



CHARTER FOR THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

(As Revised on February 24, 2010)

I. Purpose

The Compensation Committee is appointed by the Board of Directors of the Company to assist the Board in discharging its responsibilities relating to compensation of the Company's executive officers.

The Committee has the authority to engage compensation consultants to assist in the evaluation of compensation matters. It shall have sole authority to retain and terminate any such consultants, including sole authority to approve the consultant's fees and other retention terms.

II. Composition and Meetings

The Committee shall consist of three or more directors. The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. A person may serve on the Committee only if he or she (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, and (iii) satisfies the requirements of an "independent" director under applicable New York Stock Exchange listing standards.

Committee members shall be appointed by the Board on recommendation of the Nominating and Corporate Governance Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

If a Committee Chair is not designated by the Board or present at a meeting, the members of the Committee may designate a Chair by majority vote of the members of the Committee who are present. A majority of the members of the Committee shall constitute a quorum.

III. Responsibilities and Duties

The Committee is responsible for:

- Reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluating the Chief Executive Officer's performance in light of those goals and objectives, and determining and approving the Chief Executive Officer's compensation level based on this evaluation;

- Reviewing and approving non-CEO executive officer compensation;
- Making recommendations to the Board with respect to incentive compensation plans and equity based plans that are subject to Board approval;
- Granting awards under the Quicksilver Resources Inc. 2006 Equity Plan, other than awards to non-employee directors under such plan;
- Establishing, in the Committee's discretion, any equity-based award pool (other than an option pool) to be allocated among the Company's non-executive officer employees by another committee of the Board;
- Establishing, in the Committee's discretion, salary increase, bonus, other non-equity-based award and option pools to be allocated among the Company's non-executive officer employees by another committee of the Board or one or more members of management;
- Review potential effect on the Company of any risks arising from the Company's employee compensation policies and practices;
- Reviewing and discussing with management the Compensation Discussion and Analysis disclosure required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") and, based on this review and discussion, determining whether to recommend to the Board that the Compensation Discussion and Analysis disclosure be included in the Company's annual proxy statement or annual report on Form 10-K; and
- Publishing an annual Compensation Committee Report required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

IV. Minutes, Reports and Evaluation

The Committee will maintain written minutes of its meetings that will be filed with the minutes of the meetings of the Board.

The Committee will report periodically to the Board regarding the Committee's activities, which will be incorporated as a part of the minutes of the Board at which those activities are presented.

On an annual basis, the Committee will evaluate its own performance against the requirements of this Charter and report the results of its evaluation to the Board.