

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)

THURSDAY, THE 20th

JUSTICE WILTON-SIEGEL)

DAY OF SEPTEMBER, 2018



**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

PASSING OF ACCOUNTS AND APPROVAL OF ACTIVITIES ORDER

THIS MOTION, made by FTI Consulting Canada Inc., in its capacity as Court-appointed monitor of the Applicants (in such capacity, the "**Monitor**") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Seventh Report of the Monitor dated September 11, 2018 (the "**Seventh Report of the Monitor**"), the affidavit of Steven Bissell, sworn September 11, 2018, the affidavit of Linc Rogers sworn September 7, 2018 and the affidavit of Rafael Zahralddin-Aravena sworn September 4, 2018, and on hearing the submissions of counsel for the Monitor and counsel for those parties listed on the counsel slip for today's hearing, no one else appearing for any other person on the service list, although duly served as appears from the affidavit of service of Agnieszka Kawalec sworn September 12, 2018.

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record in respect of this Motion is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

2. **THIS COURT ORDERS** that (i) the fees and disbursements of the Monitor for the period from September 1, 2016 to August 31, 2018, inclusive, totaling CAD \$403,339.61 (excluding applicable taxes), (ii) the fees and disbursements of the Monitor's Canadian counsel, Blake, Cassels & Graydon LLP (the "**Monitor's Canadian Counsel**") for the period from September 1, 2016 to August 31, 2018, inclusive, totaling CAD \$258,360.37 (excluding applicable taxes), and (iii) the fees and disbursements of the Monitor's US counsel, Elliott Greenleaf LLP (the "**Monitor's US Counsel**") for the period from September 1, 2016 to August 31, 2018, inclusive, totaling USD \$53,637.01 (including applicable taxes), be and are hereby approved.

3. **THIS COURT ORDERS** that the fees and disbursements of the Monitor, the Monitor's Canadian Counsel and the Monitor's US Counsel to complete the Monitor's remaining duties and administration of these proceedings (collectively, the "**Termination of CCAA Fees**") shall only be subject to approval by further order of this Court, in the event that (i) the Termination of CCAA Fees exceed an aggregate total of CAD \$40,000 (excluding applicable taxes) (collectively, the "**Termination of CCAA Fee Threshold**"), and (ii) Bank of Montreal as administrative agent for the lending syndicate requests that such approval be sought within three business days of receiving written notice of the quantum by which the Termination of CCAA Fees exceed the Termination of CCAA Fees Threshold.

4. **THIS COURT ORDERS** that the Sixth Report of the Monitor, dated December 29, 2017, and the Seventh Report of the Monitor, and the actions, conduct and activities of the Monitor described therein are hereby approved.

G. / Don - L. J.

ENTERED AT / INSCRIT A TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

SEP 20 2018

PER / PAR:

MLH

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

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

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.

ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)

Proceeding commenced at Toronto

**PASSING OF ACCOUNTS AND APPROVAL OF
ACTIVITIES ORDER**

BLAKE, CASSELS & GRAYDON LLP
199 Bay Street
Suite 4000, Commerce Court West
Toronto, Canada M5L 1A9

Linc Rogers LSUC#: 43562N
Tel: (416) 863-4168
Email: linc.rogers@blakes.com

Aryo Shalviri LSUC#: 63867A
Tel: (416) 863-2962
Fax: (416) 863-2653
Email: aryo.shalviri@blakes.com

Lawyers for FTI Consulting Canada Inc. as
Monitor