

CONSOL Energy Inc
Form 10-Q
November 03, 2015

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 September 30, 2015

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: 001-14901

CONSOL Energy Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

1000 CONSOL Energy Drive

Canonsburg, PA 15317-6506

(724) 485-4000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

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

Yes No

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

Class

Shares outstanding as of October 16, 2015

Common stock, \$0.01 par value

229,053,634

TABLE OF CONTENTS

	Page
PART I FINANCIAL INFORMATION	
ITEM 1. Condensed Financial Statements	
Consolidated Statements of Income for the three and nine months ended September 30, 2015 and 2014.	<u>3</u>
Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2015 and 2014	<u>4</u>
Consolidated Balance Sheets at September 30, 2015 and December 31, 2014	<u>5</u>
Consolidated Statements of Stockholders' Equity for the nine months ended September 30, 2015	<u>7</u>
Consolidated Statements of Cash Flows for the nine months ended September 30, 2015 and 2014	<u>8</u>
<u>Notes to Unaudited Consolidated Financial Statements</u>	<u>9</u>
ITEM 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>45</u>
ITEM 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>94</u>
ITEM 4. <u>Controls and Procedures</u>	<u>95</u>
PART II OTHER INFORMATION	
ITEM 1. <u>Legal Proceedings</u>	<u>95</u>
ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds	<u>95</u>
ITEM 4. <u>Mine Safety Disclosures</u>	<u>96</u>
ITEM 6. <u>Exhibits</u>	<u>97</u>

GLOSSARY OF CERTAIN OIL AND GAS MEASUREMENT TERMS

The following are abbreviations of certain measurement terms commonly used in the oil and gas industry and included within this Form 10-Q:

Bbl - One stock tank barrel, or 42 U.S. gallons liquid volume, used in reference to oil or other liquid hydrocarbons.

Bcf - One billion cubic feet of natural gas.

Bcfe - One billion cubic feet of natural gas equivalents, with one barrel of oil being equivalent to 6,000 cubic feet of gas.

Btu - One British thermal unit.

Mbbls - One thousand barrels of oil or other liquid hydrocarbons.

Mcf - One thousand cubic feet of natural gas.

Mcfe - One thousand cubic feet of natural gas equivalents, with one barrel of oil being equivalent to 6,000 cubic feet of gas.

MMbtu - One million British Thermal units.

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MMcfe - One million cubic feet of natural gas equivalents, with one barrel of oil being equivalent to 6,000 cubic feet of gas.

NGL - Natural gas liquids.

Tcfe - One trillion cubic feet of natural gas equivalents, with one barrel of oil being equivalent to 6,000 cubic feet of gas.

PART I : FINANCIAL INFORMATION

ITEM 1. CONDENSED FINANCIAL STATEMENTS

CONSOL ENERGY INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands, except per share data)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Revenues and Other Income:				
Natural Gas, NGLs and Oil Sales	\$202,007	\$257,358	\$658,498	\$753,399
Unrealized Gain on Commodity Derivative Instruments	99,137	—	134,205	—
Coal Sales	403,602	483,960	1,314,748	1,554,939
Other Outside Sales	5,129	73,673	24,596	213,047
Production Royalty Interests and Purchased Gas Sales	14,080	18,815	39,423	68,773
Freight-Outside Coal	3,219	2,497	13,995	22,551
Miscellaneous Other Income	38,640	40,784	112,400	165,815
Gain on Sale of Assets	48,124	7,529	54,604	12,615
Total Revenue and Other Income	813,938	884,616	2,352,469	2,791,139
Costs and Expenses:				
Exploration and Production Costs				
Lease Operating Expense	26,454	30,005	83,385	85,622
Transportation, Gathering and Compression	92,606	68,234	258,329	179,813
Production, Ad Valorem, and Other Fees	8,475	8,486	24,605	28,817
Direct Administrative and Selling	10,711	14,060	38,630	39,216
Depreciation, Depletion and Amortization	89,742	82,538	262,356	225,766
Exploration and Production Related Other Costs	3,332	8,045	7,694	15,765
Production Royalty Interests and Purchased Gas Costs	10,989	15,751	30,751	58,518
Other Corporate Expenses	26,986	13,700	66,633	60,876
Impairment of Exploration and Production Properties	—	—	828,905	—
General and Administrative	12,513	14,874	42,086	47,755
Total Exploration and Production Costs	281,808	255,693	1,643,374	742,148
Coal Costs				
Operating and Other Costs	173,178	344,992	756,045	1,033,088
Royalties and Production Taxes	19,101	23,306	63,474	77,397
Direct Administrative and Selling	8,225	10,682	26,192	34,354
Depreciation, Depletion and Amortization	63,242	65,640	195,707	188,405
Freight Expense	3,219	2,497	13,995	22,551
General and Administrative Costs	7,477	10,639	21,786	34,005
Other Corporate Expenses	10,680	10,113	32,863	41,444
Total Coal Costs	285,122	467,869	1,110,062	1,431,244
Other Costs				
Miscellaneous Operating Expense	14,832	86,993	39,268	246,355
General and Administrative Costs	—	220	—	651
Depreciation, Depletion and Amortization	5	487	17	1,509
Loss on Debt Extinguishment	—	20,990	67,751	95,267
Interest Expense	48,558	55,397	150,187	170,539
Total Other Costs	63,395	164,087	257,223	514,321
Total Costs And Expenses	630,325	887,649	3,010,659	2,687,713
Earnings (Loss) Before Income Tax	183,613	(3,033)	(658,190)	103,426

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Income Taxes	58,143	(1,388) (259,389) 8,315
Income (Loss) From Continuing Operations	125,470	(1,645) (398,801) 95,111
Loss From Discontinued Operations, net	—	—	—	(5,687)
Net Income (Loss)	125,470	(1,645) (398,801) 89,424
Less: Net Income Attributable to Noncontrolling Interest	6,490	—	6,490	—
Net Income (Loss) Attributable to CONSOL Energy Shareholders	\$ 118,980	\$(1,645) \$(405,291) \$ 89,424

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

CONSOL ENERGY INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(CONTINUED)

(Dollars in thousands, except per share data) (Unaudited)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Earnings Per Share				
Basic				
Income (Loss) from Continuing Operations	\$0.52	\$(0.01)	\$(1.77)	\$0.41
Loss from Discontinued Operations	—	—	—	(0.02)
Total Basic Earnings (Loss) Per Share	\$0.52	\$(0.01)	\$(1.77)	\$0.39
Dilutive				
Income (Loss) from Continuing Operations	\$0.52	\$(0.01)	\$(1.77)	\$0.41
Loss from Discontinued Operations	—	—	—	(0.02)
Total Dilutive Earnings (Loss) Per Share	\$0.52	\$(0.01)	\$(1.77)	\$0.39
Dividends Paid Per Share	\$0.01	\$0.0625	\$0.135	\$0.1875

CONSOL ENERGY INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in thousands) (Unaudited)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net Income (Loss)	\$125,470	\$(1,645)	\$(398,801)	\$89,424
Other Comprehensive (Loss) Income:				
Actuarially Determined Long-Term Liability Adjustments (Net of tax: \$29,720, (\$107,383), \$24,935, (\$108,154))	(49,353)	184,154	(40,036)	185,475
Net Increase (Decrease) in the Value of Cash Flow Hedges (Net of tax: \$-, (\$25,722), \$-, \$13,161)	—	39,151	—	(20,032)
Reclassification of Cash Flow Hedges from OCI to Earnings (Net of tax: \$11,807, \$12,084, \$35,123, (\$5,509))	(20,602)	(19,510)	(60,720)	3,754
Other Comprehensive (Loss) Income	(69,955)	203,795	(100,756)	169,197
Comprehensive Income (Loss)	55,515	202,150	(499,557)	258,621
Less: Comprehensive Income Attributable to Noncontrolling Interest	6,490	—	6,490	—
Comprehensive Income (Loss) Attributable to CONSOL Energy Inc. Shareholders	\$49,025	\$202,150	\$(506,047)	\$258,621

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

CONSOL ENERGY INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(Dollars in thousands)	(Unaudited) September 30, 2015	December 31, 2014
ASSETS		
Current Assets:		
Cash and Cash Equivalents	\$83,019	\$176,989
Accounts and Notes Receivable:		
Trade	237,896	259,817
Other Receivables	139,840	347,146
Inventories	112,950	101,873
Deferred Income Taxes	78,501	66,569
Recoverable Income Taxes	64,693	20,401
Prepaid Expenses	253,562	193,555
Total Current Assets	970,461	1,166,350
Property, Plant and Equipment:		
Property, Plant and Equipment	15,533,716	14,674,777
Less—Accumulated Depreciation, Depletion and Amortization	5,774,736	4,512,305
Total Property, Plant and Equipment—Net	9,758,980	10,162,472
Other Assets:		
Investment in Affiliates	210,092	152,958
Other	245,833	277,750
Total Other Assets	455,925	430,708
TOTAL ASSETS	\$11,185,366	\$11,759,530

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

CONSOL ENERGY INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except per share data)	(Unaudited)	
	September 30, 2015	December 31, 2014
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts Payable	\$331,958	\$531,973
Current Portion of Long-Term Debt	12,413	13,016
Short-Term Notes Payable	945,000	—
Other Accrued Liabilities	578,332	602,972
Total Current Liabilities	1,867,703	1,147,961
Long-Term Debt:		
Long-Term Debt	2,739,291	3,236,422
Capital Lease Obligations	37,387	39,456
Total Long-Term Debt	2,776,678	3,275,878
Deferred Credits and Other Liabilities:		
Deferred Income Taxes	69,947	325,592
Postretirement Benefits Other Than Pensions	632,049	703,680
Pneumoconiosis Benefits	118,532	116,941
Mine Closing	300,883	306,789
Gas Well Closing	183,423	175,369
Workers' Compensation	75,714	75,947
Salary Retirement	90,459	109,956
Reclamation	34,088	33,788
Other	148,040	158,171
Total Deferred Credits and Other Liabilities	1,653,135	2,006,233
TOTAL LIABILITIES	6,297,516	6,430,072
Stockholders' Equity:		
Common Stock, \$.01 Par Value; 500,000,000 Shares Authorized, 229,053,634 Issued and Outstanding at September 30, 2015; 230,265,463 Issued and Outstanding at December 31, 2014	2,294	2,306
Capital in Excess of Par Value	2,430,834	2,424,102
Preferred Stock, 15,000,000 shares authorized, None issued and outstanding	—	—
Retained Earnings	2,551,721	3,054,150
Accumulated Other Comprehensive Loss	(251,856)	(151,100)
Total CONSOL Energy Inc. Stockholders' Equity	4,732,993	5,329,458
Noncontrolling Interest	154,857	—
TOTAL EQUITY	4,887,850	5,329,458
TOTAL LIABILITIES AND EQUITY	\$11,185,366	\$11,759,530

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

6

CONSOL ENERGY INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	(Dollars in thousands, Common except per share data)	Common Stock	Capital in Excess of Par Value	Retained Earnings (Deficit)	Accumulated Other Comprehensive Loss	Total CONSOL Energy Inc. Stockholders' Equity	Non- Controlling Interest	Total Equity
December 31, 2014 (Unaudited)	\$2,306		\$2,424,102	\$3,054,150	\$ (151,100)	\$5,329,458	\$—	\$5,329,458
Net (Loss) Income	—		—	(405,291)	—	(405,291)	6,490	(398,801)
Other Comprehensive Loss	—		—	—	(100,756)	(100,756)	—	(100,756)
Comprehensive (Loss) Income	—		—	(405,291)	(100,756)	(506,047)	6,490	(499,557)
Issuance of Common Stock	10		8,278	—	—	8,288	—	8,288
Retirement of Common Stock (2,213,100 shares)	(22)		(17,683)	(53,969)	—	(71,674)	—	(71,674)
Treasury Stock Activity	—		—	(12,178)	—	(12,178)	—	(12,178)
Tax Cost From Stock-Based Compensation	—		(3,699)	—	—	(3,699)	—	(3,699)
Amortization of Stock-Based Compensation Awards	—		19,836	—	—	19,836	—	19,836
Noncontrolling Interest	—		—	—	—	—	148,367	148,367
Dividends (\$0.1350 per share)	—		—	(30,991)	—	(30,991)	—	(30,991)
Balance at September 30, 2015	\$2,294		\$2,430,834	\$2,551,721	\$ (251,856)	\$4,732,993	\$154,857	\$4,887,850

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

7

CONSOL ENERGY INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

(Unaudited)

Operating Activities:

Net (Loss) Income

Adjustments to Reconcile Net (Loss) Income to Net Cash Provided By Operating Activities:

Net Loss from Discontinued Operations

Depreciation, Depletion and Amortization

Impairment of Exploration and Production Properties

Non-Cash Other Post-Employment Benefits

Stock-Based Compensation

Gain on Sale of Assets

Loss on Debt Extinguishment

Unrealized Gain on Commodity Derivative Instruments

Deferred Income Taxes

Equity in Earnings of Affiliates

Return on Equity Investment

Changes in Operating Assets:

Accounts and Notes Receivable

Inventories

Prepaid Expenses

Changes in Other Assets

Changes in Operating Liabilities:

Accounts Payable

Accrued Interest

Other Operating Liabilities

Changes in Other Liabilities

Other

Net Cash Provided by Continuing Operations

Net Cash Used in Discontinued Operating Activities

Net Cash Provided by Operating Activities

Cash Flows from Investing Activities:

Capital Expenditures

Proceeds from Sales of Assets

Net Investments In Equity Affiliates

Net Cash Used in Investing Activities

Cash Flows from Financing Activities:

Proceeds from (Payments on) Short-Term Borrowings

Payments on Miscellaneous Borrowings

Payments on Long-Term Notes, including Redemption Premium

Net Proceeds from Revolver - MLP

Proceeds from Sale of MLP Interest

Proceeds from Issuance of Long-Term Notes

Tax Benefit from Stock-Based Compensation

Dividends Paid

Issuance of Common Stock

Purchases of Treasury Stock

Nine Months Ended

September 30,

2015

2014

\$(398,801) \$89,424

— 5,687

458,080 415,680

828,905 —

(151,871) (35,633)

19,849 32,514

(54,604) (12,615)

67,751 95,267

(134,205) —

(281,705) 6,540

(38,838) (38,477)

31,111 47,424

77,272 (64,241)

(11,077) 12,542

103,091 3,178

22,913 (14,339)

(123,376) 151,829

63,879 32,698

(73,515) 116,474

(9,945) 10,703

9,369 16,450

404,283 871,105

— (20,934)

404,283 850,171

(895,156) (1,174,607)

83,044 141,136

(70,224) 108,532

(882,336) (924,939)

945,000 (11,736)

(1,562) (4,169)

(1,263,719) (1,819,005)

180,000 —

148,359 —

492,760 1,859,920

208 2,478

(30,991) (43,119)

8,288 13,403

(71,674) —

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Debt Issuance and Financing Fees	(22,586)	(24,861)
Net Cash Provided By (Used in) Financing Activities	384,083		(27,089)
Net Decrease in Cash and Cash Equivalents	(93,970)	(101,857)
Cash and Cash Equivalents at Beginning of Period	176,989		327,420	
Cash and Cash Equivalents at End of Period	\$83,019		\$225,563	

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

CONSOL ENERGY INC. AND SUBSIDIARIES
 NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
 (Dollars in thousands, except per share data)

NOTE 1—BASIS OF PRESENTATION:

The accompanying Unaudited Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for future periods.

The balance sheet at December 31, 2014 has been derived from the Audited Consolidated Financial Statements at that date but does not include all the notes required by generally accepted accounting principles for complete financial statements. For further information, refer to the Consolidated Financial Statements and related notes for the year ended December 31, 2014 included in CONSOL Energy Inc.'s Annual Report on Form 10-K.

Certain amounts in prior periods have been reclassified to conform with the report classifications of the year ended December 31, 2014, with no effect on previously reported net income or stockholders' equity.

Basic earnings per share are computed by dividing net income attributable to CONSOL Energy Shareholders by the weighted average shares outstanding during the reporting period. Dilutive earnings per share are computed similarly to basic earnings per share, except that the weighted average shares outstanding are increased to include additional shares from stock options, performance stock options, CONSOL Energy stock units, restricted stock units and performance share units, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and performance share options were exercised, that outstanding restricted stock units, performance share units, and CONSOL Energy stock units were released, and that the proceeds from such activities were used to acquire shares of common stock at the average market price during the reporting period. CONSOL Energy Inc. (CONSOL Energy or the Company) includes the impact of pro forma deferred tax assets in determining potential windfalls and shortfalls for purposes of calculating assumed proceeds under the treasury stock method. The table below sets forth the share-based awards that have been excluded from the computation of the diluted earnings per share because their effect would be anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Anti-Dilutive Options	3,650,864	4,116,136	3,650,864	359,488
Anti-Dilutive Restricted Stock Units	785,585	1,278,078	1,394,115	—
Anti-Dilutive Performance Share Units	—	287,226	—	—
Anti-Dilutive Performance Stock Options	802,804	802,804	802,804	—
	5,239,253	6,484,244	5,847,783	359,488

The table below sets forth the share-based awards that have been exercised or released:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Options	—	7,456	363,620	655,568
Restricted Stock Units	90,055	6,034	576,562	396,836

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Performance Share Units	—	—	497,134	378,971
	90,055	13,490	1,437,316	1,431,375

No options were exercised during the three months ended September 30, 2015. The weighted average exercise price per share of the options exercised during the three months ended September 30, 2014 was \$22.75. The weighted average exercise price per share of the options exercised during the nine months ended September 30, 2015 and 2014 was \$22.78 and \$20.44, respectively.

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The computations for basic and dilutive earnings per share are as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Income (Loss) from Continuing Operations	\$125,470	\$(1,645)	\$(398,801)	\$95,111
Loss from Discontinued Operations	—	—	—	(5,687)
Net Income	\$125,470	\$(1,645)	\$(398,801)	\$89,424
Net Income Attributable to Noncontrolling Interest	6,490	—	6,490	—
Net Income (Loss) Attributable to CONSOL Energy Shareholders	\$118,980	\$(1,645)	\$(405,291)	\$89,424
Weighted Average Shares of Common Stock Outstanding:				
Basic	229,036,172	230,174,256	229,230,571	229,922,936
Effect of Stock-Based Compensation Awards Dilutive	315,955	—	—	1,479,976
	229,352,127	230,174,256	229,230,571	231,402,912
Earnings (Loss) per Share:				
Basic (Continuing Operations)	\$0.52	\$(0.01)	\$(1.77)	\$0.41
Basic (Discontinued Operations)	—	—	—	(0.02)
Total Basic	\$0.52	\$(0.01)	\$(1.77)	\$0.39
Dilutive (Continuing Operations)	\$0.52	\$(0.01)	\$(1.77)	\$0.41
Dilutive (Discontinued Operations)	—	—	—	(0.02)
Total Dilutive	\$0.52	\$(0.01)	\$(1.77)	\$0.39

Changes in Accumulated Other Comprehensive Loss by component, net of tax, were as follows:

	Gains and Losses on Cash Flow Hedges	Postretirement Benefits	Total
Balance at December 31, 2014	\$121,521	\$(272,621)	\$(151,100)
Other comprehensive income before reclassifications	—	34,566	34,566
Amounts reclassified from Accumulated Other Comprehensive Income	(60,720)	(74,602)	(135,322)
Current period other comprehensive loss	(60,720)	(40,036)	(100,756)
Balance at September 30, 2015	\$60,801	\$(312,657)	\$(251,856)

The following table shows the reclassification of adjustments out of Accumulated Other Comprehensive Loss:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Derivative Instruments (Note 13)				
Natural Gas Price Swaps and Options	\$(32,409)	\$(31,594)	\$(95,843)	\$9,263
Tax Expense (Benefit)	11,807	12,084	35,123	(5,509)
Net of Tax	\$(20,602)	\$(19,510)	\$(60,720)	\$3,754
Actuarially Determined Long-Term Liability Adjustments (Note 4 and Note 5)				
Amortization of Prior Service Costs	\$(133,851)	\$(2,542)	\$(203,159)	\$(7,625)
Recognized Net Actuarial Loss	41,755	11,198	80,497	32,705
Curtailed Loss (Gain)	5	(36,182)	5	(36,182)
Settlement loss	3,132	4,785	3,132	25,492

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Total	(88,959)	(22,741)	(119,525)	14,390	
Tax Expense (Benefit)	33,436		8,376		44,923		(5,300)
Net of Tax	\$(55,523)	\$(14,365)	\$(74,602)	\$9,090	

10

NOTE 2—ACQUISITIONS AND DISPOSITIONS:

In September 2015, CONSOL Energy sold its 49% interest in Western Allegheny Energy (WAE), a joint venture with Rosebud Mining Company engaged in coal mining activities in Pennsylvania. CONSOL Energy received \$76,297 in cash and a \$2,136 reduction in certain liabilities. During the quarter, CONSOL Energy also received a cash distribution of \$10,780 from WAE. The net gain on the sale was \$48,468 and was included in the Gain on Sale of Assets in the Consolidated Statements of Income.

In December 2014, CNX Gas Company LLC (CNX Gas Company), a wholly-owned subsidiary of CONSOL Energy, finalized an agreement with Columbia Energy Ventures (CEVCO) to sublease from CEVCO approximately 20,000 acres of Utica Shale and Upper Devonian gas rights in Greene and Washington Counties in Pennsylvania and Marshall and Ohio Counties in West Virginia. Up-front bonus consideration of up to \$96,106 will be paid by CONSOL Energy over the next five years as drilling occurs in addition to royalties, of which \$49,533 was recorded in Other Current Liabilities and \$40,286 was recorded on a discounted basis in Other Long-term Liabilities. In the nine months ended September 30, 2015, CONSOL Energy made payments to CEVCO totaling \$50,970. As of September 30, 2015, the amount recorded in Other Current Liabilities was \$11,998 and Other Long-term Liabilities was \$26,851.

In December 2014, CONSOL Energy completed the sale of its industrial supplies subsidiary to an unrelated third party for net proceeds of approximately \$51,000, of which \$44,035 was received and included in cash flows from investing activities during the year ended December 31, 2014. In connection with the sale, CONSOL Energy signed a supply agreement under which, among other things, it will continue to purchase certain goods exclusively from the new entity for a period of at least three years. CONSOL Energy could also receive up to an additional \$6,000 of cash consideration in the future, which has not been recognized in the consolidated financial statements as it is subject to future events.

In March 2014, CONSOL Energy completed a sale-leaseback of longwall shields for the Harvey Mine. Cash proceeds for the sale offset the basis of \$75,357; therefore, no gain or loss was recognized on the sale. The five-year lease has been accounted for as an operating lease.

In December 2013, CONSOL Energy acquired the gas drilling rights to approximately 90,000 contiguous acres from Dominion Transmission, a unit of Dominion Resources Inc. The acreage, which is associated with Dominion's Fink-Kennedy, Lost Creek, and Racket Newberne gas storage fields in West Virginia, lies in the northern portion of Lewis County and the southern portion of Harrison County. CONSOL Energy anticipates that over one-half of the acres will have wet gas. CONSOL Energy has acquired the gas rights to both the Marcellus Shale and the Upper Devonian formations in the storage fields. Consideration of up to \$190,000 will be paid by CONSOL Energy in two installments: 50% was paid at closing and the remaining balance is due over time as the acres are drilled. In addition, CONSOL Energy will pay an overriding royalty to Dominion Resources based on a sliding scale. Finally, CONSOL Energy has committed to be an anchor shipper on Dominion's transmission system, with the specific terms to be negotiated at a future date. CONSOL Energy paid \$91,243 in 2013 related to this transaction. In the nine months ended September 30, 2014, CONSOL Energy made an additional bonus payment of \$16,000 to Dominion Transmission. Noble Energy Inc., our joint venture partner, acquired 50% of the acres and reimbursed CONSOL Energy for 50% of the associated payments.

In December 2013, CONSOL Energy completed the sale of its Consolidation Coal Company (CCC) subsidiary, which included all five of its longwall coal mines in West Virginia, to a subsidiary of Murray Energy Corporation (Murray Energy). CONSOL Energy retained overriding royalty interests in certain reserves sold in the transaction. Murray Energy also assumed \$2,050,656 of CONSOL Energy's employee benefit obligations valued as of December 5, 2013 and its UMWA 1974 Pension Trust obligations. Murray Energy is primarily liable for all 1993 Coal Act liabilities.

Cash proceeds of \$825,285 were received related to this transaction, which were net of \$24,715 in transaction fees. A pre-tax gain of \$1,035,346 was included in Income from Discontinued Operations on the Consolidated Statement of Income. In the first quarter of 2014, there was a pre-tax reduction in gain on sale of \$7,044 related to the estimated working capital adjustment and various other miscellaneous items.

NOTE 3—MISCELLANEOUS OTHER INCOME:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Equity in Earnings of Affiliates	\$ 15,588	\$ 18,284	\$ 38,835	\$ 39,796
Rental Income	9,440	9,731	28,446	35,336
Right of Way Issuance	5,097	2,485	13,047	4,898
Royalty Income	4,848	5,003	12,995	14,758
Gathering Revenue	1,590	3,636	10,064	24,386
Coal Contract Settlement	—	—	—	30,000
Other	2,077	1,645	9,013	16,641
Total Other Income	\$ 38,640	\$ 40,784	\$ 112,400	\$ 165,815

NOTE 4—COMPONENTS OF PENSION AND OTHER POST-EMPLOYMENT BENEFIT (OPEB) PLANS NET PERIODIC BENEFIT COSTS:

Components of net periodic benefit costs for the three and nine months ended September 30, 2015 and 2014 are as follows:

	Pension Benefits				Other Post-Employment Benefits			
	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 30,		September 30,		September 30,		September 30,	
	2015	2014	2015	2014	2015	2014	2015	2014
Service cost	\$ 2,162	\$ 4,834	\$ 6,862	\$ 13,625	\$ —	\$ 2,331	\$ —	\$ 6,994
Interest cost	8,042	8,667	25,202	26,812	6,677	12,096	20,561	36,290
Expected return on plan assets	(12,903)	(12,829)	(38,282)	(38,342)	—	—	—	—
Amortization of prior service credits	(166)	(346)	(518)	(1,038)	(133,685)	(2,196)	(202,641)	(6,588)
Recognized net actuarial loss	5,335	6,444	19,215	18,441	37,713	6,369	65,161	19,106
Settlement loss	3,132	4,785	3,132	25,492	—	—	—	—
Curtailment loss (gain) ⁵	(549)	5	(549)	5	—	(35,633)	—	(35,633)
Net periodic cost (benefit)	\$ 5,607	\$ 11,006	\$ 15,616	\$ 44,441	\$ (89,295)	\$ (17,033)	\$ (116,919)	\$ 20,169

For the nine months ended September 30, 2015, \$8,366 was paid to the pension trust from operating cash flows. Additional contributions to the pension trust are not expected to be significant for the remainder of 2015.

On September 30, 2014, the qualified pension plan was remeasured to reflect an announced plan amendment that would reduce future accruals of pension benefits as of January 1, 2015. The plan amendment called for a hard freeze of the qualified defined benefit pension plan on January 1, 2015 for employees who were under age 40 or had less than 10 years of service as of September 30, 2014. On January 1, 2015, the Company began contributing an extra 3% of eligible compensation into the 401(k) plan accounts for these affected employees. Employees who were age 40 or over and had at least 10 years of service would continue in the defined benefit pension plan unchanged. The modifications to the pension plan resulted in a \$21,624 reduction in the pension liability with a corresponding adjustment of \$13,659 in Other Comprehensive Income, net of \$7,965 in deferred taxes. Additionally, a curtailment gain of \$549 was recognized with a corresponding adjustment of \$347 in Other Comprehensive Income, net of \$202 in deferred taxes.

On August 31, 2015, the qualified pension plan was remeasured to reflect another announced plan amendment that will reduce future accruals of pension benefits as of January 1, 2016. The plan amendment calls for a hard freeze of the qualified defined benefit pension plan on January 1, 2016 for all remaining participants in the plan. The modifications to the pension plan resulted in a \$26,352 reduction in the pension liability with a corresponding adjustment of \$16,448 in Other Comprehensive Income, net of \$9,904 in deferred taxes. Additionally, a curtailment loss of \$5 was recognized with a corresponding adjustment

of \$3 in Other Comprehensive Income, net of \$2 in deferred taxes. The amendment resulted in a remeasurement of the qualified pension plan at August 31, 2015. The remeasurement resulted in a change to the discount rate to 4.40% from 4.07% used at December 31, 2014. The remeasurement increased the pension liability by \$17,793 with a corresponding adjustment of \$11,106 in Other Comprehensive Income, net of \$6,687 in deferred taxes.

According to the Defined Benefit Plans Topic of the Financial Accounting Standards Board (FASB) Accounting Standards Codification, if the lump sum distributions made during a plan year, which for CONSOL Energy is January 1 to December 31, exceed the total of the projected service cost and interest cost for the plan year, settlement accounting is required. Lump sum payments exceeded this threshold during the three and nine months ended September 30, 2015. Accordingly, CONSOL Energy recognized settlement expense of \$3,132 for the three and nine months ended September 30, 2015 in Other Costs - Miscellaneous Operating Expense in the Consolidated Statements of Income. The settlement charges represented a pro rata portion of the net unrecognized loss based on the percentage reduction in the projected benefit obligation due to the lump sum payments. The settlement accounting was triggered in July 2015, resulting in a remeasurement at July 31. The July 31, 2015 remeasurement resulted in a change to the discount rate to 4.28% from 4.07% at December 31, 2014. The remeasurement reduced the pension liability by \$1,328. The July settlement and corresponding remeasurement of the pension plan resulted in an increase of \$2,784 in Other Comprehensive Income, net of \$1,676 in deferred taxes. If CONSOL Energy incurs additional lump sum distributions from the plan in the fourth quarter of 2015, additional settlement charges will be recorded.

Lump sum payments also exceeded the settlement threshold during the three and nine months ended September 30, 2014. Accordingly, CONSOL Energy recognized settlement expense of \$4,785 and \$25,492 for the three and nine months ended September 30, 2014 in Other Costs - Miscellaneous Operating Expense in the Consolidated Statements of Income. The settlement charges represented a pro rata portion of the net unrecognized loss based on the percentage reduction in the projected benefit obligation due to the lump sum payments. The settlement accounting was initially triggered in May 2014, resulting in a remeasurement at May 31, 2014. Additional lump sum distributions during June and September 2014 resulted in remeasurements at June 30, 2014 and September 30, 2014. The September 30, 2014 remeasurement used a discount rate of 4.33%, an increase from 4.26% used at June 30, 2014. The September remeasurement increased the pension liability by \$13,152. The September settlement and corresponding remeasurement of the pension plan resulted in a decrease of \$5,285 in Other Comprehensive Income, net of \$3,082 in deferred taxes. The May 31, 2014 and June 30, 2014 remeasurements used a discount rate of 4.26%, a decrease from 4.87% used at December 31, 2013. The May remeasurement increased the pension liability by \$41,527. The May settlement and corresponding remeasurement of the pension plan resulted in a decrease of \$14,193 in Other Comprehensive Income, net of \$8,276 in deferred taxes. The June remeasurement decreased the pension liability by \$6,490. The June settlement and corresponding remeasurement of the pension plan resulted in an increase of \$5,141 in Other Comprehensive Income, net of \$2,998 in deferred taxes.

In the third quarter of 2015, CONSOL Energy remeasured its pension plan as a result of the previously discussed plan amendment. In conjunction with this remeasurement, the method used to estimate the service and interest components of net periodic benefit cost for pension was changed. This change will also be made to other postretirement benefits during the fourth quarter during the annual remeasurement of that plan. This change compared to the previous method resulted in a decrease in the service and interest components for pension cost in the third quarter. Historically, CONSOL Energy estimated these service and interest cost components utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligation at the beginning of the period. CONSOL Energy has elected to utilize a full yield curve approach in the estimation of these components by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. This change was made to provide a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows to the corresponding spot yield curve rates. This change does not affect the measurement of the total benefit obligations or the annual net periodic benefit cost as the change in the service and interest costs is completely offset in the actuarial (gain) loss reported. CONSOL Energy has accounted for

this change as a change in accounting estimate that is inseparable from a change in accounting principle and accordingly has accounted for it prospectively.

On September 30, 2014, the salaried OPEB plan and Production and Maintenance (P&M) OPEB plan were remeasured to reflect an announced plan amendment that would reduce retiree medical and life insurance benefits as of September 30, 2014. Effective September 30, 2014, no retiree medical or life benefits were to be provided to active employees. Retirees as of September 30, 2014 were to continue in the OPEB plans through December 31, 2019, and coverage thereafter was to be eliminated (see below for information on an additional amendment made to these plans in 2015). The Company elected to make cash transition payments totaling approximately \$46,282 to the active employees whose retiree medical and life benefits were eliminated by the changes to the OPEB plan. These cash payments are not considered to be post-retirement benefits, and as such, they are not included in the actuarial calculations related to the OPEB plans. The amendment to the OPEB plan resulted in a \$315,439 reduction in the OPEB liability with a corresponding adjustment of \$199,252 in Other Comprehensive Income, net of \$116,187 in deferred taxes. A curtailment gain of \$35,633 was recognized in September 2014 with a corresponding adjustment of \$22,508 in Other Comprehensive Income, net of \$13,125 in deferred taxes. The amendment resulted in a remeasurement of the OPEB plan at

September 30, 2014. The remeasurement resulted in a change to the discount rate to 1.92% for the P&M OPEB plan and 1.84% for the Salaried OPEB plan from 4.88% used at December 31, 2013. The remeasurement increased the OPEB liability by \$9,634 with a corresponding decrease of \$6,086 in Other Comprehensive Income, net of \$3,548 in deferred taxes.

On May 31, 2015, the Salaried OPEB and Production and Maintenance (P&M) OPEB plans were remeasured to reflect another plan amendment. Retirees will continue in the Salaried and P&M OPEB plans until December 31, 2015, and coverage thereafter will be eliminated. The amendment to the OPEB plan resulted in a \$43,598 reduction in the OPEB liability with a corresponding increase of \$27,716 in Other Comprehensive Income, net of \$15,882 in deferred taxes. The amendment resulted in a remeasurement of the OPEB plan at May 31, 2015. The remeasurement resulted in a change to the discount rate to 1.60% for the Salaried OPEB plan and 1.65% for the P&M OPEB plan from 1.78% and 1.84%, respectively, used at December 31, 2014. The remeasurement decreased the OPEB liability by \$1,070 with a corresponding increase of \$680 in Other Comprehensive Income, net of \$390 in deferred taxes. CONSOL Energy expects to recognize income of \$235,541 related to amortization of prior service credit, coupled with recognition of actuarial losses in Operating and Other Costs - Coal in the Consolidated Statements of Income for the year ended December 31, 2015 as a result of the changes made to the Salaried and P&M OPEB plans.

CONSOL Energy does not expect to contribute to the other post-employment benefit plan in 2015. The Company intends to pay benefit claims as they become due. For the nine months ended September 30, 2015, \$40,547 of other post-employment benefits have been paid.

NOTE 5—COMPONENTS OF COAL WORKERS' PNEUMOCONIOSIS (CWP) AND WORKERS' COMPENSATION NET PERIODIC BENEFIT COSTS:

Components of net periodic benefit costs for the three and nine months ended September 30, 2015 and 2014 are as follows:

	CWP				Workers' Compensation			
	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Service cost	\$1,623	\$1,419	\$4,868	\$4,255	\$2,347	\$2,446	\$7,042	\$7,336
Interest cost	1,279	1,384	3,837	4,153	799	894	2,396	2,683
Amortization of actuarial gain	(1,394)	(1,549)	(4,182)	(4,647)	(8)	(96)	(23)	(287)
State administrative fees and insurance bond premiums	—	—	—	—	888	999	2,764	3,039
Net periodic benefit cost	\$1,508	\$1,254	\$4,523	\$3,761	\$4,026	\$4,243	\$12,179	\$12,771

CONSOL Energy does not expect to contribute to the CWP plan in 2015. The Company intends to pay benefit claims as they become due. For the nine months ended September 30, 2015, \$8,369 of CWP benefit claims have been paid. CONSOL Energy does not expect to contribute to the workers' compensation plan in 2015. The Company intends to pay benefit claims as they become due. For the nine months ended September 30, 2015, \$12,540 of workers' compensation benefits, state administrative fees and surety bond premiums have been paid.

NOTE 6—INCOME TAXES:

For the three months ended September 30, 2015, the company recognized income tax expense from continuing operations of \$58,143 and for the nine months ended September 30, 2015 the company recognized an income tax benefit from continuing operations of \$259,389. The effective tax rate differed from the statutory tax rate primarily

due to the deduction for percentage depletion in excess of cost depletion related to the company's coal operations. Additionally, for the three and nine months ended September 30, 2015, CONSOL Energy recognized tax expense primarily as a result of a change in estimate at the time the 2014 tax return was filed. The tax expense consists of \$26,565 related to decreased percentage depletion deductions offset by \$4,867 of tax benefit related to changes in various other estimates. The change in estimate related to the percentage depletion deduction decreased due to the company electing bonus depreciation on the 2014 U.S. Corporation Income Tax Return which allowed for a current year deduction of 50% of the basis of the assets placed in service in 2014.

For the three months ended September 30, 2014, the Company recognized an income tax benefit from continuing operations of \$1,388 and for the nine months ended September 30, 2014 the Company recognized income tax expense from continuing operations of \$8,315. The effective tax rate differed from the statutory tax rate primarily due to the deduction for the percentage depletion in the excess of cost depletion related to the Company's coal operations. For the three and nine months ended September 30, 2014, the Company recognized no tax benefit and \$8,820, respectively, related to the completion of the Internal Revenue Service audit of tax years 2008 and 2009, and no income tax benefit and \$7,766 as a result of changes in estimates of excess percentage depletion and Domestic Production Activities Deduction related to the prior-year tax provision. For the three and nine months ended September 30, 2014, the Company recognized no income tax expense and \$3,344 related to filing amended state income tax returns due to the completion of the Internal Revenue Service audit of tax years 2008 and 2009.

There were no uncertain tax positions at September 30, 2015 and December 31, 2014. There were no additions to the liability for unrecognized tax benefits during the nine months ended September 30, 2015.

CONSOL Energy recognizes interest accrued related to uncertain tax positions in its interest expense. No interest expense was recognized for the three and nine months ended September 30, 2015. For the three and nine months ended September 30, 2014, \$32 of interest expense and \$4,866 of interest income was recognized in the Company's Consolidated Statements of Income. The Company had no accrued interest liabilities relating to uncertain tax positions at September 30, 2015 or December 31, 2014.

CONSOL Energy recognizes penalties accrued related to uncertain tax positions in its income tax expense. As of September 30, 2015 and December 31, 2014, CONSOL Energy had no accrued liabilities for tax penalties.

CONSOL Energy and its subsidiaries file federal income tax returns with the United States and returns within various states and Canadian jurisdictions. With few exceptions, the Company is no longer subject to United States federal, state, local, or non-U.S. income tax examinations by tax authorities for the years before 2010. The Internal Revenue Service began its audit of tax years 2010 through 2013 in the second quarter of 2015.

NOTE 7—INVENTORIES:

Inventory components consist of the following:

	September 30, 2015	December 31, 2014
Coal	\$34,666	\$19,242
Supplies	78,284	82,631
Total Inventories	\$112,950	\$101,873

Inventories are stated at the lower of cost or market. The cost of coal inventories is determined by the first-in, first-out (FIFO) method. Coal inventory costs include labor, supplies, equipment costs, operating overhead, depreciation, depletion and amortization, and other related costs.

NOTE 8—ACCOUNTS RECEIVABLE SECURITIZATION:

CONSOL Energy and certain of its U.S. subsidiaries were party to a trade accounts receivable facility with financial institutions for the sale on a continuous basis of eligible trade accounts receivable. This facility was terminated on July 7, 2015.

CNX Funding Corporation, a wholly owned, special purpose, bankruptcy-remote subsidiary, bought and sold eligible trade receivables generated by certain subsidiaries of CONSOL Energy. Under the receivables facility, CONSOL Energy and certain subsidiaries, irrevocably and without recourse, sold all of their eligible trade accounts receivable to CNX Funding Corporation, who in turn sold these receivables to financial institutions and their affiliates, while maintaining a subordinated interest in a portion of the pool of trade receivables. This retained interest, which was included in Accounts and Notes Receivable-Trade in the Consolidated Balance Sheets, was recorded at fair value. Due to a short average collection cycle for such receivables, CONSOL Energy's collection experience history and the

composition of the designated pool of trade accounts receivable that were part of this program, the fair value of its retained interest approximated the total amount of the designated pool of accounts receivable. CONSOL Energy serviced the sold trade receivables for the financial institutions for a fee based upon market rates for similar services. CONSOL Energy recorded transactions under the securitization facility as secured borrowings on the Consolidated Balance Sheets. The pledge of collateral was reported as Accounts Receivable - Securitized and the borrowings were classified as debt in Borrowings under Securitization Facility.

At December 31, 2014, eligible accounts receivable totaled \$77,800, outstanding letters of credit were \$60,230, and there were no outstanding borrowings. After taking into account outstanding letters of credit and outstanding borrowings, there remained \$17,570 in subordinated retained interest at December 31, 2014. These changes were reflected in the Net Cash Used in Financing Activities section of the Consolidated Statement of Cash Flows. The outstanding borrowings at June 30, 2015 were repaid and the outstanding letters of credit at June 30, 2015 were transferred against the revolving credit facility upon termination on July 7, 2015.

NOTE 9—PROPERTY, PLANT AND EQUIPMENT:

	September 30, 2015	December 31, 2014
E&P Property, Plant and Equipment		
Intangible drilling cost	\$3,360,325	\$2,798,394
Proven gas properties	1,790,731	1,768,007
Unproven gas properties	1,549,075	1,540,835
Gas gathering equipment	1,122,071	1,088,238
Gas wells and related equipment	838,091	716,748
Other gas assets	123,584	123,539
Gas advance royalties	19,616	20,580
Total E&P Property, Plant and Equipment	\$8,803,493	\$8,056,341
Less: Accumulated Depreciation, Depletion and Amortization	2,599,543	1,523,761
Total E&P Property, Plant and Equipment - Net	\$6,203,950	\$6,532,580
Coal and Other Property, Plant and Equipment:		
Coal and other plant and equipment	\$3,821,403	\$3,726,514
Coal properties and surface lands	1,367,003	1,358,306
Airshafts	475,307	468,924
Mine development	412,089	414,501
Coal advance mining royalties	390,756	386,245
Leased coal lands	263,665	263,946
Total Coal and Other Property, Plant and Equipment	\$6,730,223	\$6,618,436
Less: Accumulated Depreciation, Depletion and Amortization	3,175,193	2,988,544
Total Coal and Corporate Property, Plant and Equipment - Net	\$3,555,030	\$3,629,892
Total Company Property, Plant and Equipment	\$15,533,716	\$14,674,777
Less - Total Company Accumulated Depreciation, Depletion and Amortization	5,774,736	4,512,305
Total Company Property, Plant and Equipment - Net	\$9,758,980	\$10,162,472

Impairment of Proven Properties

CONSOL Energy performs a quantitative annual impairment test, during the fourth quarter of each year, over proven properties using the published NYMEX forward prices, timing, methods and other assumptions consistent with historical periods. During interim periods, management updates these annual tests whenever events or changes in circumstances indicate that a property's carrying amount may not be recoverable. Throughout the first six months of 2015, spot prices and forward curves for natural gas continued to decline from December 31, 2014 prices, which together with other macro-economic factors in the exploration and production industry were deemed indicators of impairment for all of the Company's natural gas assets. Impairment tests require that the Company first compare future undiscounted cash flows by asset group to their respective carrying values. If the carrying amount exceeds the estimated undiscounted future cash flows, a reduction of the carrying amount of the natural gas properties to their estimated fair values is required, which is determined based on discounted cash flow techniques using a market-specific weighted average cost of capital.

During the quarter ended June 30, 2015, certain of the Company's producing gas properties, primarily shallow oil and gas assets, failed the undiscounted cash flow portion of the test. After performing the discounted cash flow portion of the test, CONSOL Energy recorded an impairment of \$824,742 in the Impairment of Exploration and Production Properties in the Consolidated Statement of Income. Valuation of the impaired assets is a Level 3 measurement as it incorporates significant unobservable inputs,

such as future production levels and operating costs, within the discounted cash flow analysis. The impairment related to approximately 95% of the Company's shallow oil and gas assets in West Virginia and Pennsylvania.

Impairment of Unproven Properties

CONSOL Energy evaluates capitalized costs of unproven gas properties for recoverability on a prospective basis. Indicators of potential impairment include potential shifts in business strategy, overall economic factors and historical experience. If it is determined that the properties will not yield proven reserves, the related costs are expensed in the period the determination is made. For the quarter ended June 30, 2015, unproven property impairments relating to the determination that the properties will not yield proven reserves were \$4,163 and are included in the Impairment of Exploration and Production Properties in the Consolidated Statement of Income. Valuation of the impaired assets is a Level 3 measurement as it incorporates significant unobservable inputs, such as future production levels and operating costs, within the discounted cash flow analysis. This impairment primarily relates to the court ruling in June 2015 in the state of New York that officially bans hydraulic fracturing.

Industry Participation Agreements

CONSOL Energy has two significant industry participation agreements (referred to as "joint ventures" or "JVs") that provided drilling and completion carries for the Company's retained interests.

CNX Gas Company LLC (CNX Gas Company), a wholly owned subsidiary of CONSOL Energy, is party to a joint development agreement with Hess Ohio Developments, LLC (Hess) with respect to approximately 155,000 net Utica Shale acres in Ohio in which each party has a 50% undivided interest. Under the agreement, as amended, Hess is obligated to pay a total of approximately \$335,000 in the form of a 50% drilling carry of certain CONSOL Energy working interest obligations as the acreage is developed. As of September 30, 2015, Hess' remaining carry obligation is \$39,705. For the nine months ended September 30, 2015 and September 30, 2014, Hess' carry payments to CNX Gas Company reduced capital expenditures by \$82,863 and \$68,081, respectively.

CNX Gas Company is party to a joint development agreement with Noble Energy, Inc. (Noble) with respect to approximately 700,000 net Marcellus Shale oil and gas acres in West Virginia and Pennsylvania, in which each party owns a 50% undivided interest. Under the agreement, as amended, Noble Energy is obligated to pay a total of approximately \$1,846,000 in the form of a one-third drilling carry of certain of CONSOL Energy's working interest obligations as the property is developed, subject to certain limitations. These limitations include the suspension of the carry if average Henry Hub natural gas prices are below \$4.00 per million British thermal units (MMbtu) for three consecutive months. The carry was in effect from March 1, 2014, and remained in effect until November 1, 2014 when average natural gas prices fell below \$4.00/MMbtu for three consecutive months. The carry continues to be suspended. Restrictions also include a \$400,000 annual maximum on Noble Energy's carried cost obligation. As of September 30, 2015, Noble Energy's remaining carry obligation is \$1,624,448. For the nine months ended September 30, 2015 and September 30, 2014, Noble's carry payments to CNX Gas Company reduced capital expenditures by \$25,578 and \$103,044, respectively.

NOTE 10—SHORT-TERM NOTES PAYABLE:

CONSOL Energy's current senior secured credit agreement expires on June 18, 2019. The credit facility allows for up to \$2,000,000 of borrowings, which includes a \$750,000 letters of credit sub-limit. CONSOL Energy can request an additional \$500,000 increase in the aggregate borrowing limit amount.

The current facility is secured by substantially all of the assets of CONSOL Energy and certain of its subsidiaries. Fees and interest rate spreads are based on the percentage of facility utilization, measured quarterly. Availability under the facility is limited to a borrowing base, which is determined by the lenders syndication agent and approved by the

required number of lenders in good faith by calculating a value of CONSOL Energy's proved gas reserves. The Company's senior secured credit facility is currently under redetermination and CONSOL Energy expects this process to be finalized in November 2015.

The current facility contains a number of affirmative and negative covenants that limit the Company's ability to dispose of assets, make investments, purchase or redeem CONSOL Energy common stock, pay dividends, merge with another corporation and amend, modify or restate the senior unsecured notes. In May 2015, the facility was amended to allow, among other things, spinoffs, or other public equity offering transactions, in regard to subsidiaries that own metallurgical coal assets and thermal coal assets, and all arrangements, actions and transactions in connection therewith, including releases of associated entities or assets from the Credit Agreement and any liens granted under the loan documents. The Amendment also permits the incurrence of a term loan facility up to an aggregate principal amount of \$600,000 at subsidiaries of the Company that own the thermal coal assets and

the incurrence of a revolving credit facility up to an aggregate principal amount of \$300,000 at subsidiaries of the Company that own the metallurgical coal assets.

The facility also requires that CONSOL Energy maintains a minimum interest coverage ratio of 2.50 to 1.00, which is calculated as the ratio of Adjusted EBITDA to cash interest expense of CONSOL Energy and certain of its subsidiaries, measured quarterly. CONSOL Energy must also maintain a minimum current ratio of 1.00 to 1.00, which is calculated as the ratio of current assets, plus revolver availability, to current liabilities excluding borrowings under the revolver, measured quarterly. At September 30, 2015, the interest coverage ratio was 4.86 to 1.00 and the current ratio was 1.96 to 1.00. Further, the credit facility allows unlimited investments in joint ventures for the development and operation of gas gathering systems and permits CONSOL Energy to separate its E&P and coal businesses if the leverage ratio (which is, essentially, the ratio of debt to EBITDA) of the E&P business immediately after the separation would not be greater than 2.75 to 1.00. The calculation of all of the ratios above exclude CNX Coal Resources LP (CNXC).

At September 30, 2015, the \$2,000,000 facility had \$945,000 of borrowings outstanding and \$280,501 of letters of credit outstanding, leaving \$774,499 of unused capacity. At December 31, 2014, the \$2,000,000 facility had no borrowings outstanding and \$244,418 of letters of credit outstanding, leaving \$1,755,582 of unused capacity.

NOTE 11—LONG-TERM DEBT:

	September 30, 2015	December 31, 2014
Debt:		
Senior notes due April 2022 at 5.875%, including amortization of bond premium	\$ 1,855,840	\$ 1,856,506
Senior notes due April 2023 at 8.00%, including amortization of bond discount	493,213	—
Revolving Credit Facility - CNX Coal Resources LP	180,000	—
MEDCO revenue bonds in series due September 2025 at 5.75%	102,865	102,865
Senior notes due April 2020 at 8.25%, issued at par value	74,470	1,014,800
Senior notes due March 2021 at 6.375%, issued at par value	20,611	250,000
Advance royalty commitments (7.91% weighted average interest rate for September 30, 2015 and December 31, 2014)	13,470	13,473
Other long-term note maturing in 2018 (total value of \$3,440 and \$4,473 less unamortized discount of \$397 and \$643 at September 30, 2015 and December 31, 2014, respectively)	3,043	3,830
	2,743,512	3,241,474
Less amounts due in one year *	4,221	5,052
Long-Term Debt	\$2,739,291	\$3,236,422

* Excludes current portion of Capital Lease Obligations of \$8,192 and \$7,964 at September 30, 2015 and December 31, 2014, respectively.

Accrued interest related to Long-Term Debt of \$73,902 and \$51,159 was included in Other Accrued Liabilities in the Consolidated Balance Sheets at September 30, 2015 and December 31, 2014, respectively.

On March 30, 2015, CONSOL Energy closed on the private placement of \$500,000 of 8.00% senior notes due 2023 (the "Notes") less \$7,240 of unamortized bond discount. The Notes are guaranteed by substantially all of CONSOL Energy's wholly-owned domestic restricted subsidiaries. CONSOL Energy used the net proceeds of the sale of the Notes, together with borrowings under its revolving credit facility, to purchase \$937,822 of its outstanding 8.25% senior notes due 2020 and \$229,176 of its outstanding 6.375% senior notes due 2021. As part of this transaction, \$67,734 was included in Loss on Debt Extinguishment on the Consolidated Statements of Income.

On April 7, 2015, CONSOL Energy purchased \$2,508 of its outstanding 8.25% senior notes due 2020 and \$213 of its outstanding 6.375% senior notes due 2021. As part of this transaction, \$17 was included in Loss on Debt Extinguishment on the Consolidated Statements of Income.

On July 7, 2015, CNXC, a consolidated subsidiary of CONSOL Energy, entered into a Credit Agreement for a \$400,000 revolving credit facility. As of September 30, 2015, CNXC had \$180,000 of borrowings outstanding on the facility. CONSOL Energy is not a guarantor of CNXC's revolving credit facility. See Note 17 - Related Party Transactions for more information.

On April 16, 2014, CONSOL Energy purchased all the 8.00% senior notes that were due in 2017 at an average premium of 1.04%. As part of this transaction, \$74,277 was included in Loss on Debt Extinguishment on the Consolidated Statements of Income.

On August 12, 2014, CONSOL Energy closed on an additional \$250,000 of its 5.875% senior notes due 2022 at a price equal to 102.75% of the principal amount of the additional notes. CONSOL Energy used \$235,200 of the net proceeds of the sale of the additional notes to purchase a portion of the outstanding 8.25% senior notes due in 2020.

NOTE 12—COMMITMENTS AND CONTINGENT LIABILITIES:

CONSOL Energy and its subsidiaries are subject to various lawsuits and claims with respect to such matters as personal injury, wrongful death, damage to property, exposure to hazardous substances, governmental regulations including environmental remediation, employment and contract disputes and other claims and actions arising out of the normal course of business. We accrue the estimated loss for these lawsuits and claims when the loss is probable and can be estimated. Our current estimated accruals related to these pending claims, individually and in the aggregate, are immaterial to the financial position, results of operations or cash flows of CONSOL Energy. It is possible that the aggregate loss in the future with respect to these lawsuits and claims could ultimately be material to the financial position, results of operations or cash flows of CONSOL Energy; however, such amounts cannot be reasonably estimated. The amount claimed against CONSOL Energy is disclosed below when an amount is expressly stated in the lawsuit or claim, which is not often the case. The maximum aggregate amount claimed in those lawsuits and claims, regardless of probability, where a claim is expressly stated or can be estimated, exceeds the aggregate amounts accrued for all lawsuits and claims by approximately \$641,513.

The following lawsuits and claims include those for which a loss is probable and an accrual has been recognized:

Hale Litigation: This class action lawsuit was filed on September 23, 2010 in the U.S. District Court in Abingdon, Virginia. The putative class consists of forced-pooled unleased gas owners whose ownership of the coalbed methane (CBM) gas was declared to be in conflict with rights of others. The lawsuit seeks a judicial declaration of ownership of the CBM and damages based on allegations CNX Gas Company failed to either pay royalties due to conflicting claimants, or deemed lessors or paid them less than required because of the alleged practice of improper below market sales and/or taking alleged improper post-production deductions. On September 30, 2013, the District Judge entered an Order certifying the class, and CNX Gas Company appealed the Order to the U.S. Fourth Circuit Court of Appeals. On August 19, 2014, the Fourth Circuit agreed with CNX Gas Company, reversed the Order certifying the class and remanded the case to the trial court for further proceedings consistent with the decision. On April 23, 2015, Plaintiffs filed a Renewed Motion for Class Certification, and on June 23, 2015 CNX Gas Company filed its Opposition to same. The Court held a hearing on the Renewed Motion on September 18, 2015. The Court took the Motion under advisement and has not yet issued a ruling. CONSOL Energy continues to believe this action cannot properly proceed as a class action in any form, believes the case has meritorious defenses, and intends to defend it vigorously. The Company has established an accrual to cover its estimated liability for this case. This accrual is immaterial to the overall financial position of CONSOL Energy and is included in Other Accrued Liabilities on the Consolidated Balance Sheets.

Addison Litigation: This class action lawsuit was filed on April 28, 2010 in the United States District Court in Abingdon, Virginia. The putative class consists of gas lessors whose gas ownership is in conflict. The lawsuit seeks a judicial declaration of ownership of the CBM and damages based on the allegations that CNX Gas Company failed to either pay royalties due these conflicting claimant lessors or paid them less than required because of the alleged practice of improper below market sales and/or taking alleged improper post-production deductions. On September 30, 2013, the District Judge entered an Order certifying the class, and CNX Gas Company appealed the Order to the U.S. Court of Appeals for the Fourth Circuit. On August 19, 2014, the Fourth Circuit agreed with CNX Gas Company,

reversed the Order certifying the class and remanded the case to the trial court for further proceedings consistent with the decision. On April 23, 2015, Plaintiffs filed a Renewed Motion for Class Certification, and on June 23, 2015 CNX Gas Company filed its Opposition to same. The Court held a hearing on the Renewed Motion on September 18, 2015. The Court took the Motion under advisement and has not yet issued a ruling. CONSOL Energy continues to believe this action cannot properly proceed as a class action in any form, believes the case has meritorious defenses, and intends to defend it vigorously. The Company has established an accrual to cover its estimated liability for this case. This accrual is immaterial to the overall financial position of CONSOL Energy and is included in Other Accrued Liabilities on the Consolidated Balance Sheets.

Clean Water Act - Bailey Mine: The Company received from the U.S. EPA on April 8, 2011, a request for information relating to National Pollutant Discharge Element System (NPDES) Permit compliance at the Company's Bailey and Enlow Fork Mines. In response, Consol Pennsylvania Coal Company submitted water discharge monitoring and other data to the EPA related to the coal refuse disposal area. In early 2013, the case was referred to the U.S. Department of Justice (DOJ), and Pennsylvania Department of Environmental Protection (PA DEP) also became involved. On December 18, 2014, the DOJ provided the Company a proposed

Consent Decree to resolve certain Clean Water Act and Clean Streams Law claims against CONSOL Energy, Inc. and Consol Pennsylvania Coal Company with respect to the Bailey Mine Complex. The parties continue to negotiate the terms of the proposed Consent Decree. The Company has established an accrual to cover its estimated liability in this matter. This accrual is immaterial to the overall financial position of CONSOL Energy and is included in Other Accrued Liabilities on the Consolidated Balance Sheets.

The following royalty and land rights lawsuits and claims include those for which a loss is reasonably possible, but not probable, and accordingly, an accrual may not have been recognized. These claims are influenced by many factors which prevent the estimation of a range of potential loss. These factors include, but are not limited to, generalized allegations of unspecified damages (such as improper deductions), discovery having not commenced or not having been completed, unavailability of expert reports on damages and non-monetary issues being tried. For example, in instances where a gas lease termination is sought, damages would depend on speculation as to if and when the gas production would otherwise have occurred, how many wells would have been drilled on the lease premises, what their production would be, what the cost of production would be, and what the price of gas would be during the production period. An estimate is calculated, if applicable, when sufficient information becomes available.

Virginia Mine Void Litigation: The Company is currently defending four lawsuits naming Consolidation Coal Company (CCC), Island Creek Coal Company (ICCC), CNX Gas Company, and/or CONSOL Energy. All of the lawsuits are pending in the U.S. District Court for the Western District of Virginia. The Complaints seek damages and injunctive relief in connection with the transfer of water from mining activities at Buchanan Mine into void spaces in inactive ICCC mines adjacent to the Buchanan operations, voids ostensibly underlying plaintiffs' properties. While some of the plaintiffs have an ownership interest in the coal, others have some interest in one or more of the fee, surface, coal, oil/gas or other mineral estates. The suits allege the water storage precludes access to and has damaged coal, impeded coalbed methane gas production and was made without compensation to the property owners. Plaintiffs seek recovery in tort, contract and trespass *assumpsit* (quasi-contract). The suits each seek damages between \$50,000 and in excess of \$100,000 plus punitive damages. On October 26, 2015, the Court granted summary judgment in favor of CONSOL Energy in two of the four cases upon its finding that the applicable statute of limitations barred each of the causes of action asserted by the plaintiffs. The Company intends to vigorously defend the remaining two suits.

Kennedy Litigation: The Company is a party to a case filed on March 26, 2008 captioned Earl Kennedy (and others) v. CNX Gas Company and CONSOL Energy in the Court of Common Pleas of Greene County, Pennsylvania. The lawsuit alleges that CNX Gas Company and CONSOL Energy trespassed and converted gas and other minerals allegedly belonging to the plaintiffs in connection with wells drilled by CNX Gas Company. The complaint, as amended, seeks injunctive relief, including removing CNX Gas Company from the property, and compensatory damages of \$20,000. The suit also sought to overturn existing law as to the ownership of coalbed methane in Pennsylvania, but that claim was dismissed by the court. The suit further sought a determination that the Pittsburgh No. 8 coal seam does not include the "roof/rider" coal. The court held a bench trial on the "roof/rider" coal issue in November 2011 and ruled in favor of CNX Gas Company and CONSOL Energy. On March 3, 2014, the Company won summary judgment on Counts 1 through 10 of the Amended Complaint, each relating to the alleged trespass of horizontal CBM wells into strata other than the Pittsburgh 8 Seam. The last remaining Count, seeking to quiet title to approximately 40 acres of Pittsburgh Seam coal, was nonsuited by Plaintiffs, without prejudice, on March 26, 2014. Plaintiffs filed Notices of Appeal with the Pennsylvania Superior Court. On April 22, 2015, the Superior Court issued its decision, affirming each of the orders and judgments entered in favor of CONSOL Energy by the trial court. Plaintiffs have filed a Petition for Allowance of Appeal with the Pennsylvania Supreme Court, which has not yet decided whether to grant the appeal.

Rowland Litigation: Rowland Land Company filed a complaint in May 2011 against CONSOL Energy, CNX Gas Company, Dominion Resources Inc., and EQT Production Company (EQT) in Raleigh County Circuit Court, West Virginia. Rowland is the lessor on a 33,000 acre oil and gas lease in southern West Virginia. EQT was the original lessee, but farmed out the development of the lease to Dominion Resources in exchange for an overriding royalty.

Dominion Resources sold the indirect subsidiary that held the lease to a subsidiary of CONSOL Energy on April 30, 2010. Subsequent to that acquisition, the subsidiary that held the lease was merged into CNX Gas Company as part of an internal reorganization. Rowland alleges that (i) Dominion Resources' sale of the subsidiary to CONSOL Energy was a change in control that required its consent under the terms of the farmout agreement and lease, and/or (ii) the subsequent merger of the subsidiary into CNX Gas Company was an assignment that required its consent under the lease. The parties have reached a settlement in principle of this matter, which will be dismissed with prejudice.

At September 30, 2015, CONSOL Energy has provided the following financial guarantees, unconditional purchase obligations and letters of credit to certain third parties, as described by major category in the following table. These amounts represent the maximum potential total of future payments that the Company could be required to make under these instruments. These amounts have not been reduced for potential recoveries under recourse or collateralization provisions. Generally, recoveries under reclamation bonds would be limited to the extent of the work performed at the time of the default. No amounts related to these financial guarantees and letters of credit are recorded as liabilities in the financial statements. CONSOL Energy management believes that these guarantees will expire without being funded, and therefore the commitments will not have a material adverse effect on financial condition.

	Amount of Commitment Expiration Per Period				
	Total Amounts Committed	Less Than 1 Year	1-3 Years	3-5 Years	Beyond 5 Years
Letters of Credit:					
Employee-Related	\$88,632	\$27,434	\$61,198	\$—	\$—
Environmental	4,786	3,058	1,728	—	—
Other	187,082	38,758	148,324	—	—
Total Letters of Credit	280,500	69,250	211,250	—	—
Surety Bonds:					
Employee-Related	114,678	114,678	—	—	—
Environmental	543,778	542,932	846	—	—
Other	24,323	24,318	4	1	—
Total Surety Bonds	682,779	681,928	850	1	—
Guarantees:					
Coal	58,450	50,100	8,350	—	—
Other	78,153	40,858	15,140	12,484	9,671
Total Guarantees	136,603	90,958	23,490	12,484	9,671
Total Commitments	\$1,099,882	\$842,136	\$235,590	\$12,485	\$9,671

Included in the above table are commitments and guarantees entered into in conjunction with the sale of Consolidation Coal Company and certain of its subsidiaries, which contain all five of its longwall coal mines in West Virginia, and its river operations to a subsidiary of Murray Energy Corporation (Murray Energy). As part of the sales agreement, CONSOL Energy has guaranteed certain equipment lease obligations and coal sales agreements that were assumed by Murray Energy. In the event that Murray Energy would default on the obligations defined in the agreements, CONSOL Energy would be required to perform under the guarantees. If CONSOL Energy would be required to perform, the stock purchase agreement provides various recourse actions. At September 30, 2015, and December 31, 2014, the fair value of these guarantees were \$1,195 and \$1,275, respectively, and are included in Other Accrued Liabilities on the Consolidated Balance Sheets. The fair value of certain of the guarantees was determined using CONSOL Energy's risk-adjusted interest rate. Significant increases or decreases in the risk-adjusted interest rates may result in a significantly higher or lower fair value measurement. Coal sales agreement guarantees were valued based on an evaluation of coal market pricing compared to contracted sales price and includes an adjustment for nonperformance risk. No other amounts related to financial guarantees and letters of credit are recorded as liabilities in the financial statements. Significant judgment is required in determining the fair value of these guarantees. The guarantees of the leases and sales agreements are classified within Level 3 of the fair value hierarchy.

CONSOL Energy regularly evaluates the likelihood of default for all guarantees based on an expected loss analysis and records the fair value, if any, of its guarantees as an obligation in the consolidated financial statements. CONSOL Energy and CNX Gas Company enter into long-term unconditional purchase obligations to procure major equipment purchases, natural gas firm transportation, gas drilling services and other operating goods and services. These purchase obligations are not recorded on the Consolidated Balance Sheets. As of September 30, 2015, the purchase obligations for each of the next five years and beyond were as follows:

Obligations Due	Amount
Less than 1 year	\$207,816
1 - 3 years	278,404
3 - 5 years	190,761
More than 5 years	553,266
Total Purchase Obligations	\$1,230,247

NOTE 13—DERIVATIVE INSTRUMENTS:

CONSOL Energy enters into financial derivative instruments to manage its exposure to commodity price volatility. CONSOL Energy de-designated all of its cash flow hedges on December 31, 2014 and accounts for all existing and future gas commodity hedges on a mark-to-market basis with changes in fair value recorded in current period earnings. In connection with this change, CONSOL Energy froze the balances recorded in Accumulated Other Comprehensive Income at December 31, 2014 and will reclassify balances to earnings as the underlying physical transactions occur, unless it is no longer probable that the physical transaction will occur at which time the related gains deferred in Other Comprehensive Income (OCI) will be immediately recorded in earnings.

CONSOL Energy is exposed to credit risk in the event of non-performance by counterparties. The creditworthiness of counterparties is subject to continuing review. The Company has not experienced any issues of non-performance by derivative counterparties.

None of the Company's counterparty master agreements currently require CONSOL Energy to post collateral for any of its hedges. However, as stated in the counterparty master agreements, if CONSOL Energy's obligations with one of its counterparties cease to be secured on the same basis as similar obligations with the other lenders under the credit facility, CONSOL Energy would have to post collateral for instruments in a liabilities position in excess of defined thresholds. All of the Company's derivative instruments are subject to master netting arrangements with our counterparties. CONSOL Energy recognizes all financial derivative instruments as either assets or liabilities at fair value on the Consolidated Balance Sheets on a gross basis by counterparty.

Each of CONSOL Energy's counterparty master agreements allows, in the event of default, the ability to elect early termination of outstanding contracts. If early termination is elected, CONSOL Energy and the applicable counterparty would net settle all open hedge positions.

CONSOL Energy's commodity derivative instruments accounted for a total notional amount of production of 367.9 Bcf at September 30, 2015 and are forecasted to settle through 2018. At December 31, 2014, the commodity derivative instruments accounted for a total notional amount of production of 215.9 Bcf. At September 30, 2015, the basis only swaps were for notional amounts of 75.3 Bcf and are forecasted to settle through 2016. At December 31, 2014, the basis only swaps were for notional amounts of 10.6 Bcf.

The gross fair value of CONSOL Energy's derivative instruments at September 30, 2015 and December 31, 2014 were as follows:

	Asset Derivative Instruments		Liability Derivative Instruments	
	September 30, 2015	December 31, 2014	September 30, 2015	December 31, 2014
Commodity Derivative Instruments				
Prepaid Expense	\$181,744	\$123,676	Other Liabilities	\$888
Other Assets	52,666	68,656	Other Accrued Liabilities	—
Total Asset:	\$234,410	\$192,332	Total Liability:	\$8,048
Basis Only Swaps				
Prepaid Expense	\$6,250	\$1,064	Other Liabilities	\$1,628
Other Assets	447	—	Other Accrued Liabilities	—
Total Asset:	\$6,697	\$1,064	Total Liability:	\$1,628

The change in the fair value of the Company's commodity derivative instruments resulted in a gain of \$102,771 being recorded in Unrealized Gain on Commodity Derivative Instruments on the Consolidated Statements of Income for the three months ended September 30, 2015. No gain or loss was recorded for the three months ended September 30, 2014. A gain of \$137,032 was recorded to Unrealized Gain on Commodity Derivative Instruments on the Consolidated Statements of Income for the nine months ended September 30, 2015. No gain or loss was recorded for the nine months ended September 30, 2014.

The basis only swaps resulted in a loss of \$3,634 being recorded in Unrealized Gain on Commodity Derivative Instruments on the Consolidated Statements of Income for the three months ended September 30, 2015. No gain or loss was recorded for the

three months ended September 30, 2014. A loss of \$2,827 was recorded to Unrealized Gain on Commodity Derivative Instruments on the Consolidated Statements of Income for the nine months ended September 30, 2015. No gain or loss was recorded for the nine months ended September 30, 2014.

The derivative instruments in which CONSOL Energy discontinued cash flow hedging had an effect on the Consolidated Statements of Income and the Consolidated Statements of Stockholders' Equity, net of tax, were as follows:

	For the Three Months Ended September 30,	
	2015	2014
Natural Gas Price Swaps and Options		
Beginning Balance – Accumulated OCI	\$81,403	\$6,574
Gain/(Loss) recognized in Accumulated OCI	—	39,151
Amounts reclassified from Accumulated OCI (Net of tax: \$11,807, \$12,084)	20,602	19,510
Ending Balance – Accumulated OCI	\$60,801	\$26,215
Gain recognized in Outside Sales for ineffectiveness *	\$—	\$1,850
	For the Nine Months Ended September 30,	
	2015	2014
Natural Gas Price Swaps and Options		
Beginning Balance – Accumulated OCI	\$121,521	\$42,493
Gain/(Loss) recognized in Accumulated OCI	—	(20,032)
Amounts reclassified from Accumulated OCI (Net of tax: \$35,123, (\$5,509))	60,720	(3,754)
Ending Balance – Accumulated OCI	\$60,801	\$26,215
Gain recognized in Outside Sales for ineffectiveness *	\$—	\$2,713

* No amounts were excluded from effectiveness testing of cash flow hedges.

CONSOL Energy expects to reclassify an additional \$17,331, net of tax of \$9,931, out of Accumulated Other Comprehensive Income over the remaining period ended December 31, 2015.

NOTE 14—FAIR VALUE OF FINANCIAL INSTRUMENTS:

CONSOL Energy determines the fair value of assets and liabilities based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. The fair values are based on assumptions that market participants would use when pricing an asset or liability, including assumptions about risk and the risks inherent in valuation techniques and the inputs to valuations. The fair value hierarchy is based on whether the inputs to valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources (including NYMEX forward curves, LIBOR-based discount rates and basis forward curves), while unobservable inputs reflect the Company's own assumptions of what market participants would use.

The fair value hierarchy includes three levels of inputs that may be used to measure fair value as described below:

Level One - Quoted prices for identical instruments in active markets.

Level Two - The fair value of the assets and liabilities included in Level Two are based on standard industry income approach models that use significant observable inputs, including NYMEX forward curves, LIBOR-based discount rates and basis forward curves.

Level Three - Unobservable inputs significant to the fair value measurement supported by little or no market activity. The significant unobservable inputs used in the fair value measurement of the Company's third party guarantees are the credit risk of the third party, and the third party surety bond markets. A significant increase or decrease in these values, in isolation, would have a directionally similar effect resulting in higher or lower fair value measurement of

the Company's Level Three guarantees.

23

In those cases when the inputs used to measure fair value meet the definition of more than one level of the fair value hierarchy, the lowest level input that is significant to the fair value measurement in its totality determines the applicable level in the fair value hierarchy.

The financial instruments measured at fair value on a recurring basis are summarized below:

Description	Fair Value Measurements at September 30, 2015			Fair Value Measurements at December 31, 2014		
	(Level 1)	(Level 2)	(Level 3)	(Level 1)	(Level 2)	(Level 3)
Gas Derivatives	\$—	\$231,431	\$—	\$—	\$193,069	\$—
Murray Energy Guarantees	\$—	\$—	\$1,195	\$—	\$—	\$1,275

The following methods and assumptions were used to estimate the fair value for which the fair value option was not elected:

Cash and cash equivalents: The carrying amount reported in the Consolidated Balance Sheets for cash and cash equivalents approximates its fair value due to the short-term maturity of these instruments.

Short-term notes payable: The carrying amount reported in the Consolidated Balance Sheets for short-term notes payable approximates its fair value due to the short-term maturity of these instruments.

Long-term debt: The fair value of long-term debt is measured using unadjusted quoted market prices or estimated using discounted cash flow analyses. The discounted cash flow analyses are based on current market rates for instruments with similar cash flows.

The carrying amounts and fair values of financial instruments for which the fair value option was not elected are as follows:

	September 30, 2015		December 31, 2014	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash and Cash Equivalents	\$83,019	\$83,019	\$176,989	\$176,989
Short-Term Notes Payable	\$(945,000)	\$(945,000)	\$—	\$—
Long-Term Debt	\$(2,743,512)	\$(1,938,413)	\$(3,241,474)	\$(3,169,154)

Cash and cash equivalents represent highly-liquid instruments and constitute Level 1 fair value measurements. Certain of the Company's debt is actively traded on a public market and, as a result, constitute Level 1 fair value measurements. The portion of the Company's debt obligations that are not actively traded are valued through reference to the applicable underlying benchmark rate and, as a result, constitute Level 2 fair value measurements.

NOTE 15—SEGMENT INFORMATION:

CONSOL Energy consists of two principal business divisions: Exploration and Production (E&P) and Coal. The principal activity of the E&P division, which includes four reportable segments, is to produce pipeline quality natural gas for sale primarily to gas wholesalers. The E&P division's reportable segments are Marcellus, Utica, Coalbed Methane, and Other Gas. The Other Gas segment is primarily related to shallow oil and gas production as well as Upper Devonian Shale, and includes the Company's purchased gas activities and general and administrative activities, as well as various other activities assigned to the E&P division but not allocated to each individual well type.

The principal activities of the Coal division, which includes three reportable segments, are mining, preparation and marketing of thermal coal, sold primarily to power generators, and metallurgical coal, sold to metal and coke producers. The Coal division's reportable segments are Pennsylvania (PA) Operations, Virginia (VA) Operations, and Other Coal. Each of these reportable segments includes a number of operating segments (individual mines). For the three and nine months ended September 30, 2015, the PA Operations aggregated segment includes the following mines: Bailey Mine, Enlow Fork Mine, and Harvey Mine and the corresponding preparation plant facilities. For the three and nine months ended September 30, 2015, the VA Operations aggregated segment includes the Buchanan Mine and the corresponding preparation plant facilities. For the three and nine months ended September 30, 2015, the Other Coal segment includes the Miller Creek Complex, coal terminal operations, the Company's purchased coal activities, idled mine activities and general and administrative activities, as well as various other activities assigned to the Coal division but not allocated to each individual mine.

CONSOL Energy's All Other division includes expenses from various other corporate activities that are not allocated to the E&P or Coal divisions.

In the preparation of the following information, intersegment sales have been recorded at amounts approximating market. Operating profit for each segment is based on sales less identifiable operating and non-operating expenses. Assets are reflected at the division level for E&P and are not allocated between each individual E&P segment. These assets are not allocated to each individual segment due to the diverse asset base controlled by CONSOL Energy, whereby each individual asset may service more than one segment within the division. An allocation of such asset base would not be meaningful or representative on a segment by segment basis.

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Industry segment results for the three months ended September 30, 2015 are:

	Marcellus Shale	Utica Shale	Coalbed Methane	Other Gas	Total E&P	PA Operations	VA Operations	Other Coal	Total Coal	All Other
Sales—outside	\$96,941	\$21,572	\$63,145	\$20,349	\$202,007	\$323,171	\$48,795	\$31,636	\$403,602	\$—
Other outside sales	—	—	—	—	—	—	—	5,129	5,129	—
Sales—purchased gas	—	—	—	2,535	2,535	—	—	—	—	—
Sales—production royalty interests	—	—	—	11,545	11,545	—	—	—	—	—
Freight—outside—	—	—	—	—	—	1,211	50	1,958	3,219	—
Intersegment transfers	—	—	298	—	298	—	—	—	—	—
Total Sales and Freight (Loss)	\$96,941	\$21,572	\$63,443	\$34,429	\$216,385	\$324,382	\$48,845	\$38,723	\$411,950	\$—
Earnings Before Income Taxes	\$(18,444)	\$(11,230)	\$8,857	\$71,004	\$50,187	\$132,328	\$16,037	\$45,295	\$193,660	\$(13,888)
Segment assets					\$6,843,935	\$2,142,696	\$409,746	\$1,324,081	\$3,876,523	\$204,630
Depreciation, depletion and amortization					\$89,742	\$42,463	\$11,801	\$8,978	\$63,242	\$5
Capital expenditures					\$209,560	\$34,544	\$9,895	\$3,892	\$48,331	\$1,480

(A) Included in the Coal segment are sales of \$73,999 to Xcoal Energy & Resources and sales of \$103,230 to Duke Energy, each comprising over 10% of sales.

(B) Includes equity in earnings of unconsolidated affiliates of \$13,467 and \$2,121 for E&P and Coal, respectively.

(C) Includes investments in unconsolidated equity affiliates of \$205,987 and \$4,105 for E&P and Coal, respectively.

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Industry segment results for the three months ended September 30, 2014 are:

	Marcellus Shale	Utica	Coalbed Methane	Other Gas	Total E&P	PA Operations	VA Operations	Other Coal	Total Coal	All Other
Sales—outside	\$ 109,850	\$ 35,846	\$ 82,914	\$ 28,748	\$ 257,358	\$ 379,641	\$ 70,931	\$ 33,388	\$ 483,960	\$—
Other outside sales	—	—	—	—	—	—	—	8,175	8,175	65,498
Sales—purchased gas	—	—	—	1,205	1,205	—	—	—	—	—
Sales—production royalty interests	—	—	—	17,610	17,610	—	—	—	—	—
Freight—outside	—	—	—	—	—	779	102	1,616	2,497	—
Intersegment transfers	—	—	485	—	485	—	—	—	—	23,065
Total Sales and Freight	\$ 109,850	\$ 35,846	\$ 83,399	\$ 47,563	\$ 276,658	\$ 380,420	\$ 71,033	\$ 43,179	\$ 494,632	\$ 88,563
Earnings (Loss) Before Income Taxes	\$ 27,328	\$ 19,776	\$ 19,790	\$ (29,209)	\$ 37,685	\$ 71,623	\$ 3,397	\$ (21,212)	\$ 53,808	\$ 1,085
Segment assets					\$ 6,901,696	\$ 2,085,130	\$ 363,695	\$ 1,770,695	\$ 4,219,520	\$ 195,350
Depreciation, depletion and amortization					\$ 82,538					