

**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
	)	Hearing Date: April 15, 2015 at 2:00 p.m. (EDT)

**DEBTORS’ APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING
THE EMPLOYMENT AND RETENTION OF AKIN GUMP
STRAUSS HAUER & FELD LLP AS CO-COUNSEL TO THE DEBTORS
AND DEBTORS IN POSSESSION, *NUNC PRO TUNC* TO THE PETITION DATE**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), authorizing the Debtors to employ and retain Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as co-counsel to the Debtors, *nunc pro tunc* to the Petition Date (as defined herein). In support of this application (the “Application”), the Debtors submit the Declaration of Sarah Link Schultz (the “Schultz Declaration”), which is attached hereto as **Exhibit B**, and the declaration of Vanessa Gomez LaGatta, Senior Vice President, Chief Financial Officer and Treasurer of the Debtors, which is attached hereto as **Exhibit C** (the “LaGatta Declaration”). Also in support of the Application, the Debtors rely on the Declaration of Vanessa Gomez LaGatta in Support of First Day Pleadings (the “First Day Declaration”) and respectfully state as follows:

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.

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).²

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 327(a), 328(a) and 330 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Local Rules 2014-1 and 2016-1.

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 businesses 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 or examiner has been made in these chapter 11 cases. No committees have been appointed or designated.

5. A description of the Debtors' business and the reasons for filing these chapter 11 cases is set forth in the First Day Declaration filed on the Petition Date and incorporated by reference as if fully set forth herein.

² 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.

B. Akin Gump's Qualifications

6. The Debtors have determined that it is necessary to engage attorneys with knowledge and experience in the areas of bankruptcy reorganization, finance, tax and corporate governance. Such legal counsel will enable the Debtors to carry out their duties in these chapter 11 cases and will assist the Debtors in the reorganization of their estates. The Debtors, therefore, propose to retain the law firm of Akin Gump as their bankruptcy counsel in these chapter 11 cases.

7. Akin Gump has recognized expertise with business reorganizations under chapter 11 of the Bankruptcy Code and has been actively involved in many of the largest chapter 11 cases filed in the last ten years. Akin Gump represents or has represented debtors and debtors in possession and other parties in interest in recent cases, including, among others: *In re Allied Nevada Gold Corp.*, No. 15-10503 (MFW) (Bankr. D. Del. March 10, 2015) (proposed counsel to the debtors); *In re QCE Finance LLC*, No. 14-10543 (LSS) (Bankr. D. Del. April 9, 2014) (Docket No. 186); *In re Metro Affiliates, Inc.*, No. 13-13591 (SHL) (Bankr. S.D.N.Y. Dec. 3, 2013) (Docket No. 181); *In re Geokinetics Inc.*, No. 13-10472 (KJC) (Bankr. D. Del. April 2, 2013) (Docket No. 172); *In re Atari, Inc.*, No. 13-10176 (JMP) (Bankr. S.D.N.Y. Feb. 26, 2013) (Docket No. 97); *In re Inner City Media Corp.*, No. 11-13967 (SCC) (Bankr. S.D.N.Y. Oct. 5, 2011) (Docket No. 105); *In re Archbrook Laguna Holdings LLC*, No. 11-13292 (SCC) (Bankr. S.D.N.Y. Aug. 3, 2011) (Docket No. 144); *In re TerreStar Corp.*, No. 11-10612 (SHL) (Bankr. S.D.N.Y. Feb. 23, 2011) (Docket No. 13); *In re TerreStar Networks, Inc.*, No. 10-15446 (SHL) (Bankr. S.D.N.Y. Nov. 10, 2010) (Docket No. 179); *In re Trident Res. Corp.*, No. 09-13150 (MFW) (Bankr. D. Del. Oct. 5, 2009) (Docket No. 73); and *In re Granite Broad. Corp.*, No. 06-12985 (ALG) (Bankr. S.D.N.Y. Nov. 14, 2006) (Docket No. 37).

8. In addition to its recognized expertise in complex chapter 11 cases, Akin Gump has extensive knowledge about the Debtors' business and financial affairs. As described more fully in the Schultz Declaration, during the past 15 months, Akin Gump has worked extensively with the Debtors, providing legal representation, advice and counsel with respect to a variety of matters, including bankruptcy and restructuring matters. As a result, Akin Gump is intimately familiar with the Debtors' business, financial affairs and capital structure and has the necessary background to address effectively and efficiently the various legal issues that may arise in the context of these chapter 11 cases. Accordingly, the Debtors firmly believe that Akin Gump is both well qualified and uniquely situated to represent them in these chapter 11 cases.

C. Scope of Services

9. Subject to further order of the Court, the Debtors request the employment and retention of Akin Gump to render, among others, the following professional services:

- (a) advise the Debtors with respect to their rights, powers and duties as debtors in possession in the continued operation of their business and the management of their properties;
- (b) advise the Debtors with respect to the conduct of these chapter 11 cases, including all of the legal and administrative requirements in chapter 11;
- (c) advise the Debtors and take all necessary or appropriate actions at the Debtors' direction with respect to protecting and preserving the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- (d) prepare pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports and other papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- (e) assist the Debtors in obtaining the Court's approval of the post-petition debtor-in-possession financing facility, if necessary;
- (f) advise the Debtors in connection with any potential sale of assets;
- (g) appear before the Court and any other courts to represent the interests of the Debtors' estates before such courts;

- (h) advise the Debtors regarding tax matters;
- (i) attend meetings and represent the Debtors in negotiations with representatives of creditors and other parties in interest;
- (j) negotiate, prepare and obtain approval of the Debtors' chapter 11 plan and documents related thereto; and
- (k) perform and advise the Debtors (as applicable) as to all other necessary legal services in connection with the chapter 11 cases, including, without limitation, (i) analyzing the Debtors' leases and contracts and assumptions and assignments or rejections thereof, (ii) analyzing the validity of liens against the Debtors and (iii) advising the Debtors on corporate and litigation matters.

9. In addition, by separate applications filed contemporaneously herewith or expected to be filed shortly hereafter, the Debtors are also seeking to employ: (a) Richards, Layton & Finger, P.A., as co-counsel to the Debtors; (b) Houlihan Lokey, Inc. as investment banker to the Debtors; (c) Garden City Group, LLC ("GCG"), as the Debtors' administrative agent;³ (d) Ernst and Young as independent auditor to the Debtors; and (e) KPMG LLP as the Debtors' tax consultants.⁴ In addition, the Debtors may file motions or applications to employ additional professionals. Akin Gump will work closely with each of these professionals to prevent unnecessary or inefficient duplication of services, and will take whatever steps are necessary and appropriate to avoid any such duplication.

D. Professional Compensation

10. Akin Gump intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases, subject to the Court's approval and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any

³ The Debtors have also filed an application seeking to retain GCG as their claims and noticing agent, which the Court approved on March 17, 2015 [Docket No. 86].

⁴ Separately, the Debtors intend to seek entry of an order pursuant to Bankruptcy Code sections 105 and 363(b) authorizing and approving, *nunc pro tunc* to the Petition Date, the agreement with Deloitte Business Transactions and Analytics LLP to provide John Little as strategic alternatives officer and other related services.

other applicable procedures and orders of this Court.

10. Subject to the approval of this Court, Akin Gump will bill at its standard hourly rates in effect when services are rendered. Akin Gump's current hourly rates for matters related to these chapter 11 cases range as follows: \$765—\$1,250 for partners; \$630—\$825 for counsel; \$390—\$735 for associates; and \$170—\$345 for paraprofessionals. The current hourly rates for the Akin Gump attorneys with primary responsibility for providing services to the Debtors are:

- (a) Charles R. Gibbs (Partner, Financial Restructuring), \$1,095;
- (b) Sarah Link Schultz (Partner, Financial Restructuring), \$975;
- (c) Ashleigh L. Blaylock (Counsel, Financial Restructuring), \$775;
- (d) Kevin M. Eide (Counsel, Financial Restructuring), \$750;
- (e) Travis McRoberts (Counsel, Financial Restructuring), \$750;
- (f) Sarah J. Crow (Associate, Financial Restructuring), \$655; and
- (g) Jason S. Sharp (Associate, Financial Restructuring), \$565.

11. In addition to the above attorneys, other attorneys and paraprofessionals will, from time to time, assist in the representation of the Debtors in connection with these chapter 11 cases at Akin Gump's standard hourly rates in effect for such personnel.

12. The Debtors believe that these rates are consistent with market rates for comparable services, and are informed that Akin Gump sets its hourly rates on an annual basis after consulting with various independent market sources.

13. The foregoing hourly rates were effective as of January 1, 2015. Akin Gump's billing rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. As discussed herein, Akin Gump represented the Debtors during

the 15-month period before the Petition Date, using the hourly rates in effect at that time.⁵ Except for the annual adjustment to Akin Gump's billing rates on January 1, 2015 and January 1, 2014, Akin Gump's billing rates did not otherwise change or increase between Akin Gump's December 2013 engagement and these annual increases in accordance with Akin Gump's ordinary practice.

14. Additionally, the hourly rates set forth above are Akin Gump's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Akin Gump fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Akin Gump operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance and reputation, the nature of the work involved, and other factors. Akin Gump's hourly rates vary with the experience and seniority of the individuals assigned. Akin Gump's hourly rates, however, are consistent with the rates that Akin Gump charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case. Akin Gump did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.

15. Akin Gump intends to provide the Debtors with a prospective budget and staffing plan for approval shortly.

16. Subject to this Court's approval, Akin Gump will also bill for, and maintain detailed records of, actual and necessary costs and expenses incurred in connection with the legal services described above. The Debtors understand that Akin Gump is customarily reimbursed for all expenses incurred in connection with the representation of a client in a given matter,

⁵ Akin Gump's billing rates that were in place during Akin Gump's 2014 engagement by the Debtors were as follows: \$615—\$1,220 for partners; \$520—\$925 for counsel; \$355—\$675 for associates; and \$155—\$345 for paraprofessionals.

including, but not limited to, photocopying services, printing, delivery charges, filing fees, postage and computer research time.

E. Compensation Received by Akin Gump from the Debtors

17. As set forth above, Akin Gump has represented the Debtors since December 2013 in connection with certain transactional and pre-petition restructuring matters. Akin Gump received compensation for fees and reimbursement for expenses related to such services in accordance with Akin Gump's customary billing practices in the aggregate amount of \$5,318,918.50. During the ninety (90) days before the Petition Date, Akin Gump received payments in the amount of \$3,024,781.47 for services rendered to the Debtors in connection with the Debtors' potential restructuring and the commencement of these chapter 11 cases.

18. Prior to the Petition Date, the Debtors advanced \$500,000.00 to Akin Gump on account of services performed and to be performed and expenses incurred and to be incurred in connection with the filing and prosecution of these chapter 11 cases (the "Advance Payment"). Prior to the Petition Date, Akin Gump debited \$94,937.42 against the Advance Payment on account of services performed and expenses incurred in connection with the filing of these chapter 11 cases. The Debtors propose that the remaining \$405,062.58 of the Advance Payment be treated as an evergreen retainer to be held by Akin Gump as security through these chapter 11 cases until Akin Gump's fees and expenses are awarded by final order and payable to Akin Gump.

19. In this district, evergreen retainer agreements reflect normal business terms in the marketplace. *See In re Insilco Tech., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) (explaining that "the practice [of receiving security retainers] in this district has been engaged in since at least the early 1990's"). Moreover, Akin Gump believes that its request for approval of an

evergreen retainer in these cases satisfies the five-part test articulated by Judge Carey in *Insilco*. First, Akin Gump submits that the proposed terms of its engagement reflect normal business terms in the market-place. Second, Akin Gump submits that both it and the Debtors are sophisticated business entities that have negotiated the Advance Payment at arm's length. Third, Akin Gump believes that approval of the Advance Payment as an evergreen retainer is in the best interests of the Debtors' estates. Indeed, at this crucial stage of the Debtors' chapter 11 cases, Akin Gump believes that it is essential that the Debtors have immediate and uninterrupted access to sophisticated counsel to assist in the prosecution of these chapter 11 cases. Fourth, Akin Gump is currently unaware of any creditor opposition to the approval of the Advance Payment as an evergreen retainer. Fifth, given the size, circumstances and posture of the Debtors' chapter 11 cases, Akin Gump believes approval of the Advance Payment as an evergreen retainer provides it with an appropriate level of risk minimization in connection with the payment of its prospective fees and costs in these cases. Indeed, in similar circumstances, this Court has overruled opposition from the U.S. Trustee and approved professional retainers as evergreen retainers. *See* Transcript of Record at 42: lines 7-22, *In re Capmark Fin. Group Inc.*, Case No. 09-13684 (CSS) (Bankr. D. Del. Dec. 10, 2009).

20. Given the extensive nature of the services that Akin Gump will provide to the Debtors, the retention of Akin Gump under an evergreen retainer is appropriate and necessary to enable the Debtors to faithfully execute their duties as debtors and debtors in possession and to implement the Debtors' reorganization.

21. Pursuant to Bankruptcy Code section 504 and Bankruptcy Rule 2016(b), Akin Gump has not shared or agreed to share (a) any of its compensation from the Debtors with any

other persons, other than employees and members of Akin Gump, or (b) any compensation any other persons have received or may receive.

F. Akin Gump's Disinterestedness

22. To the best of the Debtors' knowledge, information and belief, neither Akin Gump, nor any Akin Gump professional working on or connected to Akin Gump's engagement on the Debtors' behalf, has any connection with the Debtors, their creditors or any other party in interest in the Debtors' chapter 11 cases, or their respective attorneys or accountants, except as set forth in the Schultz Declaration.

23. To the best of the Debtors' knowledge, information and belief, Akin Gump does not hold or represent any interest adverse to the Debtors or their estates, except as set forth in the Schultz Declaration.

24. Based upon the Schultz Declaration, the Debtors submit that Akin Gump is a "disinterested person," as such term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), as required by Bankruptcy Code section 327(a).

25. Akin Gump will conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. Pursuant to Local Rule 2014-1(a), to the extent that Akin Gump learns of any additional material information relating to its employment (such as potential or actual conflicts of interest), Akin Gump will file and serve a supplemental declaration with the Court setting forth such additional information.

RELIEF REQUESTED

26. By this Application, and pursuant to Bankruptcy Code sections 327(a), 328(a) and 330, Bankruptcy Rules 2014(a) and 2016 and Local Rules 2014-1 and 2016-1, the Debtors request authority to retain and employ Akin Gump as their lead bankruptcy counsel under an evergreen retainer *nunc pro tunc* to the Petition Date.

SUPPORTING AUTHORITY

27. Bankruptcy Code section 327(a) provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]’s duties under this title.

11 U.S.C. § 327(a).

28. Additionally, pursuant to Bankruptcy Code section 328(a), the Debtors “with the court’s approval, may employ or authorize the employment of a professional person under section 327 . . . on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis.” 11 U.S.C. § 328(a). Bankruptcy Code section 328(a) permits compensation of professionals on flexible terms that reflect the nature of their services and market conditions. *See In re Vertis Holdings, Inc.*, No. 12-12821 (CSS) (Bankr. D. Del. Nov. 20, 2012), Docket No. 294 (authorizing the retention and employment of lead counsel to the debtors under Bankruptcy Code sections 327(a) and 328(a)).

29. Furthermore, Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant’s knowledge, all of the [firm’s] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

30. The Debtors submit that for all the reasons stated above and in the Schultz Declaration, the retention and employment of Akin Gump as co-counsel to the Debtors is

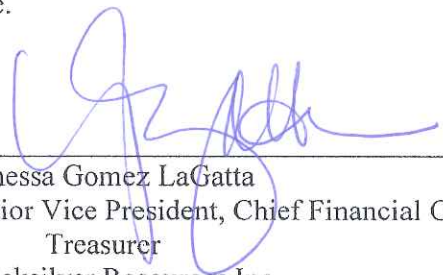
warranted. Further, as stated in the Schultz Declaration, Akin Gump is a “disinterested person” within the meaning of Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), as required by Bankruptcy Code section 327(a), and does not hold or represent an interest adverse to the Debtors’ estates and has no connection to the Debtors, their creditors, or other parties in interest, except as disclosed in the Schultz Declaration.

NOTICE

31. No trustee, examiner, or creditors’ committee has been appointed in the Debtors’ chapter 11 cases. The Debtors have provided notice of this Application to (a) the Office of the United States Trustee for the District of Delaware, Attn: Jane Leamy, Esq.; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (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 indenture trustees under the Debtors’ pre-petition indentures; (f) the United States Securities and Exchange Commission; (g) the United States Internal Revenue Service; and (h) any parties entitled to notice pursuant to Local Rule 2002-1(b). In light of the nature of the relief requested in this Application, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Order granting the relief requested in this Application and (b) grant such other and further relief as may be just, proper and equitable.

Fort Worth, Texas
Date: March 25, 2015



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

**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
)	
	)	Hearing Date: April 15, 2015 at 2:00 p.m. (EDT)
	)	Obj. Deadline: April 8, 2015 at 4:00 p.m. (EDT)

NOTICE OF APPLICATION AND HEARING

PLEASE TAKE NOTICE that, on March 25, 2015, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Co-Counsel to the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that, any responses or objections to the Application must be filed in writing with the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned proposed counsel for the Debtors on or before **April 8, 2015 at 4:00 p.m. (Eastern Daylight Time)**.

PLEASE TAKE FURTHER NOTICE that, if an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such

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objection and the Application will be held before The Honorable Laurie Selber Silverstein at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801 on **April 15, 2015 at 2:00 p.m. (Eastern Daylight Time)**.

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

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Wilmington, Delaware
Date: March 25, 2015

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

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Amanda R. Steele (DE 5530)
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– and –

AKIN GUMP STRAUSS HAUER & FELD LLP

Charles R. Gibbs (admitted *pro hac vice*)
Sarah Link Schultz (admitted *pro hac vice*)
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Ashleigh L. Blaylock (admitted *pro hac vice*)
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Facsimile: (202) 887-4288

**PROPOSED COUNSEL FOR DEBTORS AND
DEBTORS IN POSSESSION**

Exhibit A

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 AUTHORIZING THE EMPLOYMENT
AND RETENTION OF AKIN GUMP STRAUSS
HAUER & FELD LLP AS CO-COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION, NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”)² of the Debtors for entry of this Order, pursuant to Bankruptcy Code sections 327(a), 328(a) and 330, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Debtors to retain and employ Akin Gump as their lead bankruptcy counsel, *nunc pro tunc* to the Petition Date, all as further described in the Application; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application 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 the Court having found based on the representations made in the Application and the Schultz Declaration that (a) Akin Gump does not hold or represent an interest adverse to the

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² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

Debtors' estates and (b) Akin Gump is a "disinterested person" as defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), as required by Bankruptcy Code section 327(a); and due and proper notice of the Application being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Application; and upon the First Day Declaration, the Schultz Declaration and the LaGatta Declaration, the record of the hearing, and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors' estates, their creditors and other parties in interest, and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Application is approved to the extent set forth herein.
2. The Debtors are authorized to retain and employ Akin Gump as their lead bankruptcy counsel under an evergreen retainer *nunc pro tunc* to the Petition Date, in accordance with the terms and conditions set forth in the Application.
3. Akin Gump is authorized to provide the Debtors with the professional services described in the Application. Specifically, but without limitation, Akin Gump will render the following legal services:
 - (a) advise the Debtors with respect to their rights, powers and duties as debtors in possession in the continued operation of their business and the management of their properties;
 - (b) advise the Debtors with respect to the conduct of these chapter 11 cases, including all of the legal and administrative requirements in chapter 11;
 - (c) advise the Debtors and take all necessary or appropriate actions at the Debtors' direction with respect to protecting and preserving the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;

- (d) prepare pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and other papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- (e) assist the Debtors in obtaining the Court's approval of the post-petition debtor-in-possession financing facility, if necessary;
- (f) advise the Debtors in connection with any potential sale of assets;
- (g) appear before the Court and any other courts to represent the interests of the Debtors' estates before such courts;
- (h) advise the Debtors regarding tax matters;
- (i) attend meetings and represent the Debtors in negotiations with representatives of creditors and other parties in interest;
- (j) negotiate, prepare and obtain approval of the Debtors' chapter 11 plan and documents related thereto; and
- (k) perform and advise the Debtors (as applicable) as to all other necessary legal services in connection with the chapter 11 cases, including, without limitation, (i) analyzing the Debtors' leases and contracts and assumptions and assignments or rejections thereof, (ii) analyzing the validity of liens against the Debtors, and (iii) advising the Debtors on corporate and litigation matters.

4. Akin Gump shall apply for compensation and reimbursement of expenses in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.

5. Akin Gump shall hold the remaining balance of the Advance Payment until Akin Gump's fees and expenses are awarded by final order.

6. Akin Gump shall provide ten (10) business days' notice to the Debtors, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), and any official committee appointed in these chapter 11 cases before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in Bankruptcy Code section 330, and the Court retains the right to review any rate increase pursuant to Bankruptcy Code section 330.

7. The Debtors and Akin Gump are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

8. Notice of this Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

9. To the extent that the Application, the Schultz Declaration or the LaGatta Declaration is inconsistent with this Order, the terms of this Order shall govern.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. The Court retains jurisdiction with respect to all matters arising from or related to interpretation, implementation or enforcement of this Order.

Wilmington, Delaware

Date: _____, 2015

THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Schultz 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 SARAH LINK SCHULTZ
IN SUPPORT OF THE DEBTORS' APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF AKIN GUMP STRAUSS
HAUER & FELD LLP AS CO-COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION, NUNC PRO TUNC TO THE PETITION DATE**

I, Sarah Link Schultz, under penalty of perjury, declare as follows:

1. I am an attorney admitted to practice in the State of Texas, and I am a partner with the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"). Akin Gump maintains an office, among other places, at 1700 Pacific Avenue, Suite 4100, Dallas, Texas 75201. There are no disciplinary proceedings pending against me.

2. I am duly authorized to make this declaration (the "Declaration") on behalf of Akin Gump in support of the application (the "Application")² of the Debtors for authority to employ and retain Akin Gump as co-counsel to the Debtors, *nunc pro tunc* to the Petition Date, under the terms and conditions set forth in the Application. I submit this Declaration in

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.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application or the First Day Declaration, as applicable.

accordance with Bankruptcy Code sections 327(a), 328(a) and 330, Bankruptcy Rules 2014(a) and 2016(b), and Local Rule 2014-1. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

A. Akin Gump's Qualifications

3. The Debtors seek to retain Akin Gump because of its recognized expertise with business reorganizations under chapter 11 of the Bankruptcy Code and its knowledge of the Debtors' business and financial affairs.

4. Akin Gump has been actively involved in many of the largest chapter 11 cases filed in the last ten years. Akin Gump represents or has represented debtors and debtors in possession and other parties in interest in recent cases, including, among others: *In re Allied Nevada Gold Corp.*, No. 15-10503 (MFW) (Bankr. D. Del. March 10, 2015) (proposed counsel to the debtors); *In re QCE Finance LLC*, No. 14-10543 (LSS) (Bankr. D. Del. April 9, 2014) (Docket No. 186); *In re Metro Affiliates, Inc.*, No. 13-13591 (SHL) (Bankr. S.D.N.Y. Dec. 3, 2013), Docket No. 181; *In re Geokinetics Inc.*, No. 13-10472 (KJC) (Bankr. D. Del. April 2, 2013), Docket No. 172; *In re Atari, Inc.*, No. 13-10176 (JMP) (Bankr. S.D.N.Y. Feb. 26, 2013), Docket No. 97; *In re Inner City Media Corp.*, No. 11-13967 (SCC) (Bankr. S.D.N.Y. Oct. 5, 2011), Docket No. 105; *In re Archbrook Laguna Holdings LLC*, No. 11-13292 (SCC) (Bankr. S.D.N.Y. Aug. 3, 2011), Docket No. 144; *In re TerreStar Corp.*, No. 11-10612 (SHL) (Bankr. S.D.N.Y. Feb. 23, 2011), Docket No. 13; *In re TerreStar Networks, Inc.*, No. 10-15446 (SHL) (Bankr. S.D.N.Y. Nov. 10, 2010), Docket No. 179; *In re Trident Res. Corp.*, No. 09-13150 (MFW) (Bankr. D. Del. Oct. 5, 2009), Docket No. 73; and *In re Granite Broad. Corp.*, No. 06-12985 (ALG) (Bankr. S.D.N.Y. Nov. 14, 2006), Docket No. 37.

5. In addition to its recognized expertise in complex chapter 11 cases, Akin Gump is familiar with the Debtors' business and financial affairs based on its representation of the

Debtors over approximately 15 months. As discussed in the First Day Declaration and herein, Akin Gump has worked extensively with the Debtors, providing legal representation, advice and counsel with respect to a variety of matters, including bankruptcy and restructuring matters. As a result, Akin Gump is intimately familiar with the Debtors' business, financial affairs and capital structure and has the necessary background to address effectively and efficiently the various legal issues that may arise in the context of these chapter 11 cases. For these reasons, I believe that Akin Gump is both well qualified and uniquely situated to represent the Debtors in these chapter 11 cases.

B. Scope of Services

6. Subject to further order of the Court, and consistent with the Application, the Debtors retained Akin Gump to render, without limitation, the following legal services:

- (a) advise the Debtors with respect to their rights, powers and duties as debtors in possession in the continued operation of their business and the management of their properties;
- (b) advise the Debtors with respect to the conduct of these chapter 11 cases, including all of the legal and administrative requirements in chapter 11;
- (c) advise the Debtors and take all necessary or appropriate actions at the Debtors' direction with respect to protecting and preserving the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- (d) prepare pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and other papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- (e) assist the Debtors in obtaining the Court's approval of the post-petition debtor-in-possession financing facility, if necessary;
- (f) advise the Debtors in connection with any potential sale of assets;
- (g) appear before the Court and any other courts to represent the interests of the Debtors' estates before such courts;
- (h) advise the Debtors regarding tax matters;

- (i) attend meetings and represent the Debtors in negotiations with representatives of creditors and other parties in interest;
- (j) negotiate, prepare and obtain approval of the Debtors' chapter 11 plan and documents related thereto; and
- (k) perform and advise the Debtors (as applicable) as to all other necessary legal services in connection with the chapter 11 cases, including, without limitation, (i) analyzing the Debtors' leases and contracts and assumptions and assignments or rejections thereof, (ii) analyzing the validity of liens against the Debtors, and (iii) advising the Debtors on corporate and litigation matters.

C. Professional Compensation

7. Akin Gump intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases, subject to the Court's approval and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable procedures and orders of this Court.

8. Subject to the approval of this Court, Akin Gump will bill at its standard hourly rates in effect when services are rendered. Akin Gump's current hourly rates for matters related to these chapter 11 cases range as follows: \$765—\$1,250 for partners; \$630—\$825 for counsel; \$390—\$735 for associates; and \$170—\$345 for paraprofessionals. The current hourly rates for the Akin Gump attorneys with primary responsibility for providing services to the Debtors are:

- (a) Charles R. Gibbs (Partner, Financial Restructuring), \$1,095;
- (b) Sarah Link Schultz (Partner, Financial Restructuring), \$975;
- (c) Ashleigh L. Blaylock (Counsel, Financial Restructuring), \$775;
- (d) Kevin M. Eide (Counsel, Financial Restructuring), \$750;
- (e) Travis McRoberts (Counsel, Financial Restructuring), \$750;
- (f) Sarah J. Crow (Associate, Financial Restructuring), \$655; and
- (g) Jason S. Sharp (Associate, Financial Restructuring), \$565.

9. In addition to the above attorneys, other attorneys and paraprofessionals will, from time to time, assist in the representation of the Debtors in connection with these chapter 11 cases at Akin Gump's standard hourly rates in effect for such personnel.

10. The foregoing hourly rates were effective as of January 1, 2015. Akin Gump's billing rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. As discussed herein, Akin Gump represented the Debtors during the 15-month period before the Petition Date, using the hourly rates in effect at that time.³ Except for the annual adjustment to Akin Gump's billing rates on January 1, 2015 and January 1, 2014, Akin Gump's billing rates did not otherwise change or increase between Akin Gump's 2013 engagement and these annual increases in accordance with Akin Gump's ordinary practice.

11. Additionally, the hourly rates set forth above are Akin Gump's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Akin Gump fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Akin Gump operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance and reputation, the nature of the work involved, and other factors. Akin Gump's hourly rates vary with the experience and seniority of the individuals assigned. Akin Gump's hourly rates, however, are consistent with the rates that Akin Gump charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case. Akin Gump did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.

³ Akin Gump's billing rates that were in place during Akin Gump's 2014 engagement by the Debtors were as follows: \$615—\$1,220 for partners; \$520—\$925 for counsel; \$355—\$675 for associates; and \$155—\$345 for paraprofessionals.

12. Akin Gump intends to provide the Debtors with a prospective budget and staffing plan for approval shortly.

13. Subject to this Court's approval, Akin Gump will also bill for, and maintain detailed records of, actual and necessary costs and expenses incurred in connection with the legal services described above. The Debtors understand that Akin Gump is customarily reimbursed for all expenses incurred in connection with the representation of a client in a given matter, including, but not limited to, photocopying services, printing, delivery charges, filing fees, postage and computer research time.

D. Compensation Received by Akin Gump from the Debtors

14. As set forth above, Akin Gump has represented the Debtors since 2013 in connection with certain securities and pre-petition restructuring matters. Akin Gump received compensation for fees and reimbursement for expenses related to such services in accordance with Akin Gump's customary billing practices in the aggregate amount of \$5,318,918.50. During the ninety (90) days before the Petition Date, Akin Gump received payments in the amount of \$3,024,781.47 for services rendered to the Debtors in connection with the Debtors' potential restructuring and the commencement of these chapter 11 cases.

15. Prior to the Petition Date, the Debtors advanced \$500,000.00 to Akin Gump on account of services performed and to be performed and expenses incurred and to be incurred in connection with the filing and prosecution of these chapter 11 cases (the "Advance Payment"). Prior to the Petition Date, Akin Gump debited \$94,937.42 against the Advance Payment on account of services performed and expenses incurred in connection with the filing of these chapter 11 cases. The Debtors propose that the remaining \$405,062.58 of the Advance Payment paid to Akin Gump in contemplation of services to be rendered by Akin Gump as counsel, pursuant to the Application, be applied to services performed in connection with the Court's

anticipated order authorizing the employment of Akin Gump. Akin Gump intends to hold the balance of the Advance Payment as an evergreen retainer in these chapter 11 cases as discussed in the Application.

16. In this district, I believe that evergreen retainer agreements reflect normal business terms in the marketplace. *See In re Insilco Tech., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) (explaining that “the practice [of receiving security retainers] in this district has been engaged in since at least the early 1990’s”). Moreover, Akin Gump and the Debtors are sophisticated business entities that have negotiated the Advance Payment at arm’s length. The Advance Payment secures Akin Gump’s fees and expenses for work performed in connection with the Debtors’ chapter 11 cases. Thus, I believe, under the standards articulated in the *Insilco* decision, the facts and circumstances of these cases support the approval of the security retainer requested herein.

17. Given the extensive nature of the services that Akin Gump will provide to the Debtors, I believe that the retention of Akin Gump under an evergreen retainer is appropriate and necessary to enable the Debtors to faithfully execute their duties as debtors and debtors in possession and to implement the Debtors’ reorganization.

18. Pursuant to Bankruptcy Code section 504 and Bankruptcy Rule 2016(b), Akin Gump has not shared or agreed to share (a) any of its compensation from the Debtors with any other persons, other than employees and members of Akin Gump, or (b) any compensation any other persons have received or may receive.

E. Akin Gump’s Disinterestedness

17. In connection with its proposed retention by the Debtors in these chapter 11 cases, Akin Gump undertook a thorough review of its computerized database (the “Conflicts Database”) to determine whether it had any conflicts or other relationships that might cause it not

to be disinterested or to hold or represent an interest adverse to the Debtors. The Conflicts Database is designed to include every matter on which Akin Gump is now and has been engaged, by which entity Akin Gump is now or has been engaged, and, in each instance, the identity of related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of Akin Gump that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflicts Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and the related and adverse parties. Accordingly, Akin Gump maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

18. In particular, in connection with the preparation of this Declaration, through my colleagues, I submitted to the Conflicts Database the names of the individuals and entities that may be parties in interest in these chapter 11 cases, including, without limitation: (i) the Debtors and their affiliates; (ii) the Debtors' (a) former and current officers and directors, and other key employees, (b) lenders and their affiliates, (c) lenders' restructuring advisors, (d) potential and active litigation counterparties, (e) equity interest holders, (f) banking institutions, (g) insurance carriers, (h) landlords, (i) other professionals proposed to be retained in these chapter 11 cases, (j) vendors, (k) taxing authorities and (l) utility providers; and (m) the United States Trustee for the District of Delaware, judges and court personnel for the District of Delaware. A complete list of all searched parties is annexed hereto as **Schedule 1** (collectively, the "**Searched Parties**"). Where an entity has a name similar to a party on Schedule 1 or is possibly related to such party in matters wholly unrelated to the Debtors' chapter 11 cases, those parties have also been searched in the Conflicts Database. The information listed on Schedule 1 may have changed

without our knowledge and may change during the pendency of these chapter 11 cases. Akin Gump will update this Declaration as necessary and when Akin Gump becomes aware of additional material information.

19. Set forth on **Schedule 2**, annexed hereto, is a list of those Searched Parties that Akin Gump either (a) currently represents (the “Current Clients”) in matters wholly unrelated to these chapter 11 cases, and/or (b) has in the past represented in matters wholly unrelated to these chapter 11 cases. In connection with the services to be rendered to the Debtors, Akin Gump will not commence a cause of action in these chapter 11 cases against the parties listed on Schedule 2 that are current or ongoing clients of Akin Gump (including parties listed below under the “Specific Disclosures” section of this Declaration) unless Akin Gump has an applicable waiver on file or first receives a waiver from such party allowing Akin Gump to commence such an action. To the extent that a waiver does not exist or is not obtained from such client and it is necessary for the Debtors to commence an action against that client, the Debtors will be represented in such particular matter by conflicts counsel or their other bankruptcy co-counsel.

20. Set forth on **Schedule 3**, annexed hereto, is a listing of those Searched Parties that are currently, or may have in the past been, adverse to clients of Akin Gump in matters wholly unrelated to these chapter 11 cases.

21. Set forth on **Schedule 4**, annexed hereto, is a listing of those Searched Parties that currently serve or have served on informal and/or official creditors’ committees represented by Akin Gump.

22. As part of its diverse practice, Akin Gump appears in cases, proceedings and transactions involving many different professionals, including attorneys, accountants, financial consultants and investment bankers, some of which may represent claimants and parties in

interest in the Debtors' chapter 11 cases. In addition, Akin Gump may have in the past or may currently be representing other professionals involved in these chapter 11 cases in matters unrelated to these chapter 11 cases. Based on our current knowledge of the professionals involved, Akin Gump does not represent or have a relationship with any attorneys, accountants, financial consultants or investment bankers that would be materially adverse to the Debtors or their estates on matters upon which Akin Gump is to be employed and none are in connection with these chapter 11 cases.

23. Akin Gump and certain of its partners, counsel and associates also may have in the past represented, may currently represent, and likely in the future will represent creditors, equity security holders or other parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Akin Gump believes that its representation of such creditors, equity security holders or other parties in interest in such unrelated matters will not affect its representation of the Debtors in these proceedings.

24. Except for the parties listed on Schedule 2, neither I nor Akin Gump has represented or will represent any entity in connection with these chapter 11 cases, and neither I nor Akin Gump will accept any fee from any other party or parties in these chapter 11 cases, except as otherwise described herein.

25. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Akin Gump, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the Office of the U.S. Trustee, any person employed in the Office of the U.S. Trustee, or any bankruptcy judge currently serving on the

United States Bankruptcy Court for the District of Delaware, except as disclosed or otherwise described herein.

26. Additionally, to the best of my knowledge and information based on the responses received, no member or employee of Akin Gump holds any of the Debtors' debt or equity securities nor is any member or employee of Akin Gump an insider of the Debtors.

27. Akin Gump will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Akin Gump will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

F. Specific Disclosures

28. As specifically set forth herein and in the attached schedules, Akin Gump represents certain of the Debtors' creditors, equity security holders or other parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors or the Debtors' estates. Moreover, pursuant to Bankruptcy Code section 327(c), Akin Gump is not disqualified from acting as the Debtors' counsel as a result of its representation of certain of the Debtors' creditors, equity security holders, or other parties in interest in matters unrelated to these chapter 11 cases.

(i) *Connections with Parties Representing 1% or More of Akin Gump's Revenues for 2012, 2013 and 2014 (for the twelve-month period ending December 31, 2014)*

29. At the inception of each engagement for which a declaration is required pursuant to Bankruptcy Rule 2014, Akin Gump reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of Akin Gump and as a result made payments to Akin Gump for services rendered

in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of Akin Gump's total revenue for such calendar year. In connection with this Declaration, Akin Gump has also reviewed similar information for the years 2012, 2013 and 2014 (for the twelve-month period ending December 31, 2014).

30. With the exception of AT&T Inc. ("AT&T") (noted below), Akin Gump's revenues for services rendered on behalf of each of the parties in interest identified on Schedule 1 aggregate, with respect to each such party in interest, were less than 1% of Akin Gump's annual revenue in each of calendar year 2012, 2013 and 2014 (for the twelve-month period ending December 31, 2014).

31. As noted above, Akin Gump currently represents and has formerly represented AT&T in numerous matters unrelated to these chapter 11 cases, including corporate and litigation services. The total fees received from AT&T represented approximately 1.79% of Akin Gump's receivables for the twelve-month period ending December 31, 2014.⁴

(ii) Relationships with Other Professionals

32. As disclosed on Schedule 2, Akin Gump currently represents or formerly has represented certain professionals that the Debtors seek to retain in connection with these chapter 11 cases or affiliates, subsidiaries or entities associated with such professionals. All such representations have been in matters unrelated to the Debtors and these chapter 11 cases. Akin Gump has not represented and will not represent any such professionals in connection with these chapter 11 cases.

33. The Debtors have retained Garden City Group, LLC ("GCG") as its claims and noticing agent and intend to seek authority to retain GCG as administrative agent. Angela

⁴ Revenues from AT&T did not exceed 1% of Akin Gump's revenues in 2012 or 2013.

Ferrante, who was employed as an Akin Gump attorney between May 2003 and December 2006, is currently vice president of bankruptcy solutions at GCG. Ms. Ferrante's work at Akin Gump was unrelated to the Debtors or these chapter 11 cases. In addition, former Akin Gump attorney Denise Kaloudis Ryan joined GCG in 2012. Ms. Ryan was an attorney with Akin Gump from April 2009 to March 2011. Ms. Ryan's work at Akin Gump was unrelated to the Debtors or these chapter 11 cases.

(iii) Relationships with the Debtors and Debtors' Affiliates

34. Akin Gump has in the past represented and currently represents the Debtors or certain related parties. Additionally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Akin Gump that the Debtors' relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors.

35. Certain of the Debtors or their affiliates may now, or in the future, be creditors in other bankruptcy cases where Akin Gump represents the debtor(s) or other parties in interest. Insofar as I have been able to ascertain, at this time, no active objections to claims of any of the Debtors or their affiliates or any contested matters against any of the Debtors are pending in such cases. In the event that a claims objection or any other proceeding adverse to the Debtors or their affiliates arises in a bankruptcy case where Akin Gump represents the debtor(s) or other parties in interest that would give rise to a conflict, Akin Gump will have conflicts counsel or its co-counsel in the applicable bankruptcy case handle such objection or proceeding.

(iv) Other Disclosures

36. Akin Gump regularly represents informal groups of creditors of companies that are facing financial distress, which financial distress may not have been publicly disclosed. Some of these companies may be or may become vendors or creditors of the Debtors. Akin Gump will only represent such informal groups in matters wholly unrelated to the Debtors' chapter 11 cases.

37. Additionally, Akin Gump may have represented in the past or may currently represent or in the future represent entities (other than parties on the attached schedules) not currently known to Akin Gump in matters wholly unrelated to the chapter 11 cases who may be parties in interest in these cases. To the extent that Akin Gump discovers any such information or needs to update the information disclosed herein, Akin Gump will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

G. Affirmative Statement of Disinterestedness

38. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Akin Gump is a "disinterested person" within the meaning of Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), as required by Bankruptcy Code section 327(a), and does not hold or represent an interest adverse to the Debtors' estates and (b) Akin Gump has no connection to the Debtors, their creditors, or other parties in interest, except as disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Executed on March 25, 2015, in Dallas, Texas.

By: 
Sarah Link Schultz
Partner

Schedule 1**Schedule of Searched Parties****Non-Debtor Affiliates**

0942065 B.C. Ltd.
 0942069 B.C. Ltd.
 1622834 Alberta Inc.
 Cowtown Drilling, Inc.
 Fortune Creek Gathering and Processing Partnership
 Makarios Midstream Inc.
 Makarios Resources International Holdings LLC
 Makarios Resources International Inc.
 Quicksilver Production Partners GP LLC
 Quicksilver Production Partners LP
 Quicksilver Production Partners Operating Ltd.
 Quicksilver Resources Canada Inc.

Professionals

KPMG LLP
 Bennett Jones LLP
 Blackstone Advisory Partners LP
 Davis Polk & Wardwell LLP
 Deloitte Transactions and Business Analytics LLP
 Ernst & Young
 Fried, Frank, Harris, Shriver & Jacobson LLP
 FTI Consulting Canada Inc.
 Fulbright & Jaworski LLP
 Garden City Group, Inc.
 Houlihan Lokey
 Kelly Hart & Hallman
 Latham & Watkins LP
 Milbank Tweed Hadley & McCloy LLP
 Moelis & Company
 Potter Anderson Corroon LLP
 Richards Layton & Finger
 Simpson Thacher & Bartlett LLC

Officers and Directors

Anne Darden Self
 Glenn Darden
 Mark J. Warner
 Michael Y. McGovern
 Scott M. Pinsonnault
 Steven M. Morris
 Thomas F. Darden (former)
 W. Bryon Dunn
 W. Yandell Rogers, III

Indenture Trustees

The Bank of New York Mellon Trust Company, N.A.

Lenders & Noteholders

Advanced Series Trust- AST Franklin Templeton
 Founding Funds Allocation Portfolio

Allegheny Technologies Incorporated Master
 Pension Trust
 Allied World Assurance Company, Ltd
 Ameriprise Enterprise
 Apex Clearing Corporation
 Arch Investment Holdings IV Ltd
 Ares Capital
 Ares Dynamic Credit Allocation Fund Inc.
 Ares Enhanced Credit Opportunities Fund B, Ltd
 Ares Enhanced Credit Opportunities Fund II Ltd
 Ares Management
 Ares Management, LLC- FM
 Ares Multi Strategy Credit Fund V H L P
 Ares Multi-Strategy Credit Fund Inc.
 Ares Senior Loan Trust
 Ares Strategic Investment Partners III LP
 Ares Strategic Investment Partners Ltd
 ASIP (Holdco) IV S.A.R.L.
 Avenue Advisors
 Avenue Special Opportunities Fund II LP
 Bank of America
 Bank Of America NA
 Bank Of America, NA/GWIM Trust Operations
 Bank of Nova Scotia
 Barclays Bank PLC
 Barclays Bank PLC-FD MGR
 Barclays Capital Inc
 Barclays Capital Inc/Barclays Bank
 Barclays Capital Inc/LE
 BB&T
 BB&T Securities, LLC
 BBVA Compass
 Black Diamond Offshore Ltd
 Blackrock Financial Management
 BMO Nesbitt Burns Inc
 BNP Paribas
 BNP Paribas Prime Brokerage, Inc
 BNP Paribas, Custody Services
 BNY Mellon Asset Servicing
 BNY Mellon/Mid Cap
 BP Corporation North America, Inc.
 Brown Brothers Harriman & Co
 California State Teachers Retirement System-3
 Canadian Imperial Bank of Commerce
 Candlewood Financial Opportunities Fund, LLC
 Candlewood Financial Opportunities Master Fund,
 LP
 Candlewood Investment Group- FM
 Carlson Capital
 Carlson capital, L.P.
 Catlin Re Switzerland Ltd

Catlin Underwriting Agencies Ltd-1	GLG ORE Hill LLC- FM
Caylon	Goldman Sachs
Cerberus Institutional Partners V LP	Goldman Sachs Asset Mgmt
Cerberus Partners, L.P. - FD MGR	Goldman Sachs Execution & Clearing LP
Charles Schwab & Co, Inc	Goldman Sachs Lending Partners LLC
CIBC	Goldman, Sachs & Co.
Citi	HSBC Bank USA, NA
Citibank International	Hutchin Hill Capital
Citibank, NA	Hutchin Hill Capital Management
Citibank, National Association	Illinois State Board of Investment
Citigroup Global Markets Inc	Industrial And Commercial Bank Of China Financial
Comerica	ING Franklin Income Portfolio
COR Clearing LLC	Ingalls & Snyder, LLC
Credit Agricole	Interactive Brokers Retail
Credit Agricole Securities (USA) Inc	Investshare c/o The Colbent Corp
Credit Suisse	J.P. Morgan
Credit Suisse AG	Janney Montgomery Scott LLC
Credit Suisse Loan Funding LL	Jefferies
Credit Suisse Securities (USA) LLC	Jefferies & Company Inc/Securities
Crescent Capital Group	Jefferies LLC
Crescent Senior Secured Floating Rate Loan Fund, LLC	Jeffries Capital
Da Davidson & Co	JFIN CLO 2013 Ltd.
David Lerner Associates, Inc	JNL Series Trust-JNL/Franklin Templeton Income Fund
Davidson Kempner Capital Management	JNL/PPM America Floating Rate Income Fund
Davidson Kempner Partners	John Hancock Fund II Floating Rate Income Fund
Deutsche Bank	JP Morgan Chase Bank, NA/Custodial
Deutsche Bank Securities Inc	Jp Morgan Clearing Corp
Double Black Diamond Offshore Ltd	JPMorgan Chase
Dunham Floating Rate Bond Fund	JPMorgan Chase Bank, National Association
E*Trade Clearing LLC	Key Bank
EDC	Kinney Hill Credit Opportunities Fd Ltd
Edward D Jones & Co	KLS Diversified Asset Management LP- FM
EF Corporate Holdings LLC	KLS Diversified Master Fund L.P.
Ellington Credit Opportunities Ltd	Legg Mason Western Asset Senior Loans Fund
Ellington Management Group LLC	LMP Corporate Loan Fund Inc
Employees' Retirement System Of The State Of Rhode Island	LPL Financial Corporation
Fifth Third Bank	MAC Capital Ltd
First Clearing, LLC	Mainstay Floating Rate Fund, A Series Of Mainstay Funds Trust
First Southwest Company	Mainstay VP Floating Rate Portfolio A Series of Mainstay VP Series Fund
Flatiron CLO 2014-1 Ltd	Manufacturers And Traders Trust Company
Franklin Advisers, Inc.	Manulife Asset Management (U.S.), LLC - FD MGR
Franklin Advisors	Manulife Floating Rate Senior Loan Fund
Franklin Floating Rate Master Trust - Franklin Floating Rate Master Series	Merrill Lynch, Pierce, Fenner & Smith Inc
Franklin Floating Rate Trust -FD Mgr	Merrill Lynch/Bank Of America
Franklin Income Fund	Midtown Acquisitions LP
Franklin Investors Securities Trust- Franklin Floating Rate Daily Access Fund	Missouri Education Pension Trust
Franklin Mutual Advisers-FM	Mitsubishi UFJ Trust & Banking Corpo
Franklin Templeton Series II Funds-Franklin Floating Rate II Fund	Momentum Capital Fund, Ltd
Franklin Templeton Variable Insurance Products Trust-Franklin Income Securities Fund	Monarch Alternative Capital
Future Fund Board Of Guardians-1	Monarch Alternative Capital LP AC Monarch Master Funding Ltd
	Morgan Stanley & Co Inc
	Morgan Stanley Smith Barney LLC

Multimix Wholesale Diversified Fixed Interest Trust
National Financial Services LLC
NBCN Inc.
New York Life Insurance & Annuity Corp.
New York Life Insurance Co
New York Life Insurance Company - FD MGR
Newfleet . Hartford
Northern Trust Company
Northern Trust Company/Future Fund A
Oaktree Capital Management
Oaktree Capital Management, L.P.
Oaktree Enhanced Income Funding Series I Ltd
Oaktree Enhanced Income Funding Series II Ltd
Oaktree Enhanced Income Funding Series III Ltd
Oaktree Enhanced Income Funding Series IV Ltd
Oaktree Senior Loan Fund LP
Ontario Public Service Employees Union Pension
Plan Trust Fund
Oppenheimer & Co Inc
Oppenheimer Funds
Oppenheimer Global High Yield Fund
Oppenheimer Global Strategic Income Fund
Oppenheimer Master Loan Fund LLC
Oppenheimer Quest For Value Funds For The
Account Of Oppenheimer Global Allocation Fund
Oppenheimer Senior Floating Rate Fund
Oppenheimer Variable Account Funds For The
Account Of Oppenheimer Global Strategic Income
Fund/VA
Pershing LLC Securities Corporation
PNC Bank, NA
PPF Nominee 1 BV
PPM America, Inc.
QTrade Securities Inc
Quadrangle Group LLC
Raymond James & Associates, Inc
RBC Capital Markets, LLC
RBC Dominion Securities INC
RBS
Regions Bank
Renaissance Floating Rate Income Fund
Rivernorth/Oaktree High Income Fund
Royal Bank Of Canada
Rsui Indemnity Company
Sandalwood Opportunity Fund
Scottrade Inc
SEI Private Trust Company
Societe Generale
Southwest Securities, Inc
State Street Bank And Trust Company
State Street Bank-SPDR'S
Sterne, Agee & Leach, Inc
Stifel, Nicolaus & Company, Incorporated
Stockcross Financial Services, Inc
Stockton Funding ULC
TCW Senior Secured Loan Fund LP

TD Ameritrade Clearing, Inc
TD Waterhouse Canada Inc
The Bank Of New York Mellon
The Bank Of New York Mellon/The Prud
Toronto Dominion
Transatlantic Reinsurance Company
UBS
UBS Financial Services Inc
UBS Securities LLC
Union Bank Of California, NA
Unisuper Limited
US Bank NA
USAA High Income Fund
USAA Investment Management Company/USAA
Mutual Fun
Vanguard Marketing Corporation
Virtus High Yield Fund
Virtus Multi-Sector Short Term Bond Fund
Virtus Senior Floating Rate Fund
Wedbush Securities Inc
Wellpoint Inc-2
Wells Fargo
Westen Asset Floating Rate High Income Fund LLC
Western Asset Bank Loan (Multi Currency) Master
Fund
Western Asset Bank Loan (Offshore) Fund
Western Asset Management
Western Asset Management Company
Whippoorwill Associates Inc., Profit Sharing Plan
Whippoorwill associates, Inc.
Whippoorwill Credit Opportunity Fund, L.P.
Whippoorwill Loan Opportunity Fund, L.P.

5% Equity Holders

Charles Schwab & Co, Inc
Credit Suisse Securities (USA) LLC
E*Trade Clearing LLC
Merrill Lynch, Pierce, Fenner & Smith Inc
Mount Kellett Capital Management LP
National Financial Services LLC
Quicksilver Energy, L.C.
Scottrade Inc
TD Ameritrade Clearing, Inc

Litigation Counterparties

All Saint's Church (Weatherford)
All Saint's Church (Wichita Falls)
Anne T. Bass
Breitburn Energy Partners L.P.
Chad Bates
Cherie Shipp
Christ The King Church (Fort Worth)
Church Of Our Lady Of The Lake (Laguna Park)
Church Of St. Barnabas The Apostle (Fort Worth)
Church Of St. Francis Of Assisi (Willow Park)
Church Of St. John The Divine (Burkburnett)

Church Of St. Peter and St. Paul (Arlington)
 Church Of St. Peter By The Lake (Graford)
 Church Of St. Philip The Apostle (Arlington)
 Church Of St. Simon Of Cyrene (Fort Worth)
 Church Of St. Thomas The Apostle (Jacksboro)
 Church Of The Ascension & St. Mark (Bridgeport)
 Church Of The Good Shepherd (Wichita Falls)
 Church Of The Holy Spirit (Graham)
 City of Arlington, Texas (QRI not a party)
 David Skelton
 DHS Drilling Company
 Dr. Trace Worrell
 Enerfex, Inc.
 Floyd McKneely
 Franklin Salazar
 Good Shepherd Church (Brownwood)
 Good Shepherd Church (Granbury)
 Greene's Energy Group, LLC
 Holy Apostles Church (Fort Worth)
 Holy Comforter Church (Cleburne)
 Holy Trinity Church (Eastland)
 Iglesia San Juan Apostol (Fort Worth)
 Iglesia San Miguel (Fort Worth)
 Jimmy Richardson
 Jo Ann Patton
 Judy Mayo
 Julia Smead
 Kathleen Wells
 Kelly Pogue
 LAR MHP, LLC (QRI Interpleader)
 LAR MHP Holdings, LP
 Margaret Mieuli
 OH MHP Subsurface Investors LLC
 Railroad Commission of Texas
 Robert Hicks
 Robert M. Bass
 Rod Barber
 Royalty Owners Association
 Sara Rossi
 Shannon Shipp
 St. Alban's Church (Arlington)
 St. Alban's Church (Hubbard)
 St. Andrew's Church (Breckenridge)
 St. Andrew's Church (Fort Worth)
 St. Andrew's Church (Grand Prairie)
 St. Anne's Church (Fort Worth)
 St. Anthony Of Padua Church (Alvarado)
 St. Gregory's Church (Mansfield)
 St. John's Church (Brownwood)
 St. John's Church (Fort Worth)
 St. Joseph's Church (Grand Prairie)
 St. Laurence's Church (Southlake)
 St. Luke's Church (Mineral Wells)
 St. Mark's Church (Arlington)
 St. Mary's Church (Hamilton)
 St. Mary's Church (Hillsboro)

St. Matthew's Church (Comanche)
 St. Michael's Church (Richland Hills)
 St. Patrick's Church (Bowie),
 St. Paul's Church (Gainesville)
 St. Stephen's Church (Hurst)
 St. Timothy's Church (Fort Worth)
 St. Vincent's Cathedral (Bedford)
 Texas Independent Producers
 Texas Oil & Gas Association
 The Anglican Province Of The Southern Cone's
 "Corporation Of The Episcopal Diocese Of Fort
 Worth"
 The Anglican Province Of The Southern Cone's
 "Diocese Of Fort Worth"
 The Episcopal Church
 The Episcopal Church
 The Rev. Christopher Cantrell
 The Rev. Christopher Jambor
 The Rev. David Madison
 The Rev. Frederick Barber
 The Rev. James Hazel
 The Rev. John Stanley
 The Rev. Ryan Reed
 The Rev. Timothy Perkins
 The Rt. Rev. C. Wallis Ohl
 The Rt. Rev. Edwin F. Gulick, JR.
 The Rt. Rev. Jack Leo Iker
 Trinity Church (Dublin)
 Trinity Church (Henrietta)
 UOP LLC
 US Department of Homeland Security
 Walt Cabe
 Walter Viriden, III
 Whit Smith

Debtor's Accounts Payable System

5J Oilfield Services LLC
 Acme Truck Line Inc
 Advanced Construction
 Affirm Oilfield Services LLC
 Alexander Open Systems Inc
 All U Need Garbage Service Inc
 Aly Centrifuge Inc
 American Safety Services Inc
 Arc Pressure Data Inc
 Axiom Technologies LLC
 Baker Hughes Business Support
 Bank Of America Merrill Lynch
 Basic Energy Services LP
 Bassler Energy Services
 Behringer Harvard Burnett Plaza LB
 Bridgeport Tank Trucks LLC
 Buckley Oil Company
 Byrd Oilfield Services LLC
 C & D Production Specialist Co Inc
 Carson Pest Control Inc

CE DFW
 Central Parking System
 Ceridian
 Chico Limestone Inc
 Childs Corporation
 Christopher Torres
 Cintas Corporation 492
 City Vending Company Inc
 Coastal Chemical Co LLC
 Cogent Communications Inc
 Culberson Construction Inc
 D & B
 Databank Holdings Ltd
 DBA Napa Auto Parts
 DBA Nasdaq Omx Corporate Solution LLC
 DBA Select Environmental
 DBA Vaughn Energy Services A GTI Co
 DBA Vinson Process Controls
 Derrick Corporation
 Devon Energy Production Co LP
 DNOW L P
 Down Hole Inspection Inc
 Drilling Fluids Technology Inc
 DSI Oilfield Services LLC
 Dugger Brothers Inc
 DXP Enterprises Inc
 Eagle Eye Commercial Janitorial Serv
 Encore Oilfield Services LLC
 Energy Service Company Of Bowie
 Epic Lift Systems
 Ernst & Young LLP
 ESC Lab Sciences
 Express Energy Services Operating LP
 F2 Oilfield Services LLC
 Flowco Production Solutions, LLC
 FMC Technologies Inc
 Fort Worth Water Department
 Gate Guard Services LP
 Global Services
 Globenewswire
 Gordo Vacuum Service LLC
 Halliburton Energy Services
 Hodges Welding
 Industrial Distribution Group Inc
 J & J Oilfield Electric Co Inc
 J & N Excavating LLC
 Jones Day
 Keeton Services Inc
 Kelly Hart & Hallman LLP
 Key Energy Services Inc
 Knox Oil Field Supply Inc
 Legacy Measurement Solutions
 Level 3 Communications LLC
 Lightning Oilfield Services Inc
 Lone Star Hydrostatic LLC
 Lotus LLC
 Martin Decker Totco
 Mathena Inc
 Matheson Tri Gas Inc
 Mellina & Larson
 Mobile Thrones LLC
 Monahans Nipple
 National Inspection Services LLC
 Neopost Inc
 Neuralog
 New Tech Global Ventures LLC
 Nomac Drilling LLC
 Nov Tuboscope
 Olsson Associates
 OPIS
 Patriot Compressor Parts LLC
 PCS Ferguson Inc
 Peak Oilfield Services
 Peloton Computer Enterprises Inc
 Pinnergy Ltd
 Pradon Construction & Trucking Ltd
 Precision Energy Services Inc
 Progressive Waste Solutions Of TX, Inc
 R & R Bottled Water Co
 Rockwater South Texas LLC
 Roto Versal Compression Services LLC
 Saul Rodriquez Welding And Trucking LLC
 Schlumberger Technology Corp
 SES Holdings LLC
 Shareholder.com
 SHI International Corp
 Simpson Thacher & Bartlett LLP
 Slater Controls
 SNI Financial
 Stabil Drill
 Summit International Trading Co
 Tech Plan Inc
 Texas Equipment Rental LLC
 Texas Excavation Safety System Inc
 Texs Outdoor Services, LLC
 Thomas Darden
 Thomas Rubber Stamp Co Inc
 Thomson Reuters (Markets) LLC
 Trunkline Gas Company LLC
 Trupoint Well Services LP
 V Z Environmental
 Versacor Enterprises LLC
 Weatherford Artificial Lift Systems Inc
 Weatherford Laboratories Inc
 Weatherford US LP
 Weatherford US LP Gemeco
 Western Marketing Inc
 Western Welding Inc

Debtor's Accounts Receivable System
 3L Energy LLC
 Agave Petroleum LLC

ARP Barnett LLC
 Black Mountain Exploratio
 Boggus Motor Company
 Boggus Motor Sales II LLC
 Boggus Motor Sales
 Breitburn Operating LP
 Brent Lee
 BS Horak TR
 Burnett Oil Company
 Chesapeake Exploration LP
 Cortez Resources LLC
 Crestwood Midstream Partn
 Cuthbertson Oil & Gas LLC
 Devon Energy Production C
 DTE Gas Resources Inc
 Eagle Development Corp
 Enervest Energy Instituti
 ENI Petroleum US LLC AMI
 ENI Petroleum US LLC
 ENI Petroluem US LLC ESCR
 ENI US Operating Co Inc
 Environmental Alternative
 EV Properties LP
 FIP Energy B LP
 Four Sevens Oil Co Ltd
 Frank Boggus
 Hillwood Oil & Gas LP
 Hobo Investment Corp
 James L Youngblood
 J-W Operating Company
 KFN NR Mineral Holdings L
 KKR NR I Mineral Holdings
 KKR NR I-A Mineral Holdin
 Legacy Reserves Operating
 Legend Natural Gas IV LP
 Linda Thompson Gordon
 Little Hoss Production Co
 Lynn Ayres
 MCG Drilling & Completion
 Mercury Exploration Compa
 Modano Oil & Gas LP
 Noel Family LP
 Premier Natural Resources
 Richard Lee Clampitt
 Robert Boggus
 Ron Investments Ltd
 Sema Construction Inc
 Silver Lake Industries In
 Strong Oil & Gas Ltd
 Sunterra Oil & Gas LP
 Tejas Western Minerals Lt
 TG Barnett Resources LP
 Total E & P USA Inc
 TSC Oil & Gas Inc
 Vantage Fort Worth Energy
 WPM Minerals LLC

XNP Resources LLC
 XTO Energy Inc

Utility Providers

Accudata Systems Inc
 American Millennium Corporation Inc
 Arlington Utilities
 AT & T
 AT&T Mobility
 AT&T Teleconference Services
 ATMOS Energy
 Behringer Harvard Burnett Plaza LB
 Centurylink
 Charter communications holding co. LLC
 Cisco Webex LLC
 City Of Glen Rose
 City Of Craig
 City Of Haslet
 Cogent Communications Inc
 Coserv
 DBA Dish Network
 Directv Inc
 First Choice Power
 Fort Worth Water Department
 Green Mountain Energy Company
 Hilco Electric Cooperative Inc
 Intercall
 Level 3 Communications LLC
 North Texas Groundwater
 Texas Excavation Safety System Inc
 Tri County Electric Cooperative Inc
 TXU Energy
 Tyco Integrated Security
 United Cooperative Services
 Verizon Wireless
 Windstream Corporation
 Yampa Valley Electric Assn Inc

Landlords

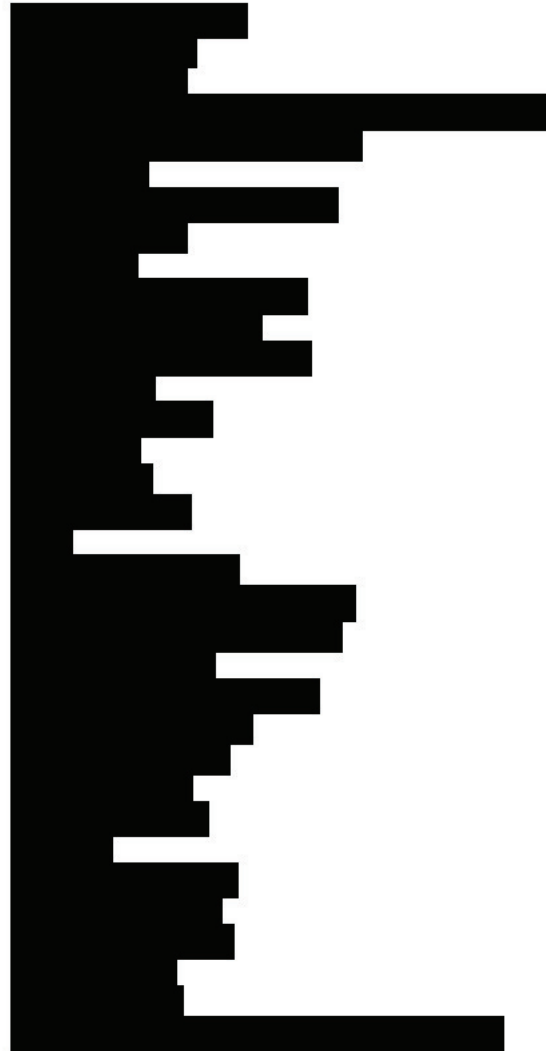
Behringer Harvard Bunett Plaza LP

Executory Contracts & Leases

ADEXCO Product Company
 AEM Production Co. II, L.L.C.
 AEM Production Co., L.P.
 Anthony Lynn Peterson
 Berry Barnett, L.P.
 Black Mountain Exploration, L.P.
 BP
 Bradley Don Judge
 Brazos Electric Power Cooperative, Inc.
 BSLH Production Co., L.P.
 Burlington Resources Oil & Gas Company LP
 Burnett Oil Company
 Burtex Minerals, L.P.
 Carrizo Oil & Gas Inc.

Chesapeake Exploration, L.L.C.
Chief Holdings, LLC
Chief Oil & Gas LLC
Chief Resources LLC
Cohort Energy Company
Collins and Young, L.L.C.
Cornerstone E&P Company, LP
Cortez Resources, L.L.C.
Crestwood
Devon Energy Holdings, L.L.C.
Devon Energy Production Company, L.P.
Doris J. Fenner
DTE Gas Resources, Inc.
EnCana Oil & Gas (USA) Inc.
Eni Petroleum US LLC
Eni Petroleum US LLC
Eni SpA
Eni US Operating Co. Inc.
Enlink
EOG Resources
EOG Resources Inc
Erik Andrew Peterson
Ernest D. Fenner Estate
Four Sevens Oil Company
Glencrest Resources, L.L.C.
Gulf Oil Corporation
Hillwood Oil & Gas, L.P.
James Maxwell Judge
Jeffrey Brian Judge
Kathryn M. Hollingsworth
Kevin Anthony Peterson
Kohlberg Kravis Roberts & Co. L.P. (“KKR”)
Linda Thompson Gordon
Little Hoss Production Co., L.P.
Marshall R Young Oil Co.
MidContinent Express (MEP)
Nortex Minerals Operating Company, L.P.
Nortex Minerals, L.P.
Omas Lewayne Peterson
Perot Investment Partners, LTD.
Petrus Development, L.P.
Petrus Investment, L.P.
Premier Natural Resources II, LLC
Questar Exploration and Production Company
Reichmann Petroleum Corp.
Republic Energy Inc.
Ron Investments, Ltd.
Rosemarie Peterson
Samson Resources Company
Savant Resources LLC
Southwestern Energy Company
Spectra
Stewart & Durant Cattle Company
Stroud Energy, Ltd.
SWEPI LP
Synergy Offshore LLC

Targa
Tejas Western Minerals, Ltd.
Texaco Inc.
Texas Midstream Gas Services, L.L.C.
TG Barnett Resources LP
TG Barnett Resources LP
The Speck and Doris Fenner Living Trust dated May 30, 2000
Tokyo Gas Co., Ltd.
Total E&P USA, Inc.
Trunkline
Vantage Fort Worth Energy, L.L.C.
XTO Energy Inc.



US Trustees

Attix, Lauren
Buchbinder, David
Dortch, Shakima L.
Fox, Timothy J.
Giordana, Diane
Green, Christine

Hackman, Benjamin
Heck, Jeffery
Kenney, Mark
Leamy, Jane
Murray, Tony
O'Malley, James R.
Panacio, Michael
Patton, Tiara
Sarkessian, Juliet
Schepacarter, Richard
Tinker, T. Patrick
Vara, Andy
Vinson, Ramona

West, Michael
Wynn, Dion

Bankruptcy Judges

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

Schedule 2

**Schedule of Searched Parties and/or Certain Related Parties that
Akin Gump Currently Represents, or Has in the Past
Represented, in Matters Unrelated to these Chapter 11 Cases**

Non-Debtor Affiliates

Akin Gump has not represented any of these individuals.

Professionals¹

KPMG LLP
Bennett Jones LLP
Blackstone Advisory Partners LP
Davis Polk & Wardwell LLP
Ernst & Young
Fulbright & Jaworski LLP
Garden City Group, Inc.
Houlihan Lokey
Kelly Hart & Hallman
Latham & Watkins LP
Milbank Tweed Hadley & McCloy LLP
Moelis & Company
Richards Layton & Finger

Officers and Directors

W. Yandell Rogers, III

Indenture Trustees

The Bank of New York Mellon Trust Company, N.A.

Lenders & Noteholders

Apex Clearing Corporation
Ares Capital
Ares Management
Ares Management, LLC- FM
Bank of America
Bank Of America NA
Bank of Nova Scotia
Barclays Bank PLC
Barclays Capital Inc
BMO Nesbitt Burns Inc
BNP Paribas
BNY Mellon/Mid Cap
California State Teachers Retirement System-3
Canadian Imperial Bank of Commerce
Carlson Capital
Carlson Capital, L.P.

¹ In certain instances Akin Gump has represented a professional organization that is an affiliate and/or is otherwise related to the professional retained in this case. Out of an abundance of caution, such professionals are included in this Schedule 2.

Caylon
Charles Schwab & Co, Inc
Citibank International
Citibank, NA
Citigroup Global Markets Inc
Credit Agricole
Credit Suisse
Credit Suisse Loan Funding LL
Credit Suisse Securities (USA) LLC
Davidson Kempner Capital Management
Davidson Kempner Partners
Deutsche Bank
Deutsche Bank Securities Inc
Edward D Jones & Co
Fifth Third Bank
First Southwest Company
Franklin Advisers, Inc.
Goldman Sachs
Goldman Sachs Asset Mgmt
Goldman, Sachs & Co.
Hutchin Hill Capital
Industrial And Commercial Bank Of China Financial
Ingalls & Snyder, LLC
J.P. Morgan
Jefferies & Company Inc/Securities
Jefferies LLC
JP Morgan Chase Bank, NA/Custodial
JPMorgan Chase
Key Bank
KLS Diversified Asset Management LP- FM
LPL Financial Corporation
Merrill Lynch, Pierce, Fenner & Smith Inc
Merrill Lynch/Bank Of America
Midtown Acquisitions LP
Monarch Alternative Capital LP AC Monarch Master Funding Ltd
Morgan Stanley & Co Inc
New York Life Insurance & Annuity Corp.
New York Life Insurance Co
Northern Trust Company
Oaktree Capital Management, L.P.
Oppenheimer & Co Inc
Oppenheimer Funds
PNC Bank, NA
Quadrangle Group LLC
Raymond James & Associates, Inc
RBC Capital Markets, LLC
Royal Bank Of Canada
Societe Generale
Southwest Securities, Inc
State Street Bank And Trust Company
Stifel, Nicolaus & Company, Incorporated
The Bank Of New York Mellon
Transatlantic Reinsurance Company
UBS Financial Services Inc
UBS Securities LLC
Union Bank Of California, NA

US Bank NA
Wedbush Securities Inc
Whippoorwill Associates, Inc.

5% Equity Holders

Charles Schwab & Co. Inc.
Credit Suisse Securities (USA) LLC
Merrill Lynch, Pierce, Fenner & Smith Inc.
Mount Kellett Capital Management LP

Litigation Counterparties

All Saint's Church (Weatherford)
All Saint's Church (Wichita Falls)
Anne T. Bass
City of Arlington
Greene's Energy Group, LLC
Robert M. Bass
St. Anthony of Padua Church (Alvarado)
St. Luke's Church (Mineral Wells)
US Department of Homeland Security

Debtor's Accounts Payable System

Bank of America Merrill lynch
Cintas Corporation 492
Ernst & Young LLP
Halliburton Energy Services
Jones Day
Key Energy Services Inc.
Legacy Measurement Solutions
Level 3 Communications LLC
Matheson Tri Gas Inc
Progressive Waste Solutions of TX, Inc
Schlumberger Technology Corp
Weatherford US LP

Debtor's Accounts Receivable System

Crestwood Midstream Partn
J-W Operating Company
Total E & P USA Inc.
Vantage Fort Worth Energy
XTO Energy Inc

Utility Providers

AT & T
AT & T Mobility
Centurylink
Coserv
Directv Inc
First Choice Power
Level 3 Communications LLC
Verizon Wireless

Landlords

Akin Gump has not represented any of these individuals.

Executory Contracts & Leases

Brazos Electric Power Cooperative, Inc.
Burlington Resources Oil & Gas Company LP
Chief Oil & Gas LLC
Eni SpA
EOG Resources Inc.
Gulf Oil Corporation
Samson Resources Company
Texaco Inc.
Total E&P USA, Inc.
Vantage Fort Worth Energy, L.L.C.
XTO Energy Inc.



US Trustees

Akin Gump has not represented any of these individuals.

Bankruptcy Judges

Akin Gump has not represented any of these individuals.

Schedule 3**Schedule of Searched Parties that are Currently, or
Have in the Past Been, Adverse to Clients of Akin Gump****Non-Debtor Affiliates**

Akin Gump has not represented any of these individuals.

Professionals

KPMG LLP
Blackstone Advisory Partners LP
Fried, Frank, Harris, Shriver & Jacobson LLP
Fulbright & Jaworski LLP
Houlihan Lokey
Latham & Watkins LP
Richards Layton & Finger

Officers and Directors

Glenn Darden
Thomas F. Darden (former)

Indenture Trustees

The Bank of New York Mellon Trust Company

Lenders & Noteholders

Advanced Series Trust-AST Franklin Templeton
Founding Funds Allocation Portfolio
Allied World Assurance Company, Ltd.
Ares Management
Ares Strategic Investment Partners III LP
Ares Strategic Investment Partners Ltd
Avenue Advisors
Bank of America
Barclays Capital Inc
BB&T
BVVA Compass
Blackrock Financial Management
BMO Nesbitt Burns Inc
BNP Paribas
BNY Mellon/Mid Cap
BP Corporation North America, Inc.
Brown Brothers Harriman & Co
California State Teachers Retirement System-3
Canadian Imperial Bank of Commerce
Caylon
Cerberus Partners, L.P.-FD MGR
Charles Schwab & Co, Inc
CIBC
Citi
Citibank International
Citibank, NA
Citigroup Global Markets Inc.
Comerica
Credit Agricole

Credit Agricole Securities (USA) Inc
Credit Suisse
Credit Suisse AG
Credit Suisse Securities (USA) LLC
David Lerner Associates, Inc.
Deutsche Bank
Dutsche Bank Securities Inc.
E*Trade Clearing LLC
EDC
Edward D Jones & Co
Ellington Management Group LLC
Fifth Third Bank
First Southwest Company
Franklin Mutual Advisers-FM
Goldman Sachs
Goldman Sachs Asset Mgmt
Goldman, Sachs & Co.
HSBC Bank USA, NA
Illinois State Board of Investment
Industrial and Commercial Bank of China Financial
J.P. Morgan
Janney Montgomery Scott LLC
Jefferies
Jefferies & Company Inc/Securities
Jefferies LLC
JP Morgan Chase Bank, NA/custodial
JPMorgan Chase
JPMorgan Chase Bank, National Association
Key Bank
Manulife Asset Management (U.S.), LLC – FD MGR
Merrill Lynch, Pierce, Fenner & Smith Inc
Merrill Lynch/Bank of America
Mitsubishi UFJ Trust & Banking Corpo
Morgan Stanley & Co Inc.
New York Life Insurance Co
Northern Trust Company
Oaktree Capital Management
Oaktree Capital Management, L.P.
PNC Bank, NA
PPM America, Inc.
Quadrangle Group LLC
Raymond James & Associates, Inc.
RBC Capital Markets, LLC
RBC Dominion Securities INC
RBS
Regions Bank
Royal Bank of Canada
Scottrade Inc
SEI Privat Trust Company
Societe Generale

State Street Bank and Trust Company
Sterne, Agee & Leach, Inc.
TD Ameritrade Clearing, Inc.
The Bank of New York Mellon
Toronto Dominion
UBS
UBS Financial Services Inc
UBS Securities LLC
Union Bank of California, NA
US Bank NA
Wedbush Securities Inc
Wells Fargo
Western Asset Management Company
Whippoorwill Associates, Inc.

5% Equity Holders

Charles Schwab & Co, Inc
Credit Suisse Securities (USA) LLC
E*Trade Clearing LLC
Merrill Lynch, Pierce, Fenner & Smith Inc.
Scottrade Inc
TD Ameritrade Clearing, Inc.

Litigation Counterparties

City of Arlington, Texas (QRI not a party)
DHS Drilling Company
Jimmy Richardson
Railroad Commission of Texas
Robert Hicks
UOP LLC
US Department of Homeland Security

Debtor's Accounts Payable System

Acme Truck Line Inc
Baker Hughes Business Support
Bank Of America Merrill Lynch
Basic Energy Services LP
Central Parking System
Ceridian
Cintas Corporation 492
Cogent Communications Inc
Databank Holdings Ltd
Devon Energy Production Co LP
DXP Enterprises Inc
Ernst & Young LLP
Express Energy Services Operating LP
Fort Worth Water Department
Halliburton Energy Services
Jones Day
Key Energy Services Inc
Level 3 Communications LLC
Lotus LLC
Matheson Tri Gas Inc
Mellina & Larson
Peak Oilfield Services
Schlumberger Technology Corp

SHI International Corp
Trunkline Gas Company LLC
Weatherford US LP

Debtor's Accounts Receivable System

Burnett Oil Company
Chesapeake Exploration LP
Devon Energy Production C
ENI Petroleum US LLC
Mercury Exploration Company
XTO Energy Inc

Utility Providers

AT &T
AT&T Moblity
Centurylink
Cogent Communications Inc
Coserve
DBA Dish Network
Directv Inc
First Choice Power
Fort Worth Water Department
Intercall
Level 3 Communications LLC
TXU Energy
Verizon Wireless

Landlords

Akin Gump has not represented any of these individuals.

Executory Contracts & Leases

Brazos Electric Power Cooperative, Inc.
Burnett Oil Company
Carrizo Oil & Gas Inc.
Chesapeake Exploration, L.L.C.
Cornerstone E&P Company, LP
Devon Energy Production Company, L.P.
NcCana Oil & Gas (USA) Inc.
Eni Petroleum US LLC
Eni SpA
EOG Resources Inc.
Gulf Oil Corporation
Marshall R Young OilCo.
Petrus Investment, L.P. Republic Energy Inc.
Samson Resources Company
SWEPI LP
Texaco Inc.
Texas Midstream Gas Services, L.L.C.
XTO Energy Inc.





US Trustees

Akin Gump has not represented any of these individuals.

Bankruptcy Judges

Akin Gump has not represented any of these individuals.

Schedule 4

Schedule of Searched Parties that are Currently Serving, or Have in the Past Served, on Other Informal and/or Official Creditors' Committees Represented by Akin Gump

Non-Debtor Affiliates

Akin Gump has not represented any of these individuals.

Professionals

Akin Gump has not represented any of these individuals.

Officers and Directors

Akin Gump has not represented any of these individuals.

Indenture Trustees

The Bank of New York Mellon Trust Company, N.A.

Lenders & Noteholders

Ares Management
Avenue Advisors
Bank of America
Barclays Capital Inc.
Carlson Capital
Citi
Credit Suisse
Credit Suisse AG
Davidson Kempner Capital Management
Deutsche Bank
Deutsche Bank Securities Inc.
Franklin Advisers, Inc.
Goldman Sachs
Goldman Sachs Asset Mgmt
Goldman, Sachs & Co.
HSB Bank USA, NA
J.P. Morgan
JP Morgan Chase
Manufacturers and Traders Trust Company
Merrill Lynch/Bank of America
Monarch Alternative Capital
Oaktree Capital Management
Oppenheimer Funds
PPM America, Inc.
The Bank of New York Mellon
US Bank NA

Wells Fargo
Western Asset Management Company
Whippoorwill Associates, Inc.

5% Equity Holders

Credit Suisse Securities (USA) LLC
Merrill Lynch, Pierce, Fenner & Smith Inc.

Litigation Counterparties

Akin Gump has not represented any of these individuals.

Debtor's Accounts Payable System

Acme Truck Line Inc
Kelly Hart & Hallman LLP

Debtor's Accounts Receivable System

Akin Gump has not represented any of these individuals.

Utility Providers

DBA Dish Network

Landlords

Akin Gump has not represented any of these individuals.

Executory Contracts & Leases

Akin Gump has not represented any of these individuals.

[REDACTED]

US Trustees

Akin Gump has not represented any of these individuals.

Bankruptcy Judges

Akin Gump has not represented any of these individuals.

Exhibit C

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’ APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF AKIN GUMP STRAUSS
HAUER & FELD LLP AS CO-COUNSEL TO THE DEBTORS AND
DEBTORS IN POSSESSION, NUNC PRO TUNC TO THE PETITION DATE**

I, Vanessa Gomez LaGatta, Senior Vice President, Chief Financial Officer, and Treasurer (“CFO”) of Quicksilver Resources Inc. (“Quicksilver” and, together with its affiliated debtors and debtors in possession, the “Debtors”), being duly sworn, state the following under penalty of perjury:

1. In my capacity as CFO, I am familiar with the Debtors’ day-to-day operations, business, financial affairs and books and records. I am directly involved in supervising outside counsel and monitoring and controlling legal costs.

2. I submit this declaration (the “Declaration”) in support of the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP* (“Akin Gump”) as Co-Counsel to the Debtors and Debtors in

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.

Possession, Nunc Pro Tunc to the Petition Date (the “Application”).² Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents and information supplied to me by other members of the Debtors’ management and the Debtors’ advisors.

A. The Debtors’ Selection of Counsel

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny and accountability as professionals in non-bankruptcy engagements. To that end, the review process utilized by the Debtors here assessed potential counsel based on their expertise in the relevant legal issues and in similar proceedings.

4. The Debtors first retained Akin Gump in December 2013 in connection with certain transactional and pre-petition restructuring matters. In the course of its representation of the Debtors, Akin Gump became familiar with the Debtors’ general business and financial affairs. When the Debtors determined that it was necessary to retain counsel to assist in potential restructuring efforts, including a possible chapter 11 filing, the Debtors’ management team interviewed Akin Gump and recommended to its board of directors that the Debtors retain Akin Gump as restructuring counsel. Because of the Debtors’ comfort with Akin Gump at the conclusion of the interview process and the reputation of Akin Gump in the restructuring community, as well as its significant experience in complex chapter 11 cases, the Debtors’ management team and board of directors concluded that it was not necessary to interview any other law firm to serve as the Debtors’ restructuring counsel. Accordingly, no other law firms were interviewed.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Application.

5. Based on the foregoing, and my experiences with Akin Gump in connection with the preparation and commencement of these chapter 11 cases, I believe that Akin Gump is both well qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and effective manner.

B. Rate Structure

6. Akin Gump has informed the Debtors that its rates for bankruptcy representations are comparable to the rates Akin Gump charges for non-bankruptcy representations. As discussed below, I am also responsible for reviewing the invoices regularly submitted by Akin Gump, and can confirm that the rates Akin Gump charged the Debtors in the pre-petition period are the same as the rates Akin Gump charged the Debtors in the post-petition period, except for the annual adjustments that Akin Gump made on January 1, 2014 and January 1, 2015 to reflect economic and other conditions.

C. Cost Supervision

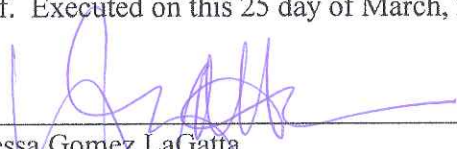
7. Akin Gump has informed me that it intends to provide the Debtors with a prospective budget and staffing plan for the Debtors approval shortly. The Debtors further recognize that it is their responsibility to monitor the billing practices of their counsel closely to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the invoices that Akin Gump regularly submits and, together with Akin Gump, periodically amend the budget and staffing plans, as the case develops.

8. As they did pre-petition, the Debtors will continue to bring discipline, predictability, client involvement and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, these budgets will provide guidance on the periods of time involved and the level of the attorneys and professionals that will

work on various matters, as well as projections of average hourly rates for the attorneys and professionals for various matters.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief. Executed on this 25 day of March, 2015.



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