

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

: Chapter 11

SWIFT ENERGY USA, INC.,
a Delaware corporation,

: Case No. 15-____ (____)

Debtor.

Employer's Tax Identification No.: 20-3948212

In re

: Chapter 11

SWIFT ENERGY COMPANY,
a Texas corporation,

: Case No. 15-____ (____)

Debtor.

Employer's Tax Identification No.: 20-3940661

In re

: Chapter 11

SWIFT ENERGY INTERNATIONAL, INC.,
a Delaware corporation,

: Case No. 15-____ (____)

Debtor.

Employer's Tax Identification No.: 76-0476721

In re

: Chapter 11

SWIFT ENERGY GROUP, INC.,
a Delaware corporation,

: Case No. 15-____ (____)

Debtor.

Employer's Tax Identification No.: 20-3948150



In re : Chapter 11
: SWIFT ENERGY ALASKA, INC., : Case No. 15-____ (____)
: a Delaware corporation, :
: Debtor. :
: Employer's Tax Identification No.: 20-4576493 :
:

In re : Chapter 11
: SWIFT ENERGY OPERATING, LLC, : Case No. 15-____ (____)
: a Texas limited liability company, :
: Debtor. :
: Employer's Tax Identification No.: 20-3892961 :
:

In re : Chapter 11
: GASRS LLC, : Case No. 15-____ (____)
: a Texas limited liability company, :
: Debtor. :
: Employer's Tax Identification No.: 76-0354381 :
:

In re : Chapter 11
: SWENCO-WESTERN, LLC, : Case No. 15-____ (____)
: a Texas limited liability company, :
: Debtor. :
: Employer's Tax Identification No.: 74-2190449 :
:

2. The Debtors are an independent energy company engaged in the exploration, development, production and acquisition of oil and natural gas properties. The Debtors are headquartered in Houston, Texas. Their primary assets and operations are focused in the Eagle Ford trend of South Texas and, to a lesser extent, the onshore and inland waters of Louisiana. For the nine months ended September 30, 2015, the Debtors generated revenue of approximately \$195.7 million from net oil and gas production of 8.8 million barrels of oil equivalents (MMBoe). Crude oil represented 47% and natural gas represented 44% of the Debtors' oil and gas revenues for the nine months ended September 30, 2015 (22% and 66% of the volumes for crude oil and natural gas, respectively), with the remaining production and revenues coming from natural gas liquids (NGLs).

3. Additional information regarding the Debtors and these cases, including the Debtors' business, corporate structure, financial condition, and the reasons for and objectives of these cases, is set forth in the Declaration of Dean E. Swick in Support of First Day Pleadings (the "First Day Declaration"), filed contemporaneously herewith and incorporated herein by reference.

Relief Requested

4. The Debtors request that this Court: (i) allow the joint administration of the Debtors' chapter 11 cases; (ii) direct parties in interest to use a consolidated caption (the "Proposed Caption"), indicating that any pleading they file relates to the jointly administered bankruptcy cases of "Swift Energy Company, *et al.*" and substantially in the form annexed as Exhibit 1 to the proposed order approving this motion; and (iii) except in the bankruptcy case of Swift Energy Company, order that a docket entry be made on the docket in the chapter 11 cases of each of the Debtors substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of: Swift Energy Company; Swift Energy International, Inc.; Swift Energy Group, Inc.; Swift Energy USA, Inc.; Swift Energy Alaska, Inc.; Swift Energy Operating, LLC; GASRS LLC; SWENCO-Western, LLC; and Swift Energy Exploration Services, Inc. The docket of Swift Energy Company in Case No. 15-_____ (___) should be consulted for all matters affecting this case.

Basis for the Requested Relief

5. Bankruptcy Rule 1015(b) provides, in relevant part, "[i]f a joint petition or two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Local Rule 1015-1 states that:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration . . . supported by an affidavit, declaration or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties.

The Debtors are "affiliates," as that term is defined in section 101(2) of the Bankruptcy Code.

Accordingly, this Court is authorized to grant the relief requested. An order of joint administration relates to the routine administration of a case and may be entered by the Court in its sole discretion on an ex parte basis. See Local Rule 1015-1.

6. The joint administration of the Debtors' chapter 11 cases will permit the Clerk of the Court to utilize a single general docket for these cases and combine notices to creditors of the Debtors' respective estates and other parties in interest. Entering an order directing joint administration of the Debtors' chapter 11 cases will avoid the need for duplicative notices, motions and applications, thereby saving time and expense. Joint administration also will enable parties in interest in each of the above-captioned chapter 11 cases to be apprised of the various matters before the Court in all of these cases.

7. Furthermore, because these cases involve thousands of potential creditors, the entry of an order of joint administration will: (a) significantly reduce the volume of pleadings that otherwise would be filed with the Clerk of this Court; (b) render the completion of various administrative tasks less costly; (c) minimize the number of unnecessary delays associated with the administration of separate chapter 11 cases; and (d) protect the creditors of each of the Debtors' estates against potential conflicts of interest.

8. Additionally, because this is not a motion for the substantive consolidation of the Debtors' estates, the rights of parties in interest will not be prejudiced or otherwise affected in any way by the entry of an order directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only.

9. Pursuant to section 342(c)(1) of the Bankruptcy Code, "[i]f notice is required to be given by the debtor to a creditor . . . such notice shall contain the name, address and last 4 digits of the taxpayer identification number of the debtor." The Proposed Caption contains all of the required information and, therefore, satisfies the terms of section 342(c) of the Bankruptcy Code.

10. For the reasons set forth above, the Debtors respectfully submit that the relief requested herein is in the best interests of the Debtors, their estates, creditors and other parties in interest and, therefore, should be granted.

Consent to Jurisdiction

11. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final judgment or order with respect to this motion if it is determined that the Court would lack Article III jurisdiction to enter such final order or judgment absent consent of the parties.

Notice

12. Notice of this motion will be provided to: (a) the Office of the United States Trustee for the District of Delaware; (b) the Debtors' largest unsecured creditors on a consolidated basis, as identified in their chapter 11 petitions; (c) Kirkland & Ellis LLP, as counsel to the ad hoc committee of a majority of holders of the Debtors' prepetition unsecured notes; (d) counsel to JP Morgan Chase Bank, N.A., in its capacity as administrative agent for the senior secured lenders; (e) counsel to the indenture trustee under the respective prepetition indentures governing the unsecured notes; (f) counsel to Cantor Fitzgerald Securities LLC in its capacity as administrative agent under the proposed debtor in possession financing; and (g) all parties entitled to notice pursuant to Local Rule 9013 1(m). As this motion is seeking "first day" relief, this motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). Due to the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this motion is necessary.

No Prior Request

13. No prior request for the relief sought herein has been made to this Court or any other court.

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WHEREFORE, the Debtors respectfully request that the Court enter an order substantially in the form attached hereto as Exhibit A, granting: (i) the relief requested herein; and (ii) such other and further relief to the Debtors as the Court may deem proper.

Dated: December 31, 2015
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro

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Zachary I. Shapiro (DE 5103)
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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	
SWIFT ENERGY USA, INC.,	:	Case No. 15-_____ (____)
a Delaware corporation,	:	
	:	
Debtor.	:	
	:	
Employer's Tax Identification No.: 20-3948212	:	

In re	:	Chapter 11
	:	
SWIFT ENERGY COMPANY,	:	Case No. 15-_____ (____)
a Texas corporation,	:	
	:	
Debtor.	:	
	:	
Employer's Tax Identification No.: 20-3940661	:	

In re	:	Chapter 11
	:	
SWIFT ENERGY INTERNATIONAL, INC.,	:	Case No. 15-_____ (____)
a Delaware corporation,	:	
	:	
Debtor.	:	
	:	
Employer's Tax Identification No.: 76-0476721	:	

In re	:	Chapter 11
	:	
SWIFT ENERGY GROUP, INC.,	:	Case No. 15-_____ (____)
a Delaware corporation,	:	
	:	
Debtor.	:	
	:	
Employer's Tax Identification No.: 20-3948150	:	

In re : Chapter 11
: SWIFT ENERGY ALASKA, INC., : Case No. 15-____ (____)
: a Delaware corporation, :
: Debtor. :
: Employer's Tax Identification No.: 20-4576493 :
:

In re : Chapter 11
: SWIFT ENERGY OPERATING, LLC, : Case No. 15-____ (____)
: a Texas limited liability company, :
: Debtor. :
: Employer's Tax Identification No.: 20-3892961 :
:

In re : Chapter 11
: GASRS LLC, : Case No. 15-____ (____)
: a Texas limited liability company, :
: Debtor. :
: Employer's Tax Identification No.: 76-0354381 :
:

In re : Chapter 11
: SWENCO-WESTERN, LLC, : Case No. 15-____ (____)
: a Texas limited liability company, :
: Debtor. :
: Employer's Tax Identification No.: 74-2190449 :
:

<p>In re</p> <p>SWIFT ENERGY EXPLORATION SERVICES, INC., a Texas corporation,</p> <p style="text-align: center;">Debtor.</p> <p>Employer's Tax Identification No.: 20-3402199</p>	<p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p>	<p>Chapter 11</p> <p>Case No. 15-_____ (____)</p>
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ORDER DIRECTING THE JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES

This matter coming before the Court on the Motion for an Order Directing the Joint Administration of the Debtors' Chapter 11 Cases (the "Motion");¹ the Court having reviewed the Motion and the First Day Declaration; the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, and (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); after due deliberation the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The above-captioned chapter 11 cases shall be consolidated for procedural purposes only and shall be administered jointly. The Clerk of the Court shall maintain one file and one docket for all of these jointly administered cases, which file and docket for each

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

respective chapter 11 case shall be the file and docket for Swift Energy Company (the "Main Case"), Case No. 15- _____ (___).

3. Parties in interest are directed to use the Proposed Caption annexed hereto as Exhibit 1 when filing pleadings with the Court in the chapter 11 cases of the Debtors indicating that the pleading relates to the jointly administered chapter 11 cases of "Swift Energy Company, *et al.*" The consolidated caption satisfies the requirements of section 342(c) of the Bankruptcy Code in all respects.

4. Except for the docket in the Main Case, an entry shall be made on the docket in each of the other above-captioned cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of: Swift Energy Company; Swift Energy International, Inc.; Swift Energy Group, Inc.; Swift Energy USA, Inc.; Swift Energy Alaska, Inc.; Swift Energy Operating, LLC; GASRS LLC; SWENCO-Western, LLC; and Swift Energy Exploration Services, Inc. The docket of Swift Energy Company in Case No. 15- _____ (___) should be consulted for all matters affecting this case.

5. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effectuating a substantive consolidation of the above captioned chapter 11 cases.

Dated: _____, 2016
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	
SWIFT ENERGY COMPANY, <i>et al.</i> , ¹	:	Case No. 15-_____ (_____)
	:	
Debtors.	:	(Jointly Administered)
	:	

[TITLE OF PLEADING OR OTHER DOCUMENT]

¹ The Debtors are the following nine entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Swift Energy Company (0661); Swift Energy International, Inc. (6721); Swift Energy Group, Inc. (8150); Swift Energy USA, Inc. (8212); Swift Energy Alaska, Inc. (6493); Swift Energy Operating, LLC (2961); GASRS LLC (4381); SWENCO-Western, LLC (0449); and Swift Energy Exploration Services, Inc. (2199). The address of each of the Debtors is 17001 Northchase Drive, Suite 100, Houston, Texas 77060.