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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.,  
  
DEBTORS.**

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**CASE NO. 04-81694-HDH-11  
  
(Chapter 11)  
(Jointly Administered)**

**MOTION FOR SETTING AND  
REQUEST FOR EXPEDITED HEARING**

1. The above-referenced debtors and debtors in possession (collectively, the "Debtors")<sup>1</sup> request that a hearing be set on the Motion to Amend and Modify Order Granting Motion to Initiate and Implement the Key Employee Retention and Severance Program [Docket No. 1897] (the "Motion")<sup>2</sup> for **Thursday, September 29, 2005, at 2:30 p.m.** or such other date as the Court's docket may permit. An expedited hearing on the Motion is requested to, among other things, remedy an unintended consequence of a constructive termination provision in the Tiers 2, 3, and 4 Retention Agreements. Absent the requested modification of that provision, the Debtors believe that a significant risk exists that a number of their Key Employees would seek employment elsewhere, which would detriment the Debtors' efforts to close the transaction with Comtel. That provision has caused great concern for the Key Employees and the requested modification will provide those Key Employees comfort and certainty. The Debtors have had

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<sup>1</sup> The Debtors 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.

<sup>2</sup> Capitalized terms not defined herein shall have the meaning given to them in the Motion.

discussions with the RTFC, Official Committee, and Comtel concerning the relief requested in the Motion.

2. Notice of the proposed expedited hearing and the Motion will be provided as follows: (a) by electronic service through the Court's ECF service upon those parties who receive such service; and (b) by United States mail to those parties on the Clerk's list who do not receive electronic service through the Court's ECF service.

Dated: September 22, 2005

Respectfully submitted,

**VINSON & ELKINS L.L.P.**

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By: /s/ Richard H. London  
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