

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)	
)	
)	
Total Call International, Inc.)	WC Docket No. 09-_____
Transferor,)	
)	
and)	ITC-T/C-2009_____
)	
KDDI America, Inc. , Transferee)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission’s Rules to Complete a)	
Transfer of Control of an Authorized Domestic and)	
International Section 214 Carrier)	
)	

JOINT APPLICATION – STREAMLINED PROCESSING REQUESTED

I. INTRODUCTION

Total Call International, Inc. (“Total Call” or “Licensee” or “Transferor”), and KDDI America, Inc. (“KDDI America” or “Transferee”) (together, the “Applicants”), pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission’s Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission approval for the transfer of control of Licensee, a non-dominant carrier holding authority from the Commission to provide international telecommunications services and authorized to provide domestic interstate common carrier service pursuant to Section 63.01 of the Commission’s Rules, 47 C.F.R. § 63.01.¹ Streamlined

¹ A separate application and filing fee has being submitted via IBFS for the related transfer of control of Total Call affiliate and CMRS provider Total Call Mobile, Inc. to KDDI. The transaction described herein covers both transferor entities.

processing is requested pursuant to sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.12.²

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Total Call International, Inc. (Transferor)

Total Call is a California corporation with principal offices located at 707 Wilshire Blvd., 12th Floor, Los Angeles, California 90017. Total Call is authorized to provide Global or Limited Global Facilities-based and Resale services granted by the Commission in FCC File No. ITC-214-20000121-00036. In addition, Total Call holds blanket domestic Section 214 authority pursuant to Section 63.01 of the Commission's rules. Total Call also holds authority to provide resold interexchange telecommunications services in over 40 states. Total Call primarily provides one-plus long distance services and prepaid calling card services. (Total Call does not provide local exchange service in any U.S. markets.) Total Call has two 10% or greater shareholders: Mark Leafstedt (60%), a United States Citizen, who serves as the Chief Executive Officer of Total Call; and Daniel J. Ing (25%), a United States Citizen, who serves as President and Secretary of Total Call. Total Call has no foreign ownership.

B. KDDI America, Inc. (Transferee)

KDDI America is a New York corporation with principal offices located at 825 Third Avenue, Third Floor, New York, NY 10022. KDDI America is 100% owned by KDDI Corporation, a Japanese corporation, with principal offices located at 3-10-10 Iidabashi Chiyoda-ku, Tokyo 102-0072, Japan. KDDI America has long been authorized to provide resold and facilities-based international services granted by the Commission. (See Section V(d) below.) In

² As explained herein, KDDI America agrees to continued dominant regulatory treatment on the U.S.-Japan international route.

addition, KDDI America holds blanket domestic Section 214 authority. KDDI America also holds authority from state regulatory commissions to provide resold telecommunications services throughout the United States. (KDDI America does not provide local exchange service in any U.S. markets.) KDDI America primarily provides international services, dial around services, and resold wireless services.

III. DESCRIPTION OF THE TRANSACTION

By this Application, the Applicants request approval for the transfer of control of Total Call to KDDI America. KDDI America has agreed, subject to applicable closing conditions, to acquire fifty-one percent (51%) of the capital stock of Total Call, on a fully diluted, as converted basis. KDDI America will become the new corporate parent of Total Call. Upon consummation, the remaining forty-nine percent (49%) will be held in the same ratio as Total Call's current ownership. Prior to KDDI's acquisition of 51% of Total Call, Total Call will transfer its one plus long distance customer base to OPEX (Step 1) in a *pro forma* transaction, and then OPEX will be spun off to the current shareholders of Total Call on a pro rata basis (the "Total Call/OPEX Transaction") (Step 2) via a second *pro forma* transaction.³ In connection with the Total Call/OPEX Transaction, the Commission will be notified of the *pro forma* transfer of control of OPEX Communications, Inc. in accordance with Section 63.24(f) of the Commission's rules. The Total Call/OPEX Transaction will result in Total Call itself having no one plus long distance customers, but will have only prepaid calling card customers.

Further, prior to KDDI's acquisition of 51% of Total Call, the shareholders of Total Call affiliate Total Call Mobile, Inc. ("TCMI") will contribute 100% of the capital stock of TCMI to Total Call in a separate restructuring *pro forma* transaction, resulting in TCMI becoming a

³ In connection with the Total Call/OPEX Transaction, all customers of Total Call being transferred to OPEX and the Commission will be notified in compliance with 47 C.F.R. § 64.1120(e).

wholly owned subsidiary of Total Call. As such, when KDDI purchases 51% of Total Call, it will also acquire a controlling interest in TCMI and TCMI's prepaid wireless business. In connection with the restructuring transaction, the Commission will be notified of the *pro forma* transfer of control of TCMI, and a separate application seeking consent to the transfer of control of TCMI to KDDI will be filed concurrently with or shortly after the instant application. An organizational chart, showing the current ownership structure and after the transfer is completed, and illustrating the transactions described above, is attached hereto as Exhibit A.

The post-consummation ownership of Total Call is described in Section V below and illustrated on the corporate organizational charts attached hereto as Exhibit A. Although the proposed transaction will result in a change in the ultimate ownership and control of Licensee, no assignment or transfer of certificates, assets or customers from Total Call to a different entity will occur as an immediate consequence of the proposed transaction. Licensee will continue to provide service to its existing customers pursuant to its authorizations under the same rates, terms and conditions. Accordingly, this transaction will be virtually transparent to the customers of Licensee. Also, management of Total Call's day-to-day operations will remain unchanged upon consummation.

IV. PUBLIC INTEREST STATEMENT

KDDI America's acquisition of Total Call will serve the public interest by bringing in a strong, well funded company to bolster Total Call's financial strength. With the acquisition of a majority interest in Total Call by KDDI America, Total Call will be able to continue to provide high-quality services to its customers. In addition, the current management of Total Call is expected to remain in place.

Further, the proposed transaction does not present any anti-competitive issues. The transaction will be conducted in a manner that will be virtually transparent to Total Call's

customers. The transfer of control of Total Call will not result in a change of carrier for customers or any assignment of authorizations. Moreover, as evidenced by this application's eligibility for streamlined processing, transactions such as these do not raise anticompetitive concerns for the Commission.⁴ In any event, the markets in which Total Call provides service are highly competitive, with numerous facilities-based and non-facilities-based competitors. Following consummation of the proposed transaction, Total Call will continue to provide high-quality communications services to its customers without interruption and without immediate change in rates, terms or conditions. Furthermore, the proposed transaction will not have a negative impact on competition. No existing or potential competitors will be eliminated as a result of the proposed transaction. Instead, grant of the application will promote and preserve competition in the international telecommunications marketplace and ensure that the parties may continue to offer seamless international services to existing customers. The transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. The Commission's principal concern for "the exercise of foreign market power in the U.S. market" is that such market power "could harm U.S. consumers through increases in prices, decreases in quality, or reductions in alternatives in end user markets."⁵ As the Commission explained further, "generally, this risk occurs when a U.S. carrier is affiliated with a foreign carrier that has sufficient market power on the foreign end of a route to affect competition adversely in the U.S. market."⁶ As Total Call will be regulated as dominant on the U.S.-Japan route and is otherwise entitled to nondominant regulatory treatment on all other routes, including those where it will

⁴ *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd. 5517, ¶ 30 (2002)

⁵ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities*, Report and Order and Order on Reconsideration, 12 FCC Rcd. 23891, 23951-54 (1997).

⁶ *See id.*

have foreign carrier affiliates, Applicants would have no ability to adversely affect competition.

Thus, consumers will not be harmed by the transaction.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and (h)-(p) in support of this

Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Total Call International, Inc.
707 Wilshire Blvd., 12th Floor
Los Angeles, CA 90017
Attention: Mark Leafstedt
Telephone: (213) 995-9700

Transferee:

KDDI America, Inc.
825 Third Ave.
Third Floor
New York, New York 10022
Attention: Daichi Nozaki
Telephone: (212) 295-1200

(b) Jurisdiction of Organizations:

Transferor: Total Call International, Inc. is a California corporation.

Transferee: KDDI America Inc. is a New York corporation.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Transferor and For Transferee:

Lance J.M. Steinhart, Esq.
Lance J.M. Steinhart, P.C.
1720 Windward Concourse, Suite 115
Alpharetta, Georgia 30005
Telephone: 770-232-9200

Facsimile: 770-232-9208
Email: lsteinhart@telecomcounsel.com

(d) Section 214 Authorizations

Total Call holds international Section 214 authority to provide Global or Limited Global Facilities-Based and resold services granted by the Commission in FCC File No. ITC-214-20000121-00036. In addition, Total Call holds blanket domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

KDDI America holds the following international Section 214 authorizations:⁷

- File No. ITC-214-19970212-00085 (Limited Global Resale Service to Belgium, France, Hong Kong, Mongolia and Russia)
- File No. ITC-214-19970113-00019 (Limited Global Resale Service to provide non-interconnected resold private line services to Belgium, France and Hong Kong)
- File No. ITC-214-19970212-00082 (Limited Global Resale Service to all international points except Japan, Belgium, France, Hong Kong, Mongolia and Russia)
- File No. ITC-214-19971014-00620 (Limited Global Facilities-Based Service to all international points except Japan)
- File No. ITC-214-19980205-00076 (Limited Global Resale Service between the United States and Japan; Applicant agreed to be classified as a dominant carrier to Japan)
- File No. ITC-214-19980205-00077 (Limited Global Facilities-Based Service between the United States and Japan; Applicant agreed to be classified as a dominant carrier to Japan)
- File No. ITC-214-19980424-00275 (Limited Global Resale Service to provide non-interconnected resold private lines between the United States and all permissible international points except Japan, the United Kingdom, Belgium, Germany, France and Hong Kong)
- File No. ITC-214-19980607-00388 (Interconnected Private Line Switched Service to Japan; Applicant agreed to be classified as a dominant carrier to Japan)

In addition, KDDI America holds blanket interstate domestic Section 214 authority. *See* 47 C.F.R. § 63.01.

⁷ KDDI affiliate KDDI Global LLC also holds global facilities-based and resale authority to all international points. *See* File No. ITC-214-20061027-00492. The Commission has also approved the transfer of control of Locus Telecommunications, Inc., File No. ITC-214-19950819-00044, to KDDI America. *See* File No. ITC-T/C-20091022-00453.

- (h) **(Answer to Questions 11 & 12)** The following entities and persons hold, directly or indirectly, a ten percent or greater interest in KDDI America as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:

Information concerning the ten percent (10%) or greater shareholders of Transferee:

Name: KDDI Corporation
Business Address: 3-10-10 Iidabashi Chiyoda-ku
Tokyo 102-0072, Japan
Ownership: 100% direct shareholder in KDDI America.
Citizenship: Japanese Corporation
Principal Business: Telecommunications

The following entities hold a 10 percent or greater interest in KDDI Corporation (which, in turn, holds a 100 percent direct ownership interest in Applicant KDDI America):

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

No single entity holds a 50 percent or greater or otherwise controlling interest in either Kyocera Corporation or Toyota Motor Corporation that would result in any additional 10 percent or greater indirect ownership in KDDI America.

KDDI America, Inc. has the following interlocking directorates with foreign carriers (not all of whom are foreign carrier affiliates for purposes of the Commission's rules and Question 14 below):

- Mr. Masaaki Nakanishi is a director of KDDI America, Inc. and the following entities: KDDI Europe Ltd.; KDDI China Corp.; KDDI Taiwan; KDDI Singapore; Hola Paraguay

- Mr. Yasushi Kubota is a director of KDDI America, Inc. and KDDI Europe Ltd.
- Mr. Koichiro Nakagiri is a director of KDDI America, Inc. and the following entities: KDDI Europe; KDDI Hong Kong; KDDI China Corp; KDDI Shanghai; KDDI Korea; and KDDI Singapore

(i) **(Answer to Question 14)** As evidenced by the signature of its authorized representative to this filing, KDDI America certifies that it is affiliated with foreign carriers as follows:

<u>Foreign Carrier</u>	<u>Country</u>
KDDI Korea Corporation	Korea
Hola Paraguay S.A.	Paraguay
KDDI Hong Kong, Ltd.	Hong Kong
KDDI Singapore Pte Ltd	Singapore
KDDI Australia Pty Ltd	Australia
Mobicom Corporation	Mongolia
Vostoktelecom Co. Led.	Russia
KDDI Europe Ltd.	United Kingdom
KDDI Deutschland GmbH	Germany
KDDI France SAS	France
KDDI Thailand	Thailand
KDDI Malaysia	Malaysia
KDDI Indonesia	Indonesia
KDD Philippines	Philippines
KDD Vietnam	Vietnam
KDDI India	India
KDDI Corporation	Japan

(j) **(Answer to Question 15)** KDDI America certifies that it seeks to provide international telecommunications services to each of the countries listed in response to Question 14. KDDI's parent company controls a foreign carrier in each of these countries, with the exception of Mongolia and Russia.

(k) Not applicable.

(l) Not applicable.

(m) For purposes of this application, Applicants submit that, with the exception of KDDI Corporation, Japan, KDDI America qualifies for a presumption of non-dominance for each of the routes where it holds foreign carrier affiliations under Section 63.10(a)(3) of the Commission Rules, 47 C.F.R. § 63.10(a)(3), as each of these carriers lacks a 50% market share in the international transport and local access markets on the foreign end of that route. With respect to all other routes, KDDI America will have no foreign carrier affiliates. Applicants agree to be classified as a dominant carrier on the U.S.-Japan route under Sections 63.10(c)-(e) of the

Commission's Rules, 47 C.F.R. §§ 63.10(c)-(e) without prejudice to its right to petition for reclassification at a later date.

- (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
- (p) As discussed above, KDDI America qualifies for a presumption of non-dominance on the routes where it holds foreign carrier affiliations (except Japan) under Section 63.10(a)(3) of the Commission Rules, 47 C.F.R. § 63.10(a)(3). KDDI America also agrees to continued dominant regulatory classification on the U.S.-Japan route. This application is therefore eligible for streamlined processing under section 63.12(c)(1)(ii) and (v) of the Rules, 47 C.F.R. § 63.12(c)(1)(ii), (v).

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) Total Call is authorized to provide resold interexchange telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Iowa, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Missouri, Minnesota, Mississippi, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Total Call affiliate Total Call Mobile, Inc., is a provider of resold commercial mobile radio services offering service in approximately 45 states.

KDDI America is authorized to provide resold interexchange telecommunications service in Alabama, Arkansas, Arizona, California, Connecticut, Florida, Georgia, Idaho, Iowa, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Minnesota, Mississippi, Missouri, Montana, Nebraska, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, South Dakota, Utah, Vermont, Virginia, Washington, West

Virginia, Wisconsin and Wyoming. KDDI is also authorized to provide resold wireless services throughout the United States.

Applicants are not local exchange carriers in any U.S. markets.

With respect to KDDI America's 10 percent or greater interest holders, Kyocera Corporation does not hold a 10 percent or greater or otherwise controlling interest in any U.S. telecommunications carrier that would result in any additional affiliation with a U.S. telecommunications carrier for purposes of section 63.03 of the Commission's rules. Also, there is no entity in which Toyota Motor Corporation directly or indirectly holds a 10 percent or greater or otherwise controlling interest in any U.S. telecommunications carrier that results in any additional affiliation with KDDI America under section 63.03 of the Rules. Out of an abundance of caution, however, KDDI America notes that Toyota Motor Corporation holds a 21.57 percent interest in Toyota Tsusho Corporation which, in turn, holds an 11.53 percent interest in Pacific Lightnet, Inc. according to Commission records, resulting in cognizable ownership well below 10 percent.⁸ Pacific Lightnet provides interexchange, CLEC and competitive access services in the State of Hawaii (FRN 0005940671). Neither Kyocera Corporation nor Toyota Motor Corporation is a U.S. telecommunications carrier.

For purposes of Section 63.03 of the rules, KDDI America is affiliated with KDDI Global L.L.C. ("KDDI Global," FRN 0015652373.) KDDI Global provides telecommunications termination services on a wholesale basis, supplying domestic and international termination of telecommunications traffic for other telecommunications carriers. KDDI Global interconnects with carriers at its switch location in Los Angeles, California. At this time, KDDI Global does not directly serve any retail customers. KDDI Global is not a local exchange carrier in any U.S. markets.

Finally, the Commission has approved the transfer of control of Locus Telecommunications, Inc., File No. ITC-214-19950819-00044, to KDDI America. See File No. ITC-T/C-20091022-00453. Locus Telecom is authorized to provide resold interexchange telecommunications services in California, Florida, Georgia, Illinois, Nevada, New Jersey, Pennsylvania, Massachusetts, New York, Texas, Virginia, and Washington. Locus Telecom is not a local exchange carrier in any U.S. markets.

- (a)(8)** Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Transferee (and its affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier

⁸ In that regard, Pacific Lightnet does not report Toyota Motor Corporation as a disclosable interest holder for FCC Form 602 purposes. See ULS Ownership File No. 0002081493.

that is not a party to the transaction, and none of the Applicants (or their affiliates) are dominant with respect to any service.

- (a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).
- (a)(10) Not applicable. Prompt completion of the proposed transaction, however, will help ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application pursuant to streamlined processing as expeditiously as possible.
- (a)(11) Not applicable.
- (a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VIII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of Total Call to KDDI America as described herein.

Respectfully submitted,

/s/ _____

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COUNSEL FOR KDDI AMERICA, INC.

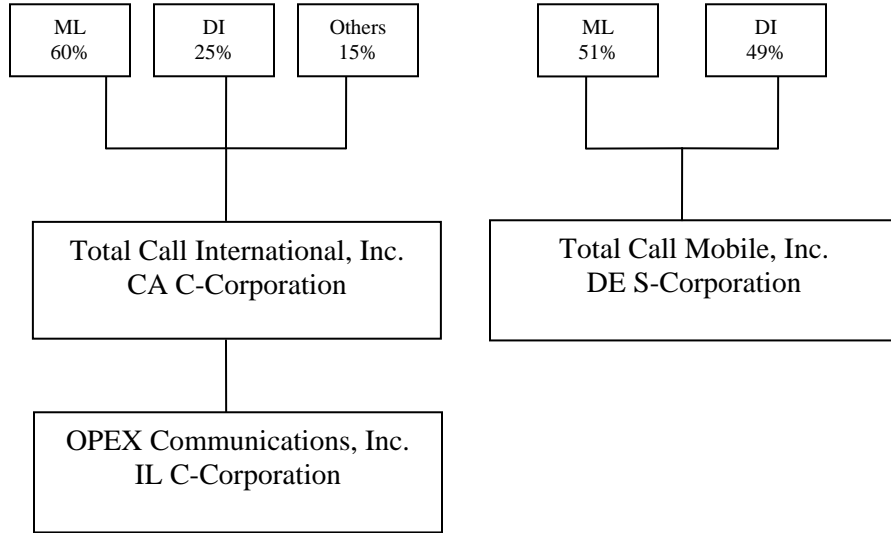
Dated: December 10, 2009

EXHIBIT A

Pre- and Post-Transaction Corporate Structure of Total Call International, Inc.

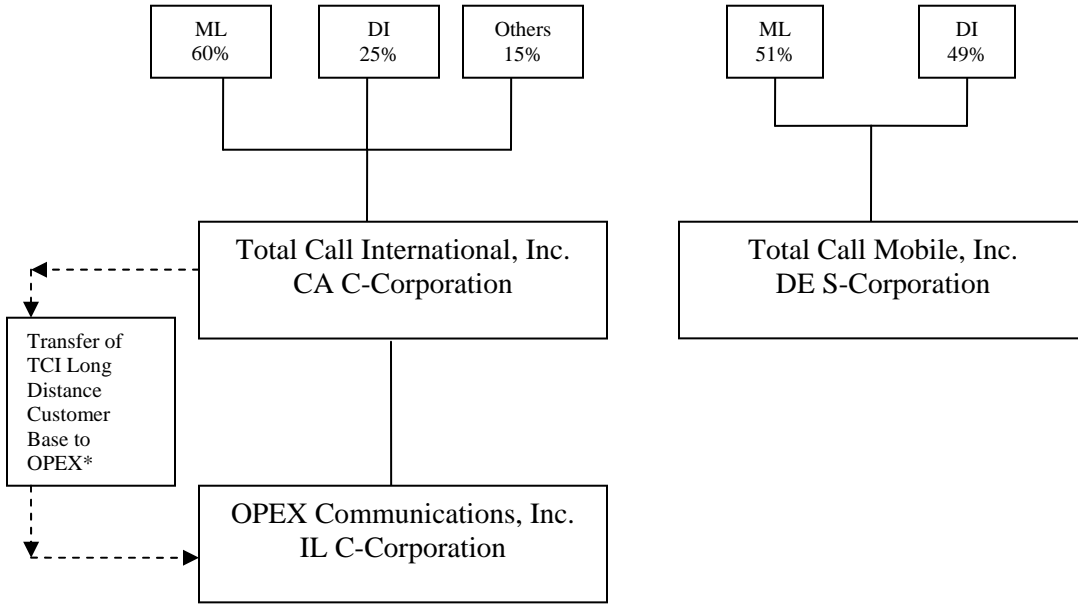
Current Structure of Total Call/TCMI/OPEX as of 10/28/09

The current organizational structure of Total Call International, Inc., OPEX Communications, Inc., and Total Call Mobile, Inc., as of October 28, 2009. Mark Leafstedt (“ML”) and Daniel Ing (“DI”) are the majority shareholders of Total Call International, Inc., a California C-Corporation. Total Call International is the sole shareholder of all issued and outstanding shares of OPEX Communications, Inc., an Illinois C-Corporation. Total Call Mobile, Inc., a Delaware S-Corporation, is owned jointly by ML and DI. ML and DI are the only shareholders of Total Call Mobile. Note that all percentages are approximate and that none of those in the “Others” category own more than 10% individually.



Step 1 - Transfer of Total Call International Long Distance Customer Base to OPEX

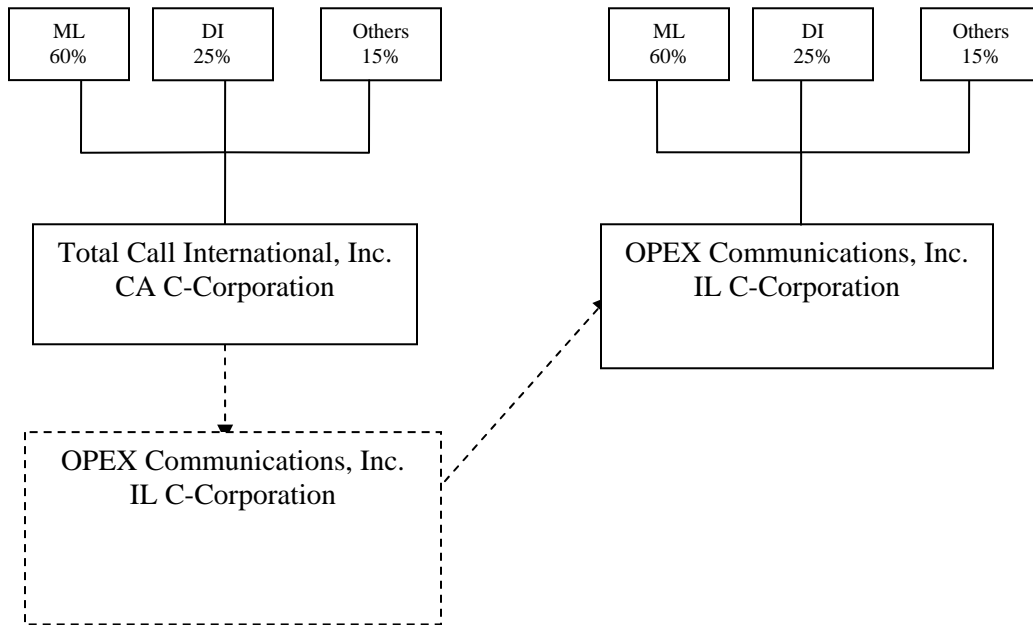
The first step in the proposed transaction will be to transfer Total Call International, Inc.'s One-Plus (i.e. Long Distance) customer base to OPEX Communications, Inc. Note that all percentages are approximate and that none of those in the "Others" category own more than 10% individually.



***Note: Transfer of TCI Long Distance Customer Base will take place prior to Spinoff of OPEX to TCI Shareholders.**

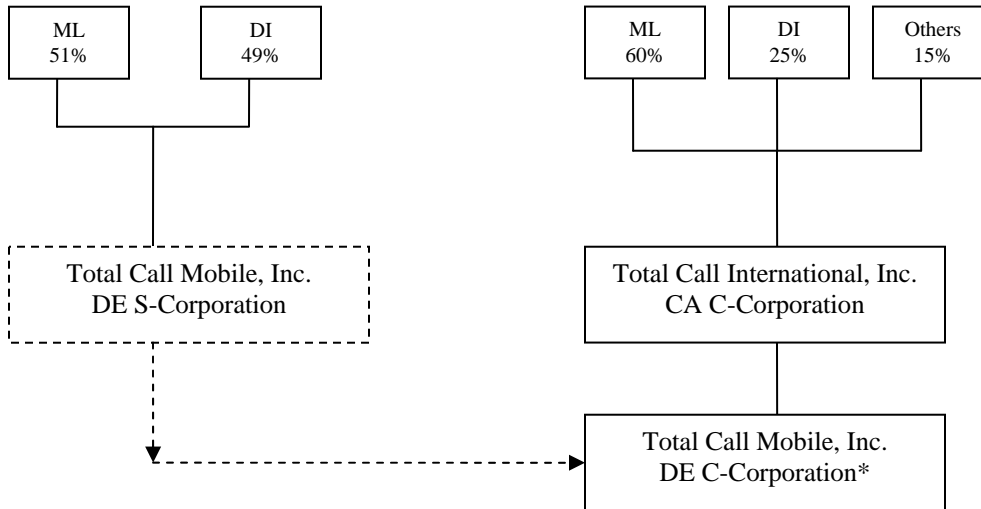
Step 2 – Spin-off/Transfer of Control of OPEX to Total Call International Shareholders

The second step in the proposed transaction will be to spinoff OPEX Communications, Inc., to the shareholders of Total Call International, Inc. Note that all percentages are approximate and that none of those in the “Others” category own more than 10% individually.



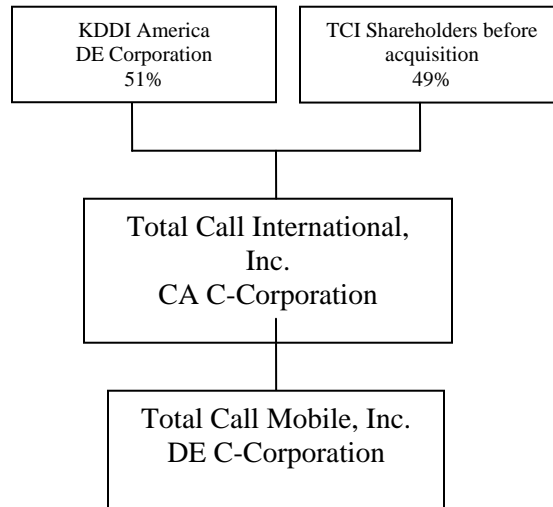
Step 3 - Acquisition of Total Call Mobile by Total Call International

Step 3 in the proposed transaction will be the transfer of ownership of Total Call Mobile, Inc. from ML and DI to Total Call International, Inc. After this transaction, Total Call Mobile will be converted into a C-Corporation. Note that all percentages are approximate and that none of those in the “Others” category own more than 10% individually.



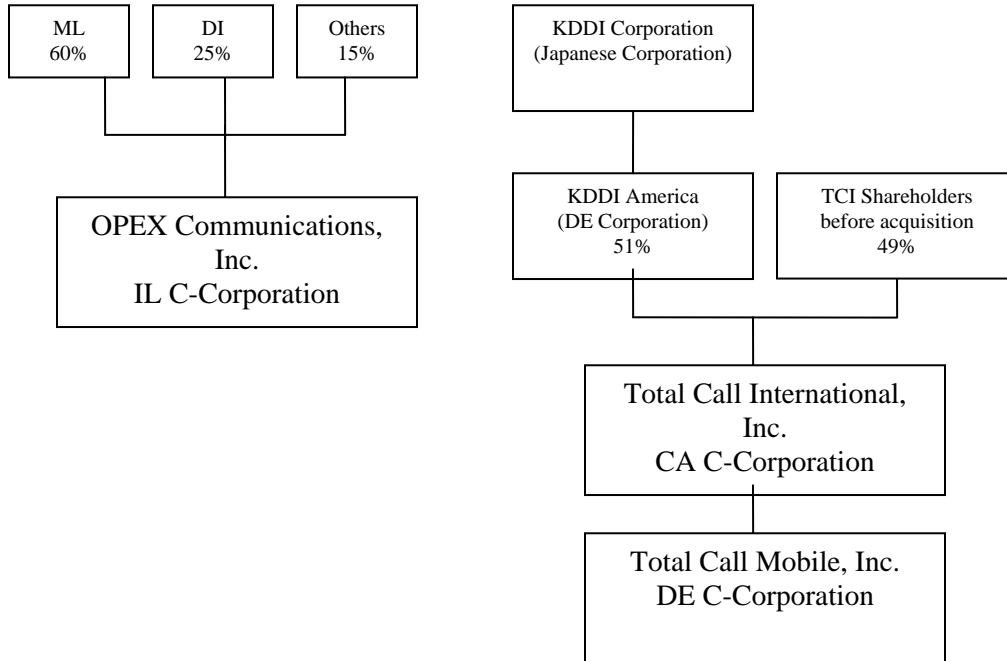
Step 4 –Transfer of Control of Total Call – Purchase of 51% of Total Call by KDDI

The fourth step in the proposed transaction will be the purchase of 51% of the issued and outstanding shares of Total Call International by KDDI America. After the consummation of the proposed transaction, KDDI America will own a controlling interest in Total Call International (with Total Call Mobile being a wholly owned subsidiary of Total Call International).



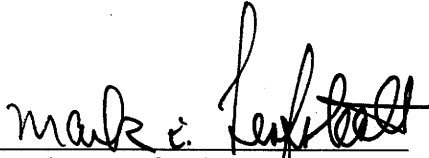
Organizational Structure of OPEX/TCM/TCI after Proposed Transactions

Note that all percentages are approximate and that none of those in the “Others” category own more than 10% individually. After the consummation of the proposed transactions, the organizational structure of all companies referenced in this application will be as follows:



CERTIFICATION

I, Mark E. Leafstedt, Chief Executive Officer, of Total Call International, Inc., hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of the Transferor in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferor is true and accurate to the best of my knowledge, and that the Transferor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.



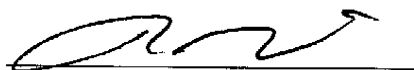
Mark E. Leafstedt
Chief Executive Officer

Date: 12/3/2009

CERTIFICATION

I, Daichi Nozaki, Vice-President, Marketing, of KDDI America, Inc., hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of KDDI America, Inc., the Transferee in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferee is true and accurate to the best of my knowledge, and that the Transferee is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

Following consummation of the transaction, Total Call International, Inc. also agrees to be classified as a dominant carrier to Japan under Section 63.10 of the Commission's rules, without prejudice, to its right to petition for reclassification at a later date.



Daichi Nozaki
Vice-President, Marketing
KDDI America, Inc.

Date: December 7, 2009