

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

In re:)	
	)	Chapter 11
Quicksilver Resources Inc., <u>et al.</u> , ¹	)	Case No. 15-10585 (LSS)
)	
Debtors.	)	Jointly Administered
)	
	)	Hearing Date: Dec. 14, 2016 at 10:00 a.m. (ET)
	)	Response Deadline: Dec. 5, 2016 at 4:00 p.m. (ET)

LIQUIDATION TRUSTEE’S FIFTH (NON-SUBSTANTIVE) OMNIBUS OBJECTION TO CERTAIN CLAIMS THAT ARE (A) AMENDED AND SUPERSEDED, (B) LATE-FILED, AND/OR (C) FILED WITH INSUFFICIENT DOCUMENTATION

Eugene I. Davis, in his capacity as the liquidation trustee (the “Liquidation Trustee”) for the KWK Liquidation Trust (the “Liquidation Trust”), the trust established pursuant to the *First Amended Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and its Affiliated Debtors* (the “Plan”) seeks entry of an order, substantially in the form attached hereto as **Exhibit D** (the “Proposed Order”), disallowing and expunging the claims set forth on **Exhibits A-C** attached hereto (collectively, the “Claims Exhibits”), because such claims are amended and superseded, late filed, and/or filed with insufficient documentation. In support of this objection, the Liquidation Trustee submits the *Declaration of Eugene I. Davis in Support of Liquidation Trustee’s Fifth (Non-Substantive) Omnibus Objection to Certain Claims That Are (A) Amended*

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

And Superseded, (B) Late-Filed, And/Or (C) Filed With Insufficient Documentation (the “Davis Declaration”)² and respectfully states:

JURISDICTION

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

BACKGROUND

A. General Background

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

² A copy of the Davis Declaration is attached hereto as **Exhibit E**.

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 Liquidation Trustee hereby confirms its consent to the entry of a final order by this Court in connection with this objection if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments in connection therewith consistent with Article III of the United States Constitution.

5. On January 27, 2016, the Court entered an order [D.I. 1095] (the “Sale Order”) approving the sale of substantially all of the Debtors’ U.S. assets to BlueStone Natural Resources II, LLC (“Bluestone”) for \$254 million in cash (the “Sale”). The Sale to BlueStone closed on April 6, 2016, effective as of April 1, 2016.

6. On August 16, 2016, the Court entered an order [D.I. 1633] (the “Confirmation Order”) confirming the Plan. The effective date of the Plan occurred on August 31, 2016 (the “Effective Date”). On the Effective Date, the Liquidation Trust was established pursuant to the Plan and the KWK Liquidating Trust Agreement, dated as of August 31, 2016, by and among the Debtors and the Liquidation Trustee. Pursuant to the Plan and the Trust Agreement, the Liquidation Trustee is responsible for reconciling claims asserted against the Debtors and making distributions to holders of Allowed Claims.

B. Specific Background

(i) The Schedules and Bar Date

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

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

asserting a claim against the Debtors in their chapter 11 cases was required to file a proof of claim (the “General Bar Date”). See Bar Date Order, ¶ 2.

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

(ii) *Proofs of Claim*

10. To date, approximately 607 proofs of claim have been filed in these chapter 11 cases. The Liquidation Trustee and its advisors are in the process of comprehensively reviewing and reconciling each of the filed claims and comparing them with the Debtors’ books and records to determine the validity of such claims. As part of this ongoing review, the Liquidation Trustee has reviewed each of the claims listed on the Claims Exhibits and has concluded that each such claim is appropriately objected to on the bases set forth below.

RELIEF REQUESTED

11. By this objection, the Liquidation Trustee respectfully requests entry of the Proposed Order disallowing and expunging certain claims that are (i) amended and superseded by other claims filed in these chapter 11 cases (the “Amended and Superseded Claims”), (ii) filed after the General Bar Date (the “Late Claims”), and/or (iii) filed with insufficient documentation (the “Insufficient Documentation Claims”).

CLAIMS OBJECTION

12. When asserting a proof of claim against a bankrupt estate, a claimant must allege facts that, if true, would support a finding that the debtor is legally liable to the claimant.

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

13. As a result, a party wishing to dispute such a claim must produce evidence in sufficient force to negate the claim's *prima facie* validity. *Id.* The objecting party must produce evidence that would refute at least one of the allegations essential to the claim's legal sufficiency. *Id.* Once the objecting party produces such evidence, the burden shifts back to the claimant to prove the validity of his or her claim by a preponderance of the evidence. *Id.* The burden of persuasion is always on the claimant. *Id.*

A. Amended and Superseded Claims

14. The Amended and Superseded Claims listed on **Exhibit A** hereto under the column labeled "Claims to be Disallowed & Expunged" have each been amended and superseded by a subsequently filed proof of claim by the same claimant and on account of the same liability as listed in the column labeled "Remaining Claim Number" (the "Remaining Claims").

15. The claimants holding Amended and Superseded Claims will not be prejudiced by having their respective Amended and Superseded Claims disallowed and expunged because their Remaining Claims will remain on the claims register after the corresponding Amended and Superseded Claims are expunged, albeit subject to further objection on any other basis. Moreover, should the Amended and Superseded Claims not be disallowed and expunged, the holders of such claims may receive multiple distributions on account of a single liability, thus prejudicing the Debtors' estates and other creditors. *See, e.g., In re Handy Andy Home Improvement Ctrs., Inc.*, 222 B.R. 571, 575 (Bankr. N.D. Ill. 1998) ("[I]t is axiomatic that one

cannot recover for the same debt twice”). Accordingly, the Liquidation Trustee (a) objects to the Amended and Superseded Claims listed on Exhibit A hereto, and (b) seeks entry of an order disallowing the Amended and Superseded Claims in their entirety.⁴

B. Late Claims

16. The claims listed on Exhibit B hereto under the heading labeled “Claims to be Disallowed & Expunged” were filed after the General Bar Date. Pursuant to the Bar Date Order, with certain exceptions, all holders of claims (except governmental units) were required to file a proof of claim with supporting documentation on or before the General Bar Date. As noted, the Late Claims identified on Exhibit B hereto were filed after the General Bar Date and, therefore, do not comply with the Bar Date Order. The Liquidation Trustee has also examined each of the Late Claims and determined that they are not specific amendments to a timely-filed claim. Failure to disallow the Late Claims will result in the applicable claimant receiving an unwarranted recovery to the detriment of the Debtors’ estates and creditors who complied with the Bar Date Order and timely filed proofs of claim in these chapter 11 cases. Accordingly, the Liquidation Trustee hereby (a) objects to the Late Claims listed on Exhibit B hereto and (b) requests entry of an order disallowing and expunging the Late Claims in their entirety.

C. Insufficient Documentation Claims

17. The Insufficient Documentation Claims listed on Exhibit C hereto under the column labeled “Claim(s) to be Disallowed & Expunged” have each been filed without sufficient documentation to substantiate the proof of claim asserted therein as required by Bankruptcy Rule 3001. In addition, the Liquidation Trustee has reviewed the Debtors’ books and records and, after reasonable efforts, has been unable to locate any documentation that would substantiate the

⁴ For the avoidance of doubt, the Liquidation Trustee reserves all rights to object in the future to the Remaining Claims on any grounds permitted under applicable law.

Insufficient Documentation Claims, whether in full or in part. The Insufficient Documentation Claims therefore fail to provide *prima facie* evidence of the validity and amount of the claim they assert, as required by Bankruptcy Code section 502 and Bankruptcy Rule 3001(f). Accordingly, the Liquidation Trustee (a) objects to the Insufficient Documentation Claims listed on **Exhibit C** hereto, and (b) seeks entry of an order disallowing the Insufficient Documentation Claims in their entirety.

RESPONSES TO THE OBJECTION

18. To contest the Liquidation Trustee’s objection to any claim listed on the Claims Exhibits, a claimant must file and serve a written response to this objection (a “Response”) so that it is **actually received by no later than December 5, 2016 at 4:00 p.m. (prevailing Eastern Time)** (the “Response Deadline”). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware (the “Clerk”), 824 North Market Street, Wilmington, Delaware 19801, and served upon the following entities, so that the Response is actually received no later than the Response Deadline, at the following addresses:

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

-and-

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

Counsel for the Liquidation Trustee

-and-

PIRINATE Consulting Group, LLC
5 Canoe Brook Drive
Livingston, New Jersey 07039
Attn: Eugene I. Davis

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

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

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

REPLIES TO RESPONSES

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

SEPARATE CONTESTED MATTERS

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

RESERVATION OF RIGHTS

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

COMPLIANCE WITH LOCAL RULE 3007-1

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

NOTICE

25. The Liquidation Trustee has provided notice of this objection to (a) the U.S. Trustee, Attn.: Jane Leamy, Esq.; (b) each of the Claimants subject to this objection; (c) members of the Trust Advisory Board; (d) members of the Unsecured Advisory Group; and (e) any parties entitled to notice pursuant to Local Rule 2002-1(b). In view of the nature of the

relief requested in this objection, the Liquidation Trustee respectfully submits that no further notice is necessary.

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WHEREFORE, for the reasons set forth herein, the Liquidation Trustee respectfully requests entry of the Proposed Order, substantially in the form in **Exhibit D** hereto, (i) disallowing and expunging the Amended and Superseded Claims, Late Claims, and Insufficient Documentation Claims; and (ii) granting such other and further relief as this Court deems just and proper.

Wilmington, Delaware
Date: November 14, 2016

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)

Amanda R. Steele (DE 5530)

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*)

1700 Pacific Avenue, Suite 4100

Dallas, Texas 75201

Telephone: (214) 969-2800

Facsimile: (214) 969-4343

**COUNSEL FOR THE LIQUIDATION
TRUSTEE**

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

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

)	
In re:	)	Chapter 11
)	
Quicksilver Resources Inc., <u>et al.</u> , ¹	)	Case No. 15-10585 (LSS)
)	
Debtors.	)	Jointly Administered
)	
	)	Response Deadline: Dec. 5, 2016 at 4:00 p.m. (ET)
	)	Hearing Date: Dec. 14, 2016 at 10:00 a.m. (ET)

NOTICE OF OMNIBUS OBJECTION AND HEARING

PLEASE TAKE NOTICE that, on November 14, 2016, Eugene I. Davis, in his capacity as the liquidation trustee (the “Liquidation Trustee”) for the KWK Liquidation Trust (the “Liquidation Trust”) filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) the *Liquidation Trustee’s Fifth (Non-Substantive) Omnibus Objection to Certain Claims that are (A) Amended and Superseded, (B) Late-Filed, and/or (C) Filed with Insufficient Documentation* (the “Objection”) which seeks to disallow certain claims. **Your claim(s) may be disallowed as a result of the Objection. Therefore, you should read the attached Objection carefully.**

PLEASE TAKE FURTHER NOTICE THAT YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED BY THE OBJECTION AND BY ANY FURTHER CLAIM OBJECTION THAT MAY BE FILED BY THE LIQUIDATION TRUSTEE OR

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.

OTHERWISE. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE LIQUIDATION TRUSTEE'S RIGHT TO PURSUE FURTHER OBJECTIONS AGAINST YOUR CLAIM(S) SUBJECT TO THE OBJECTION IN ACCORDANCE WITH APPLICABLE LAW AND APPLICABLE ORDERS OF THIS COURT.

PLEASE TAKE FURTHER NOTICE that if the holder of a claim that is the subject of the Objection wishes to respond to the Objection, the holder must file a written response with: (i) the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801; (ii) counsel for the Liquidation Trustee, (a) Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 75201 (Attn: Charles R. Gibbs, Sarah Link Schultz), and (c) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Paul N. Heath and Amanda R. Steele); and (iii) the Liquidation Trustee, 5 Canoe Brook Drive, Livingston, New Jersey 07039 (Attn: Eugene Davis) so as to be received on or before **December 5, 2016 at 4:00 p.m. (prevailing Eastern Time)**.

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

representative) with whom counsel for the Liquidation Trustee should communicate with respect to the claim or the Objection and who possesses authority to reconcile, settle, or otherwise resolve the Objection to the disputed claim on behalf of the claimant.

PLEASE TAKE FURTHER NOTICE that if no response to the Objection is timely filed and received in accordance with the above procedures, an order may be entered granting the relief requested in the Objection without further notice or a hearing. If a response is properly filed, served, and received in accordance with the above procedures and such response is not resolved, a hearing to consider such response and the Objection will be held before The Honorable Laurie Selber Silverstein, United States Bankruptcy Judge for the District of Delaware, at the Bankruptcy Court, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801 on **December 14, 2016 at 10:00 a.m. (prevailing Eastern Time)** (the "Hearing"). Only a response made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

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

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Wilmington, Delaware
Date: November 14, 2016

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)

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Facsimile: (214) 969-4343

COUNSEL FOR LIQUIDATION TRUSTEE

Exhibit A

Amended and Superseded Claims

Exhibit A - Amended & Superseded Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			REMAINING CLAIM(S)			REASON FOR DISALLOWANCE
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT	
1	CITY OF HASLET C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 11/16/15 Debtor: Quicksilver Resources Inc.	601	Secured: \$44,481.35	CITY OF HASLET C/O PERDUE BRANDON FIELDER ET AL ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 07/29/16 Debtor: Quicksilver Resources Inc.	651	Secured: \$1,126.03	Claim was amended and superseded by the claim listed in the Remaining Claims columns
2	DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101 Date Filed: 06/30/15 Debtor: Quicksilver Resources Inc.	184	Priority: \$9,751,582.66	DEPARTMENT OF THE TREASURY - IRS INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA, PA 19101 Date Filed: 07/19/16 Debtor: Quicksilver Resources Inc.	647	Priority: \$341,639.77	Claim was amended and superseded by the claim listed in the Remaining Claims columns
3	GLEN ROSE INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 12/08/15 Debtor: Quicksilver Resources Inc.	613	Secured: \$340,821.85	GLEN ROSE INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER ET AL ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 07/29/16 Debtor: Quicksilver Resources Inc.	652	Secured: \$1,858.02	Claim was amended and superseded by the claim listed in the Remaining Claims columns
4	KOPPERL INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER COLLINS & MOTT LLP ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 11/04/15 Debtor: Cowtown Pipeline L.P.	592	Secured: \$871.36	KOPPERL INDEPENDENT SCHOOL DISTRICT C/O PERDUE BRANDON FIELDER ET AL ATTN ELIZABETH BANDA CALVO 500 E BORDER ST STE 640 ARLINGTON, TX 76010 Date Filed: 07/29/16 Debtor: Cowtown Pipeline L.P.	653	Secured: \$7.43	Claim was amended and superseded by the claim listed in the Remaining Claims columns
5	LAGATTA, VANESSA SENIOR VP - CFO AND TREASURER 801 CHERRY STREET SUITE 3700 UNIT 19 FORT WORTH, TX 76102 Date Filed: 07/27/15 Debtor: Quicksilver Resources Inc.	392	Admin: Unliquidated Priority: Unliquidated Unsecured: Unliquidated	GOMEZ, VANESSA 3924 LENOX DR FORT WORTH, TX 76107 Date Filed: 07/30/15 Debtor: Quicksilver Resources Inc.	482	Priority: Unliquidated	Claim was amended and superseded by the claim listed in the Remaining Claims columns

Exhibit B

Late Claims

Exhibit B - Late Filed Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED				REASON FOR DISALLOWANCE
	NAME	DATE FILED	CLAIM NO.	CLAIM AMOUNT	
1	BAUTISTA, RAMIRO VILLA, MARIA C PO BOX 276 MINERAL WELLS, TX 76068 Debtor: Quicksilver Resources Inc.	09/13/16	663	Unsecured: Unliquidated	Claim was filed after the Bar Date of 7/31/15.
2	COURTNEY, THEORA M 3076-K W PRENTICE AVE LITTLETON, CO 80123 Debtor: Quicksilver Resources Inc.	08/12/16	657	Secured: \$11,000.00 Priority: \$2,775.00	Claim was filed after the Bar Date of 7/31/15.
3	ELMAHY, HUSSEIN PO BOX 1142 NEWMILFORD, CT 06776 Debtor: Quicksilver Resources Inc.	09/19/16	664	Admin: Unliquidated Secured: \$308.88* Priority: \$0.00* Unsecured: Unliquidated	Claim was filed after the Bar Date of 7/31/15.
4	FORTUNE CREEK GATHERING & PROCESSING PARTNERSHIP ATTN CHIEF FINANCIAL OFFICER 125 9TH AVE STE 2000 SE CALGARY ALBERTA CANADA T2G OP8 Debtor: Quicksilver Resources Inc.	01/04/16	616	Unsecured: \$141,780,614.00*	Claim was filed after the Bar Date of 7/31/15.
5	ISAAC, LEONARD MAC 21062 AVENIDA ALBERCON LAKE FOREST, CA 92630 Debtor: Quicksilver Resources Inc.	09/09/16	660	Priority: \$7,000.00	Claim was filed after the Bar Date of 7/31/15.
6	KLEMBARA, GARY J 2910 OAK POINT DR GARLAND, TX 75044 Debtor: Quicksilver Resources Inc.	07/17/16	648	Unsecured: \$338.76	Claim was filed after the Bar Date of 7/31/15.
7	MCHUGH, BRIAN 1489 AGATHOS ST LONDON, ONTARIO CANADA N5V 5J4 Debtor: Quicksilver Resources Inc.	09/23/16	666	Unsecured: \$2,409.99	Claim was filed after the Bar Date of 7/31/15.
8	NORCO INC PO BOX 15299 BOISE, ID 83715 Debtor: Quicksilver Resources Inc.	08/03/16	655	Priority: \$0.00	Claim was filed after the Bar Date of 7/31/15.
9	RUDE, DANIEL A C/O DANIEL RUDE 799342 A-H-5 COYOTE RIDGE CORRECTIONAL FACILITY PO BOX 769 CONNELL, WA 99326 Debtor: Quicksilver Resources Inc.	07/20/16	656	Unsecured: Unliquidated	Claim was filed after the Bar Date of 7/31/15.
10	SIMPSON, ROBERT 9179 RYERSON RD PHILADELPHIA, PA 19114 Debtor: Quicksilver Resources Inc.	09/20/16	665	Unsecured: \$22,000.00*	Claim was filed after the Bar Date of 7/31/15.
11	TERESA GENTRY KLEMBARA TRUST 2910 OAK POINT DR GARLAND, TX 75044 Debtor: Quicksilver Resources Inc.	07/17/16	649	Unsecured: \$12,375.00	Claim was filed after the Bar Date of 7/31/15.

Exhibit C

Insufficient Documentation Claims

Exhibit C - No Supporting Documentation Claims

Fifth Omnibus Objection to Claims

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

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED				REASON FOR DISALLOWANCE
	NAME	DATE FILED	CLAIM NO.	CLAIM AMOUNT	
1	COURTNEY, THEORA M 3076-K W PRENTICE AVE LITTLETON, CO 80123 Debtor: Quicksilver Resources Inc.	08/12/16	657	Secured: \$11,000.00 Priority: \$2,775.00	The claimant failed to provide sufficient documentation to the Debtors' for reconciliation purposes and the Debtors' books and records do not reflect any claim on behalf of claimant.
2	KLEMBARA, GARY J 2910 OAK POINT DR GARLAND, TX 75044 Debtor: Quicksilver Resources Inc.	07/17/16	648	Unsecured: \$338.76	The claimant failed to provide sufficient documentation to the Debtors' for reconciliation purposes and the Debtors' books and records do not reflect any claim on behalf of claimant.
3	MITCHELL, JAMES EDWARD & ELIZABETH H 86 WINTHROP STREET AUGUSTA, ME 04330 Debtor: Quicksilver Resources Inc.	07/31/15	535	Secured: \$0.00	The claimant failed to provide sufficient documentation to the Debtors' for reconciliation purposes and the Debtors' books and records do not reflect any claim on behalf of claimant.
4	NORCO INC PO BOX 15299 BOISE, ID 83715 Debtor: Quicksilver Resources Inc.	08/03/16	655	Priority: \$0.00	The claimant failed to provide sufficient documentation to the Debtors' for reconciliation purposes and the Debtors' books and records do not reflect any claim on behalf of claimant.
5	RUDE, DANIEL A C/O DANIEL RUDE 799342 A-H-5 COYOTE RIDGE CORRECTIONAL FACILITY PO BOX 769 CONNELL, WA 99326 Debtor: Quicksilver Resources Inc.	07/20/16	656	Unsecured: Unliquidated	The claimant failed to provide sufficient documentation to the Debtors' for reconciliation purposes and the Debtors' books and records do not reflect any claim on behalf of claimant.
6	TERESA GENTRY KLEMBARA TRUST 2910 OAK POINT DR GARLAND, TX 75044 Debtor: Quicksilver Resources Inc.	07/17/16	649	Unsecured: \$12,375.00	The claimant failed to provide sufficient documentation to the Debtors' for reconciliation purposes and the Debtors' books and records do not reflect any claim on behalf of claimant.

Exhibit D

Proposed Order

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

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

**ORDER DISALLOWING AND EXPUNGING CLAIMS THAT ARE
(A) AMENDED AND SUPERSEDED, (B) LATE-FILED,
AND/OR (C) FILED WITH INSUFFICIENT DOCUMENTATION**

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

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

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

herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The objection is sustained to the extent provided herein.
2. The Amended and Superseded Claims listed on **Exhibit A** to the objection under the heading labeled “Claims to be Disallowed & Expunged” are disallowed and expunged in their entirety.
3. The Late Claims listed on **Exhibit B** to the objection under the heading labeled “Claims to be Disallowed & Expunged” are disallowed and expunged in their entirety.
4. The Insufficient Documentation Claims listed on **Exhibit C** to the objection under the heading labeled “Claims to be Disallowed & Expunged” are disallowed and expunged in their entirety.
5. The Liquidation Trustee’s rights to (i) file subsequent objections to any claims on any ground; (ii) amend, modify, or supplement the objection, including, without limitation, the filing of objections to further amended or newly-filed claims; (iii) seek to expunge or reduce any claim to the extent all or a portion of such claim has been paid; and (iv) settle any claim for less than the asserted amount are expressly preserved. Additionally, should the objection be denied, the Liquidation Trustee’s rights to object to the Amended and Superseded Claims, Late Claims, and Insufficient Documentation Claims on any grounds other than those set forth in the objection are preserved.
6. The objection by the Liquidation Trustee to each claim, as addressed in the objection and as set forth in the Claims Exhibits, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014 and Local Rule 3007-1. This Order shall be deemed a separate Order with respect to each claim that is the subject of the objection. Any stay of this

Order pending appeal by any claimants whose claims are subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to any other contested matters addressed in the objection and this Order.

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

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

Wilmington, Delaware

Date: _____, 2016

The Honorable Laurie Selber Silverstein
United States Bankruptcy Judge

Exhibit E

Davis Declaration

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

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

DECLARATION OF THE LIQUIDATION TRUSTEE IN SUPPORT OF FIFTH (NON-SUBSTANTIVE) OMNIBUS OBJECTION TO CERTAIN CLAIMS THAT ARE (A) AMENDED AND SUPERSEDED, (C) LATE-FILED, AND/OR (C) FILED WITH INSUFFICIENT DOCUMENTATION

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

1. I am the Liquidation Trustee² of the KWK Liquidation Trust, the trust established pursuant to the *First Amended Joint Chapter 11 Plan of Liquidation for Quicksilver Resources Inc. and its Affiliated Debtors* (the “Plan”). As the Liquidation Trustee, I am responsible for reconciling claims asserted against the Debtors and, if necessary, prosecuting objections to Disputed Claims asserted against the Debtors.

2. I submit this declaration (the “Declaration”) in support of the *Liquidation Trustee’s Fifth (Non-Substantive) Omnibus Objection to Certain Claims That Are (A) Amended And Superseded, (B) Late-Filed, And/Or (C) Filed With Insufficient Documentation*, dated as of the date hereof and filed contemporaneously herewith.

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

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

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

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

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

6. I have determined that the Amended and Superseded Claims listed on **Exhibit A** to the Objection under the column labeled "Claims to be Disallowed & Expunged" have each been amended and superseded by one or more of the Remaining Claims. Accordingly, to prevent the claimants who filed the Amended and Superseded Claims from receiving an unwarranted double recovery, the Liquidation Trustee seeks entry of an order disallowing the Amended and Superseded Claims in their entirety.

7. I have determined that the Late Claims identified on **Exhibit B** to the Objection under the column heading "Claims to be Disallowed & Expunged" were filed after the General Bar Date and were not specific amendments to timely-filed claims. Accordingly, to prevent the claimants who failed to timely file their claims from receiving an unwarranted recovery to the detriment of the Debtors' estates and creditors who complied with the Bar Date Order and timely

filed proofs of claim in these chapter 11 cases, the Liquidation Trustee seeks entry of an order disallowing and expunging the Late Claims in their entirety.

8. I have determined that the Insufficient Documentation Claims identified on **Exhibit C** to the Objection under the column heading “Claims to be Disallowed & Expunged” were filed without sufficient documentation to substantiate the Proof of Claim asserted therein. Because the Liquidation Trustee has been unable to locate any documentation that would substantiate the Insufficient Documentation Claims after reasonable efforts and a review of the Debtors’ books and records, including those books and records corresponding to the types of liabilities listed on **Exhibit C**, the Liquidation Trustee seeks entry of an order disallowing and expunging the Insufficient Documentation Claims in their entirety.

CONCLUSION

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

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 14th day of November, 2016.

A handwritten signature in blue ink, consisting of a stylized 'E' followed by a horizontal line.

Eugene I. Davis, solely in my capacity as the
Liquidation Trustee of the KWK
Liquidation Trust.