



ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the order of the Court.

Signed November 5, 2004.


United States Bankruptcy Judge

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

IN RE:	§	
	§	
VARTEC TELECOM, INC., et al.,	§	CASE NO. 04-81694
	§	
DEBTORS.	§	(Chapter 11)
	§	(Jointly Administered)

INTERIM
**ORDER APPROVING THE APPLICATION TO EMPLOY
THE STAUBACH COMPANY AS REAL ESTATE BROKER**

UPON CONSIDERATION of the Application to Employ The Staubach Company as Real Estate Broker¹ (the "Application") and the Declaration in Support of the Application (the "Declaration"), the supporting papers and the files and records in the above-entitled bankruptcy cases, and upon any argument and testimony presented at a hearing before the Court (the "Hearing"), and any objections to the Application having been withdrawn or overruled on the merits, this Court finds and concludes that: (a) the

¹ Capitalized terms used but not defined herein shall have the meaning set forth in the Application.

Court has jurisdiction over the subject matter of the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. §157(b); (c) the legal and factual bases set forth in the Application, in the Declaration and on the record at the Hearing establish just cause for the relief granted herein; (d) Staubach does not represent or hold an interest adverse to the Debtors' estates; (e) Staubach is a "disinterested person" pursuant to Bankruptcy §§ 101(14) and 1107(b); (f) the employment of Staubach is necessary and is in the best interests of the Debtors, their estates and their creditors; and, (g) the terms of compensation being sought by Staubach under the Exclusive Listing Agreement are reasonable.

Based on the above findings and conclusions, and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that the Application is hereby ***GRANTED on an interim basis***, as of the Petition Date. ***A final hearing on the application shall be held on November 22, 2004, at 9:30 a.m.*** It is further

ORDERED that the ***Debtors are authorized to*** employ The Staubach Company as Real Estate Broker in the Cases, ***as provided in this order.*** It is further

ORDERED that The Staubach Company shall be compensated for services rendered in accordance with the provisions of section 328 of the Bankruptcy Code and other applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, as such may be modified or supplemented by order of this Court; provided, however, that due to the nature of the services to be provided by Staubach and the commission-based structure of its compensation, Staubach shall not be required to maintain time records. It is further

ORDERED that to the extent that this Order is inconsistent with the Exclusive Listing Agreement with respect to the terms and conditions of Staubach's retention and employment in these chapter 11 cases, the terms of this Order shall govern. It is further

ORDERED that no later than five (5) business days after the date of this Order, Debtor's counsel is directed to serve a copy of the Order on all parties listed below.

END OF ORDER

Return copy to:

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ATTORNEYS FOR THE DEBTORS

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