

**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 (LSS)
	)	
Debtors in a Foreign Proceeding.	)	(Jointly Administered)

**CERTIFICATION OF COUNSEL REGARDING  
ORDER GRANTING MOTION TO SHORTEN AND LIMIT NOTICE**

I, Shelley A. Kinsella, United States counsel to FTI Consulting Canada Inc. (the “Foreign Representative” or “Monitor”), 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 with Court File No. CV-16-11257-00CL (the “Canadian Proceeding”) pending in Canada before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”),<sup>2</sup> hereby certify as follows:

1. On January 19, 2016 (the “Petition Date”), the Debtors filed in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) the Verified Petition (the “Verified Petition”) [D.I. 1] pursuant to section 1515 of title 11 of the United States Code (the “Bankruptcy Code”) seeking, *inter alia*, to have the Canadian Proceeding recognized as a

<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, R.S.C. 1985, c. C-36 (the “CCAA”), 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-16-11257-00CL, 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.

foreign main proceeding as defined in chapter 15 of the Bankruptcy Code, to have the Monitor recognized as Foreign Representative, and recognition of the sale of substantially all of the Debtors' assets.

2. On the Petition Date, undersigned counsel also filed a *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* (the "Notice Motion") [D.I. 5]. The Bankruptcy Court held a hearing on January 21, 2016 (the "First Day Hearing") whereupon the Bankruptcy Court entered an Order (i) scheduling a hearing on the Verified Petition for February 19, 2016; and (ii) proscribing the Notice to be used in this proceeding going forward (the "Notice Order") [D.I.12].

3. It was anticipated by the Foreign Representative at the time the Verified Petition was filed, as well as at the time of the First Day Hearing, that the Canadian Court would hear the Debtors' motion related to the proposed sale on February 17, 2016. Consequently, a hearing was scheduled in the Bankruptcy Court for February 19, 2016, for both the Verified Petition and recognition of the sale anticipated to be approved by the Canadian Court on February 17, 2016.

4. Pursuant to the Notice Order, the Foreign Representative served the Core Notice Parties and Notice Parties (as defined in the Notice Motion) with all pleadings in these cases on January 23, 2016.<sup>3</sup> The Notice served as described herein stated, in part: "[t]he Recognition Hearing will address the [Verified Petition] and other matters related to the CCAA proceedings,

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<sup>3</sup> The Notice Parties were comprised of an expansive and exhaustive list of creditors and included all creditors/counterparties to contracts that involved in excess of \$1,000 and all entities against whom provisional relief was sought in the *Emergency Motion for Restraining Order and After a Hearing a Temporary Injunction Pursuant to Bankruptcy Code Sections 105(a), 362, 1517, 1519 and 1521* filed on the Petition Date [D.I. 4].

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."

5. On February 8, 2016, due to scheduling issues with the Canadian Court and developments in the sale process, the parties to the Canadian Proceeding had a status conference (the "Status Conference") with the Canadian Court, which resulted in a new date for the sale hearing in the Canadian Court of February 23, 2016.

6. On February 3, 2016, prior to the Status Conference, in anticipation of the developing sale issues, the Foreign Representative filed a *Motion to Shorten and Limit Notice of the Foreign Representative's Motion, Pursuant to Sections 363, 365, 1501, 1517, 1519, 1521 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 9014, For Entry of An Order Recognizing and Enforcing the Assignment, Approval and Vesting and Distribution Orders and Granting Related Relief* (the "Motion to Shorten and Limit") [D.I. 16]. The Motion to Shorten and Limit seeks to limit the parties to whom notice is given of the Sale Recognition Motion and (as defined below) and to shorten the time period in which the Foreign Representative is required to give notice of the same.

7. A hearing was held on February 4, 2016, before the Bankruptcy Court, at which time scheduling issues in the Canadian Court were brought to the attention of the Bankruptcy Court. The Bankruptcy Court indicated that, once the scheduling issues were resolved in the Canadian Court, undersigned counsel should contact the Bankruptcy Court's deputy to secure a date for hearing on the *Foreign Representative's Motion, Pursuant to Sections 363, 365, 1501, 1517, 1519, 1521 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 9014, For Entry of An Order Recognizing and Enforcing the Assignment, Approval and Vesting*

*and Distribution Orders and Granting Related Relief* (the “Sale Recognition Motion”). The Sale Recognition Motion is being filed contemporaneously herewith.

8. As set forth in detail in the Motion to Shorten and Limit, the Foreign Representative is seeking a reasonable compromise between service requirements in the Canadian Court and the service requirements of the Bankruptcy Court, and has therefore requested that the Foreign Representative be allowed to serve the Sale Recognition Motion no more than eighteen (18) days prior to the hearing scheduled for the Sale Recognition Motion (the “Sale Recognition Hearing”). No objections as to the relief requested have been received by counsel to the Foreign Representative, either formally or informally, from any party.

9. The terms of the Asset Purchase Agreement (as defined in the Sale Recognition Motion) require that Closing occur within five business days of entry of the Canadian Orders (as defined in the Sale Recognition Motion). The Foreign Representative expects that the Canadian Court will enter the Canadian Orders on February 23, 2016; Closing therefore will be required to occur on or before March 1, 2016. A condition precedent to the Closing is obtaining an Order from the Bankruptcy Court in substantially the same form as the proposed Order approving the Sale Recognition Motion.

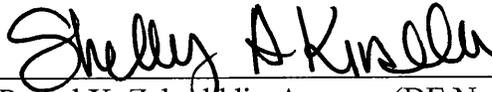
10. Pursuant to the hearing of February 4, 2016, and the requirements in the Asset Purchase Agreement with respect to Closing and recognition by the Bankruptcy Court of the Canadian Orders (as defined in the Sale Recognition Motion), undersigned counsel has contacted the Bankruptcy Court’s deputy and secured February 29, 2016 at 9:30 a.m. as the date for the Sale Recognition Hearing and a response deadline of 4:00 p.m. on February 24, 2016.

11. Accordingly, the Foreign Representative respectfully requests entry of an Order substantially in the form of the proposed Order attached hereto as Exhibit A which: (i) sets the

hearing on the Sale Recognition Motion as February 29, 2016 at 9:30 a.m.; (ii) sets the objection deadline to the Sale Recognition Motion as February 24, 2016 at 4:00 p.m.; (iii) shortens and limits notice as requested in the Motion to Shorten and Limit; and (iv) and any and all other relief as is necessary and appropriate given the circumstances.

Date: February 11, 2016  
Wilmington, Delaware

ELLIOTT GREENLEAF, P.C.



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*Attorneys for the Foreign Representative*

# **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 (LSS)
	)	
Debtors in a Foreign Proceeding.	)	(Jointly Administered)
	)	

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**ORDER GRANTING SHORTENED AND LIMITED NOTICE OF FOREIGN REPRESENTATIVE’S MOTION, PURSUANT TO SECTIONS 363, 365, 1501, 1517, 1519, 1520, 1521 AND 105(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 2002, 6004 AND 9014, FOR ENTRY OF AN ORDER RECOGNIZING AND ENFORCING THE ASSIGNMENT, VESTING AND DISTRIBUTION ORDERS AND GRANTING RELATED RELIEF**

Upon consideration of the Motion to Shorten (the “Motion to Shorten and Limit”)<sup>2</sup> of the Foreign Representative related to the Foreign Representative’s Motion, Pursuant to Sections 363, 365, 1501, 1517, 1519, 1520, 1521 and 105(a) of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 9014, For Entry of An Order Recognizing and Enforcing the Assignment, Approval and Vesting and Distribution Orders and Granted Related Relief (the “Sale Recognition Motion”) filed by the 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 with Court File No. CV-16-11257-00CL (the “Canadian Proceeding”) pending in Canada before the Ontario Superior Court of Justice (Commercial List) (the “Canadian Court”)<sup>3</sup> for entry of an order, pursuant to

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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 to Shorten and Limit.

<sup>3</sup> The Monitor was appointed as monitor of the Debtors pursuant to provisions of Canada’s Companies’ Creditors Arrangement Act, R.S.C. 1985, c. C-36 (the “CCAA”), the statute under

Bankruptcy Rules 2002 and 9006 and Rule 9006-1(e) of the Local Rule of Bankruptcy Practice and Procedure of the United States Court for the District of Delaware (the “Local Rules”) for entrance of an order to shorten and limit the notice on the Sale Recognition Motion; and the Court having reviewed the Motion to Shorten and Limit; and the Court having determined that the relief requested in this Motion to Shorten and Limit is in the best interests of the Debtors and their creditors; and it appearing that the notice of the Motion was good and sufficient under the particular circumstances and that no other or further notice need be given; and after due deliberation thereon; and good and sufficient cause appearing therefore; it is hereby

**ORDERED, ADJUGED AND DECREED THAT**

1. The Motion to Shorten is hereby GRANTED;
2. The Foreign Representative, having duly served notice on January 23, 2016 on all Core Notice Parties and Notice Parties that it would file a motion related to sale recognition which would be presented to this Court on February 19, 2016 at 10:00 a.m., is hereby permitted to limit notice of the Sale Recognition Motion to the following parties: (i) the Core Notice Parties; (ii) any party with a security interest in the Debtors’ assets located within the territory of the United States impacted by the Sale which interest is evidenced by a filing of such security interest with the appropriate agency for filing under the Uniform Commercial Code in the United States; (iii) all counterparties to contracts to be assigned under the Assignment Order; and (iv) all counterparties to contracts involving assets located within the territory of the United States which contracts are excluded contracts and are not to be assumed by the Purchaser;

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which the Debtors have been granted relief from creditors. An initial order (“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.

3. The Sale Recognition Motion will be presented to the Court at a hearing on **February 29, 2016 at 9:30 a.m.** (prevailing Eastern Time) or such later date as this matter may be continued by the Court, the Foreign Representative or other parties, if any, as appropriate (the “Sale Recognition Hearing”) before the 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;

4. The Foreign Representative is to serve all of the foregoing parties with the Sale Recognition Motion and all exhibits thereto no more than eighteen (18) days prior to the Sale Recognition Hearing in a manner consistent with this Court’s Notice Order. Such notice will constitute proper, adequate, appropriate and proper service of the Sale Recognition Motion; and

5. Responses or objections, if any, to the Sale Recognition Motion 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, 17<sup>th</sup> Floor Wilmington, Delaware 19801 (Attn: Rafael Zahralddin, Esq.), U.S. Counsel to the Monitor, so as to be received **no later than 4:00 p.m. (Eastern Time) on February 24, 2016.**

Dated: February \_\_, 2016  
Wilmington, Delaware

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THE HONORABLE LAURIE SELBER SILVERSTEIN  
UNITED STATES BANKRUPTCY JUDGE