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**ATTORNEYS FOR THE AD HOC
GROUP OF FIRST LIEN LENDERS**

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

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

**POSITION STATEMENT OF AD HOC GROUP OF FIRST LIEN LENDERS WITH
RESPECT TO DEBTOR’S APPLICATION FOR AUTHORITY TO RETAIN AND
EMPLOY WEIL, GOTSHAL & MANGES LLP AS ITS ATTORNEYS**

The Ad Hoc Group of First Lien Lenders (the “Ad Hoc Group”), which for purposes of this objection includes Kingsland Capital Management, LLC, Monarch Alternative Capital, L.P., Sankaty Advisors LLC, and Stonehill Offshore Partners Limited, a Cayman Islands company,¹ hereby files this position statement with respect to Texas Rangers Baseball Partners’ (the “Debtor”) application pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016 for authorization to employ and retain Weil, Gotshal &

¹ Each in their capacity as lenders or managers or advisors of entities serving as lenders under that certain Amended and Restated First Lien Credit and Guaranty Agreement dated December 19, 2006 (as amended, supplemented or otherwise modified and in effect from time to time), among others, Hicks Sports Group LLC and the Lenders party thereto.

Manges LLP (“WG&M”) as attorneys for the Debtor *nunc pro tunc* to the Commencement Date (the “Application”). The Ad Hoc Group respectfully submits the following:

1. Pursuant to section 327(a) of the Bankruptcy Code, for a court to authorize the retention of an attorney by a debtor in possession, such attorney may not “hold or represent an interest adverse to the estate,” and must be a “disinterested person.” 11 U.S.C. § 327(a). The definition of a “disinterested person” in section 101(14)(C) of the Bankruptcy Code excludes from such definition any person that has “an interest materially adverse to the interest of the estate . . . for any . . . reason.” 11 U.S.C. § 101(14)(C).

2. While it is true that, by virtue of section 1107(b) of the Bankruptcy Code, an attorney is not disqualified from a section 327(a) retention simply because it was retained by the debtor prior to the bankruptcy filing, the nature of such retention is relevant for the determination of the attorney’s disinterestedness. Unfortunately, it is impossible to determine from the Declaration and Disclosure Statement of Martin A. Sosland, a member of WG&M, filed in support of the Application (the “Sosland Declaration”) the exact nature of such representation.

3. The Sosland Declaration duly discloses that WG&M has rendered legal services to Thomas O. Hicks, the ultimate owner of the Debtor, and various entities controlled by Mr. Hicks (together with the Debtor, the “Hicks Affiliates”) – since 1989. Sosland Declaration ¶ 7. However, the Sosland Declaration does not disclose exactly which Hicks Affiliates WG&M represented (and in exactly what transactions) in connection with WG&M’s disclosed representation of the HSG Sports Group’s “prepetition efforts to sell the Texas Rangers” and its “other restructuring efforts relating to the Texas Rangers.” *Id.*

4. As explained in much detail in the joint brief that the Ad Hoc Group filed on June 11, 2010, with certain other secured parties in this case [Doc. No. 163], numerous concerns were

raised about both the propriety of (a) the manner in which the prepetition sale process (the “Sale Process”) was conducted and (b) several transactions that occurred on the eve of the Debtor’s bankruptcy filing (collectively, the “Eve of Bankruptcy Transfers”). The Ad Hoc Group cannot tell from the disclosure contained in the Sosland Declaration which Hicks Affiliates (if any) WG&M represented in any one of the Eve of Bankruptcy Transfers, or what role it played in the Sale Process.

5. Based upon the foregoing, WG&M’s representation of any Hicks Affiliate in connection with the Sale Process and any Eve of Bankruptcy Transaction should be more fully clarified so that the Court and parties in interest may more fully evaluate the same in connection with the consideration of the Application.

PRAYER

The Ad Hoc Group respectfully requests that the Court consider this statement in connection with its consideration of the Application.

Dated: June 14, 2010

Respectfully submitted,

By: /s/ Daniel C. Stewart
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CERTIFICATE OF SERVICE

I hereby certify that on June 14, 2010, true and correct copies of the foregoing were served on the parties receiving electronic notice via the Electronic Court Filing system and on the parties identified on the attached service list via electronic mail.

 /s/ Richard H. London
One of Counsel

SERVICE LIST

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10. The Office of the Commissioner of Baseball, 245 Park Avenue, New York, New York 10167, Attn: Thomas J. Ostertag, Esq. (Tom.Ostertag@mlb.com).