Spectra Energy Corp Spectra Energy Partners, LP Definitions of Non-GAAP Financial Measures and Supplemental Reconciliations

Ongoing Net Income from Controlling Interests

Ongoing net income from controlling interests, a non-GAAP financial measure, represents net income from controlling interests, excluding special items. Special items represent certain charges and credits which management believes will not be recurring on a regular basis. The most directly comparable GAAP measure for ongoing net income from controlling interests is reported net income from controlling interests.

Ongoing Diluted Earnings-Per-Share (EPS)

Ongoing diluted EPS, a non-GAAP financial measure, represents diluted EPS excluding the per-share effect of special items. The most directly comparable GAAP measure for ongoing EPS is reported diluted EPS.

EBITDA

EBITDA, a non-GAAP financial measure, represents earnings from continuing operations before interest, taxes, depreciation and amortization. The most directly comparable GAAP measure for EBITDA is net income.

Ongoing EBITDA

Ongoing EBITDA, a non-GAAP financial measure, represents EBITDA, excluding special items. The most directly comparable GAAP measure for ongoing EBITDA is net income.

Ongoing Segment EBITDA and Ongoing Other EBITDA

Ongoing segment EBITDA and Ongoing other EBITDA, non-GAAP financial measures, represent reported segment EBITDA and reported other EBITDA, excluding special items. The most directly comparable GAAP measures for ongoing segment EBITDA and ongoing other EBITDA are reported segment EBITDA and reported other EBITDA.

DCP Midstream's Stand-Alone Adjusted EBITDA

Adjusted EBITDA, a non-GAAP financial measure, represents net income or loss less interest income, non-cash commodity derivative gains, plus interest expense, income tax expense, depreciation and amortization expense, non-cash commodity derivative losses, and certain other non-cash charges. The commodity derivative non-cash losses and gains result from the marking to market of certain financial derivatives used by us for risk management purposes that we do not account for under the hedge method of accounting. These non-cash losses or gains may or may not be realized in future periods when the derivative contracts are settled, due to fluctuating commodity prices.

Distributable Cash Flow (DCF)

DCF, a non-GAAP financial measure, represents the cash generation capabilities of the company to support dividend/distribution growth. We define it as EBITDA plus distributions from equity investments, less earnings from equity investment, equity AFUDC, interest expense, cash effect of income taxes, distributions to non-controlling interests, maintenance capital expenditure and certain other non-cash items affecting net income. The most directly comparable GAAP measure for DCF is net income.

Ongoing DCF

Ongoing DCF, a non-GAAP financial measure, represents DCF, excluding the cash effect of special items. The most directly comparable GAAP measure for ongoing DCF is net income.

DCF Coverage

DCF coverage, a non-GAAP financial measure, represents DCF, divided by dividends/distributions declared on common stock/partnership units. The most directly comparable GAAP measure for DCF coverage is reported EPS/ Earnings-Per-Unit (EPU).

Spectra Energy Corp Reported to Ongoing Earnings Reconciliation December 2015 Quarter-to-Date

(Unaudited)

(In millions, except per-share amounts)

SEGMENT EARNINGS BEFORE INTEREST, TAXES, AND DEPRECIATION AND AMORTIZATION		Reported Earnings		Special Items		ngoing arnings	
Spectra Energy Partners	_ \$	484	\$	_	\$	484	
Distribution		113				113	
Western Canada Transmission & Processing		109		14	A	123	
Field Services		(208)		172	В	(36)	
Total Reportable Segment EBITDA		498		186		684	
Other		(345)		333	С	(12)	
Total Reportable Segment and Other EBITDA	\$	153	\$	519	\$	672	
EARNINGS	<u> </u>						
Total Reportable Segment EBITDA and Other EBITDA	\$	153	\$	519	\$	672	
Depreciation and Amortization		(190)				(190)	
Interest Expense		(156)		1	D	(155)	
Interest Income and Other		2				2	
Income Tax (Expense) Benefit		3		(68)		(65)	
Total Net Income		(188)		452		264	
Total Net Income - Noncontrolling Interests		(75)				(75)	
Total Net Income - Controlling Interests	\$	(263)	\$	452	\$	189	
EARNINGS (LOSS) PER SHARE, BASIC	\$	(0.39)	\$	0.67	\$	0.28	
EARNINGS (LOSS) PER SHARE, DILUTED	\$	(0.39)	\$	0.67	\$	0.28	

- A Overhead reduction costs and non-cash asset impairment.
- B Overhead reduction costs, non-cash asset impairments and write-offs.
- C Non-cash goodwill impairments associated with the Westcoast acquisition in 2002.
- D Net write-off of regulatory assets and liabilities at Ozark Gas Transmission due to discontinuance of regulatory accounting.

Weighted Average Shares (reported and ongoing) - in millions

Basic	671
Diluted	673

Spectra Energy Corp

Reported to Ongoing Earnings Reconciliation December 2015 Year-to-date

(Unaudited)

(In millions, except per-share amounts)

SEGMENT EARNINGS BEFORE INTEREST, TAXES, AND DEPRECIATION AND AMORTIZATION		Reported Earnings		pecial tems		Ongoing Earnings
Spectra Energy Partners	」 \$	1,905	\$	9	A \$	1,914
Distribution		473				473
Western Canada Transmission & Processing		491		25	В	516
Field Services		(461)		355	C	(106)
Total Reportable Segment EBITDA		2,408		389	· <u> </u>	2,797
Other		(384)		333	D	(51)
Total Reportable Segment and Other EBITDA	\$	2,024	\$	722	\$	2,746
EARNINGS]					
Total Reportable Segment EBITDA and Other EBITDA Depreciation and Amortization Interest Expense	\$	2,024 (764) (636)	\$	722 —	\$ E	2,746 (764) (635)
Interest Income and Other Income Tax Expense Total Net Income		(3) (161) 460		(143) 580		(3) (304) 1,040
Total Net Income - Noncontrolling Interests		(264)		(1)		(265)
Total Net Income - Controlling Interests	\$	196	\$	579	\$	775
EARNINGS PER SHARE, BASIC	\$	0.29	\$	0.86	\$	1.15
EARNINGS PER SHARE, DILUTED	\$	0.29	\$	0.86	\$	1.15

- A Non-cash impairment at Ozark Gas Gathering.
- B Overhead reduction costs and non-cash asset impairment.
- C Overhead reduction costs, net gain on asset sales, and non-cash goodwill and asset impairments and write-offs.
- D Non-cash goodwill impairments associated with the Westcoast acquisition in 2002.
- E Net write-off of regulatory assets and liabilities at Ozark Gas Transmission due to discontinuance of regulatory accounting.

Weighted Average Shares (reported and ongoing) - in millions

Basic	671
Diluted	672

Spectra Energy Corp Reported to Ongoing Earnings Reconciliation December 2014 Quarter-to-date (Unaudited)

(In millions, except per-share amounts)

	C	eported/ Ingoing arnings
SEGMENT EARNINGS BEFORE INTEREST, TAXES, AND DEPRECIATION AND AMORTIZATION		
Spectra Energy Partners	\$	444
Distribution		132
Western Canada Transmission & Processing		250
Field Services		(18)
Total Reportable Segment EBITDA		808
Other		2
Total Reportable Segment and Other EBITDA	\$	810
EARNINGS		
Total Reportable Segment EBITDA and Other EBITDA Depreciation and Amortization Interest Expense Interest Income and Other Income Tax Expense Total Net Income	\$	810 (196) (158) (5) (77) 374
Total Net Income - Noncontrolling Interests		(58)
Total Net Income - Controlling Interests	\$	316
EARNINGS PER SHARE, BASIC	\$	0.47
EARNINGS PER SHARE, DILUTED	\$	0.47
Weighted Average Shares (reported and ongoing) - in millions Basic	671	
Diluted	672	

Spectra Energy Corp

Reported to Ongoing Earnings Reconciliation

December 2014 Year-to-date (Unaudited)

(In millions, except per-share amounts)

SEGMENT EARNINGS BEFORE INTEREST, TAXES, AND DEPRECIATION AND AMORTIZATION		Reported Earnings		pecial tems	Ongoing Earnings		
Spectra Energy Partners	\$	1,669	\$	_	\$	1,669	
Distribution		552				552	
Western Canada Transmission & Processing		754		_		754	
Field Services		217		12	A	229	
Total Reportable Segment EBITDA		3,192	-	12		3,204	
Other		(58)				(58)	
Total Reportable Segment and Other EBITDA	\$	3,134	\$	12	\$	3,146	
EARNINGS							
Total Reportable Segment EBITDA and Other EBITDA	\$	3,134	\$	12	\$	3,146	
Depreciation and Amortization		(796)				(796)	
Interest Expense		(679)				(679)	
Interest Income and Other		6		_		6	
Income Tax Expense		(382)		(4)		(386)	
Total Net Income		1,283		8		1,291	
Total Net Income - Noncontrolling Interests		(201)				(201)	
Total Net Income - Controlling Interests	\$	1,082	\$	8	\$	1,090	
EARNINGS PER SHARE, BASIC	<u>\$</u>	1.61	\$	0.01	\$	1.62	
EARNINGS PER SHARE, DILUTED	\$	1.61	\$	0.01	\$	1.62	

A - Loss on sales of assets and goodwill impairment.

Weighted Average Shares (reported and ongoing) - in millions

Basic	671
Diluted	672

Spectra Energy Partners, LP Reported to Ongoing Earnings Reconciliation December 2015 Quarter-to-date (Unaudited)

(In millions)

SEGMENT EARNINGS BEFORE INTEREST, TAXES, AND DEPRECIATION AND AMORTIZATION		Reported Earnings		Special Items		ngoing rnings
U.S. Transmission	\$	413	\$		\$	413
Liquids		62		_		62
Total Reportable Segment EBITDA		475				475
Other		(18)				(18)
Total Reportable Segment and other EBITDA	\$	457	\$		\$	457
EARNINGS]	_			'	
Total Reportable Segment EBITDA and Other EBITDA	\$	457	\$	_	\$	457
Depreciation and Amortization		(75)				(75)
Interest Expense		(60)		1	A	(59)
Other Income and Expenses		(1)		_		(1)
Income Tax Expense		(4)		_		(4)
Total Net Income		317		1		318
Total Net Income - Noncontrolling Interests		(13)				(13)
Total Net Income - Controlling Interests	\$	304	\$	1	\$	305

 $A - Net \ write-off \ of \ regulatory \ assets \ and \ liabilities \ at \ Ozark \ Gas \ Transmission \ due \ to \ discontinuance \ of \ regulatory \ accounting.$

Spectra Energy Partners, LP Reported to Ongoing Earnings Reconciliation December 2015 Year-to-date (Unaudited)

(In millions)

SEGMENT EARNINGS BEFORE INTEREST, TAXES, AND DEPRECIATION AND AMORTIZATION	Reported Earnings			ecial ems	Ongoing Earnings		
U.S. Transmission	\$	1,599	\$	9 A	\$	1,608	
Liquids	Ψ	283	Ψ	<i>–</i>	Ψ	283	
Total Reportable Segment EBITDA		1,882		9		1,891	
Other		(66)		_		(66)	
Total Reportable Segment and other EBITDA	\$	1,816	\$	9	\$	1,825	
EARNINGS							
Total Reportable Segment EBITDA and Other EBITDA	\$	1,816	\$	9	\$	1,825	
Depreciation and Amortization		(295)				(295)	
Interest Expense		(239)		1 B		(238)	
Other Income and Expenses		(5)				(5)	
Income Tax Expense		(12)				(12)	
Total Net Income		1,265		10		1,275	
Total Net Income - Noncontrolling Interests		(40)				(40)	
Total Net Income - Controlling Interests	\$	1,225	\$	10	\$	1,235	

A - Asset impairment at Ozark Gas Gathering.

B - Net write-off of regulatory assets and liabilities at Ozark Gas Transmission due to discontinuance of regulatory accounting.

Spectra Energy Partners, LP

Reported to Ongoing Earnings Reconciliation December 2014 Quarter-to-date

(Unaudited)

(In millions)

SEGMENT EARNINGS BEFORE INTEREST, TAXES, AND DEPRECIATION AND AMORTIZATION		Reported/ Ongoing Earnings		
U.S. Transmission	\$	369		
Liquids	*	71		
Total Reportable Segment EBITDA		440		
Other		(16)		
Total Reportable Segment and other EBITDA	\$	424		
EARNINGS				
Total Reportable Segment EBITDA and Other EBITDA	\$	424		
Depreciation and Amortization		(72)		
Interest Expense		(55)		
Other Income and Expenses		(1)		
Income Tax Expense		(6)		
Total Net Income		290		
Total Net Income - Noncontrolling Interests		(7)		
Total Net Income - Controlling Interests	\$	283		

Spectra Energy Partners, LP Reported to Ongoing Earnings Reconciliation December 2014 Year-to-date

(Unaudited) (In millions)

SEGMENT EARNINGS BEFORE INTEREST, TAXES, AND DEPRECIATION AND AMORTIZATION		Reported Earnings		Special Items		ngoing arnings
U.S. Transmission	\$	1,415	\$	_	\$	1,415
Liquids		240				240
Total Reportable Segment EBITDA		1,655				1,655
Other		(64)				(64)
Total Reportable Segment and other EBITDA	\$	1,591	\$		\$	1,591
EARNINGS						
Total Reportable Segment EBITDA and Other EBITDA	\$	1,591	\$	_	\$	1,591
Depreciation and Amortization		(288)				(288)
Interest Expense		(238)		_		(238)
Other Income and Expenses		(3)				(3)
Income Tax Expense		(35)		23 A		(12)
Total Net Income		1,027		23		1,050
Total Net Income - Noncontrolling Interests		(23)				(23)
Total Net Income - Controlling Interests	\$	1,004	\$	23	\$	1,027

A - Adjustment of federal income tax liabilities related to the dropdown.

Spectra Energy Corp Reported to Ongoing Distributable Cash Flow Reconciliation (Unaudited)

(In millions, except where noted)

	Quarter Ended December 31, 2015				Quarter Ended December 31, 2014						
	Re	ported		pecial tems	On	going	Rej	orted	Special Items		Ongoing
Net Income (Loss)	\$	(188)	\$	452	\$	264	\$	374	<u> </u>	- \$	374
Add:											
Interest expense		156				156		158	_	-	158
Income tax expense (benefit)		(3)		67		64		77	_	-	77
Depreciation and amortization		190				190		196	_	-	196
Foreign currency loss (gain)		(1)		_		(1)		5	_	-	5
Less:											
Third Party Interest Income		1				1			_	-	_
EBITDA		153		519		672		810			810
Add:											
Earnings from equity investments		4		(3)		1		(24)	_	-	(24)
Non-cash impairments at DCP		169		(169)		_			_	-	_
Distributions from equity investments		26				26		107	_	-	107
Empress non-cash items		18				18		(60)	_	-	(60)
Non-cash goodwill impairments associated with the Westcoast acquisition in 2002		333		(333)		_		_	_	_	_
Other non-cash asset impairments		7		(7)		_			_	-	
Other		(5)				(5)		(28)	_	-	(28)
Less:											
Interest expense		156				156		158	_	-	158
Equity AFUDC		38				38		20	_	-	20
Net cash paid (refund) for income taxes		49				49		(16)	_	-	(16)
Distributions to non-controlling interests		58		_		58		47	_	-	47
Maintenance capital expenditures		210		_		210		280	_	-	280
Total Distributable Cash Flow	\$	194	\$	7	\$	201	\$	316	<u> </u>	- \$	316

Spectra Energy Corp Reported to Ongoing Distributable Cash Flow Reconciliation (Unaudited)

(In millions, except where noted)

	Year Ended December 31, 2015				Year Ended December 31, 2014							
	Re	ported		pecial tems	0	ngoing	Re	ported		pecial tems	O	ngoing
Net Income	\$	460	\$	579	\$	1,039	\$	1,283	\$	8	\$	1,291
Add:												
Interest expense		636				636		679				679
Income tax expense		161		143		304		382		4		386
Depreciation and amortization		764				764		796				796
Foreign currency loss (gain)		6				6		(3)				(3)
Less:												
Third Party Interest Income		3				3		3				3
EBITDA		2,024		722		2,746		3,134		12		3,146
Add:												
Earnings from equity investments		(76)		11		(65)		(370)		(3)		(373)
Non-cash impairments at DCP		366		(366)		_		9		(9)		_
Distributions from equity investments		209				209		416		_		416
Empress non-cash items		42				42		(60)				(60)
Non-cash goodwill impairments associated with the Westcoast acquisition in 2002		333		(333)		_		_		_		_
Other non-cash asset impairments		16		(16)				_				_
Other		25				25		(19)				(19)
Less:												
Interest expense		636				636		679				679
Equity AFUDC		111				111		53				53
Net cash paid (refund) for income taxes		29				29		(8)				(8)
Distributions to non-controlling interests		198				198		175				175
Maintenance capital expenditures		691				691		751				751
Total Distributable Cash Flow	\$	1,274	\$	18	\$	1,292	\$	1,460	\$	_	\$	1,460
Dividends declared	\$	1,017			\$	1,017	\$	924			\$	924
Coverage - DCF / Dividend	Ψ	1.3x			Ψ	1.3x	Ψ	1.6x			Ψ	1.6x
Coverage - Der / Dividend		1.31				1.51		1.01				1.01

Spectra Energy Corp			
Distributable Cash Flow	2015 e	2016e	2017 e
(In millions)			
Total Reported Net Income	1,050	1,220	1,375
Add:			
Interest expense	685	700	780
Income tax expense (benefit)	295	340	380
Depreciation and amortization	810	865	930
Foreign Currency Gain & Loss	0	0	0
Less:			
Discontinued Ops	0	0	0
Third Party Interest Income	0	0	0
EBITDA	2,840	3,125	3,465
Add:			
Net Cash from Equity Investments	70	(20)	(75)
Other	55	70	50
Less:			
Interest Expense	(685)	(700)	(780)
Equity AFUDC	(125)	(130)	(105)
Cash paid for income taxes	(5)	(240)	(290)
Distributions to Non-controlling interests	(200)	(255)	(305)
Gain (Loss) on sale of other assets	0	0	0
Adjusted Maintenance capital expenditures	(745)	(730)	(740)
Total Consolidated Distributable Cash Flow	1,205	1,120	1,220
'			
SE Dividends declared	1,020	1,120	1,220
Coverage	1.2x	1.0x	1.0x

⁽e) per February 5, 2015 presentation

Spectra Energy Partners, LP Distributable Cash Flow (Unaudited)

(in millions)

	Quarters Ended December 31,			Years Ended December 31,				
	2015		2	014	2015		2014	
Net Income	\$ 3	17	\$	290	\$	1,265	\$	1,027
Add:								
Interest expense		60		55		239		238
Income tax expense		4		6		12		35
Depreciation and amortization		75		72		295		288
Foreign currency loss		1		1		6		3
Less:								
Third party interest income		-		-		1		-
EBITDA	4	57		424		1,816		1,591
								,
Add:								
Earnings from equity investments	(33)		(40)		(167)		(133)
Distributions from equity investments		24		45		207		165
Non-cash impairment on Ozark Gas Gathering		-		-		9		-
Other		4		(2)		12		8
Less:								
Interest expense		60		55		239		238
Equity AFUDC		26		13		76		33
Net cash paid for income taxes		4		1		12		6
Distributions to non-controlling interests		8		7		31		29
Maintenance capital expenditures		94		106		314		270
Total Distributable Cash Flow	\$ 2	60	\$	245	\$	1,205	\$	1,055
Distributions		_			\$	976	\$	845
Coverage Ratio						1.2x		1.2x

Spectra Energy Partners, LP Distributable Cash Flow (In millions)	2015 e	2016e	2017e
Total Reported Net Income	1,170	1,305	1,485
Add:			
Interest expense	245	270	315
Income tax expense (benefit)	15	15	20
Depreciation and amortization	295	315	340
Foreign Currency Gain & Loss	0	0	0
Less:			
Discontinued Ops	0	0	0
Third Party Interest Income	0	0	0
EBITDA	1,725	1,905	2,160
Add:			
Net Cash from Equity Investments	40	(20)	(55)
Other	10	10	10
Less:			
Interest Expense	(245)	(270)	(315)
Equity AFUDC	(90)	(90)	(55)
Cash paid for income taxes	(10)	(10)	(10)
Distributions to Non-controlling interests	(30)	(30)	(30)
Gain (Loss) on sale of other assets	0	0	0
Adjusted Maintenance capital expenditures	(290)	(300)	(295)
Total Consolidated Distributable Cash Flow	1,110	1,195	1,410
-	·	•	•
SEP Distributions declared	1,005	1,185	1,360
Coverage	1.1x	1.0x	1.0x

⁽e) per February 5, 2015 presentation

Spectra Energy Corp DCP Midstream's Stand-Alone Adjusted EBITDA Reconciliation (In millions)

	Year-Ended December 31, 2015			
Net loss attributable to members' interests	\$	(929)		
Net income attributable to noncontrolling interests		86		
Net loss		(843)		
Interest expense, net		320		
Depreciation and amortization		376		
Income tax benefit		(102)		
Asset impairments		899		
EBITDA		650		
Restructuring costs		11		
Non-recurring charges		10		
Gain on sale of assets, net		(42)		
Non cash commodity derivative activity		95		
Adjusted EBITDA	\$	724		