



ENTERED

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

The following constitutes the order of the Court.

Signed July 11, 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 COMPROMISE AND
SETTLEMENT WITH COMDISCO, INC.**

On July 7, 2005, the Court considered the Motion to Approve Compromise and Settlement with Comdisco, Inc. [Docket No. 1386] (the "Motion")¹ filed by the above-referenced debtors and debtors in possession (collectively, the "Debtors"). The Court finds that the relief requested in the Motion is in the best interest of the Debtors' estates and creditors, that the Settlement is fair and equitable and that adequate notice of this Motion has been given and no other notice needs to be given. Therefore, it is

ORDERED that the Motion is in all things **GRANTED**. It is further

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

ORDERED that the Settlement Agreement and Settlement are approved. It is further

ORDERED that within two business days after counsel for Comdisco is served with a copy of this Order, Comdisco shall pay \$690,000 to VarTec Telecom, Inc. It is further

ORDERED that Comdisco shall be granted an allowed general unsecured claim in the amount of \$2,740,170.41 against the estates of Excel Management Service, Inc. and Excelcom, Inc. It is further

ORDERED that within eleven business days after the entry of this Order, the Debtors shall file a notice of dismissal of the Adversary Proceeding

ORDERED that the releases to be provided under the Settlement Agreement are approved.

END OF ORDER

Upon entry, return copy to:

Richard H. London
VINSON & ELKINS L.L.P.
Trammell Crow Center
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201-2975
Tel: 214.661.7299
Fax: 214.220.7716
VarTec@velaw.com

ATTORNEYS FOR THE DEBTORS

986437.1

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

CERTIFICATE OF SERVICE

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

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 +Richard H. London, Vinson & Elkins, LLP, 3700 Trammell Crow Center, 2001 Ross Ave.,
Dallas, TX 75201-2998

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

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

NONE.

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.

Date: Jul 14, 2005

Signature:

