

Section 1: 10-Q (10-Q)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(X) Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

**For the quarterly period ended September 30, 2018
Commission File Number 1-8754**



SILVERBOW RESOURCES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation)

20-3940661
(I.R.S. Employer Identification No.)

**575 North Dairy Ashford, Suite 1200
Houston, Texas 77079
(281) 874-2700**
*(Address and telephone number of principal executive offices)
Securities registered pursuant to Section 12(b) of the Act:*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock (\$.01 Par Value) (Class of Stock)	11,692,101 Shares outstanding at November 1, 2018
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Explanatory Note

On May 5, 2017, through an amendment to its Certificate of Incorporation and Bylaws, Swift Energy Company changed its name to SilverBow Resources, Inc. Additionally, SilverBow Resources, Inc. began trading on the New York Stock Exchange ("NYSE") under the symbol "SBOW" on May 5, 2017.

SILVERBOW RESOURCES, INC.

FORM 10-Q

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2018

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Condensed Consolidated Balance Sheets (Unaudited)

SilverBow Resources, Inc. and Subsidiaries (in thousands, except share amounts)

	September 30, 2018	December 31, 2017
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 4,542	\$ 7,806
Accounts receivable, net	31,066	27,263
Fair value of commodity derivatives	2,584	5,148
Other current assets	2,928	2,352
Total Current Assets	41,120	42,569
Property and Equipment:		
Property and Equipment, full cost method, including \$54,986 and \$50,377 of unproved property costs not being amortized at the end of each period	891,708	712,166
Less – Accumulated depreciation, depletion, amortization & impairment	(261,763)	(216,769)
Property and Equipment, Net	629,945	495,397
Fair value of long-term commodity derivatives	2,624	2,553
Other Long-Term Assets	6,535	10,751
Total Assets	\$ 680,224	\$ 551,270
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 48,108	\$ 44,437
Fair value of commodity derivatives	17,925	5,075
Accrued capital costs	51,930	10,883
Accrued interest	2,304	2,106
Undistributed oil and gas revenues	12,671	12,996
Total Current Liabilities	132,938	75,497
Long-Term Debt, net	316,773	265,325
Deferred Tax Liabilities	549	—
Asset Retirement Obligations	4,158	8,678
Fair value of long-term commodity derivatives	8,352	2,758
Other Long-Term Liabilities	1,250	5,554
Commitments and Contingencies (Note 11)		
Stockholders' Equity:		
Preferred stock, \$.01 par value, 10,000,000 shares authorized, none issued	—	—
Common stock, \$.01 par value, 40,000,000 shares authorized, 11,757,972 and 11,621,385 shares issued and 11,692,101 and 11,570,621 shares outstanding, respectively	118	116
Additional paid-in capital	284,406	279,111
Treasury stock, held at cost, 65,871 and 50,764 shares	(1,870)	(1,452)
Retained earnings (Accumulated deficit)	(66,450)	(84,317)
Total Stockholders' Equity	216,204	193,458
Total Liabilities and Stockholders' Equity	\$ 680,224	\$ 551,270

See accompanying Notes to Condensed Consolidated Financial Statements.

[Table of Contents](#)**Condensed Consolidated Statements of Operations (Unaudited)**

SilverBow Resources, Inc. and Subsidiaries (in thousands, except per-share amounts)

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017
Revenues:		
Oil and gas sales	\$ 65,034	\$ 49,019
Operating Expenses:		
General and administrative, net	5,486	6,031
Depreciation, depletion, and amortization	18,766	11,832
Accretion of asset retirement obligations	87	582
Lease operating costs	4,207	5,831
Transportation and gas processing	6,138	4,921
Severance and other taxes	2,464	2,479
Total Operating Expenses	37,148	31,676
Operating Income (Loss)	27,886	17,343
Non-Operating Income (Expense)		
Gain (loss) on commodity derivatives, net	(13,600)	(1,603)
Interest expense, net	(7,212)	(2,868)
Other income (expense), net	226	12
Income (Loss) Before Income Taxes	7,300	12,884
Provision (Benefit) for Income Taxes	220	—
Net Income (Loss)	\$ 7,080	\$ 12,884
Per Share Amounts-		
Basic: Net Income (Loss)	\$ 0.61	\$ 1.12
Diluted: Net Income (Loss)	\$ 0.60	\$ 1.12
Weighted Average Shares Outstanding - Basic	11,671	11,531
Weighted Average Shares Outstanding - Diluted	11,792	11,545

See accompanying Notes to Condensed Consolidated Financial Statements.

[Table of Contents](#)**Condensed Consolidated Statements of Operations (Unaudited)**

SilverBow Resources, Inc. and Subsidiaries (in thousands, except per-share amounts)

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Revenues:		
Oil and gas sales	\$ 169,134	\$ 137,216
Operating Expenses:		
General and administrative, net	16,856	22,676
Depreciation, depletion, and amortization	44,994	32,375
Accretion of asset retirement obligations	330	1,722
Lease operating costs	12,927	16,380
Transportation and gas processing	16,585	14,067
Severance and other taxes	8,156	6,377
Total Operating Expenses	<u>99,848</u>	<u>93,597</u>
Operating Income (Loss)	69,286	43,619
Non-Operating Income (Expense)		
Gain (loss) on commodity derivatives, net	(30,707)	14,465
Interest expense, net	(19,686)	(11,117)
Other income (expense), net	(477)	(133)
Income (Loss) Before Income Taxes	18,416	46,834
Provision (Benefit) for Income Taxes	549	—
Net Income (Loss)	<u>\$ 17,867</u>	<u>\$ 46,834</u>
Per Share Amounts-		
Basic: Net Income (Loss)	\$ 1.53	\$ 4.10
Diluted: Net Income (Loss)	\$ 1.52	\$ 4.08
Weighted Average Shares Outstanding - Basic	11,643	11,417
Weighted Average Shares Outstanding - Diluted	11,759	11,479

See accompanying Notes to Condensed Consolidated Financial Statements.

[Table of Contents](#)**Condensed Consolidated Statements of Stockholders' Equity (Unaudited)**

SilverBow Resources, Inc. and Subsidiaries (in thousands, except share amounts)

	Common Stock	Additional Paid-in Capital	Treasury Stock	Retained Earnings (Accumulated Deficit)	Total
Balance, December 31, 2016	\$ 101	\$ 232,917	\$ (675)	\$ (156,288)	\$ 76,055
Purchase of treasury shares (28,279 shares)	—	—	(777)	—	(777)
Issuance common stock (1,403,508 shares)	14	39,166	—	—	39,180
Issuance of restricted stock (141,818 shares)	1	(1)	—	—	—
Share-based compensation	—	7,029	—	—	7,029
Net Income	—	—	—	71,971	71,971
Balance, December 31, 2017	\$ 116	\$ 279,111	\$ (1,452)	\$ (84,317)	\$ 193,458
Shares issued from option exercise (29,199 shares)	1	708	—	—	709
Purchase of treasury shares (15,107 shares)	—	—	(418)	—	(418)
Issuance of restricted stock (107,388 shares)	1	(1)	—	—	—
Share-based compensation	—	4,588	—	—	4,588
Net Income	—	—	—	17,867	17,867
Balance, September 30, 2018	\$ 118	\$ 284,406	\$ (1,870)	\$ (66,450)	\$ 216,204

See accompanying Notes to Condensed Consolidated Financial Statements.

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Condensed Consolidated Statements of Cash Flows (Unaudited)

SilverBow Resources, Inc. and Subsidiaries (in thousands)

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Cash Flows from Operating Activities:		
Net income (loss)	\$ 17,867	\$ 46,834
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities		
Depreciation, depletion, and amortization	44,994	32,375
Accretion of asset retirement obligations	330	1,722
Deferred income taxes	549	—
Share-based compensation expense	4,240	4,538
(Gain) Loss on derivatives, net	30,707	(14,465)
Cash settlement (paid) received on derivatives	(5,671)	(2,503)
Settlements of asset retirement obligations	(159)	(2,245)
Write down of debt issuance cost	—	2,401
Other	4,114	760
Change in operating assets and liabilities-		
(Increase) decrease in accounts receivable and other current assets	(6,533)	(3,884)
Increase (decrease) in accounts payable and accrued liabilities	(2,612)	1,605
Increase (decrease) in accrued interest	198	(86)
Net Cash Provided by (used in) Operating Activities	<u>88,024</u>	<u>67,052</u>
Cash Flows from Investing Activities:		
Additions to property and equipment	(163,151)	(141,636)
Proceeds from the sale of property and equipment	27,940	653
Payments on property sale obligations	(7,036)	—
Transfer of company funds from restricted cash	(222)	—
Transfer of company funds to restricted cash	—	26
Net Cash Provided by (Used in) Investing Activities	<u>(142,469)</u>	<u>(140,957)</u>
Cash Flows from Financing Activities:		
Proceeds from bank borrowings	192,300	349,000
Payments of bank borrowings	(141,300)	(297,000)
Net proceeds from issuances of common stock	709	39,180
Purchase of treasury shares	(418)	(618)
Payments of debt issuance costs	(330)	(4,073)
Net Cash Provided by (Used in) Financing Activities	<u>50,961</u>	<u>86,489</u>
Net increase (decrease) in Cash, Cash Equivalents and Restricted Cash	(3,484)	12,584
Cash, Cash Equivalents and Restricted Cash, at Beginning of Period	8,026	497
Cash, Cash Equivalents and Restricted Cash at End of Period	<u>\$ 4,542</u>	<u>\$ 13,081</u>
Supplemental Disclosures of Cash Flow Information:		
Cash paid during period for interest, net of amounts capitalized	\$ 17,620	\$ 11,390
Changes in capital accounts payable and capital accruals	\$ 54,060	\$ 9,375
Changes in other long-term liabilities for capital expenditures	\$ (3,750)	\$ —

See accompanying Notes to Condensed Consolidated Financial Statements

Notes to Condensed Consolidated Financial Statements (Unaudited)

SilverBow Resources, Inc. and Subsidiaries

(1) General Information

SilverBow Resources, Inc. (“SilverBow,” the “Company,” or “we”) is a growth oriented independent oil and gas company headquartered in Houston, Texas. The Company’s strategy is focused on acquiring and developing assets in the Eagle Ford Shale located in South Texas. Being a committed and long-term operator in South Texas, the Company possesses a significant understanding of the reservoirs in the region. We leverage this competitive understanding to assemble high quality drilling inventory while continuously enhancing our operations to maximize returns on capital invested.

The condensed consolidated financial statements included herein are unaudited and have been prepared by the Company and reflect necessary adjustments, all of which were of a recurring nature unless otherwise disclosed herein, and are in the opinion of our management necessary for a fair presentation. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) have been omitted pursuant to the rules and regulations of the Securities and Exchange Commission. We believe that the disclosures presented are adequate to allow the information presented not to be misleading. The condensed consolidated financial statements should be read in conjunction with the audited financial statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 as filed with the Securities and Exchange Commission on March 1, 2018.

(2) Summary of Significant Accounting Policies

Basis of Presentation. The consolidated financial statements included herein have been prepared by SilverBow, and reflect necessary adjustments, all of which were of a recurring nature unless otherwise disclosed herein, and are in the opinion of our management necessary for a fair presentation.

Principles of Consolidation. The accompanying condensed consolidated financial statements include the accounts of SilverBow and its wholly-owned subsidiaries, which are engaged in the exploration, development, acquisition, and operation of oil and gas properties, with a focus on oil and natural gas reserves in the Eagle Ford trend in Texas. Our undivided interests in oil and gas properties are accounted for using the proportionate consolidation method, whereby our proportionate share of the assets, liabilities, revenues, and expenses are included in the appropriate classifications in the accompanying condensed consolidated financial statements. Intercompany balances and transactions have been eliminated in preparing the accompanying condensed consolidated financial statements.

Subsequent Events. We have evaluated subsequent events requiring potential accrual or disclosure in our condensed consolidated financial statements. Effective November 6, 2018, as part of our regularly scheduled borrowing base redetermination, we increased the borrowing base of our Credit Facility (as defined below) to \$410 million and made other amendments to the facility. See Note 6 of these notes to condensed consolidated financial statements for further details. There were no other material subsequent events requiring additional disclosure in these condensed consolidated financial statements.

Use of Estimates. The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of certain assets and liabilities and the reported amounts of certain revenues and expenses during each reporting period. Such estimates and assumptions are subject to a number of risks and uncertainties that may cause actual results to differ materially from such estimates. Significant estimates and assumptions underlying these financial statements include:

- the estimated quantities of proved oil and natural gas reserves used to compute depletion of oil and natural gas properties, the related present value of estimated future net cash flows there-from, and the ceiling test impairment calculation,
- estimates related to the collectability of accounts receivable and the credit worthiness of our customers,
- estimates of the counterparty bank risk related to letters of credit that our customers may have issued on our behalf,
- estimates of future costs to develop and produce reserves,
- accruals related to oil and gas sales, capital expenditures and lease operating expenses,
- estimates in the calculation of share-based compensation expense,
- estimates of our ownership in properties prior to final division of interest determination,
- the estimated future cost and timing of asset retirement obligations,

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- estimates made in our income tax calculations,
- estimates in the calculation of the fair value of commodity derivative assets and liabilities,
- estimates in the assessment of current litigation claims against the Company, and
- estimates in amounts due with respect to open state regulatory audits.

While we are not currently aware of any material revisions to any of our estimates, there will likely be future revisions to our estimates resulting from matters such as new accounting pronouncements, changes in ownership interests, payouts, joint venture audits, re-allocations by purchasers or pipelines, or other corrections and adjustments common in the oil and gas industry, many of which relate to prior periods. These types of adjustments cannot be currently estimated and are expected to be recorded in the period during which the adjustments are known.

We are subject to legal proceedings, claims, liabilities and environmental matters that arise in the ordinary course of business. We accrue for losses when such losses are considered probable and the amounts can be reasonably estimated.

Property and Equipment. We follow the “full-cost” method of accounting for oil and natural gas property and equipment costs. Under this method of accounting, all productive and nonproductive costs incurred in the exploration, development, and acquisition of oil and natural gas reserves are capitalized. Such costs may be incurred both prior to and after the acquisition of a property and include lease acquisitions, geological and geophysical services, drilling, completion, and equipment. Internal costs incurred that are directly identified with exploration, development, and acquisition activities undertaken by us for our own account, and which are not related to production, general corporate overhead, or similar activities, are also capitalized. For the three months ended September 30, 2018 and 2017, such internal costs capitalized totaled \$1.2 million and \$1.3 million, respectively. For both the nine months ended September 30, 2018 and 2017, such internal costs capitalized totaled \$3.6 million. Interest costs are also capitalized to unproved oil and natural gas properties (refer to Note 6 of these notes to condensed consolidated financial statements for further discussion on capitalized interest costs).

The “Property and Equipment” balances on the accompanying condensed consolidated balance sheets are summarized for presentation purposes. The following is a detailed breakout of our “Property and Equipment” balances (in thousands):

	<u>September 30, 2018</u>	<u>December 31, 2017</u>
Property and Equipment		
Proved oil and gas properties	\$ 833,202	\$ 658,519
Unproved oil and gas properties	54,986	50,377
Furniture, fixtures, and other equipment	3,520	3,270
Less – Accumulated depreciation, depletion, amortization & impairment	(261,763)	(216,769)
Property and Equipment, Net	<u>\$ 629,945</u>	<u>\$ 495,397</u>

No gains or losses are recognized upon the sale or disposition of oil and natural gas properties, except in transactions involving a significant amount of reserves or where the proceeds from the sale of oil and natural gas properties would significantly alter the relationship between capitalized costs and proved reserves of oil and natural gas attributable to a cost center. Internal costs associated with selling properties are expensed as incurred.

We compute the provision for depreciation, depletion, and amortization (“DD&A”) of oil and natural gas properties using the unit-of-production method. Under this method, we compute the provision by multiplying the total unamortized costs of oil and gas properties-including future development costs, gas processing facilities, and both capitalized asset retirement obligations and undiscounted abandonment costs of wells to be drilled, net of salvage values, but excluding costs of unproved properties, by an overall rate determined by dividing the physical units of oil and natural gas produced (which excludes natural gas consumed in operations) during the period by the total estimated units of proved oil and natural gas reserves (which excludes natural gas consumed in operations) at the beginning of the period. Future development costs are estimated on a property-by-property basis based on current economic conditions. The period over which we will amortize these properties is dependent on our production from these properties in future years. Furniture, fixtures, and other equipment are recorded at cost and are depreciated by the straight-line method at rates based on the estimated useful lives of the property, which range between two and 20 years. Repairs and maintenance are charged to expense as incurred.

Geological and geophysical (“G&G”) costs incurred on developed properties are recorded in “Proved properties” and therefore subject to amortization. G&G costs incurred that are associated with unproved properties are capitalized in “Unproved

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properties” and evaluated as part of the total capitalized costs associated with a prospect. The cost of unproved properties not being amortized is assessed quarterly, on a property-by-property basis, to determine whether such properties have been impaired. In determining whether such costs should be impaired, we evaluate current drilling results, lease expiration dates, current oil and gas industry conditions, economic conditions, capital availability, and available geological and geophysical information. Any impairment assessed is added to the cost of proved properties being amortized.

Full-Cost Ceiling Test. At the end of each quarterly reporting period, the unamortized cost of oil and natural gas properties (including natural gas processing facilities, capitalized asset retirement obligations, net of related salvage values and deferred income taxes) is limited to the sum of the estimated future net revenues from proved properties (excluding cash outflows from recognized asset retirement obligations, including future development and abandonment costs of wells to be drilled, using the preceding 12-months’ average price based on closing prices on the first day of each month, adjusted for price differentials, discounted at 10%, and the lower of cost or fair value of unproved properties) adjusted for related income tax effects (“Ceiling Test”).

The quarterly calculations of the Ceiling Test and provision for DD&A are based on estimates of proved reserves. There are numerous uncertainties inherent in estimating quantities of proved reserves and in projecting the future rates of production, timing, and plan of development. The accuracy of any reserves estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, testing, and production subsequent to the date of the estimate may justify revision of such estimates. Accordingly, reserves estimates are often different from the quantities of oil and natural gas that are ultimately recovered. There was no write-down for each of the three months ended September 30, 2018 and 2017 and the nine months ended September 30, 2018 and 2017.

If future capital expenditures outpace future discounted net cash flows in our reserve calculations, if we have significant declines in our oil and natural gas reserves volumes (which also reduces our estimate of discounted future net cash flows from proved oil and natural gas reserves) or if oil or natural gas prices decline, it is possible that non-cash write-downs of our oil and natural gas properties will occur in the future. We cannot control and cannot predict what future prices for oil and natural gas will be; therefore, we cannot estimate the amount of any potential future non-cash write-down of our oil and natural gas properties due to decreases in oil or natural gas prices.

Revenue Recognition. The Company adopted the new revenue recognition standard for revenue from contracts from customers (ASC 606) effective January 1, 2018. See Note 3 in these notes to condensed consolidated financial statements for further details.

Accounts Receivable, Net. We assess the collectability of accounts receivable, and based on our judgment, we accrue a reserve when we believe a receivable may not be collected. At both September 30, 2018 and December 31, 2017, we had an allowance for doubtful accounts of less than \$0.1 million. The allowance for doubtful accounts has been deducted from the total “Accounts receivable” balance on the accompanying condensed consolidated balance sheets.

At September 30, 2018, our “Accounts receivable” balance included \$24.2 million for oil and gas sales, \$3.3 million due from joint interest owners, \$0.9 million for severance tax credit receivables and \$2.7 million for other receivables. At December 31, 2017, our “Accounts receivable” balance included \$20.1 million for oil and gas sales, \$2.1 million due from joint interest owners, \$2.1 million for severance tax credit receivables and \$3.0 million for other receivables.

Supervision Fees. Consistent with industry practice, we charge a supervision fee to the wells we operate, including our wells, in which we own up to a 100% working interest. Supervision fees are recorded as a reduction to “General and administrative, net,” on the accompanying condensed consolidated statements of operations. The amount of supervision fees charged for each of the nine months ended September 30, 2018 and 2017 did not exceed our actual costs incurred. The total amount of supervision fees charged to the wells we operated was \$1.2 million and \$1.1 million for the three months ended September 30, 2018 and 2017, respectively, and \$3.4 million and \$3.5 million for the nine months ended September 30, 2018 and 2017, respectively.

Income Taxes. Deferred taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities, given the provisions of the enacted tax laws.

Tax positions are evaluated for recognition using a more-likely-than-not threshold, and those tax positions requiring recognition are measured as the largest amount of tax benefit that is greater than fifty percent likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. Our policy is to record interest and penalties relating to uncertain tax positions in income tax expense. At September 30, 2018, we did not have any accrued liability for uncertain tax positions and do not anticipate recognition of any significant liabilities for uncertain tax positions during the next 12 months.

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The Company was in a net deferred tax asset position at both September 30, 2018 and December 31, 2017 for United States federal income taxes. Management has determined that it is not more likely than not that the Company will realize future cash benefits from its remaining federal carryover items and, accordingly, has taken a full valuation allowance to offset its tax assets. Tax expense associated with federal income taxes was fully offset by adjustments to the valuation allowance. We recognized \$0.2 million and \$0.5 million for deferred state income tax expense during the three and nine months ended September 30, 2018, respectively. We did not recognize any deferred state income tax expense during the three and nine months ended September 30, 2017.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the “Act”). The Act makes broad and complex changes to the U.S. tax code that includes, among other provisions, a permanent reduction of the U.S. federal corporate tax rate from 35% to 21% and a repeal of the alternative minimum tax regime, both effective January 1, 2018. Because of the Company’s net deferred tax asset and valuation allowance positions, these changes did not impact tax expense for the three and nine months ended September 30, 2018.

The provisions of the Act, including its extensive transition rules, are complex and interpretive guidance continues to develop. The Company’s deferred tax balances and offsetting valuation allowance should be considered provisional. The final application of the Act to the Company’s tax computations may result in further adjustments. Changes could arise as regulatory and interpretive action continues to clarify aspects of the Act and as changes are made to estimates that the Company has utilized in calculating the transition impacts. The Company expects to make any adjustments, if necessary, related to the impacts of this legislation by the end of 2018.

Accounts Payable and Accrued Liabilities. The “Accounts payable and accrued liabilities” balances on the accompanying condensed consolidated balance sheets are summarized below (in thousands):

	September 30, 2018	December 31, 2017
Trade accounts payable	\$ 26,040	\$ 20,884
Accrued operating expenses	3,062	3,490
Accrued compensation costs	3,860	5,334
Asset retirement obligations – current portion	469	2,109
Accrued non-income based taxes	8,237	3,898
Accrued corporate and legal fees	2,547	2,784
Other payables	3,893	5,938
Total accounts payable and accrued liabilities	<u>\$ 48,108</u>	<u>\$ 44,437</u>

Cash and Cash Equivalents. We consider all highly liquid instruments with an initial maturity of three months or less to be cash equivalents. These amounts do not include cash balances that are contractually restricted.

Long-term Restricted Cash. Long-term restricted cash includes amounts held in escrow accounts to satisfy plugging and abandonment obligations. As of September 30, 2018, there was no long-term restricted cash held while at December 31, 2017 there was \$0.2 million. These restricted cash balances are reported in “Other Long-Term Assets” on the accompanying condensed consolidated balance sheets.

The following table is a reconciliation of the total cash and cash equivalents and restricted cash in the accompanying condensed consolidated statement of cash flows and their corresponding balance sheet presentation (in thousands):

	September 30, 2018	December 31, 2017	September 30, 2017
Cash and cash equivalents	\$ 4,542	\$ 7,806	\$ 12,861
Long-term restricted cash ⁽¹⁾	—	220	220
Total cash, cash equivalents and restricted cash	<u>\$ 4,542</u>	<u>\$ 8,026</u>	<u>\$ 13,081</u>

(1) Long-term restricted cash is included in “Other Long-Term Assets” on the accompanying condensed consolidated balance sheets.

Treasury Stock. Our treasury stock repurchases are reported at cost and are included in “Treasury stock held, at cost” on the accompanying condensed consolidated balance sheets. For the nine months ended September 30, 2018, we purchased 15,107 treasury shares to satisfy withholding tax obligations arising upon the vesting of restricted shares.

Fresh Start Accounting. Upon emergence from bankruptcy on April 22, 2016, the Company adopted Fresh Start Accounting. As a result of the application of fresh start accounting, as well as the effects of the implementation of the joint plan of reorganization (the “Plan”), the Consolidated Financial Statements on or after April 22, 2016, are not comparable with the Consolidated Financial Statements prior to that date.

New Accounting Pronouncements. In February 2016, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update (“ASU”) 2016-02, which requires lessees to record most leases on the balance sheet. Under the new guidance, lease classification as either a finance lease or an operating lease will determine how lease-related revenue and expense are recognized. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company plans to apply this guidance prospectively upon adoption.

At December 31, 2017, the Company’s total lease commitments were approximately \$6.2 million. There have been no material changes to our previously disclosed lease commitment amounts. Of this total, \$2.0 million is related to our corporate office sub-lease which had a remaining term of approximately three years. The remaining commitments are generally for equipment and vehicle leases. The Company did not enter into any significant additional lease obligations during the first nine months of 2018 and is in the process of evaluating other contracts that may contain lease components that need to be recognized under this standard. Management plans to adopt ASU 2016-02 in the quarter ending March 31, 2019.

In January 2017, the FASB issued ASU 2017-01, to assist entities in evaluating whether transactions should be accounted for as an acquisition or disposal of an asset or business. If substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets, the set of transferred assets and activities are not a business. The guidance is effective for companies beginning January 1, 2018, with early adoption permitted. The Company has adopted this guidance as of January 1, 2018, and will apply it to any subsequent transactions.

(3) Revenue Recognition

Effective January 1, 2018, we adopted ASC 606 - Revenue from Contracts with Customers using the modified retrospective method of adoption. ASC 606 supersedes previous revenue recognition requirements in ASC 605. The new standard includes a five-step revenue recognition model to follow to determine the timing and amounts to be recognized as revenues in an entity’s financial statements. We have modified our processes and controls to ensure our reported oil and gas sales revenue is determined in accordance with this standard. Adoption of this standard did not result in a different amount reported for oil and gas sales than what we would have reported under the previous standard. Accordingly, there was no cumulative effect adjustment required upon adoption.

Virtually all of our revenue reported as oil and gas sales in our condensed consolidated statements of operations is derived from contracts. No other material revenue sources are attributable to Revenue from Contracts within the scope of ASC 606.

Revenue from Contracts with Customers

Our reported oil and gas sales are comprised of revenues from oil, natural gas and natural gas liquids (“NGLs”) sales. Revenues from each product stream are recognized at the point when control of the product is transferred to the customer and collectability is reasonably assured. Prices for our products are either negotiated on a monthly basis or tied to market indices. The Company has determined that these contracts represent performance obligations which are satisfied when control of the commodity transfers to the customer, typically through the delivery of the specified commodity to a designated delivery point. The types of contracts vary between product streams as described below:

Sales Contracts for Unprocessed Gas

We deliver natural gas to midstream entities at field delivery meter stations, under either transportation or processing agreements. For unprocessed gas (delivered under transportation or gathering agreements), we retain title to the gas through the redelivery points into downstream pipelines. The purchasers take title and control at these redelivery points. Sales proceeds are determined using the gas delivered for each monthly period based on an agreed upon index. We record the monthly proceeds realized at the redelivery points as gas sales revenue, and record the fees paid to the mid-stream pipeline as transportation expense.

Contracts for Processed Gas and NGLs

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NGLs are unique in that they remain in a gas state through normal field operations, and are typically part of the gas stream delivered to a gas processor. A gas processing facility is necessary to separate the NGLs from the gas. The most common NGL components are ethane, propane, butane, isobutane and pentane. Each of these NGL components has unique industrial and/or residential markets. Prices, which are typically quoted on a per gallon basis, can vary substantially between these products.

Where our raw gas contains commercially recoverable NGL components, we enter into agreements with midstream gas processors under which the processor takes delivery at meter stations in the field and transports the gas to its processing facility. The processing facility extracts the recoverable NGLs and the remaining natural gas (“residue gas”) is delivered to a downstream pipeline, while the processor typically takes control of and purchases the NGLs at the plant tailgate.

We either take delivery of (take in kind) the residue gas at the plant tailgate and sell it to third party purchasers, or we sell the residue gas to the processor. Sales to third parties are negotiated on a monthly, seasonal or term basis and are priced at applicable market indexes. When we sell to the processor, the sales price is determined using monthly index prices.

When we sell the NGLs to the processor, each NGL component has a separate index price. The processor’s statement segregates the individual component quantities and lists separate settlement amounts for each NGL component. The processor charges service or processing fees that are fixed in the processing agreement. We aggregate the revenue for all components and record NGL revenues as a single product.

Based on an analysis of the terms of our existing contracts, we determined that under substantially all of our processing agreements, we retain control of both the gas and NGLs through the processing facilities. As a result, the processor is both a service provider and a customer of the NGLs (and residue gas not sold to other parties) with the sales occurring at the plant outlet. Accordingly, we record gas and NGL sales at the value realized at the plant tailgate and record the processor’s fees as transportation and processing expense.

Contracts for Oil sales

Under our oil sales contracts, we sell oil production at field delivery points at agreed-upon index pricing, adjusted for location differentials and product quality. Oil is priced on a per barrel basis. Oil is picked up by our purchasers’ trucks at our tank batteries. Control transfers when it is loaded on the purchasers’ trucks. We record oil revenue at the price received at the pick-up points.

Contract balances

Under our contracts we either invoice our customers on a monthly basis or receive monthly settlement statements from the purchasers. Invoices and settlement statements cover the products delivered during the calendar month. The performance obligation is deemed fully satisfied for each unit of product at the time control is transferred to the purchaser. Payment of each monthly settlement is unconditional. Accordingly, our product sales contracts do not give rise to any contract assets or liabilities connected to future performance obligations under ASC 606. Receivables for oil and gas sales are included in Accounts Receivable, net in the condensed consolidated balance sheets. See Note 2 above.

Settlements for performance obligations

We record revenue for the production delivered to the purchasers during each monthly accounting period. Settlements typically occur 30 - 60 days after the end of the delivery month. As a result, we are required to estimate the amount of production delivered to the purchaser and the price that will be received for the sale of the product. We record the differences between our estimates and the actual amounts received for product sales in the month that payment is received from the purchaser. We have existing internal controls for our revenue estimation process and related accruals. Adjustments to prior period estimates were not material for the periods presented in our condensed consolidated statements of operations.

Transaction price allocated to remaining performance obligations

Our contract terms vary, with many being greater than one-year. The Company does not disclose the value of unsatisfied performance obligations under its contracts with customers as it applies the practical exemption in accordance with ASC 606. The exemption, as described in ASC 606-10-50-14, applies to variable consideration that is recognized as control of the product is transferred to the customer. Since each unit of product represents a separate performance obligation, future volumes are wholly unsatisfied and disclosure of the transaction price allocated to remaining performance obligations is not required. Product prices under our long-term contracts (with delivery obligations greater than one month) are tied to indexes reflective of market value at the time of delivery.

Production imbalances

Previously, the Company elected to utilize the entitlements method to account for natural gas production imbalances which is no longer available under ASC 606. To comply with the new standard, natural gas revenues are recognized based on the actual volume of natural gas sold to the purchasers. We do not have any material imbalances, so this change had no impact on our reported revenues.

Oil and Gas sales by product

The following table provides information regarding our oil and gas sales, by product, reported on the Statements of Operations for the three months ended September 30, 2018 and 2017 and the nine months ended September 30, 2018 and 2017 (in thousands):

	Three Months Ended September 30, 2018		Three Months Ended September 30, 2017		Nine Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
Oil, natural gas and NGLs sales:								
Oil	\$	11,124	\$	7,996	\$	32,202	\$	21,724
Natural gas		43,697		35,242		115,833		101,349
NGLs		10,213		5,780		21,113		14,143
Other		—		—		(14)		—
Total	\$	65,034	\$	49,019	\$	169,134	\$	137,216

(4) Share-Based Compensation**Share-Based Compensation Plans**

Upon the Company's emergence from bankruptcy on April 22, 2016, the Company's previous share-based compensation plans were canceled and the SilverBow Resources, Inc. 2016 Equity Incentive Plan (as amended from time to time, the "2016 Plan"), which provides for the grant of equity-based awards, was approved in accordance with the joint plan of reorganization. Under the previous share-based compensation plan, in April 2016, the outstanding restricted stock awards and restricted stock unit awards for most employees became fully vested on an accelerated basis while awards issued to certain officers of the Company and the Board of Directors were canceled. In addition to the 2016 Plan, the SilverBow Resources, Inc. Inducement Plan (as amended from time to time, the "Inducement Plan"), which also provides for the grant of equity-based awards, was adopted by the Board on December 15, 2016. Awards have been granted under the 2016 Plan and the Inducement Plan.

For awards granted after emergence from bankruptcy, the Company does not estimate the forfeiture rate during the initial calculation of compensation cost but rather has elected to account for forfeitures in compensation cost when they occur.

The Company computes a deferred tax benefit for restricted stock awards, unit awards and stock options expected to generate future tax deductions by applying its effective tax rate to the expense recorded. For restricted stock units, the Company's actual tax deduction is based on the value of the units at the time of vesting.

The expense for awards issued to both employees and non-employees, which was recorded in "General and administrative, net" in the accompanying condensed consolidated statements of operations was \$1.6 million and \$1.4 million for the three months ended September 30, 2018 and 2017, respectively, and \$4.2 million and \$4.5 million for the nine months ended September 30, 2018 and 2017, respectively. Capitalized share-based compensation was \$0.1 million for each of the three months ended September 30, 2018 and 2017, and \$0.3 million and \$0.1 million for the nine months ended September 30, 2018 and 2017, respectively.

We view stock option awards and restricted stock unit awards with graded vesting as single awards with an expected life equal to the average expected life of component awards, and we amortize the awards on a straight-line basis over the life of the awards.

[Table of Contents](#)*Stock Option Awards*

The compensation cost related to stock option awards is based on the grant date fair value and is typically expensed over the vesting period (generally one to five years). We use the Black-Scholes-Merton option pricing model to estimate the fair value of stock option awards.

At September 30, 2018, we had \$7.1 million of unrecognized compensation cost related to stock option awards. The following table provides information regarding stock option award activity for the nine months ended September 30, 2018:

	Shares	Wtd. Avg. Exer. Price
Options outstanding, beginning of period	508,730	\$ 26.82
Options granted	201,406	\$ 31.14
Options forfeited	(24,365)	\$ 26.96
Options expired	(11,997)	\$ 26.96
Options exercised	(29,199)	\$ 24.27
Options outstanding, end of period	644,575	\$ 28.28
Options exercisable, end of period	159,127	\$ 26.84

Our outstanding stock option awards at September 30, 2018 had \$0.6 million of aggregate intrinsic value. At September 30, 2018, the weighted average remaining contract life of stock option awards outstanding was 7.5 years and exercisable was 3.4 years. The total intrinsic value of stock option awards exercisable for the nine months ended September 30, 2018 was \$0.3 million.

Restricted Stock Units

The 2016 Plan and Inducement Plan allow for the issuance of restricted stock unit awards that generally may not be sold or otherwise transferred until certain restrictions have lapsed. The compensation cost related to these awards is based on the grant date fair value and is typically expensed over the requisite service period (generally one to five years).

As of September 30, 2018, we had unrecognized compensation expense of \$7.3 million related to our restricted stock units which is expected to be recognized over a weighted-average period of 2.5 years.

The following table provides information regarding restricted stock unit award activity for the nine months ended September 30, 2018:

	Shares	Grant Date Price
Restricted stock units outstanding, beginning of period	346,740	\$ 26.99
Restricted stock units granted	126,728	\$ 28.63
Restricted stock units forfeited	(26,100)	\$ 26.53
Restricted stock units vested	(106,690)	\$ 26.99
Restricted stock units outstanding, end of period	340,678	\$ 27.64

Performance-Based Stock Units

On February 20, 2018, the Company granted 30,700 performance-based stock units for which the number of shares earned is based on the total shareholder return ("TSR") of the Company's common stock relative to the TSR of its selected peers ("Peer Group") during the performance period from January 1, 2018 to December 31, 2020 ("Performance Period"). The awards contain market conditions which allow a payout ranging between 0% payout and 200% of the target payout. The fair value as of the date of valuation was \$41.66 per unit or 150.61% as a percentage of stock price with a remaining performance period of 2.7 years. The compensation expense for these awards is based on the per unit grant date valuation using a Monte-Carlo simulation multiplied by the target payout level. The payout level is calculated based on actual stock price performance achieved during the performance period. The awards have a cliff-vesting period of three years.

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As of September 30, 2018, we had unrecognized compensation expense of \$1.0 million related to our performance-based stock units, which is expected to be recognized over a period of 2.4 years. No shares vested during the nine months ended September 30, 2018.

(5) Earnings Per Share

Basic earnings per share ("Basic EPS") has been computed using the weighted average number of common shares outstanding during each period. Diluted earnings per share ("Diluted EPS") assumes, as of the beginning of the period, exercise of stock options and restricted stock grants using the treasury stock method. Diluted EPS also assumes conversion of performance-based restricted stock units to common shares based on the number of shares (if any) that would be issuable, according to predetermined performance and market goals, if the end of the reporting period was the end of the performance period. Certain of our stock options and restricted stock grants that would potentially dilute Basic EPS in the future were also antidilutive for the three months ended September 30, 2018 and 2017 and the nine months ended September 30, 2018 and 2017 are discussed below.

The following is a reconciliation of the numerators and denominators used in the calculation of Basic EPS and Diluted EPS for the periods indicated below (in thousands, except per share amounts):

	Three Months Ended September 30, 2018			Three Months Ended September 30, 2017		
	Net Income (Loss)	Shares	Per Share Amount	Net Income (Loss)	Shares	Per Share Amount
Basic EPS:						
Net Income (Loss) and Share Amounts	\$ 7,080	11,671	\$ 0.61	\$ 12,884	11,531	\$ 1.12
Dilutive Securities:						
Restricted Stock Awards		—			—	
Restricted Stock Unit Awards		103			13	
Stock Option Awards		18			1	
Diluted EPS:						
Net Income (Loss) and Assumed Share Conversions	\$ 7,080	11,792	\$ 0.60	\$ 12,884	11,545	\$ 1.12

	Nine Months Ended September 30, 2018			Nine Months Ended September 30, 2017		
	Net Income (Loss)	Shares	Per Share Amount	Net Income (Loss)	Shares	Per Share Amount
Basic EPS:						
Net Income (Loss) and Share Amounts	\$ 17,867	11,643	\$ 1.53	\$ 46,834	11,417	\$ 4.10
Dilutive Securities:						
Restricted Stock Awards		—			—	
Restricted Stock Unit Awards		99			53	
Stock Option Awards		17			9	
Diluted EPS:						
Net Income (Loss) and Assumed Share Conversions	\$ 17,867	11,759	\$ 1.52	\$ 46,834	11,479	\$ 4.08

Approximately 0.5 million and 0.4 million stock options to purchase shares were not included in the computation of Diluted EPS for the three months ended September 30, 2018 and 2017, respectively, and 0.4 million and 0.3 million for the nine months ended September 30, 2018 and 2017, respectively, because these stock options were antidilutive.

Less than 0.1 million and approximately 0.2 million shares of restricted stock units that could be converted to common shares were not included in the computation of Diluted EPS for the three months ended September 30, 2018 and 2017, respectively,

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because they were antidilutive. There were less than 0.1 million and approximately 0.1 million antidilutive shares of restricted stock units for the nine months ended September 30, 2018 and 2017, respectively.

Less than 0.1 million shares of performance-based restricted stock units were not included in the computation of Diluted EPS for the three and nine months ended September 30, 2018 because they were antidilutive.

Approximately 4.3 million warrants to purchase common stock were not included in the computation of Diluted EPS for the three months ended September 30, 2018 and 2017 and for the nine months ended September 30, 2018 and 2017 because these warrants were antidilutive.

(6) Long-Term Debt

The Company's long-term debt consisted of the following (in thousands):

	September 30, 2018	December 31, 2017
Credit Facility Borrowings ⁽¹⁾	\$ 124,000	\$ 73,000
Second Lien Notes due 2024	200,000	200,000
	<u>324,000</u>	<u>273,000</u>
Unamortized discount on Second Lien Notes due 2024	(1,836)	(1,992)
Unamortized debt issuance cost on Second Lien Notes due 2024	(5,391)	(5,683)
Long-Term Debt, net	<u>\$ 316,773</u>	<u>\$ 265,325</u>

(1) Unamortized debt issuance costs on our Credit Facility borrowings are included in "Other Long-Term Assets" in our consolidated balance sheet. As of September 30, 2018 and December 31, 2017, we had \$4.5 million and \$5.5 million, respectively, in unamortized debt issuance costs on our Credit Facility borrowings.

Revolving Credit Facility. Amounts outstanding under our Credit Facility (defined below) were \$124.0 million and \$73.0 million as of September 30, 2018 and December 31, 2017, respectively. On April 19, 2017, the Company entered into a First Amended and Restated Senior Secured Revolving Credit Agreement among the Company, as borrower, JPMorgan Chase Bank, National Association, as administrative agent, and certain lenders party thereto, as amended, including the Fourth Amendment effective November 6, 2018 (the "Fourth Amendment to Credit Agreement") to the First Amended and Restated Senior Secured Credit Agreement (as so amended, the "Credit Agreement" and such facility, the "Credit Facility"). The Fourth Amendment to Credit Agreement increased the borrowing base from \$330 million to \$410 million and decreased the applicable margins used to calculate the interest rate under the Credit Agreement by 25 basis points.

The Credit Facility matures April 19, 2022, and provides for a maximum credit amount of \$600 million and a current borrowing base of \$410 million. The borrowing base is regularly redetermined on or about May and November of each calendar year and is subject to additional adjustments from time to time, including for asset sales, elimination or reduction of hedge positions and incurrence of other debt. Additionally, each of the Company and the administrative agent may request an unscheduled redetermination of the borrowing base between scheduled redeterminations. The amount of the borrowing base is determined by the lenders in their discretion in accordance with their oil and gas lending criteria at the time of the relevant redetermination. The Company may also request the issuance of letters of credit under the Credit Agreement in an aggregate amount up to \$25 million, which reduce the amount of available borrowings under the borrowing base in the amount of such issued and outstanding letters of credit.

Interest under the Credit Facility accrues at the Company's option either at an Alternative Base Rate plus the applicable margin ("ABR Loans") or the LIBOR Rate plus the applicable margin ("Eurodollar Loans"). As of November 6, 2018, the applicable margin ranged from 1.00% to 2.00% for ABR Loans and 2.00% to 3.00% for Eurodollar Loans. The Alternate Base Rate and LIBOR Rates are defined, and the applicable margins are set forth, in the Credit Agreement. Undrawn amounts under the Credit Facility are subject to a 0.50% commitment fee. To the extent that a payment default exists and is continuing, all amounts outstanding under the Credit Facility will bear interest at 2.00% per annum above the rate and margin otherwise applicable thereto.

The obligations under the Credit Agreement are secured, subject to certain exceptions, by a first priority lien on substantially all assets of the Company and certain of its subsidiaries, including a first priority lien on properties attributed with at least 85% of estimated proved reserves of the Company and its subsidiaries.

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The Credit Agreement contains the following financial covenants:

- a ratio of total debt to EBITDA, as defined in the Credit Agreement, for the most recently completed four fiscal quarters, not to exceed 4.0 to 1.0 as of the last day of each fiscal quarter; and
- a current ratio, as defined in the Credit Agreement, which includes in the numerator available borrowings undrawn under the borrowing base, of not less than 1.0 to 1.0 as of the last day of each fiscal quarter.

As of September 30, 2018, the Company was in compliance with all financial covenants under the Credit Agreement. Maintaining or increasing our borrowing base under our Credit Facility is dependent on many factors, including commodities pricing, our hedge positions and our ability to raise capital to drill wells to replace produced reserves.

Additionally, the Credit Agreement contains certain representations, warranties and covenants, including but not limited to, limitations on incurring debt and liens, limitations on making certain restricted payments, limitations on investments, limitations on asset sales and hedge unwinds, limitations on transactions with affiliates and limitations on modifying organizational documents and material contracts. The Credit Agreement contains customary events of default. If an event of default occurs and is continuing, the lenders may declare all amounts outstanding under the Credit Facility to be immediately due and payable.

Total interest expense on the Credit Facility, which includes commitment fees and amortization of debt issuance costs, was \$2.1 million and \$3.0 million for the three months ended September 30, 2018 and 2017, respectively, and \$5.1 million and \$11.6 million for the nine months ended September 30, 2018 and 2017, respectively. The amount of commitment fee amortization included in interest expense, net was \$0.3 million and \$0.1 million for the three months ended September 30, 2018 and 2017, respectively, and \$0.9 million and \$0.4 million for the nine months ended September 30, 2018 and 2017, respectively.

We capitalized interest on our unproved properties in the amount of \$0.2 million for both the three months ended September 30, 2018 and 2017, and \$0.9 million and \$0.5 million for the nine months ended September 30, 2018 and 2017, respectively.

Senior Secured Second Lien Notes. On December 15, 2017, the Company entered into a note purchase agreement for Senior Secured Second Lien Notes (the “Second Lien”) among the Company as issuer, U.S. Bank National Association as agent and collateral agent (the “Second Lien Agent”), and certain holders that are a party thereto, and issued notes in an initial principal amount of \$200 million, with a \$2.0 million discount, for net proceeds of \$198.0 million. The Company has the ability, subject to the satisfaction of certain conditions (including compliance with the Asset Coverage Ratio described below and the agreement of the holders to purchase such additional notes), to issue additional notes in a principal amount not to exceed \$100 million. The Second Lien matures on December 15, 2024. On April 20, 2018, the Company entered into a First Amendment (the “First Amendment to the Second Lien”) which carves out certain permitted basis differential swaps from the calculation of the maximum hedging covenant in the Second Lien note purchase agreement.

Interest on the Second Lien is payable quarterly and accrues at LIBOR plus 7.5%; provided that if LIBOR ceases to be available, the Second Lien provides for a mechanism to use ABR (an alternate base rate) plus 6.5% as the applicable interest rate. The definitions of LIBOR and ABR are set forth in the Second Lien. To the extent that a payment, insolvency or, at the holders’ election, another default exists and is continuing, all amounts outstanding under the Second Lien will bear interest at 2.0% per annum above the rate and margin otherwise applicable thereto. Additionally, to the extent the Company were to default on the Second Lien, this would potentially trigger a cross-default under our Credit Facility.

The Company has the right, to the extent permitted under the Credit Facility and subject to the terms and conditions of the Second Lien, to optionally prepay the notes, subject to the following repayment fees: during years one and two, a customary “make-whole” amount (which is equal to the present value of the remaining interest payments through the twenty-four month anniversary of the issuance of the Second Lien, discounted at a rate equal to the Treasury Rate plus 50 basis points) plus 2.0% of the principal amount of the notes repaid; during year three, 2.0% of the principal amount of the Second Lien being prepaid; during year four, 1.0% of the principal amount of the Second Lien being prepaid; and thereafter, no premium. Additionally, the Second Lien contains customary mandatory prepayment obligations upon asset sales (including hedge terminations), casualty events and incurrences of certain debt, subject to, in certain circumstances, reinvestment periods. Management believes the probability of mandatory prepayment due to default is remote.

The obligations under the Second Lien are secured, subject to certain exceptions and other permitted liens (including the liens created under the Credit Facility), by a perfected security interest, second in priority to the liens securing our Credit Facility, and mortgage lien on substantially all assets of the Company and certain of its subsidiaries, including a mortgage lien on oil and gas properties attributed with at least 85% of estimated PV-9 of proved reserves of the Company and its subsidiaries and 85% of

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the book value attributed to the PV-9 of the non-proved oil and gas properties of the Company. PV-9 is determined using commodity price assumptions by the Administrative Agent of the Credit Facility.

The Second Lien contains an Asset Coverage Ratio, which is only tested (i) as a condition to issuance of additional notes and (ii) in connection with certain asset sales in order to determine whether the proceeds of such asset sale must be applied as a prepayment of the notes and includes in the numerator the PV-10 (defined below), based on forward strip pricing, plus the swap mark-to-market value of the commodity derivative contracts of the Company and its restricted subsidiaries and in the denominator the total net indebtedness of the Company and its restricted subsidiaries, of not less than 1.25 to 1.0 as of each date of determination (the "Asset Coverage Ratio Requirement"). PV-10 value is the estimated future net revenues to be generated from the production of proved reserves discounted to present value using an annual discount rate of 10%.

The Second Lien also contains a financial covenant measuring the ratio of total net debt to EBITDA, as defined in the Second Lien note purchase agreement, for the most recently completed four fiscal quarters, not to exceed 4.5 to 1.0 as of the last day of each fiscal quarter. As of September 30, 2018, the Company was in compliance with all financial covenants under the Second Lien.

The Second Lien contains certain customary representations, warranties and covenants, including but not limited to, limitations on incurring debt and liens, limitations on making certain restricted payments, limitations on investments, limitations on asset sales and hedge unwinds, limitations on transactions with affiliates and limitations on modifying organizational documents and material contracts. The Second Lien contains customary events of default. If an event of default occurs and is continuing, the lenders may declare all amounts outstanding under the Second Lien to be immediately due and payable.

As of September 30, 2018, total net amounts recorded for the Second Lien were \$192.8 million, net of unamortized debt discount and debt issuance costs. Interest expense on the Second Lien totaled \$5.3 million and \$15.3 million for the three and nine months ended September 30, 2018.

Debt Issuance Costs. Our policy is to capitalize upfront commitment fees and other direct expenses associated with our line of credit arrangement and then amortize such costs ratably over the term of the arrangement, regardless of whether there are any outstanding borrowings.

(7) Acquisitions and Dispositions

On March 1, 2018, the Company closed the sale of certain wells in its AWP Olmos field for proceeds, net of selling expenses, of \$27.0 million, with an effective date of January 1, 2018. The buyer assumed approximately \$6.3 million in asset retirement obligations. No gain or loss was recorded on the sale of this property.

Effective December 22, 2017, the Company closed a Purchase and Sale contract to sell the Company's wellbores and facilities in Bay De Chene and recorded a \$16.3 million obligation related to the funding of certain plugging and abandonment costs as disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017. Of the \$16.3 million original obligation, \$7.0 million was paid during the nine months ended September 30, 2018. Additionally, we reclassified \$3.8 million in other long-term liabilities related to this sale to current liabilities. The remaining obligation under this contract is \$9.3 million and is carried in the accompanying condensed consolidated balance sheet as of September 30, 2018. This balance is made up of \$8.0 million of current liability, which is included in "Accrued capital costs," and \$1.3 million, which is included in "Other Long-Term Liabilities."

There were no acquisitions or dispositions of developed properties during the three and nine months ended September 30, 2017.

(8) Price-Risk Management Activities

Derivatives are recorded on the balance sheet at fair value with changes in fair value recognized in earnings. The changes in the fair value of our derivatives are recognized in "Net gain (loss) on commodity derivatives" on the accompanying condensed consolidated statements of operations. We have a price-risk management policy to use derivative instruments to protect against declines in oil and natural gas prices, mainly through the purchase of commodity price swaps and collars as well as basis swaps.

During the three months ended September 30, 2018 and 2017, the Company recorded losses of \$13.6 million and \$1.6 million, respectively, on its commodity derivatives. During the nine months ended September 30, 2018 and 2017, the Company

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recorded losses of \$30.7 million and gains of \$14.5 million, respectively, on its commodity derivatives. The Company made net cash payments of \$5.7 million and \$2.5 million for settled derivative contracts during the nine months ended September 30, 2018 and 2017, respectively.

At September 30, 2018, there were no receivables for settled derivatives while at December 31, 2017 we had \$2.2 million in receivables for settled derivatives which were included on the accompanying condensed consolidated balance sheet in "Accounts receivable, net" and were subsequently collected in January 2018. At September 30, 2018 and December 31, 2017, we also had \$2.4 million and \$0.4 million, respectively, in payables for settled derivatives which were included on the accompanying condensed consolidated balance sheet in "Accounts payable and accrued liabilities" and were subsequently paid in October 2018 and January 2018, respectively.

The fair values of our derivatives are computed using commonly accepted industry-standard models and are periodically verified against quotes from brokers. At September 30, 2018, there was \$2.6 million in current unsettled derivative assets and \$2.6 million in long-term unsettled derivative assets and \$17.9 million and \$8.4 million in current and long-term unsettled derivative liabilities, respectively. At December 31, 2017, there was \$5.1 million and \$2.6 million in current and long-term unsettled derivative assets and \$5.1 million and \$2.8 million in current and long-term unsettled derivative liabilities, respectively.

The Company uses an International Swap and Derivatives Association master agreement for our derivative contracts. This is an industry standardized contract containing the general conditions of our derivative transactions including provisions relating to netting derivative settlement payments under certain circumstances (such as default). For reporting purposes, the Company has elected to not offset the asset and liability fair value amounts of its derivatives on the accompanying balance sheets. Under the right of set-off, there was a \$21.1 million net fair value liability at September 30, 2018 and a \$0.1 million net fair value liability at December 31, 2017. For further discussion, related to the fair value of the Company's derivatives, refer to Note 9 of these notes to condensed consolidated financial statements.

The following tables summarize the weighted average prices as well as future production volumes for our unsettled derivative contracts in place as of September 30, 2018:

Oil Derivative Swaps (NYMEX WTI Settlements)	Total Volumes (Bbls)	Weighted Average Price
2018 Contracts		
4Q18	122,800	\$ 52.23
2019 Contracts		
1Q19	116,700	\$ 53.75
2Q19	112,200	\$ 53.74
3Q19	108,000	\$ 53.85
4Q19	104,000	\$ 53.83
2020 Contracts		
1Q20	81,300	\$ 52.42
2Q20	77,850	\$ 52.38
3Q20	74,700	\$ 52.34
4Q20	72,000	\$ 52.29

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Natural Gas Derivative Contracts (NYMEX Henry Hub Settlements)	Total Volumes (MMBtu)	Weighted Average Price
2018 Contracts		
4Q18	8,273,000	\$ 2.96
2019 Contracts		
1Q19	7,516,000	\$ 3.08
2Q19	6,060,000	\$ 2.83
3Q19	5,550,000	\$ 2.84
4Q19	5,966,000	\$ 2.84
2020 Contracts		
1Q20	5,370,000	\$ 2.83
2Q20	3,688,000	\$ 2.76
3Q20	3,585,000	\$ 2.76
4Q20	3,362,000	\$ 2.77
NGL Contracts		
	Total Volumes (Bbls)	Weighted Average Price
2018 Contracts		
4Q18	148,200	\$ 24.79
2019 Contracts		
1Q19	150,000	\$ 27.05
2Q19	150,000	\$ 27.05
3Q19	150,000	\$ 27.05
4Q19	150,000	\$ 27.05
Natural Gas Basis Derivative Swap (East Texas Houston Ship Channel vs NYMEX Settlements)		
	Total Volumes (MMBtu)	Weighted Average Price
2018 Contracts		
4Q18	8,000,000	\$ (0.07)
2019 Contracts		
1Q19	11,310,000	\$ (0.08)
2Q19	11,975,000	\$ 0.04
3Q19	12,095,000	\$ 0.03
4Q19	12,095,000	\$ (0.04)
2020 Contracts		
1Q20	6,279,000	\$ (0.08)
2Q20	6,279,000	\$ (0.08)
3Q20	6,348,000	\$ (0.07)
4Q20	6,348,000	\$ (0.08)

Oil Basis Contracts (Argus Cushing (WTI) and LLS Settlements)	Total Volumes (Bbls)	Weighted Average Price
2018 Contracts		
4Q18	80,000	\$ 4.13
2019 Contracts		
1Q19	45,000	\$ 4.65
2Q19	45,000	\$ 4.65
3Q19	45,000	\$ 4.65
4Q19	45,000	\$ 4.65

(9) Fair Value Measurements

Fair Value on a Recurring Basis. Our financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, Credit Facility and Second Lien. The carrying amounts of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities approximate fair value due to the highly liquid or short-term nature of these instruments.

The carrying value of our Credit Facility and Second Lien approximates fair value because the respective borrowing rates do not materially differ from market rates for similar borrowings. These are considered Level 3 valuations (defined below).

The fair value hierarchy has three levels based on the reliability of the inputs used to determine the fair value (in millions):

Level 1 – Uses quoted prices in active markets for identical, unrestricted assets or liabilities. Instruments in this category have comparable fair values for identical instruments in active markets.

Level 2 – Uses quoted prices for similar assets or liabilities in active markets or observable inputs for assets or liabilities in non-active markets. Instruments in this category are periodically verified against quotes from brokers and include our commodity derivatives that we value using commonly accepted industry-standard models which contain inputs such as contract prices, risk-free rates, volatility measurements and other observable market data that are obtained from independent third-party sources.

Level 3 – Uses unobservable inputs for assets or liabilities that are in non-active markets.

The following table presents our assets and liabilities that are measured on a recurring basis at fair value as of each of September 30, 2018 and December 31, 2017, and are categorized using the fair value hierarchy. For additional discussion related to the fair value of the Company's derivatives, refer to Note 8 of these notes to condensed consolidated financial statements.

(in millions)	Fair Value Measurements at			
	Total	Quoted Prices in Active markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
September 30, 2018				
<i>Assets</i>				
Natural Gas Derivatives	\$ 5.2	\$ —	\$ 5.2	\$ —
<i>Liabilities</i>				
Natural Gas Derivatives	\$ 1.5	\$ —	\$ 1.5	\$ —
Natural Gas Basis Derivatives	\$ 5.0	\$ —	\$ 5.0	\$ —
Oil Derivatives	\$ 14.1	\$ —	\$ 14.1	\$ —
Oil Basis Derivatives	\$ 0.4	\$ —	\$ 0.4	\$ —
NGL Derivatives	\$ 5.3	\$ —	\$ 5.3	\$ —
December 31, 2017				
<i>Assets</i>				
Natural Gas Derivatives	\$ 7.2	\$ —	\$ 7.2	\$ —
Natural Gas Basis Derivatives	\$ 0.3	\$ —	\$ 0.3	\$ —
NGL Derivatives	\$ 0.1	\$ —	\$ 0.1	\$ —
<i>Liabilities</i>				
Natural Gas Derivatives	\$ 1.3	\$ —	\$ 1.3	\$ —
Natural Gas Basis Derivatives	\$ 0.3	\$ —	\$ 0.3	\$ —
Oil Derivatives	\$ 5.2	\$ —	\$ 5.2	\$ —
Oil Basis Derivatives	\$ 0.1	\$ —	\$ 0.1	\$ —
NGL Derivatives	\$ 0.9	\$ —	\$ 0.9	\$ —

Our current and long-term unsettled derivative assets and liabilities in the table above are measured at gross fair value and are shown on the accompanying condensed consolidated balance sheets in "Fair value of commodity derivatives" and "Fair value of long-term commodity derivatives," respectively.

(10) Asset Retirement Obligations

Liabilities for legal obligations associated with the retirement obligations of tangible long-lived assets are initially recorded at fair value in the period in which they are incurred. When a liability is initially recorded, the carrying amount of the related asset is increased. The liability is discounted from the expected date of abandonment. Over time, accretion of the liability is recognized each period, and the capitalized cost is amortized on a unit-of-production basis as part of depreciation, depletion, and amortization expense for our oil and gas properties. Upon settlement of the liability, the Company either settles the obligation for its recorded amount or incurs a gain or loss upon settlement which is included in the "Property and Equipment" balance on our accompanying condensed consolidated balance sheets. This guidance requires us to record a liability for the fair value of our dismantlement and abandonment costs, excluding salvage values.

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The following provides a roll-forward of our asset retirement obligations for the year ended December 31, 2017 and the nine months ended September 30, 2018 (in thousands):

Asset Retirement Obligations as of December 31, 2016	\$ 32,256
Accretion expense	2,322
Liabilities incurred for new wells and facilities construction	253
Reductions due to sold wells and facilities	(21,466)
Reductions due to plugged wells and facilities	(2,366)
Revisions in estimates	(212)
Asset Retirement Obligations as of December 31, 2017 ⁽¹⁾	\$ 10,787
Accretion expense	330
Liabilities incurred for new wells and facilities construction	46
Reductions due to sold wells and facilities	(6,298)
Reductions due to plugged wells and facilities	(155)
Revisions in estimates	(82)
Asset Retirement Obligations as of September 30, 2018 ⁽²⁾	\$ 4,628

(1) Includes approximately \$2.1 million of current asset retirement obligations included in "Accounts payable and accrued liabilities" on the accompanying condensed consolidated balance sheets.

(2) Includes approximately \$0.5 million of current asset retirement obligations included in "Accounts payable and accrued liabilities" on the accompanying condensed consolidated balance sheets.

(11) Commitments and Contingencies

In the ordinary course of business, we are party to various legal actions, which arise primarily from our activities as operator of oil and natural gas wells. In management's opinion, the outcome of any such currently pending legal actions will not have a material adverse effect on our financial position or results of operations.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis in conjunction with the Company's financial information and its consolidated financial statements and accompanying notes included in this report and its annual report on Form 10-K for the year ended December 31, 2017. The following information contains forward-looking statements; see "Forward-Looking Statements" on page 38 of this report.

Company Overview

SilverBow Resources is a growth oriented independent oil and gas company headquartered in Houston, Texas. The Company's strategy is focused on acquiring and developing assets in the Eagle Ford Shale located in South Texas where it has assembled 101,000 net acres across five operating areas. The Company's acreage position in each of its operating areas is highly contiguous and designed for optimal and efficient horizontal well development. The Company has built a balanced portfolio of properties with a significant base of current production and reserves coupled with low-risk development drilling opportunities and meaningful upside from newer operating areas.

Being a committed and long-term operator in South Texas, the Company possesses a significant understanding of the reservoir characteristics, geology, landowners and competitive landscape in the region. The Company leverage this in-depth knowledge to continue to assemble high quality drilling inventory while continuously enhancing its operations to maximize returns on capital invested.

The Company has transformed from a conventional, Louisiana shallow water producer to a focused Eagle Ford player. Over the last few years, the Company has successfully renegotiated midstream contracts, moved its headquarters to west Houston, and reduced its headcount by 50%. The Company expects to continue its efforts to improve its G&A metrics as it executes on its strategic growth program. The Company continues to refine its portfolio, including the sale of certain AWP Olmos wells on March 1, 2018. This strategic divestiture allows the Company to better leverage existing personnel while lowering field-level costs on a per unit basis as it removes operational complexity from its portfolio. The Company believes there are other opportunities to continue streamlining its business to extract value for its shareholders.

Operational Results

Total production for the nine months ended September 30, 2018 increased 17% from the nine months ended September 30, 2017 to 171 MMcfe/d primarily due to increased production from new wells in the Eagle Ford Shale, partially offset by the AWP Olmos divestiture and normal production declines. Natural gas production for the nine months ended September 30, 2018 was 143 MMcf/d, an increase of 19% from the nine months ended September 30, 2017, primarily driven by the production associated with adding a second rig to the capital program. During the third quarter of 2018, the Company drilled 10 gross (8.6 net) wells while completing 12 gross (10.9 net) wells. The Company completed two-well pads in its Oro Grande, Uno Mas, and Artesia areas, a three-well pad in its Fasken area, and the final three wells of a six-well pad also in its Fasken area. The Fasken six-well pad included three Upper Eagle Ford wells and three Lower Eagle Ford wells.

The Company plans to operate two drilling rigs for the remainder of the year. The Company's high specification rig, added in early March, will continue to focus on the western portion of the Company's Eagle Ford portfolio in Webb and southwest La Salle counties. The other drilling rig will focus on the Company's Southern Eagle Ford and AWP areas. Due to drilling cycle time compression and efficient scheduling of frac operations, the Company plans to invest an additional \$24 million to drill 2-3 net wells and complete 3-4 net wells bringing total net wells drilled to 34-35 and total net wells completed to 29-30 for the full year. The benefit from this increased activity will be realized late in the year and thus will have more of an impact on our 2019 volumes.

While delineating portions of the Company's acreage position and testing new completion designs, the Company incurred unanticipated costs of \$16 million. The majority of these costs were associated with the development of tools and practices necessary to operate in the high temperature and high pressure environment of the Southern Eagle Ford gas fairway. Partially offsetting these increases, the Company was able to reduce \$25 million through elimination of facilities needs and other optimizations. The first part of this reduction was achieved through an acreage trade where the Company swapped 2,300 net isolated acres for 4,300 net acres contiguous with its Oro Grande and Uno Mas areas. In total, this acreage trade added 21 locations at Oro Grande and 14 locations at Uno Mas. The stranded acreage would have required a significant amount of midstream capital in an area where the Company lacked sufficient size and scale. The second part was achieved through continued success of our frac mitigation program. Through pre-loading offset wells, the Company has reduced the need to remediate wells impacted by frac hits.

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Overall, the Company averaged a completion intensity of 3,100 pounds of proppant and 65 barrels of fluid per foot of lateral, an increase of 51% and 93%, respectively, over the wells completed in the first half of the year. In the third quarter, the Company completed an Uno Mas pad with 4,500 pounds of proppant and 62 barrels of fluid per foot of lateral which was its largest fracture stimulation by proppant intensity to date. Early results from these higher intensity fracs indicate they outperform the gel-based hybrid style, medium intensity completions the Company has historically used. The Company plans to employ these completion designs across its portfolio through the remainder of the year, resulting in a \$30 million increase from its prior guidance.

Given drilling cycle-time compression, the testing of high intensity completion designs and the drilling of higher working interest wells, the Company increased its 2018 capital expenditure budget from a range of \$245 to \$265 million to a range of \$290 to \$310 million. The Company continues to test larger sand volumes, tighter stage spacings, and slickwater fluid designs across its portfolio, and to focus on stimulation designs that further optimize and effectively treat near wellbore rock. The Company maintains considerable flexibility to modify its drilling program based on well results, commodity prices and other strategic opportunities.

The Company's total capital expenditures on an accrual basis were \$96.7 million for the third quarter of 2018, up 34% from the second quarter of 2018. The Company is strategically employing high intensity slickwater completion techniques across its portfolio. The Company utilized slickwater designs on 75% of the total wells completed in the third quarter.

As a result of the Company's shift to high intensity completions and other operational improvements, recent wells in its Fasken, AWP, Artesia, and Oro Grande areas are all producing above their expected type curves while its Uno Mas area is producing at its type curve. In its Fasken area, the Company completed six wells with lateral lengths of ranging from 5,500 feet to 6,100 feet. Four of the wells were completed using slickwater frac designs with an average completion intensity of 2,800 pounds and 67 barrels per foot. In its Artesia area, the Company completed two wells in the third quarter and is very pleased with the results to date. The Company continues to evaluate liquids rich opportunities in its Artesia area and the rest of its portfolio.

In the emerging Southern Eagle Ford gas area, the latest two-well pads from the Uno Mas and AWP blocks have yielded 30-day average initial production rates of 24.6 MMcfe/d and 29.3 MMcfe/d, respectively, with both pads producing at or above their type curves. In its Oro Grande area, the Company drilled wells with an average lateral length of 7,500 feet which were completed with slickwater frac designs of 4,000 pounds of proppant and 87 barrels of fluid per foot. The Company continues to realize operational efficiencies in its Southern Eagle Ford gas area with its NMC 6H well in Oro Grande being 30% cheaper and 35% faster to drill than the average of its NMC 1H through NMC 5H wells.

2018 cost reduction initiatives: The Company continues to focus on cost reduction measures and took additional actions in the first nine months of 2018 to reduce operating and overhead costs. These initiatives included field staff reductions, the use of regional sand in completions, disposition of uneconomic and higher cost properties, improved utilization of existing facilities, elimination of redundant equipment, and replacement of rental equipment with company-owned equipment. As previously mentioned, the Company continues to improve its process for drilling and completing wells. The Company's procurement team takes a process-oriented approach to reducing the total delivered costs of purchased services by examining costs at their most detailed level. Services are commonly sourced directly from the suppliers, which has led to a significant reduction in the Company's overall lease operating expenses at the field level. For example, the Company's South Texas lease operating expenses were \$0.28/Mcfe for the first nine months of 2018 which compared to \$0.41/Mcfe for the same period a year ago.

Additionally, the Company's significant operational control and manageable leasehold obligations provide the Company with the flexibility to control its costs as it transitions to a development mode across its portfolio. At the corporate level, the Company has also undergone additional work-flow optimizations and is taking additional steps to further reduce its overhead costs. These actions have led to cash general and administrative costs of \$12.6 million (a non-GAAP financial measure calculated as \$16.9 million in net general and administrative costs less \$4.2 million of share based compensation) for the first nine months of 2018 or \$0.27 per Mcfe, compared to \$18.1 million (a non-GAAP financial measure calculated as \$22.7 million in net general and administrative costs less \$4.5 million of share based compensation), or \$0.46 per Mcfe, for the nine months ended September 30, 2017.

Strategic dispositions: On March 1, 2018, the Company divested certain wells in its AWP Olmos Field for \$27.0 million in cash plus the assumption by the buyer of \$6.3 million of asset retirement obligations. This transaction had an effective date of January 1, 2018. These assets are located in McMullen County, Texas and include approximately 491 wells with total proved reserves of 28 Bcfe (100% proved developed) as of December 31, 2017. Full-year 2017 production from these properties was approximately 9.5 MMcfe/d (57% natural gas). Cash proceeds from the sale were used to repay outstanding borrowings under the Company's Credit Facility.

Liquidity and Capital Resources

The Company's primary use of cash flow has been to fund capital expenditures to develop its oil and gas properties. The Company made \$213.8 million of accrued capital expenditures during the nine months ended September 30, 2018. The Company expects to make 2018 capital expenditures of \$290-\$310 million, an 18% change from its prior guidance.

As of September 30, 2018, the Company's liquidity consisted of approximately \$4.5 million of cash-on-hand and \$206 million in available borrowings on its Credit Facility, the borrowing base under which was increased as of November 6, 2018 from \$330 million to \$410 million. Management believes the Company has sufficient liquidity to meet its obligations during the next 12 months and execute its long-term development plans. See Note 6 to the Company's condensed consolidated financial statements for more information on its Credit Facility and Second Lien.

Contractual Commitments and Obligations

During the first quarter of 2018, the Company incurred commitments of approximately \$9.0 million for drilling services to be provided over the next year. During the third quarter of 2018 the Company entered into a new gas gathering agreement, with a total minimum commitment of \$23.8 million for gathering fees. Deliveries under this agreement commenced during the third quarter and the commitment period runs through 2025. The Company had no other material changes in its contractual commitments during the nine months ended September 30, 2018 from amounts referenced under "Contractual Commitments and Obligations" in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2017.

Off-Balance Sheet Arrangements

As of September 30, 2018, we had no off-balance sheet arrangements requiring disclosure pursuant to article 303(a) of Regulation S-K.

Summary of 2018 Financial Results

- **Revenues and net income (loss):** The Company's oil and gas revenues were \$169.1 million for the nine months ended September 30, 2018, compared to \$137.2 million for the nine months ended September 30, 2017. Revenues were higher primarily due to overall increased production as well as higher oil and NGL pricing, partially offset by lower natural gas pricing. The Company's net income was \$17.9 million for the nine months ended September 30, 2018, compared to \$46.8 million for the nine months ended September 30, 2017. The decrease was primarily due to losses on commodity derivatives during the current period compared to gains on commodity derivatives in the prior period.
- **Capital expenditures:** The Company's capital expenditures on an accrual basis were \$213.8 million for the nine months ended September 30, 2018 compared to \$152.6 million for the nine months ended September 30, 2017. The expenditures for the nine months ended September 30, 2018 were primarily driven by continued legacy development and Southern Eagle Ford gas window delineation, while expenditures for the nine months ended September 30, 2017, were primarily driven by development activity in our Southern Eagle Ford fields.
- **Working capital:** The Company had a working capital deficit of \$91.8 million at September 30, 2018 and a deficit of \$32.9 million at December 31, 2017. The working capital computation does not include available liquidity through our Credit Facility.
- **Cash Flows:** For the nine months ended September 30, 2018, the Company generated cash from operating activities of \$88.0 million, of which \$8.9 million was attributable to changes in working capital. Cash used for property additions was \$163.2 million. This excluded \$54.1 million attributable to a net increase of capital related payables and accrued costs. Additionally, \$7.0 million was paid during nine months ended September 30, 2018, for property sale obligations related to the sale of our former Bay De Chene field. The Company's net borrowings on the revolving Credit Facility were \$51.0 million during the nine months ended September 30, 2018. For the nine months ended September 30, 2017, the Company generated cash from operating activities of \$67.1 million, of which \$2.4 million was attributable to changes in working capital. Cash used for property additions was \$141.6 million; however, this does not include \$9.4 million attributable to a net increase of capital related payables and accrued costs. The Company's net borrowings on the revolving Credit Facility were \$52.0 million for

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this period. Additionally, for the nine months ended September 30, 2017 the Company received \$39.2 million from financing activities in connection with its share purchase agreement for the Company's common stock.

Results of Operations

Revenues — Three Months Ended September 30, 2018 and Three Months Ended September 30, 2017

Natural gas production was 83% and 82% of the Company's production volumes for the three months ended September 30, 2018 and 2017, respectively. Natural gas sales were 67% and 72% of oil and gas sales for the three months ended September 30, 2018 and 2017, respectively.

Crude oil production was 5% and 7% of the Company's production volumes for the three months ended September 30, 2018 and 2017, respectively. Crude oil sales were 17% and 16% of oil and gas sales for the three months ended September 30, 2018 and 2017, respectively.

NGL production was 12% and 11% of the Company's production volumes for the three months ended September 30, 2018 and 2017, respectively. NGL sales were 16% and 12% of oil and gas sales for the three months ended September 30, 2018 and 2017, respectively.

The following tables provide additional information regarding the Company's oil and gas sales, by area, excluding any effects of the Company's hedging activities, for the three months ended September 30, 2018 and 2017:

Fields	Three Months Ended September 30, 2018		Three Months Ended September 30, 2017	
	Oil and Gas Sales (In Millions)	Net Oil and Gas Production Volumes (MMcfe)	Oil and Gas Sales (In Millions)	Net Oil and Gas Production Volumes (MMcfe)
Artesia Wells	\$ 14.8	2,719	\$ 8.9	2,060
AWP	15.2	3,176	13.0	3,185
Fasken	28.1	9,465	25.2	8,421
Other ⁽¹⁾	6.9	2,306	1.9	680
Total	\$ 65.0	17,666	\$ 49.0	14,346

(1) Primarily composed of the Company's Oro Grande and Uno Mas fields.

The sales volumes increase from 2017 to 2018 was primarily due to increased natural gas production and increased drilling and completion activity.

In the third quarter of 2018, our \$16.0 million, or 33% increase, in oil, NGL and natural gas sales from the prior year period resulted from:

- Price variances that had an approximate \$6.2 million favorable impact on sales due to the higher oil and NGL pricing, partially offset by lower natural gas pricing; and
- Volume variances that had a \$9.8 million favorable impact on sales due to increased natural gas and NGL production, partially offset by lower oil production.

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The following table provides additional information regarding our oil and gas sales, by commodity type, as well as the effects of our hedging activities for derivative contracts held to settlement, for the three months ended September 30, 2018 and 2017 (in thousands, except per-dollar amounts):

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017
Production volumes:		
Oil (MBbl) ⁽¹⁾	155	170
Natural gas (MMcf)	14,732	11,723
Natural gas liquids (MBbl) ⁽¹⁾	334	267
Total (MMcfe)	17,666	14,346
Oil, Natural gas and Natural gas liquids sales:		
Oil	\$ 11,124	\$ 7,996
Natural gas	43,697	35,242
Natural gas liquids	10,213	5,780
Total	\$ 65,034	\$ 49,019
Average realized price:		
Oil (per Bbl)	\$ 71.68	\$ 46.93
Natural gas (per Mcf)	2.97	3.01
Natural gas liquids (per Bbl)	30.59	21.67
Average per Mcfe	\$ 3.68	\$ 3.42
Price impact of cash-settled derivatives:		
Oil (per Bbl)	\$ (15.44)	\$ (0.02)
Natural gas (per Mcf)	(0.05)	(0.01)
Natural gas liquids (per Bbl)	(2.91)	—
Average per Mcfe	\$ (0.23)	\$ (0.01)
Average realized price including cash settled derivatives:		
Oil (per Bbl)	\$ 56.24	\$ 46.91
Natural gas (per Mcf)	2.92	3.00
Natural gas liquids (per Bbl)	27.68	21.67
Average per Mcfe	\$ 3.45	\$ 3.41

(1) Oil and natural gas liquids are converted at the rate of one barrel of oil equivalent to six Mcfe

For the three months ended September 30, 2018 and 2017, the Company recorded net losses of \$13.6 million and \$1.6 million from our derivative activities, respectively. Hedging activity is recorded in “Net gain (loss) on commodity derivatives” on the accompanying condensed consolidated statements of operations.

Costs and Expenses — Three Months Ended September 30, 2018 and Three Months Ended September 30, 2017

The following table provides additional information regarding our expenses for the three months ended September 30, 2018 and 2017:

Costs and Expenses	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017
General and administrative, net	\$ 5,486	\$ 6,031
Depreciation, depletion, and amortization	18,766	11,832
Accretion of asset retirement obligation	87	582
Lease operating cost	4,207	5,831
Transportation and gas processing	6,138	4,921
Severance and other taxes	2,464	2,479
Interest expense, net	7,212	2,868
Total Costs and Expenses	<u>\$ 44,360</u>	<u>\$ 34,544</u>

General and Administrative Expenses, Net. These expenses on a per Mcfe basis were \$0.31 and \$0.42 for the three months ended September 30, 2018 and 2017, respectively. The decrease was due to higher production along with cost reductions primarily due to lower salaries and burdens and decreases in other expenses as a result of our cost reduction initiatives. Included in general and administrative expenses is \$1.6 million and \$1.4 million in share based compensation for the three months ended September 30, 2018 and 2017, respectively.

Depreciation, Depletion and Amortization (“DD&A”). These expenses on a per Mcfe basis were \$1.06 and \$0.82 for the three months ended September 30, 2018 and 2017, respectively. The increase in the rate per unit is primarily due to a higher depletable base relative to reserves. The higher depletion expense is due to a higher production and a higher per unit rate.

Lease operating cost. These expenses on a per Mcfe basis were \$0.24 and \$0.41 for the three months ended September 30, 2018 and 2017, respectively. The decrease per Mcfe was primarily due to divestitures of assets and a concentrated effort by the Company to reduce overall operating costs, along with higher production.

Transportation and gas processing. These expenses are related to natural gas and NGL sales. These expenses on a per Mcfe basis were \$0.35 and \$0.34 for the three months ended September 30, 2018 and 2017, respectively.

Severance and Other Taxes. These expenses on a per Mcfe basis were \$0.14 and \$0.17 for the three months ended September 30, 2018 and 2017, respectively. Severance and other taxes, as a percentage of oil and gas sales, were approximately 3.8% and 5.1% for the three months ended September 30, 2018 and 2017, respectively. The decrease was due to an adjustment to the estimated ad valorem taxes for 2018.

Interest. Our gross interest cost was \$7.4 million and \$3.0 million for the three months ended September 30, 2018 and 2017, respectively. The increase in gross interest cost is primarily due to the interest on our Second Lien, partially offset by lower interest on our Credit Facility due to decreased borrowings. Interest cost of \$0.2 million was capitalized for both the third quarters of 2018 and 2017.

Income Taxes. There was no expense for federal income taxes in each of the three months ended September 30, 2018 and 2017 as the Company had significant deferred tax assets in excess of deferred tax liabilities. Because management has determined that it is not more likely than not that the Company will realize future cash benefits from its remaining federal carryover items, the Company has carried a full valuation allowance against its Federal net deferred tax asset balance. Federal tax expense for income related to these periods was offset by reductions in our valuation allowance. We recognized \$0.2 million for deferred state income tax expense during the three months ended September 30, 2018. There was no state income tax expense recorded for the three months ended September 30, 2017.

Revenues — Nine Months Ended September 30, 2018 and Nine Months Ended September 30, 2017

Natural gas production was 84% and 83% of the Company's production volumes for the nine months ended September 30, 2018 and 2017, respectively. Natural gas sales were 68% and 74% of oil and gas sales for the nine months ended September 30, 2018 and 2017, respectively.

Crude oil production was 6% and 7% of the Company's production volumes for the nine months ended September 30, 2018 and 2017, respectively. Crude oil sales were 19% and 16% of oil and gas sales for the nine months ended September 30, 2018 and 2017, respectively.

NGL production was 10% of the Company's production volumes for each of the nine months ended September 30, 2018 and 2017. NGL sales were 12% and 10% of oil and gas sales for the nine months ended September 30, 2018 and 2017, respectively.

The following tables provide additional information regarding the Company's oil and gas sales, by area, excluding any effects of the Company's hedging activities, for the nine months ended September 30, 2018 and 2017:

Fields	Nine Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	Oil and Gas Sales (In Millions)	Net Oil and Gas Production Volumes (MMcfe)	Oil and Gas Sales (In Millions)	Net Oil and Gas Production Volumes (MMcfe)
Artesia Wells	\$ 38.8	7,534	\$ 16.8	4,023
AWP	36.1	7,294	40.8	9,821
Fasken	77.2	26,097	77.2	25,151
Other ⁽¹⁾	17.0	5,750	2.4	838
Total	\$ 169.1	46,675	\$ 137.2	39,833

(1) Primarily composed of the Company's Oro Grande and Uno Mas fields.

The sales volumes increase from 2017 to 2018 was primarily due to increased natural gas production and increased drilling and completion activity.

In the first nine months of 2018, our \$31.9 million, or 23% increase, in oil, NGL and natural gas sales from the prior year period resulted from:

- Price variances that had an approximate \$10.2 million favorable impact on sales due to the higher oil and NGL pricing, partially offset by lower natural gas pricing; and
- Volume variances that had a \$21.7 million favorable impact on sales due to overall higher volume production.

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The following table provides additional information regarding our oil and gas sales, by commodity type, as well as the effects of our hedging activities for derivative contracts held to settlement, for the nine months ended September 30, 2018 and 2017 (in thousands, except per-dollar amounts):

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Production volumes:		
Oil (MBbl) ⁽¹⁾	473	456
Natural gas (MMcfe)	39,081	32,904
Natural gas liquids (MBbl) ⁽¹⁾	793	699
Total (MMcfe)	46,675	39,833
Oil, Natural gas and Natural gas liquids sales:		
Oil	\$ 32,202	\$ 21,724
Natural gas	115,833	101,349
Natural gas liquids	21,113	14,143
Total	\$ 169,148	\$ 137,216
Average realized price:		
Oil (per Bbl)	\$ 68.09	\$ 47.64
Natural gas (per Mcf)	2.96	3.08
Natural gas liquids (per Bbl)	26.63	20.24
Average per Mcfe	\$ 3.62	\$ 3.44
Price impact of cash-settled derivatives:		
Oil (per Bbl)	\$ (12.59)	\$ (0.94)
Natural gas (per Mcf)	0.03	(0.06)
Natural gas liquids (per Bbl)	(2.02)	—
Average per Mcfe	\$ (0.14)	\$ (0.05)
Average realized price including cash settled derivatives:		
Oil (per Bbl)	\$ 55.50	\$ 46.70
Natural gas (per Mcf)	2.99	3.02
Natural gas liquids (per Bbl)	24.61	20.24
Average per Mcfe	\$ 3.48	\$ 3.39

(1) Oil and natural gas liquids are converted at the rate of one barrel of oil equivalent to six Mcfe

For the nine months ended September 30, 2018 and 2017, the Company recorded net losses of \$30.7 million and net gains of \$14.5 million from our derivative activities, respectively. Hedging activity is recorded in “Net gain (loss) on commodity derivatives” on the accompanying condensed consolidated statements of operations.

Costs and Expenses — Nine Months Ended September 30, 2018 and Nine Months Ended September 30, 2017

The following table provides additional information regarding our expenses for the nine months ended September 30, 2018 and 2017:

Costs and Expenses	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
General and administrative, net	\$ 16,856	\$ 22,676
Depreciation, depletion, and amortization	44,994	32,375
Accretion of asset retirement obligation	330	1,722
Lease operating cost	12,927	16,380
Transportation and gas processing	16,585	14,067
Severance and other taxes	8,156	6,377
Interest expense, net	19,686	11,117
Total Costs and Expenses	<u>\$ 119,534</u>	<u>\$ 104,714</u>

General and Administrative Expenses, Net. These expenses on a per Mcfe basis were \$0.36 and \$0.57 for the nine months ended September 30, 2018 and 2017, respectively. The decrease was due to higher production along with cost reductions primarily due to lower salaries and burdens and decreases in other expenses as a result of our cost reduction initiatives. Included in general and administrative expenses is \$4.2 million and \$4.5 million in share based compensation for the nine months ended September 30, 2018 and 2017, respectively.

Depreciation, Depletion and Amortization (“DD&A”). These expenses on a per Mcfe basis were \$0.96 and \$0.81 for the nine months ended September 30, 2018 and 2017, respectively. The increase in the rate per unit is primarily due to a higher depletable base relative to reserves. The higher depletion expense is due to a higher production and a higher per unit rate.

Lease operating cost. These expenses on a per Mcfe basis were \$0.28 and \$0.41 for the nine months ended September 30, 2018 and 2017, respectively. The decrease per Mcfe was primarily due to divestitures of assets and a concentrated effort by the Company to reduce overall operating costs, along with higher production.

Transportation and gas processing. These expenses are related to natural gas and NGL sales. These expenses on a per Mcfe basis were \$0.36 and \$0.35 for the nine months ended September 30, 2018 and 2017, respectively.

Severance and Other Taxes. These expenses on a per Mcfe basis were \$0.17 and \$0.16 for the nine months ended September 30, 2018 and 2017, respectively. Severance and other taxes, as a percentage of oil and gas sales, were approximately 4.8% and 4.6% for the nine months ended September 30, 2018 and 2017.

Interest. Our gross interest cost was \$20.6 million and \$11.6 million for the nine months ended September 30, 2018 and 2017, respectively. The increase in gross interest cost is primarily due to the interest on our Second Lien, partially offset by lower interest on our Credit Facility due to decreased borrowings. Interest cost of \$0.9 million and \$0.5 million was capitalized in the third quarters of 2018 and 2017, respectively.

Income Taxes. There was no expense for federal income taxes in each of the nine months ended September 30, 2018 and 2017 as the Company had significant deferred tax assets in excess of deferred tax liabilities. Because management has determined that it is not more likely than not that the Company will realize future cash benefits from its remaining federal carryover items, the Company has carried a full valuation allowance against its Federal net deferred tax asset balance. Federal tax expense for income related to these periods was offset by reductions in our valuation allowance. We recognized \$0.5 million for deferred state income tax expense during the nine months ended September 30, 2018. There was no state income tax expense recorded for the nine months ended September 30, 2017.

Non-GAAP Financial Measures

Adjusted EBITDA

We present adjusted EBITDA attributable to common stockholders (“Adjusted EBITDA”) in addition to our reported net income (loss) in accordance with U.S. GAAP. Adjusted EBITDA is a non-GAAP financial measure that is used as a supplemental financial measure by our management and by external users of our financial statements, such as investors, commercial banks and others, to assess our operating performance as compared to that of other companies in our industry, without regard to financing methods, capital structure or historical costs basis. It is also used to assess our ability to incur and service debt and fund capital expenditures. We define Adjusted EBITDA as net income (loss):

Plus/(Less):

- Depreciation, depletion, amortization;
- Accretion of asset retirement obligations;
- Interest expense;
- Impairment of oil and natural gas properties;
- Net losses (gains) on commodity derivative contracts;
- Amounts collected (paid) for commodity derivative contracts held to settlement;
- Income tax expense (benefit); and
- Share-based compensation expense.

Our Adjusted EBITDA should not be considered an alternative to net income (loss), operating income (loss), cash flows provided by (used in) operating activities or any other measure of financial performance or liquidity presented in accordance with U.S. GAAP. Our Adjusted EBITDA may not be comparable to similarly titled measures of another company because all companies may not calculate Adjusted EBITDA in the same manner.

The following tables present reconciliations of our net income (loss) to Adjusted EBITDA for the periods indicated (in thousands):

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017
Net Income (Loss)	\$ 7,080	\$ 12,884
Plus:		
Depreciation, depletion and amortization	18,766	11,832
Accretion of asset retirement obligations	87	582
Interest expense	7,212	2,868
Derivative (gain)/loss	13,600	1,603
Derivative cash settlements collected/(paid) ⁽¹⁾	(4,060)	(63)
Income tax expense/(benefit)	220	—
Share-based compensation expense	1,566	1,403
Adjusted EBITDA	\$ 44,471	\$ 31,109

(1) This includes accruals for settled contracts covering commodity deliveries during the period where the actual cash settlements occur outside of the period.

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Net Income (Loss)	\$ 17,867	\$ 46,834
Plus:		
Depreciation, depletion and amortization	44,994	32,375
Accretion of asset retirement obligations	330	1,722
Interest expense	19,686	11,117
Derivative (gain)/loss	30,707	(14,465)
Derivative cash settlements collected/(paid) ⁽¹⁾	(6,536)	(2,352)
Income tax expense/(benefit)	549	—
Share-based compensation expense	4,241	4,538
Adjusted EBITDA	\$ 111,838	\$ 79,769

(1) This includes accruals for settled contracts covering commodity deliveries during the period where the actual cash settlements occur outside of the period.

Critical Accounting Policies and New Accounting Pronouncements

Revenue Recognition. Effective January 1, 2018, we adopted ASC 606 - Revenue from Contracts with Customers using the modified retrospective method of adoption. Adoption of this standard did not result in any changes to our reporting. See Note 3 to our condensed consolidated financial statements for more information.

Property and Equipment. We follow the “full-cost” method of accounting for oil and natural gas property and equipment costs. Under this method of accounting, all productive and nonproductive costs incurred in the exploration, development, and acquisition of oil and natural gas reserves are capitalized including internal costs incurred that are directly related to these activities and which are not related to production, general corporate overhead, or similar activities. Future development costs are estimated on a property-by-property basis based on current economic conditions and are amortized to expense as our capitalized oil and natural gas property costs are amortized. We compute the provision for depreciation, depletion, and amortization (“DD&A”) of oil and natural gas properties using the unit-of-production method.

The costs of unproved properties not being amortized are assessed quarterly, on a property-by-property basis, to determine whether such properties have been impaired. In determining whether such costs should be impaired, we evaluate current drilling results, lease expiration dates, current oil and gas industry conditions, international economic conditions, capital availability, and available geological and geophysical information. As these factors may change from period to period, our evaluation of these factors will change. Any impairment assessed is added to the cost of proved properties being amortized.

The calculation of the provision for DD&A requires us to use estimates related to quantities of proved oil and natural gas reserves and estimates of the impairment of unproved properties. The estimation process for both reserves and the impairment of unproved properties is subjective, and results may change over time based on current information and industry conditions. We believe our estimates and assumptions are reasonable; however, such estimates and assumptions are subject to a number of risks and uncertainties that may cause actual results to differ materially from such estimates.

Full-Cost Ceiling Test. At the end of each quarterly reporting period, the unamortized cost of oil and natural gas properties (including natural gas processing facilities, capitalized asset retirement obligations and deferred income taxes, and excluding the recognized asset retirement obligation liability) is limited to the sum of the estimated future net revenues from proved properties (excluding cash outflows from recognized asset retirement obligations, including future development and abandonment costs of wells to be drilled, using the preceding 12-months’ average price based on closing prices on the first day of each month, adjusted for price differentials, discounted at 10%, and the lower of cost or fair value of unproved properties) adjusted for related income tax effects (“Ceiling Test”).

We believe our estimates and assumptions are reasonable; however, such estimates and assumptions are subject to a number of risks and uncertainties that may cause actual results to differ materially from such estimates.

If future capital expenditures outpace future discounted net cash flows in our reserve calculations, if we have significant declines in our oil and natural gas reserves volumes (which also reduces our estimate of discounted future net cash flows from proved oil and natural gas reserves) or if oil or natural gas prices decline, it is possible that non-cash write-downs of our oil and natural gas properties will occur in the future. We cannot control and cannot predict what future prices for oil and natural gas will be, thus we cannot estimate the amount or timing of any potential future non-cash write-down of our oil and natural gas properties due to decreases in oil or natural gas prices.

New Accounting Pronouncements. In February 2016, the FASB issued ASU 2016-02, which requires lessees to record most leases on the balance sheet. Under the new guidance, lease classification as either a finance lease or an operating lease will determine how lease-related revenue and expense are recognized. The guidance is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. At this time, we do not anticipate the implementation of this guidance to adversely affect our covenant compliance under our Credit Agreement. See Note 2 to our condensed consolidated financial statements for more information.

Forward-Looking Statements

This report includes forward-looking statements intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control. All statements, other than statements of historical fact included in this report, regarding our strategy, future operations, financial position, estimated production levels, expected oil and natural gas pricing, estimated oil and natural gas reserves or the present value thereof, reserve increases, capital expenditures, budget, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this report, the words "could," "believe," "anticipate," "intend," "estimate," "budgeted," "expect," "may," "continue," "predict," "potential," "project" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following risks and uncertainties:

- volatility in natural gas, oil and NGL prices;
- future cash flows and their adequacy to maintain our ongoing operations;
- liquidity, including our ability to satisfy our short- or long-term liquidity needs;
- our borrowing capacity, future covenant compliance, cash flows and liquidity;
- operating results;
- asset disposition efforts or the timing or outcome thereof;
- ongoing and prospective joint ventures, their structure and substance, and the likelihood of their finalization or the timing thereof;
- the amount, nature and timing of capital expenditures, including future development costs;
- timing, cost and amount of future production of oil and natural gas;
- availability of drilling and production equipment or availability of oil field labor;
- availability, cost and terms of capital;
- drilling of wells;
- availability and cost for transportation of oil and natural gas;
- costs of exploiting and developing our properties and conducting other operations;
- competition in the oil and natural gas industry;
- general economic conditions;
- opportunities to monetize assets;
- effectiveness of our risk management activities;
- environmental liabilities;
- counterparty credit risk;
- governmental regulation and taxation of the oil and natural gas industry;
- developments in world oil markets and in oil and natural gas-producing countries;
- uncertainty regarding our future operating results; and
- other risks and uncertainties described in Item 1A. "Risk Factors" in this quarterly report on Form 10-Q and our annual report on Form 10-K for the year ended December 31, 2017.

All forward-looking statements speak only as of the date they are made. You should not place undue reliance on these forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by the forward-looking statements we make in this report are reasonable, we can give no assurance that these plans, intentions or expectations will be achieved. We disclose important factors that could cause our actual results to differ materially from our expectations under "Risk Factors" in Item 1A of our annual report on Form 10-K for the year ended December 31, 2017. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the foregoing. We undertake no obligation to publicly release the results of any revisions to any such

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forward-looking statements that may be made to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Commodity Risk. Our major market risk exposure is the commodity pricing applicable to our oil and natural gas production. Realized commodity prices received for such production are primarily driven by the prevailing worldwide price for crude oil and spot prices applicable to natural gas. This commodity pricing volatility has continued with unpredictable price swings in recent periods.

Our price-risk management policy permits the utilization of agreements and financial instruments (such as futures, forward contracts, swaps and options contracts) to mitigate price risk associated with fluctuations in oil and natural gas prices. We do not utilize these agreements and financial instruments for trading and only enter into derivative agreements with banks in our Credit Facility. For additional discussion related to our price-risk management policy, refer to Note 8 of our condensed consolidated financial statements included in Item 1 of this report.

Customer Credit Risk. We are exposed to the risk of financial non-performance by customers. Our ability to collect on sales to our customers is dependent on the liquidity of our customer base. Continued volatility in both credit and commodity markets may reduce the liquidity of our customer base. To manage customer credit risk, we monitor credit ratings of customers and when considered necessary, we also obtain letters of credit from certain customers, parent company guarantees if applicable, and other collateral as considered necessary to reduce risk of loss. Due to availability of other purchasers, we do not believe the loss of any single oil or natural gas customer would have a material adverse effect on our results of operations.

Concentration of Sales Risk. A large portion of our oil and gas sales are made to Kinder Morgan and its affiliates and we expect to continue this relationship in the future. We believe that the business risk of this relationship is mitigated by the reputation and nature of their business and the availability of other purchasers.

Interest Rate Risk. At September 30, 2018, we had \$124.0 million drawn under our Credit Facility which has a floating rate of interest and therefore is susceptible to interest rate fluctuations.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, consisting of controls and other procedures designed to give reasonable assurance that information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding such required disclosure. Our Chief Executive Officer and Chief Financial Officer have evaluated such disclosure controls and procedures as of the end of the period covered by this quarterly report on Form 10-Q and have determined that such disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting during the three months ended September 30, 2018, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. - OTHER INFORMATION

Item 1. Legal Proceedings.

No material legal proceedings are pending other than ordinary, routine litigation incidental to the Company's business.

Item 1A. Risk Factors.

There have been no material changes in our risk factors disclosed in the 2017 Annual Report Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

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Item 6. Exhibits.

The following exhibits in this index are required by Item 601 of Regulation S-K and are filed herewith or are incorporated herein by reference:

- 3.1 [First Amended and Restated Certificate of Incorporation of SilverBow Resources, Inc., effective May 5, 2017 \(incorporated by reference as Exhibit 3.1 to SilverBow Resources, Inc.'s Form 10-Q filed May 8, 2017, File No. 001-087541\).](#)
- 3.2 [First Amended and Restated Bylaws of SilverBow Resources, Inc., effective May 5, 2017 \(incorporated by reference as Exhibit 3.2 to SilverBow Resources, Inc.'s Form 10-Q filed May 8, 2017, File No. 001-08754\).](#)
- 10.1 [Fourth Amendment to First Amended and Restated Senior Secured Revolving Credit Agreement effective as of November 6, 2018, by and among SilverBow Resources, Inc., as borrower, JPMorgan Chase Bank, N.A., as administrative agent, the guarantors party thereto and certain lenders party there thereto.](#)
- 31.1* [Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2* [Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32*# [Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101.INS* XBRL Instance Document
- 101.SCH* XBRL Schema Document
- 101.CAL* XBRL Calculation Linkbase Document
- 101.LAB* XBRL Label Linkbase Document
- 101.PRE* XBRL Presentation Linkbase Document
- 101.DEF* XBRL Definition Linkbase Document

*Filed herewith

+Management contract or compensatory plan or arrangement

Furnished herewith. Not considered to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: <u>November 7, 2018</u>	SILVERBOW RESOURCES, INC. (Registrant)
	By: <u>/s/ G. Gleeson Van Riet</u>
	G. Gleeson Van Riet Executive Vice President and Chief Financial Officer
Date: <u>November 7, 2018</u>	By: <u>/s/ Gary G. Buchta</u>
	Gary G. Buchta Controller

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Section 2: EX-10.1 (EXHIBIT 10.1)

Execution Version

FOURTH AMENDMENT TO FIRST AMENDED AND RESTATED SENIOR SECURED REVOLVING CREDIT AGREEMENT

This FOURTH AMENDMENT TO FIRST AMENDED AND RESTATED SENIOR SECURED REVOLVING CREDIT AGREEMENT (this "Amendment") dated and effective as of November 6, 2018, is among SILVERBOW RESOURCES, INC. (f/k/a Swift Energy Company), a Delaware corporation (the "Borrower"), the undersigned guarantors (the "Guarantors" and, together with the Borrower, the "Obligors"), JPMORGAN CHASE BANK, N.A., as administrative agent for the Lenders (in such capacity, together with its successors, the "Administrative Agent"), and the Lenders party hereto.

Recitals

A. The Borrower, the Administrative Agent and the Lenders are parties to that certain First Amended and Restated Senior Secured Revolving Credit Agreement dated as of April 19, 2017 (as amended, supplemented or otherwise modified, the "Credit Agreement"), pursuant to which the Lenders have made certain credit available to and on behalf of the Borrower.

B. The Borrower has requested, and the Administrative Agent and the Lenders have agreed subject to the terms and conditions herein to (a) increase the Borrowing Base to \$410.0 million in connection with the Current Scheduled Redetermination (as defined below) and (b) amend certain provisions of the Credit Agreement, including the definition of Applicable Margin.

C. In connection with the foregoing, the Lenders have agreed subject to the terms and conditions herein to increase the Borrowing Base and to amend certain provisions of the Credit Agreement to accommodate such request.

D. NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

Section 1. Defined Terms. Each capitalized term used herein but not otherwise defined herein has the meaning given to such term in the Credit Agreement. Unless otherwise indicated, all section references in this Amendment refer to sections in the Credit Agreement.

Section 2. Amendments to Credit Agreement.

2.1 Amendments to Section 1.02.

(a) Section 1.02 of the Credit Agreement is hereby amended to add thereto in alphabetical order the following definitions which shall read in full as follows:

“Beneficial Ownership Certification” means a certification regarding beneficial ownership or control as required by the Beneficial Ownership Regulation.

“Beneficial Ownership Regulation” means 31 C.F.R. § 1010.230.

“Dividing Person” has the meaning assigned to it in the definition of “Division”.

“Division” means the division of the assets, liabilities and/or obligations of a Person (the “Dividing Person”) among two or more Persons (whether pursuant to a “plan of division” or similar arrangement), which may or may not include the Dividing Person and pursuant to which the Dividing Person may or may not survive.

“Division Successor” means any Person that, upon the consummation of a Division of a Dividing Person, holds all or any portion of the assets, liabilities and/or obligations previously held by such Dividing Person immediately prior to the consummation of such Division. A Dividing Person which retains any of its assets, liabilities and/or obligations after a Division shall be deemed a Division Successor upon the occurrence of such Division.

“Fourth Amendment” means that certain Fourth Amendment to First Amended and Restated Senior Secured Revolving Credit Agreement, dated and effective as of November 6, 2018, among the Borrower, the Guarantors, the Administrative Agent and the Lenders.

“Fourth Amendment Effective Date” has the meaning assigned to such term in the Fourth Amendment.

“IBA” has the meaning assigned to such term in Section 1.08.

“LLC” means any Person that is a limited liability company under the laws of its jurisdiction of formation.

(b) The definition of “Alternate Base Rate” is hereby amended by replacing the last sentence thereof with the following:

“If the Alternate Base Rate as determined pursuant to the foregoing would be less than 1.00%, such rate shall be deemed to be 1.00% for purposes of this Agreement.”

(c) The following defined terms are hereby amended and restated in their entirety to read as follows:

“Applicable Margin” means, for any day, the applicable rate *per annum* set forth below as determined based upon the Borrowing Base Utilization Percentage then in effect:

Borrowing Base Utilization Percentage	≤25%	>25% and ≤50%	>50% and ≤75%	>75% and ≤90%	>90%
Eurodollar Loans	2.00%	2.25%	2.50%	2.75%	3.00%
ABR Loans	1.00%	1.25%	1.50%	1.75%	2.00%
Commitment Fee Rate	0.50%	0.50%	0.50%	0.50%	0.50%

Each change in the Applicable Margin shall apply during the period commencing on the effective date of such change in the Borrowing Base Utilization Percentage and ending on the date immediately preceding the effective date of the next such change; provided that, if at any time when the Applicable Margin is determined based on Borrowing Base Utilization Percentage the Borrower fails to deliver a Reserve Report pursuant to Section 8.11(a), then beginning on the date that is 30 calendar days from the date of such failure and until such Reserve Report is delivered, the “Applicable Margin” shall mean the rate *per annum* set forth on the grid when the Borrowing Base Utilization Percentage is at its highest level. It is understood

that this definition of “Applicable Margin” shall be effective as of the Fourth Amendment Effective Date and shall apply as of the Fourth Amendment Effective Date, and that the prior definition of “Applicable Margin” applies at all times prior to the Fourth Amendment Effective Date.

“Prime Rate” means the rate of interest last quoted by The Wall Street Journal as the “Prime Rate” in the U.S. or, if The Wall Street Journal ceases to quote such rate, the highest per annum interest rate published by the Federal Reserve Board in Federal Reserve Statistical Release H.15 (519) (Selected Interest Rates) as the “bank prime loan” rate or, if such rate is no longer quoted therein, any similar rate quoted therein (as determined by the Administrative Agent) or any similar release by the Federal Reserve Board (as determined by the Administrative Agent). Each change in the Prime Rate shall be effective from and including the date such change is publicly announced or quoted as being effective.

(d) The definition of “Disposition” is hereby amended by adding the following parenthetical at the end of the first sentence thereof:

“(in one transaction or in a series of transactions and whether effected pursuant to a Division or otherwise).”

2.2 The following is added as a new Section 1.08 to the Credit Agreement:

“Interest Rates; LIBOR Notification. The interest rate on Eurodollar Loans is determined by reference to the LIBO Rate, which is derived from the London interbank offered rate. The London interbank offered rate is intended to represent the rate at which contributing banks may obtain short-term borrowings from each other in the London interbank market. In July 2017, the U.K. Financial Conduct Authority announced that, after the end of 2021, it would no longer persuade or compel contributing banks to make rate submissions to the ICE Benchmark Administration (together with any successor to the ICE Benchmark Administrator, the “IBA”) for purposes of the IBA setting the London interbank offered rate. As a result, it is possible that commencing in 2022, the London interbank offered rate may no longer be available or may no longer be deemed an appropriate reference rate upon which to determine the interest rate on Eurodollar Loans. In light of this eventuality, public and private sector industry initiatives are currently underway to identify new or alternative reference rates to be used in place of the London interbank offered rate. In the event that the London interbank offered rate is no longer available or in certain other circumstances as set forth in Section 3.03 of this Agreement, such Section 3.03(c) provides a mechanism for determining an alternative rate of interest. The Administrative Agent will notify the Borrower, pursuant to Section 3.03, in advance of any change to the reference rate upon which the interest rate on Eurodollar Loans is based. However, the Administrative Agent does not warrant or accept any responsibility for, and shall not have any liability with respect to, the administration, submission or any other matter related to the London interbank offered rate or other rates in the definition of “LIBO Rate” or with respect to any alternative or successor rate thereto, or replacement rate thereof, including without limitation, whether the composition or characteristics of any such alternative, successor or replacement reference rate, as it may or may not be adjusted pursuant to Section 3.03(c), will be similar to, or produce the same value or economic equivalence of, the LIBO Rate or have the same volume or liquidity as did the London interbank offered rate prior to its discontinuance or unavailability.”

2.3 Section 3.03(a)(i) of the Credit Agreement is hereby amended by adding the following after “as applicable”:

“(including, without limitation, because the LIBO Screen Rate is not available or published on a current basis),”

2.4 Section 3.03 of the Credit Agreement is further amended by adding the following parenthetical at the end of the first sentence of clause (b):

“(but for the avoidance of doubt, such related changes shall not include a reduction of the Applicable Margin).”

2.5 The Credit Agreement is hereby amended to add a new Section 7.28 as follows:

“As of the Fourth Amendment Effective Date, to the best knowledge of the Borrower, the information included in the Beneficial Ownership Certification provided on or prior to the Fourth Amendment Effective Date to any Lender in connection with this Agreement is true and correct in all material respects.”

2.6 Section 8.01(l) of the Credit Agreement is hereby amended by adding “, and the Beneficial Ownership Regulation” at the end of that sentence.

2.7 Section 8.02 of the Credit Agreement is hereby amended by deleting “and” at the end of clause (c), replacing the period at the end of clause (d) with “; and” and adding a new clause (e) as follows:

“(e) any change in the information provided in the Beneficial Ownership Certification delivered to such Lender that would result in a change to the list of beneficial owners identified in such certification.”

2.8 Section 8.03 of the Credit Agreement is hereby amended by adding “, Division,” between the words “consolidation” and “liquidation” in the proviso thereto.

2.9 Section 8.13(b) of the Credit Agreement is hereby amended and restated in its entirety to read as follows:

The Borrower shall promptly cause each Domestic Subsidiary Group Member that is a wholly-owned Material Subsidiary or a Division Successor of a Loan Party that is a Material Subsidiary to guarantee and secure the Secured Obligations pursuant to the Guarantee and Collateral Agreement, including pursuant to a supplement or joinder thereto. In connection with any such guaranty and security interest grant, the Borrower shall, or shall cause (i) such Material Subsidiary or Division Successor that is a Material Subsidiary to promptly execute and deliver such Guarantee and Collateral Agreement (or a supplement thereto, as applicable), (ii) the owners of the Equity Interests of such Material Subsidiary or Division Successor that is a Material Subsidiary who are Group Members to pledge all of the Equity Interests of such Material Subsidiary or Division Successor that is a Material Subsidiary (including delivery of original stock certificates evidencing the Equity Interests of such Subsidiary, together with an appropriate undated stock powers for each certificate duly executed in blank by the registered owner thereof) and (iii) such Material Subsidiary, Division Successor that is a Material Subsidiary or other Person, as applicable, to promptly execute and deliver such other additional closing documents, legal opinions and certificates as shall reasonably be requested by the Administrative Agent.

2.10 Section 9.10 of the Credit Agreement is hereby amended by:

(a) adding “consummate a Division as the Dividing Person,” between the words “consolidate with it” and “sell, transfer, lease or otherwise dispose of”;

(b) deleting “and” at the end of clause (b), replacing it with “,”, changing “(c)” to “(d)” and adding the following new clause (c):

“(c) any Group Member (other than the Borrower) that is an LLC may consummate a Division as the Dividing Person if, immediately upon consummation of the Division, the assets of the applicable Dividing Person are held by one or more Subsidiaries at such time, so long as such Subsidiaries are also Loan Parties”; and

(c) adding “Division or” before the word “consolidation” in each instance in new clause (d).

2.11 Amendment to Annex I. The Lenders have agreed to the assignment and reallocation of certain Lenders’ respective Commitments and Maximum Credit Amounts (the “Assigned Interests”). On the Fourth Amendment Effective Date and after giving effect to such reallocations, the Maximum Credit Amount and Applicable Percentage of each Lender shall be as set forth on Annex I attached hereto and the Borrower and each Lender hereby consents and agrees to the Maximum Credit Amount and Applicable Percentages set forth on such Annex I. With respect to such assignment and reallocation, each Lender acquiring Assigned Interests shall be deemed to have acquired its portion of the Assigned Interests allocated to it from each other Lenders from whom a disposition of Assignment Interests was necessary to achieve the Maximum Credit Amounts and Applicable Percentages set forth on such Annex I pursuant to the terms of an Assignment and Assumption attached as Exhibit G to the Credit Agreement as if each such Lender had executed the necessary Assignment and Assumptions with respect to such reallocation at par (it being understood that any other determinations made with respect to such reallocation shall be made by the Administrative Agent in its reasonable discretion in consultation with any such applicable Lenders and any such Lender and the Borrower shall promptly execute any customary assigned documentation needed or advisable to effectuate such reallocation if reasonably requested by the Administrative Agent). In connection with, and for the purposes of, the assignments and reallocations effected by this Amendment only, the Administrative Agent waives the processing and recordation fee under Section 12.04(b)(ii)(C).

Section 3. Borrowing Base. Each Lender, the Administrative Agent and the Borrower agree that upon and as of the Fourth Amendment Effective Date (as defined below): (a) the November 1, 2018 Scheduled Redetermination shall be deemed to have taken place according to the procedures set forth in the Credit Agreement and (b) the amount of the Borrowing Base

shall be increased from \$330.0 million to \$410.0 million (the “Current Scheduled Redetermination”). After giving effect to the Current Scheduled Redetermination, the Borrowing Base shall remain in effect until otherwise redetermined or adjusted pursuant to the Borrowing Base Adjustment Provisions in accordance with the Credit Agreement. For avoidance of doubt, this provision does not limit the right of the parties to initiate Interim Redeterminations of the Borrowing Base in accordance with Section 2.07(c) of the Credit Agreement or any other Borrowing Base Adjustment Provisions and the Current Scheduled Redetermination shall not constitute an Interim Redetermination. This Section 3 constitutes the New Borrowing Base Notice delivered in accordance with Section 2.07(d) of the Credit Agreement in connection with the Current Scheduled Redetermination.

Section 4. Conditions Precedent. This Amendment shall become effective on the date (such date, the “Fourth Amendment Effective Date”) when each of the following conditions is satisfied (or waived in accordance with Section 12.02(b) of the Credit Agreement):

4.1 The Administrative Agent and the Lenders shall have received all other fees and other amounts due and payable in connection with this Amendment or any other Loan Document on or prior to the Fourth Amendment Effective Date, including, to the extent invoiced, reimbursement or payment of all out-of-pocket expenses required to be reimbursed or paid by the Borrower pursuant to this Amendment or any other Loan Document.

4.2 The Administrative Agent shall have received a counterpart of this Amendment signed by the Borrower, the Guarantors and each Lender.

4.3 To the extent the Borrower qualifies as a “legal entity customer” under the Beneficial Ownership Regulation (as defined in the Credit Agreement, as amended by this Amendment), at least five (5) days prior to the Fourth Amendment Effective Date, any Lender that has requested, in a written notice to the Borrower at least ten (10) days prior to the Fourth Amendment Effective Date (or such other time as agreed by the Administrative Agent), a Beneficial Ownership Certification in relation to the Borrower shall have received such Beneficial Ownership Certification (provided that, upon the execution and delivery by such Lender of its signature page to this Amendment, this condition shall be deemed to be satisfied).

4.4 The Administrative Agent shall have received a certificate of a Responsible Officer of the Borrower certifying as to the representations and warranties in Section 5.2(d) below.

The Administrative Agent is hereby authorized and directed to declare this Amendment to be effective (and the Fourth Amendment Effective Date shall occur) when it has received documents confirming or certifying, to the satisfaction of the Administrative Agent, compliance with the conditions set forth in this Section 4 (or the waiver of such conditions as permitted in Section 12.02(b) of the Credit Agreement). Such declaration shall be final, conclusive and binding upon all parties to the Credit Agreement for all purposes.

Section 5. Miscellaneous.

5.1 Confirmation. All of the terms and provisions of the Credit Agreement, as amended by this Amendment, are, and shall remain, in full force and effect following the effectiveness of this Amendment. Neither the execution by the Administrative Agent or the Lenders of this Amendment, nor any other act or omission by the Administrative Agent or the Lenders or their officers in connection herewith, shall be deemed to be an agreement by the Administrative Agent or the Lenders to agree to any future requests.

5.2 Ratification and Affirmation; Representations and Warranties. Each Obligor hereby (a) acknowledges the terms of this Amendment; (b) ratifies and affirms (i) its obligations under, and acknowledges, renews and extends its continued liability under, each Loan Document and agrees that each Loan Document remains in full force and effect as expressly amended hereby and (ii) that the Liens created by the Loan Documents to which it is a party are valid and continuing and secure the Secured Obligations in accordance with the terms thereof, after giving effect to this Amendment; (c) agrees that from and after the Fourth Amendment Effective Date (i) each reference to the Credit Agreement in the other Loan Documents shall be deemed to be a reference to the Credit Agreement, as amended by this Amendment and (ii) this Amendment does not constitute a novation of the Credit Agreement; and (d) represents and warrants to the Lenders that as of the date hereof, and immediately after giving effect to the terms of this Amendment: (i) all of the representations and warranties contained in each Loan Document are true and correct in all material respects (unless already qualified by materiality in which case such applicable representation and warranty shall be true and correct), except to the extent any such representations and warranties

are expressly limited to an earlier date, in which case, such representations and warranties shall continue to be true and correct in all material respects (unless already qualified by materiality in which case such applicable representation and warranty shall be true and correct) as of such specified earlier date, (ii) no Default or Event of Default has occurred and is continuing and (iii) no event, development or circumstance has occurred or exists that has resulted in, or could reasonably be expected to have, a Material Adverse Effect.

5.3 Loan Document. This Amendment is a Loan Document.

5.4 Counterparts. This Amendment may be executed by one or more of the parties hereto in any number of separate counterparts, and all of such counterparts taken together shall be deemed to constitute one and the same instrument. Delivery of an executed counterpart of a signature page of this Amendment by facsimile or email transmission shall be effective as delivery of a manually executed counterpart of this Amendment.

5.5 No Oral Agreement. This Amendment, the Credit Agreement and the other Loan Documents executed in connection herewith and therewith represent the final agreement between the parties and may not be contradicted by evidence of prior, contemporaneous, or unwritten oral agreements of the parties. There are no subsequent oral agreements between the parties.

5.6 GOVERNING LAW. THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK. Section 12.09(b)-(d) of the Credit Agreement shall be incorporated herein in *mutatis mutandis*.

5.7 Successors and Assigns. This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

5.8 No Claims. Each Obligor represents and warrants that as of the date of this Amendment, it has no knowledge of events or circumstances that would reasonably be expected to give rise to a claim against any Lender or the Administrative Agent.

[*Signature Pages Follow*]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first written above.

BORROWER:

SILVERBOW RESOURCES, INC.

By: /s/ G. Gleeson Van Riet
Name: G. Gleeson Van Riet
Title: Executive Vice President and
Chief Financial Officer

GUARANTOR:

SILVERBOW RESOURCES OPERATING, LLC

By: /s/ G. Gleeson Van Riet
Name: G. Gleeson Van Riet
Title: Executive Vice President, Chief Financial Officer
and Treasurer

GUARANTOR:

SILVERBOW RESOURCES USA, INC.

By: /s/ G. Gleeson Van Riet
Name: G. Gleeson Van Riet
Title: Vice President, Chief Financial Officer and
Treasurer

ADMINISTRATIVE AGENT:

JPMORGAN CHASE BANK, N.A., as
Administrative Agent and a Lender

By: /s/ Jo Linda Papadakis
Name: Jo Linda Papadakis
Title: Authorized Officer

LENDER:

COMPASS BANK, as a Lender

By: /s/ Kari McDaniel
Name: Kari McDaniel
Title: Vice President

LENDER:

SunTrust Bank, as a Lender

By: /s/ Brian Guffin
Name: Brian Guffin
Title: Managing Director

LENDER:

BOK Financial NA, dba Bank of Texas, as a Lender

By: /s/ Martin Wilson
Name: Martin Wilson
Title: Senior Vice President

LENDER:

**CANADIAN IMPERIAL BANK OF COMMERCE, NEW YORK
BRANCH, as a Lender**

By: /s/ Trudy Nelson

Name: Trudy Nelson

Title: Authorized Signatory

By: /s/ Donovan C. Broussard

Name: Donovan C. Broussard

Title: Authorized Signatory

LENDER:

FIFTH THIRD BAND, as a Lender

By: /s/ Justin Bellamy

Name: Justin Bellamy

Title: Director

LENDER:

**BRANCH BANKING AND TRUST COMPANY,
as a Lender**

By: /s/ Ryan K. Michael

Name: Ryan K. Michael

Title: Senior Vice President

LENDER:

COMERICA BANK, as a Lender

By: /s/ Chad W. Stephenson

Name: Chad W. Stephenson

Title: Vice President

LENDER:

KEYBANK NATIONAL ASSOCIATION, as a Lender

By: /s/ David M. Bornstein

Name: David M. Bornstein

Title: Senior Vice President

LENDER:

Credit Suisse AG, Cayman Islands Branch,
as a Lender

By: /s/ Doreen Barr

Name: Doreen Barr

Title: Authorized Signatory

By: /s/ Christopher Zybrick

Name: Christopher Zybrick

Title: Authorized Signatory

LENDER:

Associated Bank, N.A., as a Lender

By: /s/ Brooks D. Creasey

Name: Brooks D. Creasey

Title: Assistant Vice President

LENDER:

HANCOCK WHITNEY BANK, as a Lender

By: /s/ William Jochetz

Name: William Jochetz

Title: Senior Vice President

ANNEX I
LIST OF MAXIMUM CREDIT AMOUNTS

Aggregate Maximum Credit Amounts

Name of Lender	Applicable Percentage	Maximum Credit Amount
JPMORGAN CHASE BANK, N.A.	10.48780488000000%	\$62,926,829.27
COMPASS BANK	9.26829268300000%	\$55,609,756.10
SUNTRUST BANK	9.26829268300000%	\$55,609,756.10
BOKF, N.A. DBA BANK OF TEXAS	9.26829268300000%	\$55,609,756.10
CANADIAN IMPERIAL BANK OF COMMERCE, NEW YORK BRANCH	9.26829268300000%	\$55,609,756.10
FIFTH THIRD BANK	9.26829268300000%	\$55,609,756.10
BRANCH BANKING AND TRUST COMPANY	8.29268292700000%	\$49,756,097.56
COMERICA BANK	8.29268292700000%	\$49,756,097.56
KEYBANK N.A.	8.29268292700000%	\$49,756,097.56
CREDIT SUISSE AG, CAYMAN	7.31707317100000%	\$43,902,439.02

ISLANDS BRANCH		
ASSOCIATED BANK, N.A.	5.48780487800000%	\$32,926,829.27
WHITNEY BANK	5.48780487800000%	\$32,926,829.27
TOTAL	100.00000000000000%	\$600,000,000.00

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Section 3: EX-31.1 (EXHIBIT 31.1)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Sean C. Woolverton, certify that:

I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2018, of SilverBow Resources, Inc. (the “registrant”);

1. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
2. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
3. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting, to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
4. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2018

/s/ Sean C. Woolverton

Sean C. Woolverton
Chief Executive Officer

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Section 4: EX-31.2 (EXHIBIT 31.2)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13A-14(A) AND RULE 15D-14(A)
OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, G. Gleeson Van Riet, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended September 30, 2018, of SilverBow Resources, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting, to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2018

/s/ G. Gleeson Van Riet

G. Gleeson Van Riet
Executive Vice President and
Chief Financial Officer

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Section 5: EX-32 (EXHIBIT 32)

Certification of the Chief Executive Officer and Chief Financial Officer

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q for the period ended September 30, 2018 of SilverBow Resources, Inc. (the “Company”) as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Sean C. Woolverton, the Chief Executive Officer of the Company, and G. Gleeson Van Riet, the Executive Vice President and Chief Financial Officer of the Company, each certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2018

/s/ Sean C. Woolverton

Sean C. Woolverton Chief Executive Officer

Date: November 7, 2018

/s/ G. Gleeson Van Riet

G. Gleeson Van Riet Executive Vice President and Chief Financial Officer

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