



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:

VARTEC TELECOM, INC., *et al.*,

DEBTORS.

§
§
§
§
§
§

CASE NO. 04-81694-SAF-11

**(Chapter 11)
(Jointly Administered)**

**AGREED ORDER GRANTING MOTION TO AUTHORIZE REJECTION OF
EXECUTORY CONTRACT (CONCERNING CLEVELAND, OHIO DEDICATED RING)**

[RELATES TO DOCKET NO. 1021]

On March 23, 2005, the Court considered the Motion to Authorize Rejection of Executory Contract Between Excel Telecommunications, Inc. and SBC Communications (Concerning Cleveland, Ohio Dedicated Ring) (the "Motion"). Excel Telecommunications, Inc. ("Excel") filed the Motion on February 28, 2005.

Excel and The Ohio Bell Telephone Company d/b/a SBC Ohio ("SBC Ohio") (which is the counter-party to the contract which is the subject of the Motion) agree, and the Court finds:

1. The Motion concerns a contract between Excel and SBC Ohio (the "Contract") which is described as follows:

Contract Subject Matter: OC48 Sonet Ring Service with Ameritech in Cleveland, Ohio

Date of Service: August 15, 2000

Contract Term: 60 months

MRC: \$13,255

BAN: 216S604304304

Ckt IDs: 19D18/OC48/CLEVOHIBH47/CLEVOH62; and

Z9D18/OC48/CLEVOHIBH47/CLEVOH62

SCID: N19D18

2. Excel has exercised sound business judgment to determine that the Contract should be rejected.

The Court also finds that adequate notice of the Motion has been given, and that no other notice is necessary.

Based on the foregoing,

It is hereby ORDERED that the Motion is GRANTED.

It is FURTHER ORDERED that Excel and SBC Ohio shall promptly take all reasonable and customary steps which are necessary to arrange for discontinuation of service to Excel under the Contract. Such steps shall include Excel, within ten (10) days of the entry of this Agreed Order, completing and submitting all of the customary SBC Ohio forms, including all of the necessary Access Service Requests ("ASRs") which ASRs, among other things, shall request disconnection of the following items:

CHANNEL	CIRCUIT ID
----------------	-------------------

PE8 801 T3 CLEVOHIBH47 CLEVOH62K04
PE11 90 HFGS 200277 OB
PE12 90 HFGS 200984 OB
PE13 90 HFGS 200993 OB

It is FURTHER ORDERED that Excel shall promptly allow SBC Ohio to retrieve SBC Ohio equipment which is used to provide service under the Contract.

It is FURTHER ORDERED that SBC Ohio shall retrieve such equipment from Excel within a reasonable time, with the costs of such retrieval to be borne by SBC Ohio.

It is FURTHER ORDERED that SBC Ohio shall file a claim for rejection damages, if any, relating to the Contract no later than sixty (60) days after the date of entry of this Agreed Order.

End of Agreed Order

AGREED TO BY:

/s/ Michael L. Scanlon
Joseph M. Coleman
State Bar No. 04566100
Michael L. Scanlon
State Bar No. 17707500
KANE RUSSELL COLEMAN & LOGAN, P.C.
3700 Thanksgiving Tower
1601 Elm Street
Dallas, Texas 75201
Tel: 214-777-4200
Fax: 214-777-4299

SPECIAL COUNSEL FOR THE DEBTORS

/s/ David M. Bennett

David M. Bennett

State Bar No. 02139600

THOMPSON & KNIGHT LLP

1700 Pacific Avenue, Suite 3300

Dallas, Texas 75201

Tel: 214-969-1486

Fax: 214-969-1751

**COUNSEL FOR THE OHIO BELL TELEPHONE
COMPANY d/b/a SBC OHIO**