

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re	:	Chapter 11
	:	
SWIFT ENERGY COMPANY, <i>et al.</i> , ¹	:	Case No. 15-____ (____)
	:	
Debtors.	:	(Joint Administration Requested)
	:	

MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED LIST OF CREDITORS IN LIEU OF SUBMITTING A SEPARATE MAILING MATRIX FOR EACH DEBTOR, (II) WAIVING THE REQUIREMENT TO FILE THE LIST OF EQUITY SECURITY HOLDERS AND (III) APPROVING THE FORM AND MANNER OF NOTICE OF COMMENCEMENT

The above-captioned debtors and debtors in possession (collectively, the "Debtors") move the Court for the entry of an order pursuant to section 105(a) of the Bankruptcy Code, Rules 1007, 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 1001-1(c) and 2002-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"): (i) authorizing the Debtors to file a consolidated list of creditors in lieu of submitting a separate mailing matrix for each Debtor; (ii) waiving the requirement that Swift Energy Company ("Swift Energy") file a list of equity security holders; and (iii) approving the form and manner of notice of commencement. In support of this motion, the Debtors respectfully represent as follows:

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.



Background

1. On the date hereof (the "Petition Date"), each of the Debtors commenced a case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code.² The Debtors are continuing in possession of their properties and are managing their businesses, as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

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.

² This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. The Debtors seek entry of an order: (i) authorizing the Debtors to file a consolidated list of creditors in lieu of submitting a separate mailing matrix for each Debtor; (ii) waiving the requirement that Swift Energy file a list of equity security holders; and (iii) approving the form and manner of notice of commencement of these cases.

Filing a Consolidated List of Creditors in Lieu of Submitting a Separate Creditor Mailing Matrix for Each Debtor Is Warranted

5. Local Rule 2002-1(f)(v) requires each debtor in jointly administered cases to maintain a separate creditor mailing matrix. However, Local Rule 1001-1(c) permits modification of the Local Rules by the Court "in the interest of justice." The Debtors submit that permitting them to maintain a single consolidated creditor matrix, in lieu of filing a separate creditor matrix for each Debtor, is warranted.

6. These chapter 11 cases involve nine separate debtors. Requiring the Debtors to segregate and convert their computerized records to provide nine separate Debtor-specific creditor matrices would be an unnecessarily burdensome task and would result in duplicate mailings. As such, the Debtors submit that filing a single consolidated creditor matrix is appropriate and waiving the requirements of Local Rule 2002-1(f)(v) is "in the interest of justice" and will expedite the administration of these chapter 11 cases.

7. Courts in this jurisdiction have granted similar relief. See In re Samson Res. Corp., Case No. 15-11934 (CSS) (Bankr. D. Del. Sept. 18, 2015) (authorizing the filing of a consolidated list of creditors in lieu of separate mailing matrices); In re Hercules Offshore, Inc., Case No. 15-11685 (KJC) (Bankr. D. Del. Aug. 14, 2015) (same); In re Quicksilver Res. Inc., Case No. 15-10585 (LSS) (Bankr. D. Del. Mar. 19, 2015) (same); PMGI Holdings, Inc., Case No. 13-12404 (CSS) (Bankr. D. Del. Sept. 18, 2014) (same).

Cause Exists to Grant a Waiver of the Requirement That Swift Energy Company File a List of Equity Security Holders and Provide Notice of the Case Commencement to Equity Security Holders

8. Approximately 47,752,355 shares of Swift Energy Company's common stock are issued and outstanding. Preparing a list of Swift Energy Company's equity security holders with their last known addresses and sending notice of the commencement of these chapter 11 cases (the "Case Commencement Notice") to all parties on such a list would be time-consuming and ultimately serve little or no beneficial purpose. In particular, the equity markets will have immediate notice of these chapter 11 cases through public news outlets and the Debtors' filing of a Form 8-K Statement with the Securities and Exchange Commission. The Debtors further submit that if it becomes necessary for such equity security holders to file proofs of interest, the Debtors will provide them with notice of the deadline and an opportunity to assert such interests. In addition, though equity holders are not entitled to vote on the Debtors' proposed plan of reorganization (the "Plan"), the Debtors will provide equity holders with notice of, among other things, the date of the hearing on confirmation of the Plan and the time for objecting thereto as well as a separate notice of certain releases provided in the Plan and the opportunity to opt out of such releases. Furthermore, nothing in this motion shall affect an equity security holder's right to formally appear and request service in these cases pursuant to Bankruptcy Rule 2002. Thus, equity security holders will not be prejudiced, and a waiver of the requirement that Swift Energy Company file a list of equity security holders and serve the Case Commencement Notice on all parties on such list is appropriate.

9. Section 105(a) of the Bankruptcy Code, which codifies the equitable powers of the bankruptcy court, empowers courts to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). This section thus "empowers [courts] to fashion orders in furtherance of Bankruptcy Code

provisions." In re Joubert, 411 F.3d 452, 455 (3d Cir. 2005). Additionally, the Bankruptcy Rules provide that a debtor shall file a list of equity security holders and provide notice of the commencement of the case to all equity holders unless otherwise ordered by the court. See Fed. R. Bankr. P. 1007(a)(3), 2002(d). The Debtors respectfully submit that the facts and circumstances of these chapter 11 cases justify an exercise of the Court's equitable authority, consistent with section 105 of the Bankruptcy Code and Bankruptcy Rules 1007 and 2002, to grant the relief requested herein. Similar relief has been granted in this district. See In re Hercules Offshore, Inc., Case No. 15-11685 (KJC) (Bankr. D. Del. Aug. 14, 2015) (waiving requirement to file list of equity security holders in a prepackaged plan context); In re RadioShack Corp., Case No. 15-10197 (KJC) (Bankr. D. Del. Feb. 9, 2015) (waiving requirement to file list of equity security holders); PMGI Holdings, Inc., Case No. 13-12404 (CSS) (Bankr. D. Del. Sept. 18, 2014) (same); In re Wash. Mut., Inc., Case No. 08-12229 (MFW) (Bankr. D. Del. Oct. 7, 2008) (same).

Request for Approval of Form and Manner of Case Commencement Notice

10. One of Kurtzman Carson Consultants LLC's ("KCC") responsibilities as noticing agent in these cases will be to serve the Case Commencement Notice, which will be substantially in the form of Official Bankruptcy Form 309F. The Debtors propose that KCC will serve the Case Commencement Notice by regular mail, postage prepaid on those entities entitled to receive such notice pursuant to Bankruptcy Rule 2002, with the exception of equity security holders for the reasons provided herein, not later than twenty-one days prior to the date of the first meeting of creditors pursuant to section 341 of the Bankruptcy Code (the "Section 341 Meeting"). The Debtors respectfully request that the Court approve the foregoing procedures as providing sufficient notice of the commencement of these chapter 11 cases and the Section 341 Meeting.

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.

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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PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

**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)
	:	

ORDER (I) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED LIST OF CREDITORS IN LIEU OF SUBMITTING A SEPARATE MAILING MATRIX FOR EACH DEBTOR, (II) WAIVING THE REQUIREMENT TO FILE THE LIST OF EQUITY SECURITY HOLDERS AND (III) APPROVING THE FORM AND MANNER OF NOTICE OF COMMENCEMENT

This matter coming before the Court on the Motion for Entry of an Order

(I) Authorizing the Debtors to File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (II) Waiving the Requirement to File the List of Equity Security Holders and (III) Approving the Form and Manner of Notice of Commencement (the "Motion");² the Court having reviewed the Motion and the First Day Declaration and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); 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, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (iv) notice of the Motion and the Hearing was sufficient under the circumstances; after due deliberation the Court having determined that the legal and factual bases

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² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The requirement that the Debtors submit a separate mailing matrix for each of the Debtors is waived. The Debtors shall file a single consolidated creditor matrix.
3. The requirements that the Debtors file a list of and serve equity security holders of Swift Energy Company with the Case Commencement Notice are waived.
4. KCC is authorized and directed to serve the Case Commencement Notice, substantially in the form of Official Bankruptcy Form 309F no later than twenty-one days prior to the date of the Section 341 Meeting. KCC shall serve the Case Commencement Notice by regular mail, postage prepaid, on those entities entitled to receive the Case Commencement Notice pursuant to Bankruptcy Rule 2002, provided, however, that as provided herein, the requirement to serve the Case Commencement Notice on equity security holders of Swift Energy Company is waived. Service of the Case Commencement Notice in accordance with this paragraph is approved in all respects and shall be deemed sufficient notice of the commencement of these chapter 11 cases and the Section 341 Meeting under the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.
5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to the interpretation or implementation of this Order.

Dated: _____, 2016
Wilmington, Delaware

UNITED STATES BANKRUPTCY JUDGE