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LA PRESENT ATTESTE QUE CE DOCUMENT, DONT CHACUNE DES PAGES EST REVETUE DU SCEAU DE LA COUR SUPERIEURE DE JUSTICE A TORONTO, EST UNE COPIE CONFORME DU DOCUMENT CONSERVE DANS CE BUREAU

Court File No. CV-16-11257-00CL

DATED AT TORONTO THIS 15th DAY OF April 20 16
FAIT A TORONTO LE _____ JOUR DE _____ 20 16
REGISTRAR _____ GREFFIER _____

ONTARIO

SUPERIOR COURT OF JUSTICE

COMMERCIAL LIST

BETWEEN:

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF
PRIMUS TELECOMMUNICATIONS CANADA INC., PRIMUS
TELECOMMUNICATIONS, INC AND LINGO, INC.

Applicants

MONITOR'S CERTIFICATE

RECITALS

A. Pursuant to an Order of the Honourable Mr. Justice Penny of the Ontario Superior Court of Justice (the "Court") dated January 19, 2016, Primus Telecommunications Canada Inc., Primus Telecommunications, Inc. and Lingo, Inc. (the "Vendors") were granted protection under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36 and FTI Consulting Canada Inc. was appointed as the Monitor (the "Monitor") of the Vendors.

B. Pursuant to an Order of the Court dated February 25, 2016 (the "Approval and Vesting Order"), the Court approved the agreement of purchase and sale made as of January 19, 2016 (as amended on March 31, 2016 and as may be further amended, restated or modified from time to time, the "Sale Agreement") between the Vendors and Birch Communications, Inc. ("Birch" and Birch together with its permitted assigns pursuant to the Sale Agreement, as applicable, the "Purchaser") and provided for the vesting in the Purchaser of the Vendors' right, title and interest in and to the Purchased Assets (other than the Regulated Customer Relationships, which shall vest in the Purchaser in accordance with the terms of the Approval and Vesting Order), which vesting is to be effective with respect to the Purchased Assets upon the delivery by the Monitor to Birch of a certificate confirming (i) the payment by the Purchaser of the Closing Cash Payment; (ii) that the conditions to Closing as set out in Article 7 of the Sale

Agreement have been satisfied or waived by the Vendors and the Purchaser (as applicable); and (iii) the Transaction has been completed to the satisfaction of the Monitor.

C. Pursuant to the Approval and Vesting Order, the Monitor may rely on written notice from the Vendors and the Purchaser regarding fulfillment of conditions to closing under the Sale Agreement.

D. Unless otherwise indicated herein, terms with initial capitals have the meanings set out in the Sale Agreement.

THE MONITOR CERTIFIES the following:

1. The Vendors and Birch have each delivered written notice to the Monitor that all applicable conditions under the Sale Agreement have been satisfied and/or waived, as applicable;
2. The Monitor has received the Closing Cash Payment and the Regulated Customer Relationships Escrow, if applicable; and
3. The Transaction has been completed to the satisfaction of the Monitor.
4. This Certificate was delivered by the Monitor and effective as at 12:01 a.m. Eastern time on April 1, 2016.

**FTI Consulting Canada Inc., in its capacity as
Monitor of Primus Telecommunications Canada
Inc., Primus Telecommunications, Inc. and
Lingo, Inc., and not in its personal capacity**

Per:



Name: Nigel Meakin

Title: Senior Managing Director

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED
AND 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.

Applicants

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding Commenced at Toronto

CERTIFICATE OF THE MONITOR

BLAKE, CASSELS & GRAYDON LLP
Barristers and Solicitors
Box 40, Commerce Court West
199 Bay Street, Suite 4000
Toronto, Ontario M5L 1A9

Linc Rogers, LSUC # 43562N
Tel: 416-863-4168
Fax: 416-863-2653
Email: linc.rogers@blakes.com

Aryo Shalviri, LSUC # 63867A
Tel: 416-863-2962
Email: aryo.shalviri@blakes.com

Lawyers for the Monitor, FTI Consulting
Canada Inc.

