

Daniel C. Stewart, SBT #19206500
William L. Wallander, SBT #20780750
Richard H. London, SBT #24032678
VINSON & ELKINS L.L.P.
3700 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201-2975
Tel: 214-661-7299
Fax: 214-220-7716
VarTec@velaw.com

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-SAF-11
	§	
DEBTORS.	§	(Chapter 11)
	§	(Jointly Administered)

WITNESS AND EXHIBIT LIST

The above-referenced debtors and debtors in possession (collectively, the “Debtors”)¹ file this Witness and Exhibit List for the hearing scheduled for November 22, 2004 at 9:30 a.m. (the “Hearing”).²

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 The following are scheduled to be heard at the Hearing: Application to Employ Vinson & Elkins L.L.P. as Counsel for the Debtors [Docket No. 9] (final hearing); Expedited Motion to Approve Payment of Prepetition Commissions and Bonuses in the Ordinary Course of Business (Dealers and Agents) [Docket No. 13] (final hearing); Expedited Motion to Confirm Authority to Pay Prepetition Sales, Use and Other Taxes [Docket No. 17]; Motion to Authorize Rejection of Independent Representatives’ Agreements and Brief in Support [Docket No. 21]; Expedited Motion to Approve Payment of Prepetition Wages, Salaries, Commissions, Reimbursable Employee Expenses and Benefits in the Ordinary Course of Business (Employees) [Docket No. 24] (continuation of severance program only); Motion for Interim and Final Orders (i) Authorizing the Debtors to Use Cash Collateral, (ii) Authorizing the Debtors to Incur Post-Petition Financing on an Interim and Final Basis with Superpriority Over Administrative Expenses and Secured by Senior Priming Liens, (iii) Scheduling a Final Hearing and Establishing Notice Requirements, and (iv) Granting Related Relief [Docket No. 32] (final hearing); Application to Employ Hughes & Luce,

WITNESSES

The Debtors may call any of the following witnesses at the Hearing, whether in person or by deposition:

- A. David G. Walsh, Chief Restructuring Officer of the Debtors;
- B. Michael G. Hoffman, Chief Executive Officer and Director of the Debtors;
- C. Joseph D'Angelo, Chief Operating Officer of the Debtors;
- D. K.J. Alzamora, Chief Financial Officer of the Debtors;
- E. Adam Dunayer, of Houlihan Lokey Howard & Zukin;
- F. any witnesses called or designated by any other party; and
- G. any witnesses necessary to rebut the testimony of witnesses 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
A	Supplemental Affidavit of Daniel C. Stewart in Support of the Application to Employ Vinson & Elkins L.L.P.				
B	Stock Purchase Agreement				

L.L.P. as Special Counsel [Docket No. 39] (final hearing); Amended Application to Employ The LeMaster Group, Ltd. as Public Relations Firm [Docket No. 66] (final hearing); Application to Employ The Staubach Company as Real Estate Broker [Docket No. 72] (final hearing); Application to Employ Baker Sterchi Cowden & Rice, L.L.C. as Special Counsel [Docket No. 90] (final hearing); Expedited Motion to Authorize the Retention of Alvarez & Marsal, L.L.C. as Restructuring Officers of the Debtors [Docket No. 91] (final hearing); and Application to Employ Lynn, Tillotson & Pinker, L.L.P. as Special Counsel [Docket No. 92] (final hearing).

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
C	Notice of Auction and Sale				
D	Schedule of Dealer's and Agent's Commissions				
E	Professional Service Agreement of Excel Communications Marketing, Inc. (Form)				
F	Excel Independent Representative Application and Agreement US (Form)				
G	Excel Training Director Application and Agreement (Form)				
H	Proposed Budget				
I	Proposed amended Order (for debtor in possession financing)				
J	MLM Alternatives (prepared by Alvarez and Marsal L.L.C.)				

The Debtors reserve the right to supplement or amend this Witness and Exhibit List at any time prior to the Hearing.

Dated: November 17, 2004

Respectfully submitted,

VINSON & ELKINS L.L.P.
2001 Ross Avenue
3700 Trammell Crow Center
Dallas, Texas 75201
Tel: 214-661-7299
Fax: 214-220-7716

By: /s/ Richard H. London
Daniel C. Stewart, SBT #19206500
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