



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 December 20, 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-RCM-11

(Chapter 11)

(Jointly Administered)

**ORDER APPROVING THIRD INTERIM FEE APPLICATION OF
HUGHES & LUCE LLP, SPECIAL COUNSEL TO THE DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD JULY 1, 2005 THROUGH OCTOBER 31, 2005**

On December 19, 2005, the Court considered the Third Interim Fee Application of Hughes & Luce LLP (“H&L”), Special Counsel to the Debtors, For Allowance of Compensation and Reimbursement of Expenses [Docket No. 2119], for the period July 1, 2005 through October 31, 2005 (the “Fee Application”). The Court finds that it has jurisdiction over this matter, and further finds that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (b)(2)(O). Based upon the Fee Application and the record made at the hearing, the Court finds that the fees and expenses requested by H&L are reasonable, actual, and necessary and that good cause exists

for the allowance and payment of H&L's fees and expenses as set forth in the Fee Application. The Court further finds that notice of the Fee Application was proper and that no other or further notice is necessary. Therefore, it is

ORDERED that the Fee Application is APPROVED. It is further

ORDERED that H&L shall be allowed interim compensation of fees in the amount of \$205,669.00 (the "Fees") and reimbursement of expenses in the amount of \$27,723.22 for the period of July 1, 2005 through October 31, 2005. It is further

ORDERED that the Debtors shall promptly pay to H&L the Fees and Expenses that were not previously paid by the Debtors pursuant to this Court's Amended Order Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals [Docket No. 118], which amount is, in the aggregate, **\$41,133.90**.

END OF ORDER

ORDER SUBMITTED BY:

HUGHES & LUCE LLP

By: /s/ Thomas W. Paxton
Craig W. Budner
State Bar No. 03313730
Beth W. Bivans
State Bar No. 00797664
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