

**Lance J.M. Steinhart, P.C.**

Attorneys At Law  
1725 Windward Concourse  
Suite 150  
Alpharetta, Georgia 30005

Also Admitted in New York  
Email: lsteinhart@telecomcounsel.com

Telephone: (770) 232-9200  
Facsimile: (770) 232-9208

March 22, 2013

**VIA records@wutc.wa.gov ONLY**

David W. Danner, Executive Director.  
State of Washington  
Utilities and Transportation Commission  
1300 S. Evergreen Park Dr., SW  
Olympia, WA 98504

Re: Total Call International, Inc. and KDDI America, Inc.  
(Informational Filing)

Dear Mr. Danner:

Please be advised that Total Call International, Inc. ("TCI") and KDDI America, Inc. ("KDDI") (TCI and KDDI are hereinafter collectively referred to as the "Parties") will undergo the following transaction: TCI Transfer of up to 49% of its issued and outstanding stock to KDDI as described herein (the "Transaction"). The Transaction is expected to be consummated by March 31, 2013. In connection therewith, we provide the following information:

**I. Description of the Parties**

**A. Total Call International, Inc.**

TCI is a California corporation with principal offices located at 707 Wilshire Blvd., 12th Floor, Los Angeles, CA 90017. TCI is authorized to provide, and is currently providing, 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. TCI was issued an Order Authorizing Registration as a Telecommunications Company within the State of Washington on September 20, 2002 in Docket No. UT-021058. TCI provides prepaid calling card services. TCI also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations.

**B. KDDI America, Inc.**

KDDI is a New York corporation with principal offices located at 825 Third Avenue, Third Floor, New York, NY 10022. KDDI 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 is authorized to provide interexchange telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nebraska, Nevada, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, Wisconsin and Wyoming. KDDI is also authorized to provide resold wireless services throughout the United States. KDDI primarily provides international services, dial around services, and wireless services. KDDI also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations. KDDI was issued an Order Authorizing Registration as a Telecommunications Company within the State of Washington on March 14, 2001 in Docket No. UT-0100225.

## **II. Contact Information**

Questions and correspondence may be addressed to:

Lance J.M. Steinhart  
Lance J.M. Steinhart, P.C.  
1725 Windward Concourse, Suite 150  
Alpharetta, Georgia 30005  
(770) 232-9200 (Telephone)  
(770) 232-9208 (Fax)  
lsteinhart@telecomcounsel.com (E-Mail)

Attorneys for KDDI & TCI

## **III. Description of the Transaction**

TCI and KDDI have entered into a Summary of Principal Terms pursuant to which KDDI will purchase the remaining Forty-Nine percent (49%) of the issued and outstanding capital stock of TCI, on a fully diluted, as converted basis. The consideration to be paid is all cash. The Transaction will be accomplished pursuant to a definitive Stock Purchase Agreement which is currently being negotiated by the Parties. Upon consummation of the Transaction, KDDI will own One Hundred percent (100%) of the interests in TCI. Parties intend to close the Transaction by March 31, 2013; however, closing is subject to obtaining all required regulatory approvals.

The Transaction will provide TCI with greater operating flexibility to pursue, without limitation: (1) expansion of its telecommunications infrastructure; (2) improvement of customer service, billing, financial reporting, and other management information systems; and (3) possible acquisitions, future investments or strategic alliances.

There is no plan to notify customers; the Transaction will be transparent to customers. There will be no impact on customers because the transfer will only result in a change of percentage of ownership. There will be no change in name, and the company will continue to provide services pursuant to the terms and conditions of its tariff on file with the Commission.

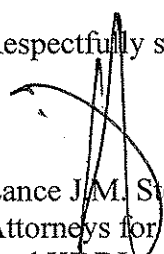
For the Commission's convenience, organizational charts depicting the ownership structure pre- and post-transaction are attached hereto as **Exhibit A**.

**IV. Public Interest Considerations**

The Transaction is in the public interest because it will enhance TCI's ability to compete in the market for telecommunications services in Washington. The Transaction will have no adverse effect upon customers. It will give TCI access to resources which will enable it to introduce new products and services and to respond to the competitive environment.

The Transaction will not result in any changes to TCI's provision of service to its current customers. It is anticipated that TCI's corporate officers and management team responsible for its day-to-day operations are to remain essentially the same immediately following the Transaction. In addition, the contact points for customer and Commission inquiries will remain the same immediately after the Transaction. Nor does the Transaction raise any competitive concerns.

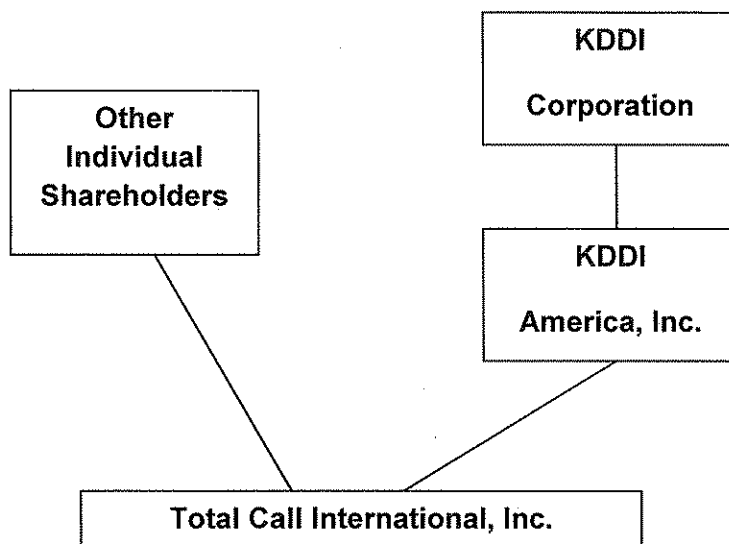
Respectfully submitted,



Lance J.M. Steinhart  
Attorneys for Total Call International, Inc.  
And KDDI America, Inc.

**Exhibit A**  
**Organizational Charts**

**Pre-Transaction Ownership**



**Post-Transaction Ownership**

