

February 7, 2025

Received
Records Management
Feb 7, 2025**VIA E-FILING**

Jeff Killip
Executive Director and Secretary
Washington Utilities and Transportation Commission
621 Woodland Square Loop SE
Lacey, WA 98503

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

Dear Mr. Killip:

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 Washington Utilities and Transportation 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

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 Washington pursuant to Docket No. UT-991291. 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:

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For Transferee:

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With copies for Transferee:

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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 Washington.

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 Washington 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 Washington.

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

Respectfully submitted,

/s/ Jenna Brown

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Counsel for Transferee

Dated: February 7, 2025

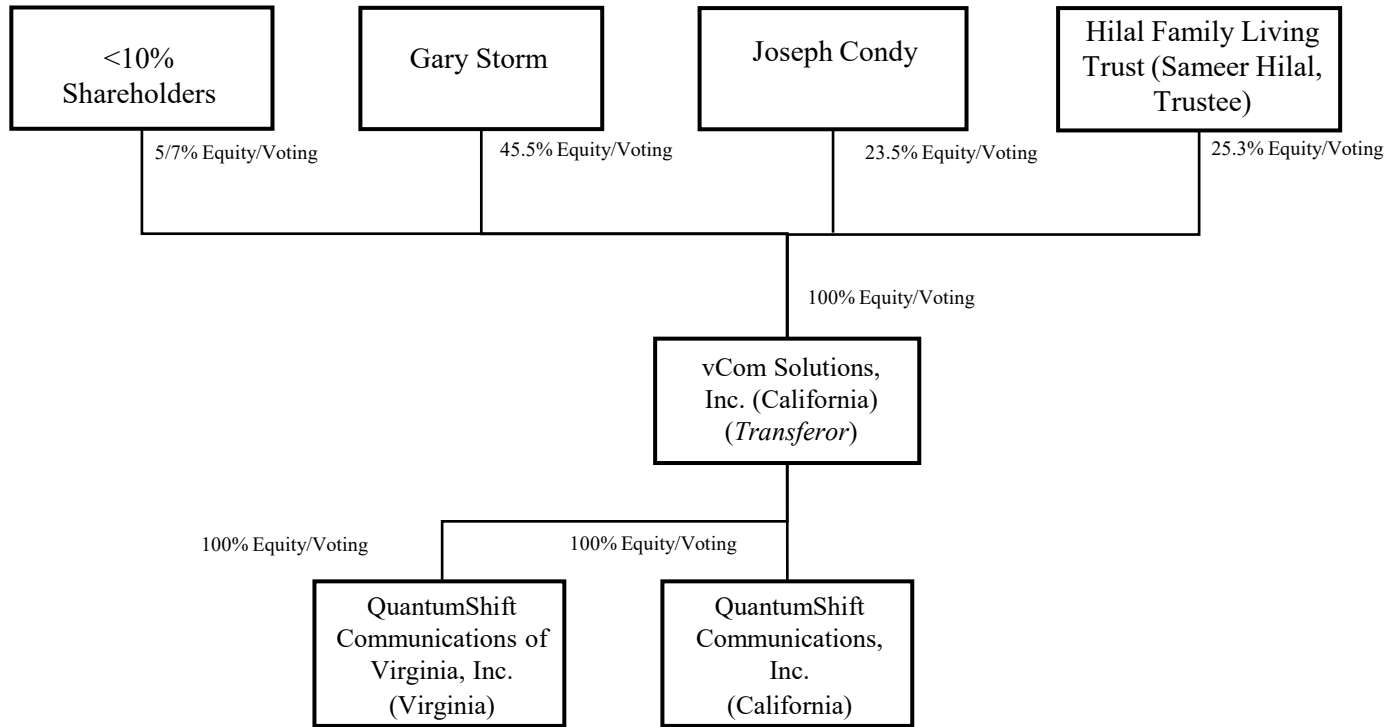
LIST OF EXHIBITS

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

