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January 28, 2025

VIA ALTERNATIVE E-FILE

Sallie Tanner, Executive Secretary
Georgia Public Service Commission
244 Washington Street, S.W.
Atlanta, GA 30334

Re: Joint Application of vCom Solutions, Inc., Transferor, QuantumShift Communications, Inc., Licensee, and AppSmart TGN, Inc., Transferee, for Approval to Transfer of Indirect Control of Licensee to Transferee

Dear Secretary Tanner:

On behalf of 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 "Applicants"), through undersigned counsel, request approval, to the extent required, for the proposed transfer of indirect control of QuantumShift (the "Proposed Transaction"). Enclosed is the above-referenced Joint Application for filing with the Commission.

Please acknowledge receipt and acceptance of this electronic filing. 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
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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

BEFORE THE
GEORGIA PUBLIC SERVICE COMMISSION

Joint Application of	)	
	)	
vCom Solutions, Inc.,	)	
Transferor,	)	Docket No. _____
	)	
Quantumshift Communications, Inc.,	)	
Licensee,	)	
	)	
and	)	
	)	
AppSmart TGN, Inc.,	)	
Transferee,	)	
for Approval of the Transfer of Indirect Control of Licensee to Transferee		

JOINT APPLICATION FOR APPROVAL OF TRANSFER OF INDIRECT CONTROL OF QUANTUMSHIFT COMMUNICATIONS, INC. TO APPSMART TGN, INC.

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 "Applicants"), through undersigned counsel and pursuant to O.C.G.A. § 46-5-41 & 46-2-28 and the regulations of the Commission, hereby request Commission approval, to the extent required, to transfer indirect control of Licensee to Transferee.

vCom and Transferee's indirect parent company, AppDirect, Inc., are parties to a Stock Purchase Agreement, which Stock Purchase Agreement has been assigned by AppDirect, Inc. to Transferee, pursuant to which Transferee will acquire all of the issued and outstanding stock of vCom, which owns 100% of the issued and outstanding stock of QuantumShift (the "Proposed Transaction").

In support of this Application, Applicants provide the following information:

I. DESCRIPTION OF THE APPLICANTS

A. Transferor and the Licensee

vCom Solutions, Inc. is a California corporation and the direct parent entity of QuantumShift. 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. QuantumShift is a California corporation. 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 provides these services pursuant to the certificate of public convenience issued by the Commission in Docket No. 11645 to MVX.COM Communications, Inc., which subsequently changed its name to QuantumShift Communications, Inc.

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.

II. DESIGNATED CONTACTS

Questions, correspondence, or other communications concerning this Application 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

III. 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-Transaction corporate ownership structure of the QuantumShift are provided as **Exhibit A**.

After consummation of the 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.

IV. PUBLIC INTEREST CONSIDERATIONS

Applicants 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, Applicants 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 Georgia.

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 Georgia.

V. CONCLUSION

For the foregoing reasons, Applicants submit that the public interest, convenience, and necessity would be furthered by grant of this Application permitting the Transaction.

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

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AppDirect, Inc.
447 Sutter St Ste 405 PMB1116
San Francisco, CA 94108
Tel: (833) 427-7762
E-mail: alexandra.tremblay@appdirect.com

Counsel for Transferee

Dated: January 28, 2025

VERIFICATIONS

VERIFICATION

STATE OF CALIFORNIA §
COUNTY OF Santa Clara §

I, Mark Liu, hereby declare that I am General Counsel for AppSmart TGN, Inc., (the "Company"); that I am authorized to make this Verification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29th day of January 2025.

Mark Liu
General Counsel
AppSmart TGN, Inc.

Sworn and subscribed before me this _____ day of January 2025.

_____
Notary Public

My commission expires _____

SEE ATTACHED

JURAT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Santa clara } SS.

Subscribed and sworn to (or affirmed) before me on this 25th day of January, 2025, by

Mark Liu, proved to me on the basis of satisfactory evidence

to be the person(s) who appeared before me.

Honar Pravinchandra Barot
Comm. #2424604
Notary Public - California
Santa Clara County
My Comm. Expires Oct. 31, 2026

HBarot

NOTARY'S SIGNATURE

PLACE NOTARY SEAL IN ABOVE SPACE

OPTIONAL INFORMATION

The information below is optional. However, it may prove valuable and could prevent fraudulent attachment of this form to an unauthorized document.

CAPACITY CLAIMED BY SIGNER (PRINCIPAL)

- ☐ INDIVIDUAL
- ☐ CORPORATE OFFICER _____ TITLE(S)
- ☐ PARTNER(S)
- ☐ ATTORNEY-IN-FACT
- ☐ TRUSTEE(S)
- ☐ GUARDIAN/CONSERVATOR
- ☐ OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

Verification
TITLE OR TYPE OF DOCUMENT

1
NUMBER OF PAGES

01/25/2025
DATE OF DOCUMENT

OTHER

ABSENT SIGNER (PRINCIPAL) IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

RIGHT THUMBPRINT OF SIGNER

Top of thumbprint here

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VERIFICATION

STATE OF CALIFORNIA §
§
COUNTY OF _____ §

I, Jenna Brown, state that I am Vice President, Contract and Compliance Management of QuantumShift Communications, Inc. (the "Company"), that I am authorized to make this Verification on behalf of the Company, that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Executed this 23rd day of December 2024.

Jenna Brown
Vice President, Contract and Compliance Management
QuantumShift Communications, Inc.

Sworn and subscribed before me this _____ day of _____, 2024.

_____

Notary Public

My commission expires _____

see attached document JG.

CALIFORNIA JURAT WITH AFFIANT STATEMENT

GOVERNMENT CODE § 8202

☒ See Attached Document (Notary to cross out lines 1–6 below)
☐ See Statement Below (Lines 1–6 to be completed only by document signer[s], *not* Notary)

1. _____
2. _____
3. _____
4. _____
5. _____
6. Jenna Br

Signature of Document Signer No. 1 | *Signature of Document Signer No. 2 (if any)*

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Kern

Subscribed and sworn to (or affirmed) before me on this 23rd (*Date*) day of December (*Month*), 2024 (*Year*)
by (1) Jenna Brown
(and (2) N/A),
Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

J. GONZALEZ
Notary Public - California
Kern County
Commission # 2488502
My Comm. Expires Apr 28, 2028

Signature J. Gonzalez
Signature of Notary Public

Seal
Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

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VERIFICATION

STATE OF CALIFORNIA §
§
COUNTY OF _____ §

I, Jenna Brown, state that I am Vice President, Contract and Compliance Management of vCom Solutions, Inc. (the "Company"), that I am authorized to make this Verification on behalf of the Company, that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief. Executed this 23rd day of December 2024.

Jenna Brown
Vice President, Contract and Compliance Management
vCom Solutions, Inc.

Sworn and subscribed before me this _____ day of _____, 2024.

_____

Notary Public

My commission expires _____

See attached document J.G.

CALIFORNIA JURAT WITH AFFIANT STATEMENT

GOVERNMENT CODE § 8202

☒ See Attached Document (Notary to cross out lines 1–6 below)
☐ See Statement Below (Lines 1–6 to be completed only by document signer[s], *not* Notary)

1. _____
2. _____
3. _____
4. _____
5. _____
6. Jenna B

Signature of Document Signer No. 1 *Signature of Document Signer No. 2 (if any)*

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of Kern

Subscribed and sworn to (or affirmed) before me on this 23rd day of December, 2024,
Date *Month* *Year*
by
(1) Jenna Brown
(and (2) N/A),
Name(s) of Signer(s)

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

J. GONZALEZ
Notary Public - California
Kern County
Commission # 2488502
My Comm. Expires Apr 28, 2028

Signature J. Gonzalez
Signature of Notary Public

Seal
Place Notary Seal Above

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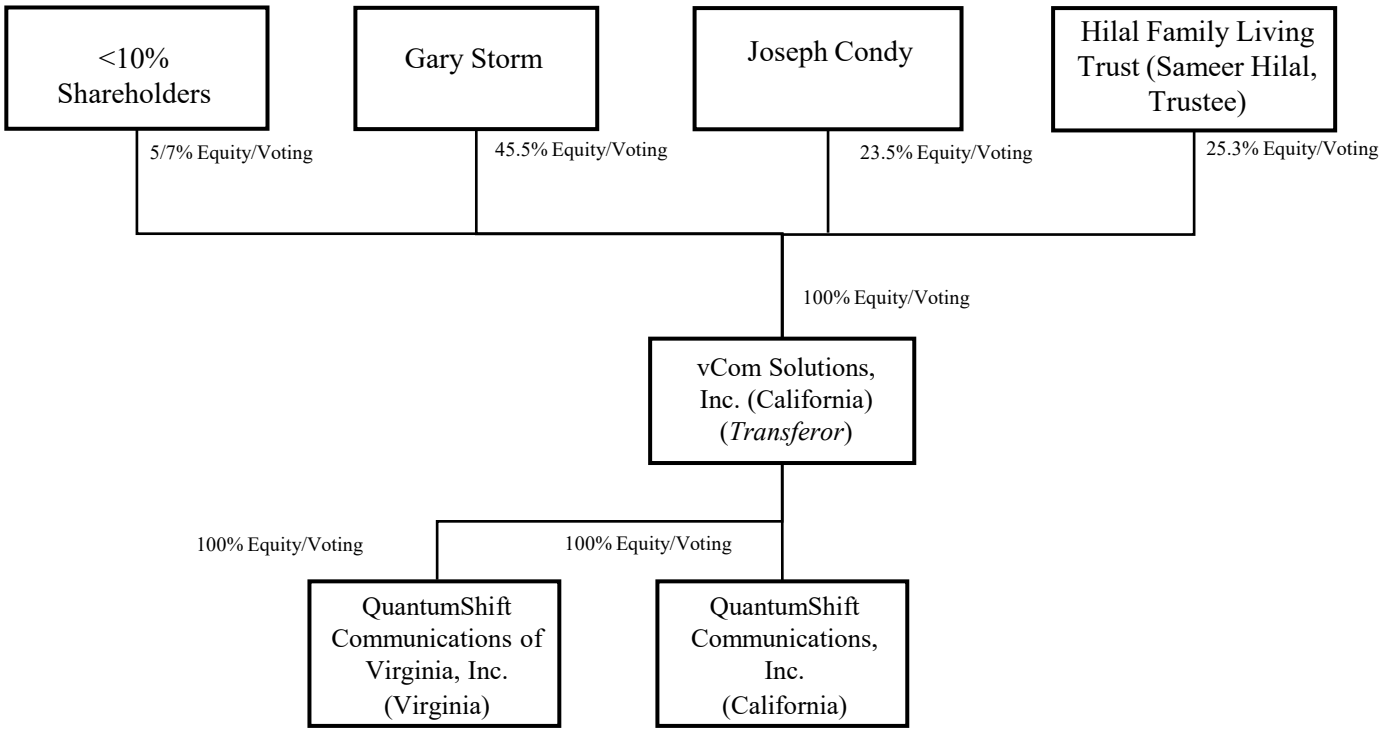
LIST OF EXHIBITS

Exhibit A	Current and Post-Transaction Corporate Ownership Structure Charts

EXHIBIT A

Current and Post-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

