



State of Utah  
Department of Commerce  
Division of Public Utilities

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**MEMORANDUM**

**To:** Public Service Commission

**From:** Division of Public Utilities  
Chris Parker, Director  
Bill Duncan, Telecommunications / Water Manager  
Ron Slusher, Utility Technical Consultant

**Date:** April 03, 2015

**Re:** In the Matter of the Informational Filing by Total Call International, Inc. Regarding *Pro-Forma* Intra-Corporate Reorganization and Corporate Conversion, Docket Number 15-2561-01.

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**RECOMMENDATION (Acknowledgement):**

The Division of Public Utilities (“Division”) recommends that the Public Service Commission (“Commission”) acknowledge the *Pro-Forma* Intra-Corporate Reorganization and Corporate Conversion notice by Total Call International, Inc.

**EXPLANATION:**

On or about March 30, 2015, Total Call International, Inc., (“TCI”) filed a letter with the Commission indicating their parent company will be implement a minor, pro forma, internal reorganization. KDDI America, Inc. will be adding a new level of ownership to its corporate structure; the new company is named KDDI US Holding, Inc. KDDI US Holding will be the direct parent of Total Call International, Inc., a reseller of telecommunications services, Total Call Mobile, a registered Eligible Telecommunications Carrier (“ETC”) in the State of Utah under Docket 12-2561-01, and Locus Telecommunication.

TCI is currently not a regulated telecommunications provider in the State of Utah, with that being said, the Division recommends that the Commission acknowledge the notice by TCI to change their corporate reorganization and Corporate Conversion.

cc: Steven A. Augustino, Counsel, Kelley Drye & Warren LLP  
Denise N. Smith, Counsel, Kelley Drye & Warren LLP

Ms. Keiko Nakajima, Senior Manager – DCPA, KDDI America, Inc.  
Justin Jetter, Assistant Attorney General, State of Utah  
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