reference herein to Exhibit 4.2 to EQT Midstream Partners, LP's Form 8-K (#001-35574) filed on June 25, 2018.</u> |
| 4.02    | <u>Fourth Supplemental Indenture, dated as of June 25, 2018, by and between EQT Midstream Partners, LP, as issuer, and The Bank of New York Mellon Trust Company, N.A., as trustee.</u>   | <u>Incorporated by reference herein to Exhibit 4.4 to EQT Midstream Partners, LP's Form 8-K (#001-35574) filed on June 25, 2018.</u> |
| 4.03    | <u>Fifth Supplemental Indenture, dated as of June 25, 2018, by and between EQT Midstream Partners, LP, as issuer, and The Bank of New York Mellon Trust Company, N.A., as trustee.</u>  | <u>Incorporated by reference herein to Exhibit 4.6 to EQT Midstream Partners, LP's Form 8-K (#001-35574) filed on June 25, 2018.</u> |
| 31.01   | <u>Rule 13(a)-14(a) Certification of Principal Executive Officer</u>  | <u>Filed herewith as Exhibit 31.01</u>   |
| 31.02   | <u>Rule 13(a)-14(a) Certification of Principal Financial Officer</u>  | <u>Filed herewith as Exhibit 31.02</u>   |



|           |  |   |
|-----------|--|---|
| <u>32</u> | <u>Section 1350 Certification of Principal Executive Officer and Principal Financial Officer</u> | <u>Furnished herewith as Exhibit 32</u> |
| 101       | Interactive Data File  | Filed herewith as Exhibit 101           |

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Signature

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.

EQT  
CORPORATION  
(Registrant)

By: /s/ Robert J.  
McNally  
Robert J. McNally  
Senior Vice  
President and  
Chief Financial  
Officer

Date: July 26, 2018