

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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AFFILIATE OFFICE
MUMBAI, INDIA

March 27, 2015

VIA E-MAIL AND OVERNIGHT DELIVERY

Mr. Gary Widerburg
Commission Administrator
Public Service Commission of Utah
160 East 300 South
4th Floor
Salt Lake City, UT 84111

Re: Informational Filing by Total Call International, Inc. Regarding *Pro Forma* IntraCorporate Reorganization and Corporate Conversion

Dear Mr. Widerburg:

Total Call International, Inc. (“TCI” or the “Company”), by its attorneys, hereby notifies the Public Service Commission of Utah (“Commission”) that its ultimate parent company, KDDI Corporation, Inc. (“KDDI Corp.”), will implement a minor, pro forma, internal reorganization.¹ The change will insert a new intermediary holding company into the ownership structure with no material impact to the Company or its operations. The reorganization will not, in any respect, change the party holding actual control of the Company. In addition, TCI notifies the Commission that, on or before March 31, 2015, TCI will convert its corporate status from a corporation to a limited liability company. The Company understands that the transaction will not require regulatory approval; however, TCI submits this notice to update the Commission’s records.

¹ The proposed reorganization will also involve Locus Telecommunications, Inc. (“Locus”) and Total Call Mobile, Inc. (“TCM”), affiliates of TCI, that are not registered to provide regulated telecommunications services in Utah. TCM is, however, authorized as an Eligible Telecommunications Carrier to provide federal Lifeline service to low-income consumers in Utah on a wireless basis. See Order issued April 8, 2013 in Docket No. 12-2561-01.

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The Parties

TCI is a corporation formed under the laws of the State of California and is a competitive provider of prepaid calling card telecommunications services. It is authorized in 45 states, including Utah, and Puerto Rico to provide interexchange services, via resale and the use of leased facilities. TCI submitted its registration to provide interexchange services in Utah to the Commission on February 21, 2001. Following the transaction, TCI will be converted, by way of a merger, into Total Call International, LLC (“TCI LLC”), a limited liability company formed under the laws of the State of Delaware and commonly-owned lateral affiliate. TCI LLC will be the surviving entity.

KDDI America, Inc. (“KDDI America”), a New York corporation, is the direct parent and sole owner of TCI. KDDI America is authorized, essentially nationwide, to provide interexchange telecommunications services including in Utah. KDDI America, Inc. is a wholly-owned subsidiary of KDDI Corp., Japan’s second largest telecommunications carrier. KDDI Corporation and its affiliates provide mobile services (voice and data) and fixed line services (broadband, domestic and international telecommunications and data center services) in Japan and globally.

Contacts for this Filing

Questions and correspondence regarding this submission should be addressed to:

Steven A. Augustino
Denise N. Smith
Kelley Drye & Warren LLP
3050 K Street, NW, Suite 400
Washington, D.C. 20007
Tel: (202) 342-8400
Fax: (202) 342-8451
Email: dsmith@kelleydrye.com

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with a copy to:

Ms. Keiko Nakajima
Senior Manager, Department of Corporate Planning for Affiliates (DCPA)
KDDI America Inc.
825 Third Avenue
3rd Floor
New York, NY 10022
Tel: 212-295-1124
Email: k.nakajima@kddia.com

The Reorganization and Corporate Conversion

To achieve greater organizational efficiency, on or about March 31, 2015, KDDI America will implement an internal reorganization through which a newly formed entity, KDDI US Holding Inc. (“KDDI US”), will be inserted into the chain of ownership between TCI and its prior direct parent entity, KDDI America. Prior to the transaction, TCI was directly and wholly owned by KDDI America. With this filing, the Company notifies the Commission that, after the reorganization, TCI will be directly and wholly-owned by KDDI US. Through this reorganization, there will be no change in the ultimate control of TCI. The transaction will make no changes to TCI or its operations, qualifications to operate or its available financial, technical and operational resources. Other than the insertion of a holding company in the chain of ownership, the reorganization will have no effect upon TCI. Throughout this reorganization, ultimate controlling interest in TCI is, and will continue to be, held by KDDI Corporation. Diagrams of the pre- and post-transaction corporate structures are provided as *Attachment 1*. Note that these diagrams highlight the ownership chain of the entities impacted by the transaction; unaffected affiliate entities have been omitted or grayed out in order to provide greater clarity of the transaction.

In addition, for internal corporate purposes, on or before March 31, 2015, the Company will undergo a corporate conversion.² TCI Inc., a California corporation, will be converted to a Delaware limited liability company by way of merger with TCI LLC and, post-conversion, its name will be Total Call International, LLC.

² Copies of the documentation from the Delaware Secretary of State evidencing the conversion of TCI into a Delaware limited liability company are attached as *Attachment 2*.

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Under Delaware law, conversions are treated as a continuation of the original corporate entities.³ This entity-continuity is supported by a review of the Company post-conversion. The ownership interests in TCI will be converted from corporate stock to membership interests; however, the entities holding the ownership of TCI will not have changed. KDDI Corporation continues to wholly own KDDI America, KDDI America will wholly own KDDI US, and KDDI US will wholly own the Company. Similarly, there will be no change whatsoever to the assets and obligations which TCI holds as a result of these changes. Finally, TCI, as a limited liability company, will continue to be subject to the Commission's rules and orders exactly as it is prior to the conversions and changes of operating name.

TCI will be registered with the Utah Secretary of State as a foreign limited liability company and thus will be qualified to do business in the state.⁴ To the extent TCI has tariffs on file with the Commission, the Company will file replacement tariff materials. These filings will mirror the substantive rates, terms and conditions of any currently effective tariffs, revising the current tariff materials solely to reflect the change to TCI's name and to update certain contact information in the footers.

Public Interest Considerations

The reorganization is in the public interest. KDDI Corporation, which indirectly wholly owns TCI, will improve its corporate operations through this rearrangement. While the reorganization will have no direct impact on TCI, the strengthening of KDDI Corporation's corporate framework will provide TCI with enhanced stability and financial solidity in its ultimate parent company. This, in turn, will support the Company's ability to compete in the telecommunications market in Utah and elsewhere.

The conversion described above will also serve the public interest, as the conversion enhances the strategic and financial flexibility of TCI. This flexibility benefits customers of the Company in Utah and elsewhere. At the same time, the conversion and resulting name change will hold no adverse consequences for consumers. But for the minor change from "Inc." to "LLC" in TCI's name, the conversion will be entirely transparent to the

³ Under Delaware law, the date of commencement of existence of the LLC is the same date that the corporations were originally formed. All of the assets, rights, liabilities and obligations of the corporations become those of the LLCs by operation of law. Although TCI has changed its legal form, it is not deemed to have transferred any assets to different legal entities or taken on new debt. See Section 214 of the Delaware Limited Liability Company Act, 6 Del. C.C. 18 § 214.

⁴ A copy of TCI's registration with the Utah Secretary of State is appended as *Attachment 3*. TCI LLC has also registered a fictitious name, "T Call Prepaid", with the Utah Secretary of State and will use that fictitious name to conduct business in Utah.

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Company's customers. There will be no change to the ownership, management or operations of TCI as a result of this change. There will be no change to the services provided to customers nor to the terms and conditions under which these services are delivered. Finally, there will be no changes to TCI's overall operational and financial qualifications to provide competitive telecommunications services as a result of the conversion or change of operating name.

Conclusion

TCI requests that the Commission note this filing to update its records and, in the event that the Commission believes approval of the reorganization is required, grant such approval. Should the Commission have any questions regarding this filing, please contact Denise Smith at (202) 342-8614 or via email at dsmith@kelleydrye.com.

Respectfully,



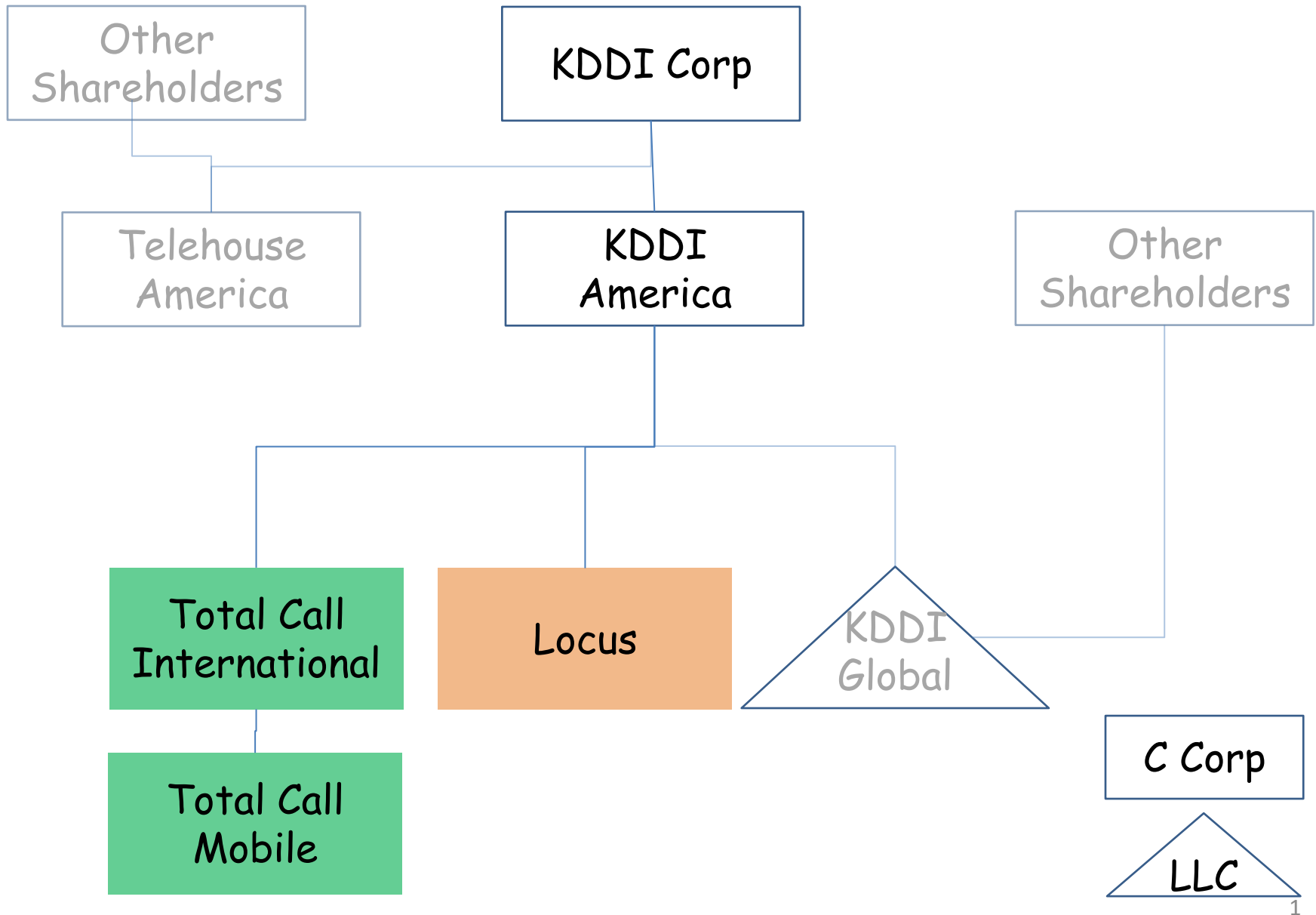
Steven A. Augustino
Denise N. Smith
Kelley Drye & Warren LLP
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Washington, D.C. 20007
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Fax: (202) 342-8451
Email: dsmith@kelleydrye.com

Counsel to Total Call International, Inc.

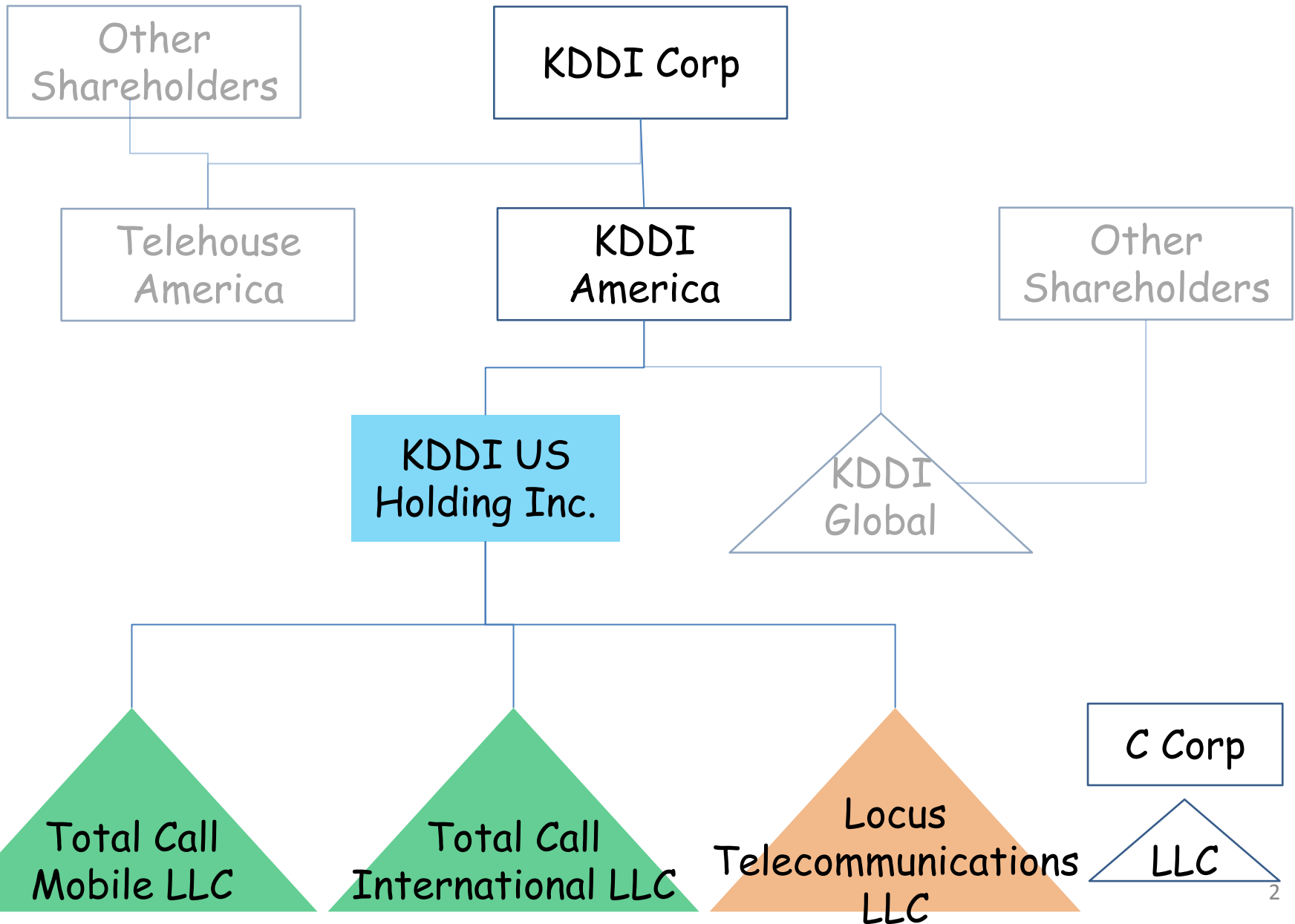
Attachment 1

Pre- and Post-Transaction Organizational Charts

Overview of Current Structure



Overview of New Structure



Attachment 2

Delaware Conversion Documents

Delaware

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The First State

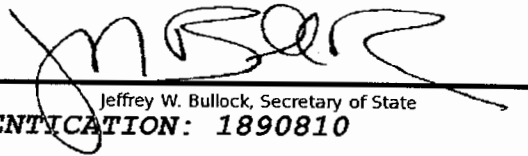
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TOTAL CALL INTERNATIONAL, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2014, AT 10:39 O'CLOCK A.M.

5644779 8100

141416928

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1890810

DATE: 11-21-14

**STATE of DELAWARE LIMITED
LIABILITY COMPANY
CERTIFICATE of FORMATION**

First: The name of the limited liability company is: Total Call International, LLC

Second: The address of its registered office in the State of Delaware is: Corporation Trust Center 1209 Orange Street, in the City of Wilmington, Zip code 19801.

Third: The name of its Registered agent at such address is: The Corporation Trust Company.

In Witness Whereof, the undersigned has executed this Certificate of Formation this 17th day of November, 2014.

By: 
Authorized Person (s)

Name: Felix A. Gonzalez

Total Call

AUTHORIZATION AND CONSENT TO USE TOTAL CALL INTERNATIONAL

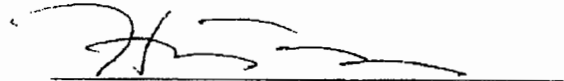
I, Hideki Kato, am the Chief Operating Officer of Total Call International, Inc., a California corporation with its principal offices at 1411 W. 190th St., Suite 650, Gardena, CA 90248.

Total Call International, Inc. is the registered trademark owner of the "Total Call International" Standard Character Mark (Serial Number 78784310) and the "Total Call International" Design Plus Words, Letters and/or Numbers (Serial Number 78786007).

Total Call International, LLC has duly apprised Total Call International, Inc. of its intent to register as a limited liability company in the state of Delaware. Total Call International, LLC is a 100% affiliate of Total Call International, Inc. The sole member of Total Call International, LLC is KDDI America, Inc., and Total Call International, Inc. is a 100% subsidiary of KDDI America, Inc.

On behalf of Total Call International, Inc., I hereby authorize and consent to the use of the name "Total Call International" by Total Call International, LLC seeking formation in Delaware;

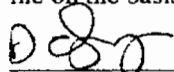
I represent and warrant that I have full authority to submit this consent and authorization on behalf of Total Call International, Inc.



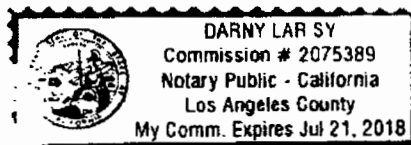
Hideki Kato
Chief Operating Officer
Total Call International, Inc.

State of California
County of Los Angeles

Subscribed and sworn to or affirmed before me on this 20 day of November, by Hideki Kato, proved to me on the basis of satisfactory evidence to be the person who appeared before me.



Notary Public
State of California



Attachment 3

**Utah Secretary of State
Foreign Corporate Qualifications**



State of Utah
 Department of Commerce
 Division of Corporations & Commercial Code
 Foreign Registration Statement (Foreign Limited Liability Company)

This form must be type written or computer generated

Date: 03/19/2015
 Receipt Number: 5943710
 Amount Paid: \$26.00

MP

Important: Read instructions before completing form

Non-Refundable Processing Fee: \$70.00

1. Exact Name of Foreign Limited Liability Company:		Total Call International, LLC			
2. Jurisdiction of Formation:		Delaware			
3. Principal office address:		1411 W. 190th Street, Suite 650	Gardena	CA	90248
		Address	City	State	Zip
4. The name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent): C T Corporation System					
<i>The address must be listed if you have a non-commercial registered agent. See instructions for further details.</i>					
Address of the Registered Agent: 1108 East South Union Avenue					
Utah Street Address Required, PO Boxes can be listed after the Street Address					
City: Midvale		State UT		Zip: 84047	
5. The Limited Liability Company shall use as its name in Utah: T Call Prepaid, LLC					
Must be the same as number (1) unless the name is not available or permitted in Utah.					
6. Purpose of the Limited Liability Company: selling prepaid calling cards (optional)					
7. Managers/Members of the Limited Liability Company: (optional)					
Position	Name	Address	City	State	Zip
MANAGER:					
MANAGER:					
MEMBER:	KDDI US Holding, Inc.,	825 Third Avenue, 3rd Floor,	New York	NY	10022
MEMBER:					
Under penalties of perjury, I declare that this application for authority to transact business has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.					
Authorized Signature:		Name & Title: Felix A. Gonzalez, Secretary/General Counsel			
Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.					
Optional Inclusion of Ownership Information: This information is not required.					
Is this a female owned business?		<input type="radio"/> Yes	<input type="radio"/> No		
Is this a minority owned business?		<input type="radio"/> Yes	<input type="radio"/> No	If yes, please specify: Select/Type the race of the owner here	

RECEIVED

MAR 19 2015

Utah Div. of Corp. & Comm. Code

State of Utah
 Department of Commerce
 Division of Corporations and Commercial Code
 I hereby certified that the foregoing has been filed
 and approved as of this delayed effective date:
 19 day of MAR 20 15
 In this office of this Division and hereby issued
 This Certificate thereof.

Examiner: DLD Date 3/19/15



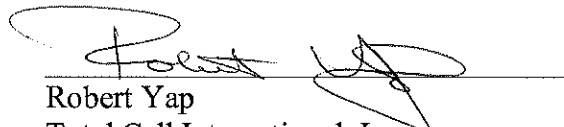
Kathy Berg
 Kathy Berg
 Division Director

9338865

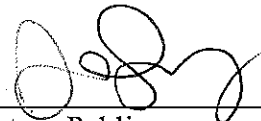
VERIFICATION

I, Robert Yap, state that I am Secretary of Total Call International, Inc.; that I am authorized to make this verification on behalf of Total Call International, Inc.; and that the statements in the foregoing document relating to Total Call International, Inc., except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

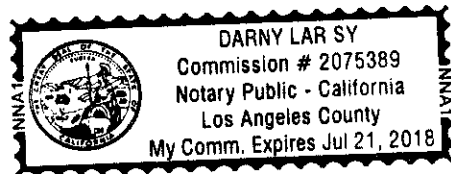
I declare under penalty of perjury that the foregoing is true and correct.


Robert Yap
Total Call International, Inc.

Subscribed and sworn to me on February 9, 2015.



Notary Public



My Commission expires: July 21, 2018