

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

July 10, 2013

VIA records@wutc.wa.gov

State of Washington
Utilities and Transportation Commission
1300 S. Evergreen Park Dr., SW
Olympia, WA 98504

Re: Locus Telecommunications, Inc. and Total Call International, Inc.
Merger Transaction

Dear Sir or Madam:

Please be advised that Locus Telecommunications, Inc. ("Locus") and Total Call International, Inc. ("TCI") (collectively the "Service Providers") will be consummating a merger, specifically for Locus to merge with and into TCI, as described herein (the "Transaction") and canceling Locus' IXC registration which was granted on August 28, 1996 in Docket No. UT-960950 (Locus changed its name from Locus Corporation to Locus Telecommunications, Inc., see Docket No. UT-010672).

In connection therewith, we provide the following information:

I. The Service Providers and Affiliates

A. Locus Telecommunications, Inc.

Locus is a Delaware corporation with principal offices located at 2200 Fletcher Avenue, 6th Floor, Fort Lee, New Jersey 07024. Locus is a wholly owned subsidiary of KDDI America, Inc. ("KDDI"). Locus is authorized to provide, and is currently providing, telecommunications services in California, Florida, Georgia, Illinois, Massachusetts, Nevada, New Jersey, New York, Pennsylvania, Texas, Virginia, and Washington. Locus primarily provides prepaid calling card services and prepaid wireless services. Locus also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations. The Commission granted Locus IXC registration on August 28, 1996 in Docket No. UT-960950 (Locus changed its name from Locus Corporation to Locus Telecommunications, Inc., see Docket No. UT-010672). Locus currently provides prepaid long distance services in Washington. Following the Transaction, TCI will continue to provide such prepaid calling services to Locus customers at the same terms and conditions without any immediate changes.

B. 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 a wholly owned subsidiary of KDDI. 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. The Commission issued an Order Authorizing TCI Registration as a Telecommunications Company within the State of Washington on September 20, 2002 in Docket No. UT-021058. TCI is also authorized to provide resold wireless services throughout the United States. TCI provides prepaid calling card services and prepaid wireless services. TCI also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations.

C. 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 has Registration as a Competitive Telecommunications Company on March 14, 2001, in Docket No. 0100225.

II. Designated Contact

The designated contact for questions concerning this Notice is:

Lance J.M. Steinhart, Esq.
Lance J.M. Steinhart, P.C.
Attorneys at Law
1725 Windward Concourse
Suite 150
Alpharetta, GA 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (E-Mail)

III. Description of the Transaction

Locus and TCI have entered into an Agreement and Plan of Merger pursuant to which Locus is the Merging Corporation and TCI is the Surviving Corporation. Locus will be merged with and into TCI and the separate existence of Locus will cease. TCI will be the surviving entity and will continue to be a corporation governed by the California General Corporation Law. The separate existence of TCI with all of its rights, privileges, immunities, powers, and franchises, will continue unaffected by the Transaction and TCI will continue to provide services at the same or similar rates, terms and conditions without any immediate changes.

Since the separate existence of Locus will cease after the Transaction, the Service Providers request that the Commission cancel Locus' IXC registration which was granted on August 28, 1996 in Docket No. UT-960950 (Locus changed its name from Locus Corporation to Locus Telecommunications, Inc., see Docket No. UT-010672). The Service Providers intend to close the Transaction by August 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 since Locus provides only prepaid calling card service.

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.

I have also attached an extra copy of this letter to be date stamped and returned to me in the enclosed self-addressed, postage prepaid envelope. If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,



Kasey C. Chow, Esq.
Lance J.M. Steinhart, P.C.
Attorneys for Locus Telecommunications, Inc. and
Total Call International, Inc.

Enclosures

cc: Masaaki Nakanishi