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A LIMITED LIABILITY PARTNERSHIP

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March 13, 2015

Darrell Nitschke
Executive Secretary, Director of Administration
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480

via E-Mail and Overnight Delivery

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

Dear Mr. Nitschke:

Total Call International, Inc. ("TCI") and Total Call Mobile, Inc. ("TCM" and together with TCI, the "Companies"), by their attorneys, hereby notify the North Dakota Public Service Commission ("Commission") that their 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 Companies or their operations. The reorganization will not, in any respect, change the party holding actual control of the Companies. In addition, TCI and TCM notify the Commission that, on or before March 31, 2015, TCI and TCM will convert their corporate status

¹ The proposed reorganization will also involve Locus Telecommunications, Inc., an affiliate of TCI and TCM, that is not registered to provide regulated telecommunications services in North Dakota.

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from a corporation to a limited liability company. The Companies understand that the transaction did not require regulatory approval; however, TCI and TCM submit this notice to update the Commission's records.

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 North Dakota, and Puerto Rico to provide interexchange services, via resale and the use of leased facilities. TCI registered with the Commission on December 12, 2008 to provide interexchange service. 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.

TCM is a corporation filed under the laws of the State of Delaware and is a provider of resold wireless telecommunications services. It is authorized in 37 states, including North Dakota, and Puerto Rico to provide wireless voice services. TCM registered with the Commission on June 27, 2011 and also submitted a bond in case number PU-11-400. TCM provides its services by reselling the services of other carriers. Prior to the reorganization, TCM was a direct and wholly-owned subsidiary of TCI.

KDDI America, Inc. ("KDDI America"), a New York corporation, is the direct parent and sole owner of TCI and the indirect, sole owner of TCM. KDDI America is authorized,

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essentially nationwide, to provide interexchange telecommunications services including in North Dakota. 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

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

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prior direct parent entity, KDDI America. Prior to the transaction, TCI is directly and wholly owned by KDDI America. TCM was directly and wholly-owned 100% by TCI. With this filing, the Companies notify the Commission that, after the reorganization, TCI and TCM will be directly and wholly-owned by KDDI US. Through this reorganization, there will be no change in the ultimate control of TCI and TCM. The transaction will make no changes to TCI and TCM 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 TCI and TCM. Throughout this reorganization, ultimate controlling interest in TCI and TCM 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 Companies will undergo corporate conversions.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. Similarly, TCM, a Delaware corporation will be

² A copy of the documentation from the Delaware Secretary of State evidencing the conversion of TCI into a Delaware limited liability company is attached hereto as Attachment 2. Evidence of TCM's conversion will be provided in a supplemental filing.

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converted to a Delaware limited liability company and, post-conversion, its name will be Total Call Mobile, LLC.

Under Delaware law, conversions are treated as a continuation of the original corporate entities.³ This entity-continuity is supported by a review of TCI and TCM post-conversion. The ownership interests in the Companies will be converted from corporate stock to membership interests; however, the entities holding the ownership of TCI and TCM 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 TCI and TCM. Similarly, there will be no change whatsoever to the assets and obligations which TCI and TCM hold as a result of these changes. Finally, TCI and TCM, 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 Companies will be registered with the North Dakota Secretary of State as foreign limited liability companies and thus will be qualified to do business in the state.⁴ To the extent TCI and TCM have tariffs on file with the Commission, the Companies will file replacement tariff materials. These filings will mirror the substantive rates, terms and conditions of any

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 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.

⁴ A copy of TCI's and TCM's registrations with the North Dakota Secretary of State will be provided in a supplemental submission.

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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.

Public Interest Considerations

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

The conversion described above will also serve the public interest, as the conversion enhances the strategic and financial flexibility of the Companies. This flexibility benefits customers of TCI and TCM in North Dakota 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 the Companies' names, the conversion will be entirely transparent to TCI and TCM customers. There will be no change to the ownership, management or operations of TCI and TCM 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 and TCM's overall operational and financial qualifications to provide competitive telecommunications services as a result of the conversion or change of operating name.

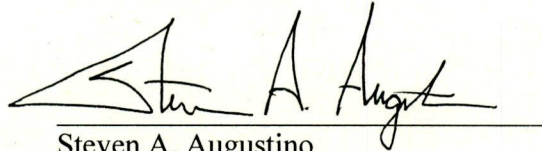
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Conclusion

TCI and TCM 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,



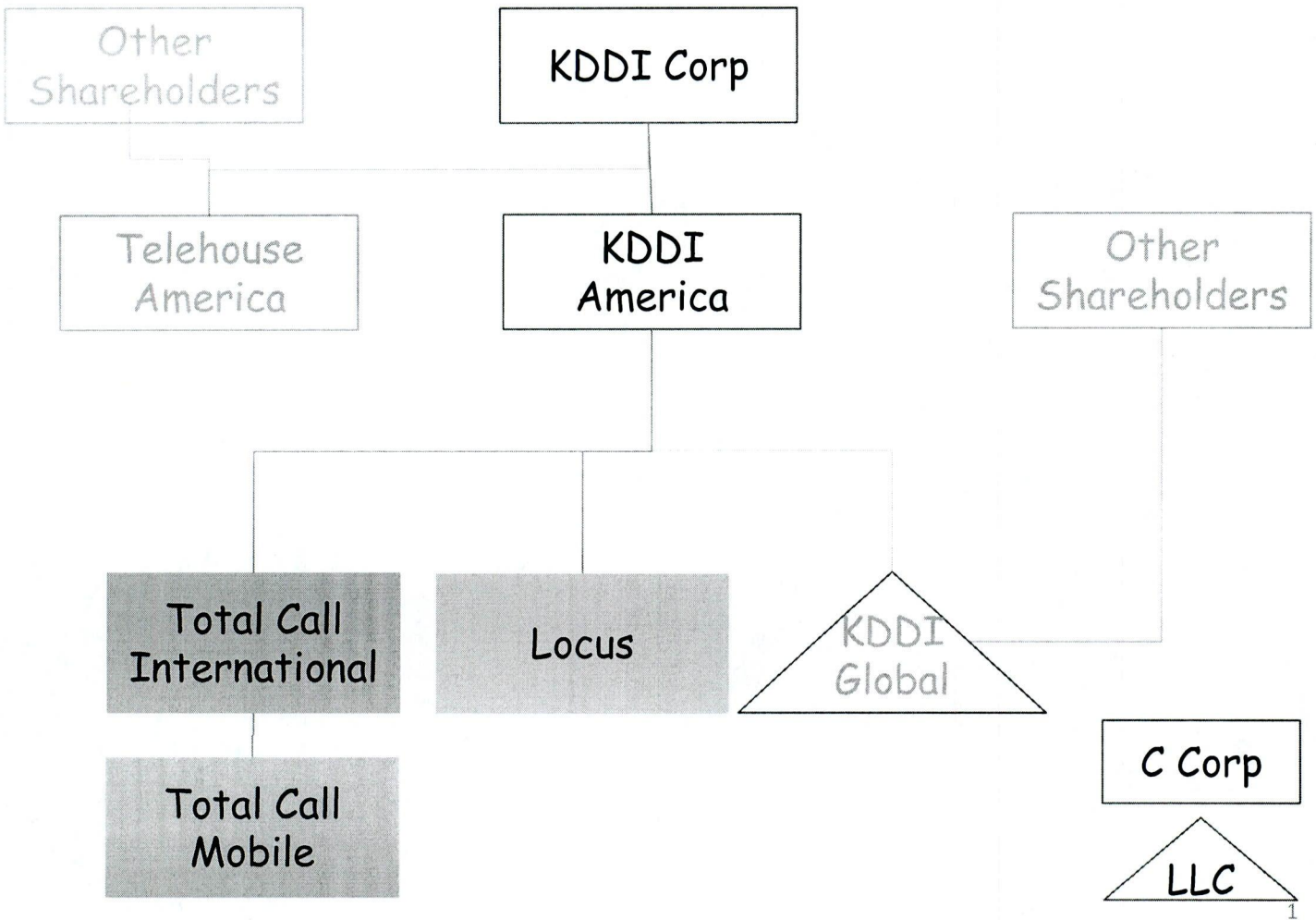
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*Counsel to Total Call International, LLC
and Total Call Mobile, LLC*

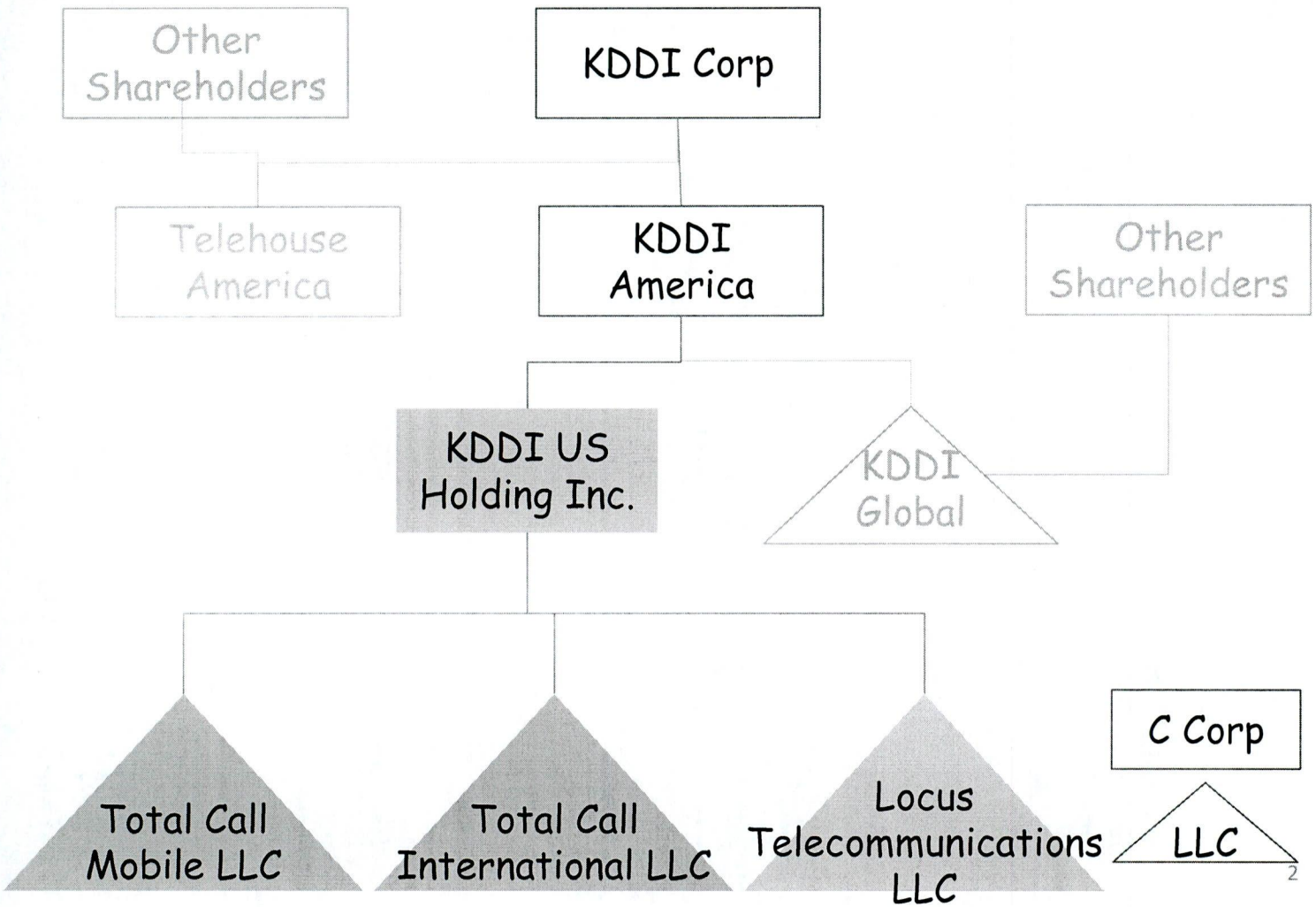
Attachment 1

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

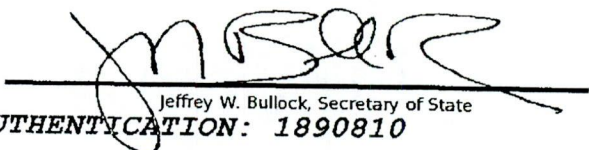
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TOTAL CALL INTERNATIONAL, LLC", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2014, AT 10:39 O'CLOCK A.M.



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;

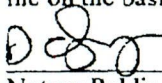
I represent and warrant that I have full authority to submit this consent and authorization on behalf of Total Call International, Inc.



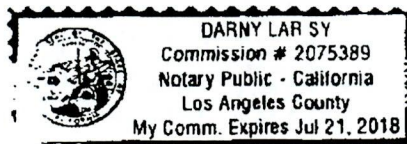
Hideki Kato
Chief Operating Officer
Total Call International, Inc.

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.



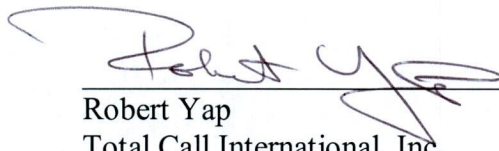
Notary Public
State of California



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

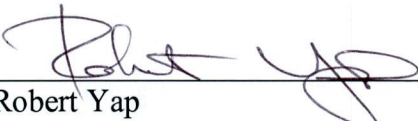


My Commission expires: July 21, 2018

VERIFICATION

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

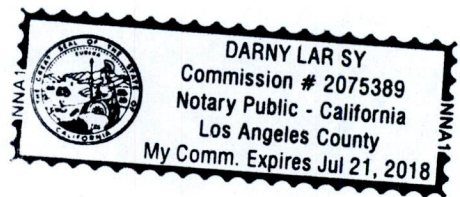


Robert Yap
Total Call Mobile, Inc.

Subscribed and sworn to me on February 9, 2015.



Notary Public



My Commission expires: July 21, 2018