

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



D. Michael Lynn
U.S. Bankruptcy Judge

JUN 17 2010

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

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

**ORDER PURSUANT TO SECTIONS 105(a), 327, 328,
AND 330 OF THE BANKRUPTCY CODE FOR AUTHORIZATION
TO (I) EMPLOY PROFESSIONALS UTILIZED IN THE ORDINARY
COURSE OF BUSINESS AND (II) IMPLEMENT CERTAIN PROCEDURES
TO RETAIN, COMPENSATE, AND REIMBURSE SUCH PROFESSIONALS**

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), 327, 328, and 330 of title 11 of the United States Code (the "Bankruptcy Code"), for authorization to implement certain procedures to (a) retain professionals used in the ordinary course of business ("Ordinary Course Professionals") without formal retention applications and (b) compensate and reimburse such professionals in the

ordinary course without individual fee applications, all as more fully described in the 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 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 hearing to consider the relief requested therein (the "Hearing") having been provided to: (i) the Office of the United States Trustee for the Northern District of Texas (the "U.S. Trustee"); (ii) the Debtor's 30 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, (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 Court having held the Hearing with the appearances of interested parties noted in the record of the 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.

2. The Debtor is authorized to retain, compensate, and reimburse Ordinary Course Professionals, an initial list of which is attached to the Motion as Exhibit A (the “OCP List”), in accordance with the following procedures:

- (a) Within 30 days after the later of (i) the entry of this Order and (ii) the date on which the Ordinary Course Professional commences services for the Debtor, each Ordinary Course Professional shall provide the following to the Debtor’s attorney:
(a) an affidavit (the “OCP Affidavit”) substantially in the form annexed hereto as Exhibit 1 certifying that the professional does not represent or hold any interest adverse to the Debtor or its estate with respect to the matter(s) on which the professional is to be employed and (b) a completed retention questionnaire (the “Retention Questionnaire”) substantially in the form annexed hereto as Exhibit 2.
- (b) Upon receipt of the OCP Affidavit and Retention Questionnaire, the Debtor shall file the same with the Court and serve a copy thereof upon (i) the U.S. Trustee and (ii) the attorneys for any official committees appointed in this chapter 11 case (the “Reviewing Parties”).
- (c) If no objections are filed and properly served within 14 days following service of the OCP Affidavit and Retention Questionnaire (the “Objection Deadline”), the Debtor may retain and employ the Ordinary Course Professional without further order from the Court.
- (d) If an objection is filed and such objection cannot be resolved within 21 days after the Objection Deadline, the matter shall be scheduled for adjudication by the Court at the next available hearing.
- (e) No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until the Ordinary Course Professional has been retained in accordance with these procedures.
- (f) Once the Debtor retains an Ordinary Course Professional in accordance with these procedures, the Debtor shall pay each Ordinary Course Professional, without the need for a prior application to or order by the Court, 100% of the fees and 100% of the disbursements incurred, upon the submission to, and approval by, the Debtor of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (the “Invoice”), up to a monthly cap of \$35,000 per Ordinary Course Professional and a total cap in the aggregate of \$75,000 per Ordinary Course Professional .
- (g) In the event that an Ordinary Course Professional seeks more than \$35,000 in a single month or \$75,000 in the aggregate for fees and disbursements, the Debtor shall not pay that professional *any* fees or disbursements without Court approval, and that Ordinary Course Professional will be required to file a fee application for the full amount of its fees in accordance with sections 330 and 331 of the

Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Texas (the "Local Rules"), the fee guidelines of the U.S. Trustee, and any orders of the Court.

3. The Debtor reserves the right to dispute any invoice submitted by any Ordinary Course Professional.

4. The persons listed on Exhibit D of the Motion shall be deemed not to be "professionals" within the meaning of section 327 of the Bankruptcy Code for the purposes of the chapter 11 case and are not required to be employed by the Court in order to provide, and be compensated for, services rendered to the Debtor postpetition.

5. The Debtor is authorized to supplement the initial list of Ordinary Course Professionals from time to time during this Chapter 11 case, as the need arises, and file notice with the Court listing such additional Ordinary Course Professionals and attach thereto the relevant Ordinary Course Professional Affidavits and Retention Questionnaires (collectively, the "Supplemental Notice of Ordinary Course Professionals"), and serve the Supplemental Notice of Ordinary Course Professionals on the Reviewing Parties. The procedures and deadlines for the Reviewing Parties to object to the retention, employment, or compensation of the additional Ordinary Course Professionals shall be the same as set forth in paragraphs 2 (c) and (d) above for the Ordinary Course Professionals in Exhibit A of the Motion.

6. The form OCP Affidavit and Retention Questionnaire are approved.

7. The Debtor shall serve this Order within 3 business days of its entry on the parties in interest identified in Local Rule 2002.1, including the Notice Parties.

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

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

###END OF ORDER###

Exhibit 1

Affidavit and Disclosure Statement

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

-----X
:

In re : **Chapter 11**

:

TEXAS RANGERS BASEBALL PARTNERS, : **Case No. 10-43400 (DML)-11**

:

Debtor. :

:

:

-----X

**AFFIDAVIT AND DISCLOSURE STATEMENT OF [INSERT INDIVIDUAL'S NAME],
ON BEHALF OF [INSERT FIRM NAME]**

STATE OF _____)
) s.s.:
COUNTY OF _____)

_____, being duly sworn, upon his oath, deposes and says as

follows:

I am a _____ of

_____, located at _____

(the "Company")¹.

Texas Rangers Baseball Partners (the "Debtor") has requested that the Company provide _____ services to the Debtor, and the Company has consented to provide such services (the "Services").

The Services include, but are not limited to, the following:

_____.

¹ "Company" refers to the company being retained, not the Debtor.

The Company may have performed services in the past and may perform services in the future, in matters unrelated to the chapter 11 case, for persons that are parties in interest in the Debtor's chapter 11 case. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of which may represent or be claimants, employees of the Debtor, or other parties in interest in the chapter 11 case. The Company does not perform services for any such person in connection with the chapter 11 case. In addition, the Company does not have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtor or its estate with respect to the matters on which the Company is to be retained.

Neither I nor any principal of or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtor with any other person other than the principals and regular employees of the Company.

Neither I nor any principal of or professional employed by the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtor or its estate with respect to the matters on which the Company is to be retained.

As of the date of the commencement of its chapter 11 case, the Debtor owed the Company \$_____ for prepetition services.

The Company is conducting further inquiries regarding its retention by any creditors of the Debtor, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of
the United States of America that the foregoing is true and correct, and that this Affidavit and
Disclosure Statement was executed on _____ 2010, at _____, _____.

Affiant Name:

SWORN TO AND SUBSCRIBED before
me this ___ day of _____, 2010

Notary Public

Exhibit 2

Retention Questionnaire

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

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

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Texas Rangers Baseball Partners (the "Debtor")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTOR, TO:

Weil, Gotshal & Manges LLP
200 Crescent Court, Suite 300
Dallas, TX 75201
Attn: Martin A. Sosland, Esq.
Charles M. Persons Jr., Esq.

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

Name and address of company:

Date of retention: _____

Type of services to be provided (accounting, legal, etc.)²:

Brief description of services to be provided:

Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable)³: _____

(b) Estimated average monthly compensation based on prepetition retention (if
company was employed prepetition):

Prepetition claims against the Debtor held by the company:

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

Prepetition claims against the Debtor held individually by any member, associate, or professional
employee of the company:

Name: _____

² Please be specific in describing the types of services provided.

³ Please provide your best estimate.

Status: _____

Amount of claim: \$ _____

Date claim arose: _____

Nature of claim: _____

Disclose the nature and provide a brief description of any interest adverse to the Debtor or to its estate for the matters on which the company is to be employed.

Name of individual completing this form.

Dated: _____, 2010