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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-HDH-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 September 29, 2005, at 2:30 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. Michael E. Katzenstein, Interim Chief Operating 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. KJ Alzamora, Chief Financial Officer of the Debtors;
- D. any witnesses called or designated by any other party; and
- E. 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.	Telemarketing Services Agreement dated October 2, 2002 by and between VarTec Telecom, Inc. and Specialty Outsourcing Solutions				
2.	Telemarketing Services Agreement dated March 7, 2005 by and between VarTec Telecom, Inc. and Specialty Outsourcing Solutions				
3.	Amendment No. 1 to Telemarketing Services Agreement dated September 1, 2005 by and between VarTec Telecom, Inc. and OneContact, Inc.				
4.	Account Purchase and Sale Agreement dated August 26, 2005 by and between VarTec Telecom, Inc. and Genesis Financial Solutions, Inc.				
5.	Account Purchase and Sale Agreement dated August 26, 2005 by and between Excel Telecommunications, Inc. and Genesis Financial Solutions, Inc.				
6.	Engagement Agreement dated August 22, 2005 by and between VarTec Telecom, Inc. and CXO, L.L.C.				
7.	Master Telecommunications Services Agreement dated January 1, 2002 by and between Teleglobe USA Inc. and eMeritus Communications, Inc. n/k/a VarTec Solutions, Inc.				

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
8.	Amended and Restated Stock Purchase Agreement dated April 5, 2002 by and among VarTec Telecom, Inc.; VarTec Telecom Holding Company; Excel Communications, Inc.; Teleglobe Holdings (U.S.) Corporation; Teleglobe Inc.; Excelcom, Inc.; Telco Communications Group, Inc.; and Excel Telecommunications (Canada) Inc. (without Exhibits and Disclosure Schedules)				
9.	Purchase Price Notes between VarTec Telecom Holding Company and Teleglobe Telecom Corporation in the Original Principal Amount of \$217,500,000				
10	Purchase Price Notes between VarTec Telecom Holding Company and Teleglobe Inc. in the Original Principal Amount of \$10,000,000				
11	Guarantee Agreement by and among VarTec Telecom, Inc.; Teleglobe Telecom Corporation; and Teleglobe Inc.				
12	Order [Docket No. 1643] Entered on July 21, 2003 in Case No. 02-11518 (MFW) pending before the United States Bankruptcy Court for the District of Delaware (Order Approving the Stipulation dated June 24, 2003)				
13	Proof of Claim No. 178 filed October 28, 2002 filed by eMeritus Communications, Inc. against Teleglobe Communications Corporation and Teleglobe USA Inc.'s Bankruptcy Estates				
14	Proof of Claim No. 522 filed December 9, 2002 by eMeritus Communications, Inc. against Teleglobe USA Inc.'s Bankruptcy Estate				
15	Proof of Claim No. 771 filed August 21, 2003 by eMeritus Communications, Inc. against Teleglobe USA Inc.'s Bankruptcy Estate				
16	Proof of Claim No. 784 filed December 22, 2003 by VarTec Telecom, Inc. against Teleglobe Holdings (U.S.) Corporation's Bankruptcy Estates				
17	Proof of Claim No. 785 filed December 22, 2003 by VarTec Telecom Holding Company against Teleglobe Holdings (U.S.) Corporation's Bankruptcy Estate				
18	Proof of Claim No. 786 filed December 22, 2003 by eMeritus Communications, Inc. against Teleglobe Telecom Corporation's Bankruptcy Estate				

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
19	Proof of Claim No. 787 filed December 22, 2003 by VarTec Telecom Holding Company against Teleglobe Telecom Corporation's Bankruptcy Estate				
20	Proof of Claim No. 790 filed January 21, 2004 dated by eMeritus Communications, Inc. against Teleglobe USA Inc.'s Bankruptcy Estate				
21	Proof of Claim dated December 9, 2002 filed by VarTec Telecom, Inc. against Teleglobe, Inc. in its Canadian Restructuring Proceeding				
22	Proof of Claim dated December 9, 2002 filed by VarTec Telecom Holding Company. against Teleglobe, Inc. in its Canadian Restructuring Proceeding				
23	Interim Award Transmitted on October 26, 2004 by the Arbitration Panel of the American Arbitration Association, International Centre for Dispute Resolution (Washington, D.C.) in the Arbitration Proceeding involving certain VarTec Entities and Teleglobe Entities (Under Seal)				
24	Proof of Claim No. 2290 filed March 11, 2005 by Teleglobe Holdings (U.S.) Corporation against VarTec Telecom, Inc.'s Bankruptcy Estates				
25	Proof of Claim Nos. 2291 filed March 11, 2005 by Teleglobe Holdings (U.S.) Corporation against VarTec Telecom Holding Company's Bankruptcy Estates				
26	Proof of Claim No. 2292 filed March 11, 2005 by Teleglobe Telecom Corporation against VarTec Telecom, Inc.				
27	Proof of Claim No. 2293 filed March 11, 2005 by Teleglobe Telecom Corporation against VarTec Telecom Holding Company				
28	Proof of Claim No. 2294 filed March 11, 2005 by Teleglobe Inc. against VarTec Telecom, Inc.				
29	Proof of Claim No. 2295 filed March 11, 2005 by Teleglobe Inc. against VarTec Telecom Holding Company				
30	Form of Settlement Agreement by and among VarTec Telecom, Inc.; VarTec Telecom Holding Company; and VarTec Solutions, Inc.; Teleglobe Telecom Corporation; Teleglobe Holdings (U.S.) Corporation; Teleglobe Inc.; and Teleglobe USA Inc.				

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
31	Any exhibit listed or offered by any other party.				
32	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: September 26, 2005

Respectfully submitted,

VINSON & ELKINS L.L.P.

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By: /s/ Richard H. London
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ATTORNEYS FOR THE DEBTORS

CERTIFICATE OF SERVICE

This is to certify that on September 26, 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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