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May 19, 2000

**FILED**

MAY 19 2000

Missouri Public  
Service Commission

TM-2000-770

The Honorable Dale Hardy Roberts  
Secretary/Chief Regulatory Law Judge  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, MO 65102-0360

Re: American Long Lines, Inc.  
Teligent, Inc.  
Teligent Services, Inc.

Dear Judge Roberts:

Enclosed for filing please find the original and eight copies of a Joint Application and Petition. I note that I have provided a faxed copy of the affidavit labeled Exhibit 6 and will file the original affidavit with the Commission as soon as it is available.

Please contact me if there are any questions concerning this filing. Thank you very much.

Sincerely,

NEWMAN, COMLEY & RUTH P.C.

By:



Cathleen A. Martin  
martinc@ncrpc.com

CAM/slw

Enclosures

cc: Office of Public Counsel  
Robert E. Stup  
Nancy Killien Spooner

FILED

BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI

MAY 19 2000

Missouri Public  
Service Commission

In the Matter of the Joint Application )  
of American Long Lines, Inc., )  
and Teligent, Inc. for Consent to the )  
Transfer of Ownership and Control of )  
American Long Lines, Inc. from Alan )  
Widra and Trusts for the Benefit of Certain )  
of his Family Members to Teligent, Inc. )

Case No. TM-2000-770

JOINT APPLICATION AND PETITION

COMES NOW Alan Widra ("Mr. Widra") and trusts for the benefit of certain of his family members (collectively the "Shareholders"), American Long Lines, Inc. ("ALL"), and Teligent, Inc. ("Teligent") and its affiliates, including Teligent Services, Inc. ("TSI") (collectively, the "Applicants"), and pursuant to Section 392.300, RSMo 1994, hereby apply to and petition the Missouri Public Service Commission ("the Commission") for approval of the transfer of control of ALL from the Shareholders to Teligent, including control of ALL's authorizations to provide telecommunications services in the State of Missouri.

Applicants respectfully submit the following in support of this Joint Application and Petition:

1. Mr. Widra is a resident of the State of Pennsylvania, sole director, Chief Executive Officer, President, Treasurer and Secretary of ALL. The Shareholders own 100% of the equity of ALL. ALL is a Pennsylvania corporation qualified to transact business in the State of Missouri. ALL operates as a reseller of intrastate telecommunication services pursuant to its Certificate of Service Authority which was issued by the Commission in Case No. TA-97-363 on April 16, 1997. A copy of ALL's

Certificate of Good Standing issued by the Secretary of State for the State of Missouri is attached as Exhibit 1.

2. Teligent is a Delaware corporation qualified to transact business in the State of Missouri. Teligent provides resold intraLATA and interLATA long distance telecommunications services in Missouri pursuant to its Certificate of Service Authority issued by the Commission in Case Nos. TA-98-258 and TA-98-259 on September 9, 1998 and April 30, 1998, respectively. A copy of Teligent's certificate of good standing issued by the Secretary of State for the State of Missouri is attached as Exhibit 2.

3. Teligent also is the controlling party of Easton Telecom Services, Inc. ("Easton"), an Ohio corporation authorized to do business within the State of Missouri. Teligent received Commission approval to transfer to Teligent control of Easton in Case No. TM-2000-377 on February 1, 2000. A copy of Easton's certificate of good standing issued by the Secretary of State for the State of Missouri is attached as Exhibit 3.

4. TSI is a wholly owned subsidiary of Teligent and is a newly created Delaware corporation. TSI also is qualified to transact business in the State of Missouri. TSI has applied for a Certificate of Service Authority to provide basic local exchange and local exchange intrastate telecommunications services in Missouri in Case No. TA-2000-578 which is pending before the Commission. TSI has applied for a Certificate of Service Authority to provide interexchange and local exchange telecommunication services in Missouri in Case No. TA-2000-581 which is pending before the Commission. A copy of TSI's certificate of good standing issued by the Secretary of State for the State of Missouri is attached as Exhibit 4.

5. Teligent and TSI also have requested that the Commission allow them to reorganize their corporate structure and operations to complete a series of transactions related thereto including the transfer of all of Teligent's assets related to its regulated Missouri operations to TSI in Case No. TA-2000-584 which is pending before the Commission.

6. Teligent and the Shareholders are negotiating the terms of an agreement whereby Teligent will ultimately acquire indirect ownership and control of 100 percent of the equity of ALL. It is currently contemplated that the acquisition itself will be accomplished through a proposed reverse triangular merger involving a yet unnamed merger company ("Merger Sub"), a wholly-owned subsidiary of Teligent that will be created solely to effectuate the merger. ALL will ultimately become a wholly-owned subsidiary of TSI, a subsidiary of Teligent. Pursuant to the proposed merger agreement, Merger Sub will be merged with and into ALL, with ALL the surviving entity, and wholly-owned by Teligent. Teligent will then contribute the ALL stock to TSI, resulting in ALL becoming a wholly-owned subsidiary of TSI and an indirect wholly-owned subsidiary of Teligent. A copy of diagrams of ALL's current and proposed ownership are attached hereto as Exhibit 5.

7. The qualifications of Teligent to own a certificated telecommunications provider are a matter of Commission record. Teligent is a publicly-traded corporation with a market capitalization currently in excess of \$1.7 billion. In addition, Teligent has previously demonstrated to the Commission's satisfaction its managerial and technical expertise. Furthermore, just recently, this Commission specifically found that Teligent

was qualified to acquire the ownership and control of another competitive carrier when it approved Teligent's acquisition of Easton. In short, as the owner of two certificated telecommunications carriers - TSI and Easton - Teligent has clearly established its qualifications to own and control ALL.

8. The transfer of control to Teligent of ALL will result in numerous benefits that will ultimately inure to the benefit of ALL's Missouri customers. These benefits include increased economies of scale that will result in internal administrative savings. ALL also will gain access to the financial qualifications and managerial and technical expertise of Teligent.

9. The transfer to Teligent of the ownership of ALL will be seamless and transparent to ALL's Missouri customers because it amounts to only a "paperwork" change. ALL will continue to provide service under its current name in accordance with its currently effective tariff. Teligent's acquisition of ALL will not result in any change in the terms and conditions of ALL's services. As a competitive carrier, however, ALL reserves the right to modify its services and the terms and conditions thereof, in accordance with the Commission's rules. Furthermore, ALL's management and employees will remain.

10. Attached hereto as Exhibits 6 and 7 are affidavits from Terri B. Natoli, Vice President of Teligent and TSI and Assistant Secretary of Teligent, TSI and Merger Sub, and Mr. Doug Derstine, Executive Vice President and Chief Operating Officer of ALL, confirming the accuracy of the statements made in this filing.

11. The principal business address, telephone number, and point of contact of

Teligent, TSI and Merger Sub are as follows:

Terri B. Natoli, Esq.  
Vice President, Regulatory Affairs  
and Public Policy  
Teligent, Inc.  
8065 Leesburg Pike, Suite 400  
Vienna, VA 22182  
(703) 762-5183 - Telephone  
(703) 762-5584 - Facsimile  
terri.natoli@teligent.com - Email

12. The principal place of business, address, telephone number and point of contact of ALL are as follows:

Doug Derstine  
Executive Vice President and  
Chief Operating Officer  
American Long Lines, Inc.  
400 Horsham Road  
Horsham, PA 19044  
(800) 569-8280 x269 - Telephone  
(215) 672-6743 - Facsimile  
dderstine@amll.com - Email

13. All inquiries, correspondence, communications, pleadings, notices, orders and decisions related to this application should be directed to:

Counsels for Teligent  
Cathleen A. Martin  
Newman, Comley & Ruth, P.C.  
601 Monroe Street, Suite 301  
P.O. Box 537  
Jefferson City, MO 65102-0537  
(573) 634-2266 - Telephone  
(573) 636-3306 - Facsimile  
martinc@ncrpc.com - Email

Robert E. Stup, Jr.  
Stephen J. Duall  
Squire, Sanders & Dempsey L.L.P.  
P.O. Box 407  
Washington, DC 20044-0407  
(202) 626-6884 - Telephone  
(202) 626-6780 - Facsimile  
Rstup@ssd.com - Email

Counsel to American Long Lines, Inc.  
Nancy Killien Spooner  
Ray Rutngamlug  
Swidler Berlin Shereff Friedman  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
(202) 424-7500 -- Telephone  
(202) 424-7645 -- Facsimile  
nkspooner@swidlaw.com -- E-mail

14. Since Teligent previously found to be qualified to provide telecommunications services in the State of Missouri and because the Commission recently approved a nearly identical acquisition by Teligent of another competitive telecommunications provider, the Applicants believe that the processing of this application request should be possible on an expedited basis.

15. Consummation of the transactions referenced herein is expected to have no impact on the tax revenues of the political subdivisions within which the structures, facilities, and equipment of Applicants are located.

16. Neither ALL, Teligent nor TSI have either pending or final decisions or judgments against them from any state or federal agency involving service to customers or rates charged.

17. The Applicants have no overdue annual reports or assessment fees.

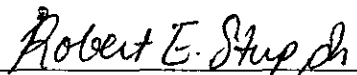
18. The Applicants are prepared to answer any questions, present additional information about their services, or provide a copy of this request to any interested party requesting a copy and to any persons that the Commission directs by order or by its rules.

WHEREFORE, the Applicants respectfully request that the Commission act expeditiously to approve Applicants' request for consent to the transfer of control of ALL to Teligent, including ALL's authority to provide telecommunications services in the State of Missouri, and to grant any other relief that it deems appropriate.

Respectfully submitted,



Cathleen A. Martin  
Newman, Comley & Ruth, P.C.  
601 Monroe Street, Suite 301  
P.O. Box 537  
Jefferson City, MO 65102-0537  
(573) 634-2266 - Telephone  
(573) 636-3306 - Facsimile  
martinc@ncrpc.com - Email



Robert E. Stup, Jr. *by cam*  
Stephen J. Duall  
Squire, Sanders & Dempsey L.L.P.  
1201 Pennsylvania Avenue, NW  
Washington, DC 20004  
(202) 626-6884 - Telephone  
(202) 626-6780 - Facsimile  
Rstup@ssd.com - Email  
Counsel to Teligent, Inc. and its Affiliates

Nancy Killien Spooner  
Nancy Killien Spooner *by CAM*  
Ray Rutngamlug  
Swidler Berlin Shereff Friedman  
3000 K Street, N.W., Suite 300  
Washington, D.C. 20007  
(202) 424-7500 - Telephone  
(202) 424-7645 - Facsimile  
nkspooner@swidlaw.com - E-mail  
Counsel to American Long Lines, Inc.

**Certificate of Service**

I hereby certify that on this 19<sup>th</sup> day of May, 2000 a true and correct copy of the above and foregoing document was hand-delivered to the Office of Public Counsel, Truman Building, Room 250, Jefferson City, MO 65101.

Cathleen A. Martin

No. F00434425

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

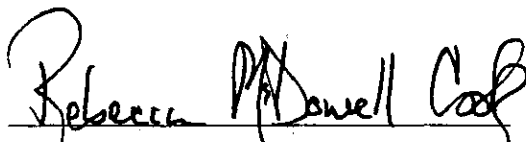
AMERICAN LONG LINES, INC.

using in Missouri the name

AMERICAN LONG LINES, INC.

a PENNSYLVANIA corporation filed its Evidence of Incorporation with this State on the 10th day of DECEMBER, 1996, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 18th day of MAY, 2000.

  
Secretary of State

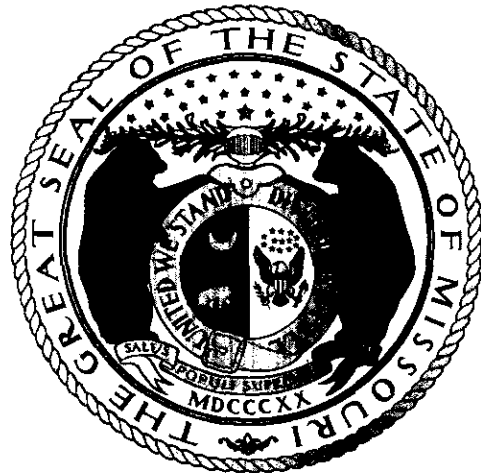


EXHIBIT 1

No. F00448090

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

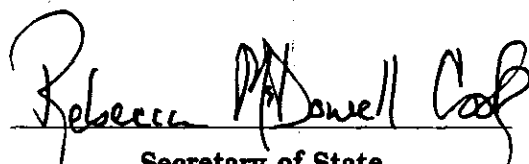
TELIGENT, INC.

using in Missouri the name

TELIGENT, INC.

a DELAWARE corporation filed its Evidence of Incorporation with this State on the 7th day of NOVEMBER, 1997, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 18th day of MAY, 2000.

  
Secretary of State



No. F00418330

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

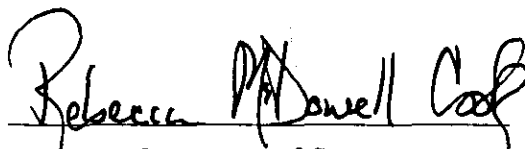
EASTON TELECOM SERVICES INC.

using in Missouri the name

EASTON TELECOM SERVICES INC.

an OHIO corporation filed its Evidence of Incorporation with this State on the 6th day of NOVEMBER, 1995, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 19th day of MAY, 2000.

  
Secretary of State



No. F00470414

# STATE OF MISSOURI



**Rebecca McDowell Cook**  
**Secretary of State**

## CORPORATION DIVISION

### CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, REBECCA McDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

TELIGENT SERVICES, INC.

using in Missouri the name

TELIGENT SERVICES, INC.

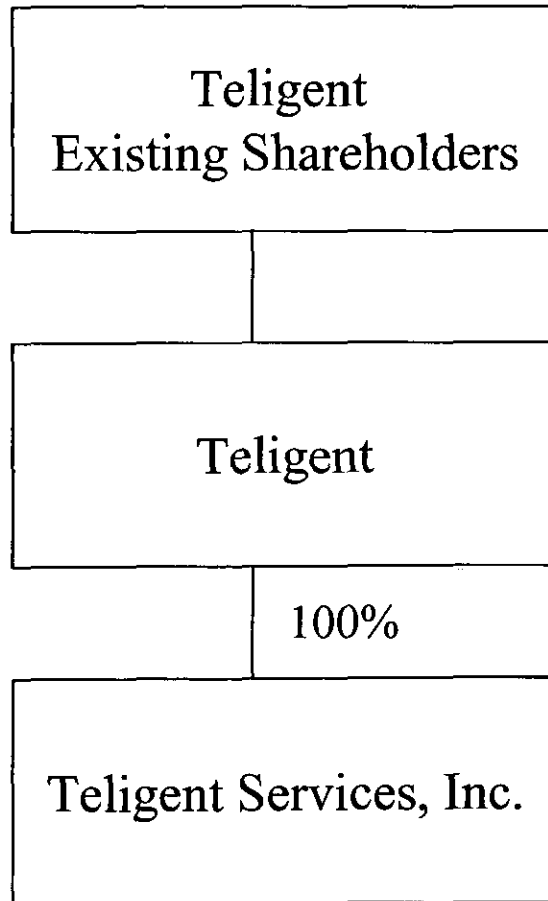
a DELAWARE corporation filed its Evidence of Incorporation with this State on the 4th day of JUNE, 1999, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 18th day of MAY, 2000.

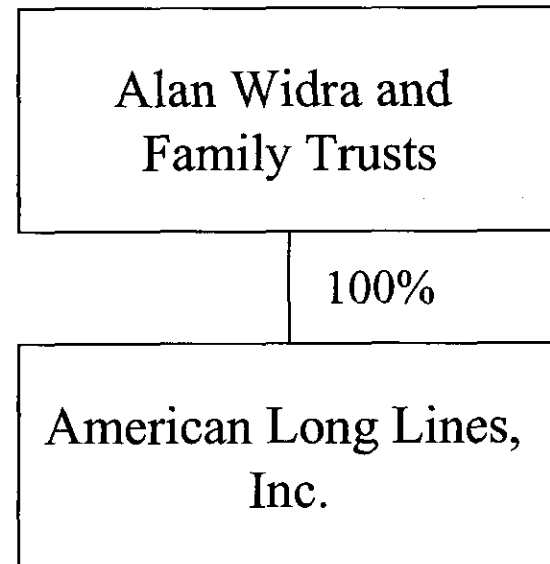
  
Secretary of State



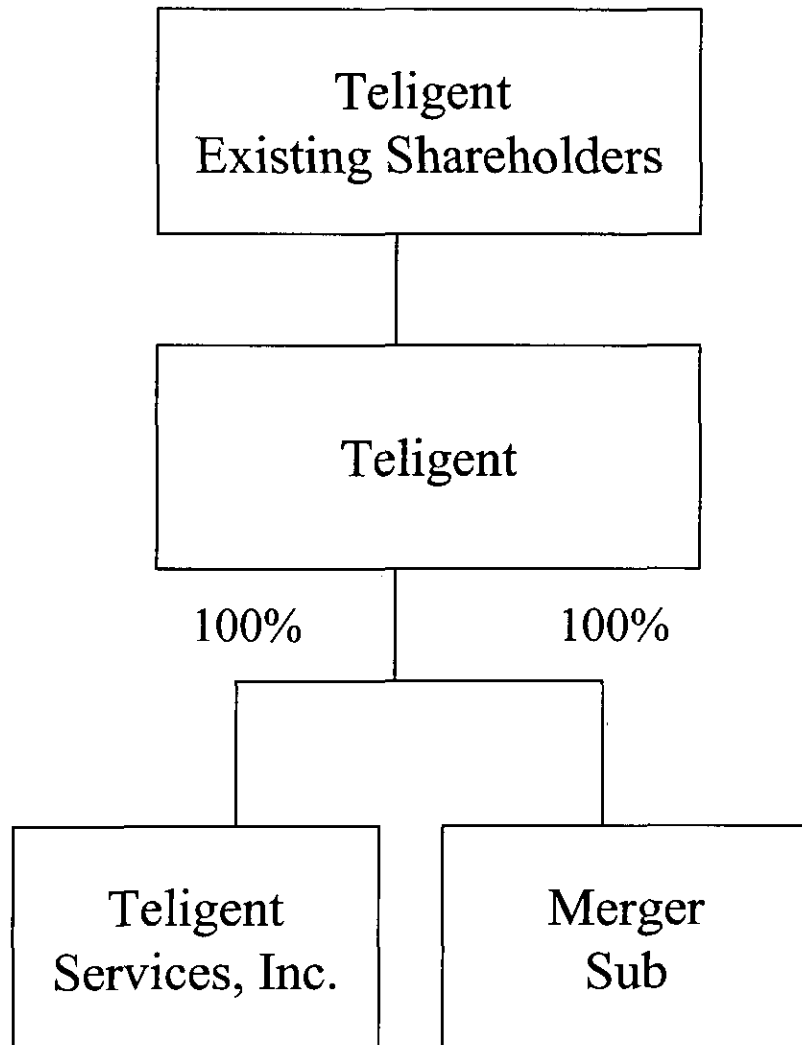
# Teligent, Inc.'s Proposed Acquisition of American Long Lines, Inc.



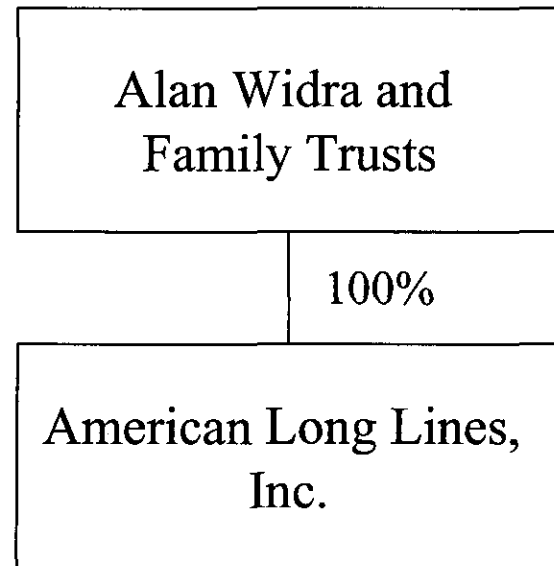
## Step 1: Before



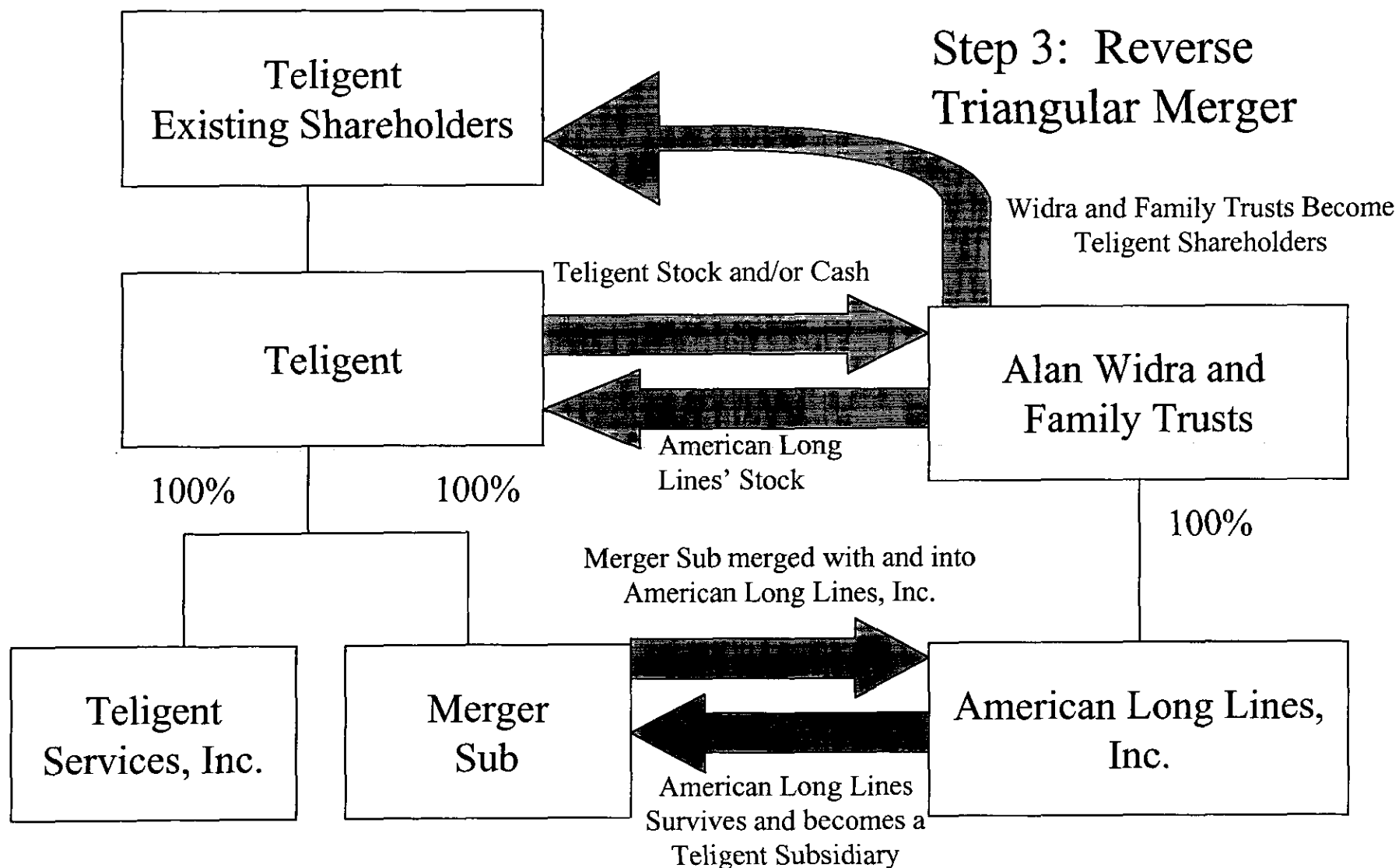
# Teligent, Inc.'s Proposed Acquisition of American Long Lines, Inc.



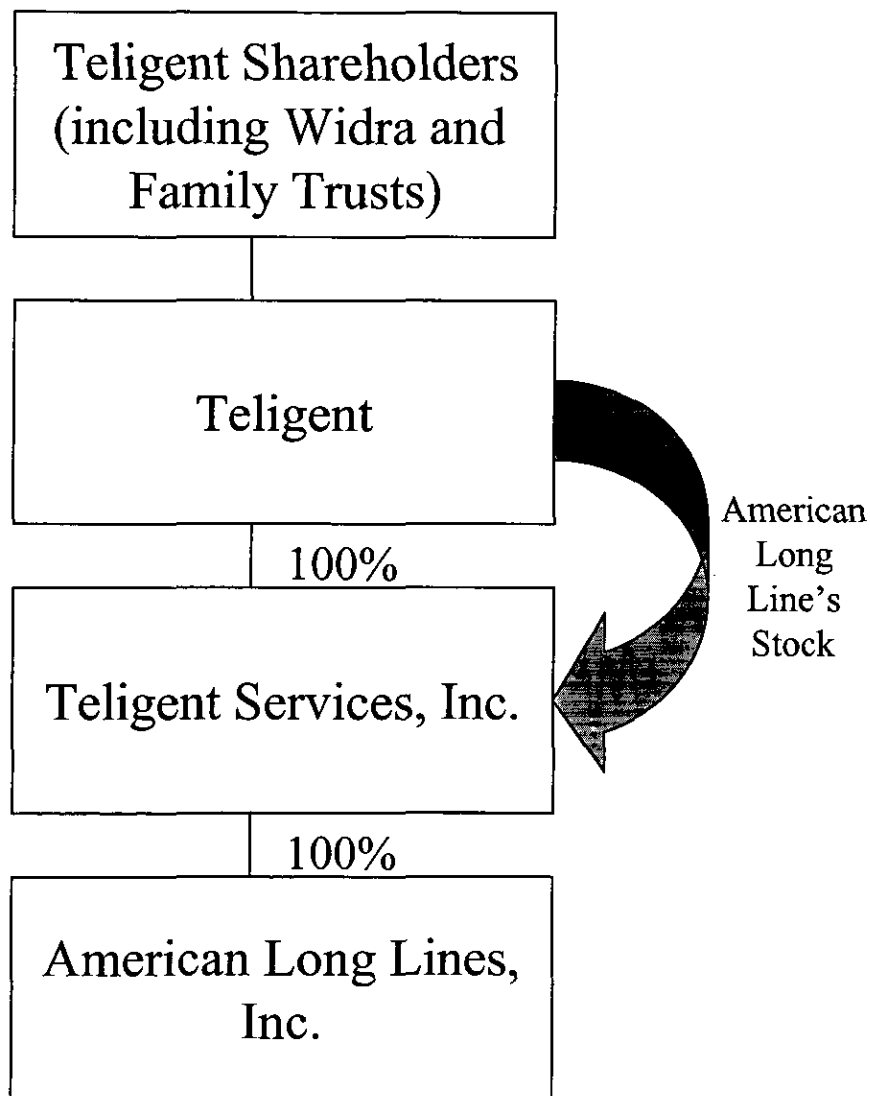
Step 2: Teligent  
creates merger  
subsidiary



# Teligent, Inc.'s Proposed Acquisition of American Long Lines, Inc.



# Teligent, Inc.'s Proposed Acquisition of American Long Lines, Inc.



Step 4: Teligent contributes American Long Line's stock to Teligent Services, Inc. resulting in American Long Lines becoming a wholly owned subsidiary of Teligent Services, Inc.

**AFFIDAVIT**

STATE OF VIRGINIA §  
§  
COUNTY OF FAIRFAX §

I, Terri B. Natoli, being first duly sworn, depose and state that I am Vice President and Assistant Secretary of Teligent, Inc. ("Teligent") and Teligent Services, Inc. ("TSI"). I swear or affirm that I am familiar with the contemplated transaction between American Long Lines, Inc and Teligent. Furthermore, I have read the foregoing request for Commission consent to the proposed acquisition and the facts stated therein are true and correct to the best of my knowledge, information, and belief.

Terri B. Natoli  
Terri B. Natoli

Subscribed and sworn to me this 16<sup>th</sup> day of May 2000.

Kelly M. Carpenter  
Notary Public

**AFFIDAVIT**

STATE OF PENNSYLVANIA

§

COUNTY OF Montgomery

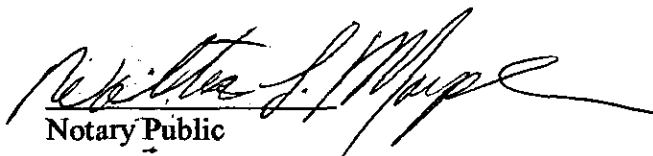
§

§

I, Doug Derstine, being first duly sworn, depose and state that I am Executive Vice President and Chief Operating Officer of American Long Lines, Inc. I swear or affirm that I am familiar with the contemplated transaction between American Long Lines, Inc. and Teligent. Furthermore, I have read the foregoing request for Commission consent to the proposed acquisition and the facts stated therein relating to American Long Lines, Inc. are true and correct to the best of my knowledge, information, and belief.

  
Doug Derstine

Subscribed and sworn to me this 18<sup>th</sup> day of May 2000.

  
Notary Public

