

**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: Docket Nos. 4 & 9**

**CERTIFICATION OF COUNSEL REGARDING
PROPOSED SECOND ORDER GRANTING PROVISIONAL RELIEF
PURSUANT TO SECTION 1519 OF THE BANKRUPTCY CODE**

I, Shelley A. Kinsella, counsel to FTI Consulting Canada Inc., the duly appointed and acting monitor and foreign representative (the “Foreign Representative”) of PT Holdco, Inc., PTUS, Inc., Primus Telecommunications, Inc., Lingo, Inc., and Primus Telecommunications Canada Inc. (collectively, the “Debtors”), hereby certify as follows:

1. On January 19, 2016, the Foreign Representative filed, among other things, the *Emergency Motion for Temporary Restraining Order, and After Notice and Hearing, a Preliminary Injunction, Pursuant to Bankruptcy Code Sections 105(A), 362, 1507, 1519, and 1521* (the “Motion”) [D.I. 4] with the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. A hearing was held before the Court on January 21, 2016 to consider certain provisional relief requested in the Motion. The Court made revisions to the proposed form of Order granting the Motion, and entered the corresponding *Order Granting Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code* (the “First Provisional Order”) [D.I. 9].

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).

3. Pursuant to the First Provisional Order, a further hearing to consider the Foreign Representative's request to extend the relief granted by the First Provisional Order (the "Extension Request"), through and including the date the Court enters a final ruling on the *Verified Petition for Recognition of Foreign Main Proceeding and Related Relief* [D.I. 3] is scheduled to be held on February 4, 2016 at 2:00 p.m. (ET). Objections or responses to the Extension Request were due by February 1, 2016 at 4:00 pm (ET).

4. No objections or responses to the Extension Request were received by counsel to the Foreign Representative or filed with the Court. Accordingly, on February 2, 2016, a *Certificate of No Objection* was filed [D.I. 15].

5. Counsel to the Foreign Representative has revised the proposed form of Order (the "Proposed Second Provisional Order") granting the Extension Request to be, in part, consistent with the revisions the Court made to the First Provisional Order where applicable.

6. Attached hereto as Exhibit A is the Proposed Second Provisional Order. Attached hereto as Exhibit B is a blackline of the Proposed Second Provisional Order against the as-entered First Provisional Order.

WHEREFORE, the Foreign Representative respectfully requests entry of the Proposed Second Provisional Order attached hereto as Exhibit A at the convenience of the Court.

Dated: February 4, 2016
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.


Shelley A. Kinsella (DE No. 4023)
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Wilmington, DE 19801
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Facsimile: (302) 384-9399
Email: sak@elliottgreenleaf.com

Attorneys for the Monitor

EXHIBIT A

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

In re:)	Chapter 15
)	
PT HOLDCO, INC., <i>et al.</i> , ¹)	Case No. 16-10131 (LSS)
)	(Jointly Administered)
Debtors in a Foreign Proceeding.)	
		Re Docket No. 4

**SECOND ORDER GRANTING PROVISIONAL RELIEF
PURSUANT TO SECTION 1519 OF THE BANKRUPTCY CODE**

Upon the *Emergency Motion for Temporary Restraining Order, and After Notice and Hearing, a Preliminary Injunction, Pursuant to Bankruptcy Code Sections 105(A), 362, 1507, 1519, and 1521* (the “Motion”),² by FTI Consulting Canada Inc., the duly appointed and acting monitor (the “Monitor”) and foreign representative of PT Holdco, Inc., PTUS, Inc. Primus Telecommunications, Inc., Lingo, Inc., and Primus Telecommunications Canada Inc. (collectively, the “Debtors”) in Canadian insolvency proceedings pending in Ontario, Canada (the “Canadian Proceeding”) ³; pursuant to sections 105(a), 1507, 1519, and 1521 of title 11 of the United States Code (the “Bankruptcy Code”), and the Court having considered and reviewed the *Motion and the Verified Petition for Recognition of Foreign Main Proceeding and Related Relief* (the “Petition for Recognition”) [D.I. 3], and all related documents filed

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).

²Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Motion.

³ 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”).

contemporaneously therewith, including, but not limited to, the *Declaration of Nigel D. Meakin* [D.I. 6] in connection with the Petition for Recognition, including all facts specifically alleged and verified therein; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and due and sufficient cause appearing therefor; the Court hereby finds and concludes as follows:⁴

A. On January 21, 2016, the Court entered the *Order Granting Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code* (the “First Provisional Order”) [D.I. 9]; service of the First Provisional Order was effectuated pursuant to the direction of the Court and in accordance with the Notice Order, as defined in paragraph 4 below;

B. The Monitor has demonstrated a substantial likelihood of success on the merits that the Debtors are the subject of a pending foreign main proceeding in Canada and that the Monitor is the foreign representative of the Debtors;

C. The Monitor has demonstrated that, without a stay of execution against the Debtors’ assets located in the United States and the protections of section 362 of the Bankruptcy Code, there is a material risk that the Debtors will suffer irreparable harm to the value of their business, assets, and property located in the United States;

D. The Monitor has demonstrated that, without the protections of section 365 of the Bankruptcy Code, there is a material risk that key contracts may not be preserved and that counterparties to certain of the Debtors’ agreements may take the position that the

⁴ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Rule 52 of the Federal Rules of Civil Procedure (the “Federal Rules”), made applicable by Rule 7052 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Bankruptcy Rule 9014. To the extent any finding of fact shall be determined to be a conclusion of law, it shall be so deemed, and to the extent any conclusion of law shall be determined to be a finding of fact, it shall be so deemed.

commencement of the Canadian Proceeding authorizes them to terminate such contract or accelerate obligations thereunder;

E. The Monitor has demonstrated that such termination or acceleration, if permitted and valid, would severely disrupt the Debtors' operations in the United States, result in irreparable damage to the value of the Debtors' businesses in the United States, and cause substantial harm to the Debtors' creditors and other parties in interest;

F. The Monitor has demonstrated that no injury will result to any party that is greater than the harm to the Debtors' business, assets, and property located in the United States in the absence of the requested relief;

G. The Monitor has demonstrated that the interests of the public will be served by this Court's granting of the relief requested by the Monitor;

H. In the context of these cases, it would have been infeasible for the Monitor to have served notice of the Motion on all parties in interest in connection with the provisional emergency relief requested in the Motion;

I. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code;

J. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and

K. Venue is proper in this District pursuant to 28 U.S.C. § 1410(3). NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is GRANTED, as set forth herein.
2. The temporary stay issued pursuant to the First Provision Order, pursuant to sections 105 and 1519 of the Bankruptcy Code, sections 362 and 365 of the Bankruptcy Code shall remain in full force and effect in these cases, thereby (a) staying any and all actions or

proceedings against the Debtors and their assets in the United States, including actions by all persons and entities to seize, attach, possess, execute against, and/or enforce any claim or lien against any property located in the United States in which any of the Debtors has an interest and (b) preserving contracts that have not been terminated and staying all persons and entities from taking any action to terminate or modify any executory contract or unexpired lease with any of the Debtors, including without limitation the right to rely upon any contractual provision purporting to effect a termination or modification solely because of a condition of the kind described in section 365(e)(1) of the Bankruptcy Code.

3. Such provisional application of sections 362 and 365 of the Bankruptcy Code shall extend through and including the conclusion of a hearing to be held on the Monitor's Petition for Recognition, which is scheduled to be heard on February 19, 2016 at 10:00 am. *See* Notice Order, as defined below.

4. The Monitor shall cause notice of the entry of this Order to be served in accordance with and as set forth in the *Order Scheduling Hearing on Verified Petition Under Chapter 15 for Recognition of a Foreign Main Proceeding and for Additional Relief and Assistance Under 11 U.S.C. §§105(a), 1507 and 1521 and Specifying Form and Manner of Service of Notice of Hearing* (the "Notice Order") [D.I. 12].

5. Service in accordance with the terms of the Notice Order shall constitute adequate and sufficient service and notice.

6. Pursuant to Bankruptcy Rule 7065, the security provisions of Federal Rule 65(c) are waived.

7. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: February 4, 2016

HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 15
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PT HOLDCO, INC., et al.,¹) Case No. 16-10131 (LSS)
) (Jointly Administered)
Debtors in a Foreign Proceeding.)
Re Docket No. 4

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**SECOND ORDER GRANTING PROVISIONAL RELIEF
PURSUANT TO SECTION 1519 OF THE BANKRUPTCY CODE**

Upon the *Emergency Motion for Temporary Restraining Order, and After Notice and Hearing, a Preliminary Injunction, Pursuant to Bankruptcy Code Sections 105(A), 362, 1507, 1519, and 1521* (the "Motion"),² by FTI Consulting Canada Inc., the duly appointed and acting monitor (the "Monitor") and foreign representative of PT Holdco, Inc., PTUS, Inc. Primus Telecommunications, Inc., Lingo, Inc., and Primus Telecommunications Canada Inc. (collectively, the "Debtors") in Canadian insolvency proceedings pending in Ontario, Canada (the "Canadian Proceeding")³; pursuant to sections 105(a), 1507, 1519, and 1521 of title 11 of the United States Code (the "Bankruptcy Code"), and the Court having considered and reviewed the *Motion and the Verified Petition for Recognition of Foreign Main Proceeding and Related Relief* (the "Petition for Recognition") [D.I. 3], and all related documents filed

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contemporaneously therewith, including, but not limited to, the *Declaration of Nigel D. Meakin* [D.I. 6] in connection with the Petition for Recognition, including all facts specifically alleged and verified therein; and it appearing that notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; and upon the record herein; and due and sufficient cause appearing therefor; the Court hereby finds and concludes as follows:⁴

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A. On January 21, 2016, the Court entered the *Order Granting Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code* (the "First Provisional Order") [D.I. 9]; service of the First Provisional Order was effectuated pursuant to the direction of the Court and in accordance with the Notice Order, as defined in paragraph 4 below;

B. The Monitor has demonstrated a substantial likelihood of success on the merits that the Debtors are the subject of a pending foreign main proceeding in Canada and that the Monitor is the foreign representative of the Debtors;

C. The Monitor has demonstrated that, without a stay of execution against the Debtors' assets located in the United States and the protections of section 362 of the Bankruptcy Code, there is a material risk that the Debtors will suffer irreparable harm to the value of their business, assets, and property located in the United States;

D. The Monitor has demonstrated that, without the protections of section 365 of the Bankruptcy Code, there is a material risk that key contracts may not be preserved and that counterparties to certain of the Debtors' agreements may take the position that the

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commencement of the Canadian Proceeding authorizes them to terminate such contract or accelerate obligations thereunder;

E. The Monitor has demonstrated that such termination or acceleration, if permitted and valid, would severely disrupt the Debtors' operations in the United States, result in irreparable damage to the value of the Debtors' businesses in the United States, and cause substantial harm to the Debtors' creditors and other parties in interest;

F. The Monitor has demonstrated that no injury will result to any party that is greater than the harm to the Debtors' business, assets, and property located in the United States in the absence of the requested relief;

G. The Monitor has demonstrated that the interests of the public will be served by this Court's granting of the relief requested by the Monitor;

H. In the context of these cases, it would have been infeasible for the Monitor to have served notice of the Motion on all parties in interest in connection with the provisional emergency relief requested in the Motion;

I. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and section 1501 of the Bankruptcy Code;

J. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P); and

K. Venue is proper in this District pursuant to 28 U.S.C. § 1410(3). NOW, THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

1. The Motion is GRANTED, as set forth herein.

2. ~~The temporary stay issued pursuant to the First Provision Order~~, pursuant to sections 105 and 1519 of the Bankruptcy Code, sections 362 and 365 of the Bankruptcy Code

shall ~~remain in full force and effect~~ in these cases, thereby (a) staying any and all actions or

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proceedings against the Debtors and their assets in the United States, including actions by all persons and entities to seize, attach, possess, execute against, and/or enforce any claim or lien against any property located in the United States in which any of the Debtors has an interest and (b) preserving contracts that have not been terminated and staying all persons and entities from taking any action to terminate or modify any executory contract or unexpired lease with any of the Debtors, including without limitation the right to rely upon any contractual provision purporting to effect a termination or modification solely because of a condition of the kind described in section 365(e)(1) of the Bankruptcy Code.

3. Such provisional application of sections 362 and 365 of the Bankruptcy Code shall extend through and including the ~~conclusion of a hearing to be held~~ on the Monitor’s ~~Petition for Recognition, which is scheduled to be heard on February 19, 2016 at 10:00 am.~~ See Notice Order, as defined below.

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4. The Monitor shall cause notice of the entry of this Order to be served in accordance with and as set forth in the ~~Order Scheduling Hearing on Verified Petition Under Chapter 15 for Recognition of a Foreign Main Proceeding and for Additional Relief and Assistance Under 11 U.S.C. §§105(a), 1507 and 1521 and Specifying Form and Manner of Service of Notice of Hearing~~ (the “~~Notice Order~~”) [D.I. 12].

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5. Service in accordance with the terms of the Notice Order shall constitute adequate and sufficient service and notice.

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6. Pursuant to Bankruptcy Rule 7065, the security provisions of Federal Rule 65(c) are waived.

Deleted: <#>Responses or objections to the Motion must be made pursuant to the Bankruptcy Code, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, and the Bankruptcy Rules, must be in writing and describe the basis therefore, and must be filed with the Office of the Clerk of the Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 and served so as to be received on or before _____, 2016, at 4:00 p.m. (Eastern Time), in accordance with the requirements of Bankruptcy Rule 1011(b), by: (i) United States counsel for the Monitor, Elliott Greenleaf, P.C., 1105 N. Market Street, Suite 1700, Wilmington, Delaware 19801, Attn.: Rafael X. Zahralddin, Esq. (ii) counsel for PT Holdco, Inc. and (iii) counsel to the United States Trustee for the District of Delaware, Office of the United States Trustee, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: David L. Buchbinder, Esq.¶

7. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

| Dated: [February 4, 2016](#)

HONORABLE LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE

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