

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

In re:	)	
	)	Chapter 15
PT HOLDCO, INC., <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 16-10131 ( )
	)	
Debtors in a Foreign Proceeding.	)	(Joint Administration Requested)
	)	
PTUS, INC.,	)	Case No. 16-10132 ( )
	)	
Debtor.	)	
	)	
PRIMUS TELECOMMUNICATIONS, INC.	)	Case No. 16-10133 ( )
	)	
Debtor.	)	
	)	
LINGO, INC.,	)	Case No. 16-10134 ( )
	)	
Debtor.	)	
	)	
PRIMUS TELECOMMUNICATIONS CANADA, INC.,	)	Case No. 16-10135 ( )
	)	
Debtor.	)	
	)	

**MOTION OF FOREIGN REPRESENTATIVE  
REQUESTING JOINT ADMINISTRATION OF  
THEIR CHAPTER 15 CASES FOR PROCEDURAL PURPOSES ONLY**

FTI Consulting Canada Inc. (the “Monitor” or “Foreign Representative”) is 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 pending in Ontario, Canada

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<sup>1</sup> 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).

(the “Canadian Proceeding”).<sup>2</sup> The Monitor, by and through its undersigned counsel, files this motion (the “Motion”) for the entry of an order (the “Order”), substantially in the form attached hereto as Exhibit A, directing joint administration of the related chapter 15 cases of the Debtors. In support of the Motion, the Monitor relies on the Declaration of Nigel D. Meakin in Support of Petition for Recognition (the “Meakin Declaration”) filed herewith. In further support of the Motion, the Monitor respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over these chapter 15 bankruptcy cases and this Motion pursuant to 28 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012.

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P), and pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the Monitor consents to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. Venue is proper under 28 U.S.C. §§ 1410(1) and (3).

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<sup>2</sup> 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”).

4. The statutory basis for the relief requested herein is section 105(a) of the Bankruptcy Code. Relief is also warranted pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 1015-1.

**PROCEDURAL AND FACTUAL BACKGROUND**

5. On January 19, 2016, the Debtors commenced the Canadian Proceedings.

6. On the date hereof, each of the Debtors filed their respective voluntary petitions for relief under chapter 15 of the Bankruptcy Code and a Verified Petition for Recognition of Foreign Main Proceeding and Related Relief (the “Petition for Recognition”) pursuant to section 1515 of the Bankruptcy Code seeking (i) entry of an Order recognizing the Canadian Proceeding as a foreign main proceeding.

7. The detailed factual background relating to the Debtors, the Monitor and the commencement of the Petition for Recognition is set forth in the Meakin Declaration.

**RELIEF REQUESTED**

8. By this Motion, the Monitor seeks entry of an order directing joint administration of these chapter 15 cases for procedural purposes only. Specifically, the Monitor requests that the Court maintain one file and one docket for all of these chapter 15 cases under the case of “PT Holdco, Inc.,” Case No. “16-10131 (\_\_\_),” and that these chapter 15 cases be administered under the caption as follows:

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	) Case No. 16-10131 ( )
	)
Debtors in a Foreign Proceeding.	) (Joint Administration Requested)
_____	)

<sup>1</sup> 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).

9. The Monitor further requests that the Court order that the foregoing caption shall satisfy the requirements set forth in the Bankruptcy Code and the Bankruptcy Rules, including but not limited to sections 342(a) and (c)(1) of the Bankruptcy Code.

10. The Monitor also requests that an entry be made on the docket of the remaining Debtors to reflect the joint administration of these chapter 15 cases that is substantially similar to the following:

An order has been entered in this case directing joint administration of this chapter 15 case with the chapter 15 case PT Holdco, Inc., Case No. 16-10131. All further pleadings and other papers filed in this case shall be filed in, and all further docket entries shall be made in, the case of PT Holdco, Inc., Case No. 16-10131.

#### **BASIS FOR RELIEF**

11. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. *See* 11 U.S.C. § 101(2). Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

12. Section 105(a) of the Bankruptcy Code provides the Court with the power to grant the relief requested herein by permitting the Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a).

13. Further, Local Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 15 cases:

An order of joint administration may be entered, without notice and an opportunity for hearing, upon the filing of a motion for joint administration pursuant to Fed. R. Bankr. P. 1015, supported by an affidavit, declaration, or verification, which establishes that the joint administration of two or more cases pending in this Court under title 11 is warranted and will ease the administrative burden for the Court and the parties. An order of joint administration entered in accordance with this Local Bankruptcy Rule may be reconsidered upon motion of any party in interest at any time. An order of joint administration under this Local Bankruptcy Rule is for procedural purposes only and shall not cause a “substantive” consolidation of the respective debtors’ estates.

Del. Bankr. L.R. 1015-1.

14. Joint administration is generally non-controversial, and courts in this District routinely order joint administration in multiple related cases. *See, e.g., In re Essar Steel Algoma Inc.*, Case No. 15-12271 (BLS) (Bankr. D. Del. Nov. 9, 2015); *In re Thane International, Inc.*, Case No. 15-12186 (KG) (Bankr. D. Del. Oct. 27, 2015); ); *In re Newsat Limited*, Case No. 15-10810 (KJC) (Bankr. D. Del April 16, 2015); *In re Electo Sonic Inc.*, Case No. 14-10240 (MFW) (Bankr. D. Del. Feb. 11, 2014); *In re Pemco World Air Servs., Inc.*, Case No. 12-10799 (MFW) (Bankr. D. Del. Mar. 6, 2012).

15. The five Debtor entities in these chapter 15 cases are “affiliates” as that term is defined in Bankruptcy Code section 101(2). Given the integrated nature of the Debtors’ operations, joint administration of these chapter 15 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders that will arise in these chapter 15 cases will affect each of the Debtors. The entry of an order directing joint administration of these chapter 15 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also

will allow the Office of the United States Trustee for the District of Delaware and all parties in interest to monitor these chapter 15 cases with greater ease and efficiency.

16. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion requests only administrative, not substantive, consolidation of the chapter 15 bankruptcy cases. Parties in interest will not be harmed by the relief requested, but, instead, will benefit the cost reductions associated with the joint administration of these chapter 15 cases. Accordingly, the Monitor submits that the joint administration of these chapter 15 cases is in the best interests of the Debtors, their creditors, and all other parties in interest.

WHEREFORE, for the reasons set forth herein, the Monitor respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit A, granting the relief requested herein, and granting such other and further relief as is just and proper.

Dated: January 19, 2016  
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.

  
\_\_\_\_\_  
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*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> , <sup>1</sup>	)	
	)	Case No. 16-10131 ( )
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Debtor.	)	
	)	
PRIMUS TELECOMMUNICATIONS CANADA, INC.,	)	Case No. 16-10135 ( )
	)	
Debtor.	)	
	)	

**ORDER DIRECTING JOINT ADMINISTRATION OF  
CHAPTER 15 CASES FOR PROCEDURAL PURPOSES ONLY**

Upon consideration of the motion (the “Motion”) of the Foreign Representative<sup>2</sup> for entry of an order directing the joint administration of the Debtors’ chapter 15 cases; and the Court having considered and reviewed the Motion and the chapter 15 Petitions for Recognition and all related documents filed contemporaneously therewith, including, but not limited to, the Meakin

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such term in the Motion.



Declaration, including all facts specifically alleged and verified therein; and upon the record herein; and due and sufficient cause appearing therefor; it is hereby

FOUND AND DETERMINED that:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334;
- B. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);
- C. Venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1401(1) and (3);
- D. The relief requested in the Motion is in the best interests of the Debtors, their creditors, and other parties in interest in these chapter 15 bankruptcy cases;
- E. The Monitor provided an adequate opportunity for a hearing on the Motion under the circumstances; and
- F. The legal and factual bases set forth in the Motion and the Meakin Declaration establish just cause for the relief granted herein

NOW, THEREFORE, IT IS ORDERED that:

- 1. The Motion is GRANTED, as set forth herein.
- 2. The above-captioned chapter 15 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 16-10131.
- 3. The caption of the jointly administered chapter 15 bankruptcy cases shall read as follows:

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	) Case No. 16-10131 (___)
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Debtors in a Foreign Proceeding.	) (Joint Administration Requested)
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4. The foregoing caption shall satisfy the requirements set forth in sections 342(a) and (c)(1) of the Bankruptcy Code.

5. All original pleadings shall be captioned as set forth in paragraph 3, and all original docket entries shall be made in the case of PT Holdco, Inc. Case No. 16-10131.

6. An entry shall be made on the docket of each of the other Debtors' cases that is substantially similar to the following:

An order has been entered in this case directing joint administration of this chapter 15 case with the chapter 15 case PT Holdco, Inc., Case No. 16-10131. All further pleadings and other papers filed in this case shall be filed in, and all further docket entries shall be made in, the case of PT Holdco, Inc., Case No. 16-10131.

7. The Monitor shall maintain, and the Clerk of the United States Bankruptcy Court for the District of Delaware shall keep, one consolidated docket, one file, and one consolidated service list in these chapter 15 bankruptcy cases.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 15 cases.

9. The Monitor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: January \_\_, 2016

\_\_\_\_\_  
HONORABLE  
UNITED STATES BANKRUPTCY JUDGE