

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

In re:

SWIFT ENERGY COMPANY, *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 15-12670 (MFW)  
)  
) Jointly Administered  
)

**VERIFIED STATEMENT PURSUANT TO  
RULE 2019 OF FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Kirkland & Ellis LLP (“K&E”) and Klehr Harrison Harvey Branzburg, LLP (“Klehr Harrison”) hereby submit this verified statement (the “Verified Statement”) under Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) in connection with K&E and Klehr Harrison’s representation of the *ad hoc* group of noteholders (the “Ad Hoc Noteholder Group”) in the above-captioned chapter 11 cases of Swift Energy Company (“Swift”) and its affiliated debtors and debtors in possession (collectively, the “Debtors”).<sup>2</sup>

**Verified Statement**

1. The present members of the Ad Hoc Noteholder Group hold claims or manage or advise certain funds and accounts that hold claims against certain of the Debtors’ estates arising from and related to the Senior Notes. Pursuant to Bankruptcy Rule 2019, included on **Exhibit A** is a list of names, addresses, and “the nature and amount of each disclosable economic interest” held by each present member of the Ad Hoc Noteholder Group, including funds and accounts

<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 used but not defined in this Verified Statement have the meanings given to such terms in the *Declaration of Dean E. Swick in Support of First Day Pleadings* [Docket No. 13].

under the management and/or advisement of the members of the Ad Hoc Noteholder Group, in relation to the Debtors. See Fed. R. Bankr. P. 2019(c).

2. In September 2015, certain members of the Ad Hoc Noteholder Group engaged K&E to represent them in connection with the Debtors' potential restructuring. Each member of the Ad Hoc Noteholder Group, in its capacity as such, has separately retained K&E to serve as its counsel in connection with the Debtors' chapter 11 cases. Each member of the Ad Hoc Noteholder Group, in its capacity as such, is aware of and has consented to K&E's simultaneous representation of each other member of the Ad Hoc Noteholder Group.

3. No member of the Ad Hoc Noteholder Group represents or purports to represent any other entities in connection with the Debtors' chapter 11 cases.

4. Nothing contained in this Verified Statement or **Exhibit A** shall be construed as a limitation upon, or waiver of, any rights of any Ad Hoc Noteholder Group member to assert, file, and/or amend its claims in accordance with applicable law and any orders entered in these chapter 11 cases.

5. Except for certain requirements of the Debtors, including the requirement to pay certain fees and expenses of K&E and Klehr Harrison, pursuant to the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing on a Super-Priority, Secured Basis and (B) Use Cash Collateral, (II) Granting (A) Liens and Super-Priority Claims and (B) Adequate Protection to Certain Prepetition Lenders, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 57], the RSA, the DIP Credit Agreement, and that certain fee letter dated September 16, 2015, and signed by K&E and Swift on behalf of the Debtors, K&E and Klehr Harrison do not hold any claims against, or interests in, the Debtors.

6. K&E and Klehr Harrison will amend or supplement this Verified Statement as necessary to comply with Bankruptcy Rule 2019.

I verify under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated: January 21, 2016  
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)

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**EXHIBIT A****Members of the Ad Hoc Noteholder Group<sup>1</sup>**

<b>Party and Address<sup>2</sup></b>	<b>Nature and Amount of Holdings</b>
Bennett Restructuring Fund, L.P. c/o Bennett Management Corporation 281 Tresser Blvd, 2 Stamford Plaza, Stamford, CT 06901	7 1/8% Notes Due 2017: \$8,492,000  8 7/8% Notes Due 2020: \$6,143,000  7 7/8% Notes Due 2022: N/A
Bennett Offshore Restructuring Fund, Inc. c/o Bennett Management Corporation 281 Tresser Blvd, 2 Stamford Plaza, Stamford, CT 06901	7 1/8% Notes Due 2017: \$5,488,000  8 7/8% Notes Due 2020: \$982,000  7 7/8% Notes Due 2022: N/A
BOF Holdings IV, LLC 600 Fifth Avenue, 24th Floor, New York, NY 10020	7 1/8% Notes Due 2017: \$6,646,000  8 7/8% Notes Due 2020: \$1,300,000  7 7/8% Notes Due 2022: \$26,451,000
Brevan Howard Master Fund Limited 590 Madison Ave, 9th Floor, New York, NY, 10022	7 1/8% Notes Due 2017: \$13,262,000  8 7/8% Notes Due 2020: \$5,550,000  7 7/8% Notes Due 2022: \$1,935,000
BRF High Value, L.P. c/o Bennett Management Corporation 281 Tresser Blvd, 2 Stamford Plaza, Stamford, CT 06901	7 1/8% Notes Due 2017: N/A  8 7/8% Notes Due 2020: \$2,000,000  7 7/8% Notes Due 2022: N/A
DW Catalyst Master Fund, Ltd. 590 Madison Ave, 9th Floor, New York, NY, 10022	7 1/8% Notes Due 2017: \$30,957,000

<sup>1</sup> To the best of K&E and Klehr Harrison's knowledge, the information included herein is accurate as of January 11, 2016. The amounts set forth herein under the individual series of Senior Notes include outstanding principal value, but do not include other amounts that may be owed under the applicable debt documents.

<sup>2</sup> Each entity listed on this **Exhibit A** is a holder or investment advisor or manager and discretionary account that holds claims against the Debtors under the Senior Notes.

Party and Address <sup>2</sup>	Nature and Amount of Holdings
	8 7/8% Notes Due 2020: \$12,950,000  8 7/8% Notes Due 2022: \$11,265,000
Hutchin Hill Capital Primary Fund, Ltd. 142 West 57th Street, 15th Floor, New York, NY 10019	7 1/8% Notes Due 2017: \$4,000,000  8 7/8% Notes Due 2020: \$26,320,000  7 7/8% Notes Due 2022: \$22,443,000
KORE Fund Ltd. 1501 Corporate Drive, Suite 230 Boynton Beach, FL 33426	7 1/8% Notes Due 2017: N/A  8 7/8% Notes Due 2020: \$2,000,000  7 7/8% Notes Due 2022: N/A
LMA SPC 601 Carlson Parkway, 7th Floor Minnetonka, MN 55305 Attn: Legal Department	7 1/8% Notes Due 2017: \$1,824,000  8 7/8% Notes Due 2020: \$5,545,000  7 7/8% Notes Due 2022: \$4,156,000
MatlinPatterson Global Opportunities Master Fund L.P. 520 Madison Avenue, 35th floor, New York, NY 10022	7 1/8% Notes Due 2017: \$14,966,000  8 7/8% Notes Due 2020: N/A  7 7/8% Notes Due 2022: \$1,073,000
Merrill Lynch Pierce Fenner and Smith Incorporated <sup>3</sup> Bank of America Merrill Lynch 222 Broadway, 11th Floor New York, NY 10038	7 1/8% Notes Due 2017: \$2,480,000  8 7/8% Notes Due 2020: \$6,519,000  7 7/8% Notes Due 2022: \$8,019,000
Pentwater Capital Management LP 614 Davis Street, Evanston, IL 60201	7 1/8% Notes Due 2017: N/A  8 7/8% Notes Due 2020: N/A  7 7/8% Notes Due 2022: \$30,311,000

<sup>3</sup> Holdings of Merrill Lynch Pierce Fenner and Smith Incorporated are for settled positions.

Party and Address <sup>2</sup>	Nature and Amount of Holdings
Pine River Baxter Fund Ltd. 601 Carlson Parkway, 7th Floor Minnetonka, MN 55305 Attn: Legal Department	7 1/8% Notes Due 2017: \$357,000  8 7/8% Notes Due 2020: \$264,000  7 7/8% Notes Due 2022: N/A
Pine River Deerwood Fund Ltd. 601 Carlson Parkway, 7th Floor Minnetonka, MN 55305 Attn: Legal Department	7 1/8% Notes Due 2017: \$582,000  8 7/8% Notes Due 2020: \$1,193,000  7 7/8% Notes Due 2022: \$869,000
Pine River Fixed Income Master Fund Ltd. 601 Carlson Parkway, 7th Floor Minnetonka, MN 55305 Attn: Legal Department	7 1/8% Notes Due 2017: \$5,020,000  8 7/8% Notes Due 2020: \$8,294,000  7 7/8% Notes Due 2022: \$5,794,000
Pine River Master Fund Ltd. 601 Carlson Parkway, 7th Floor Minnetonka, MN 55305 Attn: Legal Department	7 1/8% Notes Due 2017: \$12,523,000  8 7/8% Notes Due 2020: \$9,893,000  7 7/8% Notes Due 2022: \$7,203,000
Pioneer Investment Management Inc. 60 State Street, Boston MA 02109	7 1/8% Notes Due 2017: N/A  8 7/8% Notes Due 2020: \$6,000,000  7 7/8% Notes Due 2022: \$29,010,000
Strategic Value Special Situations Offshore Fund III-A, L.P. 100 West Putnam Avenue, Greenwich, CT 06830	7 1/8% Notes Due 2017: \$3,861,000  8 7/8% Notes Due 2020: \$6,233,000  7 7/8% Notes Due 2022: \$11,496,000
Strategic Value Special Situations Master Fund III, L.P. 100 West Putnam Avenue, Greenwich, CT 06830	7 1/8% Notes Due 2017: \$14,685,000  8 7/8% Notes Due 2020: \$23,657,000  7 7/8% Notes Due 2022: \$40,792,000
Strategic Value Master Fund, LTD. 100 West Putnam Avenue,	7 1/8% Notes Due 2017: \$16,430,000

Party and Address <sup>2</sup>	Nature and Amount of Holdings
Greenwich, CT 06830	8 7/8% Notes Due 2020: \$28,794,000  8 7/8% Notes Due 2022: \$46,551,000
Sunrise Partners Limited Partnership 1501 Corporate Drive, Suite 230 Boynton Beach, FL 33426	7 1/8% Notes Due 2017: N/A  8 7/8% Notes Due 2020: \$3,000,000  7 7/8% Notes Due 2022: N/A
Valo Group Fund, LP 2001 Market Street, Suite 2630, Philadelphia, PA 19103	7 1/8% Notes Due 2017: \$5,000,000  8 7/8% Notes Due 2020: \$259,000  7 7/8% Notes Due 2022: \$10,520,000
Wells Capital Management, Incorporated 525 Market Street, 10th Floor, San Francisco, CA 94105	7 1/8% Notes Due 2017: \$22,539,000  8 7/8% Notes Due 2020: \$4,250,000  7 7/8% Notes Due 2022: N/A
Wells Fargo Securities, LLC 550 South Tryon Street, Charlotte, NC 28202	7 1/8% Notes Due 2017: \$2,843,000  8 7/8% Notes Due 2020: \$3,190,000  7 7/8% Notes Due 2022: \$7,377,000
Whitebox Relative Value Partners, LP 3033 Excelsior Boulevard, Suite 300, Minneapolis, MN 55416	7 1/8% Notes Due 2017: N/A  8 7/8% Notes Due 2020: N/A  7 7/8% Notes Due 2022: \$2,738,000
Whitebox Multi-Strategy Partners, LP 3033 Excelsior Boulevard, Suite 300, Minneapolis, MN 55416	7 1/8% Notes Due 2017: N/A  8 7/8% Notes Due 2020: N/A  7 7/8% Notes Due 2022: \$5,512,000