

REQUEST TO ESTABLISH DOCKET

(PLEASE TYPE)

Date: July 8, 1996

Docket No. 011286-TP

1. Division Name/Staff Name: Regulatory Oversight/T.Williams

2. OPR: T.Williams

3. OCR:

4. Suggested Docket Title: Request for approval of assignment of Alternative Local Exchange Company Certificate No. 4804, Interexchange Telecommunications Certificate No. 4850 and Alternative Access Vendor Certificate No. 4707 from Teligent Services, Inc. to TAC License Corp.

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
B. Provide COMPLETE name and address for all others. (Match representatives to clients.)

1. Parties and their representatives (if any)

Blank lines for listing parties and their representatives.

2. Interested Persons and their representatives (if any)

Blank lines for listing interested persons and their representatives.

6. Check one:

XX Documentation is attached.

Documentation will be provided with the recommendation.

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DOCUMENT NUMBER-DATE
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SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7645
WWW.SWIDLAW.COM

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
(212) 973-0111 FAX (212) 891-9598

TJ262
TX322
TA051

September 5, 2001

COPY

BY OVERNIGHT DELIVERY

Ms. Blanca S. Bayo
Director, Division of Public Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850
Attn: Tom Williams, Division of Communications

Re: Emergency Joint Letter Application of **Teligent Services, Inc.** and
TAC License Corp. For Grant of the Authority Necessary to Consummate a
Chapter 11 "Re-Emergence" Plan.

Dear Ms. Bayo:

Teligent Services, Inc. ("Old TSI") and TAC License Corp. ("TAC License" or "New TSI") (together "Applicants"), through their undersigned counsel and pursuant to Section 364.33, Florida Statutes hereby request that the Commission grant such authority as may be necessary or required to enable Old TSI to consummate a transaction arising out of its Chapter 11 status which will enable its current Florida operations to continue without further interruption through a new "Teligent" corporate entity.¹ This transaction contemplates the assignment of all Florida operations and assets including the associated operating authority (the "Certificates"), held by Old TSI to New TSI, a wholly-owned subsidiary of Teligent Acquisition Corp. ("New Teligent"). New Teligent and New TSI were recently formed to acquire the domestic core telecommunications business of Teligent, Inc. ("Old Teligent"), the parent company of Old TSI, through Old Teligent's bankruptcy proceeding. Pursuant to the proposed transaction, new institutional investors, together with certain senior management of Old Teligent will fund New Teligent and New TSI to operate the core domestic telecommunications operations of Old Teligent pursuant to the Certificates and related

¹ Teligent, Inc., and its subsidiaries, including Old TSI, filed for bankruptcy on May 21, 2001 and currently operate under the protection of Chapter 11 of the U.S. Bankruptcy Code before the U.S. Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). See Chapter 11 Case No. 01-12974 (SMB) (Bankr. S.D.N.Y.). Teligent promptly notified the Commission of its Chapter 11 filing via facsimile and US mail letter dated that same day.

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equipment and operations of Old TSI, including those in Florida (the "Transaction"). The Transaction is subject to the completion of New Teligent's financing, the conclusion of a Chapter 11 bankruptcy auction that will occur on October 2, 2001 and approval by the Bankruptcy Court, the Federal Communications Commission, and a number of state regulatory commissions, including this Commission. As described more fully below, in connection with New Teligent's proposed acquisition of the core operations of Old Teligent, Applicants seek whatever authority is necessary to transfer, assign, or otherwise enable Old TSI's Florida Certificates identified herein, along with Old TSI's Florida operations and assets to convey to New TSI. Upon closing, the Transaction will provide the necessary capital to permit continuation of the services provided by Old TSI, through New TSI, in a manner that is transparent to its customers.

In light of the financial position of Old Teligent and Old TSI, including the fact that its creditors continue to fund its operations for only two to four weeks at a time, Applicants respectfully request that this Application be granted expeditiously in order to permit New Teligent to complete the Transaction as described herein as soon as possible so as to minimize disruption to existing customers being served by Old TSI.

In support of this request, Applicants state as follows:

I. Description of the Applicants

A. TAC License Corp. ("New TSI")

New TSI, TAC License, is a recently formed Delaware corporation with its principal business office located at 460 Herndon Parkway, Herndon, Virginia 20170, the current national network operations and customer service center location for Old Teligent. New TSI is a wholly-owned subsidiary of New Teligent, a corporation also recently formed under the laws of the State of Delaware. New TSI's Certificate of Incorporation and Application for a Certificate of Authority to Transact Business in Florida are provided in Exhibits A and B respectively. New TSI and New Teligent were formed specifically to facilitate the proposed funding and acquisition of the core operations, including Old TSI's Florida operations and related authorizations, of Old Teligent and its core domestic operating subsidiaries necessitated by their current Chapter 11 status.

New TSI will have both the managerial and technical resources necessary to operate Old TSI's Florida operations. Because certain key members of Old Teligent's senior management team will assume comparable management positions with New Teligent and New TSI upon closing of the Transaction, New TSI will have the same managerial qualifications as Old TSI, qualifications which the Commission has previously found to exist, and Old TSI has similarly demonstrated. Biographies of these senior management, most of which have been with Old Teligent for several years, are provided in Exhibit C. In short, New TSI will be lead by a management team previously considered and approved by the Commission and thus will have the managerial and technical resources necessary to continue Old TSI's operations in Florida.

B. Teligent Services, Inc. ("Old TSI")

Old TSI is a corporation organized under the laws of the State of Delaware with its principal business office located at 8065 Leesburg Pike, Vienna, Virginia 22182 and national network operations and customer service center located at 460 Herndon Parkway, Herndon, Virginia 20170. It currently provides a variety of facilities-based local, long distance, and broadband data services as well as resold long distance offerings through its network of fixed wireless and leased wireline facilities in selected markets in the U.S.² Old TSI is a wholly-owned subsidiary of Old Teligent, and holds authority to provide interexchange telecommunications services, alternative access vendor services and alternative local exchange telecommunications services pursuant to Certificates issued by the Commission.³

II. Contact Information

For the purposes of this Application, contacts for the Applicants are as follows:

For Old TSI:

Terri B. Natoli, Esq.
Vice President, Regulatory Affairs and Public Policy
Teligent Services, Inc.
8065 Leesburg Pike, Suite 400
Vienna, VA 22182
(703) 762-5100 (Tel)
(703) 762-5584 (Fax)

² Old TSI's fixed wireless services are provided pursuant to licenses granted to its affiliated subsidiary companies by the FCC. These licenses cover 74 markets throughout the United States. As a result Old Teligent is seeking FCC approval to consummate this transaction as well.

³ Certificate Nos. 4850 (IXC); 4707 (AAV); and 4804 (ALEC). Old TSI's Certificates were initially granted to Old Teligent. On August 30, 1999, the Commission approved the assignment of those Certificates from Old Teligent to Old TSI in Order Nos. PSC-99-1672-CO-TI (IXC); PSC-99-1666-CO-TA (AAV); and PSC-99-1673-CO-TX (ALEC) respectively.

For New TSI:

Jean L. Kiddoo, Esq.
Edward S. Quill, Jr., Esq.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007-5116
(202) 424-7834 (Tel)
(202) 424-7645 (Fax)

III. Description of the Transaction That Will Enable Old Teligent To "Re-Emerge" From Chapter 11

New Teligent proposes to acquire the core operations, operating assets and associated authorizations of Old Teligent, including those in Florida. Specifically, New Teligent has been formed in connection with a reorganization in bankruptcy of the Old Teligent, as part of a plan to permit Old Teligent's core facilities-based telecommunications business operations to emerge from bankruptcy and continue as a going concern. Among other things, New Teligent proposes to acquire most of the communications assets associated with Old TSI's domestic facilities-based fixed wireless and leased wireline operations, including the associated telecommunications equipment, existing customer base, and federal and state licenses and/or certificates authorizing those operations.⁴

In order to complete the Transaction and obtain Bankruptcy Court approval, New Teligent has entered into an Asset Purchase Agreement with Old Teligent and certain of its subsidiaries, including Old TSI, pursuant to which New Teligent will acquire substantially all of Old Teligent's facilities-based telecommunications assets and the operations and existing customer base associated therewith.⁵ ~~For convenience and in order to avoid customer confusion, upon closing of the Transaction, New TSI plans to change its name to, and operate under, the name "Teligent Services, Inc.," and will continue to operate the same services pursuant to the same rates, terms and conditions of services as currently provided by Old TSI to its customers.⁶ The Transaction will therefore be transparent to customers because they will experience no change as a result of the transaction.~~

⁴ A chart illustrating the Transaction is provided in Exhibit E.

⁵ A copy of the Asset Purchase Agreement will be provided upon request by the Commission.

⁶ New TSI will adopt without change all of the tariffs Old TSI currently has on file with the Commission.

New TSI, as the re-emerged "Teligent" entity operating the facilities of Old TSI and the other acquired Old Teligent assets, will continue the Old Teligent management's current efforts to refocus the activities of the company on providing a comprehensive, yet financially viable, suite of facilities-based telecommunication services to small and medium-sized business customers, emphasizing greater market penetration in Old Teligent's core markets and, in some areas, a redesigned focus on broadband services offerings, including wholesale service offerings to other carriers and large customers. In addition, New Teligent and New TSI will benefit from the extensive management and telecommunications expertise of the members of the most senior management team currently at Old Teligent. This, more than anything, will ensure the uninterrupted business operations of the re-emerged "Teligent" and its communications network. A list of the directors and executive officers is attached as Exhibit C hereto.

New Teligent is currently obtaining the financing necessary to complete the Transaction, to release these assets and operations from the Bankruptcy Court's jurisdiction, and to permit New Teligent to continue the efforts of current Teligent management to refocus its on-going operations to be an even stronger competitor in the telecommunications and broadband data services market. While such financing arrangements are not yet completed, Applicants currently expect that the Transaction will result in a capital infusion in an amount sufficient to fund both New Teligent's operations and the purchase price from large institutional investors and certain members of senior management. Moreover, since the Transaction includes those members of Old Teligent's current senior management team who are already familiar with the financial and operating needs of the Teligent business operations, New Teligent will have a clear understanding of its financial and operational requirements and an ability to assure that its operations maximize the use of available capital. Because the proposed acquisition is conditioned upon obtaining the required funding as well as Bankruptcy Court approval, the Transaction can not proceed unless sufficient capital is raised.⁷

IV. Public Interest Considerations

Applicants respectfully submit that this Transaction serves the public interest. In particular, Applicants submit that (1) the Transaction will increase competition in the Florida telecommunications market by reintroducing "Teligent" as a viable competitor in its selected markets using a more refined, focused and viable business strategy and (2) the Transaction will minimize the disruption of service and be virtually transparent to remaining Teligent customers.

⁷ Because New Teligent is a recently formed entity, it has no historical financial statements. *Pro Forma* financial information for New Teligent, however, is provided in Exhibit D. As shown in the attached information, prior to closing the Transaction, New Teligent expects to have raised approximately \$300 million to fund the acquisition and ongoing operational expenses needed to bring these assets and operations out of Chapter 11. Accordingly, New TSI will be financially qualified to provide telecommunications services once the closing occurs.

Old Teligent's financial position at this stage has effectively precluded it from becoming or remaining a viable competitor in the telecommunications market. As a practical matter, Old Teligent is no longer able to effectively compete for new customers or, in some cases, even to continue to provide certain services to existing customers, particularly since Old Teligent's ability to acquire services from suppliers that it needs to expand or even maintain its operations has been hampered by its Chapter 11 status. In some instances, Old Teligent has even been forced to discontinue certain services at certain locations to some of its existing customers due to its precarious financial situation.⁸ (In each such instance, however, Old TSI provided its customer a minimum 30 days notice and worked with each one that had difficulty meeting the planned discontinuance date to ensure no interruption in service.)

The reintroduction of "Teligent," through New Teligent, as a viable competitor furthers the public interest by fostering competition. The Transaction will remove the financial and operational factors that currently constrain Old Teligent and effectively give "Teligent" a second chance. This "chance," facilitated by the expeditious grant of this emergency request by the Commission, will enable the re-emerged "Teligent" to offer alternative high-quality, competitively priced telecommunications service to a substantial number of potential customers in its operating areas, without debt, under a refocused business plan and with an ability to compete effectively with the incumbents and other competitive service providers.

As the Commission is acutely aware, Old Teligent is not alone in suffering recent financial hardship which has plagued virtually the entire competitive carrier community. Recent bankruptcy filings by carriers such as Winstar, ICG, NorthPoint, and Covad coupled with numerous service discontinuance notifications/applications by countless other carriers, along with a general reduction in consumption of telecommunications services caused by unfavorable economic conditions have eliminated a large number of new entrant competitors in certain markets. Other new entrants have reported that negative economic factors have caused them to scale back the scope of their respective operations or cease offering new service. In that light, the infusion of significant capital and the consequent reinvigoration of one of these new competitors, Old Teligent, through New Teligent is particularly significant because it will allow New Teligent to emerge from bankruptcy and continue, on a refocused basis, its operations in Florida, possibly becoming the first CLEC driven to Chapter 11 to come out as a going concern.

Existing customers, in particular, will realize significant public interest benefits from the Transaction. As noted previously, as part of its effort to reorganize, and due to its financial condition, Old Teligent has been slowly forced to discontinue certain services to some of its

⁸ See Teligent Services, Inc. -- Notice of Discontinuance of Alternative Local Exchange and Data Services, filed August 24, 2001. Although Old TSI has been forced to discontinue service to certain services at certain locations, including in Florida, Applicants are seeking to retain Old TSI's Certificates and tariffs because Applicants, through the Transaction and New TSI's operations, expect to expand and reuse those Certificates in the near future.

existing customer base at certain locations. Applicants expect that the financial resources provided by this Transaction will permit the new company to successfully pursue Old Teligent's current, refocused yet viable market plan, and subsequently to build on its success in core markets by expanding operations to other markets once again. This transition process will be significantly enhanced by the continuing involvement of Old Teligent's well-qualified telecommunications management team.

Furthermore, although the proposed acquisition will, as a technical matter, result in an assignment of Old TSI's Florida Certificates to New TSI, this change will be transparent to existing customers. Specifically, those customers will continue to receive the same high quality, affordable telecommunications services that they presently receive. In addition to adopting the name of "Teligent Services, Inc.," following the closing of the transaction, New TSI also proposes to continue to offer the same services and to adopt TSI's existing rates, terms and conditions of service,⁹ so that customers will continue to receive service under the same carrier name, and the same terms and conditions, as they currently receive service. As a result, the proposed acquisition will be transparent to Teligent's customers in terms of rates, terms and conditions of services that these customers receive. The primary difference that this transaction will make is the infusion of necessary capital to keep these operations and service going.

Given that Old Teligent's customer base continues to erode and that it is unable to compete effectively as a result of its capital constraints and the uncertainty of its current financial position, Applicants hope to complete the proposed acquisition as quickly as possible. Rapid completion of the Transaction is a critical factor both in order to avoid any further interruption of service or other inconvenience to affected customers and to ensure that New Teligent emerges as a viable competitor. Indeed, Old Teligent's funding is rapidly dwindling and will be entirely depleted within a few months. To that end, the Applicants respectfully request that the Commission expedite the processing of this Application and grant the requested authority as soon as possible. Applicants stand ready to provide any and all additional information or responses to staff questions as soon as such requests are received in an effort to provide the Commission all information necessary to grant this request as quickly as possible.

⁹ See, *supra*, Footnote 6.

V. Conclusion

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this instant Application. Indeed, failure to grant it would directly harm the public interest. In light of the exigent circumstances and, in particular the need to ensure continuity of service to existing customers, Applicants respectfully request expedited treatment to permit Applicants to consummate the Transaction as soon as possible.

Respectfully submitted,

By: Terri B. Natoli By: Edward S. Quill, Jr.
Terri B. Natoli Jean L. Kiddoo
Vice President, Regulatory Edward S. Quill, Jr.
Affairs and Public Policy SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
TELIGENT, INC. 3000 K Street, NW, Suite 300
8065 Leesburg Pike, Suite 400 Washington, DC 20007-5116
Vienna, VA 22182 (202) 424-7500 (Tel)
(703) 762-5183 (Tel) (202) 424-7645 (Fax)
(703) 762-5584 (Fax)

COUNSEL FOR APPLICANTS

LIST OF EXHIBITS

Exhibit A	-	Articles of Incorporation of TAC License Corp.
Exhibit B	-	Application for a Certificate of Authority to Transact Business
Exhibit C	-	Management
Exhibit D	-	Illustrative Chart
Exhibit E	-	<i>Pro Forma</i> Financial Information
Verifications		

Exhibit A

Articles of Incorporation of TAC License Corp.

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TAC LICENSE CORP.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3428069 8100

010432643

AUTHENTICATION: 1323875

DATE: 08-31-01

CERTIFICATE OF INCORPORATION
OF
TAC LICENSE CORP.

The undersigned, for the purpose of organizing a Delaware corporation for conducting the business and promoting the purposes hereinafter stated, under the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), does hereby certify that:

FIRST: The name of the corporation (hereinafter called the "Corporation") is TAC License Corp.

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH:

The total number of shares of all classes of stock which the Corporation shall have authority to issue is twenty thousand (20,000), consisting of ten thousand (10,000) shares of Common Stock, par value one cent (\$0.01) per share (the "Common Stock"), and ten thousand (10,000) shares of Preferred Stock, par value one cent (\$0.01) per share (the "Preferred Stock").

(1) Provisions Relating to the Common Stock. The designations, preferences, qualifications, limitations, restrictions and the special or relative rights granted to or imposed upon the Common Stock of the Corporation are as follows:

(a) Voting. Except as otherwise expressly required by law or provided in this Certificate of Incorporation, and subject to any voting rights provided to holders of Preferred Stock at any time outstanding, at each annual or special meeting of stockholders, each holder of record of shares of Common Stock on the relevant record date shall be entitled to cast one vote in person or by proxy for each share of the Common Stock standing in such holder's name on the stock transfer records of the Corporation. There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware.

(b) Dividends. Subject to the rights of the holders of Preferred Stock, and subject to any other provisions of this Certificate of Incorporation, as it may be amended from time to time, holders of shares of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

(c) Liquidation, Dissolution, etc. In the event of any liquidation, dissolution or winding up (either voluntary or involuntary) of the Corporation, the holders of shares of Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution after payments to creditors and to the holders of any Preferred Stock of the Corporation that may at the time be outstanding, in proportion to the number of shares held by them.

(d) No Preemptive, Subscription or Conversion Rights. No holder of shares of Common Stock shall be entitled to preemptive, subscription or conversion rights.

(2) Provisions Relating to the Preferred Stock. Subject to the rights of the holders of Preferred Stock, the Board of Directors is hereby expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series, including, without limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

FIFTH: The name and the mailing address of the Sole Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Teligent Acquisition Corp.	10607 Beechknoll Lane Potomac, Maryland 20854

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

(1) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of the directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot unless required by the Bylaws of the Corporation.

(2) After the original or other Bylaws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of Directors of the Corporation; provided, however, that any provision for the classification of directors of the Corporation for staggered terms pursuant to the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw or in a Bylaw adopted by the stockholders entitled to vote of the Corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

NINTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same may be amended or supplemented, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not

in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended from time to time. No repeal or modification of this Article NINTH by the stockholders shall adversely affect any right or protection of a director of the Corporation existing by virtue of this Article NINTH at the time of such repeal or modification.

TENTH: The Corporation shall indemnify all persons to the maximum extent and in the manner permitted by the provisions of the laws of the State of Delaware, as amended from time to time, subject to any permissible expansion or limitation of such indemnification as may be set forth in Bylaws of the Corporation or any stockholders' or directors' resolution or by contract. The provisions of this Article TENTH shall also be applicable to the personal representative and estate of the persons who may be indemnified pursuant to the laws of the State of Delaware.

ELEVENTH: From time to time this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article ELEVENTH.

TWELFTH:

(1) The Board of Directors of the Corporation shall have all powers necessary to ensure compliance by the Corporation with the foreign ownership restrictions (the "Foreign Ownership Restrictions") under the Communications Act of 1934, as amended, and the rules, regulations and decisions of the Federal Communications Commission including, without limitation, the power to prohibit the transfer of any shares of capital stock of the Corporation to any Foreign Owner (as hereinafter defined) and to take or cause to be taken such action as it deems appropriate to implement such prohibition. "Foreign Owner" shall mean (a) any person who is a citizen of a country other than the United States; (b) any corporation or other legal entity organized under the laws of any government other than the government of the United States or of any state, territory or possession of the United States; (c) any government other than the government of the United States or of any state, territory or possession of the United States; and (d) any representative of any of the foregoing or any entity owned or whose capital was contributed in whole or in part by, any of the foregoing.

(2) Without limiting the generality of the foregoing, any shares of capital stock of the Corporation determined by the Board of Directors of the Corporation to be beneficially owned by any Foreign Owner, or with respect to which any Foreign Owner has voting rights (pursuant to any agreement, arrangement, understanding or otherwise), shall

always be subject to redemption by the Corporation by action of the Board of Directors, to the extent necessary in the sole judgment of the Board of Directors to comply with the Foreign Ownership Restrictions. The terms and conditions of such redemption shall be as follows:

(a) the redemption price of the shares to be redeemed shall be equal to the fair market value of such shares, as determined in any manner deemed equitable by the Board of Directors in good faith;

(b) the redemption price of such shares may be paid in cash, securities or any combination thereof;

(c) if less than all the shares held by Foreign Owners are to be redeemed, the shares to be redeemed shall be selected in any manner determined by the Board of Directors;

(d) from and after the redemption date, the shares to be redeemed shall cease to be regarded as outstanding and any and all rights of the holders in respect of the shares to be redeemed or attaching to such shares of whatever nature (including, without limitation, any rights to vote or participate in dividends declared on such shares) shall cease and terminate, and the holders thereof thenceforth shall be entitled only to receive the cash or securities payable upon redemption; and

(e) such other terms and conditions as the Board of Directors shall determine.

Signed on August 21, 2001

TELIGENT ACQUISITION CORP.,
Sole Incorporator

By: /s/ Joseph Statter
Name: Joseph Statter
Title: President and Secretary

Exhibit B

Application for a Certificate of Authority to Transact Business

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. TAC License Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 51-0412075
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 21, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Corporation Service Company, Suite 400, 2711 Centerville Road
7. Wilmington, DE 19808
(Principal office address)

(Current mailing address)
Telecommunications carrier intending to hold FCC and state issued licenses.
To engage in any act or activity for which corporations may be organized.

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: _____

(Registered agent's signature)

John Pelletier, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

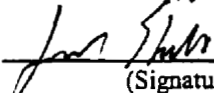
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph Statter, President
(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

TAC License Corp.

List of Officers

Name: Joseph Statter **Title:** President
Bus. Addr.: c/o Friedman, Billings, Ramsey & Co., Inc. 1001 Nineteenth Street,
Arlington, VA 22209

List of Directors

Name: Joseph Statter **Term:** Aug 21, 2002
Bus. Addr.: c/o Friedman, Billings, Ramsey & Co., Inc. 1001 Nineteenth Street,
Arlington, VA 22209

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. TAC License Corp.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 51-0412075
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August 21, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Corporation Service Company, Suite 400, 2711 Centerville Road

7. Wilmington, DE 19808
(Principal office address)

(Current mailing address)

Telecommunications carrier intending to hold FCC and state issued licenses.
To engage in any act or activity for which corporations may be organized.

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: _____

(Registered agent's signature)

John Pelletier, Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph Statter, President

(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

TAC License Corp.

List of Officers

Name: Joseph Statter **Title:** President
Bus. Addr.: c/o Friedman, Billings, Ramsey & Co., Inc. 1001 Nineteenth Street,
Arlington, VA 22209

List of Directors

Name: Joseph Statter **Term:** Aug 21, 2002
Bus. Addr.: c/o Friedman, Billings, Ramsey & Co., Inc. 1001 Nineteenth Street,
Arlington, VA 22209

Exhibit C
Management

MANAGEMENT

I. Directors and Executive Officers

Upon the closing of the Transaction, New Teligent's directors, executive officers and key employees will be as set forth in the following table:

<u>Name</u>	<u>Title</u>
Philip J. Facchina	Director
James V. Continenza	Chief Executive Officer, President and Director
Stuart H. Kupinsky	General Counsel, Secretary and Director
Richard Hozik	Chief Financial Officer
Roger A. Sullivan	Vice President, Network Operations
William R. Tyson	Vice President, Customer Service
Steven W. Firkus	Vice President, Sales
Christine A. Wolf	Vice President, Human Resources
Denisse Goldberg	Vice President, Marketing
Terri B. Natoli	Vice President, Regulatory Affairs and Public Policy

II. Management Experience

Philip J. Facchina. Mr. Facchina will be a director. He is the Senior Managing Director of Technology and Growth Investment Banking at Friedman, Billings, Ramsey & Co., Inc. and is also responsible for overseeing the firm's venture capital activities in the technology area. Mr. Facchina joined Friedman, Billings, Ramsey & Co., Inc. in August of 1998. From June 1998 to July 1998, Mr. Facchina was employed by America Online-TV, a unit of AOL Time Warner, where he worked on strategies related to AOL Time Warner's entry into the television industry. From May 1997 to June 1998, Mr. Facchina served as Executive Vice President of NetChannel, Inc. Mr. Facchina was instrumental in negotiating the sale of NetChannel, Inc. to AOL Time Warner. Prior to working at NetChannel, Inc., from November 1996 to May 1997, Mr. Facchina served as Executive Vice President and Chief Operating Officer of ViewCall America Inc., which was acquired by NetChannel, Inc. in May of 1997. From October 1992 to November 1996, Mr. Facchina served as President, Chief Operating Officer and a director of ITC Learning Corporation.

James V. Continenza. Mr. Continenza will be a director and will serve as our Chief Executive Officer and President. Mr. Continenza has served as Chief Operating Officer and a director of Old Teligent since May 2001. Mr. Continenza served as Senior Vice President of Sales and Operations of Old Teligent from October 2000 to May 2001. Mr. Continenza served Lucent Technologies Product Finance, a CIT Company, as its President and Chief Executive Officer from April 1999 to September 2000 and as its Senior Vice President-Worldwide Sales and Marketing from September 1997 to April 1999.

Stuart H. Kupinsky. Mr. Kupinsky will serve as our General Counsel and Secretary. Mr. Kupinsky has served as Senior Vice President, General Counsel and Secretary of Old Teligent since May 2001. He served as the Vice President of Legal and Business Affairs of Old Teligent from July 1999 to May 2001 and was responsible for providing legal advice regarding corporate, technology, human resources and other issues. He served as an Associate General Counsel of Old Teligent from October 1997 to July 1999 and as its Assistant Secretary from October 1997 to May 2001. Mr. Kupinsky served as a trial attorney with the U.S. Department of Justice from September 1996 to October 1997, where he was primarily responsible for telecommunications antitrust enforcement actions. From March 1995 to August 1996, Mr. Kupinsky served at the FCC as one of the primary attorneys responsible for drafting the implementing regulations of the Telecommunications Act.

Richard Hozik. Mr. Hozik will serve as our Senior Vice President and Chief Financial Officer. Mr. Hozik has been Executive Vice President, Chief Financial Officer and a director of Aestix, Inc., a wholly-owned subsidiary of Booz Allen & Hamilton Inc., since October 2000. During September 2000, he was a consultant to Booz Allen & Hamilton Inc. with respect to its spin-off of Aestix, Inc. He was Senior Vice President and Chief Financial Officer of Varsity Group, Inc. (formerly VarsityBooks.com, Inc.), a publicly-traded online retailer of new college textbooks that also provides marketing services to other businesses interested in reaching the college market, from May 1999 to August 2000. Mr. Hozik served as Senior Vice President and Chief Financial Officer of LCC International, Inc., a publicly-traded radio frequency engineering and wireless telecommunications consulting company, from November 1995 through May 1999.

Roger A. Sullivan. Mr. Sullivan will serve as our Vice President, Network Operations. Mr. Sullivan has been the Vice President of Network Operations of Old Teligent since February 2001. He has served in a variety of capacities with Old Teligent, including: National Vice President of Field Operations and Engineering from April 2000 to February 2001; Vice President of Network Services from August of 1999 to April 2000; and Director of Market Development from April 1998 to August 1999. He served as a manager of the Telecommunications Group for Pittiglio Rabin Todd and McGrath, a management consulting firm, from August 1995 to April 1998 and previously held various engineering and technology management positions for Raytheon Company.

William R. Tyson. Mr. Tyson will serve as our Vice President, Customer Service. Mr. Tyson has been the Vice President of Customer Services of Old Teligent since February 2001. He has served in a variety of capacities with Old Teligent, including: Vice President of Sales Operations from February 2000 to February 2001; and Director of Local Order

Provisioning/Customer Service from January 1998 to February 2000. He served MCI WorldCom as Director of Local Network Operations from November 1996 to January 1998. From May 1993 to November 1996, Mr. Tyson served MFS Communications as Director of Customer Service and Network Operations.

Steven W. Firkus. Mr. Firkus will serve as our Vice President, Sales. Mr. Firkus has been the Division President of Central Region of Old Teligent since February 2001 and is responsible for field marketing and sales, service and central office/network operations. He served as National Vice President of Sales Operations of Old Teligent from June 2000 to February 2001. He served Lucent Technologies as Vice President of Sales, Midwest from 1997 to 2000 and was responsible for revenue and profit and loss performance for global and national enterprise markets. Mr. Firkus served AT&T/Lucent Technologies from 1994 to 1997 as General Manager of Sales and Service and was responsible for revenue and profit and loss performance for small and medium-sized enterprise markets.

Christine A. Wolf. Ms. Wolf will serve as our Vice President, Human Resources. Ms. Wolf has been the Vice President of Human Resources of Old Teligent since April 2001. She served as the Vice President of Compensation and Benefits of Old Teligent from August 1999 to April 2001 and as Director of Compensation and Benefits of Old Teligent from April 1997 to August 1999. Ms. Wolf was Director of Compensation and Benefits at COMSAT Corp. from 1994 to 1997.

Denisse Goldberg. Ms. Goldberg will serve as our Vice President, Marketing. Ms. Goldberg has been the Vice President of Marketing of Old Teligent since May 2001. She served as the Vice President of Marketing Business Analysis of Old Teligent from November 2000 to April 2001 and as Director of Marketing Business Analysis of Old Teligent from February 2000 to October 2000, directing the development of product pricing and profitability measurement tools for Old Teligent's products. She served MCI WorldCom in a variety of strategic planning and analysis positions for its local business unit from September 1997 to January 2000. Ms. Goldberg held various marketing and brand management positions at Colgate Palmolive from March 1994 to July 1997.

Terri B. Natoli. Ms. Natoli will serve as our Vice President, Regulatory Affairs and Public Policy. Ms. Natoli has been the Vice President of Regulatory Affairs and Public Policy and an Assistant Secretary of Old Teligent since July 1999. She served as Associate General Counsel, Director and Assistant Secretary of Old Teligent from September 1997 to July 1999, responsible for providing legal advice regarding all aspects of federal and state regulatory matters and public policy. In addition, she was responsible for regulatory compliance, state and federal licensing and interconnection-related matters. From May 1995 to September 1997, Ms. Natoli was an associate with the law firm of Fleischman and Walsh, L.L.P., where she practiced in the federal and state telecommunications regulatory arenas on behalf of a diversified base of telecommunications clients, including Old Teligent's predecessor. She has also held numerous regulatory positions with other telecommunications companies including GTE and Sprint since beginning her career in telecommunications in April 1979.

Exhibit D

Illustrative Chart

Proposed Transaction

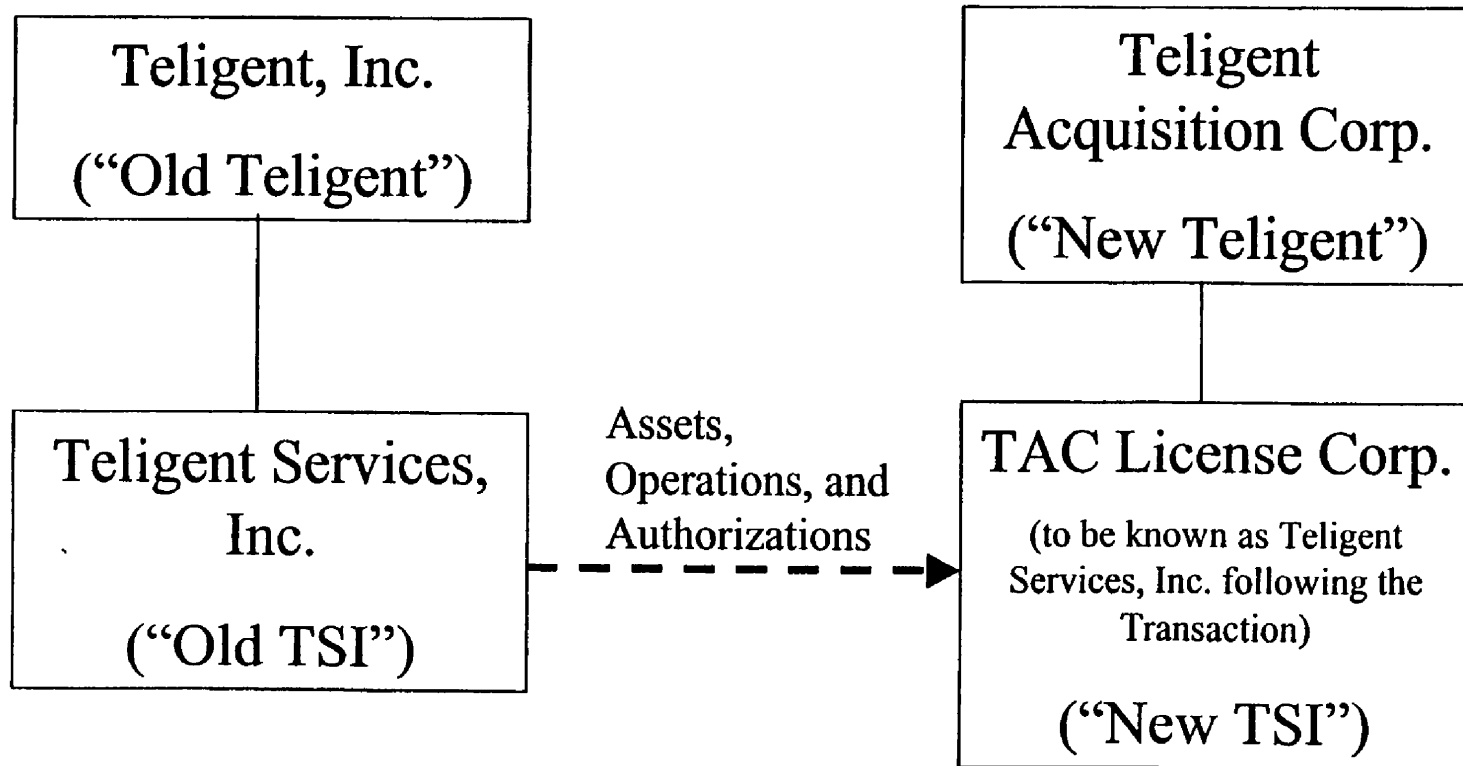


Exhibit E

***Pro Forma* Financial Information**

Teligent Acquisition Corp.
Pro Forma Balance Sheet

We are a newly-formed corporation, with no historical operations prior to the offering. The following unaudited pro forma balance sheet shows the new company ("TAC") following: (1) the offering of \$295,000,000 of common stock and (2) the purchase of Teligent's assets for a price of \$117,500,000 (\$112,500,000 in cash and \$5,000,000 in TAC common stock) consisting of (a) accounts receivable; (b) property and equipment; and (c) all spectrum licenses. This unaudited *pro forma* balance sheet is presented for illustrative purposes only.

	Expected New Company (TAC) (thousands)
Assets	
Cash ¹	\$ 159,850
Accounts Receivable ²	10,000
Restricted Cash and Investments	-
Other Current Assets	-
Total Current Assets	169,850
Property & Equipment, net	32,500
Intangible Assets, net	75,000
Other Assets	-
Intercompany Receivable	-
Total Assets	\$ 277,350
Liabilities	
Accounts Payable	\$ -
Intercompany Accounts Payable	-
Accrued Expenses	-
Total Current Liabilities	-
Deferred Tax Liabilities	-
Liabilities Subject to Compromise	-
Series A Preferred Stock	-
Total Liabilities	-
Total Stockholder's Equity (Deficit)	277,350
Total Liabilities & Stockholder's Equity (Deficit)	\$ 277,350

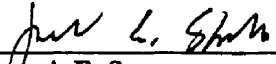
- 1) Reflects TAC cash position post-transaction and after purchase price and all transaction fees and expenses.
- 2) \$10 million is allocated to the receivables assumed to be collectible.

Verifications

DISTRICT OF COLUMBIA


VERIFICATION

I, Joseph E. Statter, hereby declare under penalty of perjury, that I am President and Secretary of TAC License Corp., the Applicant in this proceeding; that I am authorized to make this verification on the Applicant's behalf; that I have read the foregoing application and exhibits; and that the facts stated therein are true and correct to the best of my knowledge, information and belief. In addition, I hereby declare that the Applicant agrees to adhere to all state laws and all commission policies, rules and orders.



Joseph E. Statter
President and Secretary
TAC License Corp.

Subscribed and sworn to before me this 27th day of Sept, 2001.



Notary Public

Katherine Ann Swall
Notary Public in and for
the District of Columbia

MY COMMISSION EXPIRES
OCTOBER 31, 2002

My Commission expires: _____

DISTRICT OF COLUMBIA

VERIFICATION

I, Terri B. Natoli, hereby declare under penalty of perjury, that I am Vice President of Teligent Services, Inc., the Applicant in this proceeding; that I am authorized to make this verification on the Applicant's behalf; that I have read the foregoing application and exhibits; and that the facts stated therein are true and correct to the best of my knowledge, information and belief. In addition, I hereby declare that the Applicant agrees to adhere to all state laws and all commission policies, rules and orders.

Terri B. Natoli

Terri B. Natoli
Vice President
Teligent Services, Inc.

Subscribed and sworn to before me this 4th day of Sept, 2001.

Katherine Ann Swall
Notary Public

Katherine Ann Swall
Notary Public in and for
The District of Columbia

My Commission expires: _____ **MY COMMISSION EXPIRES
OCTOBER 31, 2002**