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June 7, 2013

VIA HAND DELIVERY

Secretary Rosemary Chiavetta
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
P.O. Box 3265
Harrisburg, PA 17105-3265

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**Re: Joint Application of Primus Telecommunications, Inc., and PTUS, Inc. for Approval
of a General Rule Transfer of Control
Docket No. A-_____**

Dear Secretary Chiavetta:

Enclosed for filing please find an original plus one copy of the Joint Application of Primus Telecommunications, Inc. and PTUS, Inc. (collectively, the "Applicants") for Approval of a General Rule Transfer of Control. A check in the amount of \$350 is enclosed for the filing fee.

Please note that Exhibit C to the Application contains sensitive and confidential financial information regarding the Applicants, which could cause the Applicants economic harm if disclosed to competitors. Therefore, Exhibit C is being provided in a separate envelope, and the Applicants respectfully request that Exhibit C be filed under seal and be given the maximum level of confidential treatment permitted by the Commission.

Copies of this Application have been served in accordance with the attached certificate of service. Upon filing, please return a time-stamped copy of the Application to our courier.

Philadelphia • Reading • Valley Forge • Lehigh Valley • Harrisburg • Lancaster • Scranton
• Wilkes-Barre • Princeton • Cherry Hill • New York • Wilmington

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Secretary Rosemary Chiavetta
June 7, 2013
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Thank you for your attention to this matter, and if you have questions, please do not hesitate to contact me.

Respectfully submitted,

STEVENS & LEE



Michael A. Gruin, Esq.
Attorney for Joint Applicants

Encl.

cc: Certificate of Service
Erin Laudenslager, Bureau of Technical Utility Services (via email)
David Huff, Bureau of Technical Utility Services (via email)

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**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

)
In the Matter of the Application of)
)
Primus Telecommunications, Inc.)
)
and)
)
PTUS, Inc.)
)
for Approval of a Transfer of Control)
_____)

Docket No. _____

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JOINT APPLICATION FOR A GENERAL RULE TRANSACTION

Primus Telecommunications, Inc. ("PTI") and PTUS, Inc. ("PTUS") (together, "Applicants"), through their undersigned counsel and pursuant to Section 1102(a) of the Public Utility Code, 66 Pa. C.S. § 1102(a), the Commission's Policy Statement at 52 Pa. Code §§ 69.901 and its regulations at 52 Pa. Code §§ 63.321 - 63.325, respectfully request approval from the Commission for the transfer of control of PTI to PTUS, an affiliate of the investment firm York Capital Management ("York") and a company newly formed for the purposes of completing the transaction described herein ("Transaction").

PTI is a competitive telecommunications carrier authorized to provide intrastate telecommunications services in Pennsylvania. The Transaction will involve a change in the ultimate ownership of PTI and will not result in the assignment of any certificates or the assignment of any intrastate telecommunications assets or customers. PTI will continue to serve its existing customers in Pennsylvania under the same rates, terms and conditions. Accordingly, for all practical purposes, the Transaction will be transparent to the customers of PTI.

In support of this Application, Applicants state:

I. APPLICANTS

A. Primus Telecommunications, Inc.

PTI, a Delaware corporation, is a wholly owned subsidiary of Primus Telecommunications Holdings, Inc. (“Holdings”), which is, in turn, a wholly owned subsidiary of Primus Telecommunications Group, Incorporated (“PTGI”), a publicly traded Delaware corporation (NYSE: PTGI). PTI is a global facilities-based integrated provider of advanced telecommunications products and services, including traditional and IP voice, data, broadband Internet, collocation, hosting, and outsourced managed services. PTI and PTGI currently have their principal offices at 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. As of July 1, 2013, PTI and PTGI’s office address will be 460 Herndon Parkway, Suite 150, Herndon, VA 20170. PTI is authorized to provide interexchange telecommunications services in 49 states and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis. In addition, PTI holds competitive local exchange carrier authority in eight (8) states, the District of Columbia, and the Commonwealth of Puerto Rico. PTI is also authorized by the Federal Communications Commission to provide interstate and international services as a non-dominant carrier.

In Pennsylvania, PTI is authorized to provide interexchange and local exchange telecommunications services pursuant to Certificates of Public Convenience and Necessity in Docket No. A-310269, issued on April 13, 1995 and Docket No. A-310269F0004 issued on June 6, 2000. Information regarding PTI’s legal, technical, managerial and financial qualifications has previously been submitted to the Commission and is therefore a matter of public record. Applicants request that such information be incorporated herein by reference.

B. PTUS, Inc.

PTUS is a Delaware corporation newly formed for the purposes of completing the Transaction.¹ PTUS' principal place of business is located at 805 Wright Brothers Blvd., SW, Suite 101, Cedar Rapids, Iowa 52404. PTUS is wholly owned by York Capital Management ("York"), a private investment firm established in 1991. York holds diversified investments and manages over \$15 billion in investments. In addition to making controlling investments in private companies (or companies that become private in connection with the transaction), York invests in publicly traded debt and equity securities throughout the world across a broad range of sectors.

PTUS is well-qualified managerially, technically and financially to own and control PTI. Information regarding the management team is provided at Exhibit B. In addition to the well-qualified management and operations teams of PTI that will remain with the company following the Transaction, York is an experienced investor in technology companies. Indeed, over the years, York has made numerous passive and non-passive investments in the communications and technology sectors, including Leap Wireless International, Abovenet, Inc., and Flag Telecom. York is ultimately controlled by its founder, James Dinan.

PTUS has the necessary financial commitments to consummate the Transaction and to provide adequate working capital to meet the operational needs of PTI. Attached as Exhibit C are confidential *pro forma* financial statements for PTUS, which are being submitted under seal with a request for confidential treatment.

II. DESIGNATED CONTACTS

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Application should be directed to:

¹ The formation documents for PTUS are attached hereto as Exhibit A.

For PTI:

Michael Gruin
STEVENS & LEE, P.C.
17 North Second Street
16th Floor
Harrisburg, PA 17101
Tel: 717-255-7365
mag@stevenslee.com

and

Catherine Wang
Danielle Burt
Bingham McCutchen LLP
2020 K Street, NW
Washington, D.C. 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
catherine.wang@bingham.com
danielle.burt@bingham.com

With a copy to:

Richard Ramlall
Primus Telecommunications, Inc.
7901 Jones Branch Drive, Suite 900
McLean, Virginia 22102
Tel: (703) 394-4345

As of July 1, 2013:

460 Herndon Parkway
Suite 150
Herndon, VA 20170
Tel: (703) 456-4100

For PTUS:

Tom W. Davidson
Douglas I. Brandon
Akin Gump Strauss Hauer & Feld, LLP
1333 New Hampshire Avenue, N.W.
Washington, DC 20036
(202) 887-4000 (Tel)
(202) 887-4288 (Fax)
tdavidson@akingump.com
dbrandon@akingump.com

With a copy to:

Joshua A. Ratner
PTUS, Inc.
c/o York Capital Management
767 Fifth Avenue, 17th Floor
New York, NY 10153

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III. DESCRIPTION OF THE TRANSACTION

On May 10, 2013, PTUS, its affiliate, PTCAN, Inc., PTGI and certain of their respective subsidiaries entered into an Equity Purchase Agreement ("Agreement") whereby, among other actions, PTUS will acquire all of the stock of PTI, from PTGI's wholly owned subsidiary Holdings. The completion of the sale of PTI stock is conditioned on obtaining necessary federal and state

regulatory approvals. Accordingly, Applicants seek authorization for the transfer of control of PTI to PTUS. For the Commission's convenience, organization charts illustrating the current and post-Transaction corporate structure are provided at Exhibit D.

Applicants expect the Transaction to be entirely transparent to customers of PTI. Following the completion of the Transaction, PTI will continue to be operated by highly experienced, well-qualified management, operational and technical personnel. PTI will continue to provide service to existing customers at the same rates, terms and conditions as currently provided. The Transaction will not result in any immediate change to the day-to-day operations of PTI and will not adversely affect PTI's current operations in Pennsylvania.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction serves the public interest. PTI will continue to provide high-quality, competitive and innovative products and services to consumers in Pennsylvania and other states following the completion of the Transaction. The Transaction will not have an adverse impact on competition since no existing or potential competitors will be eliminated or in any way impaired as a result of the Transaction. As a result of the Transaction, PTI will have access to the financial and managerial resources of PTUS. Such strengthened support will enhance the competitive position of PTI to the benefit of the telecommunications marketplace consistent with the Commission's policies favoring competition and diversity of services.

In addition, the transfer of control of PTI will not result in a change of carrier for customers or any assignment of authorizations. PTI will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. Accordingly, the Transaction will be transparent to customers, and in no event will it result in the discontinuance, reduction, loss, or impairment of service to customers.

V. INFORMATION REQUIRED BY 52 PA. CODE § 63.324(d)

Pursuant to 52 PA. CODE § 63.324(d), the Applicants provide the following:

- (1) Description of Applicants: Please see Section I above.
- (2) Jurisdiction of Applicants: Please see Section I above.
- (3) Points of Contact: Please see Section II above.
- (4) Ownership Information (Name, Address, Citizenship and Principal Place of Business):

Pre-Transaction Ownership

The following entity currently owns more than 20% of the equity of PTI.

Name:	Primus Telecommunications Group, Incorporated
Address:	7901 Jones Branch Drive, Suite 900 McLean, VA 22102
Citizenship:	Delaware, U.S.
Interest Held:	100%
Principal Business:	Telecommunications

No individual or entity owns more than 20% of PTGI.

Post-Transaction Ownership

Upon completion of the Transaction, the following entity will own more than 20% of the equity of PTI:

Name:	PTUS, Inc.
Address:	805 Wright Brothers Blvd, SW Suite 101 Cedar Rapids, Iowa 52404
Citizenship:	Delaware, U.S.
Interest Held:	100%
Principal Business:	Holding Company

The following entities will hold twenty percent (20%) or more of the equity in PTUS, Inc.:

Name:	PT Holdco, Inc.
Address:	199 Bay Street, Suite 5300 Commerce Court West Toronto, Ontario Canada M5L 1B9

Citizenship: Ontario, Canada
Interest Held: 100%
Principal Business: Holding Company

The following entity will hold twenty percent (20%) or more interest in **PT Holdco, Inc.:**

Name: PT Investor, L.P.
Address: c/o York Capital Management
767 Fifth Avenue, 17th Floor
New York, NY 10153
Citizenship: Cayman Islands
Interest Held: 100%
Principal Business: Holding Company

- (5) Description of the Transaction: Please see Section III above.
- (6) Service Territories Affected: No service territories will be affected by the transaction, as PTI will continue to provide services in the same locations before and after the Transaction.
- (7) Categorization of Transaction: The transaction involves more than a 20% change in ownership of PTI.
- (8) Identification of Related Transactions: There are no jurisdictional transactions, other than the Transaction described in this Application.
- (9) Special Consideration: The Applicants verify that no party to the proposed transaction is facing imminent business failure.
- (10) Waiver Request: No waiver request is being made with respect to the Transaction.
- (11) Facts Supporting the Public Interest: The Applicants verify the facts and allegations set forth in Section IV above, demonstrating the impact of the Transaction on the promotion of service, competition, and the public interest.
- (12) Compliance: The Applicants verify that PTI is in compliance with all Commission obligations and filings. The Applicants also verify that in the last three years, the FCC has decided

two slamming complaints that were brought against PTI. With respect to one complaint, the FCC denied the slamming complaint and found that PTI did not violate any FCC carrier change rule.² In the other complaint, the FCC granted the slamming complaint and ordered PTI to remove all charges incurred for service provided for the first thirty days after the alleged unauthorized change in accordance with the FCC's liability rules.³ In addition, the Applicants verify that PTI has not been found to have violated State requirements over the last three years, although PTI had its Texas interexchange registration revoked when it inadvertently failed to file certain reports, and upon learning of the oversight, PTI submitted a registration form and had its authorization re-instated.

(13) Customer Notice: Not applicable. Customer notice is not warranted or necessary for the type of transaction proposed because it will be entirely transparent to customers of PTI and does not involve any change in conditions of service or rates.

(14) Utility Certificates: Please see Section I, in which the Applicants verify the authority held by PTI in Pennsylvania.

(15) Tariffs: The Applicants verify the proposed transaction will have no effect on the Pennsylvania tariffs of PTI.

(16) Affiliate Interest Agreements: The Applicants verify the Transaction will have no effect on the Applicants' affiliated interest agreements, if any.

(17) Federal or State Regulatory Agency Proceedings: The Applicants are seeking advance approval from the Federal Communications Commission and the commissions of the

² See *In the Matter of Primus Telecommunications, Inc., Complaint Regarding Unauthorized Change of Subscriber's Telecommunications Carrier*, Order, DA 10-162, File No. IC No. 09-S0296241 (2010).

³ See *In the Matter of Primus Telecommunications, Inc., Complaint Regarding Unauthorized Change of Subscriber's Telecommunications Carrier*, Order, DA 10-560, File No. IC No. 09-S002647 (2010).

following states with respect to this Transaction: California, District of Columbia, Georgia, Hawaii, Indiana, Louisiana, Maryland, Minnesota, Mississippi, Nebraska, New York, Pennsylvania, and West Virginia. The Applicants anticipate that the applications will be reviewed and approved by these agencies through their normal processes.

(18) Organizational Charts: Please see Exhibit D.

(19) FCC Application or DOJ Notice: Attached as Exhibit E is a copy of the filed FCC Application.

(20) Public Interest Statement and Capital Structure: Please see Section IV, which the Applicants provide a description of the public benefits of the Transaction. As of the date of this Application, the Applicants further verify that consummation of the Transaction is not expected to have a negative impact on PTI's capital structure over the next five years.

(21) Broadband Deployment Commitment: The Applicants are not incumbent local exchange carriers ("ILEC") and, therefore, are not subject to the applicable broadband deployment commitments.

(22) ETC Status: The Applicants verify they are not "eligible telecommunications carriers."

(23) Cross Subsidization: This item is not applicable because none of the Applicants is an ILEC.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by an expeditious grant of this Application for approval of the transfer of control of PTI.

Respectfully submitted,



<p>Tom W. Davidson Douglas I. Brandon Akin Gump Strauss Hauer & Feld, LLP 1333 New Hampshire Avenue, N.W. Washington, DC 20036 (202) 887-4000 (Tel) (202) 887-4288 (Fax) tdavidson@akingump.com dbrandon@akingump.com</p>	<p>Michael Gruin STEVENS & LEE, P.C. 17 North Second Street 16th Floor Harrisburg, PA 17101 Tel: 717-255-7365 mag@stevenslee.com</p> <p>and</p> <p>Catherine Wang Danielle Burt Bingham McCutchen LLP 2020 K Street, NW Washington, D.C. 20006 (202) 373-6000 (Tel) (202) 373-6001 (Fax) catherine.wang@bingham.com danielle.burt@bingham.com</p>
<p>Counsel for PTUS</p>	<p>Counsel for PTI</p>

Date: June 7, 2013

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LIST OF EXHIBITS

- Exhibit A - PTUS Formation Documents
- Exhibit B - Management Biographies
- Exhibit C - PTUS *Pro Forma* Financial Statements
CONFIDENTIAL FILED UNDER SEAL
- Exhibit D - Illustrative Pre- and Post-Transaction Charts
- Exhibit E - FCC Application
- Verifications

EXHIBIT A

PTUS Formation Documents

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PTUS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2013, AT 5:04 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5330809 8100

130547010



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0417874

DATE: 05-08-13

**CERTIFICATE OF INCORPORATION
OF
PTUS, INC.**

THE UNDERSIGNED, acting as the incorporator of a corporation under and in accordance with the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended from time to time (the "*DGCL*"), hereby adopts the following Certificate of Incorporation for such corporation (this "*Certificate*"):

**ARTICLE I
NAME**

The name of the corporation is PTUS, Inc. (the "*Corporation*").

**ARTICLE II
PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE III
REGISTERED AGENT**

The street address of the initial registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808, and the name of the Corporation's initial registered agent is Corporation Service Company.

**ARTICLE IV
CAPITALIZATION**

The total number of shares of capital stock which the Corporation is authorized to issue is 1000 shares, all of which shares shall be Common Stock having a par value of \$0.01 per share.

**ARTICLE V
INCORPORATOR**

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Patricia L. Gunn	Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, New York 10036

ARTICLE VI DIRECTORS

Section 6.1 Board Powers. The business and affairs of the Corporation shall be managed by, or under the direction of, the board of directors of the Corporation (the "**Board**"). In addition to the powers and authority expressly conferred upon the Board by statute, this Certificate or the By-Laws (the "**By-Laws**") of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the Board that would have been valid if such By-Laws had not been adopted.

Section 6.2 Election. Unless and except to the extent that the By-Laws shall so require, the election of directors need not be by written ballot.

ARTICLE VII BY-LAWS

In furtherance and not in limitation of the powers conferred upon it by law, the Board shall have the power to adopt, amend, alter or repeal the By-Laws by the affirmative vote of a majority of directors then in office. The By-Laws also may be adopted, amended, altered or repealed by the stockholders.

ARTICLE VIII LIMITED LIABILITY; INDEMNIFICATION

Section 8.1 Limitation of Personal Liability. No person who is or was a director of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted by the DGCL as the same exists or hereafter may be amended. If the DGCL is hereafter amended to authorize corporate action further limiting or eliminating the liability of directors, then the liability of a director to the Corporation or its stockholders shall be limited or eliminated to the fullest extent permitted by the DGCL, as so amended. Any repeal or amendment of this Section 8.1 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 8.1 will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision with respect to acts or omissions occurring prior to such repeal or amendment or adoption of such inconsistent provision.

Section 8.2 Indemnification.

(a) Each person who is or was made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "**proceeding**") by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter a "**Covered Person**"), whether the basis of such

proceeding is alleged action in an official capacity as a director or officer, or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be amended, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred or suffered by such Covered Person in connection with such proceeding, and such right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall indemnify a Covered Person in connection with a proceeding (or part thereof) initiated by such Covered Person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred by this Section 8.2 shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(b) The rights conferred on any Covered Person by this Section 8.2 shall not be exclusive of any other rights which any Covered Person may have or hereafter acquire under law, this Certificate, the By-Laws, an agreement, vote of stockholders or disinterested directors, or otherwise.

(c) Any repeal or amendment of this Section 8.2 by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Section 8.2, will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(d) This Section 8.2 shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than Covered Persons.

ARTICLE IX AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in this Certificate, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by this Certificate, the By-Laws or the DGCL; and except as set forth in ARTICLE VIII, all rights, preferences and privileges herein conferred upon stockholders, directors or any other persons by and pursuant to this Certificate in its present form or as hereafter amended are granted subject to the right reserved in this Article IX.

[Signature Page Follows]

IN WITNESS WHEREOF, the incorporator of the Corporation hereto has caused this Certificate of Incorporation to be duly executed as of the 8st day of May, 2013.

/s/ Patricia L. Gunn

Patricia L. Gunn, Incorporator

EXHIBIT B

Management Biographies

Gerry Vanderpost is Vice President, Finance and serves as the chief financial officer for the North American Telecom operations of PTGi. Prior to his current position he was accountable for leading the finance function of the Canadian business unit, including telecom and data centre divisions. Mr. Vanderpost joined Primus in June 2009. Prior to joining Primus, Gerry was Associate Vice President at Canadian Tire Corporation (TSX: CTC) and while employed there held senior financial positions in financial reporting, corporate treasury, strategic & financial planning, and business support. Previous to that Gerry was at Ernst & Young where clients ranged from smaller owner/entrepreneurs to large public companies in a variety of industries. Mr. Vanderpost is a Chartered Accountant and holds an Honours Bachelor of Mathematics degree from the University of Waterloo.

Matt Stein, Chief Technology Officer, joined Primus in 2003 to define and build new and innovative products for Business and Residential markets. His responsibilities now include the planning, engineering and operations of the company's services globally, as well as the Project Management Office.

Matt brings a wealth of experience in the areas of telecommunications, information technology, networking, and enterprise applications. Prior to his role with Primus, Mr. Stein was Chief Technology Officer at Sprint Canada's Application Service Provider Division (ASP), where he spearheaded the organization's delivery of technology. Previously, Mr. Stein was Principal Consultant at Arqana Technologies(now Telus), where he led the Internet Infrastructure and Information Security consulting practices, delivering solutions to large ISPs and financial services companies.

Matt is a board member of the Canadian Network Operators Consortium (CNOC). Matt has frequently appeared before the Canadian Radio-television Telecommunications Commission (CRTC) as well as the Canadian Parliament on industry matters. Mr. Stein is the named inventor of the company's innovative response to telemarketing and robocalls, Telemarketing Guard.

Hilton Reading joined Primus in June 2010 and has responsibility for Information Services where he leads his teams supporting software development, billing, operations and infrastructure support.

Mr. Reading has over 25 years of experience in multiple industries including Telecommunications, Broadcasting, Manufacturing and the Airline industry. Prior to joining Primus, he was Vice President, IT and CIO at Skyservice Airlines. Previous to Skyservice, he held executive positions at multinational corporations including CTV, Pitney Bowes, Delano Technology and Dow Jones.

Mr. Reading specializes in the areas of information services including strategic initiatives, transformations and optimization of IT environments both from an application development and

infrastructure perspective. Mr. Reading received his education in South Africa in Electrical Engineering.

Jill Schatz joined Primus Telecommunications Canada Inc. as General Counsel and Vice-President, Law in 2008. Prior to joining Primus, she held General Counsel roles with OnX Enterprise Solutions Inc. and Cybersurf Corp. as well as in-house legal positions at ICI Canada Inc. and TransCanada PipeLines Limited. Ms. Schatz obtained her J.D. from the University of Toronto Law School, her M.B.A. (Finance) from the Rotman School of Management, University of Toronto and her LL.M. (International Trade & Competition Law) from Osgoode Hall Law School, York University.

Maureen Merkler joined Primus Canada in April 1999 in the role of Vice President, Human Resources. In 2007 she assumed further responsibilities for corporate facilities and administration. Ms. Merkler had served as the Vice President, Human Resources for London Telecom Group, which was acquired by Primus Canada, since June 1997. As Vice President, Human Resources and Administration, Ms. Merkler is responsible for the delivery and execution of human resources strategies that align, support and contribute to Primus Canada's business agenda and corporate culture. Ms. Merkler, is a certified Human Resources professional with 18 years of Human Resources and leadership experience. Ms. Merkler holds a diploma in Business Administration and Human Resources Management. She is a member of the Human Resource Professionals Association of Ontario.

Nilpa Srivastava joined Primus Canada in 2001 and is Vice President, Primus Business Services, leading the marketing, sales and operations teams for the Business Voice and Access portfolios. Throughout her career at Primus, she has held leadership roles across the organization including Sr. Director of Consumer Marketing and Head of the Small Business Division. Ms. Srivastava has more than 15 years of B2C and B2B experience in the telecommunications and health care industries and holds an Honors Bachelor of Commerce degree from the University of Toronto.

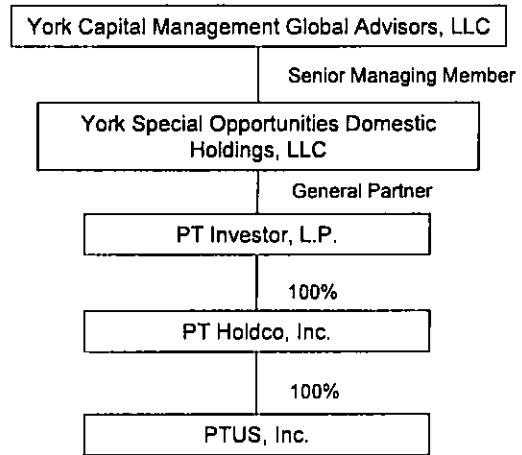
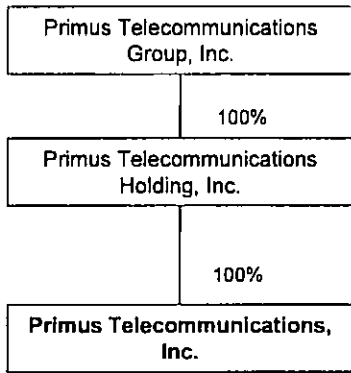
Rob Warden was named SVP Residential Services of Primus Telecommunications Canada Inc. in January 2012. Prior to this position, Mr. Warden was VP Residential Services for one year, with responsibility for all Marketing, Sales & Operations within the Residential business unit, encompassing both the Canadian and U.S. markets. Mr. Warden has been with Primus Canada since June 1999 in progressively senior Marketing roles, prior to assuming overall responsibility for the Residential group. Before joining Primus Canada, he held a range of marketing roles with companies such as AT&T Canada and DDB Needham Worldwide Advertising. Mr. Warden has an Honours Bachelor of Business Administration (Administrative & Policy Studies) from Trent University.

EXHIBIT D

Illustrative Pre- and Post-Transaction Charts

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Pre-Transaction Illustrative Corporate Charts



Post-Transaction Illustrative Corporate Charts

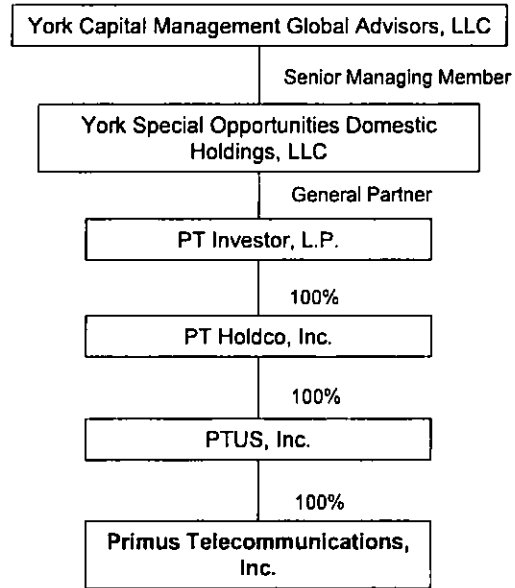
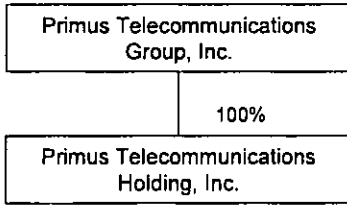


EXHIBIT E

FCC Application

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Before the
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Washington, DC 20554

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In the Matter of)
)
)
Primus Telecommunications Group,)
Incorporated, Transferor,)
)
Primus Telecommunications, Inc., Licensee,)
)
and)
)
PTUS, Inc., Transferee)
)
For Grant of Authority Pursuant to Section 214)
of the Communications Act of 1934, as amended,)
and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete a)
Transfer of Control of an Authorized Domestic)
and International Section 214 Carrier)
_____)

File No. ITC-T/C-2013 _____
WC Docket No. 13- _____

APPLICATION

Primus Telecommunications Group, Incorporated ("PTGI"), Primus Telecommunications, Inc. ("PTI"), and PTUS, Inc. ("PTUS") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request approval for the transfer of control of PTI to PTUS, a company newly formed for the purposes of completing the transaction described herein ("Transaction").

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. With respect to the domestic Section 214 authority held by PTI, this Application is eligible for

streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (1) PTUS and its affiliates, as defined in Section 3(1) of the Communications Act (“Affiliates”), together will hold less than ten percent (10%) of the interstate, interexchange market; (2) to the limited extent that PTUS and its Affiliates will provide local exchange service it will only be in areas served by dominant local exchange carriers (none of whom is a party to the proposed transaction); and (3) none of the Applicants or their Affiliates is dominant with respect to any service. This Application is also eligible for streamlined processing with respect to PTI’s international section 214 authorization pursuant to Section 63.12(c) of the Commission’s Rules because, as described in Section IV below, none of the exclusionary criteria set forth in Section 63.12(c) apply.

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF APPLICANTS

A. Primus Telecommunications Group, Incorporated and Primus Telecommunications, Inc.

PTGI is a publicly traded Delaware corporation (NYSE: PTGI) with principal offices at 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. Through various indirect operating subsidiaries, PTGI is a global facilities-based integrated provider of advanced telecommunications products and services, including traditional and IP voice, data, broadband Internet, collocation, hosting, and outsourced managed services. In the United States, PTGI’s regulated operating subsidiaries include PTI, PTGi International Carrier Services, Inc. (“PTGi ICS”), The St. Thomas and San Jan Telephone Company, Inc., and STSJ Overseas Telephone Company, Inc.

PTI is a Delaware corporation with its principal offices at 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. (As of July 1, 2013, PTI’s address will be 460 Herndon

Parkway, Suite 150, Herndon, VA 20170.) PTI is a wholly owned subsidiary of Primus Telecommunications Holdings, Inc. (“Holdings”), which is, in turn, wholly owned by PTGI. PTI was granted Section 214 authority to provide international services as a non-dominant carrier pursuant to File Nos. ITC-214-19960705-00299, ITC-214-19951015-00041, and ITC-214-19960215-00015, as well as the authorizations consolidated under File Nos. ITC-97-638-TC and ITC-98-202-TC, and holds blanket Section 214 authority to provide domestic interstate services. PTI is also authorized to provide interexchange (“IXC”) telecommunications services in 49 states and the District of Columbia pursuant to applicable certification, registration or tariff requirements, or on a deregulated basis, and also holds competitive local exchange carrier (“CLEC”) authority in eight states, the District of Columbia, and the Commonwealth of Puerto Rico.

B. PTUS, Inc.

PTUS is a Delaware corporation newly formed for the purposes of completing the Transaction. The principal place of business for PTUS is located at 805 Wright Brothers Blvd. SW, Suite 1, Cedar Rapids, Iowa 52404. PTUS is wholly owned by York Capital Management (“York”), a private investment firm established in 1991. York holds diversified investments and manages over \$15 billion in investments. In addition to making controlling investments in private companies (or companies that become private in connection with the transaction), York invests in publicly traded debt and equity securities throughout the world across a broad range of sectors. PTUS is well-qualified managerially, technically and financially to own and control PTI. In addition to the well-qualified management and operations teams of PTI that will remain with the company following the Transaction, York is an experienced investor in technology companies. Indeed, over the years, York has made numerous passive and non-passive investments in the

communications and technology sectors, including Leap Wireless International, Abovenet, Inc., and Flag Telecom.

II. DESCRIPTION OF THE TRANSACTION

On May 10, 2013, PTUS, PTGI and certain of their respective affiliates entered into an Equity Purchase Agreement (“Agreement”) whereby, among other things, PTUS will acquire the stock of PTI. The completion of the sale of PTI stock is conditioned on obtaining necessary federal and state regulatory approvals. Prior to the transfer of control of PTI to PTUS, PTI will assign certain of its wholesale assets and its interstate and international wholesale customers to its affiliate PTGi ICS through a *pro forma* transaction. Thereafter, PTUS will acquire all of the stock of PTI from Holdings, PTGI’s wholly owned intermediate subsidiary. By this Application, Applicants seek authorization for the *pro forma* assignment of wholesale assets and customers from PTI to PTGi ICS and for the transfer of control of PTI to PTUS. For the Commission’s reference, pre- and post-transaction organization charts illustrating the current and post-Transaction corporate structure are provided as Exhibit A hereto.

Immediately following the Transaction, PTGi ICS will continue to provide service to the wholesale customers at the same rates, terms and conditions as currently provided by PTI, and PTI will continue to provide service to existing retail customers at the same rates, terms and conditions as currently provided. In addition, PTI will continue to be operated by highly experienced, well-qualified management, operation and technical personnel as described in Section II above. There will not be any change to the day-to-day operations of PTI as a result of the Transaction and any future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and the applicable federal and state notice and tariff requirements. Moreover, the location of PTI’s billing records, call completion data

and other subscriber information will remain in the United States following the Transaction and PTI will continue to designate a U.S. citizen as its point of contract for accepting and overseeing compliance with wiretap orders, electronic surveillance orders, pen/trap orders, subpoenas or other legal process by U.S. law enforcement authorities for lawfully authorized electronic surveillance or U.S. records.

III. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction serves the public interest. PTI will continue to provide competitive products and services following the Transaction. The Transaction will not have an adverse impact on competition since no existing or potential competitors will be eliminated or in any way impaired as a result of the Transaction. Instead, PTI will continue to provide service to its retail customers in furtherance of the Commission's policies favoring competition and diversity of services.

In addition, the transfer of control of PTI will not result in a change of carrier for PTI's retail customers or any assignment of its Section 214 authorizations. PTI will continue to provide high-quality communications services to its retail customers without interruption and without change in rates, terms or conditions. Accordingly, the Transaction will be transparent to retail customers and in no event will it result in the discontinuance, reduction, loss, or impairment of service to any PTI customers.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Primus Telecommunications Group, Incorporated
7901 Jones Branch Drive, Suite 900
McLean, Virginia 22102
Tel: (703) 902-2800

FRN: 0009832866

Licensee:

Primus Telecommunications, Inc.
7901 Jones Branch Drive, Suite 900
McLean, Virginia 22102
Tel: (703) 902-2800

FRN: 0004647079

As of July 1, 2013,

PTGI and PTI's address will be:

460 Herndon Parkway
Suite 150
Herndon, VA 20170
Tel: (703) 456- 4100

Transferee:

PTUS, Inc.
805 Wright Brothers Blvd. SW
Suite 1
Cedar Rapids, IA 52404

FRN: 0022750137

(b) Jurisdiction of Applicants:

PTGI, PTI, and PTUS are each organized under the laws of the State of Delaware.

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(c) Correspondence concerning this Application should be sent to:

For PTGI and PTI:

Jean L. Kiddoo
Danielle Burt
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
jean.kiddoo@bingham.com
danielle.burt@bingham.com

For PTUS:

Tom W. Davidson
Douglas I. Brandon
Akin Gump Strauss Hauer & Feld, LLP
1333 New Hampshire Avenue, N.W.
Washington, DC 20036
(202) 887-4000 (Tel)
(202) 887-4288 (Fax)
tdavidson@akingump.com
dbrandon@akingump.com

With a copy to:

Richard Ramlall
Primus Telecommunications, Inc.
7901 Jones Branch Drive, Suite 900
McLean, VA 22102
Tel: (703) 394-4345

With a copy to:

Joshua A. Ratner
PTUS, Inc.
c/o York Capital Management
767 Fifth Avenue, 17th Floor
New York, NY 10153

(d) Section 214 Authorizations Held

Licensee: PTI is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. PTI has international Section 214 authority pursuant to File Nos. ITC-214-19960705-00299,¹ ITC-214-19951015-00041,² and ITC-214-19960215-00015,³ as well as the authorizations consolidated under File Nos. ITC-97-638-TC and ITC-98-202-TC.

Transferor: PTGI does not hold international or domestic Section 214 authority. In addition to PTI, the following indirect subsidiaries of PTGI hold FCC Section 214 authority:

PTGi International Carrier Services, Inc. is authorized to provide interstate service by virtue of blanket domestic Section 214 authority and holds international Section 214 authority pursuant to File No. ITC-214-20080131-00042.

Arbinet Corporation holds international Section 214 authority pursuant to File No. ITC-214-19970131-00057. Arbinet Corporation does not

¹ The old file number was ITC-96-374.

² The old file number was ITC-95-631.

³ The old file number was ITC-96-075.

currently provide telecommunications services pursuant to such international Sectional 214 authority.

The St. Thomas and San Jan Telephone Company, Inc. is authorized to provide interstate service by virtue of blanket domestic Section 214 authority and holds international Section 214 authority pursuant to File No. ITC-214-19941018-00324. In addition, it holds international authorizations to acquire capacity in and operate submarine cable systems pursuant to File Nos. ITC-93-030 (associated with SCL-LIC-19921110-00002), ITC-98-342 (associated with SCL-LIC-19980101-00036), ITC-95-580 (associated with SCL-LIC-19951013-00002), ITC-96-234 (associated with SCL-LIC-19960329-00128 and SCL-LIC-19960329-00130), ITC-93-029 (associated with SCL-LIC-19921110-00004), ITC-98-437 (associated with SCL-LIC-19980527-00007 and SCL-MOD-20040521-00016), ITC-97-221 (associated with SCL-LIC-19970421-00002 and SCL-MOD-20040521-00016), and ITC-92-106 (associated with SCL-LIC-19920107-00005).

STSJ Overseas Telephone Company, Inc. is authorized to provide interstate service by virtue of blanket domestic Section 214 authority and has international Section 214 authority pursuant 47 C.F.R. § 63.21(h).

Transferee: PTUS does not hold international or domestic Section 214 authority.

(h) Pre-Transaction Ownership of PTI:

The following entity currently holds ten percent (10%) or more interest in **Primus Telecommunications, Inc.:**

Name:	Primus Telecommunications Holding, Inc.
Address:	7901 Jones Branch Drive, Suite 900 McLean, VA 22102
Citizenship:	Delaware, U.S.
Interest Held:	100%
Principal Business:	Telecommunications

The following entity currently holds ten percent (10%) or more interest in **Primus Telecommunications Holdings, Inc.:**

Name:	Primus Telecommunications Group, Incorporated
Address:	7901 Jones Branch Drive, Suite 900 McLean, VA 22102
Citizenship:	Delaware, U.S.
Interest Held:	100%
Principal Business:	Telecommunications

The following entity currently holds ten percent (10%) or more interest in **Primus Telecommunications Group, Incorporated**:

Name: Singer Children's Management Trust
Address: 212 Vaccaro Drive
Cresskill, New Jersey 07626
Citizenship: U.S.
Interest Held: 12.0%
Principal Business: Investment

The trustee of the Singer Children's Management Trust is Karen Singer, a United States citizen whose principal business is managing the trust. Her address is the same as the address of the trust. Ms. Singer has the sole dispositive and voting power of Singer Children's Management Trust. The individual beneficiaries of the Singer Children's Management Trust are Taryn Singer, Julian Singer, and Devon Singer. Each of these individuals are United States citizens, and each has an approximate one-third interest in Singer Children's Management Trust. They may be contacted at Singer Children's Management Trust, 212 Vaccaro Drive, Cresskill, New Jersey 07626.

No other person or entity, directly or indirectly, currently owns or controls ten percent (10%) or more of Primus Telecommunications Group, Incorporated.

Post-Transaction Ownership of PTI:

The following entity will hold ten percent (10%) or more interest in **Primus Telecommunications, Inc.**:

Name: PTUS, Inc.
Address: 805 Wright Brothers Blvd. SW
Suite 1
Cedar Rapids, IA 52404
Citizenship: Delaware, U.S.
Interest Held: 100%
Principal Business: Holding Company

The following entity will hold ten percent (10%) or more interest in **PTUS, Inc.**:

Name: PT Holdco, Inc.
Address: 199 Bay Street, Suite 5300
Commerce Court West
Toronto, Ontario
Canada M5L 1B9
Citizenship: Ontario, Canada
Interest Held: 100%
Principal Business: Holding Company

The following entity will hold ten percent (10%) or more interest in **PT Holdco, Inc.**:

Name: PT Investor, L.P.
Address: c/o York Capital Management
767 Fifth Avenue, 17th Floor
New York, NY 10153
Citizenship: Cayman Islands
Interest Held: 100%
Principal Business: Holding Company

PT Investor, L.P. is controlled by its sole general partner, York Special Opportunities Domestic Holdings, LLC, a New York limited liability company.⁴ Control of York Opportunities Domestic Holdings, LLC is vested solely in its senior managing member, York Capital Management Global Advisors, LLC, a New York limited liability company. York Capital Management Global Advisors, LLC is controlled by its Chairman, Chief Executive Officer, and founder, James Dinan. Mr. Dinan is a citizen of the United States.⁵

Other than the entities described above, no other entity or individual will hold a ten percent (10%) or greater direct or indirect interest in PTI following the Transaction.

To the best of PTUS's knowledge, there are no officers or directors of PTUS who also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

- (i) PTUS certifies that following consummation of the Transaction: (i) it will not be a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d); and (ii) it will become affiliated, within the meaning of the Commission's Rules, with Primus Telecommunications Canada, Inc. and Globility Communications Corporation, each of which provide telecommunications services in Canada.

⁴ Abu Dhabi Investment Authority holds a 19.84% limited partnership equity interest in PT Investor, L.P. No other limited partner of PT Investor, L.P. holds limited partnership equity interests in excess of ten percent (10%). Abu Dhabi Investment Authority is an investment institution organized under the laws of the United Arab Emirates, a WTO member country.

⁵ York Capital Management Global Advisors, LLC is an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). Additional information regarding the business and ownership of York Capital Management Global Advisors, LLC is set forth in Form ADV-1, as filed with the SEC on April 1, 2013. See <http://www.adviserinfo.sec.gov/>.

- (j) PTUS certifies that through the acquisition of control of PTI it does not seek to provide international telecommunications services to any destination country where:
- (1) PTUS is a foreign carrier in that country; or
 - (2) PTUS controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of PTUS, or controls PTUS, controls a foreign carrier in that country; except in Canada where, as a result of the Transaction, PTCAN, Inc., an entity ultimately controlled by York, will control PTI's affiliates, Primus Telecommunications Canada, Inc. and Globility Communications Corporation, each of which provide telecommunications services in Canada; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of PTUS and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k) Canada is a member of the World Trade Organization.
- (l) *See* response to item (m) below.
- (m) PTUS qualifies for a presumption of non-dominant treatment on the U.S.-Canada route following consummation of the Transaction pursuant to Section 63.10(a)(3) of the Commission's Rules because its foreign carrier affiliates in Canada, Primus Telecommunications Canada, Inc. and Globility Communications Corporation, lack 50 percent market share in the international transport and local access markets on the foreign end of the route and therefore lack sufficient market power on the foreign end to adversely affect competition in the U.S. market.
- (n) PTUS certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). Following consummation of the Transaction, PTUS will be affiliated with two foreign carriers in Canada but, as stated in item (k) above, Canada is a member of the World Trade Organization and as demonstrated in item (m) above, PTUS qualifies for a presumption of non-dominance under Section 63.10(a)(3) on this route. PTUS is not affiliated with any dominant U.S. carrier.

V. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) PTI provides local and/or long distance service in 49 states, the District of Columbia, and the Commonwealth of Puerto Rico. PTI does not provide intrastate telecommunications services in Alaska. All of the services provided by PTI are competitive in nature and neither PTI nor any affiliated company holds a dominant position in any market.

PTUS is not authorized and does not provide local and/or long distance service. PTUS does not control and is not affiliated with any other provider of telecommunications services in the United States.
- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the Transaction: (1) PTUS (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent; (2) PTUS (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Applicants (or their Affiliates) are dominant with respect to any service.
- (a)(9) Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this Transaction.
- (a)(10) Prompt completion of the proposed Transaction is important to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of PTI.

Respectfully submitted,

Danielle Burt

Tom W. Davidson Douglas I. Brandon Akin Gump Sirauss Hauser & Feld, LLP 1333 New Hampshire Avenue, N.W. Washington, DC 20036 (202) 887-4000 (Tel) (202) 887-4288 (Fax) tdavidson@akingump.com dbrandon@akingump.com	Jean L. Kiddoo Danielle Burt Bingham McCutchen LLP 2020 K Street, N.W. Washington, DC 20006-1806 (202) 373-6000 (Tel) (202) 373-6001 (Fax) jean.kiddoo@bingham.com danielle.burt@bingham.com
Counsel for PTUS	Counsel for PTGI and PTI

Dated: June 5, 2013

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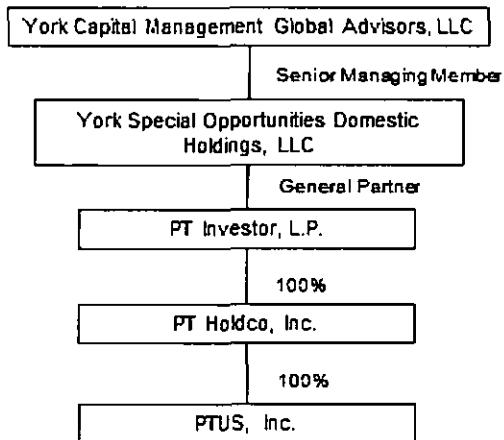
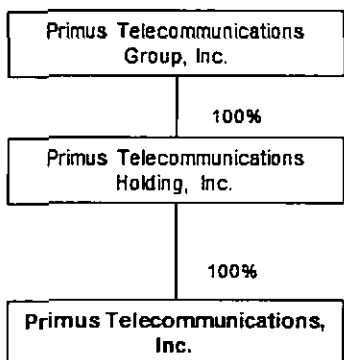
EXHIBITS

Exhibit A Illustrative Organizational Charts
Verifications

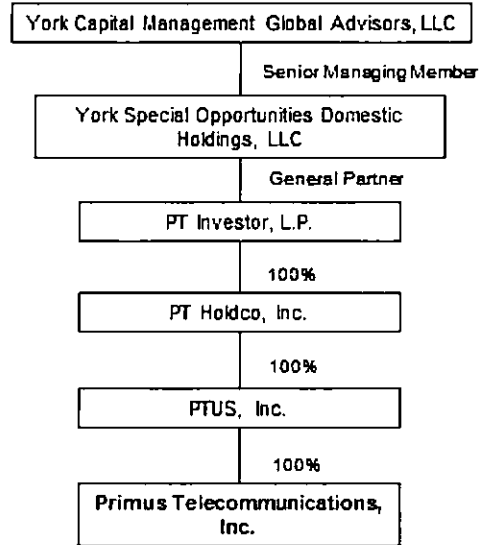
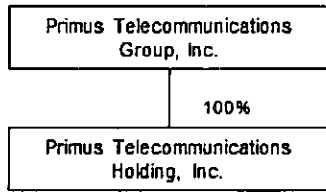
Exhibit A

Illustrative Organizational Charts

Pre-Transaction Illustrative Corporate Charts



Post-Transaction Illustrative Corporate Charts



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Verifications

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VERIFICATION

COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX

§
§
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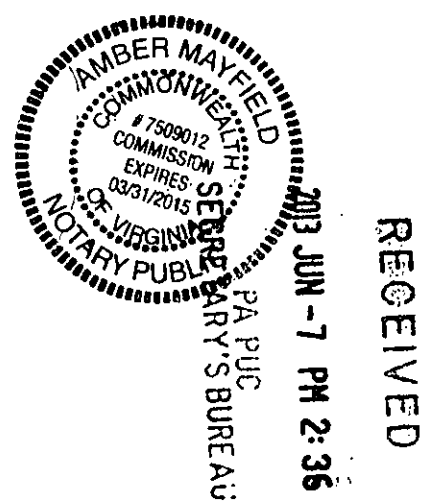
I, John Filipowicz, state that I am General Counsel of Primus Telecommunications Group, Incorporated, the ultimate parent of Primus Telecommunications, Inc.; that I am authorized to make this Verification on behalf of Primus Telecommunications, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information and belief.

John Filipowicz
Name John Filipowicz
Title: General Counsel
Primus Telecommunications Group, Incorporated

SWORN TO AND SUBSCRIBED before me on the 30 day of May, 2013.

[Signature]
Notary Public

My commission expires: 03/31/2015



VERIFICATION

STATE OF NEW YORK §

COUNTY OF SUFFOLK §

I, Josh Ratner, state that I am Vice President of PTUS, Inc.; that I am authorized to make this Verification on behalf of PTUS, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information and belief.

[Signature]
Name:
Title:

SWORN TO AND SUBSCRIBED before me on the 4th day of June, 2013.

[Signature]
Notary Public

SISILYN S. HUTCHINSON
Notary Public, State of New York
Registration #01HU6183341
Qualified in Suffolk County
Commission Expires March 17, 2016

My commission expires: March 17, 2016

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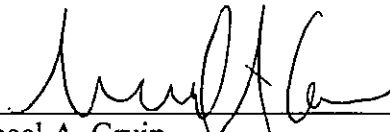
CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of June 2013, a copy of the foregoing Joint Application was served by first class, prepaid postage mail delivery upon the following:

Tanya J. McCloskey
Acting Consumer Advocate
Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

John R. Evans
Small Business Advocate
Office of Small Business Advocate
Commerce Building
300 North Second Street, Suite 1102
Harrisburg, PA 17101

Johnnie E. Simms, Director
Pennsylvania Public Utility Commission
Bureau of Investigation & Enforcement
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120



Michael A. Gruin

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