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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)

AMENDED WITNESS AND EXHIBIT LIST

The above-referenced debtors and debtors in possession (collectively, the “Debtors”)¹ file this Amended Witness and Exhibit List for the hearing scheduled for October 18, 2005, at 1:30 p.m. (the “Hearing”).²

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;

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.

² A separate witness and exhibit list will be filed by the Debtors’ special counsel with respect to matters involving the SBC Telcos.

- B. any witnesses called or designated by any other party; and
- C. 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.	Operations Support Systems Master Services Agreement by and between VarTec Telecom, Inc. and NeuStar, Inc.				
2.	Independent Agent Agreement by and between VarTec Telecom, Inc. and CallManage, Inc.				
3.	Statement of Work dated October 10, 2005 by and between VarTec Telecom, Inc. and Communications Management Services, Inc.				
4.	Lease dated March 18, 2005 by and between VarTec Telecom, Inc. and SPI IH II, L.P.				
5.	Lease Agreement dated October 6, 2005 by and between VarTec Telecom, Inc. and CMK Associates, Ltd.				
6.	Form of the RTFC Administrative Debtor in Possession Credit Agreement (Portion to Be Filed under Seal)				
7.	Budget Agreed upon by the Debtors and the Rural Telephone Finance Cooperative				
8.	Proposed Interim Order Authorizing Post-Petition Financing, Granting Senior Liens and Priority Administrative Expense Status, and Modifying the Automatic Stay (RTFC Administrative DIP Financing)				
9.	Blackline of Proposed Interim Order Authorizing Post-Petition Financing, Granting Senior Liens and Priority Administrative Expense Status, and Modifying the Automatic Stay (RTFC Administrative DIP Financing)				
10	Any exhibit listed or offered by any other party.				

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
11	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: October 17, 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 October 17, 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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