

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

The following constitutes the order of the Court.

Signed August 2, 2005

Harlin DeWayne Hale
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 AUTHORIZING REJECTION OF CIRCUIT AGREEMENTS

On July 25, 2005, the Court considered the Motion to Authorize Rejection of Circuit Agreements [Docket No. 1395] (the "Motion")¹ 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 Agreements as provided herein, should be rejected. The Court further finds 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 **GRANTED** as set forth below. It is further

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

ORDERED that the Agreements set forth on **Exhibit A** shall be rejected and terminated effective as of the Disconnection Date, and, unless the Debtors and the respective counterparties agree otherwise, the respective counterparties to the Agreements shall retrieve any property relating to the Agreements within a reasonable time (with the cost of such retrieval to be borne by such counterparties). It is further

ORDERED that to the extent that a counterparty to an Agreement set forth on **Exhibit A** refuses to timely retrieve personal property relating to the Agreements, the Debtors are authorized to abandon and/or dispose of such property by any reasonable means and shall have a claim against such counterparty for the costs of such abandonment or disposition. It is further

ORDERED that the Agreements set forth on **Exhibit B** are excluded from this Order and a hearing on the Debtors' relief sought in the Motion regarding the Agreements on **Exhibit B** shall be continued until the Debtors' next pre-set hearing date occurs, which is currently set on August 18, 2005 at 2:30 p.m. This setting does not preclude any party from seeking a further continuance. Any responses to objections filed regarding the Agreements on **Exhibit B** shall be filed no later than 5 calendar days before the hearing on the Motion as to those Agreements. Further, the Debtors' right to move to strike the objections filed by Broadwing Communications, LLC and Sprint Spectrum L.P. d/b/a Sprint PCS is preserved.

ORDERED that the items set forth on **Exhibit C** are hereby adjourned until the Debtors' next pre-set hearing date occurs, which is currently set on August 18, 2005 at 2:30 p.m.

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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Enterprise Systems Incorporated
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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: Aug 02, 2005

The following entities were served by first class mail on Aug 04, 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: Aug 04, 2005

Signature:

