

Squire, Sanders & Dempsey
L.L.P.

Telephone (202) 626-6600

Cable Squire D.C.

Telecopier (202) 626-6780

Counsellors at Law
1201 Pennsylvania Avenue, N.W.
P.O. Box 407
Washington, D.C. 20044-0407

Direct Dial Number

December 18, 1999

FILED

DEC 21 1999

**Missouri Public
Service Commission**

VIA OVERNIGHT DELIVERY

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
Harry S Truman State Office Building
301 W. High Street
Jefferson City, MO 65101

TM-2000-377

**Re: In the Matter of
EASTON TELECOM SERVICES, INC.
Joint Petition of Robert E. Mocas and Teligent, Inc. for Consent to the
Transfer of Control of Easton Telecom Services, Inc. from Robert E. Mocas
to Teligent, Inc.**

Dear Mr. Roberts:

Attached herewith are an original and 14 copies of the above-referenced Joint Petition. Please date stamp and return to me in the enclosed envelope the extra copy that has been included. If you have any questions or require additional information, please call me at (202) 626-6884.

Respectfully submitted,



Carl M. Bennett
(Missouri Bar #0036381)
Robert E. Stup, Jr.
Counsel to Teligent

cc: Office of the Public Counsel

*Batistana . Brussels . Budapest . Cleveland . Columbus . Hong Kong . Houston
Jacksonville . Kyiv . London . Madrid . Miami . Moscow . New York . Phoenix . Prague . Taipei*

FILED

DEC 21 1999

Before the
PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

Missouri Public
Service Commission

In the Matter of

EASTON TELECOM SERVICES, INC.

Joint Petition of Robert E. Mocas and
Teligent, Inc. for Consent to the Transfer of
Control of Easton Telecom Services, Inc.
from Robert E. Mocas to Teligent, Inc.

Case No. TM-2000-377

JOINT PETITION

Robert E. Mocas ("Mocas"), Easton Telecom Services, Inc. ("Easton"), and Teligent, Inc. and its affiliates ("Teligent") (collectively, the "Petitioners") jointly petition the Public Service Commission ("Commission"), pursuant to the statutes and regulations of the State of Missouri, for consent to the transfer of control of Easton from Mocas to Teligent, including control of Easton's authorizations to provide telecommunications services in the State of Missouri.

In support, the Petitioners provide the following additional information:

1. Mr. Mocas is a resident of the State of Ohio and the President and sole stockholder of Easton. Easton is an Ohio corporation qualified to transact business in the State of Missouri. Easton received its Certificate of Service Authority to resell competitive interexchange telecommunications services on August 7, 1996 (Case No TA-96-453).
2. Teligent is a Delaware corporation qualified to transact business in the State of Missouri. Teligent, through its wholly-owned subsidiary, Teligent Services, Inc. ("TSI") provides telecommunications services to customers. TSI is the direct parent of Teligent's other current domestic subsidiaries. Teligent applied for authorization for the *pro forma* assignment of all the state authorizations initially held by Teligent to TSI on August 9, 1999 (Case No. TM 2000-103). On November 22, 1999, the Commission directed Staff to assist in the investigation

of the circumstances of the petition and make a report and recommendation on or before December 22, 1999.

3. Teligent and Mocas are negotiating the terms of an agreement whereby Teligent will ultimately acquire indirect ownership and control of 100 percent of the equity of Easton. Immediately prior to the merger, Mocas may transfer his Easton stock to a trust, of which he is the sole trustee. The trust would then transfer the Easton stock to Teligent. The acquisition itself will be accomplished through a proposed reverse triangular merger involving Winston I Corp. ("Merger Sub"), a wholly-owned subsidiary of Teligent created solely to effectuate the merger. Easton will ultimately become a wholly-owned subsidiary of Teligent Services, Inc. ("TSI"), a subsidiary of Teligent. Pursuant to the proposed merger agreement, Merger Sub will be merged with and into Easton, with Easton the surviving entity, and wholly-owned by Teligent. Teligent will then contribute the stock to TSI, resulting in Easton becoming a wholly-owned subsidiary of TSI and an indirect wholly-owned subsidiary of Teligent. Attached hereto are diagrams of Easton's current and proposed ownership.

4. 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 \$3.3 billion. In addition, Teligent has previously demonstrated to the Commission's satisfaction its managerial and technical expertise. In short, as the owner of one certificated telecommunications carrier, that being TSI, Teligent has clearly established its qualifications to own and control Easton.

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

The transfer to Teligent of the ownership of Easton will be seamless and transparent to Easton's Missouri customers because it amounts to only a "paperwork" change. Easton will continue to provide service under its current name in accordance with its currently effective tariff(s). Furthermore, Easton's management and employees will remain.

6. Statement required by 4 CSR 240-2.060(5)(G), Case No. TM-2000-103. The proposed reorganization will not have any impact on the tax revenues of the political subdivisions in which any structures, facilities or equipment of the companies involved in the transaction are located because the proposed reorganization amounts to only a paperwork change and will not result in any changes in the way in which Easton or Teligent and its affiliates provide telecommunications services in the State of Missouri.

7. Statement required by 4 CSR 240-2.060(5)(H), Case No. TM-2000-103. Neither Teligent nor Easton have any pending or final judgments or decisions against it from any state or federal agency that involve customer service or rates.

8. Attached hereto are affidavits from Terri B. Natoli, Vice President of Teligent and TSI and Assistant Secretary of Teligent, TSI and Merger Sub, and Robert E. Mocas, sole shareholder, director, President and Treasurer of Easton confirming the accuracy of the statements made in this filing.

9. Teligent, TSI and Merger Sub's principal business address, telephone number, and point of contact 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

10. Mr. Mocas is Easton's point of contact. Mr. Mocas' and Easton's address and telephone number are as follows:

Robert E. Mocas, President
Easton Telecom Services, Inc.
4646 W. Streetsboro Road
Post Office Box 550
Richfield, OH 44286
(330) 659-6700 - Telephone
(800) 227-8420 – Toll Free

11. Correspondence or communications regarding this filing should be directed to the following:

Counsel for Teligent and its Affiliates
Carl M. Bennett
Robert E. Stup, Jr.
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 for Easton

Patrick D. Crocker

Early, Lennon, Peters & Crocker, P.C.

900 Comercia Building

Kalamazoo, MI 49007-4752

(616) 381-8844- Telephone

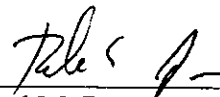
(616) 349-8525 – Facsimile

TelecomAtty@aol.com – Email

12. Because Teligent has been found previously to be qualified to provide telecommunications services in the State of Missouri, the Petitioners believe that the processing of this petition request should be possible on an expedited basis.

13. The Petitioners are prepared to answer any questions, present additional information about its 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.

Respectfully submitted,



Carl M. Bennett

(Missouri Bar #0036381)

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 Teligent, Inc.

and its Affiliates

December 18, 1999

AFFIDAVIT

STATE OF VIRGINIA §
 §
COUNTY OF FAIRFAX §

I, Terri B. Natoli, being first duly sworn, depose and state that I am Vice President of Teligent and Teligent Services, Inc. and Assistant Secretary of Teligent, Inc., Teligent Services, Inc., and Winston I Corp. I swear or affirm that I have read the foregoing and that 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 15th day of December 1999.

Heather L. Buchanan
Heather L. Buchanan

Notary Public In and For the Commonwealth of Virginia.
My Commission expires May 31, 2002



AFFIDAVIT

STATE OF OHIO §
 §
COUNTY OF SUMMIT §

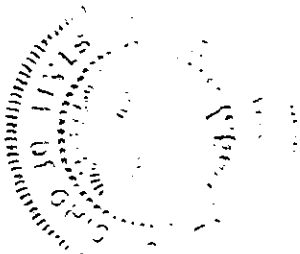
I, Robert E. Mocas, being first duly sworn, depose and state that I am the President and sole shareholder of Easton Telecom Services, Inc. I swear or affirm that I have read the foregoing and that the facts stated therein are true and correct to the best of my knowledge, information, and belief.

Robert E. Mocas
Robert E. Mocas

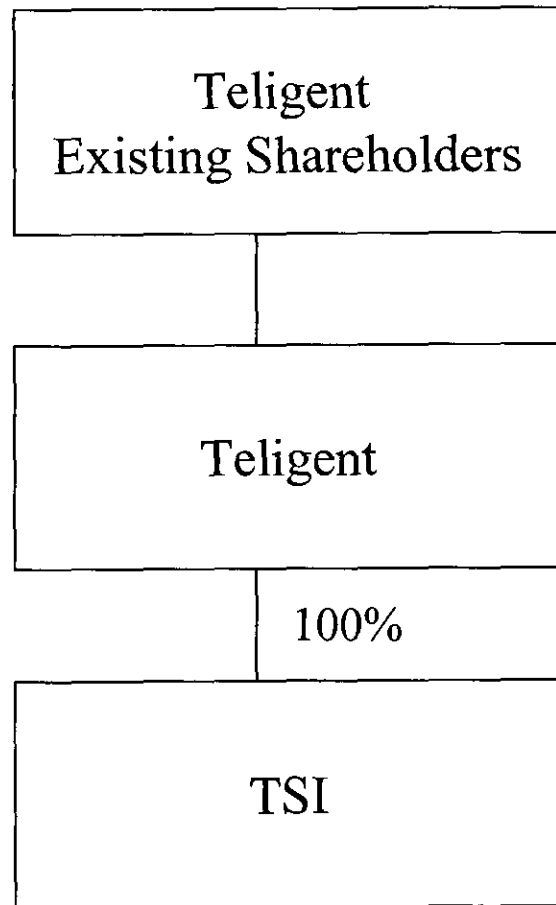
Subscribed and sworn to me this 16th day of December 1999.

Connie E. Sprouse
Notary Public

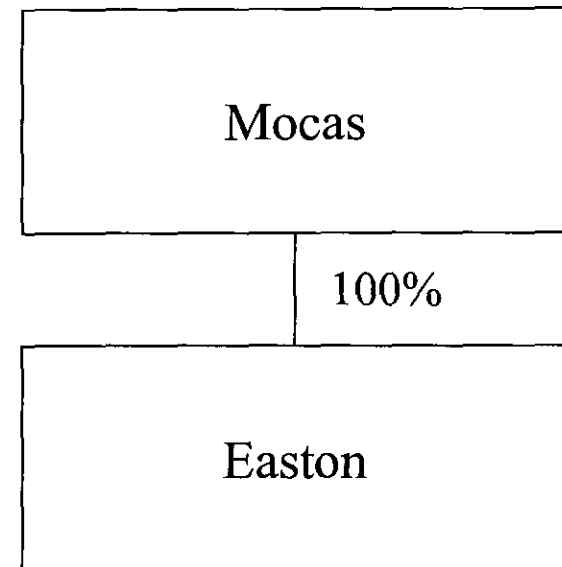
CONNIE E. SPROUSE, Notary Public
STATE OF OHIO
Resident of Summit County
My Commission Expires November 23, 2003



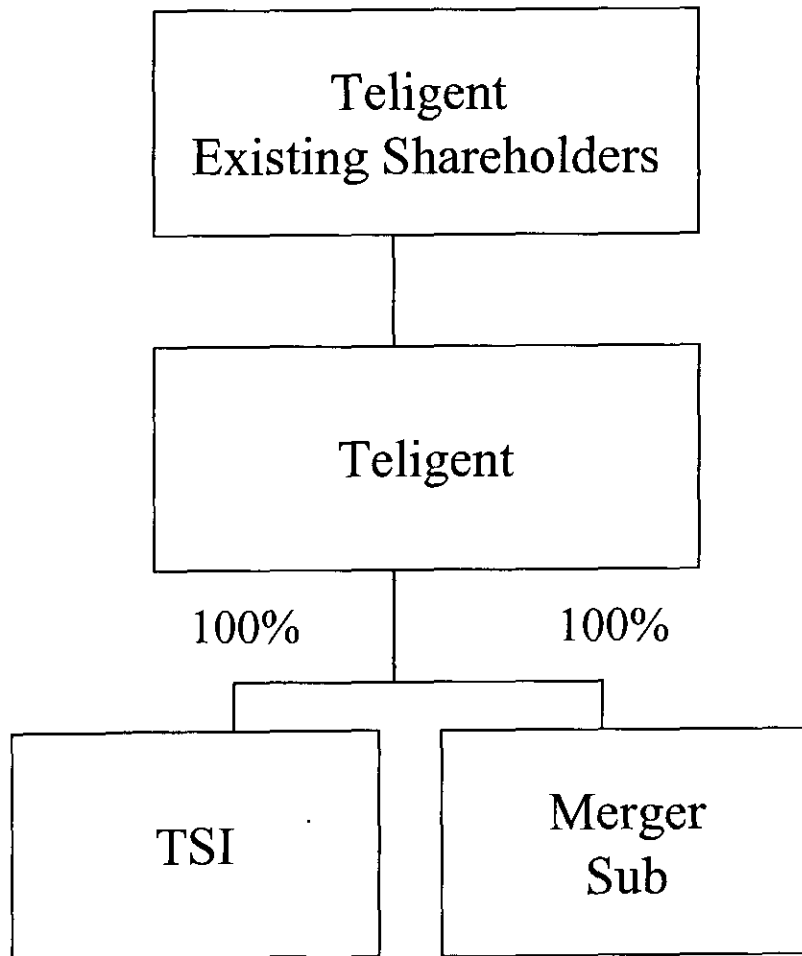
Teligent, Inc. Acquisition of Easton Telecom Services, Inc.



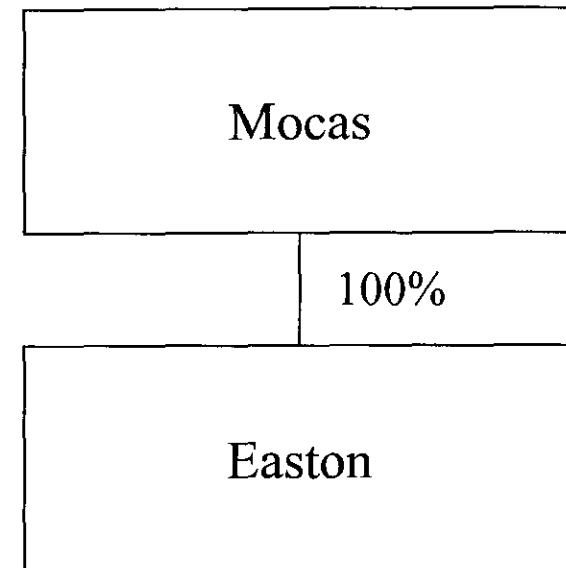
Step 1: Before



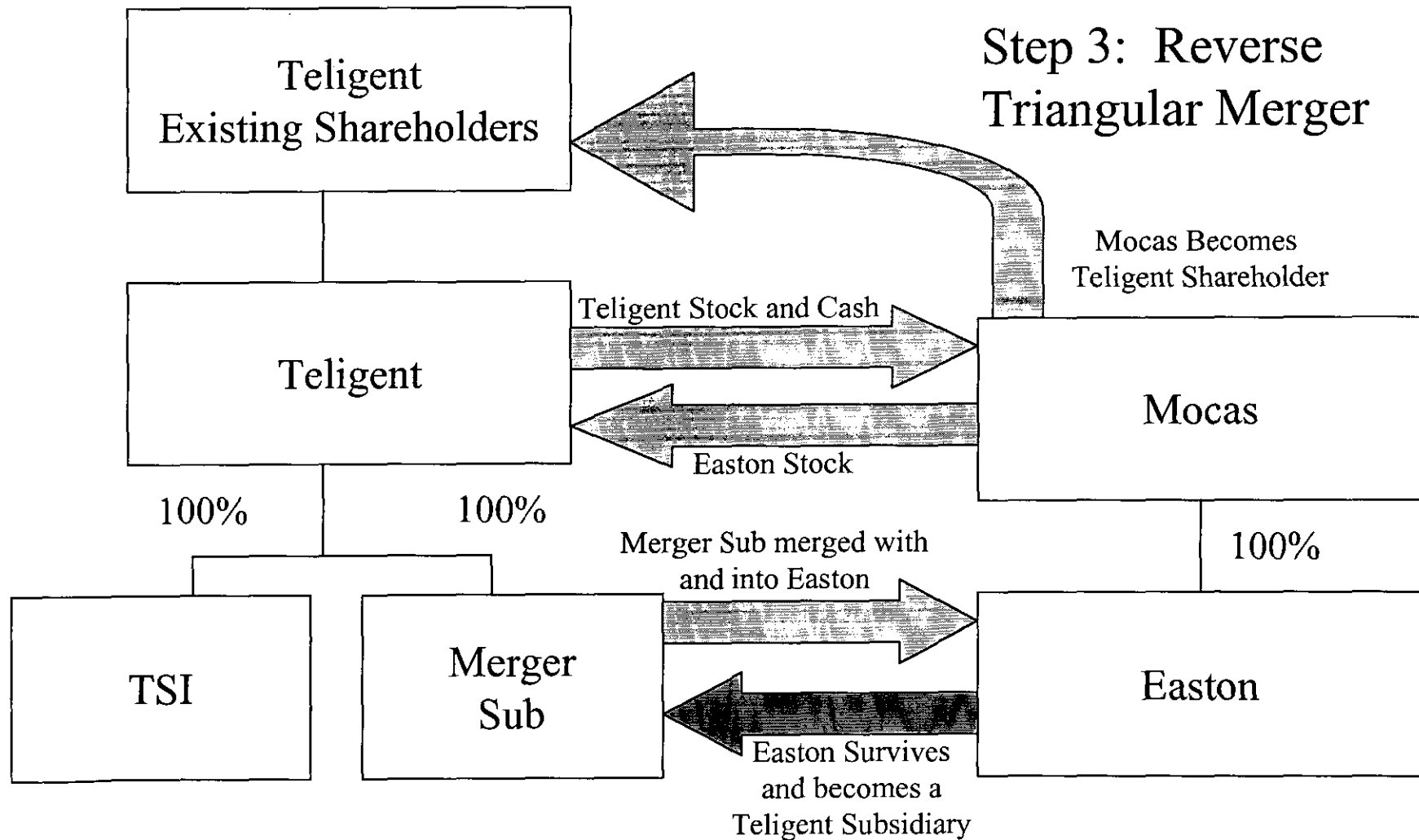
Teligent, Inc. Acquisition of Easton Telecom Services, Inc.



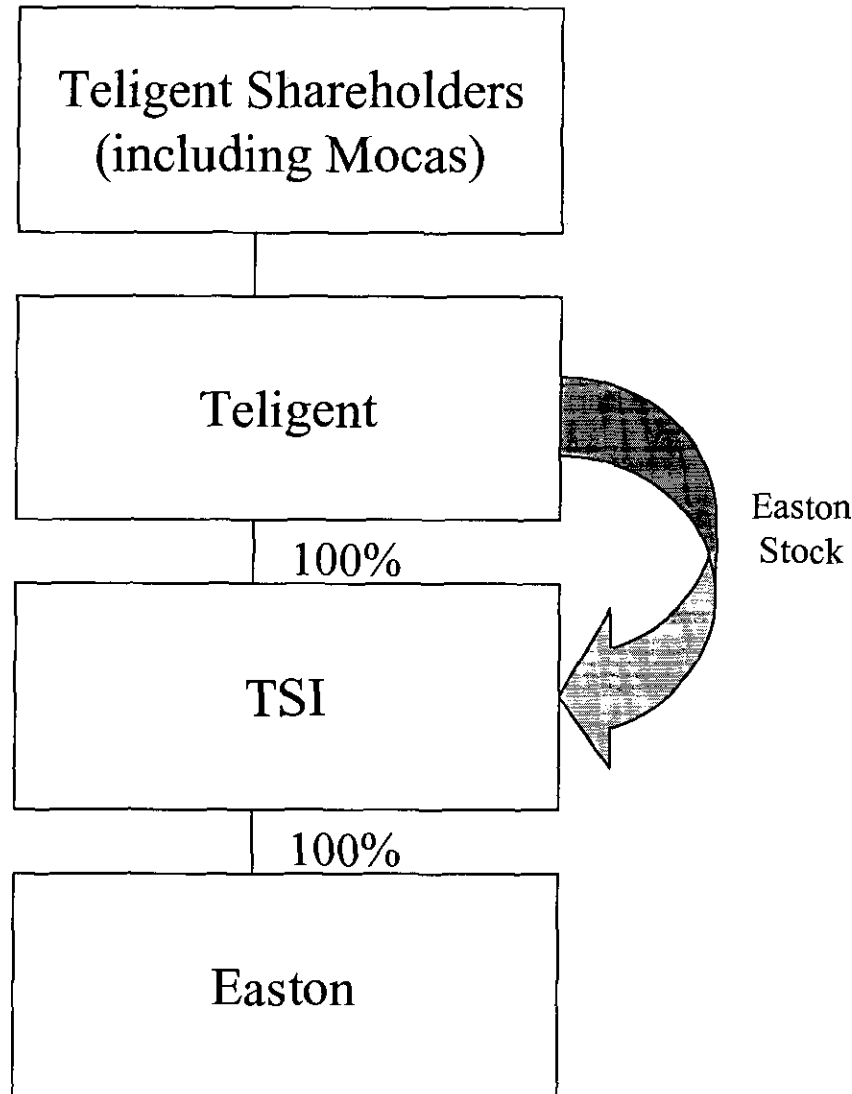
Step 2: Teligent
creates merger
subsidiary



Teligent, Inc. Acquisition of Easton Telecom Services, Inc.



Teligent, Inc. Acquisition of Easton Telecom Services, Inc.



Step 4: Teligent contributes Easton's stock to TSI resulting in Easton becoming a wholly own subsidiary of TSI.