

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

The following constitutes the order of the Court.

Harlin DeWayne Hale
United States Bankruptcy Judge

Signed August 19, 2005

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 SECOND INTERIM FEE APPLICATION OF HUGHES &
LUCE, L.L.P., SPECIAL COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
MARCH 1, 2005 THROUGH JUNE 30, 2005**

On August 18, 2005, the Court considered the Second Interim Fee Application of Hughes & Luce, L.L.P. ("H&L"), Special Counsel to the Debtors, For Allowance of Compensation and Reimbursement of Expenses [Docket No. 1637], for the period March 1, 2005 through June 30, 2005 (the "Fee Application"). The Court finds that it has jurisdiction over this matter, and further finds that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (b)(2)(O). Based upon the Fee Application and the record made at the hearing, the Court finds that the fees and expenses requested by H&L are reasonable, actual, and necessary and that good cause exists

for the allowance and payment of H&L's fees and expenses as set forth in the Fee Application. The Court further finds that notice of the Fee Application was proper and that no other or further notice is necessary. Therefore, it is

ORDERED that the Fee Application is APPROVED. It is further

ORDERED that H&L shall be allowed interim compensation of fees in the amount of \$606,006.50 (the "Fees") and reimbursement of expenses in the amount of \$19,855.78 for the period of March 1, 2005 through June 30, 2005.

END OF ORDER

ORDER SUBMITTED BY:

HUGHES & LUCE, L.L.P.

By: /s/ Thomas W. Paxton
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State Bar No. 03313730
Beth W. Bivans
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