

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 November 1, 2005, including 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.

## 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 26, 2005.

Respectfully submitted,

FULBRIGHT & JAWORSKI L.L.P.

By: /s/ John N. Schwartz

Toby L. Gerber

State Bar No. 07813700

John N. Schwartz

State Bar No. 00797397

Ryan E. Manns

State Bar No. 24041391

2200 Ross Ave., Ste. 2800

Dallas, Texas 75201

Telephone: (214) 855-8000

Facsimile: (214) 855-8200

William R. Greendyke

State Bar No. 08390450

1301 McKinney, Suite 5100

Houston, TX 77010-3095

Telephone: (713) 651-5151

Facsimile: (713) 651-5246

ATTORNEYS FOR THE RURAL  
TELEPHONE FINANCE COOPERATIVE

**CERTIFICATE OF SERVICE**

I certify that, on the 26<sup>th</sup> 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