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

IN RE:	§	
	§	Case No. 04-81694-saf-11
VARTEC TELECOM, INC., <u>et al.</u>,	§	
	§	Chapter 11 (Jt. Admin.)
	§	
DEBTORS.	§	
<hr/>	§	

**BELLSOUTH TELECOMMUNICATIONS, INC.'S
WITNESS AND EXHIBIT LIST**

BellSouth Telecommunications, Inc. ("BellSouth"), by and through undersigned counsel, hereby files its Witness and Exhibit List for the hearing scheduled for July 27, 2005 at 10:00 am CT (the "Hearing") on Debtors' Motion for Authority to Sell Assets Free and Clear of All Liens, Claims, Rights, Interests, and Encumbrances and for Related Relief (Substantially All of the Debtors' Remaining Assets) [Docket No. 1399].

WITNESSES

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

- A. Louis Seube, Collections Center Director, BellSouth Telecommunications, Inc.;
- B. an expert witness to be determined;
- C. any witness called or designated by any other party; and
- D. any witness necessary to rebut the testimony of witnesses called or designated by any other party.

EXHIBITS

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

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
A.	All executory contracts between the parties including interconnection agreements, tariffs, and billing and collection agreements				
B.	Any documents produced in discovery (to be determined).				
C.	Any exhibit listed or offered by any other party.				
D.	Any rebuttal exhibits.				

BellSouth reserves 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,

KILPATRICK STOCKTON LLP

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Paul M. Rosenblatt (7/20/05)

By: _____

Paul M. Rosenblatt

Counsel for BellSouth Telecommunications, Inc.