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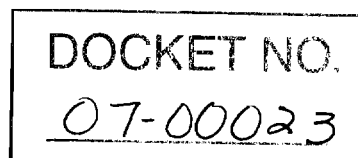
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January 11, 2007

VIA UPS

Ms. Sharla Dillon, Docket Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505



Re: Application of OPEX Communications, Inc., Premiercom Management
Company and Total Call International, Inc. for Approval of a Change in
Ownership

Dear Ms. Dillon:

Enclosed for filing with the Tennessee Regulatory Authority, please find an original, thirteen (13) copies and a duplicate copy of the above-referenced application for a transfer of control of OPEX Communications, Inc. A check in the amount of \$25 to cover the filing fee is included as well. Please also find a self-addressed, postage-paid envelope. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should there be any questions regarding this filing, please contact the undersigned at (202) 342-8552.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "Melissa Conway". The signature is fluid and cursive.
Melissa S. Conway

Enclosures

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee**

In the Matter of)	
)	
Joint Application of)	
)	
OPEX Communications, Inc.,)	Docket No. _____
Premiercom Management Company,)	
And Total Call International, Inc.)	
)	
)	
for Approval of a Change in Ownership of an)	
Authorized Telecommunications Provider)	

APPLICATION

OPEX Communications, Inc. (“OPEX”), Premiercom Management Company (“Premiercom”) and Total Call International, Inc. (“Total Call”) (collectively, “Applicants”), by their counsel and pursuant to Tenn. Code Ann. § 65-4-113, hereby respectfully request authority from the Tennessee Regulatory Authority (“TRA” or “Authority”), to the extent it may be required, to transfer control of OPEX as a result of the acquisition of 100% of the issued and outstanding shares of capital stock of OPEX by Total Call. OPEX is a competitive carrier that offers resold long distance telecommunications services throughout the United States, including in Tennessee.

This change in control does not involve a transfer of operating authority, assets or customers, and therefore, will not affect the identity of the company authorized to provide telecommunications services in Tennessee. OPEX will continue to operate under its current name and CCN issued by the Authority, and its business license as filed with the Secretary of State. OPEX will offer the same services at the same rates, terms and conditions as at present.

Accordingly, the contemplated transfer of control will be transparent to consumers. The only change will be that OPEX will be wholly-owned by Total Call.

The closing of the Transaction is contingent upon receipt of the necessary regulatory approvals, among other things. Therefore, the Applicants request that the Authority grant all relief sought herein as expeditiously as possible so that the Applicants can close the Transaction as soon as practicable, but in any event no later than *April 30, 2007*, in order for the Applicants to meet critical business objectives. In support of this Application, the Applicants provide the following information:

I. APPLICANTS

A. Total Call International, Inc.

Total Call International, Inc. is a privately-held California corporation with its headquarters at 707 Wilshire Boulevard, 12th Floor, Los Angeles, California 90017, (213) 995-9700. Since 1999, Total Call has been a provider of telecommunications services to business and residential customers virtually nationwide. Total Call is a long distance reseller offering customers traditional long distance service, dial-up and DSL Internet service, VoIP, prepaid calling card and wireless services. The following U.S. citizens hold 10% or more of the outstanding stock of Total Call: Mr. Mark Leafstedt (70%) and Mr. Daniel Ing (21.6%). Each of these shareholders are in the telecommunications business and can be located at 707 Wilshire Boulevard, 12th Floor, Los Angeles, CA 90017. No other person or entity holds 10% or more of the outstanding stock of Total Call. Total Call has one (1) affiliate that provides resold wireless telecommunications services: Total Call Mobile, Inc. ("Total Call Mobile"). Total Call Mobile provides resold wireless services nationwide.

Although Total Call is not authorized to provide telecommunications services in Tennessee at this time, it is authorized to provide resold long distance telecommunications services virtually nationwide. Total Call is also authorized by the Federal Communications

Commission (“FCC”) to provide domestic interstate and facilities-based and resold international telecommunications services.

B. OPEX Communications, Inc. and Premiercom Management Company

OPEX Communications, Inc. is an Illinois corporation with its headquarters at 500 East Higgins Road, Suite 200, Elk Grove Village, Illinois 60007. Established in 1998, OPEX has been a provider of telecommunications services to business and residential customers nationwide. OPEX is a long distance reseller offering customers traditional long distance service, toll-free calling, calling card, mobile and fixed wireless, dial-up and dedicated Internet access, VoIP, conference calling and other Internet-based services. OPEX is 100% wholly owned by Premiercom Management Company, a privately-held Illinois corporation that functions as a holding company and is located at 500 East Higgins Road, Suite 200, Elk Grove Village, Illinois 60007. The following U.S. citizens hold 10% or more of the outstanding stock of Premiercom: Mr. Tom Jacobs (33.3%), Mr. John Wonak (33.3%) and Mr. Sean Trepeta (26.7%). All of these shareholders are in the telecommunications business and can be located at 500 East Higgins Road, Suite 200, Elk Grove Village, Illinois 60007. No other person or entity holds 10% or more of the outstanding stock of Premiercom. OPEX does not have any affiliates that offer domestic or international telecommunications services.

OPEX is authorized to provide resold long distance telecommunications services in all of the contiguous 48 states (except for Alaska), Hawaii and the District of Columbia. OPEX is also authorized to provide resold local telecommunications services in Kentucky, North Carolina, New Jersey and Wisconsin. In Tennessee, OPEX is authorized to provide intrastate resold long distance telecommunications services pursuant to Case No. 98-00666, November

3, 1998, name change in Case No. 99-00680, September 28, 1999. OPEX is also authorized by the FCC to provide domestic interstate resold international telecommunications services.¹

A diagram showing the current corporate structure of OPEX is provided in **Exhibit A**.

II. DESIGNATED CONTACTS

The designated contacts for this Application are:

For OPEX	For Total Call
Patrick Crocker, Esq. Early, Lennon, Crocker & Bartosiewicz, PLC 900 Comerica Building Kalamazoo, MI 49007 (269) 381-8844 Counsel for OPEX With copies to: John Wonak CFO OPEX Communications, Inc. 500 East Higgins Road Suite 200 Elk Grove Village, Illinois 60007 (847) 545-9000	Melissa Conway, Esq. Kelley Drye & Warren LLP 3050 K Street, Suite 400 Washington, D.C. 20007-5108 (202) 342-8552 Counsel for Total Call With copies to: Mark Leafstedt CEO Total Call International, Inc. 707 Wilshire Blvd., 12 th Floor Los Angeles, CA 90017 (213) 995-9700

III. DESCRIPTION OF THE TRANSACTION

Pursuant to the terms of a Stock Purchase Agreement (“Agreement”)² dated January 10, 2007, between Total Call and Premiercom, Total Call will purchase from Premiercom all of the issued and outstanding shares of capital stock of OPEX for a note and cash (the

¹ The Applicants are filing for approval of the transfer of control of OPEX at the FCC simultaneously with the filing of this Application. The Applicants are in the process of making similar filings, where required, in all other states in which OPEX is authorized to provide intrastate telecommunications services (all states except Alaska).

² A copy of the executed Agreement is appended hereto as *Exhibit C*. Please note that the Agreement is **CONFIDENTIAL** and is being filed *under seal*.

“Transaction”). As a result, OPEX will become a direct, wholly-owned subsidiary of Total Call. The closing of the Transaction will be contingent upon the receipt of the required regulatory approvals, among other things.

The proposed Transaction does not involve the transfer of any operating authority, assets, or customers. Although OPEX’s ownership will change, its operations and customers will not be affected by the Transaction. Immediately following the closing, OPEX will continue to offer to its customers the same services at the same rates, terms and conditions as at present pursuant to its existing authorization. Accordingly, the contemplated Transaction will be generally transparent to consumers. The only change will be that OPEX will be owned by Total Call. The Transaction is not expected to result in any discontinuance of service for any customer. OPEX will continue to have the managerial, technical and financial qualifications necessary to provide quality telecommunications services to consumers in Tennessee, supported by the significant resources of Total Call.

A diagram showing the corporate structure of OPEX post-Transaction is provided in **Exhibit B**.

IV. PUBLIC INTEREST STATEMENT

The proposed Transaction will serve the public interest. After consummation of the Transaction, OPEX will continue to offer services under the same name and operating authority as at present in Tennessee. The Transaction involves no change in the company offering service to consumers, or the services, rates, terms and conditions of such service. OPEX’s existing tariff will remain in place at this time. Any future changes will be made in accordance with applicable TRA requirements. The Transaction will be transparent to

consumers in Tennessee and will not have any adverse impact on them. The only change will be in the ownership of OPEX.³

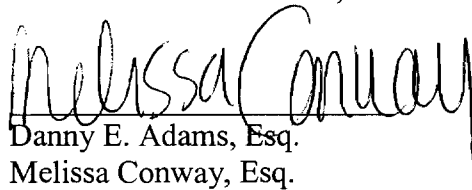
At the same time, the proposed Transaction does not present any anticompetitive issues. OPEX will continue to compete with the combined Verizon/MCI and AT&T/SBC/BellSouth as well as other CLECs and IXC's in the long distance market. The market share of OPEX in the interexchange market will remain less than 10 percent. There are a number of other competitors operating in each market, as well as the incumbent carrier, which in each market controls a substantial share.

V. CONCLUSION

Based on the foregoing, the Applicants respectfully request that the Authority grant its approval of the Transaction described herein at its earliest convenience and no later than *April 30, 2007* so that the Applicants can meet critical business objectives.

Respectfully submitted,


Total Call International, Inc.



Danny E. Adams, Esq.
Melissa Conway, Esq.
Kelley Drye & Warren LLP
3050 K Street NW
Suite 400
Washington, DC 20007
(202) 342-8552

Its Counsel

**OPEX Communications, Inc. and
Premiercom Management Company**



Patrick Crocker, Esq.
Early, Lennon, Crocker and Bartosiewicz,
PLC
900 Comerica Building
Kalamazoo, MI 49007
(269) 381-8844

Their Counsel

Date: January 11, 2007

³ The contemplated transfer of control does not raise any slamming concerns or necessitate compliance with FCC or state procedures to notify customers prior to a carrier-to-carrier sale or transfer of subscribers as the contemplated transaction does not involve any change in a customer's existing service provider. OPEX's customers will remain with their company and will continue to be served under OPEX's existing authorization.

EXHIBIT A

Current Corporate Structure

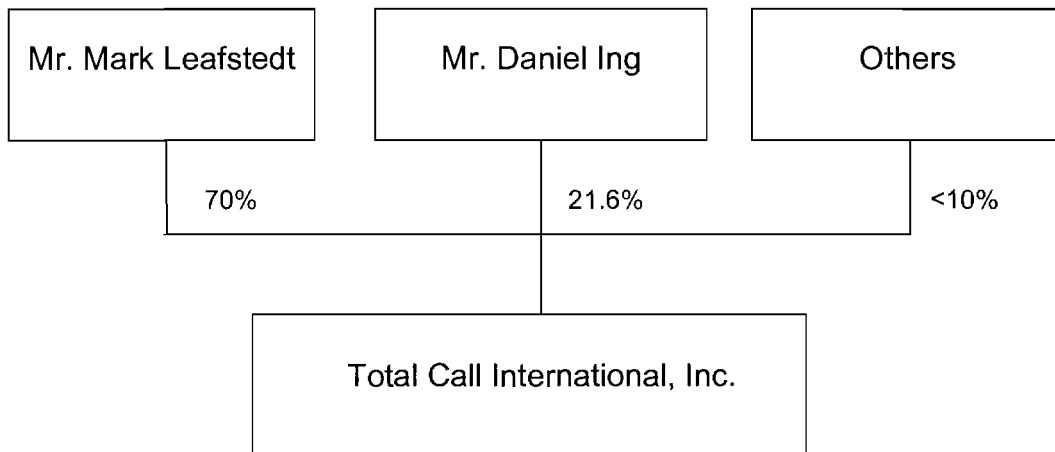
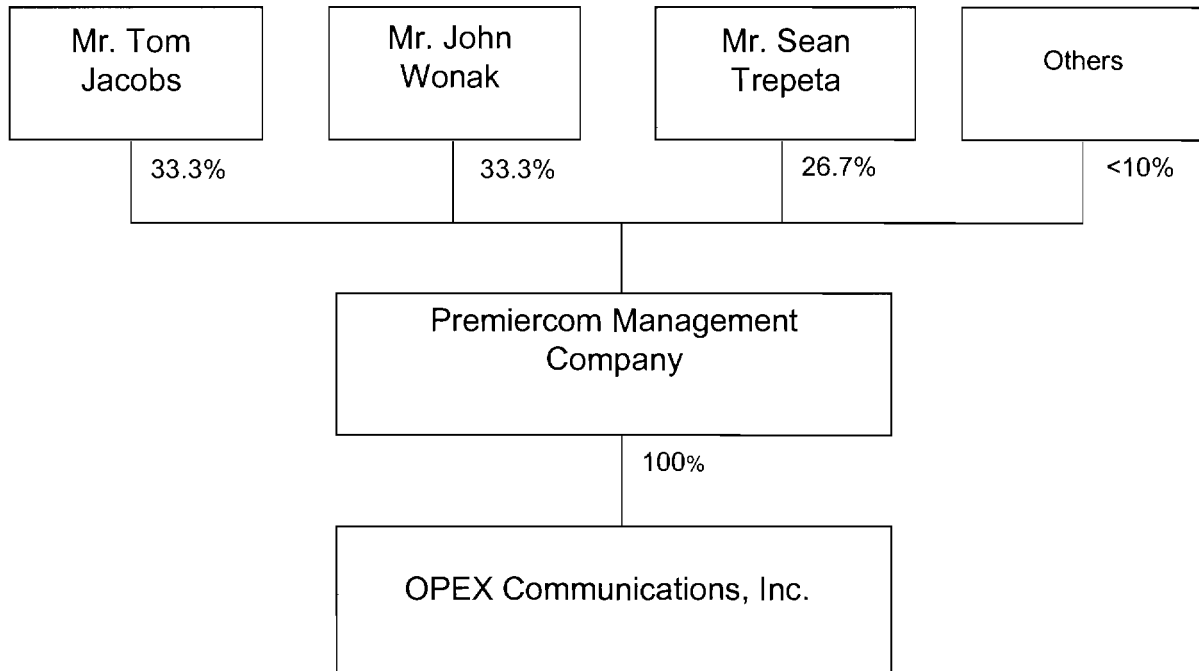
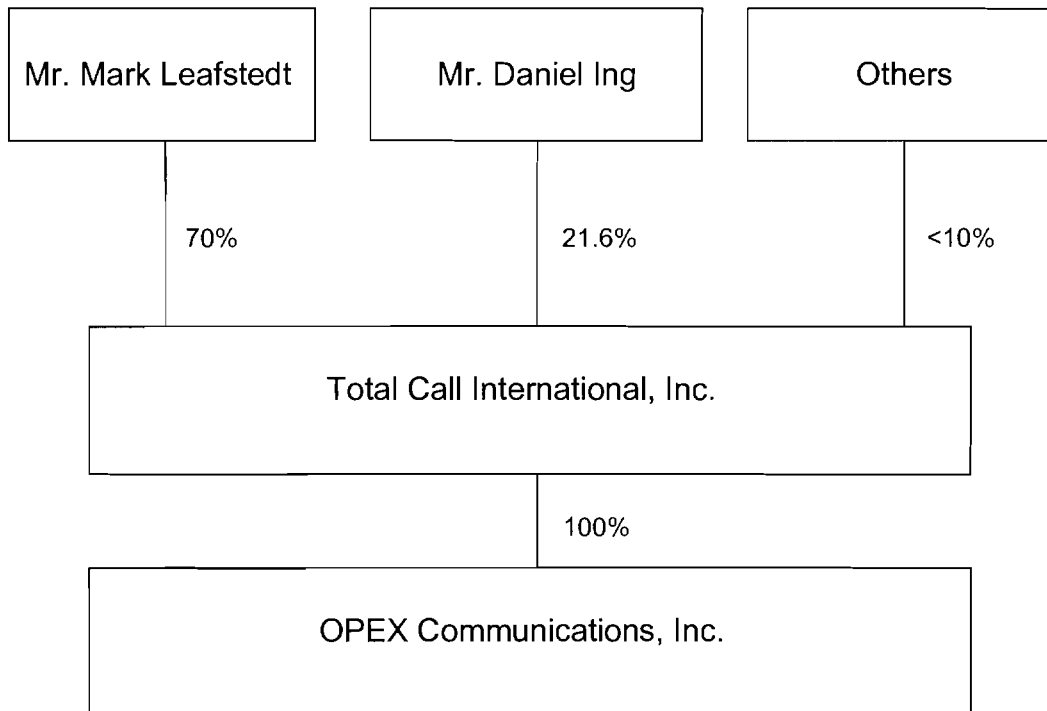


EXHIBIT B

Corporate Structure Post-Close



VERIFICATION

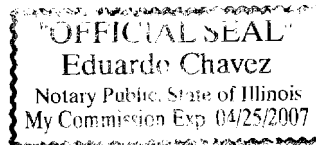
I, John Wonak, am CFO of OPEX Communications, Inc. I am authorized to represent it and its affiliates, including Premiercom Management Company, and to make this verification on their behalf. The statements in the foregoing document relating to OPEX Communications, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

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



Subscribed and sworn to before me this 4th day of
January 2007.

Eduardo Chavez
Notary Public



My Commission expires: 4/25/07

VERIFICATION

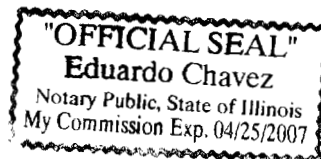
I, Mark Leafsteadt, am CEO of Total Call International, Inc. I am authorized to represent it and its affiliates and to make this verification on their behalf. The statements in the foregoing document relating to Total Call International, Inc. and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

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

Mark Leafsteadt

Subscribed and sworn to before me this 4th day of
January 2007.

Eduardo Chavez
Notary Public



My Commission expires: 4/25/07