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April 30, 2015

Marlene Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street SW  
Washington, DC 20554

*via IBFS*

Re: Notification, pursuant to Section 63.24(f) of the Commission's Rules, of a *pro forma* merger and transfer of control of Total Call International, LLC, which holds blanket domestic Section 214 authority and international Section 214 authority (File No. ITC-214-20000121-00036); and

Notification, pursuant to Section 63.24(f) of the Commission's Rules, of a *pro forma* transfer of control of Total Call Mobile, LLC which holds international Section 214 authority (File No. ITC-214-20091105-00474); and

Notification, pursuant to Section 63.24(f) of the Commission's Rules, of a *pro forma* transfer of control of Locus Telecommunications, LLC which holds blanket domestic Section 214 authority and international Section 214 authority (File No. ITC-214-19950819-00044)

Dear Ms. Dortch:

Total Call International, LLC<sup>1</sup>, ("TCI") Total Call Mobile, LLC ("TCM") and Locus Telecommunications, LLC<sup>2</sup> ("Locus" and together with TCI and TCM, the "Companies"), by their attorneys, hereby notify the Federal Communications Commission of a series of non-substantive, *pro forma* transactions, pursuant to Section 63.24(f) of the Commission's Rules, that took place on March 31, 2015. Specifically, the Companies have undertaken internal reorganizations resulting in *pro forma* transfers of control and TCI completed a *pro forma* merger with a commonly owned affiliate. None of these transactions resulted in any change in the ultimate ownership of the Companies nor were any services discontinued.<sup>3</sup>

<sup>1</sup> FRN: 0006807309.

<sup>2</sup> FRN: 0018458091.

<sup>3</sup> In addition, TCM and Locus converted from Delaware corporations to Delaware limited liability companies on March 31, 2015.

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TCI is a provider of prepaid calling card services and holds domestic and international Section 214 authority from the Commission.<sup>4</sup> TCM is a provider of wireless telecommunications service and holds international Section 214 authority from the Commission.<sup>5</sup> Locus provides both prepaid calling card services and wireless telecommunications service and holds international Section 214 authority<sup>6</sup> and, with respect to its prepaid calling card services, domestic Section 214 authority.

*Description of the Pro Forma Transactions*

Prior to the *pro forma* internal reorganization, TCI Inc. and Locus were directly held and wholly owned by KDDI America, Inc. (“KDDI America”) which, in turn is wholly owned by KDDI Corporation. TCM was a direct, wholly owned subsidiary of TCI Inc. and an indirect wholly owned subsidiary of KDDI America. In turn, KDDI America is a direct, wholly owned subsidiary of KDDI Corporation, a public corporation based in Japan. With this filing, the Companies notify the Commission of the following, effective March 31, 2015:

(i) KDDI US Holding Inc. (“KDDI US”), a newly formed entity incorporated under the laws of the State of Delaware, has been inserted into the chain of ownership between TCI and Locus, on the one hand, and their prior direct parent entity, KDDI America. KDDI US is a direct, wholly owned subsidiary of KDDI America. There has been no change in the ultimate ownership of TCI or Locus.

(ii) Control of TCM has been transferred from TCI to KDDI US. As a result, TCM is now directly held and wholly owned by KDDI US. There has been no change in the ultimate ownership of TCM.

(iii) TCI, a California corporation, merged with and into, Total Call International, LLC, (“TCI LLC”) a commonly owned affiliate and limited liability company formed under the laws of the State of Delaware, with TCI LLC as the surviving entity. Both before and after the merger, TCI LLC was, and remains a direct and wholly owned subsidiary of KDDI US.

As a result of these transactions, TCI LLC, TCM and Locus are each directly and wholly owned by KDDI US. KDDI US is directly and wholly owned by KDDI America and there has been no change in the ownership of KDDI America. Accordingly, these transactions have not

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<sup>4</sup> See File No. ITC-214-20000121-00036 (granted Feb. 23, 2000). Domestic authority was obtained by operation of rule. See 47 C.F.R. §63.01.

<sup>5</sup> See File No. ITC-214-20091105-00474 (granted Dec. 4, 2009).

<sup>6</sup> See File No. ITC-214-19950819-00044 (granted Sept. 1, 1995).

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resulted in any change in the ultimate control of TCI LLC, TCM or Locus. Diagrams of the pre- and post-transaction corporate structures are provided as *Exhibit A*.

In addition, on March 31, 2015, TCM and Locus, both corporations formed under the laws of the State of Delaware, completed corporate conversions to become Delaware limited liability companies.

In accordance with Section 63.24(f)(2) of the Commission's Rules, the Companies provide the information requested in paragraphs (a) through (d) and (h) of Section 63.18 of the Commission's Rules.

(a) Name, address and telephone number of the parties:

Total Call International, LLC  
1411 W. 190th Street, Suite 650  
Gardena, CA 90248  
(310) 818-4300

Total Call Mobile, LLC  
1411 W. 190th Street, Suite 650  
Gardena, CA 90248  
(310) 818-4300

Locus Telecommunications, LLC  
2200 Fletcher Avenue  
Fort Lee, New Jersey 07024  
(201) 585-3600

(b) TCI LLC, TCM and Locus are each limited liability companies formed under the laws of the State of Delaware.

(c) Correspondence concerning this filing should be sent to:

Steven A. Augustino  
Denise N. Smith  
Kelley Drye & Warren LLP  
3050 K Street, N.W.  
Washington, D.C. 20007  
Tel: (202) 342-8400  
[saugustino@kelleydrye.com](mailto:saugustino@kelleydrye.com)

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[dsmith@kelleydrye.com](mailto:dsmith@kelleydrye.com)

- (d) TCI LLC holds an international Section 214 license to provide global or limited global facilities-based and resale international telecommunications services, granted in File No. ITC-214-20000121-00036 on February 23, 2000. TCM holds an international Section 214 license to provide global or limited global facilities-based and resale international telecommunications services, granted in File No. ITC-214-20091105-00474 on December 4, 2009. Locus holds an international Section 214 license to provide global or limited global resale international telecommunications services, granted in File No. ITC-214-19950819-00044 on September 1, 1995. TCI, TCM and Locus were all subsequently acquired, in separate transactions, by KDDI America, Inc. The Commission approved these acquisitions in File Nos. ITC-T/C-20091214-00538, ITC-T/C-20091214-00537 and ITC-T/C-20091022-00453, respectively.
- (h) After the international reorganization of the Companies and TCI LLC merger, the following individuals or entities hold a 10% or greater ownership interest in the Companies:

*KDDI US Holding Inc.* KDDI US holds 100% of the membership of the Companies. KDDI US is a corporation formed under the laws of the State of Delaware with principal offices at 825 Third Avenue, Third Floor, New York, NY 10022. KDDI US' principal business is that of a holding company.

*KDDI America, Inc.* KDDI America holds 100% of the ownership interest of KDDI US. KDDI America is a corporation formed under the laws of the State of New York with principal offices located at 825 Third Avenue, Third Floor, New York, NY 10022. KDDI America's principal business is as a provider of interexchange and international telecommunications in the United States.

*KDDI Corporation* KDDI Corporation holds 100% of the ownership interest of KDDI America. KDDI Corporation is a corporation formed under the laws of Japan with principal offices located at 3-10-10 Iidabashi Chiyodaku, Tokyo 102-0072, Japan. KDDI Corporation owns and operates a portfolio of telecommunications companies throughout the world. KDDI Corporation is a publicly traded company and, as such, its ownership is widely held. The following entities hold 10 percent (10%) or more of the outstanding stock of KDDI Corporation:

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**Name:** Kyocera Corporation

**Business Address:** 6 Takeda Tobadono-cho, Fushimi-ku, Kyoto, Japan 612-8501

**Ownership:** 12.76% in KDDI Corporation

**Citizenship:** Japanese Corporation

**Principal Business:** Conglomerate – advanced materials, components, devices, equipment, networks and services.

**Name:** Toyota Motor Corporation

**Business Address:** 1 Toyota-Cho, Toyota City, Aichi Prefecture 471-8571, Japan

**Ownership:** 11.09% in KDDI Corporation

**Citizenship:** Japanese Corporation

**Principal Business:** Automobile manufacturing and sales

Apart from those identified above, no other individual or entity holds a 10% or greater ownership interest in TCI, TCM or Locus under the FCC's ownership attribution rules.

Interlocking Directorates:

Each of the following individuals is an officer or director of the Companies (as noted) as well as an officer or director of a foreign carrier as described below:

Mr. Shinichi Suzukawa is a director for KDDI America, Inc. and the following KDDI entities: KDDI Europe Ltd., KDDI China Corporation, KDDI Singapore Pte Ltd, and DMX Technologies Group Limited.

Finally, pursuant to Section 63.24(f)(ii) of the Commission's Rules, the Companies provide as **Exhibit B** certifications that the transfers of control and merger were *pro forma* and that, together with all previous *pro forma* transactions, they do not result in a change in the actual controlling party for any of the Companies.

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Please contact the undersigned counsel if you have any questions regarding this matter.

Respectfully submitted,



Steven A. Augustino  
Denise N. Smith  
Kelley Drye & Warren LLP  
3050 K Street, NW  
Suite 400  
Washington, D.C. 20007-5108

*Counsel for Total Call International, LLC,  
Total Call Mobile, LLC and Locus  
Telecommunications, LLC*

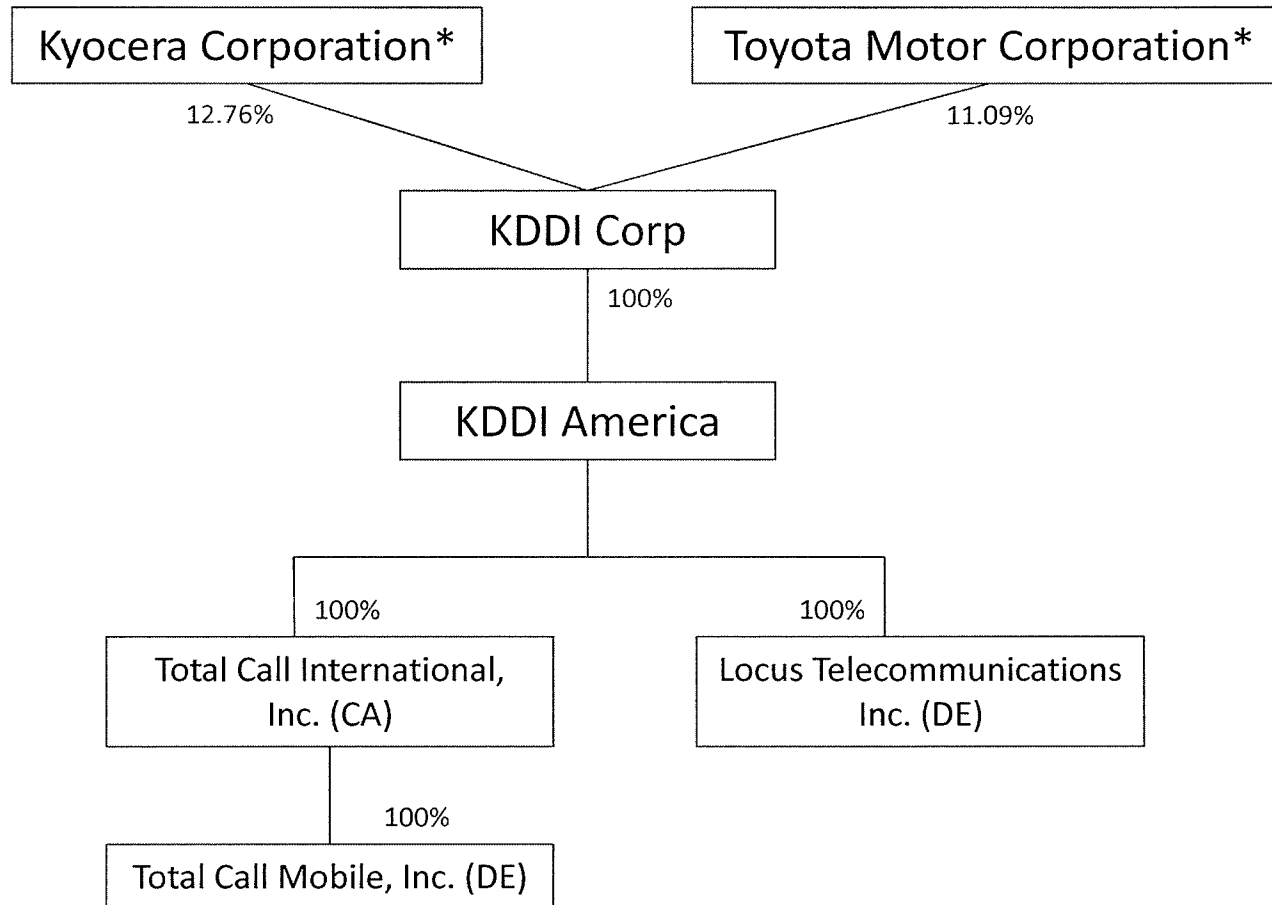
## EXHIBITS

<b>Exhibit A</b>	Diagrams of the Corporate Ownership Structure of Total Call International, LLC, Total Call Mobile, LLC and Locus Telecommunications, LLC Prior to and Following the Consummation of the Transaction
<b>Exhibit B</b>	Certifications

**Pre- and Post-Transaction Organizational Charts**



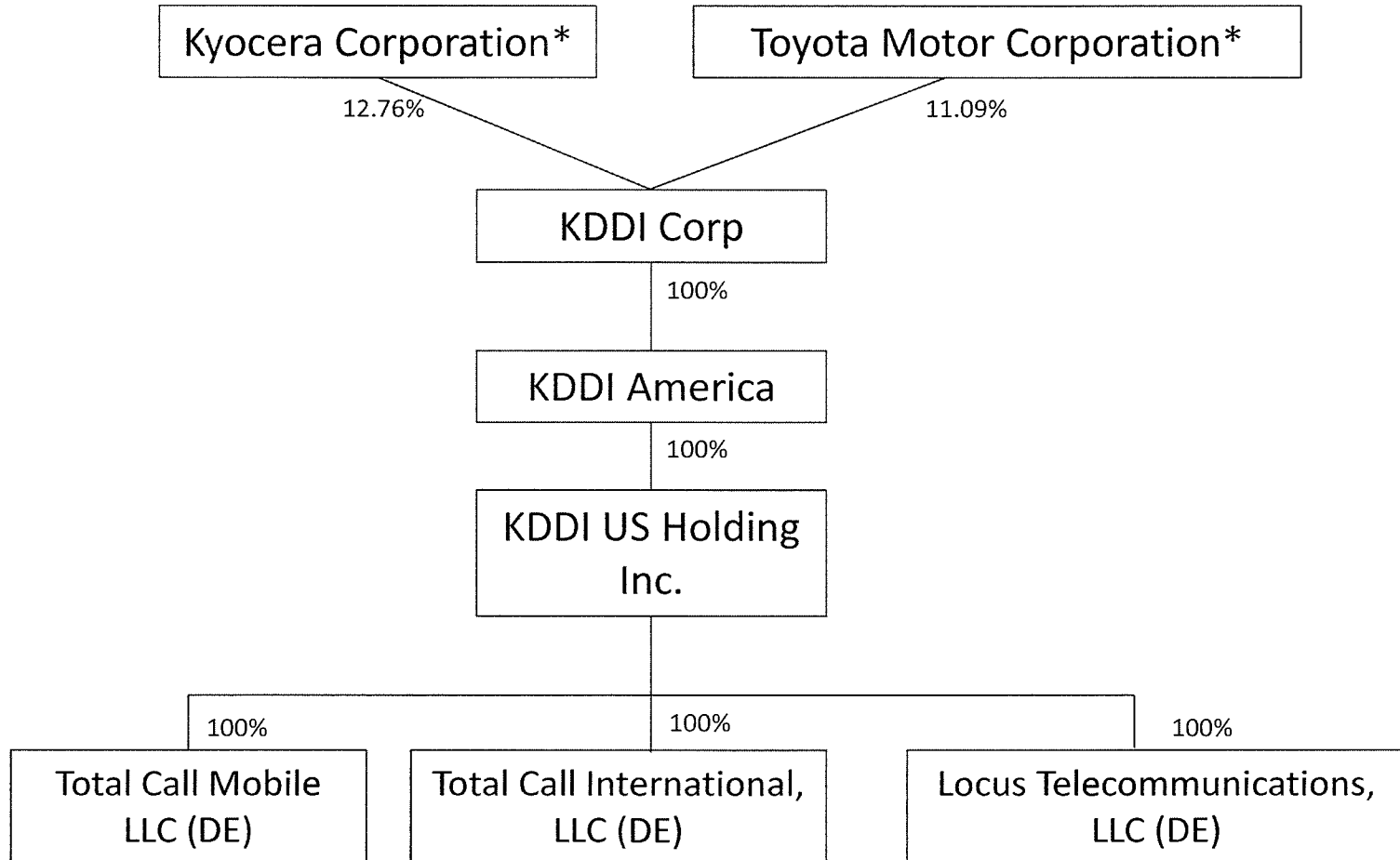
# Overview of the Pre-Transaction Structure



This chart reflects the ownership interests only of those entities relevant to the transaction. All other entities have been omitted.

\*No other individual/entity holds a 10% or greater ownership interest in KDDI Corporation.

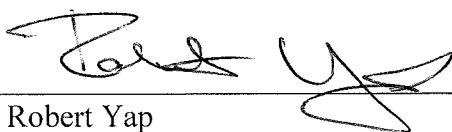
# Overview of the Post-Transaction Structure



This chart reflects the ownership interests only of those entities relevant to the transaction. All other entities have been omitted.  
\*No other individual/entity holds a 10% or greater ownership interest in KDDI Corporation.

**Certification**

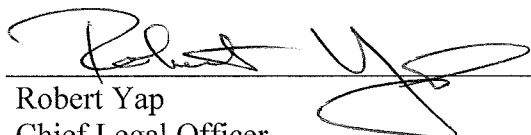
The undersigned hereby certifies, on behalf of Total Call International, LLC and with respect to the foregoing notification of *pro forma* transactions, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transactions were *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that these transactions, together with all previous *pro forma* transactions, did not result in a change in ultimate control.

By:   
\_\_\_\_\_  
Robert Yap  
Chief Legal Officer  
Total Call International, LLC  
1411 W. 190th Street, Suite 650  
Gardena, CA 90248

Date: April 29, 2015

**Certification**

The undersigned hereby certifies, on behalf of Total Call Mobile, LLC and with respect to the foregoing notification of a *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that this transaction, together with all previous *pro forma* transactions, did not result in a change in ultimate control.

By:   
Robert Yap  
Chief Legal Officer  
Total Call Mobile, LLC  
1411 W. 190th Street, Suite 650  
Gardena, CA 90248

Date: April 29, 2015

**Certification**

The undersigned hereby certifies, on behalf of Locus Telecommunications, LLC and with respect to the foregoing notification of a *pro forma* transaction, that the statements in the notification are true and correct to the best of my belief and are made in good faith; that the transaction was *pro forma* as described in Section 63.24(a) of the Commission's Rules; and that this transaction, together with all previous *pro forma* transactions, did not result in a change in ultimate control.

By:  \_\_\_\_\_  
Robert Yap  
Chief Legal Officer  
Locus Telecommunications, LLC  
2200 Fletcher Avenue  
Fort Lee, New Jersey 07024

Date: April 29, 2015