



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 28, 2005.

United States Bankruptcy Judge

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

IN RE:

VARTEC TELECOM, INC., et al.,

Debtors.

§
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§

**Case No. 04-81694-SAF-11
(Chapter 11)**

**SECOND STIPULATION FOR RELIEF WITH RESPECT TO
THE MOTION OF THE OFFICIAL COMMITTEE OF EXCEL INDEPENDENT
REPRESENTATIVES FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. § 105(a)
MODIFYING THE COURT'S DECEMBER 9, 2004 ORDER AND EXTENDING
SUNSET PROVISION ON IR COMMITTEE APPOINTMENT, ETC.**

This Stipulation (the "Second Stipulation") by and among the Official Committee of Excel Independent Representatives (the "IR Committee"), Rural Telephone Finance Cooperative

SECOND STIPULATION FOR RELIEF WITH RESPECT TO THE MOTION OF THE OFFICIAL COMMITTEE OF EXCEL INDEPENDENT REPRESENTATIVES FOR ENTRY OF AN ORDER PURSUANT TO 11 U.S.C. § 105(a) MODIFYING THE COURT'S DECEMBER 9, 2004 ORDER AND EXTENDING SUNSET PROVISION ON IR COMMITTEE APPOINTMENT, ETC.

("RTFC"), the Official Committee of Unsecured Creditors (the "UCC") and VarTec Telecom, Inc., et al., (the "Debtors") sets forth the terms under which such parties hereto have agreed, subject to the approval of this Court, to modify and extend the sunset provision relating to the IR Committee under Paragraph 2 of the Order Granting Emergency Motions for the Appointment of an Official Committee of Independent Representatives, dated December 9, 2004 (Docket 500) (the "IR Committee Order").

WHEREAS, the IR Committee Order directed to the U.S. Trustee to appoint the IR Committee and provided that the IR Committee "shall automatically disband ninety (90) days from the date of appointment, without prejudice to the right of any party seeking to earlier terminate or extend such appointment, any of which motions shall be filed within said ninety (90) days" (the "Sunset Provision"); and

WHEREAS, the U.S. Trustee appointed the IR Committee on December 8, 2004 (Docket 484); and

WHEREAS, the IR Committee timely filed its Motion of the Official Committee of Excel Independent Representatives for Entry of an Order Pursuant to 11 U.S.C. §105(a) Modifying the Court's December 9, 2004 Order and Extending Sunset Provision on IR Committee Appointment for Additional Ninety Days (Docket 1044) (the "Extension Motion"); and

WHEREAS, the Debtors, the UCC and RTFC each opposed the Extension Motion; and

WHEREAS, the IR Committee, the Debtors, the UCC and RTFC have previously reached an agreement to extend and modify the Sunset Provision, which was approved by the Court subject to the terms and conditions set forth therein, and filed with the Court at Docket 1059; and

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WHEREAS, the IR Committee, the Debtors, the UCC and RTFC have reached another agreement to extend and modify the Sunset Provision, subject to the terms and conditions set forth in Paragraphs 1 through 5 below and the approval of this Court,

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 IR Committee, the Debtors, the UCC and RTFC hereby acknowledge, it is hereby

STIPULATED AND AGREED, by and among the IR Committee, the Debtors, the UCC and RTFC, as follows:

1. The terms of this Second Stipulation shall not be binding on the IR Committee, the Debtors, the UCC and RTFC unless and until the Court approves the Second Stipulation.

2. During the extended period, described in Paragraph 4 below, the IR Committee shall concentrate primarily on negotiation and global settlement of the Excel independent representatives' claims (the "IR Claims") against the Debtors.

3. Each of the IR Committee, the Debtors, the UCC and RTFC affirmatively agree to negotiate the global settlement of the IR Claims in good faith and with deliberate speed.

4. The IR Committee shall automatically dissolve without further order of the Court at 11:59 P.M. on April 18, 2005, unless the Court orders otherwise or a global settlement is reached by the parties, without prejudice to the right of any party seeking to terminate such appointment on an earlier date. In the event that a global settlement is not reached, the IR Committee may seek a further extension from the Court and any party may object to such

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requested extension. In the event that a global settlement is reached, the Sunset Provision shall be extended, if necessary, solely for the purpose of implementing the global settlement.

5. The Court shall retain jurisdiction over any matters arising from this Second Stipulation.

SO ORDERED.

End of Order

AGREED:

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