

Dear Commissioners:

Ionex Communications, Inc. dba Birch Communications (“Ionex”) and Primus Telecommunications, Inc. (“Primus”) (Ionex and Primus collectively, the “Parties”) hereby respectfully notify the Utah Public Service Commission (“Commission”) of a pending transaction pursuant to which Primus will transfer its Utah customer base to Ionex (the “Transaction”).

It is the Parties’ understanding that no prior Commission approval is required to consummate the Transaction described herein. The Parties therefore submit this notice for the Commission’s information.

I. PARTIES

A. Ionex Communications, Inc. dba Birch Communications

Ionex is a South Dakota corporation with headquarters located at 3060 Peachtree Road NW, Suite 1065, Atlanta, Georgia. Ionex is authorized to provide local exchange and interexchange services in Utah.¹ Ionex is a wholly owned subsidiary of Birch Communications, Inc. (“BCI”), which is a Georgia corporation with principal corporate offices located at 3060 Peachtree Road NW, Suite 1065, Atlanta, Georgia. BCI and its subsidiaries are authorized to provide telecommunications services in 50 states and the District of Columbia.

B. Primus Telecommunications, Inc.

Primus is a Delaware corporation with corporate headquarters at 805 Wright Brothers Boulevard, Cedar Rapids, Iowa 52404. Primus is authorized to provide interexchange telecommunications services in Utah.

On January 21, 2016, Primus filed a petition under Chapter 15 of the United States Bankruptcy Code,² which resulted in the *pro forma* assignment of Primus’ Utah telecommunications authorization from Primus Telecommunications, Inc. to Primus Telecommunications, Inc., debtor-in-possession. During the restructuring process, which will allow the company to remain in possession and control of its current and future assets, undertakings and properties, and the proceeds thereof while it completes a sale of its business, Primus will continue to operate as debtor-in-possession in the ordinary course of business. No substantive change in ownership or control of Primus has taken place as a result of the bankruptcy filing.

II. DESIGNATED CONTACTS

Correspondence concerning this matter should be directed to:

¹ Docket No. 13-2563-01.

² In re PT Holdco, Inc., *et al.*, Case No. 16-10131 (LSS) (D. Del. Jan. 21, 2016).

For Primus Telecommunications, Inc.	For Ionex Communications North, Inc.
Douglas Brandon Akin Gump Strauss Hauer & Feld LLP 1333 New Hampshire Avenue, N.W. Washington, DC 20036 202-887-4021 (telephone) 202-887-4288 (facsimile) dbrandon@akingump.com	

III. DESCRIPTION OF THE TRANSACTION AND PUBLIC INTEREST STATEMENT

On January 18, 2016, BCI and Primus entered into an Asset Purchase Agreement pursuant to which BCI will purchase certain assets and customers of Primus, including certain customer accounts and receivables, certain customer agreements and contracts, certain vendor agreements and contracts, certain equipment, and certain intellectual property. BCI, however, will not assume any of Primus' pre-closing liabilities or obligations.

Ionex will make any necessary revisions to its rates, terms, and conditions to incorporate Primus' current services and rates so that affected customers will continue to receive the same services that they currently receive without any immediate changes to their service offerings or rates. The ownership structure of BCI and Ionex will not be affected by the Transaction. Upon consummation of the Transaction and after completion of the customer transfer, Ionex will provide Primus' customers with the same service quality they have come to expect and all billing will be handled under the Birch Communications name.

The proposed transfer will affect all of Primus' current Utah customers, none of whom will experience any material change to the terms and conditions of their services as a result of this transfer. The Parties will provide notice to affected customers in accordance with state requirements and the rules and regulations of the Federal Communications Commission. A draft customer notice letter is attached as **Exhibit A**.

Upon completion of the Transaction and the migration of customers to Ionex, Primus will no longer offer telecommunications services in Utah. Once the Parties notify the Commission that the Transaction has been consummated, the Parties respectfully request that the Commission proceed to cancel Primus' telecommunications authorization and any price lists or tariffs it may have on file.

The proposed Transaction serves the public interest, and will ensure that affected customers enjoy continuity of high-quality telecommunications service. Primus' current customers will be given prior written notice of the transfer of their account to Ionex, in compliance with state and federal customer notice rules. Following the Transaction, the affected customers will receive high-quality service supported by Ionex's experienced and well-qualified management team. Consequently, the proposed Transaction will be transparent to customers and

will not have a negative impact on the public interest, service to Utah customers, or competition.

If you have any questions concerning this matter, please contact the undersigned.

Respectfully submitted,

Attachment

cc: Douglas Brandon, Counsel to Primus