

RECORDATION FOR
TRADEMARK

02-23-2000

DEPARTMENT OF COMMERCE
Patent and Trademark Office



101273233

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies): 2100 JAN 13 AM 10: 51

Hicks, Inc.

OPR/FINANCE
1-13-00

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: SSG Partnership Holdings, LLC

Internal Address: _____

Street Address: 211 Cowboys Parkway

City: Irving State: TX ZIP: 75202

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company - Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Joint Unanimous Written Consent of the
- Merger
- Change of Name

Sole Stockholder and Sole Director of Hocks, Inc.

Execution Date: July 15, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

| | | |
|-----------|-----------|-----------|
| 2,241,690 | 2,005,593 | 1,953,722 |
| 2,032,570 | 1,807,615 | 1,665,295 |
| 1,705,051 | 940,878 | |

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Samantha Payne

Internal Address: NHL Enterprises, L.P.

Street Address: 1251 Ave. of the Americas

City: New York State: NY ZIP: 10020-1192

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500205

(Attach duplicate copy of this page if paying by deposit account)

02/22/2000 110N11 00000243 500205 2241690

DO NOT USE THIS SPACE

01 FC:481 40.00 CH

02 FC:482 175.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Mary J. Sotis

Name of Person Signing

Signature

January 13, 2000

Date

19

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002024 FRAME: 0402

**JOINT UNANIMOUS WRITTEN CONSENT
OF THE SOLE STOCKHOLDER AND
SOLE DIRECTOR OF
HICKS, INC.**

July 15, 1999

The undersigned, being the sole stockholder and sole director of Hicks, Inc., a Delaware corporation (the "Company"), hereby, pursuant to the provisions of the General Corporation Law of the State of Delaware, consents to and approves the following resolutions and each and every action effected thereby:

1. Appointment of Director.

RESOLVED, that Thomas O. Hicks, hereby is elected to serve as the sole member of the Board of Directors of the Company, to serve until the next annual election of directors of the Company or until the election and qualification of his respective successor, or, if earlier, until his death, resignation or removal from office.

2. Election of Officers.

RESOLVED, that the following named person hereby are elected to the offices of the Company set forth opposite their respective names, to serve as such until each of their respective successors are elected or appointed and qualified, or, if earlier, until his death, resignation or removal from office, such persons being as follows:

| Name | Office |
|-------------------------|---|
| Thomas O. Hicks | Chairman of the Board and Chief Executive Officer |
| Lawrence D. Stuart, Jr. | Executive Vice President |
| Joseph B. Armes | Executive Vice President, General Counsel and Secretary |
| Darron K. Ash | Executive Vice President, Chief Financial Officer and Assistant Secretary |
| Michael J. Cramer | Chief Operating Officer |
| Bryan M. Perez | Vice President – Business Development and Assistant Secretary |
| Peter S. Brodsky | Vice President, Assistant Secretary and Treasurer |

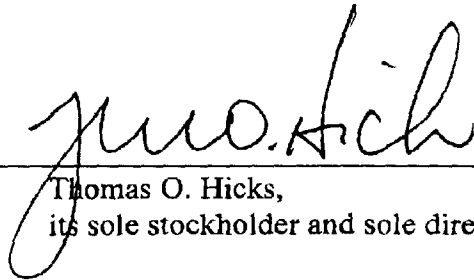
3. General Authority.

RESOLVED, that the officers of the Company are hereby authorized, empowered and directed, for and on behalf and in the name of the Company, to do and perform such acts and deeds and to execute and deliver such instruments and documents as may be necessary to carry out and comply with the terms and provisions of these resolutions.

4. Ratification of Past Actions.

RESOLVED, that all acts and deeds of the officers taken prior to the date hereof to carry out the intent and accomplish the purposes of the foregoing resolutions are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company, and in the name and on behalf of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the date first written above.

By: 
Thomas O. Hicks,
its sole stockholder and sole director

**WRITTEN CONSENT OF
THE SOLE DIRECTOR OF**

HICKS, INC.

June 2, 1999

Pursuant to the provisions of the General Corporation Law of the State of Delaware, the undersigned, being the sole director of Hicks, Inc., a Delaware corporation (the "Company"), does hereby consent to, adopt and approve the following resolutions and each and every action effected thereby:

1. Contribution of Notes.

WHEREAS, Dallas Stars, L.P., a Delaware limited partnership ("Stars LP"), has issued (i) that certain Subordinated Promissory Note dated as of December 31, 1998, payable to the Company, in the amount of \$9,622,764.00 ("Note 1"), and (ii) that certain Subordinated Promissory Note dated as of December 31, 1998, payable to Dallas Stars GP Partners, a Delaware general partnership ("GP Partners"), in the amount of \$9,998,207.00 ("Note 2," and together with Note 1, the "Notes"); and

WHEREAS, in connection with the Roll-Up, the Company, on behalf of itself and as general partner of Stars GP, desires to contribute (the "Note Contribution") the Notes to Stars LP.

NOW THEREFORE BE IT RESOLVED, that the Note Contribution is hereby authorized and approved; and

FURTHER RESOLVED, that the Chairman of the Board, Chief Executive Officer, each Executive Vice President, the Chief Financial Officer, each Vice President, the Secretary and each Assistant Secretary (each a "Proper Officer") of the Company, any one of whom may act without the joinder of any of the others, be and hereby are, authorized, empowered and directed for and on behalf and in the name of the Company, to deliver the Notes, and to cause to be done, any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the Note Contribution.

2. Amended and Restated GP Partners Partnership Agreement.

WHEREAS, it is proposed that the Company, as the general partner of GP Partners, amend and restate the general partnership agreement of GP Partners to reflect for additional capital contributions by certain limited partners.

NOW, THEREFORE BE IT RESOLVED, that the Third Amendment to Amended and Restated Partnership Agreement of GP Partners (the "GP Partners

Amendment"), in the form that was submitted to and reviewed by the undersigned is hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf and in the name of the Company, to execute and deliver the GP Partners Amendment, and to cause to be done, any and all such other acts and things as such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the GP Partners Amendment.

3. Contribution of Partnership Interests to SSG Partnership Holdings LLC.

WHEREAS, it is contemplated that Southwest Sports Group Holdings LLC, a Texas limited liability company ("Holdings LLC"), will combine, among other things, the ownership of the Dallas Stars National Hockey League Franchise, the Texas Rangers Major League Baseball franchise and KXTX-TV Channel 39 (the "Roll-Up");

WHEREAS, in connection with the Roll-Up, the Company desires to contribute (the "SSG Contribution") to SSG Partnership Holdings LLC, a Texas limited liability company ("SSG"), (a) a one percent (1.0%) general partnership interest (the "1% Stars Interest") in Stars LP, and (b) a one percent (1.0%) general partnership interest (the "1% EDLP Interest," and together with the 1% Stars Interest, the "1% Interests") in Emerald Diamond, L.P., a Delaware limited partnership ("EDLP"), and SSG desires to accept the 1% Interests and to become a general partner of the Partnerships; and

WHEREAS, in order to effectuate the SSG Contribution, the Company desires to enter into an Assignment of Partnership Interest (the "SSG Assignment Agreement") dated as of June 2, 1999, by and between the Company and SSG.

NOW, THEREFORE BE IT RESOLVED, that the SSG Contribution and the SSG Assignment Agreement are hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officer of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for, and on behalf and in the name of the Company, to execute and deliver the SSG Assignment Agreement, and to cause to be done, any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the SSG Contribution.

4. D/S Real Estate, Inc. Distribution of Emerald Diamond, L.P. Interest.

WHEREAS, in connection with the Roll-Up, D/S Real Estate, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("D/S Real Estate"),

desires to distribute (the "EDLP Distribution") its interest (the "1% EDLP Interest") in EDLP to the Company, and the Company desires to accept the EDLP Distribution; and

WHEREAS, in order to effect the EDLP Distribution the Company desires to enter into an Assignment of Partnership Interests dated as of June 2, 1999 (the "EDLP Assignment Agreement"), by and between the Company and D/S Real Estate.

NOW THEREFORE BE IT RESOLVED, that the EDLP Distribution and the EDLP Assignment Agreement are hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf, and in the name of the Company, to execute and deliver the EDLP Assignment Agreement, and to cause to be done, any and all such other acts and things as such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the EDLP Distribution.

5. Assignment of Interests in Dallas Stars, L.P., Texas Rangers Baseball Partners and Emerald Diamond, L.P.

WHEREAS, in connection with the Roll-Up, the Company desires to contribute (the "Partnership Contribution") to Holdings LLC, (a) a forty-seven (47.0%) general partnership interest (the "47% Stars Interest") in Stars LP, (b) a ninety-nine percent (99.0%) general partnership interest (the "99% TRBP Interest") in Texas Rangers Baseball Partners, a Texas general partnership ("TRBP"), and (c) a ninety-nine percent (99.0%) limited partnership interest (the "99% EDLP Interest," and together with the Stars Interest and the TRBP Interest, the "Partnership Interests") in EDLP; and

WHEREAS, in order the effectuate the contribution of the Partnership Interests the Company desires to enter into an Assignment of Partnership Interest dated as of June 2, 1999 (the "Partnership Assignment Agreement"), by and between the Company and Holdings LLC.

NOW, THEREFORE BE IT RESOLVED, that the Partnership Contribution and the Partnership Assignment Agreement are hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed, for and on behalf and in the name of the Company, to execute and deliver the Partnership Assignment Agreement, and to cause to be done, any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the Partnership Contribution.

6. Texas Rangers Baseball Club, Inc. Distribution of TRBP Interest.

WHEREAS, in connection with the Roll-Up, Texas Rangers Baseball Club, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("TRBC"), desires to distribute (the "TRBP Distribution") a one percent (1.0%) general partnership interest (the "1% TRBP Interest") in TRBP to the Company, and the Company desires to accept the 1% TRBP Interest and to become a general partner of TRBP; and

WHEREAS, in order to effectuate the TRBP Distribution the Company desires to enter into an Assignment of Partnership Interest dated as of June 2, 1999 (the "TRBP Partnership Assignment"), by and between the Company and TRBC.

NOW, THEREFORE BE IT RESOLVED, that the TRBP Distribution and the TRBP Partnership Assignment are hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf and in the name of the Company, to execute and deliver the TRBP Partnership Assignment, and to cause to be done, any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the TRBP Distribution.

7. Assignment of Partnership Interests in Texas Rangers Baseball Partners.

WHEREAS, in connection with the Roll-Up, the Company desires to contribute (the "TRBP Contribution") the 1% TRBP Interest to SSG; and

WHEREAS, in order to effectuate the TRBP Contribution the Company desires to enter into an Assignment of Partnership Interest dated as of June 2, 1999 (the "SSG/TRBP Assignment Agreement"), by and between the Company and SSG.

NOW, THEREFORE BE IT RESOLVED, that the TRBP Contribution and the SSG/TRBP Assignment Agreement are hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for, and on behalf and in the name of the Company, to execute and deliver the SSG/TRBP Assignment Agreement, and to cause to be done, any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the TRBP Contribution.

8. Formation of SSG.

WHEREAS, it is proposed that the Company (I) form a Texas limited liability company under the name "SSG Partnership Holdings LLC," by causing Articles of Organization (the "Articles"), in substantially the form as the Articles of Organization previously reviewed by the undersigned, to be filed with the Texas Secretary of State, and (ii) serve as the sole member of SSG; and

WHEREAS, it is proposed that, upon the filing of the Articles with the Texas Secretary of State, the Company, in its capacity as sole member of SSG, authorize, approve, and adopt the Limited Liability Company Regulations of SSG (the "SSG Regulations"), in substantially the same form as that certain Limited Liability Company Regulations previously reviewed by the undersigned.

NOW THEREFORE, BE IT RESOLVED, that the Company is hereby authorized and empowered to form SSG and serve as the sole member thereof; and

FURTHER RESOLVED, that the form, terms, and provisions of the Articles are hereby authorized, approved, and adopted in all respects as the Articles of Organization of SSG and that the Proper Officer of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized empowered and directed for and on behalf of the Company, in its capacity as sole member of SSG, to execute, acknowledge, file and record the Articles in the manner required by the Texas Limited Liability Company Act ("TLLCA") and as may be permitted by the TLLCA, and to take any and all other or further actions and to negotiate, approve, enter into, execute, deliver, and perform, any and all consents, certificates, agreements, instruments, undertakings, commitments, and other documents in connection with the formation of SSG (the "Formation Documents"), all of which Formation Documents shall be in such form and upon such terms as the Proper Officer executing the same on behalf of the Company, in its capacity as the sole member of SSG, shall approve, which approval shall be conclusively evidenced by such Proper Officer's execution thereof; and

FURTHER RESOLVED, that the form, terms, and provisions of the SSG Regulations are hereby authorized, approved, and adopted in all respects as the regulations of SSG and that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered, and directed, for and on behalf of the Company, in its capacity as sole member of SSG, to execute, deliver, and perform its obligations under the SSG Regulations, and to take any and all other or further actions and to negotiate, approve, enter into, execute, deliver, and perform, any and all consents, certificates, agreements, instruments, undertakings, commitments, and other documents in connection with the SSG Regulations (the "Corporate Documents"), all of which Corporate Documents shall be in such form and upon such terms as the Proper Officer executing the same on behalf of the Company, in its capacity as sole member of SSG, shall approve, which approval shall be conclusively evidenced by such Proper Officer's execution thereof.

9. Assignment of Membership Interests in SSG.

WHEREAS, in connection with the Roll-Up, the Company desires to contribute (the "SSG Membership Contribution") one hundred percent (100%) of the membership interests (the "SSG Membership Interest") in SSG to Holdings LLC in exchange for Class B Common Units in Holdings LLC; and

WHEREAS, in order to effectuate the SSG Membership Contribution the Company desires to enter into an Assignment of Membership Interest dated as of June 2, 1999 (the "SSG Membership Assignment Agreement"), by and between the Company and Holdings LLC.

NOW, THEREFORE BE IT RESOLVED, that the SSG Membership Contribution and the SSG Membership Assignment Agreement are hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for, and on behalf and in the name of the Company, to execute and deliver the SSG Membership Assignment Agreement, and to cause to be done, any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the SSG Membership Contribution.

10. Contribution of Interests in Dallas Stars GP Partners to Holdings LLC.

WHEREAS, in connection with the Roll-Up, the Company desires to contribute (the "GP Partners Contribution") its partnership interest in GP Partners, to Holdings LLC, in exchange for Class B Common Units in Holdings LLC;

WHEREAS, in order to effectuate the GP Partners Contribution the Company desires to enter into a Contribution Agreement dated as of June 2, 1999 (the "Contribution Agreement"), by and among Holdings LLC, the Company and the other contributors named therein and the related Assignment of Partnership Interests (the "GP Partners Assignment Agreement").

NOW, THEREFORE BE IT RESOLVED, that the GP Partners Contribution, the Contribution Agreement and the GP Partners Assignment Agreement are hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for, and on behalf and in the name of the Company, to execute and deliver the Contribution Agreement and the GP Partners Assignment Agreement, and to cause to be done, any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such

acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the GP Partners Contribution.

11. Capital Contribution.

RESOLVED, that the Corporation accept a capital contribution of \$10,906,440 in cash from Thomas O. Hicks, the sole stockholder of the Corporation.

12. Holdings LLC Subscription Agreement.

WHEREAS, in connection with the Roll-Up, the Company desires to enter into that certain Subscription Agreement dated as of June 2, 1999 (the "Subscription Agreement"), by and between the Company and Holdings LLC, pursuant to which the Company will acquire Class B Common Units of Holdings LLC.

NOW, THEREFORE BE IT RESOLVED, that the Subscription Agreement and the purchase of Class B Common Units of Holdings LLC pursuant thereto are hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf and in the name of the Company, to execute and deliver the Class B Subscription Agreement, and to cause to be done, any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the transactions contemplated by the Class B Subscription Agreement.

13. Formation of HSD Equity Partners, L.P.

WHEREAS, it is proposed that the Company (i) form a Texas limited partnership under the name "HSD Equity Partners, L.P." ("HSD"), by causing a Certificate of Limited Partnership (the "Certificate"), in substantially the form as that certain Certificate of Limited Partnership previously reviewed by the undersigned, to be filed with the Texas Secretary of State, and (ii) serve as the sole general partner of HSD; and

WHEREAS, it is proposed that, upon the filing of the Certificate with the Texas Secretary of State, the Company, in its capacity as general partner of HSD, authorize, approve, and adopt the Limited Partnership Agreement of HSD (the "HSD Partnership Agreement"), by and among DBD/Dallas Stars, Inc., a Texas corporation, and LDS/Dallas Stars, Inc., a Texas corporation, as Limited Partners, and the Company, in substantially the same form as that certain Limited Partnership Agreement previously reviewed by the undersigned.

NOW THEREFORE, BE IT RESOLVED, that the Company is hereby authorized and empowered to form HSD and serve as the sole general partner thereof; and

FURTHER RESOLVED, that the form, terms, and provisions of the Certificate are hereby authorized, approved, and adopted in all respects as the certificate of limited partnership of HSD and that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf of the Company, in its capacity as general partner of HSD, to execute, acknowledge, file and record the Certificate in the manner required by the Texas Revised Limited Partnership Act ("TRLPA") and as may be permitted by the TRLPA, and to take any and all other or further actions and to negotiate, approve, enter into, execute, deliver, and perform, any and all consents, certificates, agreements, instruments, undertakings, commitments, and other documents in connection with the formation of HSD (the "Formation Documents"), all of which Formation Documents shall be in such form and upon such terms as the Proper Officer executing the same on behalf of the Company, in its capacity as the general partner of HSD, shall approve, which approval shall be conclusively evidenced by such Proper Officer's execution thereof; and

FURTHER RESOLVED, that the form, terms, and provisions of the HSD Partnership Agreement are hereby authorized, approved, and adopted in all respects as the partnership agreement of HSD and that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf of the Company, in its capacity as general partner of HSD, to execute, deliver, and perform its obligations under the HSD Partnership Agreement, and to take any and all other or further actions and to negotiate, approve, enter into, execute, deliver, and perform, any and all consents, certificates, agreements, instruments, undertakings, commitments, and other documents in connection with the HSD Partnership Agreement (the "Partnership Documents"), all of which Partnership Documents shall be in such form and upon such terms as the Proper Officer executing the same on behalf of the Company, in its capacity as general partner of HSD, shall approve, which approval shall be conclusively evidenced by such Proper Officer's execution thereof.

14. Contribution of Interests in Holdings LLC.

WHEREAS, it is proposed that the Company contribute (the "HSD Contribution") 11,256,440 Class B Common Units to HSD Equity Partners, L.P., a Texas limited partnership ("HSD"), of which the Company is the sole general partner.

NOW, THEREFORE, BE IT RESOLVED, that the HSD Contribution is hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf and in the name of the Company, to cause to be done, any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the HSD Contribution.

15. Subscription Agreement.

WHEREAS, in connection with the Roll-Up, the Company desires to enter into Class B Subscription Agreement dated as of June 2, 1999 (the "Subscription Agreement"), by and between the Company, Holdings LLC and each subscriber identified on the signature pages thereof; and

WHEREAS, pursuant to the transactions contemplated by the Subscription Agreement, the Company will acquire 11,256,440 Class B Common Units in Holdings LLC.

NOW, THEREFORE BE IT RESOLVED, that the Subscription Agreement is hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf and in the name of the Company, to execute and deliver the Subscription Agreement and to cause to be done any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the transactions contemplated by the Subscription Agreement.

16. Members Agreement.

WHEREAS, in connection with the Roll-Up, the Company desires to enter that certain Members Agreement dated as of June 2, 1999 (the "Members Agreement"), by and among the Company and the securityholders listed on the signature pages thereof.

NOW, THEREFORE BE IT RESOLVED, that the Members Agreement is hereby authorized and approved.

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf and in the name of the Company, to execute and deliver the Members Agreement and to cause to be done any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the transactions contemplated by the Members Agreement.

17. NHL Consent Agreement and Guaranty.

WHEREAS, pursuant to the rules and regulations of the National Hockey League (the "League"), the Company must obtain the consent of the League to effect the Roll-Up;

WHEREAS, in connection with obtaining such consent, the Company desires to enter into that certain National Hockey League Consent Agreement (the "NHL Consent") dated as of June 2, 1999, by and among the Company, the Investment Parties and the Non-Continuing Investments Parties (as defined in the NHL Consent) named therein; and

WHEREAS, as a condition precedent to obtaining such consent, the NHL requires that the Guarantors (as defined in the Guaranty) guaranty certain obligations of Stars LP, pursuant to that certain Guaranty dated as of June 2, 1999 (the "Guaranty"), by and among the NHL and the Guarantors named therein.

NOW, THEREFORE BE IT RESOLVED, that the NHL Consent and the Guaranty, in the form submitted to and reviewed by the undersigned, is hereby authorized and approved; and

FURTHER RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, be, and hereby are, authorized, empowered and directed for and on behalf and in the name of the Company, to execute and deliver the NHL Consent and the Guaranty, and to cause to be done any and all such other acts and things as any such Proper Officer, in his sole discretion, may deem necessary, appropriate or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable) in order to effect the Consent.

18. General Authority.

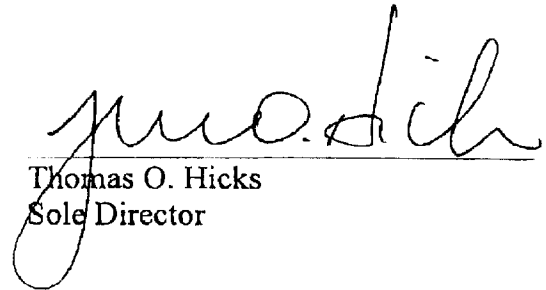
RESOLVED, that the Proper Officers of the Company, any one of whom may act without the joinder of the others, are hereby authorized, in the name and on behalf of the Company, to take all such further actions and to execute, deliver and file all such further agreements, certificates, instruments and documents and to pay all such expenses and taxes as such Proper Officer shall deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolution, such acts, executions, deliveries or filings to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate or advisable.

19. Ratification of Past Actions.

RESOLVED, that all acts and deeds of any Proper Officer of the Company taken prior to the date hereof to carry out the intent and accomplish the purposes of the foregoing resolution are hereby approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company.

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IN WITNESS WHEREOF, the undersigned has executed this written consent as of the date first set forth above.



Thomas O. Hicks
Sole Director

WRITTEN CONSENT
OF
THE SOLE DIRECTOR
OF
HICKS, INC.

December 30 1998

The undersigned, being the sole director of Hicks, Inc., a Delaware corporation (the "Company"), hereby consents to and approves the following resolutions and each and every action effected thereby:

1. Amended and Restated Credit Agreement.

WHEREAS, the Company is the managing general partner of Dallas Stars GP Partners, a Delaware general partnership (the "Partnership");

WHEREAS, the Partnership is the managing general partner of Dallas Stars, L.P., a Delaware limited partnership ("Borrower");

WHEREAS, in connection with the new arena construction for Borrower's NHL hockey franchise and the Dallas Mavericks NBA basketball franchise proposed to be built in the Dallas, Texas metropolitan area ("New Arena"), it is proposed that the Company in its capacity as managing partner of the Partnership, as managing general partner of Borrower, authorize Borrower to enter into the Amended and Restated Credit Agreement (the "Agreement") dated as of December __, 1998 by and among Borrower, the Lenders named therein and NationsBank, N.A., as Agent.

NOW, THEREFORE, BE IT RESOLVED, that Borrower is hereby authorized and empowered to enter into the Agreement;

FURTHER RESOLVED, that the President, Vice President, Assistant Vice President, Secretary and Assistant Secretary of the Company (each a "Proper Officer"), any one of whom may act without the joinder of any of the others, are hereby authorized to execute and deliver the Agreement, in substantially the form previously submitted to the undersigned, and to consummate the transactions contemplated thereunder, including the execution, delivery and performance of all agreements and instruments constituting exhibits to the Agreement, or otherwise related thereto (each an "Additional Credit Document" and collectively, the "Additional Credit Documents"), in the name and on behalf of the Company, in its capacity as managing partner of the Partnership, as managing general partner of Borrower, with such changes thereto as the Proper Officer executing the same shall deem necessary, appropriate, or advisable, the execution and delivery of the Agreement and each Additional Credit Document by any such Proper Officer with any changes therein or additions thereto to be conclusive

evidence that such Proper Officer deemed the same to be necessary, appropriate, or advisable.

FURTHER RESOLVED, that, as used herein, the term "Additional Credit Documents" shall include, but not be limited to, the following documents (each as defined in the Agreement):

- (a) the Borrower Consent;
- (b) the Mortgage Amendment and
- (c) all other documents deemed necessary to the consummation of the transactions contemplated by the Agreement.

FURTHER RESOLVED, that each of the Proper Officers of the Company, any one of whom may act without the joinder of any of the others, is hereby authorized to execute and deliver the Agreement and the Additional Credit Documents, in the name and on behalf of the Company in its capacity as managing partner of the Partnership, as managing general partner of Borrower, or otherwise to take all actions (including, without limitation, (i) negotiation, execution, delivery, and filing of any agreements, certificates, or other instruments or documents, (ii) the modification or amendment of any of the terms and conditions of the Agreement and/or any Additional Credit Documents, (iii) the payment of any consideration, and (iv) the payment of expenses and taxes) as any such Proper Officer may deem necessary, appropriate, or advisable (such acts to be conclusive evidence that such Proper Officer deemed the same to be necessary, appropriate, or advisable) in order to effect the transactions contemplated under the Agreement or any Additional Credit Documents, and all acts of any such Proper Officer taken pursuant to the authority granted herein, or having occurred prior to the date hereof in order to effect such transactions, are hereby approved, adopted, ratified, and confirmed in all respects as the acts and deeds of the Company in its capacity as managing partner of the Partnership, as managing general partner of Borrower.

2. Ratification of Past Actions.

RESOLVED, that all acts and deeds of any Proper Officer of the Company taken prior to the date hereof in order to carry out the intent and accomplish the purposes of the foregoing resolutions are hereby approved, adopted, ratified, and confirmed in all respects as the acts and deeds of the Company in its capacity as managing partner of the Partnership, as managing general partner of Borrower.

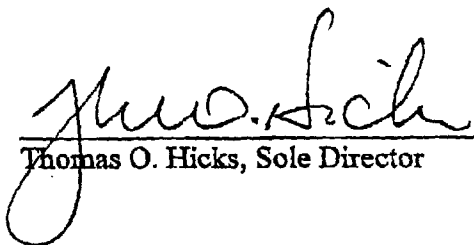
3. General Authority.

RESOLVED, that each Proper Officer of the Company, any one of whom may act without the joinder of any of the others, is hereby authorized, in the name and on behalf of the Company in its capacity as managing partner of the Partnership, as managing general partner of Borrower, to take all such further actions, including, but not limited to, (i) the negotiation of such additional agreements, amendments, supplements,

reports, documents, instruments, applications, notes or certificates currently unknown but which may be required, (ii) the negotiation of such changes and additions to any agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates currently existing, (iii) the execution, delivery and filing (if applicable) of any of the foregoing, and (iv) the payment of all fees, consent payments, taxes and other expenses as any such officer, in his sole discretion, may approve or deem necessary, appropriate, or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that such officer deemed the same to be necessary, appropriate, or advisable; and that all such actions, executions, deliveries, filings and payments taken or made at any time in connection with the transactions contemplated by the foregoing resolutions are hereby approved, adopted, ratified, and confirmed in all respects as the acts and deeds of the Company as if specifically set out in these resolutions.

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IN WITNESS WHEREOF, the undersigned has executed these resolutions
as of the date first set forth above.



Thomas O. Hicks, Sole Director