

Darryl S. Laddin (Georgia Bar No. 460793)
Heath J. Vicente (Georgia Bar No. 728289)
ARNALL GOLDEN GREGORY LLP
171 17th Street NW, Suite 2100
Atlanta, Georgia 30363-1031
Telephone: (404) 873-8500
Facsimile: (404) 873-8621

*Attorneys for the operating telephone company
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
)	

**AMENDED WITNESS AND EXHIBIT LIST OF THE
OPERATING TELEPHONE COMPANY SUBSIDIARIES OF VERIZON
COMMUNICATIONS INC. FOR 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)**

WITNESS LIST

1. William Cummings;
2. Dennis Eidson (as fact and/or expert witness);
3. Any witness called by VarTec Telecom, Inc. and its domestic subsidiaries (collectively, the "Debtors");
4. Any witness called or designated by any other party; 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 the operating telephone company subsidiaries of Verizon Communications Inc. (collectively, "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	The asset purchase agreement with the successful bidder at the auction, including all exhibits and schedules referenced therein				
5	Any document produced by the Debtors in discovery				
6	Any exhibit introduced as evidence by any other party at the hearing				
7	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 22, 2005

Respectfully submitted,

ARNALL GOLDEN GREGORY LLP

By: /s/Darryl S. Laddin

Darryl S. Laddin

Georgia Bar No. 460793

Heath J. Vicente

Georgia Bar No. 728289

171 17th Street NW, Suite 2100

Atlanta, Georgia 30363-1031

(404) 873-8500

Attorneys for the operating telephone
company subsidiaries of Verizon
Communications Inc.

CERTIFICATE OF SERVICE

This is to certify that on this 22nd day of July, 2005, I caused to be served a copy of the foregoing via email to the CM/ECF participants that receive electronic notification in these proceedings.

Dated: July 22, 2005

/s/Darryl S. Laddin _____
Darryl S. Laddin