

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

July 12, 2007

IN RE:

JOINT APPLICATION OF OPEX COMMUNICATIONS,
INC., PREMIERCOM MANAGEMENT COMPANY AND
TOTAL CALL INTERNATIONAL, INC. FOR APPROVAL
OF A CHANGE IN OWNERSHIP OF AN AUTHORIZED
TELECOMMUNICATIONS PROVIDER

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DOCKET NO
07-00023

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before Chairman Sara Kyle, Director Eddie Roberson and Director Pat Miller of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on March 12, 2007 for consideration of the *Application* filed by OPEX Communications, Inc. ("OPEX"), Premiercom Management Company ("Premiercom") and Total Call International, Inc. ("Total Call") ("*Joint Application*") for approval to transfer the authority of OPEX to Total Call as a result of the acquisition of 100% of the issued and outstanding shares of capital stock of OPEX by Total Call.

The Joint Application

OPEX is an Illinois corporation with headquarters in Elk Grove Village, Illinois. OPEX is authorized to provide domestic interstate resold international services by the Federal Communications Commission ("FCC") and is authorized to provide intrastate resold long

distance telecommunications services pursuant to Authority Order in Docket No. 98-00666.¹ OPEX is wholly-owned by Premiercom, a privately-held Illinois corporation that functions as a holding company.

Total Call is a long distance reseller offering traditional long distance service, dial-up and digital subscriber line (“DSL”) internet service, voice over internet protocol (“VOIP”), prepaid calling card and wireless services. Total Call is authorized to provide domestic interstate and facilities-based and resold international telecommunications services by the FCC. Although Total Call is authorized to provide resold long distance telecommunications services virtually nationwide, it holds no authorization to provide telecommunications services in Tennessee.

The *Joint Application* seeks approval to consummate a transaction whereby Total Call will purchase all of the issued and outstanding shares of capital stock of OPEX from Premiercom for a note and cash pursuant to the terms of a Stock Purchase Agreement between Premiercom and Total Call dated January 10, 2007. After the transaction, OPEX will become a direct, wholly-owned subsidiary of Total Call.

According to the *Joint Application*, the proposed transaction does not involve a transfer of certificates, assets or customers, and OPEX will continue to have the managerial, technical and financial resources necessary to provide telecommunications services to its customers in the State of Tennessee. OPEX will continue to offer services to its existing customers at the same rates, terms and conditions as at present, pursuant to its existing authorizations, tariffs, contracts, published rates and charges, making the transfer of authority seamless and virtually transparent to consumers. The only anticipated change is that OPEX will become a direct, wholly-owned subsidiary of Total Call.

¹ OPEX changed its name from Premiercom, Inc. in Docket No. 99-00680.

Concerning the public interest, the *Joint Application* states that the proposed transaction does not present any anticompetitive issues. OPEX will continue to compete with other competing local exchange carriers (“CLECs”), interexchange carriers (“IXCs”) and the combined Verizon/MCI and AT&T/SBC/BellSouth. The market share of OPEX in the interexchange market share will remain less than 10%.

March 12, 2007 Authority Conference

Tenn. Code Ann. § 65-4-113 (2004) requires a public utility to obtain TRA approval to transfer its authority to provide utility services. Tenn. Code Ann. § 65-4-113(a) (2004) provides:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

Tenn. Code Ann. § 65-4-113(b) (2004) provides the standards by which the TRA shall consider an application for transfer of authority, which in pertinent part, states as follows:

Upon application for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. The authority shall approve the transfer after consideration of all relevant factors and upon finding that such transfer furthers the public interest.


At the regularly scheduled Authority Conference held on March 12, 2007, the voting panel assigned to this docket found that the proposed transaction should be considered pursuant to Tenn. Code Ann. § 65-4-113 (2004) because it results in the transfer of authority of a certificated carrier to a carrier that is not certificated in Tennessee. Relying on the legal standard set forth in Tenn. Code Ann. § 65-4-113 (2004), the panel voted unanimously to grant approval of the *Joint Application*.

IT IS THEREFORE ORDERED THAT:

The transfer of authority of OPEX Communications, Inc. to Total Call International, Inc. as described in the *Joint Application* and discussed herein is approved.



Sara Kyle, Chairman



Eddie Roberson, Director



Pat Miller, Director