

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

In re:	)	
	)	Chapter 11
Quicksilver Resources Inc., <u>et al.</u> , <sup>1</sup>	)	Case No. 15-10585 (LSS)
Debtors.	)	Jointly Administered
	)	Re: Docket Nos. 17, 93, 100 & <u>135</u>

**ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR  
FOR THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

Upon the Debtors' Application for an Order Authorizing the Employment and Retention of Ernst & Young LLP as Independent Auditor for the Debtors Nunc Pro Tunc to the Petition Date (the "Application")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order pursuant to Bankruptcy Code sections 327(a) and 328(a), Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1, (a) authorizing the Debtors to employ and retain Ernst & Young LLP ("EY") as their independent auditor *nunc pro tunc* to the Petition Date pursuant to that certain engagement letter dated March 17, 2015, annexed to the Hickson Affidavit as **Exhibit A** (the "Engagement Letter"), by and between EY and Quicksilver Resources Inc. with each of its direct and indirect subsidiaries; (b) approving the terms of the Engagement Letter; and (c) granting related relief, all as further described in the Application; and the Court having reviewed the Application and the Hickson Affidavit; and the Court finding that

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<sup>1</sup> 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.

<sup>2</sup> All capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Application or the Engagement Letter.

(A) EY (i) does not hold an interest adverse to the interest of the Debtors' estates with respect to the matters on which EY will be employed; and (ii) is a "disinterested person" as that term is defined under Bankruptcy Code section 101(14); (B) the Application and the Hickson Affidavit are in full compliance with all applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; (C) the relief requested in the Application is in the best interests of the Debtors, their estates, and creditors; and (D) notice of the Application was due and proper under the circumstances; and after due deliberation, and good and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Application is granted, to the extent provided herein.

2. In accordance with Bankruptcy Code section 327(a), Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1, the Debtors are hereby authorized to employ and retain EY *nunc pro tunc* to the Petition Date pursuant to the terms of the Engagement Letter (as modified herein).

3. In accordance with applicable provisions of the Bankruptcy Rules, the Local Rules, and applicable orders of this Court, including any interim compensation order entered by the Court in these cases, EY shall apply to the Court for payment of compensation for professional services rendered and reimbursement of reasonable, documented and necessary expenses.

4. EY shall provide ten 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.

5. While EY is employed by the Debtors during the pendency of these chapter 11 cases, to the extent the express terms of this Order differ from the Engagement Letter or the Application, the express terms of this Order shall govern.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

7. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Application or are otherwise deemed waived.

8. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014, or otherwise, this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Wilmington, Delaware

Date: ~~April~~ <sup>March</sup> 27, 2015

  
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THE HONORABLE LAURIE SELBER SILVERSTEIN  
UNITED STATES BANKRUPTCY JUDGE