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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)

PROVISIONAL WITNESS AND EXHIBIT LIST

The above-referenced debtors and debtors in possession (collectively, the “Debtors”)¹ file this Provisional Witness and Exhibit List for the hearing scheduled for July 25, 2005, at 10:00 a.m. (the “Hearing”)² out of abundance of caution, if the carriers’ motions to compel are rescheduled for such hearing.

WITNESSES

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

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.

² A separate witness and exhibit list will be filed by special counsel for the Debtors with respect to the motion [Docket No. 1387] filed by the SBC Telcos and the Motion [Docket No. 1442] filed by the Debtors that are set for hearing on July 25, 2005, at 10:00 a.m.

- A. Joseph R. D'Angelo, Chief Operating Officer and Chief Restructuring Officer of the Debtors;
- B. Michael G. Hoffman, Chief Executive Officer of the Debtors;
- C. Adam L. Dunayer, Director of Houlihan Lokey Howard & Zukin;
- D. The successful bidder at the auction;
- E. any witnesses called or designated by any other party; and
- F. 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
1.	Stipulation and Consent Order by and Among Certain Carriers and the Debtors regarding Adequate Assurance/Adequate Protection of Future Payments [Docket No. 451]				
2.	The asset purchase agreement with the successful bidder at the auction, including all schedules and exhibits that do not contain confidential or proprietary information.				
3.	Any exhibit listed or offered by any other party.				
4.	Any rebuttal exhibits.				

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.

Dated: July 20, 2005

Respectfully submitted,

VINSON & ELKINS L.L.P.

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By: /s/ Holly J. Warrington
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CERTIFICATE OF SERVICE

This is to certify that on July 20, 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.

/s/ Holly J. Warrington
One of Counsel

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