

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

PROCEEDING NO. 24A-0570T

IN THE MATTER OF A JOINT APPLICATION OF VCOM SOLUTIONS, INC. (TRANSFEROR), QUANTUMSHIFT COMMUNICATIONS, INC. (LICENSEE), AND APPSMART TGN, INC. (TRANSFeree), FOR APPROVAL TO TRANSFER INDIRECT CONTROL OF LICENSEE TO TRANSFeree.

**COMMISSION DECISION DEEMING APPLICATION
COMPLETE AND GRANTING JOINT TRANSFER**

Issued Date: February 14, 2025

Adopted Date: February 12, 2025

I. BY THE COMMISSION

A. Statement

1. This matter comes before the Commission for consideration of a Joint Transfer Application filed on December 23, 2024, by vCom Solutions, Inc. (“vCom”), QuantumShift Communications Inc. (“QuantumShift”) and AppSmart TGN, Inc. (“AppSmart TGN”).

2. The Applicants request Commission authorization for authority to execute a transfer of indirect control of QuantumShift to AppSmart TGN. The Transaction will change the ownership of vCom, resulting in the indirect transfer of control of QuantumShift, a wholly owned subsidiary of vCom. The Transaction will not result in any change of Commission issued authorities for QuantumShift.

3. We will construe this filing as an application for approval of the indirect transfer of control of QuantumShift to AppSmart TGN pursuant to 4 Code of Colorado

Regulations 723-2-2110 of the Commission's Rules Regulating Telecommunications Services and Providers of Telecommunications Services.

4. vCom is a California corporation, which does not hold a Certificate of Public Convenience and Necessity ("CPCN") or a Letter of Registration ("LOR") in Colorado and does not offer regulated telecommunications services in Colorado.

5. QuantumShift is a competitive local exchange carrier ("CLEC") that was granted a Certificate of Public Convenience and Necessity in Decision No. C99-1278 on November 24, 1999, to MVX.COM Communications, Inc., which subsequently changed its name to QuantumShift Communications, Inc.

6. AppSmart TGN is a Delaware corporation that provides limited international and toll-free telecommunications services on a resale basis to business customers.

7. Applicants, therefore, request Commission authorization to complete the indirect transfer of control of QuantumShift to AppSmart TGN. Applicants state that after consummation of the proposed Transaction, QuantumShift will continue to exist and operate under the same name and will continue to provide services under the existing rates, terms, and conditions.

8. As stated in the application, vCom and AppSmart TGN's indirect parent company, AppDirect, Inc. are parties to a Stock Purchase Agreement, which Stock Purchase Agreement has been assigned by AppDirect to AppSmart TGN, pursuant to which AppSmart TGN will acquire all of the issued and outstanding stock of VCom, which owns 100 percent of the issued and outstanding stock of QuantumShift.

9. On January 6, 2025, a notice of the Joint Application was provided to all persons, firms, or corporations interested in or affected by the grant or denial of the requested relief. Interventions were due on or before February 5, 2025. No interventions were filed.

10. On January 3, 2025, QuantumShift and AppSmart TGN filed a supplement to their application, a notarized affidavit.

B. Discussion

11. The Commission has jurisdiction over this Joint Application pursuant to §§ 40-5-105, 40-15-204, and 40-15-303, C.R.S.

12. The Application contains all of the information required by the applicable Commission Rules and is therefore deemed complete.

13. The Application is unopposed and therefore may be considered without a formal hearing, pursuant to § 40-6-109(5), C.R.S.

14. Applicants request Commission approval for the indirect transfer of control of QuantumShift to AppSmart TGN. AppSmart TGN does not hold any Commission-issued telecommunications authorities.

15. The Transaction will have no adverse impact on its customers. QuantumShift will not alter the manner of service delivery or billing and will continue to provide service at the same rates, terms, and conditions and without any interruption of service.

16. QuantumShift is a competitive local exchange carrier with commission-issued authority. Except for limited circumstances (such as for providers that are recipients of state high-cost support and for the provision of basic emergency services), certifications to provide basic local exchange services are no longer regulated by the Commission. See § 40-15-401(1)(b), C.R.S. Similarly, the provision of any other emerging competitive services such as advanced features, premium services, intraLATA toll, non-optional operator services, and private line services, except switched access services and basic emergency services, are no longer regulated by the Commission. See §§ 40-15-401(1)(e), (k), (n), (o), (s), (t), C.R.S. Consequently, the Commission

does not have the authority to approve the transfers of the CPCNs or those parts of the LORs addressing advanced features, premium services, intraLATA toll, non-optional operator services, and private line services.

17. Switched access services and the provision of basic emergency services have not been deregulated. As a result, we have the authority to review and approve or deny the transfers and encumbrances of the part of authorities held by providers that address those services.

18. We remind applicants that public utilities remain subject to Commission oversight that includes, but is not limited to, reporting and payment obligations to the Colorado High-Cost Support Mechanism and the Telecommunications Relay Services Program.

We find that the proposed indirect transfer of control of QuantumShift to AppSmart TGN is not contrary to the public interest and therefore grant the Joint Application for transfer to that extent. Entities that hold Commission-issued authorities remain obligated to comply with any applicable requirements or regulations as stated in Article 15 of Title 40.

II. ORDER

A. The Commission Orders That:

1. The Joint Application to Transfer filed by QuantumShift Communications, Inc., vCom Solutions, Inc., and AppSmart TGN, Inc. is deemed complete within the meaning of § 40-6-109.5, C.R.S., and is granted.

2. QuantumShift Communications, Inc. and AppSmart TGN, Inc., or their authorized representatives shall jointly notify the Commission if the transfer has been terminated or is not completed within 60 days of the proposed effective date stated in the application or if the proposed transfer terms are changed prior to the consummation date. The notice shall include the proceeding and decision numbers which granted the authority to execute the transfer.

3. The 20-day period provided for in § 40-6-114, C.R.S., within which to file applications for rehearing, reargument, or reconsideration begins on the first day following the effective date of this Decision.

4. This Decision is effective upon its Issued Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
February 12, 2025.**

(S E A L)



ATTEST: A TRUE COPY

Rebecca E. White,
Director

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

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Commissioners