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Before the
STATE OF ARIZONA
ARIZONA CORPORATION COMMISSION

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AZ CORP COMMISSION
DOCUMENT CONTROL

In the Matter of

AMERICAN LONG LINES, INC.

Docket No. _____

Joint Petition 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.

DOCKET NO. T 03761A-00-0521

DOCKET NO. T-03336A-00-0521

JOINT PETITION

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 "Petitioners"), jointly petition the Arizona Corporation Commission ("Commission"), pursuant to A.R.S. § 40-285, for consent to 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 Arizona.

In support, the Petitioners provide the following additional information:

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 Arizona. ALL currently holds a CC&N in the State of Arizona to provide intrastate telecommunications services as an Interexchange reseller by Decision No. 61673, dated February 17, 1998 (Docket No.T-03336A-97-0120).

2. Teligent is a Delaware corporation qualified to transact business in the State of Arizona. Teligent, through its wholly-owned subsidiary, TSI, provides telecommunications

services to customers. TSI is the direct parent of Teligent's other current domestic subsidiaries. Teligent was granted a CC&N to provide intrastate competitive telecommunications services in the State of Arizona by Decision No. 61155, dated October 7, 1998 (Docket No. T-03186A-96-0558). Teligent recently received Commission consent to the *pro forma* assignment of all the state authorizations initially held by Teligent to TSI by Decision No. 6233, dated January 12, 2000 (Docket Nos. T-03641A-99-0392; T-03761A-99-0392).

3. 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. Attached hereto are diagrams of ALL'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 \$1.7 billion. In addition, Teligent has previously demonstrated to the Commission's satisfaction its managerial and technical expertise. In short, Teligent has clearly established its qualifications to own and control ALL.

5. The transfer of control to Teligent of ALL will result in numerous benefits that will ultimately inure to the benefit of ALL's Arizona customers. These benefits include

increased economies of scale that will result in internal administrative savings. ALL will also gain access to the financial qualifications and managerial and technical expertise of Teligent.

6. The transfer to Teligent of the ownership of ALL will be seamless and transparent to ALL's Arizona 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(s). 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.

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

8. 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

9. The principal 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

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

Counsel for Teligent
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
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Rstup@ssd.com – Email

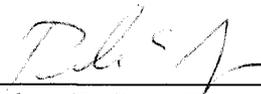
Counsel to American Long Lines, Inc.
Nancy Killien Spooner
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3000 K Street, N.W., Suite 300
Washington, D.C. 20007
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nkspooner@swidlaw.com – Email

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

12. The Petitioners 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 Petitioners respectfully request that the Commission grant the Petitioners' request for consent to the transfer of control of ALL to Teligent, including ALL's authority to provide telecommunications services in the State of Arizona, and to grant any other relief that it deems appropriate.

Respectfully submitted,

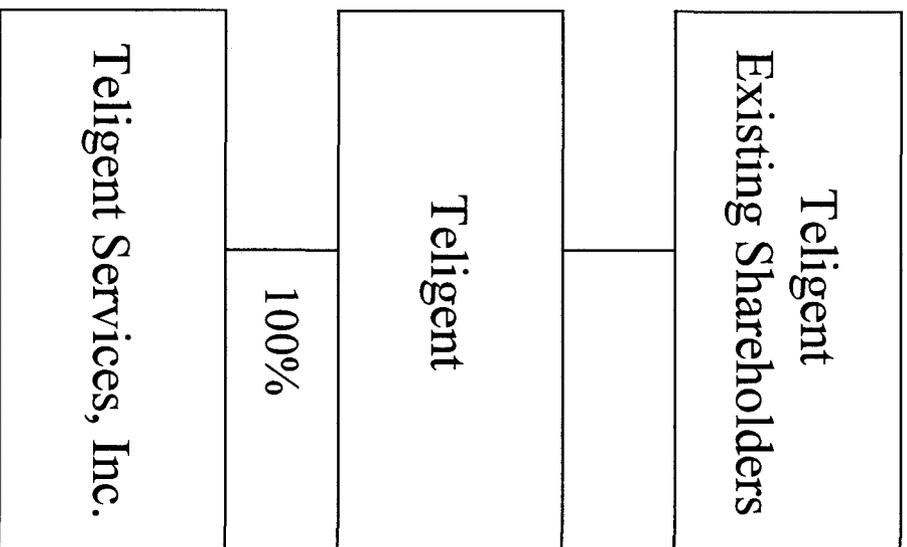


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Counsel to American Long Lines, Inc.

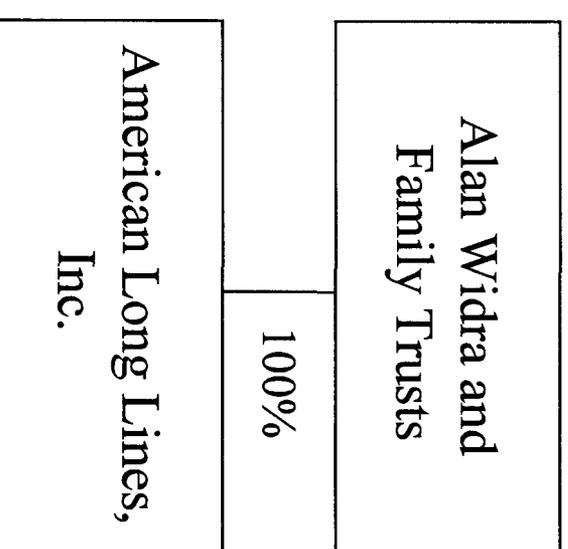
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Counsel to Teligent, Inc. and its Affiliates

July 18, 2000

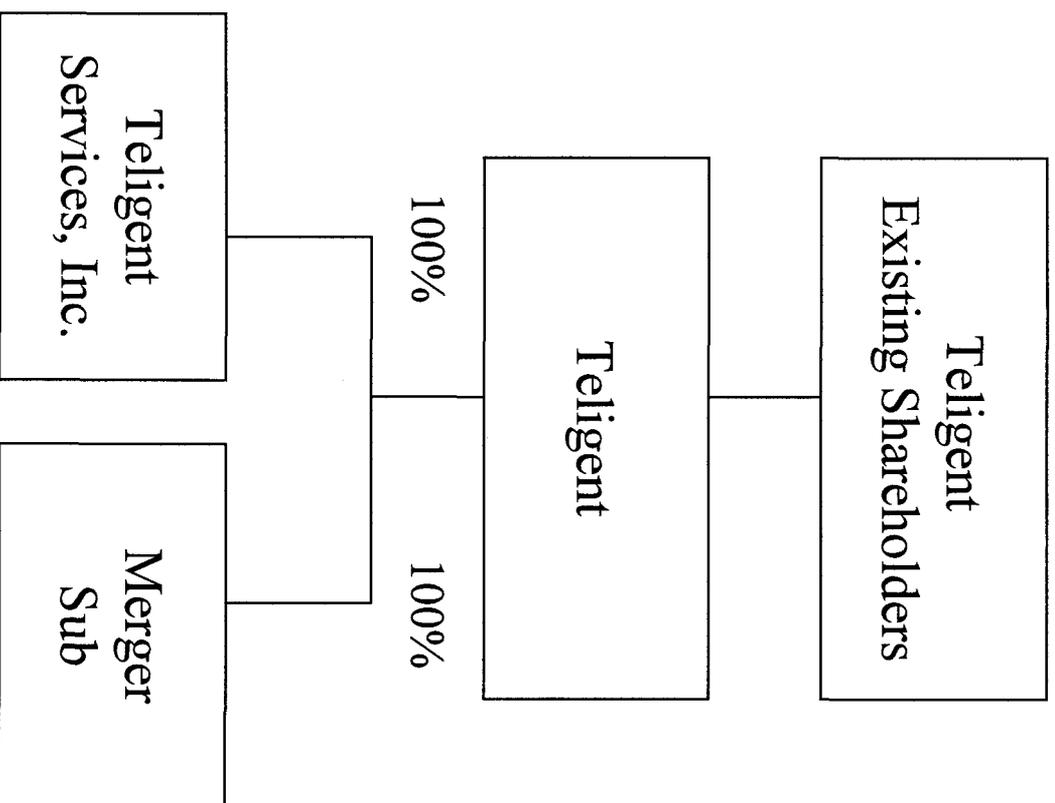
Teligent, Inc. Acquisition of American Long Lines, Inc.



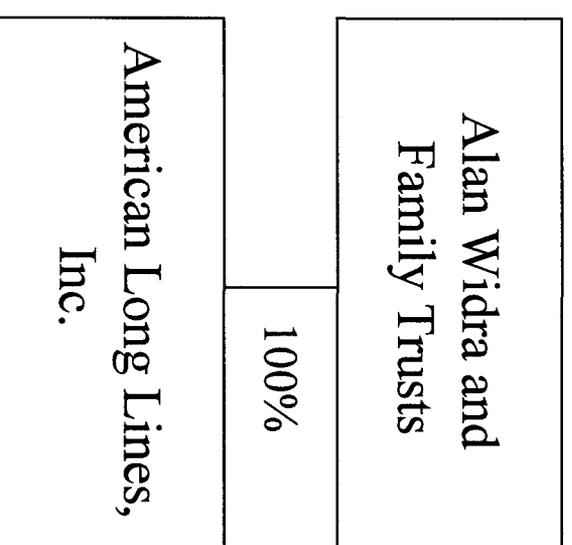
Step 1: Before



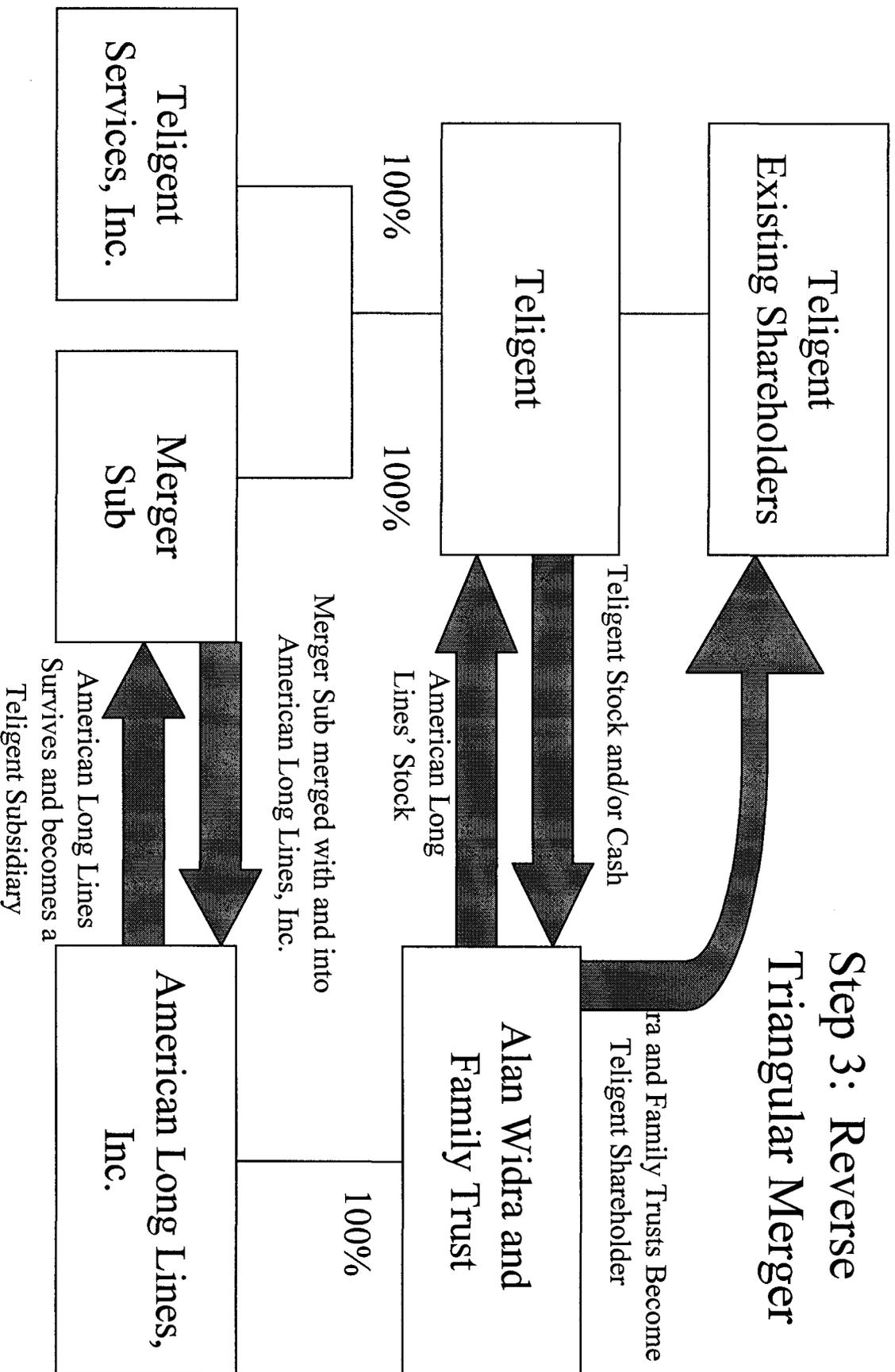
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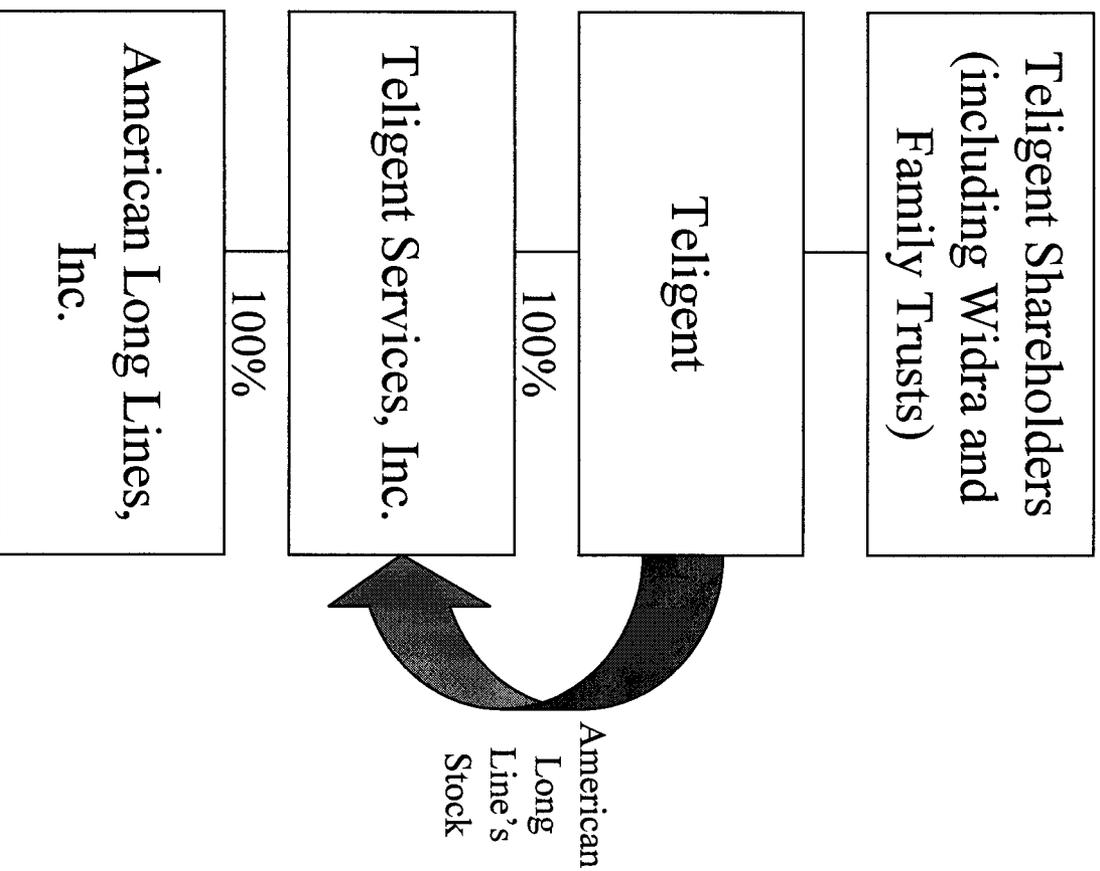
Step 2: Teligent creates merger subsidiary



Teligent, Inc. Acquisition of American Long Lines, Inc.



Teligent, Inc. 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 own 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

Subscribed and sworn to me this 16th day of May 2000.


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 18th day of May 2000.



Notary Public

NOTARIAL SEAL
WALTER L. MARPLE, Notary Public
Horsham Twp., Montgomery County
My Commission Expires Sept. 29, 2002