

INFRASOURCE SERVICES INC  
Form SC 13D/A  
December 20, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**SCHEDULE 13D**  
**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO**  
**RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**  
(Amendment No. 1)

**InfraSource Services, Inc.**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**45684P102**

(CUSIP Number)

**John B. Frank**

**Principal and General Counsel**

**Oaktree Capital Management, LLC**

**333 South Grand Avenue, 28<sup>th</sup> Floor**

**Los Angeles, California 90071**

**(213) 830-6300**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**December 8, 2005**

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(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box:

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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1. NAME OF REPORTING PERSONS: Oaktree Capital Management, LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)    
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

Not applicable.

5. (CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e))

6. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

12,200,475

8. SHARED VOTING POWER

12,200,475

9. SOLE DISPOSITIVE POWER

12,200,475

10. SHARED DISPOSITIVE POWER

12,200,475

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,400,950

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

61.6%

14. TYPE OF REPORTING PERSON

IA, OO

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1. NAME OF REPORTING PERSONS: GFI Energy Ventures, LLC

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)    
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

Not applicable.

5. (CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e))

6. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

-0-

8. SHARED VOTING POWER

12,200,475

9. SOLE DISPOSITIVE POWER

-0-

10. SHARED DISPOSITIVE POWER

12,200,475

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,200,475

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

30.8%

14. TYPE OF REPORTING PERSON

IA, OO

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1. NAME OF REPORTING PERSONS: OCM Principal Opportunities Fund II, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)    
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

Not applicable.

5. (CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e))

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

12,200,475

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

12,200,475

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,200,475

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

30.8%

14. TYPE OF REPORTING PERSON

PN

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1. NAME OF REPORTING PERSONS: OCM/GFI Power Opportunities Fund, L.P.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP

(a)    
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

Not applicable.

5. (CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e))

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

12,200,475

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

12,200,475

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,200,475

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

30.8%

14. TYPE OF REPORTING PERSON

PN

## Edgar Filing: INFRASOURCE SERVICES INC - Form SC 13D/A

This Amendment No. 1 amends the Statement on Schedule 13D, dated May 27, 2004 (the "Schedule 13D"), relating to shares of the common stock, \$.001 par value per share (the "Common Stock"), of InfraSource Services, Inc., a Delaware corporation (the "Issuer").

Unless otherwise indicated, each capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the Schedule 13D.

### ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby amended and supplemented as follows:

(a)-(c) & (f)

In addition to Oaktree and the OCM Funds, this amended Schedule 13D is filed on behalf of GFI Energy Ventures, LLC, a California limited liability company ("GFI"), in its capacity as co-general partner of the Power Fund.

The principal business of GFI is providing investment advice and management services to institutional and individual investors. GFI is the co-general partner of the Power Fund. Based on GFI's relationship with the Power Fund, GFI may be deemed to share beneficial ownership of the shares of Common Stock of the Issuer held by the Power Fund.

The address of the principal business and principal office of GFI is 11611 San Vicente Boulevard, Suite 710, Los Angeles, California 90049. The members and executive officers of GFI are listed below. The principal address for each member and executive officer of GFI is 11611 San Vicente Boulevard, Suite 710, Los Angeles, California 90049. Each individual below is a citizen of the United States of America.

#### Executive Officers & Members

Lawrence D. Gilson

Richard K. Landers

Chairman and Principal

Principal