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**ATTORNEYS FOR THE DEBTORS**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE:</b>	§	
	§	
<b>VARTEC TELECOM, INC., et al.,</b>	§	<b>CASE NO. 04-81694-HDH-11</b>
	§	
<b>DEBTORS.</b>	§	<b>(Chapter 11)</b>
	§	<b>(Jointly Administered)</b>

**ATTORNEY CHECKLIST CONCERNING MOTIONS AND ORDERS  
PERTAINING TO USE OF CASH COLLATERAL AND  
POST-PETITION FINANCING  
(WHICH ARE IN EXCESS OF TEN (10) PAGES)**

**TO THE HONORABLE HARLIN D. HALE, UNITED STATES BANKRUPTCY JUDGE:**

The above-referenced debtors and debtors in possession (collectively, the “Debtors”)<sup>1</sup> file this Attorney Checklist Concerning Motions and Orders Pertaining to Use of Cash Collateral and Post-Petition Financing (Which Are in Excess of Ten (10) Pages) and in support thereof the Debtors would show as follows:

\* Means generally not favored by Bankruptcy Courts in this District.

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<sup>1</sup> 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.

\*\* Means generally not favored by Bankruptcy Courts in this District without a reason and a time period for objections.

**CERTIFICATE BY COUNSEL**

This is to certify that the following checklist<sup>2</sup> fully responds to the Court's inquiry concerning material terms of the motion and/or proposed order:

**Yes, at Page/Exhibit  
Y means yes; N means no  
N/A/ means not applicable  
(Page Listing Optional)**

**1. Identification of Proceeding:**

(a) Preliminary or final motion/order .....	<u>Preliminary</u> <u>Agreed Order</u>
(b) Continuing use of cash collateral (§ 363) .....	<u>N/A</u>
(c) New financing (§ 364).....	<u>Y</u>
(d) Combination of §§ 363 and 364 financing .....	<u>N</u>
(e) Emergency hearing (immediate and irreparable harm) ..	<u>Y</u>

**2. Stipulations:**

(a) Brief history of debtor's businesses and status of debtor's prior relationships with lender .....	<u>Y</u>
(b) Brief statement of purpose and necessity of financing ...	<u>Y</u>
(c) Brief statement of type of financing (i.e., accounts receivable, inventory) .....	<u>Y</u>
** (d) Are lender's pre-petition security interest(s) and liens deemed valid, fully perfected and non-avoidable .....	<u>Y, but No</u> <u>Stipulation as to</u> <u>Avoidability</u>
(i) Are there provisions to allow for objections to above?.....	<u>Y</u>
(e) Is there a post-petition financing agreement between lender and debtor .....	<u>Y</u>

<sup>2</sup> Nothing contained herein shall have any binding or preclusive effect on the Debtors or any interested party; rather this checklist is provided only to comply with the Local Rules. Accordingly, the Motion for Interim and Final Orders (i) Authorizing the Debtors to obtain Post-Petition Financing on an Interim and Final Basis Secured by Senior Priming Liens, (ii) Scheduling a Final Hearing and Establishing Notice Requirements, and (iii) Granting Related Relief shall be controlling if there are any inconsistencies as compared to this checklist.

- (i) If so, is agreement attached? ..... Y
- \*\* (f) If there is an agreement, are lender's post-petition security interests and liens deemed valid, fully perfected and non-avoidable? ..... Y
- (g) Is lender undersecured or oversecured? ..... TBD – 506(a)
- (h) Has lender's non-cash collateral been appraised? ..... N
- (i) Insert date of latest appraisal ..... N/A
- (i) Is debtor's proposed budget attached? ..... Y
- (j) Are all pre-petition loan documents identified? ..... Y
- (k) Are pre-petition liens on single or multiple assets? ..... Multiple Assets
- (l) Are there pre-petition guaranties of debt? ..... Y
- (i) Limited or unlimited ..... unlimited

**3. Grant of Liens.**

- \* (a) Do post-petition liens secure pre-petition debts? ..... N
- \* (b) Is there cross-collateralization? ..... N
- \*\* (c) Is the priority of post-petition liens equal to or higher than existing liens? ..... Y
- \*\* (d) Do post-petition liens have retroactive effect? ..... N
- (e) Are there restrictions on granting further liens or liens of equal or higher priority? ..... Y
- \* (f) Is lender given liens on claims under §§ 506(c), 544-50 and §§ 552? ..... Y
- \*\* (i) Are lender's attorneys fees to be paid? ..... N
- (ii) Are debtors' attorneys fees excepted from § 506(c) ..... Carve-Out Exists
- \* (g) Is lender given liens upon proceeds of causes of action under §§ 544, 547 and 548? ..... Y

**4. Administrative Priority Claims:**

- |  |   |
|--|---|
| (a) Is lender given an administrative priority? .....  | Y |
| (b) Is administrative priority higher than § 507(a)?.....  | Y |
| (c) Is there a conversion of pre-petition secured claim to post-petition administrative claim by virtue of use of existing collateral? ..... | N |

**5. Adequate Protection (§ 361):**

- |  |          |
|--|----------|
| (a) Is there post-petition debt service? .....   | N        |
| (b) Is there a replacement/additional § 361(1) lien? .....                             | N        |
| ** (c) Is the lender's claim given super-priority? (§ 364(c) or (d)) (designate) ..... | Y – Both |
| (d) Are there guaranties? .....  | Y        |
| (e) Is there adequate insurance coverage? .....  | Y        |
| (f) Other? .....   | N/A      |

**6. Waiver/Release Claims v. Lender:**

- |   |   |
|---|---|
| ** (a) Debtor waives or release claims against lender, including, but not limited to, claims under §§ 506(c), 544-50, 552, and 553 of the Code? ..... | N – Stipulation, as to Liens and Surcharge Waiver, But Other Parties Not Bound By Stipulation |
| ** (b) Does the debtor waive defenses to claim or liens of lender? .....  | Y   |

**7. Source of Post-Petition Financing (§ 364 Financing):**

- |  |    |
|--|----|
| (a) Is the proposed lender also the pre-petition lender? ..... | Y  |
| (b) New post-petition lender? .....                            | N  |
| (c) Is the lender an insider? .....                            | -- |

**8. Modification of Stay:**

- \*\* (a) Is any modified lift of stay allowed? ..... Y
- \*\* (b) Will the automatic stay be lifted to permit lender to exercise self-help upon default without further order? .... Y
  
- (c) Are there any other remedies exercisable without further order of court? ..... Y
- (d) Is there a provision that any future modification of order shall not affect status of debtor's post-petition obligations to lender? ..... Y

**9. Creditors' Committee:**

- (a) Has creditors' committee been appointed? ..... Y
- (b) Does creditors' committee approve of proposed financing? ..... Discussions ongoing

**10. Restrictions on Parties in Interest:**

- \*\* (a) Is a plan proponent restricted in any manner, concerning modification of lender's rights, liens and/or causes? ..... N
- \*\* (b) Is the debtor prohibited from seeking to enjoin the lender in pursuit of rights? ..... N
- \*\* (c) Is any party in interest prohibited from seeking to modify this order? ..... N
- (d) Is the entry of any order conditioned upon payment of debt to lender? ..... N
- (e) Is the order binding on subsequent trustee on conversion? ..... Y

**11. Nunc Pro Tunc:**

- \*\* (a) Does any provision have retroactive effect? ..... N

**12. Notice and Other Procedures:**

- |  |     |
|--|-----|
| (a) Is shortened notice requested? .....   | Y   |
| (b) Is notice requested to shortened list? .....   | N   |
| (c) Is time to respond to be shortened? .....  | Y   |
| (d) If final order sought, have 15 days elapsed since service of motion pursuant to Rule 4001(b)(2)? .....   | N/A |
| (e) If preliminary order sought, is cash collateral necessary to avoid immediate and irreparable harm to the estate pending a final hearing? ..... | N   |
| (f) Is a Certificate of Conference included? .....   | N   |
| (g) Is a Certificate of Service included? .....  | Y   |
| (h) Is there verification of transmittal to U.S. Trustee included pursuant to Rule 9034? .....   | Y   |
| (i) Has an agreement been reached subsequent to filing motion? .....   | N   |
|  |     |
| (i) If so, has notice of the agreement been served pursuant to Rule 4001(d)(1)? .....  | N/A |
| (ii) Is the agreement in settlement of motion pursuant to Rule 4001(d)(4)? .....   | N/A |
| (iii) Does the motion afford reasonable notice of material provisions of agreement pursuant to Rule 4001(d)(4)? .....                              | N/A |
| (iv) Does the motion provide for opportunity for hearing pursuant to Rule 9014? .....  | N/A |

DATED: October 11, 2005

Respectfully submitted,

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**ATTORNEYS FOR THE DEBTORS**

**CERTIFICATE OF SERVICE**

This is to certify that on October 11, 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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