

The following constitutes the order of the Court.

Signed November 2, 2004.

United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

IN RE:

S
VARTEC TELECOM, INC., et al.,

DEBTORS.

S
(Chapter 11)
(Jointly Administered)

ORDER AUTHORIZING THE DEBTORS TO HONOR PREPETITION OBLIGATIONS TO CUSTOMERS AND CONTINUE CERTAIN CUSTOMER PROGRAMS

On November 1, 2004, the Court considered the Expedited Motion to Authorize the Debtors to Honor Prepetition Obligations to Customers and Continue Certain Customer Programs (the "Motion")¹ filed by the above-referenced debtors (the "Debtors"). The Court finds that the relief requested in the Motion is essential to the continued operation of the Debtors' businesses and is in the best interest of the

¹ Capitalized terms not defined herein shall have the meaning given to them in the Motion.

Debtors' estates and creditors. The Court further finds that adequate notice of this Motion has been given and no other notice needs to be given. Therefore, it is

ORDERED that the Motion is **GRANTED**. It is further

ORDERED that the Debtors are authorized, but not directed, to honor the Prepetition Customer Claims. It is further

ORDERED that the Debtors are authorized, but not directed, to continue the Customer Programs.

END OF ORDER

Upon entry, return copy to:

Richard H. London, SBT #24032678 VINSON & ELKINS L.L.P. 3700 Trammell Crow Center 2001 Ross Avenue Dallas, Texas 75201-2975 Tel: 214-661-7299

Tel: 214-661-7299 Fax: 214-220-7716

ATTORNEYS FOR THE DEBTORS

828305_2.DOC

BAE SYSTEMS

aty

Enterprise Systems Incorporated 11487 Sunset Hills Road Reston, Virginia 20190-5234

CERTIFICATE OF SERVICE

District/off: 0539-3 User: jblanco Page 1 of 1 Date Rcvd: Nov 02, 2004 Form ID: pdf019 Case: 04-81694 Total Served: 2

The following entities were served by first class mail on Nov 04, 2004.

+Abigail B. Willie, Vinson & Elkins, 3700 Trammell Crow Center, 2001 Ross Ave.,

Dallas, TX 75201-2998 aty

+Richard H. London, Vinson & Elkins, 3700 Trammell Crow Center, 2001 Ross Ave., Dallas, TX 75201-2998

The following entities were served by electronic transmission. NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Nov 04, 2004

Joseph Spections