

**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: September 27, 2017 at 10:30 a.m. (ET)
	)	Obj. Deadline: September 15, 2017 at 4:00 p.m. (ET)
)	

**LIQUIDATION TRUSTEE’S SEVENTH (NON-SUBSTANTIVE)
OMNIBUS OBJECTION TO CERTAIN CLAIMS THAT ARE
(A) AMENDED AND SUPERSEDED OR (B) LATE-FILED**

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 C** (the “Proposed Order”), disallowing and expunging the claims set forth on **Exhibits A-B** attached hereto (collectively, the “Claims Exhibits”), because such claims are amended and superseded or late filed. In support of this objection, the Liquidation Trustee submits the *Declaration of Eugene I. Davis in Support of Liquidation Trustee’s Seventh (Non-Substantive) Omnibus Objection to Certain Claims That Are (A) Amended And Superseded Or (B) Late-Filed* (the “Davis Declaration”)² and respectfully states:

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

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].

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

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.

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, prosecuting objections to Disputed Claims, 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 630 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 Claim”) or (ii) filed after the General Bar Date (the “Late 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 Claim

14. The Amended and Superseded Claim listed on **Exhibit A** hereto under the column labeled "Claim(s) to be Disallowed & Expunged" has 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(s)" (the "Remaining Claim").

15. The claimant holding the Amended and Superseded Claim will not be prejudiced by having their Amended and Superseded Claim disallowed and expunged because their Remaining Claim will remain on the claims register after the corresponding Amended and Superseded Claim is expunged, albeit subject to further objection on any other basis. Moreover, should the Amended and Superseded Claim not be disallowed and expunged, the holder of such claim 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

Claim listed on **Exhibit A** hereto, and (b) seeks entry of an order disallowing the Amended and Superseded Claim in its entirety.⁴

B. Late Claims

16. The claims listed on **Exhibit B** hereto under the heading labeled “Claim(s) 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.

RESPONSES TO THE OBJECTION

17. 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 September 15, 2017 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

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.

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

18. 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.

19. 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

20. 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

21. 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

22. 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

23. To the best of the Liquidation Trustee's knowledge and belief, this objection and **Exhibits A-B** 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

24. 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.

[remainder of page intentionally left blank]

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

Wilmington, Delaware
Date: August 25, 2017

/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*)
Travis A. McRoberts (DE 5274)
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
)		
	)		Hearing Date: September 27, 2017 at 10:30 a.m. (ET)
	)		Obj. Deadline: September 15, 2017 at 4:00 p.m. (ET)
)		

NOTICE OF OMNIBUS OBJECTION AND HEARING

PLEASE TAKE NOTICE that, on August 25, 2017, 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 Seventh (Non-Substantive) Omnibus Objection to Certain Claims that are (A) Amended and Superseded or (B) Late-Filed* (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 LIQUIDATING 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].

OTHERWISE. THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE LIQUIDATING 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 Liquidating Trustee, (a) Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 75201 (Attn: Charles R. Gibbs and 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 Liquidating Trustee, PIRINATE Consulting Group, LLC, 5 Canoe Brook Drive, Livingston, New Jersey 07039 (Attn: Eugene I. Davis) so as to be received on or before **September 15, 2017 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 Liquidating 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 **September 27, 2017 at 10:30 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.

Wilmington, Delaware
Date: August 25, 2017

/s/ Amanda R. Steele

RICHARDS, LAYTON & FINGER, P.A.

Paul N. Heath (DE 3704)

Amanda R. Steele (DE 5530)

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Dallas, Texas 75201

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Facsimile: (214) 969-4343

**COUNSEL FOR THE LIQUIDATION
TRUSTEE**

Exhibit A

Amended and Superseded Claim

Exhibit A Amended & Superseded Claim

Seventh 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	GENERAL ELECTRIC CAPITAL CORPORATION BANKRUPTCY DEPARTMENT 1010 THOMAS EDISON BLVD SW CEDAR RAPIDS, IA 52405 Date Filed: 06/26/15 Debtor: Quicksilver Resources Inc.	139	Unsecured: \$138,925.57	WELLS FARGO VENDOR FINANCIAL SERVICES LLC ATTN KIMBERLY PARK MAC F8242-010 1010 THOMAS EDISON BLVD SW CEDAR RAPIDS, IA 52404 Date Filed: 03/08/17 Debtor: Quicksilver Resources Inc.	683	Secured: \$0.00 Unsecured: \$9,674.13 Priority: \$0.00 Admin: \$0.00 503(b)(9): \$0.00	Claim was amended and superseded by the claim listed in the Remaining Claims columns

Exhibit B

Late Claims

Exhibit B Late Filed Claims

Seventh 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	BLASER, STEPHEN J PO BOX 1047 BLACKFOOT, ID 83221 Debtor: Quicksilver Resources Inc.	10/3/2016	674	Secured: Unliquidated Priority: \$48,000.00	Claim was filed after the Bar Date of 7/31/15.
1	FRANCIS NEIL FOLKS TRE THE F NEIL FOLKS LIVING TR PO BOX 870 CRAIG, CO 81626 Debtor: Quicksilver Resources Inc.	10/11/2016	677	Unsecured: Unliquidated	Claim was filed after the Bar Date of 7/31/15.
3	JOHN J MACFARLANE JR AND SANDRA JOY MACFARLANE MANKOWICH C/O JOHN J MACFARLANE JR 5438 W UNIVERSITY BLVD DALLAS, TX 75209 Debtor: Quicksilver Resources Inc.	9/27/2016	673	Unsecured: Unliquidated	Claim was filed after the Bar Date of 7/31/15.
4	JOHN J MACFARLANE JR AND SANDRA JOY MACFARLANE MANKOWICH C/O JOHN J MACFARLANE 5438 W UNIVERSITY BLVD DALLAS, TX 75209 Debtor: Quicksilver Resources Inc.	9/27/2016	672	Unsecured: Unliquidated	Claim was filed after the Bar Date of 7/31/15.
5	LESLEY, BRENDA SUE C/O MICHAEL JOE LESLEY AND CHARLES ALVIN YOUNGBLOOD II 144 S GREENBRIAR RD WHITNEY, TX 76692 Debtor: Quicksilver Resources Inc.	9/26/2016	676	Unsecured: Unliquidated	Claim was filed after the Bar Date of 7/31/15.
6	NICO, NUNZIO 9891 E COLBY RD CRYSTAL, MI 48818 Debtor: Quicksilver Resources Inc.	9/30/2016	671	Unsecured: Unliquidated	Claim was filed after the Bar Date of 7/31/15.
7	PETRO, BRUCE 401 BOUNTY WAY - UNIT 196 AVON LAKE, OH 44012 Debtor: Quicksilver Resources Inc.	3/17/2017	684	Unsecured: \$6,000.00	Claim was filed after the Bar Date of 7/31/15.
8	WEAVER, TRAVA 3629 WAYNE COURT BEDFORD, TX 76021 Debtor: Quicksilver Resources Inc.	11/1/2016	681	Unsecured: \$8,329.91	Claim was filed after the Bar Date of 7/31/15.
9	ZIMMERMAN, PATSY 1000 MUSTANG TRLS GRANBURY, TX 76049 Debtor: Quicksilver Resources Inc.	9/23/2016	678	Unsecured: Unliquidated	Claim was filed after the Bar Date of 7/31/15.

* Denotes an unliquidated component.

Exhibit C

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 RELATING TO SEVENTH OMNIBUS CLAIMS
OBJECTION DISALLOWING AND EXPUNGING CLAIMS THAT
ARE (A) AMENDED AND SUPERSEDED OR (B) LATE-FILED**

Upon the seventh omnibus claims 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 Claim and Late 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

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.

legal and factual bases set forth in the objection establish just cause for the relief granted 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 Claim listed on **Exhibit A** to the objection under the heading labeled “Claim(s) to be Disallowed & Expunged” is disallowed and expunged in its entirety.
3. The Late Claims listed on **Exhibit B** to the objection under the heading labeled “Claim(s) to be Disallowed & Expunged” are disallowed and expunged in their entirety.
4. 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 Claim and Late Claims on any grounds other than those set forth in the objection are preserved.
5. 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.

6. 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.

7. 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: _____, 2017

The Honorable Laurie Selber Silverstein
United States Bankruptcy Judge

Exhibit D

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)
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Debtors.)	Jointly Administered
)	

**DECLARATION OF THE LIQUIDATION
TRUSTEE IN SUPPORT OF SEVENTH (NON-SUBSTANTIVE)
OMNIBUS OBJECTION TO CERTAIN CLAIMS
THAT ARE (A) AMENDED AND SUPERSEDED OR (B) LATE-FILED**

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 Seventh (Non-Substantive) Omnibus Objection to Certain Claims That Are (A) Amended And Superseded Or (B) Late-Filed*, 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 Claim and the Late 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 Claim listed on Exhibit A to the Objection under the column labeled "Claim(s) to be Disallowed & Expunged" has been amended and superseded by the Remaining Claim. Accordingly, to prevent the claimant who filed the Amended and Superseded Claim from receiving an unwarranted double recovery, the Liquidation Trustee seeks entry of an order disallowing the Amended and Superseded Claim in its entirety.

7. I have determined that the Late Claims identified on Exhibit B to the Objection under the column heading "Claim(s) 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.

CONCLUSION

8. 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 25th day of August, 2017.



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