

TOTAL HOLDINGS, INC.
d/b/a GTC Communications

PAID T.R.A.	
Chk #	5164
Amount	50.00
Recd By	TS
Date	12/11/08

December 3, 2008

Tennessee Regulatory Authority
Attention: Dockets and Records
460 James Robertson Parkway
Nashville, TN 32743-0505

08-00226

RECEIVED
2008 DEC 11 PM 3:56
T.R.A. Dockets Room

Re: Application of Total Holdings, Inc. d/b/a GTC Communications

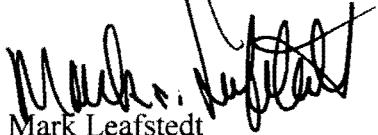
Dear Sir or Madam:

Enclosed please find for filing an original and thirteen (13) copies of Total Holdings, Inc. d/b/a GTC Communications' Application for Certificate to Provide Resell Telecommunication Services in Tennessee. I have also enclosed a check in the amount of \$50.00 payable to the "Tennessee Regulatory Authority" for the filing fee.

I have also enclosed an extra copy of this cover letter to be date stamped and return to me in the enclosed self-addressed postage prepaid envelope.

If you have any questions or need any additional information regarding this filing, please do not hesitate to contact Alice Breslow, Compliance Paralegal, at 213-995-9700 x264 or via electronic mail at legal@mygtc.com. Thank you.

Respectfully submitted,



Mark Leafstedt
Chief Executive Officer
Total Holdings, Inc.

Enclosures

RECEIVED

DEC 12 2008

TN REGULATORY AUTHORITY
UTILITY DIVISION

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant GTC Communications
Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.
Total Holdings, Inc.
Legal name of applicant, if different from above.
707 Wilshire Blvd., 12th Floor, Los Angeles, CA 90017
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0578920

Federal Taxpayer ID Number 26-2109883

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

GTC Long Distance, Inc.; GTC Communications, Inc.

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address Please see Attachment I City
State Zip Code Phone No. () -
(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary.

THIS SECTION FOR TRA USE ONLY	
Docket Number. <u>129058 0800226</u>	Company ID Number <u>129058</u>
	Date Approved <u> </u>
	Evaluator <u> </u>

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address:

Please see Attachment I

- C. Provide the name, business address and a chronological summary of the employment history and business experience over the preceding eight years of:

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information.)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

PHONE NO.

EMPLOYMENT HISTORY (with details of duties/responsibilities for each position held)

Please see Attachment A

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?

☒ Yes ☐ No If yes, please explain fully.

Please see Attachment J

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?

☒ Yes ☐ No If yes, please explain fully.

Please see Attachment J

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business?

☐ Yes ☒ No If yes, please explain fully.

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state?

☐ Yes ☒ No If yes, please explain fully and describe the circumstances. (Use additional pages if necessary)

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)**

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

☐ YES ☒ NO If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Name Phone No. Fax No.

(800) e-mail Address

(1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Name Phone No. Fax No.

(800) e-mail Address

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

PHONE NUMBER ALTERNATE PHONE NUMBER

ADDRESS CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary) N/A

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services

☐ Operator Services

☐ Resell local services

☐ Other (describe)

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.** N/A

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

Please see Attachment J

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

Please see Attachment K

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

None

- E. Areas in Tennessee to be served.

Statewide

- F. What type of customers will the applicant serve?

a. Business ☒

b. Residential ☒

c. Aggregators ☐

(e.g. Hotels, Payphones)

d. Other (specify)

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. No

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ☒ No ☐

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹. Please see Attachment E

- J. What is the applicant's 10XXX or 800 access code, if applicable? Not Applicable

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?

No

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

L. Whose facility-based network(s) will the applicant be reselling?

Sprint

M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly?¹ Applicant will direct bill its customer

N. Describe briefly how the applicant plans to market their services in Tennessee?

Applicant initially will market its services via the internet as well as inbound marketing through its toll-free number and its website. Applicant intends to market via direct sales, with no telemarketing.

O. If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

Not Applicable

COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
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P. Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

Applicant intends to obtain signed letters of agency from all customers who subscribe to its services. For customers that are obtained through sales representatives, Applicant will obtain an independent third party verification.

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. Yes ☒ No ☐

R. Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. Yes ☒ No ☐

S. Is the Applicant aware of the requirement to insure that any telephone call made between two points in the same county in Tennessee shall be classified as toll-free and not billed to any customer pursuant to Tennessee Code Annotated § 65-21-114? Yes ☒ No ☐

T. Is the Applicant aware of the TAR Code data base maintained by BellSouth, its use to insure compliance with T.C.A. § 65-21-114 and the procedures used to enter telephone numbers in that data base? Yes ☒ No ☐

U. How does the Applicant intend to comply with T.C.A. § 65-21-114? In your response, please explain technically, what procedures the Applicant will use to insure it will not bill for any county wide calls in Tennessee. Use additional pages if necessary.

Our billing software company provides monthly TAR data base files which is imported into our internal billing system and when call records are rated, the TAR data base files are accessed to determine whether the call should be billed to the customer.

¹A copy of a bill is required if the applicant is going to bill the customer directly.

Part III: Organization Structure

A. Applicant's organizational structure

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

☐ Limited Liability Corporation Attach a copy of the articles of organization and operating agreement along with amendments.

☒ Other Form of Corporation

List type S Corporation (Example S Corporation)
Attach a copy of the charter, bylaws and/or certificate of incorporation. See Attachment C

☐ Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State

☐ Joint Stock Association Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.

☐ Trust Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.

☐ Individual Attach a copy of the Letter of Authorization from Tennessee Secretary of State

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: February 28, 2008, California

(1) Parent Company, if applicable N/A

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed. See Attachment C

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. See Attachment B

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange. See Attachment I

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. **None**

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto: **Not Applicable**

B. ☐ Proprietorship

☐ Partnership

- ☐ **General** Attach a copy of the partnership agreement along with any amendments.
- ☐ **Limited** Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.
- ☐ **Other** (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:
ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 2

Employer Identification Number (E.I.N.) 26-210998

Part IV: Financial Information

A. Address where business records are kept: 707 Wilshire Boulevard, 12th Floor

<u>Los Angeles</u>	<u>CA</u>	<u>90017</u>	<u>213-995-9700</u>
CITY	STATE	ZIP CODE	PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports. **See Attachment F**

(1) Fiscal year end: Month December Day 31st

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
Applicant is a newly formed corporation and does not have any audited financial statements

(3) If applicable, name and address of independent certified public accountant:

(4) Period covered by financial statement attached: Period ended 09/30/2008

C. Does the applicant currently have an internal auditor and/or internal audit program? No

If so, Name of internal auditor Not Applicable

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents. **Not Applicable**

Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.
See Attachment H
- B. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?
☒ Yes ☐ No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? ☒ Yes ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, P.O. Box 198907, Nashville, TN 37219-8907. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

BY: Total Holdings, Inc.
(NAME OF CORPORATION)
Mark Leafstedt
SIGNATURE
Mark Leafstedt
PRINTED NAME
Chief Executive Officer
Title

ATTEST:

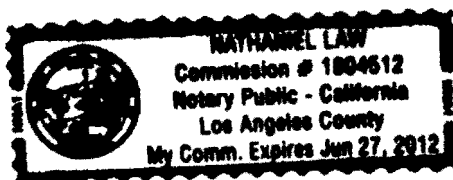
Title

On this the 8th day of December, 2008 before me, a Notary Public

proved to me on the basis of satisfactory evidence to be person who appeared before me known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

[Signature]
Notary Public

seal



Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 06/10/08
REQUEST NUMBER: 6327-2095
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 06/09/08 0933 ✓
EFFECTIVE DATE/TIME: 06/09/08 0933
CONTROL NUMBER: 0578920

TO:
TOTAL HOLDINGS, INC.
707 WILSHIRE BLVD.
12TH FLOOR
LOS ANGELES, CA 90017

RE:
TOTAL HOLDINGS, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 06/10/08

FROM:
TOTAL HOLDINGS, INC.
707 WILSHIRE BLVD.
12TH FLOOR
LOS ANGELES, CA 90017-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00004436555
ACCOUNT NUMBER: 00605296



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 06/23/08
REQUEST NUMBER: 6335-2466
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 06/23/08 1004 ✓
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0578920

TO:
TOTAL HOLDINGS INC
707 WILSHIRE BLVD
12TH FL
LOS ANGELES, CA 90017

RE:
GTC COMMUNICATIONS ✓
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE ON DATE: 06/23/08
NAME

FROM:
TOTAL HOLDINGS, INC.
707 WILSHIRE BLVD.
12TH FLOOR
LOS ANGELES, CA 90017-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00004444270
ACCOUNT NUMBER: 00605296



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of California
Secretary of State

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

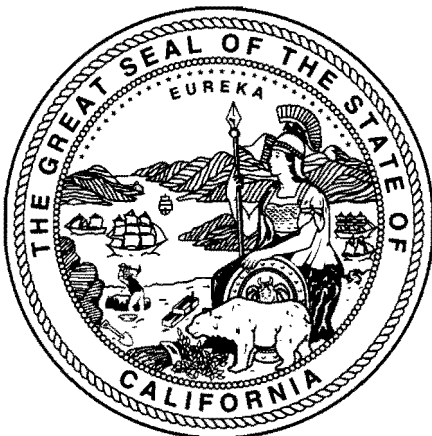
That on the **28TH day of FEBRUARY, 2008, TOTAL HOLDINGS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
May 27, 2008.



Debra Bowen

DEBRA BOWEN
Secretary of State

3088736

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 29 2008

Debra Bowen

DEBRA BOWEN
Secretary of State

3088736

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

FEB 28, 2008

ARTICLES OF INCORPORATION

I

The name of this Corporation is: TOTAL HOLDINGS, INC.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name: Mark Mitchell Geyer

Address: 23945 Calabasas Road, Suite 212,

City: Calabasas, State: CALIFORNIA Zip: 91302

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is: 1,000 shares, without par value.

Dated: 2/27/2008

Mark Leafstedt
Mark Leafstedt, Incorporator



ATTACHMENT I

Corporate Structure/Affiliates

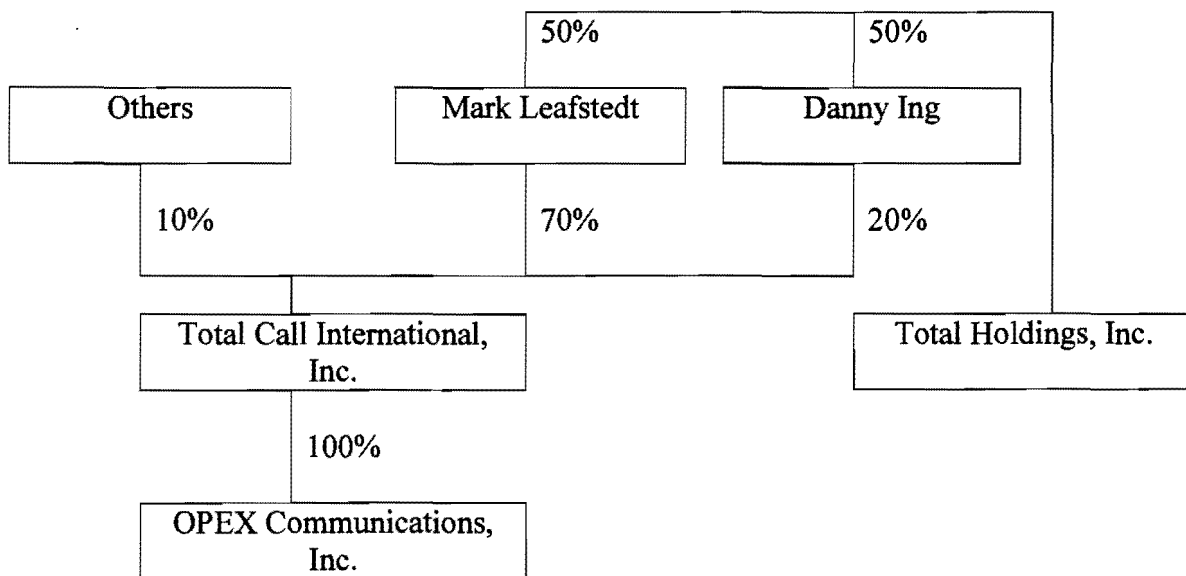
Total Holdings, Inc. ("THI") is a newly formed corporation and was incorporated in the State of California on February 28, 2008.

The Affiliates of THI are as follows:

Total Call International, Inc., a California Corporation
707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017

OPEX Communications, Inc., Illinois Corporation
707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017

CHART



07-00023