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ATTORNEYS FOR THE DEBTORS

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

IN RE:	§	
	§	CASE NO. 04-81694-HDH-11
VARTEC TELECOM, INC., et al.,	§	
	§	(Chapter 11)
DEBTORS.	§	(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 December 19, 2005, at 1:30 p.m. (the “Hearing”).²

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;
- B. Neil P. Keeter, Senior Director of Tax of VarTec Telecom, Inc.;

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 If needed, a separate witness and exhibit list will be filed with respect to matters involving the SBC Telcos, including docket no. 2088.

- C. Stephen Pugh, Senior Manager, Financial Systems of VarTec Telecom, Inc.;
- D. Pamela Lewis, Paralegal at Vinson & Elkins L.L.P.;
- E. Brian R McClure, Chairman of the Official Committee of Excel Independent Representatives;
- F. any witnesses called or designated by any other party; and
- G. 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:

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
A.	Motion to Approve Settlement of Claims of Independent Representatives and Procedures Relating Thereto [Docket No. 2070]				
B.	Settlement Agreement dated December __, 2005 by and among the Debtors, the IR Committee, and the RTFC				
C.	Order Approving Procedures and Notices relating to Settlement of Claims Held by Excel's Independent Representatives [Docket No. 2070]				
D.	Notice of Proposed Global Settlement of Claims Held by Excel's Independent Representatives				
E.	Global IR Settlement Webpage from www.myexcel.com				
F.	Frequently Asked Questions (FAQs)				
G.	Glossary of Key Terms				

EXHIBIT	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
H.	IR Schedule [Docket No. ____]				
I.	Form of Notice of Approval of Global Settlement of Claims Held by Excel's Independent Representatives				
J.	Form of IR Committee Letter				
K.	Form of Opt-Out Election Form				
L.	Letter dated December 7, 2005 to Certain Former Independent Representatives of Excel Telecommunications, Inc.				
M.	Form of Publication Notice of Proof of Claim Bar Date for Independent Representatives Who Do Not Participate in the Global IR Settlement				
N.	Proof of Claim Form				
O.	Certificate of Mailing and Affidavit of Service for November 28, 2005 of Yvette Garcia, Employee of BMC Group, Inc. [Docket No. 2170]				
P.	Proposed Order Approving Settlement of Claims Held by Excel's Independent Representatives				
Q.	Any exhibit listed or offered by any other party.				
R.	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: December 14, 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 December 14, 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
One of Counsel

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