


PENNSYLVANIA PUBLIC UTILITY COMMISSION  
Uniform Cover and Calendar Sheet

1. <b>REPORT DATE:</b> August 14, 2003	2. <b>BUREAU AGENDA NO.</b> SEP-2003-FUS-1371*
3. <b>BUREAU:</b> Fixed Utility Services	
4. <b>SECTION(S):</b> Finance/Tariff	5. <b>PUBLIC MEETING DATE:</b>
6. <b>APPROVED BY:</b> Director: R. A. Rosenthal (3-5242) <i>RA</i> Mgr/Spvr: R. F. Wilson (3-6162) <i>BW</i> Legal Review: <i>[Signature]</i>	September 5, 2003
7. <b>PERSONS IN CHARGE:</b> Glunz (5-4364)/ Staver (7-7703)	
8. <b>DOCKET NO.:</b> A-310812 F0002	

**DOCUMENT FOLDER**

- 9. (a) **CAPTION (abbreviate if more than 4 lines)**
- (b) **Short summary of history & facts, documents & briefs**
- (c) **Recommendation**

- (a) Application of Sunesys, Inc. for approval for the transfer of its ultimate control.
- (b) As a result of a series of transactions, the ultimate control of Sunesys, Inc. will be transferred from Exelon Corporation to two partnerships that are managed by Oaktree Capital Management, LLC (OCM). Sunesys will continue to be a wholly owned subsidiary of its direct parent, Infrasource Incorporated, and thus, will ultimately be managed by OCM. After the proposed transfer of control, Sunesys customers will continue to receive service from Sunesys under the same rates, terms, and conditions as is currently provided pursuant to its tariff on file.
- (c) The Bureau of Fixed Utility Services recommends that the Commission adopt the proposed Order approving the application.

10. **MOTION BY:** Commissioner Chm. Fitzpatrick      Commissioner Wilson - Yes  
**SECONDED:** Commissioner Bloom                      Commissioner Thomas - Yes  
   Commissioner Pizzingrilli - Yes

**CONTENT OF MOTION:** Staff recommendation adopted.



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

IN REPLY PLEASE  
REFER TO OUR FILE

SEPTEMBER 8, 2003

A-310812 F0002

THOMAS P GADSDEN ESQUIRE  
MORGAN LEWIS & BOCKIUS  
1701 MARKET STREET  
PHILADELPHIA PA 19101-2921

Application for approval for the transfer of ultimate control of Sunesys, Inc.

To Whom It May Concern:

This is to advise you that the Commission in Public Meeting on September 5, 2003 has adopted an Order in the above entitled proceeding.

An Order has been enclosed for your records.

Very truly yours,

James J. McNulty  
Secretary

fg  
encls  
cert. mail

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SEP 19 2003

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
Harrisburg, PA 17105-3265**

Public Meeting held September 5, 2003

Commissioners Present:

Terrance J. Fitzpatrick, Chairman  
Robert K. Bloom, Vice Chairman  
Aaron Wilson, Jr.  
Glen R. Thomas  
Kim Pizzingrilli

Application for approval for the transfer of ultimate control of Sunesys, Inc.

Docket Number:  
A-310812 F0002

**ORDER**

**BY THE COMMISSION:**

On July 3, 2003, Sunesys, Inc. (Sunesys) filed the above-docketed application pursuant to Chapter 11 of the Pennsylvania Public Utility Code, 66 Pa. C.S. §§1101, *et seq.*, for approval for the transfer of ultimate control. The applicant provided proof of compliance with our regulations at 52 Pa. Code §5.14, relating to applications requiring notice. Further notice was not required and no protest period was established. No protests or comments have been received.

Sunesys is authorized to operate as a competitive access provider pursuant to a certificate issued January 21, 2000 at A-310812. Sunesys is a wholly owned subsidiary of Infrasource Incorporated (Infrasource), whose ultimate parent is Exelon Corporation (Exelon). Exelon is also the ultimate parent of the Pennsylvania regulated companies, PECO Energy Company and PECO Hyperion Telecommunication, and the licensed companies, Exelon Energy of Ohio, Inc., All Energy Marketing Company, LLC, and Texas-Ohio Gas, Inc.

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Dearborn Holdings Corporation (Dearborn Holdings) is owned in equal 50% shares by OCM Principal Opportunities Fund II, L.P. and OCM/GFI Power Opportunities Funds, L.P. (together, the “Funds”), and was formed specifically for the proposed transaction. The Funds have made investments within the telecommunications industry, primarily in equipment manufacturing companies, foreign network service providers, and companies providing customer power supplies for telecommunications systems. The Funds are managed by Oaktree Capital Management, LLC (OCM), an investment advisor.

Pursuant to an Agreement and Plan of Merger dated June 17, 2003, Infracore will become a wholly-owned subsidiary of Dearborn Holdings. Sunesys will continue to be a wholly owned subsidiary of Infracore, and, through its parent, Infracore, will become an indirect subsidiary of Dearborn Holdings and the Funds. Sunesys will be ultimately managed by OCM and no longer be an indirect subsidiary of Exelon.

After the proposed transfer of control, Sunesys customers will continue to receive service from Sunesys under the same rates, terms, and conditions as is currently provided pursuant to its tariff on file. Thus, the transfer of ultimate control of Sunesys will be transparent to its Pennsylvania customers.

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. Sunesys will continue to have access to the operational expertise and resource of its immediate parent, Infracore.

Sunesys states that as a result of the proposed merger, its ability to respond to competition will be enhanced by the additional industry knowledge it will gain from its new parents. Sunesys further states that the transaction will enhance its financial stability and access to capital. These advantages ensure that the transfer of control provides an affirmative public benefit and satisfies the standard set by the *City of York v. Pa. P.U.C.*,

449 Pa. 136, 295 A.2d 825 (1972). Our review of the subject joint application leads us to conclude that the proposed transfer is necessary or proper for the service, accommodation, convenience, or safety of the public and thus the joint application should be approved; **THEREFORE,**

**IT IS ORDERED:**

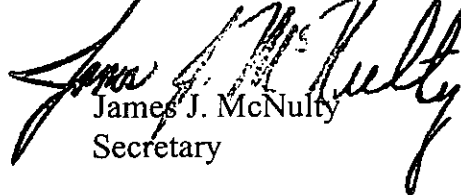
1. That the application at A-310812 F0002 for approval for the transfer of ultimate control of Sunesys, Inc. is hereby approved.

2. That within 30 days following consummation of transaction described in Ordering Paragraph No. 1, above, Sunesys, Inc. shall notify this Commission of the effective date of transfer of control, and that upon receipt of the notice, a certificate of public convenience should be issued evidencing the approval granted in Ordering Paragraph No. 1, above.

3. That Sunesys, Inc. shall file any affiliated interest agreements that may be necessary as a result of the proposed merger.

4. That if it is determined that the instant transaction will not occur Sunesys, Inc. shall promptly file with this Commission notice of such determination.

**BY THE COMMISSION,**

  
James J. McNulty  
Secretary

(SEAL)

ORDER ADOPTED: September 5, 2003  
ORDER ENTERED:

**SEP 08 2003**