

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO**

DOCKET NO. 04A-389T

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IN THE MATTER OF THE JOINT APPLICATION OF QUANTUMSHIFT  
COMMUNICATIONS, INC. AND VCOM SOLUTIONS, INC. FOR APPROVAL  
OF ACQUISITION BY VCOM SOLUTIONS OF CONTROL OVER  
QUANTUMSHIFT COMMUNICATIONS, INC.

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**ORDER GRANTING APPLICATION**

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Mailed Date: September 15, 2004  
Adopted Date: September 14, 2004

**I. BY THE COMMISSION**

**A. Statement**

1. On July 27, 2004, QuantumShift Communications, Inc. (QuantumShift), and VCOM Solutions, Inc. (VCOM), filed a joint application for an order authorizing a transfer of control of QuantumShift via a stock transfer from QuantumShift to VCOM. 4 *Code of Colorado Regulations* 723-25-8.

2. Upon completion of the proposed transfer, VCOM will hold a 100 percent ownership interest in QuantumShift. No QuantumShift assets are being transferred as part of this transaction. QuantumShift will continue to hold the Certificate of Public Convenience and Necessity (CPCN) to provide local exchange service and the CPCN to provide emerging competitive telecommunications services upon consummation of the proposed transfer. Control over QuantumShift's day-to-day operations have already been transferred to VCOM as of the date of closing of the stock purchase agreement, subject to, and conditioned on, the parties' obtaining all required government approvals.

3. The transferee, VCOM, does not hold a Commission grant of authority.

4. On July 29, 2004, the Commission issued a Notice of Application Filed, giving notice to all interested parties. Interventions were due on or before August 30, 2004. No interventions were filed.

**B. Discussion**

5. The application is unopposed and may be considered without a hearing. § 40-6-109(5), C.R.S.

6. The Commission finds that the proposed transfer is not contrary to the public interest.

**II. ORDER**

**A. The Commission Orders That:**

1. The joint application of QuantumShift Communications, Inc. and VCOM Solutions, Inc. was deemed complete on September 8, 2004, by minute entry.

2. The joint application for the transfer of control of QuantumShift Communications, Inc. to VCOM Solutions, Inc. is granted.

3. QuantumShift Communications, Inc. shall continue to hold the certificate of public convenience and necessity to provide local exchange services and the certificate of public convenience and necessity to provide emerging competitive telecommunications services upon consummation of the transfer.

4. Prior to offering regulated telecommunications services in the State of Colorado, VCOM, Solutions, Inc. shall be required to adopt the effective tariffs on file with the Commission.

5. VCOM Solutions, Inc. shall have the obligation to file an annual report with the Commission and to contribute to all applicable Colorado funds, including the Public Utilities Commission's Fixed Utilities Fund, the Colorado High Cost Support Mechanism, the Telecommunications Relay Services for the Disabled Telephone Users Program, and the Emergency Telephone Access Act Program.

6. This Order is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING  
September 14, 2004.**

THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF COLORADO

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Commissioners

CHAIRMAN GREGORY E. SOPKIN  
ABSENT.