

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

In re:)	
	)	Chapter 11
Quicksilver Resources Inc., <u>et al.</u> , ¹	)	Case No. 15-10585 (LSS)
)	
Debtors.	)	Jointly Administered
)	
	)	Response Deadline: March 10, 2016 at 4:00 p.m. (ET)
	)	Hearing Date: March 17, 2016 at 10:00 a.m. (ET)

DEBTORS’ SECOND (NON-SUBSTANTIVE) OMNIBUS OBJECTION TO CERTAIN CLAIMS THAT ARE (A) DUPLICATIVE OF A CLAIM FILED ON THE CLAIMANT’S BEHALF, (B) ON ACCOUNT OF EQUITY INTERESTS, (C) AMENDED AND SUPERSEDED, AND/OR (D) LATE-FILED

The debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) seek entry of an order, substantially in the form attached hereto as **Exhibit E** (the “Proposed Order”), disallowing and expunging the claims set forth on **Exhibits A-D** attached hereto (collectively, the “Claims Exhibits”), because such claims are duplicative, on account of equity interests, amended and superseded, and/or late filed. In support of this objection, the Debtors rely on the *Declaration of Vanessa Gomez LaGatta in Support of Debtors’ Second (Non-Substantive) Omnibus Objection to Certain Claims That Are (A) Duplicative of a Claim Filed on the Claimant’s Behalf, (B) on Account of Equity Interests,*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 3700, Unit 19, Fort Worth, Texas 76102.

(C) Amended and Superseded, and/or (C) Late-Filed (the “LaGatta Declaration”)² and respectfully state as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).³
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The predicates for the relief requested herein are sections 105 and 502 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 3007-1.

BACKGROUND

A. General Background

4. On March 17, 2015 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. These chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015 and Local Rule 1015-1. No request for the appointment of a trustee has been made in these chapter 11 cases. On March 25, 2015, the Acting United States Trustee, Region 3 (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors (the “Committee”) [D.I. 119].

² A copy of the LaGatta Declaration is attached hereto as **Exhibit F**.

³ Under rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Debtors hereby confirm their consent to the entry of a final order by this Court in connection with this motion if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments in connection therewith consistent with Article III of the United States Constitution.

5. A description of the Debtors and their business is set forth in greater detail in the *Declaration of Vanessa Gomez LaGatta in Support of First Day Pleadings* [D.I. 19] (the “First Day Declaration”) filed on the Petition Date and is incorporated herein by reference.

B. Specific Background

(i) *The Schedules and Bar Date*

6. On June 9, 2015, each Debtor filed its respective Schedule of Assets and Liabilities and Statement of Financial Affairs [D.I. 383-401; 403-412; 414] (collectively, the “Schedules and Statements”). Quicksilver filed amendments to its Schedule of Assets and Liabilities on June 25, 2015 [D.I. 443] and October 14, 2015 [D.I. 704] and an amendment to its Statement of Financial Affairs on July 1, 2015 [D.I. 455].

7. On May 19, 2015, the Debtors filed the *Debtors’ Motion for Entry of an Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [D.I. 349] (the “Bar Date Motion”). The Court entered an order on June 10, 2015 [D.I. 417] (the “Bar Date Order”) granting the relief requested in the Bar Date Motion, which, among other things, established July 31, 2015 at 5:00 p.m. (prevailing Eastern Time) as the time and date by which any person or entity (excluding governmental units) asserting a claim against the Debtors in their chapter 11 cases was required to file a proof of claim (the “General Bar Date”). See Bar Date Order, ¶ 2.

8. In accordance with the Bar Date Order, Garden City Group LLC (“GCG”), the Debtors’ court-appointed claims and noticing agent, mailed notices of the General Bar Date and proof of claim forms to, among others, all of the Debtors’ creditors and other known parties in interest as of the Petition Date. Notice of the General Bar Date was also published once in the *New York Times*, *Fort Worth Star-Telegram*, and certain local publications. See D.I. 435, 436, 499, 518, and 520.

(ii) *Proofs of Claim*

9. To date, approximately 581 proofs of claim have been filed in these chapter 11 cases. The Debtors and their advisors are in the process of comprehensively reviewing and reconciling each of the filed claims and comparing them with the Debtors' books and records to determine the validity of such claims. As part of this ongoing review, the Debtors have reviewed each of the claims listed on the Claims Exhibits and have concluded that each such claim is appropriately objected to on one or more of the bases set forth below.

RELIEF REQUESTED

10. By this objection, the Debtors respectfully request entry of the Proposed Order disallowing and expunging certain claims that are (i) duplicative of another claim filed on behalf of the claimant (the "Noteholder Claim"), (ii) on account of equity interests in the Debtors (the "Equity Claims"), (iii) amended and superseded by other claims filed in these chapter 11 cases (the "Amended and Superseded Claims"), and/or (iv) filed after the General Bar Date (the "Late Claims").

CLAIM OBJECTIONS

11. When asserting a proof of claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant. *In re Allegheny Int'l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992); *Matter of Int'l Match Corp.*, 69 F.2d 73, 76 (2d Cir. 1934) (finding that a proof of claim should at least allege facts from which legal liability can be seen to exist). Where the claimant alleges sufficient facts to support its claim, its claim is afforded *prima facie* validity. *In re Allegheny Int'l, Inc.*, 954 F.2d at 173.

12. As a result, a party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim's *prima facie* validity. *Id.* The objecting party must produce evidence that would refute at least one of the allegations essential to the claim's legal

sufficiency. *Id.* Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *Id.* The burden of persuasion is always on the claimant. *Id.*

13. Accordingly, the Debtors submit that, for the reasons more fully set forth below, the Noteholder Claim, the Equity Claims, the Amended and Superseded Claims, and the Late Claims should be disallowed and expunged in their entirety.

A. Noteholder Claim

14. Quicksilver, as issuer, and Cowtown Pipeline Funding, Inc., Cowtown Pipeline Management, Inc., Cowtown Pipeline L.P., Cowtown Gas Processing L.P., Barnett Shale Operating LLC, Silver Stream Pipeline Company LLC, QPP Parent LLC, and QPP Holdings LLC (collectively, the “Subsidiary Guarantors”), are party to certain issuances of bond debt, including, among others, the “2019 Senior Notes”.⁴

15. The Noteholder Claim listed on **Exhibit A** hereto under the column labeled “Duplicate Claim to be Disallowed & Expunged” is limited exclusively to the repayment of principal, interest, and/or other applicable fees and charges on the 2019 Senior Notes. Pursuant to paragraph 7(1) of the Bar Date Order, however, holders of such claims were not required to file a proof of claim on or before the General Bar Date, provided that an indenture trustee filed a timely proof of claim with respect to amounts owing under the relevant indenture. Bar Date Order, ¶ 7(1). On July 16, 2015, U.S. Bank, as successor trustee for the 2019 Senior Notes Indenture, filed proof of claim number 317 asserting a claim for repayment of principal, interest,

⁴ Pursuant to the Eighth Supplemental Indenture, dated as of August 14, 2009, among Quicksilver, the Subsidiary Guarantors, and The Bank of New York Mellon Trust Company, N.A. (“BNY”), as Trustee (the “2019 Senior Notes Indenture”), to that certain Indenture, dated as of December 22, 2005, among Quicksilver and JPMorgan Chase Bank, National Association as predecessor indenture trustee (as amended and supplemented from time to time, the “Base Indenture”). U.S. Bank National Association (“U.S. Bank”) currently serves as successor trustee under the 2019 Senior Notes Indenture, and BNY currently serves as the successor trustee under the Base Indenture.

and/or other applicable fees and charges against Quicksilver and the Subsidiary Guarantors on account of the 2019 Senior Notes (the “Master 2019 Senior Notes Claim”).

16. The Debtors therefore believe that the Noteholder Claim listed on **Exhibit A** hereto is duplicative of the Master 2019 Senior Notes Claim. If the Noteholder Claim were allowed in addition to the Master 2019 Senior Notes Claim, the claimant asserting the Noteholder Claim could recover twice—once under the Master 2019 Senior Notes Claim and once under the individual Noteholder Claim. Double recoveries of this sort are not permitted under the Bankruptcy Code, and the Debtors should not be required to satisfy the same obligation twice. *See, e.g., In re Handy Andy Home Improvement Ctrs., Inc.*, 222 B.R. 571, 575 (Bankr. N.D. Ill. 1998) (“[I]t is axiomatic that one cannot recover for the same debt twice.”).

17. Moreover, if this objection is sustained, the Master 2019 Senior Notes Claim will remain on the claims register, and, therefore, entry of the Proposed Order will not affect recoveries on that claim or for the individual noteholder.⁵ Accordingly, the Debtors (a) object to the Noteholder Claim listed on **Exhibit A** hereto, and (b) seek entry of an order disallowing and expunging the Noteholder Claim in its entirety.

B. Equity Claims

18. The Equity Claims listed on **Exhibit B** hereto under the heading labeled “Claims to be Disallowed & Expunged” were each filed by a shareholder based on the ownership of equity securities in one of the Debtors. The Bankruptcy Code defines an “equity security” as:

(A) share in a corporation, whether or not transferable or denominated “stock”, or similar security;

(B) interest of a limited partner in a limited partnership; or

⁵ For the avoidance of doubt, the Debtors reserve all rights to object in the future to the Master 2019 Senior Notes Claim on any grounds permitted under applicable law.

(C) warrant or right, other than a right to convert, to purchase, sell, or subscribe to a share, security, or interest of a kind specified in subparagraph (A) or (B) of this paragraph.

11 U.S.C. § 101(16). Holders of equity securities, such as shares of stock, do not have “claims” under Bankruptcy Code section 101(5), but rather equity interests. *See In re Insilco Techs., Inc.*, 480 F.3d 212, 218 (3rd Cir. 2007) (“[An equity] interest is not a claim at all”); *In re Hedged-Invs. Assocs.*, 84 F.3d 1267, 1272 (10th Cir. 1996) (“Simply put, an equity interest is not a claim against the debtor” (quotations omitted)).

19. Each of the claimants set forth on **Exhibit B** hereto have filed proofs of claim that do not assert not any claim at all, but rather assert ownership of equity interests. The Debtors were able to identify the claimants that have asserted these Equity Claims, because those claimants noted on the proof of claim form that the claim was filed on account of such an interest, or, in certain instances, the claimants submitted a brokerage statement with the proof of claim demonstrating such ownership.⁶ Because the equity interests asserted by holders of the Equity Claims are not in fact claims against the Debtors, the Debtors believe that all such Equity Claims should be disallowed and expunged. Accordingly, the Debtors (a) object to the Equity Claims listed on **Exhibit B** hereto, and (b) seek entry of an order disallowing and expunging the Equity Claims in their entirety.

C. Amended and Superseded Claims

20. The Amended and Superseded Claims listed on **Exhibit C** hereto under the column labeled “Claims to be Disallowed & Expunged” have each been amended and superseded by a subsequently filed proof of claim by the same claimant and on account of the

⁶ Consistent with Local Rule 3007-1(d)(v), each of the Equity Claims listed on **Exhibit B** hereto merely assert ownership of equity interests and do not allege damages associated therewith.

same liability as listed in the column labeled “Remaining Claim Number” (the “Remaining Claims”).

21. The claimants holding Amended and Superseded Claims will not be prejudiced by having their respective Amended and Superseded Claims disallowed and expunged, because their Remaining Claims will remain on the claims register after the corresponding Amended and Superseded Claims are expunged, albeit subject to further objection on any other basis. Moreover, should the Amended and Superseded Claims not be disallowed and expunged, the holders of such claims may receive multiple distributions on account of a single liability, thus prejudicing the Reorganized Debtors and other creditors. *See, e.g., In re Handy Andy Home Improvement Ctrs., Inc.*, 222 B.R. 571, 575 (Bankr. N.D. Ill. 1998) (“[I]t is axiomatic that one cannot recover for the same debt twice”). Accordingly, the Debtors (a) object to the Amended and Superseded Claims listed on Exhibit C hereto, and (b) seek entry of an order disallowing the Amended and Superseded Claims in their entirety.⁷

D. Late Claims

22. The claims listed on Exhibit D hereto under the heading labeled “Claims to be Disallowed & Expunged” were filed after the General Bar Date. Pursuant to the Bar Date Order, with certain exceptions, all holders of claims (except governmental units) were required to file a proof of claim with supporting documentation on or before the General Bar Date. As noted, the Late Claims identified on Exhibit D hereto were filed after the General Bar Date and, therefore, do not comply with the Bar Date Order. The Debtors have also examined each of the Late Claims and determined that they are not specific amendments to a timely-filed claim. Failure to disallow the Late Claims will result in the applicable claimant receiving an unwarranted recovery

⁷ For the avoidance of doubt, the Debtors reserve all rights to object in the future to the Remaining Claims on any grounds permitted under applicable law.

to the detriment of the Debtors and creditors who complied with the Bar Date Order and timely filed proofs of claim in these chapter 11 cases. Accordingly, the Debtors hereby (a) object to the Late Claims listed on **Exhibit D** hereto and (b) request entry of an order disallowing and expunging the Late Claims in their entirety.

RESPONSES TO THE OBJECTION

23. To contest the Debtors' objection to any claim listed on any of the Claims Exhibits, a claimant must file and serve a written response to this objection (a "Response") so that it is **actually received by no later than March 10, 2016 at 4:00 p.m. (prevailing Eastern Time)** (the "Response Deadline"). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware (the "Clerk"), 824 North Market Street, Wilmington, Delaware 19801, and served upon the following entities, so that the Response is actually received no later than the Response Deadline, at the following addresses:

Akin Gump Strauss Hauer & Feld LLP
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
Attn: Charles R. Gibbs
Sarah Link Schultz

-and-

Akin Gump Strauss Hauer & Feld LLP
Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Attn: Ashleigh L. Blaylock

-and-

Richards, Layton & Finger, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Attn: Paul N. Health
Amanda R. Steele

Counsel for the Debtors

-and-

Quicksilver Resources Inc.
801 Cherry Street, Suite 3700
Fort Worth, Texas 76102
Attn: Vanessa Gomez LaGatta, CFO

24. Every Response to this objection must contain at a minimum the following information:

- (a) a caption setting forth the name of this Court, the name of the Debtors, the case number, and the title of this objection;
- (b) the claimant's name, the claim number, and a description of the basis for the amount of the claim;
- (c) the specific factual basis and supporting legal argument upon which the claimant will rely in opposing this objection;
- (d) any supporting documentation, to the extent it was not included with the claim previously filed with the Clerk or GCG, upon which the claimant will rely to support the basis for and amounts asserted in the claim; and
- (e) the name, address, telephone number, and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Debtors should communicate with respect to the claim or the objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the claimant.

25. If a claimant fails to file and serve a timely Response by the Response Deadline, the Debtors may present to the Court an appropriate order disallowing and expunging the claim, without further notice to the claimant or a hearing.

REPLIES TO RESPONSES

26. Consistent with Local Rule 9006-1(d), the Debtors may, at their option, file and serve a reply to a claimant's Response no later than 4:00 p.m. (prevailing Eastern Time), one day prior to the deadline for filing the agenda for any hearing scheduled to consider this objection.

SEPARATE CONTESTED MATTERS

27. To the extent a Response is filed regarding any claim listed in this objection and the Debtors are unable to resolve the Response, the objection by the Debtors to such claim shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in this objection shall be deemed a separate order with respect to each claim subject thereto.

RESERVATION OF RIGHTS

28. The Debtors hereby reserve the right to (i) file subsequent objections to any claims subject hereto on any ground; (ii) amend, modify, or supplement this objection, including, without limitation, the filing of objections to further amended or newly-filed claims; (iii) seek to expunge or reduce any claim to the extent all or a portion of such claim has been paid; and (iv) settle any claim for less than the asserted amount. Separate notice and a hearing will be provided in respect of any such additional objections.

COMPLIANCE WITH LOCAL RULE 3007-1

29. To the best of the Debtors' knowledge and belief, this objection and the Claims Exhibits, comply with Local Rule 3007-1. To the extent this objection does not comply in all respects with the requirements of Local Rule 3007-1, the undersigned believes such deviations are not material and respectfully requests that any such requirement be waived.

NOTICE

30. No trustee or examiner has been appointed in the Debtors' chapter 11 cases. The Debtors have provided notice of this motion to (a) the U.S. Trustee, Attn.: Jane Leamy, Esq.; (b) counsel to the Committee; (c) counsel to the agents under the Debtors' pre-petition credit facilities; (d) counsel to the Ad Hoc Group of Second Lienholders; (e) counsel to the Ad Hoc Group of Senior Noteholders; (f) counsel to the indenture trustees under the Debtors' pre-petition indentures; (g) the SEC; (h) the Internal Revenue Service; and (i) any parties entitled to notice pursuant to Local Rule 2002-1(b). In view of the nature of the relief requested in this objection, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request entry of the Proposed Order, substantially in the form in **Exhibit E** hereto, (i) disallowing and expunging the Noteholder Claim, the Equity Claims, the Amended and Superseded Claims, and the Late Claims; and (ii) granting such other and further relief as this Court deems just and proper.

Wilmington, Delaware
Date: February 9, 2016

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

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Amanda R. Steele (DE 5530)
Rachel L. Biblo (DE 6012)
One Rodney Square
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Telephone: (302) 651-7700
Facsimile: (302) 651-7701

– and –

AKIN GUMP STRAUSS HAUER & FELD LLP

Charles R. Gibbs (admitted *pro hac vice*)
Sarah Link Schultz (admitted *pro hac vice*)
Travis A. McRoberts (DE 5274)
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Telephone: (214) 969-2800
Facsimile: (214) 969-4343

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Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288

**COUNSEL FOR DEBTORS AND DEBTORS IN
POSSESSION**

PLEASE CAREFULLY REVIEW THIS OBJECTION AND THE ATTACHMENTS HERETO TO DETERMINE WHETHER THIS OBJECTION AFFECTS YOUR CLAIM.

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

_____)	
In re:	)	Chapter 11
)	
Quicksilver Resources Inc., <u>et al.</u> , ¹	)	Case No. 15-10585 (LSS)
)	
Debtors.	)	Jointly Administered
)	
	)	Response Deadline: March 10, 2016 at 4:00 p.m. (ET)
	)	Hearing Date: March 17, 2016 at 10:00 a.m. (ET)

NOTICE OF OMNIBUS OBJECTION AND HEARING

PLEASE TAKE NOTICE that, on February 9, 2016, the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) the *Debtors’ Second (Non-Substantive) Omnibus Objection to Certain Claims that are (A) Duplicative of a Claim Filed on the Claimant’s Behalf, (B) on Account of Equity Interests, (C) Amended and Superseded, and/or (D) Late Filed* (the “Objection”) which seeks to disallow certain claims. **Your claim(s) may be disallowed as a result of the Objection. Therefore, you should read the attached Objection carefully.**

PLEASE TAKE FURTHER NOTICE THAT YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED BY THE OBJECTION AND BY ANY FURTHER

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 3700, Unit 19, Fort Worth, Texas 76102.

CLAIM OBJECTION THAT MAY BE FILED BY THE DEBTORS OR OTHERWISE. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTORS' RIGHT TO PURSUE FURTHER OBJECTIONS AGAINST YOUR CLAIM(S) SUBJECT TO THE OBJECTION IN ACCORDANCE WITH APPLICABLE LAW AND APPLICABLE ORDERS OF THIS COURT.

PLEASE TAKE FURTHER NOTICE that if the holder of a claim that is the subject of the Objection wishes to respond to the Objection, the holder must file a written response with: (i) the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801; (ii) counsel for the Debtors, (a) Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 75201 (Attn: Charles R. Gibbs and Sarah Link Schultz), (b) Akin Gump Strauss Hauer & Feld LLP, Robert S. Strauss Building, 1333 New Hampshire Avenue, N.W., Washington, DC 20036-1564 (Attn: Ashleigh L. Blaylock), and (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Paul N. Heath, Amanda R. Steele, and Rachel L. Biblo); and (iii) the Debtors, Quicksilver Resources, Inc., 801 Cherry Street, Suite 3700, Fort Worth, Texas 76102 (Attn: Vanessa Gomez LaGatta, CFO) so as to be received on or before **March 10, 2016 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that responses to the Objection must contain, at minimum, the following: (a) a caption setting forth the name of the Bankruptcy Court, the name of the Debtors, the case number, and the title of this Objection; (b) the claimant's name, the claim number, and a description of the basis for the amount of the claim; (c) the specific factual basis and supporting legal argument upon which the claimant will rely in opposing this Objection; (d) any supporting documentation, to the extent it was not included with

the claim previously filed with the Clerk or GCG, upon which the claimant will rely to support the basis for and amounts asserted in the claim; and (e) the name, address, telephone number, and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Debtors should communicate with respect to the claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the Objection to the disputed claim on behalf of the claimant.

PLEASE TAKE FURTHER NOTICE that if no response to the Objection is timely filed and received in accordance with the above procedures, an order may be entered granting the relief requested in the Objection without further notice or a hearing. If a response is properly filed, served, and received in accordance with the above procedures and such response is not resolved, a hearing to consider such response and the Objection will be held before The Honorable Laurie Selber Silverstein, United States Bankruptcy Judge for the District of Delaware, at the Bankruptcy Court, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801 on **March 17, 2016 at 10:00 a.m. (prevailing Eastern Time)** (the "Hearing"). Only a response made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

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Wilmington, Delaware
Date: February 9, 2016

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)
Amanda R. Steele (DE 5530)
Rachel L. Biblo (DE 6012)
One Rodney Square
920 North King Street
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**COUNSEL FOR DEBTORS AND DEBTORS IN
POSSESSION**

Exhibit A

Noteholder Claim

Exhibit A Noteholder Claim

Second Omnibus Objection to Claims

Quicksilver Resources Inc., *et al.*
Case No. 15-10585 (LSS), Jointly Administered

SEQ NO.	NAME	REMAINING CLAIM NUMBER	DUPLICATE CLAIM TO BE DISALLOWED & EXPUNGED	CLAIM AMOUNT	REASON FOR DISALLOWANCE	CORRESPONDING INDENTURE TRUSTEE CLAIMANT	CUSIP NUMBER	DEBT INSTRUMENT
1	CHOONTANOM, SAMAN 1825 W JACARANDA PL FULLERTON, CA 92833 Date Filed: 10/08/15 Debtor: Quicksilver Resources Inc.	317	581	Secured: \$20,000.00 Unsecured: \$84.10	Proof of Claim is duplicative of Master 2019 Senior Notes Claim listed in column entitled "Remaining Claim Number"	U.S. BANK NATIONAL ASSOCIATION	74837RAG9	2019 SENIOR NOTES

Exhibit B

Equity Claims

Exhibit B Equity Claims

Second Omnibus Objection to Claims

Quicksilver Resources Inc., et al.
Case No. 15-10585 (LSS), Jointly Administered

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIMS TO BE DISALLOWED & EXPUNGED			REASON FOR DISALLOWANCE
	NAME	CLAIM NO.	CLAIM AMOUNT	
1	MORIARTY, BARBARA 7626 MARINER PT MAPLE GROVE, MN 55311 Debtor: Quicksilver Resources Inc.	586	Unsecured: \$3,730.90	Proof of Claim filed on account of ownership of equity interest.
2	PARAMASIVAN, PRABHAKARAN 26172 S CORRAL HOLLOW RD TRACY, CA 95376 Debtor: Quicksilver Resources Inc.	587	Priority: \$1,476.00	Proof of Claim filed on account of ownership of equity interest.
3	RAGAVULU, HEMAVATHY 26172 S CORRAL HOLLOW RD TRACY, CA 95376 Debtor: Quicksilver Resources Inc.	588	Priority: \$2,340.00	Proof of Claim filed on account of ownership of equity interest.
4	RAGAVULU, HEMAVATHY 26172 S CORRAL HOLLOW RD TRACY, CA 95376 Debtor: Quicksilver Resources Inc.	589	Priority: \$6,250.00	Proof of Claim filed on account of ownership of equity interest.

Exhibit C

Amended and Superseded Claims

Exhibit C Amended and Superseded Claims

Second Omnibus Objection to Claims

Quicksilver Resources Inc., et al.
Case No. 15-10585 (LSS), Jointly Administered

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIMS TO BE DISALLOWED & EXPUNGED			REMAINING CLAIMS			REASON FOR DISALLOWANCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	REMAINING CLAIM NO.	CLAIM AMOUNT	
1	CLEBURNE INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 04/22/15 Debtor: Cowtown Pipeline L.P.	36	Secured: \$213,042.49*	CLEBURNE INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 11/04/15 Debtor: Cowtown Pipeline L.P.	594	Secured: \$30,115.39	Claim was amended and superseded by the claim listed in the Remaining Claims columns.
2	DEPARTMENT OF THE TREASURY - IRS INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101 Date Filed: 06/12/15 Debtor: Cowtown Pipeline L.P.	108	Unsecured: \$500.00*	DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101 Date Filed: 06/30/15 Debtor: Cowtown Pipeline L.P.	182	Unsecured: \$0.00	Claim was amended and superseded by the claim listed in the Remaining Claims columns.
3	DEPARTMENT OF THE TREASURY - IRS INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101 Date Filed: 06/12/15 Debtor: Cowtown Gas Processing L.P.	109	Unsecured: \$500.00*	DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101 Date Filed: 06/30/15 Debtor: Cowtown Gas Processing L.P.	183	Unsecured: \$0.00	Claim was amended and superseded by the claim listed in the Remaining Claims columns.
4	GODLEY INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 04/22/15 Debtor: Cowtown Pipeline L.P.	39	Secured: \$179,139.53*	GODLEY INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 11/04/15 Debtor: Cowtown Pipeline L.P.	593	Secured: \$3,588.02	Claim was amended and superseded by the claim listed in the Remaining Claims columns.
5	GREEN MOUNTAIN ENERGY COMPANY PO BOX 1046 HOUSTON, TX 77251 Date Filed: 07/16/15 Debtor: Quicksilver Resources Inc.	316	Admin: \$4,045.90 503(b)(9): \$4,045.90* Unsecured: \$3,523.13	GREEN MOUNTAIN ENERGY COMPANY PO BOX 1046 HOUSTON, TX 77251 Date Filed: 07/21/15 Debtor: Quicksilver Resources Inc.	349	Admin: \$4,045.90 503(b)(9): \$4,045.90* Unsecured: \$3,523.13	Claim was amended and superseded by the claim listed in the Remaining Claims columns.
6	HOOD CAD C/O LINEBARGER GOGGAN BLAIR & SAMPSON LLP ATTN ELIZABETH WELLER 2777 N STEMMONS FWY STE 1000 DALLAS, TX 75207 Date Filed: 04/09/15 Debtor: Cowtown Pipeline L.P.	20	Secured: \$553,187.85*	HOOD CAD C/O LINEBARGER GOGGAN BLAIR & SAMPSON LLP ATTN ELIZABETH WELLER 2777 N STEMMONS FWY STE 1000 DALLAS, TX 75207 Date Filed: 10/26/15 Debtor: Cowtown Pipeline L.P.	591	Secured: \$229,555.63*	Claim was amended and superseded by the claim listed in the Remaining Claims columns.
7	JOHNSON COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 04/22/15 Debtor: Cowtown Pipeline L.P.	40	Secured: \$158,225.13*	JOHNSON COUNTY C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 11/04/15 Debtor: Cowtown Pipeline L.P.	596	Secured: \$16,844.10	Claim was amended and superseded by the claim listed in the Remaining Claims columns.

Exhibit C Amended and Superseded Claims

Second Omnibus Objection to Claims

Quicksilver Resources Inc., et al.
Case No. 15-10585 (LSS), Jointly Administered

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIMS TO BE DISALLOWED & EXPUNGED			REMAINING CLAIMS			REASON FOR DISALLOWANCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	REMAINING CLAIM NO.	CLAIM AMOUNT	
8	KOPPERL INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 04/22/15 Debtor: Cowtown Pipeline L.P.	47	Secured: \$925.22*	KOPPERL INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 11/04/15 Debtor: Cowtown Pipeline L.P.	592	Secured: \$871.36	Claim was amended and superseded by the claim listed in the Remaining Claims columns.
9	RIO VISTA INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 04/22/15 Debtor: Cowtown Pipeline L.P.	37	Secured: \$36,009.12*	RIO VISTA INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 11/04/15 Debtor: Cowtown Pipeline L.P.	595	Secured: \$15,684.77	Claim was amended and superseded by the claim listed in the Remaining Claims columns.
10	TARRANT COUNTY C/O LINEBARGER GOGGAN BLAIR & SAMPSON LLP ATTN ELIZABETH WELLER 2777 N STEMMONS FWY STE 1000 DALLAS, TX 75207 Date Filed: 03/27/15 Debtor: Cowtown Pipeline L.P.	1	Secured: \$1,583,976.42*	TARRANT COUNTY C/O LINEBARGER GOGGAN BLAIR & SAMPSON LLP ATTN ELIZABETH WELLER 2777 N STEMMONS FWY STE 1000 DALLAS, TX 75207 Date Filed: 10/26/15 Debtor: Cowtown Pipeline L.P.	590	Secured: \$181.41*	Claim was amended and superseded by the claim listed in the Remaining Claims columns.
11	TEXAS COMPTROLLER OF PUBLIC ACCOUNTS OFFICE OF THE ATTORNEY GENERAL BANKRUPTCY - COLLECTIONS DIVISION PO BOX 12548 AUSTIN, TX 78711 Date Filed: 06/09/15 Debtor: Cowtown Pipeline Funding, Inc.	98	Priority: \$628,700.00*	TEXAS COMPTROLLER OF PUBLIC ACCOUNTS OFFICE OF THE ATTORNEY GENERAL BANKRUPTCY - COLLECTIONS DIVISION MC-008 PO BOX 12548 AUSTIN, TX 78711 Date Filed: 06/29/15 Debtor: Cowtown Pipeline Funding, Inc.	231	Priority: \$628,700.00*	Claim was amended and superseded by the claim listed in the Remaining Claims columns.

* Denotes an unliquidated component.

Exhibit D

Late Claims

Exhibit D Late Claims

Second Omnibus Objection to Claims

Quicksilver Resources Inc., et al.
Case No. 15-10585 (LSS), Jointly Administered

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIMS TO BE DISALLOWED & EXPUNGED				REASON FOR DISALLOWANCE
	NAME	DATE FILED	CLAIM NO.	CLAIM AMOUNT	
1	BLOOMBERG FINANCE L.P. ATTN: PRESIDENT, MANAGING OR GENERAL AGE 731 LEXINGTON AVE NEW YORK, NY 10022 Debtor: Quicksilver Resources Inc.	08/04/15	561	Secured: \$796.32	Claim was filed after the applicable Bar Date of 07/31/15.
2	BOYD, NELLIE R PO BOX 598 SWEETWATER, TN 37874 Debtor: Quicksilver Resources Inc.	08/05/15	562	Unsecured: Unliquidated	Claim was filed after the applicable Bar Date of 07/31/15.
3	CHOONTANOM, SAMAN 1825 W JACARANDA PL FULLERTON, CA 92833 Debtor: Quicksilver Resources Inc.	10/08/15	581	Secured: \$20,000.00 Unsecured: \$84.10	Claim was filed after the applicable Bar Date of 07/31/15.
4	COLE FIELD SERVICES LLC 2231 ESTATE GATE DR SAN ANTONIO, TX 78260 Debtor: Quicksilver Resources Inc.	08/28/15	579	Unsecured: \$31,280.00	Claim was filed after the applicable Bar Date of 07/31/15.
5	GEE, PATSY M 406 E BRIDGE ST GRANBURY, TX 76048 Debtor: Quicksilver Resources Inc.	08/05/15	564	Unsecured: Unliquidated	Claim was filed after the applicable Bar Date of 07/31/15.
6	GLATZEL, BRUNO J PO BOX 5473 GRANBURY, TX 76049 Debtor: Quicksilver Resources Inc.	08/03/15	556	Unsecured: Unliquidated	Claim was filed after the applicable Bar Date of 07/31/15.
7	INDIAN CREEK LOGISTICS INC PO BOX 374 SONORA, TX 76950 Debtor: Quicksilver Resources Inc.	08/03/15	551	Unsecured: \$62,000.00	Claim was filed after the applicable Bar Date of 07/31/15.
8	MORIARTY, BARBARA 7626 MARINER PT MAPLE GROVE, MN 55311 Debtor: Quicksilver Resources Inc.	10/20/15	586	Unsecured: \$3,730.90	Claim was filed after the applicable Bar Date of 07/31/15.
9	PARAMASIVAN, PRABHAKARAN 26172 S CORRAL HOLLOW RD TRACY, CA 95376 Debtor: Quicksilver Resources Inc.	10/22/15	587	Priority: \$1,476.00	Claim was filed after the applicable Bar Date of 07/31/15.
10	RAGAVULU, HEMAVATHY 26172 S CORRAL HOLLOW RD TRACY, CA 95376 Debtor: Quicksilver Resources Inc.	10/22/15	588	Priority: \$2,340.00	Claim was filed after the applicable Bar Date of 07/31/15.

Exhibit D Late Claims

Second Omnibus Objection to Claims

Quicksilver Resources Inc., et al.
Case No. 15-10585 (LSS), Jointly Administered

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIMS TO BE DISALLOWED & EXPUNGED				REASON FOR DISALLOWANCE
	NAME	DATE FILED	CLAIM NO.	CLAIM AMOUNT	
11	RAGAVULU, HEMAVATHY 26172 S CORRAL HOLLOW RD TRACY, CA 95376 Debtor: Quicksilver Resources Inc.	10/22/15	589	Priority: \$6,250.00	Claim was filed after the applicable Bar Date of 07/31/15.
12	THOMPSON, DEBORAH 3316 FOUNTAIN WAY GRANBURY, TX 76049 Debtor: Quicksilver Resources Inc.	08/03/15	553	Unsecured: Unliquidated	Claim was filed after the applicable Bar Date of 07/31/15.

Exhibit E

Proposed Order

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

In re:)	
	)	Chapter 11
Quicksilver Resources Inc., <u>et al.</u> , ¹	)	Case No. 15-10585 (LSS)
)	
Debtors.	)	Jointly Administered
)	

ORDER DISALLOWING AND EXPUNGING CLAIMS THAT ARE (A) DUPLICATIVE OF A CLAIM FILED ON THE CLAIMANT’S BEHALF, (B) ON ACCOUNT OF EQUITY INTERESTS, (C) AMENDED AND SUPERSEDED, AND/OR (D) LATE-FILED

Upon the objection of the above-captioned Debtors (collectively, the “Debtors”),² pursuant to Bankruptcy Code sections 105 and 502, Bankruptcy Rule 3007, and Local Rule 3007-1, to the Noteholder Claim, Equity Claims, Amended and Superseded Claims, and Late Claims; and the Court having jurisdiction to consider the objection and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the objection and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the objection being adequate and appropriate under the particular circumstances; and the Court having considered the LaGatta Declaration and found and determined that the relief sought in the objection is in the best interests of the Debtors, the Debtors’ creditors, and other parties in interest and that the legal and factual bases set forth in the objection establish just

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 3700, Unit 19, Fort Worth, Texas 76102.

² All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the objection.

cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED**:

1. The objection is sustained to the extent provided herein.
2. The Noteholder Claim listed on **Exhibit A** to the objection under the heading labeled “Duplicate Claim to be Disallowed & Expunged” are disallowed and expunged in their entirety.
3. The Equity Claims listed on **Exhibit B** to the objection under the heading labeled “Claims to be Disallowed & Expunged” are disallowed and expunged in their entirety.
4. The Amended and Superseded Claims listed on **Exhibit C** to the objection under the heading labeled “Claims to be Disallowed & Expunged” are disallowed and expunged in their entirety.
5. The Late Claims listed on **Exhibit D** to the objection under the heading labeled “Claims to be Disallowed & Expunged” are disallowed and expunged in their entirety.
6. The Debtors’ rights to (i) file subsequent objections to any claims listed on any of the Claims Exhibits on any ground; (ii) amend, modify, or supplement the objection, including, without limitation, the filing of objections to further amended or newly-filed claims; (iii) seek to expunge or reduce any claim to the extent all or a portion of such claim has been paid; and (iv) settle any claim for less than the asserted amount are expressly preserved. Additionally, should the objection be denied, the Debtors’ rights to object to the Noteholder Claim, Equity Claims, Amended and Superseded Claims, and Late Claims on any grounds other than those set forth in the objection are preserved.
7. The objection by the Debtors to each claim, as addressed in the objection and as set forth in the Claims Exhibits, constitutes a separate contested matter as contemplated by

Bankruptcy Rule 9014 and Local Rule 3007-1. This Order shall be deemed a separate Order with respect to each claim that is the subject of the objection. Any stay of this Order pending appeal by any claimants whose claims are subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to any other contested matters addressed in the objection and this Order.

8. The Debtors, GCG, and the Clerk are authorized to take any and all actions that are necessary or appropriate to give effect to this Order.

9. This Court shall retain jurisdiction over the Debtors and the claimants whose claims are the subject of the objection with respect to any matters related to or arising from the objection or the implementation of this Order.

Wilmington, Delaware
Date: _____, 2016

The Honorable Laurie Selber Silverstein
United States Bankruptcy Judge

Exhibit F

LaGatta Declaration

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

In re:)	
	)	Chapter 11
Quicksilver Resources Inc., <u>et al.</u> , ¹	)	Case No. 15-10585 (LSS)
)	
Debtors.	)	Jointly Administered
)	

**DECLARATION OF VANESSA GOMEZ LAGATTA IN SUPPORT OF DEBTORS’
SECOND (NON-SUBSTANTIVE) OMNIBUS OBJECTION TO CERTAIN CLAIMS
THAT ARE (A) DUPLICATIVE OF A CLAIM FILED ON THE CLAIMANT’S
BEHALF, (B) ON ACCOUNT OF EQUITY INTERESTS, (C) AMENDED AND
SUPERSEDED, AND/OR (D) LATE-FILED**

I, Vanessa Gomez LaGatta, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury that the following is true and correct to the best of my knowledge information, and belief:

1. I am the Senior Vice President, Chief Financial Officer, and Treasurer of Quicksilver Resources Inc. (“Quicksilver” and, together with its affiliated Debtors, the “Debtors”). I have been employed in this capacity by Quicksilver since January 2015 and previously served as Quicksilver’s Vice President – Treasurer since September 2009. Accordingly, I am familiar with Quicksilver’s day-to-day operations, business, and financial affairs.

2. I submit this declaration (the “Declaration”) in support of the *Debtors’ Second (Non-Substantive) Omnibus Objection to Certain Claims That Are (A) Duplicative of A Claim Filed on The Claimant’s Behalf, (B) on Account of Equity Interests, (C) Amended and*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 3700, Unit 19, Fort Worth, Texas 76102.

Superseded, and/or (D) Late-Filed, dated as of the date hereof and filed contemporaneously herewith.

3. All statements in this Declaration are based upon my personal knowledge, my review (or the review of the advisors or consultants under my supervision) of (a) business records kept by the Debtors in the ordinary course of business, (b) the relevant proofs of claim, (c) the Schedules and Statements,² or (d) the official register of claims filed in the Debtors' cases.

4. The proofs of claim subject to the objection were carefully reviewed and analyzed in good faith using due diligence by appropriate personnel of the Debtors, Deloitte Transactions and Business Analytics LLP, Akin Gump Strauss Hauer & Feld LLP, and GCG. These efforts resulted in the identification of the Noteholder Claim, the Equity Claims, the Amended and Superseded Claims, and the Late Claims (collectively, the "Disputed Claims") identified in the Claims Exhibits.

5. The information contained in the objection and the Claims Exhibits is true and correct to the best of my knowledge and belief.

6. The Debtors have determined that the claimant asserting the Noteholder Claim identified on Exhibit A to the Objection under the column labeled "Duplicate Claim to be Disallowed & Expunged" was filed by an individual noteholder and is duplicative of the Master 2019 Senior Notes Claim. Accordingly, to prevent the claimant who filed the Noteholder Claim from receiving an unwarranted double recovery, the Debtors seek entry of an order disallowing and expunging the Noteholder Claim in its entirety.

² All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the objection.

7. The Debtors have determined that the claimants asserting the Equity Claims identified on **Exhibit B** to the Objection under the column labeled “Claims to be Disallowed & Expunged” were each filed by a shareholder based on the ownership of equity securities in one of the Debtors.³ Because the equity interests asserted by holders of the Equity Claims are not valid claims against the Debtors, the Debtors seek entry of an order disallowing and expunging the Equity Claims in their entirety.

8. The Debtors have determined that the claimants asserting the Amended and Superseded Claims listed on **Exhibit C** to the Objection under the column labeled “Claims to be Disallowed & Expunged” have each been amended and superseded by one or more of the Remaining Claims. Accordingly, to prevent the claimants who filed the Amended and Superseded Claims from receiving an unwarranted double recovery, the Debtors seek entry of an order disallowing the Amended and Superseded Claims in their entirety.

9. The Debtors have determined that the claimants asserting the Late Claims identified on **Exhibit D** to the Objection under the column heading “Claims to be Disallowed & Expunged” were filed after the General Bar Date and were not specific amendments to timely-filed claims. Accordingly, to prevent the claimants who failed to timely file their claims from receiving an unwarranted recovery to the detriment of the Debtors and creditors who complied with the Bar Date Order and timely filed proofs of claim in these chapter 11 cases, the Debtors seek entry of an order disallowing and expunging the Late Claims in their entirety.

³ Based on my conversations with counsel, I understand that Local Rule 3007-1(d)(v) requires non-substantive objections to Equity Claims be only to those claims that are solely based on equity ownership and that do not include a claim for damages. I have reviewed, or caused to be reviewed, each of the Equity Claims set forth on **Exhibit B** to the Objection and determined that each of the Equity Claims is based on ownership of equity interests and does not include a damages component.

CONCLUSION

10. For the reasons set forth above, I respectfully submit that the Disputed Claims listed on the Claims Exhibits should be disallowed in their entirety.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 9th day of February, 2016.



Vanessa Gomez LaGatta
Senior Vice President – Chief Financial
Officer and Treasurer
Quicksilver Resources Inc.