

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-2007
Application of Primus Telecommuni-)
cations, Inc. of McLean, Virginia,)
and TresCom U.S.A., Inc. of Fort) GRANTED
Lauderdale, Florida, seeking)
approval of a pro forma internal)
reorganization.) Entered: May 4, 1999

BY THE COMMISSION:

On March 4, 1999, an application was filed by Primus Telecommunications, Inc. and TresCom U.S.A., Inc. seeking approval of a pro forma internal reorganization. Notice of the application was published in The Daily Record, Omaha, Nebraska, on March 5, 1999. No protests were filed; therefore, we process this application pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

Primus Telecommunications, Inc. (Primus) is a Delaware corporation providing domestic interstate and intrastate, as well as international, long distance voice, data, and value-added services. Primus provides service in Nebraska pursuant to certification granted by this Commission on November 12, 1996, in Application No. C-1398.

TresCom U.S.A., Inc. (TresCom) is a Florida corporation providing resold intrastate interexchange telecommunications services pursuant to certification granted by this Commission on June 4, 1996, in Application No. C-1301.

Both Primus and TresCom are wholly-owned subsidiaries of Primus Telecommunications Group, Incorporated (PTGI), a Delaware holding company publicly traded on the NASDAQ stock exchange. For internal corporate reasons, the applicants have determined that the proposed reorganization will improve the operational efficiency of the PTGI companies.

Through the proposed reorganization, TresCom will merge with and into Primus. Following the merger, TresCom will cease to exist and Primus will assume TresCom operations and will provide continuous, high-quality telecommunications services to TresCom customers. Customer notification of the reorganization will be provided to TresCom customers prior to consummation of the transaction.

The proposed reorganization will not result in a change in the services, rates, operations or service quality currently provided to TresCom customers. The consolidation of the applicants' technical and managerial resources will enable Primus to attract additional financing, reduce its operating expenses, and realize

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operational and management efficiencies and other corporate benefits that will inure to the benefit of both Primus and TresCom existing customers.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds the application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2007 be, and it is hereby, granted and Primus Telecommunications, Inc. and TresCom U.S.A., Inc. are hereby authorized to implement the above-outlined pro forma internal corporate reorganization.

IT IS FURTHER ORDERED that the Certificate of Public Convenience and Necessity previously granted to TresCom U.S.A., Inc. in Application No. C-1301 is hereby withdrawn upon effective completion of the above-described internal reorganization.

MADE AND ENTERED at Lincoln, Nebraska, this 4th day of May, 1999.

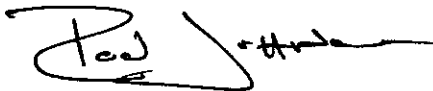
NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:


Chairman

ATTEST:


Executive Director





//s//Lowell C. Johnson
//s//Frank E. Landis
//s//Daniel G. Urwiller