

ORIGINAL

STEEL
HECTOR
& DAVIS
INTERNATIONAL™

ORIGINAL

Steel Hector & Davis LLP
200 South Biscayne Boulevard
Suite 4000
Miami, FL 33131-2398
305.577.7000
305.577.7001 Fax
www.steelhector.com

Patrick J. O'Connor
305.577.7047
patrick.o'connor@steelhector.com

July 19, 2004

Ms. Blanca Bayo, Secretary
Florida Public Service Commission
4075 Esplanade Way
Tallahassee, FL 32399

RECEIVED - FPSC
04 JUL 20 AM 10:40
COMMISSION
CLERK

040000 - PU

Re: Transfer of Control, QuantumShift Communications, Inc. (CPCN nos. PSC-01-1277-FOF-TX, PSC-01-1557-CO-TI)

Dear Ms. Bayo:

VCOM Solutions, Inc. ("VCOM") and QuantumShift Communications, Inc. ("QuantumShift") hereby file formal notification of VCOM's acquisition of a 100% interest in the issued and outstanding stock of QuantumShift as of May 28, 2004.

VCOM is a California corporation, providing communications management services to small- and medium-sized businesses in California. QuantumShift is a competitive telecommunications carrier, certificated in 47 states and the District of Columbia. In Florida, QuantumShift holds license numbers PSC-01-1277-FOF-TX and PSC-01-1557-CO-TI.

VCOM's acquisition will infuse QuantumShift with significant additional financial and technological resources, permitting QuantumShift to continue to provide the comprehensive and competitive telecommunication services that its customers have come to expect. As a stock transaction resulting in no change to QuantumShift's corporate form, the acquisition is transparent to QuantumShift's subscribers. Under the terms of the transaction, QuantumShift will continue to operate, under its own license and pursuant to its existing tariffs and contracts, as a wholly-owned subsidiary of VCOM.

While the transaction requires that several executive-level VCOM personnel assume similar roles in its new subsidiary, management and day-to-day control of the services provided by QuantumShift will remain the in the same capable hands, with only minor adjustments. Contact information for QuantumShift will change as follows:

- CMP _____
- COM _____
- CTR _____
- ECR _____
- GCL _____
- OPC _____
- MMS _____
- RCA _____
- SCR _____
- SEC 1
- OTH _____

RECEIVED & FILED
[Signature]
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER - DATE
07868 JUL 20 04
FPSC-COMMISSION CLERK

July 19, 2004

Page 2

QuantumShift Communications, Inc.
Attn: Ms. Jenna Brown
12647 Alcosta Boulevard, Suite 470
San Ramon, CA 94583
Ph: 415-209-7044
Fax: 877-712-6792
Email: jbrown@quantumshift.com

Due to the practical complexities of the acquisition itself and additional circumstances beyond their control, QuantumShift and VCOM were previously unable to file this notification. However, counsel for VCOM has communicated with Florida Public Service Commission staff member Jackie Gilchrest and been advised that this letter notification is the proper means by which to ameliorate the situation. As such, QuantumShift and VCOM request any applicable waivers with regard to timely filing of this notification.

Please address any questions or concerns regarding this notification to the undersigned counsel.

Best regards,



Patrick J. O'Connor

PJO:cs

Copy to: Mr. Gary Storm
Mr. Sameer Hilal
Ms. Jenna Brown