

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY
May 11, 1999**

CASE NO: TT-99-381

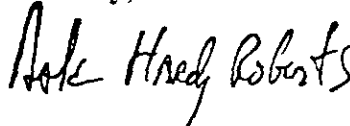
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James M. Fischer
James M. Fischer, P.C.
101 West McCarty Street
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Enclosed find certified copy of an Order in the above-numbered case(s).

Sincerely,



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

Uncertified Copy:

Robert Stankey
Primus Telecommunications, Inc.
1700 Old Meadow Road, Third Floor
McLean, VA 22102

At a session of the Public Service Commission held at its office in Jefferson City on the 11th day of May, 1999.

ORDER APPROVING MERGER

The parties are both competitive telecommunications carriers. Primus, a Delaware corporation, provides international, interstate and intrastate long distance voice, data and value-added services. Primus provides resold intrastate interexchange telecommunications services in forty-eight states, including Missouri, under authority granted by this Commission on September 13, 1995, in Case No. TA-96-20. Primus is wholly-owned by Primus Telecommunications Group, Inc. (PTGI), a publicly traded holding company. TresCom, a Florida corporation, provides resold intrastate interexchange services in forty-eight states, including Missouri, under authority granted by this Commission on December 1, 1996, in Case No. TA-97-150. TresCom is also authorized by the United States Federal Communications Commission (FCC) to provide domestic interstate and international services as a non-dominant carrier throughout the

United States. TresCom is a wholly-owned subsidiary of TresCom International, Inc., which in turn is wholly-owned by PTGI.

The parties plan to merge TresCom into Primus. Primus, as the surviving entity, will continue to provide services to TresCom's Missouri customers under the same prices, terms and conditions as TresCom. The parties argue that the merger is in the public interest as it will permit Primus to provide the same services at less cost.

The Staff of the Commission (Staff) filed a Memorandum on May 5, 1999, in which it recommends that the Commission approve the transaction. Staff further recommends that the Commission direct Primus to file, within thirty days of the effective date of this order, tariff sheets adding TresCom's services and rates to Primus' tariff. Staff also recommends that the Commission cancel TresCom's certificate of service authority and tariff on the sixtieth day following the effective date of this order.

The Commission has reviewed the application, the accompanying documentation, and Staff's recommendation, and finds that the proposed acquisition and merger will have no adverse impact on the Missouri customers of Primus and TresCom. Therefore, the Commission finds that the transaction is not detrimental to the public interest and should be approved.

IT IS THEREFORE ORDERED:

1. That the application filed by Primus Telecommunications, Inc., and TresCom USA, Inc., on March 4, 1999, is approved.

2. That the Applicants are authorized to consummate the merger of TresCom USA, Inc., into Primus Telecommunications, Inc.

3. That the Applicants are authorized to take any and all actions necessary to effect the merger authorized by this order.

4. That Primus Telecommunications, Inc., shall file any necessary and appropriate tariff revisions to add the services and rates of TresCom USA, Inc., to its tariffs no later than June 10, 1999.

5. That the certificate of service authority and tariffs of TresCom USA, Inc., shall be canceled on July 10, 1999.

6. That this Order shall become effective on May 21, 1999.

7. That this case may be closed on May 24, 1999.

BY THE COMMISSION



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Lumpe, Ch., Crumpton, Drainer,
Murray and Schemenauer, CC., concur.

Thompson, Deputy Chief Regulatory Law Judge

ALJ/Sec'y: Thompson/Pope

5-6 TM-99-381
Date Circulated CASE NO.

[Signature]
Lumpe, Chair
[Signature]
Crumpton, Commissioner
[Signature]
Murray, Commissioner
[Signature]
Schemenauer, Commissioner
[Signature]
Drainer, Vice-Chair

5-11
Agenda Date

Action taken: 5-CAS

Must Vote Not Later Than _____

**STATE OF MISSOURI
OFFICE OF THE PUBLIC SERVICE COMMISSION**

I have compared the preceding copy with the original on file in this office and

I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson
City,

Missouri, this 11TH day of MAY, 1999.

Dale Hardy Roberts

**Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge**