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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>

**WITNESS AND EXHIBIT LIST**

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

**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;

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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.

<sup>2</sup> A separate witness and exhibit list will be filed with respect to matters involving the SBC Telcos, including docket nos. 1902, 1904, and 1930.

- B. KJ Alzamora, Chief Financial Officer of the Debtors;
- C. any witnesses called or designated by any other party; and
- D. 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:

<b>EXHIBIT</b>	<b>DESCRIPTION</b>	<b>OFFERED</b>	<b>OBJECTION</b>	<b>ADMITTED</b>	<b>DATE</b>
1.	Software License and Services Agreement dated December 15, 1998 by and between Excel Management Service, Inc. and Edify Corporation				
2.	Agreement of Lease dated March 24, 1998 by and between Hudson Telegraph Associates and VarTec Telecom, Inc.				
3.	Amendment and Restatement of Lease dated May 13, 1998 by and between Hudson Telegraph Associates and VarTec Telecom, Inc.				
4.	Amendment of Lease dated August 11, 1998 by and between Hudson Telegraph Associates and VarTec Telecom, Inc.				
5.	Order Form and Addendum dated August 31, 2002 by and between VarTec Telecom, Inc. and Computer Associates International, Inc.				
6.	Form of Amendment Number 8 to the Order Form and Addendum by and between VarTec Telecom, Inc. and Computer Associates International, Inc.				
7.	RTFC Administrative Debtor in Possession Credit Agreement dated October 19, 2005				

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
8.	Budget Agreed upon by the Debtors and the Rural Telephone Finance Cooperative				
9.	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.				
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 27, 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 27, 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*

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One of Counsel

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