

October 24, 2002

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VIA OVERNIGHT MAIL

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

**FILED<sup>3</sup>**

**OCT 25 2002**

**Missouri Public  
Service Commission**

Re: 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, Missouri Public Service Commission Case No. LM-2003-0130

Dear Judge Roberts:

This firm has served as special regulatory counsel for Teligent, Inc. ("Teligent") and its affiliated companies, including Xandu Shell Corp. f/k/a American Long Lines, Inc. ("Old-ALL"), in connection with bankruptcy proceedings in the U.S. Bankruptcy Court for the Southern District of New York ("Bankruptcy Court") involving Teligent. Teligent is the former ultimate parent of Old-ALL, which had originally been granted a certificate by the Commission in Case No. 97-363 on April 21, 1997.

As part of the consolidated bankruptcy process in Case No. 01-12974 (SMB), on August 30, 2001, the Bankruptcy Court approved the terms of an Asset Purchase Agreement ("ALL-APA") and ordered the sale of all of the assets of Old-ALL to an entity called ALL Acquisition Corporation, a newly-formed State of Pennsylvania corporation which subsequently changed its name to American Long Lines, Inc. ("New ALL"). New 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. Ownership and control of the corporate entity that was Old-ALL after the consummation of the ALL-APA remained with Teligent as merely a shell corporation. As 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

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Teligent, Inc. ("Plan"). In accordance with that order approving the Plan, consummation of the Plan occurred on September 12, 2002. Article VI (A) of the Plan provided that subsequent to its consummation, each of the debtors, including Old-ALL, but excluding Reorganized Teligent (i.e., Teligent, Inc., Teligent Services, Inc. and Teligent of Virginia, Inc.) shall be deemed to have dissolved or otherwise terminated its existence. Reorganized Teligent has notified the Delaware Secretary of State as well as the comparable Secretary of State office in Missouri to update its records to reflect the dissolution and termination of existence of Old-ALL effective September 13, 2002.

Accordingly, there was no transfer of control of Old-ALL nor was there a sale of Old-ALL. What did occur was a Court-ordered sale/assignment of the Old-ALL assets, including its certificate to the extent permitted by this state and subject to whatever approvals might be required by this Commission in conjunction with the sale/assignment transaction. Under the terms of the ALL-APA, New ALL was obligated to obtain any such approvals, with Old-ALL cooperating in such efforts to the extent necessary.

On October 16, 2002, we received a copy of the Order Directing Notice and Making Teligent, Inc. a Party, issued October 7, 2002, in the above-referenced case, and made effective October 17, 2002 (the "Commission Order"). We were unaware of the substance of the underlying application filed by New ALL and were not provided the opportunity to review it for accuracy in describing the transaction. However, the Application incorrectly implies that it is being filed by Old-ALL which was originally granted the certificate by the Commission. See e.g., Application at para.10. Further, the Commission Order states that a "new ownership group has purchased American Long Lines, Inc. from Teligent in a series of transactions arising out of Teligent's bankruptcy." As has been explained above, this is not correct. The Applicant is not Old-ALL, which was originally granted the certificate that is the subject of the application, but New ALL, which acquired only the assets of Old-ALL. The extent to which Old-ALL's certificates were part of the acquired assets was subject to obtaining the Commission's prior approval to assign those certificates to New ALL. It appears that New ALL did not obtain such prior approval. This notwithstanding, because of the length of time that has lapsed since the ALL-APA, Old-ALL has been dissolved and is no longer in existence. In light of the foregoing, Teligent respectfully requests that it be removed as a Party to this case. In the event this request is denied, all correspondence regarding this matter should be sent to the undersigned at the above address.

**PATTON BOGGS LLP**  
ATTORNEYS AT LAW

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Thank you for your consideration in this matter.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Paul C. Besozzi", is written over a horizontal line. The signature is fluid and cursive, with a large initial "P" and "B".

Paul C. Besozzi

cc: Morris L. Woodruff, Senior Regulatory Law Judge  
Terri B. Natoli, Esq.  
Alessandra Daigneault, Esq.  
John Dowe Miller, Esq.