

United States Bankruptcy Court District of Delaware	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): Primus Telecommunications Group, Incorporated	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 54-1708481	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 7901 Jones Branch Drive, Suite 900 McLean, VA <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 22102</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Fairfax County	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE

<p style="text-align: center;">Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p style="text-align: center;">Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p style="text-align: center;">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p style="text-align: center;">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p style="text-align: center;">Nature of Debts (Check one box.)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p style="text-align: center;">Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p style="text-align: center;">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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<p>Statistical/Administrative Information</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p> <p>Estimated Number of Creditors</p> <p><input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000</p> <p>Estimated Assets</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p> <p>Estimated Liabilities</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s):
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor: See Attached Annex A	Case Number:	Date Filed:
District: District of Delaware	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X  _____

Signature of Attorney for Debtor(s)

Eric M. Davis

Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate, Meagher & Flom LLP

Firm Name

One Rodney Square P.O. Box 636

Address Wilmington, DE 19899

Telephone Number

(302) 651-3000

Date

3/16/09

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.


If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  _____

Signature of Authorized Individual

John F. DePodesta

Printed Name of Authorized Individual

Executive Vice President and Secretary

Title of Authorized Individual

Date

3/16/09

ANNEX A – AFFILIATED DEBTORS

On the date hereof, the following affiliated entities, including the Debtor, filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware:

1. Primus Telecommunications Group, Incorporated
2. Primus Telecommunications Holding, Inc.
3. Primus Telecommunications IHC, Inc.
4. Primus Telecommunications International, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

 In re:) Case No. __-____ (____)
)
 PRIMUS TELECOMMUNICATIONS GROUP,) Chapter 11
 INCORPORATED, et al.,)
) Joint Administration Pending
 Debtors.¹)
)

**CONSOLIDATED LIST OF CREDITORS HOLDING
20 LARGEST UNSECURED CLAIMS**

This list contains creditors holding the largest unsecured claims against the above-captioned debtors (the "Debtors") as of approximately March 10, 2009. This list has been prepared on a consolidated basis, based upon the books and records of the Debtors that have commenced chapter 11 cases in this Court. The Debtors believe that this list is representative of the largest creditors of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest unsecured claims.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
8.00% Senior Notes US Bank 100 Wall Street Suite 1600 New York, NY 10005 (212) 361-6187	William Keenan Vice President U.S. Bank Trust National Association 100 Wall Street - Suite 1600 New York, New York 10005 (212) 361-6187	Notes		\$186,000,000
3.75% Senior Convertible Notes US Bank 100 Wall Street Suite 1600 New York, NY 10005 (212) 361-6187	William Keenan Vice President U.S. Bank Trust National Association 100 Wall Street - Suite 1600 New York, New York 10005 (212) 361-6187	Notes		\$34,200,000

¹ The Debtors consist of: Primus Telecommunications Group, Incorporated; Primus Telecommunications Holding, Inc.; Primus Telecommunications IHC, Inc.; and Primus Telecommunications International, Inc.

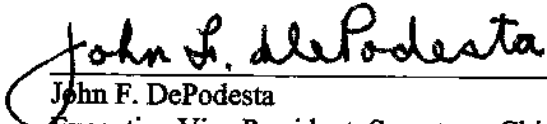
(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
5.00% Exchangeable Notes US Bank 100 Wall Street Suite 1600 New York, NY 10005 (212) 361-6187	William Keenan Vice President U.S. Bank Trust National Association 100 Wall Street - Suite 1600 New York, New York 10005 (212) 361-6187	Notes		\$23,369,000
12.75% Senior Notes US Bank 100 Wall Street Suite 1600 New York, NY 10005 (212) 361-6187	William Keenan Vice President U.S. Bank Trust National Association 100 Wall Street - Suite 1600 New York, New York 10005 (212) 361-6187	Notes		\$14,186,000
8% Step-Up Debentures US Bank 100 Wall Street Suite 1600 New York, NY 10005 (212) 361-6187	William Keenan Vice President U.S. Bank Trust National Association 100 Wall Street - Suite 1600 New York, New York 10005 (212) 361-6187	Notes		\$8,641,000
Southpaw Asset Management LP 4 Greenwich Office Park Greenwich, CT 06831	General Counsel Southpaw Asset Management LP 4 Greenwich Office Park Greenwich, CT 06831	Bonds		Unknown
Wilfrid Aubrey LLC 29 West 19th Street, 3rd Floor New York, NY 10011-4204	General Counsel Wilfrid Aubrey LLC 29 West 19th Street, 3rd Floor New York, NY 10011-4204	Bonds		Unknown
Grant Peck 7331 S. Meadow Ct. Boulder, CO 80301	Grant Peck 7331 S. Meadow Ct. Boulder, CO 80301	Bonds		Unknown
Quattro Global Capital, LLC 546 Fifth Avenue, 19th Floor New York, NY 10036	General Counsel Quattro Global Capital, LLC 546 Fifth Avenue, 19th Floor New York, NY 10036	Bonds		Unknown
Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, NY 10019	General Counsel Highbridge Capital Management, LLC 9 West 57th Street, 27th Floor New York, NY 10019	Bonds		Unknown
J.P. Morgan Securities Inc. 270 Park Ave. New York, NY 10017-2014	General Counsel J.P. Morgan Securities Inc. 270 Park Ave. New York, NY 10017-2014	Bonds		Unknown

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S ¹	(5) AMOUNT OF CLAIM (if secured also state value of security)
Remus Holdings, LLC & Affiliates 2200 Fletcher Avenue Fort Lee, NJ 07024	General Counsel Remus Holdings, LLC & Affiliates 2200 Fletcher Avenue Fort Lee, NJ 07024	Bonds		Unknown
Archer Capital Master Fund L.P. 570 Lexington Ave, 40 th Floor New York, NY 10022	General Counsel Archer Capital Master Fund L.P. 570 Lexington Ave, 40 th Floor New York, NY 10022	Bonds		Unknown
Catalyst Credit Opportunity Master Fund Ltd. 767 Third Avenue 32 nd Floor New York, NY 10017	General Counsel Catalyst Credit Opportunity Master Fund Ltd. 767 Third Avenue 32 nd Floor New York, NY 10017	Bonds		Unknown
Catalyst Fund L.P. 767 Third Avenue 32 nd Floor New York, NY 10017	General Counsel Catalyst Fund L.P. 767 Third Avenue 32 nd Floor New York, NY 10017	Bonds		Unknown
Phoenix Investment Adviser The Graybar Building 420 Lexington Avenue Suite 2225 New York, NY 10170	General Counsel Phoenix Investment Adviser The Graybar Building 420 Lexington Avenue Suite 2225 New York, NY 10170	Bonds		Unknown
Deloitte & Touche(GA) Deloitte Financial Advisory (IL) 13943 Collections Center Chicago, IL 60693-3763	General Counsel Deloitte Financial Advisory 13943 Collections Center Chicago, IL 60693-3763	Professional Services		\$140,246.00
PricewaterhouseCoopers PO Box 7247-8001 Philadelphia, PA 19170	General Counsel PricewaterhouseCoopers PO Box 7247-8001 Philadelphia, PA 19170	Professional Services		\$65,554.00
Deloitte Tax P.O. Box 2079 Carol Stream, IL 60132-2079	General Counsel Deloitte Tax P.O. Box 2079 Carol Stream, IL 60132-2079	Professional Services		\$24,796.00
Deloitte & Touche P.O. Box 7247-6446 Philadelphia, PA 19170-6446	General Counsel Deloitte & Touche P.O. Box 7247-6446 Philadelphia, PA 19170-6446	Professional Services		\$13,759.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, John F. DePodesta, Executive Vice President, Secretary, Chief Legal Officer, and Chief Corporate Development Officer, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: March 16, 2009



John F. DePodesta
Executive Vice President, Secretary, Chief
Legal Officer and Chief Corporate
Development Officer

**CERTIFICATE AS TO RESOLUTIONS
ADOPTED BY THE BOARD OF DIRECTORS OF
PRIMUS TELECOMMUNICATIONS GROUP, INCORPORATED**

The undersigned, John F. DePodesta, being the duly appointed Executive Vice President, Secretary, Chief Legal Officer, and Chief Corporate Development Officer of Primus Telecommunications Group, Incorporated, a Delaware corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company (the "Board") at a special meeting of the Board held on March 15, 2009 and that such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED, that, in the judgment of the Board of Directors (the "Board") of Primus Telecommunications Group Incorporated, a Delaware corporation (the "Company"), it is desirable and in the best interests of the Company, its creditors, its shareholders and other interested parties that a petition be filed by the Company in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor-in-possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED, that each of the officers of the Company, including, without limitation, the Chief Executive Officer, the President, the Executive Vice President, the Vice Presidents, the Chief Financial Officer, the Chief Legal Officer, the Chief Corporate Development Officer, the Secretary and the Assistant Secretary (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of the Company, to execute and verify a petition in the name of the Company under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Officer executing said petition on behalf of the Company shall determine; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to execute, verify and/or file or cause to be filed and/or executed or verified (or to direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary, proper or desirable in connection with the chapter 11 case, including any and all action necessary, proper or desirable in connection with obtaining debtor-in-possession financing; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Company under chapter 11 of

the Bankruptcy Code or in connection with the chapter 11 case or any matter related thereto, including in connection with debtor-in-possession financing as described to the Board, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Company in connection with the chapter 11 case and any other related matters in connection therewith on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the firm of CRT Investment Banking LLC be, and hereby is, employed as financial advisor and investment banker for the Company in connection with the chapter 11 case and any other related matters in connection therewith on such terms as any Authorized Officer shall approve; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of, and in the name of the Company, to retain such other professionals on such terms as they deem appropriate during the course of the chapter 11 case; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case or any matter related thereto, including, without limit, in connection with the debtor-in-possession financing, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of, and in the name of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further shareholder, director or member consents in respect of Primus Telecommunications Holding, Inc., Primus Telecommunications IHC, Inc. and Primus Telecommunications International, Inc. as necessary to effectuate the seeking of relief under chapter 11 of the Bankruptcy Code with respect to each such subsidiary; and it is further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of, and in the name of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further shareholder, director or member consents in respect of each of the Company's other subsidiaries to effectuate the seeking of relief under chapter 11 of the Bankruptcy Code with respect to each such subsidiary as in their judgment shall be necessary, appropriate or advisable; and it is further

RESOLVED, that any person dealing with any Authorized Officer in connection with any of the foregoing matters shall be conclusively entitled to rely upon the authority of such Authorized Officer and by such Authorized Officer's execution of any instrument, certificate, notice or document, the same shall be a valid and binding obligation of the Company enforceable in accordance with its terms; and it is further

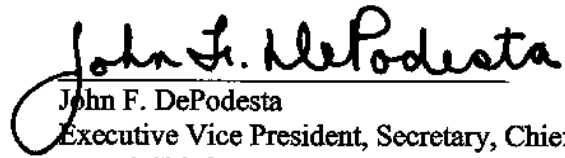
RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed, on behalf of and in the name of the Company, to pay all necessary and reasonable fees and expenses incurred in connection with the transactions contemplated by these resolutions; and it is further

RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Officers, the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized, empowered and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents and to incur all such fees and expenses, on behalf of and in the name of the Company, as in their judgment shall be necessary, appropriate or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer prior to adoption of these resolutions with respect to the matters contemplated by these resolutions be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the date first above written.

A handwritten signature in black ink that reads "John F. DePodesta". The signature is written in a cursive style with a large, looping initial "J".

John F. DePodesta

Executive Vice President, Secretary, Chief Legal Officer
and Chief Corporate Development Officer of
Primus Telecommunications Group, Incorporated