

Exhibit “D”

**PLEASE TYPE OR PRINT LEGIBLY IN BLUE OR BLACK INK AND MAIL
TO THE FOLLOWING ADDRESS SO THAT IT IS
RECEIVED ON OR BEFORE JANUARY 11, 2006:**

**Vinson & Elkins L.L.P.
Attn: Pam Lewis
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201**

NOTICE OF INTENT TO EXERCISE OPT-OUT ELECTION

I hereby elect to **opt out** of the Global IR Settlement. By making this election, it is my intention not to participate in such settlement. By doing so, I understand that I will receive none of the benefits provided for under the Global IR Settlement and that my claim(s) against the Debtors will not be treated under the Global IR Settlement. I further understand that once I make this opt out election, I will be required to comply with all of the requirements of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, any local rules of the United States Bankruptcy Court for the Northern District of Texas (Dallas Division), and any orders entered by the Bankruptcy Court in connection with asserting my claims against the Debtors in these Cases, **including the timely filing of a Proof of Claim**. I understand that neither the IR Committee nor its counsel will be available to assist me in asserting my claims against the Debtors in these Cases.

**Signature on behalf
of Primary IR Position:** _____ **Dated:** _____

Printed Name of Primary IR Position: _____

Former IR Position Global ID#: _____

Address: _____

City/State/Zip: _____

E-mail address: _____ **Phone:** _____

If you have chosen to opt out of the Global IR Settlement and the Debtors do not receive your opt-out election on or before January 11, 2006, at 5:00 p.m., prevailing Central time, you will be treated under the terms of the Global IR Settlement as if you had not made such opt-out election and will be subject to and bound by the terms of the Global IR Settlement, including the releases contain therein, and you will be deemed to have agreed to the amounts reflected on the IR Schedule for your individual IR Claims.

If you timely opt out of the Global IR Settlement, you must file a proof of claim in the Bankruptcy Court against the particular Debtor against whom you believe you have a claim on or before February 21, 2006. Proofs of Claim shall be sent to the Debtors' claims agent at the following address: (i) if via first class United States mail, VarTec Telecom, Inc. c/o BMC Group, P.O. Box 1011, El Segundo, California, 90245-1011, and (ii) if via hand delivery or overnight courier, VarTec Telecom, Inc. c/o BMC Group, 1330 E. Franklin Avenue, El Segundo, California, 90245.

All capitalized terms used in this Opt-Out Election Form shall have the meaning attributable to them in the IR Settlement Agreement.