

DIVISION OF
ADMINISTRATION
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FLORIDA
PUBLIC SERVICE COMMISSION

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

010000-PU

In re) Chapter 11
WORLDWIDE DIRECT, INC., et al.,) Case Nos. 99-108 to -127 (MFW)
Debtors.¹) Jointly Administered

NOTICE OF CONFIRMATION OF PLAN; PLAN EFFECTIVE DATE; DEADLINE FOR THE FILING OF ADMINISTRATIVE EXPENSE CLAIMS AND CONTRACT REJECTION CLAIMS; PROCEDURES FOR REQUESTING NOTICE; AND RELATED MATTERS

*To Parties In Interest In The Above-Captioned Cases -
PLEASE BE ADVISED AND TAKE NOTICE THAT:*

1. **Entry Of Confirmation Order.** On June 7, 2001, the United States Bankruptcy Court for the District of Delaware, the Honorable Mary J. Walrath, United States Bankruptcy Judge, presiding (the "Bankruptcy Court"), entered its "Findings Of Fact, Conclusions Of Law, And Order Confirming 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" (the "Order"), by which the Bankruptcy Court, among other things, confirmed 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" (the "Plan"). Capitalized terms that are not otherwise defined in this Notice have the meanings ascribed to them in the Order and the Plan.

¹ The Debtors are: Worldwide Direct, Inc. (TIN 31-1266356); SmarTalk TeleServices, Inc. (TIN 95-4502740); SmarTalk USPS Sales Co. (f/k/a American Express Telecom, Inc.) (TIN 58-2412340); GTI Telecom, Inc. (TIN 59-3166693); USA Telecommunications Services, Inc. (d/b/a The Debit Cellular Network) (TIN 56-1843754); SmarTel Communications, Inc. (TIN 04-2894515); SMTK NY-1 Corp. (TIN 58-2409211); Creative Network Marketing, Inc.; SmarTalk (Delaware) Corporation (TIN 58-2420332); SMTK Acquisition Corp. (TIN 95-4502740); SMTK Acquisition Corp. III (TIN 31-1599424); SmarTalk Acquisition Corp. (TIN 31-1599418); ConQuest Telecommunication Services Corp. (TIN 04-3374102); ConQuest Communications Corp. (TIN 31-1191748); ConQuest Long Distance Corp. (TIN 31-1222007); ConQuest Operator Services Corp. (TIN 31-1242410); SmarTel, Inc. (TIN 04-3217334); SmarTel International, Inc. (TIN 13-3772770); SmarTel Communications of Virginia, Inc.; and ConQuest Operator Services, L.P. (TIN 31-1599422).

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2. **Plan Effective Date**: The Effective Date of the Plan occurred, and the Plan became effective in accordance with its terms, on June 30, 2001 (the "Effective Date"). Interim and Final Distributions will be made in accordance with the terms and conditions of the Plan and the Order.

3. **The Liquidating Trust**: Pursuant to the Plan and the Order, all of the Remaining Assets of the Debtors' bankruptcy estates have been transferred to and vested in the Liquidating Trust. Goldin Associates, L.L.C. and Harrison J. Goldin have been appointed the Liquidating Trustee with respect to the Liquidating Trust and, in that capacity, have the powers and duties set forth in the Plan, the Order, and the Liquidating Trust Agreement.

4. **Rejection Of Remaining Contracts/Deadline For Filing Rejection Damage Claims**: The Plan and the Order operate to reject of all of the Debtors' Executory Contracts that have not previously been assumed and assigned or rejected by order of the Bankruptcy Court. **Proofs of Claims for damages allegedly arising from the rejection pursuant to the Order of any Executory Contract to which a claimant is a party must be filed with the Bankruptcy Court and served on the Liquidating Trustee not later than thirty (30) days after the Effective Date, as follows:**

United States Bankruptcy Court
Office of the Clerk
824 North Market Street
Wilmington, DE 19801

Liquidating Trustee
Goldin Associates, L.L.C.
400 Madison Avenue,
10th Floor
New York, NY 10017

Counsel To Liquidating Trustee
Joseph J. Wielebinski, Esq.
Munsch Hardt Kopf & Harr, P.C.
4000 Fountain Place, 1445 Ross Ave.
Dallas, TX 75202-2790

ALL PROOFS OF CLAIM FOR REJECTION DAMAGES NOT TIMELY FILED AND PROPERLY SERVED AS PRESCRIBED IN THE ORDER SHALL BE FOREVER BARRED AND THE HOLDERS OF SUCH CLAIMS SHALL NOT BE ENTITLED TO PARTICIPATE IN ANY DISTRIBUTION UNDER THE PLAN OR THE LIQUIDATING TRUST WITH RESPECT TO SUCH CLAIMS. However, claimants who previously have filed timely proofs of claim need not file any additional claims in order to be entitled under the Plan to participate in distributions with respect to such claims (to the extent that such claims are allowed).

5. **Deadline For Filing Administrative Claims:**

a. **Deadline For Filing Administrative Expense Claims:** All requests for payment or any other means of preserving and obtaining payment of Administrative Expense Claims that have not been paid, released, or otherwise settled, including all requests for payment of Professional Claims, other than Administrative Tax Claims, must be filed with the Bankruptcy Court and served upon the Liquidating Trustee, the United States Trustee, and all parties who have requested notice of post-Effective Date matters in the manner described below, **not later than forty-five (45) days after the Effective Date.**

b. **Deadline For Filing Administrative Tax Claims:** All requests for payment or any other means of preserving and obtaining payment of Administrative Tax Claims that have not been paid, released, or otherwise settled must be filed with the Bankruptcy Court and served upon the Liquidating Trustee, the United States Trustee, and all parties who have requested notice of post-Effective Date matters in the manner described below, by the later of (a) **forty-five (45) days after the Effective Date,** and (b) **one hundred and twenty (120) days after the filing of the tax return for such taxes with the applicable Governmental Unit.**

c. **Where To File And Serve:** Such Administrative Claims must be filed and served as follows:

United States Bankruptcy Court
Office of the Clerk
824 North Market Street
Wilmington, DE 19801

Liquidating Trustee
Goldin Associates, L.L.C.
400 Madison Avenue,
10th Floor
New York, NY 10017

Counsel To Liquidating Trustee
Joseph J. Wielebinski, Esq.
Munsch Hardt Kopf & Harr, P.C.
4000 Fountain Place, 1445 Ross Ave.
Dallas, TX 75202-2790

United States Trustee
Office of the United States Trustee
601 Walnut Street, Curtis Center
Suite 950 West
Philadelphia, PA 19106
Attn: _____


Parties Requesting Notice
Information may be obtained upon written request
to the Liquidating Trustee

REQUESTS FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS AND ADMINISTRATIVE TAX CLAIMS THAT ARE NOT TIMELY FILED AS SET FORTH ABOVE WILL BE FOREVER BARRED, AND HOLDERS OF SUCH CLAIMS WILL NOT

BE ABLE TO ASSERT SUCH CLAIMS IN ANY MANNER AGAINST THE DEBTORS, THE ESTATES, OR THE LIQUIDATING TRUST. However, claimants who previously have filed timely proofs of claim need not file any additional claims in order to be entitled under the Plan to participate in distributions with respect to such claims (to the extent that such claims are allowed).

6. **Procedure For Requesting Notices And Reports And Changing Address Of Record**: Parties in interest may receive notice of certain matters, including the matters specified in Sections 2.1.1, 3.3, 5.6.1., 7.1, 9.3.6.1, and 9.3.7 of the Plan and Section 4.14 of the Liquidating Trust Agreement, by sending a written request to the Liquidating Trustee and its counsel at the addresses set forth above. On and after the Effective Date, all notices, requests and distributions to parties in interest will be sent to the last known address of (a) the holder or its attorney of record as reflected in the holder's proof of Claim or Administrative Expense Claim filed by or on behalf of such holder; or (b) if there is no such evidence of a last known address, to the last known address of the holder according to the books and records of the Debtors. Any party in interest may designate another address for such purposes by sending a written request to the Liquidating Trustee and its counsel at the addresses set forth above, which request will be effective upon receipt by the Liquidating Trustee.

Dated: June 30, 2000


GOLDIN ASSOCIATES, L.L.C.
400 Madison Avenue, 10th Floor
New York, NY 10017
Liquidating Trustee


MUNSCH HARDT KOPF & HARR, P.C.
Joseph J. Wielebinski
4000 Fountain Place
1445 Ross Avenue, Suite 4000
Dallas, Texas 75202
Telecopy: (214) 978-4375
Counsel to the Liquidating Trustee

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