



COURT FILE NUMBER 1601-03113

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, as amended

AND IN THE MATTER OF THE COMPROMISE OR ARRANGEMENT OF QUICKSILVER RESOURCES CANADA INC., 0942065 B.C. LTD. and 0942069 B.C. LTD.

I hereby certify this to be a true copy of the original order  
Dated this 28 day of June / 16  
[Signature]  
for Clerk of the Court

DOCUMENT

**ORDER (Representation Order)**

ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT

**BENNETT JONES LLP**  
Barristers and Solicitors  
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Client File No.: 39944.88

**DATE ON WHICH ORDER WAS PRONOUNCED:** June 28, 2016

**LOCATION WHERE ORDER WAS PRONOUNCED:** Calgary, Alberta

**NAME OF JUSTICE WHO MADE THIS ORDER:** The Honourable Madam Justice J. Strekaf

UPON the application of Quicksilver Resources Canada Inc. ("**Quicksilver Canada**" or the "**Applicant**"); AND UPON having read the Affidavit of J. David Rushford sworn June 21, 2016 (the "**June 21 Rushford Affidavit**"), filed; AND UPON hearing from counsel for the Applicant, counsel for FTI Consulting Canada Inc., in its capacity as Court appointed monitor of

the Applicant (the "**Monitor**"), proposed Representative Counsel (as defined below) and from any other affected parties that may be present;

**IT IS HEREBY ORDERED AND DECLARED THAT:**

**DEFINED TERMS**

1. Capitalized terms not defined herein shall have the meanings ascribed to them in the Initial Order granted in the within proceedings on March 8, 2016 (the "**Initial Order**").

**SERVICE**

2. The time for service of notice of this application and supporting materials is hereby abridged, if necessary, and service of such notice is deemed good and sufficient.

**REPRESENTATION ORDER**

3. Miles Davison LLP ("**Representative Counsel**") is hereby appointed as counsel to all terminated employees of Quicksilver Canada who were not offered employment with CPC Resources (collectively, the "**Represented Group**" and individually a "**Represented Group Individual**") with respect to these CCAA Proceedings, unless and until written notice is provided by a particular Represented Group Individual to Representative Counsel that such Represented Group Individual does not wish to be represented by the Representative Counsel or, alternatively, a particular Represented Group Individual does not respond to Representative Counsel by a reasonable deadline set by Representative Counsel.
4. Represented Group Individuals Doreen Rempel, Clark Dickson and Mick Somerwil (collectively, the "**Steering Committee**") are hereby authorized, and have full authority to take all steps and to do all acts necessary or desirable to carry out the terms of this Order, by themselves or through Representative Counsel, as appropriate, including, without limitation:
  - (a) providing instruction to the Representative Counsel on behalf of the Represented Group in regard to all matters pertaining to these CCAA Proceedings, and in particular, shall have full authority to make all decisions required to be made by or on behalf of the Represented Group in regard to all aspects of these CCAA

Proceedings, and all Represented Group Individuals shall be bound by such instructions and decisions given while they are members of the Represented Group.

- (b) taking such steps in the discretion of the Steering Committee as are necessary to protect and advance the interests of the Represented Group in these proceedings;
  - (c) advising the Represented Group of the recommendations made by the Steering Committee on any restructuring plan;
  - (d) advising the Applicant, the Monitor or other stakeholders of the position of the Represented Group on any restructuring plan;
  - (e) making application(s) to the Court in respect of any matters relating to the operation, rights or duties of the Steering Committee or Representative Counsel; and
  - (f) assisting the Represented Group with the filing of claims.
5. The Applicant shall pay the Representative Counsel their reasonable fees based on their standard hourly rates in force from time to time from April 19, 2016, up to an initial amount of \$50,000.00 (which shall be pre-funded by way of a retainer (the "**Retainer** ") as soon as reasonably practicable after the granting of this Order), plus applicable taxes and reasonable disbursements and out-of-pocket expenses (the "**Representative Counsel Allowance**") subject to any subsequent increases to the Representative Counsel Allowance being agreed to by Quicksilver Canada and the Monitor, or ordered by this Court. The Representative Counsel shall be paid from the Retainer in a timely manner for fulfilling its mandate in accordance with this Order, upon the provision of invoices to the Applicant and the Monitor, subject to such redactions to the invoices as are necessary to maintain solicitor/client privilege between the Representative Counsel, the Steering Committee and the Represented Group.
6. The Steering Committee, and its Representative Counsel, are hereby authorized to develop and constitute guidelines in respect of the governance, constitution, matters of procedure and activities of the Steering Committee in these CCAA Proceedings.

7. The Steering Committee and Representative Counsel shall have no personal liability or obligations as a result of the performance of their duties in carrying out the provisions of this Order, save and except for liability arising out of gross negligence or wilful misconduct. No action or other proceeding may be commenced against such parties in respect of the performance of their duties under this Order without leave of the Court obtained on seven days' notice to Representative Counsel.
8. The Applicant shall provide the Representative Counsel with the last known email address for each Represented Group Individual (to the extent possible) or other available contact information within seven days of the granting of this Order (the "**Individual Information**"). The Representative Counsel shall provide the Represented Group with a copy of this Order which shall constitute sufficient notice to the Represented Group of this Order and the appointment of the Representative Counsel.
9. Pursuant to clause 7(3)(c) of the Canada *Personal Information Protection and Electronic Documents Act* and section 20(e) of the Alberta *Personal Information Protection Act*, the Applicant is authorized and permitted to disclose and transfer to Representative Counsel the Represented Group's Individual Information. Representative Counsel shall maintain and protect the privacy of such information.
10. The Monitor shall make this Order publicly available by posting a copy on its website, and shall post on its website notices and other communications to the Represented Group, as reasonably requested by the Representative Counsel.

#### **CLAIMS BAR DATE**

11. The Claims Bar Date (as defined in the Claims Procedure Order granted in the within proceedings on May 26, 2016, the "**Claims Procedure Order**") is hereby extended to August 5, 2016 for claims of the Represented Group and Represented Group Individuals. If any Represented Group Individual has filed a proof of claim prior to or after the granting of this Order, such claim may be amended or replaced at any time prior to August 5, 2016. The Represented Group may file proofs of claim claiming any and all claims, pre-filing or post-filing and of whatever priority claimed. The filing of such claims is without prejudice

to the determination of the validity of such claims, which shall be determined in accordance with the Claims Procedure Order.

**MISCELLANEOUS**

12. The Steering Committee and/or the Representative Counsel may from time to time apply to this Court for advice and direction in respect of the discharge of their powers and duties.
13. Any interested party may apply to this Court to vary or amend this Order on not less than seven days' notice to any other party or parties likely affected by the Order sought.
14. This Order need only be served on those parties in attendance at the hearing of this application, and this Order may be served by regular mail, facsimile, or as an attachment to an email transmission.

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J.C.Q.B.A.