EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE NORTHERN DISTRICT OF TEXAS

DALLAS DIVISION

IN RE:	§	**CASE NO. 04-81694-SAF-11**
	§	
VARTEC TELECOM, INC., et al.,	§	**(Chapter 11)**
	§	**(Joint Administration)**
DEBTORS.	§	
	§	
	§	

STIPULATION AND ORDER FOR ENLARGEMENT OF TIME FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND OFFICIAL COMMITTEE OF EXCEL INDEPENDENT REPRESENTATIVES TO ASSERT CLAIMS AGAINST RURAL TELEPHONE FINANCE COOPERATIVE

This Stipulation (the "Stipulation") by and between Rural Telephone Finance Cooperative ("RTFC"), the Official Committee of Unsecured Creditors (the "UCC") and the Official Committee of Excel Independent Representatives (the "IR Committee") sets forth the terms under which such parties hereto have agreed to enlarge the time for the UCC and the IR

Committee only to assert claims against RTFC under Paragraph 19 of the Final Order Authorizing Post-Petition Financing, Granting Senior Liens and Priority Administrative Expense Status, Authorizing Use of Cash Collateral and Modifying the Automatic Stay, entered by the Court on January 12, 2005 (Docket 789) (the "Final DIP Order").

WHEREAS, pursuant to the Final DIP Order the findings contained in the Final DIP Order shall be binding upon all parties in interest, including without limitation, the UCC and the IR Committee, unless such party solely with respect to the findings specifically disputed has, on or before March 3, 2005 (the "Deadline"), properly and timely filed an adversary proceeding or, if applicable, a contested matter (i) challenging the validity, enforceability, unavoidability, perfection or priority of the Pre-Petition Obligations (as defined in the Final DIP Order) or RTFC's liens on the Pre-Petition Collateral (as defined in the Final DIP Order) or (ii) otherwise asserting any claims or causes of action against RTFC. If no such adversary proceeding or contested matter is commenced as of such date, the Pre-Petition Obligations shall constitute allowed claims for all purposes in the Cases (as defined in the Final DIP Order) and any subsequent chapter 7 cases, and RTFC's liens on the Pre-Petition Collateral shall be deemed legal, valid, binding, properly perfected, and not subject to subordination or avoidance; and

WHEREAS, RTFC, the UCC and the IR Committee have reached an agreement to extend the Deadline to April 4, 2005, subject to the terms and conditions set forth in Paragraphs 1 through 10 hereof; and

WHEREAS, the Stipulation shall be binding upon RTFC, the UCC and the IR Committee, but otherwise shall not affect or benefit any other party-in-interest,

NOW, THEREFORE, in consideration of the foregoing, and in consideration of the terms, conditions and mutual agreements set forth herein, and other good and valuable consideration, the receipt and sufficiency of which RTFC, the UCC and the IR Committee hereby acknowledge, it is hereby

STIPULATED AND AGREED, by and among RTFC, the UCC and the IR Committee, as follows:

1. The terms of this Stipulation shall not be binding on RTFC, the UCC and the IR Committee unless and until the Court approves the Stipulation.

2. The Deadline shall be extended until 12:00 Midnight on April 4, 2005.

3. The UCC and the IR Committee each irrevocably waives the right and each affirmatively agrees not to seek, directly or indirectly, any extension of the Deadline beyond April 4, 2005.

4. Notwithstanding anything to the contrary herein or in any other document, this Stipulation shall benefit the IR Committee if and only if the IR Committee is in existence on April 4, 2005.

5. Notwithstanding anything to the contrary herein or in any other document, this Stipulation shall not affect the right of RTFC or any other party to oppose any attempt to extend (or any extension of) the existence of the IR Committee beyond March 8, 2005. The IR Committee affirmatively covenants not to allege or maintain that RTFC has waived, is estopped from, or is otherwise limited from opposing any such extension by reason of this Stipulation.

6. The extension of the Deadline shall not be effective unless the UCC or the IR Committee deliver to RTFC information outlining or describing in reasonably sufficient detail

the objections, claims and causes of action which each committee is considering asserting against RTFC or RTFC's property (including liens) pursuant to Paragraph 19 of the Final DIP Order no later than March 3, 2005. Such information shall be used in confidential settlement discussions among the parties. Such settlement discussions shall occur prior to April 4, 2005.

7. Each of the UCC and the IR Committees agrees that, other than remaining information discussed with Christopher Scanlan (report of payments to RTFC from the debtors for the period October 31, 2003 through October 31, 2004) and Craig Averch (RTFC's position on whether the Excel debtors were eligible to borrow from RTFC as of December 31, 2003), no further information (including documents or testimony) will be sought from RTFC prior to April 4, 2005.

8. This Stipulation shall be binding upon and inure to the benefit of all successors and assigns of RTFC, the UCC and the IR Committee.

9. The UCC and the IR Committee hereby withdraw, with prejudice, the Joint Motion of the Official Committee of Unsecured Creditors and the Official Committee of Excel Independent Representatives to Enlarge Time to File Complaint Against Rural Telephone Finance Cooperative (Docket 947).

10. This Stipulation constitutes the entire agreement between the parties hereto with respect to extension of the Deadline and may not be altered or modified other than by a writing signed by RTFC, the UCC and, if in existence, the IR Committee.

11. The Court shall retain jurisdiction over any matters arising from this Stipulation.

IT IS SO ORDERED.

AGREED:

Stephen A. Goodwin
Peter Tierney
Carrington Coleman Sloman & Blumenthal, L.L.P.
200 Crescent Court, Suite 1500
Dallas, TX 75201
(214) 855-3000

Attorneys for the Official Committee of Unsecured Creditors

Toby L. Gerber
William R. Greendyke
John N. Schwartz
Fulbright & Jaworski L.L.P.
2200 Ross Avenue, Suite 2800
Dallas, TX 75201-2784
(214) 855-7171

Attorneys for Rural Telephone Finance Cooperative

John K. Cunningham
Craig H. Averch
Pedro Jimeniz
White & Case, L.L.P.
Wachovia Financial Center
200 South Biscayne Blvd.
Miami, FL 33131

Attorneys for the Official Committee of Excel Independent Representatives

APPROVED:

Daniel C. Stewart
William Wallander
Vinson & Elkins, L.L.P.
2001 Ross Avenue
Dallas, Texas 75201

Attorneys for VarTec Telecom, Inc., et al., Debtors and Debtors-in-Possession

# # #