Subject Company: Arbinet Corporation Commission File No.: 000-51063



# Third Quarter 2010 Earnings Conference Call November 16, 2010

## Safe Harbor

### Important Information and Where to Find It

In connection with the proposed merger, Primus Telecommunications Group, Incorporated ("Primus") will file with the Securities and Exchange Commission ("SEC") a Registration Statement on Form S-4 that will include a preliminary proxy statement of Primus and Arbinet Corporation ("Arbinet") that also constitutes a preliminary prospectus of Primus. A definitive joint proxy statement/prospectus will be sent to security holders of both Arbinet and Primus seeking their approval with respect to the proposed merger. Primus and Arbinet also plan to file other documents with the SEC regarding the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when it becomes available) and other documents filed by Primus and Arbinet with the SEC, without charge, at the SEC's web site at www.sec.gov. Copies of the joint proxy statement/prospectus, once available, and each company's SEC filings that will be incorporated by reference in the joint proxy statement/prospectus may also be obtained for free by directing a request to: (i) Primus 703-748-8050, or (ii) Arbinet (Andrea Rose/Jed Repko Joele Frank, Wilkinson Brimmer Katcher (212) 355-4449).

#### Participants in the Solicitation

Arbinet, Primus, and their respective directors, executive officers and other members of their management and employees may be deemed to be "participants" in the solicitation of proxies from their respective security holders in connection with the proposed merger. Investors and security holders may obtain information regarding the names, affiliations and interests of Primus's directors, executive officers and other members of its management and employees in Primus's Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the SEC on April 5, 2010, and amended in a Form 10-K/A filed with the SEC on April 28, 2010, Primus's proxy statement for its 2010 annual meeting, which was filed with the SEC on June 14, 2010, and any subsequent statements of changes in beneficial ownership on file with the SEC. Investors and security holders may obtain information regarding the names, affiliations and interests of Arbinet's directors, executive officers and other members of their management and employees in Arbinet's Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the SEC on March 17, 2010, Arbinet's proxy statement for its 2010 annual meeting, which was filed with the SEC on Agril 30, 2010, and any subsequent statements of changes in beneficial ownership on file with the SEC. These documents can be obtained free of charge from the sources listed above. Additional information regarding the interests of these individuals will also be included in the joint proxy statement/prospectus regarding the proposed transaction when it becomes

#### Forward-Looking Statements

This document and related verbal statements include "forward-looking statements" as defined by the Securities and Exchange Commission. All statements, other than statements of historical fact, included herein that address activities, events or developments that Arbinet or Primus expects, believes or anticipates will or may occur in the future, including anticipated benefits and other aspects of the proposed merger, are forward-looking statements. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially. Risks and uncertainties that could affect forward-looking statements include, but are not limited to, the following: the risk that the acquisition of Arbinet may not be consummated for reasons including that the conditions precedent to the completion of the acquisition may not be satisfied; the possibility that the expected synergies from the proposed merger will not be realized, or will not be realized within the anticipated time period; the risk that Primus's and Arbinet's businesses will not be integrated successfully; the possibility of disruption from the merger making it more difficult to maintain business and operational relationships; any actions taken by either of the companies, including, but not limited to, restructuring or strategic initiatives (including capital investments or asset acquisitions or dispositions); the ability to service substantial indebtedness; the risk factors or uncertainties described from time to time in Arbinet's filings with the Securities and Exchange Commission; and the risk factors or uncertainties described from time to time in Primus's filings with the Securities and Exchange Commission (including, among others, those listed under captions titled "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Short- and Long-Term Liquidity Considerations and Risks;" "— Special Note Regarding Forward-Looking Statements;" and "Risk Factors" in Primus'



# Q3 and YTD 2010 Highlights

	Quarter ended			YTD			
(US\$ 000s)	<b>Q309</b>	Q310	Change	<b>Q309</b>	Q310	Change	
Revenue	\$194.9	\$188.2	(\$6.7)	\$560.2	\$575.8	\$15.6	
Gross Margin	68.1	67.3	(8.0)	196.4	209.0	12.6	
Gross Margin %	34.9%	35.8%	0.9%	35.1%	36.3%	1.2%	
Adjusted EBITDA <sup>(1)</sup> EBITDA %	\$21.2 10.9%	\$20.0 10.6%	(\$1.2) -0.3%	\$60.7 10.8%	\$65.7 11.4%	\$5.1 0.6%	
Capex	3.9	6.4	2.5	9.5	16.7	7.2	
Free Cash Flow <sup>(2)</sup>	9.1	14.5	5.4	30.3	20.3	(10.0)	
Cash Balance	\$41.9	\$49.6	\$7.7	\$41.9	\$49.6	\$7.7	

Notes:

All results of operations exclude Discontinued Operations and severance unless otherwise specified.

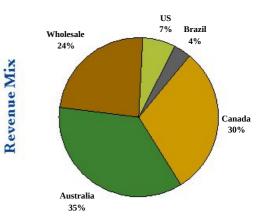
1. EBITDA excludes impact of severance expenses, \$4.2 million in Q310 and \$1.8 million in Q110 and is a non-GAAP financial measure. Definitions and reconciliations between non-GAAP measures and relevant GAAP measures are available in the Appendix and in the Company's periodic SEC filings.

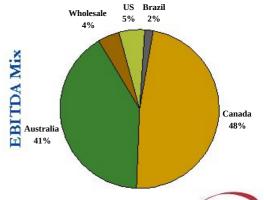
2. Free Cash Flow is defined as Cash Flow from Operating Activities less Capital Expenditures.



# The Primus Portfolio –Sum of the Parts

	YTD Q310					
		A 11 1		Adjusted		
		Adjusted		EBITDA		
(US\$ 000s)	Revenue	EBITDA <sup>(1)</sup>	Capex	less Capex		
Canada	\$172.4	\$34.9	\$7.3	\$27.6		
Australia	205.7	29.8	7.6	22.2		
Global Wholesale	137.6	3.2	0.1	3.1		
Sub-Total	\$515.7	\$67.9	\$15.0	\$52.9		
US Retail	\$38.8	\$4.1	\$0.8	\$3.3		
Brazil	21.3	1.3	0.8	0.4		
Corporate / India	-	(7.6)	-	(7.6)		
Total before						
<b>Discontinued Operations</b>	<b>\$575.8</b>	<b>\$65.7</b>	<b>\$16.7</b>	\$49.0		
Discontinued Operations	36.4	(0.4)	0.3	(8.0)		
Severance	<u>-</u>	(6.1)		(6.1)		
Total	\$612.2	<u>\$59.2</u>	\$17.1	\$42.2		





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Notes:
1. A non-GAAP financial measure. Definitions and reconciliations between non-GAAP measures and relevant GAAP measures are available in the Appendix and in the Company's periodic SEC filings.

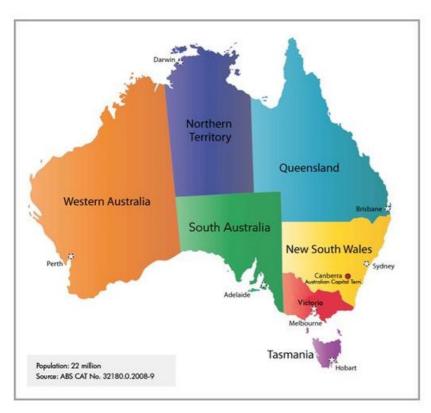
# Primus Canada Highlights



- Headquartered in Toronto, Ontario
- C\$240M revenue in annualized revenue
- 800 employees
- Data centers and sales offices in BC, Alberta, and Ontario
- 450K customers across the country
- 70 DSLAMs(primarily in Ontario & Quebec)
- Provide on-net equal access to ~90% of population
- Call centers in Ontario (Ottawa) and New Brunswick



# Primus Australia Highlights



- Headquartered in Melbourne
- A\$305 million in annualized revenue
- 575 employees
- 3 Data Centers in Melbourne and Sydney
- Offices in Melbourne, Sydney, Adelaide, Brisbane and Perth
- 250K customers located in all territories
- 5 carrier-grade voice switches and 66 points of interconnect
- 281 DSLAMsprimarily in major cities and surrounding suburbs
- Central business district metro fiber in Sydney and Melbourne



## Global Wholesale Services

YTD Q310 Annualized **Combined PRIMUS Before** (all figures in millions and annualized, except customers) Carrier **Arbinet Synergies** Revenue<sup>(1)</sup> \$183.4 \$330.0 \$513.4 Gross Margin<sup>(1)</sup> \$25.0 \$35.8 \$10.8 Gross Margin % 7.0% 5.9% 7.6% Customers 262 1,237 Minutes of Use 4,340 12,667

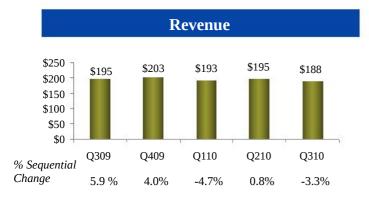
(1) Revenue and Gross Margin are presented net of Bad Debt allowance.

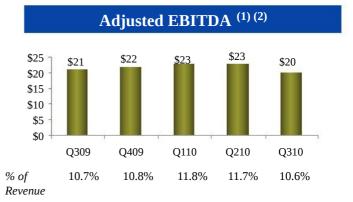
## **Key Combination Considerations:**

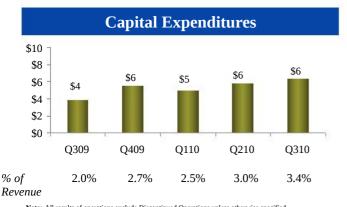
- Increased scale in carrier services market
- Benefits of thexchange <sup>™</sup> Arbinet's world-class telecommunication strading platform
- Added products and services and enhanced access to certain international routes
- Complementary market presence
- Synergy potential of \$3 million to \$7 million (when fully integrated)
- Consolidation benefits for network and facilities

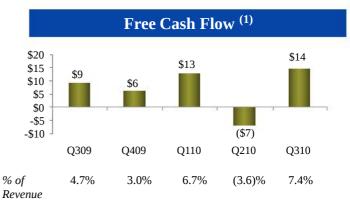


# Financial Summary









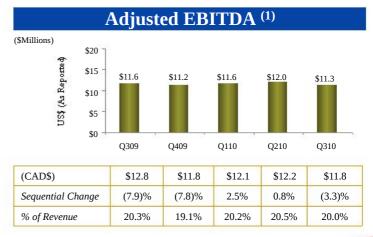
Note: All results of operations exclude Discontinued Operations unless otherwise specified.
(1) A non-GAAP financial measure. Definitions and reconciliations between non-GAAP measures and relevant GAAP measures are available in the Appendix and in the Company's periodic SEC filings.
(2) Adjusted EBITDA excludes impact of severance charges in Q109 (\$1.8 million) and Q310 (\$4.2 million).



# Canada Overview

- Most profitable business unit in the portfolio
- Stable EBITDA averaging 20% of net revenue despite declining revenues
- 40% and 7% growth yearover-year in Hosted IP/PBX and data center revenues, respectively
- Effective cost controls helped offset the impact of declining revenues on EBITDA and free cash flow

### 



(1) A non-GAAP financial measure. Definitions and reconciliations between non-GAAP measures and relevant GAAP measures are available in the Appendix and in the Company's periodic SEC filings



Australia Overview

- Stable revenue stream
- Declining residential revenue replaced by higher margin business revenue
- 46% growth year-over-year in data center revenues and 6% growth for business revenues in aggregate
- Adjusted EBITDA of 13.2% of net revenue in Q310 versus 12.9% in Q309

## **Net Revenue**



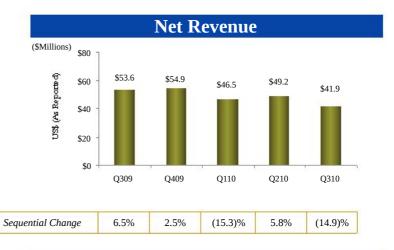
#### Adjusted EBITDA (1) (\$Millions) \$14 \$11.6 US\$ (As Reported) \$12 \$9.0 \$10 \$9.1 \$8 \$6 \$4 Q309 Q409 Q110 Q210 Q310 \$10.3 (AUS\$) \$9.8 \$9.7 \$12.9 \$10.0 Sequential Change (10.1)%(1.0)%33.0% (20.2)% (2.9)%13.5% 12.9% 12.8% 16.6% 13.2% % of Revenue

(1) A non-GAAP financial measure. Definitions and reconciliations between non-GAAP measures and relevant GAAP measures are available in the Appendix and in the Company's periodic SEC filings



# Global Wholesale Overview

- Gross margins, as a percentage of net revenue, improved 110 basis points to 5.2% in Q310 versus Q309 as we focused on higher margin US domestic terminations
- Summer seasonality in Europe had expected effect on quarterly traffic
- Focus on profitability vs.
   Revenue drove decision to prune less profitable traffic





 $(1) \quad A \ non-GAAP \ financial \ measure. \ Gross \ Margin \ \% \ is defined \ as \ Net \ Revenue \ less costs \ of \ revenue \ divided \ by \ Net \ Revenue.$ 



# Primus' Other Businesses

## **United States:**

- Net Revenue for the quarter decreased \$4.1 million year over year to \$12.1 million
- Adjusted EBITDA for the quarter decreased \$1.6 million year over to \$0.9 million

### **Brazil:**

- Net Revenue for the quarter increased BRR 8.2 million year over year to BRR 15.9 million
- Adjusted EBITDA for the quarter remained flat year over year as the significant increase in revenue was derived from low-margin reseller voice services

## **Europe Retail:**

- All European retail operations classified as "Discontinued Operations" the financial statements
- \$6.2 million (non-cash) impairment charge for goodwill and long-lived assets, primarily intangibles established as part of fresh start accounting
- Adjusted EBITDA of (€2K) and (€71K) for the third quarters 2010 and 2009, respectively

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# Foreign Currency Effects

Average Exchange Rate to US\$

	Q309	Q409	Q110	Q210	Q310	As of 11/15/10
AUD \$	0.8323	0.9087	0.9036	0.8835	0.9023	0.9900
CAN \$	0.9097	0.9460	0.9602	0.9731	0.9617	0.9900
BRR	0.5335	0.5728	0.5536	0.5559	.5688	0.5800

- More than 80% of revenue generated outside US
- Natural in-country currency hedge
  - □ Revenue and costs are largely denominated in each country's local currency
- Impact of currency fluctuations driven by US dollar remittances from foreign units to service debt



# **Balance Sheet**

(\$US Millions)

- Cash balance of \$49.6 million at September 30, 2010
- Principal amount of total debt at 9/30/10 was \$245.9
   million compared to \$246.3 million at 6/30/10
- Improving leverage ratios

_	Q309	Q409	Q110	Q210	Q310
Total Debt / LTM Adjusted EBITDA	3.30x	3.15x	2.99x	2.79x	2.81x
Net Debt / LTM Adjusted EBITDA	2.76x	2.63x	2.38x	2.40x	2.24x
Interest Coverage Ratio	2.50x	1.77x	2.45x	2.69x	2.31x

Note: All results of operations exclude Discontinued Operations and severance unless otherwise specified.

<sup>(1)</sup> A non-GAAP financial measure. Definitions and reconciliations between non-GAAP measures and relevant GAAP measures are available in the Appendix and in the Company's periodic SEC filings.

## Non-GAAP Measures

	Three Mon	ths Th	Three Months		Three Months	
	Ended	Ended Ended			Ended	
	September	tember 30, June 30,		Sep	September 30,	
	2010	_# # <u>_</u>	2010		2009	
NET INCOME (LOSS) ATTRIBUTABLE TO						
PRIMUS TELECOMMUNICATIONS GROUP, INCORPORA	ΓED\$ 5,0	80 \$	(13,038)	\$	2,165	
Reorganization items, net	-		-		307	
Share-based compensation expense	(1	12)	117		307	
Depreciation and amortization	13,6	41	18,194		18,740	
(Gain) loss on sale or disposal of assets	-		(189)		36	
Interest expense	8,6	02	8,733		8,747	
Accretion (amortization) on debt premium/discount, net	4	16	45		-	
(Gain) loss on early extinguishment of debt	-		(164)		-	
Interest and other (income) expense	(2	54)	(153)		(160)	
(Gain) loss from Contingent Value Rights valuation	(3	33)	382		4,229	
Foreign currency transaction (gain) loss	(14,0	06)	9,623		(13,448)	
Income tax (benefit) expense	(3,2	38)	(1,883)		(2,121)	
Income (expense) attributable to the non-controlling interest	7	74	(106)		210	
(Income) loss from discontinued operations,						
net of tax	5,4	64	1,528		2,110	
(Gain) loss from sale of discontinued operations,						
net of tax	38	39	(193)		110	
ADJUSTED EBITDA	\$ 15,7	53 <u>\$</u>	22,896	\$	21,232	
NET CASH PROVIDED BY (USED IN)						
OPERATING ACTIVITIES BEFORE REORGANIZATION ITE	MS\$ 20,8	65 \$	(1,140)	\$	12,992	
Net cash used in purchase of property						
and equipment	(6,4	10)	(5,824)	_	(3,886)	
FREE CASH FLOW	\$ 14,4	55 <u>\$</u>	(6,964)	\$	9,106	
	455	- 100 A			77	

#### Adjusted EBITDA

Adjusted EBITDA, as defined by us, consists of net income (loss) before reorganization items, net, share-based compensation expense, depreciation and amortization, asset impairment expense, gain (loss) on sale or disposal of assets, interest expense, amortization or accretion on debt discount or premium, gain (loss) on early extinguishment or restructuring of debt, interest income and other income (expense), gain (loss) from contingent value rights valuation, foreign currency transaction gain (loss), income tax benefit (expense), income (expense) attributable to the non-controlling interest, income (loss) from discontinued operations, net of tax, and income (loss) from sale of discontinued operations, net of tax. Our definition of Adjusted EBITDA may not be similar to Adjusted EBITDA measures presented by other companies, is not a measurement under generally accepted accounting principles in the United States, and should be considered in addition to, but not as a substitute for, the information contained in our statements of operations.

We believe Adjusted EBITDA is an important performance measurement for our investors because it gives them a metric to analyze our results exclusive of certain noncash items and items which do not directly correlate to our business of selling and provisioning telecommunications services. We believe Adjusted EBITDA provides further insight into our current performance and period to period performance on a qualitative basis and is a measure that we use to evaluate our results and performance of our management team.

#### Free Cash Floy

Free Cash Flow, as defined by us, consists of net cash provided by (used in) operating activities before reorganization items less net cash used in the purchase of property and equipment. Free Cash Flow, as defined above, may not be similar to Free Cash Flow measures presented by other companies, is not a measurement under generally accepted accounting principles in the United States, and should be considered in addition to, but not as a substitute for, the information contained in our consolidated statements of cash flows.

We believe Free Cash Flow provides a measure of our ability, after purchases of capital and other investments in our infrastructure, to meet scheduled debt principal payments. We use Free Cash Flow to monitor the impact of our operations on our cash reserves and our ability to generate sufficient cash flow to fund our scheduled debt maturities and other financing activities, including discretionary refinancings and retirements of debt. Because Free Cash Flow represents the amount of cash generated or used in operating activities less amounts used in the purchase of property and equipment before deductions for scheduled debt maturities and other fixed obligations (such as capital leases, vendor financing and other long-term obligations), you should not use it as a measure of the amount of cash available for discretionary expenditures.

Note: All results of operations excluded Discontinued Operations unless otherwise specified

