

**EXHIBIT F**

**Order**

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

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<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>VARTEC TELECOM, INC., et al.,</b>	:	<b>Case No. 04-81694-SAF-11</b>
	:	
<b>Debtors.</b>	:	<b>Jointly Administered</b>
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**ORDER GRANTING THIRD AND FINAL APPLICATION FOR ALLOWANCE  
OF FEES AND REIMBURSEMENT OF EXPENSES OF HOULIHAN LOKEY  
HOWARD & ZUKIN CAPITAL AS INVESTMENT BANKER  
TO THE DEBTORS FOR THE PERIOD  
DECEMBER 8, 2004 THROUGH AUGUST 18, 2005**

This matter coming before the Court on the Third and Final Application for Allowance of Fees and Reimbursement of Expenses of Houlihan Lokey Howard & Zukin Capital as Investment Banker to the Debtors For The Period December 8, 2004 through August 18, 2005 (the "Application"); the Court having reviewed the Application and all pleadings relating thereto;

and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:<sup>(1)</sup>

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).
- C. The Application complies, as applicable, with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the Bankruptcy Court for the Northern District of Texas and the Orders of this Court.
- D. Houlihan Lokey's requested final compensation for services rendered in connection with its representation of the Debtors during the Application Period is reasonable and appropriate under sections 328 and 331 of the Bankruptcy Code.
- E. Houlihan Lokey's expenses incurred during the Application Period for which it seeks reimbursement were actual and necessary expenses under sections 330(a) (1)(B) and 331 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

- 1. The Application is GRANTED.
- 2. Houlihan Lokey's request for a final allowance of compensation of 100% of \$2,908,977.09 and reimbursement for 100% of expenses of \$94,862.06 for the Application Period is hereby approved.
- 3. The Debtors are hereby authorized and directed to pay Houlihan Lokey the foregoing approved fees and expenses not already paid.
- 4. The terms of paragraph 6 of the Agreed Order Granting Second Interim

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<sup>(1)</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Application.

Application for Allowance of Fees and Reimbursement of Expenses of Houlihan Lokey Howard  
& Zukin Capital as Investment Banker to the Debtors for the Period March 8, 2005 through  
August 18, 2005 [Docket No. \_\_\_\_] are incorporated herein by reference.

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

*After entry, return copy to:*

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