

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

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| | X | |
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| In re: | : | Chapter 11 |
| | : | |
| QUICKSILVER RESOURCES INC., <u>et al.</u> , | : | Case No. 15-10585 (LSS) |
| | : | |
| Debtors. ¹ | : | Jointly Administered |
| | X | |

**SUPPLEMENTAL VERIFIED STATEMENT PURSUANT TO
BANKRUPTCY RULE 2019**

Milbank, Tweed, Hadley & McCloy LLP (“Counsel”) hereby makes the following supplemental verified statement (the “Supplemental Verified Statement”) pursuant to rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) in connection with Counsel’s representation of an ad hoc group (the “Ad Hoc Group of Second Lienholders”) of (i) certain lenders (“Second Lien Lenders”) under the Second Lien Credit Agreement (“Second Lien Credit Agreement”, and the loans thereunder, “Second Lien Loans”), dated as of June 21, 2013, among Quicksilver Resources Inc. (“Quicksilver” and together with its debtor subsidiaries, the “Debtors”), the lenders from time to time party thereto, Credit Suisse AG as administrative agent, and (ii) certain holders (“Second Lien Noteholders” and together with Second Lien Lenders, “Second Lienholders”) of the notes (“Second Lien Notes”) issued by Quicksilver pursuant to the second lien indenture (“Second Lien Indenture” and together with the Second Lien Credit Agreement and Second Lien Notes, the “Second Lien Documents”), dated as

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.

of June 21, 2013, among Quicksilver, The Bank of New York Mellon Trust Company, National Association as indenture trustee:

1. In or around November 2014, certain Second Lienholders retained Counsel, and in March 2015 the Ad Hoc Group of Second Lienholders retained Young Conaway Stargatt & Taylor, LLP to represent them with respect to the Second Lien Documents. From time to time thereafter, additional lenders under the Second Lien Credit Agreement and holders of the Second Lien Notes have joined the Ad Hoc Group of Second Lienholders.

2. On April 24, 2015, Counsel filed its initial Verified Statement Pursuant to Bankruptcy Rule 2019 [Docket No. 270].

3. As of the date of this Supplemental Verified Statement, Counsel represents only the Ad Hoc Group of Second Lienholders and does not represent or purport to represent any entities other than the Ad Hoc Group of Second Lienholders in connection with the Debtors' chapter 11 cases. In addition, the Ad Hoc Group of Second Lienholders does not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases.

4. The members of the Ad Hoc Group of Second Lienholders hold disclosable economic interests or act as investment managers or advisors to funds and/or accounts that hold disclosable economic interests in relation to the Debtors. In accordance with Bankruptcy Rule 2019 and based upon information provided to Counsel by each member of the Ad Hoc Group of Second Lienholders, attached hereto as Exhibit A is a list of the names, addresses, and the nature and amount of all disclosable economic interests of each present member of the Ad Hoc Group of Second Lienholders in relation to the Debtors as of June 30, 2015.

5. Nothing contained in this Supplemental Verified Statement (or the exhibit hereto) should be construed as a limitation upon, or waiver of, any rights of any member of the Ad Hoc Group of Second Lienholders to assert, file, and/or amend any claim or proof of claim filed in accordance with applicable law and any orders entered in these cases.

6. Counsel reserves the right to amend this Supplemental Verified Statement as necessary in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: July 10, 2015

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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- and -

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Counsel for the Ad Hoc Group of Second Lienholders

EXHIBIT A

| <u>NAME</u> ² | <u>ADDRESS</u> | <u>NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTERESTS</u> ³ |
|---|--|---|
| Monarch Alternative Capital LP | 535 Madison Avenue New York, NY 10022 | <u>Second Lien Loans:</u> \$149,975,000 <u>Second Lien Notes:</u> \$22,250,000 |
| Oaktree Capital Management, L.P. | 333 S. Grand Avenue, #2800 Los Angeles, CA 90071 | <u>Second Lien Loans:</u> \$32,250,000 <u>Second Lien Notes:</u> \$0 |
| OFI Global Asset Management, Inc. and/or OFI Global Institutional, Inc. | 225 Liberty Street New York, NY 10281 | <u>Second Lien Loans:</u> \$123,965,000 <u>Second Lien Notes:</u> \$0 |
| Panning Capital Management, LP | 510 Madison Avenue, 24 th Floor New York, NY 10022 | <u>Second Lien Loans:</u> \$54,450,000 <u>Second Lien Notes:</u> \$63,833,000 |
| PPM America, Inc. | 225 West Wacker Drive Chicago, IL 60606 | <u>Second Lien Loans:</u> \$4,000,000 <u>Second Lien Notes:</u> \$0 |
| Western Asset Management Company | 385 East Colorado Boulevard Pasadena, CA 91101 | <u>Second Lien Loans:</u> \$50,697,929 <u>Second Lien Notes:</u> \$0 |
| Whippoorwill Associates | 11 Martine Avenue White Plains, NY 10606 | <u>Second Lien Loans:</u> \$5,286,560 <u>Second Lien Notes:</u> \$0 |

² Each entity on this Exhibit A is listed solely in its capacity as agent for certain investment funds and accounts or their respective subsidiaries that hold disclosable economic interest in the Debtors.

³ To the best of Counsel's knowledge, the information included herein is accurate as of June 30, 2015. The amounts set forth herein include only outstanding principal and do not include accrued or unpaid interest or other amounts that may be owing under the applicable debt documents. Certain figures may reflect trades that were entered into, but not closed, as of June 30.