

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

The following constitutes the order of the Court.

Signed October 3, 2005

Hamlin 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.

§
§
§
§
§
§

CASE NO. 04-81694-HDH-11

(Chapter 11)
(Jointly Administered)

**ORDER APPROVING AMENDMENT NO. 1 TO TELE-SERVICES
AGREEMENT WITH ONECONTACT, INC. AND REJECTION OF
INITIAL SPECIALTY OUTSOURCING SOLUTIONS' AGREEMENT**

On September 29, 2005, the Court considered the Motion to Approve Amendment No. 1 to Tele-Services Agreement (OneContact, Inc.) and Rejection of Initial Specialty Outsourcing Solution's Agreement [Docket No. 1830] (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 they should (i) enter into the Amended Agreement with OneContact, Inc. and (ii) reject

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

the Initial Agreement. 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**. It is further

ORDERED that the Debtors are authorized to enter into the Amended Agreement and take any other steps necessary to the effectuate the transaction contemplated thereunder. It is further

ORDERED that the Initial Agreement shall be deemed to be rejected effective as of September 1, 2005.

END OF ORDER

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

ATTORNEYS FOR THE DEBTORS

1017069_1.DOC