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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.,
Debtors.**

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Case No. 04-81694-HDH-11

(Chapter 11)

(Jointly Administered)

Hearing Date:

December 19, 2005 at 1:30 p.m.

Response Deadline:

December 16, 2005 at 5:00 p.m.

**CLAIMS OBJECTION NUMBER 7
OBJECTION TO CERTAIN TAX CLAIMS
(SUBSTANTIVE OBJECTIONS)**

A HEARING ON THIS MATTER IS SET FOR DECEMBER 19, 2005, AT 1:30 P.M. IN COURTROOM OF THE HONORABLE HARLIN D. HALE, 1100 COMMERCE STREET, 14TH FLOOR, DALLAS, TEXAS. IF YOU SEEK TO RESPOND, YOU MUST RESPOND IN WRITING, UNLESS OTHERWISE DIRECTED BY THE COURT, AND FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT BY DECEMBER 16, 2005, AT 5:00 P.M. (PREVAILING CENTRAL TIME). YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PARTIES AND IN THE MANNER INDICATED IN PARAGRAPH 16 OF THE OBJECTION; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

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

The above-referenced debtors and debtors in possession (collectively, the “Debtors”)¹ file this Claims Objection Number 7 Objection to Certain Tax Claims (Substantive Objections) (the “Objection”), and in support show as follows:

JURISDICTION AND PROCEDURAL BACKGROUND

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157. This Motion concerns the administration of the estate and is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. On November 1, 2004 (the "Petition Date"), the Debtors each filed a petition for relief thereby commencing the above-captioned bankruptcy cases (collectively, the “Cases”) under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

4. Since the Petition Date, the Debtors have continued to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

5. The Cases are jointly administered under Case No. 04-81694-HDH-11.

STATEMENT OF FACTS

6. On November 2, 2004, the Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, and Deadlines [Docket No. 53] (the “Bar Date Notice”) was filed and promptly served. Among other things, the Bar Date Notice established March 14,

¹ The Debtors include VarTec Telecom, Inc., Excel Communications Marketing, Inc., Excel Management Service, 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.

2005 (the “General Bar Date”) as the last day by which any person or entity (excluding any Excel Independent Representative² or any governmental unit³) holding or asserting a claim⁴ (a “General Claimant”) must have filed a proof of claim for such claim to have been timely filed. Further, the Bar Date Notice established May 2, 2005 (the “Governmental Unit Bar Date,” together with the General Bar Date, the “Bar Dates”) as the last day by which any governmental unit holding or asserting a claim (a “Governmental Claimant,” and the General Claimant and Governmental Claimant, together, the “Claimants” and each a “Claimant”) must have filed a proof of claim for such claim to have been timely filed.

7. The Debtors’ claims and noticing agent, The BMC Group, Inc. (“BMC”), provided notice of the Bar Dates and a proof of claim form to the persons and entities set forth in the Certificate of Service filed by BMC on or about November 8, 2004 [Docket No. 136], by the methods described therein. Proof of claim forms and Bar Date information also was provided by the Debtors to persons and entities upon request.

8. Over three thousand proofs of claims (the “Proofs of Claims”) have been filed in the Cases, asserting amounts owed in excess of \$11 billion. Among these, over \$197 million in claims were asserted by federal, state, and local taxing authorities (the “Tax Claims”). In the Omnibus Objection to Claims Under 11 U.S.C. §§ 102(1), 105(a), 501(a), and 502(b) and Federal Rule of Bankruptcy Procedure 3007 (the “First Omnibus Objection”), the Debtors objected to certain of the Proofs of Claims on

² On January 31, 2004, the Court entered an Order Suspending the Bar Date for Excel Independent Representatives to File Proofs of Claim [Docket No. 872], pursuant to which the General Bar Date was suspended as to the Excel Independent Representatives.

³ Pursuant to 11 U.S.C. § 502(b)(9).

⁴ As “claim(s)” is defined in 11 U.S.C. § 101(5).

grounds that those claims were duplicates, had been amended or replace, were insufficiently documented, or had been filed late. An amended order approving the First Omnibus Objection was entered on September 6, 2005.

9. The Debtors have continued their review of the Tax Claims to reconcile the Debtors' books and records with the number and amount of the Tax Claims. In this Objection, the Debtors object, for the reasons described below, to certain Tax Claims and to the allowance of the amounts set forth therein, pursuant to Bankruptcy Code §§ 102(1), 105(a), 501(a) and 502(b), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and any other applicable statute or case law.

RELIEF REQUESTED

10. The Debtors object to each Proof of Claim identified in the first column of the chart below on the grounds that the amount asserted is either not supported by the Debtors' books and records and/or that there is insufficient documentation attached to the claim to support it or its calculation. Accordingly, the Debtors request that the claims be disallowed altogether or reduced to the amount reflected on the Debtors' books and records, as listed in the "Amount to be Allowed" column below.

Claim No.	Creditor Name	Amount	Unsecured, Secured, Priority, Admin.	Case No.	Case Name	Amount to be Allowed
139	CITY OF ELKTON	\$877.00	Priority	04-81698	Excel Telecommunications, Inc.	
257	CITY OF BOWLING GREEN KY	\$7.00	Priority	04-81698	Excel Telecommunications, Inc.	\$7.00 General Unsecured
258	CITY OF BOWLING GREEN KY	\$7.36	Priority	04-81698	Excel Telecommunications, Inc.	\$7.36 General Unsecured
493	CITY OF MT WASHINGTON	\$296.56	Priority	04-81698	Excel Telecommunications, Inc.	\$296.56 General Unsecured
532	COMMONWEALTH OF KENTUCKY	\$37,098.28	Priority	04-81694	VarTec Telecom, Inc.	\$37,098.28 General Unsecured

Claim No.	Creditor Name	Amount	Unsecured, Secured, Priority, Admin.	Case No.	Case Name	Amount to be Allowed
685	MONTANA DEPT OF REVENUE	\$398,177.00	Priority	04-81694	VarTec Telecom, Inc.	
695	CITY OF NICHOLASVILLE KENTUCKY	\$142.32	Priority	04-81698	Excel Telecommunications, Inc.	\$6.42 Unsecured Priority \$135.90 General Unsecured
697	CITY OF DAYTON KENTUCKY	\$4.63	Priority	04-81694	VarTec Telecom, Inc.	\$4.63 General Unsecured
778	NEW YORK STATE DEPT OF TAXATION & FINANCE	\$894.08	Priority	04-81704	Telco Communications Group, Inc.	
781	MISSOURI DEPT OF REVENUE	\$72.67	Priority	04-81706	VarTec Solutions, Inc.	\$72.67 General Unsecured
811	CITY OF EULESS	\$300.00	Priority	04-81694	VarTec Telecom, Inc.	\$201.69 Unsecured Priority
910	CITY OF LUDLOW	\$57.75	Priority	04-81698	Excel Telecommunications, Inc.	\$57.75 General Unsecured
982	STATE OF FLORIDA DEPT OF REVENUE	\$5,597.57	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	
1001	ANCHORAGE BOARD OF EDUCATION	\$32.54	Priority	04-81694	VarTec Telecom, Inc.	\$32.54 General Unsecured
1054	LEXINGTON FAYETTE URBAN COUNTY GOVT	\$170,807.14	Priority	04-81698	Excel Telecommunications, Inc.	
1055	LEXINGTON FAYETTE URBAN COUNTY GOVT	\$540.95	Priority	04-81694	VarTec Telecom, Inc.	
1133	ELBERT COUNTY	\$899.92	Priority	04-81698	Excel Telecommunications, Inc.	
1240	STATE OF NEW HAMPSHIRE DEPT OF REVENUE	\$386.75	Unsecured, Priority	04-81698	Excel Telecommunications, Inc.	\$386.75 General Unsecured
1250	OHIO DEPT OF TAXATION	\$62.45	Priority	04-81704	Telco Communications Group, Inc.	
1331	CITY OF MODESTO	\$2,231.83	Priority	04-81694	VarTec Telecom, Inc.	\$1,782.45 Unsecured Priority \$449.38 General Unsecured
1332	CITY OF MODESTO	\$2,236.91	Priority	04-81698	Excel Telecommunications, Inc.	\$1,789.49 Unsecured Priority \$447.42 General Unsecured

Claim No.	Creditor Name	Amount	Unsecured, Secured, Priority, Admin.	Case No.	Case Name	Amount to be Allowed
1342	COMMONWEALTH OF MASSACHUSETTS	\$19,968.64	Unsecured, Priority	04-81702	Telco Network Services, Inc.	
1343	COMMONWEALTH OF MASSACHUSETTS	\$3,872.33	Unsecured, Priority	04-81706	VarTec Solutions, Inc.	
1352	COMMONWEALTH OF MASSACHUSETTS	\$95,399.37	Priority	04-81698	Excel Telecommunications, Inc.	
1496	PENNSYLVANIA DEPT OF REVENUE	\$637.00	Unsecured, Priority	04-81705	VarTec Resource Services, Inc.	
1497	PENNSYLVANIA DEPT OF REVENUE	\$40,233.00	Unsecured, Secured, Priority	04-81698	Excel Telecommunications, Inc.	
1498	PENNSYLVANIA DEPT OF REVENUE	\$129,275.56	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	
1499	PENNSYLVANIA DEPT OF REVENUE	\$350.00	Priority	04-81706	VarTec Solutions, Inc.	
1537	GEORGIA DEPT OF REVENUE	\$43,465.00	Unsecured, Priority	04-81704	Telco Communications Group, Inc.	
1538	GEORGIA DEPT OF REVENUE	\$935,785.70	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	
1558	CUYAHOGA COUNTY TREASURER	\$19,521.02	Priority	04-81694	VarTec Telecom, Inc.	
1565	KANSAS DEPT OF REVENUE	\$2,063.42	Unsecured, Priority	04-81698	Excel Telecommunications, Inc.	
1566	STATE OF LOUISIANA DEPT OF REVENUE	\$3,007.13	Priority	04-81694	VarTec Telecom, Inc.	
1570	KANSAS DEPT OF REVENUE	\$1,326.77	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	
1571	STATE OF LOUISIANA DEPT OF REVENUE	\$1,506.21	Unsecured, Priority	04-81698	Excel Telecommunications, Inc.	\$1,026.00 Unsecured Priority
1572	STATE OF LOUISIANA DEPT OF REVENUE	\$100.00	Priority	04-81706	VarTec Solutions, Inc.	\$25.57 Unsecured Priority
1575	OHIO DEPT OF TAXATION	\$4,653.14	Unsecured, Priority	04-81697	Excel Products, Inc.	
1579	MISSISSIPPI STATE TAX COMMISSION	\$1,307.95	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	
1632	GEORGIA DEPT OF REVENUE	\$187,276.47	Unsecured, Priority	04-81706	VarTec Solutions, Inc.	
1727	ILLINOIS DEPT OF REVENUE	\$30,000.00	Admin.	04-81694	VarTec Telecom, Inc.	
1728	ILLINOIS DEPT OF REVENUE	\$56,375.00	Priority	04-81694	VarTec Telecom, Inc.	
1729	ILLINOIS DEPT OF REVENUE	\$2,750.00	Admin.	04-81694	VarTec Telecom, Inc.	
1730	ILLINOIS DEPT OF REVENUE	\$608,800.00	Priority	04-81694	VarTec Telecom, Inc.	
1756	ILLINOIS DEPT OF REVENUE	\$15,580.99	Priority	04-81698	Excel Telecommunications, Inc.	

Claim No.	Creditor Name	Amount	Unsecured, Secured, Priority, Admin.	Case No.	Case Name	Amount to be Allowed
1846	CITY OF KANSAS CITY REVENUE DIVISION	\$7,681.49	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	\$3,753.24 General Unsecured
1947	SAN JOSE OFFICE OF THE CITY ATTORNEY	\$37,821.84	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	
1997	GEORGIA DEPT OF REVENUE	\$1,196.00	Unsecured, Priority	04-81698	Excel Telecommunications, Inc.	\$36.00 Unsecured Priority \$60.00 General Unsecured
2079	STATE OF NEW JERSEY	\$3,572.86	Admin.	04-81694	VarTec Telecom, Inc.	
2080	STATE OF NEW JERSEY	\$87,555.41	Priority	04-81694	VarTec Telecom, Inc.	
2081	STATE OF NEW JERSEY	\$34,000.00	Secured	04-81694	VarTec Telecom, Inc.	
2116	TEXAS COMPTROLLER OF PUBLIC ACCOUNTS	\$13,937.73	Priority	04-81698	Excel Telecommunications, Inc.	\$13,937.73 General Unsecured
2156	TREASURER OF ARAPAHOE COUNTY	\$179,063.49	Secured, Priority, Admin.	04-81694	VarTec Telecom, Inc.	
2935	STATE OF MICHIGAN DEPT OF TREASURY	\$403,215.15	Unsecured	04-81694	VarTec Telecom, Inc.	
2936	STATE OF MICHIGAN DEPT OF TREASURY	\$227,417.71	Priority	04-81694	VarTec Telecom, Inc.	
2939	OHIO DEPT OF TAXATION	\$10,174.86	Unsecured, Priority	04-81698	Excel Telecommunications, Inc.	
2948	OKLAHOMA TAX COMMISSION	\$292.70	Unsecured, Priority	04-81695	Excel Communications Marketing, Inc.	
2953	TEXAS COMPTROLLER OF PUBLIC ACCOUNTS	\$7,317,102.82	Priority	04-81697	Excel Products, Inc.	
2954	CITY OF BOWLING GREEN KY	\$80.19	Priority	04-81694	VarTec Telecom, Inc.	\$80.19 General Unsecured
2977	TENNESSEE DEPT OF REVENUE	\$3,755,911.10	Priority	04-81694	VarTec Telecom, Inc.	
3104	VERMONT DEPT OF TAXES	\$1,845.36	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	
3124	STATE OF MICHIGAN DEPT OF TREASURY	\$257,044.07	Priority	04-81698	Excel Telecommunications, Inc.	
3152	CITY OF NEW YORK THE	\$266,750.00	Priority	04-81702	Telco Network Services, Inc.	
3153	CITY OF NEW YORK THE	\$277,915.00	Priority	04-81698	Excel Telecommunications, Inc.	
3154	CITY OF NEW YORK THE	\$759,550.00	Priority	04-81694	VarTec Telecom, Inc.	

Claim No.	Creditor Name	Amount	Unsecured, Secured, Priority, Admin.	Case No.	Case Name	Amount to be Allowed
3162	CITY OF LAKEWOOD	\$13,249.50	Priority	04-81694	VarTec Telecom, Inc.	
3199	NEW YORK STATE DEPT OF TAXATION & FINANCE	\$2,654,218.86	Unsecured, Priority	04-81706	VarTec Solutions, Inc.	
3201	NEW YORK STATE DEPT OF TAXATION & FINANCE	\$8,330,926.97	Unsecured, Secured, Priority	04-81698	Excel Telecommunications, Inc.	
3204	CHAFFEE COUNTY TREASURER	\$1,805.46	Priority	04-81694	VarTec Telecom, Inc.	
3210	STATE OF ALABAMA DEPT OF REVENUE	\$1,084.87	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	
3211	STATE OF ALABAMA DEPT OF REVENUE	\$12,382.61	Priority	04-81694	VarTec Telecom, Inc.	
3212	STATE OF ALABAMA DEPT OF REVENUE	\$9,913.74	Priority	04-81694	VarTec Telecom, Inc.	\$2,692.74 General Unsecured
3213	STATE OF ALABAMA DEPT OF REVENUE	\$6,597.51	Priority	04-81694	VarTec Telecom, Inc.	\$1,495.51 General Unsecured
3214	STATE OF ALABAMA DEPT OF REVENUE	\$484,097.95	Priority	04-81694	VarTec Telecom, Inc.	
3218	STATE OF FLORIDA DEPT OF REVENUE	\$699.69	Admin.	04-81695	Excel Communications Marketing, Inc.	
3219	RI DIVISION OF TAXATION	\$3,767.74	Priority	04-81698	Excel Telecommunications, Inc.	
3233	ADAMS COUNTY	\$4,680.95	Priority	04-81694	VarTec Telecom, Inc.	
3237	NEW YORK STATE DEPT OF TAXATION & FINANCE	\$1,216.59	Admin.	04-81694	VarTec Telecom, Inc.	
3239	STATE OF MARYLAND DEPT OF ASSESSMENTS & TAXATION	\$10,421.00	Priority	04-81694	VarTec Telecom, Inc.	
3240	STATE OF MARYLAND DEPT OF ASSESSMENTS & TAXATION	\$847.00	Priority	04-81706	VarTec Solutions, Inc.	\$771.00 Unsecured Priority \$76.00 General Unsecured
3241	STATE OF MARYLAND DEPT OF ASSESSMENTS & TAXATION	\$10,331.00	Priority	04-81698	Excel Telecommunications, Inc.	
3247	STATE OF FLORIDA DEPT OF REVENUE	\$2,449,725.22	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	
3249	CONEJOS COUNTY	\$113.38	Priority	04-81698	Excel Telecommunications, Inc.	
3250	INDIANA DEPT OF REVENUE	\$503.88	Secured	04-81695	Excel Communications Marketing, Inc.	

Claim No.	Creditor Name	Amount	Unsecured, Secured, Priority, Admin.	Case No.	Case Name	Amount to be Allowed
3264	CITY OF BOSTON MASSACHUSETTS	\$19,455.30	Priority	04-81702	Telco Network Services, Inc.	
3268	NEW YORK STATE DEPT OF TAXATION & FINANCE	\$6,978,889.58	Unsecured, Priority	04-81694	VarTec Telecom, Inc.	

The Debtors have reviewed each of the above Proofs of Claim and determined that amount asserted in each is inconsistent with the Debtors' books and records, and that the documentation, if any, offered by the claimant does not sufficiently support the claim or priority of such claim other than as reflected in the "Amount to be Allowed" column above, and that such Proofs of Claim should be allowed only in the amount and category as reflected above.

11. The Debtors request that the Court allow each inconsistent Proof of Claim only as provided above and disallow altogether those claims asserted listed above for which the Debtors' records reflect no amount owing. Such relief is necessary and proper to prevent the claimants from recovering amounts on unsubstantiated claims and/or receiving an incorrect priority treatment.

RESERVATION OF RIGHTS

12. The Debtors reserve all rights, in the event that any of the objections to the inconsistent Proofs of Claims and the claims asserted therein are not sustained, or in the event that any of the inconsistent Proofs of Claims are not otherwise expunged or the claims therein are not otherwise disallowed, to object to these inconsistent Proofs of Claims and the claims asserted therein on other grounds at a later date.

13. The Debtors reserve all rights to amend, modify, or supplement this Objection and to file additional objections to any Proof of Claim that has been or may be

filed or otherwise asserted against the Debtors. The Debtors also reserve all rights to amend, modify, or supplement any claim or claim amount scheduled by the Debtors.

14. The Debtors reserve all rights to seek further reductions of any claim to the extent that such claim has been paid or otherwise satisfied.

15. The Debtors reserve all rights to raise further objections under, among other authorities, Bankruptcy Code § 502(d). The filing of this Objection is without prejudice to the rights of the Debtors to prosecute avoidance actions against each creditor listed in this Objection.

PROCEDURES FOR FILING RESPONSES TO OBJECTIONS

A. Filing and Service of Responses

16. To contest this Objection, a Claimant must file a written response (a “Response”) with the U.S. Bankruptcy Court for the Northern District of Texas, U.S. Courthouse, 1100 Commerce Street, Dallas, Texas 75242, and serve such Response, so as to be received by 5:00 p.m. (Dallas Time) by Debtors’ counsel on December 16, 2005 (the “Response Deadline”).

B. Content of Responses

17. Every Response must contain, at a minimum, the following:

- a. a caption setting forth the name of the Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed;
- b. the name of the Claimant and a description of the basis for the amount of the claim asserted;
- c. a concise statement setting forth the reasons why the Proof of Claim should not be expunged and the claim asserted therein not be disallowed or modified

for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which the Claimant will rely in opposing the Objection;

d. all documentation or other evidence, to the extent not included with the Proof of Claim previously filed with the Court, upon which the Claimant will rely in opposing the Objection;

e. the address(es) to which the Debtors must return any reply to the Response, if different from that presented on the Proof of Claim;

f. the name, address, and telephone number of the person (which may be the Claimant or the Claimant's legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve matters related to the Proof of Claim on behalf of the Claimant; and

g. if the Claimant intends to introduce evidence or witnesses in support of the Response, an identification with reasonable particularity and appropriate notice of any proposed evidence and witnesses.

C. Timely Response Required

18. If a Response is properly and timely filed and served in accordance with the above-described procedures, the Debtors will endeavor to reach a consensual resolution with the Claimant. If no consensual resolution is reached, the Debtors may request the Court to conduct a hearing with respect to the Objection and the Response.

19. Only those Responses made in writing and timely filed and received will be considered by the Bankruptcy Court at any hearing on the Objection. The Debtors reserve the right to adjourn a hearing with respect to a specific objection set forth herein and any Response hereto.

20. If a Creditor who is served with the Objection fails to timely file and serve a Response in compliance with the foregoing procedures, the Debtors will present to the Court an appropriate order reflecting relief consistent with this Objection without further notice to the Creditor.

D. Service Address

21. If a Response contains an address for the Claimant that is different than the address listed for that Claimant on the Proof of Claim, the address in the Response shall constitute the service address for future service of papers upon that Claimant until the Debtors receive written notice from the Claimant of a changed service address.

E. Separate Contested Matters

22. To the extent that a Response is filed with respect to any claim listed in this Objection and the Debtors are unable to resolve the Response, each such claim and the Objection by the Debtors to each such claim asserted in this Objection shall constitute a separate contested matter as contemplated by Rule 9014. Any order entered by the Court with respect to an objection asserted in this Objection shall be deemed a separate order with respect to each such claim.

F. Replies to Responses

23. The Debtors may, at their option, file and serve a reply to a Response, but a reply is not required.

G. Requests for Additional Information

24. Questions about the Objection or requests for additional information about the proposed disposition of Claims thereunder should be directed to the Debtors' counsel, **in writing**, at the following: Vinson & Elkins L.L.P., Attn: Holly J. Warrington, 2001 Ross Avenue, Suite 3700, Dallas, Texas 75201.

NOTICE

25. The Debtors will serve copies of this Objection by first class, U.S. Mail, postage prepaid upon each of the Claimants of an Inconsistent Proof of Claim, listed in the chart in paragraph 10 above, at the addresses listed in the Proofs of Claims. Copies of this Objection also shall be served upon the U.S. Trustee, counsel for the RTFC, and counsel for the Official Committee of Unsecured Creditors.

PRAYER

The Debtors respectfully request that the Court enter an order granting the relief requested herein and such other or further relief as to which the Debtors may be entitled.

Dated: November 16, 2005.

Respectfully submitted,

VINSON & ELKINS L.L.P.

Trammell Crow Center
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201-2975
Tel: 214-220-7700
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By: /s/ Holly J. Warrington
Daniel C. Stewart, SBT #19206500
William L. Wallander, SBT #20780750
Holly J. Warrington, SBT #24037671

ATTORNEYS FOR THE DEBTORS

CERTIFICATE OF SERVICE

This is to certify that on November 16, 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. On November 16, 2005 a copy of the foregoing document was served by first-class, U.S. Mail, postage prepaid, upon (i) the U.S. Trustee, (ii) counsel for the RTFC, and (iii) counsel for the Official Committee of Unsecured Creditors. A separate certificate of service will be filed evidencing the service on each of the Claimants holding Inconsistent Proofs of Claims, listed in the chart in paragraph 10 above, at the addresses listed in the Proofs of Claims.

By: /s/ Holly J. Warrington
One of Counsel

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