

Total Call INTERNATIONAL

September 1, 2009

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

RECEIVED
2009 SEP -4 AM 11:10
T.R.A. DOCKET ROOM

09-00129

Re: Application of Total Call International, Inc. d/b/a Amigos Telecom d/b/a Key Pad d/b/a Star International Alliance

Dear Sir or Madam:

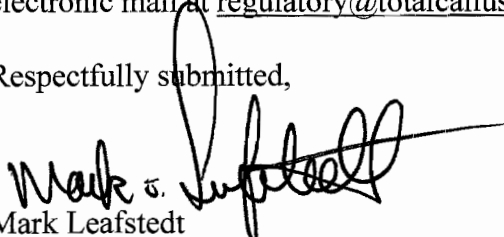
Enclosed please find for filing an original and thirteen (13) copies of Total Call International, Inc. d/b/a Amigos Telecom d/b/a Key Pad d/b/a Star International Alliance ("Company") Application for Certificate to Provide Resell Telecommunication Services in Tennessee. The Company's financial statement is **CONFIDENTIAL AND PROPRIETARY**. Accordingly, the Company is filing said financial statements under seal.

I have also enclosed a check in the amount of \$50.00 payable to the "Tennessee Regulatory Authority" for the filing fee.

Please acknowledge receipt by date stamping the extra copy of this cover letter and returning it 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 regulatory@totalcallusa.com. Thank you.

Respectfully submitted,


Mark Leafstedt
Chief Executive Officer
Total Call International, Inc.

Enclosures



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

Total Call Mobile, Inc. – wireless telecommunications provider

OPEX Communications, Inc. – telecommunications provider

Total Holdings, Inc. d/b/a GTC Communications – telecommunications provider

- 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)

Provide the above requested information on separate attachments.

Attached as Exhibit A.

- 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.

Applicant's authority to transact business as a foreign corporation has been revoked/forfeited/suspended in Illinois, Maryland, Missouri, New Jersey, North Carolina, South Carolina, and Texas. Applicant is currently in various stages of reinstatement within each jurisdiction.

- 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.

Applicant recently settled a case initiated by the State of California. Under the terms of the settlement, Applicant admitted no wrong doing.

- (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.

Nathaniel Law

Name

(213) 995-9700

Phone No.

(213) 995-9710

Facsimile No.

E-mail Address: nathaniell@totalcallusa.com

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

Alice Breslow

Name

(213) 995-9700

Phone No.

(213) 995-9710

Facsimile No.

E-mail Address: regulatory@totalcallusa.com

- 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.

(800) 330-6895
PHONE NUMBER

(213) 995-9700
ALTERNATE PHONE NUMBER

707 Wilshire Blvd, 12th Fl
ADDRESS

Los Angeles
CITY

CA
STATE

90017
ZIPCODE

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

CT Corporation System
800 S. Gay Street, Suite 2021
Knoxville, TN 37929

- 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)

Not Applicable

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.**

Applicant is not providing operator service at this time.

- 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.)

Attached as Exhibit B.

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.

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)

Applicant has not been denied authority to provide service excepting Louisiana on 1/31/2007. In Louisiana, the Public Service Commission denied Application for failure to submit a bond. Applicant submitted a bond on 1/27/2009 and is currently authorized to provide service in Louisiana

- 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: _____

Not applicable

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

Not applicable

- 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.

Attached as Exhibit C.

- J. What is the applicant's 10XXX or 800 access code, if applicable?

Not applicable

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

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

Applicant has no plans at this time to construct any telecommunications transmission facilities of its own and seeks no construction authority by means of this application.

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

AT&T

- M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly²?

Applicant will bill customers directly. A sample bill is attached as Exhibit D.

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

Print advertising, internet, and/or sales agents

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

COMPANY NAME	CONTACT	ADDRESS	CITY ST ZIP	PHONE
COMPANY NAME	CONTACT	ADDRESS	CITY ST ZIP	PHONE

- 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 will switch customers after obtaining an executed Letter of Agency ("LOA") in case of a commercial customer or a voice recording authorizing change in the case of a residential customer. LOA is attached hereto as Exhibit E.

- 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 in Tennessee Code Annotated § 65-21-114? ☒ Yes ☐ No

² A copy of a bill is required if applicant is going to bill the customer directly.

- T. Is the Applicant aware of the TAR Code data base maintained by Bell South, 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.**

Not applicable

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 _____ (Example S Corporation)
Attach a copy of the charter, bylaws and/or certificate of incorporation.

Applicant's Articles of Incorporation are attached as Exhibit F.

- | | |
|--|--|
| <input type="checkbox"/> Association | Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State. |
| <input type="checkbox"/> Joint Stock Association | Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State. |
| <input type="checkbox"/> Trust | Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State. |
| <input type="checkbox"/> Individual | Attach a copy of the Letter of Authorization from Tennessee Secretary of State. |

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

- (a) The date and state of formation/incorporation: May 5, 1999 California
- (1) Parent Company, if applicable _____
- (b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed.

Attached as Exhibit G.

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

Attached as Exhibit H.

- (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.

Applicant is a Corporation duly organized in the State of California. No subsidiary or parent are publicly traded on any stock exchange.

- (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.

The directors, executive officers, or key shareholders of Applicant have no history of material litigation or criminal convictions for the ten-year period prior to the date of this application.

- (f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

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: 67 employees
Employer Identification Number (E.I.N.) 33-0858351

Part IV: Financial Information

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

<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.

A copy of Applicant's most recent financial statements is attached as Exhibit I.

(1) Fiscal year end: Month April Day 30

(2) Date of most recent audited, unconsolidated financial statement of Applicant:
None

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

(4) Period covered by financial statement attached: Year ending 2007 2008

C. Does the applicant currently have an internal auditor and/or internal audit program?
If so, Name of internal auditor No

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 V: 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.

Attached as Exhibit J.

- A. 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

- B. 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.

Attached please find the following:

Exhibit K- IntraLATA Toll Dialing Parity Plan

Exhibit L- Surety Bond or Letter of Credit

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

PRINTED NAME

Signature

PRINTED NAME

Signature

PRINTED NAME

Signature

PRINTED NAME

For Corporations
and Other Organizations

Total Call International, Inc.
(NAME OF CORPORATION)

BY:

Mark Leafstedt
SIGNATURE

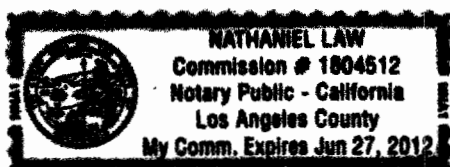
Mark Leafstedt
PRINTED NAME

CEO
TITLE

ATTEST: Mark Leafstedt

CEO
TITLE

On this the 26th day of June 2009, before me, a Notary Public, Mark Leafstedt, 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 ~~her~~^{his} knowledge and belief.



Nathaniel Law
NOTARY PUBLIC: Nathaniel Law
My Commission Expires: 6/27/2012
County of Los Angeles, State of California

EXHIBIT A

Background and Experience of Officers

Mark Leafstedt, Chief Executive Officer

707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017
(213) 995-9700

As CEO, Mr. Leafstedt has steadfastly helped Total Call International become a premiere provider of telecommunications services, since founding the company in June of 1999. He is committed to helping the company develop new lines of business, while continuing to deliver an exceptional customer experience. Mr. Leafstedt previously served as President, until moving into the position of Chief Executive Officer in June of 2003. Mr. Leafstedt has over 25 years of experience in service related industries and over 7 years in senior management, holding board level capacities within the telecommunications industry. For 8 years, he was the Chief Operating Officer for a tradeshow management company, jointly owned by two non-profit trade associations. Leveraging his professional experience, Mr. Leafstedt enjoys working with volunteer groups and the boards of trade associations. He has been highly involved in the telecommunications industry and is an active leader, participating in many prominent telecommunications organizations, such as the IPCA. He earned his MBA from Pepperdine University.

Danny Ing, President & Chief Operating Officer

707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017
(213) 995-9700

As President and COO, Mr. Ing is responsible for overseeing all facets of the day-to-day operations, including the development of new lines of business. Mr. Ing joined Total Call International in February of 2001 as the Controller. Prior to joining Total Call International, he was Controller for Americom Communications. With over 8 years of experience with long distance companies as a Controller and Chief Financial Officer, Mr. Ing has significant experience running the back office and financial operations of a long distance company. He graduated from Pacific Union College with a degree in Business Administration.

Bill Farwell, Chief Financial Officer

707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017
(213) 995-9700

As Chief Financial Officer, Mr. Farwell is responsible for the company's overall financial activities and planning. He brings a blend of start-up and Fortune 500 experience to the company. Prior to joining Total Call International, Mr. Farwell served as CFO for the start-up, Voce Wireless, where he was a member of the team that set organizational policy. Before joining Voce Wireless, he was the VP of Finance at Spotlight Health, a start-up public relations firm where he implemented cost controls as well as established pricing strategy. He also has extensive experience with Fortune 500 companies, most notably The Walt Disney Company. Mr. Farwell is a Certified Public Accountant and earned his MBA from the University of Southern California.

Bruce Li, Chief Technology Officer

707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017
(213) 995-9700

As Chief Technology Officer, Mr. Li is responsible for managing existing technology, as well as directing the research, development and implementation of new technology. Mr. Li joined the company as CTO in August of 2002. Prior to Total Call International, he worked as an Auditor, performing data processing, financial, and operational audits. Mr. Li has held many management positions directing the technology departments of various firms. He has served as Executive VP of Operations for a financial company with over 500 employees, where he oversaw the operations of the finance, accounting, and IT departments. Mr. Li also managed the IT department for a company that operated a top ten online dating site and the largest network of telephony dating services with over 160 POPs throughout the United States. He is a Microsoft Certified System Engineer, Microsoft Certified Professional Internet Architect, as well as a Certified Public Accountant.

EXHIBIT B

Jurisdiction where applicant is Authorized to Operate

Applicant is authorized to provide telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Dakota, Texas, Utah, Virginia, Washington, West Virginia, Wisconsin, and Wyoming.

EXHIBIT C

Tariff

TITLE SHEET

TENNESSEE TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Total Call International, Inc. ("Total Call"), with principal offices at 707 Wilshire Blvd, 12th Floor, Los Angeles, CA 90017. This tariff applies for services furnished within the State of Tennessee. This tariff is on file with the Tennessee Regulatory Authority, and copies may be inspected, during normal business hours, at the company's principal place of business.

Issued:

Effective:

Issued by:

Mark Leafstedt, CEO
707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017

CONCURRING, CONNECTING OR
OTHER PARTICIPATING CARRIERS

1. Concurring Carriers – None
2. Connecting Carriers – None
3. Other Participating Carriers - None

Issued:

Effective:

Issued by:

Mark Leafstedt, CEO
707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017

CHECK SHEET

The Sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

SHEET	REVISION
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original
25	Original
26	Original
27	Original
28	Original
29	Original

* New or Revised Sheet

Issued:

Effective:

Issued by:

Mark Leafstedt, CEO
707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017

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Issued:

Effective:

Issued by:

Mark Leafstedt, CEO
707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017

TARIFF FORMAT

A. Sheet Numbering: Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the TRA. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

C. Paragraph Numbering Sequence: There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

2.
2.1
2.1.1
2.1.1.A
2.1.1.A.1
2.1.1.A.1. (a)
2.1.1.A.1. (a) .I
2.1.1.A.1. (a) .I. (1)
2.1.1.A.1. (a) .I. (i) . (1)

D. Check Sheets: When a tariff filing is made with the TRA, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current Revision Number. When new sheets are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest Check Sheet to find out if a particular sheet is the most current on TRA file.

Issued:

Effective:

Issued by:

Mark Leafstedt, CEO
707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017

SYMBOLS

The following are the only symbols used for the purposes indicated below:

- (C) to signify change in regulation
- (D) to signify a deletion
- (I) to signify a rate increase
- (L) to signify material relocated in the tariff
- (N) to signify a new rate or regulation
- (R) to signify a rate reduction
- (T) to signify a change in text, but no change in rate or regulation

Issued:

Effective:

Issued by:

Mark Leafstedt, CEO
707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to the Company's location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable the Company to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Customer - The person, firm, corporation or other legal entity which orders the services of the Company or purchases a Company Prepaid Calling Card and/or originates prepaid calls using such cards, and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

Company or Total Call - Used throughout this tariff to mean Total Call International, Inc., a California Corporation.

Dedicated Access - The Customer gains entry to the Company's services by a direct path from the Customer's location to the Company's point of presence.

Prepaid Account - An inventory of Telecom Units purchased in advance by the Customer, and associated with one and only one Authorization Code as contained in a specific Prepaid Calling Card.

Issued:

Effective:

Issued by:

Mark Leafstedt, CEO
707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017

Prepaid Calling Card - A card issued by the Company, containing an Authorization Code which identifies a specific Prepaid Account of Telecom Units, which enables calls to be processed, account activity to be logged, and balances to be maintained, on a prepayment basis.

Resp. Org - Responsible Organization or entity identified by an 800 service Customer that manages and administers records in the 800 database and management system.

Switched Access - The Customer gains entry to the Company's services by a transmission line that is switched through the local exchange carrier to reach the Company's point of presence.

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of Tennessee.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

TRA - Used throughout this tariff to mean the Tennessee Regulatory Authority.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

Issued:

Effective:

Issued by:

Mark Leafstedt, CEO
707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

This tariff contains the regulations and rates applicable to intrastate interexchange telecommunications services provided by the Company for telecommunications between points within the State of Tennessee. Services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the TRA's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company reserves the right to examine the credit record and check the references of all applicants and Customers prior to accepting the service order. The service application shall not in itself obligate the Company to provide services or to continue to provide service if a later check of applicant's credit record is, in the opinion of the Company, contrary to the best interest of the Company. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Customer, to allow connection of a Customer's location to a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement.

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- 2.1.1 The services provided by the Company are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers subject to the jurisdiction of this TRA.
- 2.1.2 The rates and regulations contained in this tariff apply only to the services furnished by the Company and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of the Company.
- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 Use of Services

- 2.2.1 The Company services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of the Company services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.

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- 2.2.3 The use of the Company services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.
 - 2.2.4 The Company services are available for use 24 hours per day, seven days per week.
 - 2.2.5 The Company does not transmit messages, but the services may be used for that purpose.
 - 2.2.6 The Company services may be denied for nonpayment of charges or for other violations of this tariff.
 - 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
 - 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.

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- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.
- 2.3.4 The Company's liability for damages, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects or misrepresentations shall not exceed an amount equal to the charges provided for under this tariff for the long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company.
- 2.3.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of any Customer or any other entity or any other property whether owned or controlled by the Customer or others.
- 2.3.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.

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- 2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express, implied, or statutory, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

2.4 Responsibilities of the Customer

- 2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.
- 2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by the Company on the Customer's behalf.
- 2.4.3 If required for the provision of the Company's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to the Company.
- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to the Company and the Customer when required for Company personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of the Company's services.
- 2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of the Company equipment to be maintained within the range normally provided for the operation of microcomputers.

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- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with the Company facilities or services, the signals emitted into the Company network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, the signals do not damage equipment, injure personnel, or degrade service to other Customers. If the FCC or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, the Company will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to the Company equipment, personnel or the quality of service to other Customers, the Company may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, the Company may, upon written notice, terminate the Customer's service.
- 2.4.7 The Customer must pay the Company for replacement or repair of damage to the equipment or facilities of the Company caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any Company equipment installed at Customer's premises.
- 2.4.9 If the Company installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.

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- 2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

2.5 Cancellation or Interruption of Service

- 2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, the Company may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:

2.5.1.A or nonpayment of any sum due the Company for more than thirty (30) days after issuance of the bill for the amount due ,

2.5.1.B For violation of any of the provisions of this tariff,

2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over the Company services, or

2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting the Company from furnishing its services.

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- 2.5.2 Without incurring liability, the Company may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and the Company equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.
- 2.5.3 Service may be discontinued by the Company without notice to the Customer, by blocking traffic to certain countries, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.
- 2.5.4 The Customer may terminate service upon thirty (30) days written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

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2.6 Credit Allowance

2.6.1 Credit may be given for disputed calls, on a per call basis.

2.6.2 Credit shall not be issued for unavailability of long distance services.

2.7 Restoration of Service

The use and restoration of service shall be in accordance with the priority system specified in part 64, Subpart D of the Rules and Regulations of the Federal Communications Commission.

2.8 Deposit

The Company does not require deposits.

2.9 Advance Payments

Except for Prepaid Calling Card Service, the Company does not require advance payments.

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2.10 Payment and Billing

- 2.10.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt.
- 2.10.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.
- 2.10.3 All bills are presumed accurate, and shall be binding on the customer unless objection is received by the Company in writing within 30 days after such bills are rendered. No credits, refunds, or adjustments shall be granted if demand therefore is not received by the Company in writing within such 30 day period.

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2.11 Collection Costs

In the event Company is required to initiate legal proceedings to collect any amounts due to Company for regulated or non-regulated services, equipment or facilities, or to enforce any judgment obtained against a Customer, or for the enforcement of any other provision of this tariff or applicable law, Customer shall, in addition to all amounts due, be liable to Company for all reasonable costs incurred by Company in such proceedings and enforcement actions, including reasonable attorneys' fees, collection agency fees or payments, and court costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by the court.

2.12 Taxes

All federal, state and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein.

2.13 Late Charge

A late fee of 1.5% per month or the amount otherwise authorized by law, whichever is lower, will be charged on any past due balances.

2.14 Returned Check Charge

A fee will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

2.15 Reconnection Charge

A reconnection fee of \$25 per occurrence will be charged when service is reestablished for Customers which have been disconnected due to non-payment. Payment of the reconnection fee and any other outstanding amounts will be due in full prior to reconnection of service.

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SECTION 3 - DESCRIPTION OF SERVICE

3.1 Computation of Charges

- 3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.
- 3.1.2 Where mileage bands appear in a rate table, rates for all calls are based upon the airline distance between the originating and terminating points of the call, as determined by the vertical and horizontal coordinates associated with the exchange (the area code and three digit central office code) associated with the originating and terminating telephone numbers. If the Customer obtains access to the Company's network by a dedicated access circuit, that circuit will be assigned an exchange for rating purposes based upon the Customer's main telephone number at the location where the dedicated access circuit terminates. The vertical and horizontal (V & H) coordinates for each exchange and the airline distance between them will be determined according to industry standards.

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3.1.3 Timing begins when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Recognition of answer supervision is the responsibility of the Underlying Carrier. Timing for each call ends when either party hangs up. The Company will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

707 Wilshire Blvd., 12th Floor
Los Angeles, California 90017
(800) 330-6895

Any objection to billed charges should be reported promptly to the Company. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

If a Customer accumulates more than One Dollar of undisputed delinquent the Company 800 Service charges, the Company Resp. Org. reserves the right not to honor that Customer's request for a Resp. Org. change until such undisputed charges are paid in full.

3.3 Level of Service

A Customer can expect end to end network availability of not less than 99% at all times for all services.

3.4 Billing Entity Conditions

When billing functions on behalf of the Company or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. The Company's name and toll-free telephone number will appear on the Customer's bill.

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3.5 Service Offerings

3.5.1 1+ Dialing

This service permits Customers to originate calls via switched or dedicated access lines, and to terminate intrastate calls. The customer dials followed by "ten digits" or dials "101xxxx" followed by " 1 + ten digits."

3.5.2 Travel Cards

The Customer utilizes an 11 digit "toll-free" access number established by the Company to access a terminal. Upon receiving a voice prompt, the Customer uses push button dialing to enter an identification code assigned by the Company, and the ten digit number of the called party.

3.5.3 800 Service (Toll-Free)

This service is inbound calling only where an 800, 888 or other toll-free prefix number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

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3.5.4 Company Prepaid Calling Cards

This service permits use of Prepaid Calling Cards for placing long distance calls. Customers may purchase Company Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. Company Prepaid Calling Cards are available at a variety of face values typically ranging from two dollars (\$2.00) to twenty-five dollars (\$25.00), in one dollar (\$1.00) increments. Company Prepaid Calling Card service is accessed using the Company toll free number printed on the card. The caller is prompted by an automated voice response system to enter his/her Authorization Code, and then to enter the terminating telephone number. The Company's processor tracks the call duration on a real time basis to determine the number of Telecom Units consumed. The total consumed Telecom Units and applicable taxes for each call are deducted from the remaining balance on the Customer's Company Prepaid Calling Card. All call fees, reconnection fees, maintenance fees, and other similar fees shall apply as indicated on the prepaid calling card.

All calls must be charged against Prepaid Calling Card that has a sufficient Telecom Unit balance. A Customer's call will be interrupted with an announcement when the balance is about to be depleted.

When the balance is depleted, the Customer can either call the toll-free number on the back of the Company Prepaid Calling Card and "recharge" the balance on the card using a nationally recognized credit card (if such feature is available), or the Customer can throw the card away and purchase a new one. Calls in progress will be terminated by the Company if the balance on the Company Prepaid Calling Card is insufficient to continue the call.

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A card will expire on the date indicated on the card, or if no date is specified, 12 months from the date of purchase, or the date of last recharge, whichever is later. The Company will not refund unused balances.

A credit for Company Prepaid Calling Card Service is applicable to calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call. To receive the proper credit, the Customer must notify the Company at the designated toll free customer service number printed on the Company Prepaid Calling Card and furnish the called number, the trouble experienced (e.g. cut-off, noisy circuit, etc.), and the approximate time that the call was placed.

Credit allowances for calls pursuant to the Company Prepaid Card Service do not apply for interruptions not reported promptly to the Company or interruptions that are due to the failure of power, equipment or systems not provided by the Company.

Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company.

The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls can not be completed.

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3.5.5 Directory Assistance.

Access to long distance directory assistance is obtained by dialing 1 + 555-1212 for listings within the originating area code and 1 + (area code) + 555-1212 for other listings. When more than one number is requested in a single call, a charge will apply for each number requested. A charge will be applicable for each number requested, whether or not the number is listed or published.

3.5.6 Specialized Pricing Arrangements.

Customized service packages and competitive pricing packages at negotiated rates may be furnished on a case-by-case basis in response to requests by Customers to the Company for proposals or for competitive bids. Service offered under this tariff provision will be provided to Customers pursuant to contract. Unless otherwise specified, the regulations for such arrangements are in addition to the applicable regulations and prices in other sections of the tariff. Specialized rates or charges will be made available to similarly situated Customers on a non-discriminatory basis. Discounts may apply based upon volume, affinity group plans, or term plan commitments.

3.5.7 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network at no charge.

3.5.8 Promotional Offerings

The Company may, from time to time, make promotional offerings to enhance the marketing of its services. These offerings may be limited to certain dates, times and locations. The Company will notify the TRA of such offerings as required by TRA rules and regulations.

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SECTION 4 - RATES

4.1 1+ & IOIXXX Dialing

\$0.15 per minute

A \$4.95 per month per number service charge applies.
Billed in one minute increments

4.2 Travel Cards

\$.199 per minute

A \$.25 per call service charge applies.
Billed in one minute increments

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4.3 800 Service (Toll Free)

\$0.15 per minute

A \$10 per month per number service charge applies.
Billed in one minute increments

4.4 Prepaid Calling Cards Program

A	\$0.015 Per Telecom Unit
B	\$0.019 Per Telecom Unit
C	\$0.025 Per Telecom Unit
D	\$0.029 Per Telecom Unit
E	\$0.032 Per Telecom Unit
F	\$0.035 Per Telecom Unit
G	\$0.039 Per Telecom Unit
H	\$0.045 Per Telecom Unit
I	\$0.05 Per Telecom Unit
J	\$0.06 Per Telecom Unit
K	\$0.07 Per Telecom Unit
L	\$0.08 Per Telecom Unit
M	\$0.09 Per Telecom Unit
N	\$0.10 Per Telecom Unit
O	\$0.11 Per Telecom Unit
P	\$0.12 Per Telecom Unit
Q	\$0.13 Per Telecom Unit
R	\$0.14 Per Telecom Unit
S	\$0.15 Per Telecom Unit
T	\$0.19 Per Telecom Unit
U	\$0.20 Per Telecom Unit
V	\$0.25 Per Telecom Unit
W	\$0.29 Per Telecom Unit
X	\$0.30 Per Telecom Unit
Y	\$0.33 Per Telecom Unit
Z	\$0.35 Per Telecom Unit
AA	\$0.39 Per Telecom Unit
BB	\$0.40 Per Telecom Unit
CC	\$0.50 Per Telecom Unit
DD	\$0.01 Per Telecom Unit

A \$1.00 per call service charge applies.
A weekly maintenance fee of \$.25 applies.

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4.5 Directory Assistance

\$1.00

4.6 Returned Check Charge

\$25.00

4.7 Rate Periods

Monday - Friday	Sat.	Sun.
8 a.m. - Daytime Rate Period to 5 p.m.*		
5 p.m. - Evening Rate Period to 11 p.m.*		
11 p.m. - Night/Weekend Rate Period 8 a.m.*		

* To, but not including

When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

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4.8 Payphone Dial Around Surcharge

A dial around surcharge of \$.55 per call will be added to any completed INTRASTATE toll access code and subscriber 800/888 type calls placed from a public or semi-public payphone.

4.9 Universal Service Fund Assessment & Presubscribed Interexchange Carrier Charge

The Customer will be assessed a monthly Universal Service Fund Contribution charge on all telecommunications services, which in no event shall be less than the prevailing contribution percentage rate charged the Company on intrastate traffic by the Universal Service Administrative Company (or any successor) or any state agency or its administrator. A Presubscribed Interexchange Carrier Charge ("PICC") applies on a monthly basis to all Customer monthly bills at the prevailing rate.

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EXHIBIT D

Sample Bill

TOTAL CALL INTERNATIONAL, INC.

ACCOUNT NUMBER: P0000
INVOICE DATE: 00/00/00

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

FOR BILLING INQUIRIES: 1-XXX-XXX-XXXX
FOR SERVICE INQUIRIES: 1-XXX-XXX-XXX

John E. Doe
1 Drive
Anytown, NY 12345

PAST DUE CHARGES		\$.00
CURRENT CHARGES		
DOMESTIC	\$.00	
INTERNATIONAL	\$.00	
FEDERAL TAX	\$.00	
STATE TAX	\$.00	
LOCAL/OTHER CHARGES	\$.00	
TOTAL CURRENT CHARGES		\$.00
TOTAL AMOUNT DUE BY 00/00/00		\$.00

IMPORTANT: Please detach and return this portion with your payment

ACCOUNT	INVOICE DATE	CURRENT CHARGES	TOTAL AMOUNT DUE	AMOUNT ENCLOSED
(000) 000-0000	00/00/00	\$.00	\$.00	

John E. Doe
1 Drive
Anytown, NY 12345

PLEASE MAKE CHECKS PAYABLE TO:

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

A one-time late fee of 1.5% will be charged on any monthly invoice due for more than 30 days.

P0000

00/00/00

[illegible]

EXHIBIT E

Letter of Agency

For each of the telephone numbers listed herein, I appoint Total Call International, Inc., to act as my agent in order to effectuate the collection of account information and/or carry out the changes authorized herein on my behalf. I understand that I may select a separate local exchange carrier, intraLATA toll carrier, and interLATA carrier for any one telephone number.

I hereby authorize the change of my communications company(s) from that/those, which I am currently using, to Total Call International, Inc. for each of the service types I have designated below.

I understand that by signing this letter of agency my signature shall unblock my carrier of choice service protection to make the change in long distance service possible. I also understand that I may incur a fee to switch my telephone service to Total Call International, Inc. I further understand that I may designate only one carrier per service for any one telephone number, and therefore revoke any previous appointments or selections concerning the telephone numbers listed below.

Please designate the telecommunications services for the telephone numbers listed below by marking the appropriate boxes:

INTERLATA / INTERSTATE / INTERNATIONAL ☐
INTRALATA ☐

Local Exchange Services Only

I authorize disclosure to Total Call International, Inc. of my account information, including my account billing name, billing address, directory listing, service address, and my customer proprietary network information, including service and feature subscription, long distance carrier identity, and pending service order activity. Please designate the telecommunications services for the telephone numbers listed below by marking the appropriate boxes:

LOCAL EXCHANGE SERVICES ☐

**This agreement will remain in effect until revoked in writing
by the customer or Total Call International, Inc.**

I select Total Call International, Inc. to provide the communications service types indicated for each of the telephone numbers listed herein. (List ALL BTNs, lines, and toll free numbers)

Name _____

Address _____

City _____ State _____ Zip _____

Contact _____ Phone _____

Your signature acknowledges that you understand and accept the terms and conditions of this L.O.A. and that YOU ARE DULY AUTHORIZED TO MAKE THE CHANGE(S) INDICATED BY EXECUTING THIS L.O.A.

	Customer Acceptance	Total Call International, Inc. Acceptance
Signature		
Printed Name		
Title		
Date		

EXHIBIT F

Articles of Incorporation

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

AUG 25 2000

BILL JONES, Secretary of State

**RESTATED ARTICLES OF INCORPORATION
OF
TOTAL CALL INTERNATIONAL, INC.
a California corporation**

MARK E. LEAFSTEDT and MICHAEL PRIETO hereby certify that:

1. They are the President and the Secretary, respectively, of Total Call International, Inc.,
a California corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read
in full as follows:

"I: The name of this corporation is:

Total Call International, 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: A. This corporation is authorized to issue two classes of shares to be designated "Preferred Stock" and "Common Stock." The total number of shares of Preferred Stock this corporation shall have the authority to issue is 2,500,000. The total number of shares of Common Stock this corporation shall have authority to issue is 25,000,000.

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and

restrictions stated in any resolution originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series."

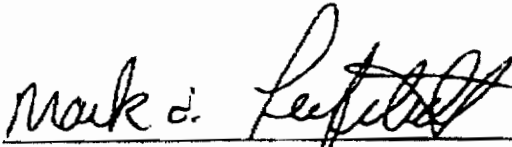
IV: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law, as in effect from time to time.

V: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code."

3. The foregoing amendment of articles of incorporation has been duly approved by the directors of this corporation.
4. No shares have been issued.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: August 21, 2000


Mark E. Leafstedt, President


Michael Prieto, Secretary



**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 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

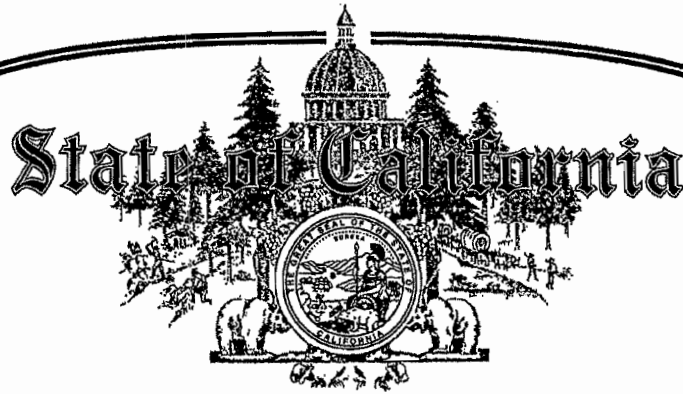
SEP 23 2008

Bill Jones

Secretary of State

EXHIBIT G

Certificate of Good Standing



**SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **5th day of May, 1999**, **TOTAL CALL INTERNATIONAL, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; 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 March 15, 2001.



Bill Jones
BILL JONES
Secretary of State

ch

EXHIBIT H

**Certificate of Authority
Issued by the Secretary of State to
Engage in Business in Tennessee**

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

DATE: 03/21/01
REQUEST NUMBER: 4149-1108
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/19/01 0950
EFFECTIVE DATE/TIME: 03/19/01 0950
CONTROL NUMBER: 0405278

TO:
LANCE J.M. STEINHART PC
6455 E. JOHNS
CROSSING STE 285
DULUTH, GA 30097

RE:
TOTAL CALL INTERNATIONAL, 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.

Post-it® Fax Note		7671	Date	# of pages ▶
To	Dignette		From	
Co./Dept			Co.	
Phone #			Phone #	
Fax #			Fax #	

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 03/20/01

FROM:
TOTAL CALL INTERNATIONAL INC
345 S FIGUEROA ST
STE M01
LOS ANGELES, CA 90071-0000

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

RECEIPT NUMBER: 00002832133
ACCOUNT NUMBER: 00361704



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

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

DATE: 03/10/09
REQUEST NUMBER: 6470-0085
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 03/10/09 0847
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0405278

TO:
TOTAL CALL INTERNATIONAL INC
107 W MICHIGAN AVE
PATRICK CROCKER
KALAMAZOO, MI 49007

RE:
AMIGOS TELECOM
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: 03/10/09
NAME

FROM:
TOTAL CALL INTERNATIONAL INC
707 WILSHIRE BLVD
9TH FLOOR
LOS ANGELES, CA 90017-0000

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

RECEIPT NUMBER: 00004547008
ACCOUNT NUMBER: 00361709



SS-4458

TRE HARGETT
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
REGISTRATION OF
ASSUMED CORPORATE
NAME

For Office Use Only

FILED

RECEIVED
STATE OF TENNESSEE

2009 MAR 10

AM 8:4

SECRETARY OF STATE

79-0085

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is Total Call International, Inc.

2. The state or country of incorporation is California

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The assumed corporate name the corporation proposes to use is
Amigos Telecom

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

2/20/2009
Signature Date

CEO
Signer's Capacity

Total Call International, Inc.
Name of Corporation

Mark Leafstedt
Signature

Mark Leafstedt
Name (typed or printed)

0405278

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

DATE: 07/29/09
REQUEST NUMBER: 6575-1508
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 07/28/09 0922
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0405278

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

RE:
KEY PAD
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: 07/29/09
NAME

FROM:
TOTAL CALL INTERNATIONAL INC
707 WILSHIRE BLVD
9TH FLOOR
LOS ANGELES, CA 90017-0000

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

RECEIPT NUMBER: 00004653043
ACCOUNT NUMBER: 00361709



SS-4458

Tre Hargett
TRE HARGETT
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
REGISTRATION OF
ASSUMED CORPORATE
NAME

For Office Use Only

SECRETARY OF STATE
2009 JUL 28 AM 11:22
FILED
STATE OF TENNESSEE

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is Total Call International, Inc.
2. The state or country of incorporation is California
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is
Key Pad

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

July 1, 2009
Signature Date

CEO
Signer's Capacity

Total Call International, Inc.
Name of Corporation

Mark Leafstedt
Signature

Mark Leafstedt
Name (typed or printed)

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

DATE: 07/29/09
REQUEST NUMBER: 6575-2722
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 07/28/09 0855
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0405278

TO:
TOTAL CALL INTERNATIONAL, INC.
% PATRICK CROCKER
707 WILSHIRE/FL 12
LOS ANGELES, CA 90017

RE:
STAR INTERNATIONAL ALLIANCE
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: 07/29/09
NAME

FROM:
TOTAL CALL INTERNATIONAL INC
707 WILSHIRE BLVD
9TH FLOOR
LOS ANGELES, CA 90017-0000

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

RECEIPT NUMBER: 00004652794
ACCOUNT NUMBER: 00361709



SS-4458

Tre Hargett
TRE HARGETT
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
REGISTRATION OF
ASSUMED CORPORATE
NAME

For Office Use Only

FILED

6575-2722

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is Total Call International, Inc.
2. The state or country of incorporation is California
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is
Star International Alliance

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

July, 1 2009
Signature Date

CEO
Signer's Capacity

Total Call International, Inc.
Name of Corporation

Mark Leafstedt
Signature

Mark Leafstedt
Name (typed or printed)

RECEIVED
STATE OF TENNESSEE
2009 JUL 28 AM 8:55
JENNIFER
SECRETARY OF STATE

SS-4402 (Rev. 4/01)

0405278

Filing Fee: \$20

RDA1720

EXHIBIT I

Financials

Confidential Treatment Requested

Filed Under Seal

EXHIBIT J

**Small and Minority-Owned Telecommunications
Business Participation Plan**

TOTAL CALL INTERNATIONAL, INC.

**SMALL AND MINORITY-OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION PLAN**

Pursuant to T.C.A. §65-5-212, as amended, Total Call International, Inc. ("TCII") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate to Resell Interexchange Telecommunications Services in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. TCII is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. TCII will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, TCII will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to TCII of such opportunities. TCII's representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, TCII will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in §65-5-212.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

TCII's Plan will be overseen and administered by the individual named below (hereinafter "Administrator"), who will be responsible for carrying out and promoting TCII's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Mark E. Leafstedt, CEO
Total Call International, Inc.
707 Wilshire Blvd, 12th Floor
Los Angeles, CA 90017
Telephone: (213) 995-9700

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) Establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.

- (4) Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212.
- (5) Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) Providing information and educational activities to persons within TCII and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

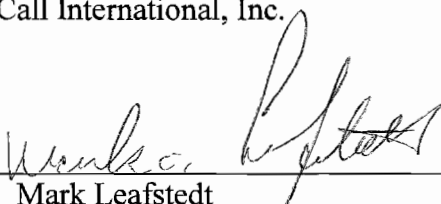
TCII will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, TCII will maintain records of

educational and training activities conducted or attended and of the internal procurement procedures adopted to support this plan.

TCII will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, TCII will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

Total Call International, Inc.

By:


Mark Leafstedt
CEO

Dated: 6/26/09

EXHIBIT K

InterLATA Toll Dialing Parity Plan

Applicant is not providing local exchange services.

EXHIBIT L

Surety Bond

TENNESSEE REGULATORY AUTHORITY

TENNESSEE TELECOMMUNICATIONS SERVICE PROVIDER'S SURETY BOND

Bond #: 72BSBFI6689

WHEREAS, Total Call International, Inc. (the "Principal"), has applied to the Tennessee Regulatory Authority for authority to provide telecommunications services in the State of Tennessee; and

WHEREAS, under the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated, as amended, the Principal is required to file this bond in order to obtain such authority and to secure the payment of any monetary sanction imposed in any enforcement proceeding brought under Title 65 of the Tennessee Code Annotated or the Consumer Telemarketing Act of 1990 by or on behalf of the Tennessee Regulatory Authority (the "TRA"); and

WHEREAS, Hartford Fire Insurance Company (the "Surety"), a corporation licensed to do business in the State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, has agreed to issue this bond in order to permit the Principal to comply with the provisions of Title 65, Chapter 4, Section 125(j) of the Tennessee Code Annotated;

NOW THEREFORE, BE IT KNOWN, that we the Principal and the Surety are held and firmly bound to the STATE OF TENNESSEE, in accordance with the provisions of Tennessee Code Annotated, Title 65, Chapter 4, Section 125(j), in the full amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America to be used for the full and prompt payment of any monetary sanction imposed against the Principal, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA, for which obligation we bind ourselves, our representatives, successors and assigns, each jointly and severally, firmly and unequivocally by these presents.

This bond shall become effective on the 15th day of March, 2009 and shall be continuous; provided, however, that each annual renewal period or portion thereof shall constitute a new bond term. Regardless of the number of years this bond may remain in force, the liability of the Surety shall not be cumulative, and the aggregate liability of the Surety for any and all claims, suits or actions under this bond shall not exceed Twenty Thousand Dollars (\$20,000.00). The Surety may cancel this bond by giving thirty (30) days written notice of such cancellation to the TRA and Principal by certified mail, it being understood that the Surety shall not be relieved of liability that may have accrued under this bond prior to the date of cancellation.

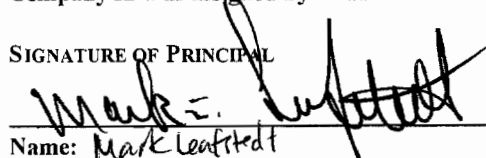
PRINCIPAL

Total Call International, Inc.

Name of Company authorized by the TRA

Company ID # as assigned by TRA

SIGNATURE OF PRINCIPAL


Name: Mark Leafstedt
Title: CEO


SURETY

Hartford Fire Insurance Company

Name of Surety

One Hartford Plaza, Hartford, CT 06155
Address of Surety

SIGNATURE OF SURETY AGENT


Name: Frantz Gebara
Title: Attorney-in-Fact

Address of Surety Agent:

11300 W OLYMPIC BLVD STE 910
LOS ANGELES, CA 90064

THIS BOND IS ISSUED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 125, CHAPTER 4, TITLE 65 OF THE TENNESSEE CODE ANNOTATED AS AMENDED BY CHAPTER NO. 586, 2000 PUBLIC ACTS. SHOULD THERE BE ANY CONFLICT WITH THE TERMS HEREOF AND THE STATUTE OR REGULATIONS PROMULGATED THEREUNDER, THE STATUTE OR REGULATIONS SHALL PREVAIL. (POWER OF ATTORNEY FROM AN APPROVED INSURANCE COMPANY MUST BE ATTACHED.)

ACKNOWLEDGMENT OF PRINCIPAL

STATE OF ~~TENNESSEE~~ California
 COUNTY OF Los Angeles

Before me, a Notary Public of the State and County aforesaid, personally appeared Mark Leafstedt
 with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the foregoing
 bond on behalf of TOTAL CALL INTERNATIONAL, INC. and he acknowledged to me that he executed the same.

WITNESS my hand and seal this 6th day of March, 2009.

My Commission Expires:

June 27, 2012

[Signature]
 Notary Public



ACKNOWLEDGMENT OF SURETY

STATE OF ~~TENNESSEE~~ Florida
 COUNTY OF Seminole

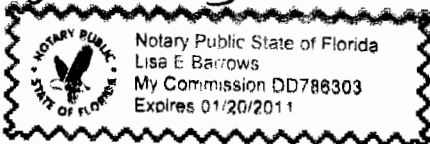
Before me, a Notary Public of the State and County aforesaid, personally appeared Frantz Gebara
 with whom I am personally acquainted and who, upon oath, acknowledged himself to be the individual who executed the
 foregoing bond on behalf of Hartford Fire Insurance Co., the within named Surety, a corporation licensed to do business in the
 State of Tennessee and duly authorized by the Tennessee Commissioner of Insurance to engage in the surety business in this state
 pursuant to Title 56, Chapter 2 of the Tennessee Code Annotated, and that he as such an individual being authorized to do so,
 executed the foregoing bond, by signing the name of the corporation by himself and as such individual.

WITNESS my hand and seal this 27th day of Feb., 2009.

My Commission Expires:

January 20, 2011

[Signature]
 Notary Public



APPROVAL AND INDORSEMENT

This is to certify that I have examined the foregoing bond and found the same to be sufficient and in conformity to law, that the
 sureties on the same are good and worth the penalty thereof, and that the same has been filed with the Tennessee Regulatory
 Authority, State of Tennessee, this _____ day of _____, 20__.

Name: _____

Title: _____

POWER OF ATTORNEY

Direct Inquiries/Claims to:

THE HARTFORD
BOND, T-4

P.O. BOX 2103, 690 ASYLUM AVENUE
HARTFORD, CONNECTICUT 06115

call: 888-266-3488 or fax: 860-757-5835)

Agency Code: 72 250819

KNOW ALL PERSONS BY THESE PRESENTS THAT:

- ☒ **Hartford Fire Insurance Company**, a corporation duly organized under the laws of the State of Connecticut
☐ **Hartford Casualty Insurance Company**, a corporation duly organized under the laws of the State of Indiana
☐ **Hartford Accident and Indemnity Company**, a corporation duly organized under the laws of the State of Connecticut
☐ **Hartford Underwriters Insurance Company**, a corporation duly organized under the laws of the State of Connecticut
☐ **Twin City Fire Insurance Company**, a corporation duly organized under the laws of the State of Indiana
☐ **Hartford Insurance Company of Illinois**, a corporation duly organized under the laws of the State of Illinois
☐ **Hartford Insurance Company of the Midwest**, a corporation duly organized under the laws of the State of Indiana
☐ **Hartford Insurance Company of the Southeast**, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, **up to the amount of UNLIMITED** :

BEVERLY K. BOHNERT, T. TRAJICK, JOELLE L. LAPIERRE, TERUKO REINERTSEN, MARY T. MONICA, DAN SHORT, VL. WHEELER, SUZAN TURNER, SUSAN J. NEWTON, GLORIA DIAZ, DEBBI SLOAN, SANDI SMITH, SUANNE COX, LISA E. BARROWS, HARJIT CHAHAL, TEZLYN J. WALLACE, HOLLY CARTER, FRANTZ GEBARA, JULIO DELVALLE, JENNIFER DENNIS, ANN GILE, KATHLEEN ADAMS, EMILY OLAN, GEOFFREY RAMPERSAD, SHELBY WIGGINS, NANCY DUDLEY, EUGENE HERRERA, CHRISTINA HEATLEY, LORI S. DAMRON, SHARI RUFF, TANYA RIOS, SHANTA MAHADDO, CHRISTOPHER LOPEZ, RICARDO MALLARI, DEBORAH HEDRICK, JASON VALLE, AMY JO MILLER, ALPHA D. LAUREANO, REINA DAIL, MELANIE MCGOVERN, JENNIFER O'BRIEN, CHRISTINE MORTON, LILIANA JOHNSON, STEPHANIE HOOPER, TAMMY BROWN, MICHELE CONLEY, ROBIN TALBERT, BRIAN TURNER, JENNIFER MORALES, VANESSA M. TIMPANO, STUART OWENS, JESSICA CICCONI, GREGORY MARKHAM, COLIN LEISHER, MICHAEL JONES OF HEATHROW, FLORIDA

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by ☒, and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on January 22, 2004, the Companies have caused these presents to be signed by its Assistant Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



Scott Sadowsky

Scott Sadowsky, Assistant Secretary

M. Ross Fisher

M. Ross Fisher, Assistant Vice President

STATE OF CONNECTICUT

ss.

Hartford

COUNTY OF HARTFORD

On this 3rd day of March, 2008, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hartford, State of Connecticut; that he is the Assistant Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



CERTIFICATE

Scott E. Paseka

Scott E. Paseka
Notary Public

My Commission Expires October 31, 2012

I, the undersigned, Assistant Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of February 27, 2009

Signed and sealed at the City of Hartford.



Gary W. Stumper

Gary W. Stumper, Assistant Vice President

Producer Compensation Notice



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