

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

The following constitutes the order of the Court.

Harlin DeWayne Hale
United States Bankruptcy Judge

Signed December 30, 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 THIRD INTERIM APPLICATION OF VINSON & ELKINS L.L.P.
FOR ALLOWANCE OF FEES AND EXPENSES AS COUNSEL FOR THE
DEBTORS FOR THE PERIOD JULY 1, 2005 THROUGH OCTOBER 31, 2005**

On December 29, 2005, the Court considered the Third Interim Application of Vinson & Elkins L.L.P. for Allowance of Fees and Expenses as Counsel for the Debtors for the Period July 1, 2005 through October 31, 2005 [Docket No. 2140] (the "Third Application").¹ Based upon the Third Application and the record made at the hearing thereon, the Court finds that the fees and expenses requested by V&E are reasonable, actual, and necessary and that good cause exists for the payment of V&E's fees and

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

expenses. The Court further finds that notice of the Third Application was proper and that no other or further notice is necessary. Therefore, it is

ORDERED that the Third Application is **APPROVED**. It is further

ORDERED that V&E shall be allowed interim compensation of fees in the amount of \$1,780,414.50 (the "Fees"), or \$1,525,060.50 with respect to Estate matters and \$255,354.00 with respect to Operations matters, and reimbursement of expenses in the amount of \$50,775.83 (the "Expenses"), or \$50,762.25 with respect to Estate matters and \$13.58 with respect to Operations matters, for the period from July 1, 2005 through October 31, 2005. It is further

ORDERED that the Debtors shall pay V&E the Fees and Expenses which previously have not been paid pursuant to this Court's Amended Order Establishing Procedure for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals [Docket No. 118] (the "Fee Procedures Order") in the aggregate amount of \$356,082.90.

END OF ORDER

After entry, return copy to:

Richard H. London, SBT #24032678

VINSON & ELKINS L.L.P.

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