

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	) Chapter 15
	)
PT HOLDCO, INC., <i>et al.</i> , <sup>1</sup>	) Case No. 16-10131 (LSS)
	) (Jointly Administered)
Debtors in a Foreign Proceeding.	)
_____	)

**FOREIGN REPRESENTATIVE’S MOTION TO SHORTEN AND LIMIT NOTICE OF  
FOREIGN REPRESENTATIVE’S MOTION, PURSUANT TO SECTIONS 363, 365, 1501,  
1517, 1519, 1520, 1521 AND 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY  
RULES 2002, 6004 AND 9014, FOR ENTRY OF AN ORDER RECOGNIZING AND  
ENFORCING THE APPROVAL, VESTING AND DISTRIBUTION ORDERS AND  
GRANTING RELATED RELIEF**

FTI Consulting Canada Inc. (“Foreign Representative” or the “Monitor”), the court-appointed monitor and duly authorized foreign representative for PT Holdco, Inc., PTUS, Inc., Primus Telecommunications, Inc., Lingo, Inc., and Primus Telecommunications Canada Inc. (collectively, the “Debtors”) in Canadian insolvency proceedings (the “Canadian Proceeding”) pending in Canada before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”), files this motion (the “Motion to Shorten and Limit”) pursuant to Rules 2002 and 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 9006-1(e) of the Local Rule of Bankruptcy Practice and Procedure of the United States Court for the District of Delaware (the “Local Rules”) for entrance of an order in substantially the same form as attached hereto as **Exhibit A** to shorten and limit the notice on the Foreign Representative’s Motion, Pursuant to Sections 363, 365, 1501, 1517, 1519, 1520, 1521 and 105(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Bankruptcy Rules

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<sup>1</sup> The last four digits of the Employer Identification Number or Canadian Business Number, as appropriate, for each debtor follow in parentheses: PT Holdco, Inc. (3731), PTUS, Inc. (0542), Primus Telecommunications, Inc. (4563), Lingo, Inc. (7778), and Primus Telecommunications Canada, Inc. (5618).

2002, 6004 and 9014, for Entry of an Order Recognizing and Enforcing the Approval, Vesting and Distribution Orders and Granting Related Relief (the “Sale Recognition Motion”, to be filed by the Foreign Representative).<sup>2</sup> In support thereof, the Foreign Representative avers as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over these bankruptcy cases and the Motion to Shorten and Limit pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2).

2. Venue is proper under 28 U.S.C. §§ 1410(1) and (3).

3. The statutory bases for the relief requested herein are section 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002 and 9006 and Local Rule 9006-1(e).<sup>3</sup>

### **BACKGROUND**

4. On January 19, 2016, the Debtors made an application under the CCAA commencing the Canadian Proceeding. On the same date, the Canadian Court entered the Initial Order, *inter alia*, (i) appointing the Monitor; (ii) authorizing the Monitor to act as foreign representative in these chapter 15 proceedings; (iii) authorizing the Debtors to pursue all efforts and avenues in restructuring; (iv) prohibiting counterparties to contracts with the Debtors from

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<sup>2</sup> The Monitor was appointed as monitor of the Debtors pursuant to provisions of Canada’s Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36 (the “CCAA”), the statute under which the Debtors have been granted relief from creditors. An initial order was entered on January 19, 2016 in the Ontario Superior Court of Justice by the Honourable Mr. Justice Penny, Court File No. CV-16-11257-OOCL, In the Matter of a Plan of Compromise or Arrangement of PT Holdco, Inc., Primus Telecommunications Canada Inc., PTUS, Inc. Primus Telecommunications, Inc., and Lingo, Inc. (the “Initial Order”).

<sup>3</sup> Chapter 15 of the Bankruptcy Code does not include specific time limitations related to notice of a motion for recognition of an Order entered in a foreign main proceeding, in this case, one recognizing a sale of substantially all of the Debtors’ assets as set forth in detail in the Sale Recognition Motion.

termination of any and all such contracts; and (v) granting a stay of proceedings against the Debtors.

5. On the January 19, 2016 (the "Petition Date"), the Foreign Representative, on behalf of each of the Debtors, filed their respective voluntary petitions under chapter 15 of the Bankruptcy Code (the "Chapter 15 Cases") and Verified Petition for Recognition of Foreign Main Proceeding and Related Relief (the "Verified Petition") pursuant to section 1515 of the Bankruptcy Code seeking (i) entry of an Order recognizing the Canadian Proceeding as a foreign main proceeding pursuant to section 1517 of the Bankruptcy Code and (ii) relief under sections 1520 and 1521 of the Bankruptcy Code. A hearing was scheduled for and occurred on January 21, 2016 (the "First Day Hearing"). At that time, the Court, *inter alia*, entered an Order: (i) scheduling a hearing on the Verified Petition for February 19, 2016; and (ii) proscribing the Notice to be used in this proceeding going forward (the "Notice Order") [D.I.12].

6. On the Petition Date, the Foreign Representative filed the Motion for Order Scheduling Hearing on Verified Petition under Chapter 15 for Recognition of a Foreign Main Proceeding and for Additional Relief and Assistance under Bankruptcy Code Sections 105(a), 1507 and 1521 and Specifying Form and Manner of Service of Notice of Hearing (the "Notice Motion"). Pursuant to the Notice Motion, the Foreign Representative sought, and pursuant to the Notice Order was allowed, to serve the following core parties (collectively, the "Core Notice Parties") with all pleadings in these cases via Canada Post first-class mail, United States first-class mail, facsimile, e-mail, overnight courier or personal delivery: (i) counsel to the agent for the Syndicate Lenders (as defined in the Verified Petition); (ii) counsel to the Subordinate Lenders (as defined in the Verified Petition); (iii) counsel to the Purchaser (as defined in the Verified Petition); (iv) the Internal Revenue Service; (v) counsel to the Debtors in the Canadian



Proceedings; (iv) the Debtors; (vii) the Office of the United States Trustee for the District of Delaware; (viii) the Federal Communications Commission; (ix) the Office of the United States Attorney for the District of Delaware; (x) the Delaware Secretary of State; (xi) the Delaware State Treasury; and (xii) any party that files a notice of appearance in these Chapter 15 Cases. The Foreign Representative further proposed, and pursuant to the Notice Order was allowed, to serve the following notice parties (collectively the “Notice Parties”) by Canada Post first-class mail, United States first-class mail, facsimile, e-mail, overnight courier or personal delivery: (i) all entities against whom provisional relief is being sought under section 1519 and (ii) all known U.S. creditors of the Debtors with claims in excess of \$1,000 other than employees. Finally, pursuant to the Notice Order, notice was permitted via publishing all documents filed in this proceeding on the Monitor’s website: <http://cfcanada.fticonsulting.com/primus/default.htm>. The approved notice served by the Monitor advised all served parties: “[t]he Recognition Hearing will address the [Verified Petition] and other matters related to the CCAA proceedings, including possible recognition of any motions made to approve the **proposed sale of substantially all of the Debtors’ assets**. The Debtors will file any related motions on or before January 30, 2016.” See Notice of Filing and Hearing on Verified Petition of a Foreign Main Proceeding and Related Relief (“Notice of Hearing”) attached hereto as **Exhibit B** (emphasis added).

7. Prior to the First Day Hearing and prior to the Notice of Hearing being served, the Honourable Mr. Justice Penny of the Canadian Court had scheduled a hearing on February 17, 2016 for approval of the Sale. As of the date of this filing, the Foreign Representative has been informed by the Canadian Court that the February 17<sup>th</sup> date may need to be rescheduled to accommodate that court’s schedule as well as a potential contested hearing. Consequently, the Sale Recognition Hearing previously scheduled for February 19<sup>th</sup> may need to be rescheduled

pending a status conference with the Honourable Mr. Justice Penny in the Canadian Court now scheduled for Monday, February 8, 2016.

8. The Foreign Representative intends to file the Sale Recognition Motion no more than eighteen (18) days prior to a requested hearing date, seeking an Order recognizing, giving full force and effect to and enforcing the: Assignment Order set to be entered by the Canadian Court (the "Assignment Order"), the Stay Extension and Distribution Order set to be entered by the Canadian Court (the "Distribution Order"), and the Approval and Vesting Order set to be entered by the Canadian Court (the "Vesting Order") (and collectively with the Assignment Order and Distribution Order, the "Canadian Orders"), pursuant to which the Canadian Court will have authorized the sale and transfer (the "Sale") by Primus Telecommunications Canada, Inc., Primus Telecommunications, Inc. and Lingo, Inc. (collectively, the "Vendors") of the Debtors' right, title and interest in and to substantially all of the business of the Debtors (collectively, the "Purchased Assets").

9. Chapter 15 of the Bankruptcy Code does not include specific time limitations related to notice of a motion for recognition of an Order entered in a foreign main proceeding, in this case, one recognizing a sale of substantially all of the Debtors' assets to be set forth in detail in the Sale Recognition Motion.

10. Subject to the potential scheduling issues described in paragraph 7, *supra*, the Canadian Court is expected to approve the Sale at a hearing on February 17, 2016 or shortly thereafter. The Canadian Proceeding requires seven (7) days' notice for pleadings related to sale approvals. *See* CCAA §§ 36(2) and 37(10)(1) and §§ 30.01(1) and Ontario Superior Court Rules of Civil Procedure ("Ontario Rules") RRO 1990, Reg. 194.

11. As set forth in further detail in paragraph 6 *supra*, all Core Notice Parties and Notice Parties have had notice of the pending sale of substantially all of the Debtors' assets and that the Foreign Representative would file a Sale Recognition Motion since January 23, 2016. The Verified Petition and supporting documents filed in this Court and the motion and supporting documents filed in the Canadian Court have all set forth that the Syndicate Lenders (as defined in the Verified Petition) supported the solicitation process and sale of the Debtors' assets.

12. Bankruptcy Rule 2002(a)(2) provides that parties in interest are to be given twenty-one (21) days' notice of a hearing on motion on "a proposed...sale...of property of the estate, unless the court for cause shown shortens the time..." F.R.B.P. 2002(a)(2).

13. Assuming *arguendo* that the twenty-one (21) days' notice provision applies for purposes of a Sale Recognition Motion, the Foreign Representative respectfully submits, for the reasons set forth herein, that an Order granting this Motion to Shorten and Limit from twenty-one (21) days to eighteen (18) days, where service of the Sale Recognition will be made by e-mail and/or overnight courier, does not prejudice any interested party in light of the previously served approved notice as described in paragraph 6 *supra* and the relatively short variance from the most conservative application of the Bankruptcy Rules that could apply (*see* Bankruptcy Rule 2002(a)(2)).

14. Accordingly, by this Motion to Shorten and Limit, the Foreign Representative respectfully requests entry of an order shortening the required notice for the Sale Recognition Motion so as to expedite the Sale for the reasons to be set forth in full in the Sale Recognition Motion.



15. Additionally, the Foreign Representative seeks to limit notice to specific parties and entities as set forth herein. Similar to the previously served notice, consistent with the notice approved by the Notice Order, the Sale Recognition Motion (including all exhibits hereto) will be served by the Foreign Representative no more than 18 days before the hearing date on the Sale Recognition Motion: (i) the Core Notice Parties; (ii) any party with a secured interest in the Debtors' assets located within the territory of the United States impacted by the Sale which interest is evidenced by a filing of such security interest with the appropriate agency for filing under the Uniform Commercial Code in the United States; (iii) all counterparties to contracts to be assigned under the Assignment Order; and (iv) all counterparties to contracts involving assets located within the territory of the United States which contracts are excluded contracts and are not to be assumed by the Purchaser. Pursuant to the Notice sent out on January 23, 2016, all known creditors with claims in excess of \$1,000 have received notice of that the Foreign Representative would file a Sale Recognition Motion in due course and therefore, the Foreign Representative respectfully submits, they do not require additional notice.

#### **RELIEF REQUESTED**

16. Bankruptcy Rules 2002(a)(2) and 9006(c) and (d) and Local Rule 9006-1(e) provide that the Court, for cause shown, may in its discretion, reduce the notice period normally required for motions. Additionally, section 105(a) of the Bankruptcy Code provides that: "The court may issue any orders, process or judgment that is necessary or appropriate to carry out the provisions of this title..."

17. Chapter 15 of the Bankruptcy Code is silent with respect to time limitations and notice parties related to motions for recognition of an order entered in a foreign main proceeding, in this case, one recognizing the sale of substantially all of the assets of the Debtors to be set

forth in detail in the Sale Recognition Motion. In CCAA proceedings, seven (7) days' notice is required for pleadings related to approval of a sale. *See* CCAA §§ 36(2) and 37(10)(1) and Ontario Rule §§ 3.01(1) RRO 1990, Reg. 194. Bankruptcy Rule 2002(a)(2) provides that parties in interest are to be given twenty-one (21) days' notice of a hearing on a motion on a proposed sale of property of the estate unless the court for cause shown shorten the time. *See* Bankruptcy Rule 2002(a)(2).

18. During the First Day Hearing, the Court Ordered that the hearing on the Verified Petition occur on February 19, 2016 and directed the Monitor to provide Notice to the Core Notice Parties and Notice Parties as follows: via by Canada Post first-class mail, United States first-class mail, facsimile, e-mail, overnight courier or personal delivery. Finally, pursuant to the Notice Order, notice was permitted via publishing all documents filed in this proceeding on the Monitor's website: <http://cfcanada.fticonsulting.com/primus/default.htm>.

19. The Monitor, therefore, provided notice in the approved manner on all Core Notice Parties and Notice Parties on January 23, 2016 and further published all documents filed in these Chapter 15 Cases on the Monitor's website.

20. A hearing is currently scheduled on February 19, 2016, in which the Foreign Representative is set to be present regarding recognition of the Canadian proceeding as a foreign main proceeding and the concomitant relief requested therewith.

21. Additionally, to be set forth in detail in the Sale Recognition Motion filed contemporaneously herewith, the Foreign Representative intends on seeking to have the Sale, which is expected to be approved by the Canadian Court on February 17, 2016 or shortly thereafter, subject to the scheduling issues set out above, recognized by the Court so that the Sale may be completed.



22. Interested parties have been on notice since January 23, 2016 that the Foreign Representative would file a motion related to the Sale in this Court and that such motion would be presented to the Court at the previously scheduled February 19, 2016 hearing. Such parties have further been on notice since January 23, 2016 that objections to any motion related to a sale would be due on February 12, 2016. See Exhibit B. The Court's approval of this Motion to Shorten and Limit, therefore, will not deprive any interested party from receiving timely notice of the Sale Recognition Motion. Additionally, since interested parties have been on notice since January 23, 2016 that the Foreign Representative would file a motion related to the Sale, any interested party seeking to file an objection to the Sale Recognition Motion will not be prejudiced by receiving notice three (3) days short of the requisite twenty-one (21) days.

23. However, should the Court deny the Motion to Shorten and Limit and the Canadian Court proceeds with the Sale approval as scheduled on February 17, 2016, but the Foreign Representative is required to obtain another hearing date after February 19, 2016 for the Sale Recognition Motion, the Debtors, their creditors, stakeholders, employees and customers may be irreparably harmed.

24. Assuming *arguendo* that the twenty-one (21) days' notice provision applies to the Sale Recognition Motion, the Foreign Representative respectfully submits that an Order granting this Motion to Shorten and Limit will not prejudice any interested party as all such parties are subject to a shorter notice period in the CCAA proceeding and have also been on notice since January 23, 2016 that the Foreign Representative would file the Sale Recognition Motion.

25. Further, the relief to be requested in the Sale Recognition Motion is integral to completion of the Sale that is expected to be approved by the Canadian Court shortly thereafter and will not prejudice any interested party. Accordingly, should the notice provision of

Bankruptcy Rule 2002(a)(2) apply to the Sale Recognition Motion, cause exists under Bankruptcy Rules 2002 and 9006 and Local Rule 9006-1(e) to reduce the applicable notice period for the Sale Recognition Hearing.

**CONCLUSION**

WHEREFORE, the Foreign Representative respectfully requests that the Court enter an order in substantially the same form as attached hereto as **Exhibit A**: (a) providing for a notice period of eighteen (18) days for the Sale Recognition Motion; (b) limiting notice to the specific parties set forth above; and (c) providing such other and further relief as the Court deems just and proper.

Dated: February 3, 2016  
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.



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*Attorneys for the Foreign Representative*

# **EXHIBIT A**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	) Chapter 15
	)
PT HOLDCO, INC., <i>et al.</i> , <sup>1</sup>	) Case No. 16-10131 (LSS)
	)
Debtors in a Foreign Proceeding.	) (Jointly Administered)
	)

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**ORDER GRANTING SHORTENED AND LIMITED NOTICE OF FOREIGN REPRESENTATIVE’S MOTION, PURSUANT TO SECTIONS 363, 365, 1501, 1517, 1519, 1520, 1521 AND 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002, 6004 AND 9014, FOR ENTRY OF AN ORDER RECOGNIZING AND ENFORCING THE ASSIGNMENT, VESTING AND DISTRIBUTION ORDERS AND GRANTING RELATED RELIEF**

Upon consideration of the Motion to Shorten (the “Motion to Shorten and Limit”) <sup>2</sup> of the Foreign Representative related to the Foreign Representative’s Motion, Pursuant to Sections 363, 365, 1501, 1517, 1519, 1520, 1521 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 9014, For Entry of An Order Recognizing and Enforcing the Assignment, Approval and Vesting and Distribution Orders and Granted Related Relief (the “Sale Recognition Motion”) filed by the Foreign Representative for PT Holdco, Inc., PTUS, Inc. Primus Telecommunications, Inc., Lingo, Inc., and Primus Telecommunications Canada Inc. (collectively, the “Debtors”) in Canadian insolvency proceedings with Court File No. CV-16-11257-00CL (the “Canadian Proceeding”) pending in Canada before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”) <sup>3</sup> for entry of an order, pursuant to

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<sup>1</sup> The last four digits of the Employer Identification Number or Canadian Business Number, as appropriate, for each debtor follow in parentheses: PT Holdco, Inc. (3731), PTUS, Inc. (0542), Primus Telecommunications, Inc. (4563), Lingo, Inc. (7778), and Primus Telecommunications Canada, Inc. (5618).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion to Shorten and Limit.

<sup>3</sup> The Monitor was appointed as monitor of the Debtors pursuant to provisions of Canada’s Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36 (the “CCAA”), the statute under

Bankruptcy Rules 2002 and 9006 and Rule 9006-1(e) of the Local Rule of Bankruptcy Practice and Procedure of the United States Court for the District of Delaware (the “Local Rules”) for entrance of an order to shorten and limit the notice on the Sale Recognition Motion; and the Court having reviewed the Motion to Shorten and Limit; and the Court having determined that the relief requested in this Motion to Shorten and Limit is in the best interests of the Debtors and their creditors; and it appearing that the notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby

**ORDERED, ADJUGED AND DECREED THAT**

1. The Motion to Shorten is hereby GRANTED;
2. The Foreign Representative, having duly served notice on January 23, 2016 on all Core Notice Parties and Notice Parties that it would file a motion related to sale recognition which would be presented to this Court on February 19, 2016 at 10:00 a.m., is hereby permitted to limit notice of the Sale Recognition Motion to the following parties: (i) the Core Notice Parties; (ii) any party with a security interest in the Debtors’ assets located within the territory of the United States impacted by the Sale which interest is evidenced by a filing of such security interest with the appropriate agency for filing under the Uniform Commercial Code in the United States; (iii) all counterparties to contracts to be assigned under the Assignment Order; and (iv) all counterparties to contracts involving assets located within the territory of the United States which contracts are excluded contracts and are not to be assumed by the Purchaser;

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which the Debtors have been granted relief from creditors. An initial order (“Initial Order”) was entered on January 19, 2016 in the Ontario Superior Court of Justice by the Honourable Mr. Justice Penny, Court File No. CV-16-11257-OOCL, In the Matter of a Plan of Compromise or Arrangement of PT Holdco, Inc., Primus Telecommunications Canada Inc., PTUS, Inc. Primus Telecommunications, Inc., and Lingo, Inc..

3. The Sale Recognition Motion will be presented to the Court at the hearing previously scheduled on February 19, 2016 at 10:00 a.m. (prevailing Eastern Time) or such later date as may be ordered by this Court (the “Sale Recognition Hearing”) before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6<sup>th</sup> Floor, Courtroom #2 Wilmington, Delaware 19801;

4. The Foreign Representative is to serve all of the foregoing parties with the Sale Recognition Motion and all exhibits thereto no more than eighteen (18) days prior to the Sale Recognition Hearing in a manner consistent with this Court’s Notice Order. Such notice will constitute proper, adequate, appropriate and proper service of the Sale Recognition Motion; and

5. Responses or objections, if any, to the Sale Recognition Motion must be in writing describing the basis therefore and shall be (i) filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801; and (ii) served upon Elliott Greenleaf, P.C., 1105 N. Market Street, 17<sup>th</sup> Floor Wilmington, Delaware 19801 (Attn: Rafael Zahralddin, Esq.), U.S. Counsel to the Monitor, so as to be received **no later than 11:00 a.m. (Eastern Time) on the day that is three (3) days before the Sale Recognition Hearing.**

Dated: Wilmington, Delaware  
February \_\_, 2016

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The Honorable Laurie Selber Silverstein  
United States Bankruptcy Judge



# **EXHIBIT B**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 15
PT HOLDCO, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 16-10131 (LSS)
	)	
Debtors in a Foreign Proceeding.	)	(Joint Administration Requested)
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**NOTICE OF FILING AND HEARING ON VERIFIED PETITION  
OF A FOREIGN MAIN PROCEEDING AND RELATED RELIEF**

PLEASE TAKE NOTICE that on January 19, 2016, FTI Consulting Canada Inc. (“FTI”, “Monitor”, or “Foreign Representative”), the court-appointed monitor and duly authorized foreign representative for PT Holdco, Inc., PTUS, Inc. Primus Telecommunications, Inc., Lingo, Inc., and Primus Telecommunications Canada Inc. (collectively, the “Debtors”) in Canadian insolvency proceedings (the “Canadian Proceeding”) pending in Toronto, Canada before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”),<sup>2</sup> by the Monitor’s United States Counsel, filed an Official Form 401 chapter 15 Petition for Recognition of a Foreign Proceeding for each of the Debtors and the Verified Petition for Recognition of Foreign Main Proceeding and Related Relief (together with all exhibits, declarations and other documents appended thereto or filed in connection therewith, the “Petition for Recognition”) commencing chapter 15 cases ancillary to the Canadian Proceeding and seeking (i) recognition

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<sup>1</sup> The last four digits of the Employer Identification Number or Canadian Business Number, as appropriate, for each debtor follow in parentheses: PT Holdco, Inc. (3731), PTUS, Inc. (0542), Primus Telecommunications, Inc. (4563), Lingo, Inc. (7778), and Primus Telecommunications Canada, Inc. (5618).

<sup>2</sup> The Monitor was appointed as monitor of the Debtors pursuant to provisions of Canada’s Companies’ Creditors Arrangement Act (the “CCAA”), R.S.C. 1985, c. C-36, the statute under which the Debtors have been granted relief from creditors. An initial order was entered on January 19, 2016 in the Ontario Superior Court of Justice by the Honourable Mr. Justice Penny, Court File No. CV-16-11257-OOCL, In the Matter of a Plan of Compromise or Arrangement of PT Holdco, Inc., Primus Telecommunications Canada Inc., PTUS, Inc. Primus Telecommunications, Inc., and Lingo, Inc. (“Initial Order”).

of such foreign proceeding as a “foreign main proceeding” and (ii) relief in aid of the Canadian Proceeding in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) with respect to the Debtors, including certain additional relief pursuant to sections 105, 362, 363, 365, 1507 and 1521 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that a copy of the Petition for Recognition, along with: (i) the lists required to be filed with the Petition for Recognition pursuant to Bankruptcy Rule 1007(a)(4); (ii) the Declaration of Nigel D. Meakin, Senior Managing Director of FTI, the Foreign Representative for the foreign proceeding required to be filed pursuant to Bankruptcy Code section 1515; (iii) Order Scheduling Hearing on Petition for Recognition and Specifying Form and Manner of Notice of Hearing; and (iv) Initial Order (collectively, the “Supporting Documents”) are available at <http://cfcanda.fticonsulting.com/primus/default.htm>, and by request to U.S. Counsel to the Monitor, Elliott Greenleaf, P.C. (Attention: Shelley A. Kinsella, Esq., Email: [sak@elliottgreenleaf.com](mailto:sak@elliottgreenleaf.com) or Telephone: (302) 384-9400).

**PLEASE TAKE FURTHER NOTICE** that, upon a hearing on January 21, 2016 and pursuant to Order Granting Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code [D.I. 9] (the “Provisional Relief Order”), a copy of which is served upon you herewith, the Bankruptcy Court has scheduled a hearing regarding the extension of provisional relief granted therein on **February 4, 2016 at 2:00 p.m. (Eastern Time)** (the “Provisional Relief Hearing”) before Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6<sup>th</sup> Floor, Courtroom #2, Wilmington, Delaware, 19801, U.S.A. The Provisional Relief Hearing will address the continuation of provisional relief granted by the Provisional Relief Order until the Recognition



Hearing (defined and described below) through February 19, 2016 or to such time as the hearing on February 19, 2016 is continued or rescheduled, if any.

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the extension of provisional relief set forth in the Provisional Relief Order must be (i) in writing describing the basis therefor; (ii) filed with the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware, 19801, U.S.A., **on or before February 1, 2016 at 4:00 p.m. (Eastern Time)** (the “Provisional Relief Objection Deadline”); and (iii) served upon Elliott Greenleaf, P.C., 1105 N. Market Street, Suite 1700, Wilmington, Delaware 19801 (Attention: Rafael X. Zahralddin, Esq.), United States counsel to the Monitor, so as to be received on or before the Provisional Relief Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that, upon a hearing on January 21, 2016 and pursuant to the Order Scheduling Hearing on Petition for Recognition and Specifying Form and Manner of Notice of Hearing [D.I. 12] the (“Scheduling Order”), a copy of which is served upon you herewith, the Bankruptcy Court has scheduled a hearing on **February 19, 2016 at 10:00 a.m. (Eastern Time)** (the “Recognition Hearing” and, collectively with the Provisional Relief Hearing, the “Hearings”) before Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6<sup>th</sup> Floor, Courtroom #2, Wilmington, Delaware, 19801, U.S.A. The Recognition Hearing will address the Petition for Recognition and other matters related to the CCAA proceedings, including possible recognition of any motions made to approve the proposed sale of substantially all of the Debtors’ assets. The Debtors will file any related motions on or before January 30,

2016, in accordance with the Federal Rules of Bankruptcy Procedure and all relevant and corresponding Local Rules of Bankruptcy Procedure for the District of Delaware.

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the relief requested in the Petition for Recognition and/or possible recognition of any motions made to approve the proposed sale of substantially all of the Debtors' assets must be (i) in writing describing the basis therefor; (ii) filed with the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware, 19801, U.S.A., **on or before February 12, 2016 at 4:00 p.m. (Eastern Time)** (the "Recognition Objection Deadline"); and (iii) served upon Elliott Greenleaf, P.C., 1105 N. Market Street, Suite 1700, Wilmington, Delaware 19801 (Attention: Rafael X. Zahralddin, Esq.), United States counsel to the Monitor, so as to be received on or before the Recognition Objection Deadline. Replies to objections must be to be filed **on or before February 16, 2016 at 4:00 p.m. (Eastern Time)**. The notice of agenda must be filed **on or before February 17, 2016 at 12:00 p.m. (Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that all parties in interest opposed to the Petition for Recognition, possible recognition of any motions made to approve the proposed sale of substantially all of the Debtors' assets or the Monitor's request for continued provisional relief must appear at the Hearings at the time and place set forth above. Further, the Hearings may be adjourned from time to time without further notice other than an announcement in open court at the Hearings of the adjourned date or dates or any further adjourned hearing.

**PLEASE TAKE FURTHER NOTICE** that parties can appear at the Hearings telephonically through CourtCall, LLC (Telephone: 866-582-6878 or Facsimile: 866-533-2946),

provided however, that if the Hearings are evidentiary hearings, the Court may require parties to attend in person to allow witnesses to be cross examined and evidence to be introduced.

**PLEASE TAKE FURTHER NOTICE** that the Monitor intends to raise issues pertaining to foreign law, specifically Canadian insolvency law, in connection with the Petition for Recognition; (i) recognizing the Canadian Proceeding as a foreign main proceeding pursuant to chapter 15 of the Bankruptcy Code and the Foreign representative as the Debtors' foreign representative under Bankruptcy Code sections 1509 and 1517; (ii) granting automatic relief pursuant to Bankruptcy Code section 1520; and (iii) granting other and additional relief pursuant to Bankruptcy Code sections 1507 and 1521 (a) and (b).

**PLEASE TAKE FURTHER NOTICE** that if no response or objection is timely filed and served as provided above, the Bankruptcy Court may grant recognition and relief requested by the Monitor without further notice. Copies of the Petition for Recognition and the Supporting Documents will be made available upon request at the office of the Monitor's United States Counsel at the address below.

Dated: January 21, 2016  
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.



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