

U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
ENTERED
THE DATE OF ENTRY IS
ON THE COURTS DOCKET
TAWANA C. MARSHALL, CLERK

MAY 26 2010



D. Michael Lynn
U.S. Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

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In re	: Chapter 11
TEXAS RANGERS BASEBALL PARTNERS	: Case No. 10-43400 (DML)-11
Debtor.	:
-----X	

**INTERIM ORDER PURSUANT TO SECTIONS 105(a), 363(b), AND 541 OF THE
BANKRUPTCY CODE FOR PAYMENT OF PREPETITION SALES AND USE TAXES**
[Relates to Docket No. 21]

Upon the motion (the "Motion"), dated May 24, 2010, of Texas Rangers Baseball Partners, as debtor and debtor in possession in the above-captioned chapter 11 case (the "Debtor"), pursuant to sections 105(a) and 363(b) and 541 of the Bankruptcy Code,¹ for entry of an interim order (the "Interim Order") and a final order authorizing payment of Prepetition sales and use taxes and certain other governmental assessments, all as more fully described in the

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Motion; and upon consideration of the Declaration of Kellie L. Fischer in Support of the Debtor's Chapter 11 Petition and Requests for First Day Relief (the "Fischer Declaration"); and the Court having considered the Motion at an interim hearing on _____, 2010 (the "Interim Hearing"); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and due and proper notice of the Interim Hearing to consider the relief requested therein having been provided to: (i) the Office of the United States Trustee for the Northern District of Texas; (ii) the Debtor's thirty largest unsecured creditors; (iii) counsel to the Purchaser; (iv) counsel to Major League Baseball; (v) counsel to the Major League Baseball Players Association; (vi) counsel to JPMorgan Chase Bank, N.A., as administrative agent under the First Lien Credit Facility; (vii) counsel to GSP Finance LLC, as successor in interest to Barclays Bank PLC, as administrative agent under the Second Lien Credit Facility; (viii) the Taxing Authorities, and (ix) the Banks (collectively, the "Notice Parties"), and no further notice being necessary; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested therein; and the relief granted herein being in the best interests of the Debtor, its estate, creditors, and all parties in interest; and the relief granted herein being necessary to avoid immediate and irreparable harm; and the Court having held the Interim Hearing with the appearances of interested parties noted in the record of the Interim Hearing; and upon the entire record and all of the proceedings before the Court, the Court hereby ORDERS that:

1. The Motion is granted to the extent set forth herein on an interim basis.

2. Pursuant to this Interim Order, the Debtor is authorized, but not required, to pay any amounts due to parties, including, but not limited to, those Taxing Authorities listed on Exhibit A annexed to the Motion (the “Taxing Authorities”) that become due and payable by the Debtor prior to entry of a final order on the Motion (the “Interim Period”) consistent with the practices and policies in effect as of the commencement of the Debtor’s chapter 11 case, including, without limitation, through the issuance of postpetition checks.

3. The Debtor’s Banks or other financial institutions are authorized and directed to process, honor, and pay any checks drawn or electronic funds transfers requested on the Debtor’s account to pay the Sales and Use Taxes, to the extent any exist, and the costs and expenses incident thereto, whether those checks or electronic funds transfer requests were presented prior to or after the Commencement Date; *provided however*, that such checks or electronic funds transfers are identified by the Debtor as relating directly to the authorized payment of the Sales and Use Taxes authorized to be paid pursuant to this Order, in each case solely to the extent that there exist sufficient funds to make such payments or other transfers; *provided* that in no event shall any such bank or other financial institution that takes any such action either (i) at the direction of the Debtor, (ii) in good faith belief that the Court has authorized such action consistent with the implementation of reasonable item handling procedures, or (iii) as a result of an innocent mistake made despite the implementation of reasonable item handling procedures, be deemed in violation of this Order or have liability in connection therewith.

4. The Debtor is authorized to issue replacement checks, resubmit electronic funds transfers, or otherwise make payments to any Taxing Authority on account of Sales and

Use Taxes authorized to be paid pursuant to this Order without the need for further Court approval.

5. Nothing herein constitutes (i) an admission as to the validity of any claim against the Debtor or (ii) a waiver of the Debtor's or any party in interest's rights to subsequently dispute any claim of the Taxing Authorities under applicable nonbankruptcy law.

6. Nothing contained in the Motion or in this Order (i) constitutes an assumption or rejection of any executory contract or agreement between the Debtor and any third party or (ii) requires the Debtor to make any of the payments authorized herein.

7. Any objections to the Motion ("Objections") on a final basis shall be in writing, filed with the Clerk of the United States Bankruptcy for the Northern District of Texas, Fort Worth Division together with proof of service thereof, set forth the name of the objector, the nature and amount of any claim or interest asserted by the objector against the estate or property of the Debtor, and state the legal and factual basis for such Objection. Any such Objections should be served upon the following parties so as to be received no later than 5:00 p.m. (Central Time) on ~~July~~^{June 11}, 2010 (the "Objection Deadline"): (i) counsel to the Debtor, Weil, Gotshal & Manges LLP, 200 Crescent Court, Suite 300, Dallas, Texas 75201, Attn: Martin A. Sosland, Esq. and Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Ronit J. Berkovich, Esq.; (ii) counsel to the Purchaser, Foley & Lardner LLP, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202, Attn: Mary K. Braza, Esq. and Kevin R. Schulz, Esq. and Foley & Lardner LLP, 321 North Clark Street, Suite 2800, Chicago, Illinois 60610, Attn: Michael J. Small, Esq.; (iii) counsel to the Purchaser, Barlow Garsek & Simon, LLP, 3815 Lisbon Street, Fort Worth, Texas 76107, Attn: Robert A. Simon, Esq.; (iv) counsel to the Purchaser, Sherrard, German & Kelly, P.C., 28th Floor, Two PNC Plaza, 620 Liberty

Avenue, Pittsburgh, Pennsylvania 15222, Attn: David J. Lowe, Esq.; (v) counsel to the Committee, if one shall have been appointed; (vi) the U.S. Trustee, 1000 Commerce Street, Room 976, Dallas, Texas 75242, Attn: Lisa L. Lambert, Esq.; (vii) counsel to JPMorgan Chase Bank, N.A., Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022, Attn: Ronan Wicks, Esq. and David Teh, Esq.; (viii) counsel to GSP Finance LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, New York 10019, Attn: Jason P. Young, Esq.; (ix) counsel to MLB, Paul Weiss Rifkind Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Stephen J. Shimshak, Esq., Jordan E. Yarett, Esq. and Philip A. Weintraub, Esq.; and (x) the Office of the Commissioner of Baseball, 245 Park Avenue, New York, New York 10167, Attn: Thomas J. Ostertag, Esq.

8. If an Objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Court may enter a final order approving the Motion without a hearing.

9. If an Objection to the Motion is received by the Objection Deadline, a hearing will be held on June 15, 2010 at 9:30 a.m. to consider the relief requested herein on a final basis (the "Final Hearing") and, following the conclusion of the Final Hearing, the relief granted herein shall remain in effect with respect to the Interim Period.

10. Rule 6003 of the Federal Rules of Bankruptcy Procedure has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtor.

11. Rules 6004(a) and (h) of the Federal Rules of Bankruptcy Procedure has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtor.

12. The Debtor shall serve this Order within three business days of its entry on the parties in interest identified in Local Rule 2002.1, including the Notice Parties.

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Interim Order.

14. The terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

###END OF ORDER###