

March 2006

**NOTICE OF CHANGES TO TERMS AND CONDITIONS OF
SERVICE AND TRANSFER OF SERVICE**

NO ACTION IS REQUIRED ON YOUR PART

The VarTec Companies are hereby providing you with notice of changes to certain sections of the terms and conditions for the services provided to your household and/or place of business. If you would like to review a copy of the complete Terms and Conditions document associated with your service(s), you may find this information on one of the applicable websites cited herein, or contact us at the applicable customer service toll-free number provided herein. The applicable notice provisions of the respective terms of use for various products and services provided by the VarTec Companies are hereby amended to reflect the following new address for how to give notice to us: Address: P.O. Box 650582, Dallas, TX 75265-0582. The Terms and Conditions associated with VarTec Telecom, Excel Telecommunications and VarTec Solutions are each further amended in the following respects: (a) removal throughout of the abbreviation "Inc." associated with the word "VarTec Telecom" or "Excel Telecommunications" or "VarTec Solutions", as applicable; (b) removal throughout of the reference to "Telephone Express", where applicable; (c) change of the inspection location of the public reference document to the corporate headquarters location in Dallas, Dallas County, Texas; (d) change of address for providing notice of a dispute to P.O. Box 650582, Dallas, TX 75265-0582; (e) to implement all necessary format changes and other edits to give effect to the changes set forth in this notice letter; and (f) to add "Customers are responsible for notifying us of any change of address within 45 days of the new address, including zip code changes." These changes will take effect on or after May 22, 2006.

Your local and/or long distance services are currently provided by one of the following companies in our family of telecommunications companies: VarTec Telecom, Inc., Excel Telecommunications, Inc., Clear Choice Communications, and VarTec Solutions, Inc. (a/k/a eMeritus Communications, Inc.) (collectively, the "VarTec Companies"). Soon, Comtel Telcom Assets LP and Comtel Virginia LLC¹ (together, "the Company") will be acquiring the assets of the VarTec Companies, and after obtaining the necessary regulatory approvals, your services will be provided by the Company, which will continue to do business under the names of the various VarTec Companies. The purchase will occur on or after May 22, 2006 (the "effective date"). You will notice no differences on your bill. Your local telephone number will not change, and you will not incur any additional charges. The rates and terms and conditions for the phone services provided as of the effective date by the VarTec Companies will remain unchanged, except as provided for above.²

The Company is excited to continue to provide you with the same dependable, affordable communications services. On the effective date, the Company will automatically become your service provider for any services you currently receive from the VarTec Companies, unless you select another provider before April 21, 2006, and the Company will maintain all customer account information, including payments, deposits, or other customer details. There will be no service interruption to customers during this process. Customers remain responsible for charges incurred before and after the effective date. If, in the future, there are any changes to your rates or the terms and conditions of your

¹ Comtel Virginia LLC will serve customers of VarTec Telecom of Virginia, Inc. and Excel Telecommunications of Virginia, Inc. within Virginia only. All other customers will be served by Comtel Telcom Assets LP.

² Current rates, terms and conditions may be viewed by visiting the applicable VarTec Company website: www.vartec.com, www.excel.com, www.vartecsolutions.net or www.clearchoice.net.

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service, you will be notified of those changes in accordance with the terms and conditions and any applicable state and federal requirements.³ Until the effective date, the VarTec Companies will continue to be responsible for addressing all billing and customer service issues. After the effective date, you should refer your questions to the Company at the same customer service number that you currently use for the VarTec Companies; this information is provided within for your convenient reference.⁴

Regarding your provider, customers always have the right to select another provider if they desire to do so and another provider is available, or customers may otherwise disconnect their services, subject to the terms of their contract(s) with the VarTec Companies, if any. Customers who wish to select an alternative provider need to contact that provider or their local telephone company and additional charges may apply. If customers select an alternative provider after April 21, 2006, the selection may not be processed until after the effective date. There will be no change to the provider of any service customers receive from a carrier other than the VarTec Companies as a result of the purchase. If customers have a preferred carrier "freeze" on any of the services being transferred, the freeze will be lifted before the transfer, if required. If lifted, in order to reinstate a preferred carrier freeze, customers must contact their local service provider after the effective date.

The Company will post any additional news and updates at www.vartec.com or you may call (800) 543-1768 with questions regarding this notice or other customer service questions.

It has been a pleasure to provide you with quality local and/or long distance services, and we emphasize that you will be treated as a valued customer of the Company.

Sincerely,

VarTec Telecom, Inc. (d/b/a Clear Choice Communications)
Excel Telecommunications, Inc.
VarTec Solutions, Inc. (a/k/a eMeritus Communications, Inc.)
Comtel Virginia LLC, and
Comtel Telcom Assets LP

3 Tennessee Customers: The Company will provide you with at least a 30-day written notice of any rate increase that may affect your service up to 90 days after the transfer date.

4 Customers in DC, HI and WV may contact the following agencies with additional questions regarding this purchase: District of Columbia: DC PSC, 1333 H Street, NW, Suite 200, West Tower, Washington, DC 20005, Tel. (202) 626-5100 or DC Office of the People's Counsel, 1133 15th Street N.W., Suite 500 Washington, D.C. 20005, Tel. (202) 727-3071. Hawaii: Hawaii PUC, 465 South King Street, Room 103 Honolulu, Hawaii 96813, Tel. (808) 586-2020. West Virginia: West Virginia PSC, 201 Brooks Street, Charleston, WV 25323, Tel. (304) 340-0300.

Carlos Black - RE: Docket No. 05-00287: Joint Application for Consent to Transfer Assets

From: Carlos Black
To: Gipson, Becky
Date: 2/27/2006 10:14 AM
Subject: RE: Docket No. 05-00287: Joint Application for Consent to Transfer Assets

Ms. Gipson,

The notification letter appears to be consistent with, and satisfies the requirements of TRA Rule 1220-4-2-.56(2)(d). In addition, please file with the TRA any documentation from the FCC regarding subsequent action on the transfer of assets.

>>> "Becky Gipson" <BGIPSON@vartec.net> 2/24/2006 8:57 AM >>>

Carlos -- Attached please find our final customer notice for your review. We are preparing our mailing now for issuance on or about March 14th. Please be aware that this notice is intended to cover all state and federal requirements and as a result, will be mailed to customers in all states, including Tennessee. Based on our efforts to include all state/federal requirements, we feel that the Tennessee requirements have been adequately covered and hope that you will agree. I appreciate your time involved in reviewing this document. Please let me know if you have any questions and I look forward to receiving your approval. Have a great weekend! -- Becky

-----Original Message-----

From: Carlos Black [mailto:Carlos.Black@state.tn.us]
Sent: Wednesday, February 08, 2006 7:04 AM
To: Becky Gipson
Subject: RE: Docket No. 05-00287: Joint Application for Consent to Transfer Assets

Hello Ms. Gipson,

You may email me a copy of the [final] draft or customer notice. I will review it, and let you know (within a couple of days) if the notice is approved or not.

Carlos C. Black, M.B.E.
 Utility Rate Analyst
 Tennessee Regulatory Authority
 Phone: 615-741-2904, ext. 196
 Email: carlos.black@state.tn.us

>>> "Becky Gipson" <BGIPSON@vartec.net> 2/7/2006 5:32 PM >>>

Carlos -- We are in the final stages of drafting our customer notice. Can you advise me on how to submit it for TRA review? Should I simply e-mail it to you? Also, what will the timeline be for responding to us with approval? I appreciate your time. -- Becky

-----Original Message-----

From: Carlos Black [mailto:Carlos.Black@state.tn.us]
Sent: Friday, December 16, 2005 3:03 PM
To: Becky Gipson
Subject: Docket No. 05-00287: Joint Application for Consent to Transfer Assets
Importance: High

Ms. Gipson,

I am writing to remind you that VarTec needs to submit a customer notification letter for our approval and mail it (to customers) at least 30 days before the transfer takes place.

Carlos C. Black, M.B.E.
Utility Rate Analyst
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505
Phone: 615-741-2904, ext. 196
Email: carlos.black@state.tn.us