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**UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

IN RE:	§	
	§	CASE NO. 04-81694-SAF
VARTEC TELECOM, INC., et al.	§	(Chapter 11)
	§	
	§	
Debtor(s)	§	

**DESOTO ISD, RICHARDSON ISD, AND SPRING BRANCH ISD’S FIRST AMENDED  
OBJECTION TO MOTION FOR AUTHORITY TO SELL ASSETS FREE AND CLEAR  
OF LIENS, CLAIMS, RIGHTS, INTERESTS, AND ENCUMBRANCES, AND FOR  
RELATED RELIEF (SUBSTANTIALLY ALL OF THE DEBTORS’ REMAINING  
ASSETS)**

TO THE HONORABLE U.S. BANKRUPTCY JUDGE:

**NOW COME**, DeSoto ISD, Richardson ISD, and Spring Branch ISD, hereinafter "Tax Units", and file this First Amended Objection to the proposed Motion for Authority to Sell Assets Free and Clear of Liens, Claims, Rights, Interests, and Encumbrances, and For Related Relief (Substantially All of the Debtors’ Remaining Assets), hereinafter the "Motion", and respectfully show this Court as follows:

1. Tax Units are subdivisions of the State of Texas and, as such, are authorized to levy and assess ad valorem taxes on the value of property located within their taxing jurisdictions as of January 1 of each tax year.

2. Tax Units hold pre-petition claims totaling approximately \$50,874.91 for ad valorem property taxes against the property that is the subject of the Motion. The Tax Units also hold secured post-petition tax claims totaling approximately \$54,859.75 for the 2005 estimated taxes which were incurred on January 1, 2005. These claims are secured by prior perfected continuing enforceable tax liens upon the property of the Debtor, as provided by Sections 32.01 and 32.05(b) of the Texas Property Tax Code.

3. The Motion seeks to sell the remaining assets of the Debtor free and clear of all liens, claims, and encumbrances.

4. Tax Units object to the Motion to the extent that it seeks to extinguish their secured tax liens for the pre-petition taxes and the post-petition 2005 taxes which were incurred on January 1, 2005.

5. Tax Units assert that their tax liens be paid at closing or, in the alternative, as adequate protection of their secured liens, upon said closing, a separate escrow or segregated account be created from the proceeds of such sale to cover the pre and post-petition taxes owed the Tax Units.

**WHEREFORE, PREMISES CONSIDERED,** Tax Units request this Honorable Court order their secured tax liens to be paid at closing, or in the alternative, the express retention of their ad valorem tax liens along with a separate escrow from any sale proceeds for the pre and post-petition property taxes as adequate protection for those tax liens, and for further relief as is just and proper.

Dated: July 20, 2005

Respectfully Submitted,

**PERDUE, BRANDON, FIELDER,  
COLLINS & MOTT, L.L.P.**  
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**CERTIFICATE OF SERVICE**

I do hereby certify that a true and correct copy of the above document was sent via electronic transmission or U.S. First Class Mail to the following parties on this the 20<sup>th</sup> day of July, 2005:

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