

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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FILED

APR 28 2015

**Missouri Public
Service Commission**

via Overnight Delivery

April 27, 2015

Morris Woodruff
Commission Secretary
Missouri Public Service Commission
200 Madison Street
Jefferson City, MO 65102-0360

Re: Request for Approval of Name Change by Total Call International, Inc.

Dear Mr. Woodruff:

Total Call International, Inc. ("TCI" or the "Company"), by its attorneys and pursuant to 4 C.S.R. 240-2.062, respectfully requests that the Missouri Public Service Commission ("Commission") change the name on TCI's certificate from "Total Call International, Inc." to "Total Call International, LLC."

The change to TCI's name resulted from a minor, pro forma, internal reorganization implemented by its ultimate parent company, KDDI Corporation, Inc. ("KDDI Corp.") on March 31, 2015.¹ The change inserted a new intermediary holding company into the ownership

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 Missouri. TCM is, however, authorized as an Eligible Telecommunications Carrier to provide federal Lifeline service to low-income consumers in Missouri on a wireless basis. See Order issued May 1, 2013 in Docket No. RA-2013-0348.

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structure with no material impact to the Company or its operations. The reorganization has not, in any respect, changed the party holding actual control of the Company. In addition, as part of the transaction, on March 31, 2015, TCI converted its corporate status from a corporation to a limited liability company.

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 Missouri, and Puerto Rico to provide interexchange services, via resale and the use of leased facilities. TCI submitted its registration to provide interexchange services in Missouri to the Commission on February 20, 2001. Following the transaction, TCI was converted, by way of a merger, into Total Call International, LLC ("TCI LLC"),² a limited liability company formed under the laws of the State of Delaware and commonly-owned lateral affiliate. TCI LLC is 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 Missouri. 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

² TCI LLC has also registered a dba, "T Call Prepaid", with the Missouri Secretary of State and will use that dba to conduct business in Missouri.

KELLEY DRYE & WARREN LLP

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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 March 31, 2015, KDDI America implemented an internal reorganization through which a newly formed entity, KDDI US Holding Inc. ("KDDI US"), was 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. After the reorganization, TCI is directly and wholly-owned by KDDI US. Through this reorganization, there has been no change in the ultimate control of TCI. The

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transaction made 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 has had 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 March 31, 2015, the Company underwent a corporate conversion.³ TCI Inc., a California corporation, was converted to a Delaware limited liability company by way of merger with TCI LLC and, post-conversion, its name is Total Call International, LLC.

Under Delaware law, conversions are treated as a continuation of the original corporate entities.⁴ This entity-continuity is supported by a review of the Company post-conversion. The ownership interests in TCI were converted from corporate stock to membership interests; however, the entities holding the ownership of TCI have not changed. KDDI Corporation

³ 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*.

⁴ 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.

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continues to wholly own KDDI America, KDDI America will wholly own KDDI US, and KDDI US will wholly own the Company. Similarly, there has been 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, LLC has registered with the Missouri Secretary of State as a foreign limited liability company and thus is qualified to do business in the state.⁵ Additionally, an adoption notice and revised tariff title sheet with the Company's new name is attached hereto as *Attachment 4*. Finally, TCI will review its contacts in the electronic filing and information system (EFIS) to ensure that they are updated to reflect the name change.

Public Interest Considerations

The reorganization and name change 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 Missouri and elsewhere.

The conversion described above also serves the public interest, as the conversion enhances the strategic and financial flexibility of TCI. This flexibility benefits customers of the

⁵ A copy of TCI LLC's registration with the Missouri Secretary of State is attached as *Attachment 3*.

April 27, 2015

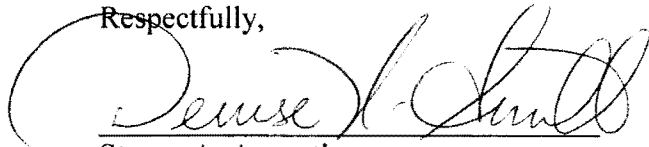
Page Six

Company in Missouri and elsewhere. At the same time, the conversion and resulting name change 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 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. Therefore, notice to customers of the transaction is not necessary.

Conclusion

TCI requests that the Commission approve the reorganization and resulting name change expeditiously. 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,



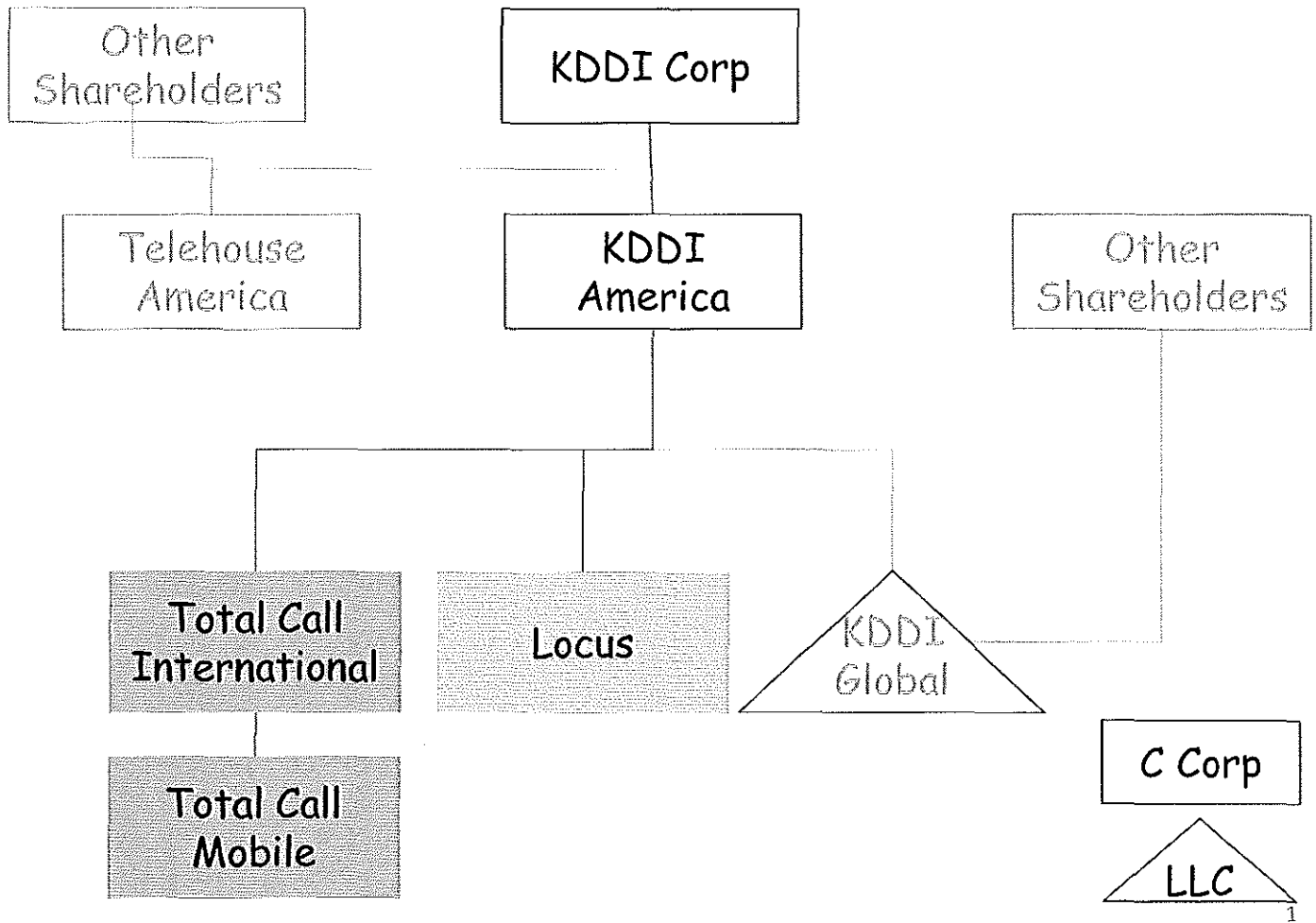
Steven A. Augustino
Denise N. Smith
Kelley Drye & Warren LLP
3050 K Street, NW Suite 400
Washington, DC 20007
Tel: (202) 342-8400
Fax: (202) 342-8451
Email: dsmith@kelleydrye.com

Counsel to Total Call International, Inc.

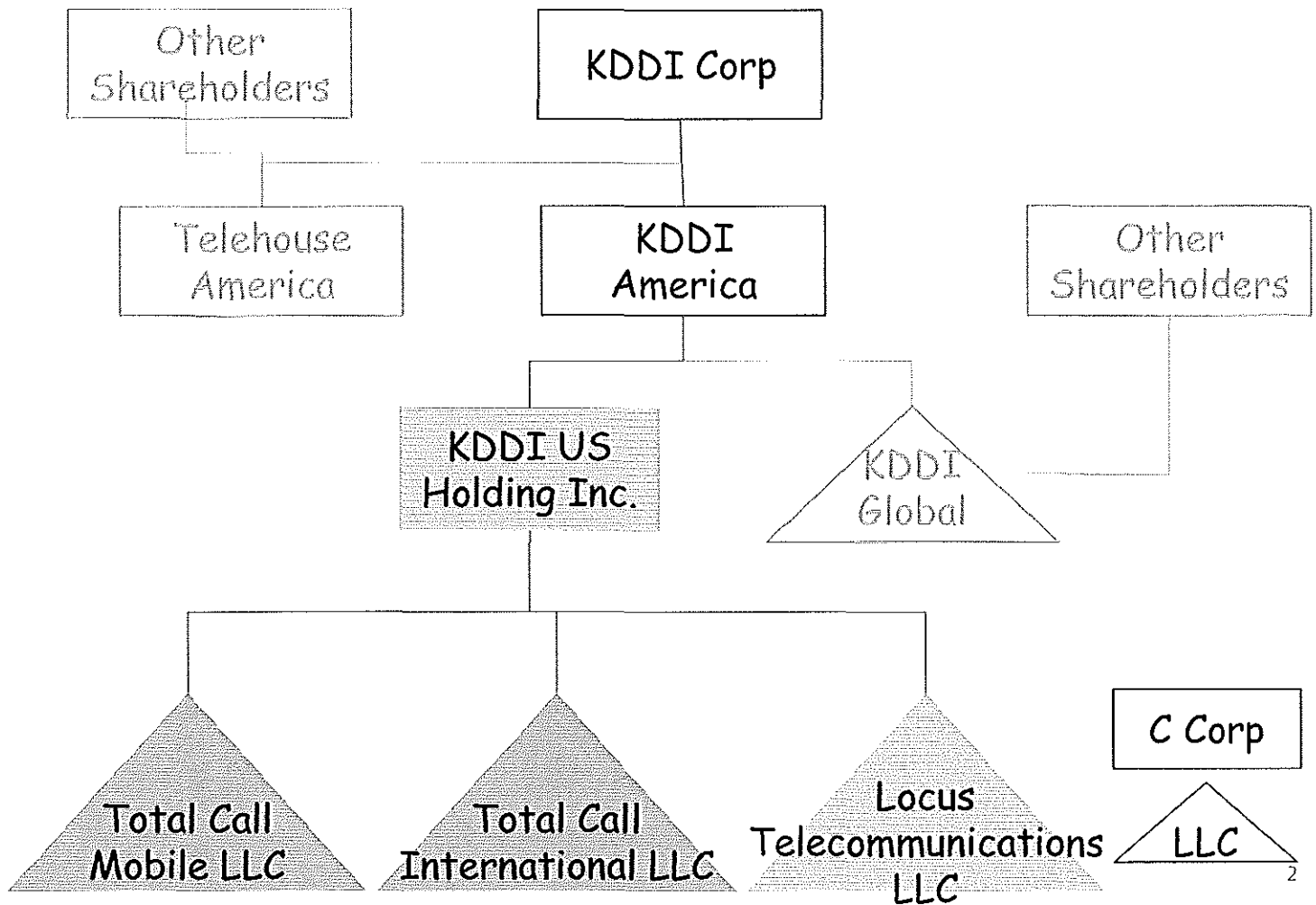
Attachment 1

Pre- and Post-Transaction Organizational Charts

Overview of Current Structure



Overview of New Structure



Attachment 2

Delaware Conversion Documents

Delaware

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**


State of Delaware
Secretary of State
Division of Corporations
Delivered 10:39 AM 11/17/2014
FILED 10:39 AM 11/17/2014
SRV 141416928 - 5644779 FILE

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

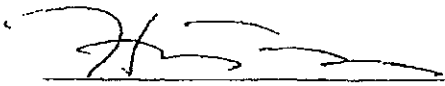
I, Hideki Kato, am the Chief Operating Officer of Total Call International, Inc., a California corporation with its principal offices at 1411 W. 190th St., Suite 650, Gardena, CA 90248.

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.



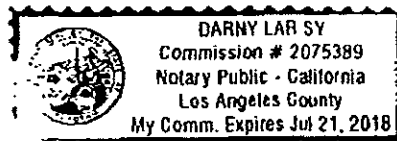
Hideki Kato
Chief Operating Officer
Total Call International, Inc.

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

Registration with the Missouri Secretary of State



State of Missouri

Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

FL001412792
Date Filed: 4/3/2015
Jason Kander
Missouri Secretary of State

Application for Registration of a Foreign Limited Liability Company

(Submit with filing fee of \$105.00)

1. The name of the foreign limited liability company is: Total Call International, LLC
2. The name under which the foreign limited liability company will conduct business in Missouri is (must contain "limited company", "limited liability company", "LC", "LLC", "L.C.", or "L.L.C.") (must be filled out if different from line (1)):
T Call Prepaid, LLC
3. The foreign limited liability company was formed under the laws of Delaware on the
date of 11/17/2014.
(month/day/year) (state or jurisdiction)
4. The purpose of the foreign limited liability company or the general character of the business it proposes to transact in this state is:
selling prepaid calling cards
5. The name and address of the limited liability company's registered agent in Missouri is (this line must be completed and include a street address):

<u>C T Corporation System</u>	<u>120 South Central Avenue</u>	<u>Clayton, MO</u>	<u>63105</u>
Name	Address (PO Box may <u>only</u> be used in conjunction with a physical street address)	City/State/Zip	

The Secretary of State is appointed agent for service of process if the foreign limited liability company fails to maintain a registered agent. Note: failure to maintain a registered agent constitutes grounds to cancel the registration of the foreign limited liability company.
6. The address of the registered office in the jurisdiction organized. If none required, then the principal office address of the foreign limited liability company is:

<u>1209 Orange Street</u>	<u>Wilmington, DE</u>	<u>19801</u>
Address (PO Box may <u>only</u> be used in conjunction with a physical street address)		City/State/Zip
7. This application must include a current certificate of good standing/existence from the secretary of state or other similar official in the state of domicile. Such document should be dated within 60 calendar days from filing.

(Please see next page)

Name and address to return filed document:

Name: Felix A. Gonzalez

Address: 6686 Vista Loma

City, State, and Zip Code: Yorba Linda, CA 92886

ORI-04032015-1331 State of Missouri
No of Pages 4 Pages



Creation - LLC/LP/LLP

8. ☐ Series LLC (OPTIONAL) Pursuant to Section 347.186, the foreign limited liability company may establish a designated series in its operating agreement. The names of the series must include the full name of the limited liability company under which it has been admitted to transact business in this state and are the following:

New Series:

- ☐ The limited liability company gives notice that the series has limited liability.

New Series:

- ☐ The limited liability company gives notice that the series has limited liability.

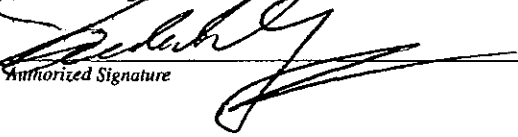
New Series:

- ☐ The limited liability company gives notice that the series has limited liability.

(Each separate series must also file an Attachment Form LLC 4A.)

In Affirmation thereof, the facts stated above are true and correct.

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

 Felix A. Gonzalez 3/30/2015
Authorized Signature Printed Name Date

Authorized Signature Printed Name Date

Authorized Signature Printed Name Date

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOTAL CALL INTERNATIONAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF MARCH, A.D. 2015.



5644779 8300

150402764

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2230745

DATE: 03-24-15

UNANIMOUS WRITTEN CONSENT OF THE MEMBERS

OF

TOTAL CALL INTERNATIONAL, LLC

Dated as of March 9, 2015

THE UNDERSIGNED, constituting the sole member of Total Call International, LLC (the "Member"), a Delaware limited liability company (the "Company"), does hereby consent, pursuant to Chapter 18 of the Delaware Limited Liability Company Act, as amended, to the adoption of the following resolutions with the same force and effect as if duly adopted at a meeting of the Member(s) duly called and legally held for such purpose:

Resolution Authorizing Use of Fictitious Name

RESOLVED, that the Company hereby authorizes the use of a fictitious name ("T Call Prepaid, LLC") with the Secretary of State, because the actual company name ("Total Call International, LLC") is not available for use.

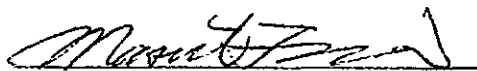
General Resolutions

RESOLVED, that the members/managers/officers of the Company be, and each of them singly hereby is, authorized and empowered, in the name and on behalf of the Company, to take or cause to be taken all such further actions, and to sign, execute, acknowledge, certify, attest, deliver, accept, record and file all such further instruments as such members/managers/officers, or any of them, may deem necessary, desirable or appropriate or otherwise in the best interests of the Company, in order to carry out the intent and to accomplish the purposes of the foregoing resolutions, the taking of such actions and the execution and delivery of such documents, instruments, certificates and agreements to constitute conclusive evidence of such members/managers/officer's authority hereunder; and be it further

RESOLVED, that any and all actions taken by any members/managers/officers, employee or agent of the Company prior to the date hereof in connection with, and consistent with, the foregoing resolutions, the taking of any such action to constitute conclusive evidence of the exercise of such authority, are hereby ratified, approved and confirmed in all respects; and be it further

RESOLVED, that this unanimous written consent may be executed either by manual signature or a facsimile, pdf or other electronic version of a manual signature in any number of counterparts, each such counterpart being considered an original, and, when taken together, all counterparts shall be deemed one document.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Members as of the date first written above.



Masato Takei

President, KDDI US Holding, Inc. (Sole Member)

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF REGISTRATION

WHEREAS,

TOTAL CALL INTERNATIONAL, LLC

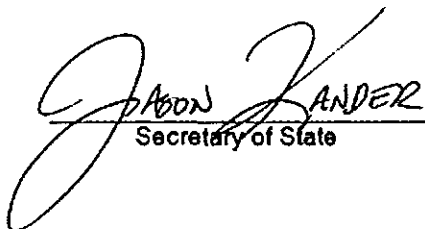
Using in Missouri the name

T Call Prepaid, LLC
FL001412792

and existing under the laws of the State of Delaware has filed with this state its Application of Registration and whereas this Application of Registration conforms to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare that on the 3rd day of April, 2015, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 3rd day of April, 2015.


Secretary of State



CERTIFICATE OF REGISTRATION

WHEREAS,

TOTAL CALL INTERNATIONAL, LLC

Using in Missouri the name

T Call Prepaid, LLC
FL001412792

and existing under the laws of the State of Delaware has filed with this state its Application of Registration and whereas this Application of Registration conforms to the Missouri Limited Liability Company Act.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, by virtue of the authority vested in me by law, do hereby certify and declare that on the 3rd day of April, 2015, the above Foreign Limited Liability Company is duly authorized to transact business in the State of Missouri and is entitled to any rights granted Limited Liability Companies.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 3rd day of April, 2015.

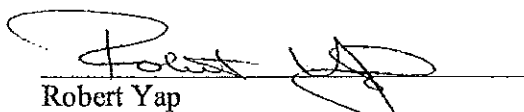
Attachment 4

Adoption Notice and Revised Tariff Title Page

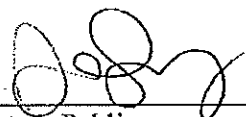
VERIFICATION

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.

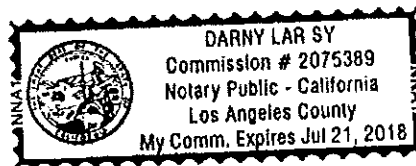
I declare under penalty of perjury that the foregoing is true and correct.


Robert Yap
Total Call International, Inc.

Subscribed and sworn to me on February 9, 2015.



Notary Public



My Commission expires: July 21, 2018