

**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.)	Joint Administration Requested
)	Re: Docket No. 14

**ORDER AUTHORIZING RETENTION AND APPOINTMENT OF
GARDEN CITY GROUP, LLC AS CLAIMS AND NOTICING AGENT
UNDER 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), AND
LOCAL RULE 2002-1(f) NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Section 156(c) Application”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for an order authorizing the retention and appointment of Garden City Group, LLC as Claims and Noticing Agent (“Claims and Noticing Agent”) under 28 U.S.C. §156(c), Bankruptcy Code section 105(a), and Local Rule 2002-1(f) *nunc pro tunc* to the Petition Date, to, among other things, (i) distribute required notices to parties in interest, (ii) receive, maintain, docket, and otherwise administer the proofs of claim filed in the Debtors’ chapter 11 cases, and (iii) provide such other administrative services – as required by the Debtors – that would fall within the purview of services to be provided by the Clerk’s office; and upon the Ferrante 156(c) Declaration submitted in support of the Section 156(c) Application; and the Debtors having estimated that there are in excess of 20,000 creditors in these chapter 11 cases, many of which are expected to file proofs of claim; and it appearing that the receiving,

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 Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Section 156(c) Application.

docketing, and maintaining of proofs of claim would be unduly time consuming and burdensome for the Clerk; and the Court being authorized under 28 U.S.C. §156(c) to utilize, at the Debtors' expense, outside agents and facilities to provide notices to parties in title 11 cases and to receive, docket, maintain, photocopy, and transmit proofs of claim; and the Court being satisfied (i) that Claims and Noticing Agent has the capability and experience to provide such services, and (ii) that Claims and Noticing Agent does not hold an interest adverse to the Debtors or the estates with respect the matters upon which it is to be engaged; and good and sufficient notice of the Section 156(c) Application having been given; and no other or further notice being required; and it appearing that the employment of Claims and Noticing Agent is in the best interests of the Debtors, their estates and creditors; and sufficient cause appearing therefor; it is hereby ORDERED:

1. The Section 156(c) Application is granted to the extent provide herein.
2. Notwithstanding the terms of the Bankruptcy Administration Agreement attached to the Section 156(c) Application as **Exhibit A** (the "Bankruptcy Administration Agreement"), the Section 156(c) Application is approved solely as set forth in this Order.
3. The Debtors are authorized to retain Claims and Noticing Agent *nunc pro tunc* to the Petition Date under the terms of the Bankruptcy Administration Agreement, and Claims and Noticing Agent is authorized and directed to perform noticing services and to receive, maintain, record, and otherwise administer the proofs of claim filed in these chapter 11 cases, and all related tasks, all as described in the Section 156(c) Application (the "Claims and Noticing Services").
4. The Claims and Noticing Agent shall serve as the custodian of Court records, shall be designated as the authorized repository for all proofs of claim filed in these chapter 11

cases and is authorized and directed to maintain official claims registers for each of the Debtors and to provide the Clerk with a certified duplicate thereof upon the request of the Clerk.

5. The Claims and Noticing Agent is authorized and directed to obtain a post office box or address for the receipt of proofs of claim.

6. The Claims and Noticing Agent is authorized to take such other action to comply with all duties set forth in the Section 156(c) Application.

7. The Debtors are authorized to compensate Claims and Noticing Agent in accordance with the terms of the Bankruptcy Administration Agreement upon the receipt of reasonably detailed invoices setting forth the Claims and Noticing Services provided by Claims and Noticing Agent and the rates charged for each, and to reimburse Claims and Noticing Agent for all reasonable and necessary expenses it may incur upon the presentation of appropriate documentation, without the need for Claims and Noticing Agent to file fee applications or otherwise seek Court approval for the compensation for the Claims and Noticing Services and reimbursement of its expenses.

8. The Claims and Noticing Agent shall maintain records of all Notice and Claims Services showing dates, categories of services, fees charged and expenses incurred, and shall serve monthly invoices on the Debtors, the office of the United States Trustee, counsel for the Debtors, counsel for any official committee monitoring the expenses of the Debtors and any party-in-interest who specifically requests service of the monthly invoices.

9. The parties shall meet and confer in an attempt to resolve any dispute which may arise relating to the Bankruptcy Administration Agreement or monthly invoices, and that the parties may seek resolution of the matter from the Court if resolution is not achieved.

10. Pursuant to Bankruptcy Code section 503(b)(1)(A), the fees and expenses of Claims and Noticing Agent under this Order shall be an administrative expense of the Debtors' estates.

11. The Claims and Noticing Agent shall apply the retainer to all pre-petition invoices, and thereafter, shall have the retainer replenished to the original retainer amount. Claims and Noticing Agent shall hold the retainer to apply against unpaid fees and expenses incurred in performing services for the Debtors under the Bankruptcy Administration Agreement.

12. The Debtors shall indemnify Claims and Noticing Agent under the terms of the Bankruptcy Administration Agreement.

13. The Claims and Noticing Agent shall not be entitled to indemnification, contribution or reimbursement pursuant to the Bankruptcy Administration Agreement for services other than the Claims and Noticing Services provided under the Bankruptcy Administration Agreement, unless such services and the indemnification, contribution, or reimbursement therefor are approved by the Court.

14. Notwithstanding anything to the contrary in the Bankruptcy Administration Agreement, the Debtors shall have no obligation to indemnify Claims and Noticing Agent, or provide contribution or reimbursement to Claims and Noticing Agent, for any claim or expense that is either: (i) judicially determined (the determination having become final) to have arisen from Claims and Noticing Agent's gross negligence, willful misconduct, or fraud; (ii) for a contractual dispute in which the Debtors allege the breach of Claims and Noticing Agent's contractual obligations if the Court determines that indemnification, contribution, or reimbursement would not be permissible pursuant to *In re United Artists Theatre Co.*, 315 F.3d 217 (3d Cir. 2003), or (iii) settled prior to a judicial determination under (i) or (ii), but

determined by this Court, after notice and a hearing, to be a claim or expense for which Claims and Noticing Agent should not receive indemnity, contribution, or reimbursement under the terms of the Bankruptcy Administration Agreement as modified by this Order.

15. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these chapter 11 cases (that order having become a final order no longer subject to appeal), or (ii) the entry of an order closing these chapter 11 cases, Claims and Noticing Agent believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution or reimbursement obligations under the Bankruptcy Administration Agreement (as modified by this Order), including without limitation the advancement of defense costs, Claims and Noticing Agent must file an application therefor in this Court, and the Debtors may not pay any such amounts to Claims and Noticing Agent before the entry of an order by this Court approving the payment. This paragraph is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by Claims and Noticing Agent for indemnification, contribution, or reimbursement, and not a provision limiting the duration of the Debtors' obligation to indemnify Claims and Noticing Agent. All parties in interest shall retain the right to object to any demand by Claims and Noticing Agent for indemnification, contribution, or reimbursement.

16. In the event Claims and Noticing Agent is unable to provide the services set out in this Order, Claims and Noticing Agent will immediately notify the Clerk and Debtors' counsel, and cause to have all original proofs of claim and computer information turned over to another claims and noticing agent with the advice and consent of the Clerk and Debtors' counsel.

17. The Debtors may submit a separate retention application, pursuant to 11 U.S.C. § 327 or any applicable law, for work that is to be performed by Claims and Noticing Agent but is not specifically authorized by this Order.

18. The Debtors and Claims and Noticing Agent are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Section 156(c) Application.

19. Notwithstanding any term in the Bankruptcy Administration Agreement to the contrary, the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

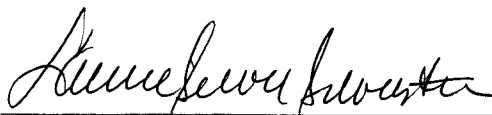
20. The requirements set forth in Local Rule 9013-1(b) are satisfied by the contents of the Section 156(c) Application.

21. The Claims and Noticing Agent shall not cease providing claims processing services during the chapter 11 cases for any reason, including nonpayment, without an order of the Court.

22. In the event of any inconsistency between the Bankruptcy Administration Agreement, the Section 156(c) Application, and this Order, this Order shall govern.

Wilmington, Delaware

Date: March 19, 2015



THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE