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SPECIAL COUNSEL 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)

WITNESS AND EXHIBIT LIST

[RELATES TO DOCKET NO. 1399]

The above-referenced debtors and debtors in possession (collectively hereafter, the “Debtors”)¹ file this Witness and Exhibit List for the hearing on the Motion for Authority to Sell Assets Free and Clear of All Liens, Rights, Interests, and Encumbrances and for Related Relief (Substantially All of the Debtors' Remaining Assets) [Docket No. 1399].

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;

¹ The Debtors in these bankruptcy cases 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.

- b. Joseph R. D'Angelo, Chief Operating Officer and Chief Restructuring Officer of the Debtors;
- c. Adam L. Dunayer, Director of Houlihan Lokey Howard & Zukin;
- d. a representative of the successful bidder at the auction;
- e. any witnesses called or designated by any other party or participant at the hearing; and
- f. any witnesses necessary to rebut the testimony of witnesses called or designated by any other party or participant at the hearing.

EXHIBITS

The Debtors may offer into evidence any one or more of the following exhibits at the hearing:

Exhibit No.	Description	Offered	Objection	Admitted	Disposition After Hearing
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.	Redline of the Asset Purchase Agreement with the successful bidder at the auction against the Asset Purchase Agreement dated June 28, 2005 by and among the Debtors and Leucadia National Corporation				
4.	Proposed form of order approving the sale of the Acquired Assets				
5.	Redline of form of order approving the sale of the Acquired Assets against the form of order attached as an exhibit to the Leucadia Asset Purchase Agreement				
6.	Current budget [Docket No. 1462] and any supplemental budget				
7.	all pleadings, orders, and other documents				

Exhibit No.	Description	Offered	Objection	Admitted	Disposition After Hearing
	filed in these jointly administered bankruptcy cases, and the docket sheet(s) in these cases				
8.	Rebuttal exhibits				

The Debtors reserve the right to use any exhibit introduced into evidence by any other party or participant at the hearing. The Debtors also reserve the right to supplement or amend this Witness and Exhibit List at any time prior to the hearing.

Dated: July 22, 2005.

Respectfully submitted,

KANE RUSSELL COLEMAN & LOGAN, P.C.

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By: /s/ Michael L. Scanlon

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CERTIFICATE OF SERVICE

This is to certify that on July 22, 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 Master Service List that do not receive electronic e-mail service.

/s/ Michael L. Scanlon

Michael L. Scanlon