



The following constitutes the order of the Court.

Hamilton DeWayne Hale
United States Bankruptcy Judge

Signed November 22, 2005

**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 ASSUMPTION OF EXECUTORY CONTRACT
(EDIFY CORPORATION)**

On November 1, 2005, the Court considered the Motion to Approve Assumption of Executory Contract and Brief in Support (Edify Corporation) [Docket No. 1920] (the "Motion")¹ filed by the above-referenced debtors and debtors in possession (the "Debtors"). Based on the facts and argument set forth in the Motion and the arguments of counsel for the Debtors, the Court finds that the Debtors have (i) exercised sound business judgment to determine that the Agreement and the U.S. Associated Agreements should be assumed and that the Canadian Associated Agreements should be assumed and assigned to ACN and (ii) provided Edify adequate assurance of future

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

performance under those agreements. 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 shall be authorized to assume the Agreement and the U.S. Associated Agreements. It is further

ORDERED that the Debtors shall be authorized to assume the Canadian Associated Agreements and assign them to ACN. It is further

ORDERED that Edify shall be deemed to have consented to the assignment of the Agreement and U.S. Associated Agreements if and when such an assignment is sought by the Debtors. It is further

ORDERED that the Debtors shall be permitted to terminate or reject the U.S. Associated Agreements and any claims relating thereto will be deemed to be general unsecured claims against EMS and VTI's respective bankruptcy estates subject to the Debtors' right to object to any such claim.

END OF ORDER

After entry, return copy to:

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