



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

IN REPLY PLEASE
REFER TO OUR FILE

December 22, 2006

A-311427
A-310812 F2000

**DOCUMENT
FOLDER**

JEFFREY E RUMMEL ESQUIRE
ARENT FOX PLLC
1050 CONNECTICUT AVENUE NW
WASHINGTON DC 20036

Joint application of Synesys, Inc. and Synesys, LLC for approval of an Internal Pro Forma Corporate Restructuring and Transfer of Assets whereby Sunesys, Inc. will merge with and into Synesys, LLC and Synesys, Inc. will abandon its Certificate of Public Convenience.

To Whom It May Concern:

This is to advise you that the Commission in Public Meeting on December 21, 2006 adopted an Order in the above entitled proceeding.

An Order has been enclosed for your records.

Very truly yours,

James J. McNulty
Secretary

encls
cert. mail
MH

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RJP

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

Public Meeting held December 21, 2006

Commissioners Present:

Wendell F. Holland, Chairman
James H. Cawley, Vice Chairman
Kim Pizzingrilli
Terrance J. Fitzpatrick

Joint application of Sunesys, Inc and Sunesys, LLC for approval of an Internal Pro Forma Corporate Restructuring and Transfer of Assets whereby Sunesys, Inc. will merge with and into Sunesys, LLC and Sunesys, Inc. will abandon its certificate of public convenience.

Docket No.:
A-311427
A-310812 F2000

ORDER

BY THE COMMISSION:

Sunesys, Inc. and Sunesys, LLC (Applicants) filed the above-captioned application on October 27, 2006, seeking a certificate of public convenience pursuant to Chapter 11 of the Public Utility Code, 66 Pa. C.S. §§ 1101, *et.seq.*, evidencing Commission approval for an internal pro forma corporate restructuring and transfer of assets whereby Sunesys, Inc. will merge with and into its newly formed sister company, Sunesys, LLC. Sunesys, LLC will acquire substantially all of the telecommunications assets of Sunesys, Inc., and Sunesys, Inc. will abandon service to its customers in Pennsylvania. Upon consummation of the merger and asset transfer, Sunesys, LLC will provide Competitive Access Provider service to Sunesys, Inc.'s customer accounts under

Sunesys, LLC's authority, at Docket No. A-311427, and under the terms and conditions of Sunesys, Inc.'s existing PA PUC Tariff No. 1, which Sunesys, LLC will adopt.

The Applicants complied with our regulations at 52 Pa. Code § 5.14, relating to applications requiring notice. No protests or other pleadings were filed, and no hearings were held. The Commission has determined that Sunesys, Inc. is current with all annual financial reports, the Security Planning and Readiness report filing requirement and has no outstanding Commission fines or assessments.

Sunesys, Inc. is a Pennsylvania Corporation with principal offices at 202 Titus Avenue, Warrington, Pennsylvania 18976. Sunesys, Inc. is certified as a Competitive Access Provider in Pennsylvania pursuant to an Order entered September 20, 1999, at Docket No. A-310812. Sunesys, Inc. currently provides dedicated point to point telecommunications transmission services to commercial, governmental and non-profit customers in Pennsylvania and does not provide service to residential customers.

Sunesys, Inc. is a wholly owned subsidiary of InfraSource Incorporated (InfraSource) a Delaware corporation with principal place of business at 100 West Sixth Street, Suite 300, Media, Pennsylvania 19063. In turn, Infrsource Incorporated is a wholly owned subsidiary of InfraSource Services, Inc. (IFS), a Delaware corporation with principal place of business at 100 West Sixth Street, Suite 300, Media, Pennsylvania 19063. IFS's common stock is listed on the New York Stock Exchange. Neither InfraSource nor IFS provide public utility services in the Commonwealth of Pennsylvania.

Sunesys, LLC is a single-member Delaware Limited Liability Company formed to facilitate the transaction described herein. The sole member of Sunesys, LLC is its immediate parent InfraSource, Incorporated. Sunesys, LLC has its principal place

of business at 202 Titus Avenue, Warrington, Pennsylvania 18976, telephone number (267) 927-2029, fax (267) 927-2090. Correspondence to resolve complaints may be directed to Paul Bradshaw, Senior Counsel, Assistant Secretary at the above address and telephone numbers. The Applicant complied with 15 Pa. C.S. §8981, relating to a foreign limited liability company. The Applicant will not be using a fictitious name. The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing. Sunesys, LLC proposes to offer the identical services as currently provided by Sunesys, Inc. which is to operate a non-switched, digital fiber-optic communications network capable of providing high speed dedicated access and multiplexing services to large commercial, non-profit and governmental entities.

The pro forma reorganization described herein will result in significant administrative and tax savings that will enhance the ability of Sunesys, LLC to offer competitive services on an expanded geographic basis and permit the development of an expanded menu of product offerings available to customers in this and other jurisdictions. Upon consideration, we conclude that the record provides substantial evidence of affirmative public benefits sufficient to warrant approval of the proposed transaction under *City of York v. Pennsylvania Public Utility Commission*, 449 Pa. 136, 295 A. 2d 825 (1972).

Based upon our review of the subject application, we conclude that the merger and transfer of the assets of Sunesys, Inc. with and into Sunesys, LLC is necessary or proper for the service, accommodation, convenience and safety of the public and that the joint application should be approved; **THEREFORE,**

IT IS ORDERED:

1. That the joint application of Sunesys, Inc. and Sunesys, LLC for Sunesys, LLC to acquire substantially all of the assets of Sunesys, Inc. and for Sunesys, LLC to become a Competitive Access Provider in Pennsylvania is hereby approved.

2. That the joint application of Sunesys, Inc. and Sunesys, LLC whereby Sunesys, LLC will acquire the customer accounts of Sunesys, Inc. and for Sunesys, Inc. to abandon service to those customers in Pennsylvania is hereby approved.

3. That competitive access provider services to Sunesys, Inc.'s former customers be provided by Sunesys, LLC under Sunesys, Inc.'s existing Pennsylvania Tariff No. 1, which will be assumed by Sunesys, LLC upon consummation of the merger and transfer of assets. Any modification to said tariff will be accomplished by an additional approved tariff supplement in a separate filing.

4. That within 30 days of the consummation of the merger and transfer of assets, the Commission be notified of such consummation and that the appropriate tariff adoption supplement be filed.

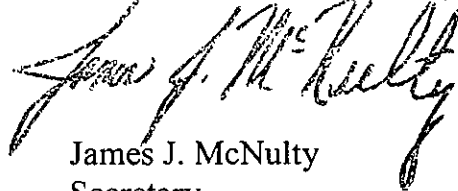
5. That upon the receipt by this Commission of proof of the consummation of the merger and transfer of assets and receipt of the appropriate tariff adoption supplement, as ordered in paragraph 4 above, the following Certificates of Public Convenience shall be issued:

- a. To Sunesys, LLC to acquire the assets of Sunesys, Inc. per Ordering Paragraph No. 1 above.
- b. To Sunesys, LLC to become a Competitive Access Provider per Ordering Paragraph No. 1 above.

- c. To Sunesys, Inc. to transfer it's assets to Sunesys, LLC per Ordering Paragraph No. 1 above.
- d. To Sunesys, Inc. to abandon service to it's former customers per Ordering Paragraph No. 2 above.

6. That upon issuance or the certificates indicated in Ordering Paragraph No. 5, above, this docket be marked closed.

BY THE COMMISSION,



James J. McNulty
Secretary

(SEAL)

ORDER ADOPTED: December 21, 2006

ORDER ENTERED:

DEC 22 2006