

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)

Objection Deadline: March 1, 2016 at 4:00 p.m.

Hearing: March 8, 2016 at 11:30 a.m.

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
TO EMPLOY REED SMITH LLP, *NUNC PRO TUNC* AS OF JANUARY 21, 2016, AS  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
PURSUANT TO 11 U.S.C. §§ 328(a) AND 1103(a) AND FED.R.BANKR.P. 2014**

The Official Committee of Unsecured Creditors of Swift Energy Company, *et al.* (the “Committee”) applies to this Court (the “Application”) for entry of an order pursuant to 11 U.S.C. §§ 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the Committee to retain and employ Reed Smith LLP (“Reed Smith”), *nunc pro tunc* as of January 21, 2016, the Committee’s selection of Reed Smith as Delaware counsel. In support of this Application, the Committee respectfully states as follows:

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<sup>1</sup> The Debtors are the following nine entities (the last four digits of their respective taxpayer identification numbers follow in parenthesis): 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 (01449); and Swift Energy Exploration Services, Inc. (2199). The address of each of the Debtors is 17001 Northchase Drive, Suite 100, Houston, Texas 77060.

### **JURISDICTION**

1. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief sought herein are Sections 328(a) and 1103(a) of the Bankruptcy Code, Rule 2014(a) of the Federal Rules and Rule 2014-1 of the Local Rules.

### **FACTUAL BACKGROUND**

3. On December 31, 2015, Swift Energy Company and its debtor-affiliates (the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

4. The Court has entered an order granting joint administration of these Cases.

5. No trustee or examiner has been appointed in the Cases.

6. On January 14, 2016, the Office of the United States Trustee (the “U.S. Trustee”) held an organizational meeting of the Debtors’ unsecured creditors for the purpose of forming an official committee of unsecured creditors (the “Organizational Meeting”).

7. On January 14, 2016, the U.S. Trustee appointed the Committee pursuant to Section 1102 of the Bankruptcy Code (D.I. 102). The current members of the Committee are : (1) Wilmington Trust, N.A.; and (2) Bruce H. Vincent.<sup>2</sup> The Chair of the Committee is Bruce H. Vincent.

8. At the Organizational Meeting, the Committee determined that it needed the assistance and advice of counsel to perform the Committee’s duties under Section 1103(c) of the Bankruptcy Code. Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) was selected as lead

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<sup>2</sup> Weatherford Artificial Lift Systems, LLC one of the original three members of the Committee, resigned from the Committee effective February 15, 2016.

counsel to the Committee pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code.

9. The Committee subsequently selected Reed Smith as its proposed Delaware counsel for the Committee pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code. Reed Smith agreed to serve as Delaware counsel on January 20, 2016 and began work for the Committee on January 21, 2016.

10. The Committee selected Reed Smith because its attorneys have experience in cases and proceedings in or related to Title 11 of the United States Code, including such cases and proceedings before this Court, and the Committee has confidence in Reed Smith's ability to provide legal services during these bankruptcy cases.

#### **RELIEF REQUESTED**

11. The Committee seeks to employ Reed Smith as its Delaware counsel for the Committee, *nunc pro tunc* to January 21, 2016, on an hourly-rate basis, plus properly reimbursable expenses and out-of-pocket costs as an expense of administration in accordance with this Application, the Bankruptcy Code and Bankruptcy Rules, and applicable orders of this Court.

#### **BASIS FOR RELIEF REQUESTED**

##### **The Committee Requires Counsel and Has Selected Reed Smith**

12. To assist a statutory committee with its rights and duties under Section 1103(c) of the Bankruptcy Code, a statutory committee may retain counsel. See 11 U.S.C. §§ 328(a) and 1103(a). Specifically, Section 1103(a) provides, in relevant part, that “[a]t a scheduled meeting of a committee appointed under section 1102 of this title, at which a majority of the members of such committee are present, and with the court’s approval, such committee may select and

authorize the employment by such committee of one or more attorneys . . . to represent the committee.” 11 U.S.C. § 1103(a).

13. Section 328(a) of the Bankruptcy Code provides, in relevant part, that “a committee appointed under section 1102 of this title, with the court’s approval, may employ or authorize the employment of a professional person under section . . . 1103 of this title, . . . on any reasonable terms and conditions of employment, including on a retainer, [or] on an hourly basis.” 11 U.S.C. § 328(a).

14. Since being selected as counsel for the Committee, Reed Smith has undertaken a comprehensive search for conflicts and “connections” related to the many parties in interest in the Debtors’ Cases. In light of the fact that the Debtors have a relatively large number of creditors and other parties in interest, the size of Reed Smith (which has approximately 1800 attorneys and 26 offices on several continents) and the speed at which the Cases have been progressing (which necessitated counsel’s attention to certain substantive case-related matters), the results of Reed Smith’s comprehensive computer Rule 2014 “connection” report took a substantial period of time to review and incorporate into this Application.

15. In order to compensate Reed Smith for the important work performed prior to the submission of this Application, the Committee requests that this Court approve this Application *nunc pro tunc* as of January 21, 2016, the date Reed Smith began work as Delaware counsel. This Court and courts in other districts routinely grant applications to employ professionals *nunc pro tunc*. See, e.g., In re United Companies Financial Corp., 241 B.R. 521, 526 (Bankr. D.Del. 1999) (MFW) (noting that “the UST recognizes that in large chapter 11 cases, given the press of urgent matters to be determined in the early days of the chapter 11 proceeding, the preparation and filing of retention applications for all professionals may be delayed” and adding that if such

applications are filed within 30 days, “the UST will not ordinarily object.”). Reed Smith submits that it has filed this Application within a reasonable period of time after its selection as counsel for the Committee and *nunc pro tunc* approval of the Application is appropriate.

**Reed Smith’s Eligibility for Employment as Counsel for the Committee**

16. Pursuant to Section 1103(b) of the Bankruptcy Code, “an attorney . . . employed to represent a committee appointed under section 1102 of this title may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case. Representation of one or more creditors of the same class as represented by the committee shall not per se constitute the representation of an adverse interest.” 11 U.S.C. § 1103(b).

17. As is ordinary for large chapter 11 cases, these Cases raise complex issues and the Committee will require counsel with extensive experience in insolvency and bankruptcy cases, especially those in the District of Delaware, as well as business law.

18. The Committee seeks to retain Reed Smith as Delaware counsel because of its attorneys’ extensive experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code (particularly, in the District of Delaware) and because of its attorneys’ substantial experience in business law.

19. Kurt F. Gwynne, the Reed Smith partner who will be primarily responsible for Reed Smith’s representation of the Committee, is admitted to practice law, and is a member in good standing of the bar in the State of Delaware, the Commonwealth of Pennsylvania, the State of New Jersey, the United States Supreme Court, the United States Court of Appeals for the Third Judicial Circuit, the United States District Court for the District of Delaware, the United States District Court for the District of New Jersey, the United States District Courts for the Eastern and Western Districts of Pennsylvania, the United States District Court for the Northern

District of Texas, the United States District Court for the Eastern District of Michigan, and the United States District Court for the Central District of Illinois. He represented the creditors' committee in, among others, the following chapter 11 cases: GSE Environmental, Inc., Metaldyne Corporation n/k/a Oldco M Corporation; SN Liquidation, Inc. f/k/a InPhonic, Inc.; Nellson Nutraceutical, Inc.; Birch Telecom, Inc.; aaiPharma, Inc.; Women First Healthcare, Inc.; Rouge Industries, Inc.; Birmingham Steel; Slater Steel Corporation; Atlantic Gulf Communities, Inc. Mr. Gwynne has also represented publicly-traded debtors-in-possession, secured and unsecured creditors in large bankruptcy cases in many jurisdictions. He has served as a court-appointed expert, examiner and chapter 11 trustee. He is a Fellow of the American College of Bankruptcy (23<sup>rd</sup> Class) and has been recognized in Chambers USA, America's Leading Lawyers for Business and as a Delaware SuperLawyer.

20. The Committee believes that the retention of Reed Smith as its Delaware counsel is in the best interests of the Debtors' estates and its creditors.

21. Subject to further order of the Bankruptcy Court, the professional services that Reed Smith will render (or has already rendered) to the Committee so that the Committee can execute its duties under Section 1103(c) include the following:

- (a) advise the Committee of its rights, powers and duties in the Cases;
- (b) assist and advise the Committee in its consultations with the Debtors relative to the administration of the Cases;
- (c) review and analyze all applications, motions, orders, statements of operations and scheduled filed with the Bankruptcy Court by the Debtors or third parties, advise the Committee as to their propriety, and, after consultation with the Committee, take appropriate action in furtherance of the Committee's interests and objectives;
- (d) prepare on behalf of the Committee any necessary motions, applications, objections, answers, orders, reports and papers in furtherance of the Committee's interests and objectives;

- (e) represent the Committee at hearings held before the Bankruptcy Court and communicate with the Committee regarding the issues raised, as well as the decisions of the Bankruptcy Court;
- (f) assist the Committee in analyzing the claims of the Debtors' creditors and in negotiating with such creditors;
- (g) assist with the Committee's investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of the Debtors' businesses;
- (h) assist the Committee in its analysis of, and negotiations with, the Debtors or their creditors concerning matters related to, among other things, the terms of any plan or plans of reorganization or liquidation or any section 363 sale;
- (i) perform all other necessary legal services as may be required and are deemed to be in the interests of the Committee in connection with the Cases; and
- (j) provide advice to the Committee and on local practice and procedure.

#### **Reed Smith Compensation**

22. The current regular hourly rates of Reed Smith's attorneys and paralegals are set forth in the Declaration of Kurt F. Gwynne, Esquire, in support of the Application (the "Gwynne Declaration").

23. The Committee is informed that the hourly rates set forth in the Gwynne Declaration are the rates that Reed Smith regularly charges its clients. As stated in the Gwynne Declaration, the rates are set at a level designed to fairly compensate Reed Smith for the work of its attorneys and paralegals and to cover fixed and routine overhead expense. As also stated in the Gwynne Declaration, it is Reed Smith's policy to charge its clients in all areas of practice for all other expenses incurred in connection with each client's case. The expenses charged to clients include long-distance telephone charges, facsimile and other charges, mass mailing postage, messenger and express mail charges, special or hand delivery charges, document processing, photocopying charges, filing fees, travel expenses, expenses for "working meals,"

the catering of business meetings, computerized research, transcription costs, and late night transportation, where necessary to meet deadlines or client expectations. As stated in the Gwynne Declaration, Reed Smith will charge the Debtors' estates for the expenses incurred by Reed Smith on behalf of the Committee in a manner and at rates consistent with charges made generally to Reed Smith's other clients and in a manner consistent with the Local Rules.

24. Reed Smith intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules, the Local Rules and any orders of the Court, including without limitation, this Court's order establishing interim compensation procedures.

**Reed Smith is Disinterested and Does Not Hold or Represent  
An Interest Adverse to the Debtors' Estates**

25. Section 101(14) of the Bankruptcy Code currently defines a "disinterested person" as a person that —

(A) is not a creditor, an equity security holder, or an insider;

(B) is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the debtors; and

(C) does not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtors or for any other reason.

11 U.S.C. § 101(14).<sup>3</sup>

26. To the best of the Committee's knowledge, Reed Smith has not represented the Debtors, their creditors, equity security holders, or any other parties-in-interest, or their respective attorneys, in any matters relating to the Debtors' Cases. In addition, Reed Smith may

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<sup>3</sup> It is unclear whether the requirement of "disinterestedness" applies to the retention of committee counsel. See In re Enron Corp., 2003 WL 223455, at \*7 (S.D.N.Y. 2003). Nevertheless, Reed Smith asserts that it satisfies the disinterestedness standard.



continue to represent other entities listed on Exhibit 2 to the Gwynne Declaration in matters unrelated to these Cases. No entity listed in Exhibit 2 to the Gwynne Declaration accounted for 1% or more of Reed Smith's 2015 annual revenue.

27. Pursuant to Bankruptcy Rule 2014, Reed Smith's "connections" with the Debtors, their creditors, and other parties in interest are set forth in the Gwynne Declaration and Exhibit 2 thereto. The names of the entities searched for purposes of disclosing Reed Smith's connections are set forth on Exhibit 1 to the Gwynne Declaration. As stated in the Gwynne Declaration, in order to check and clear potential conflicts of interest in these Cases, Reed Smith researched its electronic database, to determine whether Reed Smith had any "connections" with the following entities:

- a. the Debtors and affiliated entities;
- b. current and recent former officers and directors and entities in which the officers and directors have an interest;
- c. joint venture partners;
- d. business affiliations and memberships of Debtors' current directors;
- e. significant equity holders;
- f. current major debt holders and trustees;
- g. Debtors' largest unsecured creditors;
- h. members of the Ad Hoc Committee of Noteholders;
- i. parties to material contracts and unexpired leases with Debtors;
- j. insurers;
- k. benefit administrators;
- l. litigation parties;
- m. major customers of the Debtors;
- n. significant suppliers, vendors and utility suppliers;
- o. significant licensing and taxing authorities and regulation and bonding entities;
- p. the Debtors' professionals;
- q. the Debtors' major competitors;
- r. United States Bankruptcy Judges in the District of Delaware; and
- s. United States Trustee for the District of Delaware (and key staff members).

28. To the best of Reed Smith's and the Committee's knowledge, based upon a review of the parties, as detailed in the Gwynne Declaration, Reed Smith and all of the attorneys comprising or employed by it are believed to be "disinterested persons" as the Committee understands this term to be defined, within the meaning of Section 101(14) of the Bankruptcy Code, as modified by Section 1103(b) of the Bankruptcy Code. In addition, based upon such review, insofar as the Committee has been able to ascertain, Reed Smith and the attorneys comprising same do not hold or represent any entity in the Debtors' cases having an adverse interest in connection with the matters upon which Reed Smith is to be engaged, and do not have any material connection either with the Debtors, their creditors, the Committee, or any other party in interest in these Cases or with their respective attorneys or accountants, other than as disclosed in Exhibit 2 to the Gwynne Declaration.

29. As disclosed in the Gwynne Declaration, Reed Smith represents JPMorgan Chase Bank, N.A. or its affiliates ("JPMC") in matters unrelated to these bankruptcy cases. As JPMC is the Administrative Agent under that certain Second Amended and Restated Credit Agreement, dated as of September 21, 2010, (the "RBL Facility") and may have other interests in this case, I am informed that Reed Smith sought and received a waiver of potential conflicts from JPMC.

30. JPMC has waived potential and actual conflicts that might arise from Reed Smith's representation of the Committee subject to certain limitations. Specifically, the JPMC waiver does not extend to litigation, arbitration, adversary proceeding, contested matter (except as local counsel for the Committee) or alternative dispute resolution process where Reed Smith is directly adverse to JPMC, such as actions seeking damages, a money judgment, or equitable relief against JPMC; the avoidance, disallowance, or subordination of a JPMC claim or lien, including without limitation any challenge as to the extent, validity, priority, enforceability or

perfection of JPMC's collateral or JPMC's right to payment or other rights under any loan documents or other agreements. In addition, Reed Smith may propound any subpoena, deposition, document production request, or other discovery against JPMC personnel or JPMC records, as local counsel, but cannot take the lead in such discovery process. Thus, under the terms of this waiver, Reed Smith will be able to act as Delaware counsel in a contested matter adverse to JPMC.

### **Notice**

31. Notice of this Application has been given, pursuant to Del.Bankr.LR. 2014-1(b), 9013-1 and 2002-1(b) to (i) the Debtors; (ii) counsel for the Debtors; (iii) the U.S. Trustee; (iv) counsel to the ad hoc committee of a majority of holders of the Debtors' prepetition unsecured notes; (v) counsel to JPMorgan Chase Bank, N.A., in its capacity as administrative agent for the senior secured lenders; (vi) counsel to Wilmington Trust, N.A., in its capacity as indenture trustee under the respective prepetition indentures governing the senior notes; (vii) counsel to Cantor Fitzgerald Securities LLC, in its capacity as administrative agent under the proposed debtor in possession financing; and (viii) all parties entitled to notice pursuant to Bankruptcy Rule 2002. A copy of this Application is also available on the website of the Debtors' notice and claims agent at <https://www.kccllc.net/swiftenergy>. In light of the nature of the relief requested, the Committee submits that no other or further notice is required.

### **No Prior Request**


32. No previous request for the relief sought in this Application has been made to this Bankruptcy Court or any other court.

WHEREFORE, the Committee respectfully requests that this Bankruptcy Court enter an order, in the form submitted by the Committee, authorizing the Committee to employ Reed Smith as its Delaware counsel in accordance with this Application on an hourly-rate basis, plus properly reimbursable expenses and out-of-pocket costs as an expense of administration, subject to approval by this Bankruptcy Court, to represent the Committee in these Chapter 11 bankruptcy cases.

Dated: February 16, 2016

Respectfully Submitted,

OFFICIAL COMMITTEE OF UNSECURED CREDITORS

By: 

Mr. Bruce H. Vincent  
306 Terrace Dr.  
Houston, TX 77007

Committee Chair

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)

**DECLARATION KURT F. GWYNNE, ESQUIRE, A PARTNER OF  
REED SMITH LLP, PURSUANT TO 28 U.S.C. § 1746(2), FEDERAL  
RULE OF BANKRUPTCY PROCEDURE 2014(a) AND  
LOCAL BANKRUPTCY RULE 2014-1**

I, KURT F. GWYNNE, ESQUIRE, declare as follows:

1. I am a partner in the law firm of Reed Smith LLP ("Reed Smith"). As such, I am duly authorized to execute this Declaration on behalf of Reed Smith.

2. I am an attorney at law, duly admitted to practice law in the State of Delaware, the Commonwealth of Pennsylvania, the State of New Jersey, the United States Supreme Court, the United States Court of Appeals for the Third Judicial Circuit, the United States District Court for the District of Delaware, the United States District Court for the District of New Jersey, the United States District Courts for the Eastern and Western Districts of Pennsylvania, the United States District Court for the Northern District of Texas, the United States District Court for the Eastern District of Michigan, and the United States District Court for the Central District of Illinois.

3. I submit this Declaration in support of the Application of the Official Committee of Unsecured Creditors (the "Committee") to Employ Reed Smith LLP, *Nunc Pro Tunc* as

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<sup>1</sup> The Debtors are the following nine entities (the last four digits of their respective taxpayer identification numbers follow in parenthesis): 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 (01449); and Swift Energy Exploration Services, Inc. (2199). The address of each of the Debtors is 17001 Northchase Drive, Suite 100, Houston, Texas 77060.



of January 21, 2016, as Counsel for the Official Committee of Unsecured Creditors Pursuant to 11 U.S.C. §§ 328(a) and 1103(a) and Fed.R.Bank.P. 2014 (the "Application").

4. As set forth below, neither I, Reed Smith, nor any partner or associate thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors' estates in the matters upon which Reed Smith is to be engaged.

5. Neither I, Reed Smith, nor any of its partners or associates, insofar as I have been able to ascertain:

(i) is a creditor of the Debtors, equity security holder or insider of any of the Debtors;

(ii) is or was, within two years before the date of the filing of the petition, a director, officer, or employee of the Debtors; or

(iii) have an interest materially adverse to the interest of the estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

6. Neither Reed Smith nor I have any "connections," as contemplated within Fed.R.Bankr.P. 2014(a), to the parties in interest listed on Exhibit 1, except as indicated in Exhibit 2 to this Declaration and described in this Declaration.

7. Under the terms of this waiver, Reed Smith will be able to act as Delaware counsel in a contested matter adverse to JPMC.

8. Based on the foregoing, to the best of my knowledge, Reed Smith is a "disinterested person" as that term is defined in 11 U.S.C. § 101(14).

9. To check and clear potential conflicts of interest related to the Debtors' bankruptcy cases (these "Cases"), Reed Smith researched its client database, to determine whether Reed Smith had any relationships with the following entities:

- a. the Debtors and affiliated entities;
- b. current and recent former officers and directors and entities in which the officers and directors have an interest;
- c. joint venture partners;
- d. business affiliations and memberships of Debtors' current directors;
- e. significant equity holders;
- f. current major debt holders and trustees;
- g. Debtors' largest unsecured creditors;
- h. members of the Ad Hoc Committee of Noteholders;
- i. parties to material contracts and unexpired leases with Debtors;
- j. insurers;
- k. benefit administrators;
- l. litigation parties;
- m. major customers of the Debtors;
- n. significant suppliers, vendors and utility suppliers;
- o. significant licensing and taxing authorities and regulation and bonding entities;
- p. the Debtors' professionals;
- q. the Debtors' major competitors;
- r. United States Bankruptcy Judges in the District of Delaware; and
- s. United States Trustee for the District of Delaware (and key staff members).

A list of each of the entities searched as part of Reed Smith's conflict check is attached as Exhibit 1.

10. Attached as Exhibit 2 is a list of entities from Exhibit 1 with which Reed Smith has or had a "connection" from January 2015, to the present. At any time from January 2015 to the present, Reed Smith represents, has represented, is adverse to, or has been adverse to, the entities on Exhibit 2 as explained therein under the column entitled "Nature of Connection with Reed Smith LLP."<sup>2</sup> Reed Smith has not represented any creditor or other entity listed in Exhibit 2 in any matter related to these Cases. In addition, Reed Smith may continue to represent other entities listed on Exhibit 2 in matters unrelated to these Cases.

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<sup>2</sup> Although Exhibit 2 indicates that the entities set forth therein are current client or current adverse parties, some of those matters may have concluded in 2015.

11. As indicated in Exhibit 2, Reed Smith represents JPMorgan Chase Bank, N.A. or its affiliates (“JPMC”) in matters unrelated to these bankruptcy cases. As JPMC is the Administrative Agent under that certain Second Amended and Restated Credit Agreement, dated as of September 21, 2010, (the “RBL Facility”) and may have other interests in this case, Reed Smith sought and received a waiver of potential conflicts from JPMC.

12. JPMC has waived potential and actual conflicts that might arise from Reed Smith’s representation of the Committee subject to certain limitations. Specifically, the JPMC waiver does not extend litigation, arbitration, adversary proceeding, contested matter (except as local counsel for the Committee) or alternative dispute resolution process where Reed Smith is directly adverse to JPMC, such as actions seeking damages, a money judgment, or equitable relief against JPMC; the avoidance, disallowance, or subordination of a JPMC claim or lien, including without limitation any challenge as to the extent, validity, priority, enforceability or perfection of JPMC’s collateral or JPMC’s right to payment or other rights under any loan documents or other agreements. In addition, Reed Smith may propound any subpoena, deposition, document production request, or other discovery against JPMC personnel or JPMC records, as local counsel, but cannot take the lead in such discovery process. Thus, under the terms of this waiver, Reed Smith will be able to act as Delaware counsel in a contested matter adverse to JPMC.

13. No entity listed in Exhibit 2 accounted for 1% or more of Reed Smith’s 2015 annual revenue.

14. Reed Smith is an international law firm with more than 1,800 attorneys in 26 offices on multiple continents. Despite Reed Smith’s efforts to identify and disclose Reed Smith’s connections with parties-in-interest in these Cases, Reed Smith is unable to state with



certainty that every relevant client connection has been disclosed due to the size of Reed Smith and the fact that the Debtors have many creditors and other relationships. If Reed Smith discovers any additional connections, Reed Smith will file a supplemental disclosure with the Court. In addition, to the extent that a conflict arises with respect to a current client, the Committee may retain conflicts counsel.

15. No agreement or understanding exists between Reed Smith or any other person for any division or sharing of compensation which is prohibited by statute.

16. In accordance with its billing practices in both bankruptcy and non-bankruptcy matters, Reed Smith will bill at its normal hourly rates, plus office services, advances, and expenses, subject to the approval of the Court. Reed Smith periodically raises its hourly rates, usually in January, and reserves its right to do so in these cases.

17. The regular hourly rates for Reed Smith's paralegals, associates, counsel and partners are as follows: \$85 to \$400 for paralegals; \$200 to \$755 for associates, \$450 to \$915 for counsel, and \$540 to \$935 for partners. The hourly rates for the paralegal and attorneys that will be primarily responsible for Reed Smith's representation of the Committee are as follows:

Paralegals:	Lisa Lankford	\$225/hr.
	John B. Lord	\$330/hr.
Associates:	Emily K. Devan	\$385/hr.
Partners:	Kurt F. Gwynne	\$790/hr.

18. As these bankruptcy cases proceed, additional Reed Smith partners, associates, counsel, and paralegals may be assigned to work on these cases. To the fullest extent possible, lawyers having the requisite expertise who already have knowledge with respect to these areas and/or the matter involved will be assigned to these cases so that duplication of efforts is avoided. Consistent with the ranges of hourly rates described above, the hourly rates of the other

Reed Smith partners, associates, counsel, and paralegals that hereafter act for the Committee may be higher or lower than those of the persons presently assigned to this matter.

19. The hourly rates set forth above are Reed Smith's regular hourly rates billed to and paid by existing bankruptcy and non-bankruptcy clients for work of this nature. These rates are set at a level designed to fairly compensate Reed Smith for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. In addition to the hourly rates, it is Reed Smith's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case, including, among other things, facsimile and other charges, mass mailing postage, messenger and express mail charges, special or hand delivery charges, document processing, photocopying charges, filing fees, travel expenses, expenses for "working meals," the catering of meetings and business meetings, computerized research, transcription costs, as well as non-ordinary overhead expenses such as late night transportation, where necessary to meet deadlines or client expectations. Reed Smith will charge the Debtors' estates for the expenses incurred by Reed Smith on behalf of the Committee in a manner and at rates consistent with charges made generally to Reed Smith's other clients and in a manner consistent with the Local Bankruptcy Rules.

20. Reed Smith has not shared or agreed to share any compensation received in these cases with any other entity other than its partners and associates and no promises have been received by Reed Smith or any partner or associate as to compensation in connection with these cases, other than in accordance with the provisions of the Bankruptcy Code.

21. Pursuant to the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the "UST Guidelines"), I make the following disclosures:

- a. Reed Smith did not agree to a variation of its standard or customary billing arrangements for this engagement;
- b. None of the professionals included in this engagement have varied their rate based upon the geographic location of these chapter 11 cases;
- c. The Committee retained Reed Smith after the Petition Date, so Reed Smith did not represent the Committee in the 12 months pre-petition; and
- d. Reed Smith expects to develop a prospective budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, as to which Reed Smith reserves all rights. The Committee has approved Reed Smith's proposed hourly billing rates. The Reed Smith attorneys staffed on this engagement, subject to modification depending upon further development, are set forth above in paragraph 17.

22. By reason of the foregoing, I believe that Reed Smith is eligible for employment and retention by the Committee pursuant to 11 U.S.C. §§ 1103 and 328 and Fed.R.Bankr.P. 2014(a).

23. Reed Smith has not received any retainer for the services Reed Smith will perform in the Debtors' chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 16, 2016

FOR REED SMITH LLP



Kurt F. Gwynne, Esquire (No. 3951)



**EXHIBIT 1**

**Swift Energy Company, *et al.***

**Interested Parties**

**Debtors**

GASRS LLC  
SWENCO-Western LLC  
Swift Energy Alaska, Inc.  
Swift Energy Company  
Swift Energy Exploration Services, Inc.  
Swift Energy Group, Inc.  
Swift Energy International, Inc.  
Swift Energy Operating LLC  
Swift Energy USA, Inc.

**Non-Debtor Affiliates of the Debtors  
(Foreign)**

Kowhai Operating Limited  
Swift Energy Canada Ltd.  
Swift Energy New Zealand Holdings  
Limited  
Swift Energy New Zealand Limited

**Debtor Trade Names and Other Names  
Used in Last Eight Years**

GASRS, Inc.  
SWENCO-Western, Inc.

**Joint Venture Partners**

Anadarko E&P Company, L.P.  
BHP Billiton Petroleum Properties (N.A.),  
L.P.  
Clayton Williams Energy, Inc.  
First Rock, Inc.  
Saka Energi Fasken LLC  
South Texas Shale LLC  
Welhausen Operating Company, L.P.

**Current Directors, Officers and Senior  
Management of the Debtors**

Adrian D. Shelley

Alton D. Heckaman, Jr.  
Charles J. Swindells  
Christopher M. Abundis  
Clyde W. Smith, Jr.  
Deanna L. Cannon  
Douglas J. Lanier  
Greg Matiuk  
Laurent A. Baillargeon  
Martha L. Bettis  
Michael S. Coffield  
Rabin Sockalingam Rabindran  
Randy A. Bailey  
Raymond O. Loen  
Robert J. Banks  
Ronald L. Saxton  
Stephen P. Schmitt  
Steven B. Yakle  
Steven L. Tomberlin  
Terry E. Swift  
Virgil N. Swift  
William A. Bruckmann III

**Former Directors, Officers and Senior  
Management of the Debtors**

Barry S. Turcotte  
Bruce Vincent  
Homer Adams  
James P. Mitchell  
John Branca

**Major Current Business Affiliations and  
Professional Memberships of Debtors'  
Current Directors**

American Institute of Certified Public  
Accountants  
Ascentron, Inc.  
Bessemer Trust  
Boy Scouts of America  
Cabinda Gulf Oil Company

Cannon & Company CPAs Plc  
Capital Trust Company  
Capital Trust Management Corporation  
Chase Securities, Inc.  
Chevron Petroleum Technology Company  
ChevronTexaco Corporation  
ChevronTexaco Exploration & Production Company  
Chevron U.K. Ltd.  
Chevron USA  
Chevron U.S.A. Production Company  
Corporate Finance Associates of Northern Michigan  
Duncan Energy Partners, L.P.  
Evercore Partners  
Evercore Wealth Management  
Gulf Oil Company  
H&R Precision, Inc.  
INROADS  
JELD-WEN  
Lewis & Clark College  
Manufacturers Hanover Trust Company  
MarkWest Energy Partners, L.P.  
Michigan Association of Certified Public Accountants  
Michigan Oil and Gas Association  
Millennium Technology Services, Inc.  
Miller Exploration Company  
National Council for Minorities in Engineering  
Oregon Investment Council - Public Employee Retirement Fund  
Schwabe, Williamson & Wyatt  
Society of Petroleum Engineers  
Somerset Properties, Inc.  
The Bakersfield Symphony  
The Greenbrier Companies, Inc.  
U.S. Trust Company, N.A.  
United Way  
Western Region of U.S. Trust, Bank of America Private Wealth Management  
Williams Energy Partners, L.P.  
Zonta International

**Significant Equity Holders**

Fidelity Management & Research Company

**Secured Lenders and  
Depository/Disbursement Banks**

Amegy Bank, National Association  
Branch Banking & Trust Company  
Canadian Imperial Bank of Commerce  
Comerica Bank  
Compass Bank  
JPMorgan Chase Bank, N.A.  
MUFG Union Bank, N.A.  
Royal Bank of Canada  
U.S. Bank National Association  
Wells Fargo Bank, N.A.  
Whitney National Bank  
Whitney Investments & Trusts

**Indenture Trustee for Significant Debt**

Wilmington Trust, National Association

**Major Parties to Letters of Credit  
or Surety Bonds**

Aspen American Insurance Company  
Aspen US Insurance Group  
Berkley Oil & Gas Specialty Services LLC  
BNP Paribas  
BOK Financial Services  
Chevron U.S.A., Inc.  
Eastex Crude Company  
ExxonMobil Corporation  
JPMorgan Chase Bank, N.A.  
Louisiana Department of Wildlife and Fisheries  
Railroad Commission of Texas  
Southern Natural Gas Company LLC  
SouthWest Energy, L.P.  
Tennessee Gas Pipeline Company LLC  
U.S. Department of the Interior, Bureau of Land Management

Wyoming Oil and Gas Conservation  
Commission

**Debtors' Largest Unsecured Creditors  
(Excluding Noteholders)**

Anadarko Petroleum Corporation  
Baker Hughes Business Support Services  
Border Lease Services  
Bruce Vincent  
CDM Resource Management LLC  
Exterran Energy Solutions, L.P.  
Fasken Oil and Ranch Ltd.  
James P. Mitchell  
Key Energy Services, Inc.  
Leo O. Quintanilla  
Saka Energi Fasken LLC  
Sidewinder Drilling, Inc.  
State of Texas, General Land Office  
Straight Line Const., Inc.  
Terrance M. Shelley  
Texas Pipeline Webb County Lean System  
LLC  
Weatherford Artificial Lift Systems

**Other Secured Creditors**

B. Gentry Ventures Ltd.  
Cisco Systems Capital Corporation  
Danny J. Neal  
Donna Ketchbaw  
Netapp, Inc. dba Netapp Financial Solutions  
Union Leasing Corporation

**Noteholder Members of Ad Hoc  
Committee of Noteholders**

Bennett Capital  
BOF Holdings  
Brevan Howard Master Fund Limited  
DW Catalyst Master Fund, Ltd.  
Hutchin Hill  
KORE Fund Ltd.  
LMA SPC

MatlinPatterson  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
Pentwater Capital Management, L.P.  
Pine River Baxter Fund Ltd.  
Pine River Deerwood Fund Ltd.  
Pine River Fixed Income Master Fund Ltd.  
Pine River Master Fund Ltd.  
Pioneer Investment Management, Inc.  
Sky Harbor Capital Management LLC  
Strategic Value Master Fund Ltd.  
Strategic Value Special Situations Master  
Fund III, L.P.  
Strategic Value Special Situations Offshore  
Fund III-A, L.P.  
Sunrise Partners Limited Partnership  
UBS AG  
Valo Group Fund, LP  
Wells Capital Management Incorporated  
Wells Fargo Securities LLC  
Whitebox Multi-Strategy Partners, L.P.  
Whitebox Relative Value Partners, L.P.

**Parties to Material Contracts With the  
Debtors**

Alma Energy Corporation  
DCP Midstream  
Eagle Ford Gathering LLC  
Eagle Rock Operating LLC  
Howard Energy  
Office of Conservation, Department of  
Natural Resources, State of Louisiana  
RLI Insurance Company  
Shell Exploration & Production  
Southcross Energy  
Texaco Exploration and Production, Inc.  
Texegy LLC  
Wachovia Bank, National Association,  
Corporate Trust Group  
Whitney National Bank

**Parties to Material Unexpired Leases  
with the Debtors**

Hines Holding  
Prosperity Bank

**Major Insurers and Insurance Brokers**

AEGIS Insurance Services, Inc.  
Alliant Insurance Services, Inc.  
AON Hewitt  
Arch Insurance Company  
Argonaut Insurance Company  
AXIS Insurance Company  
AXIS Surplus Insurance Company  
Berkley Oil & Gas Specialty Services LLC  
Burnett & Company, Inc.  
Chubb Custom Insurance Company  
Chubb Group of Insurance Companies  
CRC Insurance Services, Inc.  
Federal Insurance Company  
Gemini Insurance Company  
Global Special Risks LLC  
Great American Insurance Company  
HCC (U.S. Specialty Insurance Company)  
HM Life Insurance Company  
Illinois National Insurance Company, an  
AIG Company  
JLT Specialty Insurance Services, Inc.  
Liberty Mutual Fire Insurance Company  
Liberty Mutual Insurance Company  
Lloyd's Syndicate 1036  
QBE Insurance Company  
Starr Companies  
Starr Indemnity & Liability Company  
Underwriters at Lloyd's, London  
Water Quality Insurance Syndicate

**Third Party Administrators/Major  
Benefits Administrators**

ADP LLC  
Blue Cross/Blue Shield  
Charles Schwab Retirement Plan Services

**Significant Taxing Authorities and  
Permitting/Licensing Authorities,  
Environmental Regulatory Agencies and  
Reclamation Bonding Entities**

Alabama Department of Environmental  
Management  
Chevron USA  
Colorado Oil & Gas Commission,  
Department of Natural Resources  
Texas Commissioner Of The General Land  
Office  
Discovery Audit Services LLC  
EnerVest Energy, L.P.  
ExxonMobil Corporation  
Louisiana Unclaimed Property Division  
Louisiana Department Of Environmental  
Quality  
Louisiana Department Of Natural Resources  
Louisiana Department Of Revenue  
Louisiana Department Of Wildlife And  
Fisheries  
Louisiana Office of Mineral Resources  
Management  
McMullen County Tax Assessor  
SWEPI LP fka Shell Western E&P Inc.  
Texaco, Inc.  
Texas Commission On Environmental  
Quality  
Texas Railroad Commission  
Texas State Comptroller - Unclaimed  
Property Division  
U.S. Department of the Interior, Bureau of  
Land  
Wyoming Oil and Gas Conservation  
Commission

**Significant Suppliers and Vendors**

A & B Valve and Piping Systems  
A & E Engine and Compression, Inc.  
Absolute Energy Solutions LLC  
Accurate NDE & Inspection LLC

Acock Consulting LLC  
Aegis Chemical Solutions LLC  
Allied Oil & Gas Services LLC  
American Disposal Services Ltd.  
Anadarko Petroleum Corporation  
Angelle & Donohue Oil & Gas Properties, Inc.  
Atlantis E and P Services, Inc.  
Audubon Engineering Co., L.P.  
Baker Hughes Business Support Services  
Baker Petrolite  
Basic Energy Services, L.P.  
Basic Marine Services, Inc.  
Bayou Fuel Marine & Hardware Supplies  
Baywater Drilling LLC  
Bear Creek Services LLC  
Bedrock Petroleum Consultants LLC  
Black Stone Minerals Company, L.P.  
Border Lease Services  
Bottom Line Services LLC  
C C Forbes Co. LLC  
C H Fenstermaker & Associates, Inc.  
C&J Well Services, Inc.  
Cactus Wellhead LLC  
Camino Agave, Inc.  
CDM Resource Management LLC  
Cetco Energy Services Company LLC  
Champion Technologies, Inc.  
Chemical Weed Control, Inc.  
Chris' Exxon Marine Service  
CIBC World Markets  
Cinco Pipe & Supply  
Circle C Services, Inc.  
Coastal Chemical Company  
Comm Engineering, Inc.  
Crown Pine Timber 4, L.P.  
CUDD Energy Services  
D & B Rental Service  
D & L Salvage LLC  
D&B Flowback  
Dale Martin Offshore LLC  
Deep South Chemical, Inc.  
Deep South Oilfield & Industrial Supply LLC

Deloris J. Nelson  
Delta Screens  
DNow, L.P.  
Dolphin Services LLC  
E & E Group LLC  
Eagle Automation Limited  
Eagle Consulting LLC  
Eagle Ford Gathering LLC  
Eagle Rock Energy, L.P.  
Ecoserv LLC  
Ed Broussard Marine Service  
Energy Fishing & Rental Services  
Epic Management Resources LLC  
ES & H Consulting & Training Group  
EXP Engineering International, Inc.  
Express Energy Services Operating, L.P.  
Expro Americas LLC  
Exterran Energy Solutions, L.P.  
Facilities Consulting Group LLC  
Fasken Land and Minerals Ltd.  
Fesco Ltd.  
Frenchs Welding & Marine Services LLC  
G & L Well Service, Inc.  
Gas Processors, Inc.  
Gate Guard Services, L.P.  
Gaubert Oil Company, Inc.  
GE Oil & Gas  
Geophysical Pursuit, Inc.  
Gly-Tech Services, Inc.  
Greenes Energy Group LLC  
Greenspoint Plaza Limited Partnership  
Gulf Coast Chemicals LLC  
Gulfstream Services, Inc.  
H & H Control Solutions, Inc.  
H J Gauthier Boat Rental Service, Inc.  
Halliburton Energy Services  
Hamilton Engineering, Inc.  
HAPL  
HBC Systems LLC  
Hebronville Lone Star Rentals LLC  
Higdon Construction, Inc.  
Hot Energy Services, Inc.  
IHS Global, Inc.  
Industry Express, Inc.



Intrepid Directional Services  
 John Chance Land Surveys, Inc.  
 JT Swabbing Services, Inc.  
 Key Energy Services, Inc.  
 KLX Energy Services LLC  
 KW International  
 Leam Drilling Systems, Inc.  
 Leo O. Quintanilla  
 LEWIS Petro Properties, Inc.  
 Louisiana Dept. of Environmental Quality  
 Louisiana Tank, Inc.  
 Madison Exploration LLC  
 Magnum Oil Tools International Ltd.  
 Manooch Services  
 Marlin Oilfield Drivers, Inc.  
 Maverick Field Services LLC  
 M-I Swaco  
 Microseismic, Inc.  
 MO Vac Service Co. of Alice, Inc.  
 MS Energy Services  
 Mustang Gas Compression LLC  
 Nabors Completion & Production Services Co.  
 Nalco Champion  
 National Oilwell DHT, L.P.  
 National Oilwell Varco, L.P.  
 Newman Operating Company, Inc.  
 Newpark Drilling Fluids LLC  
 Nov Tuboscope-Machining Services  
 Offshore Energy Services, Inc.  
 Orion Drilling Company LLC  
 Patriot Oilfield Services LLC  
 Paws Energy Services, Inc.  
 Pegasus International, Inc.  
 Pelstar Mechanical Services LLC  
 Petroleum Engineers, Inc.  
 Petroquip Energy Services LLC  
 Pioneer Coiled Tubing Services, LLC  
 Pioneer Wireline Services  
 Pipeco Services, L.P.  
 Pitkin Water System, Inc.  
 Precision Energy Services, Inc.  
 Precision Pump & Valve II, Inc.  
 Premier Directional Drilling

Premium Fishing Services  
 Premium Oilfield Services LLC  
 Priority Wireline Services  
 Production Facilities Equipment Co., Inc.  
 Quality Energy Services, Inc.  
 Refinery Specialties, Inc.  
 Regency Field Services LLC  
 Rene Cross Construction, Inc.  
 Rhoads Oilfield Services, L.P.  
 Schlumberger Technology Corporation  
 Schmidt Land Services, Inc.  
 Scott Macon Ltd.  
 Seaboard  
 Secorp Industries  
 Seidel Construction  
 Seitel Data Ltd.  
 Select Oilfield Services LLC  
 Sidewinder Drilling, Inc.  
 Smith International, Inc.  
 Stabil Drill  
 Stokes & Spiehler Onshore, Inc.  
 Straight Line Construction, Inc.  
 Summit Electric Supply Co.  
 Sun Coast Resources, Inc.  
 Sunbelt Rentals Oil & Gas Services  
 Superior Slickline Service  
 Supreme Service & Specialty Co., Inc.  
 Swivel Rental & Supply LLC  
 T & T Boat Rentals, Inc.  
 T Baker Smith, Inc.  
 T Cot, Inc.  
 Tasco Tool Service  
 Tejas Lease Service  
 Tejas Production Services, Inc.  
 Terra Oilfield Services, LLC  
 Terrebonne Wireline Services, Inc.  
 Tetra Technologies, Inc.  
 TEX Isle Supply, Inc.  
 Texas Energy Services  
 Texas Industrial Engine, Inc.  
 Texas Pipeline Webb County Lean System LLC  
 Thomas Petroleum LLC  
 Thrubit LLC

TLC Boat Rental, Inc.  
TNT Crane & Rigging, Inc.  
Tomahawk Resources LLC  
Top Gun Energy Services LLC  
Top Line Maintenance LLC  
Traco Production Services, Inc.  
Trademark Enterprises, Inc.  
Tri County Royalty Trust  
Trinity Environmental Services, L.P.  
Tuboscope  
Unifirst Holdings, Inc.  
United ISD  
United Oilfield Services, Inc.  
Upstream International LLC  
W H Robbins & Associates LLC  
Weatherford Artificial Lift Systems  
Weatherford US, L.P.  
Willda Beast LLC  
Wood Group Duval LLC  
Wood Group Production and Consulting Services, Inc.  
Wood Group PSN, Inc.

**Significant Utilities Providers**

AT&T, Inc.  
AT&T Long Distance  
AT&T Mobility  
Beauregard Electric Co-op  
Centurytel Inc. dba Centuryline  
Cirro Energy  
Comcast Corporation  
CPL Retail Energy  
DirecTV  
Dish Network  
Elizabeth Telephone Co.  
Entergy Corporation  
Infrastructure Networks, Inc.  
ITC Global Networking Solutions  
Karnes Electric Cooperative, Inc.  
Pedernales Electric  
Phonoscope Lightwave, Inc.  
Pitkin Water System, Inc.  
Plaquemines Parish Water Department

Progressive Waste Solutions of LA, Inc.  
San Patricio Electric Co-op, Inc.  
Sprint Corporation  
Time Warner Cable, Inc.  
Valley Telephone Cooperative, Inc.  
Verizon  
Verizon Southwest  
Verizon Wireless  
Waterworks District 2

**Major Customers of the Debtors**

American Midstream Onshore Pipelines.  
LLC, Successor to Midcoast Holdings No.  
One LLC  
APL SouthTex Processing Company  
Burns Point Gas Plant  
Calcasieu Gas Gathering System  
Chevron USA, Inc.  
Clayton Williams Energy, Inc.  
Cokinos Natural Gas Company  
ConocoPhillips Company  
Crimson Energy Partners, L.P.  
Crosstex Processing Services LLC  
D.J. Simmons, Inc.  
DCP Midstream, L.P.  
DCP South Central Texas LLC  
Eagle Ford Escondido Gathering LLC  
Eagle Ford Gathering LLC  
Enbridge Marketing (U.S.), L.P.  
Enterprise Gas Processing LLC  
Enterprise Hydrocarbons, L.P.  
Enterprise Products Operating LLC  
Enterprise South Texas Gathering  
(Successor to Cerrito Gas Marketing, LTD.)  
Enterprise Texas Pipeline, L.P.  
Equinox Oil Company, Inc.  
Exxon Oil Corporation  
Exxonmobil Oil Corporation  
Exxonmobil Pipeline Company  
Flint Hill Resources, L.P.  
Gary Williams Energy  
High Point Gas Transmission LLC  
Houston Pipe Line Company, L.P.

Howard Marketing LLC  
K/D/S Promix LLC  
Kinder Morgan Texas Pipeline LLC  
Midcoast Holdings No. One LLC  
National Energy & Trade, L.P.  
Navarro Midstream Services LLC  
Nicor Enerchange LLC  
Phillips 66 Company  
Plains Marketing, L.P.  
Producers Gas Gathering Company  
Raymond Jordan  
Regency Energy Partners, Successor to  
Union Pacific Resources Company  
Regency Field Services LLC  
Shell Oil Company  
Shell Trading US  
Shoreline Gas LLC  
Southcross Gathering Ltd.  
Southcross CCNG Gathering Ltd.  
Southcross CCNG Transmission Ltd.  
Southcross Marketing Company Ltd.  
Southwest Energy, L.P.  
Sunoco Logistics, Inc.  
Targa Liquids Marketing and Trade LLC  
Targa Midstream Services LLC  
Tennessee Gas Pipeline  
Texas Pipeline Webb County Lean System  
(Successor to Eagle Ford Escondido  
Gathering, LLC)  
Texla Energy Management, Inc.  
Total Gas & Power North America, Inc.  
Trunkline Gas Company LLC  
Upstream Energy Services, L.P.  
Western Refining Southwest, Inc.

**Major Competitors**

Anadarko Petroleum Corporation  
Apache Corporation  
BHP Billiton Ltd.  
Burlington Resources, Inc.  
Carrizo Oil & Gas  
Chesapeake Energy Corporation  
Chevron

Comstock Resources  
Devon Energy  
Diamondback Energy, Inc.  
Energy XXI (Bermuda) Limited  
EnerVest  
EOG Resources, Inc.  
Halcon Resources Corporation  
Hilcorp Energy Company  
Laredo Petroleum, Inc.  
Lewis Energy Group  
LINN Energy LLC  
Magnum Hunter Resources  
Matador Resources Company  
Occidental Petroleum Corporation  
Parsley Energy, Inc.  
PDC Energy, Inc.  
Penn Virginia Corporation  
Petroquest Energy, Inc.  
Pioneer Natural Resources Company  
Quicksilver Resources, Inc.  
Rex Energy Corporation  
Rosetta Resources  
RSP Permian, Inc.  
Sabine Oil & Gas  
Samson Resources  
Sanchez Energy Corporation  
Sandridge Energy, Inc.  
SM Energy  
Stone Energy Corporation  
Unit Petroleum Company  
W&T Offshore  
XTO Energy, Inc.

**Parties to Material Litigation**

Joe Garza  
Patricia Pollok  
Terrance M. Shelley  
Y Bar Ranch Ltd

**Parties to Material 2014-2015 Oil and Gas  
Royalty Agreements in Excess of \$200,000**

Anna Fodor Whitehurst Trust

Annette Mowinckle Walker  
 Anthony Forest Products Co.  
 Bacon Tomsons Ltd.  
 Barbara Shelby Baetz  
 Bertrand O. Baetz Testamentary Trust  
 BHP Billiton Petroleum Properties, L.P.  
 Bracken Children's Trust  
 Bracken Partners Ltd.  
 Bruce A. Hayes  
 Bryan 2007 Dynasty Trusts  
 Burlington Resources Oil and Gas  
 Carden Family Investments LLC  
 Cherokee Minerals, L.P.  
 Cockrell Investment Partners, L.P.  
 Courtney Baetz Watson  
 Donaldson Brown Lasalle Working Interests  
 LLP  
 Elysium LA, L.P.  
 Ezra Alderman Ranches, Inc.  
 Fasken Oil and Ranch Ltd.  
 First Rock I LLC  
 Franke Interests, Inc.  
 G Frank Whitehurst Trust  
 Glenda B. Williams Investment Ltd.  
 Glenda Bracken  
 Gutierrez-Leyendecker Ranch Ltd.  
 Hector Quintanilla  
 Hilcorp Energy I, L.P.  
 Indigo II Louisiana Operating LLC  
 J & G Whitehurst Mineral Trust  
 James J. Fischer II 2004 Trust  
 Joe Amberson, Jr.  
 John A. Whitehurst Family Trust  
 John Arthur Whitehurst Trust  
 John Paul Price  
 K S Bracken Family Limited Partnership  
 Kathleen Hayes  
 Kay Shirey Bracken  
 Kenneth R. Whitehurst  
 Kenneth Robert Whitehurst Trust  
 La Salle County Registry  
 Lawrence Consolidated Enterprises Ltd.  
 Leo O. Quintanilla  
 Louisiana Land and Exploration Company

Marie I. Baetz Family 2012 Trust  
 Mary Jon Bryan  
 Melissa Ann Mafrige Mithoff Trust  
 Merriam Oil and Gas Corporation  
 Moran Louisiana Ltd. Partnership  
 Musser-Davis Land Company  
 Mustang Minerals LLC  
 Nancy A. Bracken  
 Oliver Lee Steele III Estate  
 Olympia Minerals LLC  
 Patrick J. Moran  
 Perot Minerals Ltd.  
 Plaquemines Parish Government  
 PLC O&G Properties  
 Price Partners Ltd.  
 R A Bracken Childrens Partnership Ltd.  
 Rinan Financial, L.P.  
 Robert A. Bracken  
 Robert F. Whitehurst Trust  
 Rocking Fork Ltd.  
 Royalty Clearinghouse Partnership  
 S. Evans Ltd.  
 Saka Energi Fasken LLC  
 Sally Price Fischer  
 Samantha Fischer 2004 Trust  
 Sotex Partners Ltd.  
 South Texas Shale LLC  
 Stevens J. Mafrige Trust  
 Texas Osage Royalty Pool, Inc.  
 The Cockrell Foundation  
 The Marshall Trust # One Mortgagor  
 The Mary Jon Mowinckle Trust  
 The Mcclaugherty Family Limited  
 Partnership  
 Thomas E. Whitehurst  
 Thomas E. Whitehurst Jr. Trust  
 Thomas Edward Whitehurst Trust  
 Two Rivers Dogtown, L.P.  
 Welhausen Eagle Ford Sm JV Ltd.  
 Y Bar Ranch Ltd  
 Yuma Exploration & Production Company,  
 Inc.

**Debtors' Significant Professionals,  
Consultants and Service Providers**

Alvarez & Marsal North America LLC  
Jones Day  
Kurtzman Carson Consultants LLC  
Lazard Freres & Co. LLC  
Richards, Layton & Finger

**Other Restructuring Professionals**

Bracewell and Giuliani LLP  
Houlihan Lokey  
Kirkland & Ellis LLP  
Netherland Sewell  
Opportune  
Simpson Thacher

**Proposed DIP Lenders**

Bank of America, N.A.  
BOF Holdings  
DW Catalyst Master Fund, Ltd.  
Hutchin Hill  
KORE Fund LTD.  
LMA SPC  
MatlinPatterson  
Oceana Master Fund Ltd.  
Pentwater Event Driven Cayman Fund Ltd.  
PWCM Master Fund Ltd.  
Strategic Value Master Fund Ltd.

Strategic Value Special Situations Master  
Fund III, L.P.  
Strategic Value Special Situations Offshore  
Fund III-A, L.P.  
Sunrise Partners  
Wells Fargo Bank, N.A.

**Bankruptcy Judges for the District of  
Delaware**

Brendan L. Shannon  
Christopher S. Sontchi  
Kevin Gross  
Kevin J. Carey  
Laurie Selber Silverstein  
Mary J. Walrath

**Attorneys for the United States Trustee's  
Office for the District of Delaware**

Benjamin Hackman  
David Buchbinder  
Hannah M. McCollum  
Jane Leamy  
Juliet Sarkessian  
Linda Casey  
Mark Kenney  
Natalie Cox  
Richard Schepacarter  
Tiara Patton  
Timothy J. Fox, Jr.

**EXHIBIT 2**

<b>INTERESTED PARTY</b>	<b>RELATIONSHIP WITH THE DEBTORS</b>	<b>CLIENT, ADVERSE PARTY, OR OTHER "CONNECTION" (FROM 1/2015 TO THE PRESENT)</b>
Alliant Insurance Services, Inc.	Insurer	RS represents Alliant Insurance Services, Inc. in unrelated matters
Anadarko E&P Company, L.P.	Joint Venture Partner	RS represents Anadarko Petroleum Corporation in unrelated matters
Anadarko Petroleum Corporation	Large Unsecured Creditor; Supplier/Vendor; Major Competitor	RS represents Anadarko Petroleum Corporation in unrelated matters
Apache Corporation	Major Competitor	RS represents Apache in various unrelated matters
AT&T, Inc. AT&T Long Distance and AT&T Mobility	Utility provider	RS represents AT&T in unrelated matters and is adverse to AT&T in unrelated matters
Baker Hughes Business Support Services	Large Unsecured Creditor; Supplier/Vendor	RS represents Baker Hughes, Inc. in unrelated matters
Baker Petrolite	Supplier/Vendor	RS represents Baker Hughes, Inc. in unrelated matters
Bank of America, N.A.	Proposed DIP Lender	RS represents Bank of America in various unrelated matters and is adverse to Bank of America in various unrelated matters
Baywater Drilling LLC	Supplier/Vendor	RS represents Baywater Drilling in various unrelated matters
BHP Billiton Petroleum Properties (N.A.), L.P.; BHP Billiton Ltd.	Joint Venture Partner; Major Competitor	RS represents entities related to BHP Billiton Petroleum (Eagle Ford Gathering) LLC in several unrelated matters
Blue Cross/Blue Shield	Benefits Administrator	RS represents Blue Cross/Blue Shield entities in unrelated matters and is adverse to BC/BS entities in unrelated matters
BOF Holdings	Noteholder Members of Ad Hoc Committee of Noteholders	RS represents entities related to BOF HOLDINGS III LP in an unrelated matter
BNP Paribas	Major Party to Letters of Credit or Surety Bonds	RS represents BNP Paribas in various unrelated matters and is adverse to BNP Paribas in various unrelated matters
Branch Banking & Trust Company	Secured lender or depository bank	RS represents BB&T in various unrelated matters and is adverse to BB&T in unrelated matters
Burlington Resources Company	Major Competitor; Party to Royalty Agreement	RS represents ConocoPhillips and Burlington Resources in unrelated matters and is adverse to ConocoPhillips in unrelated matters
Cantor Fitzgerald Securities, LLC	Agent to the DIP Lenders	RS represents Cantor Fitzgerald & Co. in unrelated matters, but does not represent Cantor Fitzgerald Securities; RS is adverse to Cantor Fitzgerald Securities on unrelated matters
Cetco Energy Services Company LLC	Supplier/Vendor	RS represents Cetco Energy Services Limited, an affiliate, in various unrelated matters
Charles Schwab Retirement Plan Services	Benefits Administrator	RS represents Charles Schwab & Co in unrelated matters, but does not represent Charles Schwab



INTERESTED PARTY	RELATIONSHIP WITH THE DEBTORS	CLIENT, ADVERSE PARTY, OR OTHER "CONNECTION" (FROM 1/2015 TO THE PRESENT)
		Retirement Plan Services
Chesapeake Energy Corporation		RS represents Chesapeake Appalachia, LLC, an affiliate, in various unrelated matters
Chevron Petroleum Technology Company; ChevronTexaco Corporation; ChevronTexaco Exploration & Production Company; Chevron U.K. Ltd; Chevron U.S.A. Production Company; Gulf Oil Company; Cabinda Gulf Oil Company;	Business Affiliations and Professional Memberships of Debtors' Current Directors	RS represents several Chevron entities in unrelated matters and is adverse to Chevron entities, including Gulf Oil Company, in several unrelated matters
Chevron USA, Inc.	Party to Letters of Credit or Surety Bonds; Major Customer; Major Competitor; Permitting/Licensing Authority or Reclamation Bonding Entity; Business Affiliations and Professional Memberships of Debtors' Current Directors	RS represents Chevron entities, including Chevron USA, in unrelated matters and is adverse to Chevron entities, but not Chevron USA, in several unrelated matters
Cirro Energy	Utility Provider	RS represents Cirro's parent NRG Energy in various unrelated matters
Comcast Corporation	Utility Provider	RS represents Comcast in unrelated matters and is adverse to Comcast in unrelated matters
Comerica Bank	Secured lender or depository bank	RS represents Comerica in unrelated matters and is adverse to Comerica in unrelated matters
Compass Bank	Secured lender or depository bank	RS represents BBVA Compass Bank in unrelated matters and is adverse to Compass Bank in an unrelated matter
ConocoPhillips Company	Major Customer	RS represents ConocoPhillips and its affiliates in various unrelated matters and is adverse to ConocoPhillips in unrelated matters
DCP Midstream	Party to Material Contracts With the Debtors; Major Customer	RS represents DCP Midstream in various unrelated matters
DirecTV	Utility Provider	RS represents DirecTV in unrelated matters and is adverse to DirecTV in an unrelated matter
Dish Network	Utility Provider	RS represents Dish Network in various unrelated matters and is adverse to Dish Network in an

<b>INTERESTED PARTY</b>	<b>RELATIONSHIP WITH THE DEBTORS</b>	<b>CLIENT, ADVERSE PARTY, OR OTHER "CONNECTION" (FROM 1/2015 TO THE PRESENT)</b>
		unrelated matter
Eagle Ford Gathering LLC	Parties to Material Contracts With the Debtors; Supplier/Vendor; Major customer	RS represents Eagle Ford Gathering and its affiliate and operator Kinder Morgan in unrelated matters
EnerVest Energy, L.P.	Permitting/Licensing Authority or Reclamation Bonding Entity; Major Competitor	RS represents EnerVest Energy in unrelated matters
Entergy Corporation	Utility Provider	RS represents Entergy in unrelated matters and is adverse to Entergy in an unrelated matter
EOG Resources, Inc.	Major Competitor	RS represents EOG Resources, Inc. in various unrelated matters
ExxonMobil Corporation	Party to Letters of Credit or Surety Bonds; Permitting/Licensing Authority or Reclamation Bonding Entity	RS represents ExxonMobil in unrelated matters and is adverse to ExxonMobil in unrelated matters
Exxon Oil Corporation Exxonmobil Oil Corporation Exxonmobil Pipeline Company	Major Customers	RS represents ExxonMobil in various unrelated matters and is adverse to ExxonMobil in unrelated matters
Fidelity Management & Research Company	Equity Holder	RS represents FMR, LLC in unrelated matters
Flint Hill Resources, L.P.	Major Customer	RS represents Flint Hill Resources, L.P. and its parent company Koch Industries in various unrelated matters
GE Oil & Gas	Supplier/Vendor	RS represents various GE entities in unrelated matters
Great American Insurance Company	Insurer	RS represents Great American Financial Resources, Inc. f/k/a Great American Insurance Company in unrelated matters
Halliburton Energy Services	Supplier/Vendor	RS represents Halliburton Energy Services in unrelated matters and is adverse to Halliburton Energy Services in an unrelated matter
HCC (U.S. Specialty Insurance Company)	Insurer	RS represents HCC Insurance Holdings in unrelated matters and is adverse to HCC in unrelated matters
Hilcorp Energy Company	Major Competitor; Party to Royalty Agreement	RS represents Hilcorp Energy Company in unrelated matters and is adverse to Hilcorp in unrelated matters
Houlihan Lokey	Restructuring Professional	RS represents Houlihan Lokey in other unrelated matters and is adverse to Houlihan Lokey in



<b>INTERESTED PARTY</b>	<b>RELATIONSHIP WITH THE DEBTORS</b>	<b>CLIENT, ADVERSE PARTY, OR OTHER “CONNECTION” (FROM 1/2015 TO THE PRESENT)</b>
		unrelated matters
Houston Pipe Line Company, L.P.	Major Customer	RS represents Houston Pipe Line’s parent company Energy Transfer Partners, L.P in unrelated matters
JLT Specialty Insurance Services, Inc.	Insurer	RS represents JLT Specialty Insurance in unrelated matters
Jones Day	Debtors’ professional	RS represents Jones Day in other unrelated matters and is adverse to Jones Day in an unrelated matter
JPMorgan Chase Bank, N.A.	Secured lender or depository bank; Party to Letters of Credit or Surety Bonds	RS represents JPMC in unrelated matters and is adverse to JPMC in unrelated matters; please see Gwynne Declaration for further information regarding terms of conflict waiver
Kinder Morgan Texas Pipeline LLC	Major Customer	RS represents Kinder Morgan or its affiliates in various unrelated matters
KW International	Supplier/Vendor	RS represents KW International in unrelated matters
Louisiana Land and Exploration Company	Party to Royalty Agreement	RS represents Louisiana Land and ConocoPhillips in unrelated matters and is adverse to ConocoPhillips in unrelated matters
MarkWest Energy Partners, L.P.	Business Affiliations and Professional Memberships of Debtors’ Current Directors	RS represents MarkWest Energy Partners, L.P. in unrelated matters and is adverse to MarkWest Energy Partners, L.P. in an unrelated matter
Merrill Lynch, Pierce, Fenner & Smith Incorporated	Noteholder Members of Ad Hoc Committee of Noteholders	RS represents Bank of America, an affiliated entity, in various unrelated matters and is adverse to Bank of America or Merrill Lynch in unrelated matters.
M-I Swaco	Supplier/Vendor	RS represents MI SWACO & MI LLC in unrelated matters
MUFG Union Bank, N.A.	Secured lender or depository bank	RS represents MUFG Union Bank, N.A. in unrelated matters and is adverse to MUFG in unrelated matters
Nalco Champion	Supplier/Vendor	RS represents Ecolab Inc., Nalco’s parent company, in unrelated matters and is adverse to Nalco in an unrelated matter
National Oilwell Varco, L.P.	Supplier/Vendor	RS represents National Oilwell Varco in unrelated matters and is adverse to National Oilwell Varco in an unrelated matter
Occidental Petroleum Corporation	Major competitor	RS represents Occidental Petroleum Corporation in unrelated matters
Phillips 66 Company	Major Customer	RS represents Phillips 66 in unrelated matters and is adverse to Phillips 66 in other unrelated matters
Pioneer Natural Resources	Major competitor	RS represents Pioneer Natural Resources in

<b>INTERESTED PARTY</b>	<b>RELATIONSHIP WITH THE DEBTORS</b>	<b>CLIENT, ADVERSE PARTY, OR OTHER "CONNECTION" (FROM 1/2015 TO THE PRESENT)</b>
Company		unrelated matters
QBE Insurance Company	Insurer	RS represents QBE Casualty Syndicate 386 in unrelated matters and is adverse to QBE in unrelated matters
Royal Bank of Canada	Secured lender or depository bank	RS represents an affiliate, Royal Bank of Canada Trust Corporation Limited, in unrelated matters and is adverse to Royal Bank of Canada in unrelated matters
Seaboard	Supplier/Vendor	RS represents Seaboard Corporation, Seaboard Marine Ltd, and Seaboard Overseas Limited in various unrelated matters
Shell Exploration & Production; SWEPI LP fka Shell Western E&P Inc.; Shell Oil Company Shell Trading US	Party to Material Contracts With the Debtors; Permitting/Licensing Authority or Reclamation Bonding Entity; Major Customers	RS represents Shell in unrelated matters and is adverse to Shell in unrelated matters
Smith International, Inc.	Supplier/vendor	RS represents Smith International's parent company Schlumberger Holding Corporation in various unrelated matters
Southern Natural Gas Company LLC	Party to Letters of Credit or Surety Bonds	RS represents Southern Natural Gas Company's parent company Kinder Morgan in various unrelated matters
SouthWest Energy, L.P	Party to Letters of Credit or Surety Bonds; Major Customer	RS represents SouthWest Energy in unrelated matters
Sprint Corporation	Utility Provider	RS represents Sprint in unrelated matters and is adverse to Sprint in an unrelated matter
Sunoco Logistics, Inc.	Major Customer	RS represents Sunoco Logistics Partners, L.P. and other Sunoco entities in unrelated matters and is adverse to Sunoco in an unrelated matter
Tennessee Gas Pipeline Company LLC	Party to Letters of Credit or Surety Bonds; Major Customer	RS represents Tennessee Gas Pipeline's parent company Kinder Morgan in various unrelated matters
Tetra Technologies, Inc.	Supplier/Vendor	RS represents Tetra Technologies in unrelated matters and is adverse to Tetra in an unrelated matter
Texaco Exploration and Production, Inc.	Party to Material Contracts With the Debtors	RS represents Chevron entities in unrelated matters and is adverse to Chevron and Texaco entities in several unrelated matters.
Texaco, Inc.	Permitting/Licensing Authority or Reclamation Bonding Entity	RS represents Chevron entities in unrelated matters and is adverse to Chevron and Texaco entities in several unrelated matters.
Texla Energy	Major Customer	RS represents Texla Energy Management, Inc. in

<b>INTERESTED PARTY</b>	<b>RELATIONSHIP WITH THE DEBTORS</b>	<b>CLIENT, ADVERSE PARTY, OR OTHER “CONNECTION” (FROM 1/2015 TO THE PRESENT)</b>
Management, Inc.		unrelated matters
Total Gas & Power North America, Inc.	Major Customer	RS represents Total Gas & Power North America, Inc. and its affiliates in unrelated matters
Trunkline Gas Company LLC	Major Customer	RS represents Trunkline Gas and its affiliate Southern Union Gas in unrelated matters
UBS AG	Noteholder Members of Ad Hoc Committee of Noteholders	RS represents UBS in unrelated matters and is adverse to UBS in unrelated matters
U.S. Bank National Association	Secured lender or depository bank	RS represents U.S. Bank, N.A. in unrelated matters and is adverse to U.S. Bank in unrelated matters
U.S. Trust Company, N.A.; Western Region of U.S. Trust, Bank of America Private Wealth Management	Business Affiliations and Professional Memberships of Debtors' Current Directors	RS represents Bank of America, N.A. and Bank of America US Trust, entities affiliated with U.S. Trust Company, N.A. and Western Region of U.S. Trust, Bank of America Private Wealth Management in unrelated matters and is adverse to U.S. Bank Trustees Limited in another unrelated matter.
Verizon; Verizon Southwest; and Verizon Wireless	Utility Provider	RS represents Verizon and Verizon entities in unrelated matters and is adverse to Verizon entities in various unrelated matters
CenturyTel Inc. d/b/a CenturyLink	Utility Provider	RS represents CenturyLink, Inc. and its affiliates in unrelated matters.
Wachovia Bank, National Association, Corporate Trust Group	Party to Material Contracts With the Debtors	RS represents Wachovia Bank in various unrelated matters and is adverse to Wachovia Bank and other Wells Fargo entities in various unrelated matters
Wells Capital Management Incorporated; Wells Fargo Securities LLC	Noteholder Members of Ad Hoc Committee of Noteholders	RS represents Wells Fargo in unrelated matters and is adverse to Wells Capital, Wells Fargo Securities and other Wells Fargo entities in unrelated matters
Wells Fargo Bank, N.A.	Secured lender or depository bank; Proposed DIP Lender	RS represents Wells Fargo in unrelated matters and is adverse to Wells Fargo in unrelated matters.
Wilmington Trust, National Association	Indenture Trustee for Significant Debt	RS represents Wilmington Trust in unrelated matters and is adverse to Wilmington Trust in unrelated matters.

**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)

**DECLARATION OF BRUCE H. VINCENT IN SUPPORT OF THE  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS TO EMPLOY REED SMITH LLP, *NUNC PRO TUNC* AS OF  
JANUARY 21, 2016, AS COUNSEL FOR THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS PURSUANT TO 11 U.S.C. §§ 328(a)  
AND 1103(a) AND FED.R.BANKR.P. 2014**

I, Bruce H. Vincent, declare as follows:

1. I submit this Declaration in support of the Application of the Official Committee of Unsecured Creditors (the “Committee”) to Employ Reed Smith LLP, *Nunc Pro Tunc* as of January 21, 2016, as Counsel for the Official Committee of Unsecured Creditors Pursuant to 11 U.S.C. §§ 328(a) and 1103(a) and Fed.R.Bank.P. 2014 (the “Application”).

2. Except as otherwise noted, I have personal knowledge as to all the information set forth below.

3. On January 14, 2016, the Office of the United States Trustee (the “U.S. Trustee”) held an organizational meeting of the Debtors’ unsecured creditors for the purpose of forming an official committee of unsecured creditors (the “Organizational Meeting”).

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<sup>1</sup> The Debtors are the following nine entities (the last four digits of their respective taxpayer identification numbers follow in parenthesis): 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 (01449); and Swift Energy Exploration Services, Inc. (2199). The address of each of the Debtors is 17001 Northchase Drive, Suite 100, Houston, Texas 77060.

4. On January 14, 2016, the U.S. Trustee appointed the Committee pursuant to Section 1102 of the Bankruptcy Code (D.I. 102). The current members of the Committee are : (1) Wilmington Trust, N.A.; and (2) Bruce H. Vincent.<sup>2</sup> I am the Chair of the Committee.

5. At the Organization Meeting, the Committee determined that it needed the assistance and advice of counsel to perform the Committee's duties under Section 1103(c) of the Bankruptcy Code. The Committee selected Akin Gump to be lead counsel to the Committee.

6. Following its selection of Akin Gump, the Committee determined that it also required Delaware counsel.

7. The Committee selected Reed Smith as its proposed Delaware counsel pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code.

8. Based upon the information received by the Committee, the Committee believes that Reed Smith's hourly billing rates and material terms of its engagement are comparable to Reed Smith's billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.

9. Throughout these Cases, the Committee will supervise Reed Smith's fees and expenses to manage costs. In particular, the Committee will review Reed Smith's invoices and monthly applications for payment of fees and reimbursement of expenses. The Committee understands that Reed Smith periodically raises its hourly rates, usually in January. The Committee consents to such ordinary course rate increases.

10. I am informed that Reed Smith will charge its regular hourly rates for service provided to the Committee. The hourly rates for the paralegal and attorneys that will be primarily responsible for Reed Smith's representation of the Committee are as follows:

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<sup>2</sup> Weatherford Artificial Lift Systems, LLC, one of the original three members of the Committee, resigned from the Committee effective February 15, 2016.

Paralegals:	Lisa Lankford	\$225/hr.
	John B. Lord	\$330/hr.
Associates:	Emily K. Devan	\$385/hr.
Partners:	Kurt F. Gwynne	\$790/hr.

11. By reason of the foregoing, the Committee is of the opinion that it is necessary to employ Reed Smith and that such employment is in the best interest of the Committee and the Debtors' estates.

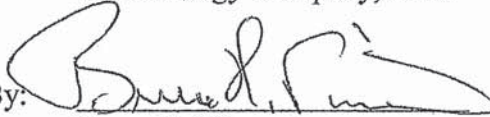
I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 16, 2016

Respectfully submitted,

The Official Committee of Unsecured Creditors of  
Swift Energy Company, *et al.*

By:



Bruce H. Vincent  
Chair of the Official Committee of Unsecured  
Creditors of Swift Energy Company, *et al.*

**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)

Re: D.I. \_\_\_\_

**ORDER APPROVING APPLICATION OF THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS TO EMPLOY REED SMITH LLP, *NUNC PRO TUNC*  
AS OF JANUARY 21, 2016, AS COUNSEL FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS PURSUANT TO 11 U.S.C. §§ 328(a)  
AND 1103(a) AND FED.R.BANKR.P. 2014**

Upon consideration of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors-in-possession (the “Debtors”) to employ Reed Smith LLP (“Reed Smith”), *nunc pro tunc* as of January 21, 2016, as counsel for the Committee; and upon consideration of the Unsworn Declarations of Kurt F. Gwynne and Bruce H. Vincent in support of the Application; after sufficient notice and an opportunity for a hearing under 11 U.S.C. § 102(1); and the Court being satisfied that Reed Smith is disinterested and otherwise eligible for employment by the Committee; and good cause appearing therefor;

It is hereby ORDERED as follows:

1. The Application is approved.

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<sup>1</sup> The Debtors are the following nine entities (the last four digits of their respective taxpayer identification numbers follow in parenthesis): 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 (01449); and Swift Energy Exploration Services, Inc. (2199). The address of each of the Debtors is 17001 Northchase Drive, Suite 100, Houston, Texas 77060.

2. The Committee is authorized, on an hourly-basis with reimbursement of expenses, to employ Reed Smith *nunc pro tunc* as of January 21, 2016, to serve as its Delaware counsel in the above-captioned cases.

3. Reed Smith shall be compensated in accordance with the procedures set forth in 11 U.S.C. §§ 330 and 331, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and any Order entered by this Court in respect of compensation of professionals.

Dated: \_\_\_\_\_, 2016  
Wilmington, Delaware

BY THE COURT:

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MARY F. WALRATH  
U.S. BANKRUPTCY JUDGE