U.S. BANKRUPTCY COURT
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 December 20, 2004.

United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	§	**Case No. 04-81694-SAF**
VARTEC TELECOM, INC., et al	§	**Chapter 11**
	§	
Debtors.	§	

INTERIM ORDER PURSUANT TO SECTION 1103 OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT OF XROADS SOULTIONS GROUP, L.L.C. AS FINANCIAL ADVISORS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS

Came on for consideration the *Application for Interim and Final Approval of the Employment of XRoads Solutions Group, L.L.C. as Financial Advisors for the Official Committee of Unsecured Creditors Effective as of November 9, 2004* (the "Application"). The Court finds that it has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. The Court further finds that this is a core proceeding pursuant to 28 U.S.C. § 157. After reviewing the Declaration of Keith A. Maib, a principal with XRoads Solutions Group, L.L.C., ("XRoads") in support of the Application (the "Maib Declaration"), the Court finds that: (i) the proposed employment of XRoads as financial advisors to the Official Committee of

Unsecured Creditors (the "Committee") is necessary and in the best interests of the bankruptcy estate and the Committee; (ii) XRoads represents no interest adverse to the Debtors or their estates that would disqualify it from employment and is "disinterested" as that term is defined in Bankruptcy Code § 101(14). The Court further finds that the Application should be **GRANTED**. It is therefore

ORDERED that the Application is granted on an interim basis (the "Interim Order"); and it is further

ORDERED that the retention of XRoads as financial advisors for the Committee is hereby GRANTED on an interim basis pursuant to 11 U.S.C. § 1103 for the purposes set forth in the Application and the Maib Declaration, effective as of November 9, 2004; and it is further

ORDERED that XRoads will be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, the Amended Order Establishing Procedure for Monthly and Interim Compensation and Reimbursement of Expenses for Case Professionals and such other procedures as may be fixed by order of this Court; and it is further

ORDERED that this Interim Order shall be effective from November 9, 2004, through and including the date of the final hearing on the Application; and it is further

ORDERED that to the extent of any conflict between the terms and conditions of the Application and the Interim Order, the terms of this Interim Order shall govern; and it is further

ORDERED that a final hearing on the Application will be held on **December 29, 2004, at 9:30 a.m**.

END OF ORDER

Submitted by:

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CERTIFICATE OF SERVICE

District/off: 0539-3 User: jblanco Page 1 of 1 Date Rcvd: Dec 20, 2004
Case: 04-81694 Form ID: pdf012 Total Served: 1

The following entities were served by first class mail on Dec 22, 2004.
aty +Stephen A. Goodwin, Carrington Coleman Sloman & Blumenthal, 200 Crescent Court, Suite 1500, Dallas, TX 75201-1848

The following entities were served by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****
NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 22, 2004 **Signature:** Joseph Speetjens