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November 5, 2003

VIA OVERNIGHT DELIVERY

Blanca S. Bayo, Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

030000 - PU

**Re: Notification of Pro Forma Transfer of Control for Primus
Telecommunications, Inc. and Least Cost Routing, Inc.**

Dear Ms. Bayo:

Primus Telecommunications, Inc. ("PTI") and Least Cost Routing, Inc. ("LCR", or collectively, the "Parties"), by their undersigned counsel, hereby notify the Florida Public Service Commission ("Commission") of a proposed a *pro forma* transfer of control of the Parties, two companies authorized to provide telecommunications service in the State of Florida. As discussed below, the Parties' parent company, Primus Telecommunications Group, Incorporated, for business and financial reasons, plans to create a new, intermediate holding company that will become the direct corporate parent of PTI and a new, intermediate holding company for Least Cost Routing.

Upon review of Florida statutes and regulations, the Parties believe that Commission approval is not required for this transaction. The Parties emphasize that the transfer of control described herein is *pro forma* in nature because it will not result in a change in the ultimate control of either PTI or LCR or otherwise change the operations of the Parties. The proposed *pro forma* transaction will not involve an assignment of any certification or a 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 for regulated services. The transaction will be completely transparent to PTI's and LCR's customers.

In addition, the Parties submit the following information:

DOCUMENT NUMBER - DATE

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FPSC-COMMISSION CLERK

The Parties

A. Primus Telecommunications, Inc.

PTI is a corporation organized pursuant to the laws of the State of Delaware and maintains its principal offices at 1700 Old Meadow Road, McLean, Virginia 22102. PTI is a wholly owned subsidiary of Primus Telecommunications Group, Incorporated ("PTGI"), a Delaware Corporation that is publicly traded on the NASDAQ stock exchange under the symbol "PRTL." PTGI holds no regulatory licenses from this or any other regulatory commission.

PTI is authorized as a competitive local exchange carrier pursuant to Certificate No. 7269 granted by this Commission in Docket No. 991280-TX (Dec. 29, 1999). PTI is also authorized as a reseller and prepaid debit card provider pursuant to Certificate No. 4020 granted by this Commission in Docket No. 950161-TI (June 2, 1995). PTI is authorized to provide interexchange telecommunications services in 48 other states and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis. PTI is also authorized by the Federal Communications Commission to provide interstate and international services as a non-dominant carrier. Finally, PTI also holds competitive local exchange carrier authority in 11 states and the Commonwealth of Puerto Rico.

B. Least Cost Routing, Inc.

LCR is a Florida corporation that also maintains its principal offices at 1700 Old Meadow Road, McLean, Virginia 22102. LCR is authorized to provide interchange services in numerous states throughout the continental United States. LCR is a wholly owned subsidiary of TresCom International, Inc., a Florida corporation with the sole purpose of serving a telecommunications holding company ("TresCom"). TresCom, in turn, is wholly owned by PTGI. Thus, the insertion of a new holding company beneath PTGI, and above TresCom will have the effect of causing a *pro forma* transfer of control of LCR. In Florida, LCR is authorized as a switchless rebiller pursuant to Certificate No. 4022 issued by this Commission in Docket 950397-TI (June 27, 1995).

Description of Proposed Pro Forma Transaction

PTI and LCR propose to engage in a transaction that will result in a *pro forma* transfer of control of the Parties. For business and financial reasons, PTGI wishes to create an intermediate holding company that will become the direct corporate parent of PTI and of TresCom. This new company, Primus Telecommunications Holding, Inc. ("Holding"), is a Delaware corporation created specifically to serve as an intermediate holding company for PTGI. At the conclusion of the transaction, PTI and TresCom will be a 100 percent direct subsidiary of Holding. Holding, in turn, will be a 100 percent direct subsidiary of PTGI. Thus, at the conclusion of the transaction, PTI and LCR will continue to be, ultimately, owned and operated by PTGI.

Consistent with the *pro forma* nature of this transaction, PTI and LCR do not propose to change the name under which PTI and LCR currently operate or any other aspect of the manner

in which PTI and LCR currently offer service in the State of Florida. Immediately following the proposed transaction, PTI and LCR will continue to offer the services they currently offer with no change in the rates, terms, or conditions of service. Thus, the *pro forma* transfer of control will be completely transparent to PTI's and LCR's customers in the State of Florida with respect to the services that they receive and, therefore, will not cause customer confusion or inconvenience.

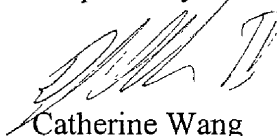
Public Interest Considerations

The proposed transaction will serve the public interest by enabling PTI and TresCom and their owners to improve the operational and cost efficiencies of PTI's and LCR's business. The proposed transaction will also enhance PTI's and LCR's operational flexibility by providing PTGI and Holding with greater flexibility in financing. By reorganizing the PTGI family of companies in this way, PTI and LCR will be in a better position to offer a broader array of high quality customer services at affordable rates. The proposed transaction will thus serve the public interest by promoting competition and providing consumer benefits. The proposed transaction will directly benefit Florida consumers by facilitating the continued provision of innovative, high-quality telecommunications services to the public and thereby promoting competition in the Florida telecommunications service market.

Conclusion

An original and six (6) copies of this notice are included. Please use the self-addressed, stamped envelope to return a file-stamped copy of this notice to us. If there are any questions regarding this filing, please contact the undersigned counsel. Thank you for your attention to this matter.

Respectfully submitted,



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Counsel for the Parties

cc: Kathleen K. Lawrence, Esq.