

**APPLICATION FOR TRANSFER OF CERTIFICATE OF AUTHORITY TO  
PROVIDE COMPETITIVE TELECOMMUNICATIONS SERVICES IN OREGON**

INSTRUCTIONS: Complete every applicable section of this application. Attach additional documents and/or sheets to complete responses (if needed). You will be notified when the Commission receives your application, and again when it has been processed. Upon acceptance of this application, the Commission will publish notice pursuant to ORS 759.020(2). After submitting this application electronically, mail one copy with original signature and all attachments.

Desired Effective Date:

To guarantee processing by the effective date, the Commission must receive an application at least 60 days prior to the desired effective date unless Commission Staff and Applicant have agreed to an earlier effective date. The Commission allows filing and notice prior to effective date of transaction. The Commission will issue an order on the desired effective date unless Applicant files a notice of extension or withdraws the application.

**SECTION I -- Transferee/Surviving Entity Information**

1. Exact Legal Name of Surviving Entity or Transferee:

**SunGard NetWork Solutions Inc.**

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)  
*Must be registered with the Corporation Division.*

Applicant's Type of Legal Entity (e.g., corporation, limited partnership)  
**Corporation**

Business Address

**680 East Swedesford Road  
Wayne PA 19087**

Phone **484-582-2000**

Fax **610-687-3725**

Email

2. Name and Address of Person to be Contacted for Further Information Regarding This Application:

**Timothy J. Fitzgibbon, Esq.  
Carter, Ledyard & Milburn LLP  
1401 Eye Street, NW, Suite 300  
Washington DC 20005**

Phone **202-898-1515**

Fax **202-898-1521**

Email **fitzgibbon@clm.com**

3. Name and Address of Person to be Contacted for Regulatory Information (Commission will send requests for information to this person).

**Spencer Slattery  
SunGard NetWork Solutions, Inc.  
401 North Broad Street, Suite 600  
Philadelphia PA 19108**

Phone **215-351-3627**

Fax **215-965-3443**

Email **spencer.slattery@sungard.com**

4. **Affiliated Interests:**

As of the date of the transfer, will you be, or are you now, or have you ever been affiliated with any provider of telecommunications service that serves Oregon? If so, who? When? Describe affiliation. Affiliated interest is defined in OAR 860-032-0001.

**5. Previous Certificates of Authority:**

List each certificate of authority previously granted by the Oregon PUC to Applicant and to each affiliated entity, under a legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate include: name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
a.	See Exhibit A		
b.			
c.			
d.			

**SECTION II -- Transferring Entity (Transferor) Information**

*By completing this information the Transferor acknowledges that it will no longer have authority and cannot provide the telecommunications services that are transferred.*

**1. Exact Legal Name of Transferring or Merging Entity (Transferor):**

**InFlow, Inc.**

Applicant's Assumed Business Name(s) (if any) (e.g., dba, aka)

*Must be registered with the Corporation Division.*

**n/a**

Applicant's Type of Legal Entity (e.g., corporation, limited partnership)

**Corporation**

Business Address

**550 E. 84th Avenue, Suite E-5  
Thornton CO 80229**

Phone **303-942-2916**

Fax **303-942-2992**

Email **doconnor@inflow.com**

**2. Name and Address of Person to be Contacted for Further Information Regarding the Application:**

**Debra L. O'Connor, Esq.**

**550 E. 84th Avenue**

**Suite E-5**

**Thornton CO 80229**

Phone **303-942-2916**

Fax **303-942-2992**

Email **doconnor@inflow.com**

**3. Name and Address of Person to be Contacted for Regulatory Information (Commission will send requests for information to this person). Please provide the email address:**

**Debra L. O'Connor, Esq.**

**550 E. 84th Avenue**

**Suite E-5**

**Thornton CO 80229**

Phone **303-942-2916**

Fax **303-942-2992**

Email **doconnor@inflow.com**

**4. Certificates of Authority to be Transferred:**

- a. List each certificate of authority previously granted by the Oregon PUC to Transferor, under its legal name, an assumed business name, or any other name. Include all certificates whether or not canceled. For each certificate provide the name of entity, docket number, and order number.

	Name of Entity	Docket Number	Order Number
1)	InFlow, Inc.	CP 886	01-144
2)			
3)			
4)			

- b. Do you request that ALL authority to provide telecommunications service be transferred?  Yes  No
- c. If response to 4.b. is No, describe what authority is to be transferred and what authority is to be retained by the Transferor.

**Note: The transferring entity (Transferor) will no longer be authorized to provide the telecommunications services that are transferred.**

**SECTION III -- Nature of Transaction between Transferee and Transferor (describe in detail)**

See Exhibit B.

**Please use additional sheets if necessary to fully answer any item.**

**SECTION IV -- Conditions of a Certificate of Authority**

As a condition of a certificate of authority, certificate holder must comply with all applicable Commission rules and state law, as well as conditions listed in the certificate.

For your convenience, following is a summary of some conditions from OAR 860-032-0001 et seq. (Division 32). Additional conditions will be specified in the certificate.

- a. Certificate holder shall provide only telecommunications services authorized by the certificate.
- b. Certificate holder's books and records shall be open to inspection by the Commission to the extent necessary to verify information required by the Commission's rules.
- c. Certificate holder shall pay all access charges and subsidies imposed pursuant to the Commission's rules.
- d. Certificate holder shall pay an annual fee to the Commission pursuant to the Commission's rules. This fee will be based on the certificate holder's annual gross retail intrastate revenues and will be no less than \$100 per calendar year. The certificate holder shall collect the fee by charging an equitable amount to each retail customer and describe the amount of the apportioned charge on each retail customer's bill, pursuant to the Commission's rules.
- e. The surviving entity (Transferee) is responsible for the annual PUC fee and all other fees incurred by the transferring entity (Transferor) as of the date the Commission approves the transfer.
- f. Certificate holder shall respond in a timely manner to Commission inquiries.

Pursuant to Residential Service Protection statutes, Chapter 290, Oregon Laws 1987, and Division 033, certificate holder shall be responsible to ensure that the Residential Service Protection Fund surcharge is remitted to the Commission. This surcharge is assessed against each paying retail subscriber at a rate that is set annually by the Commission.

Applicant understands that all services provided by Applicant must comply with all applicable Commission rules and state law, and with conditions of the certificate (check box at left).

<p><i>Signature of Person Authorized to Represent Transferee/Surviving Entity</i></p> <hr/> <p>Typewritten Name <b>Spencer Slattery</b></p>	<p>Title <b>Vice President</b></p> <p>Date <b>06/30/05</b></p>
<p><i>Person Authorized to Represent Transferring Entity (Transferor)</i></p> <hr/> <p>Typewritten Signature <b>Edward C. McKeever</b></p>	<p>Title <b>Vice President &amp; Controller</b></p> <p>Date <b>06/30/05</b></p>
<p><b>By signing this document I certify that I am a legal representative of this entity and that by transferring the authority to provide telecommunications to the above noted surviving entity, the transferring entity no longer has authority to provide telecommunications services that are transferred.</b></p>	

**EXHIBIT A**

**AFFILIATED INTERESTS OF APPLICANT**

InFlow, Inc. ("InFlow") currently holds a Certificate of Authority to Provide Telecommunications Service in Oregon and Classification as a Competitive Provider, Docket No. CP 886, Order No. 01-144, entered on January 30, 2001 ("Certificate of Authority"). SunGard NetWork Solutions Inc. ("SNS") is seeking consent to the assignment of that certificate from InFlow to SNS. SNS is a wholly owned subsidiary of SunGard Data Systems Inc. ("SDS"), a publicly traded company incorporated under the laws of the State of Delaware. SDS' stock is traded on the New York Stock Exchange under the symbol SDS. An affiliate of SNS, SunGard SAS Holdings Inc. ("SASH") acquired all the stock of InFlow's parent company, InFlow Group, Inc. ("IGI") on or about January 4, 2005. Other than the interest currently held in InFlow, neither SNS nor SDS currently is affiliated with or has been affiliated with a provider of telecommunications services that serves Oregon.

## **EXHIBIT B**

### **DESCRIPTION OF THE TRANSACTIONS**

InFlow, Inc. (“InFlow”) and its parent companies are undergoing a series of transactions by which InFlow will be converted to a limited liability company (“LLC”); the assets and liabilities of InFlow (“InFlow Business”) will be transferred to SunGard Availability Services LP (“SASLP”), a Pennsylvania limited partnership that is a wholly owned subsidiary of SunGard Data Systems Inc. (“SDS”); the Oregon certificate currently held by InFlow will be assigned to SunGard NetWork Solutions Inc. (“SNS”), another wholly owned subsidiary of SDS, subject to Commission approval; and ultimate control of SNS will be transferred from the existing shareholders of SDS to holding companies whose direct and indirect owners will be the private equity funds that currently own Solar Capital Corp. (“Solar”), a Delaware corporation, other private equity investors and certain SDS management co-investors. The details of these transaction are set forth below.

On or about January 4, 2005, SunGard SAS Holdings Inc. (“SASH”) acquired all the stock of InFlow’s parent company, InFlow Group Inc. SASH is a Delaware corporation and a wholly-owned indirect subsidiary of SDS. SDS currently is a publicly traded company incorporated under the laws of Delaware. SDS’ stock is traded on the New York Stock Exchange under the symbol SDS.

On March 27, 2005, the board of directors of SDS approved an agreement and plan of merger providing for the acquisition of SDS by Solar. Solar is a Delaware corporation whose owners currently consist of private equity funds sponsored by the following investment firms: Silver Lake Partners, Bain Capital, The Blackstone Group,

Goldman Sachs Capital Partners, Kohlberg Kravis Roberts & Co. L.P., Providence Equity Partners and Texas Pacific Group. Pursuant to the merger agreement, Solar will merge with and into SDS, with SDS being the surviving corporation. Existing public shareholders of SDS generally will receive a cash payment in return for their shares, as set forth more fully in the Preliminary Proxy Statement filed with the United States Securities and Exchange Commission on or about June 24, 2005 and in subsequent amendments thereto. Immediately following the merger, the shareholders of SDS, through a series of equity contributions, expect to establish a three-tier holding company structure for SDS and the three newly-formed Delaware corporations will become direct and indirect owners of SDS. As a result, SDS will be owned and controlled by the holding companies whose direct and indirect owners will be the private equity funds that currently own Solar, other private equity investors and certain SDS management co-investors. The merger is expected to close in the third quarter of 2005.

It is expected that on or about June 30, 2005, InFlow will be converted to an LLC and all of its assets and liabilities will be assigned to SASLP. However, SASLP will subcontract the network service requirements to InFlow until such time as the transfer of InFlow's certification to SNS has been approved. Consequently, upon consummation of the transactions described herein: (a) InFlow will become an LLC and will cease to operate the InFlow Business; (b) the InFlow Business will be transferred to and operated by SASLP; (c) the Oregon Certificate of Authority currently held by InFlow will be assigned to SNS, subject to Commission approval; and (d) SDS, the ultimate parent of SNS, will be owned and controlled by holding companies whose direct and indirect owners will be the private equity funds that currently own Solar, other private

equity investors and certain SDS management co-investors. Copies of the Preliminary Proxy Statement and the Agreement and Plan of Merger between SDS and Solar are available on-line from the SEC at <http://www.sec.gov/edgar.shtml>.