

**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
)	
	)	Re: Docket Nos. 121 & 162

**CERTIFICATION OF COUNSEL REGARDING ORDER
AUTHORIZING AND APPROVING REJECTION OF CERTAIN
EXECUTORY CONTRACTS NUNC PRO TUNC TO THE DATES SPECIFIED**

The undersigned hereby certifies as follows:

1. On March 25, 2015, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for an Order Authorizing and Approving Rejection of Certain Executory Contracts Nunc Pro Tunc to the Dates Specified* [Docket No. 121] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). Pursuant to the *Notice of Motion and Hearing*, filed with the Motion, any objection or response to the relief requested in the Motion was to be filed and served no later than April 8, 2015 at 4:00 p.m. (EDT) (the “Objection Deadline”).

2. On April 8, 2015, Nomac Drilling L.L.C. (“Nomac”) filed the *Limited Objection of Nomac Drilling L.L.C. to Debtors’ Motion for an Order Authorizing and Approving Rejection of Certain Executory Contracts Nunc Pro Tunc* [Docket No. 162] (the “Nomac”).

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.

Objection”). The Debtors have received no other objections or responses to the Motion, and no other objection or responsive pleading to the Motion has appeared on the Court’s docket in the above-captioned chapter 11 cases.

3. The Debtors have continued the hearing on the Motion solely with respect to the Nomac Objection to the hearing scheduled for April 27, 2015 at 2:00 p.m. (ET) and have revised the proposed form of order (the “Revised Order”) to remove the contract entered into by Nomac from the list of rejected contracts attached as Exhibit 1. A copy of the Revised Order is attached hereto as Exhibit A. For the convenience of the Court and parties in interest, a blackline of the Revised Order against the proposed form of order attached to the Motion is attached hereto as Exhibit B.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

WHEREFORE, the Debtors respectfully request that the Revised Order, substantially in the form attached hereto as Exhibit A, be entered at the earliest convenience of the Court.

Wilmington, Delaware
Date: April 14, 2015

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)
Amanda R. Steele (DE 5530)
Rachel L. Biblo (DE 6012)
One Rodney Square
920 North King Street
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

Ashleigh L. Blaylock (admitted *pro hac vice*)
Kevin M. Eide (admitted *pro hac vice*)
Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288

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

EXHIBIT A

Proposed Order

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

In re:	)	Chapter 11
)	
Quicksilver Resources Inc., <u>et al.</u> , ¹	)	Case No. 15-10585 (LSS)
)	
Debtors.	)	Jointly Administered
	)	Re: Docket Nos. 121, 162 & __

**ORDER AUTHORIZING AND APPROVING
REJECTION OF CERTAIN EXECUTORY CONTRACTS
NUNC PRO TUNC TO THE DATES SPECIFIED**

Upon the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of this Order pursuant to Bankruptcy Code sections 105(a) and 365(a) and Bankruptcy Rule 6006 authorizing and approving the Debtors’ rejection of the Rejected Contracts set forth on **Exhibit 1** attached hereto *nunc pro tunc* to the dates specified in the Motion; and the Court having jurisdiction to consider this Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion 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 Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing, and all proceedings had before the Court; and the Court having found and determined

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 Motion.

that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted as set forth herein.
2. Each of the Rejected Contracts set forth on **Exhibit 1** attached hereto is hereby rejected. Such rejection shall be effective *nunc pro tunc* to April 1, 2015 for the Transportation Contracts and the BP Contracts, and effective *nunc pro tunc* to the Petition Date for the Pirtlaw Letter Agreement, the HRB Consulting Agreements, and the Jefferies Engagement Letter.
3. The hearing on the Motion is continued solely with respect to the Nomac Contract to the omnibus hearing scheduled for April 27, 2015 at 2:00 p.m. (ET).
4. Any claims based on the rejection of the Rejected Contracts shall be filed in accordance with the bar date for filing proofs of claim, to be established by the Court at a later date.
5. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, the creation of an administrative priority claim on account of the pre-petition obligations sought to be paid, or the assumption or adoption of any contract or agreement under Bankruptcy Code section 365.
6. Notice of the Motion as provided herein shall be deemed good and sufficient and such notice satisfies the requirements of Bankruptcy Rule 6004(a) and the Local Rules.

7. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), this order shall be immediately effective and enforceable upon its entry.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order.

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

Wilmington, Delaware
Date: April __, 2015

THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

List of Rejected Contracts

Description of Contract	Counterparties
<p>Consultant Agreement, dated April 1, 2013, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Avascent International LLC Stephan Ganyard 1615 L Street NW Suite 1200 Washington, DC 20036</p> <p>Bengal Expeditionary Partners LLC 9020 Virginia Terrace Lorton, VA 22079</p> <p>Jason Nye 3432 37th Avenue SW Seattle, WA 98126</p>
<p>Base Contract for Sale and Purchase of Natural Gas, dated July 20, 2009, together with all amendments, supplements, restatements, and revisions thereto</p> <p>Confirmation, dated July 20, 2009, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>BP Energy Company Attn: Contract Services P.O. Box 3092 Houston, TX 77253-3092</p>
<p>Letter agreement, dated December 6, 2011, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Credit Suisse Securities (USA) LLC Attn: Tim Perry Eleven Madison Avenue New York, NY 10010-3629</p>
<p>Contract No. TRN 00455, Section 311 Firm Gas Transportation Agreement, dated May 13, 2009, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>EnLink North Texas Pipeline, LP f/k/a Crosstex North Texas Pipeline, L.P. Attn: Contract Administration 2501 Cedar Springs, Suite 100 Dallas, TX 75201</p>
<p>Engagement Letter, dated January 27, 2012, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Jefferies & Company, Inc. Attn: General Counsel 520 Madison Avenue New York, NY 10022</p>
<p>Contract No. 553386, dated August 21, 2008, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Midcontinent Express Pipeline LLC 1001 Louisiana Street Suite 1000 Houston, TX 77002</p>

<p>Letter Agreement regarding Quicksilver Well Commitment Proposal, dated October 22, 2013, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Pirtlaw Partner, Ltd. P.O. Box 130548 Houston, TX 77219</p> <p>Robert L. Waltrip 1929 Allen Parkway 12th Floor Houston, TX 77019</p> <p>Wolf Mountain Ranch, LLC 1929 Allen Parkway Houston, TX 77019</p>
<p>Agreement, dated May 15, 2013</p>	<p>Thomas F. Darden 44 Valley Ridge Rd. Fort Worth, Texas 76107</p> <p>With a copy to:</p> <p>Fred S. Stovall Patton Boggs LLP 2000 McKinney Ave., Suite 1700 Dallas, Texas 75201</p>
<p>Rate Schedule FT, Firm Transportation Service Form of Service Agreement, Contract No. 20844, dated February 1, 2008, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Trunkline Gas Company, LLC Attn: Customer Service P.O. Box 4967 Houston, TX 77210-4967</p>
<p>Consultant Agreement, dated January 13, 2012, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Zane Reiter Zelta Capital Partners Suite 17318 Lower Ground Floor 145-157 St. John Street London, EC1V 4PW United Kingdom</p>

EXHIBIT B

Blackline

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

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

**ORDER AUTHORIZING AND APPROVING
REJECTION OF CERTAIN EXECUTORY CONTRACTS
NUNC PRO TUNC TO THE DATES SPECIFIED**

Upon the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of this Order pursuant to Bankruptcy Code sections 105(a) and 365(a) and Bankruptcy Rule 6006 authorizing and approving the Debtors’ rejection of the Rejected Contracts set forth on **Exhibit 1** attached hereto *nunc pro tunc* to the dates specified in the Motion; and the Court having jurisdiction to consider this Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion 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 Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing, and all proceedings had before the Court; and the Court having found and determined

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 Motion.

that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted as set forth herein.

2. Each of the Rejected Contracts set forth on **Exhibit 1** attached hereto is hereby rejected. Such rejection shall be effective *nunc pro tunc* to April 1, 2015 for the Transportation Contracts and the BP Contracts, and effective *nunc pro tunc* to the Petition Date for the Pirtlaw Letter Agreement, the ~~Nomac Contract, the~~ HRB Consulting Agreements, and the Jefferies Engagement Letter.

[3. The hearing on the Motion is continued solely with respect to the Nomac Contract to the omnibus hearing scheduled for April 27, 2015 at 2:00 p.m. \(ET\).](#)

~~34.~~ Any claims based on the rejection of the Rejected Contracts shall be filed in accordance with the bar date for filing proofs of claim, to be established by the Court at a later date.

~~45.~~ Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, the creation of an administrative priority claim on account of the pre-petition obligations sought to be paid, or the assumption or adoption of any contract or agreement under Bankruptcy Code section 365.

~~56.~~ Notice of the Motion as provided herein shall be deemed good and sufficient and such notice satisfies the requirements of Bankruptcy Rule 6004(a) and the Local Rules.

67. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), this order shall be immediately effective and enforceable upon its entry.

78. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order.

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

Wilmington, Delaware
Date: _____, 2015

THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

List of Rejected Contracts

Description of Contract	Counterparties
<p>Consultant Agreement, dated April 1, 2013, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Avascent International LLC Stephan Ganyard 1615 L Street NW Suite 1200 Washington, DC 20036</p> <p>Bengal Expeditionary Partners LLC 9020 Virginia Terrace Lorton, VA 22079</p> <p>Jason Nye 3432 37th Avenue SW Seattle, WA 98126</p>
<p>Base Contract for Sale and Purchase of Natural Gas, dated July 20, 2009, together with all amendments, supplements, restatements, and revisions thereto</p> <p>Confirmation, dated July 20, 2009, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>BP Energy Company Attn: Contract Services P.O. Box 3092 Houston, TX 77253-3092</p>
<p>Letter agreement, dated December 6, 2011, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Credit Suisse Securities (USA) LLC Attn: Tim Perry Eleven Madison Avenue New York, NY 10010-3629</p>
<p>Contract No. TRN 00455, Section 311 Firm Gas Transportation Agreement, dated May 13, 2009, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>EnLink North Texas Pipeline, LP f/k/a Crosstex North Texas Pipeline, L.P. Attn: Contract Administration 2501 Cedar Springs, Suite 100 Dallas, TX 75201</p>
<p>Engagement Letter, dated January 27, 2012, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Jefferies & Company, Inc. Attn: General Counsel 520 Madison Avenue New York, NY 10022</p>
<p>Contract No. 553386, dated August 21, 2008, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Midcontinent Express Pipeline LLC 1001 Louisiana Street Suite 1000 Houston, TX 77002</p>
<p>Daywork Drilling Contract, dated July 9, 2014, together with all amendments,</p>	<p>Nomac Drilling, L.L.C. Rig 308</p>

<p>supplements, restatements, and revisions thereto</p>	<p>3400 S. Radio Road El Reno, OK 73036</p>
<p>Letter Agreement regarding Quicksilver Well Commitment Proposal, dated October 22, 2013, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Pirtlaw Partner, Ltd. P.O. Box 130548 Houston, TX 77219 Robert L. Waltrip 1929 Allen Parkway 12th Floor Houston, TX 77019 Wolf Mountain Ranch, LLC 1929 Allen Parkway Houston, TX 77019</p>
<p>Agreement, dated May 15, 2013</p>	<p>Thomas F. Darden 44 Valley Ridge Rd. Fort Worth, Texas 76107 With a copy to: Fred S. Stovall Patton Boggs LLP 2000 McKinney Ave., Suite 1700 Dallas, Texas 75201</p>
<p>Rate Schedule FT, Firm Transportation Service Form of Service Agreement, Contract No. 20844, dated February 1, 2008, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Trunkline Gas Company, LLC Attn: Customer Service P.O. Box 4967 Houston, TX 77210-4967</p>
<p>Consultant Agreement, dated January 13, 2012, together with all amendments, supplements, restatements, and revisions thereto</p>	<p>Zane Reiter Zelta Capital Partners Suite 17318 Lower Ground Floor 145-157 St. John Street London, EC1V 4PW United Kingdom</p>

Summary report:	
Litéra® Change-Pro TDC 7.5.0.145 Document comparison done on 4/14/2015 1:34:58 PM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: iw://WESTDMS/WEST/206662952/1	
Modified DMS: iw://WESTDMS/WEST/206662952/2	
Changes:	
<u>Add</u>	7
Delete	7
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	1
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	15