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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re:	§	Chapter 11
	§	
WORLDWIDE DIRECT, INC., <i>et al.</i> ,	§	Case No. 99-00108 (MFW) through
	§	Case No. 99-00127 (MFW)
Debtors.	§	(Jointly Administered)
	§	
	§	Hearing Date: August 2, 2004 at 3:00 p.m.
	§	Objection Deadline: July 26, 2004 at 4:00 p.m.

Florida Public Service Commission

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NOTICE OF MOTION

TO: (i) The United States Trustee; (ii) all parties entitled to receive notice pursuant to the Second Amended Consolidated Liquidating Chapter 11 Plan For SmarTalk TeleServices, Inc., And Affiliates, Proposed By The Debtors And By The Official Committee Of Unsecured Creditors; (iii) all other parties listed on the attached service list.

Goldin Associates, L.L.C., in its capacity as Liquidating Trustee of the Worldwide Direct Liquidation Trust, as successor in interest to the Debtors¹ and the Official Committee of Unsecured Creditors, has filed the **Liquidation Trustee's Motion for Order Authorizing and Approving Settlement Agreement With Donaldson, Lufkin & Jenrette Securities Corporation ("DLJSC") and Kenneth A. Viellieu ("Viellieu")**, and **Brief in Support Thereof** (the "Motion"). A copy of the Motion will be provided at no cost to you by calling 302-552-5513 or e-mailing mrust@klehr.com.

You are required to file a response to the attached Motion on or before July 26, 2004, 2002 at 4:00 p.m. with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

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- MMS _____
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¹The Debtors are comprised of Worldwide Direct, Inc., SmarTalk TeleServices, Inc., SmarTalk USPS Sales Co., GTI TeleCom, Inc., a Florida corporation; USA Telecommunications Services, Inc., a North Carolina Corporation; SmarTel Communications, Inc., a Delaware corporation; SMTK NY-1 Corp., a New York corporation; Creative Network Marketing, Inc., a Delaware corporation; SmarTalk (Delaware) Corp., a Delaware corporation; SMTK Acquisition Corp., a Florida corporation; Conquest Telecommunication Services Corp., a Delaware corp.; SMTK Acquisition Corp. III, a Delaware corporation; SmarTalk Acquisition Corp., a Nevada corporation; Conquest Communications Corp., an Ohio corporation; Conquest Long Distance Corp., an Ohio corporation; Conquest Operator Services Corp., an Ohio corporation; SmarTel, Inc., a Massachusetts corporation; SmarTel International, Inc., a New York corporation; SmarTel Communications of Virginia, Inc., a Virginia corporation; and Conquest Operator Services, LP, a Delaware corporation.

DOCUMENT NUMBER-DATE

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At the same time, you must also serve a copy of the response upon movants' attorneys:

Steven K. Kortanek, Esq.
Stephanie A. Fox, Esq.
Klehr, Harrison, Harvey, Branzburg & Ellers, LLP
919 Market Street, Suite 1000
Wilmington, DE 19801
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and

Joseph J. Wielebinski, Esq.
Mark H. Ralston, Esq.
Munsch Hardt Kopf & Harr, P.C.
1445 Ross Avenue, Suite 4000
Dallas, TX 75202-2790
Telephone: (214) 855-7500
Facsimile: (214) 855-7584

A HEARING ON THE MOTION WILL BE HELD ON AUGUST 2, 2004 AT 3:00 P.M.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.



Steven K. Kortanek (#3106)
Counsel for Goldin Associates, L.L.C.,
Liquidating Trustee of the
Worldwide Direct Liquidation Trust

Dated: July 13, 2004