

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g)
OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS
UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934.

Commission File Number 001-13293

SUNSOURCE INC.

(Exact name of registrant as specified in its charter)

3000 ONE LOGAN SQUARE
PHILADELPHIA, PA 19103
(215) 282-1290

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

COMMON STOCK, PER VALUE \$0.01 PER SHARE

(Title of each class of securities covered by this Form)

Preferred Securities Guarantee
Preferred Share Purchase Rights
11.6% Junior Subordinated Debentures

(Titles of all other classes for which a duty to file
reports under section 13(a) or 15(d) remains)

Rule 12g-4 (a) (1) (i)	<input checked="" type="checkbox"/>	Rule 12h-4 (b) (1) (i)	<input checked="" type="checkbox"/>
Rule 12g-4 (a) (1) (ii)	<input type="checkbox"/>	Rule 12h-4 (b) (1) (ii)	<input type="checkbox"/>
Rule 12g-4 (a) (2) (i)	<input type="checkbox"/>	Rule 12h-4 (b) (2) (i)	<input type="checkbox"/>
Rule 12g-4 (a) (2) (ii)	<input type="checkbox"/>	Rule 12h-4 (b) (2) (ii)	<input type="checkbox"/>
		Rule 12d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date:

SEVENTEEN (17)

Pursuant to the requirements of the Securities Exchange Act of 1934,
Sunsorce Inc. has caused this certification/notice to be signed on its behalf
by the undersigned duly authorized person.

Date: October 15, 2001

By: /s/ Joseph M. Corvino

Name: Joseph M. Corvino
Title: Senior Vice President