



ENTERED

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

The following constitutes the order of the Court.

Signed March 23, 2005.


United States Bankruptcy Judge

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

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

**STIPULATION AND ORDER GRANTING AUTHORITY TO
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
TO PURSUE CERTAIN CLAIMS ON BEHALF OF DEBTORS' ESTATES**

This Stipulation (the "Stipulation") by and among the Official Committee of Unsecured Creditors (the "UCC"), VarTec Telecom, Inc., et al., (the "Debtors") and Rural Telephone Finance Cooperative ("RTFC") sets forth the terms under which such parties hereto have agreed, subject to the approval of this Court, to authorize only the UCC to pursue claims against the RTFC on behalf of the Debtors' estates.

WHEREAS, pursuant to Paragraph 19 of the Final Order Authorizing Post-Petition Financing, Granting Senior Liens and Priority Administrative Expense Status, Authorizing Use of Cash Collateral and Modifying the Automatic Stay, entered by the Court on January 12, 2005 (Docket 789) (the “Final DIP Order”), the findings contained in the Final DIP Order shall be binding upon all parties in interest, including without limitation, the UCC, unless such party solely with respect to the findings specifically disputed has, on or before March 3, 2005 (the “Initial Deadline”), properly and timely filed an adversary proceeding or, if applicable, a contested matter (i) challenging the validity, enforceability, unavailability, perfection or priority of the Pre-Petition Obligations (as defined in the Final DIP Order) or RTFC’s liens on the Pre-Petition Collateral (as defined in the Final DIP Order) or (ii) otherwise asserting any claims or causes of action against RTFC (collectively the “RTFC Matters”), and

WHEREAS, the Initial Deadline was extended to 11:59 p.m. on April 4, 2005 (the “Current Deadline”) by stipulation and order entered by this Court, and

WHEREAS, if no such adversary proceeding or contested matter is commenced as of the Current Deadline, the Pre-Petition Obligations shall constitute allowed claims for all purposes in the Cases (as defined in the Final DIP Order) and any subsequent chapter 7 cases, and RTFC’s liens on the Pre-Petition Collateral shall be deemed legal, valid, binding, properly perfected, and not subject to subordination or avoidance; and

WHEREAS, the UCC desires to pursue the RTFC Matters and seeks authority to pursue such matters on behalf of Debtors’ estates, and

WHEREAS, the Debtors, the UCC and RTFC have reached an agreement to authorize, (but not direct) the UCC to pursue the RTFC Matters, subject to the terms and conditions set forth in Paragraphs 1 through 5 hereof,

NOW, THEREFORE, in consideration of the foregoing, and in consideration of the terms, conditions and mutual agreements set forth herein, and other good and valuable consideration, the receipt and sufficiency of which the Debtors, the UCC and RTFC hereby acknowledge, it is hereby

STIPULATED AND AGREED as follows:

1. The terms of this Stipulation shall be binding upon the Court's approval of this Stipulation.
2. The UCC is hereby authorized, but not directed, and is hereby granted standing to pursue the RTFC Matters on behalf of the Debtors' estates and to object to any scheduled claims or proofs of claim of the RTFC.
3. This Stipulation and the authority granted by the Order is without prejudice to RTFC's claims, defenses, or positions in response to the UCC's pursuit, if any, of the RTFC Matters, except that the RTFC hereby agrees that the UCC is authorized and has standing to pursue the RTFC Matters on behalf of the Debtors' estates and to object to any scheduled claims or proofs of claim of the RTFC.
4. This Stipulation constitutes the entire agreement between the parties hereto with respect to the granting of authority and standing to the UCC to pursue the RTFC Matters on behalf of the Debtors' estates and to object to any scheduled claims or proofs of claim of the RTFC.
5. The Court shall retain jurisdiction over any matters arising from this Stipulation.

IT IS SO ORDERED.

AGREED:

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End of Order