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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: §
 WORLDWIDE DIRECT, INC., et al., § Case No. 99-00108 (MFW) through
 § Case No. 99-00127 (MFW)
 Debtors. § (Jointly Administered)
 § Chapter 11

Hearing Date: November 30, 2009 at 3:00 p.m.
Objection Deadline: November 20, 2009 at 4:00 p.m.

FINAL NOTICE REGARDING TERMINATION OF ESTATES AND LIQUIDATING TRUSTEE'S MOTION FOR ENTRY OF FINAL DECREE CLOSING CHAPTER 11 CASES, DISCHARGING AND RELEASING LIQUIDATING TRUSTEE AND LIQUIDATING TRUST BOARD, AUTHORIZING FINAL DISTRIBUTION, AND GRANTING RELATED RELIEF

TO: ALL PERSONS OR ENTITIES WHO ARE BENEFICIARIES OF THE LIQUIDATING TRUST OR WHO HAVE OR MAY HAVE ANY CLAIM OR CLAIMS AGAINST THE DEBTORS IN THE ABOVE- CAPTIONED CASES:

Goldin Associates, L.L.C., as Liquidating Trustee (the "Liquidating Trustee") for the Worldwide Direct Liquidation Trust (the "Liquidating Trust"), filed on November 12, 2009 a motion (the "Motion") for entry of a final order and decree (the "Final Order and Decree") closing the above-captioned chapter 11 cases,¹ discharging and releasing the Liquidating Trustee and the Liquidating Trust Board, authorizing a final distribution and related relief.

A hearing on the Motion (the "Hearing") has been scheduled to take place on **November 30, 2009 at 3:00 p.m. (Eastern Time)** before the Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware, in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 6th Floor, 824 Market Street, Wilmington, Delaware 19801. The Hearing may be adjourned or continued from time to time upon further written notice by the Liquidating Trustee given prior to the Hearing or upon oral notice given at the Hearing.

¹ The Debtors consist of SmarTalk USPS Sales Co., a Delaware corporation; GTI Telecom, Inc., a Florida Corporation (TIN 6693); USA Telecommunications Services, Inc., a North Carolina corporation (TIN 3754); SmarTel Communications, Inc., a Delaware corporation (TIN 4515); SMTK NY-1 Corp., a New York corporation (tin 9211); Creative Network Marketing, Inc., a Delaware corporation; SmarTalk (Delaware) Corp., a Delaware corporation; SMTK Acquisition Corp., a Florida corporation (TIN 2740); Conquest Telecommunications Services Corp., a Delaware corporation (TIN 4102); SMTK Acquisition Corp. III, a Delaware corporation (TIN 9424); SmarTalk Acquisition Corp., a Nevada corporation (TIN9418); Conquest Communications Corp., an Ohio corporation (TIN 1748); Conquest Long Distance Corp., an Ohio corporation (TIN 2007); Conquest Operator Services Corp., an Ohio corporation (TIN 2410); SmarTel, Inc., a Massachusetts corporation (TIN 7334); SmarTel International, Inc., a New York corporation (TIN 2770); SmarTel Communications of Virginia, Inc., a Virginia corporation; and Conquest Operator Services, LP, a Delaware corporation (TIN 9422).

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The Final Order and Decree sought by the Liquidating Trustee will provide the following:

1. approving a final accounting;
2. discharging and releasing the Liquidating Trustee and the Liquidating Trust Board;
3. approving procedures for destruction, abandonment, and retention of certain documents;
4. approving a termination budget; and authorizing expenditures thereunder;
5. approving and authorizing final distributions (the "Final Distribution") to beneficiaries of the Liquidating Trust;
6. authorizing the inclusion in the Final Distribution of funds previously undistributed due to the Liquidating Trustee not being provided with tax identification numbers by certain beneficiaries of the Liquidating Trust;
7. approving the form and manner of notice to beneficiaries of the Liquidating Trust, creditors and parties in interest;
8. deeming the Debtors dissolved without any further action by the Liquidating Trustee;
9. issuing a final decree closing these chapter 11 cases; and
10. such other and further relief as is just.

You may have the right to object to any or all of the relief described above. If you wish to object or otherwise respond to the Motion, you must: (i) submit a response (an "Objection") that complies with the Federal Rules of Bankruptcy Procedure and the Local Rules of Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, is made in writing, is filed with the Bankruptcy Court, 824 Market Street, Wilmington, Delaware 19801, and is served so as to be received by the following parties no later than **4:00 p.m. Eastern time on November 20, 2009** (the "Objection Deadline") (i) Joseph J. Wielebinski, Esq., Munsch Hardt Kopf & Harr, P.C., 3800 Lincoln Plaza, 500 N. Akard Street, Dallas, Texas 75201-6659 and Steven K. Kortanek, Esq., Womble, Carlyle, Sandridge & Rice PLLC, 222 Delaware Avenue, 15th Floor, Wilmington, Delaware 19801, co-counsel to the Liquidating Trustee; (ii) Goldin Associates, L.L.C., 350 Fifth Avenue, New York, New York 10118 (Attn: Harrison Goldin), as Liquidating Trustee; and (iii) the Office of the United States Trustee, 844 North King Street, Room 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Joseph McMahon, Esq.)

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THE PROCEDURES SET FORTH ABOVE, AN ORDER MAY BE ENTERED GRANTING THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING. If an Objection is properly filed and served in accordance with the above procedures, a hearing on the Motion will be held on **November 30, 2009 at 3:00 p.m. (Eastern)** before the Honorable Mary F. Walrath, United States Bankruptcy Judge for the District of Delaware, 5th Floor, 824 Market Street, Wilmington, Delaware 19801. Only Objections made in writing and timely filed and received will be considered by the Bankruptcy Court at such hearing. If you do not wish to contest the relief requested in the Motion, you are not required to file an Objection or appear at the Hearing.

A complete copy of the Motion is available at the website for the Bankruptcy Court ([www.http://www.deb.uscourts.gov/](http://www.deb.uscourts.gov/)) (registration required), or by contacting:

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Upon approval and authorization of the Bankruptcy Court, the Liquidating Trustee shall take those steps described in the Final Order and Decree, as well as all other steps necessary and appropriate to effectuate the final termination of the Liquidating Trust and distribution of the Liquidating Trust's assets.

You will not receive any further notice concerning the actions of the Bankruptcy Court, actions of the Liquidating Trustee, or termination of these cases.

Dated: Wilmington, Delaware
November 12, 2009

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**ATTORNEYS FOR GOLDIN
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TRUSTEE OF THE WORLDWIDE
DIRECT LIQUIDATION TRUST**