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PROPOSED ATTORNEYS FOR THE DEBTORS

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

IN RE:	§	
	§	
VARTEC TELECOM, INC.,	§	CASE NO. 04- _____
EXCEL COMMUNICATIONS MARKETING,	§	CASE NO. 04- _____
INC.,	§	CASE NO. 04- _____
EXCEL MANAGEMENT SERVICES, INC.,	§	CASE NO. 04- _____
EXCEL PRODUCTS, INC.,	§	CASE NO. 04- _____
EXCEL TELECOMMUNICATIONS, INC.,	§	CASE NO. 04- _____
EXCEL TELECOMMUNICATIONS OF	§	
VIRGINIA, INC.,	§	CASE NO. 04- _____
EXCEL TELESERVICES, INC.,	§	CASE NO. 04- _____
EXCELCOM, INC.,	§	CASE NO. 04- _____
TELCO COMMUNICATIONS GROUP, INC.,	§	CASE NO. 04- _____
TELCO NETWORK SERVICES, INC.,	§	CASE NO. 04- _____
VARTEC BUSINESS TRUST,	§	CASE NO. 04- _____
VARTEC PROPERTIES, INC.,	§	CASE NO. 04- _____
VARTEC RESOURCES SERVICES, INC.,	§	CASE NO. 04- _____
VARTEC SOLUTIONS, INC.,	§	CASE NO. 04- _____
VARTEC TELECOM HOLDING COMPANY,	§	CASE NO. 04- _____
VARTEC TELECOM INTERNATIONAL	§	
HOLDING COMPANY,	§	CASE NO. 04- _____
VARTEC TELECOM OF VIRGINIA, INC.	§	
	§	
DEBTORS.	§	(Chapter 11)
	§	(Joint Administration Requested)
	§	
	§	

**LIST OF CREDITORS HOLDING 50 LARGEST
 UNSECURED CLAIMS ON A CONSOLIDATED BASIS**

Following is the list of the Debtors' creditors holding the 50 largest unsecured claims on a consolidated basis. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this Chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims.

	Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, Etc.)	Indicate if Claim is Contingent, Unliquidated, or Disputed or Subject to Setoff	Amount of Claim (if Secured Also State Value of Security)
1.	Teleglobe Inc. 11495 Commerce Park Drive Reston, Virginia 20191	Teleglobe Inc. Attn: Chief Executive Officer 11495 Commerce Park Drive Reston, Virginia 20191 Phone: 703-755-2000 Fax: 703-755-2628	Acquisition Notes for Excel	Disputed in Amount (in Arbitration)	\$227,500,000 (face amount of notes)
2.	Steve Smith c/o Kolodey, Thomas, Blackwood & Thomas Attn: Tom Thomas 5910 N. Central Expressway 700 Premier Place Dallas, TX 75206	Steve Smith c/o Kolodey, Thomas, Blackwood & Thomas Attn: Tom Thomas 5910 N. Central Expressway 700 Premier Place Dallas, TX 75206 Phone: 214-953-0000	Alleged Commission Due from Teleglobe	Disputed	\$20,000,000
3.	Verizon 3632 Roxboro Road Durham, NC 27704	Verizon Attn: Lynn Bowes 3632 Roxboro Road Durham, NC 27704 Phone: 919-317-5959 Fax: 919-371-7839	Trade Debt		\$11,534,519
4.	Bell South 250 Williams Street, Ste. 5020 NW Atlanta, GA 30303	Bell South Attn: Katrina Whitely 1 Chase Corporate Center, Suite 300 Birmingham, AL 35244 Phone: 205-714-5851 ext. 7530 Fax: 205-682-2627	Trade Debt		\$7,082,753
5.	MCI WorldCom 6929 N Lakewood Avenue Tulsa, OK 74117	MCI WorldCom Attn: Gina Forgione Mail Drop 5.3-518, 6929 N Lakewood Ave. Tulsa, OK 74117 Phone: 918-590-1963 Fax: 918-562-1963	Trade Debt		\$6,212,639
6.	Regions Bank 400 West Capital Little Rock, Arkansas 72201	Regions Bank Attn: Matthew Spencer 400 West Capital Little Rock, Arkansas 72201 Phone: 501-371-7000 Fax: 501-371-8841	Alleged Deficiency Following Lease Termination	Disputed	\$5,838,647
7.	Qwest PO Box 34000 Omaha, NE 68103	Qwest Attn: Megan Cristensen 250 East Bell Plaza, Room 609 Salt Lake City, UT 84111 Phone: 800-335-5672 x 4604 Fax: 801-239-4149	Trade Debt		\$5,433,554

LIST OF CREDITORS HOLDING 50 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

Name of Creditor and Complete Mailing Address Including Zip Code	Name, Telephone Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar with Claim Who May be Contacted	Nature of Claim (Trade Debt, Bank Loan, Government Contract, Etc.)	Indicate if Claim is Contingent, Unliquidated, or Disputed or Subject to Setoff	Amount of Claim (if Secured Also State Value of Security)
8. Ameritech ATTN: Donna Kern, 4075 Bay Road C-103 Saginaw, MI 48603	Ameritech Attn: Leigh Ann Young 529 South 7th Street, Floor 2B Springfield, IL 62721 Phone: 217-492-2138 Fax: 217-522-0572	Trade Debt		\$5,192,668
9. Southwestern Bell Attn: Manager Remittance 211 S. Akard Room #1460 Dallas, TX 75202	Southwestern Bell Attn: Leigh Ann Young 529 South 7th Street Floor 2B Springfield, IL Phone: 217-492-2138 Fax: 217-522-0572	Trade Debt		\$4,933,784 ¹
10. AT&T 1001 E Fayette Street, Baltimore, MD 21202	AT&T Attn: Steve Kouns 1001 E. Fayette Street Baltimore, MD 21202 Phone: 972-778-2778 Fax: 972-778-4460	Trade Debt		\$3,937,607
11. GTE 2701 South Johnson San Angelo, TX 76904	GTE Attn: Missy Dean 2701 South Johnson San Angelo, TX 76904 Phone: 325-944-5653	Trade Debt		\$3,183,143
12. Bell Atlantic 3632 Roxboro Road Durham, NC 27704	Bell Atlantic Attn: Lynn Bowes 3632 Roxboro Road Durham, NC 27704 Phone: (919) 317-5959 Fax: 919-317-7839	Trade Debt		\$2,697,357
13. US West PO Box 3400 Omaha, NE 68103	US West Attn: Barbara Vallejo 250 East Bell Plaza, Rm 609 Salt Lake City, UT 84111 Phone: 800-335-5672 x4129 Fax: 801-239-4149	Trade Debt		\$2,667,338
14. Pacific Bell ATTN: Distribution, Room 1193, 2700 Watt Ave. Sacramento, CA 95821	Pacific Bell Attn: Leigh Ann Young 529 South 7th Street, Floor 2B Springfield, IL 62721 Phone: 217-492-2138 Fax: 217-522-0572	Trade Debt		\$2,491,013

¹ SBC and its affiliates assert claims of approximately \$16,000,000 in the aggregate.

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(Continuation Sheet)

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15.	Unipoint Holdings 6500 River Place Blvd, Bldg 2, Ste 200 Austin, TX 78730	Unipoint Holdings Attn: Asmita Phadke 6500 River Place Blvd, Bldg 2, Ste 200 Austin, TX 78730 Phone: 512-735-1200 Fax: 512-735-1210	Trade Debt		\$1,732,639
16.	ZNET Communications, Inc. 19349 N. 12th Street Covington, LA 70433	ZNET Communications Attn: Joseph M. Zeno 19349 N. 12th Street Covington, LA 70433	Alleged Unpaid Monies on Buildout Contract	Disputed	\$1,628,916
17.	Century Tel 100 Centurytel Dr. RM 1034 1-N P.O.Box 4065 Monroe, LA 71211-4065	Century Tel Attn: Judy Cooper 100 Centurytel Dr. Monroe, LA 71211 Phone: 318-388-9862 Fax: 318-388-9072	Trade Debt		\$1,182,836
18.	RNI Communications Corp. dba Rubicon Networks 75 Broad St. 2nd Floor, Suite 210 New York, New York 10004	RNI Communications Corp. dba Rubicon Networks Attn: Robert D. Smith 75 Broad St. 2nd Floor, Suite 210 New York, New York 10004 Phone: 212-797-9500 Fax: 212-797-9797	Judgment Creditor for Underlying Allegation of Fraud and Breach of Telecommunications Services Agreement	Disputed	\$1,121,462
19.	Alltel One Allied Dr. 1269-B-4F03NA; Attn: Lee Ellito Little Rock, AR 72202	Alltel Attn: Jeff Wakelyn One Allied Drive Little Rock, AR 72202 Phone: 501-905-1131 Fax: 501-905-7027	Trade Debt		\$755,919
20.	Visionquest Marketing Services, Inc PO Box 5304 Norman, OK 73070-5304.	Visionquest Marketing Services, Inc. Attn: Chad Jenkins PO Box 5304 Norman, OK 73070-5304 Phone: 405-879-0433 Fax: 405-879-0441	Marketing Services		\$754,619
21.	Frontier 14450 Burnhaven Drive Burnsville, MN 55306	Frontier Attn: Debbie Wolke Frontier 14450 Burnhaven Drive Burnsville, MN 55306 Phone: 952-435-1315	Trade Debt		\$711,412

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22.	NTS Communications 5307 West Loop 589 Lubbock, TX 79414]	NTS Communications Attn: Barbara Andrews, Pres. 5307 West Loop 589 Lubbock, TX 79414 Phone: 806-797-0687 Fax: 806-797-9807	Trade Debt		\$652,324
23.	Specialty Outsourcing Solution Ltd. 701 West Loop 340 Waco, Texas 76702	Specialty Outsourcing Solution Ltd. Attn: Jay Lankford PO Box 23407 Waco, TX 76702-3407 Phone: 254-741-9132 Fax: 254-7416923	Alleged Breach of Contract for Telemarking and In Bound Customer Service Support	Disputed	\$605,190
24.	Oracle Corp. 500 Oracle Parkway Redwood Shores, CA 94065	Oracle Corp. Attn: Tiffany Lee 500 Oracle Parkway Redwood Shores, CA 94065 Phone: 650-506-1873	Consulting Services		\$598,992
25.	Citizens Communications 14450 Burnhaven Drive Burnsville, MN 55306	Citizens Communications Attn: Debbie Wolke 14450 Burnhaven Drive Burnsville, MN 55306 Phone: 952-435-1315	Trade Debt		\$543,055
26.	Comdisco Inc. 2312 Collection Center D Chicago, IL 60693	Comdisco Inc. Attn: Michelle Motzkus 2312 Collection Center D Chicago, IL 60693 Phone: 817-649-2900 Fax: 817-649-8932	Consulting Services		\$492,548
27.	Etelecare International 602 E Huntington Dr. Suit H Monrovia, CA 91016	Etelecar International Attn: Peter Mikhalev 602 E Huntington Dr. Suit H Monrovia, CA 91016 Phone: 626-256-7560 Fax: 626-256-7565	Trade Debt		\$487,326
28.	LM Data of Texas 234 Venable Lane Monroe, LA 71203	LM Data of Texas Attn: Richard Frank 234 Venable Lane Monroe, LA 71203 Phone: 318-325-3499 Fax: 318-325-6988	Trade Debt		\$478,896
29.	Sprint Canada 2235 Sheppard Avenue East Atria II, Suite 600 Toronto, Ontario M2J 5G1	Sprint Canada Attn: Jay Garcia 2235 Sheppard Avenue East Atria II, Suite 600 Toronto, Ontario M2J 5G1	Trade Debt		\$448,431

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(Continuation Sheet)

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30. Level 3 Communications 1025 Eldorado Blvd. Broomfield, CO 80021	Level 3 Communications Attn: Peggy Hurley 1025 Eldorado Blvd. Broomfield, CO 80021 Phone: 720-888-1000 Fax: 720-888-5214	Trade Debt		\$340,843
31. Broadwing 1122 Capital of Texas Highway South Austin, TX 78746	Broadwing Attn: Ernest Williams 1122 Capital of Texas Highway South Austin, TX 78746 Phone: (512) 742-7480 Fax: (512) 742-7644	Trade Debt		\$329,707
32. Sybase Inc. 6000 Feldwood Rd. College Park, GA 30349	Sybase Inc. C/O Bank of America Attn: Remittance Processing 6000 Feldwood Rd. College Park, GA 30349 Phone: 877-245-5277 Fax: 617-564-6134	Consulting Services		\$322,408
33. Personix Houston PO Box 173879 Denver, CO 80217-3879	Personix Houston Attn: Eileen Westerfield PO Box 173879 Denver, CO 80217-3879 Phone: 281-274-6535 Fax: 281-275-1857	Printing Services		\$319,121
34. Cyber City Teleservices Ltd. 401 Hackensack Ave. Hackensack, NJ 07601	CCT Marketing LLC Attn: Gina Gopez 401 Hackensack Ave. Hackensack, NJ 07601 Phone: 800-254-4550 x10330 Fax: 634-559-5355 x10101	Call Center Services		\$315,391
35. Wyndham Anatole 2201 Stemmons Freeway Dallas, TX 75207	Wyndham Anatole Attn: D. Bradley Kent 2201 Stemmons Freeway Dallas, TX 75207 Phone: 214-748-1200 Fax: 214-863-1183	Event Services		\$300,612
36. Oracle Corp. 500 Oracle Parkway Redwood Shores, CA 94065	Oracle Corp. Attn: Tiffany Lee 500 Oracle Parkway Redwood Shores, CA 94065 Phone: 650-506-1873	Consulting Services		\$299,496

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(Continuation Sheet)

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37. Center Operating Company LP American Airlines Center 2500 Victory Dallas, TX 75219	Center Operating Company LP Attn: P. Taggart American Airlines Center 2500 Victory Dallas, TX 75219 Phone: 214-665-4507 Fax: 214-665-4850	Consulting Services		\$273,181
38. Palmetto 491 Lakeshore Parkway Rockhill, SC 29730	Palmetto Attn: Accounts Payable 491 Lakeshore Parkway Rockhill, SC 29730 Phone: 803-329-7905 Fax: 803-329-4540	Trade Debt		\$252,924
39. SNET 4 Hamilton Street, 2nd Floor New Haven, CT 06511-6617	SNET Attn: Steve Totoro 4 Hamilton Street, 2nd Floor New Haven, CT 06511-6617 Phone: 203-771-5076 Fax: 203-694-7174	Trade Debt		\$249,047
40. Televista 19111 Dallas N. Parkway Dallas, TX 75287	Televista Attn: Patricia Perry 19111 Dallas Parkway Dallas, TX 75287 Phone: 972-315-5509 Fax: 972-312-6107	Call Center Services		\$239,931
41. Tekvision 2301 N. Greenville Ave. Ste. 400 Richardson, TX 75082	Tekvision Attn: Jerry Mistrot 2301 N. Greenville Ave. Richardson, TX 75082 Phone: 214-242-5900 Fax: 214-242-5999	Trade Debt		\$235,198
42. USHA Communications 111 SW 5th Ave. Suite 1700 Portland, OR 97204	USHA Communications 111 SW 5th Ave. Suite 1700 Portland, OR 97204 Phone: 503-274-8777 Fax: 503-295-5825	Consulting Services		\$234,021
43. IKANO 265 East 100 St., Ste. 245 Salt Lake City, UT 84111	IKANO 265 E. 100 St., Ste. 245 Salt Lake City, UT 84111 Phone: 801-924-0900 Fax: 801-924-0908 TaylorL@ikano.com	Consulting Services		\$231,717

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(Continuation Sheet)

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44.	Valor Telecommunications 1401 Elm Street 5th Floor Dallas, TX 75202	Valor Telecommunications Attn: Lisa Smith 1401 Elm Street, 5th Floor Dallas, TX 75202 Phone: 972-373-1081 Fax: 800-869-9389	Trade Debt		\$217,900
45.	Illuminet-SS7 Accounting Department, 4501 Intelco Loop SE, Olympia, WA 98507	Illuminet-SS7 Attn: Kathy Lawrenz 7400 W. 129th St. OP, KS 66213 Phone: 913-814-6421 Fax: 913-814-6255	Consulting Services		\$213,321
46.	Hewlett Packard PO Box 402582 Atlanta, GA 30384-2582	Hewlett Packard Attn: Financial Service Company PO Box 402582 Atlanta, GA 30384-2582 Phone: 404-774-4646 Fax: 404-648-8949	Consulting Services		\$210,232
47.	AFNI Dept. 0478 PO Box 120478 Dallas, TX 75312-0478	AFNI Attn: Dept. 0478 PO Box 120478 Dallas, TX 75312-0478 Phone: 800-767-2364 Fax: 309-828-0931	Consulting Services		\$206,662
48.	Protel Operadora Protel, Rodolfo Gaona #81 Lomao del Sotelo Mexico, D.F. 11200	Protel Attn: Iliana Salazar Penagos Operadora Protel, Rodolfo Gaona #81 Lomao del Sotelo Mexico, D.F. 11200 Phone: + 52 (55) 5387 7800 Ext. 1228 Fax: + 52 (55) 5387 7875	Trade Debt		\$199,388
49.	Arnold Logistics LLC P O Box 42541 Philadelphia, PA 19101	Arnold Logistics LLC P O Box 42541 Philadelphia, PA 19101 Phone: 800-967-3914 Fax: 717-730-5283	Consulting Services		\$196,907
50.	Pacific Tel (Century) 100 Centurytel Dr. RM 1034 1-N P.O.Box 4065 Monroe, LA 71211	Pacific Tel (Century) Attn: Ken Crawford 100 Centurytel Dr. Monroe, LA 71211 Phone: 318-388-9701 Fax: 318-388-9072	Trade Debt		\$194,473

LIST OF CREDITORS HOLDING 50 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

**Declaration Under Penalty of Perjury
on Behalf of a Corporation or Partnership**

I, Michael G. Hoffman, the Chief Legal Officer, Executive Vice President, and Secretary of VarTec Telecom, Inc., on behalf of VarTec Telecom, Inc. and its direct and indirect debtor subsidiaries, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

SIGNED: November 1, 2004

**VARTEC TELECOM, INC., and all its filing
subsidiaries and affiliates**

By: /s/Michael G. Hoffman
Name: Michael G. Hoffman
Title: Chief Legal Officer, Executive Vice
President, and Secretary

Dallas: 885941_2.DOC