



ENTERED

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

The following constitutes the order of the Court.

Signed November 8, 2004.

United States Bankruptcy Judge

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

IN RE:	§	
	§	
VARTEC TELECOM, INC., et al.,	§	CASE NO. 04-81694-SAF-11
	§	
DEBTORS.	§	(Chapter 11)
	§	(Jointly Administered)

**ORDER AUTHORIZING PAYMENT OF PREPETITION
COMMISSIONS AND BONUSES IN THE ORDINARY COURSE OF BUSINESS
(DEALERS AND AGENTS)**

On November 1, 2004, the Court considered the Expedited Motion to Approve Payment of Prepetition Commissions and Bonuses in the Ordinary Course of Business (Dealers and Agents) [Docket No. 13] (the "Motion")¹ filed by the above-referenced debtors (the "Debtors"). The Court finds that the relief requested in the Motion is essential and critical to the continued operation of the Debtors' businesses and is in the best interest of the Debtors' estates and creditors. The Court further finds that

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

adequate notice of this Motion has been given and no other notice needs to be given.

Therefore, it is

ORDERED that the Motion is **GRANTED in part as set forth below**. It is further

ORDERED that the Debtors are authorized, but not directed, to pay the Independent Contractor Claims and to continue all Independent Contractor Programs, and all payments made by the Debtors in connection therewith are hereby approved and ratified, provided however that the Debtors are not authorized to pay any prepetition claims of Independent Representatives. It is further

ORDERED that the Debtors are hereby authorized, but not directed, to honor and pay all prepetition dealer and agent obligations in the approximate amount of \$227,000, provided the relationship between each respective Independent Representative and the Debtors was not terminated as of the date of the entry of the Order. It is further

ORDERED that the Debtors file promptly with the Court a list of the dealers and agents and amounts the Debtors seek to be pay pursuant to this Order. It is further

ORDERED that the Debtors are hereby authorized, but not directed, to continue all Independent Contractor Programs, to the extent such policies, programs, practices, and procedures were in effect at the commencement of these Cases; provided, however, the relief granted herein shall not constitute or be deemed an assumption or authorization to assume any of such policies or programs pursuant to Bankruptcy Code § 365. It is further

ORDERED that, to the extent of funds on deposit and unless otherwise advised by the Debtors, the banks and financial institutions at which the Debtors maintain

accounts are directed to receive, process, honor, and pay all checks presented for payment and to honor all funds transfer requests made by the Debtors relating to the Independent Contractor Claims whether such checks were presented or funds transfer requests were submitted prior to, or subsequent to, the Petition Date. It is further

ORDERED that the Debtors are hereby authorized, but not directed, to issue post-petition checks, or to effect post-petition fund transfer requests in replacement of any checks or fund transfer requests with respect to its Independent Contractor Claims dishonored or denied as a consequence of the commencement of these Cases. It is further

ORDERED that nothing in this Order or the Motion shall be construed as prejudicing any rights the Debtors may have to dispute or contest the amount of, or the basis for, any claims against the Debtors in connection with or relating to the claims addressed by this Order.

END OF ORDER

Upon entry, return copy to:

Richard H. London, SBT #24032678

VINSON & ELKINS L.L.P.

3700 Trammell Crow Center

2001 Ross Avenue

Dallas, Texas 75201-2975

Tel: 214-661-7299

Fax: 214-220-7716

ATTORNEYS FOR THE DEBTORS

832976_4.DOC

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

CERTIFICATE OF SERVICE

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

User: jblanco
Form ID: pdf019

Page 1 of 1
Total Served: 2

Date Rcvd: Nov 09, 2004

The following entities were served by first class mail on Nov 11, 2004.

aty +Abigail B. Willie, Vinson & Elkins, 3700 Trammell Crow Center, 2001 Ross Ave.,
Dallas, TX 75201-2998
aty +Richard H. London, Vinson & Elkins, 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: Nov 11, 2004

Signature:

