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ATTORNEYS FOR THE DEBTORS

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

| | | |
|--------------------------------------|---|---------------------------------|
| IN RE: | § | |
| | § | |
| VARTEC TELECOM, INC., et al., | § | CASE NO. 04-81694-SAF-11 |
| | § | |
| DEBTORS. | § | (Chapter 11) |
| | § | (Jointly Administered) |

AMENDED WITNESS AND EXHIBIT LIST

The above-referenced debtors and debtors in possession (collectively, the “Debtors”)¹ file this Witness and Exhibit List for the hearing scheduled for March 21, 2005 at 10:30 a.m. (the “Hearing”).

WITNESSES

The Debtors may call any of the following witnesses at the Hearing, whether in person or by deposition:

- A. William Russell, Vice President - Corporate Services, VarTec Telecom Inc.

¹ The Debtors include VarTec Telecom, Inc., Excel Communications Marketing, Inc., Excel Management Services, Inc., Excel Products, Inc., Excel Telecommunications, Inc., Excel Telecommunications of Virginia, Inc., Excel Teleservices, Inc., Excelcom, Inc., Telco Communications Group, Inc., Telco Network Services, Inc., VarTec Business Trust, VarTec Properties, Inc., VarTec Resource Services, Inc., VarTec Solutions, Inc., VarTec Telecom Holding Company, VarTec Telecom International Holding Company, and VarTec Telecom of Virginia, Inc.

- B. William McGuire, Managing Director, Alvarez & Marsal L.L.P.;
- C. Martin McFarland, Managing Director, Alvarez & Marsal L.L.P.;
- D. Arnold Adams, Director, Alvarez & Marsal L.L.P.;
- E. Joseph D'Angelo, Chief Operating Officer of the Debtors;
- F. any witness of the successful bidder;
- G. any witnesses called or designated by any other party; and
- H. any witnesses necessary to rebut the testimony of witnesses called or designated by any other party.

EXHIBITS

The Debtors may offer into evidence any one or more of the following exhibits at the Hearing:

| EXHIBIT | DESCRIPTION | OFFERED | OBJECTION | ADMITTED | DATE |
|----------------|--|----------------|------------------|-----------------|-------------|
| A | Purchase and Sale Agreement (SPI) | | | | |
| B | Leaseback between Purchaser and Seller [related to Purchase and Sale Agreement] (SPI) | | | | |
| C | Revised Purchase and Sale Agreement (SPI) | | | | |
| D | Blackline comparison of the Revised Purchase and Sale Agreement (SPI) against Original Purchase and Sale Agreement (SPI) | | | | |
| E | Purchase and Sale Agreement (Bandera) - Back-up Bid | | | | |
| F | Any Exhibit Listed or Offered by Any Other Party | | | | |

The Debtors reserve the right to use any exhibit introduced into evidence by any other party and to supplement or amend this Witness and Exhibit List at any time prior to the Hearing.

Respectfully submitted,

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By: /s/ Abigail B. Willie
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CERTIFICATE OF SERVICE

This is to certify that on March 18, 2005, a copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas and by facsimile upon the following that timely filed objections to the Motion set for hearing on March 21, 2005:

Shelby Bush
DLA Piper Rudnick Gray Cary US L.L.P.
Facsimile: 214-743-4545

Stephen A. Goodwin
Carrington Coleman Sloman & Blumenthal
Facsimile: 214-855-1333

/s/ Abigail B. Willie
One of Counsel

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