

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

In re:

Quicksilver Resources Inc., et al.,¹

Debtors.

)
) Chapter 11
)

) Case No. 15-10585 (LSS)
)

) Jointly Administered
)

) **Hearing Date: June 28, 2016 at 10:00 a.m. (ET)**
)

Objection Deadline: June 21, 2016 at 4:00 p.m. (ET)

**MOTION FOR ENTRY OF AN ORDER APPROVING THE DEBTORS'
DISCLOSURE STATEMENT, VOTING PROCEDURES, AND
CONFIRMATION PROCEDURES**

The debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), approving (i) the *Disclosure Statement for Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* (as may be amended from time to time, the “Disclosure Statement”); (ii) the procedures and requirements described herein for the solicitation, submission, and tabulation of votes (the “Voting Procedures”) on the *Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* (as may be amended from time to time, the “Plan”);² and (iii) the procedures and related requirements described herein for confirmation of the Plan (the “Confirmation Procedures”). In support of this motion, the Debtors respectfully state:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed in the Plan.

PRELIMINARY STATEMENT

1. As the Bankruptcy Court is aware, the Debtors and their advisors recently concluded a comprehensive sale process for substantially all of the Debtors' U.S. assets. That process resulted in a \$245 million all-cash sale to BlueStone Natural Resources II, LLC ("BlueStone") that was approved by this Court on January 27, 2016, and closed on April 6, 2016. As a result of the sale to BlueStone, the principal remaining tasks in these chapter 11 cases are the prosecution of a plan of liquidation and the distribution of cash to parties in interest. Approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures as requested will allow the Debtors to complete these tasks in the most cost-efficient manner possible and bring these cases to a value-maximizing conclusion.

2. Specifically, the Debtors believe that the Disclosure Statement, Voting Procedures, and Confirmation Procedures should be approved because each complies with applicable law and the well-established rules and procedures in this jurisdiction. With respect to the Disclosure Statement, it contains adequate information for voters to decide how to vote on the Plan, was filed with the Plan, specifically and conspicuously describes the third-party releases contemplated under the Plan, and will be served in a proper form and manner. The Voting Procedures contemplate appropriate solicitation documents and timing, convenient and proper vote-submission materials, and tried-and-true rules for vote tabulation; and the Confirmation Procedures set forth suitable dates, deadlines, and processes for the pleadings and hearing regarding Plan confirmation. Accordingly, the Debtors submit that entry of the Order is reasonable and appropriate under the circumstances, and will establish an efficient and just framework to govern the voting and confirmation process for the Plan.

JURISDICTION

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).³

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

5. The statutory predicates for the relief requested herein are sections 105, 1123(a), 1124, 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2002, 3016, 3017, and 3018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 2002-1 and 3017-1.

BACKGROUND

A. General Background

6. 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 manage their remaining 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. On March 25, 2015, the Acting United States Trustee, Region 3 (the “U.S. Trustee”) appointed a statutory committee of unsecured creditors (the “Committee”) [D.I. 119].

7. On January 27, 2016, the Bankruptcy Court entered an order [D.I. 1095] (the “Sale Order”) approving the sale of substantially all of the Debtors’ U.S. assets to BlueStone for \$245 million in cash. The sale to BlueStone closed on April 6, 2016.

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

B. The Plan

i. Events leading to the Plan

8. As the Bankruptcy Court is aware, the Debtors held numerous meetings with their creditor constituencies in July, August, and September. Following those meetings, the Debtors concluded that sufficient support for a confirmable plan of reorganization did not exist at the time. As a result, and cognizant of their (i) monthly cash outlay, (ii) continued use of cash collateral, (iii) assets depleting through normal operations, and (iv) fiduciary obligations to maximize distributable value for all creditors, the Debtors launched a sale process in mid-September to sell some or substantially all of their assets (the “Sale Process”). The Bankruptcy Court entered an order approving the associated bidding procedures and timeline on October 6, 2015 [D.I. 681]. The Sale Process, as modified, contemplated an auction (if necessary) on January 20, 2016, a hearing to approve one or more successful bidders on January 27, 2016, and a closing during the first quarter of 2016.⁴

9. As discussed above, pursuant to the bidding procedures and beginning on January 20, 2016, the Debtors conducted a highly competitive auction that resulted in a highest, or otherwise best, bid of \$245 million in cash for their U.S. assets from BlueStone. The Bankruptcy Court entered an order approving that BlueStone bid on January 27, 2016 [D.I. 1095], and the sale to BlueStone closed on April 6, 2016. Following the closing of the BlueStone sale, the principal remaining tasks in these cases were the negotiation and prosecution of a liquidating

⁴ The Debtors launched a parallel sale process for the sale of their Canadian assets contemporaneously with the domestic Sale Process. Pursuant to that process, on March 6, 2016, Quicksilver Resources Canada Inc. (“QRCI”), a wholly owned subsidiary of Quicksilver, entered into an Asset Purchase Agreement (the “CPC APA”) with CPC Resources ULC (“CPC”) for certain oil and gas assets primarily located in the Horseshoe Canyon area of Alberta, Canada. See Quicksilver Resources Inc., Current Report (Form 8-K) (Mar. 1, 2016). On March 22, 2016, QRCI entered into two additional asset purchase agreements pursuant to which QRCI agreed to sell certain of its other assets in Canada, including substantially all of its oil and gas assets in the Horn River Basin. Quicksilver Resources Inc., Current Report (Form 8-K) (Mar 29, 2016). All three sales have now closed.

plan and the orderly distribution of cash and other assets. The Debtors turned their attention to those tasks at that time, and the Plan is the product of the subsequent arms'-length negotiations with their stakeholders.

ii. Overview of the Plan

10. Generally, the Plan provides for the payment in full of all Allowed Administrative Expense Claims, Fee Claims, Adequate Protection Claims (except as otherwise set forth in the Plan), Priority Tax Claims, U.S. Trustee Fees, Other Priority Claims, Other Secured Claims, and, to the extent not previously satisfied, First Lien Claims. Holders of Allowed Second Lien Secured Claims, in exchange for their Second Lien Secured Claims, Second Lien Deficiency Claims, Adequate Protection Claims, and Second Lien Diminution Claims, will receive their *pro rata* share of the Second Lien Plan Consideration, which includes (i) all Cash on hand as of the Effective Date, including the Sale Proceeds and the Investment Account Cash that remain after payment of certain Claims and expenses described in the Plan; (ii) certain proceeds of the Canadian Note, as described in the Plan; and (iii) the Liquidation Trust Interests.⁵ Holders of Allowed General Unsecured Claims will receive their *pro rata* share of the Unsecured Plan Consideration, which includes \$17.5 million in Cash, certain proceeds of the Canadian Note, and distributions on account of the Debtors' equity in non-Debtor QRCI, as described in the Plan. The Unsecured Plan Consideration Cash shall be transferred to the Liquidation Trustee on the Effective Date and the Liquidation Trustee will make distributions therefrom consistent with the

⁵ The Second Lien Deficiency Claim, Adequate Protection Claim, and Second Lien Diminution Claim are being resolved as part of a global settlement under Bankruptcy Rule 9019.

Liquidation Trust Agreement.⁶ Holders of 510 Claims and Interests will not receive or retain any property under the Plan.

11. As a result of their treatment under the Plan, only certain Claim holders will be entitled to cast votes on the Plan. Specifically, and as summarized in the table below, the holders of Claims that are allowed for voting purposes as of the “Record Date”⁷ and are classified in Class 4 (Second Lien Secured Claims) and in Class 5 (General Unsecured Claims) (the “Voting Classes,” the Claims therein, the “Voting Claims,” and the holders thereof, the “Voters”) will receive distributions that do not fully satisfy their Voting Claims and, therefore, are Impaired under the Plan and entitled to vote. Holders of Claims and/or Interests in all other Classes of the Plan are not entitled to vote (the “Nonvoters”). While the holders of Claims in Classes 1, 2, and 3 are Nonvoters because they will receive distributions in full satisfaction of their Claims and, therefore, are Unimpaired and deemed to accept the Plan, the holders of Claims that are classified in Classes 6, 7, and 8 are Nonvoters because they will not receive or retain any property on account of their Claims or Interests and, therefore, are Impaired and deemed to reject the Plan.

Class	Claims	Status	Voting Rights
Class 1	Other Priority Claims	Unimpaired	Presumed to Accept
Class 2	Other Secured Claims	Unimpaired	Presumed to Accept
Class 3	First Lien Claims	Unimpaired	Presumed to Accept

⁶ In the event that all Allowed Second Lien Secured Claims are satisfied in full and in cash, the Liquidation Trust Interests shall automatically vest in the holders of Allowed General Unsecured Claims.

⁷ Under applicable law, the record date determines which Claim holders will receive plan solicitation materials and may cast a vote on a plan. As discussed in detail below, the Debtors seek to set the record date as June 23, 2016, at 5:00 p.m. (ET) (the “Record Date”), which is three (3) business days before the Disclosure Statement Hearing Date (as defined below), as originally scheduled.

Class	Claims	Status	Voting Rights
Class 4	Second Lien Secured Claims	Impaired	Entitled to Vote
Class 5	General Unsecured Claims	Impaired	Entitled to Vote
Class 6	510 Claims	Impaired	Presumed to Reject
Class 7	Intercompany Interests	Impaired	Presumed to Reject
Class 8	Non-Intercompany Interests	Impaired	Presumed to Reject

C. Disclosure Statement and Related Notice

i. *The Disclosure Statement*

12. In accordance with applicable law, the Disclosure Statement will accompany the Plan and is meant to inform, by providing adequate information as required by Bankruptcy Code section 1125, the voting decisions of parties entitled to vote on the Plan. Indeed, the Disclosure Statement contains ample information regarding topics pertinent to voting, such as:

- the Debtors, including their corporate history, former business operations, organizational structure, and pre-petition capital structure;
- these chapter 11 cases, including the events that precipitated the filing, the Debtors' first-day filings, and the progress that the Debtors have achieved during these cases;
- a summary description of how Voters may submit votes on the Plan;
- key terms of the Plan, including (i) the treatment of different Classes of Claims and Interests; (ii) the means for implementing the Plan; and (iii) the treatment of Executory Contracts and Unexpired Leases;
- the procedures for resolving Claim-related issues and for modifying, withdrawing, and confirming the Plan; and

- the implications of Plan confirmation, including the injunctions, releases, and settlements that will be effective or executed on the Effective Date.⁸

13. In addition to the foregoing, the Disclosure Statement facilitates voting decisions by setting forth certain information related to (i) risk factors associated with the Plan, (ii) the Debtors' liquidation analysis and recommendation to accept the Plan, and (iii) summary considerations regarding certain U.S. federal income tax laws.

ii. Notice of the Disclosure Statement

14. To ensure that all parties in interest receive adequate notice of the Disclosure Statement on or before May 24, 2016 (*i.e.*, twenty-eight (28) days prior to the Disclosure Statement Objection Deadline), no later than three (3) business days after the filing of the Disclosure Statement, the Debtors' administrative agent for these cases—Garden City Group, LLC (“GCG”)—will serve by first-class mail and/or electronic mail a notice in the form annexed hereto as **Exhibit B** (the “Disclosure Statement Hearing Notice”) on the Notice Parties.⁹

15. The Disclosure Statement Hearing Notice (i) sets forth a statement regarding the implications of the Debtors' seeking approval of the Disclosure Statement and Voting Procedures; (ii) includes step-by-step instructions for recipients to obtain paper copies or electronic copies of the Disclosure Statement and other Plan-related documents online through

⁸ Pursuant to Bankruptcy Rule 3016(c), Article VII of the Disclosure Statement conspicuously describes in bolded font the releases contemplated under the Plan and extensively details all aspects of those releases, including the entities that will be subject to an injunction and the acts that will be enjoined upon confirmation of the Plan.

⁹ The parties that will be served with the Disclosure Statement Hearing Notice include the U.S. Trustee, counsel to the Credit Agents (as defined below), counsel to the Indenture Trustees (as defined below), counsel to the Committee, the Securities Exchange Commission (the “SEC”), the Internal Revenue Service, and the United States Attorney for the District of Delaware (collectively, the “Rule 3017 Parties”). In addition, all creditors, equity security holders, and other parties in interest, including those that have filed a notice of appearance in the Debtors' chapter 11 cases or who are listed on the Debtors' master service list maintained by GCG pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1 (collectively, the “Rule 2002 Parties” and, together with the Rule 3017 Parties, the “Notice Parties”) will be served with the Disclosure Statement Hearing Notice.

the Debtors' case administration website (the "Case Website")¹⁰ or by mail from GCG; (iii) specifies the objection deadline for the Disclosure Statement and the date and time of the hearing thereon;¹¹ and (iv) describes the procedures for asserting objections to the approval of the Disclosure Statement. GCG will also serve by electronic and/or first-class mail a copy of the Disclosure Statement to the Rule 3017 Parties and any party in interest who specifically requests a copy of the Disclosure Statement in the manner specified in the Disclosure Statement Hearing Notice.

iii. *The Disclosure Statement Timeline*

16. In accordance with Local Rule 3017-1(a), the Debtors have obtained from the Bankruptcy Court the following dates: (i) June 21, 2016, at 4:00 p.m. (ET) as the deadline to file objections to the Disclosure Statement, the Voting Procedures, and/or any other relief sought herein (the "Objection Deadline") and (ii) June 28, 2016, at 10:00 a.m. (ET) as the date and time for the hearing during which the Debtors and other parties will present arguments regarding approval of this motion (the "Disclosure Statement Hearing," the date thereof, the "Disclosure Statement Hearing Date").

D. Proposed Voting Timeline and Confirmation Timeline

17. For the convenience of the Bankruptcy Court and other parties in interest, the table below includes a summary of the dates and deadlines related to (i) approval of the

¹⁰ The Case Website is maintained by GCG, includes information regarding numerous aspects of the Debtors' bankruptcy cases, provides free electronic copies of the pleadings and other documents that have been filed in these cases, will have copies of the Disclosure Statement and other Plan-related documents, and is accessible here: www.gardencitygroup.com/cases/KWK. Specifically, as soon as practicable following service of the Disclosure Statement Hearing Notice, GCG will add hyperlinks to the Case Website through which the public may obtain copies of the Disclosure Statement, the Plan, and other voting-related documents.

¹¹ If the Debtors make nonmaterial changes to the Disclosure Statement and related documents prior to that hearing, the Debtors will file redlined copies with the Bankruptcy Court of any modified pages marked to reflect the changes from the prior version of the Disclosure Statement.

Disclosure Statement; (ii) the solicitation, submission, and tabulation of votes on the Plan (the “Voting Timeline”); and (iii) confirmation of the Plan (the “Confirmation Timeline”).

<u>DISCLOSURE STATEMENT TIMELINE</u>	
Objection Deadline	June 21, 2016, at 4:00 p.m. (ET)
Disclosure Statement Hearing Date	June 28, 2016, at 10:00 a.m. (ET)
<u>VOTING TIMELINE</u>	
Vote Solicitation	
Record Date	June 23, 2016, at 5:00 p.m. (ET), which is three (3) business days before the Disclosure Statement Hearing Date, as originally scheduled
Holdings Information Deadline ¹²	July 1, 2016, provided, however, that this deadline shall not be less than three (3) business days after the date on which the Order is entered (the “ <u>Order Entry Date</u> ”), or as soon as practicable thereafter
General Solicitation Deadline	July 1, 2016, provided, however, that this deadline may be extended to no later than July 5, 2016
First Participants and Security Holders Solicitation Deadline	July 5, 2016, provided, however, that this deadline shall not be before the General Solicitation Deadline or one (1) business day after the Holdings Information is provided to GCG, whichever is later
Second Participants and Security Holders Solicitation Deadline	July 12, 2016, provided, however, that this deadline shall be within five (5) business days after the First Participants and Security Holders Solicitation Deadline, or as soon as practicable thereafter
Publication Deadline	July 12, 2016, provided, however, that this deadline shall be at least fourteen (14) days after the Order Entry Date
Vote Submission	
Voting Deadline	August 2, 2016, at 5:00 p.m. (ET)
Agent and Nominee Submission Deadline	August 5, 2016, at 5:00 p.m. (ET)
Vote Tabulation	
Claim Objection Deadline	July 28, 2016, at 4:00 p.m. (ET)

¹² Capitalized terms not defined in this table or previously defined are defined in Sections E-H *infra*. Some of the dates and deadlines in the table are subject to the Bankruptcy Court’s approval and may be modified.

3018 Motion Deadline	August 4, 2016, at 4:00 p.m. (ET)
3018 Objection Deadline	August 8, 2016, at 4:00 p.m. (ET)
Tabulation Deadline	August 9, 2016, at 4:00 p.m. (ET)
<u>CONFIRMATION TIMELINE</u>	
Confirmation Objection Deadline	August 2, 2016, at 4:00 p.m. (ET)
Confirmation Brief and Reply Deadline	August 9, 2016, at 4:00 p.m. (ET)
Confirmation Hearing Date	August 15, 2016, at 10:00 a.m. (ET)

i. *The Administrative Agent*

18. To ensure the efficient execution of the Voting Procedures in accordance with the Voting Timeline, GCG will be responsible for numerous undertakings associated with the solicitation, submission, and tabulation of votes on the Plan. This Court's order approving the Debtors' retention of GCG [D.I. 191] (the "Agent Retention Order") contemplates GCG's assistance with such undertakings. The Agent Retention Order grants GCG the authority to (i) manage the "mailing of documents . . . in connection with the solicitation of a chapter 11 plan," (ii) collect and tabulate "votes in connection with any [plan] filed by the Debtors," and (iii) help with "any and all necessary administrative tasks" that the Debtors "may require in connection with these chapter 11 cases." Pursuant to this authority, GCG will help carry out the Voting Procedures by handling numerous aspects of:

- the vote-solicitation procedures described in Section E *infra* (the "Solicitation Procedures"), such as serving voting materials on Voters, Nonvoters, and other parties in interest;
- the vote-submission procedures described in Section F *infra* (the "Submission Procedures"), such as providing ballots upon request and maintaining the website through which parties may submit votes on the Plan (the "Voting Website"); and

- the vote-tabulation procedures described in Section G *infra* (the “Tabulation Procedures”),¹³ such as collecting and counting votes on the Plan, determining whether those votes were properly submitted, calculating voting amounts associated with each Voting Claim (“Voting Amounts”) and the number of properly submitted votes, and filing with the Bankruptcy Court a report that includes the results of those calculations.

19. In addition, and in accordance with the Agent Retention Order, GCG will (i) assist with the Confirmation Procedures, described in Section H *infra*, including by serving the Debtors’ memorandum in support of plan confirmation (the “Confirmation Brief”) and other pleadings (if any) and (ii) respond to non-legal inquiries that Voters, Nonvoters, and other parties in interest have submitted by calling GCG toll-free at (877) 940-2410, emailing GCG at KWKinfo@gardencitygroup.com, and/or sending a letter to GCG at Quicksilver Resources Inc., *et al.*, c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155. GCG may also help with any voting, confirmation, and/or other Plan-related matters contemplated under the Agent Retention Order as may be requested by the Debtors or the Clerk’s Office from time to time.¹⁴

E. Solicitation Procedures

20. The Debtors seek to establish the following Solicitation Procedures that will govern (i) the form and manner of service of the vote-solicitation materials and related notices on Voters, Nonvoters, and other parties in interest and (ii) the handling of certain issues and tasks associated with vote solicitation.

¹³ The Solicitation Procedures, the Submission Procedures, and the Tabulation Procedures are collectively the Voting Procedures (as defined above).

¹⁴ In accordance with the Agent Retention Order, the Debtors will reimburse GCG for mailing-related expenses. *See* D.I. 123, Ex. A (specifying that the Debtors will reimburse GCG for “all out-of-pocket expenses reasonably incurred and documented by [GCG] in connection with the performance of the Services,” including printing and postage).

i. Voters and Nonvoters (other than Credit Facility Participants and Security Holders)

21. With respect to Voters, on or before July 1, 2016, with the possibility of an extension to no later than July 5, 2016 (the “General Solicitation Deadline”), GCG will serve each Voter (that is not a Credit Facility Participant or Noteholder (each as defined in Section E(ii) *infra*)) by first-class mail and/or electronic mail with the following notice and voting-related documents (collectively, the “Voter Package”):

- a notice, substantially in the form attached hereto as **Exhibit C** (the “Confirmation Hearing Notice”), that (i) includes an introduction and statement regarding the implications of the approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures; (ii) lists the voting materials sent to Voters and to Nonvoters, along with the Confirmation Hearing Notice; (iii) sets forth the dates and deadlines associated with the solicitation and tabulation of votes and confirmation of the Plan; (iv) details the procedures that must be followed to file objections to confirmation of the Plan, including the third-party releases contemplated thereunder (the “Third-Party Releases”); and (v) explains how recipients may obtain additional information regarding the Plan and these chapter 11 cases from GCG and the Case Website;
- a set of instructions, substantially in the form attached hereto as **Exhibit D** (the “Voting Instructions”), that (i) indicates the Voting Amount(s) for the recipient’s Voting Claim(s); (ii) details the procedures that must be followed to challenge the Voting Amounts; (iii) sets forth the steps a Voter must take to submit a vote on the Plan online through the Voting Website; (iv) includes personalized login credentials to access the Voting Website; (v) describes how, as an alternative to voting online, a Voter may obtain a paper ballot, substantially in the form attached hereto as **Exhibit E** (a “Paper Ballot”), to submit a vote on the Plan by mail; and (vi) describes how Voters may obtain additional information regarding voting on the Plan; and
- any other solicitation materials that the Bankruptcy Court may require.

22. With respect to Nonvoters, on or before the General Solicitation Deadline, GCG will serve each Nonvoter that is not served by a Credit Agent, Nominee, or Mailing Agent (as defined below) by first-class mail with the following notices (collectively, the “Nonvoter Package”):

- the Confirmation Hearing Notice;
- a notice substantially in the form attached hereto as **Exhibit F** (the “Nonvoter Notice”) that (i) indicates the Classes of Claims and Interests that are not entitled to vote on the Plan, (ii) describes why that is the case, and (iii) details the procedures that must be followed to challenge Nonvoter status; and
- any other solicitation materials that the Bankruptcy Court may require.

ii. Credit Facility Participants and Security Holders

23. The Debtors propose to establish certain Solicitation Procedures for Voters and Nonvoters that are investors in the Debtors’ “Credit Facilities”¹⁵ (the “Credit Facility Participants”) and/or holders of the Debtors’ “Securities”¹⁶ (the “Security Holders”). Due to standard securities and credit practices, including beneficial holding arrangements among the Credit Facility Participants, Security Holders, and certain third-party intermediaries,¹⁷ the most

¹⁵ Certain Voters may hold Voting Claims through the following credit facilities that the Debtors issued pre-petition and were outstanding as of the Petition Date (collectively, the “Credit Facilities”): (i) First Lien Senior Secured U.S. Revolving Credit Facility (the “U.S. Credit Facility”) for which the global administrative agent is JP Morgan Chase Bank, N.A. (“JP Morgan NA”); (ii) First Lien Senior Secured Canadian Revolving Credit Facility (the “Canadian Credit Facility”) for which the administrative agent is JP Morgan, Toronto Branch (“JP Morgan Toronto” and, together with JP Morgan NA, “JP Morgan”); and (iii) Second Lien Credit Agreement for which Credit Suisse AG is the administrative agent (“Credit Suisse” and, together with JP Morgan, the “Credit Agents”).

¹⁶ Certain Voters may hold Voting Claims based on the following publicly traded notes that the Debtors issued pre-petition and were outstanding as of the Petition Date (collectively, the “Notes”): (i) Senior Subordinated Notes bearing CUSIP number 74837RAC8 for which the Indenture Trustee is Wilmington Trust, NA (“Wilmington Trust”); (ii) Second Lien Notes due 2019 bearing CUSIP numbers 74837RAH7 and U7486PAA7 for which the Indenture Trustee is Bank of New York Mellon (“BNY Mellon”); (iii) 9.125% Senior Notes due 2019 bearing CUSIP number 74837RAG9 for which the Indenture Trustee is U.S. Bank NA (“U.S. Bank”); and (iv) 11% Senior Notes due 2021 bearing CUSIP number 74837RAK0 for which the Indenture Trustee is Delaware Trust Company (“Delaware Trust” and, together with Wilmington Trust, BNY Mellon, and U.S. Bank, the “Indenture Trustees”). In addition, certain Nonvoters may hold Interests based on the common stock that the Debtors issued pre-petition (the “Stock” and, together with the Notes, the “Securities”), which bears CUSIP number 74837R104 and for which the transfer agent is Computershare (the “Transfer Agent”).

¹⁷ Specifically, DTC holds a substantial portion of the Debtors’ Securities on behalf of certain banks, brokers, dealers, trust companies, and other entities that are DTC-participating financial institutions. Certain of these institutions (the “Nominees”) currently hold all of the Debtors’ Notes on behalf of the holders thereof (the “Beneficial Noteholders”) and some of the Debtors’ Stock on behalf of certain Stock holders (the “Beneficial Stockholders”) in brokerage and other accounts in “street name” (*i.e.*, the name that appears on the Security certificate is that of the Nominee that holds the certificate, not the beneficial holder that owns the certificate). At this time, the Securities that are not held by the Nominees consist solely of the Stock held by certain Stock holders in their own name (the “Registered Stockholders”). While none of the Noteholders currently hold their Notes in this manner (other than Cede & Co., the Nominee for the DTC), it is possible that certain Noteholders will do so (any such Noteholders, the “Registered Noteholders”) as a result of the ongoing trading of the Notes.

recent identity and holdings information that is needed to serve solicitation materials on the Credit Facility Participants and Security Holders (the “Holdings Information”) is not necessarily readily available to the Debtors or GCG. This information is instead available to the Credit Agents, Indenture Trustees, Transfer Agent, and/or DTC. Therefore, to ensure the proper service of solicitation materials on the Credit Facility Participants and Security Holders, the Credit Agents, Indenture Trustees, Transfer Agent, and DTC must provide GCG with the Holdings Information. Specifically, on or before the later of July 1, 2016, and three (3) business days after the Order Entry Date (or as soon as practicable thereafter) (the “Holdings Information Deadline”):

- the Credit Agents shall each send a communication to GCG, which communication may be via email, with (i) a schedule of the Holdings Information on each Credit Facility Participant as of the Record Date; (ii) an indication as to whether the Credit Facility Participants will be served with solicitation materials by the Credit Agent (the “Agent-Served Participants”) or by GCG (the “GCG-Served Participants”); and (iii) the address and other service information for all of the GCG-Served Participants (if any);
- the Indenture Trustees shall each send a communication to GCG, which communication may be via email, with Holdings Information on each Registered Noteholder as of the Record Date (if any);
- the Transfer Agent shall send a communication, which communication may be via email, to GCG with Holdings Information on each Registered Stockholder as of the Record Date; and
- the DTC will send a communication to GCG, which communication may be via email, with Holdings Information on each of the Nominees as of the Record Date.

24. Once GCG receives the Holdings Information, GCG will serve GCG-Served Participants, Registered Noteholders, Registered Stockholders, and the Nominees as follows. No

later than July 5, 2016 (the “First Participants and Security Holders Solicitation Deadline”),¹⁸

GCG will serve by first-class mail and/or electronic mail:

- GCG-Served Participants as of the Record Date (if any) with the Voter Package and/or Nonvoter Package (as applicable);
- Credit Agents as of the Record Date with the Voter Package (as may be modified to accommodate particular Credit Facilities or other similar Agent-specific facts, the “Credit Agent Package”);
- Registered Noteholders (other than Cede & Co.) as of the Record Date (if any) with the Voter Package;
- Nominees that hold Notes (“Noteholder Nominees”) and/or any mailing agents retained to assist with the solicitation and submission of votes on chapter 11 plans (the “Mailing Agents”) as of the Record Date with the following notice and voting-related documents (collectively, the “Noteholder Nominee Package”): (i) the Confirmation Hearing Notice; (ii) a set of instructions substantially in the form attached hereto as **Exhibit G** (the “Nominee Voting Instructions”) that describe how Noteholder Nominees may submit the votes of Beneficial Noteholders either online through the Voting Website or, alternatively, by mail on a master ballot substantially in the form attached hereto as **Exhibit H** (a “Master Ballot”); (iii) a set of instructions substantially in the form attached hereto as **Exhibit I** (the “Beneficial Noteholder Voting Instructions”) that describe how Beneficial Noteholders may submit their votes on the Plan to their Noteholder Nominees and/or Mailing Agents; and (iv) a ballot for Beneficial Noteholders to submit votes on the Plan substantially in the form attached hereto as **Exhibit J** (the “Beneficial Noteholder Ballot”);
- Registered Stockholders as of the Record Date with the Nonvoter Package; and
- Nominees that hold Stock (“Stockholder Nominees”) and/or their Mailing Agents as of the Record Date with the Nonvoter Package.

25. Once the Credit Agents, Nominees, and Mailing Agents receive the above-described solicitation materials from GCG, they shall serve the Agent-Served Participants,

¹⁸ Provided, however, that the First Participants and Security Holders Solicitation Deadline shall not be prior to the General Solicitation Deadline or one (1) business day after GCG receives the Holdings Information, whichever is later.

Beneficial Noteholders, and Beneficial Stockholders as follows. On or before July 12, 2016 (the “Second Participants and Security Holders Solicitation Deadline”):¹⁹

- Credit Agents must convey to the Agent-Served Participants as of the Record Date the information contained in the Credit Agent Package and any voting-related instructions;
- Noteholder Nominees and/or their Mailing Agents must convey to the Beneficial Noteholders as of the Record Date, by any of the forms of communication and types of documents that they customarily use to solicit and collect votes on chapter 11 plans (the “Customary Means”),²⁰ the information in the Confirmation Hearing Notice, Beneficial Noteholder Voting Instructions, and Beneficial Noteholder Ballot; and
- Stockholder Nominees and/or their Mailing Agents must convey to the Beneficial Stockholders as of the Record Date, by any Customary Means, the information in the Nonvoter Package.

iii. Parties holding transferred or assigned Claims

26. With respect to parties that hold transferred or assigned Claims, if the transfer or assignment of the Claim was not fully effectuated pursuant to Bankruptcy Rule 3001(e) on or before the Record Date, GCG will serve solicitation materials on only the transferor or assignor that transferred or assigned the Claim. If the transfer was fully effectuated pursuant to Bankruptcy Rule 3001(e) on or before the Record Date, GCG will serve solicitation materials on only the transferee or assignee that holds the transferred Claim.

iv. Publication

27. To increase public awareness of the Disclosure Statement, Plan, and related matters, on or before the later of July 12, 2016, and fourteen (14) days after the Order Entry Date (the “Publication Deadline”), the Debtors will cause, on one occasion, the publication of the

¹⁹ Provided, however, that the Second Participants and Security Holders Solicitation Deadline shall be no later than five (5) business days after the First Participants and Security Holders Solicitation Deadline.

²⁰ Examples of Customary Means include electronic notifications and mailings with voter information forms and beneficial owner ballots.

Confirmation Hearing Notice (as may be modified for publication) in *The New York Times* and the *Fort Worth Star-Telegram*.

v. *Returned Mailings*

28. Neither the Debtors nor GCG shall have any obligation to serve solicitation materials on parties whose address information as listed on the Debtors' "Creditor Matrix"²¹ is inaccurate or no longer current, unless such party in interest sends by email or postmarked letter a written change of address request with the party's name and the party's desired address for service of the solicitation materials so that it is **actually received** by GCG no later than three (3) business days prior to the General Solicitation Deadline. Therefore, if the United States Postal Service returns as undeliverable any of the solicitation materials to GCG, and if the intended recipient of the returned solicitation materials did not timely submit a change of address request to GCG, then GCG will not be required to re-serve the intended recipient with the returned solicitation materials or any other solicitation materials.²²

F. Submission Procedures

29. The Debtors seek to establish the following Submission Procedures that will govern (i) how parties may submit votes on the Plan and/or elections regarding the Third-Party Releases and (ii) the way in which certain issues associated with vote submission are addressed.

²¹ In accordance with the order entered on March 19, 2015 [D.I. 85], the Debtors, with the assistance of GCG, maintain a single, consolidated matrix in electronic format that lists the mailing addresses of all of the Debtors' creditors in these chapter 11 cases (the "Creditor Matrix"). GCG may be reached by phone, mail, or email at the contact information specified in Section D(i) *supra* should parties in interest wish to confirm that the Creditor Matrix accurately lists their mailing address.

²² For the avoidance of doubt, any failure to serve solicitation materials on any intended recipient that did not timely submit a change of address request does not constitute inadequate notice or any other failure, violation, or misstep under the Bankruptcy Code, Bankruptcy Rules, Local Rules, the Order, or any other applicable law.

i. Requirements for the submission of all votes

30. All Voters (other than Beneficial Noteholders) must submit votes either online through the Voting Website²³ or by mail, overnight courier, or hand delivery on a Paper Ballot so that they are **actually received** by GCG on or before **August 2, 2016, at 5:00 p.m. (ET)** (the “Voting Deadline”).²⁴ For the avoidance of doubt, votes may not be submitted or delivered to the Debtors, their advisors, or their agents (other than GCG) and may not be submitted to GCG by facsimile or email; provided, however, that the Debtors may direct GCG to tabulate any vote regardless of the manner in which it is submitted and as further described in Section G(i) *infra*.

31. As further described in Section F(iv) *infra*, Beneficial Noteholders must submit their votes to their respective Noteholder Nominee or Mailing Agent (not to the Debtors or GCG) on or before the deadline set for submission by their respective Noteholder Nominee or Mailing Agent. Noteholder Nominees and Mailing Agents must submit all votes on the Plan to GCG online through the Voting Website or by mail or electronic delivery on a Master Ballot so that they are **actually received** by GCG on or before **August 5, 2016, at 5:00 p.m.** (the “Agent and Nominee Submission Deadline”).

32. All votes on the Plan and the form and manner in which they are cast must comply with all of the relevant requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Order, and all other applicable law. In addition, all votes on the Plan:

- must be (i) reasonably legible (if submitted on a Paper Ballot or other ballot); (ii) cast by, or on behalf of, at least one Voter; and (iii) based on a Voting Claim that is either (a) not listed as wholly contingent, wholly unliquidated, or

²³ The Voting Website will be accessible through the Case Website, which is located at this web address: www.gardencitygroup.com/cases/KWK.

²⁴ The Debtors may extend the Voting Deadline without further order of the Bankruptcy Court. Once a vote on the plan is submitted to GCG in accordance with the above-described Submission Procedures, that vote may not be withdrawn or modified after the Voting Deadline unless the Debtors consent or such withdrawal or modification is approved by the Bankruptcy Court upon an appropriate motion.

disputed in the Debtors' Schedules or (b) has been allowed for voting purposes by order of the Bankruptcy Court;²⁵ and

- must include (i) sufficient information to permit GCG to identify the Voter; (ii) all required signatures; (iii) a clear indication, such as a check mark, in only one of the spaces on the Voting Website or on the Paper Ballot or other ballot designated for the Voter to indicate whether he or she accepts the Plan or rejects the Plan (either such indication, a "Voting Decision"); and (iv) the same Voting Decision as that Voter provided in every other vote that Voter submitted or submits in the same Voting Class (if any).

ii. Submitting votes online through the Voting Website

33. Voters (other than Beneficial Noteholders) are encouraged to submit votes directly to GCG through the Voting Website, which is a secure, user-friendly website that the Debtors and GCG have designed in view of the particular facts and circumstances of these chapter 11 cases. Voters may access the Voting Website through the Case Website and login with the customized login credentials provided in the Voting Instructions that will be sent to Voters as part of the Voter Package. Once logged in, Voters will be able to (i) view their contact information as listed in GCG's records and the Voting Amount of each of their Voting Claims; (ii) submit their Voting Decision regarding the Plan; (iii) submit their elections regarding the Third-Party Releases (if they vote to reject the Plan); (iv) provide an email address to which GCG will send a communication, which communication may be via an email confirming the receipt of any vote that has been properly submitted through the Voting Website (each such email, an "Online Vote Confirmation"); and (v) enter their signature electronically.²⁶

²⁵ On June 9, 2015, each Debtor filed its respective Schedule of Assets and Liabilities [D.I. 383, 384, 387, 388, 391, 393, 395, 397, 399, 401, 405, 406, 409, 411, 414], and Quicksilver filed amendments to its Schedule of Assets and Liabilities on June 25, 2015 [D.I. 443], on October 14, 2015 [D.I. 704] and on April 14, 2016 [D.I. 1318, 1319, 1320] (collectively, the "Schedules").

²⁶ Signatures submitted electronically will have the full force and binding effect of a signature submitted on a Paper Ballot or any other non-electronic ballot.

iii. Submitting votes by mail on a Paper Ballot

34. Voters (other than Beneficial Noteholders) that are unable to access the Voting Website, or that would prefer to submit their vote(s) on the Plan in another manner, may request Paper Ballot(s) from GCG by (i) phone at (877) 940-2410 or (ii) by email at KWKinfo@gardencitygroup.com. Paper Ballot(s) should be submitted to GCG in one of the following two ways: (i) by first-class mail to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155 Dublin, OH 43017-3155 or (ii) by courier or hand to GCG at Quicksilver Resources Inc., et al. c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017.

iv. Beneficial Noteholders

35. Beneficial Noteholders must complete and submit their votes on the Plan in the form and manner specified in the Beneficial Noteholder Voting Instructions. These votes must be submitted to their Noteholder Nominee(s) and/or Mailing Agent(s) (not to the Debtors or GCG) no later than the Voting Deadline. Noteholder Nominees and Mailing Agents may not submit to GCG any Beneficial Noteholder's vote on the Plan if that vote was submitted to them after the Voting Deadline. Noteholder Nominees and Mailing Agents will submit Beneficial Noteholders' timely votes on the Plan either online through the Voting Website or by mail on a Master Ballot so that they are **actually received** by GCG on or before the Agent and Nominee Submission Deadline.

v. Retaining and producing votes

36. GCG will retain a copy of each Online Vote Confirmation, Paper Ballot, Master Ballot, and all other records of vote submissions for one (1) year after the effective date of the Plan. Credit Agents, Nominees, and Mailing Agents must retain in their files all voting-related communications received from Voters and other parties in interest and produce any such communication if requested by the Bankruptcy Court or Debtors.

vi. Third-Party Releases

37. Voters that choose to reject the Plan may elect to opt out of the Third-Party Releases by checking the box in the space provided on the Voting Website, the Paper Ballot, or any of the Customary Means requested by a Noteholder Nominee or Mailing Agent. Nonvoters, Voters that do not cast a vote, and other parties in interest may raise any issues they may have with the Third-Party Releases by filing an objection to confirmation of the Plan in the form and manner specified in the Confirmation Procedures described in Section H *infra*.

G. Tabulation Procedures

38. The Debtors seek to establish the following Tabulation Procedures that will govern (i) determinations regarding whether votes on the Plan have been properly submitted and therefore may be counted; (ii) the calculation of the Voting Amount of each Voting Claim and the number of votes on the Plan; and (iii) the way in which certain issues associated with vote tabulation are addressed.

i. Votes must be valid

39. GCG will date and time-stamp each vote on the Plan that GCG receives in a timely manner. GCG will tabulate votes that fully comply with the Submission Procedures detailed in Section F *infra* (“Valid Votes”). GCG will not tabulate votes that do not comply with those procedures (“Invalid Votes”), unless that Invalid Vote is cured of any defects or irregularities before the Voting Deadline.²⁷ Specifically, in accordance with the Submission Procedures, GCG will deem any vote on the Plan to be an Invalid Vote if that vote is:

- not fully compliant both in form and manner of submission with the Bankruptcy Code, Bankruptcy Rules, Local Rules, Order (including the

²⁷ As set forth above, the Debtors, in the sole discretion, may direct GCG to accept any vote regardless of infirmity or inconsistency with the Voting Procedures.

Submission Procedures specified in Section F *supra*), and all other applicable law;

- not actually received by GCG on or before the Voting Deadline (or, only for votes of Credit Facility Participants and Beneficial Noteholders, on or before the Agent and Nominee Submission Deadline);
- illegible or lacking any of the information requested by the Voting Website or relevant voting document;
- submitted without checking a voting box to specify a Voting Decision;
- submitted without an appropriate signature or by any party in interest that does not hold a Voting Claim or is otherwise not entitled to submit a vote, including, without limitation, the transferee or assignee of a transferred or assigned Claim for which the transfer or assignment (i) was not completed on or before the Record Date or (ii) is in any way inconsistent with the requirements of Bankruptcy Rule 3001;
- cast for a Claim that (i) is scheduled as wholly unliquidated, wholly contingent, or disputed; (ii) relates to a debt or obligation that the Debtors already paid or otherwise satisfied; and/or (iii) relates to any untimely filed Claim;
- duplicative of, or superseded by, a later-submitted Valid Vote;²⁸
- submitted with a Voting Decision that is inconsistent with another Voting Decision (i) specified on that same vote and/or (ii) for the same Voter's vote cast for another Voting Claim in the same Voting Class;²⁹
- submitted by a Beneficial Noteholder directly to GCG or the Debtors (instead of their Nominees and/or Mailing Agents); and/or
- listed for disallowance in any of the Debtors' objection to Claims (a "Claim Objection") filed no later than July 28, 2016, at 4:00 p.m. (ET) (the "Claim Objection Deadline") and as further detailed in Section G(v) *infra*.

40. Each Voting Claim for which a Valid Vote was cast will be deemed to be allowed solely for the purpose of determining whether the Voting Classes have accepted the Plan under

²⁸ If multiple Valid Votes are cast for the same Voting Claim, then only the latest Valid Vote for that Claim will be tabulated, and that vote will be deemed to supersede and revoke any other vote cast for that Voting Claim.

²⁹ For the avoidance of doubt, Voters may not cast a vote to accept the Plan and a vote to reject the Plan in the same Voting Class (*i.e.*, Voters may not split their votes within a single Voting Class).

Bankruptcy Code section 1126. For the avoidance of doubt, any such Voting Claim that is deemed allowed is not deemed allowed for the purpose of any distribution on account of such Voting Claim or for any other purpose.

41. The Debtors, their counsel, their advisors, and their agents (including GCG) shall not be under any duty to provide notification to any party in interest regarding any vote on the Plan being deemed an Invalid Vote and excluded from tabulation; provided, however, that GCG will file the Vote Report (as defined below) that will list Invalid Votes.

ii. Voting Amounts

42. GCG will determine Voting amounts prior to serving voting materials on Voters and other parties in interest. Therefore, Voters (other than Beneficial Noteholders) may review the Voting Amounts of their Claims on the Voting Instructions they receive in the mail from GCG and on the Voting Website. Beneficial Noteholders will receive information regarding their Voting Amounts from their Noteholder Nominees. Voting Amounts will be determined by GCG, in consultation with the Debtors, in accordance with the following hierarchy (the “Voting Amount Hierarchy”):

- first, the amount set forth in an order of the Bankruptcy Court;
- second, the amount set forth in a settlement or stipulation filed by the Debtors;
- third, the amount set forth in a timely filed Claim Objection;
- fourth, the amount set forth in a timely filed, non-contingent, liquidated, and non-disputed Voting Claim;
- fifth, the non-contingent, liquidated, and non-disputed amount set forth in the Debtors’ Schedules; or
- sixth, the Holdings Information provided to GCG on or before the Holdings Information Deadline.

Specifically, GCG will base its calculation of Voting Amounts on the source that is in the highest tier of the Voting Amount Hierarchy. For example, because orders of the Bankruptcy Court are in a higher tier of the Voting Amount Hierarchy than Claim Objections, GCG may rely on an order to determine the Voting Amount of a Claim even if doing so entails setting that Claim's Voting Amount to an amount that differs from the one asserted for that Claim in a Claim Objection.

43. GCG will also rely on the following Tabulation Procedures to determine Voting Amounts:

- if a filed Claim is wholly contingent, wholly unliquidated, disputed, and/or not asserted in U.S. dollars, then the Voting Amount of that Claim will be set as \$1.00;
- if a Claim is partially liquidated, then the Voting Amount of that Claim must be set as the U.S. dollar equivalent of only the liquidated amount of that Claim;
- if an amount listed on a vote submitted by a Noteholder Nominee is in excess of a corresponding amount set forth in the Holdings Information timely sent to GCG, then (i) GCG will notify the Noteholder Nominee of this disparity; (ii) the Nominee may reply to GCG with an explanation regarding this disparity; and (iii) if GCG does not timely receive a plausible explanation from the Noteholder Nominee, then GCG will set the Voting Amount as the amount listed in the Holdings Information and accordingly reduce (on a *pro rata* basis) the Voting Amount of each beneficial vote listed on the Nominee's Master Ballot or other vote submission; and
- unless otherwise directed by the Debtors (and to the extent reasonably practicable), if a Voter submits multiple Valid Votes based on multiple Voting Claims in the same Voting Class, then GCG will tabulate all of that Voter's votes, collectively, as one (1) single vote with a corresponding Voting Amount equivalent to the aggregated total of the Voting Amounts of the Valid Votes submitted by that Voter.

44. For the avoidance of doubt, and notwithstanding anything to the contrary in this motion, late-filed Claims or Claims scheduled as wholly contingent, wholly unliquidated, disputed, or in a zero or unknown amount for which no corresponding timely proof of claim was

filed may not serve as the basis for a vote on the Plan, and GCG may decline to solicit or tabulate any votes based on such Claims. In addition, (i) the Debtors may file a Claim Objection by the Claim Objection Deadline with respect to any filed Claim that is duplicative of, and/or amended or superseded by, other timely Claims and (ii) GCG may decline to solicit the holder of any such Claims and tabulate those Claims in accordance with the Tabulation Procedures for Claim Objections in Section G(iii) *infra*.

iii. Claim Objections

45. If the Debtors object to a Voting Claim in a Claim Objection filed before the Claim Objection Deadline, then whether that Claim is tabulated, as well as the determination of the Voting Class and Voting Amount of that Claim, will depend on the relief requested by the Debtors in their Claim Objection. Specifically, if the Debtors seek to (i) disallow or expunge a Claim in its entirety, then GCG will not tabulate any vote based on that Claim; (ii) reduce and allow a Claim, then GCG will set the Voting Amount of that Claim as the reduced amount listed in the Claim Objection; (iii) reclassify a Claim into a different Voting Class, then GCG will classify and tabulate any vote cast for that Claim in that Voting Class; and/or (iv) reclassify a Claim from a Voting Class to a nonvoting one, then GCG will classify any vote based on that Claim in that nonvoting Class and not tabulate any vote based on that Claim. To the extent the Debtors seek more than one of the foregoing forms of relief with respect to a single Claim, then GCG shall consult with the Debtors regarding the tabulation of that Claim.

iv. Rule 3018 Motions

46. A Voter may challenge the disallowance of its Voting Claim based on the foregoing Tabulation Procedures or raise certain other issues with respect to that Claim only if that party files a motion under Bankruptcy Rule 3018(a) (“Rule 3018 Motion”). All Rule 3018 Motions must be filed and served no later than August 4, 2016, at 4:00 p.m. (the “3018 Motion”).

Deadline”). The Debtors and other parties in interest may file an objection to any 3018 Motion no later than August 8, 2016, at 4:00 p.m. (the “3018 Objection Deadline”).

47. Rule 3018 Motions that have not been resolved consensually will be heard at the Confirmation Hearing. If any Rule 3018 Motion has not been resolved consensually, or by an order of the Bankruptcy Court, on or before the Voting Deadline, then GCG will determine whether to allow, and the Voting Amount for, any Claims referenced in that Rule 3018 Motion in accordance with the foregoing Tabulation Procedures, including the procedures for Claim Objections set forth in Section G(iii) *supra*. These determinations will be listed in the Vote Report and may be contested at the Confirmation Hearing to the extent they are not resolved before then.

v. Vote Report

48. The tabulation of votes will be completed no later than August 9, 2016, at 4:00 p.m. (the “Tabulation Deadline”). On or before the Tabulation Deadline, and following consultation with the Debtors, GCG will file with the Bankruptcy Court a report (the “Vote Report”) that includes the Valid Vote totals for each Voting Class and lists Invalid Votes with summary descriptions of why those votes were excluded from tabulation.

H. Confirmation Procedures

49. In accordance with applicable law, the Debtors seek to set the following date and deadlines that comprise the Confirmation Timeline: (i) August 2, 2016, at 4:00 p.m. (ET) as the deadline to file objections or other responses to confirmation of the Plan (the “Confirmation Objection Deadline”); (ii) August 9, 2016, at 4:00 p.m. (ET) as the deadline for the Debtors to file the Confirmation Brief and for the filing of replies to any objections to confirmation of the

Plan (the “Confirmation Brief and Reply Deadline”),³⁰ and (iii) August 15, 2016, at 10:00 a.m. (ET) as the date and time for the hearing regarding confirmation of the Plan (the “Confirmation Hearing Date”). The Confirmation Hearing may be continued from time to time by the Debtors or the Bankruptcy Court without further notice other than an announcement of the adjournment at the Confirmation Hearing or any continued hearing.

50. The Debtors further propose that objections, if any, to the confirmation of the Plan must (i) be in writing; (ii) state the name and address of the objecting party and the nature of the Claim or Interest of such party; (iii) state with particularity the basis and nature of any objection to the confirmation of the Plan; and (iv) be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, Wilmington, Delaware 19801, and be served upon (which service may be via email) the following parties so that they are **actually received** no later than the Confirmation Objection Deadline: (a) Quicksilver Resources Inc., 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102, Attn: Vanessa Gomez LaGatta; (b) Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, TX 75201, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., counsel to the Debtors; (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801, Attn: Paul N. Heath, Esq., Delaware counsel to the Debtors; (d) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019, Attn.: Andrew N. Rosenberg, Esq. and Elizabeth McColm, Esq., counsel for the Committee; (e) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE 19801, Attn.: Richard S. Cobb, Esq. and Matthew McGuire, Esq., Delaware counsel for the Committee; (f) Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Steven M. Fuhrman, Esq., counsel to the First Lien Agent; (g) Latham & Watkins LLP, 885

³⁰ For the avoidance of doubt, the Debtors shall contemporaneously file their Confirmation Brief with their reply to objections to confirmation of the Plan (if any).

Third Avenue, New York, NY 10022, Attn: Mitchell A. Seider, Esq., counsel to the Second Lien Agent; (h) Emmet, Marvin & Martin LLP, 120 Broadway, 32nd Floor, New York, NY 10271, Attn: Edward P. Zujkowski, Esq., as counsel to the Second Lien Indenture Trustee; (i) Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005, Attn: Dennis F. Dunne, Esq. and Samuel A. Khalil, Esq., counsel to the Ad Hoc Group of Second Lienholders; (j) the Office of the United States Trustee for Region 3, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Jane Leamy, Esq.; and (k) those parties requesting notice pursuant to Bankruptcy Rule 2002; and (l) such other parties that the Bankruptcy Court may order. Objections to confirmation of the Plan not timely filed and served in accordance with the foregoing will not be considered by the Bankruptcy Court.

RELIEF REQUESTED

51. By this motion, the Debtors respectfully request that the Bankruptcy Court enter the Order (i) approving the Disclosure Statement as containing adequate information and fully compliant with applicable law, including the form and manner of service of the Disclosure Statement and the Disclosure Statement Hearing Notice; (ii) fixing, subject to modification as needed, the Record Date, the Voting Deadline, the Confirmation Hearing Date, and all of the other dates and deadlines set forth in the Voting Timeline and Confirmation Timeline that have not already been approved; (iii) confirming the authority of GCG to carry out each of the undertakings delegated to GCG under the Voting Procedures; (iv) approving the Solicitation Procedures, including the form of certain documents to be served on parties in interest in connection with the solicitation of votes on the Plan and the manner of service of those documents; (v) approving the Submission Procedures, including the submission of votes online through the Voting Website; (vi) approving the Tabulation Procedures, including all of the rules for determining whether a vote was properly submitted and may be tabulated, calculating Voting

Amounts, and calculating vote totals; (vii) approving the Confirmation Procedures, including the deadlines for filing confirmation-related pleadings and the Confirmation Hearing Date; and (viii) granting any other related and needed relief, all as more fully described below and as provided in the Order.

SUPPORTING AUTHORITY

52. Before soliciting votes for a chapter 11 plan, a plan proponent must obtain a court's approval of a disclosure statement and procedures to govern the voting process for the proponent's plan. *See* 11 U.S.C. § 1125(a)(1); Bankruptcy Rule 3016(b); Bankruptcy Rule 3016(c); Bankruptcy Rule 3017(a); Local Rule 3017-1(b). The disclosure statement must be filed with the plan, contain adequate information, describe releases under the plan in a certain manner, and must be properly served. Voting procedures must (i) adhere to a timeline that provides parties in interest with sufficient notice of certain dates and deadlines, (ii) contemplate voting materials that are in an appropriate form and served in an appropriate manner, (iii) provide plan voters with certain options for the submission of votes, and (iv) set certain rules for vote tabulation.

53. In accordance with the foregoing, the Debtors have filed this motion seeking approval of both the Disclosure Statement and the Voting Procedures. The relief requested fully complies with all applicable law and will facilitate a smooth voting and confirmation process. Indeed, the Disclosure Statement has been properly filed, will be properly served, contains adequate information, and conspicuously and specifically describes the Plan's release provisions. The Voting Procedures (i) will follow the Voting Timeline and Confirmation Timeline, which satisfies the timing requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; (ii) contemplate an efficient vote solicitation process, including notices, ballots, and other voting materials that are in a form and will be served in a manner that is consistent with

applicable law; (iii) provide customary and convenient methods for vote submission that have been approved by this Court; and (iv) establish comprehensive rules for tabulating votes on the Plan.

54. In addition, to ensure the Plan is confirmed following the tabulation of votes thereon, the motion seeks approval of the Confirmation Procedures. These procedures contemplate dates and deadlines that are consistent with applicable notice requirements and objection procedures that are typical for cases in this district. Accordingly, in light of the foregoing, the Debtors respectfully submit that the Bankruptcy Court should grant the motion by entering the Order approving the Disclosure Statement, Voting Procedures, and Confirmation Procedures.

A. The Disclosure Statement Should Be Approved.

55. The Disclosure Statement fully complies with applicable law and should be approved. The Disclosure Statement was filed with the Plan, contains adequate information, describes the Plan's release provisions with specificity and in a conspicuous manner, and will be timely and appropriately served on all required parties in interest.

i. *The Disclosure Statement was filed with the Plan.*

56. As a preliminary matter, under Bankruptcy Rule 3016(b), a plan proponent must file a disclosure statement "with a plan or within a time fixed by the court." Bankruptcy Rule 3016(b); *see also* Bankruptcy Rule 3017(a) (stating that a disclosure statement must be "filed in accordance with Rule 3016(b)" prior to the hearing on the disclosure statement). The Debtors have satisfied this requirement—the Disclosure Statement and Plan were each filed on May 18, 2016.

ii. *The Disclosure Statement contains adequate information.*

57. Bankruptcy Code section 1125 requires chapter 11 plan proponents to provide parties in interest with a disclosure statement that contains “adequate information” regarding the plan. 11 U.S.C. § 1125(a)(1).³¹ Section 1125 does not specify each type, or the exact amount, of information required for a judicial finding that a disclosure statement contains “adequate information.” *See id.* (listing only “material Federal tax consequences” as a type of required information). Instead, “adequate information” is defined as “information of a kind, and in sufficient detail” to enable a potential voter to “make an informed judgment about the plan.” *Id.* That is, disclosure statements must facilitate potential voters’ “informed judgments” on a plan. *Id.*

58. To determine whether the information in a disclosure statement is adequate to facilitate plan voters’ informed judgments on a plan, reviewing courts must consider whether the types, and amount of, information therein is “reasonably practicable in light of the nature and history of the debtor.” 11 U.S.C. § 1125(a)(1); *see also In re Ashley River Consulting, LLC*, 2015 WL 6848113 (Bankr. S.D.N.Y. Nov. 6, 2015) (“Congress purposely left vague the standard for judging what constitutes adequate information to allow the Bankruptcy Court to make a case-by-case determination.”). Indeed, Congress intended that bankruptcy courts assessing the adequacy of a statement’s disclosures “take a practical approach as to what is necessary under the circumstances of each case.” H.R. Rep. No. 595, 95th Cong., 1st Session 408-09 (1977); *see also Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.2d 414, 417 (3d Cir. 1988) (“From

³¹ Specifically, section 1125 provides that “‘adequate information’ means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the Debtors and the condition of the Debtors’ books and records, including a discussion of the potential material Federal tax consequences of the plan to the Debtors, any successor to the Debtors, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan” 11 U.S.C. § 1125(a)(1).

the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”). Given this congressional mandate for case-specific pragmatism, courts have the discretion to determine whether a disclosure statement contains adequate information on a case-by-case basis. *See, e.g., Bank of N.Y. v. Becker (In re Lower Bucks Hosp.)*, 488 B.R. 303, 317 (Bankr. E.D. Pa. 2013) (“What constitutes ‘adequate information’ is determined on a case-by-case basis, with the ultimate determination within the discretion of the bankruptcy court.”); *In re River Village Assocs.*, 181 B.R. 795, 804 (E.D. Pa. 1995) (finding that the disclosure statement contained adequate information due to “the interests of the different classes *in this bankruptcy proceeding*” (emphasis supplied)).

59. Under this framework, Courts assessing the adequacy of a disclosure statement’s disclosures take into account numerous considerations on a case-by-case basis, such as (i) the costs and benefits of including additional information in the disclosure statement, *see* 11 U.S.C. § 1125(a)(1) (requiring judicial consideration of “the benefit of additional information to creditors and other parties in interest, and the cost of providing additional information”); *In re Monroe Well Service, Inc.*, 80 B.R. 324, 330 (Bankr. E.D. Pa. 1987) (listing “the access by impaired creditors to relevant information from other sources” as a relevant factor for a finding on the “adequacy of disclosure”); (ii) the need to expeditiously complete the vote-solicitation process and confirm the plan, *see* H.R. Rep. No. 595, 95th Cong., 1st Session 408-09 (1977) (requiring judicial consideration of “the need for relative speed in solicitation and confirmation”); (iii) the complexity of the chapter 11 case, *see* 11 U.S.C. § 1125(a)(1) (requiring judicial consideration of “the complexity of the case”); *In re Monroe Well Service, Inc.*, 80 B.R. 324, 330 (Bankr. E.D. Pa. 1987) (listing case complexity as a relevant factor for a finding on the

“adequacy of disclosure”); and (iv) “the need for investor protection,” H.R. Rep. No. 595, 95th Cong., 1st Session 408-09 (1977).

60. While these *factors* are relevant for determining the adequacy of the information in a disclosure statement, there is not a single dispositive list of the *types* of information that disclosure statements must contain to merit judicial approval—there are instead types of information that are “usually” among those addressed in approved disclosure statements. Hr’g Tr. at 39:1-9, *In re Everware Global, Inc., et al.*, No. 15-10743-LSS (Bankr. D. Del. May 26, 2015), ECF No. 190 (approving disclosure statement, because “it contains the type of information that we *usually see in the lists* of provisions that should be in a disclosure statement” (emphasis supplied)); *see also Century Glove, Inc. v. First Am. Bank of N.Y.*, 860 F.2d 94, 100 (3rd Cir. 1988) (noting that section 1125 “seeks to guarantee a *minimum amount* of information to the creditor asked for its vote” (emphasis supplied)); *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (“[I]t is also well understood that certain categories of information which may be necessary in one case may be omitted in another, [*because*] *no one list of categories will apply in every case.*” (emphasis supplied)). To wit, court-approved disclosure statements have provided information on some or all of the following categories of information:

- the relevant debtor, including its pre-petition, current, and anticipated revenues, industry, operations, corporate structure, and management;
- the debtor’s assets and liabilities, including scheduled claims, accounts receivable, tax attributes, administrative expense obligations, and actual or projected recoveries related to potentially avoidable transfers;
- pre-petition developments, including events and market conditions that precipitated the filing of a bankruptcy petition;
- post-petition developments, including ones related to creditor negotiations, the achievement of case milestones, changes in the debtor’s finances, and any other developments that precipitated the filing of the plan;

- the key terms of the plan, including the proposed treatment of the plan's classes of holders of Claims and Interests;
- the voting procedures to be followed for soliciting, submitting, and tabulating votes on the plan;
- plan-related requirements, including for confirming, consummating, withdrawing, and modifying the plan;
- implications of plan confirmation, including ones related to the distributions to be made to parties in interest and the injunctions, releases, and settlements that will be finalized and binding on the effective date of the plan;
- risk factors and disclaimers, including those associated with the plan, the disclosure statement, the debtor's business, the proponent's recommendation to accept the plan, and forward-looking statements;
- asset value, including the proponent's liquidation analysis, valuations, and projections;
- the preparation of the disclosure statement, including the sources for the information therein, the professionals that helped prepare the disclosure statement, and the accounting and other conventions upon which those professionals relied while doing so; and
- summary considerations regarding certain securities laws, such as Bankruptcy Code section 1145, and certain federal tax laws.

See, e.g., In re Everywhere Global, Inc., et al., No. 15-10743-LSS (Bankr. D. Del. May 22, 2015) D.I. 189 (approving disclosure statement containing many, but not all, of the foregoing types of information); *In re Altegrity, Inc., et al.*, No. 15-10226-LSS (Bankr. D. Del. May 15, 2015) D.I. 528 (same).

61. In accordance with the foregoing, the Disclosure Statement contains information on many of the aforementioned topics and has been designed in view of the particular informational needs of Voters and other parties in interest in the Debtors' chapter 11 cases. Specifically, the Disclosure Statement describes (i) the Debtors' operations, industry, and corporate and capital structure; (ii) the pre-petition developments that led to the filing of these cases and the post-petition developments that led to the filing of the Plan, including the sales of

the Debtors' U.S. assets to BlueStone; (iii) the terms of the Plan, including the proposed treatment of different Classes of Claims and the Debtors' contracts and leases; (iv) the procedures for submitting votes on the Plan, distributing proceeds under the Plan, and modifying, withdrawing, and confirming the Plan; and (v) the implications of Plan confirmation on parties in interest, including actions that will be enjoined and transactions that will become final and binding on the Effective Date.

62. In addition, the Disclosure Statement sets forth required risk factors, the Debtors' liquidation analysis and recommendation to accept the Plan, and considerations regarding Bankruptcy Code section 1145 and certain U.S. federal income tax laws. Given the above-described, ample, and case-specific information provided in the Disclosure Statement, the Debtors submit that a finding that the Disclosure Statement contains adequate information is appropriate here and is well within the purview of the Bankruptcy Court's discretion to make such a finding.

iii. *The Disclosure Statement conspicuously and specifically describes the injunction, exculpation, and release provisions in the Plan.*

63. A court will not approve a disclosure statement, unless it conspicuously and specifically describes actions enjoined under the plan. *See* Bankruptcy Rule 3016(c). Article VII of the Disclosure Statement describes in detail, and in bolded font, all of the releases contemplated under the Plan, including the entities and acts that, upon confirmation of the Plan, will be subject to an injunction.

iv. *The form and manner of notice of the Disclosure Statement is appropriate.*

64. Upon filing a disclosure statement, a plan proponent must obtain dates from the bankruptcy court for the disclosure statement's objection deadline and hearing, *see* Local Rule 3017-1(a), and certain parties must receive at least twenty-eight (28) days or thirty-five (35)

days' notice of those dates, *see id.* (requiring twenty-eight (28) days' notice of the deadline and thirty-five (35) days' notice of the hearing); *see also* Bankruptcy Rule 3017(a) (requiring twenty-eight (28) days' notice of the deadline and hearing); Bankruptcy Rule 2002(b) (same). Specifically, notice of a hearing on a disclosure statement must be served, at the plan proponent's expense, on the Office of the United States Trustee, any statutorily appointed committee, the Securities and Exchange Commission, and on the parties specified in Bankruptcy Rule 2002. *See* Fed. R. Bankr. P. 3017(a); Fed. R. Bankr. P. 3017(d); Del. Bankr. L. R. 3017-1(c). The parties specified in Bankruptcy Rule 2002 include all creditors, equity security holders, and other parties in interest, including those that have filed a notice of appearance in the Debtors' chapter 11 cases or who are listed on the Debtors' master service list. *See* Fed. R. Bankr. P. 2002(b); Local Rule 2002-1(b).

65. In accordance with the foregoing, the Disclosure Statement Hearing Notice has been or will be served on the Rule 3017 Parties and the Rule 2002 Parties within three (3) business days of the date on which the Debtors filed the Disclosure Statement. This notice (i) explains to recipients thereof the potential implications of this motion being granted; (ii) sets forth the Objection Deadline and Disclosure Statement Hearing Date; (iii) specifies the procedures all parties must follow to file an objection to the motion; and (iv) includes instructions that explain how parties may obtain copies of the Disclosure Statement, Plan, motion, and other Plan-related documents online from the Voting Website or by mail from GCG. In addition, GCG will serve copies of the Disclosure Statement on the Rule 3017 Parties. Finally, all of the foregoing service will be completed so as to provide recipients with at least twenty-eight (28) days' notice of the Objection Deadline and thirty-five (35) days' notice of the Disclosure Statement Hearing. For these reasons, the Debtors submit that the form of the

Disclosure Statement Hearing Notice and the manner of service of the notice and the Disclosure Statement should be approved by the Bankruptcy Court.

B. GCG's Authority to Execute the Voting Procedures Should Be Confirmed.

66. In accordance with the Local Rules, the Debtors have filed this motion to obtain the Bankruptcy Court's approval of both the Disclosure Statement and the Voting Procedures so that the Debtors may commence the vote-solicitation process. *See* Local Rule 3017-1(b). Out of an abundance of caution, the Debtors respectfully request that the Bankruptcy Court confirm the authority of GCG to carry out each of the undertakings delegated to GCG under the Voting Procedures. All such undertakings are well within the purview of the Agent Retention Order, which contemplates that GCG will assist with vote solicitation, submission, and tabulation for chapter 11 plans. The Debtors therefore submit that the Bankruptcy Court should confirm GCG's authority to (i) carry out the Voting Procedures and Confirmation Procedures as specified herein and (ii) address any related matters as may be requested by the Debtors and/or the Debtors' counsel in connection with voting on, and confirmation of, the Plan.

C. The Voting Timeline Should Be Approved.

67. To drive forward the process for soliciting, submitting, and tabulating votes on, and confirming, the Plan, the Voting Procedures contemplate that certain aspects of these procedures will occur on or be completed by the dates and the deadlines set forth in the Voting Timeline. As further detailed herein, these dates and deadlines should be approved, because they fully comply with the Bankruptcy Code, Bankruptcy Rules, and Local Rules and will appropriately and equitably facilitate voting on the Plan, confirmation of the Plan, and, ultimately, the conclusion of these chapter 11 cases.

i. *The Record Date is appropriate and should be approved.*

68. The record date determines which security holders and creditors with claims based on securities will receive plan solicitation materials and may cast a vote on a plan. *See* Bankruptcy Rule 3017(d) (stating that security holders and claimants will receive plan solicitation materials, only if they hold “securities of record” on the record date set by the bankruptcy court); Bankruptcy Rule 3018(a) (stating that security holders and claimants can vote on a chapter 11 plan, only if they are the holders on the record date set by the bankruptcy court). Bankruptcy courts may set the record date as a date other than the date on which an order approving the disclosure statement is entered if there is cause to do so. *See* Bankruptcy Rule 3017(d) (indicating the record date may be “the date the order approving the disclosure statement is entered *or another date fixed by the court*, for cause, after notice and a hearing” (emphasis supplied)); Bankruptcy Rule 3018(a) (same).

69. Here, there is cause to set the Record Date as three (3) business days prior to the first date scheduled for the Disclosure Statement Hearing, because doing so will give Security Holders and creditors with Claims based on the Securities almost as much (if not as much) time as other Voters will have to review the solicitation materials. The Record Date will give the Credit Agents, Indenture Trustees, Transfer Agent, and DTC sufficient time to compile the Holdings Information before the Order is entered. If the Record Date is set to a later date, then GCG may not receive the Holdings Information until after the Order Entry Date, which could result in Security Holders and creditors with Claims based on the Securities being served after the General Solicitation Deadline; *i.e.*, after other parties are served with the solicitation materials.

70. Cause exists to set the Record Date as requested, additionally because the Debtors, their counsel, and the estate will benefit from GCG receiving the Holdings Information

as soon as possible. Specifically, the sooner GCG receives the Holdings Information, the sooner the Debtors and their counsel can review that information to determine whether the parties listed should be permitted to cast votes on the Plan (and do not, for example, seek to cast votes on the Plan based on objectionable Claims). Additional time for this review will be helpful since, following the Order Entry Date, the Debtors and their counsel will be focused primarily on addressing comments and responses to the Plan. Accordingly, the Debtors submit that cause exists to set the Record Date as three (3) business days prior to the first date set for the Disclosure Statement Hearing.

71. This Court has previously set a record date prior to the date of entry of an order approving a disclosure statement and voting procedures for reasons that exist here. *See, e.g., American Apparel, Inc.*, No. 15-12055 (BLS) (Bankr. D. Del. October 15, 2015) (setting the record date to prior to the order entry date in part because certain administrators and nominated holders of the debtor's public securities required lead time to both aggregate data regarding beneficial holders and compile that data into lists that a plan proponent could use for noticing purposes); *OnCure Holdings, Inc.*, No. 13-11540 (KG) (Bankr. D. Del. August 22, 2013) (approving record date prior to hearing date for the holders of certain secured notes and interests and record date of the hearing date, which preceded the order entry date by a day, for all other parties in interest).

- ii. *The Holdings Information Deadline provides sufficient time for the compilation and service of Holdings Information.*

72. The Debtors propose to set the Holdings Information Deadline as the later of July 1, 2016, and three (3) business days after the Order Entry Date (or as soon as practicable thereafter). The Bankruptcy Court should approve this proposed deadline, because it will ensure that the Holdings Information is provided to GCG as quickly as possible so that Credit Facility

Participants and Security Holders will have as much time as possible to review solicitation materials and decide how to vote on the Plan. In addition, the Holdings Information Deadline will afford the Credit Agents, Indenture Trustees, Transfer Agent, and DTC sufficient time to compile the Holdings Information. Specifically, the proposed Holdings Information Deadline will afford these parties at least six (6) business days after the Record Date to compile the Holdings Information, and these parties typically require between one and three business days to fully compile that information.³² Once the Holdings Information is compiled, these parties simply have to provide (which can be done via email) the information to GCG.

iii. *The General Solicitation Deadline satisfies applicable notice-timing requirements.*

73. The Debtors propose to set the General Solicitation Deadline as July 1, 2016. The Bankruptcy Court should approve this proposed deadline, because this deadline will afford GCG sufficient time to compile and prepare mailings for the thousands of anticipated recipients of solicitation materials. Furthermore, this deadline is consistent with applicable notice-timing requirements. Specifically, the proposed General Solicitation Deadline is more than twenty-eight (28) days before the Confirmation Objection Deadline and thirty-five (35) days before the Confirmation Hearing Date. Therefore, if this deadline is approved, recipients will have more than sufficient notice of those dates and deadlines consistent with applicable Bankruptcy Rules.

iv. *The other solicitation deadlines are appropriate and satisfy applicable notice-timing requirements.*

74. The Bankruptcy Court should approve the First Participants and Security Holders Solicitation Deadline and the Second Participants and Security Holders Solicitation Deadline, because these deadlines will provide sufficient notice of the Confirmation Hearing and

³² This assumes that the Record Date is approved. If it is not approved, these parties will have *at least* three (3) business days to compile the Holdings Information (and to provide that information to GCG).

Confirmation Objection Deadline and are designed to accommodate certain Credit Facility Participants, Security Holders, and the parties that serve voting materials on them. The First Participants and Security Holders Solicitation Deadline is for service to the Credit Agents, Nominees, GCG-Served Participants, and the Registered Holders, none of which can be served until GCG receives the Holdings Information. For this reason, the First Participants and Security Holders Solicitation Deadline is proposed as July 5, 2016 (and in no event prior to the later of the General Solicitation Deadline or one (1) business day after GCG receives the Holdings Information). On or before the Second Participants and Security Holders Solicitation Deadline (*i.e.*, the earlier of July 12, 2016, and five (5) business days of receiving the solicitation materials from GCG), the Credit Agents, Nominees, and Mailing Agents must convey the information therein to the Agent-Served Participants, Beneficial Noteholders, and Beneficial Stockholders. These two deadlines not only accommodate the Credit Facility Participants and Security Holders' beneficial holding arrangement, but also afford these parties ample notice of the Confirmation Hearing and sufficient time to review the solicitation materials before the Voting Deadline.

v. *The deadlines contemplated under the Submission Procedures are appropriate.*

75. The Submission Procedures contemplate that all Voters will have until the Voting Deadline to submit their votes on the Plan. The Debtors propose to set the Voting Deadline as August 2, 2016, at 5:00 p.m. (ET), which could be up to thirty-five (35) days after the Order Entry Date and therefore comports with precedent in this district and others. *See, e.g., In re Exide Techs.*, No. 13-11482 (KJC) (Bankr. Del. Feb. 4, 2015) (approving voting deadline that was thirty-five (35) days after the date the order approving the disclosure statement was entered); *In re TOUSA, Inc.*, No. 08-10928 (JKO) (Bankr. S.D. Fla. June 21, 2013) (same).

76. In addition, the Debtors propose to set the Agent and Nominee Submission Deadline as three (3) days after the Voting Deadline to give Credit Agents and Noteholder Nominees sufficient time to compile and submit votes on the Plan. Because this compilation process can take between one (1) day and three (3) days, if the Credit Agents and Noteholder Nominees had to submit votes on the Plan on the Voting Deadline, then the Agent-Served Participants and Beneficial Noteholders would have to submit their votes before the Voting Deadline. This would be particularly inequitable, because these Credit Facility Participants and Noteholders already have less time than other Voters to review the solicitation materials due to their having to receive the information therein from the Credit Agents and Noteholder Nominees that, in turn, receive it from GCG.

D. The Voting Procedures Should Be Approved.

- i. *The form and manner of service of the solicitation materials should be approved.*

77. The Solicitation Procedures contemplate notice to parties in interest in a form and manner that is efficient, economical, and consistent with applicable law. Bankruptcy Rule 3017(d) specifies the materials that must be provided to holders of claims and equity interests for the purpose of solicitation of their votes and providing adequate notice of the hearing on confirmation of a chapter 11 plan, including the plan, disclosure statement, notice of the time within which votes must be submitted, and any other information as the bankruptcy court may direct. *See* Fed. R. Bankr. Proc. 3017(d). Bankruptcy Rule 3018(c) states that votes to accept or reject a plan must be substantially in the form of the official form for plan votes, contain a space for voters to indicate whether they accept or reject the plan, and specify which plan they are accepting or rejecting. *See* Fed. R. Bankr. Proc. 3018(c).

78. Because the Disclosure Statement and the Plan are quite voluminous even before accounting for exhibits, the Debtors propose that, in lieu of printing and mailing copies of these documents, GCG will mail the Confirmation Hearing Notice that will contain step-by-step instructions regarding how to access these documents on the Case Website or request them from GCG. This notice will provide ready access to the most up-to-date versions of the Disclosure Statement, the Plan and related documents, and result in substantial savings to the Debtors' estates.³³ In addition, Voters will receive Voting Instructions, the Voting Procedures, and any other voting materials as the Bankruptcy Court may require, and Nonvoters will receive the Nonvoter Notice.

79. In the interest of reducing service expenses, and given the likelihood of votes being lost in the mail, the Voting Instructions note that votes may be submitted online through the Voting Website and specify how Voters may receive Paper Ballots from GCG. In accordance with Bankruptcy Rule 3018(c), the Debtors have prepared and customized the Voting Website, Paper Ballots, the Master Ballot, and the Beneficial Noteholder Ballots so that they contain and request all of the information in Official Form No. 314 and include additional information that is relevant and appropriate for the Voters in these chapter 11 cases. Furthermore, the Voting Website, the Paper Ballot, and the Beneficial Noteholder Ballot allow Voters to specify whether they accept or reject the Plan, sign their votes, and have their votes signed on their behalf as specified in Bankruptcy Rule 3018. In view of the foregoing, the Debtors respectfully submit that the Bankruptcy Court approve the Voter Package, Nonvoter Package, and Noteholder Nominee Package.

³³ Moreover, any party requesting a paper copy of these documents will not be responsible for any mailing costs associated with receiving such documents.

80. In addition, Bankruptcy Rule 2002(b) permits the Bankruptcy Court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” Fed. R. Bankr. P. 2002(l). In addition to mailing the solicitation materials, the Debtors propose to publish a the Confirmation Hearing Notice on or before the proposed Publication Deadline (*i.e.*, the later of July 12, 2016, and fourteen (14) days after the Order Entry Date) in the *New York Times* and the *Fort Worth Star-Telegram*. Additionally, the Debtors will publish the Confirmation Hearing Notice on the Case Website. The Debtors believe that publication of the Publication Notice and the online availability of the Confirmation Hearing Notice will provide sufficient notice of the approval of the Disclosure Statement, the Voting Procedures, and the Confirmation Procedures to persons who do not otherwise receive notice by mail as proposed herein.

81. Courts in this district and elsewhere have approved similar procedures in large chapter 11 cases. *See, e.g., In re American Apparel, Inc.*, No. 15-12055 (BLS) (Bankr. D. Del. October 15, 2015); *In re Exide Technologies*, Case No. 13-11482 (KJC) (Bankr. D. Del. Feb. 4, 2015); *In re Borders Group, Inc.*, Case No. 11-10614 (MG) (S.D.N.Y. Nov. 14, 2011).

ii. *Voting Procedures related to the Credit Facilities and Securities*

82. In accordance with Bankruptcy Rules 2002, 3017, 3018 and 3020 and the Local Bankruptcy Rules, the Voting Procedures contemplate specialized procedures for the solicitation and submission of votes cast for Claims based on the Credit Facilities and the Securities. These procedures accommodate the beneficial holdings arrangement among the Credit Facility Participants, Security Holders, and certain third-party financial intermediaries. Pursuant to the Voting Timeline, parties with Voting Claims based on the Credit Facilities and the Securities will receive ample notice of the Confirmation Objection Deadline and Confirmation Hearing Date and have sufficient time to review and consider the solicitation materials and decide how to vote

on the Plan by the Voting Deadline (assuming they may submit a vote thereon). The Credit Agents, Indenture Trustees, Transfer Agent, and DTC will have sufficient time to submit Holdings Information to GCG; and the Credit Agents, Nominees, and Mailing Agents will have sufficient time to convey voting information to participants and beneficial holders and compile and submit votes on the Plan to GCG by the Agent and Nominee Submission Deadline. Therefore, in view of the foregoing, the Debtors respectfully request approval of the Voting Procedures for Voters and Nonvoters with Claims based on the Credit Facilities and the Securities and for the aforementioned third-party financial intermediaries.

83. Similar procedures have been approved in other large chapter 11 cases in this district. *See, e.g., In re American Apparel, Inc.*, No. 15-12055 (BLS) (Bankr. D. Del. October 15, 2015); *In re Altegrity, Inc.*, Case No. 15-10226 (LSS) (Bankr. D. Del. May 15, 2015); *In re Trump Entm't Resorts, Inc.*, Case No. 14-12103 (KG) (Bankr. D. Del. Jan. 30, 2015); *In re Bicent Holdings LLC*, Case No. 12-11304 (KG) (Bankr. D. Del. June 8, 2012); *In re SP Wind Down Inc., (f/k/a Spheris, Inc.)*, Case No. 10-10352 (KG) (Bankr. D. Del. July 13, 2010); *In re Aventine Renewable Energy Holdings, Inc.*, Case No. 09-11214 (KG) (Bankr. D. Del. Jan. 13, 2010).

iii. *The Tabulation Procedures should be approved.*

84. Bankruptcy Code section 1126(c) provides that:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under section (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). The Debtors believe that the Tabulation Procedures are consistent with the Bankruptcy Code and will establish a fair and equitable tabulation and confirmation process. Indeed, pursuant to Bankruptcy Code section 1126, GCG will determine whether Classes have

accepted the Plan due to votes in those Classes being cast for more than one half of the Voting Claims in that Class and being cast by Voters that hold more than two-thirds of the Voting Amounts for that Class. Any such determination regarding Plan acceptance will be listed in the Vote Report that will also contain a list of all votes on the Plan that were submitted to GCG but were excluded from tabulation and the reasons GCG had for doing so. If any claimant seeks to raise an issue regarding the Vote Report, the disallowance of a Claim for voting purposes, a Voting Amount, or other similar matters, may do so in accordance with the Tabulation Procedures by filing a Rule 3018 Motion.³⁴ If not otherwise resolved, those motions will be heard by the Bankruptcy Court at the Confirmation Hearing. Accordingly, the Tabulation Procedures not only comply with applicable law, but also afford all parties in interest a full and fair opportunity to challenge tabulation processes and outcomes. For these reasons, the Debtors respectfully submit that the Bankruptcy Court should approve the Tabulation Procedures.

85. Procedures similar to the Tabulation Procedures have been approved in a number of other large chapter 11 cases in this district. *See, e.g. In re Altegrity, Inc.*, Case No. 15-10226 (LSS) (Bankr. D. Del. May 15, 2015); *In re Trump Entm't Resorts, Inc.*, Case No. 14-12103 (KG) (Bankr. D. Del. Jan. 30, 2015); *In re AFA Inv, Inc.*, Case No. 12-11127 (MFW) (Bankr. D. Del. Jan. 16, 2014); *In re OSH 1 Liquidating Corp.* (f/k/a Orchard Supply Hardware Stores Corp.), Case No. 13-11565 (CSS) (Bankr. D. Del. Nov. 13, 2013); *In re Synagro Technologies, Inc.*, Case No. 13-11041 (BLS) (Bankr. D. Del. July 18, 2013); *In re Bicent Holdings LLC*, Case No. 12-11304 (KG) (Bankr. D. Del. June 8, 2012); *In re SP Wind Down, Inc.*, f/k/a Spheris, Inc., Case

³⁴ Bankruptcy Rule 3018(a) provides that “the court after notice and hearing may temporarily allow the claim ... in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” Fed. R. Bankr. P. 3018(a).

No. 10-10352 (KG) (Bankr. D. Del. July 13, 2010); *In re Aventine Renewable Energy Holdings, Inc.*, Case No. 09-11214 (KG) (Bankr. D. Del. Jan. 13, 2010).

E. The Confirmation Procedures Should Be Approved.

86. Bankruptcy Code section 1128 requires a bankruptcy court to hold a hearing to consider confirmation of a chapter 11 plan and permits parties in interest to object to the same. 11 U.S.C. § 1128. To coordinate the timing of any such objections, a plan proponent may obtain the deadlines to file objections to the plan and replies thereto and the date for the hearing on plan confirmation prior to approval of the proponent's disclosure statement and voting procedures. *See* Fed. R. Bankr. Proc. 3017(c) (permitting the bankruptcy court to fix the voting deadline and confirmation hearing date "[o]n or before approval of the disclosure statement"). Any such dates obtained from the bankruptcy court must afford parties in interest at least twenty-eight (28) days' notice of the time fixed for filing objections to a chapter 11 plan and the hearing on such plan. *See* Fed. R. Bankr. Proc. 2002. If a party seeks to file an objection to confirmation, then that party must file that objection and serve it on the debtor, the trustee, any committee, and any other entity designated by the bankruptcy court on or before the objection deadline that the court has set. *See* Fed. R. Bankr. Proc. 3020(b)(1).

87. In accordance with the foregoing, the Debtors obtained the Confirmation Objection Deadline, Confirmation Brief and Reply Deadline, and Confirmation Hearing Date from the Bankruptcy Court.³⁵ The proposed Voting Timeline and Confirmation Timeline will generally provide Voters and other parties in interest with more than twenty-eight (28) days' notice of the Confirmation Objection Deadline and more than thirty-five (35) days' notice of the Confirmation Hearing Date. Moreover, the procedures the Debtors have proposed for filing and

³⁵ The Confirmation Hearing may be continued from time to time by the Bankruptcy Court without further notice other than an announcement of the adjournment at the Confirmation Hearing or any continued hearing.

serving objections to Confirmation are consistent with Bankruptcy Rule 3020(b)(1). The Debtors therefore submit that the Confirmation Procedures should be approved, as they will enable the Debtors to pursue Plan confirmation in a timely fashion.

NOTICE

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

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WHEREFORE, the Debtors respectfully request that the Bankruptcy Court enter the Order and grant such other and further relief as is just and proper.

Wilmington, Delaware
Date: May 18, 2016

/s/ Amanda R. Steele

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**COUNSEL FOR DEBTORS AND DEBTORS IN
POSSESSION**

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

In re:

Quicksilver Resources Inc., et al.,¹

Debtors.

)
) Chapter 11
)

) Case No. 15-10585 (LSS)
)

) Jointly Administered
)

) **Hearing Date: June 28, 2016 at 10:00 a.m. (ET)**
)

) **Obj. Deadline: June 21, 2016 at 4:00 p.m. (ET)**

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that on May 18, 2016, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion for Entry of an Order Approving the Debtors’ Disclosure Statement, Voting Procedures, and Confirmation Procedures* (the “Motion”) 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 Motion 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 counsel for the Debtors on or before **June 21, 2016 at 4:00 p.m. (prevailing Eastern 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 objection and the Application will be held before The Honorable Laurie Selber Silverstein at the

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. (“QRI”) [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.

Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801
on **June 28, 2016 at 10:00 a.m. (prevailing Eastern Time).**

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

Wilmington, Delaware
Date: May 18, 2016

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)
Amanda R. Steele (DE 5530)
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– and –

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**COUNSEL FOR DEBTORS AND DEBTORS IN
POSSESSION**

Exhibit A

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 APPROVING THE DISCLOSURE STATEMENT,
VOTING PROCEDURES, AND CONFIRMATION PROCEDURES**

Upon the Debtors' motion (the "Motion") for entry of an Order, approving (i) the *Disclosure Statement for the Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* (as may be amended from time to time, the "Disclosure Statement"); (ii) the procedures and requirements described in the Motion for the solicitation, submission, and tabulation of votes (collectively, the "Voting Procedures") on the *Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* (as may be amended from time to time, the "Plan");² and (iii) the procedures and related requirements described in the Motion for confirmation of the Plan (the "Confirmation Procedures"); and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and any proceeding to consider

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Quicksilver Resources Inc. ("Quicksilver") [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors' address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms not defined herein shall have the meaning ascribed in the Motion or Plan, as applicable.

the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having given the Notice Parties and at least twenty-eight (28) days' notice by mail or email of the Objection Deadline and the Disclosure Statement Hearing Date; and this Court having found that such notice of the Motion was appropriate under the circumstances; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at the hearing; and this Court having held the Disclosure Statement Hearing on June 28, 2016; and upon the record of the Disclosure Statement Hearing and all of the proceedings had before this Court; and any objections to the Motion having been withdrawn, overruled by the Bankruptcy Court, or rendered moot by reason of modifications made to the Disclosure Statement, Voting Procedures, and/or Confirmation Procedures; and this Court having determined that the legal and factual bases set forth in the Motion and at the Disclosure Statement Hearing establish just cause for granting the relief in the Motion as set forth herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefore, **it is hereby ORDERED** that:

A. Disclosure Statement

1. The Disclosure Statement is approved in all respects, including, without limitation, as specified herein.
2. The Disclosure Statement was filed with the Plan as required under Bankruptcy Rule 3017.
3. The Disclosure Statement contains (i) “adequate information” as defined under Bankruptcy Code section 1125 and (ii) detailed and conspicuous descriptions of the Third-Party Releases as required under Bankruptcy Rule 3016.

4. The form of the Disclosure Statement Hearing Notice, a copy of which was attached to the Motion as **Exhibit B**, is approved.

5. The manner of service of the Disclosure Statement and the Disclosure Statement Hearing Notice described in the Motion satisfies the relevant requirements of Bankruptcy Rules 2002 and 3017, Local Rules 2002-1 and 3017-1, and all other applicable law and is hereby approved.

B. GCG

6. GCG is authorized to carry out all of the undertakings delegated to GCG under the Motion. All such undertakings are within the purview of the authority that the Bankruptcy Court granted to GCG by entering the Agent Retention Order. GCG's expenses shall be paid for in accordance with the Agent Retention Order.

C. Voting Timeline

7. The Voting Timeline is approved in all respects, including, without limitation, (i) as specified herein and (ii) as affording a reasonable and adequate period of time under the circumstances for (a) Voters to make informed voting decisions; (b) GCG, Credit Agents, DTC, Nominees, and Mailing Agents to serve or convey all of the voting materials, Holdings Information, and/or other items specified in the Motion and in accordance with the Motion; (c) GCG, in consultation with the Debtors as applicable, to complete vote tabulation; and (d) the filing and service of all pleadings associated with the Voting Procedures.

8. The dates and deadlines of the Voting Timeline shall be as specified in this table:

<u>VOTING TIMELINE</u>	
Vote Solicitation	
Record Date	June 23, 2016, at 5:00 p.m. (ET), which is three (3) business days before the Disclosure Statement Hearing Date, as originally scheduled

Holdings Information Deadline	July 1, 2016, provided, however, that this deadline shall not be less than three (3) business days after the Order Entry Date, or as soon as practicable thereafter
General Solicitation Deadline	July 1, 2016, provided, however, that this deadline may be extended to no later than July 5, 2016
First Participants and Security Holders Solicitation Deadline	July 5, 2016, provided, however, that this deadline shall not be before the General Solicitation Deadline or one (1) business day after the Holdings Information is provided to GCG, whichever is later
Second Participants and Security Holders Solicitation Deadline	July 12, 2016, provided, however, that this deadline shall be within five (5) business days after the First Participants and Security Holders Solicitation Deadline, or as soon as practicable thereafter
Publication Deadline	July 12, 2016, provided, however, that this deadline shall be at least fourteen (14) days after the Order Entry Date
Vote Submission	
Voting Deadline	August 2, 2016, at 5:00 p.m. (ET)
Agent and Nominee Submission Deadline	August 5, 2016, at 5:00 p.m. (ET)
Vote Tabulation	
Claim Objection Deadline	July 28, 2016, at 4:00 p.m. (ET)
3018 Motion Deadline	August 4, 2016, at 4:00 p.m. (ET)
3018 Objection Deadline	August 8, 2016, at 4:00 p.m. (ET)
Tabulation Deadline	August 9, 2016, at 4:00 p.m. (ET)

9. To the extent any date or deadline specified herein differs from a date or deadline specified in the Motion, the date or deadline specified herein shall control.

10. The Debtors are authorized to modify, extend, or otherwise move, in their sole discretion, the foregoing dates and deadlines without further order of the Bankruptcy Court; provided, however, a notice of any such change must be filed with the Bankruptcy Court and served on the Notice Parties.

D. Solicitation Procedures

11. The Solicitation Procedures are approved in all respects, including, without limitation, as specified herein.

12. On or before the General Solicitation Deadline, GCG shall serve each Voter that is not a Credit Facility Participant or Noteholder by first class mail and/or electronic mail with the Confirmation Hearing Notice and the Voting Instructions. The Confirmation Hearing Notice and Voting Instructions were attached to the Motion as **Exhibit C** and **Exhibit D**, respectively, each of which is hereby approved.

13. Voters must follow the Voting Instructions to obtain a Paper Ballot, which was attached to the Motion as **Exhibit E** and is hereby approved, including as containing and requesting all of the information contained in and requested by Official Form No. 314, and as satisfying all relevant requirements of Bankruptcy Rule 3018(c).

14. On or before the General Solicitation Deadline, GCG shall serve each Nonvoter that is not a Credit Facility Participant or Stock holder by first class mail and/or electronic mail with a copy of the Confirmation Hearing Notice and the Nonvoter Notice, a copy of which was attached to the Motion as **Exhibit F**, which is hereby approved.

15. No later than the Holdings Information Deadline:

- a. the Credit Agents shall each send a communication, which communication may be via email, to GCG with (i) a schedule of the Holdings Information on each Credit Facility Participant as of the Record Date; (ii) an indication as to whether each Participant listed thereon is an Agent-Served Participant or a GCG-Served Participant; and (iii) the address and other service information for all of the GCG-Served Participants (if any);
- b. the Indenture Trustees shall each send a communication, which communication may be via email, to GCG with Holdings Information on each Registered Noteholder as of the Record Date (if any);

- c. the Transfer Agent shall send a communication, which communication may be via email, to GCG with Holdings Information on each Registered Stockholder as of the Record Date; and
- d. DTC shall send a communication, which communication may be via email, to GCG with securities position reports with Holdings Information on each of the Nominees as of the Record Date.

16. No later than the First Participants and Security Holders Solicitation Deadline, GCG shall serve by first-class mail and/or electronic mail:

- a. GCG-Served Participants as of the Record Date (if any) with the Confirmation Hearing Notice and either the Voting Instructions or the Nonvoter Notice (as applicable);
- b. Credit Agents as of the Record Date with the Confirmation Hearing Notice and the Voting Instructions (as may be modified to accommodate particular Credit Facilities or other similar Agent-specific facts);
- c. Registered Noteholders (other than Cede & Co.) as of the Record Date (if any) with the Confirmation Hearing Notice and either the Voting Instructions or the Nonvoter Notice (as applicable);
- d. Noteholder Nominees and/or their Mailing Agents as of the Record Date with the Confirmation Hearing Notice, Nominee Voting Instructions, Master Ballot, Beneficial Noteholder Voting Instructions, and Beneficial Noteholder Ballot;³
- e. Registered Stockholders as of the Record Date with the Nonvoter Package; and
- f. Stockholder Nominees and/or their Mailing Agents as of the Record Date with the Nonvoter Package.

17. No later than the Second Participants and Security Holders Solicitation Deadline:

- a. Credit Agents shall convey to the Agent-Served Participants as of the Record Date, the information contained in the Credit Agent Package and any other voting instructions as may be applicable to the Agent-Served Participants;

³ The Nominee Voting Instructions, Master Ballot, Beneficial Noteholder Voting Instructions, and Beneficial Noteholder Ballot were attached to the Motion as Exhibit G, Exhibit H, Exhibit I, and Exhibit J, respectively, and are hereby approved.

- b. Noteholder Nominees and/or their Mailing Agents shall convey to the Beneficial Noteholders as of the Record Date, by any Customary Means, the information contained in the Confirmation Hearing Notice, Beneficial Noteholder Voting Instructions, and Beneficial Noteholder Ballot; and
- c. Stockholder Nominees and/or their Mailing Agents shall convey to the Beneficial Stockholders as of the Record Date, by any Customary Means, the information contained in the Nonvoter Package.

18. If the transfer or assignment of a Claim has not been fully effectuated pursuant to Bankruptcy Rule 3001(e) on or before the Record Date, GCG shall serve voting materials on the transferor or assignor of the transferred claim. If the transfer and/or assignment has been fully effectuated pursuant to Bankruptcy Rule 3001(e) on or before the Record Date, GCG shall serve voting materials on the transferee or assignee of the transferred Claim.

19. On or before the Publication Deadline, the Debtors shall cause, on one occasion, the publication of the Confirmation Notice (as it may be modified for publication) in the *New York Times* and the *Fort Worth Star-Telegram*.

20. If the United States Postal Service returns to GCG any mailing of voting or nonvoting materials, and if the intended recipient thereof did not send a timely change of address request to GCG, GCG shall not be required to re-serve that intended recipient with that returned mailing or any other voting or nonvoting materials.

E. Submission Procedures

21. The Submission Procedures are approved in all respects, including, without limitation, as specified herein.

22. All Voters (other than Beneficial Noteholders) must submit votes either online through the Voting Website or by mail, overnight courier, or hand delivery on a Paper Ballot so

that they are **actually received** by GCG on or before the Voting Deadline. The Debtors may extend the Voting Deadline without further order of the Bankruptcy Court.

23. Beneficial Noteholders must submit their votes so that they are **actually received** by their respective Noteholder Nominees or their Mailing Agents on or before the Voting Deadline.

24. Noteholder Nominees and Mailing Agents must submit all votes received from Beneficial Noteholders to GCG online through the Voting Website or by mail on a Master Ballot so that they are **actually received** by GCG no later than the Agent and Nominee Submission Deadline.

25. All votes on the Plan and the form and manner in which they are submitted must comply with all of the relevant requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, this Order, and all other applicable law.

26. All votes on the Plan must be (i) reasonably legible (if submitted on a Paper Ballot); (ii) cast by, or on behalf of, at least one Voter; and (iii) based on a Voting Claim that is not listed as wholly contingent, wholly unliquidated, or disputed in the Debtors' Schedules.

27. All votes on the Plan must include (i) sufficient information to permit GCG to identify the Voter; (ii) all required signatures; (iii) a Voting Decision; and (iv) the same Voting Decision as that Voter provided in every other vote that Voter submitted or submits in the same Voting Class (if any).

28. Once a vote on the Plan is submitted to GCG, that vote may not be withdrawn or modified after the Voting Deadline without the prior written consent of the Debtors.

29. Voters (other than Beneficial Noteholders) may submit votes directly to GCG through the Voting Website. The Voting Website is approved, including as containing and

requesting all information contained in and requested by Official Form No. 314 and as satisfying all relevant requirements of Bankruptcy Rule 3018(c). The Voting Website may be modified from time to time without further order of the Bankruptcy Court or notice filed with the Bankruptcy Court.

30. Voters (other than Beneficial Noteholders) may submit a vote by mail only if they request a Paper Ballot from GCG (as described in the Voting Instructions) and send their properly completed and executed Paper Ballot by first-class mail, courier, or hand delivery so that it is **actually received** by GCG on or before the Voting Deadline at the applicable address listed in the following table.

<p><u>If by first class mail:</u></p> <p>Quicksilver Resources Inc., <i>et al.</i> c/o GCG P.O. Box 10155 Dublin, OH 43017-3155</p>	<p><u>If by courier or hand delivery:</u></p> <p>Quicksilver Resources Inc., <i>et al.</i> c/o GCG 5151 Blazer Parkway Suite A Dublin, OH 43017</p>
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31. Beneficial Noteholders must complete and submit their votes in the form and manner specified in the Beneficial Noteholder Voting Instructions and must submit their votes on Beneficial Noteholder Ballots by any Customary Means to their respective Noteholder Nominee and/or Mailing Agent no later than the Voting Deadline.

32. Only the votes submitted to Noteholder Nominees and Mailing Agents on or before the Voting Deadline may be submitted to GCG. All such votes shall be submitted so that they are **actually received** by GCG on or before the Agent and Nominee Submission Deadline.

33. GCG shall retain a copy of each Online Vote Confirmation, Paper Ballot, and Master Ballot for one (1) year after the effective date of the Plan. Credit Agents, Nominees, and

Mailing Agents must retain in their files all voting-related communications received from Voters and produce any such communication if requested by the Bankruptcy Court or Debtors.

34. Only Voters that reject the Plan may opt-out of the Third-Party Releases by checking the box in the space provided on the Voting Website, the Paper Ballot, the Beneficial Noteholder Ballot or on any of the Customary Means requested by a Credit Agent. Nonvoters and other parties in interest must raise issues (if any) with the Third-Party Releases by filing an objection to confirmation of the Plan in the form and manner specified in the Confirmation Procedures.

F. Tabulation Procedures

35. The Tabulation Procedures are approved in all respects, including, without limitation, as specified herein.

36. GCG shall date and time-stamp each vote on the Plan that GCG receives in a timely manner.

37. GCG shall tabulate Valid Votes and shall not tabulate Invalid Votes unless otherwise directed by the Debtors.

38. GCG shall deem any vote on the Plan to be an Invalid Vote if that vote is:

- a. not fully compliant both in form and manner of submission with the Bankruptcy Code, Bankruptcy Rules, Local Rules, this Order, and all other applicable law;
- b. not actually received by GCG on or before the Voting Deadline (for the votes of Voters other than Credit Facility Participants and Beneficial Noteholders) or the Agent and Nominee Submission Deadline (for the votes of Credit Facility Participants and Beneficial Noteholders);
- c. illegible or lacking any of the information requested by the Voting Website or relevant voting document; provided, however, that Votes on the Plan that are submitted without a Voting Decision may be deemed to be an abstention from voting on the Plan;

- d. submitted without an appropriate signature or by any party in interest that does not hold a Voting Claim or is otherwise not entitled to submit a vote;
- e. submitted by the transferee or assignee of a transferred or assigned Claim for which the transfer or assignment (i) was not completed on or before the Record Date or (ii) is in any way inconsistent with the requirements of Bankruptcy Rule 3001;
- f. cast for a Claim that (i) is scheduled as wholly unliquidated, wholly contingent, or disputed; (ii) relates to a debt or obligation that the Debtors already paid or otherwise satisfied; and/or (iii) relates to any untimely filed Claim;
- g. duplicative of, or superseded by, a later-submitted Valid Vote;
- h. submitted with a Voting Decision that is inconsistent with another Voting Decision (i) specified on that same vote and/or (ii) for the same Voter's vote cast for another Voting Claim in the same Voting Class;
- i. submitted by a Beneficial Noteholder directly to GCG or the Debtors (instead of their respective Nominees); and/or
- j. listed for disallowance in any of the Debtors' Claim Objections filed by the Claim Objection Deadline.

39. If multiple Valid Votes are cast for the same Voting Claim, then GCG shall tabulate only the latest Valid Vote for that Claim, and that vote shall be deemed to supersede and revoke any other or prior vote cast for that Voting Claim.

40. Each Voting Claim for which a Valid Vote was cast are allowed solely for the purpose of determining whether the Voting Classes have accepted the Plan under Bankruptcy Code section 1126.

41. The Debtors, their counsel, their advisors, and their agents (including GCG) shall be under no obligation to provide notification to any party in interest regarding any vote on the Plan being deemed an Invalid Vote and excluded from tabulation; provided, however, that GCG shall file the Vote Report that shall list Invalid Votes on or before the Tabulation Deadline.

42. GCG shall determine Voting Amounts in accordance with the following Voting Amount Hierarchy:

- a. first, the amount set forth in an order of the Bankruptcy Court;
- b. second, the amount set forth in a settlement or stipulation filed by the Debtors;
- c. third, the amount set forth in a timely-filed Claim Objection;
- d. fourth, the amount set forth in a timely filed, non-contingent, liquidated and non-disputed Voting Claim;
- e. fifth, the non-contingent, liquidated and undisputed amount set forth in the Debtors' Schedules; and
- f. sixth, the Holdings Information provided to GCG on or before the Holdings Information Deadline.

43. The following Tabulation Procedures are approved.

- a. If a filed Claim is wholly contingent, wholly unliquidated, disputed, and/or in a currency other than U.S. dollars, then the Voting Amount of that Claim must be set as \$1.00.
- b. If a Claim is partially liquidated, then the Voting Amount of that Claim must be set as only the liquidated amount of that Claim.
- c. If an amount listed on a Master Ballot is in excess of a corresponding amount set forth in the Holdings Information timely sent to GCG, then (i) GCG shall notify the Noteholder Nominee of this disparity; (ii) the Noteholder Nominee may reply to GCG with an explanation regarding this disparity; and (iii) if GCG does not timely receive a plausible explanation from the Noteholder Nominee, then GCG shall set the Voting Amount as the amount listed in the Holdings Information and accordingly reduce (on a *pro rata* basis) the Voting Amount of each beneficial vote listed on the Noteholder Nominee's Master Ballot.
- d. Unless otherwise directed by the Debtors (and to the extent reasonably practicable), if a Voter submits multiple Valid Votes based on multiple Voting Claims in the same Voting Class, then GCG may tabulate all of that Voter's votes, collectively, as one (1) single vote with a corresponding Voting Amount equivalent to the aggregated total of the Valid Votes submitted by that Voter.

44. Late-filed Claims or Claims scheduled as wholly contingent, wholly unliquidated, disputed, or in a zero or unknown amount for which no corresponding timely proof of claim was filed may not serve as the basis for a vote on the Plan, and GCG shall be under no obligation to solicit or tabulate any votes based on such Claims.

45. If multiple Valid Votes are cast for the same Voting Claim, then only the latest Valid Vote for that Claim shall be tabulated, and that vote shall be deemed to supersede and revoke any other vote cast for that Voting Claim.

46. If, by a Claim Objection filed by the Claim Objection Deadline, the Debtors seek to (i) disallow or expunge a Claim in its entirety, then GCG shall not tabulate any vote based on that Claim; (ii) reduce and allow a Claim, then GCG shall set the Voting Amount of that Claim as the reduced amount listed in the Claim Objection; (iii) reclassify a Claim into a different Voting Class, then GCG shall classify and tabulate any vote based on that Claim in that Voting Class; and/or (iv) reclassify a Claim from a Voting Class to a nonvoting one, then GCG shall classify any vote based on that Claim in that nonvoting Class and not tabulate any vote based on that Claim.

47. Voters may challenge the disallowance of a Voting Claim based on the foregoing Tabulation Procedures, or raise certain other issues with respect to that Claim, only if that Voter files and properly serves a Rule 3018 Motion on or before the 3018 Motion Deadline. The Debtors and other parties in interest may file an objection to any 3018 Motion no later than the 3018 Objection Deadline.

48. Rule 3018 Motions that have not been resolved consensually shall be heard at the Confirmation Hearing. If any Rule 3018 Motion has not been resolved consensually, or by an order of the Bankruptcy Court, on or before the Voting Deadline, then GCG shall determine, in

accordance with the Tabulation Procedures (including the procedures for Claim Objections set forth in paragraph 46 *supra*), whether to allow, and the Voting Amount for, any Claims referenced in that Rule 3018 Motion. GCG shall list these determinations in the Vote Report, which determinations may be contested at the Confirmation Hearing to the extent they are not resolved before then.

49. GCG shall complete the tabulation of votes no later than the Tabulation Deadline; provided, however, and for the avoidance of doubt, that the Tabulation Deadline may be extended as specified in paragraph 10 *supra*. On or before the Tabulation Deadline, GCG shall file with the Bankruptcy Court the Vote Report, including the Valid Vote totals for each Voting Class and a list of Invalid Votes with summary descriptions of why those Votes were excluded from tabulation.

G. Confirmation Procedures

50. The Confirmation Procedures are approved in all respects, including, without limitation, as specified herein.

51. All of the dates and deadlines of the Confirmation Timeline shall be as specified in this table:

<u>CONFIRMATION TIMELINE</u>	
Confirmation Objection Deadline	August 2, 2016, at 4:00 p.m. (ET)
Confirmation Brief and Reply Deadline	August 9, 2016, at 4:00 p.m. (ET)
Confirmation Hearing Date	August 15, 2016, at 10:00 a.m. (ET)

52. The Bankruptcy Court will not consider an objection to the Plan unless that objection: (i) complies with all applicable law, including the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Order and any other orders of the Bankruptcy Court; (ii) states the name and address of the objecting party and the nature of the Claim or Interest of such Party;

(iii) states with particularity the basis and nature of any objection; (iv) is filed with the Clerk of the Bankruptcy Court, 824 North Market Street, Wilmington, Delaware 19801; and (v) is served upon the following parties so that it is **actually received** on or before the Confirmation Objection Deadline of **August 2, 2016 at 4:00 p.m. (ET)**: (a) the Debtors, c/o Quicksilver Resources Inc., 801 Cherry Street, Suite 4000, Fort Worth, TX, 76102, Attn: Vanessa Gomez LaGatta; (b) counsel to the Debtors, Akin Gump Strauss Hauer & Feld, LLP, 1700 Pacific Ave, Suite 4100, Dallas, TX 75201, Attn: Charles R Gibbs and Sarah Link Schultz; (c) co-counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE, 19801, Attn: Paul N. Heath; (d) counsel to the Committee of Unsecured Creditors, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY, 10019, Attn: Andrew N. Rosenberg and Elizabeth R. McColm; (e) co-counsel to the Committee of Unsecured Creditors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE, 19899, Attn: Richard S Cobb and Matthew B. McGuire; (f) counsel for the First Lien Agent, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Steven M. Fuhrman, Esq.; (g) counsel for the Second Lien Agent, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mitchell A. Seider, Esq. and David Hammerman, Esq.; (h) counsel for the Second Lien Indenture Trustee, Emmet, Marvin & Martin LLP, 120 Broadway, 32nd Floor, New York, NY 10271, Attn: Edward P. Zujkowski, Esq. and Thomas Pitta, Esq.; (i) counsel for the Ad Hoc Group of Second Lienholders, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005, Attn: Dennis F. Dunne, Esq. and Samuel A. Khalil, Esq.; and (j) the Office of the United States Trustee, Region 3, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Jane Leamy.

H. Other Relief

53. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a Claim after the Record Date.

54. All time periods approved by this Order shall be calculated in accordance with the provisions of Bankruptcy Rule 9006.

55. The Debtors are authorized, but not directed, to reimburse DTC, the Credit Agents, the Nominees, and the Mailing Agents for their reasonable and documented fees and expenses associated with the Voting Procedures and the Confirmation Procedures.

56. Once a vote on the plan is submitted to GCG in accordance with the Submission Procedures, that vote shall not be withdrawn or modified after the Voting Deadline unless the Debtors consent or such withdrawal or modification is approved by the Bankruptcy Court upon an appropriate motion.

57. The Debtors are authorized to make non-substantive changes to the Voting Procedures and the Confirmation Procedures and to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

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

Dated: _____, 2016
Wilmington, Delaware

The Honorable Laurie Selber Silverstein
United States Bankruptcy Judge

Exhibit B

Disclosure Statement Hearing Notice

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

In re:

Quicksilver Resources Inc., et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 15-10585 (LSS)
)
) Jointly Administered
)

**NOTICE OF HEARING TO CONSIDER THE DISCLOSURE STATEMENT
FILED BY QUICKSILVER RESOURCES INC. AND ITS AFFILIATED DEBTORS**

PLEASE TAKE NOTICE THAT on May 18, 2016, Quicksilver Resources Inc. and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) filed the *Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* (the “Plan”)² with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Plan sets forth how the Debtors’ assets will be distributed to certain holders of Claims against the Debtors’ Estates. The Plan has not yet been confirmed by the Bankruptcy Court. If the Plan is confirmed, the distributions thereunder will be made and other relief will be granted that may affect your rights.

PLEASE TAKE FURTHER NOTICE THAT, contemporaneously with the Plan, the Debtors filed the *Disclosure Statement for Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* (the “Disclosure Statement”). The Disclosure Statement is an informational document designed to help parties in interest make an informed judgment about the Plan and understand the implications of the Bankruptcy Court confirming the Plan.

PLEASE TAKE FURTHER NOTICE THAT, before the Bankruptcy Court determines whether to confirm the Plan, and before the Debtors solicit votes on the Plan, the Debtors must first obtain the Bankruptcy Court’s approval of (i) the Disclosure Statement; (ii) the procedures, documents, dates, and deadlines for the solicitation, submission, and tabulation of votes on the Plan (the “Voting Procedures”); and (iii) the procedures and timeline for the Debtors to obtain confirmation of the Plan (the “Confirmation Procedures”). To obtain these approvals, the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed in the Plan or the Motion (as defined below), as applicable.

Debtors have filed the *Motion Seeking Entry of an Order Approving the Debtors' Disclosure Statement, Voting Procedures, and Confirmation Procedures* (the "Motion").

PLEASE TAKE FURTHER NOTICE THAT a hearing (the "Disclosure Statement Hearing") to consider the Motion will be held before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801 on **June 28, 2016 at 10:00 a.m. (ET)**. It is possible that the Disclosure Statement Hearing will be continued to another hearing date by the Bankruptcy Court or the Debtors. If so, there will be an announcement during the Disclosure Statement Hearing, and/or the Debtors will file a notice of adjournment with the Bankruptcy Court and serve it on parties entitled to such notice.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Motion, or other documents filed in the Debtors' bankruptcy cases, you may do so online at: www.gardencitygroup.com/cases/KWK or by (i) calling the Debtors' restructuring hotline at (877) 940-2410; (ii) emailing the Debtors' administrative agent ("GCG") at KWKinfo@gardencitygroup.com; or (iii) sending a written request to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155. Please be advised that you may not obtain legal advice by contacting the Debtors or GCG and you should consult an attorney if you seek such advice.

PLEASE TAKE FURTHER NOTICE THAT objections, if any, to the Disclosure Statement or the Motion must: (i) be in writing; (ii) conform to the Bankruptcy Rules, the Local Rules, orders of the Bankruptcy Court, and any other applicable law; (iii) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Disclosure Statement, Voting Procedures, and/or Confirmation Procedures that would resolve such objection; (iv) be filed with the Bankruptcy Court (contemporaneously with a proof of service) with a hard copy delivered to the Bankruptcy Court; and (v) be served upon the following parties so that it is **actually received** on or before **June 21, 2016 at 5:00 p.m. (ET)**: (a) the Debtors, c/o Quicksilver Resources Inc., 801 Cherry Street, Suite 4000, Fort Worth, TX, 76102, Attn: Vanessa Gomez LaGatta; (b) counsel to the Debtors, Akin Gump Strauss Hauer & Feld, LLP, 1700 Pacific Ave, Suite 4100, Dallas, TX 75201, Attn: Charles R. Gibbs and Sarah Link Schultz; (c) co-counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE, 19801, Attn: Paul N. Heath; (d) counsel to the Committee of Unsecured Creditors, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY, 10019, Attn: Andrew N. Rosenberg and Elizabeth R. McCollm; (e) co-counsel to the Committee of Unsecured Creditors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE, 19801, Attn: Richard S Cobb and Matthew B. McGuire; (f) counsel for the First Lien Agent, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Steven M. Fuhrman, Esq.; (g) counsel for the Second Lien Agent, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mitchell A. Seider, Esq. and David Hammerman, Esq.; (h) counsel for the Second Lien Indenture Trustee, Emmet, Marvin & Martin LLP, 120 Broadway, 32nd Floor, New York, NY 10271, Attn: Edward P. Zujkowski, Esq. and Thomas Pitta, Esq.; (i) counsel for the Ad Hoc Group of Second Lienholders, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005, Attn: Dennis F. Dunne, Esq. and Samuel A. Khalil, Esq.; and (j) Office of the United States Trustee, Region 3, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Jane Leamy.

Wilmington, Delaware
Date: May 18, 2016

/s/_____

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)
Amanda R. Steele (DE 5530)
Rachel L. Biblo (DE 6012)
One Rodney Square
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Telephone: (302) 651-7700
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– and –

AKIN GUMP STRAUSS HAUER & FELD LLP

Charles R. Gibbs (admitted *pro hac vice*)
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**COUNSEL FOR DEBTORS AND DEBTORS IN
POSSESSION**

Exhibit C

Confirmation Hearing Notice

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

In re:

Quicksilver Resources Inc., et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 15-10585 (LSS)
)
) Jointly Administered
)

CONFIRMATION HEARING NOTICE

YOU ARE RECEIVING THIS NOTICE (THE “CONFIRMATION HEARING NOTICE”) BECAUSE YOU MAY HOLD A CLAIM AGAINST, OR INTEREST IN, THE ABOVE-CAPTIONED DEBTORS AND DEBTORS IN POSSESSION (COLLECTIVELY, THE “DEBTORS”). THE DEBTORS ARE CURRENTLY SOLICITING VOTES TO ACCEPT THEIR PROPOSED CHAPTER 11 PLAN OF LIQUIDATION, WHICH, IF CONFIRMED BY THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE (THE “BANKRUPTCY COURT”), WILL DETERMINE, AMONG OTHER THINGS, HOW THE DEBTORS ASSETS WILL BE DISTRIBUTED TO THE HOLDERS OF CERTAIN CLAIMS AGAINST THEIR ESTATES AND GRANT THE DEBTORS OTHER RELIEF THAT MAY AFFECT YOUR RIGHTS. THIS NOTICE PROVIDES FURTHER DETAILS REGARDING THE FOREGOING AND WAYS IN WHICH YOUR RIGHTS MAY BE AFFECTED, SO PLEASE READ IT CAREFULLY.

The Disclosure Statement and the Motion

On May May 18, 2016, the Debtors filed the *Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* [D.I. __] (the “Plan”).² The Plan sets forth how the Debtors’ assets will be distributed to certain holders of Claims against the Debtors’ Estates and other relief that may affect your rights (as described below). To obtain confirmation of the Plan, the Debtors must first solicit acceptances thereof. Therefore, contemporaneously with the Plan, the Debtors filed the *Disclosure Statement for Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* [D.I. __] (the “Disclosure”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed in the Plan or the Motion (as defined below), as applicable.

Statement”). In addition, the Debtors have filed the *Motion for Approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. __] (the “Motion”). The Disclosure Statement includes information regarding the Debtors, their bankruptcy cases, and the Plan, including the treatment of certain types of Claims and Interests, and is designed to provide voters with adequate information to make an informed judgment about the Plan. By the Motion, the Debtors requested that the Bankruptcy Court approve the Disclosure Statement and approve the timing, requirements and processes for soliciting, submitting, and counting votes on the Plan (the “Voting Procedures”).

The Bankruptcy Court held a hearing regarding the Motion on June 28, 2016, and entered an order approving the Motion [D.I. __] (the “Order”). The Bankruptcy Court’s Order approves (i) the Disclosure Statement; (ii) the procedures related to vote solicitation, which govern the form and manner of service of the vote-materials and related notices on parties that may vote on the Plan, may not vote thereon, and other parties in interest; (iii) the procedures related to vote submission, which govern how parties may submit votes on the Plan and/or elections regarding the Third-Party Releases and related provisions of the Plan (the “Third-Party Releases”); (iv) the procedures related to vote tabulation, which govern how votes on the Plan will be counted; and (v) the procedures related to Plan confirmation, which govern the dates, deadlines, and filings related to confirmation.

Voting on the Plan

In accordance with the Order, the Debtors currently are soliciting votes on the Plan. You may determine whether you are entitled to cast votes on the Plan by consulting the table below and/or the other documents you received with this Confirmation Hearing Notice. Specifically, if you are entitled to vote on the Plan, you will receive a set of voting instructions that require that all votes on the Plan be submitted in the form and manner described in the Motion and the Order and so that they are **actually received** on or before **August 2, 2016, at 5:00 p.m.** by the Debtors’ administrative and voting agent, Garden City Group, LLC (“GCG”) or by certain other parties as detailed in the voting instructions.

Class	Claims	Status	Voting Rights
Class 1	Other Priority Claims	Unimpaired	Presumed to Accept
Class 2	Other Secured Claims	Unimpaired	Presumed to Accept
Class 3	First Lien Claims	Unimpaired	Presumed to Accept
Class 4	Second Lien Secured Claims	Impaired	Entitled to Vote
Class 5	General Unsecured Claims	Impaired	Entitled to Vote
Class 6	510 Claims	Impaired	Presumed to Reject
Class 7	Intercompany Interests	Impaired	Presumed to Reject
Class 8	Non-Intercompany Interests	Impaired	Presumed to Reject

Plan Confirmation and Its Effects

Following the solicitation, submission, and tabulation of votes on the Plan in accordance with the Order, the Bankruptcy Court will determine whether the Plan may be confirmed.

IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, THEN THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM OR PROOF OF INTEREST IN THESE CHAPTER 11 CASES, FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN, OR VOTED TO REJECT THE PLAN.

The binding effect of the Plan includes (and is not limited to) the releases, exculpations and injunctions that are described in detail in Article XI of the Plan. Certain parties that are entitled to vote on the Plan may opt out of these provisions. All other parties may otherwise contest these provisions by filing an objection in accordance with the objection procedures specified below.

In addition, the binding effect of the Plan includes (and is not limited to) the assumption and rejection of certain Executory Contracts and Unexpired Leases. Specifically, each Executory Contract and Unexpired Lease shall be deemed automatically rejected in accordance with the provisions of Bankruptcy Code sections 365 and 1123 as of the Effective Date, unless any such Executory Contract or Unexpired Lease: (i) is listed on the Schedule of Assumed Contracts and Leases, (ii) is listed on the Schedule of Contracts and Leases Neither Assumed Nor Rejected, or (iii) is otherwise assumed pursuant to the terms of the Plan. Any Executory Contract or Unexpired Lease subject to a pending motion to assume or reject as of the Effective Date of the Plan shall be treated as provided in the final order resolving such motion.

Objecting to the Plan

If you do not object to the Plan, and the Plan is confirmed, or if you do object and the Bankruptcy Court confirms the Plan without sustaining your objection, then all of the above-mentioned effects of the Plan, and all of the other relief contemplated under and effects of the Plan, will be binding on you.

Please note that objections to the Plan must: (i) be in writing; (ii) conform to the Bankruptcy Rules, the Local Rules, orders of the Bankruptcy Court, and any other applicable law; (iii) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan that would resolve such objection; (iv) be filed with the Bankruptcy Court (contemporaneously with a proof of service) with a hard copy delivered to the Bankruptcy Court; and (v) be served upon the following parties so that it is **actually received** on or before **August 2, 2016, at 5:00 p.m. (ET)**: (a) the Debtors, c/o Quicksilver Resources Inc., 801 Cherry Street, Suite 4000, Fort Worth, TX, 76102, Attn: Vanessa Gomez LaGatta; (b) counsel to the Debtors, Akin Gump Strauss Hauer & Feld, LLP, 1700 Pacific Ave, Suite

4100, Dallas, TX 75201, Attn: Charles R. Gibbs and Sarah Link Schultz; (c) co-counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE, 19801, Attn: Paul N. Heath; (d) counsel to the Committee of Unsecured Creditors, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY, 10019, Attn: Andrew N. Rosenberg and Elizabeth R. McColm; (e) co-counsel to the Committee of Unsecured Creditors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE, 19801, Attn: Richard S Cobb and Matthew B. McGuire; (f) counsel for the First Lien Agent, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Steven M. Fuhrman, Esq.; (g) counsel for the Second Lien Agent, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mitchell A. Seider, Esq. and David Hammerman, Esq.; (h) counsel for the Second Lien Indenture Trustee, Emmet, Marvin & Martin LLP, 120 Broadway, 32nd Floor, New York, NY 10271, Attn: Edward P. Zujkowski, Esq. and Thomas Pitta, Esq.; (i) counsel for the Ad Hoc Group of Second Lienholders, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005, Attn: Dennis F. Dunne, Esq. and Samuel A. Khalil, Esq.; and (j) Office of the United States Trustee, Region 3, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Jane Leamy. If you wish to challenge certain voting-related issues you may file a Rule 3018 Motion as further described in the Motion.

Plan Confirmation Hearing

A hearing (the “Confirmation Hearing”) will be held to consider confirmation of the Plan, including any objections thereto, before the Honorable Laurie S. Silverstein, United States Bankruptcy Judge, at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801 on **August 15, 2016 at 10:00 a.m. (ET)**. The Confirmation Hearing may be continued from time to time without any further notice other than the announcement of the adjourned continuance date at the Confirmation Hearing or any continued hearing.

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Additional Information

If you would like to obtain a copy of the Plan, Disclosure Statement, Motion, Order, or other documents filed in the Debtors' bankruptcy cases, you may do so online at: www.gardencitygroup.com/cases/KWK or by (i) calling the Debtors' restructuring hotline at (877) 940-2410; (ii) emailing the Debtors' administrative agent ("GCG") at KWKinfo@gardencitygroup.com; or (iii) sending a written request to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155. Please be advised that you may not obtain legal advice by contacting the Debtors or GCG and you should consult an attorney if you seek such advice.

Wilmington, Delaware

Date: May 18, 2016

/s/ _____

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**COUNSEL FOR DEBTORS AND DEBTORS IN
POSSESSION**

Exhibit D

Voting Instructions

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

In re:

Quicksilver Resources Inc., et al.,¹

Debtors.

)

) Chapter 11

)

) Case No. 15-10585 (LSS)

)

) Jointly Administered

)

INSTRUCTIONS FOR VOTING ON THE DEBTORS' PLAN

You are receiving these voting instructions (the “Voting Instructions”) because you hold the Claim(s)² against some or all of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) in the following Class(es) and amount(s):

Class	Amount

The Debtors have filed a chapter 11 plan of liquidation [D.I. ____] (the “Plan”) that contemplates that your Claim(s) will be satisfied in part if the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) confirms the Plan. At this time, you are able to vote on the Plan in the above-listed class(es) and amount(s). If sufficient votes in support of the Plan are submitted, the Bankruptcy Court will confirm the Plan, and the treatment thereunder will be binding on you whether or not you vote on the Plan. Further details regarding the Plan, the treatment of your Claim(s), and the confirmation process may be found in the *Confirmation Hearing Notice* that you received with these voting instructions.

Voting Deadline. All votes on the Plan must be submitted so that they are **actually received** by the Debtors’ administrative and voting agent for these chapter 11 cases, Garden City Group, LLC (“GCG”) on or before **August 2, 2016, at 5:00 p.m. (ET)**.³ You are encouraged to submit your vote online through the Debtors’ voting website (the “Voting Website”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed in the Plan (as defined below) or the *Motion for Approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. ____] (the “Motion”), as applicable.

³ The Debtors may extend the Voting Deadline without further order of the Bankruptcy Court. .

Voting Online. To submit your vote online through the Voting Website, please comply with the following instructions.

- 1st*** Access the Online Voting Portal by visiting the Debtors' dedicated restructuring website at www.gardencitygroup.com/cases/kwk. Select "Online Voting Portal."
- 2nd*** Check the appropriate box certifying that you hold a Claim in a class entitled to vote and select "Submit."
- 3rd*** Enter your GCG Record Number, Ballot Control Number and the Verification Code that appears on the screen. Then select "Sign In" to enter the Online Voting Portal.
- 4th*** Under Item 1, review and confirm the accuracy of the information including your name, address, the classification and amount of your Claim for voting purposes. If any change to your contact information is required, please e-mail GCG at KWKinfo@gardencitygroup.com stating the "old" information and setting forth the required changes.
- 5th*** Under Item 2, check *either* "Accept (vote FOR) the Plan" or "Reject (vote AGAINST) the Plan." Select "Next" to proceed to the next screen.
- 6th*** Under Item 3, you will be provided with an opportunity to opt-out of the Third Party Release (which is further detailed below). To opt-out, you must check the "opt-out" box. If you vote to accept the Plan or abstain from voting on the Plan, you will be deemed to consent to the Third Party Release.
- 7th*** Under item 4, sign your name by typing your name on the "Ballot Filed by" line and checking the box to affix your electronic signature to your Ballot. Please also provide any contact information that was not included in Item 1. If you are acting on behalf of the voting party, in the "Title/Authorized Agent Name" field you must provide either your title or the name of the authorized agent, as applicable. Once completed, click the "Submit" button. When you click the "Submit" button, your Ballot is deemed submitted.

Shortly after you submit your vote through the Voting Website, you will receive an electronic confirmation that your vote has been received by GCG.

Voting by Mail. As an alternative to voting online through the Voting Website, you may submit your vote by mail on a paper ballot (a "Paper Ballot"). **Importantly, however, if you choose to submit your vote by mail instead of online you incur certain risks, including, for example, mailing failures that result in your vote not being timely received (or received at all) by GCG.** To vote by mail, please request a Paper Ballot from GCG by (i) phone at (877) 940-2410, or (ii) by email at KWKinfo@gardencitygroup.com. Once you receive a Paper Ballot from GCG, you should send it (i) by first class mail to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155 or (ii) by courier or hand delivery to Quicksilver Resources Inc., et al., c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017.

Valid Votes. While completing and submitting votes on the Plan, please note that (i) GCG will tabulate each vote that fully complies with the requirements and processes listed in these instructions (each, a “Valid Vote”) and (ii) GCG will not tabulate any vote on the Plan that does not comply with these requirement and processes (each, an “Invalid Vote”), unless that Invalid Vote is cured of any defects or irregularities before the Voting Deadline or the Debtors, in their sole discretion, direct GCG to tabulate that Invalid Vote. In determining whether a vote is a Valid Vote, GCG will comply with the following Tabulation Procedures and, therefore, you should carefully review the following.

- Votes must be permissible under all applicable law, including the Bankruptcy Code, Bankruptcy Rules, Local Rules, and the *Order Approving the Debtors’ Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. ____] (the “Order”). To the extent you are not sure whether your vote is permissible, or if you have any other legal questions regarding voting, you should contact an attorney, because neither the Debtors nor GCG may answer your legal questions.
- Votes must be actually received by GCG through the Voting Website or by mail, hand delivery, or courier in the manner specified above on or before the Voting Deadline. For the avoidance of doubt, votes may not be submitted to the Debtors or any of their advisors or agents (other than GCG).
- Votes must be legible if submitted in writing and must include all requested information. Votes that are submitted without a check mark or other indication in the space designated in a Paper Ballot or on the Voting Website for indications regarding whether the Voter accepts or rejects the Plan (each, a “Voting Decision”) may be deemed an Invalid Vote and not counted.
- Votes must be signed by the Voter or an authorized representative of the Voter.
- Transferees or assignees of a transferred or assigned Claim may submit a vote only if that transfer or assignment (i) was completed on or before the Record Date set forth in the Order and (ii) is consistent with the requirements of Bankruptcy Rule 3001.
- Each vote must be based on a Voting Claim that (i) is not scheduled as wholly unliquidated, wholly contingent, or disputed; (ii) does not relate to a debt or obligation that the Debtors already paid or otherwise satisfied; (iii) relates to a timely filed Claim; and (iv) is not duplicative of, or superseded by, a later-submitted Valid Vote; provided, however, that GCG will tabulate any vote based on a Voting Claim that was allowed for voting purposes by an order of the Bankruptcy Court.
- Votes must include only one Voting Decision and must include the same Voting Decision that was submitted by or on behalf of that voter for other vote(s) (if any) in the same Voting Class.

- Votes submitted in connection with a Claim subject to a Claim Objection filed by the Debtors on or before the Claim Objection Deadline will not be tabulated. Challenges to a Claim Objection may be raised in a timely filed motion brought under Bankruptcy Rule 3018, consistent with the procedures outlined in the Order.

Third-Party Releases (only applicable to holders that vote to reject the Plan). The Plan includes certain releases, exculpations, and injunctions (the “Third-Party Releases”) that are described in detail in the Disclosure Statement. **If you (i) vote to accept the Plan, (ii) are entitled to vote on the Plan and elect not to do so, or (iii) vote to reject the Plan and do not opt out of the Third-Party Releases, you will be deemed to have consented to the Third-Party Releases. If and only if you have voted to reject the Plan, then you may choose to opt out of the Third-Party Releases by checking the appropriate box on the Voting Website or a Paper Ballot.**

To provide additional information regarding the Third-Party Releases, the following sections of the Plan have been copied immediately below: § 11.4 (Third-Party Release), § 11.5 (Exculpation and Limitation of Liability), and § 11.6 (Injunction Related to Releases and Exculpation). To the extent of any discrepancy between the following and the corresponding sections in the Plan, including any modifications or amendments thereto, the sections in the Plan control. Please carefully review the following.

11.4 Third-Party Release.

11.4.1 As of the Effective Date, to the fullest extent permitted by applicable law, the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released, waived and fully discharged the Liquidation Trust and all Released Parties from any and all Claims, Interests, obligations, rights, suits, judgments, damages, demands, debts, Causes of Action, remedies, and liabilities whatsoever, including any derivative Claims, asserted on behalf of the Debtors, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereinafter arising, in law, equity, or otherwise, that such Person would have been entitled to assert (whether individually or collectively), based on or in any way relating to, or in any manner arising from, in whole or in part, the Debtors, the Chapter 11 Cases, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of Claims and Interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Documents, and related agreements, settlements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes fraud or willful misconduct. Notwithstanding anything to the contrary in the foregoing, the Third-Party Release does not release any post-Effective Date obligations of any party under the Plan, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, or any indemnification, exculpation, insurance or advancement of expenses obligations, reimbursement of expenses

obligations, obligations arising from the ownership of equity or debt securities or other Interests in the Debtors, or any wages, overtime, bonus or employee benefit (including health, welfare, or retirement benefits) obligations owed to any Releasing Party.

11.4.2 Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good-faith settlement and compromise of the claims released by the Third-Party Release; (3) in the best interests of the Debtors and all holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any claim or cause of action released pursuant to the Third-Party Release.

11.5 Exculpation and Limitation of Liability.

Except as otherwise specifically provided in the Plan and to the extent not prohibited by applicable law, no Exculpated Party shall have or incur, and each Exculpated Party is hereby released and exculpated from, any Exculpated Claim, obligation, Cause of Action, or liability for any Exculpated Claim; *provided, however*, that the foregoing exculpation shall have no effect on the liability of any Person that results from any such act or omission that is determined in a Final Order to have constituted gross negligence or willful misconduct; *provided, further*, that in all respects such Persons shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties (and each of their respective affiliates, agents, directors, officers, employees, advisors, and attorneys) have complied with the applicable provisions of the Bankruptcy Code with regard to the solicitation and distribution of the Plan and the Plan Distributions and, therefore, are not and shall not be liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such Plan Distributions.

11.6 Injunction Related to Releases and Exculpation.

Except as otherwise expressly provided in the Plan or for obligations issued pursuant to the Plan, or Confirmation Order, all entities who have held, hold, or may hold Claims against or Interests in the Debtors are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, their Estates, the Liquidation Trust, the Disbursing Agent, or the Released Parties on account of any such Claims or Interests including, but not limited to: (1) commencing or continuing in any manner any action or other proceeding of any kind; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order; (3) creating, perfecting, or enforcing any encumbrance of any kind; (4) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from the Debtors' Estates or the Liquidation Trust notwithstanding an indication in a proof of Claim or Interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to Bankruptcy Code section 553 or otherwise; (5) commencing or continuing in

any manner any action or other proceeding of any kind that does not comply with or is inconsistent with the Plan, including any right of action against an Exculpated Party for any Exculpated Claim, obligation, Cause of Action, or liability for any Exculpated Claim; and (6) taking any actions to interfere with the implementation or consummation of the Plan; provided, however, that nothing herein shall preclude any entity from exercising rights pursuant to and consistent with the terms of the Plan or the Confirmation Order.

Additional Information. If you would like to obtain a copy of the Plan, the Motion, or other documents filed in the Debtors' bankruptcy cases, you may do so online at: www.gardencitygroup.com/cases/KWK or by (i) calling the Debtors' restructuring hotline at (877) 940-2410; (ii) emailing GCG at KWKinfo@gardencitygroup.com; or (iii) sending a written request to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155. Please be advised that you may not obtain legal advice by contacting the Debtors or GCG and you should consult an attorney if you seek such advice.

Wilmington, Delaware
Date: May 18, 2016

/s/

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)
Amanda R. Steele (DE 5530)
Rachel L. Biblo (DE 6012)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

– and –

AKIN GUMP STRAUSS HAUER & FELD LLP

Charles R. Gibbs (admitted *pro hac vice*)
Sarah Link Schultz (admitted *pro hac vice*)
Travis A. McRoberts (DE 5274)
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343

**COUNSEL FOR DEBTORS AND DEBTORS IN
POSSESSION**

Exhibit E

Form of Paper Ballot

**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
)	

BALLOT FOR VOTING ON THE DEBTORS' PLAN

[CLASS 4: SECOND LIEN SECURED CLAIMS]

[CLASS 5: GENERAL UNSECURED CLAIMS]

Introduction. You have requested to vote by mail on the *Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* [D.I. ____] (the “Plan”)² that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) have filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). The Plan sets forth how the Debtors’ assets will be distributed to certain holders of Claims against their Estates and certain other relief that may affect your rights. To assist you in making an informed decision on how to vote on the Plan, the Debtors have filed, and the Bankruptcy Court has approved, the *Disclosure Statement for Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* [D.I. ____] (the “Disclosure Statement”).

Additional Information. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you would like to obtain a copy of the Plan, Disclosure Statement, or other documents filed in the Debtors’ chapter 11 cases, you may do so online at: www.gardencitygroup.com/cases/KWK or by (i) calling the Debtors’ restructuring hotline at (877) 940-2410; (ii) emailing the Debtors’ administrative agent, Garden City Group, LLC (“GCG”), at KWKinfo@gardencitygroup.com; or (iii) sending a written request to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155. Please be

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed in the Plan or the *Motion for Approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. ____], as applicable..

advised that you may not obtain legal advice by contacting the Debtors or GCG and you should consult an attorney if you seek such advice.

Submitting Your Vote. All votes on the Plan must be submitted so that they are **actually received** by GCG on or before **August 2, 2016, at 5:00 p.m. (ET)** and fully comply with the Voting Instructions. Please complete, sign, and date this ballot and return it promptly to:

If by first class mail:

Quicksilver Resources Inc., *et al.*
c/o GCG
P.O. Box 10155
Dublin, OH 43017-3155

If by courier or hand delivery:

Quicksilver Resources Inc., *et al.*
c/o GCG
5151 Blazer Parkway
Suite A
Dublin, Ohio 43017

Ballots should not be sent to the Debtors or their advisors or agents (other than GCG). Ballots that are not properly submitted will not be counted.

Voting. You are entitled to vote because you hold one or more Claims against the Debtors that have been classified in Class [4] / [5] under the Plan. The Plan and Disclosure Statement describe the treatment of Claims in this Class. If you hold multiple Claims in one or both of Class 4 and Class 5, you will receive a ballot for each Class in which you are entitled to vote. **To cast a vote on the Plan, please review and complete the following four items:**

ITEM 1. AMOUNT OF CLAIM. The undersigned hereby certifies that as of the Record Date, the undersigned was the Holder of [Class 4: Second Lien Secured Claims] / [Class 5: General Unsecured Claims] in the following aggregate unpaid principal amount:

\$ _____

ITEM 2. VOTE ON PLAN. The Holder of the [Class 4: Second Lien Secured Claims] / [Class 5: General Unsecured Claims] set forth in Item 1 votes to (please check only one box):

☐ **ACCEPT** (vote FOR) the Plan ☐ **REJECT** (vote AGAINST) the Plan

Any Ballot that is executed by the Holder of a Claim but is not marked to accept or reject the Plan or is marked both to accept and reject the Plan will not be counted. **By voting to accept the plan, you have consented to certain releases as described in item 3.**

ITEM 3. ELECTION REGARDING THIRD-PARTY RELEASES (ONLY APPLICABLE TO HOLDERS THAT VOTE TO REJECT THE PLAN IN ITEM 2 ABOVE).

The Plan includes certain releases, exculpations, and injunctions (the “Third-Party Releases”) that are described in detail in the Disclosure Statement and copied below for your convenience. **If you have (i) voted to accept the Plan, (ii) are entitled to vote on the Plan and elect not to do so, or (iii) vote to reject the Plan and do not opt out of the Third-Party Releases, you have consented to the Third-Party Releases. If and only if you have voted to reject the Plan, then you may choose to opt out of the Third-Party Releases by checking the following box.** Please see below for further information regarding the Third-Party Releases.

☐ **Opt out of Third-Party Releases**

To provide additional information regarding the Third-Party Releases, the following sections of the Plan have been copied immediately below: § 11.4 (Third-Party Release), § 11.5 (Exculpation and Limitation of Liability), and § 11.6 (Injunction Related to Releases and Exculpation). To the extent of any discrepancy between the following and the corresponding sections in the Plan, including any modifications or amendments thereto, the sections in the Plan control. Please carefully review the following.

11.4 Third-Party Release.

11.4.1 As of the Effective Date, to the fullest extent permitted by applicable law, the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released, waived and fully discharged the Liquidation Trust and all Released Parties from any and all Claims, Interests, obligations, rights, suits, judgments, damages, demands, debts, Causes of Action, remedies, and liabilities whatsoever, including any derivative Claims, asserted on behalf of the Debtors, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereinafter arising, in law, equity, or otherwise, that such Person would have been entitled to assert (whether individually or collectively), based on or in any way relating to, or in any manner arising from, in whole or in part, the Debtors, the Chapter 11 Cases, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of Claims and Interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Documents, and related agreements, settlements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes fraud or willful misconduct. Notwithstanding anything to the contrary in the foregoing, the Third-Party Release does not release any post-Effective Date obligations of any party under the Plan, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, or any indemnification, exculpation, insurance or advancement of expenses obligations, reimbursement of expenses obligations, obligations arising from the ownership of equity or debt securities or other

Interests in the Debtors, or any wages, overtime, bonus or employee benefit (including health, welfare, or retirement benefits) obligations owed to any Releasing Party.

11.4.2 Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good-faith settlement and compromise of the claims released by the Third-Party Release; (3) in the best interests of the Debtors and all holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any claim or cause of action released pursuant to the Third-Party Release.

11.5 Exculpation and Limitation of Liability.

Except as otherwise specifically provided in the Plan and to the extent not prohibited by applicable law, no Exculpated Party shall have or incur, and each Exculpated Party is hereby released and exculpated from, any Exculpated Claim, obligation, Cause of Action, or liability for any Exculpated Claim; *provided, however*, that the foregoing exculpation shall have no effect on the liability of any Person that results from any such act or omission that is determined in a Final Order to have constituted gross negligence or willful misconduct; *provided, further*, that in all respects such Persons shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties (and each of their respective affiliates, agents, directors, officers, employees, advisors, and attorneys) have complied with the applicable provisions of the Bankruptcy Code with regard to the solicitation and distribution of the Plan and the Plan Distributions and, therefore, are not and shall not be liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such Plan Distributions.

11.6 Injunction Related to Releases and Exculpation.

Except as otherwise expressly provided in the Plan or for obligations issued pursuant to the Plan, or Confirmation Order, all entities who have held, hold, or may hold Claims against or Interests in the Debtors are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, their Estates, the Liquidation Trust, the Disbursing Agent, or the Released Parties on account of any such Claims or Interests including, but not limited to: (1) commencing or continuing in any manner any action or other proceeding of any kind; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order; (3) creating, perfecting, or enforcing any encumbrance of any kind; (4) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from the Debtors' Estates or the Liquidation Trust notwithstanding an indication in a proof of Claim or Interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to Bankruptcy Code section 553 or otherwise; (5) commencing or continuing in any manner any action or other proceeding of any kind that does not comply with or is

inconsistent with the Plan, including any right of action against an Exculpated Party for any Exculpated Claim, obligation, Cause of Action, or liability for any Exculpated Claim; and (6) taking any actions to interfere with the implementation or consummation of the Plan; provided, however, that nothing herein shall preclude any entity from exercising rights pursuant to and consistent with the terms of the Plan or the Confirmation Order.

ITEM 4 SIGNATURE. By signing this Ballot, you acknowledge and aver that (i) you are the voter that holds the Claim for which this ballot is being submitted or that you are that voter's Voter Representative; and (ii) the Voter agrees to be bound by the information and indications provided above, including without limitation, the above Voting Decision.

Name

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email

Date Completed

Exhibit F

Nonvoter Notice

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

In re:

Quicksilver Resources Inc., et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 15-10585 (LSS)
)
) Jointly Administered
)

NOTICE OF NONVOTING STATUS

PLEASE TAKE NOTICE THAT on [____], 2016, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order [D.I. ____] (the “Order”) (i) approving the *Disclosure Statement for Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* [D.I. ____] (the “Disclosure Statement”) filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”); (ii) fixing the dates and deadlines related to confirmation of the *Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* [D.I. ____] (the “Plan”);² (iii) approving the procedures for voting on the Plan; and (iv) granting certain related relief.

PLEASE TAKE FURTHER NOTICE THAT, because of the nature and treatment of your Claim or Interest under the Plan,³ you are not entitled to vote on the Plan and that the deadline for filing objections to the Plan is **August 2, 2016, at 4:00 p.m. (ET)** (the “Objection Deadline”). If you choose to object to the Plan, you must submit an objection, in writing, that: (i) complies with all applicable law, including the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Order and any other orders of the Bankruptcy Court; (ii) states the name and address of the objecting party and the nature of the Claim or Interest of such Party; (iii) states with particularity the basis and nature of any objection; and (iv) is filed with the Bankruptcy Court and served by first-class mail upon each of the following parties so as to be **actually received** no later than **August 2, 2016, at 4:00 p.m. (ET)**: (a) the Debtors, c/o Quicksilver Resources Inc., 801 Cherry Street, Suite 4000, Fort Worth, TX, 76102, Attn: Vanessa Gomez

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed in the Plan or the *Motion for Approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. ____], as applicable.

³ Holders of Claims in Classes 1, 2, and 3 are not entitled to vote because they are being satisfied in full and in cash and are presumed to accept and that holders of Claims or Interests in Classes 6, 7, and 8 are not receiving or retaining any property (or interest in property) under the Plan and are deemed to reject.

LaGatta; (b) counsel to the Debtors, Akin Gump Strauss Hauer & Feld, LLP, 1700 Pacific Ave, Suite 4100, Dallas, TX 75201, Attn: Charles R. Gibbs and Sarah Link Schultz; (c) co-counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE, 19801, Attn: Paul N. Heath; (d) counsel to the Committee of Unsecured Creditors, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY, 10019, Attn: Andrew N. Rosenberg and Elizabeth R. McColm; (e) co-counsel to the Committee of Unsecured Creditors, Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE, 19801, Attn: Richard S Cobb and Matthew B. McGuire; (f) counsel for the First Lien Agent, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Steven M. Fuhrman, Esq.; (g) counsel for the Second Lien Agent, Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mitchell A. Seider, Esq. and David Hammerman, Esq.; (h) counsel for the Second Lien Indenture Trustee, Emmet, Marvin & Martin LLP, 120 Broadway, 32nd Floor, New York, NY 10271, Attn: Edward P. Zujkowski, Esq. and Thomas Pitta, Esq.; (i) counsel for the Ad Hoc Group of Second Lienholders, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005, Attn: Dennis F. Dunne, Esq. and Samuel A. Khalil, Esq.; and (j) the Office of the United States Trustee, Region 3, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Jane Leamy. If you wish to challenge certain voting related issues you may file a Rule 3018 Motion as described in the Order.

PLEASE TAKE FURTHER NOTICE THAT the hearing (the “Confirmation Hearing”) to consider confirmation of the Plan will commence on **August 15, 2016 at 10:00 a.m. (ET)** before the Honorable Laurie S. Silverstein, United States Bankruptcy Judge, at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801. It is possible that the Confirmation Hearing will be continued to another hearing date by the Bankruptcy Court or the Debtors. If so, there will be an announcement during the Disclosure Statement Hearing, and/or the Debtors will file a notice of adjournment with the Bankruptcy Court and serve it on parties entitled to such notice.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Plan, the Disclosure Statement, the Order, or other documents filed in the Debtors’ bankruptcy cases, you may do so online at: www.gardencitygroup.com/cases/KWK or by (i) calling the Debtors’ restructuring hotline at (877) 940-2410; (ii) emailing the Debtors’ administrative agent, Garden City Group, LLC (“GCG”), at KWKinfo@gardencitygroup.com; or (iii) sending a written request to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155. Please be advised that you may not obtain legal advice by contacting the Debtors or GCG and you should consult an attorney if you seek such advice.

THE PLAN CONTEMPLATES RELEASE, EXCULPATION AND INJUNCTION PROVISIONS THAT COULD IMPAIR YOUR ABILITY TO BRING SUIT AGAINST THE DEBTOR OR THEIR AGENTS. IF THE PLAN IS CONFIRMED, NO CLAIMS AGAINST THE DEBTOR OR THE SPECIFIED THIRD-PARTIES WILL BE ALLOWED. **PLEASE REVIEW AND CONSIDER ARTICLE 11 OF THE PLAN AND THE REMAINDER OF THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED.** IF YOU HAVE ANY OTHER OBJECTIONS TO THE PLAN, PLEASE SEE ABOVE ON HOW TO FILE OBJECTIONS WITH THE BANKRUPTCY COURT.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT GCG AS SPECIFIED ABOVE. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT. CGC IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

Wilmington, Delaware
Date: May 18, 2016

/s/ _____

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)
Amanda R. Steele (DE 5530)
Rachel L. Biblo (DE 6012)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

– and –

AKIN GUMP STRAUSS HAUER & FELD LLP

Charles R. Gibbs (admitted *pro hac vice*)
Sarah Link Schultz (admitted *pro hac vice*)
Travis A. McRoberts (DE 5274)
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343

**COUNSEL FOR DEBTORS AND DEBTORS IN
POSSESSION**

Exhibit G

Nominee Voting Instructions

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

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

NOTEHOLDER NOMINEE VOTING INSTRUCTIONS

[CUSIP NOS:]

You are receiving these voting instructions (the “Nominee Voting Instructions”) because you will be soliciting and submitting the votes of certain Beneficial Noteholders² on the Debtors’ *Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* [D.I. ____] (the “Plan”). The Plan has not yet been approved by the Bankruptcy Court.

Deadline to Submit Votes to Nominees/Mailing Agents. All Beneficial Noteholders’ votes on the Plan must be submitted to their Noteholder Nominees and/or Mailing Agents so that they are **actually received** by the Nominees and/or Mailing Agents on or before **August 2, 2016, at 5:00 p.m. (ET)** (the “Voting Deadline”).

Deadline to Submit Votes to GCG. Noteholder Nominees and Mailing Agents may not submit any Beneficial Noteholder’s vote on the Plan that was received after the Voting Deadline to the Debtors’ administrative and voting agent for these chapter 11 cases, Garden City Group, LLC (“GCG”). All Noteholder Nominees and Mailing Agents must submit all votes on the Plan so that they are **actually received** by GCG no later than three (3) days after the Voting Deadline, *i.e.*, on or before **August 5, 2016, at 5:00 p.m. (ET)** (the “Agent and Nominee Submission Deadline”). Noteholder Nominees and Mailing Agents may submit votes through the Voting Website, or, as an alternative, by mail, on a Master Ballot.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan (as defined below) or the *Motion for Approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. ____] (the “Motion”), as applicable.

Valid Votes. In soliciting and submitting votes on the Plan from Beneficial Noteholders, please note that (i) GCG will tabulate each vote that fully complies with the requirements and processes listed in these instructions (each, a “Valid Vote”) and (ii) GCG will not tabulate any vote on the Plan that does not comply with these requirement and processes (each, an “Invalid Vote”), unless that Invalid Vote is cured of any defects or irregularities before the Voting Deadline or the Debtors, in their sole discretion, direct GCG to tabulate that Invalid Vote. In determining whether a vote is a Valid Vote, GCG will comply with the following Tabulation Procedures.

- Votes must be permissible under all applicable law, including the Bankruptcy Code, Bankruptcy Rules, Local Rules, and the *Order Approving the Debtors’ Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. ____] (the “Order”).
- Beneficial Noteholders’ votes must be actually received by GCG through the Voting Website or by mail, hand delivery, or courier on or before the Agent and Nominee Submission Deadlines. For the avoidance of doubt, votes may not be submitted to the Debtors or any of their advisors or agents (other than GCG).
- Votes must be legible if submitted in writing and must include all requested information. Votes that are submitted without a check mark or other indication in the space designated in a Master Ballot or on the Voting Website for indications regarding whether the Voter accepts or rejects the Plan (each, a “Voting Decision”) may be deemed an Invalid Vote and not counted.
- Votes must be signed by the Voter or an authorized representative of the Voter.
- Transferees or assignees of a transferred or assigned Claim may submit a vote only if that transfer or assignment (i) was completed on or before the Record Date set forth in the Order and (ii) is consistent with the requirements of Bankruptcy Rule 3001.
- Each vote must be based on a Voting Claim that (i) is not scheduled as wholly unliquidated, wholly contingent, or disputed, unless that Claim has been allowed for voting purposes by order of the Bankruptcy Court; (ii) does not relate to a debt or obligation that the Debtors already paid or otherwise satisfied; (iii) relates to a timely filed Claim; and (iv) is not duplicative of, or superseded by, a later-submitted Valid Vote; provided, however, that GCG will tabulate any vote based on a Voting Claim that was allowed for voting purposes by an order of the Bankruptcy Court.
- Votes must include only one Voting Decision and must include the same Voting Decision that was submitted by or on behalf of that voter for other vote(s) (if any) in the same Voting Class.
- Votes submitted in connection with a Claim subject to a Claim Objection filed by the Debtors on or before the Claim Objection Deadline will not be tabulated,

unless that Claim is allowed for voting purposes by an order of the Bankruptcy Court. Challenges to a Claim Objection may be raised in a timely filed motion brought under Bankruptcy Rule 3018, consistent with the procedures outlined in the Order.

Voting Online. Noteholder Nominees and Mailing Agents are encouraged to submit the aggregated votes of Beneficial Noteholders online through the Voting Website in accordance with the following instructions.

- 1st* Access the Online Voting Website by visiting the Debtors' dedicated restructuring website at www.gardencitygroup.com/cases/kwk. Select "Online Voting Website."
- 2nd* Check the appropriate box certifying your authority to submit a Master Ballot on behalf of a DTC Nominee. Select "Submit" to enter the Online Voting Website.
- 3rd* Complete the "Registration for DTC Nominees." You must select the name of the DTC Nominee and the DTC Number for which you are authorized to vote, and provide your contact information as indicated on the screen. Select "Next" to proceed to the next screen.
- 4th* Under Item 1, confirm the information that you previously entered appears correctly. Under Item 2, select the appropriate box to certify your authority to vote." Select "Next" to proceed to the next screen.
- 5th* Under Item 3, enter the *total* amount voting to accept the Plan and the total amount voting to reject the Plan in the first row. Enter the total number of your Beneficial Noteholder client(s) voting to accept the Plan and the total number of your Beneficial Noteholder client(s) voting to reject the Plan in the second row. Upload an Excel file that substantially matches the template provided on this screen with fields coinciding to (i) the relevant CUSIP number, (ii) your Beneficial Noteholder client(s) account number(s), (iii) the relevant principal amount of your Beneficial Noteholder client(s) holdings voting to accept or reject the Plan, and (vi) whether your Beneficial Noteholder client(s) choose to opt-out of the Third-Party Release. **If your client votes against the Plan and you do not indicate that your client has "opted-out," your client will be deemed to consent to the Third-Party Release. For the avoidance of doubt, if your client votes in favor of the Plan or does not vote on the Plan, they will be deemed to have granted the Third-Party Releases.**
- 6th* Under Item 4, upload a file substantially similar to the template *if* any of your Beneficial Holder client(s) indicated that they voted additional holdings through another DTC Participant Nominee. Select "Next" to proceed to the next screen.
- 7th* Under Item 5, sign your name by typing your name on the signature line and checking the box to affix your electronic signature to your Master Ballot. Once completed, click the "Submit" button. When you click the "Submit" button, your Master Ballot is deemed submitted.

Submitting Votes by Mail on Master Ballots. Noteholder Nominees and Mailing Agents may submit the aggregated votes of Beneficial Noteholders on a Master Ballot as follows:

If by first class mail:

Quicksilver Resources Inc., *et al.*
c/o GCG
P.O. Box 10155
Dublin, OH 43017-3155

If by courier or hand delivery:

Quicksilver Resources Inc., *et al.*
c/o GCG
5151 Blazer Parkway
Suite A
Dublin, Ohio 43017

Ballots should not be sent to the Debtors or their advisors or agents (other than GCG). Ballots that are not properly submitted will not be counted unless the Debtors specify otherwise in their sole discretion.

Additional Information. If you would like to obtain a copy of the Plan, the Motion, or the other documents filed in the Debtors' bankruptcy cases, you may do so online at www.gardencitygroup.com/cases/KWK or by (i) calling the Debtors' restructuring hotline at (877) 940-2410; (ii) emailing the Debtors' administrative agent, Garden City Group, LLC ("GCG"), at KWKinfo@gardencitygroup.com; or (iii) sending a written request to GCG at Quicksilver Resources Inc., *et al.* c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155. Please be advised that you may not obtain legal advice by contacting the Debtors or GCG and you should consult an attorney if you seek such advice.

Wilmington, Delaware

Date: May 18, 2016

/s/ _____

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)
Amanda R. Steele (DE 5530)
Rachel L. Biblo (DE 6012)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

– and –

AKIN GUMP STRAUSS HAUER & FELD LLP

Charles R. Gibbs (admitted *pro hac vice*)
Sarah Link Schultz (admitted *pro hac vice*)
Travis A. McRoberts (DE 5274)
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343

COUNSEL FOR DEBTORS AND DEBTORS IN POSSESSION

Exhibit H

Form of Master Ballot

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

In re:

Quicksilver Resources Inc., et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 15-10585 (LSS)
)
) Jointly Administered
)

**MASTER BALLOT FOR ACCEPTING OR REJECTING THE JOINT
CHAPTER 11 PLAN OF LIQUIDATION FOR QUICKSILVER
RESOURCES INC. AND ITS AFFILIATED DEBTORS**

[CUSIP [#]]

Please note that you are receiving this Master Ballot because you are a Noteholder Nominee or Mailing Agent of one or more Beneficial Noteholders² that may submit votes for or against the above-captioned debtors' (collectively, the "Debtors") *Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* (the "Plan") via the voting website maintained by the Debtors administrative agent (the "Voting Website"), Garden City Group, LLC ("GCG"), or by returning this *Master Ballot for Accepting or Rejecting the Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and Its Affiliated Debtors* (this "Master Ballot") to GCG in the manner described in the voting instructions you received in the same mailing as this Master Ballot.

If you vote on the Voting Website, you will not need to return this Master Ballot. Importantly, if you choose to submit a vote by mail instead of through the Voting Website you incur certain risks, including mailing failures that result in GCG not receiving your ballot at all or receiving it after the Voting Deadline. GCG will not count any votes received after the Agent and Nominee Submission Deadline unless otherwise directed by the Debtors in their sole discretion.

Please submit this Master Ballot by (i) first-class mail to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155 Dublin, OH 43017-3155; (ii) courier or hand to GCG at

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Quicksilver Resources Inc. ("Quicksilver") [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors' address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed in the Plan (as defined below) or the *Motion for Approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. ____] (the "Motion"), as applicable.

Quicksilver Resources Inc., et al. c/o GCG, 5151 Blazer Parkway, Suite A, Dublin, OH 43017; or (iii) electronic mail to KWKinfo@gardencitygroup.com. **TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN, AND RETURN THIS BALLOT SO THAT IT IS ACTUALLY RECEIVED ON OR BEFORE AUGUST 5, 2016, AT 5:00 P.M. (ET) (THE “AGENT AND NOMINEE SUBMISSION DEADLINE”).**

Item 1. Certification of Authority to Vote.

The undersigned certifies that, as of the Record Date, the undersigned (please check the applicable box):

- ☐ is a Nominee for a Beneficial Noteholder that is classified in Class 4 or Class 5 of the Plan as of the Record Date of June 23, 2016, at 5:00 p.m. (ET) listed in Item 2 below and is the registered holder of the Voting Claims of the Beneficial Noteholders listed in Item 2 below;
- ☐ is acting under a power of attorney and/or agency agreement (a copy of which will be provided upon request) granted by a Noteholder Nominee that is the registered holder of the aggregated Voting Amount of the Voting Claims listed in Item 2 below; or
- ☐ has been granted a proxy (an original of which is annexed hereto) from (i) a Noteholder Nominee or (ii) a Beneficial Noteholder, that is the registered holder of the aggregate amount of the Voting Claims listed in Item 2 below and, accordingly, has full power and authority to vote to accept or reject the Plan on behalf of the Beneficial Noteholders of the Voting Claims described in Item 2 below.

Item 2. Voting Amounts and Outcomes.

The undersigned transmits the following votes or releases of Beneficial Noteholders in respect of their Claims and certifies that the following Beneficial Noteholders of the Claims, as identified by their respective customer account numbers set forth below, are Beneficial Noteholders of such securities as of the Record Date and have delivered to the undersigned, as Noteholder Nominee, ballots casting such votes.

For those holders of Claims, if any, who chose to accept or reject the Plan, please indicate, in the appropriate column in the table below (which may be supplemented by a comparable schedule that may be affixed hereto), the aggregate principal Voting Amount voted for each account or attach such information to this Master Ballot in the form of the following table. Please note that each account of a Beneficial Noteholder must vote the full amount of such Beneficial Noteholder's Voting Claims to accept or reject the Plan and may not split the amount of such vote. Do not count any ballot executed by the Beneficial Noteholder that does not indicate a clear acceptance or rejection of the Plan or that indicates both an acceptance and a rejection of the Plan. If the Beneficial Noteholder voted against the Plan and checked the box on their Ballot pertaining to Third-Party Releases, please place an X in the Release Opt Out column below. **Beneficial Noteholders entitled to vote that (i) vote in favor of the Plan, (ii) fail to vote on the Plan, or (iii) vote to reject the Plan and do not opt out of the Third-Party Releases are deemed to have granted the Releases.**

Customer Account No.	CUSIP No.	Vote(s) on the Plan		Opted out of the Third-Party Releases?
		Accept	Reject	
1.		\$	\$	
2.		\$	\$	
3.		\$	\$	
4.		\$	\$	
5.		\$	\$	
6.		\$	\$	
7.		\$	\$	
8.		\$	\$	
9.		\$	\$	
10.		\$	\$	
TOTALS:		\$	\$	

To provide additional information regarding the Third-Party Releases, the following sections of the Plan have been copied immediately below: § 11.4 (Third-Party Release), § 11.5 (Exculpation and Limitation of Liability), and § 11.6 (Injunction Related to Releases and Exculpation). To the extent of any discrepancy between the following and the corresponding sections in the Plan, including any modifications or amendments thereto, the sections in the Plan control. Please carefully review the following.

11.4 Third-Party Release.

11.4.1 As of the Effective Date, to the fullest extent permitted by applicable law, the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released, waived and fully discharged the Liquidation Trust and all Released Parties from any and all Claims, Interests, obligations, rights, suits, judgments, damages, demands, debts, Causes of Action, remedies, and liabilities whatsoever, including any derivative Claims, asserted on behalf of the Debtors, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereinafter arising, in law, equity, or otherwise, that such Person would have been entitled to assert (whether individually or collectively), based on or in any way relating to, or in any manner arising from, in whole or in part, the Debtors, the Chapter 11 Cases, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of Claims and Interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Documents, and related agreements, settlements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes fraud or willful misconduct. Notwithstanding anything to the contrary in the foregoing, the Third-Party Release does not release any post-Effective Date obligations of any party under the Plan, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, or any indemnification,

exculpation, insurance or advancement of expenses obligations, reimbursement of expenses obligations, obligations arising from the ownership of equity or debt securities or other Interests in the Debtors, or any wages, overtime, bonus or employee benefit (including health, welfare, or retirement benefits) obligations owed to any Releasing Party.

11.4.2 Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good-faith settlement and compromise of the claims released by the Third-Party Release; (3) in the best interests of the Debtors and all holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any claim or cause of action released pursuant to the Third-Party Release.

11.5 Exculpation and Limitation of Liability.

Except as otherwise specifically provided in the Plan and to the extent not prohibited by applicable law, no Exculpated Party shall have or incur, and each Exculpated Party is hereby released and exculpated from, any Exculpated Claim, obligation, Cause of Action, or liability for any Exculpated Claim; *provided, however*, that the foregoing exculpation shall have no effect on the liability of any Person that results from any such act or omission that is determined in a Final Order to have constituted gross negligence or willful misconduct; *provided, further*, that in all respects such Persons shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties (and each of their respective affiliates, agents, directors, officers, employees, advisors, and attorneys) have complied with the applicable provisions of the Bankruptcy Code with regard to the solicitation and distribution of the Plan and the Plan Distributions and, therefore, are not and shall not be liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such Plan Distributions.

11.6 Injunction Related to Releases and Exculpation.

Except as otherwise expressly provided in the Plan or for obligations issued pursuant to the Plan, or Confirmation Order, all entities who have held, hold, or may hold Claims against or Interests in the Debtors are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, their Estates, the Liquidation Trust, the Disbursing Agent, or the Released Parties on account of any such Claims or Interests including, but not limited to: (1) commencing or continuing in any manner any action or other proceeding of any kind; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order; (3) creating, perfecting, or enforcing any encumbrance of any kind; (4) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from the Debtors' Estates or the Liquidation Trust notwithstanding an indication in a proof of Claim or Interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff

pursuant to Bankruptcy Code section 553 or otherwise; (5) commencing or continuing in any manner any action or other proceeding of any kind that does not comply with or is inconsistent with the Plan, including any right of action against an Exculpated Party for any Exculpated Claim, obligation, Cause of Action, or liability for any Exculpated Claim; and (6) taking any actions to interfere with the implementation or consummation of the Plan; provided, however, that nothing herein shall preclude any entity from exercising rights pursuant to and consistent with the terms of the Plan or the Confirmation Order.

Item 3. Certification Regarding Other Votes or Claims. Specify the information requested below for any holder of Voting Claims that has submitted any other ballots held in other accounts or other record names and confirm that all such submissions do not include inconsistent votes on the Plan. The undersigned certifies that the following is accurate.

Name of Holder	Customer Account Nos.	Check box to confirm no split votes	Principal Amounts
		<input type="checkbox"/>	\$
		<input type="checkbox"/>	\$

Item 4. Certification.

By signing this Master Ballot, the undersigned certifies that: (i) it has (a) received the Noteholder Nominee Package and has delivered the information contained therein to the Beneficial Noteholders whose Notes it holds; (b) compiled all of the votes on the Plan of these Beneficial Noteholders that were submitted by the Voting Deadline; and (c) it has been authorized by each such Beneficial Noteholder (or a representative thereof), to vote on the Plan and to make applicable elections; (ii) it is the registered holder of the Notes being voted; (iii) it has properly filled in the information requested above; and (iv) it will maintain all voting-related communications received from Beneficial Noteholders and produce them upon request by the Debtors or the Bankruptcy Court.

Please sign and fill in the information requested below.

Name of Nominee

DTC Participant Number

Name of Proxy Holder or Agent for Nominee

Signature

Name of Signatory

Title

Street Address

City, State, Zip Code

Date Completed

PLEASE COMPLETE, SIGN, AND DATE THIS MASTER BALLOT AND RETURN IT
PROMPTLY IN ACCORDANCE WITH THE INSTRUCTIONS HEREIN, THIS MASTER
BALLOT MUST BE **ACTUALLY RECEIVED** BY GCG BY THE AGENT AND NOMINEE
SUBMISSION DEADLINE, WHICH IS **AUGUST 5, 2016, AT 5:00 P.M. (ET)**

Exhibit I

Beneficial Noteholder Voting Instructions

**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
)	

**BENEFICIAL NOTEHOLDER INSTRUCTIONS
FOR VOTING ON THE DEBTORS' PLAN OF LIQUIDATION**

[CUSIP [#]]

You are receiving these voting instructions (the “Beneficial Noteholder Voting Instructions”) because you hold one or more Claim(s) against the above-captioned debtors and debtors in possession (collectively, the “Debtors”) based on one or more of the publicly traded notes that the Debtors issued before filing for bankruptcy (the “Notes”). The Debtors have filed a plan of liquidation (the “Plan”)² to partially satisfy your Claim(s) and other Claims against the Debtors and, in accordance with an order of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), the Debtors are seeking your vote in support of the Plan.

Plan. The Plan has not yet been approved by the Bankruptcy Court. Instead, the Bankruptcy Court will determine whether to approve the Plan after all timely, valid votes on the Plan have been submitted and counted. Your vote on the Plan is important because it will help determine whether the Class you are in is accepts or rejects the Plan. If you do not cast a vote on the Plan, and no one else in your class casts a vote on the Plan, your Class will be deemed to accept the Plan. If the Bankruptcy Court approves the Plan, the distributions to holders of Claims contemplated under the Plan will be made, and all Claims will be deemed fully satisfied. In addition, the releases, injunctions, and exculpations contemplated under the Plan will be made binding if the Plan is confirmed. Therefore, it may be in your interest to submit a vote on the Plan in accordance with these Beneficial Noteholder Voting Instructions.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed in the Plan or the *Motion for Approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. ____], as applicable.

Voting Deadline. All votes on the Plan must be submitted so that they are **actually received** on or before **August 2, 2016, at 5:00 p.m. (ET)** (the “Voting Deadline”) in the manner requested by the Noteholder Nominee or Mailing Agent that delivered these instructions to you.

Other Voting Requirements. Your Nominee and/or Mailing Agent will provide you with (i) a ballot or another customary document typically required for Beneficial Noteholders to submit votes on a bankruptcy plan and (ii) these instructions. You should indicate your decision regarding whether to accept or reject the Plan in that ballot as well as whether you would like to opt out of the Third-Party Releases described therein (which is available only if you vote to reject the Plan). In addition, you must submit your vote and complete it in a manner that is consistent with the Voting Procedures described in the Motion. If you would like to obtain a copy of the Plan, the Motion, or the other documents filed in the Bankruptcy Cases, you may do so online at: www.gardencitygroup.com/cases/KWK or by (i) calling the Debtors’ restructuring hotline at (877) 940-2410; (ii) emailing the Debtors’ administrative agent, Garden City Group, LLC (“GCG”), at KWKinfo@gardencitygroup.com; or (iii) sending a written request to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155.

If you submit your vote on the Plan in a timely manner to your Noteholder Nominee and/or Mailing Agent, and in accordance with all of the foregoing, then your Noteholder Nominee and/or Mailing Agent will submit your vote to GCG. GCG will then review whether your vote has been properly submitted and, if so, will count your vote in connection with determining whether your Class has voted to approve the Plan. Once all Valid Votes are counted, GCG will file a Vote Report with the Bankruptcy Court that will specify Valid Vote totals for each Class and Invalid Votes with descriptions of why those votes were excluded. The Debtors, their counsel, their advisors, and their agents (including GCG) shall be under no obligation to notify any party in interest regarding Invalid Votes.

Exhibit J

Beneficial Noteholder Ballot

**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
)	

BENEFICIAL BALLOT FOR VOTING ON THE DEBTORS' PLAN

[CUSIP [#]]

Introduction. The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have filed a chapter 11 plan of liquidation [D.I. ____] (the “Plan”) in their bankruptcy cases currently pending in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). If the Bankruptcy Court confirms the Plan, then certain Claims² against the Debtors will be paid in full, in part, or not at all, and the holders of those Claims will be unable to collect any additional amounts from the Debtors. The Bankruptcy Court has not yet confirmed the Plan. If sufficient votes in support of the Plan are submitted, the Bankruptcy Court will confirm the Plan, and the relief for the Debtors contemplated thereunder will be binding on you whether or not you vote on the Plan.

You are receiving this *Beneficial Ballot for Voting on the Debtors' Plan* (the “Beneficial Ballot”) because you are able to vote on the Plan. Your vote on the Plan is based on the publicly traded Notes that the Debtors issued before commencing their bankruptcy cases and which bear the following CUSIP numbers: 74837RAC8, 74837RAH7, U7486PAA7, 74837RAG9, and 74837RAK0. You may cast a vote on the Plan, because your Voting Claim has been classified in Class [4] / [5] under the Plan, and therefore will not be paid in full if the Plan is confirmed.

Additional Information. To understand additional implications of holding a Voting Claim that is classified in Class [4] / [5] of the Plan, you should review the Plan and the *Disclosure Statement for Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc.*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Quicksilver Resources Inc. (“Quicksilver”) [6163]; Barnett Shale Operating LLC [0257]; Cowtown Drilling, Inc. [8899]; Cowtown Gas Processing L.P. [1404]; Cowtown Pipeline Funding, Inc. [9774]; Cowtown Pipeline L.P. [9769]; Cowtown Pipeline Management, Inc. [9771]; Makarios Resources International Holdings LLC [1765]; Makarios Resources International Inc. [7612]; QPP Holdings LLC [0057]; QPP Parent LLC [8748]; Quicksilver Production Partners GP LLC [2701]; Quicksilver Production Partners LP [9129]; and Silver Stream Pipeline Company LLC [9384]. The Debtors’ address is 801 Cherry Street, Suite 4000, Fort Worth, Texas 76102.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed in the Plan or the *Motion for Approval of the Disclosure Statement, Voting Procedures, and Confirmation Procedures* [D.I. ____], as applicable.

and Its Affiliated Debtors [D.I. ____] (the “Disclosure Statement”), which the Debtors have prepared to facilitate informed Plan-voting decisions and which has been approved by the Bankruptcy Court. If you would like to obtain a copy of the Plan, Disclosure Statement, or other documents filed in the Debtors’ chapter 11 cases, you may do so online at: www.gardencitygroup.com/cases/KWK or by (i) calling the Debtors’ restructuring hotline at (877) 940-2410; (ii) emailing the Debtors’ administrative agent, Garden City Group, LLC (“GCG”), at KWKinfo@gardencitygroup.com; or (iii) sending a written request to GCG at Quicksilver Resources Inc., et al. c/o GCG, P.O. Box 10155, Dublin, OH 43017-3155. Please be advised that you may not obtain legal advice by contacting the Debtors or GCG and you should consult an attorney if you seek such advice.

Submitting Your Vote. You must submit your vote(s) to your Noteholder Nominee or Mailing Agent so that they are **actually received** on or before **August 2, 2016, at 5:00 p.m. (ET)** (the “Voting Deadline”) in the manner requested by the Noteholder Nominee or Mailing Agent that delivered this Beneficial Ballot to you.

Voting. You are entitled to vote because you hold one or more Claims against the Debtors that have been classified in Class [4] / [5] under the Plan. The Plan and Disclosure Statement describe the treatment of Claims in this Class. If you hold multiple Claims in one or both of Class 4 and Class 5, you will receive a ballot for each Class in which you are entitled to vote. **To cast a vote on the Plan, please review and complete the following four items:**

ITEM 1. AMOUNT OF CLAIM. The undersigned hereby certifies that as of the Record Date, the undersigned was the Holder of [Class 4: Second Lien Secured Claims] / [Class 5: General Unsecured Claims] in the following aggregate unpaid principal amount:

\$ _____

ITEM 2. VOTE ON PLAN. The Holder of the [Class 4: Second Lien Secured Claims] / [Class 5: General Unsecured Claims] set forth in Item 1 votes to (please check only one box):

☐ **ACCEPT** (vote FOR) the Plan ☐ **REJECT** (vote AGAINST) the Plan

Any Ballot that is executed by the Holder of a Claim but is not marked to accept or reject the Plan or is marked both to accept and reject the Plan will not be counted. **By voting to accept the plan, you have consented to certain releases as described in item 3.**

ITEM 3. ELECTION REGARDING THIRD-PARTY RELEASES (ONLY APPLICABLE TO HOLDERS THAT VOTE TO REJECT THE PLAN IN ITEM 2 ABOVE).

The Plan includes certain releases, exculpations, and injunctions (the “Third-Party Releases”) that are described in detail in the Disclosure Statement and copied below for your convenience. **If you have (i) voted to accept the Plan, (ii) are entitled to vote on the Plan and elect not to do so, or (iii) vote to reject the Plan and do not opt out of the Third-Party Releases, you have consented to the Third-Party Releases. If and only if you have voted to reject the Plan, then you may choose to opt out of the Third-Party Releases by checking the following box.** Please see below for further information regarding the Third-Party Releases.

☐ **Opt out of Third-Party Releases**

To provide additional information regarding the Third-Party Releases, the following sections of the Plan have been copied immediately below: § 11.4 (Third-Party Release), § 11.5 (Exculpation and Limitation of Liability), and § 11.6 (Injunction Related to Releases and Exculpation). To the extent of any discrepancy between the following and the corresponding sections in the Plan, including any modifications or amendments thereto, the sections in the Plan control. Please carefully review the following.

11.4 Third-Party Release.

11.4.1 As of the Effective Date, to the fullest extent permitted by applicable law, the Releasing Parties shall be deemed to have conclusively, absolutely, unconditionally, irrevocably, and forever released, waived and fully discharged the Liquidation Trust and all Released Parties from any and all Claims, Interests, obligations, rights, suits, judgments, damages, demands, debts, Causes of Action, remedies, and liabilities whatsoever, including any derivative Claims, asserted on behalf of the Debtors, whether liquidated or unliquidated, fixed or contingent, matured or unmatured, known or unknown, foreseen or unforeseen, then existing or hereinafter arising, in law, equity, or otherwise, that such Person would have been entitled to assert (whether individually or collectively), based on or in any way relating to, or in any manner arising from, in whole or in part, the Debtors, the Chapter 11 Cases, the subject matter of, or the transactions or events giving rise to, any Claim or Interest that is treated in the Plan, the business or contractual arrangements between any Debtor and any Released Party, the restructuring of Claims and Interests prior to or in the Chapter 11 Cases, the negotiation, formulation, or preparation of the Plan, the Disclosure Statement, the Plan Documents, and related agreements, settlements, instruments, or other documents, upon any other act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date, other than Claims or liabilities arising out of or relating to any act or omission of a Released Party that constitutes fraud or willful misconduct. Notwithstanding anything to the contrary in the foregoing, the Third-Party Release does not release any post-Effective Date obligations of any party under the Plan, or any document, instrument, or agreement (including those set forth in the Plan Supplement) executed to implement the Plan, or any indemnification, exculpation, insurance or advancement of expenses obligations, reimbursement of expenses obligations, obligations arising from the ownership of equity or debt securities or other

Interests in the Debtors, or any wages, overtime, bonus or employee benefit (including health, welfare, or retirement benefits) obligations owed to any Releasing Party.

11.4.2 Entry of the Confirmation Order shall constitute the Bankruptcy Court's approval, pursuant to Bankruptcy Rule 9019, of the Third-Party Release, which includes by reference each of the related provisions and definitions contained herein, and, further, shall constitute the Bankruptcy Court's finding that the Third-Party Release is: (1) in exchange for the good and valuable consideration provided by the Released Parties; (2) a good-faith settlement and compromise of the claims released by the Third-Party Release; (3) in the best interests of the Debtors and all holders of Claims and Interests; (4) fair, equitable and reasonable; (5) given and made after due notice and opportunity for hearing; and (6) a bar to any of the Releasing Parties asserting any claim or cause of action released pursuant to the Third-Party Release.

11.5 Exculpation and Limitation of Liability.

Except as otherwise specifically provided in the Plan and to the extent not prohibited by applicable law, no Exculpated Party shall have or incur, and each Exculpated Party is hereby released and exculpated from, any Exculpated Claim, obligation, Cause of Action, or liability for any Exculpated Claim; *provided, however*, that the foregoing exculpation shall have no effect on the liability of any Person that results from any such act or omission that is determined in a Final Order to have constituted gross negligence or willful misconduct; *provided, further*, that in all respects such Persons shall be entitled to reasonably rely upon the advice of counsel with respect to their duties and responsibilities pursuant to the Plan. The Exculpated Parties (and each of their respective affiliates, agents, directors, officers, employees, advisors, and attorneys) have complied with the applicable provisions of the Bankruptcy Code with regard to the solicitation and distribution of the Plan and the Plan Distributions and, therefore, are not and shall not be liable at any time for the violation of any applicable law, rule, or regulation governing the solicitation of acceptances or rejections of the Plan or such Plan Distributions.

11.6 Injunction Related to Releases and Exculpation.

Except as otherwise expressly provided in the Plan or for obligations issued pursuant to the Plan, or Confirmation Order, all entities who have held, hold, or may hold Claims against or Interests in the Debtors are permanently enjoined, from and after the Effective Date, from taking any of the following actions against, as applicable, the Debtors, their Estates, the Liquidation Trust, the Disbursing Agent, or the Released Parties on account of any such Claims or Interests including, but not limited to: (1) commencing or continuing in any manner any action or other proceeding of any kind; (2) enforcing, attaching, collecting, or recovering by any manner or means any judgment, award, decree, or order; (3) creating, perfecting, or enforcing any encumbrance of any kind; (4) asserting any right of setoff, subrogation, or recoupment of any kind against any obligation due from the Debtors' Estates or the Liquidation Trust notwithstanding an indication in a proof of Claim or Interest or otherwise that such holder asserts, has, or intends to preserve any right of setoff pursuant to Bankruptcy Code section 553 or otherwise; (5) commencing or continuing in any manner any action or other proceeding of any kind that does not comply with or is

inconsistent with the Plan, including any right of action against an Exculpated Party for any Exculpated Claim, obligation, Cause of Action, or liability for any Exculpated Claim; and (6) taking any actions to interfere with the implementation or consummation of the Plan; provided, however, that nothing herein shall preclude any entity from exercising rights pursuant to and consistent with the terms of the Plan or the Confirmation Order.

ITEM 4 SIGNATURE. By signing this Ballot, you acknowledge and aver that (i) you are the voter that holds the Claim for which this ballot is being submitted or that you are that voter's Voter Representative; and (ii) the Voter agrees to be bound by the information and indications provided above, including without limitation, the above Voting Decision.

Name

Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Email

Date Completed