



COURT FILE NUMBER 1601-03113

COURT COURT OF QUEEN'S BENCH OF ALBERTA

JUDICIAL CENTRE CALGARY

I hereby certify this to be a true copy of  
the original Order

Dated this 28 day of June / 16

~~for Clerk of the Court~~

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.

DOCUMENT

**ORDER (Various Relief)**

ADDRESS FOR SERVICE AND  
CONTACT INFORMATION OF  
PARTY FILING THIS  
DOCUMENT

**BENNETT JONES LLP**  
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Client File No.: 39944.88

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

**LOCATION OF HEARING:** Calgary

**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** having read the Fifth Report of FTI Consulting Canada Inc., Monitor of the Applicants (the "**Monitor**"); **AND UPON** hearing from counsel for the Applicant, counsel for 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.

**ASSIGNMENT OF MAKARIOS MIDSTREAM INC. ("MMI") INTO BANKRUPTCY**

3. Quicksilver Canada is hereby authorized to assign MMI into bankruptcy by way of a shareholder resolution.

**PARTNERSHIP CLAIM**

4. 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 the claim of Fortune Creek Gathering and Processing Partnership (the "**Partnership**").

**LICENCES**

5. Quicksilver Canada is hereby authorized to pay to the British Columbia Oil and Gas Commission (the "**OGC**") the unpaid balance of the Required Additional Compressor Licence Deposit (as defined in the June 21 Rushford Affidavit) and Quicksilver Canada is hereby granted a first ranking priority charge in favour of Quicksilver Canada to secure the amount of such payment, over the assets of the Partnership.
6. Quicksilver Canada is hereby authorized to transfer the following licences and permits (the "**Licences and Permits**") and request the issuance of one or more new pipeline permits ("**New Permits**"), and upon filing of a certified copy of this Order, together with the Required Additional Compressor Licence Deposit and any applicable fees, the OGC, and all other government ministries and authorities in British Columbia exercising jurisdiction with respect to are hereby authorized, requested and directed to register the transfer of the

Licences and Permits, and issue one or more New Permits if appropriate or expedient, all as follows:

- (i) OGC Facility License BCCS0007828 – Fortune Creek Compressor Station (Surface Location A-66-A/94-O-15), to MMI;
  - (ii) OGC Facility License BCDH0007828 – Fortune Creek Dehydrator (Surface Location A-66-A/94-O-15), to MMI;
  - (iii) OGC Pipeline Permit File 9704844 – insofar as it relates to the Maxhamish 20” Pipeline Segment 001 (Surface Location B-66-A/94-O15 to A-59-A/94-O-14), to MMI (or issue a New Permit in respect of Segment 001 to MMI); and
  - (iv) OGC Pipeline Permit File 9704844 – insofar as it relates to the Maxhamish 10" Pipeline Segment 002 (Surface Location B-66-A/94-O-15 to C-68-B/94-O-15 to Rockyview Resources Ltd. ("**Rockyview**") (or issue a New Permit in respect of Segment 002 to Rockyview).
7. Nothing in this Order exempts or relieves Quicksilver Canada, MMI, the Partnership or Rockyview from obtaining any consents or approvals or giving any notices required under any enactment of the Province of British Columbia or any of the Licences and Permits in connection with any transfer or assignment of any of the Licences and Permits, the issuance of any of the New Permits or this Order or makes any of the Licences and Permits transferable or assignable if any of the Licences and Permits or New Permits is not, by virtue of an enactment of the Province of British Columbia, transferable, assignable or issuable, as the case may be. Notwithstanding any other provision of this Order, the transfer or assignment of any of the Licences and Permits or issuance of any of the New Permits that requires any such consent or approval is not effective unless and until such consent or approval is obtained.
8. This Court hereby requests the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist Quicksilver Canada and the Monitor and their agents in carrying

out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to Quicksilver Canada and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Quicksilver Canada and the Monitor and their agents in carrying out the terms of this Order.

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J.C.Q.B.A.