



**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 30, 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.**

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**CASE NO. 04-81694-SAF-11**

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

**ORDER APPROVING MASTER PROFESSIONAL SERVICES AGREEMENT  
(COMMUNICATIONS MANAGEMENT SERVICES, INC.)**

On March 23, 2005, the Court considered the Motion to Approve Master Professional Services Agreement (Communications Management Services, Inc.) [Docket No. 1022] (the "Motion")<sup>1</sup> filed by the above-referenced debtors and debtors in possession (the "Debtors"). The Court finds that the Debtors have exercised sound business judgment to determine that the Agreement should be executed. The Court further finds that adequate notice of this Motion has been given and no other notice needs to be given. Therefore, it is

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

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

**ORDERED** that the Debtors shall be authorized to execute the Agreement and take any other steps necessary to the effectuate the transaction contemplated in the Agreement.

**### END OF ORDER ###**

*After entry, return copy to:*

Richard H. London, SBT #24032678

**VINSON & ELKINS L.L.P.**

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**ATTORNEYS FOR THE DEBTORS**

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