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**ATTORNEYS FOR UNIPOINT HOLDINGS, INC.**

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

<b>IN RE:</b>	§	<b>CHAPTER 11</b>
	§	
<b>VARTEC TELECOM, INC., ET AL</b>	§	<b>CASE NO. 04-81694-SAF-11</b>
<b>DEBTOR</b>	§	<b>(JOINTLY ADMINISTERED)</b>

**UNIPOINT HOLDINGS, INC.'S JOINDER IN THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS' OBJECTION TO THE 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 (RURAL TELEPHONE FINANCE COOPERATIVE)**

[RE: DOCKET NO. 1966]

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Unipoint Holdings, Inc. ("Unipoint"), hereby file this Joinder to the objection (the "Objection") of the Official Committee of Unsecured Creditors (the "Committee") to the Motion for Interim and Final Orders (i) Authorizing the Debtors to Obtain Post-Petition Financing on and Interim and Final Basis Secured by Senior Priming Liens, (ii) Scheduling a Final Hearing and Establishing Notice Requirements, and (iii) Granting Related Relief (Rural Telephone Finance Cooperative) [docket no. 1919] (the "DIP Financing Motion") of the debtors and debtors in possession reference above (collectively, the "Debtors"), and respectfully state as follows:

**I.**  
**JOINDER**

1. The Debtors' DIP Financing Motion threatens to impose a lien on the only unencumbered assets left in these chapter 11 estates (such as the D&O Claims<sup>1</sup> and Avoidance Actions) and waive the estates' rights of surcharge under section 506( c) of the Bankruptcy Code.

2. For the reasons set forth in the Committee's Objection, which is incorporated herein by reference, Unipoint hereby objects to the DIP Financing Motion.

**II.**  
**RESERVATION OF RIGHTS**

3. Unipoint reserves the right to amend or supplement this Joinder, raise additional arguments, and present evidence at the interim hearing and/or final hearing on the Debtors' DIP Financing Motion.

WHEREFORE, Unipoint Holdings, Inc. respectfully requests that this Court enter an order (a) denying the DIP Financing Motion, or (b) approving the DIP Financing Motion only subject to the conditions set forth in the Committee's objection, and (c) granting such other and further relief as is just.

Dated: October 11, 2005  
Austin, Texas

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Committee's Objection.

Respectfully submitted,

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By: /s/ Patricia B. Tomasco

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ATTORNEYS FOR UNIPOINT  
HOLDINGS, INC.

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing document has been sent, via ECF (as indicated) or United States first-class mail, to all parties listed on the attached Service List, on this 11th day of October, 2005.

/s/ Patricia B. Tomasco

Patricia B. Tomasco