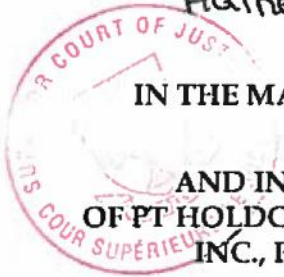


ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST

THE HONOURABLE MR. ) THURSDAY, THE 25TH  
JUSTICE ~~NEWBOULD~~ ) DAY OF FEBRUARY, 2016  
Hailey )



IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT,  
R.S.C. 1985, c. C-36, AS AMENDED

AND 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

Applicants

STAY EXTENSION AND DISTRIBUTION ORDER

THIS MOTION, made by PT Holdco, Inc. ("Holdco"), Primus Telecommunications Canada Inc. ("Primus Canada"), PTUS, Inc. ("PTUS"), Primus Telecommunications, Inc. ("PTI") and Lingo, Inc. ("Lingo", and together with PTUS, PTI, Holdco and Primus Canada, the "Primus Entities") for an order: (i) approving an extension of the stay of proceedings referred to in the Initial Order made January 19, 2016 (the "Initial Order"), to September 19, 2016; and (ii) authorizing and directing FTI Consulting Canada Inc., in its capacity as Monitor of the Primus Entities (the "Monitor"), to disburse the Origin Fees (as the term is defined below) to Origin Merchant Partners ("Origin"); (iii) authorizing and directing the Monitor to make the Syndicate Distribution and the Additional Syndicate Distributions, in each case subject to maintaining the amount of the Holdback (as each term is defined below); (iv) authorizing the Monitor to disburse from time to time, amounts owing by the Primus Entities in respect of Priority Claims (as the term is defined below); (v) authorizing the Monitor to disburse, from time to time, amounts owing by the Primus Entities in respect of fees and expenses of the Monitor and the Monitor's legal counsel and of the legal counsel to the Primus Entities (collectively, the "Professional Expenses"); and (vi) authorizing the Monitor to disburse from the Designated Account, from time to time, on instruction from the

Primus Entities, any amounts owing by the Primus Entities in respect of obligations incurred by the Primus Entities since the commencement of these *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-3 proceedings (collectively, the "Post-Filing Expenses") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Michael Nowlan sworn February 2, 2016 and the Exhibits attached thereto, the affidavit of Robert Nice sworn February 20 2016, the First Report of the Monitor, dated February 10, 2016 and the Second Report of the Monitor, dated February 19, 2016, and on hearing the submissions of counsel for the Monitor, the Applicants, the Agent (as defined below) Bell Canada and BCE Nexxia Corp., those other parties present, no one appearing for any other person on the service list, although duly served as appears from the affidavits of service of Vlad Calina sworn February 4, 2016, and February 22, 2016, filed:

#### SERVICE

1. **THIS COURT ORDERS** that the time for service of the Notice of Motion and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

#### EXTENSION OF STAY OF PROCEEDINGS PERIOD

2. **THIS COURT ORDERS** that the Stay Period defined in paragraph 14 of the Initial Order is extended until September 19, 2016.

#### PAYMENTS TO THE DESIGNATED ACCOUNT

3. **THIS COURT ORDERS** that, at any time after date of this Order, the Primus Entities are authorized and permitted to deposit and pay over any cash on hand to the Monitor to be deposited to the Designated Account (as defined in the Approval and Vesting Order dated February 25, 2016, "Approval and Vesting Order") and disbursed in accordance with this Order.

#### APPROVAL OF INTERIM AND FUTURE DISTRIBUTIONS

4. **THIS COURT ORDERS** that in consultation with the Primus Entities the Monitor is hereby authorized and directed to disburse to Origin from the Designated Account, the amounts owing to Origin (the "**Origin Fees**") under the engagement letter dated August 7, 2015 (the "**Origin Engagement**") by way of:

- (a) an initial payment in an amount, which in the Monitor's view represents the minimum amount of Origin Fees that would be payable pursuant to the terms of the Origin Engagement (the "**Initial Origin Payment**"), within five (5) business days after the day of filing the Monitor's Certificate referred to in the Approval and Vesting Order (the "**Monitor's Certificate**");
- (b) further distributions, if needed, from time to time, up to a maximum amount of the Origin Fees that would be payable pursuant to the terms of the Origin Engagement (the "**Additional Origin Distributions**" and together with the Initial Origin Payment, the "**Origin Payment**");

in each case, provided that the Agent (as defined below) has been provided with at least seven days' notice of any Origin Payment setting out the quantum and scheduled date of such payment and has not provided the Monitor with a written objection to such payment at least one day before the scheduled date of such payment. If such written objection is received by the Monitor, the applicable Origin Payment shall not be made unless and until the objection is resolved by agreement to the satisfaction of the Monitor, the Primus Entities, the Agent and Origin or by further Order of the Court.

5. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed to disburse from the Designated Account, within five business days from the day of filing the Monitor's Certificate, to Bank of Montreal as administrative agent (the "**Agent**") for Bank of Montreal, HSBC Bank Canada and ATB Corporate Financial Service (collectively, the "**Syndicate**"), an amount not exceeding the maximum amount of the Syndicate's secured obligations ("**Senior Secured Obligations**") owing by the Primus Entities under the Credit

Agreement dated July 31, 2013 (as amended by an amending agreement dated September 23, 2014) (the “**Syndicate Distribution**”), subject to the maintenance of a holdback of funds in the Designated Account (the “**Holdback**”), in an amount satisfactory to the Monitor in consultation with the Primus Entities or in an amount determined by the Court, for the payment of the Origin Payment, Professional Expenses and Post-Filing Expenses and to secure the obligations under the Administration Charge, D&O Charge (each as defined in the Initial Order), and any other obligations of the Applicants that rank in priority to the Syndicate’s Senior Secured Obligations (the “**Priority Claims**”).

6. **THIS COURT ORDERS** that the Monitor is hereby authorized and directed to make further distributions to the Agent from the Designated Account, if needed, from time to time, up to a maximum amount of the Syndicate’s secured obligations (“**Additional Syndicate Distributions**”), but in each case subject to the Holdback.

7. **THIS COURT ORDERS** that the Monitor, on instruction from the Primus Entities and on behalf of the Primus Entities, is hereby authorized and empowered, without further Order of the Court, to disburse from the Designated Account, from time to time, amounts owing by the Primus Entities in respect of Professional Expenses.

8. **THIS COURT ORDERS** that the Monitor, on instruction from the Primus Entities and on behalf of the Primus Entities, is hereby authorized and empowered, without further Order of the Court, to disburse from the Designated Account, from time to time, any amounts owing by the Primus Entities in respect of Post-Filing Expenses.

9. **THIS COURT ORDERS** that the Monitor, on instruction from the Primus Entities and on behalf of the Primus Entities, is hereby authorized and empowered, to disburse from time to time from the Designated Account, amounts owing by the Primus Entities in respect of Priority Claims (and any other amounts owing by the Primus Entities with the consent of the Monitor and the Agent), if any, provided that the Agent has been provided at least seven days’ notice of any Priority Claims payment setting out the quantum and scheduled date of such payment and has not provided the Monitor with a written objection to such payment at least one day before the scheduled date of such payment. If such written objection is received by the Monitor, the applicable Priority Claims payment shall not be made unless

and until the objection is resolved by agreement to the satisfaction of the Monitor, the Primus Entities, the Agent and the applicable Priority Claims claimant or by further Order of the Court.

10. **THIS COURT ORDERS** that notwithstanding:

- (a) the pendency of these proceedings;
- (b) any assignment in bankruptcy or any petition for a bankruptcy order now or hereafter issued pursuant to the *Bankruptcy and Insolvency Act* (the "BIA") and any order issued pursuant to any such petition;
- (c) any application for a receivership order; or
- (d) any provisions of any federal or provincial legislation;

the holdbacks, payments, distributions and disbursements contemplated in this Order, are made free and clear of any Encumbrances (as defined in the Approval and Vesting Order), are binding on any trustee in bankruptcy or receiver that may be appointed, and shall not be void or voidable nor deemed to be a preference, assignment, fraudulent conveyance, transfer at undervalue or other reviewable transaction under the BIA or any other applicable federal or provincial legislation, as against the Primus Entities, Origin, the Agent, the Syndicate or the Monitor, and shall not constitute oppressive or unfairly prejudicial conduct pursuant to any applicable federal or provincial legislation.

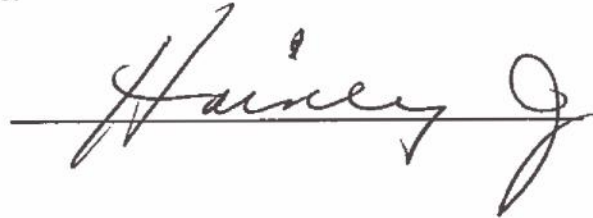
11. **THIS COURT DECLARES** that no action lies against the Monitor, its affiliates, agents, employees, officers or directors, by reason of this Order or the performance of any act authorized by this Order, except by leave of the Court.

12. **THIS COURT DECLARES** that this Order shall have full force and effect in all provinces and territories in Canada.

13. **THIS COURT DECLARES** that the Monitor shall be authorized to apply as it may consider necessary or desirable, with or without notice, to any court or administrative body, whether in Canada, the United States of America or elsewhere, for orders which aid and

complement this Order. All courts and jurisdictions are hereby respectfully requested to make such orders and to provide such assistance to the Monitor as may be deemed necessary or appropriate for that purpose.

14. THIS COURT REQUESTS the aid and recognition of any court or administrative body in any Province of Canada and any Canadian federal court or administrative body and any federal or state court or administrative body in the United States of America and any court or administrative body elsewhere, to act in aid of and to be complementary to this Court in carrying out the terms of this Order.

A handwritten signature in cursive script, appearing to read "Hainey J.", written over a horizontal line.

ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

FEB 25 2016

*h*

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED

Court File No: CV-16-11257-00CL

AND 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.

**ONTARIO  
SUPERIOR COURT OF JUSTICE**

Proceeding commenced at Toronto

**STAY EXTENSION AND  
DISTRIBUTION ORDER**

**STIKEMAN ELLIOTT LLP**  
Barristers & Solicitors  
5300 Commerce Court West  
199 Bay Street  
Toronto, Canada M5L 1B9

**Maria Konyukhova** LSUC#: 52880V  
Tel: (416) 869-5230  
Email: mkonyukhova@stikeman.com  
**Kathryn Esaw** LSUC#: 58264F  
Tel: (416) 869-6820  
Email: kesaw@stikeman.com  
**Vlad Calina** LSUC#: 69072W  
Tel: (416) 869-5202  
Email: vcalina@stikeman.com  
Fax: (416) 947-0866

**Lawyers for the Applicants**