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09-1824-TP-CIO

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November 17, 2009

VIA OVERNIGHT DELIVERY

Renee J. Jenkins
Director of Administration
Public Utilities Commission of Ohio
180 E. Broad St.
Columbus, OH 43215-3793
(614) 466-3016

Re: Total Call International, Inc.
KDDI America, Inc.
OPEX Communications, Inc.

*all separate
TP-CIO*

Dear Ms. Jenkins:

Please be advised that Total Call International, Inc. ("Total Call"), KDDI America, Inc. ("KDDI"), and OPEX Communications, Inc. ("OPEX") (Total Call, KDDI and OPEX are hereinafter collectively referred to as the "Parties") are undergoing the following transaction: (1) Total Call will transfer its 1+ customer base to OPEX; (2) OPEX will Transfer Control from Total Call to the current shareholders of Total Call; and after the foregoing (3) Total Call will Transfer Control to KDDI, as described herein. In connection therewith, we have attached original and seven (7) copies of three (3) separate Telecommunications Application Forms for Routine Proceedings, and we provide the following information:

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician SM Date Processed NOV 19 2009

I. The Parties

A. Total Call International, Inc.

Total Call International, Inc. is a California corporation with principal offices located at 707 Wilshire Blvd., 12th Floor, Los Angeles, CA 90017. Total Call 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. Total Call primarily provides prepaid calling card services but also has a customer base of one plus long distance customers. Total Call also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations.

Total Call provides long distance telecommunications service both through the sale of prepaid calling cards, and through the sale of one plus long distance service.

Total Call was issued a Certificate of Public Convenience and Necessity to Provide Competitive Telecommunications Services in the State of Ohio on March 28, 2000 , Case No. 00-365--CT-ACE.

B. KDDI America, Inc.

KDDI America, Inc. 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 Corporation is the dominant long distance carrier in the country of 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 a Certificate of Public Convenience and Necessity to Provide Competitive Telecommunications Services throughout the State of Ohio on June 6, 2003, Case No. 03-749-CT-ZCN.

C. OPEX Communications, Inc.

OPEX Communications, Inc. is an Illinois corporation with its principal offices located at 707 Wilshire Boulevard, 12th Floor, Los Angeles, California 90017. OPEX is a wholly owned subsidiary of Total Call. OPEX is authorized to provide interexchange telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, Wisconsin and Wyoming.

OPEX primarily provides one plus long distance services to both residential and business customers. OPEX also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations.

OPEX was issued a Certificate of Public Convenience and Necessity to Provide Competitive Telecommunications Services throughout the State of Ohio on November 15, 2001, Case No. 01-2507-CT-ZCN.

D. Total Call Mobile, Inc.

Total Call Mobile, Inc. ("TCMI") is a Delaware corporation with principal offices located at 707 Wilshire Blvd., 12th Floor, Los Angeles, CA 90017. TCMI is authorized to provide, and is currently providing, resold prepaid wireless services throughout most of the United States. TCMI is currently owned by the two principal shareholders of Total Call, but prior to the proposed acquisition of 51% of Total Call by KDDI, TCMI will become a wholly owned subsidiary of Total Call.

II. Designated Contact

The designated contact for questions concerning this Notice is:

Lance J.M. Steinhart
Attorney at Law
Lance J.M. Steinhart, PC
1720 Windward Concourse
Suite 115
Alpharetta, GA 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (E-Mail)

Attorney for KDDI America, Inc.

III. Description of Proposed Transactions

Total Call and KDDI have entered into a Letter of Intent pursuant to the terms of which KDDI will purchase Fifty One Percent (51%) of the issued and outstanding capital stock of Total Call, 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 proposed transaction, KDDI will own a controlling interest in Total Call.

Prior to the Total Call/KDDI Transaction, Total Call will transfer its one plus long distance customer base to OPEX, and then OPEX will be spun off to the current shareholders of Total Call on a pro rata basis (the "Total Call/OPEX Transaction"). When the Total Call/KDDI Transaction is consummated, Total Call will have no one plus long distance customers, but will have only prepaid calling card customers.

Further, prior to the Total Call/KDDI Transaction, the shareholders of TCMI will contribute 100% of the capital stock of TCMI to Total Call in a separate restructuring transaction, resulting in TCMI becoming a wholly owned subsidiary of Total Call. As such, when KDDI purchases 51% of Total Call, it will also have a controlling interest in TCMI and TCMI's prepaid wireless business.

IV. Public Interest Analysis

The proposed transactions are in the public interest because they will provide Total Call and OPEX with greater operating flexibility to pursue operating purposes, including, without limitation, (a) expansion of its telecommunications infrastructure; (b) improvement of customer service, billing, financial reporting and other management information systems; and (c) possible acquisitions, future investments or strategic alliances. The proposed transactions will also allow OPEX to continue to focus on its core business, one plus long distance, and by acquiring the one plus long distance customers of Total Call, will benefit the Total Call customers by allowing them to be serviced by a company solely devoted to one plus long distance service. The spin off will result in a Transfer of Control of OPEX from Total Call to Total Call's shareholders prior to the Total Call/KDDI transaction. There will be no impact on OPEX's current customers, since the Total Call/OPEX Transaction will be transparent to said customers, because the transfer of control will only result in a change in ownership. There will be no change in the OPEX name, and the company will continue to provide services pursuant to the terms and conditions of its tariff on file with the Commission.

Total Call will notify its long distance customers about the transfer to OPEX 30 days in advance of the transfer, including information about any changes in its rates and services; and that customers may accept OPEX as its carrier or choose another company, in accordance with FCC rules and regulations.

With regard to the Total Call/KDDI Transaction, there will be no impact on Total Call's prepaid calling card customers, since the Total Call/KDDI Transaction will be transparent to said customers, because the transfer of control will only result in a change in ownership. There will be no change in the Total Call name, and the company will continue to provide services pursuant to the terms and conditions of its tariff on file with the Commission.

The proposed transactions will give Total Call and OPEX access to resources which will enable them to introduce new products and services and to respond to the competitive environment. It is anticipated that Total Call's and OPEX's corporate officers and management team responsible for its day-to-day operations are expected to remain essentially the same immediately following the proposed transactions, and that the proposed transactions will not have an adverse effect on non-management employees of Total Call or OPEX. In addition, the contact points for customers and Commission inquiries will remain the same immediately after the transfer of control. Nor does the proposed transfer of control raise any competitive concerns.

Director of Administration
Public Utilities Commission of Ohio
Page 6
November 17, 2009

Organizational charts, showing the current ownership structure, the proposed transactions, and the ownership structure after the proposed transactions, are attached hereto as Exhibit I. In addition, Exhibit A shows the transfer of the Total Call one plus long distance customer base to OPEX (Step 1); the spin-off of OPEX to Total Call shareholders (Step 2); and the acquisition of TCMi by Total Call (Step 3).

I have also enclosed 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 additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for KDDI America, Inc.

Enclosures

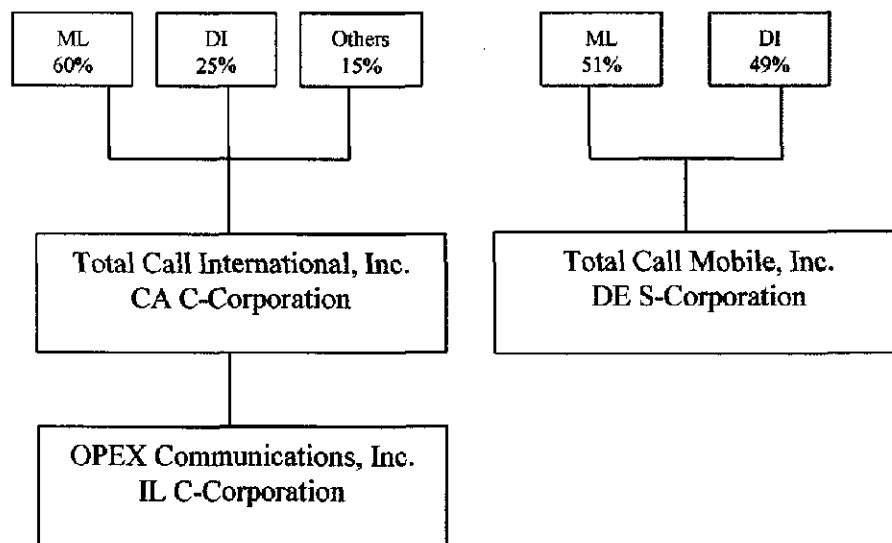
cc: Mr. Daichi Nozaki
Mr. Mark Leafstedt

EXHIBIT I

Organizational Charts

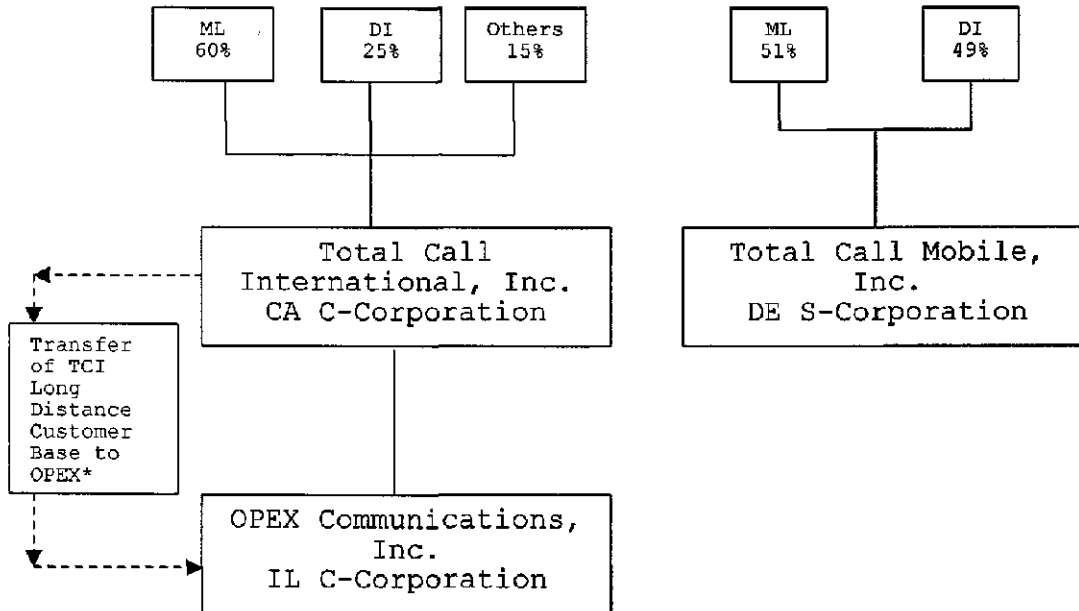
Current Structure of Total Call/TCMI/OPEX as of 10/28/09

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

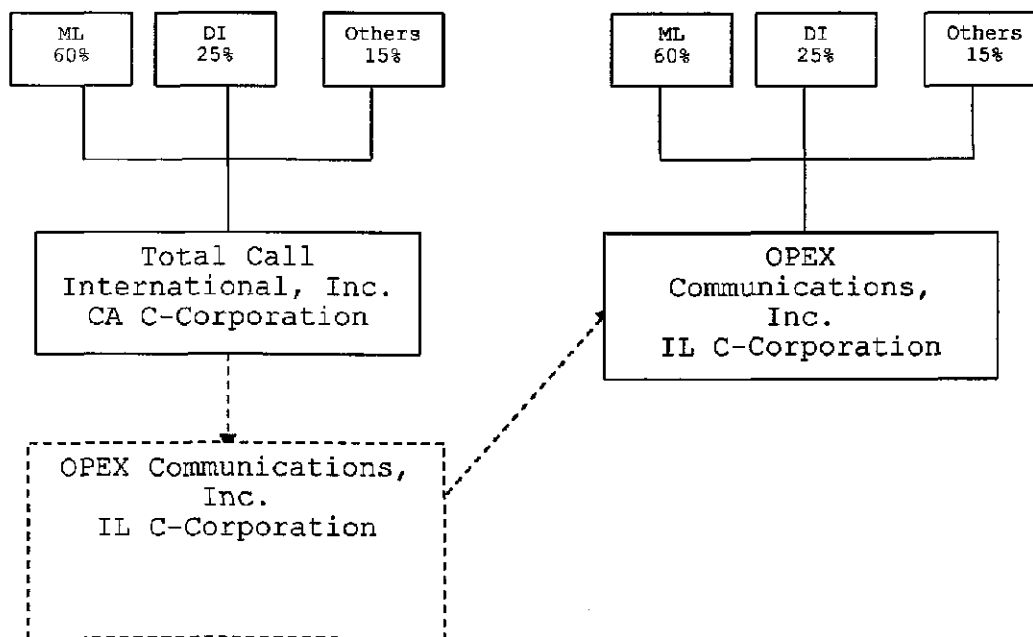
The first step in the proposed transaction will be to transfer Total Call International, Inc.'s One-Plus (i.e. Long Distance) customer base to OPEX Communications, Inc. Note that all percentages are approximate and that none of those in the "Others" category own more than 10% individually.



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

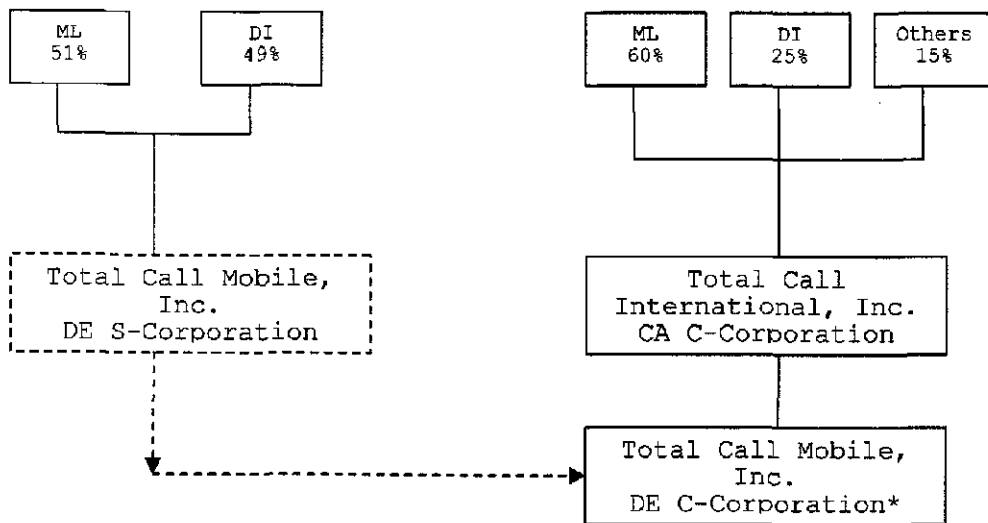
Step 2 – Spin-off/Transfer of Control of OPEX to Total Call International Shareholders

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.



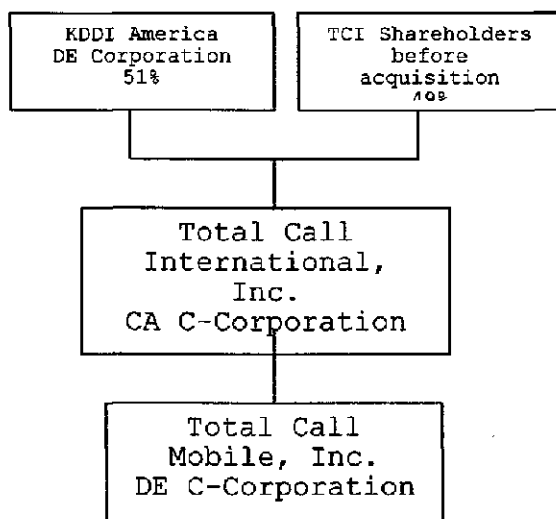
Step 3 - Acquisition of Total Call Mobile by Total Call International

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.



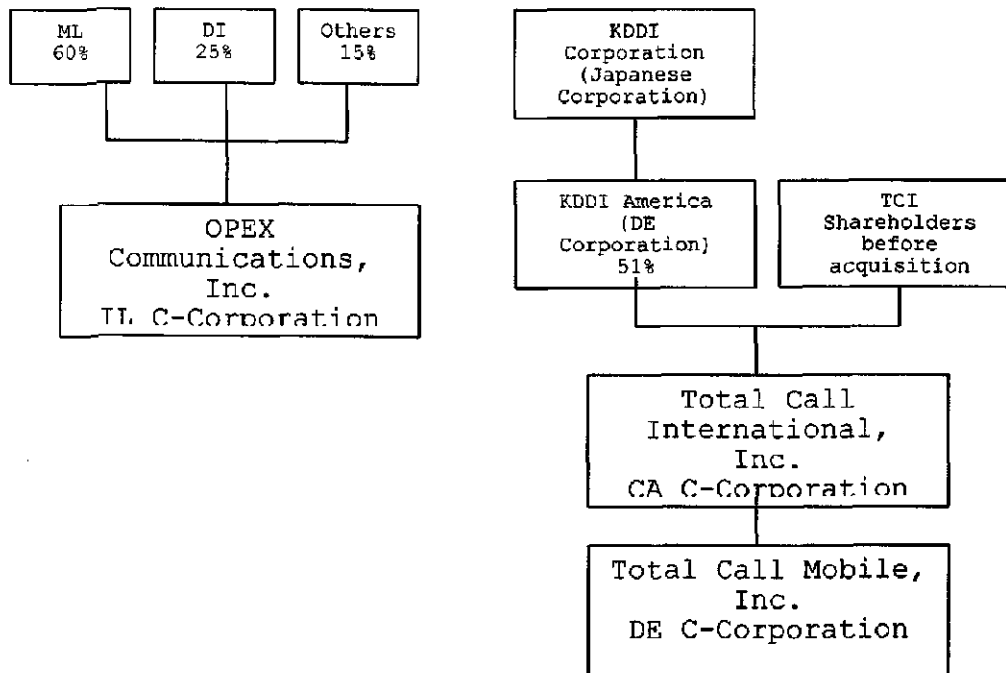
Step 4 – Transfer of Control of Total Call – Purchase of 51% of Total Call by KDDI

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:



The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM for ROUTINE PROCEEDINGS
(Effective: 01/18/2008)

In the Matter of the Application of Total Call International,
Inc. for a Transfer of Customers to OPEX
Communications, Inc.

TRF Docket No. 90-_____

Case No. 09 - 1884 - TP - CIO

NOTE: Unless you have reserved a Case # or are filing a Contract,
leave the "Case No" fields BLANK.

Name of Registrant(s) Total Call International, Inc.

DBA(s) of Registrant(s)

Address of Registrant(s) 707 Wilshire Blvd., 12th Floor, Los Angeles, California 90017

Company Web Address: www.totalcallusa.com

Regulatory Contact Person(s) Robert Yap, Chief Legal Officer

Phone (213) 995-9719 Fax (213) 995-9710

Regulatory Contact Person's Email Address roberty@totalcallusa.com

Contact Person for Annual Report Robert Yap, Chief Legal Officer

Phone (213) 995-9719

Address (if different from above)

Consumer Contact Information Robert Yap, Chief Legal Officer

Phone (213) 995-9719

Address (if different from above)

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Section I – Pursuant to Chapter 4901:11-6 OAC – Part I – Please indicate the Carrier Type and the reason for submitting this form by checking the boxes below. CMRS providers: Please see the bottom of Section II.

NOTES: (1) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(2) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> ILEC	<input checked="" type="checkbox"/> CLEC	<input checked="" type="checkbox"/> CTS	<input type="checkbox"/> AOS/IOS
Tier 1 Regulatory Treatment				
Change Rates within approved Range	<input type="checkbox"/> TRF <u>1-6-04(B)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-04(B)</u> (0 day Notice)		
New Service, expanded local calling area, correction of textual error	<input type="checkbox"/> ZTA <u>1-6-04(B)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-04(B)</u> (0 day Notice)		
Change Terms and Conditions, Introduce non-recurring service charges	<input type="checkbox"/> ATA <u>1-6-04(B)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-04(B)</u> (Auto 30 days)		
Introduce or Increase Late Payment or Returned Check Charge	<input type="checkbox"/> ATA <u>1-6-04(B)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-04(B)</u> (Auto 30 days)		
Business Contract	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)		
Withdrawal	<input type="checkbox"/> ATW <u>1-6-12(A)</u> (Non-Auto)	<input type="checkbox"/> ATW <u>1-6-12(A)</u> (Auto 30 days)		
Raise the Ceiling of a Rate	Not Applicable	<input type="checkbox"/> SLF <u>1-6-04(B)</u> (Auto 30 days)		
Tier 2 Regulatory Treatment				
Residential - Introduce non-recurring service charges	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)		
Residential - Introduce New Tariffed Tier 2 Service(s)	<input type="checkbox"/> TRF <u>1-6-05(C)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(C)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(C)</u> (0 day Notice)	
Residential - Change Rates, Terms and Conditions, Promotions, or Withdrawal	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-05(E)</u> (0 day Notice)	
Residential - Tier 2 Service Contracts	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)	<input type="checkbox"/> CTR <u>1-6-17</u> (0 day Notice)	
Commercial (Business) Contracts	Not Filed	Not Filed	Not Filed	
Business Services (see "Other" below)	Detariffed	Detariffed	Detariffed	
Residential & Business Toll Services (see "Other" below)	Detariffed	Detariffed	Detariffed	

Section I – Part II – Certificate Status and Procedural

Certificate Status	ILEC	CLEC	CTS	AOS/IOS
Certification (See Supplemental ACE form)		<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)	<input type="checkbox"/> ACE 1-6-10 (Auto 30 days)
Add Exchanges to Certificate	<input type="checkbox"/> ATA 1-6-09(C) (Auto 30 days)	<input type="checkbox"/> AAC 1-6-10(F) (0 day Notice)	CLECs must attach a current CLEC Exchange Listing Form	
Abandon all Services - With Customers	<input type="checkbox"/> ABN 1-6-11(A) (Non-Auto)	<input type="checkbox"/> ABN 1-6-11(A) (Auto 90 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Abandon all Services - Without Customers		<input type="checkbox"/> ABN 1-6-11(A) (Auto 30 days)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)	<input type="checkbox"/> ABN 1-6-11(B) (Auto 14 day)
Change of Official Name (See below)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACN 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Change in Ownership (See below)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ACO 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Merger (See below)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> AMT 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transfer a Certificate (See below)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATC 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Transaction for transfer or lease of property, plant or business (See below)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input type="checkbox"/> ATR 1-6-14(B) (Auto 30 days)	<input checked="" type="checkbox"/> CIO 1-6-14(A) (0 day Notice)	<input type="checkbox"/> CIO 1-6-14(A) (0 day Notice)
Procedural				
Designation of Process Agent(s)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)	<input type="checkbox"/> TRF (0 day Notice)

Section II – Carrier to Carrier (Pursuant to 4901:1-7), CMRS and Other

Carrier to Carrier	ILEC	CLEC		
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)	<input type="checkbox"/> NAG 1-7-07 (Auto 90 day)		
Request for Arbitration	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)	<input type="checkbox"/> ARB 1-7-09 (Non-Auto)		
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)	<input type="checkbox"/> ATA 1-7-14 (Auto 30 day)		
Introduce or change access service pursuant to 07-464-TP-COI	<input type="checkbox"/> ATA (Auto 30 day)			
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)	<input type="checkbox"/> UNC 1-7-04 or 1-7-05 (Non-Auto)		
Pole attachment changes in terms and conditions and price changes.	<input type="checkbox"/> UNC 1-7-23(B) (Non-Auto)	<input type="checkbox"/> UNC 1-7-05 (Non-Auto)		
CMRS Providers See 4901:1-6-15	<input type="checkbox"/> RCC [Registration & Change in Operations] (0 day)		<input type="checkbox"/> NAG [Interconnection Agreement or Amendment] (Auto 90 days)	
Other* (explain) _____				

*NOTE: During the interim period between the effective date of the rules and an Applicant's Detariffing Filing, changes to existing business Tier 2 and all toll services, including the addition of new business Tier 2 and all new toll services, will be processed as 0-day TRF filings, and briefly described in the "Other" section above.

All Section I and II applications that result in a change to one or more tariff pages require, at a minimum, the following exhibits. Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-14 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section III. - Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT

Compliance with Commission Rules and Service Standards

I am an officer/agent of the applicant corporation, Total Call International, Inc.

, and am authorized to make this statement on its behalf.

I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) Pursuant to Chapter 4901:1-5 OAC for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

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

Executed on Nov. 6, 2009

at Los Angeles, California

Mark Leafstedt

Mark Leafstedt, Chief Executive Officer November 6, 2009

- * This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

I, Mark Leafstedt, verify that I have utilized the Telecommunications Application Form for Routine Proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

Mark Leafstedt

* Mark Leafstedt, Chief Executive Officer

Nov. 6, 2009

* Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

**Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793**

Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

Exhibits

Exhibit A – Description of Transaction and Rationale, including public interest considerations

Exhibit B – Customer Notice

Exhibit C – Certificate of Good Standing

Exhibit D – List of Names, Addresses and Phone Numbers of Officers and Directors

Exhibit A

Description of Transaction and Rationale, including public interest considerations

See Cover Letter

Exhibit B
Customer Notice

A copy of the customer notice for the transfer of customers from Total Call to OPEX is attached hereto. There is no plan to notify customers for the change of ownerships for OPEX and Total Call, since the transactions will be entirely transparent to Total Call and OPEX customers and will have no effect on the services those customers currently receive. There will be no change in the name of either OPEX or Total Call, and the companies will continue to provide services pursuant to the terms and conditions of its tariff on file with the Commission.

**IMPORTANT INFORMATION REGARDING YOUR LONG DISTANCE
SERVICE**

INFORMATION ONLY AND NO ACTION IS REQUIRED

Dear Customer,

[DATE]

In order to serve you better, Total Call International, Inc. ("TCI") will be transferring your long distance telecommunications account to its subsidiary, OPEX Communications, Inc. ("OPEX"). OPEX will continue to provide you the same exceptional level of long distance and customer service that you have been receiving from TCI. On approximately December 31, 2009, OPEX will officially become your long distance service provider.

What does this mean?

No action is required on your part and your service will not be interrupted due to this transfer. As an OPEX customer, you will continue to receive the same service at the same rates, terms and conditions that you have been receiving from TCI. Though you have the right to select a different carrier at any time, OPEX hopes to continue providing you excellent long distance service. If you have a preferred carrier freeze on your account and have not selected a different carrier before the transfer date, you will be transferred to OPEX. Any existing preferred carrier freezes on the services involved in the transfer will be lifted, and you must contact your local service provider to arrange a new freeze.

Will I be charged for this change?

There will be no charge or fee from TCI or OPEX as a result of your account transfer. However, if an inaccuracy in your billing does occur, or if you are notified of any charges being assessed by another carrier for your account transfer to OPEX, please contact OPEX for a credit.

If you have any questions regarding this information or concerns with respect to service needs, complaints, or billing issues, please contact OPEX at our toll-free number: [NUMBER]. However, prior to the transfer date, TCI will continue to be responsible for answering any questions and complaints received and can be contacted toll-free at: [NUMBER]. We thank you for your patronage and OPEX looks forward to serving your future long distance telecommunication needs.

[SIGNATURE]

Mark Leafstedt
Chief Executive Officer
Total Call International and OPEX

Exhibit C
Certificates of Good Standing

On file with Commission

Exhibit D
List of Names, Addresses and Phone Numbers of Officers and Directors

KDDI America, Inc.

OFFICERS:

Yasushi Kubota, President & CEO

Takami Teshigawara, Vice President & CFO

Katsuya Nishimori, Vice President

Hiroshi Uchida, Vice President

Masayuki Ito, Vice President

Daichi Nozaki, Vice President

DIRECTORS:

Yasushi Kubota, President & CEO, KDDI America

Masaaki Nakanishi, COO Global Business, KDDI Corp

Koichiro Nakagiri, General Manager Global Business, KDDI Corp

Tokuji Mitsui, Managing Director, KDDI Europe

All of the above-listed officers and directors can be reached through the company's address as follows:

825 Third Avenue

Third Floor

New York, NY 10022

Total Call International, Inc.

OFFICERS:

Mark Leafstedt, CEO and Treasurer

Danny Ing, President and Secretary

DIRECTOR:

Mark Leafstedt

OPEX Communications, Inc.

OFFICERS:

Mark Leafstedt, CEO and Treasurer

Danny Ing, President and Secretary

DIRECTORS:

Mark Leafstedt, Danny Ing