

**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 24, 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 APPROVING SECOND INTERIM APPLICATION OF VINSON & ELKINS
L.L.P. FOR ALLOWANCE OF FEES AND EXPENSES AS COUNSEL FOR THE
DEBTORS FOR THE PERIOD MARCH 1, 2005 THROUGH JUNE 30, 2005**

On August 18, 2005, the Court considered the Second Interim Application of Vinson & Elkins L.L.P. for Allowance of Fees and Expenses as Counsel for the Debtors for the Period March 1, 2005 through June 30, 2005 [Docket No. 1639] (the "Second Application").¹ Based upon the Second Application and the record made at the hearing thereon, the Court finds that the fees and expenses requested by V&E are reasonable, actual, and necessary and that good cause exists for the payment of V&E's fees and

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

expenses. The Court further finds that notice of the Second Application was proper and that no other or further notice is necessary. Therefore, it is

ORDERED that the Second Application is **APPROVED**. It is further

ORDERED that V&E shall be allowed interim compensation of fees in the amount of \$2,558,529.50 (the "Fees") and reimbursement of expenses in the amount of \$60,478.64 (the "Expenses") for the period from March 1, 2005 through June 30, 2005. It is further

ORDERED that the Debtors shall pay V&E the Fees and Expenses which previously have not been paid by the Debtors pursuant to this Court's Amended Order Establishing Procedure for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals [Docket No. 118] in the aggregate amount of \$511,705.90.²

END OF ORDER

² Subsequent to the hearing on the Second Application which was heard on August 18, 2005, V&E and the Debtors reconciled their accounts and determined that V&E had failed to reflect an adjustment reducing the bill for the March 1-15, 2005 period by \$12,180.50. Attached hereto as **Exhibit A** is a chart updating the chart from page 4 of the Second Application and reflecting such downward adjustment.

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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Exhibit A

Period Covered	Total Fees for Period	Fees Paid (80% of Total Fees)	Balance of Fees Owed (20% of Total Fees)	Total Expenses Paid (100% of Total Expenses)
March 1-15, 2005	\$265,000.00	\$212,000.00	\$53,000.00	\$16,791.92
March 16-31, 2005	392,437.50	313,950.00	78,487.50	7,074.11
April 1-15, 2005	230,693.00	184,554.40	46,138.60	1,757.80
April 16-30, 2005	322,048.00	257,638.40	64,409.60	2,300.20
May 1-15, 2005	314,421.50	251,537.20	62,884.30	11,677.09
May 16-31, 2005	381,195.00	304,956.00	76,239.00	7,866.02
June 1-15, 2005	280,318.00	224,254.40	56,063.60	3,279.05
June 16-30, 2005	372,416.50	297,933.20	74,483.30	9,732.45
Total	\$2,558,529.50	\$2,046,823.60	\$511,705.90	\$60,478.64