



FTI Consulting  
TD Waterhouse Tower  
79 Wellington Street West  
Suite 2010, P.O. Box 104  
Toronto ON M5K 1G8

To: All Known Creditors

**Re: PT Holdco, Inc., Primus Telecommunications Canada, Inc., PTUS, Inc., Primus Telecommunications, Inc., and Lingo, Inc. (collectively, “Primus” or the “Company”)**

On January 19<sup>th</sup>, 2016, Primus sought and obtained an initial order (the “**CCAA Initial Order**”) from the Ontario Superior Court of Justice (the “**Court**”) under the *Companies’ Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the “**CCAA**”). The CCAA Initial Order provides, among other things, a stay of proceedings until February 18<sup>th</sup>, 2016 (the “**Stay Period**”) which may be extended by the Court from time to time. The proceedings commenced under the CCAA are herein referred to as the **CCAA Proceedings**. FTI Consulting Canada Inc. was appointed monitor (the “**Monitor**”).

On January 21<sup>st</sup>, 2016, Primus sought and obtained an order from the United States Bankruptcy Court for the District of Delaware (the “**US Court**”) providing a preliminary injunction staying actions against Primus or their assets, including terminating or modifying agreements or leases, pending further order of the US Court (the “**Chapter 15 Proceedings**”).

A copy of the CCAA Initial Order, orders issued by the US Court, and materials filed in respect of the CCAA Proceedings and the Chapter 15 Proceedings may be obtained on the Monitor’s website at <http://cfcanada.fticonsulting.com/primus> or on request from the Monitor by calling 416 649 8062 or toll free at 1 855 649 8062 or by emailing [primus@fticonsulting.com](mailto:primus@fticonsulting.com).

Further information and notice materials in respect of the CCAA Proceedings and the Chapter 15 Proceedings are presented below.

### **CCAA Proceedings**

Pursuant to the CCAA Initial Order, all persons having oral or written agreements with Primus or statutory or regulatory mandates for the supply of goods and/or services, including without limitation all computer software, communication and other data services, centralized banking services, payroll services, insurance, transportation services, credit card services provided by Chase Paymentech Solutions, utility or other services to Primus, are restrained until further Order of the Court from discontinuing, altering, interfering with or terminating the supply of such goods or services as may be required by Primus, and that Primus shall be entitled to the continued use of their current premises, telephone numbers, facsimile numbers, internet addresses and domain names, provided in each case that the normal prices or charges for all such goods or services received after the date of the CCAA Initial Order are paid by Primus without having to provide any security deposit or any other security in accordance with normal payment practices of Primus or such other practices as may be agreed upon by the supplier or service provider and Primus and the Monitor, or as may be ordered by the Court. The CCAA Initial Order prohibits Primus from making payment of amounts relating to the supply of goods or services provided to Primus prior to January 19<sup>th</sup>, 2016, other than certain payments specified in the CCAA Initial Order.

During the Stay Period, all parties are prohibited from commencing or continuing legal action against



Primus and all rights and remedies of any party against or in respect of Primus or their assets are stayed and suspended except with the written consent of Primus and the Monitor, or by leave of the Court.

No claims procedure has yet been approved by the Court and creditors are therefore not required to file a proof of claim at this time.

The Company has negotiated the sale of the Company's business and assets in Canada and the United States with Birch Communications, Inc. following an extensive sale and investor solicitation process and will be seeking Court approval of that transaction at a hearing currently scheduled for February 17, 2016.

Headquartered in Atlanta, Georgia, Birch Communications Inc. is a provider of high-quality, reliable communications, broadband, cloud and IT services to small, mid-sized, enterprise and wholesale businesses in the United States, Canada and Puerto Rico.

If you have any questions regarding the foregoing or require further information, please consult the Monitor's website at <http://cfcanada.fticonsulting.com/primus> or by contacting the Monitor by calling 416 649 8062 or toll free at 1 855 649 8062 or by emailing [primus@fticonsulting.com](mailto:primus@fticonsulting.com).

### **Chapter 15 Proceedings**

Pursuant to orders issued in the Chapter 15 Proceedings, attached for your information are the following documents:

- Notice of Filing and Hearing on Verified Petition of a Foreign Main Proceeding and Related Relief (the "**Chapter 15 Notice**");
- An Order Granting Provisional Relief Pursuant to Section 1519 of the Bankruptcy Code (the "**Provisional Relief Order**"); and
- An Order Scheduling Hearing on Verified Petition Under Chapter 15 for Recognition of a Foreign Main Proceeding and for Additional Relief and Assistance Under the U.S. Bankruptcy Code and Specifying Form and Manner of Service of Notice of Hearing (the "**Scheduling Order**").

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

In re: )  
 ) Chapter 15  
PT HOLDCO, INC., *et al.*,<sup>1</sup> )  
 ) Case No. 16-10131 (LSS)  
 )  
Debtors in a Foreign Proceeding. ) (Joint Administration Requested)  
 )

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**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”),<sup>2</sup> 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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<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).

<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”).

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://cfcanda.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](mailto: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, 6<sup>th</sup> 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, 3<sup>rd</sup> 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. 12] 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, 6<sup>th</sup> 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, 3<sup>rd</sup> 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.



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*Attorneys for the Monitor*

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

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

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**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”),<sup>2</sup> by FTI Consulting Canada Inc. (“FTI”) 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”)<sup>3</sup>; 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

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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).

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

<sup>3</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”).



Proceeding and Related Relief (the "Petition for Recognition"), and all related documents filed contemporaneously therewith, including, but not limited to, the Declaration of Nigel D. Meakin in connection with the Petition for Recognition, including all facts specifically alleged and verified therein; and upon the record herein; and due and sufficient cause appearing therefor; the Court hereby finds and concludes as follows:<sup>4</sup>

A. 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;

B. 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;

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

D. 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

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<sup>4</sup> 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.

substantial harm to the Debtors' creditors and other parties in interest;

E. 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;

F. 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;

G. 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;

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

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

J. 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. Effective JANUARY 21 at 10:45 a.m., pursuant to sections 105 and 1519 of the Bankruptcy Code, sections 362 and 365 of the Bankruptcy Code shall provisionally apply 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 date on which the Court rules on the Monitor's Verified Petition for Recognition of Foreign Main Proceeding and Related Relief (Docket No.     ). *The conclusion of a hearing to be held on further extending the provisional relief which hearing shall be on February 4, 2015 at 2:00 p.m.*

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").

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

6. 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 February 1, 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. Pursuant to Bankruptcy Rule 7065, the security provisions of Federal Rule 65(c) are waived.

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

Dated: January 24, 2016

  
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HONORABLE LAURIE SELBER SILVERSTEIN  
UNITED STATES BANKRUPTCY JUDGE

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

In re: )  
 ) Chapter 15  
PT HOLDCO, INC., *et al.*,<sup>1</sup> )  
 ) Case No. 16-10131 (LSS)  
Debtors in a Foreign Proceeding. ) (Joint Administration Requested)  
 )  
 ) **Re Docket No. 5**

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**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”)<sup>2</sup> 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

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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).

<sup>2</sup> 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, 6<sup>th</sup> 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, 3<sup>rd</sup> 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.*,<sup>1</sup> )  
 ) 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”),<sup>2</sup> 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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<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).

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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](mailto: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, 6<sup>th</sup> 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, 3<sup>rd</sup> 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, 6<sup>th</sup> 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, 3<sup>rd</sup> 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.

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