

Daniel C. Stewart, SBT #19206500
William L. Wallander, SBT #20780750
Richard H. London, SBT #24032678
VINSON & ELKINS L.L.P.
Trammell Crow Center
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201-2975
Tel: 214.661.7299
Fax: 214.220.7716
VarTec@velaw.com

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)

WITNESS AND EXHIBIT LIST

The above-referenced debtors and debtors in possession (collectively, the “Debtors”)¹ file this Witness and Exhibit List for the hearing scheduled for July 27, 2005, at 9:00 a.m. (the “Hearing”).

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 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.

- 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; and
- F. any witnesses necessary to rebut the testimony of witnesses or experts 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.	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				

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
6.	Current Budget [Docket No. 1462] and any supplemental budget				
7.	Any exhibit listed or offered by any other party.				
8.	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 22, 2005

Respectfully submitted,

VINSON & ELKINS L.L.P.

Trammell Crow Center
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201
Tel: 214.661.7299
Fax: 214.220.7716

By: /s/ Richard H. London
Daniel C. Stewart, SBT #19206500
William L. Wallander, SBT #20780750
Richard H. London, SBT #24032678

ATTORNEYS FOR THE DEBTORS

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 Clerk's list who do not receive electronic e-mail service.

/s/ Richard H. London

One of Counsel

992996_1.DOC