

ORIGINAL  
JPMorganChase



JPMorgan Chase Bank, N.A.  
c/o JPMorgan Treasury Services  
Global Trade Services  
10420 Highland Manor Drive  
Tampa, FL 33610

RECEIVED

2008 FEB 15 P 3:35

DUPLICATE ORIGINAL  
AZ CORP COMMISSION  
DOCKET CONTROL

J-04004A-01-0259

JAN 24, 2008  
OUR L/C NO.: [REDACTED]

IRREVOCABLE STANDBY LETTER OF CREDIT NO. [REDACTED]

BENEFICIARY:

STATE OF ARIZONA CORPORATION COMMISSION  
1200 WEST WASHINGTON STREET  
PHOENIX, AZ 85007

Arizona Corporation Commission  
DOCKETED

FEB 15 2008

LADIES AND GENTLEMEN:

BY THE ORDER OF:

APPLICANT:

TOTAL CALL INTERNATIONAL, INC.  
707 WILSHIRE BOULEVARD  
12TH FLOOR  
LOS ANGELES, CA 90017

DOCKETED BY	nr
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WE HEREBY ISSUE IN YOUR FAVOR OUR IRREVOCABLE STANDBY LETTER OF CREDIT NO: [REDACTED] FOR THE ACCOUNT OF TOTAL CALL INTERNATIONAL, INC. FOR AN AMOUNT OR AMOUNTS NOT TO EXCEED IN THE AGGREGATE U.S. \$10,000.00 (TEN THOUSAND AND NO/100 U.S. DOLLARS) AVAILABLE BY YOUR DRAFTS AT SIGHT ON JPMORGAN CHASE BANK, N.A., CHICAGO, IL EFFECTIVE IMMEDIATELY AND EXPIRING AT OUR OFFICE ON FEBRUARY 1, 2009.

FUNDS UNDER THIS CREDIT ARE AVAILABLE AGAINST YOUR DRAFT(S) AS HEREIN ABOVE SET FORTH MARKED "DRAWN UNDER JPMORGAN CHASE BANK, N.A. LETTER OF CREDIT NO. [REDACTED]" AND ACCOMPANIED BY THE FOLLOWING:

1. BENEFICIARY'S SIGNED AND DATED STATEMENT STATING THAT:

"THE STATE OF ARIZONA CORPORATION COMMISSION ("THE COMMISSION") HAS ENTERED AN ORDER, AFTER PROVIDING NOTICE AND AN OPPORTUNITY TO BE HEARD TO TOTAL CALL INTERNATIONAL, INC. ("TOTAL CALL") WHICH FINDS AND DETERMINES THAT TOTAL CALL IS OBLIGATED TO PAY, AND IS LIABLE FOR, A SUM CERTAIN PAYMENT TO THE COMMISSION, OR TO SUBSCRIBERS OF TOTAL CALL'S INTRASTATE TELECOMMUNICATIONS SERVICES IN THE EVENT OF BANKRUPTCY OR TERMINATION OF TOTAL CALL'S INTRASTATE TELECOMMUNICATIONS SERVICES WITHIN THE STATE OF ARIZONA".

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2. A COPY OF THE ORDER ENTERED BY THE COMMISSION AS DETAILED IN ITEM NO. 1 ABOVE.

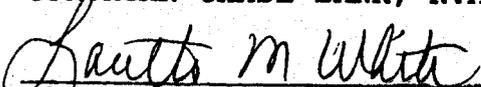
IT IS A CONDITION OF THIS LETTER OF CREDIT THAT THE EXPIRATION DATE SHALL BE AUTOMATICALLY EXTENDED WITHOUT AMENDMENT FOR ONE (1) YEAR FROM THE EXPIRATION DATE HEREOF OR ANY FUTURE EXPIRATION DATE UNLESS AT LEAST SIXTY (60) DAYS PRIOR TO SUCH EXPIRATION DATE WE SEND NOTICE TO YOU BY CERTIFIED MAIL OR HAND DELIVERED COURIER, AT THE ADDRESS STATED ABOVE, THAT WE ELECT NOT TO EXTEND THIS LETTER OF CREDIT FOR ANY SUCH ADDITIONAL PERIOD.

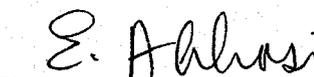
WE ENGAGE WITH YOU THAT DRAFTS DRAWN UNDER AND IN CONFORMITY WITH THE TERMS AND CONDITIONS OF THIS CREDIT WILL BE DULY HONORED ON PRESENTATION IF PRESENTED ON OR BEFORE THE EXPIRATION AT OUR COUNTERS AT 300 SOUTH RIVERSIDE PLAZA, MAIL CODE IL1-0236, ATTN: STANDBY LETTER OF CREDIT UNIT, CHICAGO, IL 60606-0236. THE ORIGINAL LETTER OF CREDIT MUST ACCOMPANY THE DOCUMENTS REQUIRED UNDER THIS CREDIT FOR ENDORSEMENT.

THIS LETTER OF CREDIT IS GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, AND, EXCEPT AS OTHERWISE EXPRESSLY STATED HEREIN, TO THE INTERNATIONAL STANDBY PRACTICES, ICC PUBLICATION NO. 590 (THE "ISP98"), AND IN THE EVENT OF ANY CONFLICT, THE LAWS OF THE STATE OF NEW YORK WILL CONTROL, WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS.

PLEASE ADDRESS ALL CORRESPONDENCE REGARDING THIS LETTER OF CREDIT TO THE ATTENTION OF THE STANDBY LETTER OF CREDIT UNIT, 300 S. RIVERSIDE PLAZA, MAIL CODE IL1-0236, CHICAGO, IL 60606-0236, INCLUDING THE LETTER OF CREDIT NUMBER MENTIONED ABOVE. FOR TELEPHONE ASSISTANCE, PLEASE CONTACT THE STANDBY CLIENT SERVICE UNIT AT 1-800-634-1969, SELECT OPTION 1, AND HAVE THIS LETTER OF CREDIT NUMBER AVAILABLE.

YOURS TRULY,  
JPMORGAN CHASE BANK, N.A.

  
AUTHORIZED SIGNER

  
AUTHORIZED SIGNER