

QUICKSILVER GAS SERVICES GP LLC

CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Quicksilver Gas Services GP LLC (the “General Partner”), the general partner of Quicksilver Gas Services LP (the “Company”), to assist the Board in the exercise of its responsibilities. These Guidelines reflect the Board's commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing the value of the common units of the Company over the long term. These Guidelines are in addition to and are not intended to change or interpret any Federal or state law or regulation, including the Delaware Limited Liability Company Act, or the Certificate of Formation or Limited Liability Company Agreement of the General Partner. These Corporate Governance Guidelines are subject to modification from time to time by the Board.

I. **Board Composition; Director Compensation; and Director Conduct**

A. Selection of Chairman of the Board and Chief Executive Officer

The Board shall be free to choose its Chairman in any way that seems best for the General Partner at any given point in time. Therefore, the Board does not have a policy whether the role of the General Partner’s Chief Executive Officer and Chairman of the Board should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from the non-employee directors or be an employee.

B. Size of the Board

The Board believes that it should generally have no fewer than six and no more than nine directors. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability.

C. Selection of New Directors

Quicksilver Gas Services Holdings LLC (the “Sole Member”), the sole member of the General Partner, shall be responsible for electing directors to serve on the Board. When making its Board membership determinations, the Sole Member shall consider any advice and recommendations offered by the General Partner’s Chief Executive Officer.

D. Election of Board

Each member of the Board shall serve until the member’s death or removal from office or until the member’s successor is elected and qualified.

E. Board Membership Criteria

In selecting directors, the Sole Member shall take into consideration the following criteria and, in the case of individuals who will be intended to qualify as independent directors, the independence criteria set forth in the NYSE Arca listing requirements and the criteria set forth in the charters of the various committees of the Board relating to qualifications for service on such committees:

- Personal and professional qualities, characteristics, attributes, accomplishments and reputation in the business community;
- Current knowledge and contacts in the communities in which the Company does business and in the Company's industry or other industries relevant to the Company's business;
- Ability and willingness to commit adequate time to Board and committee matters, including service on boards of other publicly-traded companies;
- The fit of the individual's skills and personality and how they fit with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company;
- Diversity of viewpoints, background, experience and other demographics versus those of other directors and potential directors; and
- Other relevant factors as the Sole Member deems appropriate, including the current composition of the Board, the balance of management directors and independent directors, the need for Audit Committee expertise and its evaluations of other candidates.

In the case of individuals who will be intended to qualify as independent directors, the Sole Member shall also take into consideration whether particular individuals satisfy any special criteria applicable to service on various standing committees of the Board.

The Sole Member shall be responsible for assessing the appropriate balance of skills and characteristics required of Board members.

Each director shall be expected to own common units of the Company in an amount that is appropriate for such director's financial circumstances.

No director should serve on the Board of Directors of more than three publicly traded companies, unless the full Board specifically approves such additional board service or unless such other board service relates to such director's primary employment.

F. Number of Independent Directors on Board

The Board shall have at least the number of independent directors required by the Audit Committee charter at any time. The Sole Member shall determine the appropriate number of additional independent directors desirable to have serve on the Board at any time.

G. Board Definition of Director Independence

An independent director is one the Board has affirmatively determined has no material relationship with the Company and who is otherwise "independent" under the NYSE Arca listing requirements.

H. Directors Who Change Their Present Job Responsibility

The Board does not believe that directors, whether employees of the General Partner or non-employees of the General Partner, who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Upon such

event, the Sole Member shall review the continued appropriateness of Board membership under such circumstances.

I. Former Chief Executive Officer's Board Membership

The Board does not believe that the Chief Executive Officer should necessarily leave the Board at the time such individual ceases to be the Chief Executive Officer of the General Partner. Upon such event, the Sole Member shall review the continued appropriateness of Board membership under such circumstances.

J. No Term Limits

The Board does not believe that adopting a set term limit for directors serves the interests of the Company. The Sole Member shall consider the issue of continuing director tenure and take such steps as the Sole Member may deem appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo.

K. Board Compensation

The General Partner's executive officers shall not receive additional compensation for their service as directors.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's common units through the payment of a portion of director compensation in Company common units, deferred compensation common unit equivalents or options to purchase the Company's common units. Management directors do not receive additional compensation for their service on the Board above their management compensation. The form and amount of compensation for non-management directors will be determined by the Board. The Board will review non-management director compensation from time to time and, when it deems appropriate, make changes in such compensation. The Board may engage one or more independent consulting firms to assist it in making decisions regarding the compensation of non-management directors and may request such firm provide the Board with market surveys of non-management director compensation and an analysis of the types and amounts of non-management compensation based on such survey. The Company's 2007 Equity Plan specifies that each director who is not an employee of the General Partner will receive specified equity awards.

L. Separate Sessions of Non-Management Directors

The non-management directors shall meet without management of the General Partner on a periodic basis, but no less than four times a year. A presiding non-management director will be designated by the Board. The General Partner shall identify the presiding non-management director in the Company's annual report. If one or more non-management directors do not satisfy the applicable independence requirements set forth in the NYSE Arca listing rules and under applicable law, then at least once annually an executive session including only independent directors shall be held.

M. Evaluation of Board

The Board shall be responsible for annually conducting a self-evaluation to determine whether it and its committees are functioning effectively.

Each committee of the Board should conduct a self-evaluation at least annually and report the results to the Board. Each committee's evaluation must compare the performance of the committee with the requirements of its written charter.

N. Board Contact with Management and Independent Advisors

Board members shall have complete access to management of the General Partner, any of the General Partner's employees and, as necessary and appropriate, the General Partner's independent advisors. Board members shall use sound business judgment to ensure that such contact is not distracting.

Furthermore, the Board encourages management of the General Partner, from time to time to bring managers of the General Partner into Board meetings who: (a) can provide additional insight concerning the items being discussed because of personal involvement in these areas, and/or (b) represent managers of the General Partner with future potential that the senior management of the General Partner believes should be given exposure to the Board.

O. Board Interaction with Institutional Investors, Press and Customers

The Board believes that generally management of the General Partner should speak for the Company. It is suggested that each director shall refer all inquiries from institutional investors, the press or customers to management.

P. Advice of Independent Advisors

The Board and each committee of the Board have the authority to engage and compensate independent advisors as the Board or such committee deems necessary in the performance of its duties.

Q. General Responsibilities of Directors

Each director is expected to attend Board and committee meetings, to be informed (about the Company, its industry and its competitors) and inquisitive at such meetings, to review communications from the General Partner's management, the General Partner's employees and the Company's unitholders, and to be aware of and fulfill his or her duties of good faith, care and loyalty to the General Partner and the General Partner's duties to the Company.

II. **Board Meetings**

A. Frequency of Meetings

There shall be four regularly scheduled meetings of the Board each year. Additional special meetings shall be called as necessary to consider long-term strategic planning or significant transactions or events occurring throughout the year.

B. Meeting Materials

Materials with respect to matters on which action is expected to be taken are circulated to the Board at least several days in advance of the meeting whenever possible. Financial reports, certain committee minutes and other background materials are also circulated in advance of the meeting and during months when the Board is not scheduled to meet. Each director is expected to review such material prior to the applicable meeting when practicable.

III. **Committee Matters**

A. Number and Names of Board Committees

The General Partner shall have at least two standing committees: Audit and Conflicts. The duties for the Audit and Conflicts committees shall be outlined in each such committee's charter. The Board may want to form a new committee or disband a current committee depending on circumstances.

B. Independence of Board Committees

All standing Board committees shall be chaired by independent directors. The Audit Committee and Conflicts Committee shall be composed entirely of independent directors.

C. Assignment and Rotation of Committee Members

The Board shall be responsible, after consultation with the Chairman of the Board, for appointing the Chairman and members to the committees on an annual basis.

The Board shall annually review the Committee assignments and shall consider the rotation of Chairmen and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

IV. **Leadership Development**

A. Succession Planning

At least annually, the Board shall review succession planning, including policies and principles for Chief Executive Officer selection and performance review and policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer.

B. Director Orientation, Education and Development

The Board shall establish a Board Orientation and Continuing Education program designed to familiarize each Board member with his or her responsibilities under these Corporate Governance Guidelines, the committee charters, the General Partner's Certificate of Formation and Limited Liability Company Agreement, the NYSE Arca rules and applicable laws, and the General Partner's responsibilities to the Company under the Company's Certificate of Limited Partnership and Agreement of Limited Partnership and applicable laws.