

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re	:	Chapter 11
	:	
SWIFT ENERGY COMPANY, et al., <sup>1</sup>	:	Case No. 15-12670 (MFW)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	<b>Hearing: March 30, 2016, at 10:30 a.m. (ET)</b>
	:	<b>Objection Deadline: March 23, 2016 at 4:00</b>
	:	<b>p.m. (ET)</b>
	:	
	:	
	:	<b>RE: D.I. 417, 243, &amp; 225</b>

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**RESERVATION OF RIGHTS OF ANADARKO E&P COMPANY LP TO  
CONFIRMATION OF THE FIRST AMENDED JOINT PLAN OR REORGANIZATION  
OF THE DEBTORS AND DEBTORS IN POSSESSION**

Anadarko E&P Company LP ("Anadarko") submits this Reservation of Rights with respect to confirmation of the *First Amended Joint Plan of Reorganization of the Debtors and Debtors in Possession* [Docket No. 417] (the "Plan") filed by the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"). In support of this Reservation of Rights, Anadarko respectfully states as follows:

**RESERVATION OF RIGHTS**

1. On February 2, 2016, the Court entered the *Order (A) Approving the Sale of Certain of the Debtors' Louisiana Assets, (B) Approving the Assumption, Assignment and Sale of Certain Contracts and Unexpired Leases, and (C) Granting Related Relief* [Docket No. 225] (the "Sale Order").

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<sup>1</sup> The Debtors, and the last four digits of each of their tax identification numbers, are: 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.



2. Paragraph 26 of the Sale Order required the Debtors to segregate and reserve \$1.7 million of the sale proceeds other than RBL collateral sale proceeds (the “Anadarko Cure Reserve”) to satisfy certain disputed charges in connection with joint operating agreements entered into between Anadarko and the Debtors. Paragraph 26 further provided that the proceeds in the Anadarko Cure Reserve would only be released by court order or by mutual agreement between Anadarko and the Debtors.

3. To ensure that nothing in the Plan or confirmation order alters the treatment of Anadarko’s contracts or the resolution process for the cure dispute, Anadarko reserves its rights and requests that the following sentence be inserted into the confirmation order:

To the extent the Plan or this Confirmation Order conflicts with paragraph 26 of the Order (A) Approving The Sale of Certain of the Debtors’ Louisiana Assets, (B) Approving the Assumption, Assignment and Sale of Certain Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 225] (the “Sale Order”) regarding treatment of Anadarko Cure Costs (as those terms are defined in the Sale Order), paragraph 26 of the Sale Order shall govern the treatment of Anadarko Cure Costs.

4. Anadarko does not believe that the Plan is intended to affect Anadarko’s rights under the Sale Order and is optimistic that these issues will be resolved in advance of the confirmation hearing, but files this Reservation of Rights out of an abundance of caution.

5. This Reservation of Rights is submitted without prejudice to, and with a full reservation of, Anadarko’s rights, claims, defenses, and remedies, including the right to amend, modify, or supplement this Reservation of Rights, to seek discovery, to raise objections, and to introduce evidence at any hearing relating to this Reservation of Rights, and without in any way limiting any other rights of Anadarko to object to the Sale Motion, on any grounds, as may be appropriate.

**CONCLUSION**

WHEREFORE, Anadarko reserves its right to object to confirmation of the Plan and requests that the Court grant such further relief as the Court deems just and proper.

Dated: March 23, 2016

Respectfully submitted,

FARNAN LLP

By /s/ Michael J. Farnan

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**CERTIFICATE OF SERVICE**

I, Michael J. Farnan, hereby certify that on March 23, 2016, a copy of Reservation of Rights of Anadarko E&P Company LP to Confirmation of the First Amended Joint Plan or Reorganization of the Debtors and Debtors in Possession was on the following as indicated:

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