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February 27, 2015

ELECTRONICALLY FILED

Honorable Kathleen H. Burgess
Secretary to the Commission
New York State Public Service Commission
Empire State Plaza
Agency Building 3
Albany, NY 12223-1350

Re: Total Call International, Inc. and Locus Telecommunications, Inc. Notice of *Pro Forma* Intra-Corporate Reorganization and Corporate Conversions

Dear Secretary Burgess:

Total Call International, Inc. (“TCI”) and Locus Telecommunications, Inc. (“Locus” and together with TCI, the “Companies”) hereby notify the New York Public Service Commission (“Commission”) that their ultimate parent company, KDDI Corporation, Inc. (“KDDI Corporation”), 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 Companies or their operations. The reorganization will not, in any respect, change the party holding actual control of the Companies.² In addition, the Companies notify the Commission that, on or before March 31, 2015, the Companies will convert their corporate status from corporation to limited liability company. As a result, the Companies’ names will change to Total Call International, LLC and Locus Telecommunications, LLC. The effects of these conversions will be *pro forma* in nature and, as a practical matter, will be transparent to customers. The conversions will effect no change whatsoever to the Companies’ ownership or to

¹ The proposed reorganization will also involve Total Call Mobile, Inc. (“TCM”), an affiliate of TCI and Locus, that is not registered to provide regulated telecommunications services in New York.

² For this reason, the Companies do not believe that this reorganization will constitute a transfer of control; however, in the event that the Commission believes approval is required for this change to intermediary holding companies, the Companies respectfully request that this filing be accepted as a request for such approval.

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their operations. They will, however, result in a minor change to the Companies' names. Consequently, the Companies each request that the name on its operating certificates, if any, in New York be changed accordingly and request such approvals as are necessary in connection with this change.

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 New York, and Puerto Rico to provide interexchange services, via resale and the use of leased facilities. The Commission granted TCI authority to operate in New York on July 27, 2000 in Case No. 00-C-0268. Following the transaction, TCI will be converted, by way of a merger, into Total Call International, LLC ("TCI LLC")³, a limited liability company formed under the laws of the State of Delaware and commonly-owned lateral affiliate.

Locus is a corporation filed under the laws of the State of Delaware and is a competitive provider of wireline prepaid calling cards and wireless telecommunications services. It is authorized in eight states, including New York, to provide resold telecommunications services. The Commission granted Locus authority to operate in New York on December 13, 1995 in Case No. 95-C-0946.

KDDI America, Inc. ("KDDI America"), a New York corporation, is the direct parent and sole owner of TCI and Locus. KDDI America is authorized, essentially nationwide, to provide interexchange telecommunications services including in New York. KDDI America is a wholly owned subsidiary of KDDI Corporation, Japan's second largest telecommunications carrier ("KDDI Corporation"). 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.

³ TCI LLC has also registered a fictitious name, "T Call Prepaid", with the New York Secretary of State and will use that fictitious name to conduct business in New York.

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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
Email: dsmith@kelleydrye.com

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 Locus and their prior direct parent entity, KDDI America. Prior to the transaction, TCI and Locus will be directly held by KDDI America, which owns 100% of the equity of TCI and Locus. With this filing, the Companies notify the Commission that after the reorganization, TCI and Locus will each be directly and wholly owned by KDDI US.

Through this reorganization, there will be no change in the ultimate control of TCI or Locus. The transaction will make no changes to the Companies or their operations, qualifications to operate or their 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 the Companies. Throughout this reorganization, ultimate controlling interest in the Companies is, and will continue to be, held by KDDI Corporation. Diagrams of the pre- and post-reorganization corporate structures are provided as *Attachment 1*. Note that these diagrams

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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, Locus will be converted from a Delaware corporation to a Delaware limited liability company. In conjunction with these conversions, Locus' name will change to Locus Telecommunications, LLC. TCI, a California corporation also 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.⁴ Under Delaware law, these conversions are treated as a continuation of the original corporate entities.⁵ This entity-continuity is supported by a review of the Companies, post-conversion. The ownership interests in the entities will be converted from corporate stock to membership interests; however, the entities holding the ownership of the Companies 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 Companies. Similarly, there will be no change whatsoever to the assets and obligations which the Companies each hold as a result of these changes. Finally, the Companies, as limited liability companies, will continue to be subject to the Commission's rules and orders exactly as they are prior to the conversions and changes of operating name.

The converted entities will be registered with the New York Secretary of State as foreign limited liability companies and thus will be qualified to do business in the state.⁶ To the extent the Companies have tariffs on file with the Commission, following Commission approval of the name changes discussed herein, the Companies 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 the Companies' names and to update certain contact information in the footers.

⁴ A copy of the documentation from the Delaware Secretary of State evidencing the conversion of TCI into a Delaware limited liability company is attached as *Attachment 2*. The Locus conversion has not yet been completed. Documentation evidencing the Locus conversion will be provided in a supplemental filing.

⁵ 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 the Companies have changed their legal form, they are 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.

⁶ A copy of TCI's registration with the New York Secretary of State is appended as *Attachment 3*. Locus' Secretary of State registration will be provided in a supplemental filing once the corporate conversion is completed and the new corporate form is registered with the New York Secretary of State.

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Public Interest Considerations

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

The conversions described above will also serve the public interest, as the conversions enhance the strategic and financial flexibility of the Companies. This flexibility benefits customers of the Companies in New York and elsewhere. At the same time, the conversions and resulting name changes will hold no adverse consequences for consumers. But for the minor change from "Inc." to "LLC" in the Companies' names, the conversions will be virtually transparent to the Companies' customers. There will be no change to the ownership, management or operations of the Companies 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 the Companies' overall operational and financial qualifications to provide competitive telecommunications services as a result of the conversions or change of operating name.

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Conclusion

The Companies request 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,



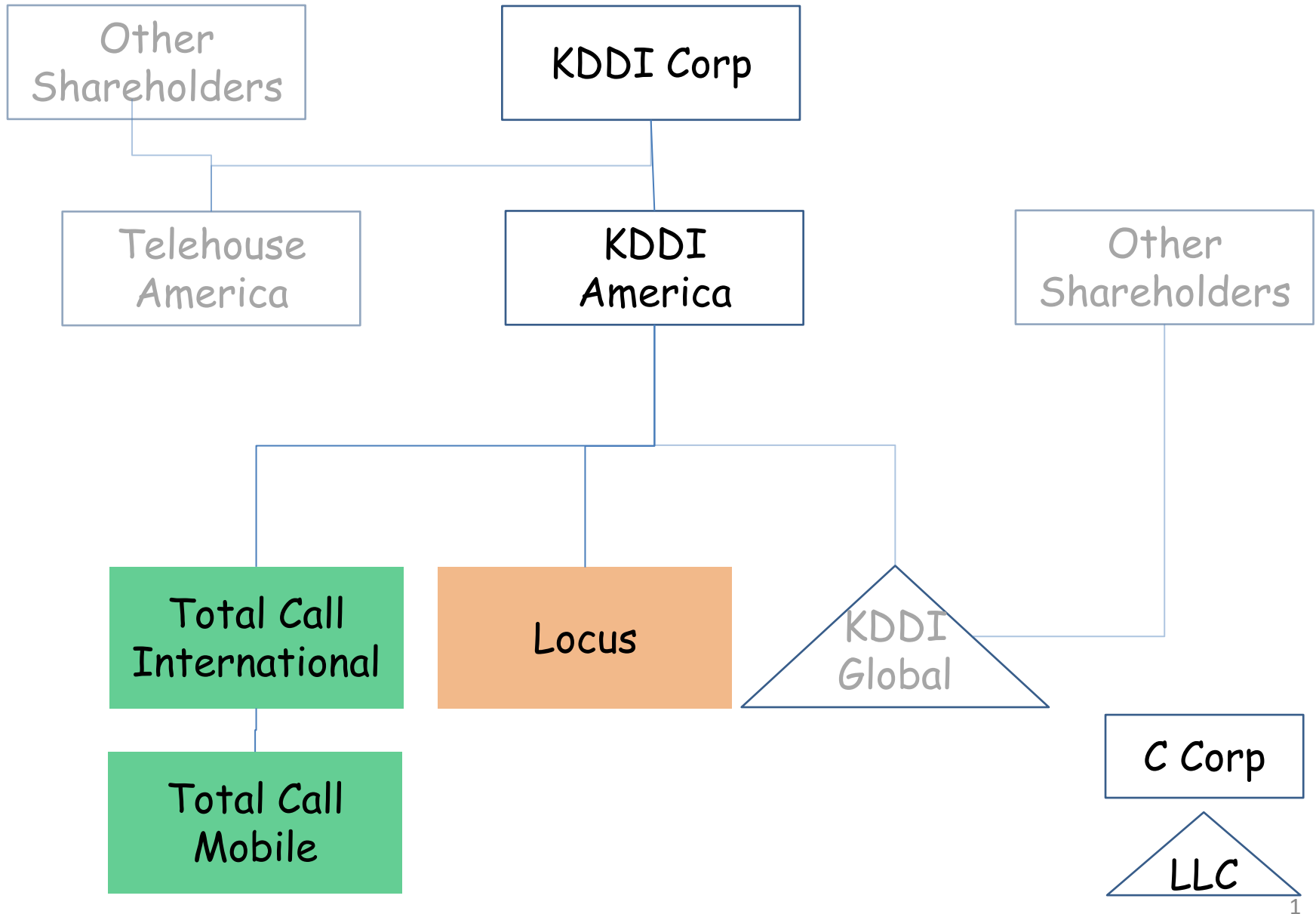
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*Counsel to Total Call International, Inc. and
Locus Telecommunications, Inc.*

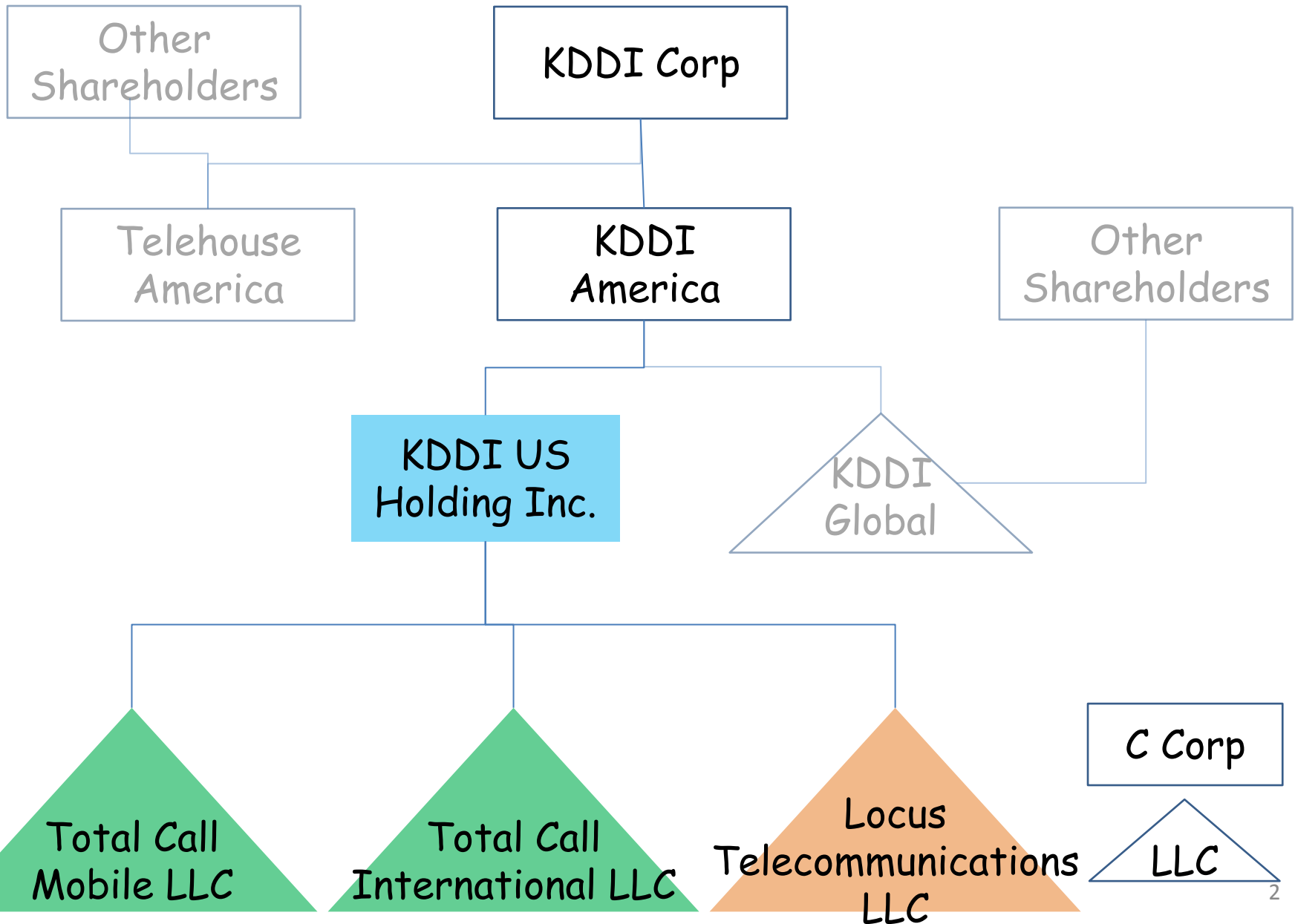
Attachment 1

Pre- and Post-Transaction Organizational Charts

Overview of Current Structure



Overview of New Structure



Attachment 2

Delaware Conversion Documents

Delaware

PAGE 1

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

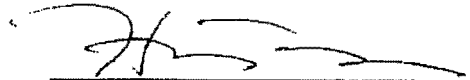
I, Hideki Kato, am the Chief Operating Officer of Total Call International, Inc., a California corporation with its principal offices at 1411 W. 190th St., Suite 650, Gardena, CA 90248.

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;

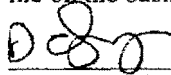
I represent and warrant that I have full authority to submit this consent and authorization on behalf of Total Call International, Inc.



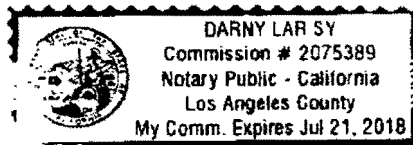
Hideki Kato
Chief Operating Officer
Total Call International, Inc.

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

New York Secretary of State
Foreign Corporation Qualifications

NYS Department of State

Division of Corporations

Entity Information

The information contained in this database is current through January 9, 2015.

Selected Entity Name: T CALL PREPAID, LLC

Selected Entity Status Information

Current Entity Name: TOTAL CALL INTERNATIONAL, LLC

DOS ID #: 4685222

Initial DOS Filing Date: DECEMBER 26, 2014

County: NEW YORK

Jurisdiction: DELAWARE

Entity Type: FOREIGN LIMITED LIABILITY COMPANY

Current Entity Status: ACTIVE

Selected Entity Address Information

DOS Process (Address to which DOS will mail process if accepted on behalf of the entity)

TOTAL CALL INTERNATIONAL, LLC
ATTENTION: MR. ROBERT YAP
1411 W. 190TH ST., SUITE 650
GARDENA, CALIFORNIA, 90248

Registered Agent

NONE

This office does not require or maintain
information regarding the names and

addresses of members or managers of nonprofessional limited liability companies. Professional limited liability companies must include the name(s) and address(es) of the original members, however this information is not recorded and only available by viewing the certificate.

***Stock Information**

# of Shares	Type of Stock	\$ Value per Share
No Information Available		

*Stock information is applicable to domestic business corporations.

Name History

Filing Date	Name Type	Entity Name
DEC 26, 2014	Fictitious	T CALL PREPAID, LLC
DEC 26, 2014	Actual	TOTAL CALL INTERNATIONAL, LLC

A **Fictitious** name must be used when the **Actual** name of a foreign entity is unavailable for use in New York State. The entity must use the fictitious name when conducting its activities or business in New York State.

NOTE: New York State does not issue organizational identification numbers.

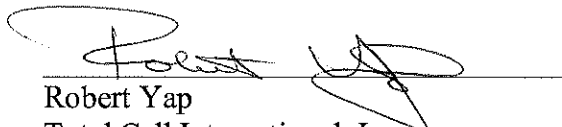
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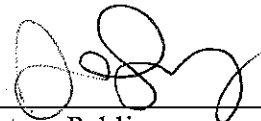
VERIFICATION

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.

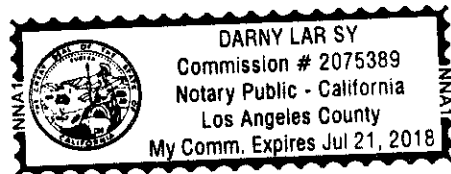
I declare under penalty of perjury that the foregoing is true and correct.


Robert Yap
Total Call International, Inc.

Subscribed and sworn to me on February 9, 2015.



Notary Public



My Commission expires: July 21, 2018

VERIFICATION

I, Robert Yap, state that I am Secretary of Locus Telecommunications, Inc.; that I am authorized to make this verification on behalf of Locus Telecommunications, Inc.; and that the statements in the foregoing document relating to Locus Telecommunications, 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.

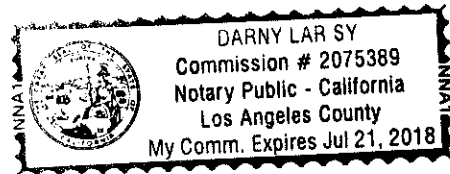


Robert Yap
Locus Telecommunications, Inc.

Subscribed and sworn to me on February 9, 2015.



Notary Public



My Commission expires: July 21, 2018