

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

The following constitutes the order of the Court.

Hamlin DeWayne Hale
United States Bankruptcy Judge

Signed November 23, 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 GRANTING MOTION TO AUTHORIZE REJECTION OF MASTER SERVICE AGREEMENT
BETWEEN VARTEC TELECOM, INC. AND UNIPOINT HOLDINGS, INC.**

[RELATES TO DOCKET NO. 1915]

On November 22, 2005, the Court considered VarTec Telecom, Inc.'s Motion to Authorize Rejection of Master Service Agreement Between VarTec Telecom, Inc. and Unipoint Holdings, Inc. (the "Motion"). VarTec Telecom, Inc. ("VarTec") filed the Motion on September 28, 2005.

The Court finds:

1. The Motion concerns an April 16, 2002 master service agreement (as amended, and including all schedules, the "Master Service Agreement") under which Unipoint Holdings,

Inc. provided services to VarTec. On or about August 20, 2005, and in accordance with the Master Service Agreement, VarTec stopped using services provided by Unipoint Holdings, Inc. under the Master Service Agreement. VarTec has not obtained services from Unipoint Holdings, Inc. under the Master Service Agreement after August 20, 2005.

3. VarTec has exercised sound business judgment to determine that the Master Service Agreement should be rejected.

4. The Court also finds that adequate notice of the Motion has been given, and that no other notice is necessary.

Based on the foregoing,

It is hereby ORDERED that the Motion is GRANTED such that the Master Service Agreement shall be rejected effective as of August 20, 2005.

It is FURTHER ORDERED that Unipoint Holdings, Inc. shall file a claim for rejection damages, if any, relating to the Master Service Agreement no later than sixty (60) days after the date of entry of this order.

End of Order

Order submitted by:

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