

Toby L. Gerber
State Bar No. 07813700
John N. Schwartz
State Bar No. 00797397
Ryan E. Manns
State Bar No. 24041391
Fulbright & Jaworski L.L.P
2200 Ross Ave., Ste. 2800
Dallas, Texas 75201
Telephone: (214) 855-8000
Facsimile: (214) 855-8200

William R. Greendyke
State Bar No. 08390450
Fulbright & Jaworski L.L.P.
1301 McKinney, Suite 5100
Houston, TX 77010-3095
Telephone: (713) 651-5151
Facsimile: (713) 651-5246

ATTORNEYS FOR THE RURAL
TELEPHONE FINANCE COOPERATIVE

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

IN RE: § **Case No. 04-81694-SAF-11**
§ **(Chapter 11)**
VARTEC TELECOM, INC., et al., §
§
Debtors. §
§

**RURAL TELEPHONE FINANCE COOPERATIVE'S
WITNESS AND EXHIBIT LIST**

Rural Telephone Finance Cooperative ("RTFC") hereby submits this Witness and Exhibit List in connection with the hearings scheduled for October 11, 2005, including (a) Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Post-Petition Financing on an Interim and Final Basis Secured by Senior Priming Liens, (II) Scheduling a Final Hearing and Establishing Notice Requirements, and (III) Granting Related Relief, (b) Debtors' Motion to Approve Settlement of Claims of Excel's Independent Representatives and

Procedures Relating Thereto, and (c) Debtors' Motion to Further Extend for Forty-Five Days the Exclusive Periods During Which Debtors May File, and Solicit Acceptances of, a Plan and Report Pursuant to Local Bankruptcy Rule 3016.1.

WITNESSES

RTFC may call the following witnesses:

1. Michael G. Hoffman, VarTec Telecom, Inc.
2. Albert Conly, FTI Consulting, Inc.
3. Larry Zawalick, RTFC.
4. Rob Dyson, RTFC.
5. RTFC reserves the right to call and examine or cross-examine any witness designated or called by any other party, as well as any rebuttal witnesses deemed necessary.

EXHIBITS

RTFC designates the following exhibits:

1. RTFC Administrative Debtor in Possession Credit Agreement, dated September ____, 2005.
2. Projected Restructuring Fees.
3. Final Order Authorizing Post-Petition Financing, Granting Senior Liens and Priority Administrative Expense Status, Authorizing Use of Cash Collateral and Modifying the Automatic Stay [Docket No. 789].
4. DIP Financing Amendment to RTFC-VarTec First Amended and Restated Credit Agreement, dated October 31, 2004.
5. First Amendment to and Waiver of Default Under DIP Financing Agreement, dated January ____, 2005.
6. First Amended and Restated Credit Agreement, dated October 7, 2004.

7. Order (A) Approving the Sale Free and Clear of All Liens, Claims, Rights, Interests, and Encumbrances to Comtel Investments LLC and (B) Granting Related Relief (Substantially All of the Debtors' Remaining Assets) [Docket No. 1663].
8. Asset Purchase Agreement between VarTec Telecom, Inc. *et al.* and Comtel Investments LLC, dated July 25, 2005.
9. Any exhibit designated or presented by any party, any rebuttal documents deemed necessary and any impeachment documents as might be necessary

RTFC reserves the right to supplement or amend this Witness and Exhibit List at any time prior to the hearing.

Dated: October 6, 2005.

Respectfully submitted,

FULBRIGHT & JAWORSKI L.L.P.

By: /s/ John N. Schwartz

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CERTIFICATE OF SERVICE

I certify that, on the 6th day of October, 2005, a true and correct copy of the foregoing was served, via facsimile, to the following parties:

Dan Stewart, 214 999-7761

Stephen A. Goodwin, 214-855-1333

John K. Cunningham, 305-358-5744

Craig H. Averch, 213 687-0758

George McElreath, 214 767-8971

/s/ John N. Schwartz

John N. Schwartz