



The following constitutes the order of the Court.

Hamlin DeWayne Hale
United States Bankruptcy Judge

Signed December 29, 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-SAF

Chapter 11

(Jointly Administered)

**ORDER AUTHORIZING THE FEES AND EXPENSES OF XROADS SOLUTIONS
GROUP, LLC FINANCIAL ADVISORS ON THE SECOND INTERIM
APPLICATION FOR ALLOWANCE OF FEES AND REIMBURSEMENT OF
EXPENSES AND ON ITS THIRD INTERIM APPLICATION FOR
ALLOWANCE OF FEES AND REIMBURSEMENT OF EXPENSES AND MODIFYING
THE TERMS OF ITS ENGAGEMENT AS FINANCIAL ADVISORS FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

CAME ON FOR HEARING XRoads Solutions Group, LLC (“XRoads”) Financial Advisor to the Official Committee of Unsecured Creditors, the disputed portion of XRoads fees from its Second Interim Application for Allowance of Fees and Reimbursement of Expenses (“Second Fee Application”) and its Third Interim Application for Allowance of Fees and Reimbursement of Expenses (“Third Fee Application”), and the Court after hearing the evidence, arguments of counsel and agreements of the parties, it is accordingly:

ORDERED, that XRoads will be allowed \$59,797.98 of the disputed fees previously held back from the Second Fee Application; and it is further

ORDERED, that the Debtors will immediately pay the amount approved pursuant to the August 14, 2005 Court order which amount remains unpaid; specifically the amount of \$213,839.49; and it is further

ORDERED, that the fees and expenses requested by XRoads in its Third Fee Application for the period of time July 2005 through October 2005 shall be allowed in the full and final amount of \$154,627.50 for fees and \$27,442.09 for expenses totaling \$182,069.59; and it is further

ORDERED, that the \$59,797.98 and the \$213,839.49 from the Second Fee Application and the \$182,069.59 in fees and expenses from the Third Fee Application shall be allowed as paid pursuant to the Final Order Authorizing Post Petition Financing Granting Senior Liens and Priority Administrative Expense Status and Modifying the Automatic Stay (RTFC Administrative DIP Financing) and shall be immediately paid by the Debtor to XRoads; and it is further

ORDERED, that this payment of fees and expenses is final as to the Second Fee Application, the Third Fee Application and satisfies any of RTFC's substantive fee objections with respect to the Second Fee Application and Third Fee Application; and it is further

ORDERED, the Final Order Pursuant to Section 1103 of the Bankruptcy Code Authorizing Employment of XRoads Solutions Group, LLC as Financial Advisors for the Official Committee of Unsecured Creditors and the Engagement Letter between XRoads and the Official Committee of Unsecured Creditors dated November 23, 2004 (the "Engagement Letter") is modified beginning November 1, 2005 as follows:

1. The second sentence of paragraph 2(a) of the Engagement Letter shall be deleted and replaced with the following

“XRoads shall charge standard hourly rates for time worked in performing its services on this engagement.”

2. The first sentence of paragraph 2(b) of the Engagement Letter shall be deleted.

****End of Order****