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June 5, 2013

Via Electronic Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
International Bureau Applications
P.O. Box 979093
St. Louis, MO 63197-9700

Re: *In the Matter of the Joint Application of Primus Telecommunications Group, Incorporated (“Transferee”), Primus Telecommunications, Inc. (“Licensee”) and PTUS, Inc. (“Transferor”) for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete a Transfer of Control*

Dear Ms. Dortch:

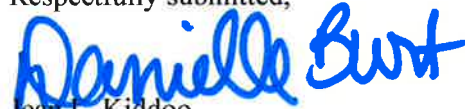
On behalf of Primus Telecommunications Group, Incorporated (“PTGI”), Primus Telecommunications, Inc. (“PTI”), and PTUS, Inc. (“PTUS”) (collectively, “Applicants”), enclosed please an application for the transfer of control of PTI from PTGI to PTUS.

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined domestic section 214 transfer application and international section 214 transfer applications (“Combined Application”). Applicants are simultaneously filing the Combined Application with the Wireline Competition Bureau, in accordance with the Commission’s rules.

This filing and the applicable credit card payments in the amount of \$1,050.00 which satisfy the filing fees required for the applications under line 2.b of Section 1.1105 of the Commission’s rules, are being submitted electronically through the MyIBFS.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Jean L. Kiddoo
Danielle C. Burt

Counsel for Applicants

cc (via email): David Krech, IB
Howard Griboff, IB
Sumita Mukhoty, IB

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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Primus Telecommunications Group, Incorporated, Transferor,)	
)	
Primus Telecommunications, Inc., Licensee,)	
)	
and)	File No. ITC-T/C-2013_____
)	WC Docket No. 13- _____
PTUS, Inc., Transferee)	
)	
For Grant of Authority Pursuant to Section 214)	
of the Communications Act of 1934, as amended,)	
and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Complete a)	
Transfer of Control of an Authorized Domestic)	
and International Section 214 Carrier)	
)	

APPLICATION

Primus Telecommunications Group, Incorporated (“PTGI”), Primus Telecommunications, Inc. (“PTI”), and PTUS, Inc. (“PTUS”) (collectively, “Applicants”), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request approval for the transfer of control of PTI to PTUS, a company newly formed for the purposes of completing the transaction described herein (“Transaction”).

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission’s Rules, 47 C.F.R. §§ 63.03 and 63.12. With respect to the domestic Section 214 authority held by PTI, this Application is eligible for

streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (1) PTUS and its affiliates, as defined in Section 3(1) of the Communications Act (“Affiliates”), together will hold less than ten percent (10%) of the interstate, interexchange market; (2) to the limited extent that PTUS and its Affiliates will provide local exchange service it will only be in areas served by dominant local exchange carriers (none of whom is a party to the proposed transaction); and (3) none of the Applicants or their Affiliates is dominant with respect to any service. This Application is also eligible for streamlined processing with respect to PTI’s international section 214 authorization pursuant to Section 63.12(c) of the Commission’s Rules because, as described in Section IV below, none of the exclusionary criteria set forth in Section 63.12(c) apply.

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF APPLICANTS

A. Primus Telecommunications Group, Incorporated and Primus Telecommunications, Inc.

PTGI is a publicly traded Delaware corporation (NYSE: PTGI) with principal offices at 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. Through various indirect operating subsidiaries, PTGI is a global facilities-based integrated provider of advanced telecommunications products and services, including traditional and IP voice, data, broadband Internet, collocation, hosting, and outsourced managed services. In the United States, PTGI’s regulated operating subsidiaries include PTI, PTGi International Carrier Services, Inc. (“PTGi ICS”), The St. Thomas and San Jan Telephone Company, Inc., and STSJ Overseas Telephone Company, Inc.

PTI is a Delaware corporation with its principal offices at 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. (As of July 1, 2013, PTI’s address will be 460 Herndon

Parkway, Suite 150, Herndon, VA 20170.) PTI is a wholly owned subsidiary of Primus Telecommunications Holdings, Inc. (“Holdings”), which is, in turn, wholly owned by PTGI. PTI was granted Section 214 authority to provide international services as a non-dominant carrier pursuant to File Nos. ITC-214-19960705-00299, ITC-214-19951015-00041, and ITC-214-19960215-00015, as well as the authorizations consolidated under File Nos. ITC-97-638-TC and ITC-98-202-TC, and holds blanket Section 214 authority to provide domestic interstate services. PTI is also authorized to provide interexchange (“IXC”) telecommunications services in 49 states and the District of Columbia pursuant to applicable certification, registration or tariff requirements, or on a deregulated basis, and also holds competitive local exchange carrier (“CLEC”) authority in eight states, the District of Columbia, and the Commonwealth of Puerto Rico.

B. PTUS, Inc.

PTUS is a Delaware corporation newly formed for the purposes of completing the Transaction. The principal place of business for PTUS is located at 805 Wright Brothers Blvd. SW, Suite 1, Cedar Rapids, Iowa 52404. PTUS is wholly owned by York Capital Management (“York”), a private investment firm established in 1991. York holds diversified investments and manages over \$15 billion in investments. In addition to making controlling investments in private companies (or companies that become private in connection with the transaction), York invests in publicly traded debt and equity securities throughout the world across a broad range of sectors. PTUS is well-qualified managerially, technically and financially to own and control PTI. In addition to the well-qualified management and operations teams of PTI that will remain with the company following the Transaction, York is an experienced investor in technology companies. Indeed, over the years, York has made numerous passive and non-passive investments in the

communications and technology sectors, including Leap Wireless International, Abovenet, Inc., and Flag Telecom.

II. DESCRIPTION OF THE TRANSACTION

On May 10, 2013, PTUS, PTGI and certain of their respective affiliates entered into an Equity Purchase Agreement (“Agreement”) whereby, among other things, PTUS will acquire the stock of PTI. The completion of the sale of PTI stock is conditioned on obtaining necessary federal and state regulatory approvals. Prior to the transfer of control of PTI to PTUS, PTI will assign certain of its wholesale assets and its interstate and international wholesale customers to its affiliate PTGi ICS through a *pro forma* transaction. Thereafter, PTUS will acquire all of the stock of PTI from Holdings, PTGI’s wholly owned intermediate subsidiary. By this Application, Applicants seek authorization for the *pro forma* assignment of wholesale assets and customers from PTI to PTGi ICS and for the transfer of control of PTI to PTUS. For the Commission’s reference, pre- and post-transaction organization charts illustrating the current and post-Transaction corporate structure are provided as Exhibit A hereto.

Immediately following the Transaction, PTGi ICS will continue to provide service to the wholesale customers at the same rates, terms and conditions as currently provided by PTI, and PTI will continue to provide service to existing retail customers at the same rates, terms and conditions as currently provided. In addition, PTI will continue to be operated by highly experienced, well-qualified management, operation and technical personnel as described in Section II above. There will not be any change to the day-to-day operations of PTI as a result of the Transaction and any future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and the applicable federal and state notice and tariff requirements. Moreover, the location of PTI’s billing records, call completion data

and other subscriber information will remain in the United States following the Transaction and PTI will continue to designate a U.S. citizen as its point of contract for accepting and overseeing compliance with wiretap orders, electronic surveillance orders, pen/trap orders, subpoenas or other legal process by U.S. law enforcement authorities for lawfully authorized electronic surveillance or U.S. records.

III. PUBLIC INTEREST CONSIDERATIONS

Applicants submit that the Transaction serves the public interest. PTI will continue to provide competitive products and services following the Transaction. The Transaction will not have an adverse impact on competition since no existing or potential competitors will be eliminated or in any way impaired as a result of the Transaction. Instead, PTI will continue to provide service to its retail customers in furtherance of the Commission's policies favoring competition and diversity of services.

In addition, the transfer of control of PTI will not result in a change of carrier for PTI's retail customers or any assignment of its Section 214 authorizations. PTI will continue to provide high-quality communications services to its retail customers without interruption and without change in rates, terms or conditions. Accordingly, the Transaction will be transparent to retail customers and in no event will it result in the discontinuance, reduction, loss, or impairment of service to any PTI customers.

IV. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Primus Telecommunications Group, Incorporated
7901 Jones Branch Drive, Suite 900
McLean, Virginia 22102
Tel: (703) 902-2800

FRN: 0009832866

Licensee:

Primus Telecommunications, Inc.
7901 Jones Branch Drive, Suite 900
McLean, Virginia 22102
Tel: (703) 902-2800

FRN: 0004647079

As of July 1, 2013,

PTGI and PTI's address will be:

460 Herndon Parkway
Suite 150
Herndon, VA 20170
Tel: (703) 456- 4100

Transferee:

PTUS, Inc.
805 Wright Brothers Blvd. SW
Suite 1
Cedar Rapids, IA 52404

FRN: 0022750137

(b) Jurisdiction of Applicants:

PTGI, PTI, and PTUS are each organized under the laws of the State of Delaware.

(c) Correspondence concerning this Application should be sent to:

For PTGI and PTI:

Jean L. Kiddoo
Danielle Burt
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, DC 20006-1806
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
jean.kiddoo@bingham.com
danielle.burt@bingham.com

For PTUS:

Tom W. Davidson
Douglas I. Brandon
Akin Gump Strauss Hauer & Feld, LLP
1333 New Hampshire Avenue, N.W.
Washington, DC 20036
(202) 887-4000 (Tel)
(202) 887-4288 (Fax)
tdavidson@akingump.com
dbrandon@akingump.com

With a copy to:

Richard Ramlall
Primus Telecommunications, Inc.
7901 Jones Branch Drive, Suite 900
McLean, VA 22102
Tel: (703) 394-4345

With a copy to:

Joshua A. Ratner
PTUS, Inc.
c/o York Capital Management
767 Fifth Avenue, 17th Floor
New York, NY 10153

(d) Section 214 Authorizations Held

Licensee: PTI is authorized to provide interstate service by virtue of blanket domestic Section 214 authority. PTI has international Section 214 authority pursuant to File Nos. ITC-214-19960705-00299,¹ ITC-214-19951015-00041,² and ITC-214-19960215-00015,³ as well as the authorizations consolidated under File Nos. ITC-97-638-TC and ITC-98-202-TC.

Transferor: PTGI does not hold international or domestic Section 214 authority. In addition to PTI, the following indirect subsidiaries of PTGI hold FCC Section 214 authority:

PTGi International Carrier Services, Inc. is authorized to provide interstate service by virtue of blanket domestic Section 214 authority and holds international Section 214 authority pursuant to File No. ITC-214-20080131-00042.

Arbinet Corporation holds international Section 214 authority pursuant to File No. ITC-214-19970131-00057. Arbinet Corporation does not

¹ The old file number was ITC-96-374.

² The old file number was ITC-95-631.

³ The old file number was ITC-96-075.

currently provide telecommunications services pursuant to such international Sectional 214 authority.

The St. Thomas and San Jan Telephone Company, Inc. is authorized to provide interstate service by virtue of blanket domestic Section 214 authority and holds international Section 214 authority pursuant to File No. ITC-214-19941018-00324. In addition, it holds international authorizations to acquire capacity in and operate submarine cable systems pursuant to File Nos. ITC-93-030 (associated with SCL-LIC-19921110-00002), ITC-98-342 (associated with SCL-LIC-19980101-00036), ITC-95-580 (associated with SCL-LIC-19951013-00002), ITC-96-234 (associated with SCL-LIC-19960329-00128 and SCL-LIC-19960329-00130), ITC-93-029 (associated with SCL-LIC-19921110-00004), ITC-98-437 (associated with SCL-LIC-19980527-00007 and SCL-MOD-20040521-00016), ITC-97-221 (associated with SCL-LIC-19970421-00002 and SCL-MOD-20040521-00016), and ITC-92-106 (associated with SCL-LIC-19920107-00005).

STSJ Overseas Telephone Company, Inc. is authorized to provide interstate service by virtue of blanket domestic Section 214 authority and has international Section 214 authority pursuant 47 C.F.R. § 63.21(h).

Transferee: PTUS does not hold international or domestic Section 214 authority.

(h) Pre-Transaction Ownership of PTI:

The following entity currently holds ten percent (10%) or more interest in **Primus Telecommunications, Inc.:**

Name:	Primus Telecommunications Holding, Inc.
Address:	7901 Jones Branch Drive, Suite 900 McLean, VA 22102
Citizenship:	Delaware, U.S.
Interest Held:	100%
Principal Business:	Telecommunications

The following entity currently holds ten percent (10%) or more interest in **Primus Telecommunications Holdings, Inc.:**

Name:	Primus Telecommunications Group, Incorporated
Address:	7901 Jones Branch Drive, Suite 900 McLean, VA 22102
Citizenship:	Delaware, U.S.
Interest Held:	100%
Principal Business:	Telecommunications

The following entity currently holds ten percent (10%) or more interest in **Primus Telecommunications Group, Incorporated**:

Name: Singer Children's Management Trust
Address: 212 Vaccaro Drive
Cresskill, New Jersey 07626
Citizenship: U.S.
Interest Held: 12.0%
Principal Business: Investment

The trustee of the Singer Children's Management Trust is Karen Singer, a United States citizen whose principal business is managing the trust. Her address is the same as the address of the trust. Ms. Singer has the sole dispositive and voting power of Singer Children's Management Trust. The individual beneficiaries of the Singer Children's Management Trust are Taryn Singer, Julian Singer, and Devon Singer. Each of these individuals are United States citizens, and each has an approximate one-third interest in Singer Children's Management Trust. They may be contacted at Singer Children's Management Trust, 212 Vaccaro Drive, Cresskill, New Jersey 07626.

No other person or entity, directly or indirectly, currently owns or controls ten percent (10%) or more of Primus Telecommunications Group, Incorporated.

Post-Transaction Ownership of PTI:

The following entity will hold ten percent (10%) or more interest in **Primus Telecommunications, Inc.**:

Name: PTUS, Inc.
Address: 805 Wright Brothers Blvd. SW
Suite 1
Cedar Rapids, IA 52404
Citizenship: Delaware, U.S.
Interest Held: 100%
Principal Business: Holding Company

The following entity will hold ten percent (10%) or more interest in **PTUS, Inc.**:

Name: PT Holdco, Inc.
Address: 199 Bay Street, Suite 5300
Commerce Court West
Toronto, Ontario
Canada M5L 1B9
Citizenship: Ontario, Canada
Interest Held: 100%
Principal Business: Holding Company

The following entity will hold ten percent (10%) or more interest in **PT Holdco, Inc.:**

Name:	PT Investor, L.P.
Address:	c/o York Capital Management 767 Fifth Avenue, 17th Floor New York, NY 10153
Citizenship:	Cayman Islands
Interest Held:	100%
Principal Business:	Holding Company

PT Investor, L.P. is controlled by its sole general partner, York Special Opportunities Domestic Holdings, LLC, a New York limited liability company.⁴ Control of York Opportunities Domestic Holdings, LLC is vested solely in its senior managing member, York Capital Management Global Advisors, LLC, a New York limited liability company. York Capital Management Global Advisors, LLC is controlled by its Chairman, Chief Executive Officer, and founder, James Dinan. Mr. Dinan is a citizen of the United States.⁵

Other than the entities described above, no other entity or individual will hold a ten percent (10%) or greater direct or indirect interest in PTI following the Transaction.

To the best of PTUS's knowledge, there are no officers or directors of PTUS who also serve as an officer or director of a foreign carrier as defined in Section 63.09(d).

- (i) PTUS certifies that following consummation of the Transaction: (i) it will not be a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d); and (ii) it will become affiliated, within the meaning of the Commission's Rules, with Primus Telecommunications Canada, Inc. and Globility Communications Corporation, each of which provide telecommunications services in Canada.

⁴ Abu Dhabi Investment Authority holds a 19.84% limited partnership equity interest in PT Investor, L.P. No other limited partner of PT Investor, L.P. holds limited partnership equity interests in excess of ten percent (10%). Abu Dhabi Investment Authority is an investment institution organized under the laws of the United Arab Emirates, a WTO member country.

⁵ York Capital Management Global Advisors, LLC is an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). Additional information regarding the business and ownership of York Capital Management Global Advisors, LLC is set forth in Form ADV-1, as filed with the SEC on April 1, 2013. See <http://www.adviserinfo.sec.gov/>.

- (j)** PTUS certifies that through the acquisition of control of PTI it does not seek to provide international telecommunications services to any destination country where:
- (1) PTUS is a foreign carrier in that country; or
 - (2) PTUS controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of PTUS, or controls PTUS, controls a foreign carrier in that country; except in Canada where, as a result of the Transaction, PTCAN, Inc., an entity ultimately controlled by York, will control PTI's affiliates, Primus Telecommunications Canada, Inc. and Globility Communications Corporation, each of which provide telecommunications services in Canada; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of PTUS and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing or international basic telecommunications services in the United States.
- (k)** Canada is a member of the World Trade Organization.
- (l)** *See* response to item (m) below.
- (m)** PTUS qualifies for a presumption of non-dominant treatment on the U.S.-Canada route following consummation of the Transaction pursuant to Section 63.10(a)(3) of the Commission's Rules because its foreign carrier affiliates in Canada, Primus Telecommunications Canada, Inc. and Globility Communications Corporation, lack 50 percent market share in the international transport and local access markets on the foreign end of the route and therefore lack sufficient market power on the foreign end to adversely affect competition in the U.S. market.
- (n)** PTUS certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o)** Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (p)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). Following consummation of the Transaction, PTUS will be affiliated with two foreign carriers in Canada but, as stated in item (k) above, Canada is a member of the World Trade Organization and as demonstrated in item (m) above, PTUS qualifies for a presumption of non-dominance under Section 63.10(a)(3) on this route. PTUS is not affiliated with any dominant U.S. carrier.

V. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b) Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) PTI provides local and/or long distance service in 49 states, the District of Columbia, and the Commonwealth of Puerto Rico. PTI does not provide intrastate telecommunications services in Alaska. All of the services provided by PTI are competitive in nature and neither PTI nor any affiliated company holds a dominant position in any market.

PTUS is not authorized and does not provide local and/or long distance service. PTUS does not control and is not affiliated with any other provider of telecommunications services in the United States.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because immediately following the Transaction: (1) PTUS (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent; (2) PTUS (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) none of the Applicants (or their Affiliates) are dominant with respect to any service.
- (a)(9) Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this Transaction.
- (a)(10) Prompt completion of the proposed Transaction is important to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed Transaction as soon as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of PTI.

Respectfully submitted,



Tom W. Davidson Douglas I. Brandon Akin Gump Strauss Hauer & Feld, LLP 1333 New Hampshire Avenue, N.W. Washington, DC 20036 (202) 887-4000 (Tel) (202) 887-4288 (Fax) tdavidson@akingump.com dbrandon@akingump.com	Jean L. Kiddoo Danielle Burt Bingham McCutchen LLP 2020 K Street, N.W. Washington, DC 20006-1806 (202) 373-6000 (Tel) (202) 373-6001 (Fax) jean.kiddoo@bingham.com danielle.burt@bingham.com
Counsel for PTUS	Counsel for PTGI and PTI

Dated: June 5, 2013

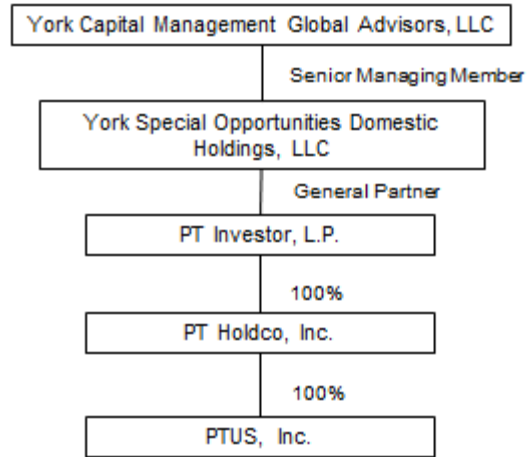
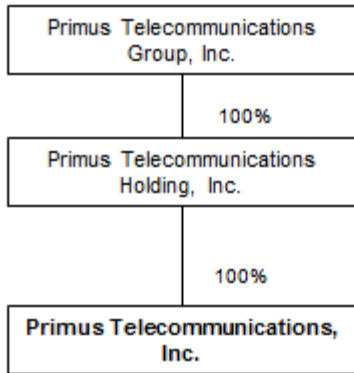
EXHIBITS

Exhibit A Illustrative Organizational Charts
Verifications

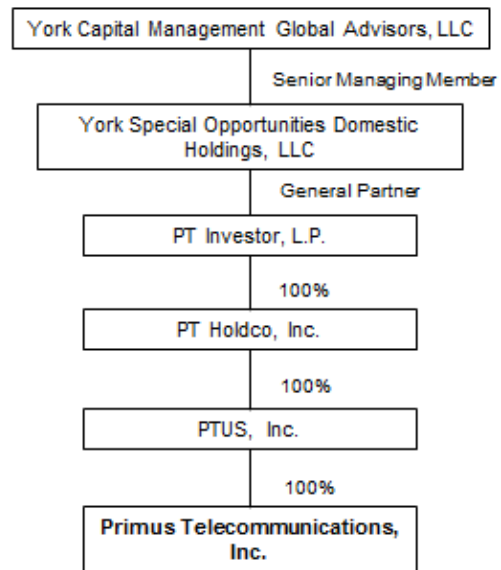
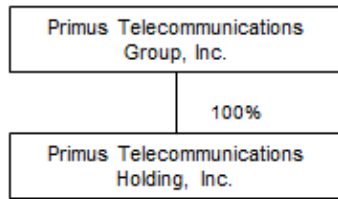
Exhibit A

Illustrative Organizational Charts

Pre-Transaction Illustrative Corporate Charts



Post-Transaction Illustrative Corporate Charts



Verification

I, John Filipowicz, state that I am General Counsel of Primus Telecommunications Group, Incorporated, the ultimate parent of Primus Telecommunications, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30 day of May, 2013.




John Filipowicz
General Counsel
Primus Telecommunications Group, Incorporated

VERIFICATION

STATE OF NEW YORK §

COUNTY OF SUFFOLK §

I, Joshua A. Ratner, state that I am Vice President and Secretary of PTUS, Inc.; that I am authorized to make this Verification on behalf of PTUS, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information and belief.


Name: Joshua A. Ratner
Title: Vice President and Secretary

SWORN TO AND SUBSCRIBED before me on the 4th day of June, 2013.


Notary Public

My commission expires: March 17, 2016

