

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/00	:	
2. BUREAU: FUS	:	
3. SECTION(S):	:	
5. APPROVED BY:	:	4. PUBLIC MEETING DATE:
DIRECTOR:	:	00/00/00
SUPERVISOR:	:	
6. PERSON IN CHARGE:	:	7. DATE FILED: 07/03/03
8. DOCKET NO: A-310812 F0002	:	9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: SUNESYS, INC.

COMP/APP COUNTY:

UTILITY CODE: 310812

ALLEGATION OR SUBJECT

APPLICATION OF SUNESYS, INC., FOR APPROVAL OF THE TRANSFER BY MERGER OF THE ULTIMATE CONTROL OF SUNESYS, INC.

DOCUMENT
FOLDER

DOCKETED

JUL 14 2003

Morgan, Lewis & Bockius LLP
One Commerce Square
417 Walnut Street
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ORIGINAL Morgan Lewis
C O U N S E L O R S A T L A W

Michael W. Hassell
717.237.4024
mhassell@morganlewis.com

July 3, 2003

A-310812F0002

VIA HAND DELIVERY

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RECEIVED
03 JUL - 9 PM 12:55
I.A.S.U.C.
SECRETARY'S BUREAU

James J. McNulty
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor North
PO Box 3265
Harrisburg, PA 17105-3265

Re: Application of Sunesys, Inc. for a Certificate of Public Convenience under Section 1102(a)(3) of the Public Utility Code Authorizing the Transfer, by Merger, of Ultimate Control of Sunesys, Inc.

Dear Secretary McNulty:

Enclosed for filing, please find an original and three (3) copies of the Application of Sunesys, Inc. for a Certificate of Public Convenience under Section 1102(a)(3) of the Public Utility Code Authorizing the Transfer, by Merger, of Ultimate Control of Sunesys, Inc. As explained in greater detail in the Application, Sunesys, Inc. ("Sunesys") currently is a wholly-owned subsidiary of Infrasource, Incorporated ("Infrasource"); whose ultimate corporate parent is Exelon Corporation. Infrasource has entered into an Agreement and Plan of Merger, by which Infrasource will become a subsidiary of Dearborn Holdings Corporation, which is owned equally by OCM Principal Opportunities Fund II, L.P. ("OCM Fund II") and OCM/GFI Power Opportunities Fund, L.P. ("OCM/GFI Fund"). Oaktree Capital Management, LLC ("OCM") is the General Partner of OCM Fund II, and OCM and GFI Energy Ventures LLC are equal general partners of OCM/GFI Fund.

In accordance with Section 219 of the Pennsylvania Public Utility Commission's Internal Procedures, Sunesys requests confidential treatment for all financial statements provided as part

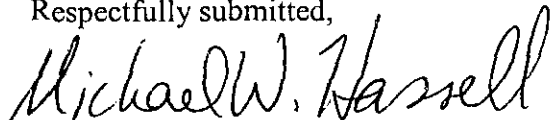
James J. McNulty
July 3, 2003
Page 2

of the Application, as well as for the Agreement and Plan of Merger entered into as of June 17, 2003. Such financial statements and the Agreement and Plan of Merger have been submitted to the Commission in a separate envelope marked "Confidential." The information contained in the financial statements and the Merger Agreement reflect critical, commercially sensitive and competitively significant data that is not available to the general public. Because of the increasing competition for telecommunications services in Pennsylvania, Sunesys and the two investment funds, OCM Principal and OCM/GFI Power, believe that disclosure of this information would place them at a significant competitive disadvantage, impede full and fair competition, and undermine their business plans. In contrast, confidential treatment will not adversely affect any interested party. Confidential treatment of this documentation is therefore required to avoid commercial and competitive injury.

Also enclosed, please find a check in the amount of \$350 for the filing fee.

Any questions regarding this filing should be directed to the undersigned. Copies of the Application have been served as indicated on the attached certificate of service.

Respectfully submitted,



Michael W. Hassell

MWH/kms

Enclosures

c: Jani Tuzinski

ORIGINAL

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

A 310712 F 0002

SECRETARY'S BUREAU
P.A.U.C.

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REC'D 7/13/03

Application for a Certificate of Public Convenience)
Under Section 1102(a)(3) of the Public Utility Code)
Authorizing the Transfer, by Merger, of Ultimate)
Control of Sunesys, Inc.)

Docket No. _____

**APPLICATION FOR APPROVAL
OF THE TRANSFER OF ULTIMATE CONTROL OF SUNESYS, INC.**

By this Application, and pursuant to Section 1102(a)(3) of the Pennsylvania Public Utility Code, 66 Pa. C.S. §§ 1102(a)(3) and the Policy Statement on stock transfers at 52 Pa. Code § 69.901, Sunesys, Inc. ("Sunesys") hereby requests that the Pennsylvania Public Utility Commission ("Commission") issue a Certificate of Public Convenience authorizing the transfer of ultimate control of Sunesys. As set forth herein, currently Sunesys is a wholly owned subsidiary of Infrasource Incorporated ("Infrasource"), whose ultimate corporate parent is Exelon Corporation ("Exelon").¹ Upon Commission approval of this Application and completion of all aspects of the proposed transaction, Infrasource will merge with a wholly owned subsidiary (Dearborn Merger Sub, Inc., referred to herein as "Merger Sub") of Dearborn Holdings Corporation ("Holdings"). Holdings' is owned in equal 50% shares by OCM Principal Opportunities Fund II, L.P. ("OCM Principal") and OCM/GFI Power Opportunities Fund, L.P. ("OCM/GFI Power" and together with OCM Principal, the "Funds"). Oaktree Capital Management, LLC ("OCM") is the sole General Partner of OCM Principal and OCM is one of

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¹ As of the date of this Application, Infrasource is owned approximately 95% by Exelon Enterprises Company, LLC (a Pennsylvania corporation), which is owned 100% by Exelon Ventures Company, LLC (a Delaware corporation), which, in turn, is owned 100% by the ultimate corporate parent Exelon.

two equal General Partners of OCM/GFI Power.² Sunesys, Infracource, Exelon, OCM, the Funds, Holdings and Merger Sub, the wholly owned subsidiary of Holdings which will merge with and into Infracource, will be referred to collectively herein as the "Parties."

Sunesys submits that this transfer of ultimate control of Sunesys is in the public interest and will result in continuous telecommunications service to all Sunesys customers at just and reasonable rates. Sunesys respectfully requests that this Application be granted expeditiously in order to permit the Parties to complete the transaction described herein as soon as possible. In support of this Application, Sunesys states as follows.

I. DESCRIPTION OF THE PARTIES

A. Sunesys

Sunesys is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania with its principal office located at 202 Titus Avenue, Warrington, Pennsylvania 18976. Sunesys is certificated in the Commonwealth of Pennsylvania as a competitive access provider ("CAP") pursuant to an Order entered on September 20, 1999, at Docket No. A-310812, and Sunesys currently furnishes dedicated point-to-point telecommunications transmission services to wholesale customers, primarily in eastern Pennsylvania.³ No material change in Sunesys' capability to provide service under its authorization has occurred since the issuance of the above-referenced Order. Information concerning Sunesys' qualifications to provide service was submitted with its application for

² GFI Energy Ventures LLC, a California limited liability company, is the other equal General Partner in OCM/GFI Power. Neither the Funds nor GFI Energy Ventures LLC provides public utility services in Pennsylvania, nor are they certificated by the Commission.

³ Sunesys also is authorized to provide telecommunications services in Delaware, New Jersey, Maryland and the District of Columbia. A wholly owned subsidiary of Sunesys, Sunesys of Virginia, Inc., is authorized to provide telecommunications service in Virginia. The appropriate filings are being made in those jurisdictions to obtain the requisite authority for the instant proposed transfer of control.

certification and is, therefore, a matter of public record. The Parties respectfully request that the Commission take official notice of that information and incorporate it herein by reference.

B. Infrasource

Sunesys is a wholly owned subsidiary of Infrasource. Infrasource is a corporation organized and existing under the laws of the State of Delaware, with its principal office located at 500 W. Dutton Mill Road, Aston, PA 19014.⁴ Infrasource is an electric, telecommunications, and gas utility engineering, construction and maintenance company with a national scope. Infrasource does not provide public utility services in the Commonwealth of Pennsylvania and is not certificated by the Commission.

C. Exelon

As set forth above, Exelon is currently the ultimate parent of Sunesys. Exelon is a Pennsylvania corporation, with its principal office located at 10. S. Dearborn, 37th Floor, Chicago, Illinois 60603. Exelon does not provide public utility services in the Commonwealth of Pennsylvania and is not certificated by the Commission.

D. Merger Sub

Merger Sub, a wholly owned subsidiary of Holdings, is a Delaware corporation with its principal office located at 11611 San Vicente Boulevard, Suite 710, Los Angeles, CA 90049. Merger sub is not presently providing public utility services in the Commonwealth of Pennsylvania and will not be providing such services following the merger.

E. Holdings

Holdings, which as set forth above is owned in equal 50% shares by the Funds, is a Delaware corporation, with its principal office located at 11611 San Vicente Boulevard, Suite

⁴ The prior corporate name of Infrasource was Exelon Infrastructure Services, Inc. On December 13, 2001, the corporate name of "Exelon Infrastructure Services, Inc." was changed to "Infrasource Incorporated."

710, Los Angeles, CA 90049. Holdings does not provide public utility services in the Commonwealth of Pennsylvania and is not certificated by the Commission.

F. The Funds

The Funds are organized as Delaware limited partnerships. The principal office of OCM/GFI Power is located at 11611 San Vicente Boulevard, Suite 710, Los Angeles, CA 90049 and the principal office of OCM Principal is 333 South Grand Avenue, Los Angeles, CA 90071. OCM Principal has hundreds, and OCM/GFI Power has dozens, of public and private investors, including corporate and public pension funds, insurance companies, cultural and charitable endowments or foundations, colleges and universities. The Funds have made investments in companies in the power and related industries. Their portfolios also include a number of investments within the telecommunications industry, primarily in equipment manufacturing companies, foreign network service providers, and companies providing custom power supplies for telecommunications systems. Neither of the Funds, nor to their knowledge any of the entities in which they have invested, provides public utility services in Pennsylvania or is certificated by the Commission.

G. OCM

As set forth above, OCM is the sole General Partner of OCM Principal and one of two equal General Partners of OCM/GFI Power. OCM is a California limited liability company, with its principal office located at 333 South Grand Avenue, 28th Floor, Los Angeles, CA 90071. OCM is registered as an investment adviser under the Investment Advisors Act of 1940, as amended, and manages approximately \$26 billion on behalf of various public and private investors, including over one hundred corporate pension plans, more than fifty state and public pension plans, and over one hundred and fifty colleges, universities, and cultural and charitable

endowments or foundations. OCM concentrates its investments within a few specialized markets. Since 1995, funds of which OCM is a General Partner have originated more than thirty investments in successful companies that provide the systems, software, equipment and services needed by participants in a competitive energy market. OCM does not provide public utility services in the Commonwealth of Pennsylvania and is not certificated by the Commission.

II. DESIGNATED CONTACTS

For the purposes of this Application, contacts for the Parties are as follows:

For Applicant Sunesys:

Thomas P. Gadsden
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103
Phone: 215.963.5234
Fax: 215.963.5001
e-Fax: 877.432.9652

Michael W. Hassell
Morgan, Lewis & Bockius LLP
417 Walnut Street
Harrisburg, PA 17101
Phone 717.237.4024
Fax 717.237.4004

For OCM, the Funds, Holdings and Merger Sub:

Mark C. Del Bianco, Esquire
Margaret E. Lancaster, Esquire
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, NW
Washington, DC 20005
Phone: 202.371.7000
Fax: 202.393.5760

III. DESCRIPTION OF THE PROPOSED TRANSACTION

Pursuant to an Agreement And Plan Of Merger (“Agreement”) dated June 17, 2003, entered into among Holdings, Merger Sub, Infracource and Exelon Enterprises Company, LLC, ultimate control of Sunesys is proposed to be transferred as follows:

- Merger Sub will merge with and into Infracource (the “Merger”). As a result of the Merger, the separate corporate existence of Merger Sub will cease and Infracource will be the surviving corporation and continue its existence under the same name and pursuant to the same authority that it currently holds under the laws of the State of Delaware.
- Upon consummation of the transaction, the directors of Merger Sub will become the directors of Infracource, and the officers of Infracource will remain as officers of the surviving corporation, subject to applicable succession, resignation and removal provisions.
- Upon consummation of the transaction, 100% of the stock of Infracource will be owned by Holdings,⁵ resulting in Infracource becoming a wholly owned subsidiary of Holdings, which itself is owned in equal shares by the Funds, which in turn are managed by OCM as General Partner.
- The purchase price for Infracource, including Sunesys and the other subsidiaries, is approximately \$280 million. The purchase price will be funded by a combination of debt and equity. The Funds are each contributing approximately \$47 million of equity. The debt financing includes a \$140 million term loan to Infracource underwritten by Barclays Capital. The term loan will be used to partially fund the purchase price and related transaction expenses. As part of the transaction, Barclays Capital will also make available to Infracource a \$40 million revolving credit facility. Additionally, Holdings will issue a \$30 million pay-in-kind subordinated note to an affiliate of Exelon, maturing with interest in 2011. Based on the above capital structure including treatment of the subordinated note as equity, at closing Infracource will have a debt to equity ratio of 53/47. In addition, in accordance with the terms of the merger agreement, Exelon has agreed to pay \$26.2 million as partial payment of the merger consideration. See table below for sources and uses of funds:

⁵ The various steps pursuant to which all of the stock of Infracource will be owned by Holdings include (i) the conversion of Infracource’s Common Stock into cash; (ii) the cancellation of the capital stock of Infracource held in the treasury of Infracource or held by any subsidiary of Infracource or held by Merger Sub; and (iii) Merger Sub converting and exchanging each share of its capital stock for capital stock of Infracource.

Cash Price	\$250.0
Pik Note	\$30.0
Total	\$280.0

Sources:	
Debt	\$140.0
Equity	\$94.0
Seller Note	\$30.0
Exelon Cash	\$26.2
Expenses	-10.2
Total	\$280.0

Organizational charts reflecting the corporate ownership structure relevant to Sunesys, both before and after closing of the transaction, are attached hereto at Exhibit 1. In addition, a copy of the Agreement, denoted as Exhibit 2, is being submitted contemporaneously under seal in a separate envelope submitted with the instant Application. Also contained in the envelope and submitted under seal are the financial statements of Sunesys, denoted as Exhibit 3, and the Funds, denoted as Exhibit 4, for the last twelve month period available. Confidential treatment of the Agreement and financial statements is being requested in the transmittal letter accompanying the instant Application, pursuant to Section 219 of the Commission's internal procedures.

IV. PUBLIC INTEREST SHOWING

In light of the following factors, Sunesys respectfully submits that the proposed transaction is in the public interest and should be approved by the Commission:

- The only change to Sunesys will be to its ultimate ownership and control and the transfer of control of Sunesys will be transparent to customers and will not have any adverse impact on them. Upon consummation of the transactions contemplated by the Agreement, Sunesys will continue to operate under its same name and operating authority as at present. The proposed transfer of control of Sunesys involves no disruption, impairment, or other change in the entity providing service to customers, the facilities used to provide such services, or the rates, terms and conditions of such service. All existing tariffs will remain in place.
- The principal officers of Sunesys will be retained and Sunesys' current management team responsible for its day-to-day operations is expected to remain essentially the same.⁶ The proposed transaction will not have an adverse effect on non-management employees of Sunesys and no staff reductions are presently contemplated. In addition, the contact points for customers, the Pennsylvania Emergency Management Agency ("PEMA") and Commission inquiries will remain the same after the transfer of control. Finally, the proposed transfer of control will have no impact on Sunesys' ability to fulfill its obligations to its employees with respect to their pension benefits.
- The proposed transfer of control does not raise slamming concerns or necessitate compliance with FCC or state procedures for notification of customers prior to a carrier-to-carrier sale or transfer of a subscriber base, as the contemplated transaction does not involve any change in a customer's existing service provider. Sunesys' customers are remaining with Sunesys and will continue to be served under Sunesys' existing authorization.
- Sunesys will continue to have substantial access to the operational expertise and resources of its immediate parent, Infrasource, which remains an industry leader in transmission and infrastructure distribution services. This will include cost-effective expertise in such areas as accounting, human resources and legal services.
- The Funds' and OCM's experience in investing in such diverse industries as communications, technology, electric and gas provides important knowledge and expertise concerning the issues facing recently restructured industries currently undergoing transitions to competition. This knowledge will enhance Sunesys' ability to respond to competition.
- OCM's current intent is to grow Sunesys' business, largely through reinvestment of cash flow that is presently directed elsewhere. For example, OCM currently does not intend to cause Infrasource to pay dividends on its capital stock. Rather, OCM's present intent is to reinvest cash flow generated from Sunesys' operations into the expansion of Sunesys' business. For example, during the last 5 calendar

⁶ Although in the future there may be changes to the principal officers of Sunesys and its current management team responsible for its day-to-day operations, it is impossible to predict at this time what those changes might be.

years, Sunesys has invested an aggregate of approximately \$17.1 million in dark fiber installations, an average of less than \$3.5 million per year. OCM's current business plan for Sunesys contemplates the investment of approximately \$7.0 million in dark fiber installations in 2004.

- Grant of this Petition will further the public interest by increasing the availability of alternate telecommunications services in Pennsylvania. In particular, consummation of the transaction will enhance Sunesys' financial stability and access to capital, as demonstrated by the initial \$40 million line of credit to Infracore underwritten by Barclays Capital in connection with the transaction. This improved financial position will assist Sunesys in providing Pennsylvania end user customers with access to innovative and advanced telecommunications services, and allow it to compete more effectively by expanding its geographic reach and product offerings. Sunesys' end user customers will enjoy long-term benefits such as high-quality services at reasonable rates and increased reliability of the supply of telecommunications services. Moreover, the public also will benefit because the continued presence of Sunesys in this market 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.
- By virtue of acquiring Infracore, the acquirer will also obtain access to Infracore's various affiliated infrastructure businesses, including several (e.g. Chowns Communications Inc., OSP Consultants, Inc.) that specialize in telecommunications-related work.
- The proposed transaction will directly benefit Pennsylvania customers by ensuring the continued provision of innovative, high quality telecommunications services to the public and thereby promoting competition in the Pennsylvania telecommunications market.

Copies of this Application are being served concurrently on the Office of Trial Staff, the Office of Consumer Advocate and the Office of Small Business Advocate as evidenced by the attached certificate of service. Sunesys is prepared to provide such additional notice as the Commission may direct.

V. CONCLUSION

WHEREFORE, for the foregoing reasons, Sunesys requests that the Commission grant this Application and issue an Order granting a certificate of public convenience authorizing the transfer of ultimate control of Sunesys as described above.

Respectfully submitted,

Michael W. Hassell

Thomas P. Gadsden
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, PA 19103
(215) 963-5234

Michael W. Hassell
Morgan, Lewis & Bockius LLP
417 Walnut Street
Harrisburg, PA 17101
(717) 237-4024


Attorneys for Sunesys

Dated: July 3, 2003

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P.A.P.J.C.
SECRETARY'S BUREAU

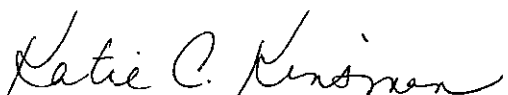
VERIFICATION

I, Harvey B. Dikter, hereby state that I am the Senior Vice President of Sunesys, Inc. and am authorized to make this verification on its behalf; and that the facts above set forth are true and correct to the best of my knowledge, information and belief; and that Sunesys, Inc. would expect to be able to prove the same at any hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. Section 4904 relating to unsworn falsification to authorities.



Harvey B. Dikter
Senior Vice President
Sunesys, Inc.

Subscribed and sworn to before me this 19 day of June, 2003.



Notary Public

My Commission expires: November 10, 2003

Notarial Seal
Katie C. Kinsman, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Nov. 10, 2003
Member, Pennsylvania Association of Notaries


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F.A.P.U.C.
SECRETARY'S BUREAU

VERIFICATION

I, B. James Ford, hereby state that I am ~~the~~ ^(A) Managing Director of Oaktree Capital Management, LLC and am authorized to make this verification on its behalf; and that the facts above set forth are true and correct to the best of my knowledge, information and belief; and that Oaktree Capital Management, LLC would expect to be able to prove the same at any hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. Section 4904 relating to unsworn falsification to authorities.


B. James Ford, Managing Director

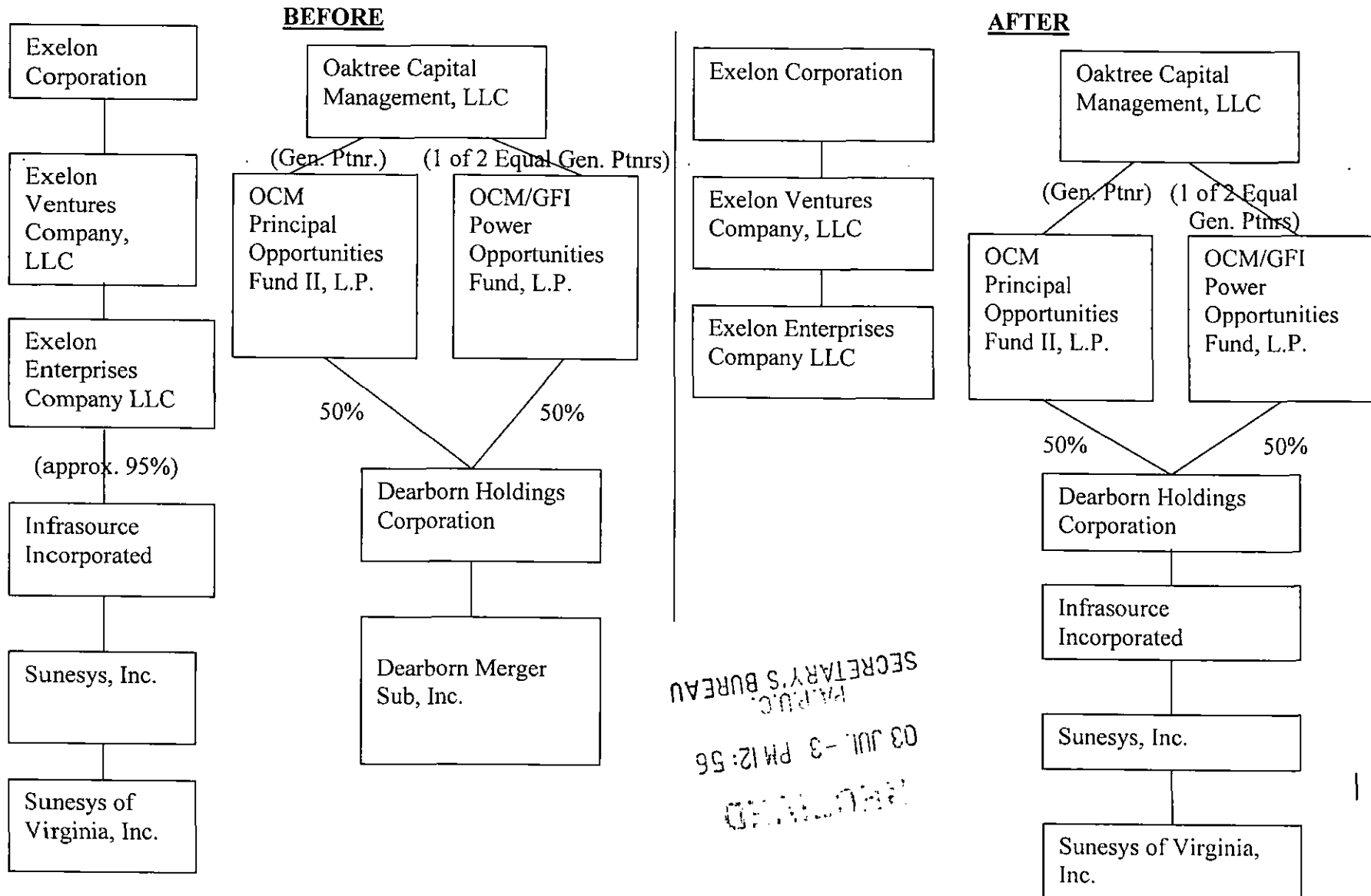
Subscribed and sworn to before me this 2nd day of July, 2003.


Notary Public



03 JUL -3 PM 12:56
SECRETARY'S BUREAU

**Organizational Charts Reflecting the Corporate Ownership Structure
Relevant to Sunesys, Inc. Before and After Closing of the Transaction**



CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the participants, listed below, in accordance with the requirements of §1.54 (relating to service by a participant):

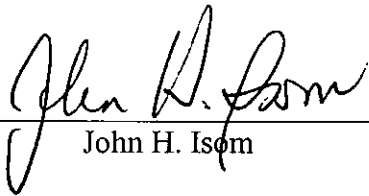
VIA FIRST CLASS MAIL

Irwin A. Popowsky, Consumer Advocate
Office of Consumer Advocate
555 Walnut St., 5th Floor
Harrisburg, PA 17101-1921

Carol Pennington
Office of Small Business Advocate
Commerce Building, Suite 1102
300 North 2nd Street
Harrisburg, PA 17101

Charles Hoffman
Office of Trial Staff
PA Public Utility Commission
Commonwealth Keystone Bldg. 2nd Floor
P.O. Box 3265
Harrisburg, PA 17120-3265

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John H. Isom

Dated: July 3, 2003

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE
Secretary
717-772-7777

July 15, 2003

A-310812F0002

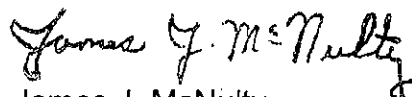
MICHAEL W HASSELL ESQUIRE
MORGAN LEWIS AND BOCKIUS LLP
417 WALNUT STREET
HARRISBURG PA 17101

Dear Mr. Hassell:

Receipt is acknowledged of the Application of Sunesys, Inc., which has been captioned and docketed to the above number.

This matter will receive the attention of the Commission and you will be advised of any further necessary procedure.

Sincerely,


James J. McNulty
Secretary

JJM:ddt

cc: Thomas P. Gadsden, Esquire
Mark C. Del Bianco, Esquire
Margaret E. Lancaster, Esquire

DOCKETED
JUL 14 2003

DOCUMENT
FOLDER

DATE: July 15, 2003

SUBJECT: A-310812F0002

TO: Bureau of Fixed Utility Services

FROM: James J. McNulty, Secretary *ddt*

APPLICATION OF SUNESYS, INC

We attach hereto a copy of the Application of Sunesys, Inc., which has been captioned and docketed to the above number.

Applicant has served a copy of the application upon the Office of Consumer Advocate and the Office of Small Business Advocate, and has filed proof of such service with this Commission.

May we have a report prepared by your Bureau for Public Meeting.

Attachment

cc: Law Bureau

ddt

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JUL 14 2003

**DOCUMENT
FOLDER**

PENNSYLVANIA PUBLIC UTILITY COMMISSION

KJR

RECEIPT

The addressee named here has paid the PA P.U.C. for the following bill:

MICHAEL W. HASSELL
MORGAN, LEWIS & BOCKIUS LLP
ONE COMMERCE SQUARE, 417 WALNUT STREET
HARRISBURG, PA 17101-1904

DATE 7/15/2003
RECEIPT # 201090

IN RE: Application fees for SUNESYS, INC.

Docket Number A-310812F0002..... \$350.00

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: H03898
CHECK AMOUNT: \$350.00

C. Joseph Meisinger
(for Department of Revenue)

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JUL 21 2003