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subsidiaries of Verizon Communications Inc.*

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
(DALLAS DIVISION)

In re:)	Chapter 11
)	
VARTEC TELECOM, INC., <u>et al.</u> ,)	Case No. 04-81694-saf11
)	
Debtors.)	Jointly Administered
)	

**WITNESS AND EXHIBIT LIST OF THE OPERATING TELEPHONE
COMPANY SUBSIDIARIES OF VERIZON COMMUNICATIONS INC. FOR
HEARING ON MOTION OF THE OPERATING
TELEPHONE COMPANY SUBSIDIARIES OF VERIZON
COMMUNICATIONS INC. FOR AN ORDER COMPELLING
THE DEBTORS TO ASSUME OR REJECT EXECUTORY CONTRACTS**

WITNESS LIST

1. William Cummings;
2. Any expert witness who is identified prior to the date on which the hearing is set;
3. Any witness called by VarTec Telecom, Inc. and its domestic subsidiaries (collectively, the “Debtors”);
4. Any witness called by any party that has filed a similar motion or joinder in the motion of the operating telephone company subsidiaries of Verizon Communications Inc. (collectively, “Verizon”); and
5. Any rebuttal or impeachment witness as may be offered by any party or as necessary.

EXHIBIT LIST

Ex. No.	Description	Offered	Objection	Admitted	Disposition after Trial
1	Any or all Interconnection Agreements between Verizon and VarTec Telecom, Inc. and its domestic subsidiaries				
2	Verizon Tariff FCC Nos. 1, 11, 14 and 16				
3	That certain Asset Purchase Agreement dated as of June 17, 2005, entered into by the Debtors and Leucadia National Corporation, as amended, and all agreements, exhibits and schedules referenced therein (including the Management Services Agreement)				
4	Any exhibit introduced as evidence by any other party at the hearing				
5	Any rebuttal or impeachment exhibits as may be necessary				

Verizon reserves the right to supplement or amend this Witness and Exhibit List at any time prior to the hearing.

Dated: July 20, 2005

Respectfully submitted,

ARNALL GOLDEN GREGORY LLP

By: /s/Darryl S. Laddin

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Communications Inc.

CERTIFICATE OF SERVICE

This is to certify that on this 20th day of July, 2005, I caused to be served a copy of the foregoing via (i) email to the CM/ECF participants that receive electronic notification in these proceedings; and (ii) United States mail, first-class postage prepaid, to the persons listed below.

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Dated: July 20, 2005

/s/Darryl S. Laddin
Darryl S. Laddin