

Anita Taff-Rice
iCommLaw
1547 Palos Verdes, #298
Walnut Creek, CA 94597
(415) 699-7885 phone
anita@icommlaw.com

Docket No. 15-00091

September 24, 2015

Mr. David Foster, Chief
Tennessee Regulatory Authority
502 Deaderick St., 4th Floor
Nashville, TN 37243

RE: Application of QuantumShift Communications, Inc., dba VCOM Solutions for
an Amendment to its Certificate to Provide Competing Local
Telecommunications Services within the State of Tennessee

Dear Mr. Foster:

Enclosed on behalf of QuantumShift Communications, Inc., dba VCOM Solutions ("QuantumShift" or "Applicant") are an original and four copies + a CD ROM of the Application for an Amendment to its Certificate to Provide Competing Local Telecommunications Services in the State of Tennessee. The filing was electronically filed on September 24, 2015. Also enclosed is the filing fee of \$25.00.

With regard to its financial qualifications, QuantumShift does not have audited financial statements. Therefore, in support of its financial ability, QuantumShift is providing Confidential Exhibit 4, which contains unaudited financial statements for QuantumShift Solutions, Inc. demonstrating its financial ability to provide service in Tennessee. The Company is submitting an original and 4 copies of its Financials - Attachment 4 marked as CONFIDENTIAL in sealed envelopes.

Please verify receipt of this application by returning one file-stamped copy of this letter in the attached, pre-paid envelope.

Thank you in advance for your assistance with this application. Please don't hesitate to contact me if you should have any questions about QuantumShift's application, or if you need additional information.

Sincerely,

\s\Anita Taff-Rice

Attorney for QuantumShift Communications, Inc.,
dba VCOM Solutions

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE
September 24, 2015**

IN RE:)	
)	
IN THE MATTER OF)	
QUANTUMSHIFT COMMUNICATIONS, INC.)	
DBA VCOM SOLUTIONS)	DOCKET NO. 15-_____
TO AMEND ITS CERTIFICATE OF)	
PUBLIC CONVENIENCE AND NECESSITY)	

**DOCKET NO. 99-00677
DOCKET NO. 04-00226**

**APPLICATION TO AMEND ITS CERTIFICATION OF
PUBLIC CONVENIENCE AND NECESSITY**

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority (“Authority”), QuantumShift Communications, Inc., dba VCOM Solutions (“QuantumShift,” “Company,” or “Applicant”) respectfully requests that the Authority modify its Certificate of Public Convenience and Necessity (“CCN”) granted for the provision of resale local exchange and interexchange services in Docket No. 99-00677. QuantumShift respectfully requests authority to provide facilities-based and resale competing local exchange and interexchange services within the State of Tennessee.

QuantumShift avers that it is willing and able to comply with all applicable Tennessee rules and regulations pertaining to the provision of these services. This request is made pursuant to T.C.A. §§ 65-4-201 and Tennessee Administrative Rules Chapter 1220-04-8.

Background

The original certification to provide Resale services was issued to MVX.COM Communications, Inc. in Docket No. 99-00677, Company ID 000371238. The Company’s name was changed to QuantumShift Communications, Inc. (“QuantumShift”) on November 7, 2000. In Docket No. 04-00226,

the Company filed for an Application for Approval of Acquisition of control of QuantumShift by VCOM Solutions, Inc. The Order was approved on January 5, 2005.

By this Application, Applicant demonstrates its managerial, financial and technical ability to provide such services and its willingness to adhere to all applicable Authority policies, rules and orders. In support of its Application, and consistent with the requirements of Administrative Rule 120-4-8-.04, Applicant states:

I. Description of the Applicant

1. The name of the service provider, the address of the corporate headquarters, and the names and addresses of the service provider's principle corporate officers (1220-4-8.04(1)(c)):

The full name and address of the Applicant are:

QuantumShift Communications, Inc., dba VCOM Solutions
12657 Alcosta Blvd., Ste. 418
San Ramon, CA 94945
Telephone: 800-804-8266
Fax: 877-712-6792
www.vcomsolutions.com

Applicant will conduct business in Tennessee under the name "QuantumShift Communications, Inc., dba VCOM Solutions."

Correspondence and communications related to the processing of this Application should be directed to:

Anita Taff-Rice, Counsel
iCommLaw
1547 Palos Verdes, #298
Walnut Creek, CA 94597
Telephone: (415) 699-7885
Fax: (925) 274-0988
anita@icommlaw.com

Correspondence and communications concerning ongoing regulatory matters should be directed to:

Jenna Brown, Director of Regulatory Affairs
QuantumShift Communications, Inc., dba VCOM Solutions
Telephone: (415) 209-7044
Fax: (925) 415-1458
jbrown@vcomsolutions.com

2. The Company's principal corporate officers:

Gary Storm, President and CEO

Telephone: (925) 244-1800

Fax: (925) 415-1458

gstorm@vcomsolutions.com

Sameer Hilal - Director, COO

Telephone: (925) 244-1800

Fax: (925) 415-1458

shilal@vcomsolutions.com

Joseph Condy – Director, EVP, Sales

Telephone: (925) 244-1800

Fax: (925) 415-1458

jcondy@vcomsolutions.com

3. If different than above, the names and addresses of all officers and corporate officers located in Tennessee and the name(s) and address(es) of employee(s) responsible for Tennessee operations (1220-4-8-04(1)(d)).

QuantumShift does not maintain an office in Tennessee. The Company's registered agent in Tennessee is:

National Registered Agents, Inc., 2300 Hillsboro Road, Suite 305, Nashville, TN 37212

4. Information about the structure of the business organization and, where applicable, a copy of any Articles of Incorporation, Partnership Agreement or By-Laws of the service provider, and a copy of any license to do business in Tennessee (1220-4-8.04(1)(e)):

QuantumShift Communications, Inc. is a corporation organized under the laws of the State of California on July 18, 2001. Applicant's Articles of Incorporation and Certificate of Authority to transact business in the State of Tennessee are in Exhibit 2.

A corporate organizational chart is attached as Exhibit 1.

5. Repair and maintenance information including the name, address and telephone number of a Tennessee contact person responsible for an knowledgeable about the providers' operations (1220-4-8.04(1)(f)):

The name, address, and telephone number of QuantumShift's contact person responsible for and knowledgeable about Tennessee operations is:

Sameer Hilal, COO
12657 Alcosta Blvd., Suite 418
San Ramon, CA 94583
(800) 804-8266

Repair and maintenance requests should be directed to:

Customer Service Department
Telephone: (800) 804-vCOM (8266)
Fax: (877) 712-6792
www.vcomsolutions.com
service@vcomsolutions.com

II. Qualifications

1. Managerial and Technical Qualifications to Provide Service (1220-4-8-.04(1)(b)):

QuantumShift's operations are directed by a management team with proven experience, capability and extensive technical experience in the telecommunications industry. See Exhibit 3 listing the experience of its principal officers, which also illustrates its ability to provide both facilities-based and resold service in Tennessee. Each of the Company's officers and directors has years of experience in his or her respective area of expertise, whether telecommunications, finance, or corporate management.

Applicant's ability to provide network services will rely substantially on the technical capabilities and network services of its underlying carriers that have been certified and deemed technically and managerially capable of providing telecommunication services in Tennessee. Nevertheless, QuantumShift will aggressively manage and oversee its operations, drawing upon in-house technical expertise to ensure that services are properly established and maintained.

2. A list of other states where the provider is authorized to operate and a list of those states which have denied any requested authority (1220-4-8.04(1)(g)):

Applicant is authorized to operate as a reseller and/or facilities-based provider of competitive local exchange and interexchange services in the following states, the District of Columbia, and as a reseller in Canada. QuantumShift has not been denied a request to operate as a telecommunications services provider in any state.

Alaska	Illinois	Mississippi	North Dakota	Texas
Alabama	Indiana	Missouri	Ohio	Utah
Arizona	Iowa	Montana	Oklahoma	Vermont
Arkansas	Kansas	Nebraska	Oregon	Virginia
California	Kentucky	Nevada	Pennsylvania	Washington
Colorado	Louisiana	New Hampshire	Rhode Island	West Virginia
Connecticut	Maine	New Jersey	South Carolina	Wisconsin
Florida	Maryland	New Mexico	South Dakota	Wyoming
Georgia	Massachusetts	New York	Tennessee	
Hawaii	Michigan	North Carolina		
Idaho	Minnesota			

VCOM has made the decision to begin providing facilities-based services in addition to resold services, and thus is applying to amend its authority to include facilities-based services in Tennessee. VCOM is in the process of identifying other states in which it will seek expanded authority to provide facilities-based services.

3. Financial Qualifications (1220-4-08.04(1)(b))

QuantumShift possesses the necessary financial resources to provide the services proposed in this Application. Applicant's financial statements are provided under seal as confidential Exhibit 4. These materials demonstrate that QuantumShift is financially viable and capable of providing and maintaining service in the State of Tennessee. The Company intends to provide services utilizing a

combination of leased local exchange carrier unbundled network elements (“UNEs”) and other facilities as well as resold services. The Company does not expect to construct or deploy its own facilities and therefore requires an extraordinary funding to initiate operations.

Applicant considers information concerning its finances to be proprietary and confidential information not to be released to the public. The financial information attached in Exhibit 4 is filed under seal and in an envelope labeled “CONFIDENTIAL AND PROPRIETARY.” It is the Applicant’s understanding that Commission Staff will honor its request for confidential treatment of these documents without the necessity of filing a separate motion for protective order.

III. Proposed Services

Description of the category and types of services to be offered, the facilities and arrangements to be made available to end users and/or carriers, where applicable, and the geographic areas in which the services shall be offered (1220-4-8.04(1)(i)):

In addition to the resold certification it possesses from the Authority, QuantumShift seeks to amend its certification to include facilities-based competitive local exchange and interexchange services within the State of Tennessee. The Applicant proposes to offer competitive local exchange services, including local and long distance (local lines, local circuits, switched and dedicated long distance, toll free), advanced voice applications (enhanced toll free routing, SIP trunking, integrated voice and data circuits, audio and web conferencing, hosted PBX and virtual assistant), calling card service, Mobile wireless, data and Internet services.

The services QuantumShift proposes to offer in Tennessee will be set forth more fully in its tariffs, which will be resubmitted upon approval of this Application. Applicant will provide both resold and limited facilities based services, as allowed from the ILEC, throughout the State of Tennessee.

Services will be available to subscribers twenty-four hours per day, seven days per week, at rates, terms and conditions established by Applicant.

QuantumShift will coordinate with incumbent local exchange carriers for the provision of emergency 911 services, directory publication, and directory distribution to local customers, as necessary. The Company will negotiate with underlying carriers for resale and/or interconnection agreements as needed, to be filed with the Commission for approval upon finalization. QuantumShift intends to provide service in the territory of BellSouth Telecommunications, LLC d/b/a AT&T and expand in response to market opportunities. The Company does not propose to serve in territories of incumbent local exchange carriers serving less than 100,000 access lines.

IV. Description of Operations and Regulatory Compliance

1. QuantumShift will comply with all applicable Authority rules, policies and orders governing the provision of local exchange and interexchange telecommunications services in Tennessee.

2. The Company's customer service representatives will address customer service inquiries via Applicant's toll free numbers, Telephone: (800) 804-vCOM (8266) or by Fax: (877) 712-6792. Customer service representatives are available twenty-four hours per day. QuantumShift's toll free number will be printed on its customers' monthly billing statements. Subscribers may also contact the Company in writing addressed to:

Customer Service Department
QuantumShift Communications, Inc., dba VCOM Solutions, Inc.
12657 Alcosta Blvd., Ste. 418
San Ramon, CA 94945

3. QuantumShift will bill its customers directly and will not rely upon a third-party billing agent.

4. Applicant's customer complaint procedures, termination policy and late payment policy for local exchange services will be outlined in the Company's tariff which will be submitted after approval of this Application. Procedures and policies applicable to the Company's interexchange services will be identified in QuantumShift's illustrative interexchange services tariff.

5. The Company's Small and Minority Owned Telecommunications Participation Plan is on file with the Authority.

6. The Company's toll dialing parity plan is attached as Exhibit 5.

7. QuantumShift's pre-filed testimony describing the services it plans to provide and summarizing its technical, managerial and financial qualifications is attached hereto as Exhibit 7.

8. A certificate of service for this application is also attached. It certifies that notice of the application has been served on all eighteen (18) local exchange telephone companies in Tennessee.

9. Applicant has a Corporate Surety Bond on file with the Authority which was renewed January 4, 2015.

10. Grant of the Application will further the goals of the Tennessee Legislature and directly benefit the public interest by expanding the availability of competitive telecommunications services in Tennessee. Offering these services will provide Tennessee commercial customers with increased efficiencies and cost savings, as well as innovative services. Authorizing QuantumShift to expand its service offerings will enhance materially the telecommunications infrastructure in the State of Tennessee and will facilitate economic development.

In particular, the public will benefit both directly, through the use of the competitive services to be offered by Applicant, and indirectly, because Applicant's presence in the marketplace will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Grant of this Application will further enhance the service options available to Tennessee citizens for the reasons set forth above.

V. Conclusion

QuantumShift respectfully requests that the Authority approve this Application for amendment of its certification to include facilities-based local exchange and interexchange services in the State of Tennessee. The Applicant will provide service in the service areas of AT&T (fka BellSouth) and any other incumbent local exchange carrier that does not enjoy a rural exemption under Section 251(F) of the

Act. For the reasons stated above, Applicant's provision of these services in Tennessee will promote public interest.

Respectfully submitted, this 24th day of September 2015.

/s/Anita Taff-Rice

Counsel for QuantumShift Communications, Inc.,
dba VCOM Solutions

iCommLaw

1547 Palos Verdes, #298

Walnut Creek, CA 94597

Telephone: (415) 699-7885

Fax: (925) 274-0988

anita@icommlaw.com

VERIFICATION

State of California

County of Contra Costa

I, Gary Storm, am the President and CEO of QuantumShift Communications, Inc., dba VCOM Solutions and am authorized to make this verification on behalf of the Company.

I have read the foregoing Application and Exhibits and know the contents thereof;

The facts contained in this Application and Exhibits are true and correct to the best of my knowledge, information and belief;

QuantumShift Communications, Inc. will operate in compliance with all applicable federal and state laws and all Federal Communications Commission and Tennessee Regulatory Authority rules and regulations.



Gary Storm
President and CEO
QuantumShift Communications, Inc.,
dba VCOM Solutions, Inc.

STATE OF: CALIFORNIA

COUNTY OF: CONTRA COSTA

Sworn to and Subscribed to, at August 2015

STATE OF: CALIFORNIA

COUNTY OF: CONTRA COSTA

Please see attached
Sworn to me on this date, 31st of August 2015

Notary Public

My commission expires: _____

GOVERNMENT CODE § 8202

-

Signature of Document Signer No. 2 (if any)

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EXHIBIT 5 – Toll Parity Plan

EXHIBIT 6 - Certificate of Service

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Corporate Organizational Chart

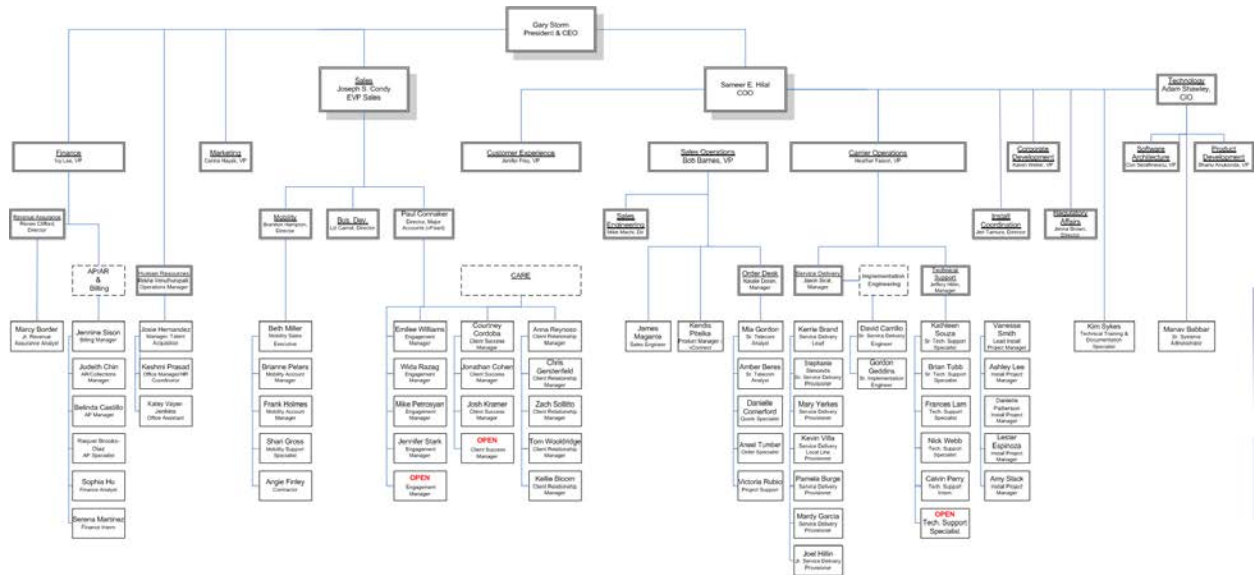


EXHIBIT 2

**Articles of Organization
and
Certificate of Status Issued by the Tennessee Secretary of State**

**ARTICLES OF INCORPORATION
OF
MVX.COM COMMUNICATIONS, INC.**

FILED
In the office of the Secretary of State
of the State of California

FEB 17 1999

120

**I.
NAME**


BILL JONES, Secretary of State

The name of this Corporation is MVX.COM COMMUNICATIONS, INC.

**II.
PURPOSE**

The purpose of this Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**III.
AGENT FOR SERVICE OF PROCESS**

The name and address in the State of California of this Corporation's initial agent for service of process is:

William E. Horwich
Wendel, Rosen, Black & Dean, LLP
1111 Broadway, 24th Floor
Oakland, California 94607

**IV.
CAPITAL STOCK**

This Corporation is authorized to issue only one class of shares of stock, and the total number of shares which this Corporation is authorized to issue is 1,000,000.

**V.
LIABILITY OF DIRECTORS**

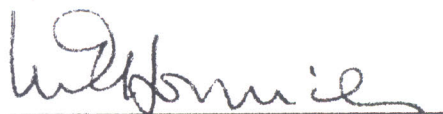
The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

**VI.
INDEMNIFICATION OF AGENTS**

This Corporation is authorized to provide indemnification to its agents (as defined in

Section 317 of the California Corporations Code) through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this Corporation and its shareholders. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

Date: February 17, 1999



WILLIAM E. HORWICH, Incorporator

A0525809

FILED
In the office of the Secretary of State
of the State of California

MAY 07 1999

Bill Jones
BILL JONES, Secretary of State

2074425 JMV
AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into as of March 5, 1999 by and between MVX COMMUNICATIONS LLC, a Nevada limited liability company ("MVX LLC"), and MVX.COM COMMUNICATIONS, INC., a California corporation ("MVX.COM COMMUNICATIONS").

RECITALS

A. MVX LLC is owned by MVX.COM, a California corporation, and its wholly-owned subsidiary, MVX COMMUNICATIONS, INC., a California corporation, which are its sole Members.

B. MVX.COM COMMUNICATIONS is a newly formed corporation, wholly-owned by MVX.COM, which has been incorporated for the purpose of having MVX LLC merge with and into it (the "Merger").

AGREEMENT

NOW, THEREFORE, as and for an agreement and plan of merger, the parties hereby agree as follows:

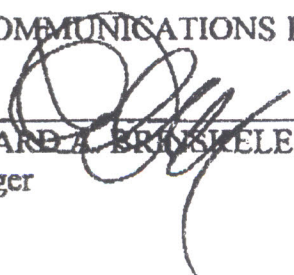
1. **Effective Date of Merger.** The Merger shall become effective when this Agreement and the Officer's Certificate or Certificate of Merger of each of the constituent entities are filed with the Secretary of State of the State of California, as required by Section 1113 and Section 17551 of the California Corporations Code. The date on which the Merger shall become effective is referred to herein as the "Effective Date."
2. **Effect of Merger.** On the Effective Date, MVX LLC shall be merged with and into MVX.COM COMMUNICATIONS pursuant to the terms and conditions of this Agreement and in accordance with the applicable provisions of California law. On and after the Effective Date, MVX.COM COMMUNICATIONS shall continue in existence as the surviving entity (the post-merger MVX.COM COMMUNICATIONS being sometimes referred to hereinafter as the "Surviving Corporation"). The corporate identity, existence, purposes, powers, rights and immunities of MVX.COM COMMUNICATIONS as the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The separate existence and organization of MVX LLC as a limited liability company shall cease on the Effective Date, and MVX.COM COMMUNICATIONS shall succeed to and possess all the properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions, disabilities, penalties and duties, of MVX LLC, all without further act or deed.
3. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of the Surviving Corporation are not amended by this Agreement or the Merger.
4. **Directors and Officers.** From and after the Effective Date, the persons who are serving as Directors and as officers of MVX.COM COMMUNICATIONS immediately prior to

the Effective Date shall be the Directors and officers of the Surviving Corporation.

5. **Cancellation of Member Interests.** Upon the Effective Date, the Member Interests of the Members of MVX LLC shall automatically be cancelled, by virtue of the Merger and without other action, and without consideration.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first set forth above.

MVX COMMUNICATIONS LLC

By 
EDWARD A. BRINSKELE,
Manager

MVX.COM COMMUNICATIONS, INC.

By 
EDWARD BRINSKELE, President

By 
JEFFREY G. RICHARDS, Secretary

MVX.COM COMMUNICATIONS, INC.

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

EDWARD A. BRINSKELE and JEFFREY G. RICHARDS certify that:

1. They are the President and Secretary, respectively, of MVX.COM COMMUNICATIONS, INC., a California corporation (the "Corporation").
2. The Agreement and Plan of Merger executed on March 5, 1999 in the form attached to this Certificate as **Exhibit A** was duly approved by the Board of Directors and shareholders of the Corporation.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is one class of shares, and the number of shares outstanding is 100,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Agreement are true and correct of our own knowledge.

Date: March 5, 1999.



EDWARD A. BRINSKELE, President



JEFFREY G. RICHARDS, Secretary



State of California
Secretary of State
Bill Jones

LIMITED LIABILITY COMPANY – CERTIFICATE OF MERGER

WHEN COMPLETING FORM, PLEASE TYPE OR PRINT IN BLACK INK.

IMPORTANT - Read The Instructions On The Back Of This Form Before Completing.

THIS SPACE FOR FILING USE ONLY

1. Name of surviving entity: MVX.COM Communications, Inc.	2. Type of entity Corporation	3. File number: 2074425	4. Jurisdiction of organization: California
5. Name of disappearing entity: MVX Communications, LLC	6. Type of entity: LLC	7. File number: 101998035016	8. Jurisdiction of organization: Nevada

9. If a vote was required pursuant to Section 17551 or Section 1200 et seq., enter each class entitled to vote and the percentage of vote required:

Surviving Entity

Disappearing Entity

Each class entitled to vote

Percentage of vote required

Each class entitled to vote

Percentage of vote required

Common Stock

Over 50%

Members

Over 50%

10. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required:



Yes



No

IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 11 AND PROCEED TO ITEM 14.

11. Requisite changes to the information set forth in the articles of organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary:

N/A

IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY, SKIP ITEM 11 AND COMPLETE ITEMS 12 THROUGH 15.

12. Principal business address of the surviving foreign limited liability company or other business entity:

Address: 100 Rowland Way, Suite 145

City: Novato

State: CA

Zip Code: 94945

13. Other information required to be stated in the certificate of merger pursuant to the laws under which each constituent other business entity was organized. Attach additional pages if necessary.

See attached Articles of Merger for the State of Nevada

14. Future effective date, if any:

Upon filing

15. Number of pages attached, if any:

5

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed. Attach additional signature pages, if necessary.

Signature of authorized person for the surviving entity

Edward A. Brinskele, President

Type or print name and title of person signing

Signature of authorized person for the surviving entity

Jeffrey G. Richards, Secretary

Type or print name and title of person signing

Signature of authorized person for the disappearing entity

Edward A. Brinskele, Manager

Type or print name and title of person signing

Signature of authorized person for the disappearing entity

Type or print name and title of person signing

MVX COMMUNICATIONS LLC

ARTICLES OF MERGER

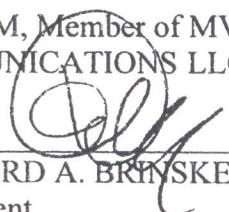
The undersigned, the duly elected and acting President and Secretary, respectively, of each of MVX.COM and of MVX COMMUNICATIONS, INC., each of which corporations is a California corporation and which are the two and only Members of MVX COMMUNICATIONS LLC, hereby certify:

1. MVX COMMUNICATIONS LLC, a Nevada limited liability company, and MVX.COM COMMUNICATIONS, INC., a California corporation, have agreed to merge.
2. A plan of merger entitled "Agreement and Plan of Merger," duly executed and dated as of March 5, 1999, has been adopted by each constituent merging entity named above in Section 1 (the "Plan of Merger").
3. A true and correct copy of the entire Plan of Merger is set forth as **Exhibit A** to these Articles.
4. The two and only Members of MVX COMMUNICATIONS, LLC unanimously approved the Plan of Merger.
5. As stated in the Plan of Merger, the Articles of Incorporation of MVX.COM COMMUNICATIONS, INC., the surviving entity, will not be amended as a result of the merger.

We further declare under penalty of perjury under the laws of the State of Nevada that the matters set forth in these Articles are true and correct of our own knowledge.

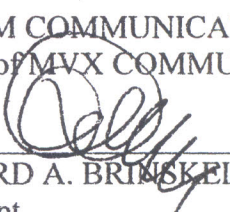
Date: March 5, 1999

MVX.COM, Member of MVX
COMMUNICATIONS LLC

By 
EDWARD A. BRINSKELE,
President

By 
JEFFREY G. RICHARDS, Secretary

MVX.COM COMMUNICATIONS, INC.,
Member of MVX COMMUNICATIONS LLC

By 
EDWARD A. BRINSKELE,
President

By 
JEFFREY G. RICHARDS, Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

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B. MVX.COM COMMUNICATIONS is a newly formed corporation, wholly-owned by MVX.COM, which has been incorporated for the purpose of having MVX LLC merge with and into it (the "Merger").

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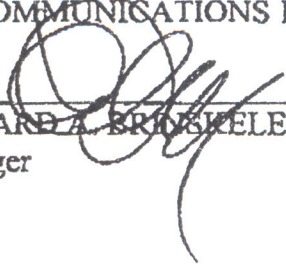
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2. **Effect of Merger.** On the Effective Date, MVX LLC shall be merged with and into MVX.COM COMMUNICATIONS pursuant to the terms and conditions of this Agreement and in accordance with the applicable provisions of California law. On and after the Effective Date, MVX.COM COMMUNICATIONS shall continue in existence as the surviving entity (the post-merger MVX.COM COMMUNICATIONS being sometimes referred to hereinafter as the "Surviving Corporation"). The corporate identity, existence, purposes, powers, rights and immunities of MVX.COM COMMUNICATIONS as the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The separate existence and organization of MVX LLC as a limited liability company shall cease on the Effective Date, and MVX.COM COMMUNICATIONS shall succeed to and possess all the properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions, disabilities, penalties and duties, of MVX LLC, all without further act or deed.
3. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of the Surviving Corporation are not amended by this Agreement or the Merger.
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date and year first set forth above.

MVX COMMUNICATIONS LLC

By 
EDWARD A. BRINSKELE,
Manager

MVX.COM COMMUNICATIONS, INC.

By 
EDWARD BRINSKELE, President

By 
JEFFREY G. RICHARDS, Secretary

A0537750

FILED

In the office of the Secretary of State
of the State of California

JAN 13 2008

Bill Jones
BILL JONES, Secretary of State

2074425

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MVX.COM COMMUNICATIONS, INC.**

EDWARD A. BRINSKELE and JEFFREY G. RICHARDS certify that:

1. They are the President and Secretary, respectively, of MVX.COM COMMUNICATIONS, INC., a California corporation.
2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

**I.
NAME**

The name of this Corporation is MVX.COM COMMUNICATIONS, INC.

**II.
PURPOSE**

The purpose of this Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**III.
CAPITAL STOCK**

This Corporation is authorized to issue only one class of shares of stock, and the total number of shares which this Corporation is authorized to issue is 100,000.

**IV.
LIABILITY OF DIRECTORS**

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

**V.
INDEMNIFICATION OF AGENTS**

This Corporation is authorized to provide indemnification to its agents (as defined in Section 317 of the California Corporations Code) through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject

only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this Corporation and its shareholders. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights under this Article V in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

3. The forgoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The forgoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation entitled to vote on the amendment is 100,000 shares of Common Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of all shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 9, 1999.



EDWARD A. BRINSKELE, President



JEFFREY G. RICHARDS, Secretary

A0551859

2074425

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MVX.COM COMMUNICATIONS, INC.
a CALIFORNIA corporation**

FILED
In the office of the Secretary of State
of the State of California

SEP 6 2000

Bill Jones
BILL JONES, Secretary of State

The undersigned, W. Scott Schaefer and Kenneth Holmes, hereby certify that:

ONE: They are the President and Secretary, respectively, of MVX.COM Communications, Inc., a California corporation.

TWO: Article I of the Articles of Incorporation of this corporation is hereby amended and restated in its entirety to read as follows:

**"I.
NAME**

The name of this Corporation is QuantumShift Communications, Inc."

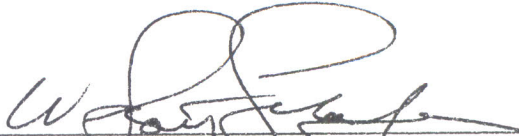
THREE: This Certificate of Amendment has been duly approved by the Board of Directors.

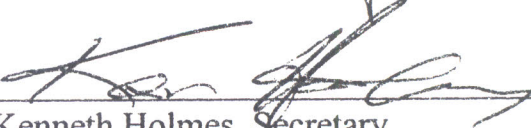
FOUR: This Certificate of Amendment has been duly approved by the required vote of the shareholders in accordance with Section 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock of the Corporation is 100,000 shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding shares of Common Stock.

[Remainder of Page Intentionally Left Blank.]

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true and correct of their own knowledge.

Executed this 5th day of September 2000.



W. Scott Schaefer, President

Kenneth Holmes, Secretary



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

JENNA BROWN
12657 ALCOSTA BLVD SUITE 418
SAN RAMON, CA 94583

August 25, 2015

Request Type: Certificate of Existence/Authorization
Request #: 0173300

Issuance Date: 08/25/2015
Copies Requested: 1

Document Receipt

Receipt #: 002206931 Filing Fee: \$22.25
Payment-Credit Card - State Payment Center - CC #: 164393207 \$22.25

Regarding: QUANTUMSHIFT COMMUNICATIONS, INC..

Filing Type: For-profit Corporation - Foreign
Formation/Qualification Date: 05/21/1999
Status: Active
Duration Term: Perpetual

Control #: 371238
Date Formed: 02/17/1999
Formation Locale: CALIFORNIA
Inactive Date:

CERTIFICATE OF AUTHORIZATION

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

QUANTUMSHIFT COMMUNICATIONS, INC..

- * a Corporation formed in the jurisdiction set forth above, is authorized to transact business in this State;
- * has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed an Application for Certificate of Withdrawal.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 013337322

EXHIBIT 3

Biographies of Management and Directors

Biographies of Management and Directors

Gary Storm

Gary Storm is the President, CEO and Founder of VCOM Solutions, Inc. VCOM Solutions is a Telecom Expense Management Firm that helps multi-site companies reduce and manage their communications costs. In 2005, VCOM Solutions was ranked as the #1 Fastest Growing Private Company in the San Francisco Bay Area. In 2006, VCOM was ranked as the #51 Fastest Growing Company in the United States (Entrepreneur Magazine).

Mr. Storm has worked in the telecommunications industry for more than 15 years. Prior to founding VCOM Solutions in 2001, he was the former President & CEO of Networkd Communications. Mr. Storm was instrumental in shaping Networkd into one of the leading next generation voice and data equipment providers in the country. Under his leadership Networkd made the Inc. 500 list as the 62nd fastest growing private company in America. He successfully led Networkd's second round of funding that enabled Networkd to introduce its Hosted IP Telephony service, which was later spun off into a separate company, CallTower. Prior to Networkd Communications, Mr. Storm held sales positions with Nortel Networks and Williams Communications.

Mr. Storm is on the Board of Directors for Junior Achievement of Northern California and also The First Tee of the Tri Valley. He is also on the Board for COMPTTEL.

Mr. Storm received a Bachelor of Arts degree from UC Berkeley.

Sameer Hilal

Sameer Hilal is the Chief Operating Officer and co-founder of VCOM Solutions.

Mr. Hilal has worked in telecommunications and Information Technology for more than 10 years. Prior to VCOM, Mr. Hilal was the Vice President of Operations of Networkd Communications, a leading systems integrator of enhanced voice and network services. Mr. Hilal's management and technical expertise helped Networkd become an international telecommunication & networking player, deploying some of the first national and international VOIP project rollouts. In 2000, he was instrumental in Networkd becoming the 62nd fastest growing private company in the US (Inc. 500), in addition to enabling Networkd to introduce its Hosted VOIP service, which was later spun off into a separate company, CallTower. Prior to joining Networkd, Mr. Hilal was the Director of Technology at Bay Imaging Consultants, the largest private radiology medical group in Northern California.

Mr. Hilal earned his Bachelor's degree in Physics and Biology with honors from Boston University.

Mr. Hilal earned his Bachelor's degree in Physics and Biology with honors from Boston University.

Joseph Condry

Joseph Condry is the co-founder and Executive Vice President of Sales for VCOM Solutions.

For over 15 years, Mr. Condry has been at the forefront in the telecommunication industry, responsible for engineering a sales model that leads his team to sustaining long-term customer relationships. Mr. Condry's balance of intuition, sound business strategies and loyalty are a winning combination in maintaining VCOM Solutions' customer base. Mr. Condry also oversees VCOM's agent and referral programs.

As former Vice President of Sales at Network Communications, Mr. Condry was instrumental in shepherding Network's market and sales growth to becoming a leading next generation voice and data solution provider. He successfully developed and executed Network's selling model in San Francisco, Phoenix and Seattle's regional markets. Mr. Condry played a pivotal role in Network becoming the 62nd Fastest Growing Private Company in the US (Inc. Magazine 2000) and 36th Fastest Growing Private Company in The Bay Area (SF Business Times 2000). Prior to Network Communications, Mr. Condry held positions with Nortel Networks and Williams Communications.

Mr. Condry earned a Bachelor of Arts degree from Lewis and Clark College.

Adam Shawley

Adam Shawley is Chief Information Officer for VCOM Solutions. A leader and innovator in telecommunications for over 20 years, he brings a unique blend of skills in both telecommunications and technology. He has a proven track record in driving efficiency in organization through technology, and provides the company with customer-centric applications that enable the employees to build relationships with their clients. Adam's creativity, strategic thinking, and insights into user experience have driven the development of vManager, VCOM's award-winning telecom management solution.

Prior to joining VCOM Solutions in 2004, Adam helped build one of the pioneers in the Telecom Expense Management (TEM) segment, QuantumShift, which was acquired by VCOM in 2004. Adam served in various capacities, including Director of Customer Service and Director of IT Operations.

Adam earned his Bachelor of Arts degree from the University of California at Davis.

Karen Weller

Karen is the Vice President of Corporate Development for VCOM Solutions, with a focus on developing and executing business growth initiatives. She manages vendor and carrier contracts and the ongoing relationships, in addition to developing programs for maintaining business process efficiencies while scaling the business.

Prior to joining VCOM Solutions, Karen was VP Operations for Flow Solutions Inc., a large, national distribution company. Karen was responsible for building an organization and infrastructure to support accelerated growth. The company grew organically and through acquisitions. She was responsible for integration which incorporated process efficiency that she developed utilizing technology. The company grew 50% in 3 years without additional headcount.

Ms. Weller received her Bachelor of Science degree in Business Management.

Ivy Lee

Ivy Lee is the Vice President of Finance, and is responsible for managing the day to day operations of the Finance Department, which includes accounting, revenue assurance, and banking/finance activities.

Prior to joining VCOM Solutions in 2004, Ms. Lee was an Associate and Business Manager for several locations at IA Interior Architects, Inc. for 10 years. She was instrumental in shaping the finance and operational culture in the growth and change stages of IA Interior Architects, where she helped establish policies and procedures for billing and finance, as well as serve as a mentor and trainer for new business managers and billing personnel nationwide. Although now focused solely on the finance aspects of the job, her prior knowledge and experience in the operations and human resources give her the sensitivity that is necessary in balancing sound financial approach with the company's commitment to its employees and customer service excellence.

Ms. Lee is the recipient of the Management Award in September 2005 and the Worksmart Award in 2007. Ms. Lee is an active volunteer guide for [Environmental Travelling Companions](#).

Ms. Lee received a Bachelor of Science degree in Business Management from the University of Phoenix.

Jenifer Frey

Jenifer Frey is the Vice President of Customer Experience for VCOM Solutions. Ms. Frey's core focus is fostering and growing strategic relationships with VCOM's clients. Ms. Frey works closely with the Client Relationship Management and Senior Engagement Management teams to ensure customer retention and satisfaction.

Ms. Frey's Sales, Marketing and Client Relations experience commenced at VIASINC, a foremost company in the travel software industry. Ms. Frey further refined her Client Relationship skills at Networld Communications, a leading systems integrator of enhanced voice and network services. Her experience allowed her to contribute significantly to the development of the VCOM Client Relationship Management Team and the support of VCOM's clients.

Ms. Frey was a recipient of the VCOM Commitment to Service Award in January 2005.

Ms. Frey earned her Bachelor of Arts degree in Journalism: Communication Studies from the University of Oregon.

Heather Faison

Heather Faison is the Vice President of Carrier Operations for VCOM Solutions. Ms. Faison is responsible for the leadership and oversight of the Service Delivery and Technical Support teams within VCOM Solutions.

Ms. Faison brings over 10 years of telecommunications experience to VCOM. Ms. Faison's provisioning and technical support experience commenced in the cellular and DSL industries with companies such as Cellular One and Northpoint Communications. Prior to joining VCOM, Ms. Faison held several operational roles at AT&T including Lead Design Engineer, Network Provisioner and HDSL Provisioning Trainer.

Ms. Faison was the recipient of the VCOM Commitment to Service Award in January 2005.

Ms. Faison is a member of the CHARGE Syndrome Foundation and active in the CARE Parent Network, a resource center serving families of children with disabilities.

Ms. Faison received a Bachelor of Arts degree from San Francisco State University.

Bob Barnes

Bob Barnes is the Vice President of Sales Operations for VCOM Solutions. Mr. Barnes oversees VCOM's Sales Operations Organization, managing the first step of the customer onboarding process and ensuring our telecom engineering and professional services are seamlessly implemented for our customers.

Mr. Barnes has over 15 years driving growth and running operations for communications oriented software and technology related businesses. He has successfully built and grown all facets of enterprise, web-oriented, and consumer-based go to market strategies. Prior to VCOM, he was a senior leader for ConnectSolutions, NextUC, and CallTower, co-founding the latter two.

Jenna Brown

Jenna is the Director of Regulatory Affairs for VCOM Solutions. Jenna's core focus centers on management of VCOM's relations with various governmental and regulatory authorities, including the Federal Communications Commission, State Public Utility Commissions, Secretaries of State, and Departments of Revenue & Taxation in the company's operating region. Her duties include oversight of VCOM's regulatory and legal affairs, as well as tax compliance matters.

Ms. Brown brings 16 years of telecommunications experience to VCOM. Prior to joining the VCOM team, Jenna worked in the operations and engineering group at Arrival Communications, a facilities-based competitive exchange carrier, and held various operations and sales positions during a seven-year tenure with AT&T.

Ms. Brown received a Bachelor of Arts degree from National University in La Jolla, CA.

Carina Hayek

As Vice President of Marketing, Carina is responsible for the direction of VCOM's strategic marketing program. She develops, manages and executes VCOM's marketing and corporate communications, public relations, online engagement and strategic partnership and sponsorship initiatives.

Prior to joining VCOM, Ms. Hayek was Director of Marketing at Quickcomm Inc., a global provider of telecom management solutions. In this role, her marketing initiatives helped increase Quickcomm's sales revenue by 53 percent following its acquisition by Vodafone, the multinational telecommunications giant.

Before that, she built marketing programs for OneWire Inc., an online career management tool for the financial services industry. Here, Ms. Hayek's strategic acquisition programs recruited 40,000 job seekers and 300 colleges and universities into the OneWire system in just nine months. Previously, she served as Director of Marketing for Control Point Solutions, a telecommunications expense management firm.

Ms. Hayek received her BA in English Literature from Cornell University and her MBA from the S.C. Johnson Graduate School of Management at Cornell University.

EXHIBIT 4

Financial Statements

Confidential Financials are filed under Seal

EXHIBIT 5

Toll Parity Plan

QuantumShift Communications, Inc.

IntraLATA Toll Dialing Parity Plan

1. Purpose

QuantumShift Communications, Inc., dba VCOM Solutions (QuantumShift) describes herein the process for implementing IntraLATA Toll Dialing Parity in its exchanges located in the State of Tennessee. The intent of this plan is to provide a proposal that, upon implementation, would provide customers with the ability to pre-select the telecommunications carrier of their choice for routing their 1+intraLATA toll calls.

2. IntraLATA Environment

QuantumShift is implementing 1+IntraLATA toll calling. Implementation of 1+IntraLATA toll dialing parity will permit our customers to pre-select the carrier of their choice to provide 1+IntraLATA long distance services.

3. Implementation Schedule

QuantumShift will implement intraLATA toll dialing parity coincident with the approval of its General Subscriber Services tariff and Interexchange Service tariff. QuantumShift will be offering services state-wide. IntraLATA toll dialing parity will be available in all exchanges served by QuantumShift in Tennessee. The implementation date will be the same for all exchanges. Each customer will be notified of availability of the Plan by bill inserts in their first billing. QuantumShift will not charge its customers to recover incremental costs related to IntraLATA toll dialing parity.

4. Carrier Selection Process

QuantumShift will implement the full 2-PIC carrier selection methodology. With the full 2-PIC methodology, customers will be able to pre-subscribe to one telecommunications carrier for interLATA toll calls and pre-subscribe to the same or a different participating telecommunications carrier, including their existing local exchange company for intraLATA toll calls.

QuantumShift employees who communicate with the public, accept customer orders, and serve in customer service capacities will be trained to explain the process to customers for making PIC changes for intraLATA toll calls. Business office personnel will be prepared to make changes in customer records based upon requests from customers or carriers. Processes are in place to provide new customers with an opportunity to choose their intraLATA toll carrier from available carriers.

The competitively neutral selection process will be provided to all new customers when new service is initiated. Customers will be assessed a PIC change charge of \$5.00 for changing their intraLATA or interLATA carrier, except for new subscribers to QuantumShift's service. PIC charges will be waived for new subscribers. This is a permanent policy by QuantumShift. Customers who contact QuantumShift requesting new telephone exchange service will be advised of the telecommunications carriers (including QuantumShift) available to provide interLATA toll service. The intraLATA toll carriers will be presented in a competitively neutral manner. Customers who do not make a positive choice for an intraLATA toll carrier or interLATA toll carrier will be identified as a "no-PIC" and will not be automatically defaulted to a carrier. Customers identified as "no-PIC" will be required to dial 101XXXX to place intraLATA or interLATA toll calls until they make an affirmative choice for an intraLATA and/or interLATA toll carrier.

5. Slamming

QuantumShift will not engage in the practice commonly known as "slamming." Customers will have their services switched to QuantumShift's services without a written letter of authorization for new and changes in services. QuantumShift will also employ third party verification for all customers who seek to change their presubscribed carrier to be QuantumShift. All affected QuantumShift employees are aware of these procedures and will be immediately disciplined if the procedures are not followed.

6. Non-discriminatory Access

QuantumShift will provide non-discriminatory access to telephone numbers, operator services, directory assistance, and directory listings.

7. Continued Compliance

QuantumShift will comply with any rules issued by the TRA or FCC.

EXHIBIT 6

Certificate of Service

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of _____)
QuantumShift Communications, Inc., _____)
dba VCOM Solutions, Inc. _____) Docket No. _____
for an Amendment to its Certificate to Provide Competing _____)
Local Telecommunications Services _____)
_____)

CERTIFICATE OF SERVICE

The undersigned certifies that on this 24th day of September, 2015, copies of the following document: (1) September 24, 2015 Application of QuantumShift Communications, Inc., dba VCOM Solutions for an Amendment to its Certificate to Provide Competing Local Telecommunications Services was caused to be delivered via U.S. mail, first-class postage prepaid, properly addressed as follows:

Ardmore Telephone Company, Inc. PO Box 549 Ardmore, TN 38449	Citizens Telecommunications Company of the Volunteer State PO Box 770 Bluefield, WV 24701	Peoples Telephone Company Attention Lisa Wiginton PO Box 24207 Jackson, MS 39225
BellSouth Telecommunications, Inc. 333 Commerce Street Nashville, TN 37201	Concord Telephone Exchange, Inc. PO Box 22995 Knoxville, TN 37933	CenturyTel of Adamsville PO Box 680644 Franklin, TN 37068
CenturyTel of Ooltewah-Collegedale PO Box 680644 Franklin, TN 37068	Crockett Telephone Company Attention Lisa Wiginton PO Box 24207 Jackson, MS 39225	Tellico Telephone Company PO Box 22995 Knoxville, TN 37933
CenturyTel of Claiborne, Inc. 507 Main Street New Tazewell, TN 37825	Humphrey's County Telephone Company PO Box 22995 Knoxville, TN 37933	West Tennessee Telephone Co. Attention Lisa Wiginton PO Box 24207 Jackson, MS 39225
CenturyTel of Ooltewah-Collegedale, Inc. 5616 Main Street Ooltewah, TN 37363	Loretto Telephone Company, Inc. PO Box 130 Loretto, TN 38469	United Telephone Southeast, LLC PO Box 680644 Franklin, TN 37068
Frontier Communications of Tennessee f/k/a Citizens Communications of Tennessee 300 Bland St., PO Box 770 Bluefield, WV 24701	Millington Telephone Company, Inc. 4880 Navy Road Millington, TN 38083-0429	Tennessee Telephone Company PO Box 22995 Knoxville, TN 37933

/s/ Anita Taff-Rice
1547 Palos Verdes, #298
Walnut Creek, CA 94597
Telephone: (415) 699-7885
Facsimile: (925) 274-0988
anita@icommlaw.com
Counsel for RCLEC, Inc.

EXHIBIT 7
Pre-filed Testimony of Gary Storm

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of)	
QuantumShift Communications, Inc.,)	
dba VCOM Solutions)	Docket No. _____
for an Amendment to its Certificate to Provide)	
Competing Local Telecommunications Services Within)	
the State of Tennessee)	
_____)	

PREFILED TESTIMONY OF GARY STORM
FILED ON BEHALF OF QUANTUMSHIFT COMMUNICATIONS, INC.,
DBA VCOM SOLUTIONS, INC.

Q: PLEASE STATE YOUR NAME, TITLE, AND BUSINESS ADDRESS FOR THE RECORD.

A: My name is Gary Storm and I am the President, CEO and Founder of QuantumShift Communications, Inc., dba VCOM Solutions (hereinafter “Applicant” or “QuantumShift”). The company’s address is 12657 Alcosta Blvd., Ste. 418, San Ramon, CA 94945.

Q: WHAT ARE YOUR CURRENT JOB RESPONSIBILITIES?

A: In my capacity as President and CEO of the Applicant, I am responsible for and familiar with all operations of the company.

Q: PLEASE GIVE A BRIEF DESCRIPTION OF YOUR BACKGROUND AND EXPERIENCE.

A: I have worked in the telecommunications industry for more than 14 years. Prior to founding the company in 2001, I was the former President & CEO of Network World Communications.

My leadership was instrumental in shaping Networld into one of the leading next generation voice and data equipment providers in the country. Under my leadership, Networld made the Inc. 500 list as the 62nd fastest growing private company in America. I successfully led Networld's second round of funding that enabled Networld to introduce its Hosted IP Telephony service, which was later spun off into a separate company, CallTower. Prior to Networld Communications, I held sales positions with Nortel Networks and Williams Communications.

I currently serve on the Board of Directors for Junior Achievement of the Bay Area and on the Board for COMPTEL.

My Bachelor of Arts degree is from UC Berkeley.

Q: WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A: The purpose of my testimony is to support QuantumShift's Application for an Amendment of its Certificate of Authority to provide competing local telecommunications services within the State of Tennessee. The Amendment is being filed to be able to provide facilities-based services in addition to its resold services.

Q: ARE YOU FAMILIAR WITH THE APPLICATION FILED ON YOUR COMPANY'S BEHALF AT THIS COMMISSION?

A: Yes.

Q: DO YOU RATIFY AND CONFIRM THE STATEMENTS MADE IN THAT APPLICATION AND ALL RELATED FILINGS?

A: Yes.

Q: PLEASE DESCRIBE THE CURRENT OPERATIONS OF VCOM.

A: The Applicant currently offers resale and/or facilities-based competitive local exchange and interexchange services in states where it has received certification. Upon approval of this Application, Applicant will provide both resold and limited facilities-based services, as allowed from the ILEC, throughout the State of Tennessee.

Q: HAS QUANTUMSHIFT PROVIDED ANY TELECOMMUNICATION SERVICES IN THE PAST, OR IS IT CURRENTLY, PROVIDING ANY TELECOMMUNICATIONS SERVICES IN TENNESSEE?

A: Yes, the Company is currently providing resale services in Tennessee including standard local exchange service, PBX trunk service, Centrex service, ISDN BRI/PRI service, Direct Inward Dialing, intra-state interexchange service, data and Internet services.

Q: PLEASE DESCRIBE THE MANAGERIAL ABILITIES OF THE APPLICANT.

A: Applicant has a team of managers and support personnel qualified to operate a telecommunications business. Their qualifications are set forth in biographies provided as Exhibit 3 to this Application.

Q: PLEASE DESCRIBE THE APPLICANT'S FINANCIAL ABILITY TO PROVIDE SERVICE.

A: QuantumShift is financially qualified to operate as a provider of facilities-based intrastate local and interexchange telecommunications services in Tennessee. QuantumShift's financial statements (including balance sheet and income statement) are provided under seal in Confidential Exhibit 4. This information demonstrates that QuantumShift has sufficient financial resources to fund its operations fully, and QuantumShift is committed to doing so.

QuantumShift requests confidential treatment of its financial information. QuantumShift is a privately-held company and therefore its financial information is not publicly available. QuantumShift takes all reasonable steps to protect the privacy of its financial information. In situations where QuantumShift must provide its financial information to other public utilities commissions or governmental entities, it does so under seal and requests confidential treatment. Therefore, QuantumShift submits its Confidential Financial Statements under seal.

Applicant's equipment and/or facilities in Tennessee will not be in excess of \$5,000,000 therefore Applicant's Surety Bond currently on file with the Authority is sufficient to meet the Authority's requirement.

Q: DOES APPLICANT CURRENTLY PROVIDE TELECOMMUNICATIONS SERVICE IN ANY OTHER STATES OR HAVE APPLICATIONS PENDING?

A: Yes. QuantumShift has received authority to provide telecommunications services from 48 states and the District of Columbia and is currently providing services in D.C. and the 45 states. listed below.

AL, AR, AZ, CA, CO, CT, DC, DE, FL, GA, IA, ID, IL, IN, KS, KY, LA, MA, MD, ME, MI, MN, MO, MT, NC, NE, NH, NJ, NM, NV, NY, OH, OK, OR, PA, RI, SC, TN, TX, UT, VA, VT, WA, WI and WY

Q: HAS APPLICANT OR ANY AFFILIATED ENTITY EVER BEEN DENIED CERTIFICATION IN ANOTHER STATE?

A: No.

Q: HAS APPLICANT OR ANY OF ITS AFFILIATES EVER BEEN SUBJECT TO ANY FEDERAL OR STATE INVESTIGATION REGARDING ITS SERVICES?

A: No.

Q: PLEASE DESCRIBE THE SERVICES APPLICANT INTENDS TO PROVIDE IN TENNESSEE.

A: Facilities-based and resale local exchange service, PBX trunk service, Centrex service, ISDN BRI/PRI service, Direct Inward Dialing, intra-state interexchange service, data and Internet services.

Q: WILL APPLICANT BE OFFERING ANY PREPAID OR DEBIT-TYPE CALLING CARDS?

A: No.

Q: PLEASE DESCRIBE THE FACILITIES APPLICANT INTENDS TO USE IN PROVIDING ITS PROPOSED SERVICES.

A: QuantumShift will use the facilities and services furnished by other authorized carriers such as incumbent local exchange carriers or competitive local exchange carriers to provide its services.

Q: WILL APPLICANT USE TELEMARKETING TO SELL ITS SERVICES.

A: No.

Q: HOW WILL APPLICANT HANDLE CUSTOMER SERVICE MATTERS?

A: Applicant will provide outstanding customer service via a state-of-the-art back office system. Any disputed bills will be handled expeditiously via Applicant's toll-free number. If the dispute cannot be resolved to the customer's full satisfaction, customer service representatives will notify the customer of his/her right to file a complaint at the Tennessee Regulatory

Authority. Further, QuantumShift anticipates that all of its customers will purchase service via contract, and such contracts include provisions setting forth the customer's rights and QuantumShift's obligations regarding level of service and customer disputes.

Q: WHICH CARRIERS WILL SERVE AS YOUR UNDERLYING CARRIERS?

A: QuantumShift may purchase telecommunications services or facilities from other carriers such as AT&T, and/or other incumbent local exchange carriers that are required to interconnect with competitive carriers.

Q: HAS YOUR COMPANY BEGUN INTERCONNECTION NEGOTIATIONS WITH ANY INCUMBENT LOCAL EXCHANGE CARRIERS?

A: No. QuantumShift has not previously entered into an Interconnection Agreement in Tennessee. However, if QuantumShift anticipates the need for services or facilities from other carriers, including incumbent carriers such as AT&T, it will commence negotiations for an appropriate Interconnection Agreement or traffic exchange agreement.

Q: WILL YOU REMAIN AVAILABLE TO RESPOND TO ANY ADDITIONAL QUESTIONS REGARDING THIS APPLICATION?

A: Yes.

Q: DOES THIS CONCLUDE YOUR TESTIMONY?

A: Yes.

VERIFICATION OF THE PRE-FILED TESTIMONY

I, Gary Storm, first being duly sworn hereby state that I am the President and CEO for QuantumShift Communications, Inc., dba VCOM Solutions. I have prepared the attached testimony; and the statements contained therein are true to the best of my knowledge.



Gary Storm
President and CEO
QuantumShift Communications, Inc.,
dba VCOM Solutions, Inc.

STATE OF: CALIFORNIA

COUNTY OF: CONTRA COSTA

Please see attached
Sworn to me on this date, 31st of August 2015

Notary Public

My commission expires: _____

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)

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 Contra Costa

Subscribed and sworn to ~~(or affirmed)~~ before me

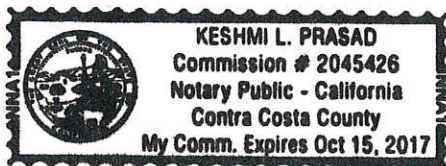
on this 31st day of August, 2015,
by Date Month Year

(1) Gary Storm

(and (2) _____),
Name(s) of Signer(s)

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

Signature Knuad
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: _____