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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 August 15, 2005, at 1:30 p.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;
- B. KJ Alzamora, Chief Financial 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.

- C. John D. Schissler, Assistant Treasurer of the Debtors;
- D. William Zartler of Comtel Telcom Assets LP;
- E. Jim Cashiola of Comtel Telcom Assets LP;
- F. any witnesses called or designated by any other party; and
- G. 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.	Asset Purchase Agreement dated July 25, 2005 by and among the Debtors and Comtel Investments LLC				
2.	Order (A) Approving the Sale Free and Clear of All Liens, Claims, Rights, Interests and Enumbrances to Comtel Investments LLC and (B) Granting Related Relief (Substantially All of the Debtors' Remaining Assets)				
3.	Stipulation and Order for Assumption and Assignment of Executory Contracts, and Related Cure, among (i) the Debtor, (ii) the Operating Telephone Company Subsidiaries of Verizon Communications Inc., and (iii) Comtel Telcom Assets LP				
4.	Stipulation and Order for Assumption and Assignment of Executory Contracts, and Related Cure, among (i) the Debtor, (ii) BellSouth Telecommunications, Inc., and (iii) Comtel Telcom Assets LP, and Settlement of Adversary Proceeding No. 05-3233				

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
5.	Stipulation and Order for Assumption and Assignment of Executory Contracts, and Related Cure, among (i) the Debtors, (ii) the SBC Telcos, (iii) Comtel Telcom Assets LP, and (iv) the RTFC				
6.	Any exhibit listed or offered by any other party.				
7.	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: August 10, 2005

Respectfully submitted,

VINSON & ELKINS L.L.P.

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By: /s/ Richard H. London
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CERTIFICATE OF SERVICE

This is to certify that on August 10, 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

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