

**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. 6 |

**INTERIM ORDER ESTABLISHING NOTIFICATION AND HEARING
PROCEDURES FOR TRANSFERS OF, OR CLAIMS OF
WORTHLESSNESS WITH RESPECT TO, EQUITY SECURITIES**

Upon the Motion² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for entry of this Interim Order pursuant to Bankruptcy Code sections 105, 362 and 541, and Bankruptcy Rules 3002 and 9014 (i) authorizing the Debtors to establish notification and hearing procedures regarding the trading of, or declarations of worthlessness for federal or state tax purposes with respect to, equity securities in Quicksilver Resources Inc. (“QRI”), including Options (as defined below), or any beneficial interest therein (the “Equity Securities”) that must be complied with before trades or transfers of such securities or declarations of worthlessness become effective, (ii) ordering that any purchase, sale, or other transfer of, or declaration of worthlessness with respect to, Equity Securities in violation of the procedures set forth below shall be void *ab initio*, and (iii) scheduling a final hearing (the “Final

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.

Hearing”) to consider entry of the Final Order, all as further described 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 First Day Declaration, the record of the hearing and all proceedings had before the Court; and the Court having found and determined 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 to the extent provided herein on an interim basis.
2. Any purchase, sale, or other transfer of, or declaration of worthlessness with respect to, the Equity Securities in QRI or of any beneficial interest therein in violation of the procedures set forth herein shall be null and void *ab initio*.
3. The following procedure shall apply to trading in QRI’s Equity Securities:
 - a. Any Entity (as such term is defined in Treasury regulation section 1.382-3(a)(1), an “Entity”) who currently is or becomes a Substantial Shareholder (as such term is defined in paragraph (f) below) must file with the Court, and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., a declaration of such status, substantially in the form of **Exhibit 1** to this Interim Order, on or before the later of (i) thirty days after the date of the Notice of Interim Order (as defined herein) and (ii) ten days after becoming a Substantial Shareholder.

- b. Prior to effectuating any transfer of, or exchange or conversion into, shares of Equity Securities (including Options, as defined below, to acquire any such securities) that would result in an increase in the amount of shares of Equity Securities of which a Substantial Shareholder has Beneficial Ownership (as such term is defined in paragraph (f) below) or that would result in an Entity becoming a Substantial Shareholder, such Entity or Substantial Shareholder shall file with the Court, and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., an advance written declaration of the intended transfer of Equity Securities in the form of **Exhibit 2** to this Interim Order (each, a "Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Equity Securities"), specifically and in detail describing the proposed transaction in which shares of Equity Securities would be acquired. At the holder's election, the Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Equity Securities to be filed with the Court may be redacted to exclude such holder's federal tax identification number and the number of shares of Equity Securities that such holder beneficially owns and proposes to purchase or otherwise acquire.
- c. Prior to effectuating any transfer of shares of Equity Securities that would result in a decrease in the amount of shares of Equity Securities of which a Substantial Shareholder has Beneficial Ownership or would result in an Entity ceasing to be a Substantial Shareholder, such Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., an advance written declaration of the intended transfer of Equity Securities in the form of **Exhibit 3** to this Interim Order (each, a "Declaration of Intent to Sell, Trade, or Otherwise Transfer Equity Securities" and with a Declaration of Intent to Purchase, Acquire or Accumulate Equity Securities, each, a "Declaration of Proposed Transfer"). At the holder's election, the Declaration of Intent to Sell, Trade, or Otherwise Transfer Equity Securities to be filed with the Court may be redacted to exclude such holder's federal tax identification number and the number of shares of Equity Securities that such holder beneficially owns and proposes to sell or otherwise transfer.
- d. The Debtors shall have twenty calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed transfer of shares of Equity Securities described in the Declaration of Proposed Transfer on the grounds that such transfer might adversely affect the Debtors' ability to utilize their Tax Attributes. If the Debtors file an objection, such transaction would not be effective unless such objection is withdrawn by the Debtors or such transaction is approved by a final order of the Court that becomes nonappealable. If the Debtors do not object within such

twenty-day period, such transaction could proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional twenty-day waiting period for each Declaration of Proposed Transfer.

- e. Effective as of the Petition Date and until further order of the Court to the contrary, any acquisition, disposition or other transfer of Beneficial Ownership of shares of Equity Securities, including Options to acquire shares of Equity Securities, in violation of the procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code sections 362 and 105(a).
- f. Definitions:
 - (i) a "Substantial Shareholder" is any Entity that has Beneficial Ownership of at least 9,102,850 shares of common stock of QRI ("Common Stock"), constituting approximately 4.75% of the outstanding shares of Common Stock;
 - (ii) "Beneficial Ownership" (or any variation thereof of Equity Securities and Options to acquire Equity Securities) shall be determined in accordance with applicable rules under IRC section 382, the U.S. Department of Treasury regulations (the "Treasury Regulations") promulgated thereunder and rulings issued by the Internal Revenue Service (the "IRS"), and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its wholly-owned subsidiaries), (B) ownership by a holder's family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock and (C) in certain cases, the ownership of an Option to acquire shares of Equity Securities; and
 - (iii) an "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.
- g. Except to the extent information contained in a Declaration of Proposed Transfer or a Declaration of Intent to Claim a Worthless Securities Deduction (as defined below) is public or in connection with an audit or

other investigation by the IRS or other taxing authority, the Debtors shall keep such notices and any additional information provided pursuant to the Interim Order strictly confidential; *provided, however*, that the Debtors may disclose the information in a Declaration of Proposed Transfer or a Declaration of Intent to Claim a Worthless Securities Deduction to their counsel and professional advisors and those of any other Entity or Entities that are subject to a nondisclosure agreement with the Debtors (as applicable), each of whom shall keep all such notices strictly confidential; *provided, further, however*, the Debtors will redact the name and address of the submitting party prior to sharing any Declaration of Proposed Transfer or a Declaration of Intent to Claim a Worthless Securities Deduction with any other Entity or Entities that are subject to a nondisclosure agreement with the Debtors (as applicable).

- h. The Debtors may waive, in writing, any and all restrictions, stays and notification procedures contained in this Interim Order.

- 4. The following procedure shall apply to claims for tax purposes that shares of

QRI's Equity Securities are worthless:

- a. Any Entity that currently is or becomes a 50% Shareholder (as such term is defined in paragraph (d) below) the Debtors' Equity Securities must file with the Court, and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., a notice of such status, in the form of **Exhibit 4** to this Interim Order, on or before the later of (a) thirty days after the date of entry of the Interim Order and (b) ten days after becoming a 50% Shareholder.
- b. Prior to filing any federal or state tax return, or any amendment to such a return, claiming any deduction for worthlessness of the Equity Securities of QRI, for a tax year ending before the Debtors' emergence from chapter 11 protection, such 50% Shareholder must file with the Court and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., an advance written notice, in the form of **Exhibit 5** to this Interim Order (a "Declaration of Intent to Claim a Worthless Stock Deduction"), of the intended claim of worthlessness.
- c. The Debtors will have twenty calendar days after receipt of a Declaration of Intent to Claim a Worthless Stock Deduction to file with the Court and serve on such 50% Shareholder an objection to any proposed claim of worthlessness described in the Declaration of Intent to Claim a Worthless Stock Deduction on the grounds that such claim might adversely affect the Debtors' ability to utilize their Tax Attributes. If the Debtors file an objection, the filing of the return with such claim would not be permitted

unless approved by a final and nonappealable order of the Court. If the Debtors do not object within such twenty-day period, the filing of the return with such claim would be permitted only as set forth in the Declaration of Intent to Claim a Worthless Stock Deduction. Additional returns within the scope of this paragraph must be the subject of additional notices as set forth herein, with an additional twenty-day waiting period.

- d. For purposes of these procedures a "50% Shareholder" is any Entity that at any time since December 1, 2011, has owned 50% or more of the Common Stock of QRI (determined in accordance with IRC section 382(g)(4)(D) and the applicable regulations thereunder).
- e. The Debtors may waive, in writing and in their sole and absolute discretion, any restrictions, sanctions, remedies, stays or notification procedures contained in this Interim Order.

5. As soon as is reasonably practicable following entry of this Interim Order, the Debtors shall serve by first class mail, postage prepaid a notice in substantially the form of Exhibit 6 hereto (the "Notice of Interim Order") to (a) the Office of the United States Trustee for the District of Delaware; (b) the entities listed on the consolidated list of creditors holding the thirty largest unsecured claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to the agents under the Debtors' prepetition credit facilities; (d) the United States Securities and Exchange Commission; (e) the Internal Revenue Service; and (f) all registered holders of Equity Securities, *including any 50% Shareholder from January 1, 2011 through and including the date of the entry of this Order.*

6. All registered holders described in paragraph five of this Interim Order shall be required to serve the Notice of Interim Order on any holder for whose account such registered holder holds shares in excess of 1% of the outstanding shares of QRI's Equity Securities and so forth down the chain of ownership for all such holders of Equity Securities in excess of such amounts.

7. Subject to entry of the Final Order, any Entity or broker or agent acting on such Entity's behalf who sells in excess of 1% of the outstanding shares of QRI's Equity Securities to

another Entity shall be required to serve a copy of the Notice of Interim Order on such purchaser of such Equity Securities or any broker or agent acting on such purchaser's behalf.

8. The Debtors may waive in writing, in their sole discretion, any and all restrictions, stays and notification procedures contained in this Interim Order.

9. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Interim 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 prepetition obligations sought to be paid, or the assumption or adoption of any contract or agreement under Bankruptcy Code section 365.

10. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or are otherwise deemed waived.

11. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Interim Order shall be immediately effective and enforceable upon its entry.

12. The Final Hearing on the Motion shall be held on April 15, 2015 at 2:00 p.m. (prevailing Eastern Time). Any objections or responses to entry of the proposed Final Order shall be filed on or before seven calendar days before the Final Hearing and served on the following parties: (a) Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, TX 75201, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., proposed counsel to the Debtors; (b) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, DE 19801, Attn: Paul N. Heath, Esq., proposed Delaware counsel to the Debtors; (c) Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Steven M. Fuhrman, Esq., counsel to the First Lien Agent; (d) Latham &

Watkins LLP, 885 Third Avenue, Suite 1000, New York, NY 10022, Attn: Mitchell A. Seider, Esq., counsel to the Second Lien Agent; (e) Emmet, Marvin & Martin LLP, 120 Broadway, 32nd Floor, New York, NY 10271, Attn: Edward P. Zujkowski, counsel to the Second Lien Indenture Trustee; (f) Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, NY 10005, Attn: Dennis F. Dunne, Esq. and Samuel A. Khalil, Esq., counsel to the Ad Hoc Group of Second Lienholders; and (g) the Office of the United States Trustee for Region 3, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Jane Leamy, Esq., no later than 4:00 p.m. (prevailing Eastern Time) on April 8, 2015.

13. In the event that no objections are timely received, the Court may enter the Final Order without need for the Final Hearing

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order in accordance with the Motion.

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

Wilmington, Delaware

Date: March 19, 2015



THE HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

Declaration of Status as a Substantial Shareholder

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

In re:

Quicksilver Resources Inc., et al.,¹

Debtors.

)
) Chapter 11
)

) Case No. 15-10585 (LSS)
)

) Joint Administration Requested
)

DECLARATION OF STATUS AS A SUBSTANTIAL SHAREHOLDER²

PLEASE TAKE NOTICE that _____ is/has become a Substantial Shareholder with respect to the equity securities in Quicksilver Resources Inc. ("QRI"), including Options (as defined below), or any beneficial interest therein (the "Equity Securities"). QRI is a debtor and debtor in possession in Case No. 15-10585 pending in the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that _____, as of _____, 2015, has Beneficial Ownership of _____ shares of Equity Securities. The following table sets forth the date(s) on which _____ acquired Beneficial Ownership or otherwise has Beneficial Ownership of such Equity Securities:

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 For purposes of this Declaration: (i) a "Substantial Shareholder" is any entity that has Beneficial Ownership of at least 4.75% of QRI's Common Stock, (ii) "Beneficial Ownership" shall be determined in accordance with the applicable rules of IRC section 382 and the regulations thereunder; and (iii) an "Option" to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

| Number of Shares | Equity Security | Date Acquired |
|------------------|-----------------|---------------|
| | | |
| | | |
| | | |

(Attach additional page or pages if necessary)

PLEASE TAKE FURTHER NOTICE that the last four digits of the federal tax identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Interim Order Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Equity Securities* [Docket No. ____], this declaration is being filed with the Court and served upon counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this declaration and any attachments which purport to be part of this declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Substantial Shareholder)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____

EXHIBIT 2

**Declaration of Intent to Purchase, Acquire or
Otherwise Accumulate Equity Securities**

**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 |

**DECLARATION OF INTENT TO PURCHASE,
ACQUIRE OR OTHERWISE ACCUMULATE EQUITY SECURITIES²**

PLEASE TAKE NOTICE that _____ hereby provides notice of its intention to purchase, acquire or otherwise accumulate (the “Proposed Transfer”) one or more shares of equity securities in Quicksilver Resources Inc. (“QRI”), including Options (as defined below), or any beneficial interest therein (the “Equity Securities”).

PLEASE TAKE FURTHER NOTICE that, if applicable, on, _____, _____, _____ filed a *Declaration of Status as a Substantial Shareholder* with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) and served copies thereof as set forth therein.

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 For purposes of this Declaration: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of at least 4.75% of QRI’s Common Stock, (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of IRC section 382 and the regulations thereunder; and (iii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that _____ currently has Beneficial Ownership of _____ shares of Equity Securities.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, _____ proposes to purchase, acquire or otherwise accumulate Beneficial Ownership of _____ shares of Equity Securities or an Option with respect to _____ shares of Equity Securities. If the Proposed Transfer is permitted to occur, _____ will have Beneficial Ownership of _____ shares of Equity Securities after such transfer becomes effective.

PLEASE TAKE FURTHER NOTICE that the last four digits of the federal tax identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Interim Order Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Equity Securities* [Docket No. _____], this declaration is being filed with the Court and served upon counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE that the Debtors have twenty calendar days after receipt of this declaration to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless approved by a final order of the Bankruptcy Court that becomes nonappealable. If the Debtors do not object within such twenty-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this declaration.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by _____ that may result in _____ purchasing, acquiring or otherwise accumulating Beneficial Ownership of additional shares of Equity Securities or an Option with

respect thereto will each require an additional notice filed with the Court to be served in the same manner as this declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this declaration and any attachments, which purport to be part of this declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Substantial Shareholder)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____

EXHIBIT 3

**Declaration of Intent to Sell, Trade or
Otherwise Transfer Equity Securities**

**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 |
| |) | |

**DECLARATION OF INTENT TO SELL,
TRADE OR OTHERWISE TRANSFER EQUITY SECURITIES²**

PLEASE TAKE NOTICE that _____ hereby provides notice of its intention to sell, trade or otherwise transfer (the “Proposed Transfer”) shares of equity securities in Quicksilver Resources Inc. (“QRI”), including Options (as defined below), or any beneficial interest therein (the “Equity Securities”).

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, _____, _____ filed a *Declaration of Status as a Substantial Shareholder* with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) and served copies thereof as set forth therein.

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 For purposes of this Declaration: (i) a “Substantial Shareholder” is any entity that has Beneficial Ownership of at least 4.75% of QRI’s Common Stock, (ii) “Beneficial Ownership” shall be determined in accordance with the applicable rules of IRC section 382 and the regulations thereunder; and (iii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

PLEASE TAKE FURTHER NOTICE that _____ currently has Beneficial Ownership of _____ shares of Equity Securities.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, _____ proposes to sell, trade, or otherwise transfer Beneficial Ownership of _____ shares of Equity Securities or an Option with respect to _____ shares of Equity Securities. If the Proposed Transfer is permitted to occur, _____ will have Beneficial Ownership of _____ shares of Equity Securities after the transfer becomes effective.

PLEASE TAKE FURTHER NOTICE that the last four digits of the federal tax identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Interim Order Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Equity Securities* [Docket No. ____], this declaration is being filed with the Court and served upon counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE that the Debtors have twenty calendar days after receipt of this declaration to object to the Proposed Transfer described herein. If the Debtors file an objection, such Proposed Transfer will not be effective unless such objection is withdrawn by the Debtors or such action is approved by a final order of the Bankruptcy Court that becomes nonappealable. If the Debtors do not object within such twenty-day period, then after expiration of such period the Proposed Transfer may proceed solely as set forth in this declaration.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by _____ that may result in _____ selling, trading or otherwise transferring Beneficial Ownership of shares of Equity Securities or an Option with respect thereto will each

require an additional notice filed with the Bankruptcy Court to be served in the same manner as this declaration.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this declaration and any attachments, which purport to be part of this declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Substantial Shareholder)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____

EXHIBIT 4

Declaration of Status as a 50% Shareholder

**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 |
| |) | |

DECLARATION OF STATUS AS A 50% SHAREHOLDER²

PLEASE TAKE NOTICE that _____ is/has become a 50% Shareholder with respect to certain equity securities in Quicksilver Resources Inc. ("QRI"), including Options (as defined below), or any beneficial interest therein (the "Equity Securities"). QRI is a debtor and debtor in possession in Case No. 15-10585 pending in the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that _____, as of _____, 2015, has beneficial ownership of _____ shares of Equity Securities. The following table sets forth the date(s) on which _____ acquired beneficial ownership or otherwise has beneficial ownership of such Equity Securities:

| | | |
|--|--|----------------------|
| | | Date Acquired |
|--|--|----------------------|

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 For purposes of this Declaration a "50% Shareholder" is any Entity that at any time since December 1, 2011, has owned 50% or more of the Common Stock of QRI (determined in accordance with IRC section 382(g)(4)(D) and the applicable regulations thereunder).

| Number of Shares | Equity Security | |
|------------------|-----------------|--|
| | | |
| | | |
| | | |

(Attach additional page or pages if necessary)

PLEASE TAKE FURTHER NOTICE that the last four digits of the federal tax identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Interim Order Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Equity Securities* [Docket No. ____], this declaration is being filed with the Court and served upon counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this declaration and any attachments which purport to be part of this declaration, are true, correct, and complete. Respectfully submitted,

(Name of 50% Shareholder)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____

EXHIBIT 5

Declaration of Intent to Claim a Worthless Stock Deduction

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

| | | |
|--|---|--------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| Quicksilver Resources Inc., et al., ¹ |) | |
| |) | Case No. 15-10585 (LSS) |
| Debtors. |) | |
| |) | Joint Administration Requested |

DECLARATION OF INTENT TO CLAIM A WORTHLESS STOCK DEDUCTION

PLEASE TAKE NOTICE that _____ hereby provides notice of its intention to claim a worthless stock deduction (the "Proposed Worthlessness Claim") with respect to shares of equity securities in Quicksilver Resources Inc. ("QRI"), including Options (as defined below), or any beneficial interest therein (the "Equity Securities").

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, _____, _____ filed a *Declaration of Status as a 50% Shareholder* with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and served copies thereof as set forth therein.

PLEASE TAKE FURTHER NOTICE that _____ currently has Beneficial Ownership of _____ shares of Equity Securities.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Worthlessness Claim, _____ proposes to declare for [federal/state] tax purposes that _____

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.

shares of Equity Securities or an Option with respect to _____ shares of Equity Securities became worthless during the tax year ending _____.

PLEASE TAKE FURTHER NOTICE that the last four digits of the federal tax identification number of _____ are _____.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain *Interim Order Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Equity Securities* [Docket No. ____], this declaration is being filed with the Court and served upon counsel to the Debtors.

PLEASE TAKE FURTHER NOTICE that the Debtors have twenty calendar days after receipt of this declaration to object to the Proposed Worthlessness Claim described herein. If the Debtors file an objection, such Proposed Worthlessness Claim will not be effective unless such objection is withdrawn by the Debtors or such action is approved by a final order of the Bankruptcy Court that becomes nonappealable. If the Debtors do not object within such twenty-day period, then after expiration of such period the Proposed Worthlessness Claim may proceed solely as set forth in this Notice.

PLEASE TAKE FURTHER NOTICE that any further transactions contemplated by _____ that may result in _____ selling, trading or otherwise transferring Beneficial Ownership of shares of Equity Securities or an Option or claiming a worthless stock deduction with respect thereto, will each require an additional notice filed with the Bankruptcy Court to be served in the same manner as this Notice.

PLEASE TAKE FURTHER NOTICE that, pursuant to 28 U.S.C. § 1746, under penalties of perjury, _____ hereby declares that he or she has examined this declaration and accompanying attachments (if any), and, to the best of his or her knowledge and belief, this

declaration and any attachments, which purport to be part of this declaration, are true, correct, and complete.

Respectfully submitted,

(Name of Substantial Shareholder)

By: _____

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____

EXHIBIT 6

Notice of Notification Procedures

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

In re:

Quicksilver Resources Inc., et al.,¹

Debtors.

)
)
)
)
)
)
)

Chapter 11

Case No. 15-10585 (LSS)

Joint Administration Requested

**NOTICE OF ENTRY OF INTERIM ORDER ESTABLISHING
NOTIFICATION AND HEARING PROCEDURES
FOR TRANSFERS OF, OR CLAIMS OF WORTHLESSNESS
WITH RESPECT TO, EQUITY SECURITIES**

TO: ALL ENTITIES (AS DEFINED BY BANKRUPTCY CODE SECTION 101(15)) THAT HOLD EQUITY INTERESTS IN OR CLAIMS AGAINST QUICKSILVER RESOURCES INC.:

PLEASE TAKE NOTICE that, on March 17, 2015 (the "Petition Date"), Quicksilver Resources Inc. ("QRI") and certain affiliated entities (collectively with QRI, the "Debtors"), filed petitions with the Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"). Subject to certain exceptions, Bankruptcy Code section 362 operates as a stay of any act to obtain possession of property of the Debtors' estates or property from the Debtors' estates or to exercise control over property of the Debtors' estates.

PLEASE TAKE FURTHER NOTICE that, on the Petition Date, the Debtors filed the *Debtors' Motion for the Entry of Interim and Final Orders Establishing Notification and*

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.

Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Equity Securities [Docket No. ____] (the "Motion").

PLEASE TAKE FURTHER NOTICE that on _____, 2015, the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered the *Interim Order Establishing Notification and Hearing Procedures for Transfers of, or Claims of Worthlessness with Respect to, Equity Securities* [Docket No. ____] (the "Interim Order") approving the procedures set forth below in order to preserve the Debtors' NOLs and Tax Attributes (each as defined below) (the "Interim Order").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, the following procedures shall apply to holding and trading in the Equity Securities of QRI:

- a. Any Entity (as such term is defined in Treasury regulation section 1.382-3(a)(1), an "Entity") who currently is or becomes a Substantial Shareholder (as such term is defined in paragraph (f) below) must file with the Court, and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., a declaration of such status, substantially in the form of Exhibit 1 to the Interim Order, on or before the later of (i) thirty days after the date of the Notice of Interim Order (as defined herein) and (ii) ten days after becoming a Substantial Shareholder.
- b. Prior to effectuating any transfer of, or exchange or conversion into, shares of Equity Securities (including Options, as defined below, to acquire any such securities) that would result in an increase in the amount of shares of Equity Securities of which a Substantial Shareholder has Beneficial Ownership (as such term is defined in paragraph (f) below) or that would result in an Entity becoming a Substantial Shareholder, such Entity or Substantial Shareholder shall file with the Court, and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., an advance written declaration of the intended transfer of Equity Securities in the form of Exhibit 2 to the Interim Order (each, a "Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Equity Securities"), specifically and in detail describing the proposed transaction in which shares of Equity Securities would be acquired. At the holder's election, the Declaration of Intent to Purchase, Acquire or Otherwise Accumulate Equity Securities to be filed with the

Court may be redacted to exclude such holder's federal tax identification number and the number of shares of Equity Securities that such holder beneficially owns and proposes to purchase or otherwise acquire.

- c. Prior to effectuating any transfer of shares of Equity Securities that would result in a decrease in the amount of shares of Equity Securities of which a Substantial Shareholder has Beneficial Ownership or would result in an Entity ceasing to be a Substantial Shareholder, such Substantial Shareholder must file with the Court, and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., an advance written declaration of the intended transfer of Equity Securities in the form of Exhibit 3 to the Interim Order (each, a "Declaration of Intent to Sell, Trade, or Otherwise Transfer Equity Securities") and with a Declaration of Intent to Purchase, Acquire or Accumulate Equity Securities, each, a "Declaration of Proposed Transfer"). At the holder's election, the Declaration of Intent to Sell, Trade, or Otherwise Transfer Equity Securities to be filed with the Court may be redacted to exclude such holder's federal tax identification number and the number of shares of Equity Securities that such holder beneficially owns and proposes to sell or otherwise transfer.
- d. The Debtors shall have twenty calendar days after receipt of a Declaration of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed transfer of shares of Equity Securities described in the Declaration of Proposed Transfer on the grounds that such transfer might adversely affect the Debtors' ability to utilize their Tax Attributes. If the Debtors file an objection, such transaction would not be effective unless such objection is withdrawn by the Debtors or such transaction is approved by a final order of the Court that becomes nonappealable. If the Debtors do not object within such twenty-day period, such transaction could proceed solely as set forth in the Declaration of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices in accordance with the procedures set forth herein, with an additional twenty-day waiting period for each Declaration of Proposed Transfer.
- e. Effective as of the Petition Date and until further order of the Court to the contrary, any acquisition, disposition or other transfer of Beneficial Ownership of shares of Equity Securities, including Options to acquire shares of Equity Securities, in violation of the procedures set forth herein shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code sections 362 and 105(a).
- f. Definitions:

- (i) a “Substantial Shareholder” is any Entity that has Beneficial Ownership of at least 9,102,850 shares of common stock of QRI (“Common Stock”), constituting approximately 4.75% of the outstanding shares of Common Stock;
 - (ii) “Beneficial Ownership” (or any variation thereof of Equity Securities and Options to acquire Equity Securities) shall be determined in accordance with applicable rules under IRC section 382, the U.S. Department of Treasury regulations (the “Treasury Regulations”) promulgated thereunder and rulings issued by the Internal Revenue Service (the “IRS”), and, thus, to the extent provided in those rules, from time to time shall include, without limitation, (A) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its wholly-owned subsidiaries), (B) ownership by a holder’s family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of stock and (C) in certain cases, the ownership of an Option to acquire shares of Equity Securities; and
 - (iii) an “Option” to acquire stock includes any contingent purchase, warrant, convertible debt, put, call, stock subject to risk of forfeiture, contract to acquire stock or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.
- g. Except to the extent information contained in a Declaration of Proposed Transfer or a Declaration of Intent to Claim a Worthless Securities Deduction (as defined below) is public or in connection with an audit or other investigation by the IRS or other taxing authority, the Debtors shall keep such notices and any additional information provided pursuant to the Interim Order strictly confidential; *provided, however*, that the Debtors may disclose the information in a Declaration of Proposed Transfer or a Declaration of Intent to Claim a Worthless Securities Deduction to their counsel and professional advisors and those of any other Entity or Entities that are subject to a nondisclosure agreement with the Debtors (as applicable), each of whom shall keep all such notices strictly confidential; *provided, further, however*, the Debtors will redact the name and address of the submitting party prior to sharing any Declaration of Proposed Transfer or a Declaration of Intent to Claim a Worthless Securities Deduction with any other Entity or Entities that are subject to a nondisclosure agreement with the Debtors (as applicable).

- h. The Debtors may waive, in writing, any and all restrictions, stays and notification procedures contained in the Interim Order.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Order, the following procedures shall apply to claims for tax purposes that shares of the Equity Securities of QRI are worthless:

- a. Any Entity that currently is or becomes a 50% Shareholder (as such term is defined in paragraph (d) below) the Debtors' Equity Securities must file with the Court, and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., a notice of such status, in the form of Exhibit 4 to the Interim Order, on or before the later of (a) thirty days after the date of entry of the Interim Order and (b) ten days after becoming a 50% Shareholder.
- b. Prior to filing any federal or state tax return, or any amendment to such a return, claiming any deduction for worthlessness of the Equity Securities of QRI, for a tax year ending before the Debtors' emergence from chapter 11 protection, such 50% Shareholder must file with the Court, and serve upon counsel to the Debtors, Akin Gump Strauss Hauer & Feld LLP, 1700 Pacific Avenue, Suite 4100, Dallas, Texas 7520, Attn: Charles R. Gibbs, Esq. and Sarah Link Schultz, Esq., an advance written notice, in the form of Exhibit 5 to the Interim Order (a "Declaration of Intent to Claim a Worthless Stock Deduction"), of the intended claim of worthlessness.
- c. The Debtors will have twenty calendar days after receipt of a Declaration of Intent to Claim a Worthless Stock Deduction to file with the Court and serve on such 50% Shareholder an objection to any proposed claim of worthlessness described in the Declaration of Intent to Claim a Worthless Stock Deduction on the grounds that such claim might adversely affect the Debtors' ability to utilize their Tax Attributes. If the Debtors file an objection, the filing of the return with such claim would not be permitted unless approved by a final and nonappealable order of the Court. If the Debtors do not object within such twenty-day period, the filing of the return with such claim would be permitted only as set forth in the Declaration of Intent to Claim a Worthless Stock Deduction. Additional returns within the scope of this paragraph must be the subject of additional notices as set forth herein, with an additional twenty-day waiting period.
- d. For purposes of these procedures a "50% Shareholder" is any Entity that at any time since December 1, 2011, has owned 50% or more of the Common Stock of QRI (determined in accordance with IRC section 382(g)(4)(D) and the applicable regulations thereunder).

- e. The Debtors may waive, in writing and in their sole and absolute discretion, any restrictions, sanctions, remedies, stays or notification procedures contained in this Motion or in any order granting the relief requested herein.

PLEASE TAKE FURTHER NOTICE that, upon the request of any Entity, the notice, claims, and balloting agent for the Debtors, Garden City Group, LLC (the “Notice, Claims, and Balloting Agent”), will provide a form of each of the required declarations described above and a copy of the Order in a reasonable period of time. Such declarations are also available at www.gcginc.com/cases/kwk.

PLEASE TAKE FURTHER NOTICE THAT FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE SHALL CONSTITUTE A VIOLATION OF, AMONG OTHER THINGS, THE AUTOMATIC STAY PROVISIONS OF BANKRUPTCY CODE SECTION 362.

PLEASE TAKE FURTHER NOTICE THAT ANY PROHIBITED PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF, OR ANY DECLARATION OF WORTHLESSNESS WITH RESPECT TO, EQUITY SECURITIES IN THE DEBTORS OR OPTION WITH RESPECT THERETO IN VIOLATION OF THE INTERIM ORDER SHALL BE NULL AND VOID *AB INITIO* AND MAY BE PUNISHED BY CONTEMPT OR OTHER SANCTIONS IMPOSED BY THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this notice are in addition to the requirements of applicable law and do not excuse compliance therewith.

Wilmington, Delaware

Date: _____, 2015

RICHARDS, LAYTON & FINGER, P.A.

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– and –

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