



**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 6, 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.**

§  
§  
§  
§  
§  
§

**CASE NO. 04-81694-HDH-11**

**(Chapter 11)  
(Jointly Administered)**

**ORDER GRANTING MOTION TO AMEND AND MODIFY ORDER  
GRANTING MOTION TO INITIATE AND IMPLEMENT THE  
KEY EMPLOYEE RETENTION AND SEVERANCE PROGRAM**

On September 29, 2005, the Court considered the Motion to Amend and Modify Order Granting Motion to Initiate and Implement the Key Employee Retention and Severance Program [Docket No. 1897] (the "Motion")<sup>1</sup> filed by the above-referenced debtors and debtors in possession (the "Debtors"). The Court finds that the relief requested in the Motion is essential to the operation of the Debtors' businesses, is in the best interest of the Debtors' estates and creditors, and is an exercise of the Debtors'

<sup>1</sup> Capitalized terms not defined herein shall have the meaning given to them in the Motion and **Exhibit A** attached thereto.

business judgment. The Court further finds that adequate notice has been given and no other notice needs to be given. Based on, among other things, the pleadings filed, the representations of counsel, and the agreement of the parties, the Court finds that the relief requested in the Motion should be granted. Therefore, it is

**ORDERED** that the Motion is **GRANTED**. It is further

**ORDERED** that the Severance Provision shall be deemed modified as set forth in the Motion. It is further

**ORDERED** that the Debtors are authorized to place the pre-funded retention and severance amounts for the Tier 1 Employee (the "Tier 1 Funds") with a third party with those funds to be paid to him in accordance with the chronological schedule provided in the Tier 1 Retention Agreement, or upon the earlier conversion of the Cases to cases under chapter 7 of the Bankruptcy Code. It is further

**ORDERED** that the Tier 1 Funds shall not be property of the Debtors' estates. It is further

**ORDERED** the severance payment to the Tier 1 Employee shall be paid upon the earlier of (i) the conversion of the Cases to cases under chapter 7 of the Bankruptcy Code and (ii) December 31, 2005, or at such other date (not to exceed March 31, 2006), if the Official Committee requests the Tier 1 Employee's continued employment (to the extent such continued employment would not constitute a constructive termination) beyond December 31, 2005. It is further

**ORDERED** that the Key Employee Order and Retention Agreements be deemed modified as necessary to effectuate this Order. It is further

**ORDERED** that, except with respect to the modification of the Severance Provision as set forth herein, nothing herein is intended to expand, retract or otherwise modify any provisions of the APA related to any employee-related expenses assumed by Comtel and the terms of the APA shall continue to govern the breadth and scope of any such assumption.

**### 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

**ATTORNEYS FOR THE DEBTORS**

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Enterprise Systems Incorporated  
11487 Sunset Hills Road  
Reston, Virginia 20190-5234

# CERTIFICATE OF SERVICE

District/off: 0539-3  
Case: 04-81694

User: tgilmore  
Form ID: pdf012

Page 1 of 1  
Total Served: 1

Date Rcvd: Oct 06, 2005

The following entities were served by first class mail on Oct 08, 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: Oct 08, 2005

Signature:

