



**ENTERED**

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

**The following constitutes the order of the Court.**

*Hamlin DeWayne Hale*  
United States Bankruptcy Judge

Signed August 24, 2005

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

**IN RE:**

**VARTEC TELECOM, INC., et al.**

**DEBTORS.**

§  
§  
§  
§  
§  
§

**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").<sup>1</sup> 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

<sup>1</sup> 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.<sup>2</sup>

**### END OF ORDER ###**

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<sup>2</sup> 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.**

Trammell Crow Center

2001 Ross Avenue, Suite 3700

Dallas, Texas 75201-2975

Tel: 214.661.7299

Fax: 214.220.7716

[VarTec@velaw.com](mailto:VarTec@velaw.com)

**ATTORNEYS FOR THE DEBTORS**

1004002\_1.DOC

**Exhibit A**

| <b>Period Covered</b> | <b>Total Fees for Period</b> | <b>Fees Paid (80% of Total Fees)</b> | <b>Balance of Fees Owed (20% of Total Fees)</b> | <b>Total Expenses Paid (100% of Total Expenses)</b> |
|-----------------------|------------------------------|--------------------------------------|---|---|
| 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  |
| <b>Total</b>          | <b>\$2,558,529.50</b>        | <b>\$2,046,823.60</b>                | <b>\$511,705.90</b>                             | <b>\$60,478.64</b>                                  |

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: Aug 24, 2005

The following entities were served by first class mail on Aug 26, 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 26, 2005

Signature:

