

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

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

NOTICE REGARDING HEARING ON SALE RECOGNITION MOTION

PLEASE TAKE NOTICE that PT Holdco, Inc., PTUS, Inc. Primus Telecommunications, Inc., Lingo, Inc., and Primus Telecommunications Canada Inc. (collectively, the “Debtors”) commenced insolvency proceedings in the Ontario Superior Court of Justice (Commercial List) in Toronto, Canada (the “Canadian Court”) ² (the “Canadian Proceeding”) on January 19, 2016 for the purpose of approval of the sale of substantially all of the Debtors’ assets (the “Sale”).

PLEASE TAKE FURTHER NOTICE that 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”) [D.I. 3-1 at Exhibit A].

PLEASE TAKE FURTHER NOTICE that on January 19, 2016, FTI Consulting Canada Inc. (“Monitor” or “Foreign Representative”), the court-appointed monitor and duly authorized foreign representative for the Debtors filed the *Verified Petition for Recognition of*

¹ 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).

² The Monitor (defined *infra*) 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.

Foreign Main Proceeding and Related Relief [D.I. 3]. The Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an *Order Granting Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code* [D.I. 9] on January 21, 2016, a *Second Order Granting Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code* [D.I. 20] on February 4, 2016, and the *Order Granting Recognition and Related Relief* [D.I. 32] was granted by the Bankruptcy Court on February 19, 2016.

PLEASE TAKE FURTHER NOTICE that a hearing is scheduled for February 25, 2016 in the Ontario Superior Court of Justice (Commercial List) in Toronto, Canada for Sale approval.

PLEASE TAKE FURTHER NOTICE that a hearing is scheduled for March 2, 2016 in the Ontario Superior Court of Justice (Commercial List) in Toronto, Canada regarding the assignment of contracts related to the Sale.

PLEASE TAKE FURTHER NOTICE that **all objections related to the Sale must be addressed in the Ontario Superior Court of Justice (Commercial List) in Toronto, Canada** 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.* Objections related to the Sale can be heard at the time of the February 25, 2016 and March 2, 2016 hearings in the Ontario Superior Court of Justice (Commercial List) in Toronto, Canada.

PLEASE TAKE FURTHER NOTICE that on February 11, 2016, the Foreign Representative filed 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, Vesting and*

Distribution Orders and Granting Related Relief (the “Sale Recognition Motion”) [D.I. 23].

PLEASE TAKE FURTHER NOTICE that any objections 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, United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware, 19801, U.S.A. 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 no later than **4:00 p.m. (Eastern Time) on February 24, 2016.** [D.I. 24.]

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PLEASE TAKE FURTHER NOTICE that the hearing on the Sale Recognition Motion (the "Sale Recognition Hearing") was originally scheduled before the Bankruptcy Court on February 29, 2016. This hearing has been rescheduled pursuant to direction from the Bankruptcy Court to accommodate scheduling in the Canadian Court. The Foreign Representative filed a *Notice of Adjourned Hearing* on February 19, 2016 [D.I. 33] advising that **the Sale Recognition Hearing is now scheduled for March 4, 2016 at 1:00 p.m. Eastern Time** 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, 6th Floor, Courtroom #2, Wilmington, Delaware, 19801, U.S.A. **The previously scheduled objection deadline for the Sale Recognition Hearing has not changed, notwithstanding the rescheduling of the Sale Recognition Hearing date.**

Dated: February 23, 2016
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.



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