

**ORIGINAL**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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In re	:	Chapter 11
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SWIFT ENERGY COMPANY, <i>et al.</i> , <sup>1</sup>	:	Case No. 15-12670 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Re: Docket No. 7

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**INTERIM ORDER (I) AUTHORIZING THE DEBTORS  
TO PAY ROYALTIES, WITHHOLDING TAXES SEVERANCE  
TAXES AND DELAY RENTALS AND (II) GRANTING RELATED RELIEF**

This matter coming before the Court on the Motion for an Order (I) Authorizing the Debtors to Pay Royalties, Withholding Taxes, Severance Taxes and Delay Rentals and (II) Granting Related Relief (the "Motion");<sup>2</sup> 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. § 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iv) notice of the Motion and the Hearing was sufficient under the circumstances, (v) the payment of the Obligations on the terms and conditions set forth herein is necessary and appropriate to prevent serious disruptions to the Debtors' business operations that would potentially cause immediate and irreparable harm to the Debtors and to preserve the going

<sup>1</sup> 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.

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



concern value of the Debtors' businesses and the Debtors' estates for the benefit of all stakeholders and (vi) good cause exists to waive the 14-day stay imposed by Bankruptcy Rule 6004(h) to the extent it is applicable; 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 on an interim basis as set forth herein.

2. On Feb. 1, 2016, at 11:30 A.m. (ET),

a hearing will be held before this Court to consider the relief sought in the Motion on a final basis. All objections, if any, to the Motion shall be in writing and filed with this Court and served on counsel for the Debtors, any duly appointed committee, and the United States Trustee, so as to be received on or before Jan. 25, 2016 at 4:00 p.m. (ET).

3. The Debtors are authorized, but not directed, in a reasonable exercise of their business judgment, to: (a) satisfy all prepetition Obligations and (b) continue to satisfy such Obligations postpetition, in the ordinary course of business.

4. The Debtors are authorized, but not directed, to take all actions necessary to effectuate the relief granted pursuant to this interim Order in accordance with the Motion.

5. The Banks are authorized, when requested by the Debtors in the Debtors' sole discretion, to receive, process, honor and pay all checks presented for payment of, and to honor all fund transfer requests made by the Debtors related to Obligations whether such checks were presented or fund transfer requests were submitted prior to or after the Petition Date, provided that funds are available in the Debtors' accounts to cover such checks and fund transfers. The Banks are authorized to rely on the Debtors' designation of any particular check or

funds transfer as approved by this interim Order.

6. Nothing in the Motion or this interim Order, nor the Debtors' payment of claims pursuant to this interim Order, shall be deemed or construed as: (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' rights to dispute any claim on any grounds; (iii) a promise to pay any claim; (iv) an implication or admission that any particular claim against the Debtors is a claim from any of the Obligations; or (v) a request to assume any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code.

7. Notwithstanding anything to the contrary contained herein, the relief granted in this interim Order and any payment to be made hereunder shall be subject to the terms of any orders authorizing debtor-in-possession financing and/or granting the use of cash collateral approved by this Court in these chapter 11 cases (including with respect to any budgets governing or relating to such use), and to the extent there is any inconsistency between the terms of such financing and/or cash collateral orders and any action taken or proposed to be taken hereunder, the terms of such financing and/or cash collateral orders shall control.

8. Notwithstanding the applicability of Bankruptcy Rules 6004(h), 7062, 9014, or otherwise, this interim Order shall be immediately effective and enforceable upon its entry.

9. The requirements of Bankruptcy Rule 6003(b) have been satisfied with respect to the payments authorized by this interim Order.

Dated: January 5, 2016  
Wilmington, Delaware

  
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THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE