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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)
	§	
	§	Hearing Set for August 18, 2005,
	§	at 2:30 p.m.

**MOTION TO APPROVE STIPULATION AND ORDER AUTHORIZING
ADEQUATE PROTECTION PAYMENTS TO UMB BANK, N.A.**

A HEARING WILL BE CONDUCTED ON THIS MATTER ON AUGUST 18, 2005 AT 2:30 P.M. IN COURTROOM OF THE HONORABLE STEVEN A. FELSENTHAL, 1100 COMMERCE STREET, 14TH FLOOR, DALLAS, TEXAS. IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY (20) DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

TO THE HONORABLE STEVEN A. FELSENTHAL, CHIEF BANKRUPTCY JUDGE:

The above-referenced debtors and debtors in possession (collectively, the “Debtors” or “Debtors”)¹ file this Motion to Approve Stipulation and Order Authorizing Adequate Protection Payments to UMB Bank, N.A. (the “Motion”) and in support show as follows:

JURISDICTION AND PROCEDURAL BACKGROUND

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157. This Motion concerns the administration of the estate; and therefore, it is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. On November 1, 2004 (the "Petition Date"), the Debtors each filed a voluntary petition for relief (collectively, the “Cases”) under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

4. Since the Petition Date, the Debtors have continued to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

5. The Cases are jointly administered under Case No. 04-81694-SAF-11.

RELIEF REQUESTED

6. As further set forth in the Stipulation and Order Authorizing Adequate Protection Payments to UMB Bank, N.A. (the “Stipulation and Order”) which is attached

¹ The Debtors include VarTec Telecom, Inc., Excel Communications Marketing, Inc., Excel Management Service, 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.

hereto as **Exhibit A**, the Debtors have agreed to provide UMB Bank, n.a. (“UMB”) adequate protection of its interest in certain voice and data switches.

7. Pursuant to Bankruptcy Code §§105(a), 361, and 363, the Debtors request that the Court authorize the providing of adequate protection as set forth in the Stipulation and Order.

PRAYER

The Debtors request that this Court enter the Stipulation and Order and grant them such other and further relief, both general and specific, to which they may be justly entitled.

Dated: July 12, 2005.

Respectfully submitted,

VINSON & ELKINS L.L.P.

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By: /s/ Richard H. London
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