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FILED³

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**Missouri Public
Service Commission**

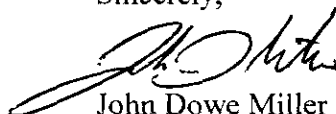
Mr. Dale Hardy Roberts
Secretary/ Chief Regulatory Law Judge
Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Missouri 65102

Re: American Long Lines, Inc. Case No. LM-2003-0130
Supplement to Application for Approval of Transfer of Assets and Control

Dear Mr. Roberts,

Please find enclosed for filing in the above captioned case an original and eight copies of American Long Lines, Inc.'s Supplement to Application for Approval of Transfer of Assets and Control.

Sincerely,



John Dowe Miller

JDM/nt

Enclosure

cc: Eric Anderson
Office of the Public Counsel
Carey Roesel
Dennis Connor
Paul C. Besozzi

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED³
NOV 01 2002

In the matter of the Application of)
American Long Lines, Inc. for an)
Order Approving Transfer of Assets)
And Control from Teligent, Inc.)
Pursuant to an Order of the)
Bankruptcy Court.)

Case No. LM-2003-0130

Missouri Public
Service Commission

SUPPLEMENT TO APPLICATION FOR APPROVAL OF
TRANSFER OF ASSETS AND CONTROL

Comes now American Long Lines, Inc. ("Applicant"), by and through counsel, and pursuant to the applicable provisions of Section 392.300 RSMo 2000 and 4 CSR 240-2.060(7), and for its Supplement To Application For Approval of Transfer of Assets and Control, respectfully states as follows:

1. On October 3, 2002 Applicant filed its original Application in this case. On October 7, 2002 the Commission issued its *Order Directing Notice and Making Teligent, Inc. a Party*.

2. On or about October 25, 2002 and then again on October 28, 2002 counsel for Staff discussed with Applicant's counsel Staff's desire that Applicant file an interexchange telecommunications certificate application in a separate case because: a) upon Staff counsel's review it appeared that despite having the same corporate name, Applicant was not, in fact, the same corporate entity that had previously been certificated by the Commission in Case No. TA-97-363; and b) the Commission does not permit the simple "transfer" of certificates between two different companies. Counsel for Applicant agreed to review the matter and make any subsequent filings which might be necessary.

3. On October 29, 2002, counsel for Applicant received a copy of a letter addressed to the Commission's Secretary and presumably intended to be filed in this case from Washington, D.C. counsel for Teligent, Inc. That letter, *inter alia*, indicated that "[n]ew ALL is a completely new and different corporate entity from Old-ALL, however, and is unrelated to and unaffiliated with, Teligent or any of Teligent's current subsidiaries...[a]s of today, Old-ALL no longer exists pursuant to another order of the Bankruptcy Court, dated September 6, 2002, approving the Third Amended Plan of Reorganization of Teligent, Inc....." The letter also requested that Teligent, Inc. be removed as a party to this case.¹

4. When Applicant's counsel first prepared and then filed its unilateral Application pursuant to the statutory requirements of Section 392.300 RSMo 2002, it was Applicant's counsel's understanding based on the information then available that despite the multi-layered transactions arising out of Teligent's bankruptcy proceeding and the related filings by the Applicant with the Pennsylvania Department of State Corporation Bureau and Missouri Secretary of State's office, American Long Lines, Inc.--as a corporate entity previously certificated by this Commission--was in fact the same corporate entity as the Applicant. Based on the new information now received, it appears that this understanding was in error, and that in fact, the Applicant in this

¹ In order to avoid further procedurally complicating an already complicated substantive matter, Applicant's counsel is treating the substance of this letter as if it did comply with 4 CSR 240-240-2.080 regarding formal pleadings in docketed cases. In addition, because the Commission has made Teligent a party to the proceeding, Applicant is providing a copy of this filing to Teligent's Washington, D.C. counsel.

proceeding is the "new" American Long Lines, Inc., not the "old" American Long Lines, Inc. which was previously certificated in Case No. TA-97-363.²

5. Accordingly, Applicant's counsel agrees with Staff counsel that Applicant should file for its own interexchange telecommunications certificate in a separate case. Applicant (the "new" American Long Lines, Inc.) has, therefore, now filed for its own interexchange telecommunications certificate pursuant to the required procedures of 4 CSR 240-2.060(6) and that separately-docketed case is now pending before the Commission.

6. Despite Applicant's interexchange certificate filing, however, the fundamental issue presented in this proceeding apparently still remains; namely, the need for Commission approval of the transfer of assets (if not control) from Teligent, Inc. to Applicant pursuant to Section 393.300 RSMo 2000. The first sentence of that statute appears to apply only to a Commission-regulated *transferor* (i.e. Teligent, Inc.), and not to Applicant since Applicant is not yet a Commission-regulated and certificated carrier. However, the second sentence of that statute does affect Applicant at least to the extent that it makes the asset transfer itself between Teligent, Inc. and Applicant *void* unless prior Commission approval is obtained. While fortunately this particular case does not involve nor will it affect any existing Missouri customers, a Commission ruling on this Application is nevertheless important to insure that Applicant at least has

² The Missouri Secretary of State good standing certificate provided with Applicant's original filing is the correct corporate certificate for Applicant, i.e. the "new" American Long Lines, Inc. As reflected on that certificate, Applicant's Missouri Secretary of State corporate charter number is F00511677. The "old" American Long Lines, Inc.'s corporate charter number was F00434425. According to the letter sent to the Commission's Secretary by Teligent, Inc.'s counsel, the "old" American Long Lines, Inc. has been legally dissolved, presumably prior to the Missouri Secretary of State issuing Applicant's corporate certificate.

fully complied with all Commission requirements and that no legal "cloud" potentially or somehow hangs over the asset transfer itself. Whether Teligent, Inc. is or is not required, or will or will not seek, Commission approval of the bankruptcy court-ordered asset transfer frankly is a matter between the Commission and Teligent, Inc. and is wholly outside the control of Applicant. Applicant obviously cannot and in no way purports to speak for Teligent, Inc. in this or in any other matter. On the other hand, Applicant's ability to lawfully proceed into business in Missouri is dependent on an appropriate Commission resolution of this case.

7. Applicant recognizes the fundamental, practical problem created for the Commission both by Applicant's unilateral filing in this case, and moreover, in granting Applicant's interexchange certificate while the "old" American Long Lines, Inc. certificate and tariff are still on file with the Commission. Normally, the Commission will not grant a certificate to two different companies with the same name. Applicant has no authority from Teligent, Inc. to request that the "old" American Long Lines, Inc. certificate and tariff be cancelled, and based on the letter received from Teligent's counsel, it also appears that Teligent has no intention of making any such filing on its own. Still, it seems that the "old" American Long Lines, Inc. certificate must be cancelled at some time prior to the time that Applicant's certificate can be approved. To the extent that Teligent, Inc. does not seek or at least does not oppose such cancellation, Applicant would direct the Commission to Section 392.410(5) RSMo 2000 which would appear to allow for the cancellation of the "old" certificate by the Commission on its own motion.


8. Under the unusual circumstances here presented, Applicant suggests that the Commission and all involved would be best served if the Commission: a) in this case simply cancel the "old" American Long Lines, Inc. certificate and tariff (on its own motion if necessary) and also approve the bankruptcy court-ordered asset transfer to the extent required under Section 392.300 RSMo 2000; and b) then grant Applicant's interexchange certificate application in the other case.

9. Before the Commission proceeds in this or in Applicant's certificate case, however, Applicant recognizes the need for its original Application to be factually correct. Based on the new information received, several allegations contained in Applicant's original Application which state or imply that Applicant is the same corporate entity as the one certificated by the Commission in Case No. TA-97-363 are obviously in error and require correction. Accordingly, Applicant hereby--and with the Commission's leave to the extent required by 4 CSR 240-240-2.080(20)--amends its original Application to reflect that Applicant is not the same corporate entity certificated by the Commission in Case No. TA-97-363 by striking in their entirety any allegations to the contrary which have been made or implied in Applicant's original Application filed on October 3, 2002.

WHEREFORE, Applicant requests that the Commission: 1) accept this Supplement as an amendment to its original Application as hereinabove set forth; 2) cancel the certificate previously granted to American Long Lines, Inc. in Case No. TA-07-363, if necessary upon the Commission's own motion; 3) approve the transfer of assets from Teligent Inc. to Applicant pursuant to the Bankruptcy Court's Order dated

August 30, 2001; and 4) issue any other orders deemed necessary and just and reasonable in the premises.

Respectfully submitted,



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ATTORNEY FOR APPLICANT
AMERICAN LONG LINES, INC.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was sent to the General Counsel's Office, the Office of the Public Counsel, and Mr. Paul C. Besozzi (Washington, D.C. counsel for Teligent), by depositing same in the United States Mail, first class postage prepaid or by hand-delivery, this 1st day of November, 2002.

