

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

The following constitutes the order of the Court.

Signed January 3, 2006

Harlin DeWayne Hale
United States Bankruptcy Judge

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 SECOND SALE OF AGED ACCOUNTS RECEIVABLE
FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS, AND ENCUMBRANCES**

On January 3, 2006, the Court considered the Second Motion to Approve Sale of Aged Accounts Receivable Free and Clear of Liens, Claims, Interests, and Encumbrances [Docket No. 2150] (the "Motion")¹ filed by the above-referenced debtors (the "Debtors"). The Court finds that good cause exists for granting the relief requested in the Motion and that the sale of the Aged A/R is an exercise of the Debtors' business judgment. The Court further finds that adequate notice of this Motion has been given and no other notice need be given. Therefore, it is

ORDERED that the Motion is **GRANTED** as provided herein. It is further

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

ORDERED that pursuant to Bankruptcy Code § 363(b), the Debtors are authorized to sell the Aged A/R as set forth in the Motion. It is further

ORDERED that pursuant to Bankruptcy Code § 363(f), the sale of the Aged A/R shall be free and clear of all liens, claims and interests, if any, with any such liens, claims and interests, attaching to the net proceeds of the sales with the same validity and priority, subject to any rights and defenses the Debtors may have with respect thereto, provided that the proceeds from the sale of the Aged A/R shall be deposited in the funding account for the estates pending the final closing of the sale under the Asset Purchase Agreement dated July 25, 2005 by and among the Debtors and Comtel Investments L.L.C. It is further

ORDERED that Genesis is a good faith purchaser pursuant to Bankruptcy Code § 363(m) and is entitled to all of the protections provided therein. It is further

ORDERED that the Debtors are authorized to execute and deliver all instruments and documents, and take such other action as may be necessary or appropriate to implement and effectuate the transactions contemplated by this Order. It is further

ORDERED that the ten-day stay provided by Rule 6004(g) of the Federal Rules of Bankruptcy Procedure shall not be applicable and this Order shall be effective upon entry.

END OF ORDER

After entry, return copy to:

Richard H. London, SBT #24032678

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