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Arizona Corporation Commission

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TO: Docket Control
FROM: Thomas M. Broderick
Director
Utilities Division

Thomas M. Broderick

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AZ CORP COMMISSION
DOCKET CONTROL

ORIGINAL

DATE: August 4, 2015

RE: **ADMINISTRATIVE CLOSURE - IN THE MATTER OF THE APPLICATION OF TOTAL CALL INTERNATIONAL, INC. FOR APPROVAL OF CERTAIN PRO FORMA INTRA-CORPORATE REORGANIZATION AND CORPORATE CONVERSION OF ITS PARENT COMPANY KDDI CORPORATION, INC. (DOCKET NO. T-04004A-15-0084)**

On March 9, 2015, Total Call International, Inc. ("TCI" or "Company") notified the Arizona Corporation Commission ("Commission") of a change in its corporate structure (a minor, *pro forma*, internal reorganization) that its ultimate parent company, KDDI Corporation, Inc. ("KDDI Corporation"), would implement.¹ The change inserted a new intermediary holding company into the ownership structure with no material impact to the Company or its operations. The reorganization would not, in any respect, change the party holding actual control of the Company. The Company states on page 3 of its Notice that "throughout this reorganization, ultimate controlling interest in the Company is, and will continue to be, held by KDDI Corporation."

The Company also notified the Commission that, on or before March 31, 2015, TCI would convert its corporate status from a corporation to limited liability company. Under Delaware law, these conversions are treated as a continuation of the original corporate entity. As a result, the Company's name would change to Total Call International, LLC. TCI states that the effect of this conversion will be *pro forma* in nature and, as a practical matter, would be transparent to customers. The conversion would effect no change whatsoever to the Company's ownership or its operations. It would, however, result in a minor change to the Company's name. Consequently, TCI requested that the name on its operating certificate, if any, in Arizona be changed accordingly and requested such approvals as are necessary in connection with this change.

The Company also states that to the extent it has tariffs on file with the Commission, the Company will file replacement tariffs to reflect the name change and to update certain contact information.

Given the nature of this transaction as discussed above, Staff does not believe that Commission approval is necessary. Staff requests that this docket be administratively closed.

¹ The reorganization would also involve Locus Telecommunications, Inc. and Total Call Mobile, Inc. ("TCM"), affiliates of TCI, companies that are not certificated to provide regulated telecommunications services in Arizona. TCM is, however, authorized as an Eligible Telecommunications Carrier to provide federal Lifeline service to low-income consumers in Arizona on a wireless basis. See Decision No. 74246, dated January 7, 2014.

TMB:LLM:nr/MAS

Originator: Lori Morrison

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DOCKET NO.: T-04004A-15-0084

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