

**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 22, 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-HDH-11

(Chapter 11)
(Jointly Administered)

**ORDER APPROVING PROCEDURES AND NOTICES RELATING TO SETTLEMENT
OF CLAIMS HELD BY EXCEL'S INDEPENDENT REPRESENTATIVES**

On November 22, 2005, the Court considered the procedures and notice portions of the Debtors' Motion to Approve Settlement of Claims of Excel's Independent Representatives and Procedures relating Thereto [Docket No. 2070] (the "Motion")¹ filed by the above-referenced debtors and debtors in possession (collectively, the "Debtors"). The Court finds that (i) the relief approved in this Order is in the best interests of the Debtors' estates and creditors; (ii) adequate notice of the Procedures Hearing and the relief requested at such hearing has been given and no other notice of the Procedures Hearing and the relief requested at such hearing needs to be given; (iii) notices to be

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

given and procedures to be followed in connection with seeking approval of the Global IR Settlement, including the form and manner of the Notice of Proposed Settlement, the Settlement Approval Notice, the Opt-Out Election Form, and the IR Committee Letter, are reasonably calculated under the circumstances to apprise interested parties, including Eligible IRs, of, among other things, the substance, merits, and applicable deadlines for evaluating the Global IR Settlement and participating in or opting out of the same; and (iv) the deadlines and procedures established in connection with the Global IR Settlement, including the establishment of a bar date for claims by IRs, are reasonable and necessary. Therefore, it is

ORDERED that the Debtors are authorized to implement the Notice Procedures, and the Notice Procedures, including the forms and manner of the Notice of Proposed Settlement, the Settlement Approval Notice, the Opt-Out Election Form, and the IR Committee Letter, are hereby **APPROVED**. It is further

ORDERED that within three (3) business days after the Court's entry of this Order, the Debtors shall serve the Notice of Proposed Settlement as provided for in the Motion. It is further

ORDERED that on or before December 15, 2005, the Debtors shall file the IR Schedule. It is further

ORDERED that any party who seeks to object to the Motion shall file a written objection on or before December 16, 2005 (the "Objection Deadline"). Objections shall specify with particularity the grounds therefore or other statements of position and be served on all of the following on or before the Objection Deadline: (i) the Debtors at VarTec Telecom, Inc., Attn: IR Settlement Objection, 2440 Marsh Lane, Carrollton,

Texas, 75006; (ii) the Debtors' counsel at Vinson & Elkins L.L.P., Attn: James J. Lee, 2001 Ross Avenue, Suite 3700, Dallas, Texas, 75201; (iii) the IR Committee's counsel at White & Case LLP, Attn: John K. Cunningham, Wachovia Financial Center, 200 South Biscayne Blvd., Miami, Florida, 33131; (iv) the RTFC's counsel at Fulbright & Jaworski L.L.P., Attn: Toby L. Gerber, 2200 Ross Avenue, Suite 2800, Dallas, Texas, 75201; (v) the Official Committee of Unsecured Creditors' counsel at Carrington, Coleman, Sloman & Blumenthal, L.L.P., Attn: Stephen A. Goodwin, 200 Crescent Court, Suite 1500, Dallas, Texas, 75201; and (vi) the United States Trustee, Attn: George McElreath at 1100 Commerce Street, Room 9-C-60, Dallas, Texas, 75242. It is further

ORDERED that the Settlement Hearing shall be set for **December 19, 2005 at 1:30 p.m., prevailing Central time**, in the Courtroom of the Honorable Harlin D. Hale, 1100 Commerce Street, 14th Floor, Dallas, Texas. It is further

ORDERED that if the Court subsequently approves the Global IR Settlement, then within three (3) business days after the Court's entry of the Settlement Order, the Debtors shall serve the Settlement Approval Notice and the IR Committee Letter as provided in the Motion. It is further

ORDERED that (i) any Eligible IR who seeks to opt out of the Global IR Settlement must complete the Opt-Out Election Form and return it to the mailing address set forth in the Settlement Approval Notice and on the Opt-Out Election Form so that it is received by the Debtors on or before January 11, 2006; (ii) only Opt-Out Election Forms that have been (A) properly completed and signed by the person authorized to act on behalf of an Eligible IR and (B) received by the Debtors on or before the Opt-Out Deadline shall be honored; (iii) Opt-Out Election Forms sent by

facsimile shall not be accepted or honored; and (iv) any claim of an Eligible IR who properly elects to opt out of the Global IR Settlement shall automatically be deemed unscheduled and disputed. It is further

ORDERED that all Eligible IRs who timely exercise their right to opt out of the Global IR Settlement and all IRs who are not identified on the IR Schedule must file a proof of claim with the Debtors' claim agent, the BMC Group ("BMC"), so as to be received by BMC on or before February 21, 2006 (the "IR Bar Date"), or their claims against the Debtors and their bankruptcy estates will be forever barred. Proofs of claim should be sent to the following address: (i) if via first class United States mail, VarTec Telecom, Inc. c/o BMC Group, P.O. Box 1011, El Segundo, California, 90245-1011, and (ii) if, via hand delivery or overnight courier, VarTec Telecom, Inc. c/o BMC Group, 1330 E. Franklin Avenue, El Segundo, California, 90245 It is further

ORDERED that on or before December 20, 2005, the Debtors shall publish a notice of the IR Bar Date in the national edition of the USA Today.

END OF ORDER

Upon entry, return copy to:

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VINSON & ELKINS L.L.P.
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ATTORNEYS FOR THE DEBTORS

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