

**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.) (Joint Administration Requested)
)
) **Re Docket No. 5**

**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**

Upon the motion (the “Motion”)² of the Monitor for the Debtor for entry of an order scheduling a hearing on the Monitor’s verified petition for recognition of foreign main proceeding and the relief requested therein and specifying the form and manner of service of notice of the hearing; it is hereby:

ORDERED, that the form of the Notice attached hereto as **Exhibit 1** is hereby APPROVED; and it is further

ORDERED, that copies of the Notice, the Petition for Recognition, related filings, and the documents filed in support thereof (collectively, the “Service Documents”) shall be served by Canada Post first-class mail, United States first-class mail, facsimile, e-mail, by publication notice on the Monitor’s website, overnight courier or personal delivery within three (3) business

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 Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

days of the entering of this order, upon the Core Notice Parties and the Notice Parties, **as set forth in the Motion**, at their last known addresses; and it is further

ORDERED, that if any party files a notice of appearance in this case, the Monitor shall serve the Service Documents upon such party within ten (10) business days of the filing of such notice of appearance if such documents have not already been served on such party (or its counsel); and it is further

ORDERED, that a hearing (the "Hearing") on the relief sought in the Petition for Recognition as well as responses or objections, if any, to the Service Documents shall be held on **February 19, 2016, at 10:00 am (prevailing Eastern Time)**, before the Honorable *Laurie Selber Silverstein*, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 N. Market Street, 6th Floor, Courtroom #2, Wilmington, Delaware 19801; and it is further

ORDERED, that responses or objection, if any, to the Service Documents must be in writing describing the basis therefore and shall be (i) filed with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801; and (ii) served upon Elliott Greenleaf, P.C., 1105 N. Market Street, Suite 1700, Wilmington, Delaware 19801 (Attn: Rafael X. Zahralddin, Esq.), United States Counsel to the Monitor, so as to be received **on or before February 12, 2016, at 4:00 p.m. (Eastern Time)**; and it is further

ORDERED, that replies in support of the relief sought in the Petition for Recognition shall be filed with the Court **on or before February 16, 2016, at 4:00 p.m. (Eastern Time)**; and it is further

ORDERED, that the Hearing may be adjourned from time to time without notice other than an announcement in open court at the Hearing or the adjourned date of the hearing; and it is further

ORDERED, that all notice requirements specified in Bankruptcy Code section 1514(c) are hereby found to be inapplicable or are otherwise waived; and it is further

ORDERED, that service pursuant to this Order shall be good and sufficient service and adequate notice of the hearing to consider the Petition for Recognition and the Monitor's request for an order granting recognition of the foreign proceeding as a "foreign main proceeding" and for related relief.

Dated: January 21, 2016


HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

**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.) (Joint Administration Requested)
_____)

**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”),² 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

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 (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://cfcanada.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 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, 6th 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, 3rd 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. ___] 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, 6th 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, 3rd 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.

Rafael X. Zahralddin-Aravena (DE No. 4166)
Shelley A. Kinsella (DE No. 4023)
Kate Harmon (DE No. 5343)
1105 N. Market St., Ste. 1700
Wilmington, DE 19801
Telephone: (302) 384-9400
Facsimile: (302) 384-9399
Email: rxza@elliottgreenleaf.com
Email: sak@elliottgreenleaf.com
Email: khh@elliottgreenleaf.com

Attorneys for the Monitor