

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: 06/29/06
8. DOCKET NO: A-310812 F0003	:	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 A TRANSFER, BY DISPOSITION, OF THE ULTIMATE CONTROL OF SUNESYS, INC.

**DOCKETED**  
JUL 07 2006

**DOCUMENT  
FOLDER**



LAW OFFICES

**BALLARD SPAHR ANDREWS & INGERSOLL, LLP**

1735 MARKET STREET, 51ST FLOOR  
PHILADELPHIA, PENNSYLVANIA 19103-7599  
215-665-8500  
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ORIGINAL

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PATRICK R. GILLARD  
DIRECT DIAL: 215-864-8536  
PERSONAL FAX: 215-864-9071  
GILLARD@BALLARDSPAHR.COM

A-310812F003

June 29, 2006

Via Courier

James McNulty, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, Second Floor  
Harrisburg, PA 17120

DOCUMENT  
FOLDER

2006 JUN 29 PM 3:12  
SECRETARY'S BUREAU  
PA PUC

Re: Application for Certificate of Public Convenience Under Section 1102(a)(3) of the Public Utility Code Authorizing the Transfer, by Deposition, of Ultimate Control of Sunesys, Inc.; Docket No.

Dear Secretary McNulty:

Enclosed for filing in the above-captioned matter are an original and four copies of Sunesys, Inc.'s Application for a Certificate of Public Convenience. I request that you date stamp and return a copy to me in the envelope provided as proof of filing. In addition, please find enclosed a certified check for the required filing fee.

Should you have any questions concerning this filing, please contact me at my direct-dial number above.

Very truly yours,

Patrick R. Gillard

PRG/ds  
Enclosures

ORIGINAL

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

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

DOCKET NO.

A-310812F0003

DOCUMENT  
FOLDER

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

Pursuant to Chapter 11 of the Pennsylvania Public Utility Code, 66 Pa. C.S. §§  
1101, *et seq.*, and the Policy Statement Regarding Interpretation of 66 Pa. C.S. § 1102(a)(3), 52  
Pa. Code § 69.901 (the "Policy Statement"), Sunesys, Inc. (the "Company") hereby requests that  
the Pennsylvania Public Utility Commission (the "Commission") issue a Certificate of Public  
Convenience authorizing the transfer of ultimate control of the Company.

1. APPLICANT:

The name and address of the public utility filing this application are:

Sunesys, Inc.  
202 Titus Avenue  
Warrington, Pennsylvania 18976

DOCKETED  
JUL 07 2006

2. DESIGNATED CONTACTS:

The names and addresses of the public utility's attorneys are:

Deborah C. Lofton  
Senior Vice President, General Counsel & Secretary  
Sunesys, Inc.  
c/o Infrasource Services, Inc.  
100 West Sixth Street

SECRETARY'S BUREAU  
2006 JUN 29 PM 3:12

Suite 300  
Media, Pennsylvania 19063

Robert C. Gerlach, Esquire  
Ballard Spahr Andrews & Ingersoll  
1735 Market Street – 51<sup>st</sup> Floor  
Philadelphia, Pennsylvania 19103

**3. DESCRIPTION OF THE COMPANY:**

The Company 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. The Company is certificated in the Commonwealth of Pennsylvania as a competitive access provider (“CAP”) pursuant to a certificate issued by the Commission on January 21, 2000 in Docket No. A-310812, and currently provides dedicated point-to-point telecommunications transmission services to commercial, governmental and non-profit customers, primarily in Pennsylvania. The Company does not provide service to residential customers.

**4. CONTROL OF THE COMPANY:**

The Company is a wholly owned subsidiary of InfraSource Incorporated (“InfraSource”), a Delaware corporation with its principal place of business located at 100 West Sixth Street Suite 300 Media, Pennsylvania 19063. InfraSource is one of the largest specialty contractors serving utility transmission and distribution infrastructure in the United States with annual revenues for the year ended December 31, 2005 in excess of \$865 million. InfraSource is a wholly owned subsidiary of InfraSource Services, Inc. (“IFS”), a Delaware corporation with its principal place of business located at 100 West Sixth Street Suite 300 Media, Pennsylvania 19063. IFS’s common stock is listed on the New York Stock Exchange (“NYSE”). InfraSource

and IFS do not provide public utility services in the Commonwealth of Pennsylvania and are not certificated by the Commission.

IFS was formed in May 2003 in order to acquire InfraSource and certain of its subsidiaries, including the Company, from Exelon Enterprises Company, LLC. This transaction was approved pursuant to an order entered by the Commission September 5, 2003, in Docket No. A-310812 F0002. Upon completion of the transaction, IFS's principal stockholders were OCM/GFI Power Opportunities Fund, L.P., which is co-managed by Oaktree Capital Management, LLC ("Oaktree") and GFI Energy Ventures LLC, and OCM Principal Opportunities Fund II, L.P., which is managed by Oaktree, and these stockholders are referred to herein as the "Stockholders." Upon completion of the acquisition, the Stockholders owned approximately 83.6% of the common stock of IFS, with the remaining common stock owned by management.

On May 12, 2004, IFS completed an initial public offering of 8,500,000 shares of common stock. As a result the Stockholders' percentage ownership of IFS was reduced to approximately 65.2%. On March 24, 2006, the Stockholders and other stockholders completed a secondary underwritten public offering of 13,000,000 shares of IFS's common stock resulting in further reduction of the Stockholders' percentage ownership to 31.8%. On April 12, 2006, an additional 1,950,000 shares of IFS's common stock were sold by the Stockholders and other stockholders following the exercise, in full, of the underwriters' over-allotment option to purchase additional shares. As of the date of this filing, the Stockholders collectively own approximately 27.2% of IFS's common stock.

**5. DESCRIPTION OF PROPOSED TRANSACTION:**

This Application relates to a proposed transaction under which the Stockholders would sell all or substantially all of their remaining shares of IFS's common stock in another secondary underwritten public offering (the "Offering"). A registration statement relating to the Offering was filed on June 28, 2006 and, subject to the effectiveness of the registration statement and market conditions, the Offering is scheduled to occur in July 2006.

Following the Offering, the Stockholders will either own no shares of IFS (or, if not all of the shares are sold, a percentage substantially less than the 20% threshold set forth in the Policy Statement<sup>1</sup>) and no other stockholder will own a controlling interest in IFS. However, the Company will continue to be a wholly owned subsidiary of InfraSource, and through its parent, an indirect subsidiary of IFS. After the Offering, the Company's customers will continue to receive service from the Company under the same rates, terms and conditions as is currently provided pursuant to its tariff on file with the Commission.<sup>2</sup>

**6. PUBLIC INTEREST SHOWING:**

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

**(a) *The transaction will not have any adverse impact on the Company's customers.***

Upon consummation of the Offering, the Company will continue to operate under the same name and operating authority as at present and there will be no disruption, impairment, or other change in the entity providing service to customers, the facilities used to provide such

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<sup>1</sup> See Section (b)(2) of the Policy Statement.

<sup>2</sup> The address, telephone number and Company contact for rate and annual report filings is posted on the Commission's web site at [http://www.puc.state.pa.us/telecom/telecom\\_tariffs.aspx](http://www.puc.state.pa.us/telecom/telecom_tariffs.aspx).

services, or the rates, terms and conditions of such service. All existing tariffs will remain in place.

***(b) The transaction will not have any effect on current operations or management of the Company or its parent entities.***

The transaction will not have any effect upon current management or employees of the Company, InfraSource or IFS. As required by the rules of the NYSE, the majority of the directors of IFS are independent and will remain so. In addition, contact points for customers, the Pennsylvania Emergency Management Agency and Commission inquiries will remain the same. Finally, the transaction will have no impact on the Company's ability to fulfill its obligations to its employees with respect to their pension benefits.

***(c) The transaction will not involve any change in the Company's customers' existing service provider.***

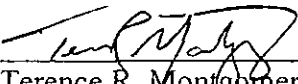
The expanded public ownership of stock of IFS will not raise any slamming concerns or necessitate compliance with Federal Communications Commission or state procedures for notification of customers prior to a carrier-to-carrier sale or transfer of a subscriber base, as the contemplated transaction does not involve any change in a customer's existing service provider.

***(d) The Company will continue to have substantial access to its parent, InfraSource.***

InfraSource remains an industry leader and will continue to provide cost-effective expertise to the Company in such areas as accounting, human resources and legal services.

WHEREFORE, Sunesys, Inc. prays your Honorable Commission grant this Application and issue an Order granting a certificate of public convenience authorizing the dissipation of ultimate control of Sunesys, Inc. as described above.

**SUNESYS, INC.**


By:   
Terence R. Montgomery  
Senior Vice President & Treasurer

Dated: June 28, 2006

**VERIFICATION**

I, Terence R. Montgomery, Senior Vice President & Treasurer of Sunesys, Inc., hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief) and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 (relating to unsworn falsification to authorities).

Dated: June 28, 2006

  
\_\_\_\_\_  
Terence R. Montgomery  
Senior Vice President & Treasurer  
Sunesys, Inc.

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SECRETARY'S BUREAU

AFFIDAVIT

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF Delaware

Terence R. Montgomery, being duly sworn according to law, deposes and says that he is Senior Vice President & Treasurer of Sunesys, Inc.; that he is authorized to and does make this affidavit for it; and that the facts set forth in the foregoing Application are true and correct as of the date of this affidavit and he expects the said Sunesys, Inc. to be able to prove the same at any hearing hereof.

SUNESYS, INC.

By: *Terence R. Montgomery*

Terence R. Montgomery  
Senior Vice President & Treasurer  
Sunesys, Inc.  
c/o Infracore Services, Inc.  
100 West Sixth Street  
Suite 300  
Media, Pennsylvania 19063

Sworn to and subscribed before me this 28 day of June, 2006.

(SEAL) *Deborah J. Irons*  
Notary Public

My commission expires on:

NOTARIAL SEAL  
DEBORAH J. IRONS, NOTARY PUBLIC  
ASTON TWP., DELAWARE COUNTY  
MY COMMISSION EXPIRES JUNE 25, 2007

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SECRETARY'S BUREAU

(mail copy-ddt)

LAW OFFICES  
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CAMDEN, NJ  
DENVER, CO  
SALT LAKE CITY, UT  
VOORHEES, NJ  
WASHINGTON, DC

PATRICK R. GILLARD  
DIRECT DIAL: 215-864-8536  
PERSONAL FAX: 215-864-9071  
GILLARD@BALLARDSPAHR.COM

A. 310812F0003

July 7, 2006

Via Overnight Mail

DOCUMENT  
FOLDER

James McNulty, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, Second Floor  
Harrisburg, PA 17120

Re: Application for Certificate of Public Convenience Under Section  
1102(a)(3) of the Public Utility Code Authorizing the Transfer, by  
Disposition, of Ultimate Control of Sunesys, Inc.; Docket No. A-  
310812F000 1

Dear Secretary McNulty:

Enclosed for filing in the above-captioned matter is an original copy of the certificate of service for the above-referenced filing.

Should you have any questions concerning this filing, please contact me at my direct-dial number above.

Very truly yours,

  
Patrick R. Gillard

PRG  
Enclosures

RECEIVED  
JUL 07 2006

PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

**Certificate of Service**

A. 310812F0003

I hereby certify that I have on this day, the 7<sup>th</sup> day of July, 2006, served a true copy of the foregoing document(s) upon the participants, listed below, in accordance with the requirements of §1.54 (relating to service by a participant):

Office of Consumer Advocate  
555 Walnut Street  
5th Floor, Forum Place  
Harrisburg, PA 17101-1923

Office of Small Business Advocate  
Commerce Building Suite 1102  
300 North Second Street  
Harrisburg, PA 17101

**RECEIVED**

JUL 07 2006

PA PUBLIC UTILITY COMMISSION  
SECRETARY'S BUREAU

Dated this 7<sup>th</sup> day of July, 2006.



Signature

**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

A-310812F0003

July 7, 2006

PATRICK R GILLARD ESQUIRE  
ROBERT C GERLACH ESQUIRE  
BALLARD SPAHR ANDREWS AND INGERSOLL  
1735 MARKET STREET 51<sup>ST</sup> FLOOR  
PHILADELPHIA PA 19103

DOCUMENT  
FOLDER

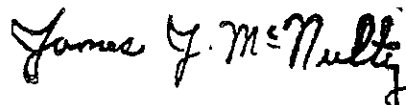
Dear Mr. Gillard:

Receipt is acknowledged of the Application of Sunesys, for approval of a transfer, by disposition, of ultimate control of Sunesys, Inc, which has been captioned and docketed to the above number.

You are required to file a copy of the application upon the Office of Consumer Advocate and the Office of Small Business Advocate and file proof of such service with this Commission. For your convenience, enclosed is a certificate of service for you to sign and return to us upon service to those Offices.

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

Enclosure

Cc: Deborah C. Lofton

DOCKETED  
JUL 07 2006

DATE: July 7, 2006

SUBJECT: A-310812F0003

TO: Bureau of Fixed Utility Services

FROM: James J. McNulty, Secretary *ddt*

DOCUMENT  
FOLDER

**APPLICATION OF SUNESYS, INC.**

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We attach hereto a copy of the Application of Sunesys, Inc, for approval of the transfer, by disposition, of ultimate control of Sunesys, Inc, which has been captioned and docketed to the above number.

The Applicant has been instructed to file a copy of the application upon the Office of Consumer Advocate and the Office of Small Business Advocate, and file proof of such service with this Commission.

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

Attachment

cc: Law Bureau

ddt

**DOCKETED**

JUL 07 2006

PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIPT

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

DATE: 7/10/2006  
RECEIPT NO: 204701

PATRICK R. GILLARD  
BALLARD SPAHR ANDREWS & INGERSOLL, LLP  
1735 MARKET STREET  
PHILADELPHIA PA 19103-7599

IN RE: Application fees for SUNESYS, INC.

Docket Number A-310812F0003..... \$350.00

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: CC 3294757  
CHECK AMOUNT: \$350.00

**DOCUMENT  
FOLDER**

Michael Sobolesky  
(for Department of Revenue)

**DOCKETED**  
JUL 26 2006

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2006 JUL 11 PM 3:55  
PA P.U.C.  
SECRETARY'S BUREAU