

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-3047
of Primus Telecommunications,)
Inc., McLean, Virginia, Seeking) GRANTED
Approval of a Pro Forma Transfer)
of Control.) Entered: December 16, 2003

BY THE COMMISSION:

By application filed November 3, 2003, Primus Telecommunications, Inc., (PTI or applicant) of McLean, Virginia, seeks approval of a pro forma transfer of control. Notice of the application was published in The Daily Record, Omaha, Nebraska, on November 5, 2003. No protests or petitions of intervention were filed; therefore, the Commission processed this application according 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

The Parties:

PTI is a corporation organized under the laws of the State of Delaware and maintains its principal office in McLean, Virginia. PTI is a wholly-owned subsidiary of Primus Telecommunications Group, Inc., a Delaware Corporation, that is publicly traded on the NASDAQ. Primus Telecommunications Group, Inc., does not hold a certificate of authority from the State of Nebraska.

PTI was authorized by the Commission to provide resold intrastate interexchange telecommunications services in the State of Nebraska, pursuant to Application No. C-1398, which was granted on November 12, 1996. PTI is authorized to provide interexchange telecommunications services in 48 other states and the District of Columbia.

The Proposed Transaction:

The applicant's parent company, Primus Telecommunications Group, Inc., for business and financial reasons, plans to create a new, intermediate holding company, which will become the direct corporate parent of PTI. In its application, PTI states that the proposed pro forma transfer will not result in a change in the ultimate control of either PTI or change the operation of the applicant in any other manner. The proposed pro forma transaction will not involve an assignment of any certification or change in the day-to-day operations of any certificated

company. In addition, there will be no change in the services offered to customers or the rates customers will be charged for regulated services. The transaction will be completely transparent to PTI's customers. The applicant states that the proposed transaction will serve the public interest and therefore, requests approval.

Upon consideration of the application and being fully informed in the premises, the Commission is of the opinion that the application is fair and reasonable and that the proposed pro forma transfer of control is consistent with the public interest. Accordingly, the application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-3047 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 16th day of December 2003.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chair

ATTEST:

Executive Director