



ENTERED

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

The following constitutes the order of the Court.

Signed November 7, 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)**

SECOND ORDER AUTHORIZING REJECTION OF CIRCUIT AGREEMENTS

On August 18, 2005, the Court considered the Motion to Authorize Rejection of Circuit Agreements [Docket No. 1395] (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 the Agreements as provided herein, should be rejected. 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** as set forth below. It is further

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

ORDERED that the Motion as to the Agreements set forth on **Exhibit A** is hereby abated and the Agreements are disconnected as set forth in the *Stipulation and Order for Assumption and Assignment of Executory Contracts, and Related Cure, Among (I) the Debtor, (II) BellSouth Telecommunications, Inc., and (III) Comtel Telecom Assets LP, and Settlement of Adversary Proceeding No. 05-3233* [Exhibit A to Docket No. 1700] (the “Stipulation”). The Stipulation was approved by the Court on August 15, 2005. It is further

ORDERED that the Agreements set forth in **Exhibit B** (the “MCI Agreements”) are deemed disconnected in accordance with their terms. No further charges are due by the Debtors to MCI Network Services, Inc. f/k/a MCI WorldCom Network Services, Inc. and MCI Communications Services, Inc. f/k/a MCI WorldCom Communications, Inc. (collectively “MCI”) after the Disconnection Date set forth on **Exhibit B** for each respective MCI Agreement. MCI and the Debtors reserve all of their rights and legal positions regarding the claims arising prior to the Disconnection Date for each respective MCI Agreement set forth on **Exhibit B**. Nothing contained herein shall preclude MCI or the Debtors from taking future positions as to other agreements, excluding the MCI Agreements, that is inconsistent with the relief granted herein. It is further

ORDERED that the Agreement set forth in **Exhibit C** (the “Sprint Agreement”) is deemed rejected as of the Disconnection Date set forth on **Exhibit C**. Sprint Communications Company L.P. (“Sprint”) and the Debtors reserve all of their rights and legal positions regarding the claims arising prior to the Disconnect Date set forth on **Exhibit C**. Nothing contained herein shall preclude Sprint or the Debtors from taking

future positions as to other agreements, excluding the Sprint Agreement, that is inconsistent with the relief granted herein. It is further

ORDERED that the Agreements set forth on **Exhibit D** (the “WilTel Agreements”) are deemed rejected as of the Disconnection Date set forth on **Exhibit D**. WilTel Communications, L.L.C. f/k/a Williams Communications, L.L.C. (“WilTel”) agrees to waive any and all claims, prepetition and postpetition, related to the WilTel Agreements. Nothing contained herein shall preclude WilTel or the Debtors from taking future positions as to other agreements, excluding the WilTel Agreements, that is inconsistent with the relief granted herein. It is further

ORDERED that the Agreements set forth on **Exhibit E** (the “Broadwing Agreements”) are deemed disconnected in accordance with their terms as of the Disconnection Date set forth on **Exhibit E**. Broadwing Communications Services, Inc. d/b/a IXC Communications Services, Inc. (“Broadwing”) agrees to waive any and all claims, prepetition and postpetition, related to the Broadwing Agreements as set forth on **Exhibit E** only. Nothing contained herein shall preclude Broadwing or the Debtors from taking future positions as to other agreements, excluding the Broadwing Agreements, that is inconsistent with the relief granted herein.

END OF ORDER

After entry, return copy to:

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ATTORNEYS FOR THE DEBTORS

1004496_1.DOC

Exhibit A

	Billing Account Number	Provider	Provider Circuit Information	Disconnection Date
1	404N160041175	BELLSOUTH	38.HCGS.703245..SB	12/15/04
2	404N190481080	BELLSOUTH	38.HCGS.713704..SB	10/28/04
3	404N190481080	BELLSOUTH	38.HCGS.713705..SB	10/28/04
4	404N190481080	BELLSOUTH	38.HCGS.713804..SB	10/28/04
5	404N190481080	BELLSOUTH	38.HCGS.713872..SB	10/28/04
6	404N190481080	BELLSOUTH	38.HCGS.713873..SB	10/28/04
7	404N190481080	BELLSOUTH	38.HCGS.713885..SB	10/28/04
8	404N190481080	BELLSOUTH	38.HCGS.713886..SB	10/28/04
9	404N190481080	BELLSOUTH	38.HCGS.713887..SB	10/28/04
10	404N220191191	BELLSOUTH	38.HCGS.739526..SB	10/29/04
11	407N250023023	BELLSOUTH	58.HCGS.733703..SB	3/25/05
12	601N190108108	BELLSOUTH	101/T1ZF/GNWDMSATMMD/TUPLMSMADC00	2/24/05
13	601N190108108	BELLSOUTH	101/T1ZF/JCSNMS91PMD/MRDNMSTLDC0	2/24/05
14	601N190108108	BELLSOUTH	107/T1ZF/JCSNMSPDC0/JCSNMS91PMD	2/23/05
15	601N190117117	BELLSOUTH	101/T1ZF/GNWDMSATMMD/GNWDMSMADC0	3/28/05
16	601N190117117	BELLSOUTH	102/T1ZF/GNWDMSATMMD/GNWDMSMADC0	3/28/05
17	601N190117117	BELLSOUTH	102/T1ZF/GNWDMSATMMD/TUPLMSMADC0	3/29/05
18	601N190117117	BELLSOUTH	102/T1ZF/JCSNMS91PMD/MRDNMSTLDC0	3/29/05
19	601N190117117	BELLSOUTH	103/T1ZF/GNWDMSATMMD/GNWDMSMADC0	3/28/05
20	601N190117117	BELLSOUTH	103/T1ZF/GNWDMSATMMD/TUPLMSMADC0	3/29/05
21	601N190117117	BELLSOUTH	103/T1ZF/JCSNMS91PMD/MRDNMSTLDC0	3/29/05
22	601N190117117	BELLSOUTH	104/T1ZF/GNWDMSATMMD/GNWDMSMADC0	3/28/05
23	601N190117117	BELLSOUTH	104/T1ZF/GNWDMSATMMD/TUPLMSMADC0	3/29/05
24	601N190117117	BELLSOUTH	105/T1ZF/GNWDMSATMMD/GNWDMSMADC0	3/28/05
25	601N190209046	BELLSOUTH	101/T1ZF/JCSNMSPDC0/JCSNMS91PMD	3/29/05
26	601N190209046	BELLSOUTH	102/T1ZF/CLMBMSMADC0/GNWDMSATMMD	3/28/05
27	601N190209046	BELLSOUTH	102/T1ZF/JCSNMSPDC0/JCSNMS91PMD	3/29/05
28	601N190209046	BELLSOUTH	103/T1ZF/CLMBMSMADC0/GNWDMSATMMD	3/28/05
29	601N190209046	BELLSOUTH	103/T1ZF/JCSNMSPDC0/JCSNMS91PMD	3/29/05
30	601N190209046	BELLSOUTH	104/T1ZF/JCSNMSPDC0/JCSNMS91PMD	3/29/05
31	601N190209046	BELLSOUTH	109/T1ZF/GNWDMSATMMD/GNWDMSMADC0	2/22/05
32	615N190338018	BELLSOUTH	1401/T1/NSVLTNCHDC0/NSVNTNJYBMD	12/21/04
33	615N190338018	BELLSOUTH	1401/T1/NSVLTNDODC0/NSVNTNJYBMD	11/30/04
34	704N190263059	BELLSOUTH	101 T1ZF CHRLNCCADC0 CHRMNCYWH11	2/22/05
35	704N190263059	BELLSOUTH	201 T1ZF CHRLNCBODC1 CHRMNCYWH11	2/22/05
36	803N190140140	BELLSOUTH	101/T1/CLMASCEA2MD/CLMASCSNDC2	3/23/05
37	803N190151151	BELLSOUTH	101/T1ZF/CLMASCHDC1/CLMASCEA1MD	3/30/05
38	803N190151151	BELLSOUTH	101/T1ZF/CLMASCEA1MD/CLMASCSNDC1	3/24/05

Exhibit A

	Billing Account Number	Provider	Provider Circuit Information	Disconnection Date
39	904N190176176	BELLSOUTH	101/T1ZF/JCVNFLZLW02/LVOKFLXA03T	1/14/05
40	904N190177177	BELLSOUTH	58.HFGS.700720..SB	10/29/04
41	954N190026026	BELLSOUTH	60.HFGS.751868..SB	10/29/04
42		BELLSOUTH	1008/T1ZF/BTRGLAGWDC1/BTRGLA12XZY	3/9/05
43		BELLSOUTH	1009/T1ZF/BTRGLAGWDC1/BTRGLA12XZY	3/9/05
44		BELLSOUTH	1010/T1ZF/BTRGLAGWDC1/BTRGLA12XZY	3/9/05
45		BELLSOUTH	1011/T1ZF/BTRGLAGWDC1/BTRGLA12XZY	3/9/05
46		BELLSOUTH	1012/T1ZF/BTRGLAGWDC1/BTRGLA12XZY	3/9/05
47		BELLSOUTH	1015/T1ZF/BTRGLAGWDC1/BTRGLA12XZY	3/9/05
48		BELLSOUTH	1016/T1ZF/BTRGLAGWDC1/BTRGLA12XZY	3/9/05
49		BELLSOUTH	1507/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
50		BELLSOUTH	1508/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
51		BELLSOUTH	1509/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
52		BELLSOUTH	1510/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
53		BELLSOUTH	1511/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
54		BELLSOUTH	1512/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
55		BELLSOUTH	1513/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
56		BELLSOUTH	1514/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
57		BELLSOUTH	1515/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
58		BELLSOUTH	1516/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
59		BELLSOUTH	1517/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
60		BELLSOUTH	1518/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
61		BELLSOUTH	1519/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
62		BELLSOUTH	1520/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
63		BELLSOUTH	1521/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
64		BELLSOUTH	1522/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
65		BELLSOUTH	1523/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
66		BELLSOUTH	1524/T1ZF/MMPHTNMADC0/MMPJTNTAIMD	3/9/05
67		BELLSOUTH	8048/T1ZF/SVNHGABSDC0/SVNHGABSXIX	3/7/05
68		BELLSOUTH	8049/T1ZF/SVNHGABSDC0/SVNHGABSXIX	3/7/05
69		BELLSOUTH	8050/T1ZF/SVNHGABSDC0/SVNHGABSXIX	3/7/05
70		BELLSOUTH	8051/T1ZF/SVNHGABSDC0/SVNHGABSXIX	3/7/05
71		BELLSOUTH	8052/T1ZF/SVNHGABSDC0/SVNHGABSXIX	3/7/05
72		BELLSOUTH	8053/T1ZF/SVNHGABSDC0/SVNHGABSXIX	3/7/05
73		BELLSOUTH	8054/T1ZF/SVNHGABSDC0/SVNHGABSXIX	3/7/05
74		BELLSOUTH	8055/T1ZF/SVNHGABSDC0/SVNHGABSXIX	3/7/05
75		BELLSOUTH	808/T1ZF/JCVLFLCLDC1/JCVLFLWTLMD	3/7/05
76		BELLSOUTH	809/T1ZF/JCVLFLCLDC1/JCVLFLWTLMD	3/7/05

Exhibit A

	Billing Account Number	Provider	Provider Circuit Information	Disconnection Date
77		BELLSOUTH	810/T1ZF/JCVLFLCLDC1/JCVLFLWTLMD	3/7/05
78		BELLSOUTH	811/T1ZF/JCVLFLCLDC1/JCVLFLWTLMD	3/7/05
79		BELLSOUTH	812/T1ZF/JCVLFLCLDC1/JCVLFLWTLMD	3/7/05
80	404N190481080	BELLSOUTH	8101/T1ZF/ATLNGAEP01T/ATLNGAMAXNX	4/29/05
81	502N190302009	BELLSOUTH LONG DISTANCE, INC. - 2582	1504/T1ZF/MDVIKYMADC0/MDVIKY242MD	11/1/04
82	502N190302009	BELLSOUTH LONG DISTANCE, INC. - 2582	1504/T1ZF/MDVIKYMADC0/MDVIKY242MD	10/1/04
83	803N190127127	BELLSOUTH LONG DISTANCE, INC. - 2582	1004/T1ZF/FLRNSCMADC1/MYBHSCATWA1	3/7/05
84	404N190481080	BELLSOUTH MOBILITY, LLC - GA - 6214	38/HCGS/765879//SB/	2/18/05
85	318N190059059	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BE - 9419	101/T3Z/LFYTLAMAK41/SCTTLAAFDMD	11/30/04
86	404N190481080	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BE - 9419	4023/T3Z/ATLNGABUK12/ATLNGAMAHA5	11/10/04
87	502N190301017	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BE - 9419	K1/HCGS/387386//SC/	5/13/05
88	615N190338018	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BE - 9419	T4/HCGS/730743//SC/	3/8/05
89	615N190338018	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BE - 9419	T4/HCGS/730744//SC/	3/8/05
90	615N190338018	BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BE - 9419	T4/HCGS/730745//SC/	3/8/05
91		BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BE - 9419	101/T3Z/GNWDMSATMMD/GNWDMSMAK41	4/15/05
92		BELLSOUTH TELECOMM INC DBA SOUTH CENTRAL BE - 9419	804/T3Z/NSVLTNMTK42/NSVNTNJYAMD	2/18/05
93	305N190121121	BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TE - 9417	60/HCGS/876438//SB/	3/28/05
94	318N190282002	BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TE - 9417	301/T3Z/LKCHLADTK41/LKCHLAWNSMD	5/2/05
95	404N190222222	BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TE - 9417	38/HFGS/606465//SB	4/27/05
96	404N190222222	BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TE - 9417	4013/T3/ATLNGAEPK11/ATLNGAMAXEY	11/8/04
97	504N190263060	BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TE - 9417	4401/T3Z/NWORLAMAK44/NWORLA2325Z	11/12/04
98	803N190123123	BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TE - 9417	3001/T3Z/CHTNSCDTK13/CHTNSCPS5MD	4/27/05

Exhibit A

	Billing Account Number	Provider	Provider Circuit Information	Disconnection Date
99	904N190424424	BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TE - 9417	52.HCGS.721507..SB	11/16/04
100	904N190424424	BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TE - 9417	52.HCGS.721508..SB	11/16/04
101		BELLSOUTH TELECOMM INC DBA SOUTHERN BELL TE - 9417	60/HCGS/882389//SB	4/18/05
102	954N190026026	BELLSOUTH TELECOMMUNICATIONS, INC. - FL - 7533	60/HFGS/750656//SB/	11/5/04

Exhibit B

	Billing Account Number	Provider	Provider Circuit Identification	Disconnection Date
1	12369LSA	MCI WORLDCOM / MFS	3X-OWB-OWB-1343	2/14/05
2	27871NYC	MCI WORLDCOM / MFS	13-POR-POR-9220	5/24/05
3	4397LSA	MCI WORLDCOM / MFS	3X-OWB-OWB-1346	5/19/05
4		MCI WORLDCOM / MFS	14-POR-XWU-2103	1/13/05
5		MCI WORLDCOM / MFS	3X-5MR-OL2-0021	5/19/05
6	5417	MCI WORLDCOM / WTG	W0J98274	12/10/04
7	5417	MCI WORLDCOM / WTG	W0K47479	12/27/04
8	5417	MCI WORLDCOM / WTG	W0L20057	1/13/05

Exhibit C

	Billing Account Number	Provider	Provider Circuit Identification	Disconnection Date
1	396R029200752	SPRINT	7001/T1ZF/OCALFLXAXBX/OCALFLXBDS0	2/23/05

Exhibit D

	Billing Account Number	Provider	Provider Circuit Information	Disconnection Date
1	4348363	WILLIAMS COMMUNICATIONS - G052	TWC02138858	5/19/05
2	4348363	WILLIAMS COMMUNICATIONS - G052	TWC1452723	12/16/04
3	4348363	WILLIAMS COMMUNICATIONS - G052	TWC725733	3/15/05
4	4348363	WILLIAMS COMMUNICATIONS - G052	TWC856820	3/14/05
5	4348363	WILLIAMS COMMUNICATIONS - G052	TWC881412	11/9/04
6	4348363	WILLIAMS COMMUNICATIONS - G052	TWC908206	2/15/05
7	5010363	WILLIAMS COMMUNICATIONS - G052	TWC02117362	8/12/04

Exhibit E

	Billing Account Number	Provider	Provider Circuit Information	Disconnection Date
1	5175	BROADWING	40133036	5/8/05
2	5175	BROADWING	40157039	2/28/05
3	5175	BROADWING	40158345	5/21/05
4	5175	BROADWING	40158353	5/30/05
5	5175	BROADWING	40163330	3/31/05
6	5175	BROADWING	40168005	11/5/04
7	75231525	BROADWING	PL-28812001	12/13/04
8		BROADWING	PL-30998001	9/24/04