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VIA OVERNIGHT DELIVERY

Blanca S. Bayó
Director, Division of Records & Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

Re: Request for Approval of Proposed Transfer of Control of
TresCom International, Inc. to Primus Telecommunications Group, Incorporated

Dear Ms. Bayó:

On behalf of Primus Telecommunications Group, Incorporated ("Primus") and TresCom International, Inc. ("TresCom") (collectively "the Parties"), this letter is to request Commission approval, pursuant to F.S.A. § 364.33, of a transaction whereby Primus will acquire control of TresCom. TresCom is the holding company parent of TresCom U.S.A. and Least Cost Routing, Inc. ("LCR"), both nondominant carriers authorized by the Commission to provide resold intrastate interexchange telecommunications services within the State of Florida.¹ Primus is the holding company parent of Primus Telecommunications, Inc. ("PTI"), a certified nondominant carrier that provides resold intrastate interexchange telecommunications services in numerous states, including the State of Florida. Neither Primus nor any of its affiliates are currently affiliated with TresCom. Attached hereto as Exhibit A is a chart which illustrates the corporate structure of the Parties prior to and immediately following the proposed transaction. A description of the Parties and the transaction are provided below.

The Parties respectfully request expedited treatment of this request in order to permit them to consummate the proposed transaction *no later than April 20, 1998*. An original, a copy of this letter on disk, and twelve (12) copies of this letter are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, stamped envelope.

¹ On December 22, 1997, the Commission entered an Order approving transfer of control of LCR to TresCom.

DOCUMENT NUMBER-DATE

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THE PARTIES

Primus is a Delaware holding company publicly traded on the Nasdaq stock exchange under the stock symbol "PRTL." Through its subsidiary, PTI, Primus provides domestic interstate and intrastate, as well as international, long distance voice, data, and value-added services. PTI provides resold intrastate interexchange services in 48 states pursuant to certification, registration, tariff or on an unregulated basis.² PTI was authorized in this state in Docket No. 95-0161-TI, on May 11, 1995. PTI also provides interstate and international telecommunications services as a nondominant common carrier pursuant to authority of the Federal Communications Commission ("FCC"), as well as a range of telecommunications services in foreign countries. PTI maintains both an international and an interstate tariff on file at the FCC.

Primus has the technical, managerial, and financial qualifications to acquire control of TresCom. For the quarter ended September 30, 1997, Primus recorded revenues of \$73 million. Given its financial resources and its recognized position as a provider of technologically-advanced, economical telecommunications services throughout the world, Primus is well qualified to acquire control of TresCom.

TresCom is a Florida holding company publicly traded on the Nasdaq stock exchange under the stock symbol "TRES." Headquartered in Ft. Lauderdale, Florida, TresCom is an international telecommunications company offering, through its subsidiaries, a broad array of competitively priced services, including international and domestic long distance, travel and prepaid calling cards, and specialized international products and services. TresCom's subsidiaries provide international long distance service to more than 230 countries and territories worldwide through its international network.

TresCom is the parent company of a number of nondominant carrier subsidiaries that provide resold and facilities-based domestic and international telecommunications services. In Florida, TresCom's operating subsidiary -- TresCom U.S.A. -- provides resold intrastate interexchange telecommunications services pursuant to certification granted by this Commission on November 29, 1994, in Docket No. 940838-TT, Order No. PSC-94-1359-FOF-TT. TresCom's I.C.R. subsidiary provides resold intrastate interexchange telecommunications services pursuant to certification granted by this Commission on June 6, 1995, in Docket No. 95-0397-TI, Order No. PSC-95-0688-FOF-TI. Further information concerning TresCom U.S.A.'s and I.C.R.'s legal, technical, managerial, and financial qualifications to provide telecommunications services was filed with TresCom U.S.A.'s application for certification, in Docket No. 940838-TT, and with I.C.R.'s application for certification, in Docket No. 95-0397-TI. That information is therefore already a matter of public record at the Commission, and the Parties request that it be incorporated by reference herein.

² Primus does not provide services in Hawaii and Alaska.

TresCom U.S.A. is also currently authorized to provide resold intrastate interexchange and other competitive services in 47 other states and Puerto Rico and LCR is authorized to provide such services in 25 other states pursuant to certification, registration, tariff requirements, or on an unregulated basis. TresCom's operating subsidiaries are also authorized by the FCC to provide domestic interstate and international services as nondominant carriers throughout the United States.

THE TRANSACTION

The proposed transaction is structured as a merger of Taurus Acquisition Corporation ("TAC"), a newly-formed Florida subsidiary of Primus established specifically for the purpose of consummating the transaction, into TresCom. Pursuant to the Agreement, TAC will merge with and into TresCom, with TresCom as the surviving entity. The surviving Florida corporation will continue to operate under the name, TresCom International, Inc. At the close of the transaction, shareholders of TresCom will receive, in exchange for each of the issued and outstanding shares of TresCom, a right to receive shares of Primus common stock according to a formula agreed to by the parties.

The proposed merger will result in a change in the ultimate corporate parent of TresCom U.S.A. and LCR. As a practical matter, however, the acquisition of TresCom by Primus will not materially affect the day-to-day management or operation of TresCom U.S.A. or LCR. Each company will continue to operate and provide service to its customers pursuant to its tariff currently on file with this Commission. Both TresCom U.S.A. and LCR will continue to be led by a team of well-qualified telecommunications managers comprised, in part, of existing TresCom and/or LCR personnel. The acquisition of TresCom by Primus, therefore, will be virtually transparent to TresCom USA's and LCR's existing customers in terms of the services that they receive.

Consummation of the proposed transaction will serve the public interest in promoting competition among providers of interexchange telecommunications services by combining the financial resources and complementary managerial skills and experience of Primus and TresCom in providing telecommunications services to the public. The Parties anticipate that the contemplated business combination will result in a company with a broader market base and that is better equipped to accelerate its growth as a competitive telecommunications service provider. The transfer of control will allow the Parties to manage their telecommunications operations more efficiently, thereby enhancing the Parties' operational flexibility and efficiency as well as their financial viability. These enhancements will accrue to the benefit of both carriers' customers, who will also benefit from the expanded array of services offered by each carrier. The proposed transaction will therefore ensure the continued provision of high quality and innovative telecommunications services to TresCom U.S.A.'s and LCR's existing customers and should promote competition in the Florida telecommunications service market. In sum, the proposed acquisition will serve the public interest by enhancing the ability of Primus and TresCom to offer, through their subsidiaries, competitively

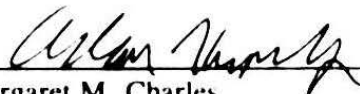
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priced services in the Florida interexchange telecommunications marketplace, as well as in the U.S. interstate and international marketplace.

Please do not hesitate to contact us if you have any questions regarding this transaction.

Respectfully submitted,

PRIMUS TELECOMMUNICATIONS GROUP
INCORPORATED
TRESKOM INTERNATIONAL, INC.



Margaret M. Charles
Adam L. Kupetsky
Scott J. Levitt

Their Counsel

cc: Tom Williams (FL PSC)
Neil Hazard (Primus)
Chan Bryant Abney (TresCom)

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