

February 7, 2025

VIA FEDEX

Adam Teitzman
Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: Notification Regarding the Proposed Transfer of Indirect Control of QuantumShift Communications, Inc. to AppSmart TGN, Inc.

Dear Mr. Teitzman:

QuantumShift Communications, Inc. (“QuantumShift” or “Licensee”), vCom Solutions, Inc. (“vCom” or “Transferor”), and AppSmart TGN, Inc. (“AppSmart TGN” or “Transferee,” and together with Transferor and Licensee, the “Parties”), through undersigned counsel, notify the Commission of the proposed transfer of indirect control of the Licensee to Transferee (the “Proposed Transaction”).

Because Commission approval is not required for the Proposed Transaction, the Parties submit this notification for informational purposes. The Parties request that the Florida Public Service Commission accept this notification and update its records accordingly to reflect this Proposed Transaction.

Description of the Parties

A. Transferor and the Licensee

vCom Solutions, Inc. is a California corporation and the direct parent entity of QuantumShift with its principal place of business at 12657 Alcosta Blvd., Suite 418, San Ramon, CA 94583. vCom is a software and managed services company that provides business customers with information technology solutions to help them plan, procure, and manage their IT and

RECEIVED-FPSC
2025 FEB 10 PM 3:55
COMMISSION
CLERK

communications spend.

vCom's wholly-owned subsidiary, QuantumShift, is a competitive local exchange carrier that offers intrastate and interstate telecommunications on a resale basis, and it does not own or operate any communications facilities. Licensee is a California corporation with its principal place of business at 12657 Alcosta Blvd., Suite 418, San Ramon, CA 94583. QuantumShift works with a range of facilities-based and reseller carriers, and resells IP services, both traditional local and long-distance switched voice service, mobile voice and data, as well as interconnected VoIP service. QuantumShift's customer base consists entirely of small and medium business and enterprise customers and does not include any consumers. These customers include financial institutions, healthcare organizations, and professional services firms, among others. QuantumShift holds a certificate of public convenience and necessity to provide local exchange and interexchange telecommunications services in Florida pursuant to CPCN No. 7267 under MVX Communications, Inc., which subsequently changed its name to QuantumShift Communications, Inc under Docket No. 010671-TX, Order No. PSC-01-1277-FOF-FX. QuantumShift is also authorized by the FCC to provide domestic and international telecommunications services.

B. Transferee – AppSmart TGN, Inc.

AppSmart TGN is a Delaware corporation. It provides limited international and toll-free telecommunications services on a resale basis to business customers. AppSmart TGN's ultimate parent company, AppDirect, Inc. ("AppDirect"), provides business-to-business cloud marketplace and cloud management services across the United States. AppDirect provides these

services internationally to a customer base across more than 25 countries, with global offices in Canada, Germany, India, and Argentina.

Designated Contacts

Questions, correspondence, or other communications concerning this Notification should

be directed to:

For Transferor and Licensee:

Jenna Brown
vCom Solutions
12657 Alcosta Blvd., Suite 418
San Ramon, CA 94583
Tel: (415) 209-7044
jbrown@vcomsolutions.com

For Transferee:

H. Henry Shi
HWG LLP
1919 M Street NW Suite 800
Washington, DC 20036
Tel: (202) 730-1348
hshi@hwglaw.com

With copies for Transferee:

Alexandra Tremblay
Associate General Counsel, Strategic
Transactions
AppDirect, Inc.
447 Sutter St Ste 405 PMB1116
San Francisco, CA 94108
Tel: (833) 427-7762
alexandra.tremblay@appdirect.com

Description of the Proposed Transaction

Upon consummation of the Proposed Transaction, Transferee will acquire one hundred percent (100%) of the issued and outstanding stock of vCom, and will indirectly acquire ownership and control of QuantumShift. Diagrams depicting the current and post-Proposed Transaction corporate ownership structure of the QuantumShift are provided as **Exhibit A**.

After consummation of the Proposed Transaction, QuantumShift will continue to exist and operate under the same name and will continue to provide services pursuant to then-existing rates, terms, and conditions for the near term. Any future changes to the rates, terms, and conditions of service will be undertaken pursuant to customers' contracts and applicable law. No carrier change charges will result from the Proposed Transaction, and no customer service or billing contact information will change as a result of the Proposed Transaction. Therefore, the Proposed Transaction will not impact QuantumShift's customers. The Proposed Transaction will entail a change in the equity ownership of QuantumShift; there will be no sale of its individual assets or liabilities. Additionally, after the consummation of the Proposed Transaction, several senior members of QuantumShift's management team are expected to continue with QuantumShift and be involved in QuantumShift's day-to-day operations.

Public Interest Considerations

Parties submit that the Proposed Transaction described herein will serve the public interest. QuantumShift will continue to have the financial, managerial, and technical resources to provide intrastate telecommunications services under AppSmart TGN's ultimate ownership and control. Upon closing, Parties anticipate that the additional financial, managerial, and technical resources that AppSmart TGN will bring to QuantumShift will enhance the ability of QuantumShift to compete even more vigorously in the telecommunications marketplace. Experienced management and employees will continue to support QuantumShift's operations. Consequently, QuantumShift will continue to possess the financial, managerial, and technical qualifications to provide telecommunications services in Florida.

Parties submit that the Proposed Transaction will serve the public interest, convenience, and necessity by providing QuantumShift with access to AppSmart TGN's financial resources,

permitting QuantumShift to continue to provide robust communications solutions to its enterprise customers and to better compete in the Florida telecommunications marketplace. As a result of the Proposed Transaction, QuantumShift believes it will be able to compete more effectively against incumbent carriers and larger competitive carriers.

The Proposed Transaction will have no adverse impact on customers and will not alter the manner of service delivery or billing. Immediately following the Proposed Transaction, QuantumShift will continue to provide service at the same rates, terms, and conditions and without any interruption of service. QuantumShift will continue to comply with existing contracts and tariffs, as applicable, subject to change in the ordinary course of business and in accordance with applicable law. Furthermore, the Proposed Transaction will not have an adverse effect on competition in the markets for intrastate and interstate telecommunications services. AppSmart TGN does not offer or provide telecommunications services in Florida.

* * *

Should you have any questions concerning this filing, please do not hesitate to contact the undersigned.

Respectfully submitted,

/s/ Jenna Brown

Jenna Brown
vCom Solutions
12657 Alcosta Blvd., Suite 418
San Ramon, CA 94583
Tel: (415) 209-7044
jbrown@vcomsolutions.com

/s/ H. Henry Shi

H. Henry Shi
HWG LLP
1919 M Street N.W., Suite 800
Washington, D.C. 20036
Tel: (202) 730-1348
hshi@hwglaw.com

Alexandra Tremblay

Associate General Counsel, Strategic
Transactions
AppDirect, Inc.
447 Sutter St Ste 405 PMB1116
San Francisco, CA 94108
Tel: (833) 427-7762
alexandra.tremblay@appdirect.com

Counsel for Transferee

Dated: February 7, 2025

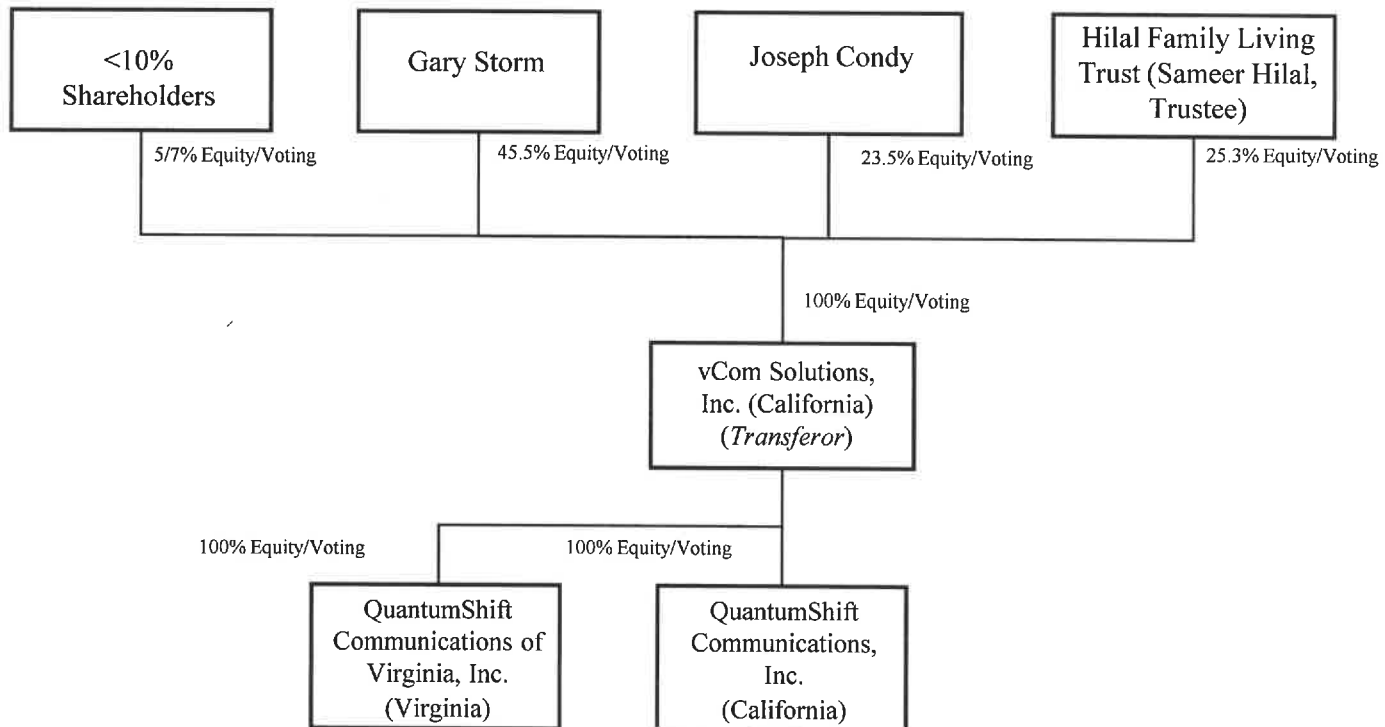
LIST OF EXHIBITS

Exhibit A	Current and Post-Proposed Transaction Corporate Ownership Structure Charts
-----------	--

EXHIBIT A

Current and Post-Proposed Transaction Corporate Ownership Structure Charts

**QuantumShift Communications, Inc. and QuantumShift Communications of Virginia, Inc.
Current Ownership Structure**



**QuantumShift Communications, Inc. and QuantumShift Communications of Virginia, Inc.
Post-Closing Ownership Structure**

