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December 12, 2006

AZ CORP COMMISSION
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Docket Control Center
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007-2927

Gretchen A. Dixon
202/775-5772
Dixon.Gretchen@arentfox.com

**Re: Sunesys, Inc.
T-20456A-06-0266**

Notification of Impending Internal Restructuring Impacting Applicant

Dear Sir/Madam

As the Commission is aware, Sunesys, Inc. is the applicant in the above-referenced proceeding. In its application ("Application"), Sunesys, Inc. seeks authority for a Certificate of Convenience and Necessity ("Certificate") to provide facilities-based long distance, facilities-based local exchange and private line telecommunications services within the State of Arizona. The hearing in this proceeding is currently scheduled for December 18, 2006.¹

This letter is to notify the Commission of an impending internal pro forma corporate restructuring involving the merger of the applicant Sunesys, Inc. with and into its newly formed sister company, Sunesys, LLC. This merger will be completed and effective as of 11:59 pm on December 31, 2006. The applicant Sunesys, Inc. will no longer exist following the merger, and Sunesys, LLC will assume the obligations, authorities and operations of Sunesys, Inc. The intent of this transaction is solely to effectuate a conversion of the form of the operating entity in the above-referenced docket from a corporation to an LLC.

At the instruction of Commission staff, the instant Notification is being filed with the Commission to advise the Commission of the specific details surrounding the Transaction.

In light of the impending Transaction, and now that the instant Notification has been filed, Sunesys, Inc. requests further instruction from the Commission as to how to best proceed in this proceeding, in a manner that permits Sunesys, LLC to assume the rights and obligations of Sunesys, Inc. with respect to the pending Application no later than 11:59 pm on December 31, 2006, which is when the Transaction is expected to be completed.

¹ Under separate cover, Sunesys, Inc., by its counsel, is filing a Motion for Continuance of Hearing Scheduled for December 18, 2006.

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The specific details regarding the impending Transaction are as follows:

- Sunesys, Inc., a Pennsylvania corporation, is currently the applicant in this docket.
- Sunesys, LLC d/b/a InfraSource Sunesys, LLC ("Sunesys, LLC") is a single-member Delaware Limited Liability Company formed to facilitate the Transaction. Sunesys, LLC is registered as a foreign limited liability company in the State of Arizona (see attached Certificate of Registration).
- For business reasons, the Transaction will be completed as of 11:59 pm on December 31, 2006 and will result in Sunesys, Inc. merging with and into Sunesys, LLC. As a result of the merger, Sunesys, Inc. will cease to exist; Sunesys, LLC will survive the merger; the obligations and assets of Sunesys, Inc., including the telecommunications-related assets of Sunesys, Inc., will be acquired by Sunesys, LLC; and any telecom-related operating authorities originally granted to Sunesys, Inc. will be transferred to, or assumed by, Sunesys, LLC, as appropriate. There will be no changes in the ultimate control of the operating entity or any other change in the ownership structure as described above.² Because there will be no change in the ultimate ownership or control of the operating entity, the transaction is pro forma in nature.

The above-described change will be transparent to, and will have no detriment or impact whatsoever on, the public. Specifically:

- There will be no disruption, impairment, or other change in the ability of the operating entity to provide service to customers, the facilities used to provide such services, or the rates, terms and conditions of such service. In this regard, the terms and provisions of the tariff submitted to the Commission by Sunesys, Inc. will apply without change to Sunesys, LLC.
- All existing customer service numbers/operations, contacts and procedures for Sunesys, Inc. will remain in place for Sunesys, LLC, including procedures relating to billing and repair complaints. Similarly, the address and telephone number of the operating entity will remain the same.
- The same senior management team will remain in place, and corporate management and officers will be unchanged.

² The immediate parent of both Sunesys, Inc. and Sunesys, LLC is InfraSource Incorporated ("InfraSource"). InfraSource is the sole "member" of Sunesys, LLC. 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.

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- As explained above, there will be no change in the ultimate control of the operating entity or any other change in the ownership structure. As explained above, the sole member of Sunesys, LLC is its immediate parent InfraSource. The sole Director of InfraSource is David R. Helwig. Mr. Helwig is currently the sole Director and Chairman for Sunesys, Inc. Similarly, the principal corporate officers for Sunesys, Inc. will remain the principal officers for Sunesys, LLC.
- There will be no changes in the ability of the operating entity to meet its financial commitments. Specifically, Sunesys, LLC will acquire all of the assets of Sunesys, Inc. and retain the same financial capabilities, financing opportunities and resources currently available to Sunesys, Inc. Sunesys, LLC will not acquire as a result of the merger any additional liabilities beyond those currently held by Sunesys, Inc. or acquire as a result of the merger any other financial obstacles to implementing the requested authority.

In sum, this Transaction will have no adverse impact on any customers/vendors with whom the operating entity has, or will have, dealings.

In light of the foregoing, Sunesys, Inc. requests further instruction from the Commission as to how to best proceed in this proceeding, in a manner that permits Sunesys, LLC to assume the rights and obligations of Sunesys, Inc. with respect to the pending Application no later than 11:59 pm on December 31, 2006, which is when the Transaction is expected to be completed.

Should any questions arise with respect to this matter, please communicate directly with this office.

Very truly yours,



Gretchen A. Dixon
Attorney for Sunesys, Inc./Sunesys, LLC
Enclosure

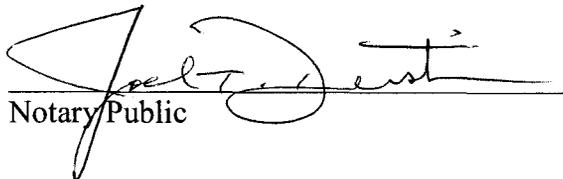
VERIFICATION

I, Alan Katz, hereby state that I am the Senior Vice President of Sunesys, Inc. and Sunesys, LLC, and I am authorized to make this verification on their behalf; that I have read the foregoing Notification and know the contents thereof; and that the same are true of my own knowledge, except as to the matters which are therein stated on information and belief, and as to those matters, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.



Alan Katz
Senior Vice President
Sunesys, Inc.
Sunesys, LLC

Subscribed and sworn to before me this 11 day of December, 2006.



Notary Public

My Commission expires: 2/11/10

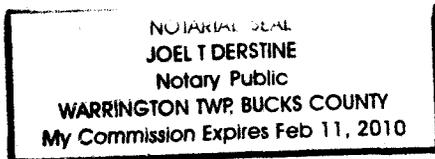


Exhibit 1

Certificate of Registration for Sunesys, LLC

DO NOT PUBLISH THIS SECTION

AZ CORPORATION COMMISSION FILED



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1. The company name must contain ending which be "limited liability company," "limited company," or the abbreviations "L.L.C.," "L.C.," "LLC" or "LC". If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be signed by a manager, member or authorized agent.

2. Provide the name of the state or jurisdiction under whose laws your company was formed.

Provide the state on which your company organized in the state or jurisdiction under whose laws it was formed.

4. Provide the general character of business you plan to transact in Arizona.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a street address/location.

The agent must consent to the appointment by executing the consent.

OCT 10 2006 APPLICATION FOR REGISTRATION OF A FOREIGN LIMITED LIABILITY COMPANY FILE NO. R13173715

1. The name of the foreign limited liability company is:

Sunesys, LLC

1.a. If the exact name of the foreign limited liability company is not available for use in this state, then the fictitious name adopted for use by the limited liability company in Arizona is:

InfraSource Sunesys, LLC (FN)

2. The company is organized under the laws of: Delaware

(State)

3. The date of the company's formation is: 9/18/06

4. The purpose of the company or the general character of business it proposes to transact in Arizona is:

Leading provider of non-switched, digital fiber optic communications networks

5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is:

C T Corporation System

2394 East Camelback Road

Phoenix, Arizona 85016

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

I, C T Corporation System, having been designated to act as statutory

(Print Name)

agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.

Margaret E. Routzahn [Signature]

MARGARET E. ROUTZAHN Special Assistant Secretary

C T Corporation System

[If signing on behalf of a company serving as statutory agent, print company name here]

6. Check which management structure will be applicable to your company. Provide name, title and address for each person.

6. Management

Management of the limited liability company is vested in a manager or managers. The names and addresses of each person who is a manager AND each member who owns a twenty percent or greater interest in the capital or profits of the limited liability company are: *R1317 371.5*

Name: member manager

member manager

Address:

City, State, Zip:

Attach a certificate of existence or document of similar import duly authenticated (within sixty (60) days) by the official having custody of corporate records in the state, province or county under whose laws the corporation is incorporated (AZ Const. Art. XIV, §8).

member manager

member manager

Management of the limited liability company is reserved to the members. The names and addresses of each person who is a member are:

InfraSource Incorporated, Member

member

member

100 West Sixth Street

Media, PA 19063

member

member

PHONE 610-480-8052

FAX 610-480-8097

fax and phone number is optional.

7. If the jurisdiction under the law of which your company is formed, you must provide the address of the principal office of the company, in whatever state or jurisdiction it is located.

7. The address of the office required to be maintained in the jurisdiction under the laws of which the company is organized, if required; or, if not required, the address of the principal office of the company is:
100 West Sixth Street Media, PA 19063

The application must be signed by a member, manager or duly authorized agent.

Executed this 26 day of September, 2006

William H. Muller

[Signature] InfraSource Incorporated, Member by: William H. Muller, Asst. Secretary

[Print Name] (Check One) Member Manager Authorized Agent

See A.R.S. §29-601 et seq. for more info.

0005 Rev. 09/05

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

CERTIFICATE OF REGISTRATION

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****INFRASOURCE SUNESYS, LLC*****

a foreign limited liability company organized under the laws of the jurisdiction of Delaware did obtain a Certificate of Registration in Arizona on the 10th day of October 2006.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 17th Day of October, 2006, A. D.




Executive Director

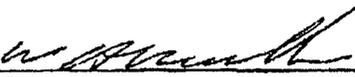
By 

October 6, 2006

Resolution of Sunesys, LLC

"RESOLVED that Sunesys, LLC, a Delaware Limited Liability Company hereby adopts the name of InfraSource Sunesys, LLC for use in the state of Arizona.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said corporation, on this 6th day of October, 2006.



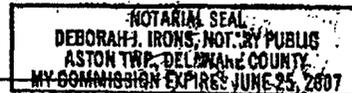
InfraSource Incorporated (MEMBER)
By: William H. Muller, Assistant Secretary

Notary Date:

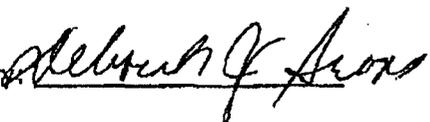
State of Pennsylvania
COUNTY OF: Delaware

The foregoing instrument was acknowledged before me this 6th day of October 2006,
by William H. Muller, Assistant Secretary, a Pennsylvania corporation, on behalf of the
LLC.

My commission expires: _____



SEAL

Signature of Notary: 

7769-1

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNESYS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5099505

DATE: 10-09-06