

**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)
) (Jointly Administered)
Debtors in a Foreign Proceeding.)
) **RE: D.I. 54**

**CERTIFICATION OF COUNSEL REGARDING
MOTION OF FOREIGN REPRESENTATIVE'S (I) FINAL REPORT
AND (II) MOTION TO CLOSE THE CHAPTER 15 CASES**

I, Rafael X. Zahralddin, United States counsel to FTI Consulting Canada Inc. (the “Foreign Representative” or “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 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”),² hereby certify as follows:

1. On December 29, 2017, the Foreign Representative filed the *Motion of Foreign Representative's (I) Final Report and (II) Motion to Close the Chapter 15 Cases* (the “Motion”).
2. Pursuant to Bankruptcy Code sections 350(a) and 1517(d), Bankruptcy Rule 5009(c), and Del. Bankr. L.R. 5009-2, objections were to be filed and served by January 29,

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).

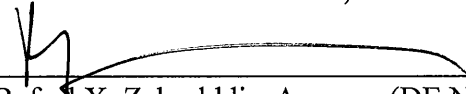
² The Monitor was appointed as monitor of the Debtors pursuant to provisions of Canada’s Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36 (the “CCAA”), the statute under which the Debtors have been granted relief from creditors. An initial order was entered on January 19, 2016 in the Ontario 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.

2018 (the “Objection Deadline”). Pursuant to Del. Bankr. L.R. 5009-2, if no objections have been filed by the Unites States Trustee or a party in interest within thirty (30) days of the service of the Motion, there shall be a presumption that the case has been fully administered and the Court may close the case. The undersigned further certifies that he has reviewed the Court’s docket in this case and no answer, objection, or other responsive pleading to the Motion appears thereon.

3. It is hereby respectfully requested that the appropriate proposed form of Order attached hereto as Exhibit A³ be entered at the earliest convenience of the Court.

Date: January 29, 2018
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.



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Attorneys for the Foreign Representative

³ The order attached as Exhibit A is exactly the same as was filed with the Motion, but is included for the convenience of the Court.

EXHIBIT A

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

In re:)	
)	Chapter 15
PT HOLDCO, INC., ¹)	
)	Case No. 16-10131 (LSS)
)	
Debtors in a Foreign Proceeding.)	(Jointly Administered)
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PTUS, INC.,)	Case No. 16-10132 (LSS)
)	
Debtors in a Foreign Proceeding.)	
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PRIMUS TELECOMMUNICATIONS, INC.)	Case No. 16-10133 (LSS)
)	
Debtors in a Foreign Proceeding.)	
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LINGO, INC.,)	Case No. 16-10134 (LSS)
)	
Debtors in a Foreign Proceeding.)	
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PRIMUS TELECOMMUNICATIONS CANADA, INC.,)	Case No. 16-10135 (LSS)
)	
Debtors in a Foreign Proceeding.)	
<hr/>		
)	RE: D.I. Nos. _____

**ORDER REGARDING (I) FINAL REPORT AND
(II) GRANTING MOTION TO CLOSE THE CHAPTER 15 CASES**

Upon the Foreign Representative's (I) the Sixth Report of the Monitor which was attached as an Exhibit to the Motion² (the "Final Report"), and (II) the Motion to Close the Chapter 15 Cases (the "Motion"), filed by FTI Consulting Canada Inc. in its capacity as the court-appointed authorized foreign representative (in such capacity and not in its personal or corporate capacity, the "Foreign Representative" or "Monitor") of the above-captioned debtors

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 All capitalized terms herein not otherwise defined are ascribed the meanings given them in the Motion.

(collectively, the “Debtors”) in the above captioned chapter 15 cases (collectively, the “Chapter 15 Cases”)³, which is also the court-appointed monitor in a proceeding commenced under Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, and pending before the Ontario Superior Court of Justice (Commercial List),⁴ for entry of an order, pursuant to Bankruptcy Code sections 350(a) and 1517(d), Bankruptcy Rule 5009(c), and Local Rule 5009-2, closing the Chapter 15 Cases; and the *Certificate of Service Regarding Filing and Service of Foreign Representative’s (I) Final Report and (II) Motion to Close the Chapter 15 Cases*; and upon consideration of the Final Report, Motion, and all pleadings related thereto, and the Court finding and concluding that (a) this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157, and 1334 and section 1501 of the Bankruptcy Code; (b) this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and (c) notice of the Final Report and the Motion pursuant to Bankruptcy Rule 5009(c) and Local Rule 5009-2(b) was due and proper under the circumstances for all purposes and no further notice being necessary; (d) there being no objection filed by the United States Trustee or a party in interest within thirty days of the notice being given pursuant to Local Rule 5009-2(b); and it appearing that the relief requested Motion is in the best interest of the Debtors, their creditors, and other parties-in-interest; and after due deliberation, and good and sufficient cause appearing therefore;

³ PT Holdco, Inc., PTUS, Inc., Primus Telecommunications, Inc., Lingo, Inc., and Primus Telecommunications Canada, Inc.

⁴ The Monitor was appointed pursuant to provisions of Canada’s *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, the Canadian statute under which the Debtors have been granted relief from creditors. An Initial Order was entered on January 19, 2016 in the Canadian Court by the Honourable Mr. Justice Penny, Court File No. CV-16-11257-OOCL, *In the Matter of a Plan of Compromise of Arrangement of PT Holdco, Inc., Primus Telecommunications Canada, Inc., PUTS, Inc., Primus Telecommunications, Inc., and Lingo, Inc.*

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. As no objection was filed pursuant to Bankruptcy Code sections 350(a) and 1517(d), Bankruptcy Rule 5009(c), and Local Rule 5009-2, the case is presumed fully administered under Local Rule 5009-2 (b) and can be closed.
3. The following Chapter 15 Cases are hereby closed pursuant to Bankruptcy Code sections 350(a) and 1517(d), Bankruptcy Rule 5009(c), and Local Rule 5009-2: PT Holdco, Inc., Case No. 16-10131, PTUS, Inc., Case No. 16-10132, Primus Telecommunications, Inc., Case No. 16-10133, Lingo, Inc., Case No. 16-10134, and Primus Telecommunications Canada, Inc., Case No. 16-10135.
4. A docket entry shall be made in the Chapter 15 Cases reflecting entry of this Order.
5. The Foreign Representative is authorized and empowered to take all actions necessary to implement the relief granted in this Order.
6. Entry of this final decree pursuant to Local Rule 5009-2 (a) and entry of this Order are without prejudice to the rights of any party to seek to reopen this case for cause pursuant to section 350(b) of the Bankruptcy Code.
7. Any orders heretofore entered by this Court in the Chapter 15 Cases shall survive entry of this Order.
8. This Court shall retain jurisdiction with respect to its prior orders in the Chapter 15 Cases, the enforcement, amendment or implementation of this Order, or requests for any additional relief in or related to the Chapter 15 Cases.

Dated: January __, 2018
Wilmington, Delaware

HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE