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September 20, 2002

FILED⁴

SEP 20 2002

Missouri Public
Service Commission

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

Re: Cable & Wireless USA, Inc. and Primus Telecommunications, Inc.

Dear Judge Roberts:

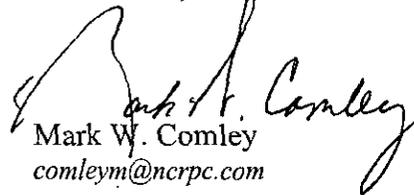
Please find enclosed for filing the original and five copies of a Joint Application for Authority to Transfer Assets.

Please contact me if you have any questions regarding this filing. Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley
comleym@ncrpc.com

MWC:ab

Enclosure

cc: Office of Public Counsel
General Counsel's Office
LaRene Flack
Joel S. Winnik
Kathleen Kerr Lawrence
Catherine Wang

FILED⁴

SEP 20 2002

Missouri Public
Service Commission

**BEFORE THE
MISSOURI PUBLIC SERVICE COMMISSION**

In the Matter of the)
)
Joint Application for Approval)
of the Transfer of the Customer Base)
of Cable & Wireless USA, Inc. to)
Primus Telecommunications, Inc.)

Case No. _____

JOINT APPLICATION FOR AUTHORITY TO TRANSFER ASSETS

I. Introduction

Cable & Wireless USA, Inc (“CWUSA”), and Primus Telecommunications, Inc. (“PTI”), together the “Applicants” hereinafter, pursuant to §392.300 RSMo 2000, hereby jointly request approval to transfer all of CWUSA’s interexchange customer base from CWUSA to PTI. CWUSA and PTI are telecommunications carriers authorized by the Commission to provide intrastate long distance telecommunications services within the state of Missouri. The transfer of CWUSA’s long distance customer base to PTI will be virtually transparent to customers of CWUSA.

In support of this Application, Applicants submit the following:

II. THE COMPANIES

A. Cable & Wireless, USA, Inc.

1. CWUSA provides telecommunications services to business, other telecommunications companies and residential customers; and is a certificated telecommunications provider under the jurisdiction of the Commission. CWUSA has approximately 590 customers in Missouri. CWUSA is organized under the laws of the state of Delaware and is an indirect wholly owned subsidiary of Cable & Wireless plc, a public limited company organized under the laws of

England and Wales. C&W's principal place of business is 8219 Leesburg Pike, Vienna, Virginia 22182. It was authorized by this Commission to provide intrastate authority in TA-2001-505. CWUSA has been duly authorized by the Secretary of the State of Missouri to transact business as a foreign entity. A copy of CWUSA's Certificate of Good Standing from the Missouri Secretary of State is attached hereto *Exhibit A*.

B. PTI

2. PTI is a Delaware company headquartered at 1700 Old Meadow Road, Suite 300, McLean, Virginia 22102. PTI is a wholly owned subsidiary of Primus Telecommunications Group, Incorporated ("PTGI"), a Delaware corporation publicly traded on the NASDAQ stock exchange under the symbol "PRTL." PTGI employs over 2,300 people in 16 countries. Financially, PTI is funded by its parent company PTGI.

3. PTI is a nationwide provider of interexchange telecommunications services. PTI currently is authorized to provide intrastate interexchange services in Missouri pursuant to authority granted in Case No. TA-96-20 on September 15, 1995. PTI is certificated to provide local telecommunications service in ten states and the District of Columbia. PTI has substantial experience providing such services for a number of years in other jurisdictions, including in the 48 continental states and Hawaii.

4. In the United States, PTI (1) provides long distance services to SMEs, residential customers, multinational corporations and other telecommunication carriers; (2) operates international gateway telephone switches in the New York City area and Los Angeles which are connected with countries in Europe, Latin America and the Asia-Pacific region through owned and leased international fiber cable systems; (3) leases and owns United States domestic fiber to

England and Wales. C&W's principal place of business is 8219 Leesburg Pike, Vienna, Virginia 22182. It was authorized by this Commission to provide intrastate authority in TA-2001-505. CWUSA has been duly authorized by the Secretary of the State of Missouri to transact business as a foreign entity. A copy of CWUSA's Certificate of Good Standing from the Missouri Secretary of State is attached hereto *Exhibit A*.

B. PTI

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interconnect its switches, data centers, and domestic United States points of presence (POPs); and (4) provides managed and shared Web hosting and e-commerce applications and services through its data centers located in McLean, Virginia and Lynn, Massachusetts. Although granted CLEC certification in 10 states, PTI is not providing local access services in any states at this time. Combined, PTI's management has over 80 years in experience in managing telecommunications companies. A copy of PTI's Certificate of Good Standing, which was issued by the Missouri Secretary of State, is attached hereto as *Exhibit B*.

C. Designated Contacts

5. The designated contacts for questions concerning this application is as follows:

LaRene Flack
Cable & Wireless USA, Inc.
8219 Leesburg Pike
Vienna, VA 22182
Telephone: (703) 760-3741
Fax: (703) 442-8891
E-mail: larene.flack@cwusa.com

Mark W. Comley
NEWMAN, COMLEY & RUTH P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65101
Telephone: (573) 634-2266
Facsimile: (573) 636-3306
E-mail: comleym@ncrpc.com

For CWUSA:

Joel S. Winnik
Hogan & Hartson L.L.P.
555 Thirteenth Street N.W.
Washington, D.C. 20004
Telephone: (202) 637-5600
Fax: (202) 637-5910
E-mail: jswinnik@hhlaw.com

For PTI:

Kathleen Kerr Lawrence
Assistant General Counsel
Primus Telecommunications Group, Inc
1700 Old Meadow Road
Suite 300
McLean, Virginia 22102
Telephone: (703) 394-4503
Facsimile: (703) 902-2814
Email: klawrence@primustel.com

Catherine Wang
Harry Malone
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W.
Washington D.C. 20007
Telephone: 202-424- 7837
Facsimile: 202-424-7645
Email: Cwang@swidlaw.com

D. DESCRIPTION OF THE TRANSFER OF CWUSA'S LONG DISTANCE CUSTOMER BASE

6. CWUSA has made a decision to restructure its U.S. business to focus on delivering the highest-quality Internet, hosting, and web services. In pursuit of that decision, on September 13, 2002 CWUSA entered into a Customer Transfer Agreement¹ by which PTI will acquire the long distance customer base of CWUSA. CWUSA will remain intact and will not transfer any of its authorizations to PTI. Because it may in the future provide intrastate services to customers in Missouri, CWUSA does not intend to surrender its certificate of authority at this time.

7. Because the transfer will result in minimal change to the rates, terms, and conditions of service that these customers currently enjoy, the transfer of CWUSA's long distance customer

¹A copy of the Customer Transfer Agreement is available upon request.

base will be virtually transparent to CWUSA's Missouri customers in terms of the services they receive.

IV. PUBLIC INTEREST CONSIDERATIONS

8. Applicants respectfully submit that the proposed transaction serves the public interest. In particular, Applicants submit that the transaction will ensure that the affected customers can continue to enjoy high-quality, affordable service without interruption. CWUSA's customers will continue to receive service from PTI pursuant to the same terms and conditions of service. PTI will make any necessary tariff filings and comply with all applicable tariff rules relevant to this transaction. As a result, the proposed transaction will be virtually transparent to the transferred customers. The proposed transaction will also expand PTI's presence, thereby strengthening competition and ensuring that customers will have a choice of established service providers.

9. Customers will be informed of the transfer via notice sent jointly by the Applicants, a specimen of which is attached as *Exhibit C*. The provisions of 4 CSR 240-33.150 require certain verification procedures before a subscriber's carrier can be changed. Applicants seek a waiver of the requirements of 4 CSR 240-33.150 since the transfer of customers in this matter will be in the context of a transfer of assets subject to the supervision and approval of the Commission, and in that manner the goals and purposes of the slamming rule are being upheld. Insisting on adherence to the slamming rule in this case would be confusing to the customers, and therefore be offensive to the public interest.

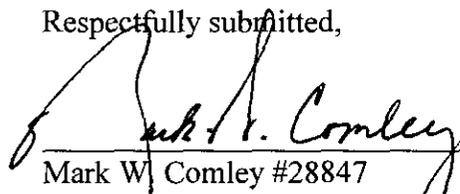
10. Neither of the Applicants has pending or final judgments or decisions against it or its affiliates from any state or federal agency or court that involve customer services or rates. No annual report or assessment fees are overdue to the Commission from the Applicants. No impact is

anticipated on the tax revenues of any political subdivision in which the Applicants are located.

V. CONCLUSION

WHEREFORE, on the basis of the above and foregoing, the Parties respectfully request that the Commission to approve this application to permit PTI to acquire CWUSA's long distance customer base, grant the waivers requested herein, and enter such other relief as necessary and appropriate to effectuate the transactions described herein.

Respectfully submitted,



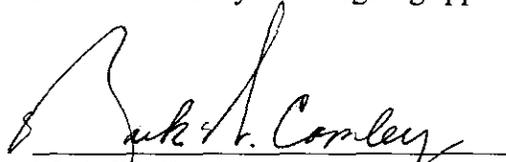
Mark W. Comley #28847
NEWMAN, COMLEY & RUTH P.C.
601 Monroe Street, Suite 301
P.O. Box 537
Jefferson City, MO 65102
Telephone: (573) 634-2266
Facsimile: (573) 636-3306

Attorneys for **CABLE AND WIRELESS USA, INC. AND
PRIMUS TELECOMMUNICATIONS, INC.**

ATTORNEY VERIFICATION

STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for Cable & Wireless USA, Inc. and Primus Telecommunications, Inc., joint applicants in this proceeding; that I have read the above and foregoing Joint Application for Authority to Transfer Assets and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.



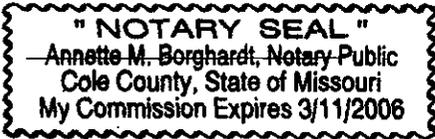
Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 20th day of September, 2002.



Notary Public

My Commission expires:

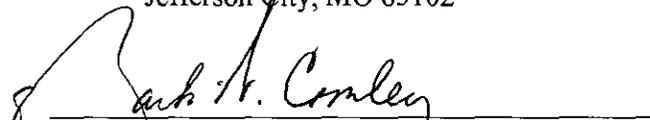


Certificate of Service

I hereby certify that on this 20th day of September, 2002, a copy of this document has been hand delivered or mailed by first class mail, postage prepaid, to:

Office of Public Counsel
P.O. Box 7800
Jefferson City, MO 65102-7800

Office of General Counsel
P.O. Box 360
Jefferson City, MO 65102



Mark W. Comley

No. F00487183

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

CABLE & WIRELESS USA, INC.

using in Missouri the name

CABLE & WIRELESS USA, INC.

a DELAWARE corporation filed its Evidence of Incorporation with this State on the 24th day of AUGUST, 2000, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 19th day of SEPTEMBER, 2002.


Secretary of State



No. F00413769

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, MATT BLUNT, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

PRIMUS TELECOMMUNICATIONS, INC.

using in Missouri the name

PRIMUS TELECOMMUNICATIONS, INC.

a DELAWARE corporation filed its Evidence of Incorporation with this State on the 12th day of JULY, 1995, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 19th day of SEPTEMBER, 2002.


Secretary of State





CABLE & WIRELESS



Dear Cable & Wireless Customer:

Cable & Wireless thanks you for your patronage of its long-distance telephone service. As you may have heard, Cable & Wireless is restructuring its US business to focus on delivering high quality Internet Protocol, data and hosting services. This focus will allow Cable & Wireless to provide the highest quality services that best meet the needs of its customers in these areas. As part of this strategy, Cable & Wireless will no longer provide retail long-distance telephone service in the United States.

To ensure that you continue to receive uninterrupted and reliable service, we are pleased to announce that Cable & Wireless and Primus Telecommunications, Inc. ('Primus') have concluded an agreement, subject to regulatory approvals, for Primus to become your new provider of long-distance telephone services.

Primus is a global facilities-based Total Service Provider offering an integrated portfolio of voice, data, Internet, hosting, enhanced application, virtual private network (VPN), and other value-added services. Primus owns and operates an extensive global backbone network of owned and leased transmission facilities, including over 300 IP points-of-presence (POPs) throughout the world, ownership interests in over 23 undersea fiber optic cable systems, 21 international gateway and domestic switches, and a variety of operating relationships that allow it to deliver traffic worldwide. Founded in 1994 and based in McLean, Virginia, Primus serves corporate, small- and medium-sized business, residential and data, ISP and telecommunication carrier customers primarily located in the North America, Europe and Asia-Pacific regions of the world. Primus is pleased to welcome you as a customer and looks forward to providing you with the highest quality service.

Primus will automatically become your long-distance telephone company no earlier than October 20, 2002 and no later than January 13, 2003. The actual effective date of the transfer will be on a customer by customer basis and will depend on when we receive the appropriate state and federal regulatory approvals.

Please be assured that there is no need for you to do anything; Primus will continue to provide you with uninterrupted, reliable telecommunications services at the current Terms, Conditions and Prices you have today with Cable & Wireless. Primus does not plan any changes to the rates, Terms or Conditions you are currently receiving at this time. The FCC requires us, however, to disclose that if Primus' rates, Terms or Conditions do change at a later date, Primus will inform you of these changes as it informs its other customers either via mail, or as permitted by law, at their website <http://www.primustel.com>.

Customer service is the top priority at Primus. This transaction has been structured such that customers should not be charged any carrier-change charges levied by your local telephone company. If, however, such a charge does appear on the bill from your local telephone company as a result of this transfer of service to Primus, please call Primus' customer service department toll-free 1-800-842-6024 and they will reimburse you or credit your account accordingly.

In the event that you would prefer to use another company as your long distance carrier, you have the right to switch to another carrier of your choice, consistent with the terms of your existing contract. Customers who wish to choose their own long-distance telephone provider will need to contact that carrier or their own local phone company prior to October 20, 2002. Please note, however, that if you are a customer of Cable & Wireless on the date of the transfer and you have not informed Cable & Wireless that you have made arrangements on your own to switch to a long-distance telephone company other than Primus, your account will automatically be transferred and your contract assigned to Primus, even if you have previously arranged for a preferred carrier freeze through your local phone company. Please note that existing preferred carrier freezes on the service(s) involved in the transfer will be lifted; you will need to contact your local phone company if you wish to arrange a new freeze.

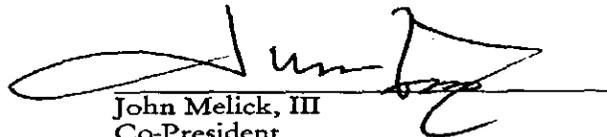
In connection with this change in service providers, any existing voice services contract with Cable & Wireless is being assigned to Primus. Beginning on the effective date of the transfer, Primus will assume and enjoy all of the rights and responsibilities of Cable & Wireless under your existing contract for services and your relationship with Cable & Wireless under that contract will end. Up until the date of transfer, Cable & Wireless will remain your carrier and will continue to handle your customer service calls. Once you have transferred, as a customer of Primus you can call customer service toll-free 1-800-842-6024. Additional information will be provided relating to changes in billing addresses, technical support numbers, and other contract-related contact information. In the meantime, please continue to pay your invoices in the normal manner.

If you currently receive other services from Cable and Wireless, the arrangements for those services are not affected by Cable and Wireless' agreement with Primus. Finally, if you have any questions or concerns about this issue, please contact us at 1-866-239-0746. We will do our best to assist you. Additional information can also be found at <http://www.cwusa.com>

Sincerely,



Robert Drolet
President
Cable & Wireless USA, Inc.



John Melick, III
Co-President
Primus Telecommunications, Inc.