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**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the quarterly period ended September 30, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File No. 0-29092

**PRIMUS TELECOMMUNICATIONS GROUP,  
INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**54-1708481**  
(I.R.S. Employer Identification No.)

**7901 Jones Branch Drive, Suite 900,  
McLean, VA**  
(Address of principal executive offices)

**22102**  
(Zip Code)

**(703) 902-2800**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "accelerated filer," "large accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class  
Common Stock \$0.001 par value

Outstanding as of October 31, 2010  
9,743,157

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**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**  
(in thousands, except per share amounts)  
(unaudited)

	Successor		Predecessor
	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	
NET REVENUE	\$ 188,199	\$ 194,946	\$ —
OPERATING EXPENSES			
Cost of revenue (exclusive of depreciation included below)	120,858	126,889	—
Selling, general and administrative	51,576	47,132	—
Depreciation and amortization	13,641	18,740	—
(Gain) loss on sale or disposal of assets	—	36	—
Total operating expenses	<u>186,075</u>	<u>192,797</u>	<u>—</u>
INCOME (LOSS) FROM OPERATIONS	2,124	2,149	—
INTEREST EXPENSE	(8,602)	(8,747)	—
(ACCRETION) AMORTIZATION ON DEBT PREMIUM/DISCOUNT, net	(46)	—	—
GAIN (LOSS) FROM EARLY EXTINGUISHMENT OF DEBT	—	—	—
GAIN (LOSS) FROM CONTINGENT VALUE RIGHTS VALUATION	33	(4,229)	—
INTEREST INCOME AND OTHER INCOME (EXPENSE), net	254	160	—
FOREIGN CURRENCY TRANSACTION GAIN (LOSS)	14,006	13,448	—
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE REORGANIZATION ITEMS AND INCOME TAXES	7,769	2,781	—
REORGANIZATION ITEMS, net	—	(307)	431,797
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	7,769	2,474	431,797
INCOME TAX BENEFIT (EXPENSE)	3,238	2,121	—
INCOME (LOSS) FROM CONTINUING OPERATIONS	11,007	4,595	431,797
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, net of tax	(5,464)	(2,110)	—
GAIN (LOSS) FROM SALE OF DISCONTINUED OPERATIONS, net of tax	(389)	(110)	—
NET INCOME (LOSS)	5,154	2,375	431,797
Less: Net (income) loss attributable to the noncontrolling interest	(74)	(210)	—
NET INCOME (LOSS) ATTRIBUTABLE TO PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED	<u>\$ 5,080</u>	<u>\$ 2,165</u>	<u>\$ 431,797</u>
BASIC INCOME (LOSS) PER COMMON SHARE:			
Income (loss) from continuing operations attributable to Primus Telecommunications Group, Incorporated	\$ 1.12	\$ 0.46	\$ 3.03
Income (loss) from discontinued operations	(0.56)	(0.22)	—
Gain (loss) from sale of discontinued operations	(0.04)	(0.01)	—
Net income (loss) attributable to Primus Telecommunications Group, Incorporated	<u>\$ 0.52</u>	<u>\$ 0.23</u>	<u>\$ 3.03</u>
DILUTED INCOME (LOSS) PER COMMON SHARE:			
Income (loss) from continuing operations attributable to Primus Telecommunications Group, Incorporated	\$ 1.12	\$ 0.46	\$ 2.49
Income (loss) from discontinued operations	(0.56)	(0.22)	—
Gain (loss) from sale of discontinued operations	(0.04)	(0.01)	—
Net income (loss) attributable to Primus Telecommunications Group, Incorporated	<u>\$ 0.52</u>	<u>\$ 0.23</u>	<u>\$ 2.49</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING			
Basic	<u>9,743</u>	<u>9,600</u>	<u>142,695</u>
Diluted	<u>9,743</u>	<u>9,600</u>	<u>173,117</u>
AMOUNTS ATTRIBUTABLE TO COMMON SHAREHOLDERS OF PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED			
Income (loss) from continuing operations, net of tax	\$ 10,933	\$ 4,385	\$ 431,797
Income (loss) from discontinued operations	(5,464)	(2,110)	—
Gain (loss) from sale of discontinued operations	(389)	(110)	—
Net income (loss)	<u>\$ 5,080</u>	<u>\$ 2,165</u>	<u>\$ 431,797</u>

See notes to consolidated financial statements.

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS**  
(in thousands, except per share amounts)  
(unaudited)

	Successor		Predecessor Six Months Ended July 1, 2009
	Nine Months Ended September 30, 2010	Three Months Ended September 30, 2009	
NET REVENUE	\$ 575,809	\$ 194,946	\$ 365,245
OPERATING EXPENSES			
Cost of revenue (exclusive of depreciation included below)	366,809	126,889	236,925
Selling, general and administrative	149,549	47,132	88,585
Depreciation and amortization	49,703	18,740	11,545
(Gain) loss on sale or disposal of assets	(179)	36	(43)
Total operating expenses	<u>565,882</u>	<u>192,797</u>	<u>337,012</u>
INCOME (LOSS) FROM OPERATIONS	9,927	2,149	28,233
INTEREST EXPENSE	(26,661)	(8,747)	(14,093)
(ACCRETION) AMORTIZATION ON DEBT PREMIUM/DISCOUNT, net	(135)	—	189
GAIN (LOSS) FROM EARLY EXTINGUISHMENT OF DEBT	164	—	—
GAIN (LOSS) FROM CONTINGENT VALUE RIGHTS VALUATION	(2,392)	(4,229)	—
INTEREST INCOME AND OTHER INCOME (EXPENSE), net	617	160	378
FOREIGN CURRENCY TRANSACTION GAIN (LOSS)	10,212	13,448	20,332
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE REORGANIZATION ITEMS AND INCOME TAXES	(8,268)	2,781	35,039
REORGANIZATION ITEMS, net	1	(307)	424,825
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(8,267)	2,474	459,864
INCOME TAX BENEFIT (EXPENSE)	7,291	2,121	(3,988)
INCOME (LOSS) FROM CONTINUING OPERATIONS	(976)	4,595	455,876
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, net of tax	(7,681)	(2,110)	14,995
GAIN (LOSS) FROM SALE OF DISCONTINUED OPERATIONS, net of tax	(196)	(110)	251
NET INCOME (LOSS)	(8,853)	2,375	471,122
Less: Net (income) loss attributable to the noncontrolling interest	(104)	(210)	32
NET INCOME (LOSS) ATTRIBUTABLE TO PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED	<u>\$ (8,957)</u>	<u>\$ 2,165</u>	<u>\$ 471,154</u>
BASIC INCOME (LOSS) PER COMMON SHARE:			
Income (loss) from continuing operations attributable to Primus Telecommunications Group, Incorporated	\$ (0.11)	\$ 0.46	\$ 3.19
Income (loss) from discontinued operations	(0.79)	(0.22)	0.11
Gain (loss) from sale of discontinued operations	(0.02)	(0.01)	—
Net income (loss) attributable to Primus Telecommunications Group, Incorporated	<u>\$ (0.92)</u>	<u>\$ 0.23</u>	<u>\$ 3.30</u>
DILUTED INCOME (LOSS) PER COMMON SHARE:			
Income (loss) from continuing operations attributable to Primus Telecommunications Group, Incorporated	\$ (0.11)	\$ 0.46	\$ 2.63
Income (loss) from discontinued operations	(0.79)	(0.22)	0.09
Gain (loss) from sale of discontinued operations	(0.02)	(0.01)	—
Net income (loss) attributable to Primus Telecommunications Group, Incorporated	<u>\$ (0.92)</u>	<u>\$ 0.23</u>	<u>\$ 2.72</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING			
Basic	<u>9,711</u>	<u>9,600</u>	<u>142,695</u>
Diluted	<u>9,711</u>	<u>9,600</u>	<u>173,117</u>
AMOUNTS ATTRIBUTABLE TO COMMON SHAREHOLDERS OF PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED			
Income (loss) from continuing operations, net of tax	\$ (1,080)	\$ 4,385	\$ 455,908
Income (loss) from discontinued operations	(7,681)	(2,110)	14,995
Gain (loss) from sale of discontinued operations	(196)	(110)	251
Net income (loss)	<u>\$ (8,957)</u>	<u>\$ 2,165</u>	<u>\$ 471,154</u>

See notes to consolidated financial statements.

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATED CONDENSED BALANCE SHEETS**  
**(in thousands, except share amounts)**  
**(unaudited)**

	September 30, 2010	December 31, 2009
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 49,599	\$ 42,538
Accounts receivable (net of allowance for doubtful accounts receivable of \$5,350 and \$8,163)	74,139	89,342
Prepaid expenses and other current assets	15,795	15,147
Current assets held for sale	7,799	—
Total current assets	147,332	147,027
RESTRICTED CASH	10,947	10,438
PROPERTY AND EQUIPMENT—Net	134,556	147,606
GOODWILL	62,740	64,220
OTHER INTANGIBLE ASSETS—Net	150,748	178,807
OTHER ASSETS	9,425	10,816
NON-CURRENT ASSETS HELD FOR SALE	7,124	—
<b>TOTAL ASSETS</b>	<b>\$ 522,872</b>	<b>\$ 558,914</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 35,861	\$ 45,819
Accrued interconnection costs	31,021	37,561
Deferred revenue	12,461	13,882
Accrued expenses and other current liabilities	45,562	49,704
Accrued income taxes	9,751	10,629
Accrued interest	10,458	1,985
Current portion of long-term obligations	1,162	4,274
Current liabilities held for sale	10,420	—
Total current liabilities	156,696	163,854
LONG-TERM OBLIGATIONS	242,947	253,242
DEFERRED TAX LIABILITY	25,715	36,052
OTHER LIABILITIES	8,257	5,857
NON-CURRENT LIABILITIES HELD FOR SALE	11	—
Total liabilities	433,626	459,005
<b>COMMITMENTS AND CONTINGENCIES (See Note 6.)</b>		
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock, \$0.001 par value—20,000,000 shares authorized; none issued or outstanding	—	—
Common stock, \$0.001 par value—80,000,000 shares authorized; 9,743,157 and 9,600,000 shares issued and outstanding	10	10
Additional paid-in capital	85,381	85,533
Accumulated earnings (deficit)	(2,225)	6,732
Accumulated other comprehensive income (loss)	2,336	4,064
Total stockholders' equity before noncontrolling interest	85,502	96,339
Noncontrolling interest	3,744	3,570
Total stockholders' equity	89,246	99,909
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 522,872</b>	<b>\$ 558,914</b>

See notes to consolidated financial statements.

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	Successor		Predecessor Six Months Ended July 1, 2009
	Nine Months Ended September 30, 2010	Three Months Ended September 30, 2009	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$ (8,853)	\$ 2,375	\$ 471,122
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Reorganization items, net	(1)	307	(440,094)
Provision for doubtful accounts receivable	5,722	2,593	5,140
Stock compensation expense	192	308	27
Depreciation and amortization	52,714	20,029	12,346
Impairment of goodwill and long-lived assets	6,161	—	—
(Gain) loss on sale or disposal of assets	16	193	(294)
Accretion (amortization) of debt premium/discount, net	135	—	(189)
Change in fair value of Contingent Value Rights	2,392	—	—
Deferred income taxes	(7,183)	—	—
(Gain) loss on early extinguishment of debt	(164)	—	—
Unrealized foreign currency transaction (gain) loss on intercompany and foreign debt	(9,843)	(14,130)	(20,702)
Changes in assets and liabilities, net of acquisitions:			
(Increase) decrease in accounts receivable	3,785	2,634	7,798
(Increase) decrease in prepaid expenses and other current assets	(650)	2,150	461
(Increase) decrease in other assets	626	(3,339)	2,454
Increase (decrease) in accounts payable	(6,872)	(9,949)	(12,794)
Increase (decrease) in accrued interconnection costs	(5,768)	3,719	(5,361)
Increase (decrease) in accrued expenses, deferred revenue, other current liabilities and other liabilities, net	(2,379)	5,426	1,313
Increase (decrease) in accrued income taxes	(1,037)	(3,734)	2,113
Increase (decrease) in accrued interest	8,466	4,410	(1,600)
Net cash provided by operating activities before cash reorganization items	37,459	12,992	21,740
Cash effect of reorganization items	(137)	(6,121)	(4,595)
Net cash provided by operating activities	<u>37,322</u>	<u>6,871</u>	<u>17,145</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchase of property and equipment	(17,147)	(3,886)	(5,660)
Sale of property and equipment and intangible assets	716	12	179
Cash from disposition of business, net of cash disposed	275	(110)	232
Cash used in business acquisitions, net of cash acquired	—	—	(199)
(Increase) decrease in restricted cash	(86)	17	(146)
Net cash used in investing activities	<u>(16,242)</u>	<u>(3,967)</u>	<u>(5,594)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Principal payments on long-term obligations	(13,577)	(4,598)	(8,292)
Net cash used in financing activities	<u>(13,577)</u>	<u>(4,598)</u>	<u>(8,292)</u>
<b>EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	<u>(442)</u>	<u>2,083</u>	<u>1,202</u>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	7,061	389	4,461
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	42,538	41,461	37,000
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<u>\$ 49,599</u>	<u>\$ 41,850</u>	<u>\$ 41,461</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>			
Cash paid for interest	\$ 18,378	\$ 3,977	\$ 14,909
Cash paid for taxes	\$ 2,428	\$ 2,810	\$ 962
Non-cash investing and financing activities:			
Capital lease additions	\$ 51	\$ 321	\$ 1,882

See notes to consolidated financial statements.

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(in thousands)**  
**(unaudited)**

	<u>Successor</u>		<u>Predecessor</u>
	<u>Three Months Ended September 30, 2010</u>	<u>Three Months Ended September 30, 2009</u>	<u>July 1, 2009</u>
NET INCOME (LOSS)	\$ 5,154	\$ 2,375	\$ 431,797
OTHER COMPREHENSIVE INCOME (LOSS)			
Foreign currency translation adjustment	(581)	3,341	—
Fresh-start adjustment	<u>—</u>	<u>—</u>	<u>89,216</u>
COMPREHENSIVE INCOME (LOSS)	4,573	5,716	521,013
Less: Comprehensive (income) loss attributable to the noncontrolling interest	<u>(141)</u>	<u>(399)</u>	<u>—</u>
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED	<u>\$ 4,432</u>	<u>\$ 5,317</u>	<u>\$ 521,013</u>

See notes to consolidated financial statements.

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(in thousands)**  
**(unaudited)**

	<u>Successor</u> <u>Nine Months</u> <u>Ended</u> <u>September 30,</u> <u>2010</u>	<u>Successor</u> <u>Three Months</u> <u>Ended</u> <u>September 30,</u> <u>2009</u>	<u>Predecessor</u> <u>Six Months</u> <u>Ended</u> <u>July 1,</u> <u>2009</u>
NET INCOME (LOSS)	\$ (8,853)	\$ 2,375	\$ 471,122
OTHER COMPREHENSIVE INCOME (LOSS)			
Foreign currency translation adjustment	(1,658)	3,341	(6,954)
Fresh-start adjustment	<u>—</u>	<u>—</u>	<u>89,216</u>
COMPREHENSIVE INCOME (LOSS)	(10,511)	5,716	553,384
Less: Comprehensive (income) loss attributable to the noncontrolling interest	<u>(174)</u>	<u>(399)</u>	<u>(117)</u>
COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED	<u>\$ (10,685)</u>	<u>\$ 5,317</u>	<u>\$ 553,267</u>

See notes to consolidated financial statements.



**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**1. BASIS OF PRESENTATION**

The accompanying unaudited consolidated condensed financial statements of Primus Telecommunications Group, Incorporated and subsidiaries (the “Company” or “Primus” or “Group”) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial reporting and Securities and Exchange Commission (“SEC”) regulations. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such principles and regulations. In the opinion of management, the financial statements reflect all adjustments (all of which are of a normal and recurring nature), which are necessary to present fairly the financial position, results of operations, cash flows and comprehensive income (loss) for the interim periods. The results for the Company’s three months and nine months ended September 30, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010.

As of July 1, 2009, the Company adopted fresh-start accounting in accordance with Accounting Standards Codification (“ASC”) No. 852, “Reorganizations”. The adoption of fresh-start accounting resulted in the Company becoming a new entity for financial reporting purposes. Accordingly, the financial statements on or prior to July 1, 2009 are not comparable with the financial statements for periods after July 1, 2009. The consolidated condensed statements of operations, cash flows, comprehensive income (loss) and any references to “Successor” or “Successor Company” for the three months ended September 30, 2009 and for the three months and nine months ended September 30, 2010, show the operations of the reorganized Company. References to “Predecessor” or “Predecessor Company” refer to the operations of the Company prior to July 1, 2009, except for Predecessor’s July 1, 2009 statement of operations and comprehensive income (loss), which reflect only the effect of the plan adjustments and fresh-start accounting as of such date and do not reflect any operating results. See Note 3—“Fresh Start Accounting” in the notes to these Consolidated Condensed Financial Statements for further details.

The results for all periods presented in this quarterly Form 10-Q reflect the activities of certain operations as discontinued operations (see Note 11—“Discontinued Operations”).

The financial statements should be read in conjunction with the Company’s audited consolidated financial statements included in the Company’s most recently filed Form 10-K.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Principles of Consolidation*—The consolidated financial statements include the Company’s accounts, its wholly-owned subsidiaries and all other subsidiaries over which the Company exerts control. The Company owns 45.6% of Globility Communications Corporations (“GCC”) through direct and indirect ownership structures. The results of GCC and its subsidiary are consolidated with the Company’s results based on guidance from ASC 810, “Consolidation.” All intercompany profits, transactions and balances have been eliminated in consolidation.

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Effective January 1, 2009, the Company adopted ASC No. 810, "Consolidation." This statement changed the presentation of outstanding noncontrolling interests in one or more subsidiaries. Reconciliations at the beginning and the end of the period of the total equity, equity attributable to the Company and equity attributable to the noncontrolling interest for Successor's nine months ended September 30, 2010 and three months ended September 30, 2009 and Predecessor's six months ended July 1, 2009 are as follows (in thousands):

	Successor						
	As of September 30, 2010						
	Primus Telecommunications Group, Incorporated						
	Shareholders						
	Common Stock			Additional Paid-In Capital	Accumulated Earnings (Deficit)	Accumulated Other Comprehensive Loss	Noncontrolling Interest
	Total	Shares	Amount				
Balance as of January 1, 2010	\$ 99,909	9,600	\$ 10	\$ 85,533	\$ 6,732	\$ 4,064	\$ 3,570
Stock Option Compensation Expense	192	—	—	192	—	—	—
Common shares issued for restricted stock units	(344)	143	—	(344)	—	—	—
Comprehensive Income	—	—	—	—	—	—	—
Net income (loss)	(8,853)	—	—	—	(8,957)	—	104
Other comprehensive income (loss)	(1,658)	—	—	—	—	(1,728)	70
Comprehensive Income	(10,511)	—	—	—	—	—	—
Balance as of September 30, 2010	<u>\$ 89,246</u>	<u>9,743</u>	<u>\$ 10</u>	<u>\$ 85,381</u>	<u>\$ (2,225)</u>	<u>\$ 2,336</u>	<u>\$ 3,744</u>
	Predecessor						
	As of July 1, 2009						
	Primus Telecommunications Group, Incorporated						
	Shareholders						
	Common Stock			Additional Paid-In Capital	Accumulated Earnings (Deficit)	Accumulated Other Comprehensive Loss	Noncontrolling Interest
	Total	Shares	Amount				
Balance as of January 1, 2009	\$(458,725)	142,695	\$ 1,427	\$ 718,956	\$ (1,099,809)	\$ (82,113)	\$ 2,814
Stock Option Compensation Expense	27	—	—	27	—	—	—
Comprehensive Income	—	—	—	—	—	—	—
Net income (loss)	39,325	—	—	—	39,357	—	(32)
Other comprehensive income (loss)	(6,954)	—	—	—	—	(7,103)	149
Comprehensive Income	32,371	—	—	—	—	—	—
Balance as of June 30, 2009	\$(426,327)	142,695	\$ 1,427	\$ 718,983	\$ (1,060,452)	\$ (89,216)	\$ 2,931
Plan and fresh-start adjustments	513,650	(133,095)	(1,417)	(634,601)	1,060,452	89,216	—
Balance as of July 1, 2009	<u>\$ (87,323)</u>	<u>9,600</u>	<u>\$ 10</u>	<u>\$ 84,382</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,931</u>

	Successor						
	As of September 30, 2009						
	Primus Telecommunications Group, Incorporated Shareholders						
	Total	Common Stock		Additional Paid-In Capital	Accumulated Earnings (Deficit)	Accumulated Other Comprehensive Loss	Noncontrolling Interest
Shares		Amount					
Balance as of July 1, 2009	\$87,323	9,600	\$ 10	\$ 84,382	\$ —	\$ —	\$ 2,931
Stock Option Compensation Expense	308	—	—	308	—	—	—
Comprehensive Income							
Net income (loss)	2,375	—	—	—	2,165	—	210
Other comprehensive income (loss)	3,341	—	—	—	—	3,152	189
Comprehensive Income	5,716	—	—	—	—	—	—
Balance as of September 30, 2009	<u>\$93,347</u>	<u>9,600</u>	<u>\$ 10</u>	<u>\$ 84,690</u>	<u>\$ 2,165</u>	<u>\$ 3,152</u>	<u>\$ 3,330</u>

*Discontinued Operations*—During the first quarter 2010, the Company initiated the sale of certain assets of its Spain and European agent serviced retail operations; and, therefore, has reported such operations as discontinued operations. In the second quarter of 2010 the Company completed the sale of certain assets of its Spanish operations. In the third quarter of 2010 the company completed the sale of its Belgian operations and classified its entire European retail segment as discontinued operations.

In October 2010 the Company completed the sale of its Italian and United Kingdom retail operations. See Note 15, “Subsequent Events”.

In the first quarter 2009, the Company sold certain assets of its Japan retail operations. Therefore, the Company reported Japan retail operations as a discontinued operation. During the second quarter of 2008, the Company intended and had the authority to sell certain assets of its German retail operations, and therefore, reported this unit as a discontinued operation. However, buyers were not found; therefore the Company decided it would cease operations of the German retail business effective the first quarter of 2009.

*Reorganization Costs*—In accordance with ASC No. 852, “Reorganizations,” for periods including and subsequent to the filing of the Chapter 11 petition through the bankruptcy emergence date of July 1, 2009, all revenues, expenses, realized gains and losses, and provisions for losses that result from the reorganization are reported separately as reorganization items, net, in the Consolidated Statements of Operations. Net cash used for reorganization items is disclosed separately in the Consolidated Statements of Cash Flows.

*Presentation of Taxes Collected*—The Company reports any tax assessed by a governmental authority that is directly imposed on a revenue-producing transaction between the Company and a customer (including sales, use, value-added and some excise taxes) on a net basis (excluded from revenues).

*Stock-Based Compensation*—The Company uses a Black-Scholes option valuation model to determine the fair value of stock-based compensation under ASC No. 718, “Compensation—Stock Compensation”. The Black-Scholes model incorporates various assumptions including the expected term of awards, volatility of stock price, risk-free rates of return and dividend yield. The expected term of an award is no less than the option vesting period and is based on the Company’s historical experience. Expected volatility is based upon the historical volatility of the Company’s stock price. Because of the short trading history of the Successor Company’s common stock, the Company calculates the expected volatility by averaging the historical volatility of the stock price of the Successor Company’s common stock and historical volatility of a peer group in the telecommunication industry with similar market capitalization. The risk-free interest rate is approximated using

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rates available on U.S. Treasury securities with a remaining term similar to the option's expected life. The Company uses a dividend yield of zero in the Black-Scholes option valuation model as it does not anticipate paying cash dividends in the foreseeable future.

*Use of Estimates*—The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of net revenue and expenses during the reporting period. Actual results may differ from these estimates. Significant estimates include allowance for doubtful accounts receivable, accrued interconnection cost disputes, the fair value of derivatives, market assumptions used in estimating the fair values of certain assets and liabilities, the calculation used in determining the fair value of the Company's stock options required by ASC No. 718 and various tax contingencies.

Under fresh-start accounting as of July 1, 2009, the Company's asset values were remeasured and allocated in conformity with ASC No. 805, "Business Combinations." Deferred taxes are reported in conformity with ASC No. 740, "Income Taxes."

Upon emergence from bankruptcy on July 1, 2009, the Company entered into an arrangement for issuing Contingent Value Rights (CVRs) that contained derivative features. The Company accounted for the arrangement in accordance with ASC No. 815, "Derivatives and Hedging." The Company determined these CVRs to be derivative instruments to be accounted for as liabilities and marked to fair value at each balance sheet date. Upon issuance, the Company recorded CVRs as a liability in its balance sheet at their estimated fair value. Changes in their estimated fair value are recognized in earnings during the period of change.

Estimates of fair value represent the Company's best estimates developed with the assistance of independent appraisals or various valuation techniques including Black-Scholes and, where the foregoing have not yet been completed or are not available, industry data and trends and by reference to relevant market rates and transactions. The estimates and assumptions are inherently subject to significant uncertainties and contingencies beyond the control of the Company. Accordingly, the Company cannot provide assurance that the estimates, assumptions, and values reflected in the valuations will be realized, and actual results could vary materially. Any adjustments to the recorded fair values of these assets and liabilities may impact the amount of recorded goodwill.

*Property, Plant and Equipment*—Property and equipment is recorded at cost less accumulated depreciation, which was provided on the straight-line method over the estimated useful lives of the assets. Cost includes major expenditures for improvements and replacements which extend useful lives or increase capacity of the assets as well as expenditures necessary to place assets into readiness for use. Expenditures for maintenance and repairs are expensed as incurred. The estimated useful lives of property and equipment are as follows: network equipment—5 to 8 years, fiber optic and submarine cable—8 to 25 years, furniture and equipment—5 years, leasehold improvements and leased equipment—shorter of lease or useful life. In accordance with ASC No. 350, "Intangible—Goodwill and Other," costs for internal use software that were incurred in the preliminary project stage and in the post-implementation stage are expensed as incurred. Costs incurred during the application development stage were capitalized and amortized over the estimated useful life of the software.

### *New Accounting Pronouncements*

From time to time, new accounting pronouncements are issued by FASB and are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued accounting pronouncements that are not discussed will not have a material impact on consolidated financial position, results of operations, and cash flows, or do not apply to our operations.

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### *Accounting Standards Update No. 2010-12 “Income Taxes (Topic 740): Accounting for Certain Tax effects of the 2010 Health Care Reform Acts” (“ASU No. 2010-12”)*

In April 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-12, *Income Taxes (Topic 740): Accounting for Certain Tax Effects of the 2010 Health Care Reform Acts*, which contains an SEC staff announcement addressing a potential accounting issue specific to companies with period ends between March 23 and March 30, 2010. On March 30, 2010, the President signed the Health Care and Education Reconciliation Act of 2010, which is a reconciliation bill that amends the Patient Protection and Affordable Care Act that was signed by the President on March 23, 2010 (collectively the “Acts”). This guidance is effective for interim and annual reporting periods beginning after December 15, 2009. The adoption of this guidance did not have an impact on the Company’s condensed consolidated financial statements.

### *Accounting Standards Update No. 2010-06 “Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements” (“ASU No. 2010-06”)*

We adopted certain provisions of ASU No. 2010-06 in the first quarter of 2010. These provisions of ASU No. 2010-06 amended Subtopic 820-10, “Fair Value Measurements and Disclosures—Overall,” by requiring additional disclosures for transfers in and out of Level 1 and Level 2 fair value measurements, as well as requiring fair value measurement disclosures for each “class” of assets and liabilities, a subset of the captions disclosed in our Consolidated Balance Sheets. The adoption did not have a material impact on our financial statements or our disclosures, as we did not have any transfers between Level 1 and Level 2 fair value measurements and did not have material classes of assets and liabilities that required additional disclosure.

Certain provisions of ASU No. 2010-06 are effective for fiscal years beginning after December 15, 2010, which for us will be our 2011 first quarter. These provisions of ASU No. 2010-06, which amended Subtopic 820-10, will require us to present as separate line items all purchases, sales, issuances, and settlements of financial instruments valued using significant unobservable inputs (Level 3) in the reconciliation for fair value measurements, whereas currently these are presented in aggregate as one line item. Although this may change the appearance of our reconciliation, we do not believe the adoption will have a material impact on our financial statements or disclosures.

### *Accounting Standards Update No. 2010-09 “Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements” (“ASU No. 2010-09”)*

We adopted ASU No. 2010-09 in the first quarter of 2010. ASU No. 2010-09 amended Subtopic 855-10, “Subsequent Events—Overall” by removing the requirement for a United States Securities and Exchange Commission (“SEC”) registrant to disclose a date, in both issued and revised financial statements, through which that filer had evaluated subsequent events. Accordingly, we removed the related disclosure from Footnote No. 1, “Basis of Presentation.” The adoption did not have a material impact on our financial statements.

### *Accounting Standards Update No. 2009-17 “Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities” (“ASU No. 2009-17”)*

We adopted ASU No. 2009-17 in the first quarter of 2010. The provisions of ASU No. 2009-17 replace the quantitative-based risks and rewards calculation for determining which reporting entity, if any, has a controlling financial interest in a variable interest entity (“VIE”) with an approach focused on identifying which reporting entity has the power to direct the activities of a variable interest entity that most significantly impacts the entity’s economic performance and (1) the obligation to absorb losses of the entity or (2) the right to receive benefits from the entity. An approach that is expected to be primarily qualitative will be more effective for identifying which reporting entity has a controlling financial interest in a variable interest entity. In addition, ASU No. 2009-17 amends the Consolidation Topic of the ASC regarding when and how to determine, or re-determine,

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whether an entity is a VIE, which could require consolidation. Furthermore, ASU No. 2009-17 requires ongoing assessments of whether an entity is the primary beneficiary of a VIE. The provisions in this update also require additional disclosures about a reporting entity's involvement in variable interest entities, which will enhance the information provided to users of financial statements. The adoption of this standard did not have an impact on the Company's financial position, results of operations, cash flows, or comprehensive income.

### *Accounting Standards Update No. 2009-13 "Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements" ("ASU 2009-13")*

In October 2009, the FASB issued ASU No. 2009-13, Revenue Recognition (Topic 605)—*Multiple-Deliverable Revenue Arrangements*: a consensus of the FASB EITF ("ASU 2009-13"). ASU 2009-13 establishes a selling-price hierarchy for determining the selling price of each element within a multiple-deliverable arrangement. Specifically, the selling price assigned to each deliverable is to be based on vendor-specific objective evidence ("VSOE"), if available, third-party evidence, if VSOE is unavailable, and estimated selling price if neither VSOE nor third-party evidence is available. In addition, ASU 2009-13 eliminates the residual method of allocating arrangement consideration and instead requires allocation using the relative selling price method. ASU 2009-13 is effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted at the beginning of a company's fiscal year. The Company plans to implement this guidance on January 1, 2011 and is currently evaluating the potential impact of ASU 2009-13 on the Company's financial statements.

### **3. FRESH START ACCOUNTING**

On July 1, 2009, the Company adopted fresh-start accounting in accordance with ASC No. 852, "Reorganizations". Fresh-start accounting results in the Company becoming a new entity for financial reporting purposes. Accordingly, the Successor Company's consolidated financial statements are not comparable to consolidated financial statements of the Predecessor Company.

Under ASC No. 852, the Successor Company must determine a value to be assigned to the equity of the emerging company as of the date of adoption of fresh-start accounting. To facilitate this calculation the Company first determined the enterprise value of the Successor Company. The valuation methods included (i) a discounted cash flow analysis, considering a range of the weighted average cost of capital between 14.0% and 16.0% and multiples of projected earnings of between 4.5 and 5.0 times for its terminal value, and (ii) a market multiples analysis. This analysis resulted in an estimated enterprise value of between \$320 million and \$360 million, and with the midpoint of \$340 million chosen for purposes of applying fresh-start accounting.

The estimated enterprise value, and corresponding equity value, is highly dependent upon achieving the future financial results set forth in the financial projections included in the Company's Plan, as filed with the Bankruptcy Court. These projections were limited by the information available to the Company as of the date of the preparation of the projections and reflected numerous assumptions concerning anticipated future performance and prevailing and anticipated market and economic conditions that were and continue to be beyond the Company's control and that may not materialize. Projections are inherently subject to uncertainties and to a wide variety of significant business, economic and competitive risks. Therefore variations from the projections may be material.

Fresh-start accounting reflects the value of the Company as determined in the confirmed Plan. Under fresh-start accounting, the Company's asset values are remeasured and allocated in conformity with ASC No. 805, "Business Combinations." The excess of reorganization value over the fair value of tangible and identifiable intangible assets is recorded as goodwill in the accompanying consolidated balance sheet. Fresh-start accounting also requires that all liabilities, other than deferred taxes and pension and other postretirement benefit obligations, should be stated at fair value.

Estimates of fair value included in the Successor Company financial statements, in conformity with ASC No. 820, "Fair Value Measurements," represent the Company's best estimates and valuations developed with the

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assistance of independent appraisers and, where the foregoing have not yet been completed or are not available, represent industry data and trends by reference to relevant market rates and transactions. The foregoing estimates and assumptions are inherently subject to significant uncertainties and contingencies beyond the control of the Company. Accordingly, the Company cannot provide assurance that the estimates, assumptions, and values reflected in the valuations will be realized, and actual results could vary materially. In accordance with ASC No. 805, the allocation of the reorganization value is subject to additional adjustment until the Company has completed its analysis, but not to exceed one year after emergence from bankruptcy. As of March 31, 2010 the Company had completed the valuation of its assets and liabilities and has completed its adoption of fresh-start accounting in accordance with ASC No. 852, "Reorganizations."

The following fresh-start Consolidated Condensed Balance Sheet presents the financial effects on the Company of the implementation of the Plan and the adoption of fresh-start accounting.

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The effects of the Plan and fresh-start reporting on the Company's Consolidated Condensed Balance Sheet are as follows:

	Predecessor		Plan of Reorganization Adjustments	Fresh-Start Accounting Adjustments	Successor July 1, 2009
	July 1, 2009				
<b>ASSETS</b>					
<b>CURRENT ASSETS:</b>					
Cash and cash equivalents	\$ 41,461	\$ —		\$ —	\$ 41,461
Accounts receivable	93,826	—		—	93,826
Prepaid expenses and other current assets	16,955	—		—	16,955
Total current assets	152,242	—		—	152,242
RESTRICTED CASH	9,467	—		—	9,467
PROPERTY AND EQUIPMENT—Net	117,840	—		32,298 d	150,138
GOODWILL	35,351	—		25,947 d, h	61,298
OTHER INTANGIBLE ASSETS—Net	482	—		184,318 d	184,800
OTHER ASSETS	19,155	—		1,461 d, h	20,616
TOTAL ASSETS	<u>\$ 334,537</u>	<u>\$ —</u>		<u>\$ 244,024</u>	<u>\$ 578,561</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>					
<b>CURRENT LIABILITIES:</b>					
Accounts payable	\$ 50,890	\$ —		\$ —	\$ 50,890
Accrued interconnection costs	38,778	—		—	38,778
Deferred revenue	12,322	—		—	12,322
Accrued expenses and other current liabilities	53,982	—		(1,767) d	52,215
Accrued income taxes	20,986	—		—	20,986
Accrued interest	19	—		—	19
Current portion of long-term obligations	107,097	(91,100) g		—	15,997
Total current liabilities	284,074	(91,100)		(1,767)	191,207
LONG-TERM OBLIGATIONS	25,740	214,572 e, g		—	240,312
OTHER LIABILITIES	—	2,557 b		57,162 h	59,719
Total liabilities not subject to compromise	309,814	126,029		55,395	491,238
LIABILITIES SUBJECT TO COMPROMISE	451,050	(451,050) a		—	—
Total Liabilities	<u>760,864</u>	<u>(325,021)</u>		<u>55,395</u>	<u>491,238</u>
<b>COMMITMENTS AND CONTINGENCIES</b>					
<b>STOCKHOLDERS' EQUITY (DEFICIT):</b>					
Primus Telecommunications Group, Incorporated Stockholders' Equity (Deficit):					
Predecessor Common stock, \$0.01 par value—300,000,000 shares authorized; 142,695,390 shares issued and outstanding	1,427	(1,427) c		—	—
Successor Common stock, \$0.001 par value—80,000,000 shares authorized; 9,600,000 shares issued or outstanding	—	10 a		—	10
Predecessor Additional paid-in capital	718,983	(1,129) c, b		(717,854) f	—
Successor Additional paid-in capital	—	84,382 a		—	84,382
Accumulated income (deficit)	(1,060,452)	243,185 a		817,267 d, f	—
Accumulated other comprehensive income (loss)	(89,216)	—		89,216 f	—
Total Primus Telecommunications Group, Incorporated stockholders' income (deficit)	(429,258)	325,021		188,629	84,392
Noncontrolling interest	2,931	—		—	2,931
Total stockholders' income (deficit)	(426,327)	325,021		188,629	87,323
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 334,537</u>	<u>\$ —</u>		<u>\$ 244,024</u>	<u>\$ 578,561</u>



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Notes to Plan of Reorganization and fresh-start accounting adjustments:

- (a) This adjustment reflects the discharge of \$451.1 million of liabilities subject to compromise (see “Liabilities Subject to Compromise” below), of which includes \$123.5 million Senior Subordinated Secured Notes reclassified to long-term obligations, in accordance with the terms of the Plan and the issuance of 4.8 million shares of Successor Company common stock to the holders of each of the Senior Subordinated Secured Notes and the Holding Senior Notes.
- (b) To record the issuance of Contingent Value Rights to the holders of the Old Common Stock.
- (c) To record the cancellation of the Old Common Stock.
- (d) To record assets and liabilities at their estimated fair values per fresh-start accounting. These amounts include adjustments to the estimated fair values from what was originally reported in the quarter ending September 30, 2009.
- (e) To reclass Term Loan from current portion of long-term obligations to long-term obligations and record the issuance of the Senior Subordinated Secured Notes.
- (f) To reset additional paid-in capital, accumulated other comprehensive loss and accumulated deficit to zero.
- (g) To reclass long-term portion of the Term Loan to long-term obligations.
- (h) To record the deferred tax attributes related to fresh-start accounting.

In the first nine months of 2010, the Company made no further fresh-start accounting adjustments to the fair value of its assets or liabilities.

#### **4. GOODWILL AND OTHER INTANGIBLE ASSETS**

Goodwill reflects the excess of the reorganization value of the Successor over the fair value of tangible and identifiable intangible assets as determined upon the adoption of fresh-start accounting. The Company recorded goodwill of \$61.3 million upon emergence from bankruptcy as well as intangible assets of \$184.8 million, which includes \$81.6 million of indefinite-lived trade names, \$99.2 million of amortizable customer relationships, and \$4.0 million of amortizable trade names.

Generally accepted accounting principles in the United States require the Company to perform a goodwill impairment test, a two-step test, annually and more frequently when negative conditions or a triggering event arise. The Company completes its annual goodwill impairment test using October 1 as the measurement date for each of its reporting units.

In step one, the estimated fair value of each reporting unit is compared to its carrying value. The Company estimates the fair values of each reporting unit by a combination of (i) estimation of the discounted cash flows of each of the reporting units based on projected earnings in the future (the income approach) and (ii) a comparative analysis of revenue and EBITDA multiples of public companies in similar markets (the market approach). If there is a deficiency (the estimated fair value of a reporting unit is less than its carrying value), a step two test is required. In step two, the amount of any goodwill impairment is measured by comparing the implied fair value of the reporting unit’s goodwill to the carrying value of goodwill, with the resulting impairment reflected in operations. The implied fair value is determined in the same manner as the amount of goodwill recognized in a business combination.

Estimating the fair value of a reporting unit requires various assumptions including projections of future cash flows, perpetual growth rates and discount rates. The assumptions about future cash flows and growth rates are based on management’s assessment of a number of factors including the reporting unit’s recent performance against budget, performance in the market that the reporting unit serves, as well as industry and general

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economic data from third party sources. Discount rate assumptions are based on an assessment of the risk inherent in those future cash flows. Changes to the underlying businesses could affect the future cash flows, which in turn could affect the fair value of the reporting unit.

During the three months ended September 30, 2010, the Company and its Board of Directors ratified a plan to proceed with the disposition of its European retail operations; see Note 11, *Discontinued Operations*. This triggering event prompted the Company to perform a goodwill impairment test, a two-step test, for the Europe reporting unit. Based on the results of the step one test, the Company determined that the carrying value of the Europe reporting unit was in excess of its respective fair value and a step two test was required for the reporting unit.

In completing the step two test to determine the implied fair value of goodwill and therefore the amount of impairment, management first estimated the fair value of the tangible and intangible assets and liabilities. Based on the testing performed, the Company determined that the carrying value of goodwill exceeded its implied fair value for the Europe reporting unit and recorded a goodwill impairment charge of \$1.4 million. The impairment charge is included in the line item "*Loss from Discontinued Operations, net of tax,*" on the Company's Statement of Operations.

The primary driver for the decline in the estimated fair value of the Europe reporting unit compared to the prior year is the decline in its overall outlook stemming from its poor performance.

In addition, the Company evaluated the European trade name and long-lived assets, which primarily consisted of the network equipment and customer relationships, for impairment. In performing the impairment test for the European trade name and long-lived assets, the Company estimated the fair value less cost to sell for the asset groups based on executed and pending purchase offers and compared that to the carrying value of the asset groups. The company recorded a total of \$4.7 million impairment charges; \$4.2 million related to the European trade name, \$0.4 million related to customer relationships and \$0.1 million related to long-lived assets during the three months ended September 30, 2010. The impairment charge is included in the line item "*Loss from Discontinued Operations, net of tax,*" on the Company's Statement of Operations.

The intangible assets not subject to amortization consisted of the following (in thousands):

	September 30, 2010	December 31, 2009
Trade names	\$ 76,200	\$ 81,372
Goodwill	\$ 62,740	\$ 64,220

The Company allocated goodwill to all of its reporting units as part of fresh-start accounting, excluding the wholesale reporting unit which had nominal value relative to the total value of the Company. The changes in the carrying amount of trade names and goodwill, for continuing operations and assets held for sale, combined, by reporting unit for the nine months ended September 30, 2010 are as follows (in thousands):

### **Goodwill**

	<u>United States</u>	<u>Canada</u>	<u>Australia</u>	<u>Europe</u>	<u>Brazil</u>	<u>Total</u>
Balance as of January 1, 2010	\$ 29,960	\$30,285	\$ 1,714	\$ 2,217	\$ 44	\$64,220
Effect of change in foreign currency exchange rates	—	588	148	(109)	1	628
Disposition of business	—	—	—	(662)	—	(662)
Accumulated impairment loss	—	—	—	(1,446)	—	(1,446)
Balance as of September 30, 2010	<u>\$ 29,960</u>	<u>\$30,873</u>	<u>\$ 1,862</u>	<u>\$ —</u>	<u>\$ 45</u>	<u>\$62,740</u>

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**Trade Names**

	<u>United States</u>	<u>Canada</u>	<u>Australia</u>	<u>Europe</u>	<u>Brazil</u>	<u>Total</u>
Balance as of January 1, 2010	\$ 76,200	\$ —	\$ —	\$ 5,172	\$ —	\$81,372
Effect of change in foreign currency exchange rates	—	—	—	(100)	—	(100)
Disposition of business	—	—	—	(836)	—	(836)
Accumulated impairment loss	—	—	—	(4,236)	—	(4,236)
Balance as of September 30, 2010	<u>\$ 76,200</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$76,200</u>

The Company's other intangible assets consist of trade names and customer relationships; \$5.8 million of the customer relationships were classified as held for sale as of September 30, 2010. Intangible assets subject to amortization, including those classified as held for sale, consisted of the following (in thousands):

	<u>September 30, 2010</u>			<u>December 31, 2009</u>		
	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Book Value</u>	<u>Gross Carrying Amount</u>	<u>Accumulated Amortization</u>	<u>Net Book Value</u>
Trade names	\$ 4,070	\$ (490)	\$ 3,580	\$ 4,057	\$ (203)	\$ 3,854
Customer relationships	108,101	(31,329)	76,772	107,612	(14,032)	93,580
Total	<u>\$ 112,171</u>	<u>\$ (31,819)</u>	<u>\$ 80,352</u>	<u>\$ 111,669</u>	<u>\$ (14,235)</u>	<u>\$ 97,434</u>

Amortization expense for trade names and customer relationships for the three months and nine months ended September 30, 2010 was \$5.9 million and \$17.7 million, respectively.

Amortization expense for trade names and customer relationships for Successor's three months ended September 30, 2009 was \$7.0 million.

The Company expects amortization expense for trade names and customer relationships for the remainder of 2010, the years ended December 31, 2011, 2012, 2013, 2014, and thereafter to be approximately \$5.5 million, \$17.5 million, \$12.3 million, \$9.0 million, \$6.7 million and \$23.4 million, respectively. The customer relationships identified above as held for sale will not be amortized while they are classified as such.

**5. LONG-TERM OBLIGATIONS**

Long-term obligations consisted of the following (in thousands):

	<u>September 30, 2010</u>	<u>December 31, 2009</u>
Obligations under capital leases and other	\$ 1,915	\$ 3,178
Leased fiber capacity	—	2,809
Senior secured notes	130,000	130,000
Senior subordinated secured notes	114,015	123,472
Subtotal	245,930	259,459
Original issue discount on senior secured notes	(1,821)	(1,943)
Subtotal	244,109	257,516
Less: Current portion of long-term obligations	(1,162)	(4,274)
Total long-term obligations	<u>\$ 242,947</u>	<u>\$ 253,242</u>

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The following table reflects the contractual payments of principal and interest for the Company's long-term obligations as of September 30, 2010 as follows:

<u>Year Ending December 31,</u>	<u>Capital Leases and Other</u>	<u>13% Senior Secured Notes</u>	<u>14 1/4% Senior Subordinated Secured Notes</u>	<u>Total</u>
2010 (as of September 30, 2010)	\$ 417	\$ 8,450	\$ 8,124	\$ 16,991
2011	1,218	16,900	16,247	34,365
2012	309	16,900	16,247	33,456
2013	87	16,900	122,139	139,126
2014	4	16,900	—	16,904
Thereafter	—	163,847	—	163,847
Total Minimum Principal & Interest Payments	2,035	239,897	162,757	404,689
Less: Amount Representing Interest	(120)	(109,897)	(48,742)	(158,759)
Total Long Term Obligations	<u>\$ 1,915</u>	<u>\$ 130,000</u>	<u>\$ 114,015</u>	<u>\$ 245,930</u>

The foregoing table assumes that the 14 1/4% Senior Subordinated Secured Notes are refinanced before January 21, 2013. In the event the 14 1/4% Senior Secured Notes have not been refinanced in accordance with the terms of the 13% Senior Secured Notes indenture by January 21, 2013, then the Issuers will be required to redeem the full principal of the 13% Senior Secured Notes at a price equal to the then applicable optional redemption price on such date. In addition, the table assumes that the holders of 13% Senior Secured Notes do not accept any Excess Cash Flow Offer to purchase 13% Senior Secured Notes. In this regard, the Company must extend an offer annually to the holders of the 13% Senior Secured Notes to repurchase an applicable amount, (equal to 50% of Excess Cash Flow), of the 13% Senior Secured Notes at par, in the event the Company and certain subsidiaries have excess cash flow for any fiscal year commencing with the fiscal year ending December 31, 2010.

In May 2010, the Company paid \$9.4 million in cash and retired \$9.5 million in principal of its 14 1/4% Senior Subordinated Secured Notes. As a result, the Company recognized a \$0.1 million gain from the early extinguishment of debt in its statement of operations for the three months ended June 30, 2010.

## 6. COMMITMENTS AND CONTINGENCIES

Future minimum lease payments under capital leases and other ("Vendor Financing"), purchase obligations and non-cancellable operating leases as of September 30, 2010 are as follows (in thousands):

<u>Year Ending December 31,</u>	<u>Capital Leases and Other</u>	<u>Purchase Obligations</u>	<u>Operating Leases</u>
2010 (as of September 30, 2010)	\$ 417	\$ 8,723	\$ 4,753
2011	1,218	19,903	15,151
2012	309	6,498	13,292
2013	87	3,162	10,255
2014	4	1,162	5,440
Thereafter	—	54	16,237
Total minimum lease payments	2,035	39,502	65,128
Less: Amount representing interest	(120)	—	—
	<u>\$ 1,915</u>	<u>\$ 39,502</u>	<u>\$ 65,128</u>

The Company has contractual obligations to utilize an external vendor for certain customer support functions and to utilize network facilities from certain carriers with terms greater than one year. Generally, the Company does not purchase or commit to purchase quantities in excess of normal usage or amounts that cannot be used within the contract term or at rates below or above market value.

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### **Successor**

Purchases made under purchase commitments were \$8.7 million and \$24.1 million, respectively, for the three and nine months ended September 30, 2010.

Purchases made under purchase commitments were \$7.0 for the three months ended September 30, 2009.

Rent expense under operating leases was \$3.8 million and \$11.3 million, respectively, for the three and nine months ended September 30, 2010.

Rent expense under operating leases was \$3.5 million for the three months ended September 30, 2009.

### **Predecessor**

Purchases made under purchase commitments were \$12.8 million for the six months ended July 1, 2009.

Rent expense under operating leases was \$6.4 million for the six months ended July 1, 2009.

### **Litigation**

Group and its subsidiaries are subject to claims, legal proceedings and potential regulatory actions that arise in the ordinary course of its business. Each of these matters is subject to various uncertainties, and it is possible that some of these matters may be decided unfavorably. The Company believes that any aggregate liability that may result from the resolution of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

## **7. SHARE-BASED COMPENSATION**

### **Successor**

The Management Compensation Plan provides for the grant of incentive stock options, nonqualified stock options, restricted stock, restricted stock units, and other stock-based or cash-based performance awards (collectively, "awards").

#### *Restricted Stock Units (RSU)*

For the three months ended September 30, 2010, the Company's stock compensation expense related to the RSU was fully offset by credits related to forfeitures and cancellations of RSU awards due to termination of employees.

For the nine months ended September 30, 2010, the Company recognized \$0.2 million of stock compensation expense related to the RSU.

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### Stock Options

A summary of the Company's stock option activity during the nine months ended September 30, 2010 is as follows:

	Nine Months Ended September 30, 2010	
	Shares	Weighted Average Exercise Price
Outstanding—December 31, 2009	478,199	\$ 12.22
Granted	30,000	\$ 7.60
Exercised	—	\$ —
Forfeitures	(205,587)	\$ 12.22
Outstanding—September 30, 2010	<u>302,612</u>	<u>\$ 11.76</u>
Eligible for exercise	214,039	\$ 12.00

The following table summarizes information about the Company's stock options outstanding at September 30, 2010:

Range of Option Prices	Options Outstanding				Options Exercisable			
	Total Outstanding	Weighted Average Remaining Life in Years	Weighted Average Exercise Price	Intrinsic Value	Total Exercisable	Weighted Average Remaining Life in Years	Weighted Average Exercise Price	Intrinsic Value
\$7.60–\$12.22	<u>302,612</u>	<u>8.86</u>	<u>\$ 11.76</u>	<u>\$ —</u>	<u>214,039</u>	<u>8.80</u>	<u>\$ 12.00</u>	<u>\$ —</u>

For Emergence Performance Option and RSU compensation expense calculation, the Company assumed that it will meet the specified Adjusted EBITDA Target in 2010; therefore, according to the Plan, the remaining Performance Option and RSUs will vest in 2010.

As of September 30, 2010, the Company had 0.2 million unvested awards outstanding of which \$0.1 million of compensation expense is expected to be recognized over the weighted average remaining period of 0.8 years.

The number of unvested awards expected to vest is 0.2 million shares, with a weighted average remaining life of 8.9 years, a weighted average exercise price of \$11.79, and an intrinsic value of \$0.

### Predecessor

Under the Plan of Reorganization, all stock options granted under the Predecessor's Equity Incentive Plan were cancelled as of July 1, 2009. The Predecessor Company recorded \$64 thousand of stock-based compensation expenses for the six months ended July 1, 2009, due to the accelerated recognition of the cancelled options.

## 8. INCOME TAXES

The Company conducts business globally, and as a result, the Company or one or more of its subsidiaries files income tax returns in the United States federal jurisdiction and various state and foreign jurisdictions. In the normal course of business we are subject to examination by taxing authorities throughout the world.

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The following table summarizes the open tax years for each major jurisdiction:

<u>Jurisdiction</u>	<u>Open Tax Years</u>
United States Federal	2000, 2002 – 2009
Australia	2002 – 2009
Canada	2003 – 2009
United Kingdom	2004 – 2009
Netherlands	2007 – 2009

The Company is currently under examination in Canada and certain other non-material foreign tax jurisdictions not listed above, none of which are individually material.

The Company adopted the uncertain tax position related provisions of ASC No. 740, "Income Taxes," on January 1, 2007. It is expected that the amount of unrecognized tax benefits, reflected in the Company's financial statements, will change in the next twelve months; however, the Company does not expect the change to have a significant impact on the results of operations or the financial position of the Company. During the three months ended September 30, 2010, the Company recorded \$2.0 million of gross unrecognized tax benefit which includes \$0.1 million of unrecognized tax benefit which impacted the rate including \$0.1 of penalties and interest. As of September 30, 2010, the gross unrecognized tax benefit on the balance sheet was \$91.8 million.

The Company monitors actual results and updated projections of our subsidiaries on a quarterly basis to determine the appropriateness of valuation allowance reserves on deferred tax assets. When and if the Company determines that it is more likely than not that the deferred tax asset balances a subsidiary or a tax consolidated group of subsidiaries would be recoverable, the Company will release the related valuation allowance reserve. During the quarter ending September 30, 2010 the Company determined that Australian consolidated tax group of subsidiaries had enough positive factors that it was more likely than not that the net deferred tax asset would be recoverable and released the valuation allowance on all non capital items in the deferred tax inventory. The company did not release valuation reserves on the capital items as the Company currently does not have sufficient capital gain sources or projected sources of capital gain items to justify a release of this portion of the tax deferred asset. The net benefit of the release during the quarter ending September 30, 2010 was \$3.3 million.

Pursuant to Section 382 of the Internal Revenue Code, the Company believes that it underwent an ownership change for tax purposes (i.e., a more than 50% change in stock ownership) on the July 1, 2009 emergence date. As a result, the use of any of the Company's federal and state net operating loss carryforwards and tax credits generated prior to the ownership change that are not reduced due to attribute reduction will be subject to an annual limitation under IRC Section 382(l)(6). The federal limitation is approximately \$1.7 million.

The Company has reviewed 13-G filings concerning Company common stock, as filed with the United States Securities Exchange Commission, subsequent to emergence from bankruptcy, and the Company believes that a change in ownership has not occurred during this period of July 1, 2009 to September 30, 2010.

## 9. FAIR VALUE OF FINANCIAL INSTRUMENTS AND DERIVATIVES

In 2008 and 2009, the Company adopted the provisions of ASC No. 820, "Fair Value Measurements." The valuation techniques required by ASC No. 820 are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. These two types of inputs create the following fair value hierarchy:

Level 1: Quoted prices for identical instruments in active markets.

Level 2: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3: Significant inputs to the valuation model are unobservable.

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximate fair value due to relatively short periods to maturity. The estimated aggregate fair value of the Successor Company's 13% Senior Secured Notes and 14 1/4% Senior Subordinated Secured Notes, based on quoted market prices, was \$241.4 million and \$244.7 million at September 30, 2010 and December 31, 2009, respectively.

See table below for summary of the Company's financial instruments accounted for at fair value on a recurring basis:

	Fair Value as of September 30, 2010, using:			
	September 30, 2010	Quoted prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities:				
Contingent Value Rights (CVR)	\$ 7,754	—	\$ 7,754	—
Total	\$ 7,754	—	\$ 7,754	—

The CVRs are marked to fair value at each balance sheet date. The change in value is reflected in our Statements of Operations. Estimates of fair value represent the Company's best estimates based on a Black-Scholes pricing model. During the three months and nine months ended September 30, 2010, the Company recognized \$33 thousand and \$2.4 million, respectively, of expense as a result of marking the CVRs to their fair value.

## 10. OPERATING SEGMENT AND RELATED INFORMATION

The Company has five reportable operating segments based on management's organization of the enterprise into geographic areas—United States, Canada, Australia, Brazil and the wholesale business from the United States and Europe managed as a separate global segment. The Company evaluates the performance of its segments and allocates resources to them based upon net revenue and income (loss) from operations. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. Corporate assets, capital expenditures and property and equipment-net are included in the United States segment, while corporate expenses are presented separately in Income (loss) from operations. The wholesale business' assets are indistinguishable from the respective geographic segments. Therefore, any reporting related to the wholesale business for assets, capital expenditures or other balance sheet items is impractical.

During the third quarter of 2010 the company discontinued its Europe segment, which is also known as European retail operations and has presented the results of the Europe segment as discontinued operations. Accordingly the Europe segment has been excluded, where appropriate, from segment reporting for all periods presented, see Note 11, *Discontinued Operations*, for further information.



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Summary information with respect to the Company's operating segments is as follows (in thousands):

	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009
<b>Net Revenue by Segment</b>		
United States	\$ 12,072	\$ 16,238
Canada	56,876	57,367
Australia	68,360	63,665
Wholesale	41,870	53,571
Brazil	9,021	4,105
Total	<u>\$ 188,199</u>	<u>\$ 194,946</u>
<b>Provision for Doubtful Accounts Receivable</b>		
United States	\$ 556	\$ 589
Canada	497	548
Australia	522	999
Wholesale	255	164
Brazil	120	81
Total	<u>\$ 1,950</u>	<u>\$ 2,381</u>
<b>Income (Loss) from Operations</b>		
United States	\$ (376)	\$ 1,113
Canada	3,204	1,256
Australia	4,498	1,612
Wholesale	519	554
Brazil	185	(110)
Total From Operating Segments	8,030	4,425
Corporate	(5,906)	(2,276)
Total	<u>\$ 2,124</u>	<u>\$ 2,149</u>
<b>Capital Expenditures</b>		
United States	\$ 246	\$ 196
Canada	2,393	2,328
Europe	251	79
Australia	3,290	1,193
Brazil	230	90
Total	<u>\$ 6,410</u>	<u>\$ 3,886</u>

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	Successor		Predecessor
	Nine Months Ended September 30, 2010	Three Months Ended September 30, 2009	Six Months Ended July 1, 2009
<b>Net Revenue by Segment</b>			
United States	\$ 38,778	\$ 16,238	\$ 35,709
Canada	172,376	57,367	108,306
Australia	205,745	63,665	110,502
Wholesale	137,569	53,571	104,482
Brazil	21,341	4,105	6,246
Total	<u>\$ 575,809</u>	<u>\$ 194,946</u>	<u>\$ 365,245</u>
<b>Provision for Doubtful Accounts Receivable</b>			
United States	\$ 1,670	\$ 589	\$ 1,469
Canada	1,965	548	1,107
Australia	1,884	999	1,737
Wholesale	(734)	164	516
Brazil	313	81	115
Total	<u>\$ 5,098</u>	<u>\$ 2,381</u>	<u>\$ 4,944</u>
<b>Income (Loss) from Operations</b>			
United States	\$ (286)	\$ 1,113	\$ 4,399
Canada	9,187	1,256	18,738
Australia	9,694	1,612	10,123
Wholesale	3,164	554	1,372
Brazil	686	(110)	230
Total From Operating Segments	22,445	4,425	34,862
Corporate	(12,518)	(2,276)	(6,629)
Total	<u>\$ 9,927</u>	<u>\$ 2,149</u>	<u>\$ 28,233</u>
<b>Capital Expenditures</b>			
United States	\$ 864	\$ 196	\$ 74
Canada	7,341	2,328	3,127
Europe	535	79	174
Australia	7,601	1,193	1,997
Brazil	806	90	288
Total	<u>\$ 17,147</u>	<u>\$ 3,886</u>	<u>\$ 5,660</u>

The above capital expenditures exclude assets acquired under terms of capital lease and vendor financing obligations.

	September 30, 2010	December 31, 2009
<b>Property and Equipment—Net</b>		
United States	\$ 8,553	\$ 10,760
Canada	55,451	58,927
Europe	1,938	4,955
Australia	66,699	71,682
Brazil	1,915	1,282
Total	<u>\$ 134,556</u>	<u>\$ 147,606</u>

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	September 30, 2010	December 31, 2009
<b>Assets</b>		
United States	\$ 139,552	\$ 133,276
Canada	174,864	194,600
Europe (including assets held for sale)	62,132	84,587
Australia	136,347	138,988
Brazil	9,977	7,463
Total	<u>\$ 522,872</u>	<u>\$ 558,914</u>

## 11. DISCONTINUED OPERATIONS

In the third quarter 2010, the Company sold its Belgian operations for a sale price of \$1.3 million, as a result, the Company recorded a \$40 thousand gain from sale of these retail operations during the third quarter 2010. Also during the third quarter of 2010 the Company committed to dispose of and is actively soliciting the disposition of its remaining European retail operations. Accordingly, the Company presented these European retail operations as discontinued operations and the related assets and liabilities as held for sale as of September 30, 2010. In October 2010 the Company sold its United Kingdom retail operations customer base and certain of its assets, the sale price was approximately \$6.6 million, and sold its Italian retail operations for approximately \$0.2 million. The Company intends to dispose of and is actively soliciting the disposition of its remaining European retail operations. See Note 15, "Subsequent Events," for additional information.

In the second quarter 2010, the Company sold certain assets of its Spain retail operations. The sale price was \$0.3 million. The Company recorded a \$0.2 million gain from sale of these retail operations during the second quarter 2010.

In the first quarter of 2010, the Company initiated the sale of certain assets of its retail operations in Spain, which was completed in the second quarter 2010, and the sale of its European agent serviced retail operations.

In the first quarter 2009, the Company sold certain assets of its Japan retail operations. The sale price was \$0.4 million (40 million Japanese yen), which included \$0.2 million (20 million Japanese yen) in cash and \$0.2 million (20 million Japanese yen) receivable. The Company recorded a \$0.3 million gain from sale of assets.

In the second quarter 2008, the Company determined it would sell its German retail operations. However, buyers were not found; therefore the Company decided to cease operations of the German retail business during the first quarter of 2009.

As a result of these events, the Company's consolidated financial statements for all periods presented reflect the European retail operations which includes operations in the United Kingdom, France, Belgium, Italy and the Netherlands, and European agent serviced retail operations, the Japan retail operations and German retail operations as discontinued operations. Accordingly, revenue, costs, and expenses of the discontinued operations have been excluded from the respective captions in the consolidated statements of operations. The net operating results of the discontinued operations have been reported, net of applicable income taxes as loss from discontinued operations.

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Summarized operating results of the discontinued operations are as follows (in thousands):

	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009
Net revenue	\$ 11,027	\$ 13,001
Impairment of goodwill and long-lived assets	6,161	—
Operating expenses	11,813	14,530
Loss from operations	(6,947)	(1,529)
Interest expense	(11)	(16)
Interest income and other income	1	4
Foreign currency transaction gain (loss)	(440)	(533)
Income (loss) before income tax	(7,397)	(2,074)
Income tax expense	(1,933)	36
Loss from discontinued operations	<u>\$ (5,464)</u>	<u>\$ (2,110)</u>

	Successor Nine Months Ended September 30, 2010	Successor Three Months Ended September 30, 2009	Predecessor Six Months Ended July 1, 2009
Net revenue	\$ 35,430	\$ 13,001	\$ 26,271
Impairment of goodwill and long-lived assets	6,161	—	—
Operating expenses	38,386	14,530	27,408
Loss from operations	(9,117)	(1,529)	(1,137)
Interest expense	(35)	(16)	(42)
Interest income and other income	239	4	37
Foreign currency transaction gain (loss)	(639)	(533)	788
Reorganization items, net	—	—	15,269
Income (loss) before income tax	(9,552)	(2,074)	14,915
Income tax expense	(1,871)	36	(80)
Loss from discontinued operations	<u>\$ (7,681)</u>	<u>\$ (2,110)</u>	<u>\$ 14,995</u>

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Summarized balance sheet balances of the assets and liabilities held for sale are as follows (in thousands):

	September 30, 2010
Accounts receivable (net of allowance for doubtful accounts receivable of \$272)	5,552
Prepaid expenses and other current assets	2,247
Current assets held for sale	\$ 7,799
Restricted cash	234
Property and equipment—net	923
Other intangible assets—net	5,804
Other assets	163
Non-current assets held for sale	\$ 7,124
Accounts payable	\$ 3,702
Accrued interconnection costs	1,129
Deferred revenue	51
Accrued expenses and other current liabilities	5,453
Accrued income taxes	85
Current liabilities held for sale	\$ 10,420
Deferred tax liability	11
Non-current liabilities held for sale	\$ 11

## 12. BASIC AND DILUTED INCOME (LOSS) PER COMMON SHARE

Basic income (loss) per common share is calculated by dividing income (loss) attributable to common stockholders by the weighted average common shares outstanding during the period. Diluted income per common share adjusts basic income per common share for the effects of potentially dilutive common share equivalents.

### *Successor*

Potentially dilutive common shares for Successor include the dilutive effects of common shares issuable through stock options, restricted stock units, stock warrants and contingent value rights using the treasury stock method.

For Successor's three months and nine months ended September 30, 2010, the following could potentially dilute income per common share in the future but was excluded from the calculation of diluted income per common share due to its antidilutive effect:

- 0.4 million shares issuable upon exercise of stock options and RSUs,
- 4.5 million shares issuable upon exercise of stock warrants, and
- 2.7 million shares issuable upon exercise of CVRs.

For Successor's three months and nine months ended September 30, 2009, the following could potentially dilute income per common share in the future but was excluded from the calculation of diluted income per common share due to its antidilutive effect:

- 0.9 million shares issuable upon exercise of stock options and RSUs,
- 4.5 million shares issuable upon exercise of stock warrants, and
- 2.7 million shares issuable upon exercise of CVRs.

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### **Predecessor**

Potentially dilutive common shares for Predecessor primarily included the dilutive effects of common shares issuable through stock options computed using the treasury stock method and the dilutive effects of shares issuable upon conversion of its 5% Exchangeable Senior Notes, the Step Up Convertible Subordinated Debentures, the 3<sup>3</sup>/<sub>4</sub>% Convertible Senior Notes and the 2000 Convertible Subordinated Debentures.

For the six months ended July 1, 2009, the following could potentially dilute income per common share in the future but were excluded from the calculation of diluted income per common share due to their antidilutive effect:

- 7.8 million shares issuable upon exercise of stock options.

A reconciliation of basic income per common share to diluted income per common share is below (in thousands, except per share amounts):

	<u>Three Months Ended September 30, 2010</u>	<u>Three Months Ended September 30, 2009</u>
Income (loss) from continuing operations	\$ 10,933	\$ 4,385
Income (loss) from discontinuing operations, net of tax	(5,464)	(2,110)
Gain (loss) from sale of discontinued operations, net of tax	(389)	(110)
Income (loss) attributable to common stockholders—basic and diluted	<u>\$ 5,080</u>	<u>\$ 2,165</u>
Weighted average common shares outstanding—basic and diluted	<u>9,743</u>	<u>9,600</u>
Basic income (loss) per common share:		
Income (loss) from continuing operations attributable to common stockholders	\$ 1.12	\$ 0.46
Income (loss) from discontinued operations	(0.56)	(0.22)
Gain (loss) from sale of discontinued operations	(0.04)	(0.01)
Net income (loss) attributable to common stockholders	<u>\$ 0.52</u>	<u>\$ 0.23</u>
Diluted income (loss) per common share:		
Income (loss) from continuing operations attributable to common stockholders	\$ 1.12	\$ 0.46
Income (loss) from discontinued operations	(0.56)	(0.22)
Gain (loss) from sale of discontinued operations	(0.04)	(0.01)
Net income (loss) attributable to common stockholders	<u>\$ 0.52</u>	<u>\$ 0.23</u>

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	Successor		Predecessor
	Nine Months Ended September 30, 2010	Three Months Ended September 30, 2009	Six Months Ended July 1, 2009
Income (loss) from continuing operations	\$ (1,080)	\$ 4,385	\$ 455,908
Income (loss) from discontinuing operations, net of tax	(7,681)	(2,110)	14,995
Gain (loss) from sale of discontinued operations, net of tax	(196)	(110)	251
Net income (loss) attributable to common stockholders—basic	(8,957)	2,165	471,154
Adjustment for interest expense on Step Up Convertible Subordinated Debentures	—	—	210
Adjustment for interest expense on Step Up Convertible Subordinated Debentures	—	—	332
Income (loss) attributable to common stockholders—diluted	<u>\$ (8,957)</u>	<u>\$ 2,165</u>	<u>\$ 471,696</u>
Weighted average common shares outstanding—basic	9,711	9,600	142,695
5% Exchangeable Senior Notes	—	—	19,474
Step Up Convertible Subordinated Debentures	—	—	7,280
<sup>33</sup> / <sub>4</sub> % Convertible Senior Notes	—	—	3,668
Weighted average common shares outstanding—diluted	<u>9,711</u>	<u>9,600</u>	<u>173,117</u>
Basic income (loss) per common share:			
Income (loss) from continuing operations attributable to common stockholders	\$ (0.11)	\$ 0.46	\$ 3.19
Income (loss) from discontinued operations	(0.79)	(0.22)	0.11
Gain (loss) from sale of discontinued operations	(0.02)	(0.01)	—
Net income (loss) attributable to common stockholders	<u>\$ (0.92)</u>	<u>\$ 0.23</u>	<u>\$ 3.30</u>
Diluted income (loss) per common share:			
Income (loss) from continuing operations attributable to common stockholders	\$ (0.11)	\$ 0.46	\$ 2.63
Income (loss) from discontinued operations	(0.79)	(0.22)	0.09
Gain (loss) from sale of discontinued operations	(0.02)	(0.01)	—
Net income (loss) attributable to common stockholders	<u>\$ (0.92)</u>	<u>\$ 0.23</u>	<u>\$ 2.72</u>

### 13. REORGANIZATION ITEMS, NET

Reorganization items, net, represents amounts incurred, for both continuing and discontinued operations combined, as a direct result of the bankruptcy filings and is presented separately in the Consolidated Condensed Statements of Operations. The following describes the components of reorganization items, net (in thousands):

	Three Months Ended	
	September 30, 2010	September 30, 2009
Professional Fees	\$ —	\$ (307)
Reorganization Items, net	<u>\$ —</u>	<u>\$ (307)</u>

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	Successor		Predecessor
	Nine Months Ended September 30, 2010	Three Months Ended September 30, 2009	Six Months Ended July 1, 2009
Professional Fees	\$ 1	\$ (307)	\$ (12,067)
Gain on Extinguishment of debt	—	—	243,185
Revaluation of assets and liabilities	—	—	188,612
Debt Premium, Discount and Deferred Financing Costs Write-off	—	—	(91)
Reversal of Future Interest Payments Recorded as Long Term Obligations	—	—	20,453
Interest Income	—	—	2
Reorganization Items, net	<u>\$ 1</u>	<u>\$ (307)</u>	<u>\$ 440,094</u>

Professional fees include financial, legal and other services directly associated with the reorganization process.

### **Successor**

Payments for reorganization expense for the three months ended September 30, 2009 were \$6.1 million.

### **Predecessor**

Payments for reorganization expense for the six months ended July 1, 2009 were \$4.6 million. In accordance with ASC No. 852, the Company ceased amortization of debt premiums, discounts and deferred financing costs related to the liabilities subject to compromise on the Petition Date. The \$3.5 million of unamortized debt premiums and discounts has been written off and recorded as a gain, offset by the expensing of \$3.6 million of unamortized deferred financing costs, as an adjustment to the net carrying value of the pre-petition debt. Long term debt was further reduced by \$20.5 million of future interest payable that previously had been recorded as a portion of long-term obligations for the 14 1/4% Senior Subordinated Secured Notes and 5% Exchangeable Senior Notes as the issuance of these notes had been deemed troubled debt restructurings. Upon emergence from bankruptcy, Predecessor debt in the amount of \$439.6 million was written off along with the accrued interest related to this debt in the amount of \$11.5 million.

## **14. GUARANTOR/NON-GUARANTOR CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

Primus Telecommunications IHC, Inc.'s 14 1/4% Senior Subordinated Secured Notes were fully, unconditionally, jointly and severally guaranteed by Group on a senior basis and by Primus Telecommunications Holding, Inc., ("Holding"), Primus Telecommunications, Inc., TresCom International Inc., Least Cost Routing, Inc., TresCom U.S.A., Inc., iPRIMUS USA, Inc., and iPRIMUS.com, Inc., all 100% indirectly owned subsidiaries of Group (collectively, the "Other Guarantors"). Group has a 100% ownership in Holding and no direct subsidiaries other than Holding.

On the Effective Date, IHC, each of the Grantors party and U.S. Bank National Association, as collateral agent, entered into a First Amendment to the Collateral Agreement (the "Amended Collateral Agreement"), to provide that the obligations of both IHC and Primus Telecommunications International, Inc. ("PTII"), an indirect wholly owned subsidiary of Group, were secured by PTII's assets, including 65% of the voting stock of foreign subsidiaries owned by PTII. In addition, on the Effective Date, Group and Holding entered into an Assumption Agreement in favor of U.S. Bank National Association, as collateral agent, pursuant to which each of Group and Holding became party to the Amended Collateral Agreement. As a result, Group and Holding's existing guarantees of the 14 1/4% Senior Subordinated Secured Notes are secured by a lien on the property of Group and Holding, respectively.



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Accordingly, the following consolidating condensed financial information for the three months ended September 30, 2010 and 2009 for Successor, for the nine months ended September 30, 2010 for Successor and the three months and six months ended July 1, 2009 for Predecessor are included for (a) Group on a stand-alone basis; (b) Primus Telecommunications IHC, Inc. (IHC) on a stand-alone basis; (c) the Other Guarantor subsidiaries on a combined basis; (d) Group's indirect non-guarantor subsidiaries on a combined basis and (e) Group on a consolidated basis. The plan and fresh-start accounting adjustments reflected in Predecessor's Consolidated Condensed Statements of Operations on July 1, 2009 are not presented separately in this presentation.

Investments in subsidiaries are accounted for using the equity method for purposes of the consolidating presentation. The principal elimination entries eliminate investments in subsidiaries, intercompany balances and intercompany transactions.

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS**  
(in thousands)

	Successor					Consolidated
	For the Three Months Ended September 30, 2010					
	PTGI	IHC	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	
NET REVENUE	\$ —	\$ —	\$ 23,019	\$ 165,180	\$ —	\$ 188,199
OPERATING EXPENSES						
Cost of revenue (exclusive of depreciation included below)	—	—	18,988	101,870	—	120,858
Selling, general and administrative	542	1	9,496	41,537	—	51,576
Depreciation and amortization	—	—	1,155	12,486	—	13,641
(Gain) loss on sale or disposal of assets	—	—	—	—	—	—
Total operating expenses	<u>542</u>	<u>1</u>	<u>29,639</u>	<u>155,893</u>	<u>—</u>	<u>186,075</u>
INCOME (LOSS) FROM OPERATIONS	(542)	(1)	(6,620)	9,287	—	2,124
INTEREST EXPENSE	—	(4,062)	(2,922)	(1,618)	—	(8,602)
(ACCRETION) AMORTIZATION ON DEBT PREMIUM/DISCOUNT, NET	—	—	(46)	—	—	(46)
GAIN ON EARLY EXTINGUISHMENT OR RESTRUCTURING OF DEBT	—	—	—	—	—	—
GAIN (LOSS) FROM CONTINGENT VALUE RIGHTS VALUATION	33	—	—	—	—	33
INTEREST AND OTHER INCOME	2	(1)	(7)	260	—	254
FOREIGN CURRENCY TRANSACTION GAIN (LOSS)	—	785	(5)	13,226	—	14,006
INTERCOMPANY INTEREST	(180)	3,766	(2,433)	(1,153)	—	—
MANAGEMENT FEE	—	—	773	(773)	—	—
ROYALTY FEE	—	3,149	—	(3,149)	—	—
INCOME (LOSS) BEFORE REORGANIZATION ITEMS, INCOME TAXES AND EQUITY IN NET						
INCOME OF SUBSIDIARIES	(687)	3,636	(11,260)	16,080	—	7,769
REORGANIZATION ITEMS—NET	—	—	—	—	—	—
INCOME (LOSS) BEFORE INCOME TAX AND EQUITY IN NET INCOME OF SUBSIDIARIES	(687)	3,636	(11,260)	16,080	—	7,769
INCOME TAX BENEFIT (EXPENSE)	—	(224)	1,163	2,299	—	3,238
INCOME (LOSS) BEFORE EQUITY IN NET INCOME OF SUBSIDIARIES	(687)	3,412	(10,097)	18,379	—	11,007
EQUITY IN NET INCOME (LOSS) OF SUBSIDIARIES	<u>5,767</u>	<u>—</u>	<u>15,864</u>	<u>—</u>	<u>(21,631)</u>	<u>—</u>
INCOME (LOSS) FROM CONTINUING OPERATIONS	5,080	3,412	5,767	18,379	(21,631)	11,007
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, net of tax	—	—	—	(5,464)	—	(5,464)
GAIN (LOSS) FROM SALE OF DISCONTINUED OPERATIONS, net of tax	—	—	—	(389)	—	(389)
NET INCOME (LOSS)	5,080	3,412	5,767	12,526	(21,631)	5,154
Less: Net (income) loss attributable to the noncontrolling interest	—	—	—	(74)	—	(74)
NET INCOME (LOSS) ATTRIBUTABLE TO PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED	<u>\$5,080</u>	<u>\$ 3,412</u>	<u>\$ 5,767</u>	<u>\$ 12,452</u>	<u>\$ (21,631)</u>	<u>\$ 5,080</u>
AMOUNTS ATTRIBUTABLE TO COMMON SHAREHOLDERS OF PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED						
Income (loss) from continuing operations, net of tax	\$5,080	\$ 3,412	\$ 5,767	\$ 18,305	\$ (21,631)	\$ 10,933
Income (loss) from discontinued operations	—	—	—	(5,464)	—	(5,464)
Gain (loss) from sale of discontinued operations	—	—	—	(389)	—	(389)
Net income (loss)	<u>\$5,080</u>	<u>\$ 3,412</u>	<u>\$ 5,767</u>	<u>\$ 12,452</u>	<u>\$ (21,631)</u>	<u>\$ 5,080</u>

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS**  
(in thousands)

	Successor					
	For the Three Months Ended September 30, 2009					
	PTGI	IHC	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Consolidated
NET REVENUE	\$ —	\$ —	\$ 31,287	\$ 163,659	\$ —	\$ 194,946
OPERATING EXPENSES						
Cost of revenue (exclusive of depreciation included below)	—	—	25,260	101,629	—	126,889
Selling, general and administrative	612	1	6,428	40,091	—	47,132
Depreciation and amortization	—	—	1,541	17,199	—	18,740
Loss on sale or disposal of assets	—	—	11	25	—	36
Total operating expenses	612	1	33,240	158,944	—	192,797
INCOME (LOSS) FROM OPERATIONS	(612)	(1)	(1,953)	4,715	—	2,149
INTEREST EXPENSE	—	(4,399)	(3,121)	(1,227)	—	(8,747)
(ACCRETION) AMORTIZATION ON DEBT PREMIUM/DISCOUNT, net	(4,229)	—	—	—	—	(4,229)
INTEREST INCOME AND OTHER INCOME (EXPENSE)	(1)	—	—	161	—	160
FOREIGN CURRENCY TRANSACTION GAIN (LOSS)	(2)	6,282	2	7,166	—	13,448
INTERCOMPANY INTEREST	(2,114)	7,507	(4,446)	(947)	—	—
MANAGEMENT FEE	—	—	984	(984)	—	—
ROYALTY FEE	—	3,134	—	(3,134)	—	—
INCOME (LOSS) BEFORE REORGANIZATION ITEMS, INCOME TAXES AND EQUITY IN NET INCOME OF SUBSIDIARIES	(6,958)	12,523	(8,534)	5,750	—	2,781
REORGANIZATION ITEMS—NET	(413)	—	106	—	—	(307)
INCOME (LOSS) BEFORE INCOME TAX AND EQUITY IN NET INCOME OF SUBSIDIARIES	(7,371)	12,523	(8,428)	5,750	—	2,474
INCOME TAX EXPENSE	—	441	236	1,444	—	2,121
INCOME (LOSS) BEFORE EQUITY IN NET INCOME OF SUBSIDIARIES	(7,371)	12,964	(8,192)	7,194	—	4,595
EQUITY IN NET INCOME OF SUBSIDIARIES	9,536	—	17,663	—	(27,199)	—
INCOME FROM CONTINUING OPERATIONS	2,165	12,964	9,471	7,194	(27,199)	4,595
LOSS FROM DISCONTINUED OPERATIONS, net of tax	—	—	—	(2,110)	—	(2,110)
GAIN FROM SALE OF DISCONTINUED OPERATIONS, net of tax	—	—	—	(110)	—	(110)
NET INCOME	2,165	12,964	9,471	4,974	(27,199)	2,375
Less: Net loss attributable to the noncontrolling interest	—	—	—	(210)	—	(210)
NET INCOME ATTRIBUTABLE TO PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED	<u>\$ 2,165</u>	<u>\$ 12,964</u>	<u>\$ 9,471</u>	<u>\$ 4,764</u>	<u>\$ (27,199)</u>	<u>\$ 2,165</u>
AMOUNTS ATTRIBUTABLE TO COMMON SHAREHOLDERS OF PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED						
Income (loss) from continuing operations, net of tax	\$ 2,165	\$ 12,964	\$ 9,471	\$ 6,984	\$ (27,199)	\$ 4,385
Loss from of discontinued operations	—	—	—	(2,110)	—	(2,110)
Loss from sale of discontinued operations	—	—	—	(110)	—	(110)
Net income (loss)	<u>\$ 2,165</u>	<u>\$ 12,964</u>	<u>\$ 9,471</u>	<u>\$ 4,764</u>	<u>\$ (27,199)</u>	<u>\$ 2,165</u>

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS**  
(in thousands)

	Predecessor					
	For the Six Months Ended July 1, 2009					
	PTGI	IHC	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Consolidated
NET REVENUE	\$ —	\$ —	\$ 65,361	\$ 299,884	\$ —	\$ 365,245
OPERATING EXPENSES						
Cost of revenue (exclusive of depreciation included below)	—	—	52,058	184,867	—	236,925
Selling, general and administrative	4,638	23	12,587	71,337	—	88,585
Depreciation and amortization	—	—	1,317	10,228	—	11,545
(Gain) loss on sale or disposal of assets	—	—	(177)	134	—	(43)
Total operating expenses	4,638	23	65,785	266,566	—	337,012
INCOME (LOSS) FROM OPERATIONS	(4,638)	(23)	(424)	33,318	—	28,233
INTEREST EXPENSE	(794)	(3,331)	(7,867)	(2,101)	—	(14,093)
(ACCRETION) AMORTIZATION ON DEBT PREMIUM/DISCOUNT, net	(129)	318	—	—	—	189
INTEREST INCOME AND OTHER INCOME (EXPENSE)	—	—	8	370	—	378
FOREIGN CURRENCY TRANSACTION GAIN (LOSS)	2,632	8,349	(705)	10,056	—	20,332
INTERCOMPANY INTEREST	(4,169)	14,549	(8,764)	(1,616)	—	—
MANAGEMENT FEE	—	—	4,152	(4,152)	—	—
ROYALTY FEE	—	5,277	—	(5,277)	—	—
INCOME (LOSS) BEFORE REORGANIZATION ITEMS, INCOME TAXES AND EQUITY IN NET INCOME OF SUBSIDIARIES	(7,098)	25,139	(13,600)	30,598	—	35,039
REORGANIZATION ITEMS—NET	(34,650)	79,592	286,279	93,604	—	424,825
INCOME (LOSS) BEFORE INCOME TAX AND EQUITY IN NET INCOME OF SUBSIDIARIES	(41,748)	104,731	272,679	124,202	—	459,864
INCOME TAX EXPENSE	—	(380)	(53)	(3,555)	—	(3,988)
INCOME (LOSS) BEFORE EQUITY IN NET INCOME OF SUBSIDIARIES	(41,748)	104,351	272,626	120,647	—	455,876
EQUITY IN NET INCOME OF SUBSIDIARIES	512,902	—	321,743	—	(834,645)	—
INCOME (LOSS) FROM CONTINUING OPERATIONS	471,154	104,351	594,369	120,647	(834,645)	455,876
LOSS FROM DISCONTINUED OPERATIONS, net of tax	—	—	—	14,995	—	14,995
GAIN FROM SALE OF DISCONTINUED OPERATIONS, net of tax	—	—	—	251	—	251
NET INCOME	471,154	104,351	594,369	135,893	(834,645)	471,122
Less: Net loss attributable to the noncontrolling interest	—	—	—	32	—	32
NET INCOME ATTRIBUTABLE TO PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED	<u>\$ 471,154</u>	<u>\$ 104,351</u>	<u>\$ 594,369</u>	<u>\$ 135,925</u>	<u>\$ (834,645)</u>	<u>\$ 471,154</u>
AMOUNTS ATTRIBUTABLE TO COMMON SHAREHOLDERS OF PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED						
Income from continuing operations, net of tax	\$ 471,154	\$ 104,351	\$ 594,369	\$ 120,679	\$ (834,645)	\$ 455,908
Income from discontinued operations	—	—	—	14,995	—	14,995
Gain from sale of discontinued operations	—	—	—	251	—	251
Net income	<u>\$ 471,154</u>	<u>\$ 104,351</u>	<u>\$ 594,369</u>	<u>\$ 135,925</u>	<u>\$ (834,645)</u>	<u>\$ 471,154</u>

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATING CONDENSED STATEMENT OF OPERATIONS**  
(in thousands)

	Successor					
	For the Nine Months Ended September 30, 2010					
	PTGI	IHC	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Consolidated
NET REVENUE	\$ —	\$ —	\$ 69,337	\$ 506,472	\$ —	\$ 575,809
OPERATING EXPENSES						
Cost of revenue (exclusive of depreciation included below)	—	—	53,750	313,059	—	366,809
Selling, general and administrative	2,809	7	24,232	122,501	—	149,549
Depreciation and amortization	—	—	3,953	45,750	—	49,703
(Gain) loss on sale or disposal of assets	—	—	(196)	17	—	(179)
Total operating expenses	2,809	7	81,739	481,327	—	565,882
INCOME (LOSS) FROM OPERATIONS	(2,809)	(7)	(12,402)	25,145	—	9,927
INTEREST EXPENSE	—	(12,648)	(8,873)	(5,140)	—	(26,661)
(ACCRETION) AMORTIZATION ON DEBT PREMIUM/DISCOUNT, net	—	—	(103)	(32)	—	(135)
GAIN ON EARLY EXTINGUISHMENT OR RESTRUCTURING OF DEBT	—	90	73	1	—	164
GAIN (LOSS) FROM CONTINGENT VALUE RIGHTS VALUATION	(2,392)	—	—	—	—	(2,392)
INTEREST INCOME AND OTHER INCOME (EXPENSE)	2	—	146	469	—	617
FOREIGN CURRENCY TRANSACTION GAIN (LOSS)	—	1,125	10	9,077	—	10,212
INTERCOMPANY INTEREST	(744)	11,568	(7,426)	(3,398)	—	—
MANAGEMENT FEE	—	—	3,312	(3,312)	—	—
ROYALTY FEE	—	9,710	—	(9,710)	—	—
INCOME (LOSS) BEFORE REORGANIZATION ITEMS, INCOME TAXES AND EQUITY IN NET						
INCOME OF SUBSIDIARIES	(5,943)	9,838	(25,263)	13,100	—	(8,268)
REORGANIZATION ITEMS—NET	1	—	—	—	—	1
INCOME (LOSS) BEFORE INCOME TAX AND EQUITY IN NET INCOME OF SUBSIDIARIES	(5,942)	9,838	(25,263)	13,100	—	(8,267)
INCOME TAX EXPENSE	—	(691)	732	7,250	—	7,291
INCOME (LOSS) BEFORE EQUITY IN NET INCOME OF SUBSIDIARIES	(5,942)	9,147	(24,531)	20,350	—	(976)
EQUITY IN NET INCOME (LOSS) OF SUBSIDIARIES	(3,015)	—	21,516	—	(18,501)	—
INCOME (LOSS) FROM CONTINUING OPERATIONS	(8,957)	9,147	(3,015)	20,350	(18,501)	(976)
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, net of tax	—	—	—	(7,681)	—	(7,681)
GAIN (LOSS) FROM SALE OF DISCONTINUED OPERATIONS, net of tax	—	—	—	(196)	—	(196)
NET INCOME (LOSS)	(8,957)	9,147	(3,015)	12,473	(18,501)	(8,853)
Less: Net (income) loss attributable to the noncontrolling interest	—	—	—	(104)	—	(104)
NET INCOME (LOSS) ATTRIBUTABLE TO PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED	<u>\$(8,957)</u>	<u>\$ 9,147</u>	<u>\$ (3,015)</u>	<u>\$ 12,369</u>	<u>\$ (18,501)</u>	<u>\$ (8,957)</u>
AMOUNTS ATTRIBUTABLE TO COMMON SHAREHOLDERS OF PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED						
Income (loss) from continuing operations, net of tax	\$(8,957)	\$ 9,147	\$ (3,015)	\$ 20,246	\$ (18,501)	\$ (1,080)
Income (loss) from discontinued operations	—	—	—	(7,681)	—	(7,681)
Gain (loss) from sale of discontinued operations	—	—	—	(196)	—	(196)
Net income (loss)	<u>\$(8,957)</u>	<u>\$ 9,147</u>	<u>\$ (3,015)</u>	<u>\$ 12,369</u>	<u>\$ (18,501)</u>	<u>\$ (8,957)</u>

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATING CONDENSED BALANCE SHEET**  
(in thousands)

	Successor					
	September 30, 2010					
	PTGI	IHC	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>						
<b>CURRENT ASSETS:</b>						
Cash and cash equivalents	\$ 11,523	\$ 5,395	\$ 3,049	\$ 29,632	\$ —	\$ 49,599
Accounts receivable	—	—	9,793	64,346	—	74,139
Prepaid expenses and other current assets	342	—	6,225	9,228	—	15,795
Current assets held for sale	—	—	—	7,799	—	7,799
Total current assets	11,865	5,395	19,067	111,005	—	147,332
INTERCOMPANY RECEIVABLES	—	226,588	561,515	50,811	(838,914)	—
INVESTMENTS IN SUBSIDIARIES	468,958	—	180,234	—	(649,192)	—
RESTRICTED CASH	—	—	253	10,694	—	10,947
PROPERTY AND EQUIPMENT—Net	—	—	8,435	126,121	—	134,556
GOODWILL	—	29,642	318	32,780	—	62,740
OTHER INTANGIBLE ASSETS—Net	—	76,200	2,639	71,909	—	150,748
OTHER ASSETS	—	—	4,133	5,293	—	9,425
NON CURRENT ASSETS HELD FOR SALE	—	—	—	7,124	—	7,124
TOTAL ASSETS	<u>\$480,823</u>	<u>\$337,825</u>	<u>\$ 776,594</u>	<u>\$ 415,736</u>	<u>\$ (1,488,106)</u>	<u>\$ 522,872</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>						
<b>CURRENT LIABILITIES:</b>						
Accounts payable	\$ 43	\$ —	\$ 2,503	\$ 33,315	\$ —	\$ 35,861
Accrued interconnection costs	—	—	9,425	21,596	—	31,021
Deferred revenue	—	—	1,546	10,915	—	12,461
Accrued expenses and other current liabilities	604	—	13,355	31,603	—	45,562
Accrued income taxes	19	3,041	(25)	6,716	—	9,751
Accrued interest	—	5,416	3,284	1,758	—	10,458
Current portion of long-term obligations	—	—	—	1,162	—	1,162
Current liabilities held for sale	—	—	—	10,420	—	10,420
Total current liabilities	666	8,457	30,088	117,485	—	156,696
INTERCOMPANY PAYABLES	386,901	—	193,653	258,360	(838,914)	—
LONG-TERM OBLIGATIONS	—	114,015	83,828	45,104	—	242,947
DEFERRED TAX LIABILITY	—	29,642	560	(4,487)	—	25,715
OTHER LIABILITIES	7,754	—	(493)	996	—	8,257
NON CURRENT LIABILITIES HELD FOR SALE	—	—	—	11	—	11
Total liabilities	395,321	152,114	307,636	417,469	(838,914)	433,626
<b>COMMITMENTS AND CONTINGENCIES</b>						
<b>STOCKHOLDERS' EQUITY (DEFICIT):</b>						
Primus Telecommunications Group, Incorporated Stockholders' Equity (Deficit):						
Common stock	10	—	—	—	—	10
Additional paid-in capital	85,381	161,445	458,781	(31,661)	(588,565)	85,381
Accumulated earnings (deficit)	(2,225)	24,266	7,841	23,514	(55,621)	(2,225)
Accumulated other comprehensive income (loss)	2,336	—	2,336	2,670	(5,006)	2,336
Total Primus Telecommunications Group, Incorporated stockholders' equity (deficit)	85,502	185,711	468,958	(5,477)	(649,192)	85,502
Noncontrolling interest	—	—	—	3,744	—	3,744
Total stockholders' equity (deficit)	85,502	185,711	468,958	(1,733)	(649,192)	89,246
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$480,823</u>	<u>\$337,825</u>	<u>\$ 776,594</u>	<u>\$ 415,736</u>	<u>\$ (1,488,106)</u>	<u>\$ 522,872</u>

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATING CONDENSED BALANCE SHEET**  
(in thousands)

	Successor					
	December 31, 2009					
	PTGI	IHC	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>						
<b>CURRENT ASSETS:</b>						
Cash and cash equivalents	\$ 6,736	\$ —	\$ 1,672	\$ 34,130	\$ —	\$ 42,538
Accounts receivable	—	—	9,831	79,511	—	89,342
Prepaid expenses and other current assets	324	—	5,666	9,157	—	15,147
Total current assets	7,060	—	17,169	122,798	—	147,027
INTERCOMPANY RECEIVABLES	—	227,973	557,151	55,390	(840,514)	—
INVESTMENTS IN SUBSIDIARIES	473,703	—	80,922	—	(554,625)	—
RESTRICTED CASH	—	—	253	10,185	—	10,438
PROPERTY AND EQUIPMENT—Net	—	—	10,356	137,250	—	147,606
GOODWILL	—	29,642	318	34,260	—	64,220
OTHER INTANGIBLE ASSETS—Net	—	—	83,497	95,310	—	178,807
OTHER ASSETS	—	—	4,615	6,201	—	10,816
<b>TOTAL ASSETS</b>	<b>\$480,763</b>	<b>\$257,615</b>	<b>\$ 754,281</b>	<b>\$ 461,394</b>	<b>\$ (1,395,139)</b>	<b>\$ 558,914</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>						
<b>CURRENT LIABILITIES:</b>						
Accounts payable	\$ 57	\$ —	\$ 3,784	\$ 41,978	\$ —	\$ 45,819
Accrued interconnection costs	—	—	10,427	27,134	—	37,561
Deferred revenue	—	—	1,860	12,022	—	13,882
Accrued expenses and other current liabilities	1,251	—	7,827	40,626	—	49,704
Accrued income taxes	—	2,622	78	7,929	—	10,629
Accrued interest	—	1,515	307	163	—	1,985
Current portion of long-term obligations	—	—	62	4,212	—	4,274
Total current liabilities	1,308	4,137	24,345	134,064	—	163,854
INTERCOMPANY PAYABLES	377,754	—	171,457	291,303	(840,514)	—
LONG-TERM OBLIGATIONS	—	123,472	83,874	45,896	—	253,242
DEFERRED TAX LIABILITY	—	29,642	—	6,410	—	36,052
OTHER LIABILITIES	5,362	—	495	—	—	5,857
Total liabilities	384,424	157,251	280,171	477,673	(840,514)	459,005
<b>COMMITMENTS AND CONTINGENCIES</b>						
<b>STOCKHOLDERS' EQUITY (DEFICIT):</b>						
Primus Telecommunications Group, Incorporated Stockholders' Equity (Deficit):						
Common stock	10	—	—	—	—	10
Additional paid-in capital	85,533	85,245	458,783	(35,161)	(508,867)	85,533
Accumulated deficit	6,732	15,119	11,263	11,145	(37,527)	6,732
Accumulated other comprehensive loss	4,064	—	4,064	4,167	(8,231)	4,064
Total Primus Telecommunications Group, Incorporated stockholders' equity (deficit)	96,339	100,364	474,110	(19,849)	(554,625)	96,339
Noncontrolling interest	—	—	—	3,570	—	3,570
Total stockholders' equity (deficit)	96,339	100,364	474,110	(16,279)	(554,625)	99,909
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>\$480,763</b>	<b>\$257,615</b>	<b>\$ 754,281</b>	<b>\$ 461,394</b>	<b>\$ (1,395,139)</b>	<b>\$ 558,914</b>

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS**  
(in thousands)

	Successor					
	For the Nine Months Ended September 30, 2010					
	PTGI	IHC	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Consolidated
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>						
Net income	\$ (8,957)	\$ 9,147	\$ (3,015)	\$ 12,473	\$ (18,501)	\$ (8,853)
Adjustments to reconcile net income to net cash provided by operating activities:						
Reorganization items, net	(1)	—	—	—	—	(1)
Provision for doubtful accounts receivable	—	—	1,072	4,650	—	5,722
Stock compensation expense	—	—	192	—	—	192
Depreciation and amortization	—	—	3,954	48,760	—	52,714
Impairment	—	—	—	6,161	—	6,161
Gain on sale or disposal of assets	—	—	(196)	212	—	16
Accretion of debt (premium) discount	—	—	57	78	—	135
Equity in net income of subsidiary	3,015	—	(21,516)	—	18,501	—
Change in fair value of Contingent Value Rights	2,392	—	—	—	—	2,392
Deferred income taxes	—	—	—	(7,183)	—	(7,183)
Gain on early extinguishment or restructuring of debt	—	(91)	(73)	—	—	(164)
Unrealized foreign currency transaction gain (loss) on intercompany and foreign debt	—	(449)	—	(9,394)	—	(9,843)
Changes in assets and liabilities, net of acquisitions:						
Decrease in accounts receivable	—	—	(1,034)	4,819	—	3,785
(Increase) decrease in prepaid expenses and other current assets	(18)	—	(557)	(75)	—	(650)
Decrease in other assets	—	—	516	110	—	626
(Increase) decrease in intercompany balance	—	19,997	3,260	(23,257)	—	—
Decrease in accounts payable	(14)	—	(1,281)	(5,577)	—	(6,872)
Decrease in accrued interconnection costs	—	—	(1,002)	(4,766)	—	(5,768)
Increase (decrease), net, in deferred revenue, accrued expenses, other current liabilities and other liabilities	(509)	—	3,913	(5,783)	—	(2,379)
Increase (decrease) in accrued income taxes	—	308	658	(2,003)	—	(1,037)
Increase (decrease) in accrued interest	—	3,901	3,898	667	—	8,466
Net cash provided by (used in) operating activities before reorganization items	(4,092)	32,813	(11,154)	19,892	—	37,459
Cash effect of reorganization items	(137)	—	—	—	—	(137)
Net cash provided by (used in) operating activities	(4,229)	32,813	(11,154)	19,892	—	37,322
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>						
Purchase of property and equipment	—	—	(679)	(16,468)	—	(17,147)
Sale of property and equipment and intangible assets	—	—	196	520	—	716
Cash from disposition of business, net of cash disposed	—	—	—	275	—	275
Cash used for business acquisitions, net of cash acquired	—	—	—	—	—	—
Increase in restricted cash	—	—	—	(86)	—	(86)
Proceeds from intercompany balance	9,016	—	31,617	—	(40,633)	—
Net cash provided by (used in) investing activities	9,016	—	31,134	(15,759)	(40,633)	(16,242)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>						
Proceeds from issuance of long-term obligations	—	—	97	(97)	—	—
Deferred financing costs	—	—	—	—	—	—
Principal payments on other long-term obligations	—	(9,415)	(195)	(3,967)	—	(13,577)
Proceeds from (payments on) intercompany balance	—	(18,003)	(18,086)	(4,544)	40,633	—
Net cash provided by (used in) financing activities	—	(27,418)	(18,184)	(8,608)	40,633	(13,577)
<b>EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	<b>—</b>	<b>—</b>	<b>(419)</b>	<b>(23)</b>	<b>—</b>	<b>(442)</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	<b>4,787</b>	<b>5,395</b>	<b>1,377</b>	<b>(4,498)</b>	<b>—</b>	<b>7,061</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>6,736</b>	<b>—</b>	<b>1,672</b>	<b>34,130</b>	<b>—</b>	<b>42,538</b>
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 11,523</b>	<b>\$ 5,395</b>	<b>\$ 3,049</b>	<b>\$ 29,632</b>	<b>\$ —</b>	<b>\$ 49,599</b>



**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS**  
(in thousands)

	Successor					
	For the Three Months Ended September 30, 2009					
	PTGI	IHC	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Consolidated
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>						
Net income	\$ 2,165	\$ 12,964	\$ 9,471	\$ 4,974	\$ (27,199)	\$ 2,375
Adjustments to reconcile net income to net cash provided by operating activities:						
Reorganization items, net	413	—	(106)	—	—	307
Provision for doubtful accounts receivable	—	—	310	2,283	—	2,593
Stock compensation expense	—	—	308	—	—	308
Depreciation and amortization	—	—	1,541	18,488	—	20,029
Gain on sale or disposal of assets	—	—	11	182	—	193
Accretion of debt (premium) discount	—	—	—	—	—	—
Equity in net income of subsidiary	(9,536)	—	(17,663)	—	27,199	—
intercompany and foreign debt	—	(6,603)	(42)	(7,485)	—	(14,130)
Changes in assets and liabilities, net of acquisitions:						
Decrease in accounts receivable	—	—	(1,761)	4,395	—	2,634
(Increase) decrease in prepaid expenses and other current assets	(265)	—	41	2,374	—	2,150
Decrease in other assets	—	—	183	(3,522)	—	(3,339)
(Increase) decrease in intercompany balance	—	174	172,473	(172,647)	—	—
Decrease in accounts payable	(110)	—	(2,034)	(7,805)	—	(9,949)
Decrease in accrued interconnection costs	—	—	(239)	3,958	—	3,719
Increase (decrease), net, in deferred revenue, accrued expenses, other current liabilities and other liabilities	4,556	—	2,688	(1,818)	—	5,426
Increase (decrease) in accrued income taxes	5	(539)	—	(3,200)	—	(3,734)
Increase (decrease) in accrued interest	—	4,398	(86)	98	—	4,410
Net cash provided by (used in) operating activities before reorganization items	(2,772)	10,394	165,095	(159,725)	—	12,992
Cash effect of reorganization items	(6,121)	—	106	(106)	—	(6,121)
Net cash provided by (used in) operating activities	(8,893)	10,394	165,201	(159,831)	—	6,871
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>						
Purchase of property and equipment	—	—	—	(3,886)	—	(3,886)
Sale of property and equipment and intangible assets	—	—	—	12	—	12
Cash from disposition of business, net of cash disposed	—	—	—	(110)	—	(110)
Increase in restricted cash	—	—	—	17	—	17
Proceeds from intercompany balance	10,505	—	80,733	—	(91,238)	—
Net cash provided by (used in) investing activities	10,505	—	80,733	(3,967)	(91,238)	(3,967)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>						
Principal payments on other long-term obligations	—	—	(932)	(3,666)	—	(4,598)
Proceeds from (payments on) intercompany balance	—	(10,394)	(254,236)	173,392	91,238	—
Net cash provided by (used in) financing activities	—	(10,394)	(255,168)	169,726	91,238	(4,598)
<b>EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>						
	—	—	—	2,083	—	2,083
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	1,612	—	(9,234)	8,011	—	389
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	31	—	10,709	30,721	—	41,461
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<u>\$ 1,643</u>	<u>\$ —</u>	<u>\$ 1,475</u>	<u>\$ 38,732</u>	<u>\$ —</u>	<u>\$ 41,850</u>

**PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**  
**CONSOLIDATING CONDENSED STATEMENT OF CASH FLOWS**  
(in thousands)

	Predecessor					
	For the Six Months Ended July 1, 2009					
	PTGI	IHC	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Consolidated
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>						
Net income	\$ 471,154	\$104,351	\$ 594,369	\$ 135,893	\$ (834,645)	\$ 471,122
Adjustments to reconcile net income to net cash provided by operating activities:						
Reorganization items, net	30,186	(79,592)	(287,970)	(102,718)	—	(440,094)
Provision for doubtful accounts receivable	—	—	937	4,203	—	5,140
Stock compensation expense	—	—	27	—	—	27
Depreciation and amortization	—	—	1,317	11,029	—	12,346
Gain on sale or disposal of assets	—	—	(177)	(117)	—	(294)
Accretion of debt (premium) discount	129	(318)	—	—	—	(189)
Equity in net income of subsidiary	(512,902)	—	(321,743)	—	834,645	—
Deferred income taxes	—	—	141	(141)	—	—
Unrealized foreign currency transaction gain (loss) on intercompany and foreign debt	(2,636)	(8,668)	778	(10,176)	—	(20,702)
Changes in assets and liabilities, net of acquisitions:						
Decrease in accounts receivable	—	—	3,628	4,170	—	7,798
(Increase) decrease in prepaid expenses and other current assets	183	—	327	(49)	—	461
Decrease in other assets	52	17	1,036	1,349	—	2,454
(Increase) decrease in intercompany balance	—	(6,885)	15,765	(8,880)	—	—
Decrease in accounts payable	(1,411)	—	(500)	(10,883)	—	(12,794)
Decrease in accrued interconnection costs	—	—	(1,768)	(3,593)	—	(5,361)
Increase (decrease), net, in deferred revenue, accrued expenses, other current liabilities and other liabilities	8,885	—	(1,910)	(5,662)	—	1,313
Increase (decrease) in accrued income taxes	4	699	(649)	2,059	—	2,113
Increase (decrease) in accrued interest	397	3,314	(5,174)	(137)	—	(1,600)
Net cash provided by (used in) operating activities before reorganization items	(5,959)	12,918	(1,566)	16,347	—	21,740
Cash effect of reorganization items	(3,528)	—	(2,384)	1,317	—	(4,595)
Net cash provided by (used in) operating activities	(9,487)	12,918	(3,950)	17,664	—	17,145
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>						
Purchase of property and equipment	—	—	(115)	(5,545)	—	(5,660)
Sale of property and equipment and intangible assets	—	—	177	2	—	179
Cash from disposition of business, net of cash disposed	—	—	—	232	—	232
Cash used for business acquisitions, net of cash acquired	—	—	—	(199)	—	(199)
Increase in restricted cash	—	—	61	(207)	—	(146)
Proceeds from intercompany balance	9,366	—	7,992	—	(17,358)	—
Net cash provided by (used in) investing activities	9,366	—	8,115	(5,717)	(17,358)	(5,594)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>						
Principal payments on other long-term obligations	—	—	(517)	(7,775)	—	(8,292)
Proceeds from (payments on) intercompany balance	—	(12,918)	3,510	(7,950)	17,358	—
Net cash provided by (used in) financing activities	—	(12,918)	2,993	(15,725)	17,358	(8,292)
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	—	—	—	1,202	—	1,202
NET CHANGE IN CASH AND CASH EQUIVALENTS	(121)	—	7,158	(2,576)	—	4,461
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	152	—	3,551	33,297	—	37,000
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 31	\$ —	\$ 10,709	\$ 30,721	\$ —	\$ 41,461

**15. SUBSEQUENT EVENTS**

During October 2010, the Company completed the sale of its United Kingdom customer base and certain of its assets and Italian retail operations for sales prices of approximately \$6.6 million and \$0.2 million, respectively. These operations were presented as discontinued operations as of September 30, 2010, see Note 11 – “Discontinued Operations”.

The Company announced on November 11, 2010, that it has entered into a definitive merger agreement to acquire Arbinet Corporation, a leading provider of wholesale telecom exchange services to carriers, in an all-stock transaction. The Boards of Directors of both companies have approved the merger, which is subject to regulatory approvals, the approval of the stockholders of both companies and certain other conditions. One of the Company’s and Arbinet’s principal stockholders has entered into share support agreements to vote its shares of both the Company and Arbinet in favor of the merger. The transaction is expected to close in the first quarter of 2011.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Introduction and Overview of Operations

We are a global provider of advanced facilities-based communication solutions, including traditional and internet based voice, Internet broadband, data, mobile, collocation/hosting, and outsourced managed services to business and residential customers in the United States, Canada, Australia, Brazil, the United Kingdom and certain countries in western Europe, and to telecommunications carriers worldwide. During the three months ended September 30, 2010, the Company and its Board of Directors ratified a plan to proceed with the disposition of its European retail operations due to a decline in its outlook which stems from its poor performance; see Note 11, *Discontinued Operations*. Accordingly, the Company presented these European retail operations as discontinued operations and the related assets and liabilities as held for sale as of September 30, 2010. We own and operate a global network of next generation IP soft switches, media gateways, hosted IP/SIP platforms, broadband infrastructure, fiber capacity, and data centers located in Canada, Australia, Brazil and the United States. Our primary markets are Australia and Canada where we have deployed significant network infrastructure. We classify our services into three categories: Growth Services, Traditional Services and Wholesale Services. Our focus is on expanding our Growth Services, which includes our broadband, IP-based voice, local, wireless, data and data center services, to fulfill the demand for high quality, competitively priced communications services. This demand is being driven, in part, by the globalization of the world's economies, the global trend toward telecommunications deregulation and the migration of communication traffic to the Internet. We manage our Traditional Services, which includes our domestic and international long-distance voice, prepaid cards, dial-up Internet services and Australian off-network local services, for cash flow generation that we reinvest to develop and market our Growth Services, particularly in our primary markets of Australia and Canada. We provide our wholesale voice termination services to other telecommunications carriers and resellers requiring IP or time-division multiplexing access.

Generally, we price our services competitively with the major carriers and service providers operating in our principal service regions. We seek to generate net revenue through sales and marketing efforts focused on customers with significant communications needs, including small and medium enterprises, multinational corporations, residential customers, and other telecommunications carriers and resellers.

Industry trends have shown that the overall market for domestic and international long-distance voice, prepaid phone cards and dial-up Internet services has declined in favor of Internet-based, wireless and broadband communications. Our challenge concerning net revenue in recent years has been to overcome declines in long-distance voice minutes of use per customer as more customers are using wireless devices and the Internet as alternatives to the use of wireline phones. Also, product substitution (*e.g.*, wireless/Internet for fixed line voice) has resulted in revenue declines in our long-distance voice services. Additionally, we believe that because deregulatory influences have begun to affect telecommunications markets outside the United States, the deregulatory trend is resulting in greater competition from the existing wireline and wireless competitors and from more recent entrants, such as cable companies and companies offering voice over Internet protocol ("VoIP"), which could continue to adversely affect our net revenue per minute, as well as minutes of use. More recently, adverse global economic conditions have resulted in a contraction of spending by business and residential customers generally which, we believe, has had an adverse affect on our net revenues.

In order to manage our network transmission costs, we pursue a flexible approach with respect to our network capacity. In most instances, we (1) optimize the cost of traffic by using the least expensive cost routing, (2) negotiate lower variable usage based costs with domestic and foreign service providers, (3) negotiate new agreements with foreign incumbent carriers and others which provides lower costs, and (4) continue to expand/reduce the capacity of our network when traffic volumes justify such actions.

Our overall margin may fluctuate based on the relative volumes of international versus domestic long-distance services; carrier services versus business and residential long-distance services; prepaid services versus traditional post-paid voice services; Internet, VoIP and data services versus fixed line voice services; the amount

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of services that are resold; and the proportion of traffic carried on our network versus resale of other carriers' services. Our margin is also affected by customer transfer and migration fees. We generally pay a charge to install and transfer a new customer onto our network and to migrate broadband and local customers. However, installing and migrating customers to our network infrastructure, enables us to increase our margin on such services as compared to resale of services using other carriers' networks.

Selling, general and administrative expenses are comprised primarily of salaries and benefits, commissions, occupancy costs, sales and marketing expenses, advertising, professional fees, and other administrative costs. All selling, general and administrative expenses are expensed when incurred. Emphasis on cost containment and the shift of expenditures from non-revenue producing expenses to sales and marketing expenses has been heightened since growth in net revenue has been under pressure.

### **Recent Developments**

Primus announced on November 11, 2010, that it has entered into a definitive merger agreement to acquire Arbinet Corporation, a leading provider of wholesale telecom exchange services to carriers, in an all-stock transaction. The Boards of Directors of both companies have approved the merger, which is subject to regulatory approvals, the approval of the stockholders of both companies and certain other conditions. One of Primus' and Arbinet's principal stockholders has entered into share support agreements to vote its shares of both Primus and Arbinet in favor of the merger. The transaction is expected to close in the first quarter of 2011.

### **Foreign Currency**

Foreign currency can have a major impact on our financial results. Currently approximately 85% of our net revenue is derived from sales and operations outside the United States. The reporting currency for our consolidated financial statements is the United States dollar (USD). The local currency of each country is the functional currency for each of our respective entities operating in that country. In the future, we expect to continue to derive the majority of our net revenue and incur a significant portion of our operating costs from outside the United States, and therefore changes in exchange rates have had and may continue to have a significant, and potentially adverse, effect on our results of operations. Our primary risk of loss regarding foreign currency exchange rate risk is caused by fluctuations in the following exchange rates: USD/Canadian dollar (CAD), USD/Australian dollar (AUD), USD/British pound (GBP), USD/Euro (EUR), and USD/Brazilian Real (BRL). Due to the large percentage of our revenue derived outside of the United States, changes in the USD relative to one or more of the foregoing currencies could have an adverse impact on our future results of operations. We have agreements with certain subsidiaries for repayment of a portion of the investments and advances made to these subsidiaries. As we anticipate repayment in the foreseeable future, we recognize the unrealized gains and losses in foreign currency transaction gain (loss) on the consolidated statements of operations. The exposure of our income from operations to fluctuations in foreign currency exchange rates is reduced in part because a majority of the costs that we incur in connection with our foreign operations are also denominated in local currencies.

We are exposed to financial statement gains and losses as a result of translating the operating results and financial position of our international subsidiaries. We translate the local currency statements of operations of our foreign subsidiaries into USD using the average exchange rate during the reporting period. Changes in foreign exchange rates affect the reported profits and losses and cash flows and may distort comparisons from year to year. By way of example, when the USD strengthens compared to the EUR, there could be a negative or positive effect on the reported results for Europe, depending upon whether Europe is operating profitably or at a loss. It takes more profits in EUR to generate the same amount of profits in USD and a greater loss in EUR to generate the same amount of loss in USD. The opposite is also true. For instance, when the USD weakens there is a positive effect on reported profits and a negative effect on the reported losses for Europe.

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In the three months ended September 30, 2010, as compared to the three months ended September 30, 2009, the USD was weaker on average as compared to the CAD, AUD, and BRL and stronger on average as compared to the GBP and Euro. In the nine months ended September 30, 2010, as compared to the nine months ended September 30, 2009, the USD was weaker on average as compared to the CAD, AUD, EUR and BRL and stronger on average as compared to the GBP. The following tables demonstrate the impact of currency fluctuations on our net revenue for the three months and nine months ended September 30, 2010 and 2009 (in thousands, except percentages):

### Net Revenue by Location, including Discontinued Operations—in USD

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2010	2009	Variance	Variance %	2010	2009	Variance	Variance %
	Net Revenue	Net Revenue			Net Revenue	Net Revenue		
Canada	\$ 56,876	\$ 57,367	\$ (491)	(0.9)%	\$ 172,376	\$ 165,673	\$ 6,703	4.0%
Australia	\$ 68,360	\$ 63,665	\$ 4,695	7.4%	\$ 205,745	\$ 174,167	\$ 31,578	18.1%
United Kingdom <sup>2</sup>	\$ 24,776	\$ 22,807	\$ 1,969	8.6%	\$ 70,530	\$ 72,039	\$ (1,509)	(2.1)%
Europe <sup>1,2</sup>	\$ 1,507	\$ 9,616	\$ (8,109)	(84.3)%	\$ 21,389	\$ 21,459	\$ (70)	(0.3)%
Brazil	\$ 9,021	\$ 4,105	\$ 4,917	119.8%	\$ 21,341	\$ 10,351	\$ 10,991	106.2%

### Net Revenue by Location, including Discontinued Operations—in Local Currencies

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2010	2009	Variance	Variance %	2010	2009	Variance	Variance %
	Net Revenue	Net Revenue			Net Revenue	Net Revenue		
Canada	59,144	63,063	(3,919)	(6.2)%	178,619	193,597	(14,977)	(7.7)%
Australia	75,787	76,509	(722)	(0.9)%	229,531	232,150	(2,619)	(1.1)%
United Kingdom <sup>2</sup>	16,019	13,902	2,117	15.2%	46,143	47,023	(880)	(1.9)%
Europe <sup>1,2</sup>	5,968	14,833	(8,865)	(59.8)%	36,850	40,936	(4,086)	(10.0)%
Brazil	15,909	7,673	8,236	107.3%	38,114	21,482	16,632	77.4%

<sup>1</sup> Europe includes only subsidiaries whose functional currency is the Euro.

<sup>2</sup> Table includes revenues from discontinued operations which are subject to currency risk.

## Critical Accounting Policies

See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Form 10-K for the year ended December 31, 2009 for a detailed discussion of our critical accounting policies. These policies include revenue recognition, determining our allowance for doubtful accounts receivable, accounting for cost of revenue, valuation of long-lived assets and goodwill and accounting for income taxes.

After the emergence from bankruptcy on July 1, 2009 (the “Effective Date”), the amounts reported on our subsequent financial statements materially changed. We adopted the “fresh start” provisions of ASC No. 852, which requires that all assets and liabilities except deferred taxes be restated to their fair value. Deferred tax balances have been established as a result of the differences in the basis adjustments from fresh-start accounting. Certain of these fair values differ materially from the values recorded on the Predecessor Consolidated Condensed Balance Sheets. Our emergence from reorganization resulted in a new reporting entity that had no retained earnings or accumulated deficit as of the Effective Date. Additionally, we must also adopt any changes in GAAP that it is otherwise required to adopt within twelve months of such date. For these reasons, our Successor’s financial statements are not comparable to our Predecessor’s.

No significant changes in our critical accounting policies have occurred since December 31, 2009.

## Financial Presentation Background

*July 1, 2009 Emergence From Voluntary Reorganization under Chapter 11 Proceedings.* On March 16, 2009, Primus Telecommunications Group, Incorporated (“Group”) and three of its subsidiaries, Primus Telecommunications Holding, Inc. (“Holding”), Primus Telecommunications International, Inc. (“PTII”) and Primus Telecommunications IHC, Inc., (“IHC” and together with Group, Holding and PTII, collectively, the “Debtors”) each filed a voluntary petition (the “Chapter 11 Cases”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) for reorganization relief (“Reorganization”). On April 27, 2009, the Bankruptcy Court approved the Debtors’ use of a disclosure statement dated April 27, 2009 (the “Disclosure Statement”) to solicit votes on the Joint Plan of Reorganization of Primus Telecommunications Group, Incorporated and its Affiliate Debtors attached thereto (the “Plan”). The Plan was confirmed by the Bankruptcy Court on June 12, 2009. On July 1, 2009 (the “Effective Date”), the Debtors consummated their reorganization under the Bankruptcy Code and the Plan became effective. As a result of this, attention should be given to the Successor and Predecessor presentations and Fresh Start Accounting principles adopted by the Company, as described below.

*Successor and Predecessor Presentations.* In the following presentations and narratives within this Management’s Discussion and Analysis of Financial Condition and Results of Operations, we compare, pursuant to SEC disclosure rules, Successor’s results of operations for the three and nine months ended September 30, 2010 to the three months ended September 30, 2009 (the “Successor Period”) and the three months ended September 30, 2009 plus the Predecessor’s results of operations for the six months ended July 1, 2009 (the “Predecessor Period”).

*Fresh Start Accounting.* As of July 1, 2009, the Company adopted fresh-start accounting in accordance with ASC No. 852. The adoption of fresh-start accounting resulted in the Company becoming a new entity for financial reporting purposes. Accordingly, the financial statements on or prior to July 1, 2009 are not comparable with the financial statements for periods after July 1, 2009. The consolidated condensed statements of operations, comprehensive income (loss) and any references to “Successor” or “Successor Company” for the three months and nine months ended September 30, 2010 and the three months ended September 30, 2009, show the operations of the reorganized Company. References to “Predecessor” or “Predecessor Company” refer to the operations of the Company prior to July 1, 2009. See Note 3—“Fresh-Start Accounting” in the notes to these Consolidated Condensed Financial Statements for further details.

## Factors That Could Impact Reported Future Results

In reviewing the results and narratives below, it is important to note that there were significant changes resulting from the adoption of fresh-start accounting that affected our historical presentations and that will impact future results compared to pre-Reorganization results, including significant changes in:

- debt balances and associated interest expense;
- taxes and the potential adverse cash flow effects of our obligation to pay additional taxes compared to prior periods, given the termination of significant net operating loss carry-forward credits in connection with the Reorganization; and
- depreciation and amortization, as triggered by our requirement to institute a new capital structure and fully re-measure our tangible and identifiable intangible assets.

In light of the foregoing, past Predecessor results should not be considered comparable and are not indicative of results for corresponding future Successor periods, and material differences in results of operations and liquidity may arise in the future as a result of these factors, in addition to the factors that could affect our business, as described in “—Special Note Regarding Forward Looking Statements” and in “Part II. Item 1A, “Risk Factors.”

We also present detailed changes in results, excluding currency impacts, since a large portion of our revenues are derived outside of the U.S., and currency changes can influence or mask underlying changes in foreign operating unit performance. For purposes of calculating constant currency rates between periods in

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connection with presentations that describe changes in values “excluding currency effects” herein, we have taken results from foreign operations for a given year (that were computed in accordance with GAAP using local currency) and converted such amounts utilizing the same U.S. dollar to applicable local currency exchange rates that were used for purposes of calculating corresponding preceding year GAAP presentations. Future changes in currency exchange rates could have a material effect on our future results of operations and liquidity. See “Item 3. Quantitative and Qualitative Disclosure About Market Risk.”

## Results of Operations

### *Results of operations for the three months ended September 30, 2010 as compared to the three months ended September 30, 2009*

**Net revenue:** Net revenue, exclusive of the currency effect, decreased \$13.8 million, or 7.1%, to \$181.1 million for the three months ended September 30, 2010 from \$194.9 million for the three months ended September 30, 2009. Inclusive of the currency effect, which accounted for an increase of \$7.1 million, net revenue decreased \$6.7 million to \$188.2 million for the three months ended September 30, 2010 from \$194.9 million for the three months ended September 30, 2009.

(in thousands)	Exclusive of Currency Effect						Currency Effect	Inclusive of Currency Effect	
	Three Months Ended				Quarter-over-Quarter			Three Months Ended	
	September 30, 2010	% of Total	September 30, 2009	% of Total	Variance	Variance %		September 30, 2010	% of Total
	Net Revenue		Net Revenue				Net Revenue		
Canada	\$ 53,803	29.7%	\$ 57,367	29.4%	\$ (3,564)	(6.2)%	\$ 3,073	\$ 56,876	30.2%
Australia	63,054	34.8%	63,665	32.7%	(611)	(1.0)%	5,305	68,360	36.3%
Wholesale	43,716	24.1%	53,571	27.5%	(9,855)	(18.4)%	(1,846)	41,870	22.2%
United States	12,072	6.7%	16,238	8.3%	(4,166)	(25.7)%	—	12,072	6.4%
Brazil	8,441	4.7%	4,105	2.1%	4,336	105.6%	580	9,021	4.9%
Total Revenue	\$181,086	100.0%	\$194,946	100.0%	(\$13,859)	(7.1)%	\$ 7,112	\$188,199	100.0%

Canada: Canada net revenue, exclusive of the currency effect, decreased \$3.6 million, or 6.2%, to \$53.8 million for the three months ended September 30, 2010 from \$57.4 million for the three months ended September 30, 2009. The net revenue decrease is primarily attributable to a decrease of \$3.3 million in retail voice services, a decrease of \$1.5 million in prepaid voice services and a decrease of \$0.2 million in wireless services offset, in part, by an increase of \$0.5 million in local services and an increase of \$0.8 million in Internet, data and hosting services. Inclusive of the currency effect, which accounted for a \$3.1 million increase, net revenue decreased \$0.5 million to \$56.9 million for the three months ended September 30, 2010 from \$57.4 million for the three months ended September 30, 2009.

Australia: Australia net revenue, exclusive of the currency effect, decreased \$0.6 million, or 1.0%, to \$63.1 million for the three months ended September 30, 2010 from \$63.7 million for the three months ended September 30, 2009. The net revenue decrease is primarily attributable to a decrease of \$1.4 million in residential voice and a decrease of \$1.0 million in Internet services offset, in part, by increases of \$1.2 million in business voice services, \$0.4 million in wireless services and an increase of \$0.2 million other services. Inclusive of the currency effect, which accounted for a \$5.3 million increase, net revenue increased \$4.7 million to \$68.4 million for the three months ended September 30, 2010 from \$63.7 million for the three months ended September 30, 2009.

Wholesale: Wholesale net revenue, exclusive of the currency effect, decreased \$9.9 million, or 18.4%, to \$43.7 million for the three months ended September 30, 2010 from \$53.6 million for the three months ended September 30, 2009. The net revenue decrease is due to an effort to target higher margin traffic and avoid high volume, lower margin traffic. Inclusive of the currency effect, which accounted for a \$1.8 million decrease, net revenue decreased \$11.7 million to \$41.9 million for the three months ended September 30, 2010, from \$53.6 million for the three months ended September 30, 2009.



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United States: United States net revenue decreased \$4.1 million, or 25.7%, to \$12.1 million for the three months ended September 30, 2010 from \$16.2 million for the three months ended September 30, 2009. The decrease is primarily attributable to a decrease of \$2.4 million in retail voice services, a decrease of \$1.5 million in VoIP services and a decrease of \$0.2 million in Internet services.

Brazil: Brazil net revenue, exclusive of the currency effect, increased \$4.3 million, or 105.6%, to \$8.4 million for the three months ended September 30, 2010 from \$4.1 million for the three months ended September 30, 2009. The revenue increase is due primarily to an increase in reseller voice services. Inclusive of the currency effect, which accounted for a \$0.6 million increase, net revenue increased \$4.9 million to \$9.0 million for the three months ended September 30, 2010 from \$4.1 million for the three months ended September 30, 2009.

**Cost of revenue:** Cost of revenue, exclusive of the currency effect, decreased \$9.5 million to \$117.4 million, or 64.8% of net revenue, for the three months ended September 30, 2010 from \$126.9 million, or 65.1 % of net revenue, for the three months ended September 30, 2009. Inclusive of the currency effect, which accounted for a \$3.4 million increase, cost of revenue decreased \$6.1 million to \$120.8 million for the three months ended September 30, 2010 from \$126.9 million for the three months ended September 30, 2009.

Canada: Canada cost of revenue, exclusive of the currency effect, decreased \$1.2 million to \$24.1 million, or 44.8 % of net revenue, for the three months ended September 30, 2010 from \$25.3 million, or 44.1% of net revenue, for the three months ended September 30, 2009. The decrease is primarily attributable to the decrease in net revenue and product mix shift. Inclusive of the currency effect, which accounted for a \$1.3 million increase, cost of revenue increased \$0.2 million to \$25.5 million for the three months ended September 30, 2010 from \$25.3 million for the three months ended September 30, 2009.

Australia: Australia cost of revenue, exclusive of the currency effect, decreased \$1.0 million to \$38.8 million, or 61.6% of net revenue, for the three months ended September 30, 2010 from \$39.8 million, or 62.5% of net revenue, for the three months ended September 30, 2009. The decrease is primarily attributable to the decrease in net revenue. Inclusive of the currency effect, which accounted for a \$3.3 million increase, cost of revenue increased \$2.3 million to \$42.1 million for the three months ended September 30, 2010 from \$39.8 million for the three months ended September 30, 2009.

Wholesale: Wholesale cost of revenue, exclusive of the currency effect, decreased \$10.0 million to \$41.4 million, or 94.8% of net revenue, for the three months ended September 30, 2010 from \$51.4 million, or 95.9% of net revenue, for the three months ended September 30, 2009. The decrease is primarily attributable to the decrease in net revenues. Inclusive of the currency effect, which accounted for a \$1.7 million decrease, cost of revenues decreased \$11.7 million to \$39.7 million for the three months ended September 30, 2010 from \$51.4 million for the three months ended September 30, 2009.

United States: United States cost of revenue decreased \$1.5 million to \$5.8 million, or 48.0% of net revenue, for the three months ended September 30, 2010 from \$7.3 million, or 45.3% of net revenue, for the three months ended September 30, 2009. The decrease is primarily attributable to a corresponding decrease in net revenue.

Brazil: Brazil cost of revenue, exclusive of the currency effect, increased \$4.2 million to \$7.3 million, or 85.9% of net revenue, for the three months ended September 30, 2010 from \$3.1 million, or 74.9% of net revenue, for the three months ended September 30, 2009. The increase is primarily attributable to the increase in net revenue and a shift in the revenue product mix to lower margin reseller voice products. Inclusive of the currency effect, which accounted for a \$0.5 million increase, cost of revenue increased \$4.7 million to \$7.8 million for the three months ended September 30, 2010 from \$3.1 million for the three months ended September 30, 2009.

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**Selling, general and administrative expenses:** Selling, general and administrative expenses, exclusive of the currency effect, increased \$2.3 million to \$49.1 million, or 27.1% of net revenue, for the three months ended September 30, 2010 from \$46.8 million, or 24.0 % of net revenue, for the three months ended September 30, 2009. Inclusive of the currency effect, which accounted for a \$2.5 million increase, selling, general and administrative expenses increased \$4.8 million to \$51.6 million for the three months ended September 30, 2010 from \$46.8 million for the three months ended September 30, 2009.

Canada: Canada selling, general and administrative expense, exclusive of the currency effect, decreased \$1.5 million to \$19.0 million, or 35.2 % of net revenue, for the three months ended September 30, 2010 from \$20.5 million, or 35.7% of net revenue, for the three months ended September 30, 2009. The decrease is attributable to a decrease of \$1.4 million in advertising, a decrease of \$0.9 million in sales and marketing expenses, and a decrease of \$0.5 million in general and administrative expenses offset, in part, by an increase of \$1.2 million in salaries and benefits, an increase of \$0.1 million in all occupancy expenses. Inclusive of the currency effect, which accounted for a \$1.0 million increase, selling, general and administrative expenses increased \$0.5 million to \$20.0 million for the three months ended September 30, 2010 from \$20.5 million for the three months ended September 30, 2009.

Australia: Australia selling, general and administrative expense, exclusive of the currency effect, increased \$0.2 million to \$15.9 million, or 25.2% of net revenue, for the three months ended September 30, 2010 from \$15.7 million, or 24.6% of net revenue, for the three months ended September 30, 2009. The increase is attributable to an increase of \$0.5 million in advertising expense offset, in part, by a decrease of \$0.3 million in sales and marketing expense. Inclusive of the currency effect, which accounted for a \$1.3 million increase, selling, general and administrative expense increased \$1.5 million to \$17.2 million for the three months ended September 30, 2010 from \$15.7 million for the three months ended September 30, 2009.

Wholesale: Wholesale selling, general and administrative expense, exclusive of the currency effect, remained constant at \$1.7 million, or 3.8% of net revenue, for the three months ended September 30, 2010 as compared to \$1.6 million, or 3.0% of net revenue, for the three months ended September 30, 2009. Inclusive of the currency effect, which accounted for a minimal decrease, selling, general and administrative expense remained constant at \$1.7 million for the three months ended September 30, 2010 from \$1.6 million for the three months ended September 30, 2009.

United States: United States selling, general and administrative expense for the three months ended September 30, 2010 decreased \$1.0 million to \$5.4 million, or 44.6% of net revenue, for the three months ended September 30, 2010 from \$6.4 million, or 39.3% of net revenue, for the three months ended September 30, 2009. The decrease is attributable to a decrease of \$0.5 million in salaries and benefits, a decrease of \$0.2 million in sales and marketing expense, a decrease of \$0.2 million in advertising expense, and a decrease of \$0.1 million in general and administrative expense.

Brazil: Brazil selling, general and administrative, exclusive of the currency effect, remained constant at \$0.8 million, or 9.3% of net revenue, for the three months ended September 30, 2010 as compared to \$0.8 million, or 19.5% of net revenue, for the three months ended September 30, 2009. Inclusive of the currency effect, which accounted for a minimal increase, selling, general and administrative expense remained constant at \$0.8 million for the three months ended September 30, 2010 from \$0.8 million for the three months ended September 30, 2009.

Corporate: Corporate selling, general and administrative expense increased \$3.9 million to \$5.9 million for the three months ended September 30, 2010 from \$2.0 million for the three months ended September 30, 2009. The increase is primarily due to a severance accrual recorded as a result of personnel changes occurring within the corporate executive management team.

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**Depreciation and amortization expense:** Depreciation and amortization expense decreased \$5.1 million to \$13.6 million for the three months ended September 30, 2010 from \$18.7 million for the three months ended September 30, 2009. The decrease in the third quarter of 2010 was primarily the result of a decline in the value of certain assets which had been revalued at the time of fresh start accounting and assigned and depreciated over a one year life which ended on June 30, 2010.

**Interest expense:** Interest expense was \$8.6 million and \$8.7 million for the three months ended September 30, 2010 and three months ended September 30, 2009, respectively. The decline is due to the early retirement of \$9.5 million of 14 1/4% Senior Subordinated Secured Notes in the second quarter of 2010.

**Gain (loss) from contingent value rights valuation:** The fair value of the contingent value rights was \$8.0 million as of September 30, 2010 as compared to \$6.8 million as of September 30, 2009. Gains and losses are recognized due to the change of the fair market value of the contingent value rights. The Company determined these contingent value rights to be derivative instruments to be accounted for as liabilities and were marked to fair value, and in future periods will be marked to fair value, at each balance sheet date.

**Foreign currency transaction gain (loss):** Foreign currency transaction gain was \$14.0 million for the three months ended September 30, 2010 as compared to a gain of \$13.4 million for the three months ended September 30, 2009. The gains are attributable to the impact of foreign currency exchange rate changes on intercompany debt balances and on receivables and payables denominated in a currency other than the subsidiaries' functional currency.

**Income tax benefit (expense):** Income tax benefit was \$3.2 million for the three months ended September 30, 2010 compared to a \$2.1 million expense for the three months ended September 30, 2009. The benefit includes the release of the valuation allowance on the deferred tax assets of our Australian subsidiary of \$3.3 million. We continue to carry a full valuation allowance on net operating loss carry forwards and other deferred tax assets in jurisdictions in which the Company is in an overall net deferred tax asset position with the exception of Australia which was released the quarter ending September 30, 2010. As it relates to this conclusion, we will monitor actual results and updated projections of our subsidiaries on a quarterly basis. When and if they realize or realistically anticipate sustainable profitability, we will assess the appropriateness of releasing the valuation allowance in whole or in part.

### **Results of operations for the nine months ended September 30, 2010 as compared to the nine months ended September 30, 2009**

**Net revenue:** Net revenue, exclusive of the currency effect, decreased \$39.0 million, or 7.0%, to \$521.2 million for the nine months ended September 30, 2010 from \$560.2 million for the nine months ended September 30, 2009. Inclusive of the currency effect, which accounted for an increase of \$54.6 million, net revenue increased \$15.6 million to \$575.8 million for the nine months ended September 30, 2010 from \$560.2 million for the nine months ended September 30, 2009.

(in thousands)	Exclusive of Currency Effect						Currency Effect	Inclusive of Currency Effect	
	Nine Months Ended				Year-over-Year			Nine Months Ended	
	September 30, 2010		September 30, 2009					September 30, 2010	
	Net Revenue	% of Total	Net Revenue	% of Total	Variance	Variance %		Net Revenue	% of Total
Canada	\$152,981	29.4%	\$165,673	29.6%	\$(12,692)	(7.7)%	\$19,395	\$172,376	29.9%
Australia	172,275	33.0%	174,167	31.1%	(1,892)	(1.1)%	33,471	205,745	35.7%
Wholesale	138,488	26.6%	158,053	28.2%	(19,565)	(12.4)%	(919)	137,569	23.9%
United States	38,778	7.4%	51,947	9.3%	(13,169)	(25.4)%	—	38,778	6.7%
Brazil	18,658	3.6%	10,351	1.8%	8,307	80.3%	2,682	21,341	3.8%
Total Revenue	\$521,180	100.0%	\$560,191	100.0%	\$(39,011)	(7.0)%	\$54,629	\$575,809	100.0%

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Canada: Canada net revenue, exclusive of the currency effect, decreased \$12.7 million, or 7.7%, to \$153.0 million for the nine months ended September 30, 2010 from \$165.7 million for the nine months ended September 30, 2009. The net revenue decrease is primarily attributable to a decrease of \$10.5 million in retail voice services, a decrease of \$5.6 million in prepaid voice services and a decrease of \$0.7 million in wireless services offset, in part, by an increase of \$1.5 million in local services, an increase of \$2.2 million in Internet, data and hosting services, and a \$0.4 million increase in VoIP services. Inclusive of the currency effect, which accounted for a \$19.4 million increase, net revenue increased \$6.7 million to \$172.4 million for the nine months ended September 30, 2010 from \$165.7 million for the nine months ended September 30, 2009.

Australia: Australia net revenue, exclusive of the currency effect, decreased \$1.9 million, or 1.1%, to \$172.3 million for the nine months ended September 30, 2010 from \$174.2 million for the nine months ended September 30, 2009. The net revenue decrease is primarily attributable to a decrease of \$4.4 million in residential voice services and a decrease of \$2.3 million in Internet services offset, in part, by increases of \$2.5 million in business voice services, \$0.8 million in wireless services, \$0.6 million in DSL services, and an increase of \$0.1 million all other services. Inclusive of the currency effect, which accounted for a \$33.5 million increase, net revenue increased \$31.5 million to \$205.7 million for the nine months ended September 30, 2010 from \$174.2 million for the nine months ended September 30, 2009.

Wholesale: Wholesale net revenue, exclusive of the currency effect, decreased \$19.6 million, or 12.4%, to \$138.5 million for the nine months ended September 30, 2010 from \$158.1 million for the nine months ended September 30, 2009. The net revenue decrease is a result of our continued focus on profitability rather than revenue, targeting higher margin traffic and avoiding high volume lower margin traffic. Inclusive of the currency effect, which accounted for a \$1.0 million decrease, net revenue decreased \$20.5 million to \$137.6 million for the nine months ended September 30, 2010, from \$158.1 million for the nine months ended September 30, 2009.

United States: United States net revenue decreased \$13.2 million, or 25.4%, to \$38.8 million for the nine months ended September 30, 2010 from \$52.0 million for the nine months ended September 30, 2009. The decrease is primarily attributable to a decrease of \$7.7 million in retail voice services, a decrease of \$4.6 million in VoIP services and a decrease of \$0.9 million in Internet services.

Brazil: Brazil net revenue, exclusive of the currency effect, increased \$8.3 million, or 80.3%, to \$18.6 million for the nine months ended September 30, 2010 from \$10.3 million for the nine months ended September 30, 2009. The revenue increase is due primarily to an increase in reseller voice services. Inclusive of the currency effect, which accounted for a \$2.7 million increase, net revenue increased \$11.0 million to \$21.3 million for the nine months ended September 30, 2010 from \$10.3 million for the nine months ended September 30, 2009.

**Cost of revenue:** Cost of revenue, exclusive of the currency effect, decreased \$27.3 million to \$336.5 million, or 64.6% of net revenue, for the nine months ended September 30, 2010 from \$363.8 million, or 64.9% of net revenue, for the nine months ended September 30, 2009. Inclusive of the currency effect, which accounted for a \$30.3 million increase, cost of revenue increased \$3.0 million to \$366.8 million for the nine months ended September 30, 2010 from \$363.8 million for the nine months ended September 30, 2009.

Canada: Canada cost of revenue, exclusive of the currency effect, decreased \$3.6 million to \$68.9 million, or 45.1% of net revenue, for the nine months ended September 30, 2010 from \$72.5 million, or 43.7% of net revenue, for the nine months ended September 30, 2009. The decrease is primarily attributable to a decrease in net revenue, partially offset by product mix where the higher margin retail voice revenue is a smaller percentage of total revenue. Inclusive of the currency effect, which accounted for an \$8.7 million increase, cost of revenue increased \$5.2 million to \$77.7 million for the nine months ended September 30, 2010 from \$72.5 million for the nine months ended September 30, 2009.

Australia: Australia cost of revenue, exclusive of the currency effect, decreased \$4.4 million to \$104.8 million, or 60.9% of net revenue, for the nine months ended September 30, 2010 from \$109.2 million, or 62.7%

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of net revenue, for the nine months ended September 30, 2009. The decrease is primarily attributable to the corresponding decrease in net revenue. Inclusive of the currency effect, which accounted for a \$20.2 million increase, cost of revenue increased \$15.8 million to \$125.0 million for the nine months ended September 30, 2010 from \$109.2 million for the nine months ended September 30, 2009.

**Wholesale:** Wholesale cost of revenue, exclusive of the currency effect, decreased \$20.8 million to \$130.3 million, or 94.1% of net revenue, for the nine months ended September 30, 2010 from \$151.1 million, or 95.6% of net revenue, for the nine months ended September 30, 2009. The decrease is primarily attributable to the corresponding decrease in net revenue and partially offset by improved bad debt experience. Inclusive of the currency effect, which accounted for a \$0.8 million decrease, cost of revenues decreased \$21.6 million to \$129.5 million for the nine months ended September 30, 2010 from \$151.1 million for the nine months ended September 30, 2009.

**United States:** United States cost of revenue decreased \$6.4 million to \$17.0 million, or 43.7% of net revenue, for the nine months ended September 30, 2010 from \$23.4 million, or 45.1% of net revenue, for the nine months ended September 30, 2009. The decrease is primarily attributable to the corresponding decrease in net revenue.

**Brazil:** Brazil cost of revenue, exclusive of the currency effect, increased \$7.9 million to \$15.5 million, or 83.0% of net revenue, for the nine months ended September 30, 2010 from \$7.6 million, or 73.1% of net revenue, for the nine months ended September 30, 2009. The increase is primarily attributable to an increase in net revenue of \$8.3 million and a shift in the revenue product mix to reseller voice products. Inclusive of the currency effect, which accounted for a \$2.2 million increase, cost of revenue increased \$10.1 million to \$17.7 million for the nine months ended September 30, 2010 from \$7.6 million for the nine months ended September 30, 2009.

**Selling, general and administrative expenses:** Selling, general and administrative expenses, exclusive of the currency effect, decreased \$1.3 million to \$134.1 million, or 25.7% of net revenue, for the nine months ended September 30, 2010 from \$135.4 million, or 24.2% of net revenue, for the nine months ended September 30, 2009. Inclusive of the currency effect, which accounted for an \$15.2 million increase, selling, general and administrative expenses increased \$14.0 million to \$149.4 million for the nine months ended September 30, 2010 from \$135.4 million for the nine months ended September 30, 2009.

**Canada:** Canada selling, general and administrative expense, exclusive of the currency effect, decreased \$4.6 million to \$53.2 million, or 34.8% of net revenue, for the nine months ended September 30, 2010 from \$57.8 million, or 34.9% of net revenue, for the nine months ended September 30, 2009. The decrease is attributable to a decrease of \$2.3 million in sales and marketing expenses, a decrease of \$1.6 million in advertising expense, decrease of \$0.9 million in general and administrative expense, and a decrease of \$0.7 million in professional fees offset, in part, by an increase of \$0.4 million in salaries and benefits, and a \$0.3 million increase in occupancy expenses. Inclusive of the currency effect, which accounted for a \$6.6 million increase, selling, general and administrative expenses increased \$2.0 million to \$59.8 million for the nine months ended September 30, 2010 from \$57.8 million for the nine months ended September 30, 2009.

**Australia:** Australia selling, general and administrative expense, exclusive of the currency effect, increased \$0.6 million to \$42.7 million, or 24.8% of net revenue, for the nine months ended September 30, 2010 from \$42.1 million, or 24.2% of net revenue, for the nine months ended September 30, 2009. The increase is attributable to an increase of \$1.2 million in advertising expense and a \$0.4 million increase in all other expenses, offset, in part, by a decrease of \$0.8 million in sales and marketing expense, and a decrease of \$0.2 million in general and administrative expense. Inclusive of the currency effect, which accounted for a \$8.2 million increase, selling, general and administrative expense increased \$8.8 million to \$50.9 million for the nine months ended September 30, 2010 from \$42.1 million for the nine months ended September 30, 2009.

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**Wholesale:** Wholesale selling, general and administrative expense, exclusive of the currency effect, decreased \$0.1 million to \$4.9 million, or 3.6% of net revenue, for the nine months ended September 30, 2010 as compared to \$5.0 million, or 3.2% of net revenue, for the nine months ended September 30, 2009. Inclusive of the currency effect, which accounted for a minimal increase, selling, general and administrative expense decreased \$0.1 million to \$4.9 million for the nine months ended September 30, 2010 from \$5.0 million for the nine months ended September 30, 2009.

**United States:** United States selling, general and administrative expense decreased \$2.1 million to \$17.7 million, or 45.7% of net revenue, for the nine months ended September 30, 2010 from \$19.8 million, or 38.1% of net revenue for the nine months ended September 30, 2009. The decrease is attributable to a decrease of \$1.2 million in salaries and benefits, a decrease of \$0.3 million in advertising expense, a decrease of \$0.5 million in sales and marketing expenses, a decrease of \$0.5 million in professional fees, and a decrease of \$0.1 million in travel and entertainment expense offset, in part, by an increase of \$0.5 million in general and administrative expense.

**Brazil:** Brazil selling, general and administrative, exclusive of the currency effect, decreased \$0.2 million to \$2.1, or 11.1% of net revenue, for the nine months ended September 30, 2010 as compared to \$2.3 million, or 21.8% of net revenue, for the nine months ended September 30, 2009. Inclusive of the currency effect, which accounted for a \$0.3 million increase, selling, general and administrative expense increased \$0.1 million to \$2.4 million for the nine months ended September 30, 2010 from \$2.3 million for the nine months ended September 30, 2009.

**Corporate:** Corporate selling, general and administrative expense increased \$3.7 million to \$12.3 million, for the nine months ended September 30, 2010 from \$8.6 million for the nine months ended September 30, 2009. The increase is primarily due to a severance accrual.

**Depreciation and amortization expense:** Depreciation and amortization expense increased \$19.4 million to \$49.7 million for the nine months ended September 30, 2010 from \$30.3 million for the nine months ended September 30, 2009. The increase was the result of valuing tangible and intangible assets to the fair values per Fresh-Start accounting which was implemented effective July 1, 2009. See “Financial Presentation Background.”

**Interest expense:** Interest expense and accretion (amortization) on debt discount/premium, net increased \$4.1 million to \$26.8 million for the nine months ended September 30, 2010 from \$22.7 million for the nine months ended September 30, 2009. The increase was due to the cessation of interest accruals, during the 2009 period, for the liabilities subject to compromise as a result of the Chapter 11 cases instituted on March 16, 2009.

**Gain (loss) from contingent value rights valuation:** The fair value of the contingent value rights was \$7.8 million as of September 30, 2010 as compared to \$6.8 million as of September 30, 2009. Gains and losses are recognized due to the change of the fair market value of the contingent value rights. The Company determined these contingent value rights to be derivative instruments to be accounted for as liabilities and were marked to fair value, (and in future periods will be marked to fair value), at each balance sheet date.

**Foreign currency transaction gain (loss):** Foreign currency transaction gain decreased \$23.6 million to a gain of \$10.2 million for the nine months ended September 30, 2010 from a gain of \$33.8 million for the nine months ended September 30, 2009. The gains are attributable to the impact of foreign currency exchange rate changes on intercompany debt balances and on receivables and payables denominated in a currency other than the subsidiaries’ functional currency.

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**Reorganization items, net:** Reorganization items, net were a \$424.5 million gain for the nine months ended September 30, 2009. In accordance with ASC 852, "Reorganizations," the Company ceased amortization of debt premiums, discounts and deferred financing costs related to the liabilities subject to compromise on the Petition Date. The \$3.5 million of unamortized debt premiums and discounts has been written off and recorded as a gain, offset by the expensing of \$3.6 million of unamortized deferred financing costs, as an adjustment to the net carrying value of the pre-petition debt, and the incurrence of professional fees regarding the bankruptcy filing. Long term debt was further reduced by \$20.5 million of future interest payable that previously had been recorded as a portion of long-term obligations for the 14 1/4% Senior Subordinated Secured Notes and 5% Exchangeable Senior Notes as the issuance of these notes had been deemed troubled debt restructurings. Professional fees and other expenses related to the reorganization were \$12.1 million for the nine months ended September 30, 2009.

**Income tax benefit (expense):** Income tax benefit was \$7.3 million for the nine months ended September 30, 2010 compared to a \$1.9 million expense for the nine months ended September 30, 2009. The benefit includes the release of deferred tax liabilities related to amortization of certain fresh-start adjustments to fixed and intangible assets, the release of the valuation allowance on the deferred tax assets of our Australia subsidiary, and the release of withholding tax on interest payable on a cross-border intercompany loan. We continue to carry a full valuation allowance on net operating loss carry forwards and other deferred tax assets in jurisdictions in which the Company is in an overall net deferred tax asset position with the exception of Australia which was released the Quarter ending September 30, 2010. As it relates to this conclusion, we will monitor actual results and updated projections of our subsidiaries on a quarterly basis. When and if they realize or realistically anticipate sustainable profitability, we will assess the appropriateness of releasing the valuation allowance in whole or in part.

## **Liquidity and Capital Resources**

### **Changes in Cash Flows**

Our principal liquidity requirements arise from cash used in operating activities, purchases of network equipment including switches, related transmission equipment and capacity, development of back-office systems, expansion of data center facilities, interest and principal payments on outstanding debt and other obligations and taxes. We have financed our historical growth and operations to date through, cash provided by operations, public offerings and private placements of debt and equity securities, vendor financing, capital lease financing and other financing arrangements.

Net cash provided by operating activities was \$37.3 million for the nine months ended September 30, 2010. For the nine months ended September 30, 2010, net income, net of non-cash operating activity, provided \$41.3 million of cash. Net cash provided by operating activities was also impacted by an increase in accrued interest of \$8.5 million as payments of interest on long term debt occur in the second and fourth quarters of each calendar year, net collections of accounts receivable of \$3.8 million and a reduction in other assets of \$0.6 million.

For the nine months ended September 30, 2010, \$6.9 million was used to reduce accounts payable, \$5.8 million was used to reduce accrued interconnection costs, \$2.4 million was used to reduce accrued expenses, deferred revenue and other liabilities, \$1.0 million was used to reduce the Company's accrued income taxes, net, \$0.7 million was to obtain prepaid expenses and other current assets, and the cash used for reorganization items was \$0.1 million.

Net cash used in investing activities was \$16.2 million for the nine months ended September 30, 2010, which included \$17.1 million for capital expenditures and \$0.1 million for restricted cash, partially offset by \$0.7 million of asset dispositions and \$0.3 million, net received for the disposition of the Company's Belgian operations.

Net cash used in financing activities was \$13.6 million for the nine months ended September 30, 2010 and reflects the retirement of \$9.5 million of 14 1/4% Senior Subordinated Secured Notes and the \$4.1 million repayment of capital leases.

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**Short- and Long-Term Liquidity Considerations and Risks**

As of September 30, 2010 we had \$49.6 million of unrestricted cash and cash equivalents. We believe that our existing cash and cash equivalents will be sufficient to fund our debt service requirements, other fixed obligations (such as capital leases), and other cash needs for our operations for at least the next twelve months. The Company will evaluate and determine on a continuing basis the most efficient use of the Company's capital and resources, including investment in the Company's network, systems and product initiatives and to strengthen its balance sheet through debt repurchases or other means.

As of September 30, 2010, we have \$39.5 million in future minimum purchase obligations, \$65.1 million in future operating lease payments and \$245.9 million of indebtedness. At September 30, 2010, approximately \$91.8 million of unrecognized tax benefits have been recorded as liabilities in accordance with ASC No. 740; however, we are uncertain as to if or when such amounts may be settled, so we have not included these amounts in the table below. Included in the unrecognized tax benefits not included in the table below, we have recorded a liability for potential penalties and interest of \$0.1 million for the quarter ended September 30, 2010.

The obligations reflected in the table below reflect the contractual payments of principal and interest that existed as of September 30, 2010:

<u>Year Ending December 31,</u>	<u>Capital Leases and Other</u>	<u>13% Senior Secured Notes</u>	<u>14 1/4% Senior Subordinated Secured Notes</u>	<u>Purchase Obligations</u>	<u>Operating Leases</u>	<u>Total</u>
2010 (as of September 30, 2010)	\$ 417	\$ 8,450	\$ 8,124	\$ 8,723	\$ 4,753	\$ 30,467
2011	1,218	16,900	16,247	19,903	15,151	69,419
2012	309	16,900	16,247	6,498	13,292	53,246
2013	87	16,900	122,139	3,162	10,255	152,543
2014	4	16,900	—	1,162	5,440	23,506
Thereafter	—	163,847	—	54	16,237	180,138
Total Minimum Principal & Interest Payments	2,035	239,897	162,757	39,502	65,128	509,319
Less: Amount						
Representing Interest	(120)	(109,897)	(48,742)	—	—	(158,759)
Total Long-Term Obligations	<u>\$ 1,915</u>	<u>\$ 130,000</u>	<u>\$ 114,015</u>	<u>\$ 39,502</u>	<u>\$ 65,128</u>	<u>\$ 350,560</u>

The foregoing table assumes that the 14 1/4% Senior Subordinated Secured Notes are refinanced before January 21, 2013. In the event the 14 1/4 % Senior Subordinated Secured Notes have not been refinanced in accordance with the terms of the 13% Senior Secured Notes indenture by January 21, 2013, then the Issuers will be required to redeem the full principal of the 13% Senior Secured Notes at a price equal to the then applicable optional redemption price on such date. In addition, the table assumes that the holders of 13% Senior Secured Notes do not accept any Excess Cash Flow Offer to purchase 13% Senior Secured Notes. In this regard, the Company must extend an offer annually to the holders of the 13% Senior Secured Notes to repurchase an applicable amount, (equal to 50% of Excess Cash Flow), of the 13% Senior Secured Notes at par, in the event the Company and certain subsidiaries have excess cash flow for any fiscal year commencing with the fiscal year ending December 31, 2010. See Item 1A. "Risks Associated with our Liquidity Needs and Debt Securities," for certain risks and uncertainties related thereto.

We have contractual obligations to utilize network facilities from certain carriers with terms greater than one year. We generally do not purchase or commit to purchase quantities in excess of normal usage or amounts that cannot be used within the contract term.



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### **New Accounting Pronouncements**

#### *New Accounting Pronouncements*

From time to time, new accounting pronouncements are issued by FASB and are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued accounting pronouncements that are not discussed will not have a material impact on consolidated financial position, results of operations, and cash flows, or do not apply to our operations.

#### *Accounting Standards Update No. 2010-06 “Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements” (“ASU No. 2010-06”)*

We adopted certain provisions of ASU No. 2010-06 in the first quarter of 2010. These provisions of ASU No. 2010-06 amended Subtopic 820-10, “Fair Value Measurements and Disclosures—Overall,” by requiring additional disclosures for transfers in and out of Level 1 and Level 2 fair value measurements, as well as requiring fair value measurement disclosures for each “class” of assets and liabilities, a subset of the captions disclosed in our Consolidated Balance Sheets. The adoption did not have a material impact on our financial statements or our disclosures, as we did not have any transfers between Level 1 and Level 2 fair value measurements and did not have material classes of assets and liabilities that required additional disclosure.

Certain provisions of ASU No. 2010-06 are effective for fiscal years beginning after December 15, 2010, which for us will be our 2011 first quarter. These provisions of ASU No. 2010-06, which amended Subtopic 820-10, will require us to present as separate line items all purchases, sales, issuances, and settlements of financial instruments valued using significant unobservable inputs (Level 3) in the reconciliation for fair value measurements, whereas currently these are presented in aggregate as one line item. Although this may change the appearance of our reconciliation, we do not believe the adoption will have a material impact on our financial statements or disclosures.

#### *Accounting Standards Update No. 2009-13 “Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements” (“ASU 2009-13”)*

In October 2009, the FASB issued ASU No. 2009-13, Revenue Recognition (Topic 605) – *Multiple-Deliverable Revenue Arrangements*: a consensus of the FASB EITF (“ASU 2009-13”). ASU 2009-13 establishes a selling-price hierarchy for determining the selling price of each element within a multiple-deliverable arrangement. Specifically, the selling price assigned to each deliverable is to be based on vendor-specific objective evidence (“VSOE”), if available, third-party evidence, if VSOE is unavailable, and estimated selling price if neither VSOE nor third-party evidence is available. In addition, ASU 2009-13 eliminates the residual method of allocating arrangement consideration and instead requires allocation using the relative selling price method. ASU 2009-13 is effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted at the beginning of a company’s fiscal year. The Company plans to implement this guidance on January 1, 2011 and is currently evaluating the potential impact of ASU 2009-13 on the Company’s financial statements.

### **Special Note Regarding Forward Looking Statements**

Certain statements in this Quarterly Report on Form 10-Q and elsewhere concerning our agreement to acquire Arbinet Corporation, strategic objectives, European disposition efforts, prospects, future liquidity, cost savings initiatives and related matters constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such statements are based on current expectations, and are not strictly historical statements. In some cases, you can identify forward-looking statements by terminology such as “if,” “may,” “should,” “believe,” “anticipate,” “future,” “forward,” “potential,” “estimate,” “reinstate,” “opportunity,” “goal,” “objective,” “exchange,” “growth,” “outcome,” “could,” “expect,” “intend,” “plan,” “strategy,” “provide,” “commitment,” “result,” “seek,” “pursue,” “ongoing,” “include” or in the negative of such terms or comparable terminology. These forward-looking statements inherently involve certain risks and uncertainties,

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although they are based on our current plans or assessments which are believed to be reasonable as of the date of this filing. Forward-looking statements include, without limitation, statements set forth in this document and elsewhere regarding, among other things:

- our financial condition, financing requirements, prospects and cash flow;
- expectations of future growth, creation of shareholder value, revenue, foreign revenue contributions and net income, as well as income from operations, margins, earnings per share, cash flow and cash sufficiency levels, working capital, network development, customer migration and related costs, spending on and success with growth products, including broadband Internet, VOIP, wireless, local, data and hosting services, traffic development, capital expenditures, selling, general and administrative expenses, income tax and withholding tax expense, fixed asset and goodwill impairment charges, service introductions, cash requirements and potential asset sales;
- increased competitive pressures, declining usage patterns, and our growth products, bundled service offerings, the pace and cost of customer migration onto our networks, the effectiveness and profitability of the growth products;
- financing, refinancing, debt extension, de-leveraging, restructuring, exchange or tender plans or initiatives, and potential dilution of existing equity holders from such initiatives;
- liquidity and debt service forecast;
- assumptions regarding currency exchange rates;
- timing, extent and effectiveness of cost reduction initiatives and management's ability to moderate or control discretionary spending;
- management's plans, goals, expectations, guidance, objectives, strategies, and timing for future operations, acquisitions, asset dispositions, product plans, performance and results;
- management's assessment of market factors and competitive developments, including pricing actions and regulatory rulings; and
- ability to generate net cash proceeds from the disposition of selective assets without material impairment to profitability.

Factors and risks that could cause actual results or circumstances to differ materially from those set forth or contemplated in forward looking statements include those set forth in "Risk Factors" as well as, without limitation:

- the occurrence of a default or event of default under our indentures or other financing agreements;
- an inability to fully fund and repurchase holder acceptances of offers to repurchase 13% Notes that we are obligated to make annually, subject to certain limitations, in connection with Excess Cash Flow Offers;
- an inability to fully fund and repurchase holder acceptances of offers to repurchase debt securities that we may be obligated to make following certain change in control developments affecting the Company and certain of its subsidiaries;
- customer, vendor, carrier and third-party responses to our completed Reorganization;
- changes in business conditions causing changes in the business direction and strategy by management;
- heightened competitive pricing and bundling pressures in the markets in which we operate;
- the ability to service substantial indebtedness;

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- accelerated decrease in minutes of use on wireline phones;
- fluctuations in the exchange rates of currencies, particularly of the USD relative to foreign currencies of the countries where we conduct our foreign operations;
- difficulty in maintaining or increasing customer revenues and margins through our product initiatives and bundled service offerings, and difficulties in migrating and provisioning broadband and local customers to digital subscriber line (DSL) networks;
- inadequate financial resources to promote and to market product initiatives, whether due to acceptance of Excess Cash Flow Offers or otherwise;
- fluctuations in prevailing trade credit terms or revenues due to the adverse impact of, among other things, further telecommunications carrier bankruptcies or adverse bankruptcy related developments affecting our large carrier customers;
- the possible inability to raise additional capital when needed, on attractive terms, or at all;
- possible claims under our existing debt instruments which could impose constraints and limit our flexibility;
- the inability to service substantial indebtedness and to reduce, refinance, extend, exchange, tender for or restructure debt significantly, or in amounts sufficient to conduct regular ongoing operations;
- further changes in the telecommunications or Internet industry, including rapid technological changes, regulatory and pricing changes in our principal markets and the nature and degree of competitive pressure that we may face;
- adverse tax or regulatory rulings from applicable authorities;
- enhanced broadband, DSL, Internet, wireless, VOIP, data and hosting and local and long distance voice telecommunications competition;
- changes in financial, capital market and economic conditions;
- changes in service offerings or business strategies, including the need to modify business models if performance is below expectations;
- difficulty in retaining existing long distance wireline and dial-up ISP customers;
- difficulty in migrating or retaining customers associated with acquisitions of customer bases, or integrating other assets;
- difficulty in selling new services in the marketplace;
- difficulty in providing broadband, DSL, local, VOIP, data and hosting or wireless services;
- changes in the regulatory schemes or requirements and regulatory enforcement in the markets in which we operate;
- restrictions on our ability to execute certain strategies or complete certain transactions as a result of our inexperience with new products, or limitations imposed by available cash resources, our capital structure or debt covenants;
- risks associated with our limited DSL, Internet, VOIP, data and hosting and wireless experience and expertise, including effectively utilizing new marketing channels such as interactive marketing employing the Internet;
- entry into developing markets;
- aggregate margin contribution from the new products is not sufficient in amount or timing to offset the margin decline in our legacy long distance voice and dial-up ISP businesses;
- the possible inability to hire and/or retain qualified executive management, sales, technical and other personnel;

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- risks and costs associated with our effort to locate certain activities and functions off-shore;
- risks associated with international operations;
- dependence on effective information and billing systems;
- possible claims for patent infringement on products or processes employed in providing our services;
- dependence on third parties for access to their networks to enable us to expand and manage our global network and operations and to offer broadband, DSL, local, VOIP and wireless services, including dependence upon the cooperation of incumbent carriers relating to the migration of customers;
- dependence on the performance of our global standard asynchronous transfer mode and Internet-based protocol (ATM+IP) communications network; risks associated with maintaining and upgrading networks; and
- adverse regulatory rulings or actions affecting our operations, including the imposition of taxes and fees, the imposition of obligations upon VOIP providers to provide enhanced 911 (E911) services and restricting access to broadband networks owned and operated by others, including the development of a national broadband network in Australia.

As such, actual results or circumstances may vary materially from such forward looking statements or expectations. Readers are also cautioned not to place undue reliance on these forward looking statements which speak only as of the date these statements were made. We are not obligated to update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our primary market risk exposures relate to changes in foreign currency exchange rates, valuations of derivatives and to changes in interest rates.

Foreign currency can have a major impact on our financial results. Approximately 85% of our net revenue is derived from sales and operations outside the United States. The reporting currency for our consolidated financial statements is the USD. The local currency of each country is the functional currency for each of our respective entities operating in that country. In the future, we expect to continue to derive the majority of our net revenue and incur a significant portion of our operating costs from outside the United States, and therefore changes in exchange rates have had and may continue to have a significant, and potentially adverse, effect on our results of operations. Our primary risk of loss regarding foreign currency exchange rate risk is caused primarily by fluctuations in the following exchange rates: USD/CAD, USD/AUD, USD/GBP, USD/EUR and USD/BRL. Due to the large percentage of our revenue derived outside of the United States, changes in the USD relative to one or more of the foregoing currencies could have an adverse impact on our future results of operations. We have agreements with certain subsidiaries for repayment of a portion of the investments and advances made to these subsidiaries. As we anticipate repayment in the foreseeable future, we recognize the unrealized gains and losses in foreign currency transaction gain (loss) on the consolidated statements of operations. We historically have not engaged in hedging transactions.

We are exposed to financial statement gains and losses as a result of translating the operating results and financial position of our international subsidiaries. We translate the local currency statements of operations of our foreign subsidiaries into USD using the average exchange rate during the reporting period. Changes in foreign exchange rates affect the reported profits and losses and cash flows and may distort comparisons from year to year. By way of example, when the USD strengthens compared to the EUR, there could be a negative or positive effect on the reported results for Europe, depending upon whether Europe is operating profitably or at a loss. It takes more profits in EUR to generate the same amount of profits in USD and a greater loss in EUR to generate the same amount of loss in USD. The opposite is also true. For instance, when the USD weakens there is a positive effect on reported profits and a negative effect on reported losses for Europe.

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In the three months ended September 30, 2010, as compared to the three months ended September 30, 2009, the USD was weaker on average as compared to the CAD, AUD, and BRL and stronger on average as compared to the GBP and Euro. In the nine months ended September 30, 2010, as compared to the nine months ended September 30, 2009, the USD was weaker on average as compared to the CAD, AUD, EUR, and BRL and stronger on average as compared to the GBP. As a result, our revenue of the subsidiaries whose local currency is CAD, AUD, GBP, EUR and BRL, increased (decreased) (6.2)%, (0.9) %, 15.2%, (59.8) % and 107.3 % in local currency compared to the three months ended September 30, 2009, but increased (decreased) (0.9) %, 7.4 %, 8.6 %, (84.3) % and 119.8 % in USD, respectively. Our revenue of the subsidiaries whose local currency is CAD, AUD, GBP, EUR and BRL, increased (decreased) (7.7)%, (1.1) %, (1.9)%, (10.0) % and 77.4 % in local currency compared to the nine months ended September 30, 2009, but increased (decreased) 4.0%, 18.1 %, (2.1) %, (0.3) % and 106.2 % in USD, respectively.

*Interest rates*—Our Senior Secured Notes and Senior Subordinated Secured Notes are at a fixed interest rate of 13.00% and 14 1/4%, respectively. We are exposed to interest rate risk as debt refinancing may be required. Our primary exposure to market risk stems from fluctuations in interest rates.

The interest rate sensitivity table below summarizes our market risks associated with fluctuations in interest rates for the nine months ended September 30, 2010 in USD, which is our reporting currency. The table presents principal cash flows and related weighted average interest rates by year of expected maturity for our 13% Senior Secured Notes, 14 1/4% Senior Subordinated Secured Notes, and other long-term obligations in effect at September 30, 2010.

	Year of Maturity						Total	Fair Value
	2010	2011	2012	2013	2014	Thereafter		
Fixed Rate	\$ 385	\$ 1,139	\$ 301	\$ 114,101	\$ 4	\$ 130,000	\$ 245,929	\$ 243,324
Average Interest Rate	12.7%	11.0%	9.3%	14.2%	9.9%	13.0%	13.6%	

## ITEM 4. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures.

Our management evaluated, with the participation of our Chief Executive Officer and acting Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, as a result of the material weakness described below, our Principal Executive Officer and our acting Principal Financial Officer have concluded that, as of December 31, 2009 and as of the end of the period covered by this report, our disclosure controls and procedures were not effective. Disclosure controls and procedures mean our controls and other procedures that are designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As part of our compliance efforts relative to Section 404 of Sarbanes-Oxley Act of 2002, management assessed the effectiveness of internal control over financial reporting as of December 31, 2009. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework. Based on the assessment, management identified a material weakness in our internal control over accounting for foreign currency transaction gain (loss) on inter-company balances.

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In March 2010, the Company determined that an error existed relating to accounting for foreign currency transaction gain (loss) on certain intercompany balances. Specifically, this error related to activity in the third quarter 2009 resulting in the Company amending its form 10-Q for the quarter ended September 30, 2009. As a result of the error described above, management concluded that as of December 31, 2009 and September 30, 2010, a material weakness existed with respect to its determination of the completeness and accuracy and monitoring of foreign currency transaction gain (loss) related to certain intercompany balances and therefore our internal controls over financial reporting were not effective based upon the criteria set forth by COSO. A material weakness is a control deficiency or combination of control deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. Additionally, this material weakness could result in a misstatement of net income (loss) that could result in a material misstatement of the interim or annual consolidated financial statements that would not be prevented or detected if not remediated.

### **Changes in Internal Control.**

Our Principal Executive Officer and our acting Principal Financial Officer have concluded that there have been no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2010, that have materially affected or is reasonably likely to affect materially, our internal control over financial reporting, except for the items noted below.

As a result of the Company's determination that the controls in place over the process of translating certain intercompany balances did not operate effectively during the third quarter of 2009, the Company has designed procedures and is implementing new controls to address the control failure that occurred, including: a) performing additional recalculations and analysis of the foreign currency transaction gain (loss) recorded on intercompany balances; b) implementing an improved process for assessing the reasonableness of foreign currency transaction gain (loss) recorded on intercompany balances; and c) confirming settlements related to intercompany balances at a transactional level. Management believes that these corrective actions, taken as a whole, will successfully mitigate the material weakness described above, and the Company will continue to perform the enhanced procedures as part of the normal accounting process.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

The Company and its subsidiaries are subject to claims and legal proceedings that arise in the ordinary course of its business. Each of these matters is subject to various uncertainties, and it is possible that some of these matters may be decided unfavorably. The Company believes that any aggregate liability that may result from the resolution of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows.

### ITEM 1A. RISK FACTORS

A wide range of factors could materially affect our performance. In addition to factors affecting specific business operations and the financial results of those operations identified elsewhere in this report, the following factors, among others could adversely affect our operations:

*The following is not intended as, and should not be construed as, an exhaustive list of relevant risk factors. There may be other risks that are relevant to its own particular circumstances or generally.*

### RISKS RELATED TO OUR BUSINESS AND INDUSTRY

#### *Continuing global economic conditions could adversely affect our business.*

The global economy and capital and credit markets have been experiencing exceptional turmoil and upheaval. Many major economies worldwide entered significant economic recessions in 2007 and continue to experience economic weakness even though economies have begun to show signs of recovery. Ongoing concerns about the systemic impact of potential long-term and widespread recession and potentially prolonged economic recovery, volatile energy costs, geopolitical issues, the availability, cost and terms of credit, consumer and business confidence, substantially increased and increasing unemployment rates and the crisis in the global housing and mortgage markets have all contributed to increased market volatility and diminished expectations for both established and emerging economies, including those in which we operate. In the second half of 2008, added concerns fueled by government interventions in financial systems led to increased market uncertainty and instability in both U.S. and international capital and credit markets. These conditions have contributed to economic uncertainty of unprecedented levels. The availability, cost and terms of credit also have been and may continue to be adversely affected by illiquid markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in many cases cease to provide, credit to businesses and consumers. These factors have led to a substantial and continuing decrease in spending by businesses and consumers over the past two years, and a corresponding decrease in global infrastructure spending. Continued turbulence in the U.S. and international markets and economies and prolonged declines in business and consumer spending may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our customers, including our ability to refinance maturing debt instruments and to access the capital markets and obtain capital lease financing to meet liquidity needs. This financial crisis may have an impact on our business and financial condition in the following ways as well as in other ways that we currently cannot predict.

- *Potential risk in refinancing outstanding debts:* Although none of our major debt instruments are scheduled to mature before 2013, at the earliest, if the volatility in the global capital markets were to continue, our ability to refinance our existing indebtedness when due could be severely constrained. See “—Risks Associated with Our Liquidity Needs and Debt Securities.” Any such refinancing could require significantly more expensive interest rates and covenants that restrict our operations to a significantly greater extent.
- *Negative impacts from increased financial pressures on customers:* Uncertainty about current and future global economic conditions and credit markets may cause consumers, business and governments to defer purchases in response to tighter credit, decreased availability of cash and credit, and declining

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business and consumer confidence, any of which may affect the usage of our services by the customers and the ability of those customers to pay for our services. Accordingly, future demand for our products and services could differ from our current expectations. Similarly, our customers may experience liquidity issues of their own that adversely affect our ability to collect amounts due from them in a timely fashion or at all. In addition, if the global economy and credit markets continue to deteriorate or cease to recover and our future net revenues decline, our financial condition and results of operations would be adversely impacted.

***Strengthening of the United States Dollar (“USD”) against certain foreign currencies reduces the amount of USDs generated from foreign currency payments from our foreign operating subsidiaries and may adversely affect our results of operations and our ability to service our debt.***

A significant portion of our net revenue (approximately 85% for the quarter ended September 30, 2010) is derived from sales and operations outside the U.S. The reporting currency for our consolidated financial statements is the USD. Our foreign operating subsidiaries, including our largest operating subsidiaries in Canada and Australia, generate cash in their respective local currencies and fluctuations in exchange rates can have a material adverse impact on amounts of USDs transferred to U.S. parent entities. In the future, we expect to continue to derive a significant portion of our net revenue (which is a substantial source for servicing our significant debt obligations at the parent entity level, as well as a source for making principal payments) and incur a significant portion of our operating costs outside the U.S.

Due to the large percentage of our operations conducted outside of the U.S., and the cash transfers from these foreign operating subsidiaries to the U.S. parent, a strengthening of the USD relative to one or more of the foregoing foreign currencies could have an adverse impact on future results of operations and could adversely affect our ability to service or repay our consolidated indebtedness and obligations.

We historically have not typically engaged in hedging transactions. The exposure of our income from operations to fluctuations in foreign currency exchange rates is reduced in part because a majority of the costs that we incur in connection with our foreign operations are also denominated in local currencies. In addition, the operations of affiliates and subsidiaries in foreign countries have been funded with investments and other advances denominated in foreign currencies. Historically, such investments and advances have been long-term in nature, and we accounted for any adjustments resulting from currency translation as a charge or credit to accumulate other comprehensive loss within the stockholders’ deficit section of our consolidated balance sheets. In 2002, agreements with certain subsidiaries were put in place for repayment of a portion of the investments and advances made to those subsidiaries. As we anticipate repayment in the foreseeable future of these amounts, we recognize the unrealized gains and losses in foreign currency transaction gain (loss) on the consolidated statements of operations, and depending upon changes in future currency rates, such gains or losses could have a significant, and potentially adverse, effect on our results of operations.

***We are substantially smaller than our major competitors, whose marketing and pricing decisions, and relative size advantage could adversely affect our ability to attract and to retain customers and are likely to continue to cause significant pricing pressures that could adversely affect our net revenues, results of operations and financial condition.***

The local, long-distance, Internet, broadband, digital subscriber lines (“DSL”), data and hosting and wireless telecommunications industry is significantly influenced by the marketing and pricing decisions of the larger business participants. Prices in the long-distance industry have continued to decline in recent years and, as competition continues to increase within each of our service segments and each of our product lines, we believe that prices are likely to continue to decrease. The most significant competitors in our primary markets include:

- United States: AT&T Inc., Verizon Communications Inc., Qwest Communications International Inc. and other incumbent carriers, cable companies, including Comcast Corporation, Time Warner Cable Inc., Cablevision Systems Corporation and Charter Communications, Inc., other competitive local



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exchange carriers, including PaeTec Communications, Inc., Time Warner Telecom Inc., XO Communications Services, Inc. and Frontier Communications Corp., independent VoIP providers, including Vonage Holdings Corp and Cbeyond, Inc., wireless carriers in the U.S., including Verizon Communications Inc., AT&T Inc., Sprint Corp., T-Mobile USA Inc., MetroPCS Communications, Inc. and Leap Wireless International, Inc., and web-based companies, including Skype Technologies S.A. and Google Inc.;

- Australia: Telstra Corporation Limited (“Telstra”), SingTel Optus Pty Limited, Telecom New Zealand Limited, iiNet Limited, SP Telemedia Limited (known as TPG), Macquarie Telecom Group Ltd. and other smaller national and regional service providers and resellers.; and
- Canada: TELUS Corporation (“TELUS”), BCE Inc. (“Bell Canada”), MTS Allstream, Inc., Saskatchewan Telecommunications, wireless providers, including Rogers Communications Inc. (“Rogers”), TELUS, Bell Canada, Bragg Communications Inc., COGECO Inc., Quebecor Inc. and Shaw Communications, Inc., cable companies, and other service providers and resellers including Globalive Communications Corp. in Canada.

Customers frequently change local, long-distance, wireless, broadband providers, and ISPs in response to the offering of lower rates or promotional incentives, increasingly as a result of bundling of various services by competitors. Moreover, competitors’ VoIP and broadband product rollouts have added further customer choice and pricing pressure. As a result, customers generally can switch carriers and service offerings at their discretion with little notice to us. Competition in all of our markets is likely to remain intense, or increase in intensity and, as deregulatory influences affect markets outside the U.S., competition in non-U.S. markets is increasing to a level similar to the intense competition in the U.S.

Many of our competitors are significantly larger than us and have substantially greater financial, technical and marketing resources, larger networks, a broader portfolio of service offerings, greater control over network and transmission lines, stronger name recognition and customer loyalty, long-standing relationships with our target customers and lower debt-leverage ratios. As a result, our ability to attract and retain customers may be adversely affected. Many of our competitors enjoy economies of scale that result in low cost structures for transmission and related costs that could cause significant pricing pressures within the industry.

Several long-distance carriers in the U.S., Canada and Australia and the major wireless carriers and cable companies have introduced pricing and product bundling strategies that provide for fixed, low rates or unlimited plans for domestic and international calls. This strategy could have a material adverse effect on our net revenue per minute, results of operations and financial condition if our pricing, which we set to remain competitive, is not offset by similar declines in our costs. We compete on the basis of price, particularly with respect to our sales to other carriers, and also on the basis of customer service and our ability to provide a variety of telecommunications products and services. If such price pressures and bundling strategies intensify, we may not be able to compete successfully in the future, may face quarterly revenue and operating results variability, and may have heightened difficulty in estimating future revenues or results.

***Given strong competition in delivering individual and bundled local, wireless, broadband, DSL, VoIP services, we may not be able to operate successfully or expand these parts of our business.***

We have accelerated initiatives to become an integrated wireline, wireless and broadband service provider in order to counter competitive pricing pressures initiated by large incumbent providers in certain of the principal markets where we operate and to stem the loss of certain of our wireline voice and dial-up ISP customers to our competitors’ bundled wireline, wireless and broadband service offerings. Our primary competitors include incumbent telecommunications providers, cable companies and other ISPs that have a significant national or international presence. Many of these operators have substantially greater resources, capital and operational experience than we do. We are experiencing increased competition from traditional telecommunications carriers, cable companies and other new entrants that have expanded into the market for broadband, VoIP, Internet

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services, data and hosting and traditional voice services. In addition, regulatory developments may impair our ability to compete. Therefore, future operations involving these individual or bundled services may not succeed in the competitive environment, and we (1) may not be able to expand successfully; (2) may experience margin pressure; (3) may face quarterly revenue and operating results variability; (4) may have limited resources to develop and to market the new services; and (5) have heightened difficulty in establishing future revenues or results. As a result, there can be no assurance that we will reverse revenue declines in our traditional long-distance voice and dial-up ISP services or maintain or increase revenues or be able to generate sufficient income from operations or net income in the future or on any predictable or timely basis.

***Our repositioning in the marketplace and intense domestic and international competition in these services places a significant strain on our resources, and if not managed effectively, could result in operational inefficiencies and other difficulties.***

Our repositioning in the marketplace to focus on Growth Services segments of the telecom market, including broadband, IP-based voice, local, wireless, data and data center solutions may place a significant strain on our management, operational and financial resources and increase demand on our systems and controls. However, the local and long-distance telecommunications, data, broadband, Internet, VoIP, data and hosting and wireless industries are intensely competitive, present relatively limited barriers to entry in the more deregulated countries in which we operate and involve numerous entities competing for the same customers. Recent and pending deregulation in various countries may encourage new entrants to compete, including ISPs, wireless companies, and cable television companies, who could offer voice, broadband, Internet access and television services, and electric power utilities, who could offer voice and broadband Internet access. For example, the U.S. and many other countries have committed to open their telecommunications markets to competition pursuant to an agreement under the World Trade Organization which began on January 1, 1998. Further, in the U.S., the major landline incumbent carriers (including AT&T Inc. and Verizon Communications Inc.) have for many years also provided long-distance services, and previously independent long-distance providers (including AT&T Inc. and MCI Inc.) have been acquired by the landline incumbents. In addition, many entities, including large cable television companies (including Comcast Corporation, Time Warner Cable Inc., Cablevision Systems Corporation and Charter Communications, Inc.) and utilities have been allowed to enter both the local service and long-distance telecommunications markets.

To manage our repositioning effectively, we must continue to implement and improve our operational and financial systems and controls, invest in critical network infrastructure to expand its coverage and capacity including the data centers expansion, maintain or improve our service quality levels, purchase and utilize other transmission facilities, evolve our support and billing systems and train and manage our employee base. If we inaccurately forecast the movement of traffic onto our network, we could have insufficient or excessive transmission facilities and disproportionate fixed expenses. As we proceed with our development, operational difficulties could arise from additional demand placed on customer provisioning and support, billing and management information systems, product delivery and fulfillment, support, sales and marketing, administrative resources, network infrastructure, maintenance and upgrading. For instance, we may encounter delays or cost-overruns or suffer other adverse consequences in implementing new systems when required, such as our need to off-shore certain functions. In addition, our operating and financial control systems and infrastructure could be inadequate to ensure timely and accurate financial reporting, which could impact debt covenant compliance.

***We have experienced significant historical, and may experience significant future, operating losses and net losses which may hinder our ability to meet our debt service or working capital requirements.***

As of July 1, 2009, Predecessor had an accumulated deficit of \$1.06 billion. Predecessor incurred net losses of \$10.6 million in 2004, \$149.2 million in 2005, \$238.0 million in 2006 and \$25.0 million in 2008. During the year ended December 31, 2007, Predecessor recognized net income of \$15.7 million, of which \$32.7 million of revenue was related to the positive impact of foreign currency transaction gains, and during the Successor's six-month period ended December 31 2009, Successor recognized net income of \$6.7 million, of which \$18.3 million was related to the positive impact of foreign currency transaction gains. For the first nine months of 2010,

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Successor incurred net losses of \$9.0 million. Even with the elimination of our significant accumulated deficit and the reduction in indebtedness through our recent reorganization under Chapter 11, future losses may continue. We cannot make assurances that we will recognize net income in future periods. If we cannot generate net income or sufficient operating profitability, we may not be able to meet our debt service or working capital requirements.

***A deterioration in our relationships with facilities-based carriers could have a material adverse effect upon our business.***

We primarily connect our customers' telephone calls and data/Internet needs through transmission lines that we lease under a variety of arrangements with other facilities-based local, wireless, broadband, data and long-distance carriers. Many of these carriers are, or may become, our competitors. Our ability to maintain and expand our business depends on our ability to maintain favorable relationships with the facilities-based carriers from which we lease transmission lines. If our relationship with one or more of these carriers were to deteriorate or terminate, for any reason, it could have a material adverse effect upon our cost structure, service quality, network diversity, results of operations, financial condition and cash flows.

***Uncertainties and risks associated with international markets and regulatory requirements could adversely impact our international operations.***

We have significant international operations and, for the three months ended September 30, 2010, derived approximately 85% of our net revenues by providing services outside of the U.S. In international markets, we are smaller than the principal or incumbent telecommunications carrier that operates in each of the foreign jurisdictions where we operate. In these markets, incumbent carriers: (1) are likely to modify and/or control access to, and pricing of, the local networks; (2) enjoy better brand recognition and brand and customer loyalty; (3) generally offer a wider range of product and services; and (4) have significant operational economies of scale, including a larger backbone network and longer term customer and supplier agreements on preferred and better terms. Moreover, the incumbent carrier may take many months to allow competitors, including us, to interconnect to their switches within our territory, and we are dependent upon their cooperation in migrating customers onto our network. There can be no assurance that we will be able to: (1) obtain the permits and operating licenses required for us to operate in the new service areas; (2) obtain access to local transmission facilities on economically acceptable terms; or (3) market services in international markets.

In addition, operating in international markets generally involves additional risks, including unexpected changes or uncertainties in regulatory requirements, taxes, tariffs, customs and duties. Given the nature of our operations and uncertainties in, or the absence of definitive regulations or interpretations concerning, the taxation of (including value added tax of) certain aspects of our business in certain international jurisdictions in which we conduct (or may be construed by such authorities as conducting or deriving taxable) operations or revenue, we may become subject to assessments for taxes (which may include penalties and interest) which are either unexpected, or have not been accrued for in our historical results of operations or both. This circumstance occurred during March 2008, when we concluded it was probable that assessments would be forthcoming concerning past European prepaid calling services operations, and it is possible that tax uncertainties concerning our international operations could arise in the future. Such developments, in addition to the other uncertainties and risks described above, could have adverse consequences that might result in restatement of prior period results of operations and unanticipated liquidity demands. Additional operating risks and uncertainties in operating in international markets include trade barriers, difficulties in staffing and managing foreign operations, problems in collecting accounts receivable, political risks, fluctuations in currency exchange rates, restrictions associated with the repatriation of funds, technology export and import restrictions, and seasonal reductions in business activity. Our ability to operate and grow our international operations successfully could be adversely impacted by these risks and uncertainties particularly in light of the fact that we derive such a large percentage of our revenues from outside of the U.S.

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***The telecommunications industry is rapidly changing, and if we are not able to adjust our strategy and resources effectively in the future to meet changing market conditions, we may not be able to compete effectively.***

The telecommunications industry is changing rapidly due to deregulation, privatization, consolidation, technological improvements, availability of alternative services such as wireless, broadband, DSL, Internet, VoIP, data and hosting and wireless broadband through use of the fixed wireless spectrum, and the globalization of the world's economies. In addition, alternative services to traditional fixed wireline services, such as wireless, broadband, Internet and VoIP services, are a substantial competitive threat. As the overall market for domestic and international long-distance and dial-up Internet services continues to decline in favor of Internet-based, wireless, and broadband communications, revenue contribution from our Traditional Services has been consequently declining. If we do not adjust to meet changing market conditions or do not have adequate resources, we may not be able to compete effectively. The telecommunications industry is marked by the introduction of new product and service offerings and technological improvements. Achieving successful financial results will depend on our ability to anticipate, assess and adapt to rapid technological changes, and offer, on a timely and cost-effective basis, services, including the bundling of multiple services that meet evolving industry standards. If we do not anticipate, assess or adapt to such technological changes at a competitive price, maintain competitive services or obtain new technologies on a timely basis or on satisfactory terms, our financial results may be materially and adversely affected.

The rapid enhancement of VoIP and Internet technology may result in increasing levels of traditional domestic and international voice long-distance traffic being transmitted over the Internet, as opposed to traditional telecommunication networks. Currently, there are significant capital investment savings and cost savings associated with carrying voice traffic employing VoIP technology, as compared to carrying calls over traditional networks. Thus, there exists the possibility that the price of traditional long-distance voice services will decrease in order to be competitive with VoIP. Additionally, competition is expected to be intense to switch customers to VoIP product offerings, as is evidenced by numerous recent market announcements in the U.S. and internationally from industry leaders and competitive carriers concerning significant VoIP initiatives. Our ability effectively to retain our existing customer base and generate new customers, either through our traditional network or our own VoIP offerings, may be adversely affected by accelerated competition arising as a result of VoIP initiatives, as well as regulatory developments that may impede our ability to compete, such as restrictions on access to broadband networks owned and operated by others and the requirements to provide enhanced 911 emergency services ("E911"). As competition intensifies as a result of deregulatory, market or technological developments, our results of operations and financial condition could be adversely affected.

***If we are not able to operate a cost-effective network, we may not be able to grow our business successfully.***

Our long-term success depends on our ability to design, implement, operate, manage, maintain and upgrade a reliable and cost-effective network infrastructure, including data hosting centers. In addition, we rely on third party equipment and service vendors to enable us to expand and manage our global network and to provide local, broadband Internet, data and hosting and wireless services. If we fail to generate additional traffic on our network, if we experience technical or logistical impediments to our ability to develop necessary aspects of our network or to migrate traffic and customers onto our network, or if we experience difficulties with our third-party providers, we may not achieve desired economies of scale or otherwise be successful in growing our business.

***If we are not able to use and protect intellectual property domestically and internationally, it could have a material adverse effect on our business.***

Our ability to compete depends, in part, on our ability to use intellectual property in the U.S. and internationally. We rely on a combination of trade secrets, trademarks and licenses to protect our intellectual property. We are also subject to the risks of claims and litigation alleging infringement of the intellectual property rights of others. The telecommunications industry is subject to frequent litigation regarding patent and

other intellectual property rights. We rely upon certain technology, including hardware and software, licensed from third parties. There can be no assurance that the technology licensed by us will continue to provide competitive features and functionality or that licenses for technology currently used by us or other technology that we may seek to license in the future will be available to us on commercially reasonable terms or at all. Although our existing intellectual property licenses are on standard commercial terms made generally available by the companies providing the licenses and, individually, their costs and terms are not material to our business, the loss of, or our inability to maintain existing licenses, could result in shipment delays or reductions until equivalent technology or suitable alternative products could be developed, identified, licensed and integrated and could cause service disruption to our customers. Such delays or reductions in the aggregate could harm our business. We also generally rely on indemnification provisions in licensing contracts to protect against claims of infringement regarding the licensed technology, which indemnification could be affected by, among other things, the financial strength of the licensor.

***The loss of key personnel could have a material adverse effect on our business.***

The loss of the services of our President, Chairman and Chief Executive Officer, or the services of our other key personnel, or our inability to attract and retain additional key management, technical and sales personnel, could have a material adverse effect upon our financial condition and results of operations.

**RISKS ASSOCIATED WITH OUR FINANCIAL STATEMENTS**

***Our disclosure controls and procedures and internal control over financial reporting were determined not to be effective as of December 31, 2006, 2007 and 2008 (due to a material weakness that existed in our internal control over accounting for income taxes) and, as of December 31, 2009 and September 30, 2010, (due to a material weakness that existed in our internal control over accounting for foreign currency transaction gain (loss)). If we fail to maintain effective internal control over financial reporting at a reasonable assurance level, we may not be able to accurately report our financial results, which could have a material adverse effect on our operations, investor confidence in our business and the trading prices of our securities.***

Effective internal controls are necessary for us to provide reliable financial reports. In evaluating the effectiveness of our internal control over financial reporting, our management identified as of December 31, 2006, 2007 and 2008 a control deficiency in our controls and procedures over accounting for income taxes and, as of December 31, 2009 and September 30, 2010, a control deficiency over accounting for foreign currency transaction gain (loss), and management concluded in each case that the control deficiency in our internal controls over financial reporting constituted a material weakness. These deficiencies represented a material weakness in internal control over financial reporting on the basis that there is more than a remote likelihood that a material misstatement in our interim or annual financial statements could occur and would not be prevented or detected by our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of annual or interim financial statements will not be prevented or detected on a timely basis.

Specifically, management's assessment of our internal control over financial reporting as of December 31, 2006, 2007 and 2008 identified a material weakness in internal control related to a lack of documentation, insufficient historical analysis and ineffective reconciliation procedures, primarily caused by lack of personnel with adequate expertise in income tax accounting matters. Since identifying the material weakness concerning accounting for income taxes, we have undertaken the following initiatives to remediate the material weakness – hired a new Corporate Tax Director and a Manager of Taxation in our Canadian operating unit; established functioning procedures for foreign finance personnel to communicate regularly any tax concerns with the Corporate Tax Director; purchased and implemented tax provision preparation software; and developed quarterly tax documentation formats. Accordingly, as of December 31, 2009, our management concluded the controls surrounding accounting for income taxes are effective.

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In March 2010, the Company determined that an error existed related to accounting for foreign currency transaction gain (loss) on certain inter-company balances. Specifically, this error related to activity in the third quarter 2009 resulting in the Company amending its Form 10-Q for the quarter ended September 30, 2009. This amendment restated our financial statements in order to correct a non-cash error relating to accounting for unrealized foreign currency transaction losses associated with certain inter-company balances that were permanent in nature and, therefore, should have been recorded as currency translation adjustment to accumulated other comprehensive income (loss) in the equity section of the balance sheet. Since identifying this, we have undertaken initiatives to remediate this material weakness by (a) performing additional recalculations and analysis of the foreign currency transaction gain (loss) recorded on these intercompany balances; (b) implementing an improved process for assessing the reasonableness of foreign currency transaction gain (loss) recorded on these intercompany balances; and (c) confirming intercompany settlements related to these balances at a transactional level. Notwithstanding such efforts, the material weakness concerning currency transaction will not be remediated until the new controls operate for a sufficient period of time and are tested to enable management to conclude that the controls are effective. As a result, as of December 31, 2009 and September 30, 2010 management concluded that the control deficiency concerning foreign currency transactions represented a material weakness. See “Part I. Item 4 Controls and Procedures” herein.

Our management will consider the design and operating effectiveness of our controls and necessary changes to such controls. However, we can not make assurances that additional material weaknesses in our internal control over financial reporting will not be identified in the future. Any failure to maintain or implement required new or improved controls, or any difficulties we encounter in their implementation, could result in additional material weaknesses, and cause us to fail to timely meet our periodic reporting obligations or result in material misstatements in our financial statements. The existence of a material weakness could result in future errors in our financial statements that could result in a restatement of financial statements, cause us to fail to meet our reporting obligations and cause investors to lose confidence in our reported financial information.

***Financial information in our future financial statements will not be comparable to our financial information from periods before July 1, 2009 due to our Reorganization and the application of fresh-start accounting to our financial statements.***

Upon emergence from Chapter 11 on July 1, 2009, we adopted fresh-start accounting in accordance with Accounting Standards Codification (“ASC”) 852, *Reorganizations*, pursuant to which our reorganization value, which represents the fair value of the entity before considering liabilities and approximates the amount a willing buyer would pay for the assets of the entity immediately after the Reorganization, has been allocated to the fair value of assets in conformity with ASC 805, *Business Combinations*, using the purchase method of accounting for business combinations. We stated liabilities, other than deferred taxes, at a present value of amounts expected to be paid. The amount remaining after allocation of the reorganization value to the fair value of identified tangible and intangible assets is reflected as goodwill, which is subject to periodic evaluation for impairment. In addition, under fresh-start accounting, our accumulated deficit (\$1.06 billion at July 1, 2009) has been eliminated. In addition to fresh-start accounting, our consolidated financial statements reflect all effects of the transactions contemplated by the Plan of Reorganization. Thus, our future consolidated balance sheets and consolidated condensed statements of operations data will not be comparable in many respects to our consolidated balance sheets and consolidated condensed statements of operations data for periods prior to our adoption of fresh-start accounting and prior to accounting for the effects of the Reorganization.

## **RISKS ASSOCIATED WITH OUR LIQUIDITY NEEDS AND DEBT SECURITIES**

***We may not be able to generate sufficient cash to service all of our indebtedness, and may be forced to take other actions to satisfy our obligations under our indebtedness that may not be successful.***

Our ability to satisfy our debt obligations will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond our control. We cannot make assurances that our

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business will generate cash flow from operations in an amount sufficient to fund our liquidity needs. If our cash flows and capital resources are insufficient to service our indebtedness, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt agreements may restrict us from adopting some of these alternatives. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate those dispositions for fair market value or at all. Furthermore, any proceeds that we could realize from any such disposition may not be adequate to meet our debt service obligations then due.

***A significant portion of our future cash flow may need to be committed to repurchasing or redeeming certain outstanding debt prior to its stated maturity, rather than for use in our business operations.***

If Primus and its “restricted subsidiaries” have Excess Cash Flow (as defined below) for any fiscal year commencing with the fiscal year ending December 31, 2010, then the issuers (the “Issuers”) of the 13% Senior Secured Notes (the “13% Notes”) are obligated to jointly apply an amount equal to 50% of such Excess Cash Flow for such period (the “Excess Cash Flow Offer Amount”) and to make a joint offer to the holders of the 13% Notes to repurchase all or a portion of such notes as Units with an aggregate repurchase price in cash equal to the Excess Cash Flow Offer Amount (an “Excess Cash Flow Offer”). Excess Cash Flow means for any such fiscal year (a) the excess of (1) consolidated EBITDA over (2) the sum, subject to certain exceptions, represented by: (i) capital expenditures; (ii) consolidated interest expense paid in cash; (iii) income and franchise taxes paid in cash; and (iv) reductions in certain indebtedness *minus* (b) the absolute value of negative Excess Cash Flow, if any.

Within 110 days after the end of any fiscal year with respect to which an Excess Cash Flow Offer is required, an offer must be sent to each holder of 13% Notes stating the repurchase date, which must be no earlier than 30 days nor later than 60 days from the date such notice is mailed. With respect to each Excess Cash Flow Offer, the Issuers are entitled to reduce the applicable Excess Cash Flow Offer Amount by an amount equal to the sum of (x) the aggregate repurchase price paid for any 13% Notes repurchased by the Issuers in the open market or privately negotiated transaction (and, in each case, cancelled by the Issuers) and (y) the aggregate redemption price paid for any 13% Notes redeemed pursuant to one or more optional redemptions, subject to certain limitations.

If our outstanding 14 1/4% Senior Subordinated Secured Notes due May 2013 (the “14 1/4% Notes”) have not been refinanced on or prior to January 21, 2013, then the Issuers will be required to redeem the 13% Notes in advance of the 14 1/4% Notes scheduled maturity at a price equal to the then applicable optional redemption price.

If such early redemption of the 13% Notes are required or an Excess Cash Flow Offer is made, there can be no assurance that the Issuers will have available funds sufficient to pay for such redemption or for the Excess Cash Flow purchase price for all the 13% Notes that might be delivered by holders seeking to accept the Excess Cash Flow Offer. Any such failure could have a material adverse effect on us.

***We must repay or refinance the 14 1/4% Notes prior to the maturity of the 13% Notes. Failure to do so could have a material adverse effect upon us.***

The scheduled maturity of the 14 1/4% Notes is earlier than the scheduled maturity of the 13% Notes. While we expect to refinance the 14 1/4% Notes, we may not be able to do so or refinancing may not be available on commercially reasonable terms. Our ability to complete a refinancing of the 14 1/4% Notes prior to their maturity is subject to a number of conditions beyond our control. For example, if disruption in the financial markets were

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to occur at the time that we intended to refinance the 14 1/4% Notes, we might be restricted in our ability to refinance that indebtedness. If we are unable to refinance the 14 1/4% Notes our alternatives would consist of negotiating an extension of such indebtedness with the holders and seeking or raising new capital. If we were unsuccessful, the holders of the 14 1/4% Notes could demand repayment of the indebtedness owed to them on May 20, 2013. As a result, our ability to pay the principal of and interest on such indebtedness would be adversely affected.

### ***We may not be able to repurchase the 14 1/4% Notes or 13% Notes upon a change of control.***

Upon the occurrence of certain specific kinds of change of control events, we (or our subsidiaries) will be required to jointly offer to repurchase all outstanding notes at 101% of the principal amount thereof plus, without duplication, accrued and unpaid interest and additional interest, if any, to the date of repurchase. However, it is possible that they will not have sufficient funds at the time of the change of control to make the required repurchase of all notes delivered by holders seeking to exercise their repurchase rights, particularly as that change of control may trigger a similar repurchase requirement for, or result in an event of a default under a debt indenture and may also constitute a cross-default on other indebtedness existing at that time. In addition, certain important corporate events, such as leveraged recapitalization that would increase the level of our indebtedness, would not constitute a "Change of Control" under the indenture.

### ***Our indentures governing our 14 1/4% Notes and 13% Notes contain significant operating and financial restrictions which may limit our ability and our restricted subsidiaries' ability to operate their business.***

The indentures governing our 14 1/4% Notes and 13% Notes contain significant operating and financial restrictions on us and our subsidiaries. These restrictions limit the ability of us and our restricted subsidiaries to, among other things:

- incur additional indebtedness or issue certain preferred shares;
- create liens on certain assets to secure debt;
- pay dividends or make other equity distributions;
- purchase or redeem capital stock;
- make certain investments;
- transfer or sell assets;
- agree to restrictions on the ability of restricted subsidiaries to make payments to us or the issuers;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our or an issuer's assets; and
- engage in transactions with affiliates.

These restrictions could limit the ability of us and our subsidiaries to finance future operations or capital needs, make acquisitions or pursue available business opportunities. We may be required to take action to reduce their debt or act in a manner contrary to our business objectives to satisfy these covenants. Events beyond our control, including changes in economic and business conditions in the markets in which we operate, may affect our ability to do so. We may not be able to satisfy these covenants. A breach of any of the covenants in our debt could result in a default under such debt, which could lead to that debt becoming immediately due and payable and, if such debt is secured, foreclosure on our assets that secure that obligation. A default under a debt instrument could, in turn, result in a default under other obligations and result in other creditors accelerating the payment of other obligations and foreclosing on asset security such debt, if any. Any such defaults could materially impair our financial conditions and liquidity.



***Despite current indebtedness levels and restrictive covenants, we and our subsidiaries may still be able to incur substantial additional debt, which could exacerbate the risks described above.***

We may be able to incur additional debt in the future, including debt secured by the collateral that secures our 14 1/4% Notes and 13% Notes, as well as other assets that do not secure such notes. Although the terms of the agreements governing our indebtedness contain restrictions on our ability to incur additional indebtedness, those restrictions are subject to a number of exceptions, and the indebtedness incurred in compliance with those restrictions could be substantial. In addition, if we are able to designate some of the restricted subsidiaries under the indenture governing the notes as unrestricted subsidiaries, those unrestricted subsidiaries would be permitted to borrow beyond the limitations specified in the indenture and engage in other activities in which restricted subsidiaries may not engage. If we incur any additional secured debt that ranks equally with the 13% Notes, the holders of that debt will be entitled to share ratably with the holders of the 13% Notes in any proceeds distributed in connection with any bankruptcy, liquidation, reorganization or similar proceedings. Adding new debt to current debt levels could intensify the related risks that we now face.

***The issuance of the 13% Notes may subject us to additional currency exchange risks.***

The 13% Notes were issued and paid for, and the interest to be paid on those notes will be paid, in U.S. dollars. However, the Canadian issuer of such notes receives revenues primarily in Canadian dollars (“CAD”). As a result, the financial condition of the Canadian issuer might be materially adversely affected if the U.S. dollar appreciates against the CAD. From time to time, if we determine it is appropriate and advisable to do so, we may seek to lessen the effect of exchange rate fluctuations through the use of derivative financial instruments. However, we cannot make assurances that we will be successful in these efforts.

#### **ADDITIONAL RISKS RELATED TO REGULATION**

***We are subject to constantly changing regulation, both in the U.S. and abroad, including the imposition of fees and taxes, the potential adverse effects which may have a material adverse impact on our competitive position, growth and financial performance.***

Our operations are subject to constantly changing regulation. There can be no assurance that future regulatory changes will not have a material adverse effect on us, or that domestic, foreign or international regulators or third parties will not raise material issues with regard to our compliance or noncompliance with applicable regulations, any of which could have a material adverse effect upon our competitive position, growth and financial performance. As a multinational telecommunications company, we are subject to varying degrees of regulation in each of the jurisdictions in which we provide our services. Local laws and regulations, and the interpretation of such laws and regulations, differ significantly among the jurisdictions in which we operate. Enforcement and interpretations of these laws and regulations can be unpredictable and are often subject to the informal views of government officials. Potential future regulatory, judicial, legislative, and government policy changes in jurisdictions where we operate could have a material adverse effect on us. Many regulatory actions are underway or are being contemplated by governmental agencies. For example, in connection with the promulgation of the “National Broadband Plan” announced in March 2010, in April 2010 the Federal Communications Commission (“FCC”) stated its intention to initiate dozens of new proceedings to impose new requirements, or modify existing requirements, affecting essentially all entities involved in the provision of communications services. It is impossible to predict at this time what specific rules or requirements the FCC will propose or adopt, or how any such rules or requirements would affect our business or financial results.

***The Federal Communications Commission or Congress may revise how companies like us contribute to certain federal programs that could increase our costs, reduce our profitability, or make our services less competitive in the communications marketplace.***

In the U.S., the Communications Act of 1934, as amended (the “Communications Act”), and associated FCC regulations, require that every provider of interstate telecommunications carrier contribute, on an equitable and non-discriminatory basis, to federal universal service mechanisms established by the FCC, which affects our

cost of providing services. At present, these contributions are calculated based on contributors' interstate and international revenue derived from U.S. end users for telecommunications or telecommunications services, as those terms are defined under FCC regulations. On April 21, 2010, the FCC issued certain specific new proposals regarding contributions to the universal service fund that, if adopted, could materially affect our own contributions to the fund. These new proposals would affect most of our competitors, but not all of our competitors would be affected in the same way or to the same degree as we would be. The FCC has also announced its intention to propose new rules regarding the universal service program during the fourth quarter of calendar year 2010 or the first quarter of 2011. It is impossible to predict the impact of these new proposals, if adopted, on our operations and financial results. In addition, AT&T Inc. filed a "Petition for Immediate Commission Action" on July 10, 2009, requesting that the FCC adopt a new mechanism for calculating federal universal service fund contribution that would be applicable to all contributors, including us. The specific proposal, which has been pending at the FCC for some time, is to determine contributions to the Universal Service Fund ("USF") based on "assessable telephone numbers" rather than interstate and international revenues. This AT&T proposal remains pending. We cannot predict whether the FCC will adopt this or some other contribution methodology, nor can we predict the potential impact on our business at this time. But a revised contribution methodology could increase our contribution obligation, including increasing our contribution disproportionately compared to some of our competitors. In such event, we may need to either raise the total amount of our consumer's bills, potentially making us less competitive with other providers of communications services, or reduce our profit margins.

***In the United States and Canada there is increasing regulation of Voice over Internet Protocol service offerings. Increased regulation may increase our costs, reduce our profit margins, or make our services less competitive in the communications marketplace.***

Increasingly, laws, regulations or rulings that apply to traditional telephone services are being extended to commerce and communications services that utilize Internet Protocol, including VoIP. The increasing growth of the VoIP market and popularity of VoIP products and services heighten the risk that governmental agencies will continue to increase the level of regulation applied to VoIP and the Internet.

We are unable to predict the impact, if any, that future legislation, judicial decisions or regulations concerning Internet Protocol products and services may have on our business, financial condition, and results of operations. Regulation may be targeted towards, among other things, fees, charges, surcharges, and taxation of VoIP services, liability for information retrieved from or transmitted over the Internet, online content regulation, user privacy, data protection, pricing, content, copyrights, distribution, electronic contracts and other communications, filing requirements, consumer protection, public safety issues like E911, the Communications Assistance for Law Enforcement Act ("CALEA"), the provision of online payment services, broadband residential Internet access, and the characteristics and quality of products and services, any of which could restrict our business or increase our cost of doing business. The rules that the FCC has already extended to interconnected VoIP providers include:

- Rules with respect to the use of customer proprietary network information ("CPNI") requiring VoIP providers to adhere to particular customer approval processes when using CPNI outside of pre-defined limits and when using CPNI for marketing purposes, and requiring VoIP providers to take certain steps to verify a customer's identity before releasing any CPNI over the telephone or the Internet, and to report unauthorized disclosures of CPNI.
- In April 2010, the FCC adopted a Notice of Inquiry regarding the possible establishment of a voluntary "cyber security" certification program. At present it is not possible to predict whether any new formal or informal requirements will arise from this proceeding or how any such requirements might affect our business.
- The disability access requirements of Sections 225 and 255 of the Communications Act, which have been interpreted by the FCC to require interconnected VoIP providers to contribute to the telecommunications relay services fund and offer 711 abbreviated dialing access to relay services, and

to ensure that VoIP services are accessible to persons with disabilities, if reasonably achievable. In April 2010 the FCC announced plans to adopt a further order with respect to hearing aid compatibility requirements applicable to various services. We cannot predict at this time what new requirements the FCC will establish, if any, or how any such new requirements may affect us.

- Rules requiring VoIP providers to configure VoIP networks in a manner that facilitates lawful surveillance under CALEA.
- Rules requiring VoIP providers to permit customers to retain their assigned telephone numbers when changing carriers including newly established requirements to process customer carrier changes on an expedited basis.
- Rules requiring VoIP providers to provide access to E911 emergency services on terms generally similar to those provided by traditional landline carriers.
- In April 2010, the FCC adopted a Notice of Inquiry regarding the survivability of broadband infrastructure, including in the case of damage due to natural or human-caused disasters or public emergencies.
- In April 2010, the FCC announced its intention to initiate, during the fourth quarter of calendar year 2010, a Notice of Inquiry regarding “Next Generation 911” service. It is uncertain whether the FCC will adopt specific requirements arising from these proceedings or, if it does, how and whether any such requirements will affect us.
- Rules requiring VoIP providers to pay regulatory fees based on reported interstate and international revenues, including universal service fees.

In Canada the Canadian Radio-television and Telecommunications Commission (“CRTC”) has extended rules to interconnected VoIP providers that are similar to certain of those described above for the U.S., which rules are also subject to change from time to time. In addition, the CRTC is currently conducting public proceedings on whether to recover its operating fees from all telecommunications service providers, including resellers such as us, rather than only from Canadian carriers; and on whether and how to redefine the Basic Service Objectives, for whose subsidization we and other telecom service providers are required to contribute a proportion of our Canadian telecom service revenues.

***We may become subject to increased obligations with regard to accessibility obligations for people with disabilities and we more of our service offerings may become subject to disabilities access obligations***

In October, 2010, the “Twenty-First Century Communications and Video Accessibility Act” was signed into law. The new law requires the FCC to initiate a proceeding to determine what services should be required to offer access for people with disabilities and what those accessibility requirements should entail. The FCC has initiated a rulemaking but it is the proceeding is in its infancy. At this time we cannot predict whether we will be subject to additional accessibility requirements or whether any of our service offerings that are not currently subject to disabilities access requirements will be subject to such obligations.

***Proposed future U.S. federal income tax legislation could impact the Company’s effective tax rate.***

In May 2009, President Obama’s administration announced proposed future tax legislation that could substantially modify the rules governing the U.S. taxation of certain non-U.S. subsidiaries. These potential changes include, but are not limited to: (1) limitations on the deferral of U.S. taxation of foreign earnings; (2) limitations on the ability to claim and utilize foreign tax credits; and (3) deferral of various tax deductions until non-U.S. earnings are repatriated to the U.S. Each of these proposals would be effective for taxable years beginning after December 31, 2010. Many details of the proposal remain unknown, although if any of these proposals are enacted into law they could materially impact our effective tax rate.

***The applicability of changes in tax policy to our services will increase their cost to consumers thereby decreasing our competitive price advantage over the competing alternatives available to the customer. Further, we may be subject to liabilities for past taxes, surcharges, fees, penalties and interest.***

Unlike those of our competitors who offer traditional landline or wireless services, with respect to our VoIP services, we currently do not collect or remit state or municipal taxes, fees or surcharges on the retail charges we collect from our customers, except where we have determined we are required to do so based on tax law. In some jurisdictions we also did not collect and remit 911 surcharges. In some instances, we have received inquiries or demands from state and municipalities for taxes, fees or surcharges, including, in some instances, 911 fees. Depending on the state, statute or municipal code, we have maintained that these taxes, fees, or surcharges, including 911 fees, do not apply to us. However, recent changes in the law, at the federal, state and local level, may change our legal obligations. Accordingly, some taxes, fees or surcharges, including 911 fees, could apply to us retroactively and we could be subject to penalties and interest.

***Other international governmental regulation could limit our ability to provide our services, make them more expensive and may have a material adverse impact on our competitive position, growth and financial performance.***

Our international operations are also subject to regulatory risks, including the risk that regulations in some jurisdictions will prohibit us from providing our services cost-effectively or at all, which could limit our growth. We cannot make assurances that these conditions will not have a material effect on our revenues and growth in the future. International regulatory considerations that affect or limit our business include:

- ongoing regulatory proceedings regarding efforts by Telstra in Australia to increase prices and charges and to deny access to essential facilities and services needed by us to compete;
- the ultimate outcome of the process launched by the Australian government to help fund the construction of a new national broadband network, including whether and the terms upon which (a) we will have access to such network, and (b) the duration for which the copper wire based last mile infrastructure we use to furnish broadband services using our DSLAM network infrastructure will be continued;
- a regulatory reform package recently announced by the Australian government that, if enacted, will (a) separate Telstra's retail arm from its wholesale business (via either functional or structural separation); and (b) provide the ACCC with greater powers to set access prices;
- general changes in access charges and contribution payments could adversely affect our cost of providing long-distance, wireless, broadband, VoIP, local and other services; and
- regulatory proceedings in Canada determining whether and the extent to which regulation should mandate access to networks and interconnection including intra-exchange transport services which we use to interconnect our DSLAM collocation sites and high speed access to residential and business services.

Any adverse developments implicating the foregoing could materially adversely affect our business, financial condition, result of operations and prospects.

***We may be exposed to significant liability resulting from our noncompliance with FCC orders regarding E911 services.***

FCC rules require VoIP providers interconnected to the public switched telephone network to provide E911 service in a manner similar to traditional wireline carriers. This requirement took effect as of November 2005. Like many interconnected VoIP providers, Lingo, Inc. ("Lingo"), a subsidiary of ours which sells such services, was able to meet this deadline for some but not all of its customers. We sought a waiver from the FCC asking for additional time to complete deploying our E911 service. The FCC has not yet addressed our waiver petition. As of September 30, 2010, approximately 99% of our Lingo customers were equipped with E911 service as required

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by the FCC's rules. If and to the extent that we are determined to be out of compliance with the FCC order regarding E911 services we may be subject to fines, penalties, cease and desist orders prohibiting Lingo from providing service on the federal and state levels or any combination of the foregoing.

The FCC rules also require interconnected VoIP providers to distribute stickers and labels informing customers of the limitations on their emergency services as compared with traditional landline E911 service, as well as to notify and obtain affirmative acknowledgement from customers that they are aware of those limitations. The FCC's Enforcement Bureau released an order providing that the Enforcement Bureau will not pursue enforcement against interconnected VoIP providers that have received affirmative acknowledgement from at least 90% of their subscribers. We have received affirmative acknowledgement from substantially all of our customers, and, therefore, believe that we have effectively satisfied this requirement.

***We may be exposed to significant liability based on the differences between our E911 services and those delivered by traditional providers of telephony services.***

Lingo's current E911 services, like those offered by other providers of VoIP services, are more limited than the 911 services offered by traditional wireline telephone companies. These limitations may cause significant delays, or even failures, in callers' receipt of emergency assistance. Despite the fact that we have notified our customers and received affirmative acknowledgement from substantially all of our customers that they understand the differences between the access Lingo provides to emergency services as compared to those available through traditional wireline telephony providers, affected parties may attempt to hold us responsible for any loss, damage, personal injury or death suffered as a result of certain failures to comply with the FCC mandated E911 service for interconnected VoIP providers. Our resulting liability could be significant.

In July 2008, the "New and Emerging Technologies 911 Improvement Act of 2008" was signed into law. Previously, interconnected VoIP providers, like us, did not have the same protection from potential liability as applied wireline or wireless 911 emergency calling services. This law provides public safety entities, interconnected VoIP providers and others involved in handling 911 calls the same liability protections when handling 911 calls from interconnected VoIP users as from mobile or wired telephone service users. In October 2008, the FCC issued regulations implementing the provisions of the new law that require other entities involved in the provision of E911 services to make the technical capabilities used in such services available to VoIP providers, like us, on reasonable terms. The applicability of the liability protection to 911 calling services that do not conform to the FCC's rules is unclear. Additionally, any liability associated with 911 call placement and handling prior to the enactment of this new law would not be covered. Therefore, while this law provides significant liability protection to interconnected VoIP providers such as us, we may still face significant and material liability with respect to any past, present or future failures of our E911 service to function properly.

We may be similarly exposed to liability in Canada in connection with emergency services associated with our VoIP services. A description of our regulatory obligations associated with our VoIP services in Canada is set forth under "Regulation."

***The Federal Communications Commission may impose additional E911 obligations on VoIP providers, like us, that may increase our cost, decrease our profits, or make our services less competitive with other providers of calling services.***

On June 1, 2007, the FCC released Notice of Proposed Rulemaking considering the imposition of additional E911 obligations on interconnected VoIP providers. Specifically, the FCC is considering requiring interconnected VoIP providers to determine automatically the physical location of their customer rather than allowing customers to manually register their location. Moreover, the notice includes a tentative conclusion that all interconnected VoIP service providers that allow customers to use their service in more than one location (nomadic VoIP service providers such as us) must utilize automatic location technology that meets the same accuracy standards applicable to providers of mobile phone service providers. At this time, we are unable to predict the outcome of this proceeding or its impact on us.

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In September 2010, the FCC released a Further Notice of Proposed Rulemaking seeking additional comments on a number of issues including, but not limited to, whether nomadic interconnected VoIP providers, like us, should be required to offer automatic location information of their users without customers providing location information. The FCC also seeks comment on how far it can extend E911 obligations to other type of companies including device manufacturers, software developers and others. At this time we cannot predict the outcome of this proceeding nor can we predict its potential impact on our business.

***The rates we pay to interconnected telecommunications carriers in the U.S. may increase, which may reduce our profitability or increase the retail price of our service.***

The FCC is considering reform of the methodology that regulated telecommunications carriers use to determine the appropriate payments for the exchange of traffic that is necessary to complete telephone calls to the traditional telephone network. In April 2010 the FCC announced its intention to issue a ruling, during the third quarter of calendar year 2010, clarifying network operators' interconnection obligations. The FCC also announced its intention to issue, during the fourth quarter of calendar year 2010, proposed new rules governing the payments carriers make and receive in connection with the exchange of telecommunications traffic. The result of these actions, as well as any action the FCC may take in currently pending proceedings bearing on these issues, may be an increase in the rates we pay to such carriers to send traffic to or receive traffic from the traditional telephone network, which would increase our costs. Such a cost increase may result in us increasing the retail price of our service, which may make us less competitive in the communications marketplace, or may reduce our profitability. We cannot predict the outcome of this proceeding.

***We may not be able to comply with recent FCC requirements regarding the transfer of telephone numbers to other providers when customers change providers.***

In 2008, the FCC clarified that interconnected VoIP providers, such as us, are subject to its rules regarding transferring the telephone numbers of customers that choose to obtain service from other providers, including both interconnected VoIP providers and traditional carriers. In 2009, the FCC released an order that reduces the amount of time within which voice service providers must transfer a telephone number to a new provider. We, along with other VoIP providers, are now required to transfer telephone numbers in the shortened timeframe. We rely on our underlying, third party carriers to comply with these rules. Our third party, underlying carriers are currently in compliance with the FCC's rules and we expect that they will remain in compliance. But should our underlying carriers fail to comply with the FCC rules, we may be subject to fines, penalties, or cease and desist orders.

***The FCC or federal courts may allow states in the U.S. to subject our service to state universal service fund obligations.***

Several states have attempted to require nomadic interconnected VoIP providers to contribute to state universal service funds. One state, Nebraska, engaged in litigation with a provider of interconnected VoIP services similar to ours. The U.S. District Court for Nebraska issued a preliminary injunction on March 3, 2008, finding that the Nebraska Public Service Commission did not have jurisdiction to require universal service fund contributions from nomadic interconnected VoIP providers. A panel of the U.S. Circuit Court of Appeals for the Eighth Circuit affirmed the U.S. District court ruling on May 1, 2009. Subsequently, the Nebraska Public Service Commission requested a rehearing that the Court denied on June 5, 2009. On the basis of this litigation, we do not believe that existing law allows states to subject us to state universal service fund contribution obligations.

On July 16, 2009, Kansas and Nebraska filed a petition with the FCC requesting a declaratory ruling that states are not preempted from requiring nomadic interconnected VoIP providers to contribute to state universal service funds. The petition also seeks a retroactive ruling finding that states have been able to collect such contributions for a time period that is not clearly defined in the petition. We also cannot predict whether other states will attempt to collect state USF fees retroactively should the FCC grant the relief sought in the petition. If

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we were required to pay retroactively into state-level universal service funds, that could have a material negative impact on our earnings. Moreover, allowing states to collect state USF may also result in increased state regulation of our service increasing the costs associated with our service offering that may result in either low profits or a less competitively priced service. Typically, state USF fees would be passed-through to consumers. But if we are subject to retroactive state USF we would likely not have the ability to collect such fees from our customers. At this time, we cannot predict the outcome of this proceeding nor its impact on our business.

### ***We may become subject to state regulation for certain service offerings***

A number of states have adopted the position that offerings by VoIP companies like us are subject to state regulation. These states generally base their jurisdiction to regulate such offerings based on whether a VoIP company is able to determine the beginning and end points of communications and whether such communications occur entirely within the boundaries of the respective state. We believe that the Federal Communications Commission has preempted states from regulating VoIP offerings. We cannot predict how this issue will be resolved nor its impact on our business at this time but we could be subject to increased costs, reduced profitability, and fines or penalties.

### ***We require access to the Internet by us and our users in order to offer our services. If Internet access providers or other companies involved in handling Internet traffic are able to block, degrade or charge us so that we can offer quality services, we could incur additional costs or lose customers.***

Our service offerings require that customers have access to broadband Internet access at a sufficient bandwidth in order to support call quality and other related services. We and our customers rely on service providers that have significant market power in the broadband Internet access marketplace including incumbent providers of wireline telephone services, cable companies and wireless companies. It is possible that some of these providers could take measures to degrade or disrupt our services, or increase the cost to us or our users to obtain access to certain levels of bandwidth necessary to make our service offerings. The FCC's jurisdiction to prohibit or regulate these activities is unclear due to a recent ruling of the United States Court of Appeals for the D.C. Circuit. While interference with access to our products and services seems unlikely such broadband Internet access provider interference has occurred, in very limited circumstances in the U.S., and could result in a loss of existing users and increased costs, and could impair our ability to attract new users, thereby harming our revenue and growth.

### ***We are subject to the requirements of the Federal Trade Commission's new "Red Flag" identity theft rules.***

We must comply with Section 114 of the Fair and Accurate Credit Transactions Act of 2003 ("FACTA") and rules of the Federal Trade Commission ("FTC") that require "creditors" to develop and effectuate written internal programs to detect, prevent, and mitigate identity theft in connection with their accounts. The rules are scheduled to become effective on December 31, 2010, and we likely would be deemed to be a "creditor" as defined in the FACTA. We are taking steps to ensure compliance with the FTC's rules, but if and to the extent that we are determined to be out of compliance with the rules we may be subject to fines, penalties, compliance orders or any combination of the foregoing.

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**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. (REMOVED AND RESERVED)**

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

(a) Exhibits (see index)



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED

Date: November 15, 2010

By: \_\_\_\_\_ /s/ JAMES C. KEELEY  
James C. Keeley  
Vice President – Corporate Controller and Acting Chief Financial Officer  
(Principal Accounting Officer)

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated November 11, 2010 (the “Merger”) by and among Primus Telecommunications Group, Incorporated, a Delaware corporation (“Group”), PTG Investments, Inc., a Delaware corporation and a direct wholly owned subsidiary of Group, and Arbinet Corporation, a Delaware corporation (“Arbinet”). <sup>(1)</sup>
3.1	Amended and Restated By-laws, as amended, of Primus Telecommunications Group, Incorporated <sup>(2)</sup>
10.1	Employment Agreement of Peter D. Aquino, dated as of October 12, 2010 <sup>(3)</sup>
10.2	Restricted Stock Agreement of Peter D. Aquino, dated as of October 12, 2010 <sup>(3)</sup>
10.3	Termination Agreement dated September 17, 2010 by and between Thomas R. Kloster and Primus Telecommunications Group, Incorporated and Primus Telecommunications, Inc. <sup>(4)</sup>
10.4	Agreement for Professional Services dated September 17, 2010 by and between Primus Telecommunications Group, Incorporated and Thomas R. Kloster <sup>(5)</sup>
10.5	Termination Agreement dated October 6, 2010 by and between K. Paul Singh and Primus Telecommunications Group, Incorporated and Primus Telecommunications, Inc <sup>(6)</sup>
99.1	Group Shareholder Support Agreement concerning the Merger. <sup>(1)</sup>
31	Certifications
32	Certifications*

<sup>(1)</sup> Incorporated by reference to Exhibits 2.1 and 99.1 to Group’s 8-K filed with the SEC on November 12, 2010.

<sup>(2)</sup> Incorporated by reference to Exhibit 3.1 filed as an exhibit to Group’s Form 8-K filed with the SEC on November 10, 2010

<sup>(3)</sup> Incorporated by reference to the same Exhibit number filed as an exhibit to Group’s Form 8-K filed with the SEC on October 13, 2010

<sup>(4)</sup> Incorporated by reference to Exhibit 10.1 filed as an exhibit to Group’s Form 8-K filed with the SEC on September 23, 2010

<sup>(5)</sup> Incorporated by reference to Exhibit 10.2 filed as an exhibit to Group’s Form 8-K filed with the SEC on September 23, 2010

<sup>(6)</sup> Incorporated by reference to Exhibit 10.1 filed as an exhibit to Group’s Form 8-K filed with the SEC on October 8, 2010

\* This certification is being “furnished” and will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act (15 U.S.C. 78r) and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the registrant specifically incorporates it by reference.

## CERTIFICATIONS

I, Peter D. Aquino, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Primus Telecommunications Group, Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15f and 15d-15f) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusion about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: November 15, 2010

By: \_\_\_\_\_ /s/ PETER D. AQUINO

Name:

**Peter D. Aquino**

Title:

**President, Chairman, Chief Executive Officer  
(Principal Executive Officer)**

## CERTIFICATIONS

I, James C. Keeley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Primus Telecommunications Group, Incorporated;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15f and 15d-15f) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusion about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: November 15, 2010

By: \_\_\_\_\_ /s/ JAMES C. KEELEY  
Name: **James C. Keeley**  
Title: **Vice President – Corporate Controller and  
Acting Chief Financial Officer  
(Principal Financial Officer)**

**CERTIFICATION**

Pursuant to Section 906 of the Public Company Accounting Reform and Investor Protection Act of 2002 (18 U.S.C. § 1350, as adopted), Peter D. Aquino, the Chief Executive Officer of Primus Telecommunications Group, Incorporated (the "Company"), and James C. Keeley, the acting Chief Financial Officer of the Company, each hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended September 30, 2010, to which this Certification is attached as Exhibit 32 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition of the Company at the end of the period covered by the Periodic Report and results of operations of the Company for the period covered by the Periodic Report.

Dated: November 15, 2010

/s/ PETER D. AQUINO

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**Peter D. Aquino**  
**President, Chairman, Chief Executive Officer**  
**(Principal Executive Officer) and Director**

/s/ JAMES C. KEELEY

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**James C. Keeley**  
**Vice President – Corporate Controller and**  
**Acting Chief Financial Officer**  
**(Principal Financial Officer)**