FORM B10 (Official Form 10) (04/04)

United States Bankruptcy Court Northern District of Texas

PROOF OF CLAIM

Name of Debtor
VarTec Resource Services Inc

Case Number
04-81705

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A request for payment of an administrative expense may be filed pursuant to 11 U S C § 503

Name of Creditor (The person or other entity to whom the debtor owes money or property)
Qwest Corporation

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars

☐ Check box if you have never received any notices from the bankruptcy court in this case

☒ Check box if the address differs from the address on the envelope sent to you by the court

Name and address where notices should be sent
Qwest Corporation
1801 California Street Room 900
Attn Jane E Frey, Esq
Denver CO 80202
Telephone number 303-383-6480

This space is for Court Use Only

Account or other number by which creditor identifies debtor
See attached

Check here if this claim ☐ replaces ☐ amends a previously filed claim dated _____

1 Basis for Claim
- ☐ Goods sold
- ☐ Services performed
- ☐ Money loaned
- ☐ Personal injury/wrongful death
- ☐ Taxes
- ☒ Other Telecom services

- ☐ Retiree benefits as defined in 11 U S C § 1114(a)
- ☐ Wages salaries and compensation (Fill out below)

Last four digits of SS# _____

Unpaid compensation for services performed

from _____ (date) to _____ (date)

2 Date debt was incurred prior to 11/1/04

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed $ 6,116,889 73 (unsecured) Unliquidated (secured) _____ (priority) $ 6,116,889 73 (Total)

If all or part of your claim is secured or entitled to priority also complete Item 5 or 7 below

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges

5 Secured Claim

☒ Check this box if your claim is secured by collateral (including a right of setoff)

Brief Description of Collateral
☐ Real Estate ☐ Motor Vehicle
☒ Other Recoupment/right of setoff

Value of Collateral $ Unliquidated

Amount of arrearage and other charges at time case filed included in secured claim if any $

6 Unsecured Nonpriority Claim $ 6,116,889 73

☐ Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the property securing it or if c) none or only part of your claim is entitled to priority

7 Unsecured Priority Claim

☐ Check this box if you have an unsecured priority claim

Amount entitled to priority $
Specify the priority of the claim
- ☐ Wages salaries or commissions (up to $4 925) earned within 90 days before filing of the bankruptcy petition or cessation of the debtor s business whichever is earlier 11 U S C § 507(a)(3)
- ☐ Contributions to an employee benefit plan 11 U S C § 507(a)(4)
- ☐ Up to $2 225* of deposits toward purchase lease or rental of property or services for personal family or household use 11 U S C § 507(a)(6)
- ☐ Alimony maintenance or support owed to a spouse former spouse or child - 11 U S C § 507(a)(7)
- ☐ Taxes or penalties owed to governmental units 11 U S C § 507(a)(8)
- ☐ Other Specify applicable paragraph of 11 U S C § 507(a)( )

**Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment*

7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

8 Supporting Documents *Attach copies of supporting documents* such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain If the documents are voluminous attach a summary

9 Date-Stamped Copy To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim

This Space Is for Court Use Only

FILED
MAR 11 2005
BMC

Date 03/10/2005

Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)
Jane E Frey Corporate Counsel Jane E Frey

Vartec Telecom Inc
02256

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U

Attachment to Proof of Claim filed by Qwest Corporation

This claim (the "QC Claim") of Qwest Corporation ("QC") arises in part from a certain Agreement for the Provision of Billing and Collection Services for Message Telephone Service (MTS) and 900 Billing Services Between Vartec Telecom, Incorporated (the "Debtor") and QC, entered into as of September 2, 2002 (the "Agreement") The QC Claim may be secured to the extent of any amount owed by QC to Vartec, by QC's rights of recoupment and/or setoff against the Debtor Neither the filing of the QC Claim nor anything contained herein shall be deemed a waiver or limitation of any of QC's rights, including but not limited to the rights of recoupment and/or setoff To the extent that the right of recoupment does give rise to a secured claim and is a remedy, all rights relating thereto are hereby reserved and preserved

Invoice copies are too voluminous to attach, but may be provided upon request

Qwest Corporation has filed duplicate claims in all affiliated cases to ensure it has filed its claim in the right case

Attachment to Proof of Claim filed by Qwest Corporation

BILLING SYSTEM/BILLED FROM	ACNA	PRE-PET WRITE OFF OCT 2004 INV & PRIOR	PRE-PET DELAYED USEAGE NOV	PRE-PET SWITCHED OCC NOV	PRE-PET SPECIALS OCC NOV	LPC NOV INVOICES	PRE-PET DELAYED USEAGE DEC	LPC DEC INVOICES	PRE-PET DELAYED USEAGE JAN	PRE-PET DELAYED USEAGE FEB	WA COST DOCKET ADJ FOR PRE-PET TIME FRAME 06/04/04 11/01/04	GRAND TOTAL PRE PET BY PRODUCT
SLC PRODUCTS												
IABS/TARIFF	VRT/VARTEC	$ 3,071,931 62	$ 299,149 85	$ 6,313 87	$ (686 95)	$ 3,727 13	$ 3,412 96	$ 100 59	$ 908 01	$ 1,039 74	$ 6,791 95	$ 3 392,688 77
IABS/TARIFF	EXL/EXCEL	$ 1,304,298 42	$ 180,915 38	$ 20,410 68	$ (403 87)	$ 2,949 90	$ 6,341 55	$ 84 51	$ 2,527 67	$ 1,192 14	$ 26,926 26	$ 1,545 242 64
IABS/TARIFF	TDG/TELCO DEV GRP	$ 32,789 41	$	$	$ (250 00)	$ 101 33	$	$ 8 70	$	$		$ 32 649 44
CRIS/UNE-P/INTERCONNECTION AGREEMENT	VARTEC	$ 586,708 33	$	$	$	$	$	$	$	$		$ 586,708 33
CRIS/UNE-P/INTERCONNECTION AGREEMENT	EXCEL	$ 563,446 75	$	$	$	$	$	$	$	$		$ 563,446 75
CRIS/GET GENERAL EXCHANGE TARIFF	VARTEC	$ 721 49	$	$	$	$	$	$	$	$		$ 721 49
	EXCEL	$ 23 89	$	$	$	$	$	$	$	$		$ 23 89
BART/TARIFF	VARTEC	$ 8,141 99	$	$	$	$	$	$	$	$		$ 8 141 99
	EXCEL	$ 11,363 22	$	$	$	$	$	$	$	$		$ 11 363 22
DES MOINES PRODUCTS												
BC&I												unliquidated
PARS												unliquidated
SINGLE BILL/TARIFF	VRT/VARTEC	$ 17,289 74	$	$	$	$	$	$	$	$		$ 17,289 74
(Vartec as an access carrier Bills	EXL/EXCEL	$ 3,717 58	$	$	$	$	$	$	$	$		$ 3 717 58
sent to them by the ILEC $ due Qwest)	TDG/TELCO DEV GRP	$ 3,001 25	$	$	$	$	$	$	$	$		$ 3,001 25
SINGLE BILL/ILEC/TARIFF	TEC/TECNET	$ 151 65	$	$	$	$	$	$	$	$		$ 151 65
(OTHER ACNAS BILLED TO VARTEC	NWT/NW TELECOM	$ 185 14	$	$	$	$	$	$	$	$		$ 185 14
ACCORDING TO THE SINGLE BILLS SENT	LWH/LONG DISTANCE WHOLESALE	$ 67 64	$	$	$	$	$	$	$	$		$ 67 64
BY THE ILECS)	CMJ/CLEAR CHOICE COMM	$ 1,490 21	$	$	$	$	$	$	$	$		$ 1,490 21
TOTAL												$ 6 166 889 73

Qwest
Spirit of Service™

200 S 5th street Room 2300
Minneapolis MN 55402
(612) 663-5060
(612) 672-4062 fax

VIA OVERNIGHT MAIL

March 10 2005

VarTec c/o BMC Group
1330 E Franklin Avenue
El Segundo CA 90245

Re VarTec Telecom, Inc et al
Case Nos 04-81694, 04-81695, 04-81696, 04-81697, 04-81698, 04-81700 04-81699, 04-81701 04-81704, 04-81702, 04-81703 04-81708, 04-81705, 04-81706 04-81710 04-81707, 04-81709

Dear Sir Madam

Enclosed for filing please find an original and a duplicate of the proof of claim submitted by Qwest Corporation for each of the above-referenced matters Please return a file-stamped copy of each claim to me in the envelope provided

Please contact me at 612-663-5060 if you have any questions Thank you

Yours truly

Kristine M Stamps

Kristine M Stamps
Staff Paralegal

Enclosure