

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of
intra-corporate pro forma
reorganization whereby TresCom
USA, Inc. (holder of IXC
Certificate No. 4020) will merge
with and into Primus
Telecommunications, Inc. (holder
of IXC Certificate No. 3595),
and Certificate No. 4020 will be
canceled.

DOCKET NO. 990260-TI
ORDER NO. PSC-99-0939-PAA-TI
ISSUED: May 11, 1999

The following Commissioners participated in the disposition of
this matter:

JOE GARCIA, Chairman
J. TERRY DEASON
SUSAN F. CLARK
JULIA L. JOHNSON
E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING INTRA-CORPORATE PRO FORMA REORGANIZATION AND
CANCELLATION OF INTEREXCHANGE TELECOMMUNICATIONS CERTIFICATE

BY THE COMMISSION:

NOTICE is hereby given by the Florida Public Service
Commission that the action discussed herein is preliminary in
nature and will become final unless a person whose interests are
substantially affected files a petition for a formal proceeding,
pursuant to Rule 25-22.029, Florida Administrative Code.

Section 364.33, Florida Statutes, provides that a person may
not acquire ownership or control of any telecommunications
facility, or any extension thereof for the purpose of providing
telecommunications services to the public, including the
acquisition, transfer, or assignment of majority organizational
control or controlling stock ownership, without prior approval from
this Commission.

DOCUMENT NUMBER-DATE

05975 MAY 11 99

FPSC-RECORDS/REPORTING

ORDER NO. PSC-99-0939-PAA-TI
DOCKET NO. 990260-TI
PAGE 2

By letter dated March 4, 1999, TresCom USA, Inc. (TresCom) and Primus Telecommunications, Inc. (Primus) filed with this Commission an application for approval of intra-corporate pro forma reorganization whereby TresCom will merge with and into Primus. TresCom is the holder of Interexchange Telecommunications (IXC) Certificate No. 4020. Primus is the holder of IXC Certificate No. 3595. Due to the merger, the companies have also requested the cancellation of TresCom's IXC Certificate No. 4020.

Primus has stated that it will maintain a tariff that duplicates the service offerings, rates, terms and conditions as filed in the current tariff of TresCom on file with this Commission. Therefore, TresCom's customers will continue to receive the same services at the same tariffed rates that they are presently receiving.

In accordance with our authority under Section 364.33, Florida Statutes, to approve the acquisition or transfer of majority organizational control or controlling stock ownership of a telecommunications company providing service in Florida, we have reviewed the Petition of TresCom and Primus, and find it appropriate to approve it. We have based our review and decision upon an analysis of the public's interest in efficient, reliable telecommunications service. Our decision does not address the potential impact of the transfer on the competitive market in Florida, or on the companies' or their competitors' interests. We emphasize, however, that our approval of the Petition pursuant to our authority under Section 364.33, Florida Statutes, does not preclude us from addressing any of our concerns that may arise regarding this transaction to the appropriate federal or state agencies.

TresCom has requested the cancellation of IXC Certificate No. 4020. TresCom has complied with the provision of Rule 25-24.474(2), Florida Administrative Code, by providing adequate notice in writing of its request for cancellation of its IXC certificate and by submitting its regulatory assessment fees for 1998. Accordingly, we find it appropriate to cancel IXC Certificate No. 4020, effective March 4, 1999.

TresCom shall return its certificate to this Commission. In addition, under Section 364.336, Florida Statutes, certificate holders must pay a minimum annual regulatory assessment fee of \$50 if the certificate was active during any portion of the calendar year. A Regulatory Assessment Fee Return notice for 1999 will be

ORDER NO. PSC-99-0939-PAA-TI
DOCKET NO. 990260-TI
PAGE 3

mailed to TresCom. Neither the cancellation of its certificate nor the failure to receive a Regulatory Assessment Fee Return notice for 1999 shall relieve TresCom from its obligation to pay regulatory assessment fees for 1999.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that TresCom USA, Inc. and Primus Telecommunications, Inc.'s request for approval of Intra-corporate pro forma reorganization whereby TresCom USA, Inc. will merge with and into Primus Telecommunications, Inc. is hereby approved. It is further

ORDERED that TresCom USA, Inc.'s Certificate No. 4020 to provide Interexchange Telecommunications services is hereby canceled, effective March 4, 1999. It is further

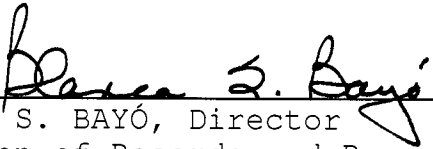
ORDERED that TresCom USA, Inc. shall return its certificate to this Commission and remit regulatory assessment fees for 1999. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 28-106.201, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that in the event this Order becomes final, this Docket shall be closed.

ORDER NO. PSC-99-0939-PAA-TI
DOCKET NO. 990260-TI
PAGE 4

By ORDER of the Florida Public Service Commission, this 11th
day of May, 1999.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

(S E A L)

KMP

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

The action proposed herein is preliminary in nature. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, in the form provided by Rule 28-106.201, Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on June 1, 1999.

In the absence of such a petition, this order shall become final and effective upon the issuance of a consummating order.

ORDER NO. PSC-99-0939-PAA-TI
DOCKET NO. 990260-TI
PAGE 5

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.

If this order becomes final and effective on the date described above, any party substantially affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or wastewater utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days of the effective date of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.

Corrected 5/11/99
11:00 AM JBJ ✓

M E M O R A N D U M

RECEIVED-PPSC
Jew
99 MAY -10 PM 10:49

May 6, 1999

RECORDS AND
REPORTING

TO: DIVISION OF RECORDS AND REPORTING

FROM: DIVISION OF LEGAL SERVICES (PEÑA) *KMP CB*

RE: DOCKET NO. 990260-TI - REQUEST FOR APPROVAL OF INTRA-CORPORATE PRO FORMA REORGANIZATION WHEREBY TRESKOM USA, INC. (HOLDER OF IXC CERTIFICATE NO. 4020) WILL MERGE WITH AND INTO PRIMUS TELECOMMUNICATIONS, INC. (HOLDER OF IXC CERTIFICATE NO. 3595), AND CERTIFICATE NO. 4020 WILL BE CANCELED.

99-0939-PAA

Attached is a NOTICE OF PROPOSED AGENCY ACTION ORDER APPROVING INTRA-CORPORATE PRO FORMA REORGANIZATION AND CANCELLATION OF INTEREXCHANGE TELECOMMUNICATIONS CERTIFICATE, to be issued in the above-referenced docket. (Number of pages in order - 5)

KMP/anr
Attachment
cc: Division of Communications
I: 990260.kmp

3/0

Requisition for Photocopying and Mailing

Date 5, 11, 99

Number of Originals _____

Copies Per Original 19

Requested By [Signature]

Item Presented

Agenda For (Date) _____

Order No. 99-0939

In Docket No. 996260

Notice of _____

For (Date) _____

In Docket No. _____

Other _____

Special Handling Instructions

Distribution/Mailing

Number

Distributed/Mailed To

Number

Distribution/Mailed To

19

Commission Offices

Docket Mailing List - Mailed

(3)

Docket Mailing List - Faxed

Note: Items must be mailed and/or returned within one working day after issue unless specified here:

Print Shop Verification

Job Number 105

Verified By Michael

Date and Time Completed 5/12

Job Checked For Correctness and Quality (Initial) [Initials]

Mail Room Verification

Date Mailed 5/12

Verified By [Signature]