



the application. While the transaction nominally closed on May 28, 2004, QuantumShift and VCOM acknowledge that the closing and transfer of control is subject to, and contingent upon, approval of this application by the Commission.

Under the Agreement, QSI agrees to sell, assign, transfer, and deliver to VCOM, and VCOM agrees to purchase, assume, and receive from QSI, all of QSI's right, title, and interest at closing in all the capital stock of QuantumShift.

VCOM intends to operate QuantumShift under the direction and control of the existing management team of VCOM. VCOM specializes in providing a full spectrum of voice and data communications services, conferencing services, Internet hosting and access, and other services designed specifically to meet the needs of small- and medium-sized businesses.

VCOM believes that QuantumShift's operations fit closely with those of VCOM and, as a result, customers will benefit in the form of greater opportunities for lower prices and service innovations resulting from the companies' stronger competitive positions.

Neither VCOM, nor any officer, director, affiliate, or owner of a five percent or greater interest of VCOM has been convicted of a felony, been subject to any formal or informal allegations of slamming or other complaint alleging any violation of telecommunications law or regulation, been sanctioned by any state or federal regulatory agency for slamming or other such violations, or been found civilly or criminally liable for misrepresentations to consumers unfair business practices or similar violations. Nor is any such person or entity subject to any investigation concerning any such violations.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

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O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-3243 be, and it is hereby, granted.

MADE AND ENTERED at Lincoln, Nebraska, this 31st day of August, 2004.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

*Lowell Johnson*

*Ann C. Boyle*

*Red Johnson*

Chair

*Gerald L. Vap*

ATTEST:

*And J. Pollack*

Executive Director

//s// Gerald L. Vap