

Daniel C. Stewart, SBT #19206500  
William L. Wallander, SBT #20780750  
Richard H. London, SBT #24032678  
**VINSON & ELKINS L.L.P.**  
Trammell Crow Center  
2001 Ross Avenue, Suite 3700  
Dallas, Texas 75201-2975  
Tel: 214.661.7299  
Fax: 214.220.7716  
[VarTec@velaw.com](mailto:VarTec@velaw.com)

**ATTORNEYS FOR THE DEBTORS**

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

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

**WITNESS AND EXHIBIT LIST**

The above-referenced debtors and debtors in possession (collectively, the “Debtors”)<sup>1</sup> file this Witness and Exhibit List for the hearing scheduled for March 23, 2005, at 1:30 p.m. (the “Hearing”).<sup>2</sup>

<sup>1</sup> 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.

<sup>2</sup> The following matters are set for hearing: (i) Motion to Authorize Rejection of Executory Contract Between Excel Telecommunications, Inc. and SBC Communications (Concerning Cleveland, Ohio Dedicated Ring) and Brief in Support) filed by the Debtors [Docket No. 1021]; (ii) Motion to Approve Master Professional Services Agreement (Communications Management Services, Inc.) filed by the Debtors [Docket No. 1022]; and (iii) Agreed Motion to Approve Stipulation and Order Granting Authority to Official Committee of Unsecured Creditors to Pursue Certain Claims on Behalf of Debtors' Estates filed by the Official Committee of Unsecured Creditors [Docket No. 1068]. This Witness and Exhibit List is filed with respect to matters (ii) and (iii). Special counsel for the Debtors will file a witness and exhibit list with respect to matter (i).

**WITNESSES**

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

- A. Michael G. Hoffman, Chief Executive Officer of the Debtors;
- B. Joseph D'Angelo, Chief Operating Officer of the Debtors;
- C. any witnesses called or designated by any other party; and
- D. 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:

<b>EXHIBIT</b>	<b>DESCRIPTION</b>	<b>OFFERED</b>	<b>OBJECTION</b>	<b>ADMITTED</b>	<b>DATE</b>
1.	Master Professional Services Agreement by and between VarTec Telecom, Inc. and Communications Management Services, Inc.				
2.	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,

**VINSON & ELKINS L.L.P.**

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Dallas, Texas 75201  
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By: \_\_\_\_\_  
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**CERTIFICATE OF SERVICE**

This is to certify that on March \_\_, 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. A separate certificate of service shall be filed with respect to those parties on the Clerk's list who do not receive electronic e-mail service.

\_\_\_\_\_  
One of Counsel