

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of)	
Total Holdings, Inc. for a)	
Certificate of Service Authority to)	
Provide Non-Switched Interexchange)	Case No. TA 2009-0050
Telecommunications Services and to)	
Classify Said Services and the)	
Company as Competitive)	

AMENDED APPLICATION

COMES NOW Total Holdings, Inc. (“THI” or “Applicant”), by its undersigned counsel, and hereby submits its Amended Application for a Certificate of Service Authority to provide non-switched interexchange telecommunications services in the state of Missouri and for competitive reclassification. This filing is made pursuant to Sections 392.410, 392.430 and 392.44, RSMo (2000)¹, and 4 CSR 240-2.060 and 4 CSR 240-3.510. Applicant respectfully requests that the Commission issue an order that: 1) grants Applicant a certificate of service authority to provide interexchange services; 2) grants competitive status to applicant and each of the services it proposes to offer, pursuant to Section 392.361, RSMo; 3) waives certain Commission rules and statutory provisions pursuant to Section 392.420 and 392.361, RSMo; and 4) approves Applicant’s tariff, including the three substitute sheets submitted herewith. In support of its amended application, Applicant respectfully states as follows:

1. Applicant’s original Application was filed on August 28, 2008. Applicant’s originally proposed tariff was filed on September 2, 2008. By order dated October 1, 2008, Applicant was given leave to file its Amended Application.

¹ All statutory references are to revised statutes of Missouri, 2000, unless otherwise noted.

1. Applicant's legal name, principal office address, email address, telephone and fax numbers are:

Total Holdings, Inc.
707 Wilshire Blvd., 12th Floor
Los Angeles, CA 90017
Telephone: 213-995-9700
Facsimile: 213-995-9710
Email: legal@mygtc.com
Attn: Nathaniel Law, Corporate Counsel
nathaniell@totalcallusa.com

2. Applicant is a California corporation, and a Certificate of Authority from the Missouri Secretary of State that it is authorized to do business in Missouri was attached to Applicant's original application as Exhibit A. Applicant's Registration of Fictitious Name was filed as Exhibit B on September 23, 2008.

3. Correspondence or communications regarding this Application should be addressed to:

Diana M. Vuylsteke
Bryan Cave LLP
211 N. Broadway, Suite 3600
St. Louis, MO 63102
Telephone 314-259-2543
Facsimile 314-259-2020
Email: dmvuylsteke@bryancave.com

4. Applicant intends to do business under the fictitious name "GTC Communications" in the State of Missouri and has registered the fictitious name with the Missouri Secretary of State.

5. Applicant proposes to provide non-switched interexchange telecommunications services to residential and business customers located throughout the State of Missouri.

6. Applicant is a telecommunications company which possesses the technical and managerial expertise to provide the services it proposes. Applicant also possesses the necessary financial resources to provide the requested services.

7. Expeditious grant of the instant Application will expand customer service options and increase competition in the provision of interexchange services, consistent with the Commission's policies and the legislative goals set forth in Chapter 392 RSMo and the federal Telecommunications Act of 1996. Accordingly, Applicant's proposed operations are in the public interest.

8. Pursuant to 4 CSR 240-3.510(1)(A), Applicant requests classification as a competitive telecommunications company within the State of Missouri. Applicant further requests classification of its non-switched interexchange services as competitive services.

9. Applicant has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of this Application. Since Applicant is requesting certification as a new applicant, no annual reports or assessment fees are overdue.

10. Applicant is filing three substitute tariff sheets simultaneously with this amended application which it hereby requests be substituted for original sheets 7, 9 and 10 .

11. Applicant will not unjustly discriminate among its customers as is prohibited under Section 392.200 RSMo.

12. Applicant also respectfully requests, pursuant to Section 392.420 RSMo and consistent with the treatment of other certificated competitive non-switched interexchange

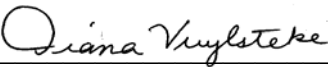
telecommunications companies, that the Commission waive the application of the following rules and statutory provisions as they relate to the regulation of the Applicant:

4 CSR 240-10.020	--	Depreciation fund income
4 CSR 240-30.040	--	Uniform system of accounts
Section 392.210.2	--	Uniform System of Accounts
Section 392.240(1)	--	Just & Reasonable Rates
Section 392.270	--	Ascertain Property Values
Section 392.280	--	Depreciation Accounts
Section 392.290	--	Issuance of Securities
Section 392.300.2	--	Acquisition of Stock
Section 392.310	--	Issuance of stocks and debt
Section 392.320	--	Stock dividend payment
Section 392.330	--	Issuance of securities, debt & notes
Section 392.340	--	Reorganizations

WHEREFORE, Applicant respectfully requests that the Commission grant it a certificate of service authority to provide interexchange telecommunications services to the public in the State of Missouri; classify Applicant and its proposed services as competitive; grant the waivers of statutes and regulations as requested herein, and approve Applicant's tariff including substitute sheets 7, 9 and 10 filed herewith.

Respectfully submitted,

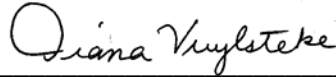
BRYAN CAVE, LLP

By: 

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Attorney for Total Holdings, Inc.

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered, transmitted by e-mail or mailed, First Class, postage prepaid, this 3rd day of November 3, 2008, to the all parties on the Commission's official service list in this case.

A handwritten signature in cursive script, reading "Diana Vuylsteke", is positioned above a horizontal line.
