

The following constitutes the order of the Court.

Signed July 11, 2005

United States Bankruptcy Judge

Atma te Ses

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

In re: Case No. 04-81694-SAF-11 § (Jointly Administered) **§ §** VARTEC TELECOM, INC., et al.,

Debtors.

ORDER APPROVING AMENDED APPLICATION TO EMPLOY KANE, RUSSELL, COLEMAN & LOGAN, P.C. AS SPECIAL COUNSEL TO THE DEBTORS

[RELATES TO DOCKET NO. 1348]

On July 7, 2005, the Court considered the Amended Application to Employ Kane, Russell, Coleman & Logan, P.C. ("KRCL") as Special Counsel to the Debtors [Docket No. 1348] (the "Amended Application"). The Court **FINDS** that sufficient notice of the Amended Application was given and no further notice is required, and based upon the declarations submitted pursuant to Federal Rule of Bankruptcy Procedure 2014 in support of the original application: (1) KRCL represents no interest adverse to the Debtors or their estates that would disqualify them from employment pursuant to Bankruptcy Code § 327(e); (2) KRCL is

Capitalized terms not defined herein shall have the meaning given to them in the Amended Application. ORDER APPROVING AMENDED APPLICATION TO EMPLOY KANE, RUSSELL, COLEMAN & LOGAN, P.C. AS SPECIAL COUNSEL TO THE DEBTORS - Page 1 of 2 485635v2 (43670.00002.000)

"disinterested" as that term is defined in Bankruptcy Code § 101(14); and (3) based on the

Amended Application, the employment of KRCL is necessary and in the best interests of the

Debtors and their estates herein and for good and sufficient cause. Therefore, it is

ORDERED that the Amended Application is hereby **GRANTED** in its entirety *nunc pro*

tunc as of the Petition Date. It is further

ORDERED that the employment of KRCL, as described in the Amended Application, is

APPROVED.

End of Order

BAE SYSTEMS

Enterprise Systems Incorporate 11487 Sunset Hills Road Reston, Virginia 20190-5234

Enterprise Systems Incorporated CERTIFICATE OF SERVICE

District/off: 0539-3 Case: 04-81694

NONE.

User: bsimpson Form ID: pdf012

Page 1 of 1 Total Served: 1 Date Rcvd: Jul 12, 2005

The following entities were served by first class mail on Jul 14, 2005.

aty +Robert James Taylor, Kane, Russell, Coleman, Logan, PC, 1601 Elm Street, Suite 3700,

Dallas, TX 75201-7207

The following entities were served by electronic transmission.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Joseph Spections

Date: Jul 14, 2005 Sign

Signature