

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: WORLDWIDE DIRECT, INC., et al.,
Debtors.

§ Chapter 11
§
§ Case No. 99-00108 (MFW) through
§ Case No. 99-00127 (MFW)
§ (Jointly Administered)
§
§ Hearing Date: September 2, 2004 at 9:30 a.m.
§ Objection Deadline: August 26, 2004 at 4:00 p.m.

COMMISSION
CLERK

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 attached **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").²

If you wish to object to the Motion, any such objection must be filed **on or before August 26, 2004 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.

CMP _____

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OPC _____

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SEC _____

OTH J. Grant

DEL1 58444-1

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.

² The relief sought in the Motion is identical to that sought in the prior Motion of which notice was mailed on July 13, 2004. The Motion is being re-noticed for the September 2 hearing at the direction of the Bankruptcy Court.

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8/6/04
DOCUMENT NUMBER - DATE
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FPSC-COMMISSION CLERK

If you file a response, you must also serve a copy of the response upon movants' attorneys:

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Stephanie A. Fox, Esq.
Klehr, Harrison, Harvey, Branzburg & Ellers, LLP
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and

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Telephone: (214) 855-7500
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**A HEARING ON THE MOTION WILL BE HELD ON SEPTEMBER 2, 2004 AT 9:30
A.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)
Co-Counsel for Goldin Associates, L.L.C.,
Liquidating Trustee of the
Worldwide Direct Liquidation Trust

Dated: August 6, 2004