

**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 ()
)	
Debtors in a Foreign Proceeding.)	(Joint Administration Requested)
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**MOTION FOR 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**

FTI Consulting Canada Inc. (“FTI” or the “Monitor”) 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 (the “Canadian Proceeding”) pending in Canada before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”).² The Monitor at the request of the Debtors, by and through its undersigned counsel, Elliott Greenleaf, P.C., files this motion (the “Motion”) for the entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Notice Order”), (i) approving the notice substantially in the form annexed hereto as **Exhibit 1** (the “Notice”) to the

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”).

Proposed Notice Order of the filing of the Petition for Recognition (as defined herein) and providing notice of the Monitor's intent to rely on foreign law; (ii) setting a hearing on the relief sought in the Verified Petition (the "Recognition Hearing"), and (iii) specifying the form and manner of service of the Notice. In support of the Motion, the Monitor respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over these bankruptcy cases and the Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference from the United States District Court for the District of Delaware, dated February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2).

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

3. The statutory bases for the relief requested herein are sections 105, 1514, and 1515 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code"). Relief is also warranted pursuant to Rules 1007, 1011, 2002, and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

BACKGROUND

4. On the date hereof (the "Petition Date"), the Monitor, on behalf of each of the Debtors filed their respective voluntary petitions under chapter 15 of the Bankruptcy Code (the "Chapter 15 Cases") 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 pursuant to section 1517 of the Bankruptcy Code and (ii) relief under sections 1520 and 1521 of the Bankruptcy Code.

5. The detailed factual background relating to the Debtors, the Monitor, and the commencement of these Chapter 15 Cases is set forth in the Declaration of Nigel Meakin, filed substantially contemporaneously herewith.

RELIEF REQUESTED

6. By this Motion, the Monitor requests entry of the Proposed Notice Order: (i) approving the Notice of the filing of the Petition for Recognition and providing notice of the Monitor's intent to rely on foreign law; (ii) setting the Recognition Hearing, and (iii) specifying the form and manner of service of the Notice.

A. Form and Manner of Notice

7. Bankruptcy Rule 2002(q)(1) provides that:

The clerk, or some other person as the court may direct, shall forthwith give the debtor, all persons or bodies authorized to administer foreign proceedings of the debtor, all entities against whom provisional relief is being sought under § 1519 of the Code, all parties to litigation pending in the United States in which the debtor is a party at the time of the filing of the petition, and such other entities as the court may direct, at least 21 days' notice by mail of the hearing on the petition for recognition of a foreign proceeding. The notice shall state whether the petition seeks recognition as a foreign main proceeding or foreign nonmain proceeding.

Fed. R. Bankr. P. 2002(q)(1).

8. Although Bankruptcy Rule 2002(q) provides that the parties identified therein must receive at least 21 days' notice by mail of the hearing on the petition for recognition of a foreign proceeding, it fails to specify the form and manner in which such notice must be given. Therefore, pursuant to Bankruptcy Rules 2002(m) and 9007, this Court may specify such form and manner of notice.³

³ Bankruptcy Rules 2002(m) and 9007 provide, among other things, that when notice is to be given under the Bankruptcy Rules, the court shall designate the form and manner in which such

9. Consistent with the requirements of Bankruptcy Rule 2002(q)(1), the Monitor respectfully proposes serving the Notice, Petition for Recognition and all filings in these Chapter 15 Cases by Canada Post first-class mail, United States first-class mail, facsimile, e-mail, overnight courier or personal delivery on the following (collectively, the “Core Notice Parties”)⁴: (i) counsel to the Syndicate Lenders (as defined in the Petition for Recognition) Agent; (ii) counsel to the Subordinate Lenders (as defined in the Petition for Recognition); (iii) counsel to the Purchaser (as defined in the Petition for Recognition); (iv) Internal Revenue Service; (v) counsel to the Debtors in the Canadian Proceedings; (iv) the Debtors; (vii) the Office of the United States Trustee for the District of Delaware; (viii) the Federal Communications Commission; (ix) the Office of the United States Attorney for the District of Delaware; (x) the Delaware Secretary of State; (xi) the Delaware State Treasury; and (xii) any party that files a notice of appearance in these Chapter 15 Cases. Such service upon the Core Notice Parties (the “Core Party Service”) will be completed within three (3) business days of entry of the Proposed Notice Order.

10. Further, the Monitor respectfully proposes serving the Notice by Canada Post first-class mail, United States first-class mail, facsimile, e-mail, overnight courier or personal delivery on the following: (i) all entities against whom provisional relief is being sought under section 1519 and (ii) all known U.S. creditors of the Debtors other than employees (collectively, the “Notice Parties”). The Monitor will also maintain and provide information regarding a website which will provide access to important documents related to the Chapter 15 Cases and the Canadian Proceedings, including, but not limited to, any orders entered by the Canadian

notice shall be given (provided the Bankruptcy Rules do not otherwise specify the appropriate form and manner of such notice). *See id.* 2002(m) and 9007.

⁴ Capitalized parties included in the Core Notice Parties shall have the meanings ascribed to them in the Petition for Recognition.

Court and the United States Bankruptcy Court. Due to the voluminous nature of the documents, the Monitor proposes to serve only the Notice on the Notice Parties which will direct the Notice Parties to a website maintained by FTI Consulting Canada, Inc.

11. The Monitor respectfully submits that service as set forth above, by Canada Post first-class mail, United States first-class mail, facsimile, e-mail, publication notice on the Monitor's website, overnight courier or personal delivery, upon the Core Notice Parties and the Notice Parties in accordance with Bankruptcy Rule 2002(k) and (q), constitutes adequate and sufficient notice of these Chapter 15 Cases, the relief sought in the Petition for Recognition, and the time, date, and place of the Recognition Hearing.

12. Section 1514(c) of the Bankruptcy Code provides that when "a notification of commencement of a case is to be given to foreign creditors, such notification shall (1) indicate the time period for filing proofs of claim and specify the place for filing such proofs of claim; [and] (2) indicate whether secured creditors need to file proofs of claim" 11 U.S.C. § 1514(c). The Monitor respectfully requests that the requirements set forth in section 1514(c) of the Bankruptcy Code be waived in this instance as inapplicable to these Chapter 15 Cases.

13. The Monitor filed these Chapter 15 Cases for the limited purpose of preventing any creditors in the United States from taking actions that would be detrimental to the Debtors and their stakeholders and that would have a negative impact on the ability of the Debtors to realize the maximum value from their assets. Moreover, the Debtors' foreign creditors have an opportunity to participate in the Canadian Proceeding, which can, to the extent necessary, adjudicate creditors' claims. In addition, the Debtors' U.S. creditors, to the extent that their claims are not otherwise paid in connection with the sale to the Purchaser, will receive ample

notice of all relevant bar dates and related requirements through any claims process established in the Canadian Proceeding.⁵

B. Scheduling Recognition Hearing

14. Section 1517(c) of the Bankruptcy Code provides that a petition for recognition shall be decided “at the earliest possible time.” 11 U.S.C. § 1517(c). Moreover, Bankruptcy Rule 1011(b) provides that a party objecting to a petition filed to commence an ancillary proceeding under chapter 15 of the Bankruptcy Code has 21 days from service to respond thereto. *See* Fed. R. Bankr. P. 1011(b). Finally, Bankruptcy Rule 2002(q)(1) provides that parties are to be given 21 days’ notice of a hearing on a chapter 15 petition. *See id.* 2002(q)(1).

15. In light of the foregoing requirements, the Monitor respectfully requests that this Court: (i) schedule the Recognition Hearing Date approximately twenty-one (21) days after service of the Petition for Recognition and Notice and (ii) set an appropriate Objection Deadline in connection therewith. The Monitor further requests that this Court require that all objections or responses, if any, to the Petition for Recognition must be made in writing (describing the basis for any objection) and 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, including without limitation, Bankruptcy Rule 1011, which objections or response must be filed with the Clerk of the Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon undersigned counsel to the Monitor.

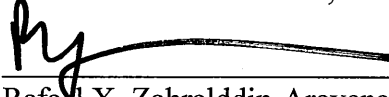
WHEREFORE, the Monitor respectfully requests (i) entry of an order in the form of the Proposed Notice Order attached hereto (a) setting a hearing date for the Recognition Hearing and

⁵ Although the Debtors do not presently intend to request and order of the Canadian Court establishing a bar date in these proceedings, the Monitor reserves its right to establish a claims adjudication process in these Chapter 15 Cases after which it will provide additional notice to domestic creditors of a claims bar date and other relevant deadlines.

(b) approving the form of Notice and the manner of service of the Notice and the Verified Petition.

Dated: January 19, 2016
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.



Rafael X. Zahralddin-Aravena (DE No. 4166)

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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., *et al.*,¹)
) Case No. 16-10131 ()
 Debtors in a Foreign Proceeding.) (Joint Administration Requested)
)
 _____) **Re Docket No. __**

**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 3, 2016, at __: __ am (prevailing Eastern Time)**, before the Honorable _____, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 N. Market Street, __th Floor, Courtroom #__, 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 January 28, 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 1, 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 __, 2016

HONORABLE
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

**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 ()
)	
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

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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 www.cfcanada.fticonsulting.com/_/, 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, 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 _____, 2016 at __:__ .m. (**Eastern Time**) (the “Hearing”) before Honorable _____, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, __ Floor, Courtroom # __, Wilmington, Delaware, 19801, U.S.A.

PLEASE TAKE FURTHER NOTICE that any response or objection to the relief requested in the Petition for Recognition 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 _____, 2016 at __:__ .m. (Eastern Time)** (the “Objection Deadline”); and (iii) served upon Elliott Greenleaf, P.C., 1105 N. Market Street, Suite 1700, Wilmington, Delaware 19801 (Attention: Rafael X. Zahraiddin, Esq.), United States counsel to the Monitor, so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that all parties in interest opposed to the Petition for Recognition or the Monitor’s request for relief must appear at the Hearing at the time and place set forth above. Further, the Hearing may be adjourned from time to time without further notice other than an announcement in open court at the Hearing of the adjourned date or dates or any further adjourned hearing.

PLEASE TAKE FURTHER NOTICE that parties can appear at the hearing telephonically through CourtCall, LLC (Telephone: 866-582-6878 or Facsimile: 866-533-2946), provided however, that if the hearing is an evidentiary hearing 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 20, 2016
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.

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Attorneys for the Monitor