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Also Admitted in New York  
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May 7, 2001

VIA OVERNIGHT DELIVERY

Mr. Martin Huelsmann  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, Kentucky 40602-0615  
(502) 564-3940

RECEIVED  
MAY 08 2001  
PUBLIC  
COMMISSION

Re: QuantumShift Communications, Inc.

Dear Mr. Huelsmann:

Enclosed please find for filing one original and eleven (11) copies of QuantumShift Communications, Inc.'s Filing Requirements to Operate as a Reseller and Facilities-based Provider of Interexchange and Local Exchange Telecommunications Services within the Commonwealth of Kentucky.

- (1) QuantumShift Communications, Inc., respectfully requests approval from the Kentucky Public Service Commission in accordance with 807 KAR 5:001, Section 8, KRS 278.030(2), KRS 278.160, and KRS 278.512, for authority to operate as a reseller and facilities-based provider of interexchange and local exchange telecommunications services. The name and address of the company are as follows: QuantumShift Communications, Inc., 88 Rowland Way, Novato, California 94945.
- (2) The name, address, telephone number and fax number of the responsible contact for complaints and regulatory issues is Dick van Aggelen, Regulatory Manager, QuantumShift Communications, Inc., 88 Rowland Way, Novato, California 94945, (415) 893-7180 (Phone), (415) 893-0569 (Fax).
- (3) Copies of QuantumShift Communications, Inc.'s Articles of Incorporation and certificate of authority from the Secretary of State are attached hereto as Exhibit A.

Mr. Martin Huelsmann  
Executive Director  
Kentucky Public Service Commission  
May 7, 2001  
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- (4) The names and qualifications of operating personnel and any other evidence to show Applicant has financial, technical, and managerial abilities to provide adequate, reasonable, and efficient service: Attached hereto as Exhibit B are biographies for key management personnel of QuantumShift Communications, Inc., that demonstrate the technical and managerial abilities to provide adequate, reasonable, and efficient service.
- (5) Attached hereto as Exhibit C is a Proposed Interexchange Tariff and Local Exchange Telecommunications Services Tariff for QuantumShift Communications, Inc.
- (6) Interconnection / Resale Agreement. QuantumShift Communications, Inc. has not yet entered into Interconnection and/or Resale Agreements with the incumbent local exchange carriers in Kentucky.
- (7) A notarized statement by Scott Schaefer, President for QuantumShift Communications, Inc., regarding intrastate service is attached hereto as Exhibit D.
- (8) QuantumShift Communications, Inc., intends to provide interexchange and local exchange telecommunications services to business and residential telecommuter customers.
- (9) QuantumShift Communications, Inc. will provide telecommunications services utilizing unbundled network elements purchased from the incumbent local exchange carriers and its own facilities. QuantumShift Communications, Inc. will also provide interexchange and local exchange telecommunications services on a resale basis.
- (10) QuantumShift Communications, Inc., will comply with the monitoring requirements of the Kentucky Administrative Code 355.

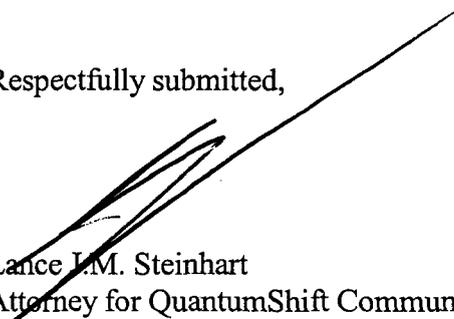
Mr. Don Mills  
Executive Director  
Kentucky Public Service Commission  
May 7, 2001  
Page 3

- (11) QuantumShift Communications, Inc. does not seek to provide operator assisted services to traffic aggregators as defined in Adm. Case No. 330

I have also enclosed an extra copy of this letter to be date-stamped and returned to me in the enclosed preaddressed, postage-prepaid envelope.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,



Lance J.M. Steinhart  
Attorney for QuantumShift Communications, Inc.

Enclosures  
cc: Dick van Aggelen

**EXHIBIT A**

Copy of the Articles of Incorporation and Certificate of Authority from Kentucky Secretary of State  
for QuantumShift Communications, Inc.

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



2074425

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

  
BILL JONES, Secretary of State

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.  
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, 24<sup>th</sup> 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

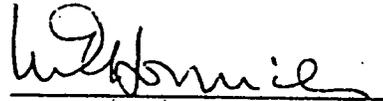
The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

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

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE



0474941.09

John Y. Brown III  
Secretary of State  
Received and Filed  
11/08/2000 09:14 AM  
Fee Receipt: \$40.00  
sperry - P102

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 271B, 273 or 274, the undersigned hereby applies for an amended certificate of authority on behalf of the corporation named below and for that purpose submits the following statements:

1. The corporation is  a business corporation (KRS 271B).  
 a nonprofit corporation (KRS 273).  
 a professional service corporation (KRS 274).

2. **MVX.COM Communications, Inc.**

(Name of corporation or fictitious name adopted for use in Kentucky)

is a corporation organized and existing under the laws of the state or country of California  
and received authority to transact business in Kentucky on 5/28/99

3. The corporation's name in the state or country of incorporation has been changed to  
**QuantumShift Communications, Inc.**

The name of the corporation to be used in Kentucky is

(If "real name" is unavailable for use)

4. The corporation's period of duration has been changed to No change
5. The corporation's state or country of incorporation has been changed to No change
6. A certificate of existence duly authenticated by the Secretary of State accompanies this application.
7. This application will be effective upon filing, unless a delayed effective date and/or time is specified:

(Delayed effective date and/or time)

Signature

W. SCOTT SCHAFER  
Type or Print Name & Title

Date: OCTOBER 20, 19 2000

COMMONWEALTH OF KENTUCKY  
JOHN Y. BROWN III  
SECRETARY OF STATE



0474941.09

John Y. Brown III  
Secretary of State  
Received and Filed  
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(Delayed effective date and/or time)

Signature

W. SCOTT SCHAEFER  
Type or Print Name & Title

Date: OCTOBER 20, 2000

**EXHIBIT B**

Biographies for Key Management Personnel of QuantumShift Communications, Inc.

M V X . C O M

**MANAGEMENT TEAM AND DIRECTORS****MVX Management Team and Key Personnel****Edward A. Brinskele, President, CEO, and Director**

Mr. Brinskele has more than 25 years experience in the field of telecommunications. Mr. Brinskele founded MTC Corporation in 1987, serving as the Company's Chairman, President and CEO until 1996. Through an international network of switches, MTC provided domestic and international telecommunications services to corporate and individual customers. Prior to MTC, Mr. Brinskele was instrumental in the startup of both Digital Telephone Systems, which was later sold to Harris Corporation, and Centex Telemanagement, one of the pioneering firms in the competitive local telephone market. In addition to his expertise in product development, marketing and international distribution, Mr. Brinskele has an extensive technical background in digital switching, computer telephony, information systems and Internet technology. He has designed global telecommunications networks for companies such as MCI, American Express and a host of other multinational corporations. Mr. Brinskele is a graduate of the OPM program at Harvard Business School.

**Jeffrey G. Richards, Vice President of Operations**

Prior to joining the Company, Mr. Richards was a management consultant with the Organizational and Strategic Change Practice at Price Waterhouse LLP in San Francisco. In that capacity, he managed client engagements throughout the U.S. and Asia which focused on large-scale consolidation and cost reduction, process efficiency and strategy implementation. While at Price Waterhouse, Mr. Richards' primary engagements were focused on the high technology, banking and durable goods manufacturing sectors. Mr. Richards holds a BA from Dartmouth College in Hanover, NH.

**Stacia L. Lindahl, Executive Director of Business Development**

Ms. Lindahl has more than 12 years experience in the telecommunications sector, primarily focused on business analysis, product development, wholesale carrier and cellular markets. Prior to joining the Company, Ms. Lindahl served as Director of Business Development at NetSource Communications, Inc./MTC (MTC has since merged with NetSource, Inc.). While at NetSource/MTC, Ms. Lindahl was responsible for establishing carrier relationships, strategic partnerships, product development and implementation, network planning, cost management and reconciliation, product performance analysis, pricing and competitor/market trends. Prior to NetSource/MTC, Ms. Lindahl served as Treasury Manager with General Cellular Corporation (now Western Wireless Corporation), concentrating on financial analysis, risk management, cash management, portfolio management, shareholder relations, M&A work, public & private financings and corporate restructuring. Ms. Lindahl is a graduate of the University of Phoenix and an MBA candidate at the University of California, Davis.

**Kenneth P. Holmes, Director of Finance and Accounting**

Mr. Holmes has more than 10 years of experience within accounting and finance for technology companies. Prior to joining the Company, Mr. Holmes served as Chief Financial Officer of OMNIS Software, Incorporated. In that capacity he was responsible for worldwide accounting, finance, human resources, legal and information systems. Mr. Holmes served as acting CEO of OMNIS during a period that led to the turn around of the company. Prior to OMNIS, Mr. Holmes served as Assistant Controller of NeXT Software,

M V X . C O M

prior to its acquisition by Apple Computer, Inc. While at NeXT, Mr. Holmes was responsible for all SEC-related activity leading up to the company's planned initial public offering (IPO), as well as the accounting and finance activity related to the Apple merger. Prior to NeXT, Mr. Holmes was the corporate Controller of Enlighten Software Solutions, where he played a leadership role in the firm's IPO. Prior to joining Enlighten Software, Mr. Holmes was with KPMG Peat Marwick, where he was primarily focused on the due diligence and preparation for public offerings within the technology sector. Mr. Holmes holds a BBA from the University of San Francisco.

**Robert W. Lara, Director of Network Services/Engineering**

Mr. Lara has more than 30 years experience in the field of telecommunications. Prior to joining MVX, Mr. Lara served as Director of Network Services for MTC International. For the past nine years with MTC, Mr. Lara has been responsible for the successful implementation and management of the Company's global facilities network. Mr. Lara has extensive experience dealing with carriers and other service providers throughout the U.S., Europe, and Asia. Prior to MTC, Mr. Lara was with Western Union as the Operations and Technical Support Manager for the Western United States.

**Brian Buch, Director of Information Systems**

Mr. Buch has 6 years of experience in software development and managing software development projects. Prior to joining the Company, Mr. Buch served as a manager within PricewaterhouseCooper's National Telecommunications Consulting Practice. He has managed large scale data warehouse and billing projects for Pacific Bell, DirectTV, US West, and Retevision (a Spanish telecommunications provider). While with PricewaterhouseCoopers, Mr. Buch also played a leadership role within the telecommunications practice through involvement in the firm's annual peer review process, recruiting, practice development, and conference speaking engagements. Mr. Buch holds a B.S. in Electrical Engineering from U.C. Santa Barbara.

**David T. Seaman, Lead Systems Architect**

Prior to joining the Company, Mr. Seaman was with PlayNet Technologies, where he developed systems for the manufacturing, distribution, and play tracking of Internet-based kiosk game units. He has 6 years experience in software development and has designed and programmed large scale systems for IBM Advantis, the U.S. Federal Reserve Bank, and the Environmental Protection Agency. Mr. Seaman holds a B.S. in Mechanical Engineering from U.C. Berkeley and an M.S. in Control Systems from U.C. Santa Barbara.

**Directors**

**Thomas R. Rice, Chairman of the Board of Directors, Director**

Dr. Rice has over 25 years of experience as an entrepreneur and venture capitalist. In 1996 Dr. Rice restarted Austin James, the publisher of *Hanes T-ShirtMaker & More*, raised \$5 million of venture capital and built revenues to over \$20 million annualized by the end of 1998. During 1994 - 1995, Dr. Rice led an internal task force when strategic sales stalled for Rasna Corp., a developer of mechanical computer-aided analysis software (MCAE), and succeeded in establishing the software as Hewlett-Packard's mechanical design standard. From 1986 through 1998 Dr. Rice was a general partner of Cornerstone Ventures, a \$21 million

M V X . C O M

venture fund providing hands-on, strategic direction to technology companies. Dr. Rice has a PhD in Engineering Systems from Stanford University, an MS in Mechanical Engineering from M.I.T., and a BS in Mechanical Engineering from Stanford University.

**Ronald W. Weiser, Vice Chair, Director**

Mr. Weiser is the Founder, Chairman and Chief Executive Officer of McKinley Associates, Inc., a national diversified investment company headquartered in Ann Arbor, Michigan. McKinley - and its two property management subsidiaries, McKinley Properties (residential) and McKinley Commercial (office/retail/industrial) - own or manage real estate valued in excess of \$1 billion. McKinley has regional offices in Ann Arbor and Taylor, Michigan, as well as Oklahoma City and Orlando. Mr. Weiser was recently appointed to the Michigan State Officer's Compensation Commission. He also serves on the Boards of a number of public non-profit organizations including: Chair, McKinley Foundation, a public foundation established in 1985 by he and his wife; Chair, Michigan Theater Board of Trustees; Co-Chair, Washtenaw County United Negro College Fund; Board Executive Committee Member and immediate Past Chair, Michigan Artrain; Director, Purple Rose Theater; and Trustee, Finance Committee Chair, and Treasurer, Henry Ford Museum and Greenfield Village. He also serves as Co-Chair of The University of Michigan's Center for Community Service and Learning, and is a member of The University's President's Advisory Board, the Business School's National Development Board, and the Athletic Department's Development and External Advisory Board. Mr. Weiser received his B.B.A. from The University of Michigan in 1966.

**Jeffrey S. Blumenfeld, Director**

Mr. Blumenfeld is a partner with Blumenfeld & Cohen, a law firm which specializes in the technology and telecommunications industries. Mr. Blumenfeld was formerly Chief of the *United States v. AT&T* Section at the Justice Department's Antitrust Division. He has lectured, written, and testified extensively on virtually all public policy and competition issues in telecommunications and other high-tech markets. Mr. Blumenfeld has served as special counsel to the Antitrust Division on a number of high-profile merger and antitrust investigations, including serving as a consultant on the early stages of the Department of Justice investigation of the launch of the Microsoft Network. Mr. Blumenfeld frequently works with the FCC, Department of Justice, and state regulatory commissions. Mr. Blumenfeld was a former Director of Centex Telemanagement. Mr. Blumenfeld received an A.B. from Brown University and a J.D. from the University of Pennsylvania Law School.

**Daniel T. Carroll, Director**

Mr. Carroll currently serves on the Boards of Directors of ten companies throughout the U.S., including eight publicly held corporations. He is the Chairman of the Board of both Comshare, Inc. and OshKosh Truck Corporation. Mr. Carroll is the former President of Booz Allen & Hamilton, Inc.'s Management Consulting Division, Chief Operating Officer of Gould, Inc., and President and Chief Executive Officer of Hoover Universal, Inc. Mr. Carroll is an author and speaker on a wide range of business and corporate issues. Mr. Carroll holds an A.B. from Dartmouth College and an M.A. from the University of Minnesota.

**EXHIBIT C**

Proposed Tariffs for QuantumShift Communications, Inc.

**EXHIBIT D**

A notarized statement by Scott Schaefer, President for QuantumShift Communications, Inc.,  
regarding intrastate service.