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

The following constitutes the order of the Court.

Signed May 19, 2006 **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.*	§	**CASE NO. 04-81694-HDH-11**
	§	
DEBTORS.	§	**(Chapter 11)**
	§	**(Jointly Administered)**

ORDER APPROVING ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES (THIRD SET OF A/P VENDOR CONTRACTS AND REAL PROPERTY LEASES)

On May 16, 2006, the Court considered the Motion to Approve Assumption and Assignment of Executory Contracts and Unexpired Leases (Third Set of A/P Vendor Contracts and Real Property Leases) [Docket No. 2622] (the "Motion")[1] filed by the above-referenced debtors and debtors in possession (the "Debtors"). The Court finds that (i) the Debtors have exercised sound business judgment to determine that the Designated Contracts should be assumed and assigned to Comtel effective upon the Final Closing; and (ii) all applicable requirements of Bankruptcy Code § 365, including

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

the cure of all defaults and the adequate assurance of future performance, have been satisfied. The Court further finds that adequate notice of this Motion has been given and no other notice needs to be given. Therefore, it is

ORDERED that the Motion is **GRANTED**. It is further

ORDERED that the Designated Contracts listed on the attached **Exhibit A** shall be assumed by the Debtors effective upon the occurrence of the Final Closing and assigned to Comtel effective upon the occurrence of the Final Closing. It is further

ORDERED that upon the occurrence of the Final Closing, with respect to the Designated Contracts listed on the attached Exhibit A, all applicable requirements of Bankruptcy Code § 365 have been met, including the requirement that all defaults be cured, and that adequate assurance of future performance be provided. It is further

ORDERED that the cure payments identified in Exhibit A are in full and final satisfaction of all defaults, including arrearages, under the respective Designated Contracts as of the Final Closing. It is further

ORDERED that as of the Final Closing, the Debtors and their estates shall be relieved and discharged from any liability, whether arising before, on, or after the Final Closing Date, under the Designated Contracts, which Designated Contracts are listed on the attached Exhibit A. It is further

ORDERED that the 10-day stay of Rule 6006(d) of the Federal Rules of Bankruptcy Procedure shall be waived.

 # # # END OF ORDER # # #

After entry, return copy to:

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