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ORIGINAL

July 20, 2004

RECEIVED

Ms. Elizabeth O'Donnell, Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

JUL 21 2004

PUBLIC SERVICE
COMMISSION

Re: Transfer of Control, QuantumShift Communications, Inc. (CPCN nos. 64-0624, 64-0625)

Dear Ms. O'Donnell:

VCOM Solutions, Inc. ("VCOM") and QuantumShift Communications, Inc. ("QuantumShift") hereby file formal notification of VCOM's acquisition of a 100% interest in the issued and outstanding stock of QuantumShift as of May 28, 2004.

VCOM is a California corporation, providing communications management services to small- and medium-sized businesses in California. QuantumShift is a competitive telecommunications carrier, certificated in 47 states and the District of Columbia. In Kentucky, QuantumShift holds license numbers 06-624 and 06-625.

VCOM's acquisition will infuse QuantumShift with significant additional financial and technological resources, permitting QuantumShift to continue to provide the comprehensive and competitive telecommunication services that its customers have come to expect. As a stock transaction resulting in no change to QuantumShift's corporate form, the acquisition is transparent to QuantumShift's subscribers. Under the terms of the transaction, QuantumShift will continue to operate, under its own license and pursuant to its existing tariffs and contracts, as a wholly-owned subsidiary of VCOM.

While the transaction requires that several executive-level VCOM personnel assume similar roles in its new subsidiary, management and day-to-day control of the services provided by QuantumShift will remain the in the same capable hands, with only minor adjustments. Contact information for QuantumShift will change as follows:

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QuantumShift Communications, Inc.
Attn: Ms. Jenna Brown
12647 Alcosta Boulevard, Suite 470
San Ramon, CA 94583
Ph: 415-209-7044
Fax: 877-712-6792
Email: jbrown@quantumshift.com

Due to the practical complexities of the acquisition itself and additional circumstances beyond their control, QuantumShift and VCOM were previously unable to file this notification. However, counsel for VCOM has communicated with Kentucky Public Service Commission staff member Brent Kirtley and been advised that this letter notification is the proper means by which to ameliorate the situation. As such, QuantumShift and VCOM request any applicable waivers with regard to timely filing of this notification.

Please address any questions or concerns regarding this notification to the undersigned counsel.

Best regards,



Patrick J. O'Connor

PJO:cs

Copy to: Mr. Gary Storm
Mr. Sameer Hilal
Ms. Jenna Brown