



# PUBLIC NOTICE

Federal Communications Commission  
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**DA 04-1331**  
**Released: May 11, 2004**

## **DOMESTIC SECTION 214 APPLICATION FILED FOR TRANSFER OF CONTROL OF TELIGENT, INC. TO ASPEN PARTNERS – SERIES A**

### **STREAMLINED PLEADING CYCLE ESTABLISHED**

**WC Docket No. 04-148**

**Comments Due: May 25, 2004**

**Reply Comments Due: June 1, 2004**

On April 6, 2004, Teligent, Inc. (Teligent) and Aspen Partners – Series A, a series of Aspen Capital Partners, L.P. (collectively, the Applicants) filed an application, pursuant to sections 63.03 and 63.04 of the Commission's rules,<sup>1</sup> requesting approval to transfer control of Teligent Inc. to Aspen Partners – Series A.<sup>2</sup>

Applicants assert that this transaction is entitled to presumptive streamlined treatment pursuant to section 63.03(b)(2) of the Commission's rules because the proposed transaction would result in Aspen Partners – Series A having a market share in the interstate, interexchange market of less than 10 percent; neither of the Applicants provide local exchange services in any geographic area; and neither of the Applicants are dominant with respect to any service.<sup>3</sup>

Teligent is a Delaware corporation that offers resold long distance voice services in all fifty states and in the District of Columbia. Upon Teligent's emergence from bankruptcy, 8,000 shares of the reorganized company were distributed to certain claimholders and other entities.

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<sup>1</sup> 47 C.F.R. §§ 63.03, 63.04; *see* 47 U.S.C. § 214.

<sup>2</sup> Applicants are also filing an application for consent to transfer control of authorization for international services and 102 24 GHz licenses and 18 common carrier point-to-point microwave licenses. Any action on this domestic 214 application is without prejudice to Commission action on other related pending applications.

<sup>3</sup> 47 C.F.R. § 63.03(b)(1)(ii). *See* Second Supplement to Application for Consent to Transfer of Control, WC Docket No. 04-18 at 1-2 (filed May 7, 2004).

Aspen Partners – Series A currently holds 1,751 of these shares, or a 21.89 percent interest. In the aggregate, certain members of Teligent’s Stockholders committee hold 2,988 shares, or a 37.35 percent interest.<sup>4</sup> The remaining shares in Teligent are held by multiple entities.<sup>5</sup>

Aspen Partners – Series A is a “series” of Aspen Capital Partners, L.P., a limited partnership organized under the laws of Delaware. Aspen Partners – Series A is a unique entity separate and distinct from Aspen Capital Partners, L.P., with its own taxpayer identification number, rights, powers, profits, losses and liabilities. Nikos Hecht holds a 100 percent voting interest in Aspen Capital, LLC as its managing member and a 62.01 percent equity interest in Aspen Capital, LLC. Aspen Capital, LLC, a Delaware limited liability company, holds a 100 percent voting interest in Aspen Partners – Series A as its general partner and a 1.78 percent equity interest in Aspen Partners – Series A. Thus, Nikos Hecht holds *de jure* control over Aspen Partners – Series A as the sole managing member of the sole general partner of Aspen Partners – Series A. Aspen Offshore Ltd. holds a 26.26 percent direct equity interest in Aspen Partners – Series A. No other entity or individual holds a 10 percent or greater interest, direct or indirect, in Aspen Partners – Series A. Aspen Partners – Series A and Nikos Hecht hold 16.89 percent and 23.54 percent indirect interest, respectively, in First Avenue. First Avenue provides wireless, high-speed, point-to-point telecommunications services using 39 GHz licenses.

On March 8, 2004, Aspen Partners- Series A sent letters (Offer Letters) to members of Teligent’s Stockholders Committee in which it offered to purchase their shares for a set price per share. On or before March 15, 2004, certain members of the Stockholders Committee submitted executed Offer Letters (Letter Agreements) for the sale of their shares in Teligent to Aspen Partners – Series A, contingent upon receipt of prior Commission approval. Upon receiving the Letter Agreements from members of the Stockholders Committee, Aspen Partners – Series A extended additional Offer Letters to the remaining shareholders of Teligent. As of March 29, 2004, Aspen Partners – Series A had received Letter Agreements for the sale of an additional 2,886 shares. Thus, upon closing, Aspen Partners – Series A will own approximately 7,625 of the 8,000 shares of Teligent, or a 95.31 percent interest.

Applicants contend that the proposed transfer of control will further the public interest, convenience and necessity. Applicants assert that, under the control of Aspen Partners – Series A, Teligent would have better access to funding and therefore would be in a better position to invest in technology and service improvements. With further investment and improvement, Applicants maintain that Teligent could extend its telecommunications services to a wider

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<sup>4</sup> The distribution of these shares is as follows: (i) JPMorgan Chase Bank – 1,000 shares; (ii) Bank of America Strategic Solutions, Inc. – 619 shares; (iii) Toronto Dominion Bank – 500 shares; (iv) Barclays Bank PLC – 469 shares; and (v) Van Kampen Senior Loan Fund – 400 shares.

<sup>5</sup> Nikos Hecht holds a 100% voting interest in Aspen Capital, LLC as its managing member and a 62.01% equity interest in Aspen Capital, LLC. Aspen Capital, LLC, a Delaware limited liability company, holds a 100% voting interest in Aspen Partners – Series A as its general partner and a 1.78% equity interest in Aspen Partners – Series A. Thus, Nikos Hecht holds *de jure* control over Aspen Partners – Series A as the sole managing member of the sole general partner of Aspen Partners – Series A.

segment of the public and promote the deployment of new services. Applicants state that the proposed transaction ultimately will increase competition in the provision of telecommunications services.

## **GENERAL INFORMATION**

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Interested parties may file **comments on or before May 25, 2004** and **reply comments on or before June 1, 2004**.<sup>6</sup> Unless otherwise notified by the Commission, Applicants are permitted to transfer control on the 31<sup>st</sup> day after the date of this notice.<sup>7</sup> Comments may be filed using the Commission's Electronic Comment Filing System (ECFS) or by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 Fed. Reg. 24121 (1998).

Comments filed through the ECFS can be sent as an electronic file via the Internet to <<http://www.fcc.gov/e-file/ecfs.html>>. Generally, only one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments to each docket or rulemaking number referenced in the caption. In completing the transmittal screen, commenters should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send e-mail to [ecfs@fcc.gov](mailto:ecfs@fcc.gov), and should include the following words in the subject line "get form <your e-mail address>." A sample form and directions will be sent in reply.

Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, commenters must submit two additional copies for each additional docket or rulemaking number. Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail,

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<sup>6</sup> See 47 C.F.R. § 63.03(a).

<sup>7</sup> Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

Express Mail, and Priority Mail should be addressed to 445 12th Street, SW, Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

**In addition, one copy of each pleading must be sent to each of the following:**

- (1) the Commission's duplicating contractor, Qualex International, 445 12<sup>th</sup> Street, S.W., Room CY-B402, Washington, D.C. 20554; e-mail: [qualexint@aol.com](mailto:qualexint@aol.com); facsimile: (202) 863-2898; phone: (202) 863-2893;
- (2) Tracey Wilson, Competition Policy Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W., Room 5-C437, Washington, D.C. 20554; e-mail: [tracey.wilson-parker@fcc.gov](mailto:tracey.wilson-parker@fcc.gov);
- (3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W., Room 6-A461, Washington, D.C. 20554; e-mail: [dennis.johnson@fcc.gov](mailto:dennis.johnson@fcc.gov);
- (4) Julie Veach, Competition Policy Division, Wireline Competition Bureau, 445 12<sup>th</sup> Street, S.W., Room 5-C124, Washington, D.C. 20554; e-mail: [julie.veach@fcc.gov](mailto:julie.veach@fcc.gov);
- (5) Susan O'Connell, Policy Division, International Bureau, 445 12<sup>th</sup> Street, S.W., Room 7-B544, Washington, D.C. 20554; email: [susan.o'connell@fcc.gov](mailto:susan.o'connell@fcc.gov); and
- (6) Christopher Killion, Office of General Counsel, 445 12<sup>th</sup> Street, S.W., Room 8-C740, Washington, D.C. 20554; e-mail: [chris.killion@fcc.gov](mailto:chris.killion@fcc.gov).

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, SW, Room CY-A257, Washington, DC, 20554. They may also be purchased from the Commission's duplicating contractor, Qualex International, Portals II, 445 12th Street, SW, Room CY-B402, Washington, DC, 20554, telephone 202-863-2893, facsimile 202-863-2898, or via e-mail [qualexint@aol.com](mailto:qualexint@aol.com).

For further information, please contact Tracey Wilson, at (202) 418-1394, or Dennis Johnson at (202) 418-0809.

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