

must possess the ability to harm competition in the U.S. market in addition to the ability to exercise its foreign market power.”¹⁰² In this case, neither DoCoMo nor NTT possesses any ability to harm competition in the Guam and CNMI wireless market through its indirect ownership interest in Guam Cellular. The Commission has acknowledged that “[b]ecause [wireless] markets are, for the most part, wholly domestic, there is *no possibility* of leveraging foreign bottlenecks in order to create advantages for some competitors in U.S. [wireless] markets.”¹⁰³ Thus, given the domestic nature of the Guam and CNMI wireless market, the possibility that either DoCoMo or NTT could leverage its market share or control of facilities in Japan to enable Guam Cellular to gain an unfair competitive advantage in the Guam and CNMI wireless market is nonexistent. As discussed in Section III(A) above, far from diminishing competition in the United States, DoCoMo’s and NTT’s ownership interests in Guam Cellular will enhance competition significantly.

Moreover, the Japanese government’s minority ownership interest in NTT and its even smaller, indirect minority ownership interest in DoCoMo are not a valid basis for rebutting the strong presumption in favor of approval of the proposed transaction. In fact, when the Commission adopted the presumption favoring market entry by applicants from WTO member countries, it “made no distinction between government and private foreign ownership.”¹⁰⁴ Thus, the Commission does not view government foreign ownership as raising any greater risk of harm to competition than private foreign ownership for purposes of rebutting the strong presumption favoring market entry by applicants from WTO member countries.

¹⁰² *Foreign Participation Order*, 12 FCC Rcd at 23914.

¹⁰³ *Id.* at 23940 (emphasis added).

¹⁰⁴ *See VoiceStream/DT Order*, 16 FCC Rcd at 9810-11.

To the extent that the Japanese government exercises any *de facto* control of NTT or DoCoMo, the Commission has found that any degree of control that a foreign government may exercise over a parent company of a U.S. licensee is irrelevant, particularly if the foreign government's ownership "does not confer unique financial advantages or otherwise create a high risk to competition or consumers in the United States that warrants special conditions."¹⁰⁵ As shown below, the Japanese government's minority ownership interests in NTT and, indirectly, DoCoMo will not confer any unique advantages that would pose a risk to competition in the Guam and CNMI wireless market. The Japanese government does not provide any state assistance or other special treatment to either NTT or DoCoMo. Moreover, neither NTT nor DoCoMo enjoys superior access to capital by virtue of the Japanese government's minority ownership interest.

The Japanese Government Does Not Subsidize NTT or DoCoMo Services. NTT and DoCoMo are both private corporations subject to applicable Japanese laws such as Japanese corporate and tax laws. Thus, NTT and DoCoMo have the same rights and responsibilities as any other private enterprise in Japan. Since NTT's privatization, neither NTT nor DoCoMo has received any assistance from the Japanese government, whether in the form of direct subsidies, preferential tax treatment, or any other special benefit. Far from conferring any special advantages, such as subsidies, tax preferences, or licensing benefits, the Japanese government is limited to the same shareholder rights as other NTT shareholders, and NTT, in turn, is limited to the same shareholder rights as other DoCoMo shareholders.

Neither NTT nor DoCoMo Enjoys Preferential Access to Capital. Since NTT's privatization, the Japanese government has not provided any guarantee of the debts or liabilities

¹⁰⁵ See *id.* at 9815.

of NTT or DoCoMo. Furthermore, NTT's weighted average cost of capital ("WACC") is 7.22 percent and DoCoMo's WACC is 8.72 percent, both of which are comparable to or even higher than the WACCs of other carriers such as KDDI (7.87 percent).¹⁰⁶ This demonstrates that neither NTT nor DoCoMo has easier access to capital than other telecommunications carriers as a result of the Japanese government's minority ownership interests.

Neither NTT nor DoCoMo Enjoys Favorable Regulatory Treatment in Japan. Both NTT (including its wholly-owned telecommunications operating companies) and DoCoMo generally are subject to the same Japanese laws and regulations, including the TB Law, as other telecommunications carriers. Neither NTT nor DoCoMo receives favorable Japanese regulatory treatment that would enable them to finance anticompetitive behavior in the Guam and CNMI wireless market.

Since 1985, the Japanese government has initiated significant changes in the legislative and regulatory framework for telecommunications in Japan. At the same time that NTT was incorporated as a private company in 1985, the TB Law, which opened the Japanese telecommunications services industry to competition, became effective. Since then, the Japanese government has adopted various deregulatory and other measures to promote competition in the Japanese telecommunications market.

For example, under the prohibited activities provisions of the TB Law, NTT's wholly owned telephone operating companies and DoCoMo are prohibited from granting preferential treatment to another carrier. NTT's wholly owned telephone operating companies and DoCoMo also are prohibited from the improper handling of interconnection information and the use of that information for reasons other than its intended purpose. Furthermore, as discussed in Section

¹⁰⁶ The WACC percentages provided above are current as of after trading hours on March 30, 2006, based upon information gathered from Bloomberg.com.

I(C) above, the Diet and the MIC on a regular basis review the competitive conditions in Japan's telecommunications market and act to promote competition and encourage market entry. As further discussed in Section I(C) above, under the Regulatory Reform and Competition Policy Initiative, Japan has taken important steps each year to improve its regulatory environment, resulting in increased consumer choice, lower prices, more innovative goods and services, and expanded opportunities for U.S. companies doing business with Japan. As a result of these various legislative and regulatory measures, NTT and DoCoMo face increasing competition in many of their business sectors from a large number of companies that have entered or are about to enter the market.

Consequently, the wireless and wireline telecommunications markets in Japan are fully competitive, and neither NTT nor DoCoMo exercises market power to sustain price increases in their respective markets that would allow them to implement an anticompetitive strategy, such as predatory pricing, in the Guam and CNMI wireless market. Even assuming that NTT or DoCoMo could cause Guam Cellular to engage in predatory pricing in the Guam and CNMI wireless market, the Commission has acknowledged that the likelihood that a foreign carrier would engage in that behavior is "low."¹⁰⁷ Specifically, in the *VoiceStream Order*, the Commission found that "[p]redatory tactics work only in markets in which incumbents and entrants are financially weak and/or have poor access to capital markets."¹⁰⁸ The Commission further concluded that "[b]ecause the U.S. wireless and U.S. international markets are characterized by strong incumbents and potential entrants with access to the world's deepest capital markets, predation is highly unlikely to be a sustainable strategy, even if [the foreign

¹⁰⁷ See *VoiceStream/DT Order*, 16 FCC Rcd at 9820.

¹⁰⁸ *Id.*

carrier] did receive favorable regulatory treatment in [its home country].”¹⁰⁹ Likewise, as discussed in Section II(A) above, the Guam and CNMI wireless market includes a number of strong, well-financed competitors, thus rendering the possibility that the Applicants could engage in predatory pricing extremely unlikely.

2. Any Executive Branch Concerns Will Be Addressed Through Cooperation With Relevant Agencies And Adoption Of Appropriate Safeguards.

In addition to competition-related issues, the Commission’s analysis under the public interest standard includes consideration of any potential threats to national security, law enforcement, foreign policy, and trade.¹¹⁰ The Commission consults “with the appropriate Executive Branch agencies regarding those concerns.”¹¹¹ The Applicants already have begun discussions with Executive Branch officials and are receptive to agreements with the Department of Justice and Federal Bureau of Investigation, and other agencies if necessary, that will fully address any concerns raised by the Executive Branch.¹¹² The applicants do not object to making the Commission’s approval of the transaction contingent on their compliance with any agreement reached with the Executive Branch departments.

C. The Applicants Possess The Requisite Qualifications To Hold And Control Commission Licenses.

The Commission’s public interest analysis requires it to determine whether “the parties meet the requisite qualifications to hold and transfer licenses under Section 310(d) of the Act and

¹⁰⁹ *Id.*

¹¹⁰ *See Foreign Participation Order*, 12 FCC Rcd at 23940.

¹¹¹ *Id.*

¹¹² *See VoiceStream/DT Order*, 16 FCC Rcd at 9821-23; *Bell Atlantic New Zealand Holdings, Inc. and Pacific Telecom Inc.*, 18 FCC Rcd 23140, 23158-60 (IB, WCB, WTB 2003).

the Commission's rules."¹¹³ In the proposed transaction, Guam Cellular will be the surviving entity that holds all Commission licenses. As previously explained, Guam Cellular will retain the majority of Guam Cellular's and Guam Wireless' management employees and will continue operating separate CDMA (or W-CDMA) and GSM networks under common DoCoMo management. The Commission has already determined that Guam Cellular and Guam Wireless are qualified to hold their wireless licenses, and there is no reason to alter that assessment. Moreover, as previously discussed, the licenses will be indirectly controlled by DoCoMo, a leading provider of telecommunications and information services, including wireless services. Accordingly, the Applicants possess the financial and other qualifications necessary to hold and control the licenses.

IV. REQUEST FOR APPROVAL OF ADDITIONAL AUTHORIZATIONS

As set forth above and in the related applications, Guam Cellular and Guam Wireless hold numerous Commission licenses and other authorizations. Although the applications are intended to include all such authorizations, the licensees involved in the proposed transaction may now have on file, and may subsequently file, additional requests for authorizations for new or modified facilities, which may be granted while the applications are pending.

Accordingly, the Applicants request that the grant of the applications include authority for DoCoMo to obtain control of any authorizations that are acquired by Guam Cellular or obtain any authorizations that are acquired by Guam Wireless during the Commission's consideration of this transaction or any applications that may be pending at the time of consummation. Specifically, the Applicants request that the grant of this transaction include authority for DoCoMo to acquire:

¹¹³ *Cingular/AWS Order*, 19 FCC Rcd at 21546; *see also ALLTEL/WWC Order*, 20 FCC Rcd at 13063-64.

- (1) any authorization issued to Guam Cellular or Guam Wireless during the Commission's consideration of this transaction and the period required for consummation following Commission approval;
- (2) construction permits held by Guam Cellular or Guam Wireless that mature into licenses after closing and that may have been omitted from the applications; and
- (3) applications that may be filed by Guam Cellular or Guam Wireless after the date of the instant applications and that are pending at the time the proposed transaction is consummated.

Such action would be consistent with Commission precedent.¹¹⁴

In addition, pursuant to Section 1.925 of the Commission's rules,¹¹⁵ the Guam Cellular and DoCoMo request an exemption from Sections 1.927(h) and 1.929(a)(2) of the Commission's rules,¹¹⁶ to be exempt from any applicable cut-off rules where the Guam Cellular files amendments to pending Part 22, Part 24, Part 90, or Part 101 of the Commission's rules (or to any other applications) to reflect the consummation of the proposed transaction. The exemption is requested so that amendments to pending applications to report the change in ownership resulting from this transaction would not be treated as major amendments requiring a second public notice period. The scope of this transaction demonstrates that any ownership changes are not made for the acquisition of any particular pending application, but are part of a larger agreement undertaken for legitimate business purposes. Grant of such exemption is consistent with previous Commission decisions routinely granting a blanket exemption in cases involving a larger transaction.¹¹⁷

¹¹⁴ See, e.g., *PacifiCorp Holdings, Inc. and Century Telephone Enterprises, Inc.*, 13 FCC Rcd 8891, 8915-16 (1997) ("Century/PTI Order"); *Bell Atlantic/NYNEX*, 12 FCC Rcd at 20097; *Pacific Telesis Group and SBC Communications, Inc.*, 12 FCC Rcd 2624, 2665 (1997).

¹¹⁵ 47 C.F.R. § 1.925.

¹¹⁶ *Id.* §§ 1.927(h), 1.929(a)(2).

¹¹⁷ See, e.g., *Ameritech/SBC Order*, 14 FCC Rcd at 14955; *Century/PTI Order*, 13 FCC Rcd at 8915; *Craig O. McCaw and AT&T Co.*, 9 FCC Rcd 5836, 5909 (1994); *Centel Corp. and Sprint Corp.*, 8 FCC Rcd 1829, 1833 (CCB 1993).

V. CONCLUSION

For the reasons set forth above and in each application related to this transaction, the proposed transfer of control of Guam Cellular to DoCoMo and the proposed assignment of Guam Wireless' authorizations to Guam Cellular are strongly in the public interest. Accordingly, the Applicants request that the Commission expeditiously approve this transaction and its related applications and petition for declaratory ruling.

Respectfully submitted,



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*Counsel for Guam Wireless Telephone
Company, L.L.C.*

April 4, 2006

dc-445464

EXHIBIT A

Title III Authorizations

| Call Sign | Licensee | Radio Service |
|------------------|---|---|
| KNLF300 | Guam Wireless Telephone Company, L.L.C. | PCS Broadband MTA050 – Guam-Northern Mariana Islands |
| KNKN828 | Guam Cellular and Paging, Inc. | Cellular CMA732 – Guam |
| KNKQ367 | Guam Cellular and Paging, Inc. | Cellular CMA734 – Northern Mariana Islands |
| KNLB309 | Guam Cellular and Paging, Inc. | Wireless Communications Service MEA049 – Guam & Northern Mariana Islands |
| WPYG242 | Guam Cellular and Paging, Inc. | Lower 700 MHz CMA732 – Guam |
| KNKI654 | Guam Cellular and Paging, Inc. | Paging and Radiotelephone |
| WWA347 | Guam Cellular and Paging, Inc. | Paging and Radiotelephone |
| WXS403 | Guam Cellular and Paging, Inc. | Paging and Radiotelephone |
| WMJ485 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WMJ486 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WMJ487 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WMJ488 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WMR771 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WPOR267 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WPOR268 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WPOR269 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WPOR270 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WPOR271 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WPTR768 | Guam Cellular and Paging, Inc. | Common Carrier Fixed Point-to-Point Microwave |
| WPIP335 | Guam Cellular and Paging, Inc. | Industrial/Business Pool, Commercial, Conventional |
| WPMK901 | Guam Cellular and Paging, Inc. | Industrial/ Business Pool, Commercial, Conventional |

Section 214 Authorizations

| File No. | Licensee | Authorization |
|----------------------------|---|--|
| ITC-214-20000507-00304 | Guam Wireless Telephone Company, L.L.C. | Authorization to provide global facilities-based and resold telecommunications services |
| ITC-214-19961120-00583 | Guam Cellular and Paging, Inc. | Authorization to provide global resold telecommunications services |
| ITC-214-20040517-00201 | Guam Cellular and Paging, Inc. | Authorization to provide global facilities-base telecommunications services |
| Domestic Blanket Authority | Guam Cellular and Paging, Inc. | Blanket domestic authorization to provide domestic interstate telecommunications service |

EXHIBIT B

Top Ten DoCoMo Shareholders¹

| Shareholder | Country | Shares Held (000's) | Percentage |
|--|---------|------------------------|------------|
| Nippon Telegraph and Telephone Corporation | Japan | 27,640 | 61.96% |
| The Master Trust Bank of Japan, Ltd. (Trust Account) | Japan | 1,568 | 3.52% |
| Japan Trustee Services Bank, Ltd. (Trust Account) | Japan | 1,553 | 3.48% |
| State Street Bank and Trust company 505103 | US | 402.844 | 0.90% |
| Harris Associates L.P. | US | 318.75 | 0.71% |
| Japan Trustee Services Bank, Ltd. (Trust Account 4) | Japan | 258.331 | 0.58% |
| BNP Paribas Securities (Japan) Limited | Japan | 225.183 | 0.50% |
| State Street Bank and Trust Company | US | 201.654 | 0.45% |
| Chase Manhattan Bank, N.A. London S.L. Omnibus Account | UK | 198.066 | 0.44% |
| Mitsubishi Trust and Banking Co Ltd.(Trust Account) | Japan | 190.36 | 0.43% |

Total: 72.98%

Top Ten NTT Shareholders²

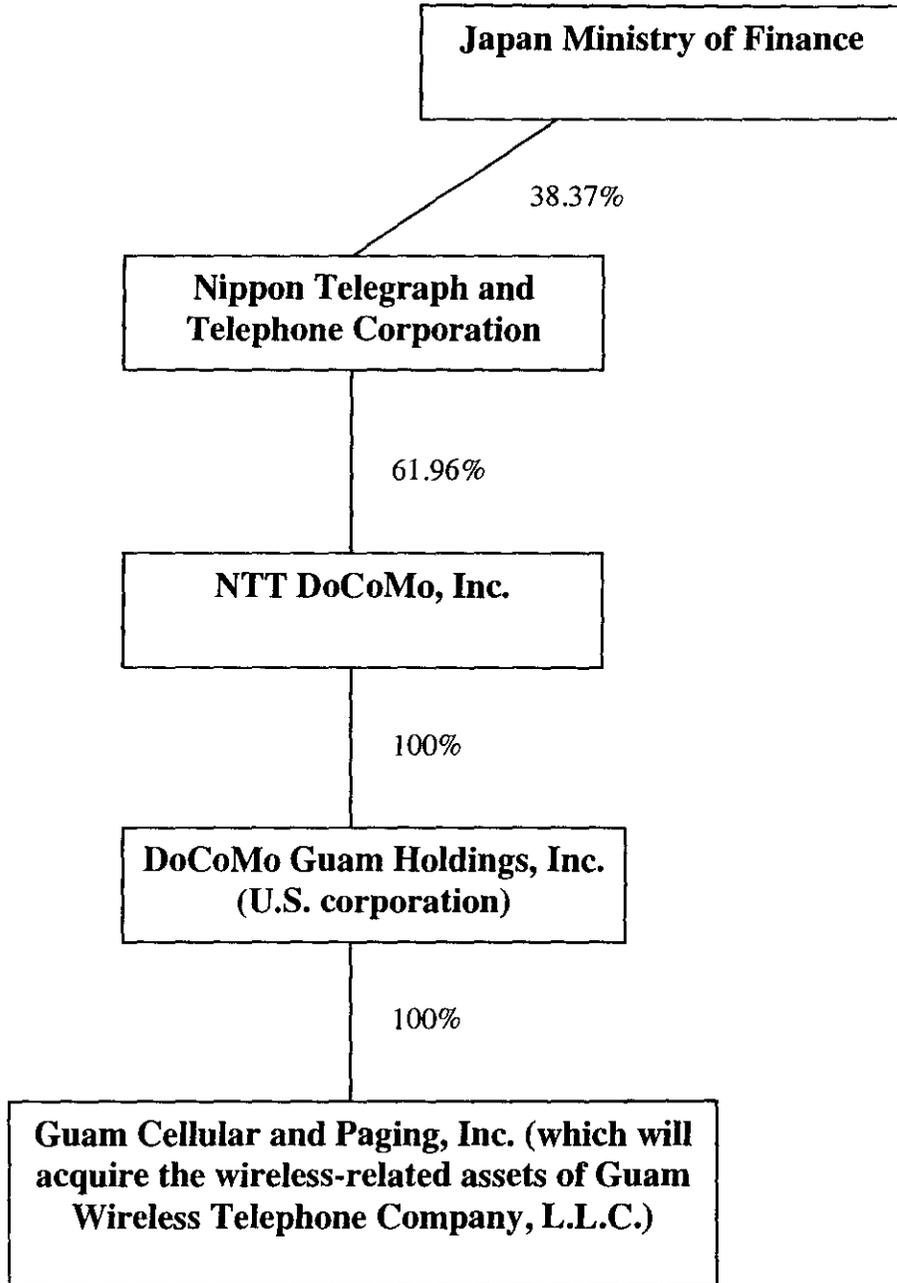
| Shareholder | Country | Shares Held (000's) | Percentage |
|--|---------|------------------------|------------|
| Japan Minister of Finance | Japan | 5,304 | 38.37% |
| Japan Trustee Services Bank, Ltd | Japan | 670.978 | 4.85% |
| The Master Trust Bank of Japan Ltd | Japan | 475.315 | 3.44% |
| Moxley & Co | US | 384.439 | 2.78% |
| Chase Manhattan Bank, N.A. London | UK | 241.157 | 1.74% |
| State Street Bank and Trust Company 505103 | US | 162.145 | 1.17% |
| NTT Employee Share-Holding Association | Japan | 137.065 | 0.99% |
| Nippon Life Insurance Company | Japan | 95.954 | 0.69% |
| Sumitomo Trust & Banking Co Ltd | Japan | 90.917 | 0.66% |
| Trust and Custody Service Bank, Ltd | Japan | 86.349 | 0.62% |

Total: 55.33%

¹ DoCoMo has approximately 44,608,604 outstanding shares, excluding shares held by the company treasury. The ownership information set forth above is based upon publicly available financial information, including filings made with U.S. Securities and Exchange Commission.

² NTT has approximately 13,822,436 outstanding shares, excluding shares held by the company treasury. The ownership information set forth above is based upon publicly available financial information, including filings made with U.S. Securities and Exchange Commission

EXHIBIT C



TAB 2

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 04/11/2006 at 15:57:24

File Number: 0002556700

**FCC 603
Main Form**

FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

General Information

| | |
|--|-----------------------------------|
| 1) Application Purpose (Select only one) (AM): | |
| AA - Assignment of Authorization TC - Transfer of Control | AM - Amendment WD - Withdrawal |
| NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer) | |
| 2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC. | File Number: 0002556700 |
| 3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required? | (Y) Yes No |
| 3b) If the answer to 3a is 'Y', provide the File Number of the lead application. | File Number: 0002556700 |
| 3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required? | (Y) Yes No |
| 4) Are attachments being filed with this application? | (Y) Yes No |

Fees and Waivers

| | |
|--|--------------------------------|
| 5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees. | (N) Yes No |
| 5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees. | (N) Yes No |
| 6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request. | (N) Yes No |
| 6b) If 6a is 'Y', enter the number of rule sections involved. | Number of Rule Sections: _____ |

Additional Transaction Information

| | |
|--|--|
| 7) Has this application for Assignment of Authorization or Transfer of Control already occurred? | (N) Yes No |
| 8a) The Assignment of Authorization or Transfer of Control is: | <input checked="" type="checkbox"/> Voluntary <input type="checkbox"/> Involuntary |
| 8b) If 8a is 'Involuntary', provide the date that the event occurred: | (MM/DD/YYYY) / / |
| 9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control? | (N) Yes No |
| 9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules? | () Yes No |
| 9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control. | (MM/DD/YYYY) / / |
| 10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C. | () Yes No |
| 10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses? | () Yes No |

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: (T)

Sale or other assignment of assets Court order Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): _____

Designated Entity Information (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

| | |
|--|----------------------------|
| 12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years? | (Y) <u>Yes</u> <u>No</u> |
| 12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan? | () <u>Yes</u> <u>No</u> |
| 12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years? | () <u>Yes</u> <u>No</u> |

Competition-Related Information

| | |
|--|----------------------------|
| 13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services? | (N) <u>Yes</u> <u>No</u> |
| 14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area? | (N) <u>Yes</u> <u>No</u> |
| 14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)? | (N) <u>Yes</u> <u>No</u> |

Broadband Radio Service and Educational Broadband Service Information

| | |
|---|--------------------------|
| 15a) Will the requested facilities be used to provide multichannel video programming? | () <u>Yes</u> <u>No</u> |
| 15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities? If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'. | () <u>Yes</u> <u>No</u> |
| 16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules? If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'. | () <u>Yes</u> <u>No</u> |

Assignor/Licensee Information

17) Assignor/Licensee is a(n): (Select One)

Individual
 Unincorporated Association
 Trust
 Government Entity
 Corporation
 Limited Liability Company
 General Partnership
 Limited Partnership
 Limited Liability Partnership
 Consortium
 Other: _____

18) FCC Registration Number (FRN): 0004242723

19) First Name (if individual): _____ MI: _____ Last Name: _____ Suffix: _____

20) Legal Entity Name (if not an individual): Guam Cellular and Paging, Inc.

21) Attention To: Mark Chamberlin

22) P.O. Box: _____ And /Or _____ 23) Street Address: 219 South Marine Drive, Suite 206

24) City: Tamuning _____ 25) State: GU _____ 26) Zip Code: 96911

27) Telephone Number: (671)688-4213 _____ 28) Fax Number: _____

29) E-Mail Address: _____

30) Demographics of Assignor/Licensee (Optional):

| | | |
|---|---|--|
| <p>Race:</p> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | <p>Ethnicity:</p> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | <p>Gender:</p> <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Assignor/Licensee Contact Representative

31) First Name: _____ MI: _____ Last Name: _____ Suffix: _____

32) Company Name: _____

33) Attention To: _____

34) P.O. Box: _____ And /Or _____ 35) Street Address: _____

36) City: _____ 37) State: _____ 38) Zip Code: _____

39) Telephone Number: _____ 40) Fax Number: _____

41) E-Mail Address: _____

Transferor Information (for Transfers of Control only)

| | | | |
|--|---|--|--|
| 42) Transferor is a(n): (Select One) | | | |
| <input type="checkbox"/> Individual | <input type="checkbox"/> Unincorporated Association | <input checked="" type="checkbox"/> Trust | <input type="checkbox"/> Government Entity <input type="checkbox"/> Corporation <input type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Consortium |
| <input type="checkbox"/> Other: _____ | | | |
| 43) FCC Registration Number (FRN): 0014872311 | | | |
| 44) First Name (if individual): | MI: | Last Name: | Suffix: |
| 45) Legal Entity Name (if not an individual): Lyons Community Property Trust | | | |
| 46) Attention To: Philip N. Lyons | | | |
| 47) P.O. Box: | And /Or | 48) Street Address: 5000 Birch Street, Suite 5500 | |
| 49) City: Newport Beach | 50) State: CA | 51) Zip Code: 92660 | |
| 52) Telephone Number: (671)688-4213 | | 53) Fax Number: | |
| 54) E-Mail Address: | | | |

55) Demographics of Transferor (Optional):

| | | |
|---|---|--|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Transferor Contact Representative

| | | | |
|---|---------------|---|---------|
| 56) First Name: | MI: | Last Name: | Suffix: |
| 57) Company Name: Lukas, Nace, Gutierrez & Sachs, Chartered | | | |
| 58) Attention To: David A. LaFuria | | | |
| 59) P.O. Box: | And /Or | 60) Street Address: 1650 Tysons Boulevard, Suite 1600 | |
| 61) City: McLean | 62) State: VA | 63) Zip Code: 22102 | |
| 64) Telephone Number: (703)584-8678 | | 65) Fax Number: (703)584-8694 | |
| 66) E-Mail Address: dlafuria@fcclaw.com | | | |

Assignee/Transferee Information

| | | | |
|--|---|--|--|
| 67) Assignee/Transferee is a(n): (Select One) | | | |
| <input type="checkbox"/> Individual | <input type="checkbox"/> Unincorporated Association | <input type="checkbox"/> Trust | <input type="checkbox"/> Government Entity |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Consortium |
| <input type="checkbox"/> Other: _____ | | | |
| 68) FCC Registration Number (FRN): 0014871933 | | | |
| 69) First Name (if individual): | MI: | Last Name: | Suffix: |
| 70) Legal Entity Name (if not an individual): DoCoMo Guam Holdings, Inc. | | | |
| 71) Attention To: David Jeppsen | | | |
| 72) Real Party in Interest FCC Registration Number (FRN): 0014871933 | | | |
| 73) Name of Real Party in Interest: DoCoMo Guam Holdings, Inc. | | | |
| 74) P.O. Box: | And /Or | 75) Street Address: 1399 New York Ave., NW, Suite 450 | |
| 76) City: Washington | 77) State: DC | 78) Zip Code: 20005 | |
| 79) Telephone Number: (202)639-9374 | 80) Fax Number: (202)639-9340 | | |
| 81) E-Mail Address: djeppsen@docomo-usa.com | | | |

82) Demographics of Assignee/Transferee (Optional):

| | | |
|---|---|--|
| Race: <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White | Ethnicity: <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino | Gender: <input type="checkbox"/> Male <input type="checkbox"/> Female |
|---|---|--|

Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

| | | | |
|---|-------------------------------|--|---------|
| 83) First Name: Cheryl | MI: A | Last Name: Tritt | Suffix: |
| 84) Company Name: Morrison & Foerster LLP | | | |
| 85) Attention To: | | | |
| 86) P.O. Box: | And /Or | 87) Street Address: 2000 Pennsylvania Avenue, NW, Suite 5500 | |
| 88) City: Washington | 89) State: DC | 90) Zip Code: 20006 | |
| 91) Telephone Number: (202)887-1510 | 92) Fax Number: (202)887-0763 | | |
| 93) E-Mail Address: CTritt@mfo.com | | | |

Ownership Disclosure Information

| | |
|--|-------------------------|
| 94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services? | (Y) <u>Yes</u> No |
| 94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC. | File Number: 0002566538 |

Alien Ownership Information

| | |
|--|---------------------|
| 95) Is the Assignee/Transferee a foreign government or the representative of any foreign government? | (N) <u>Yes</u> No |
| 96) Is the Assignee/Transferee an alien or the representative of an alien? | (N) <u>Yes</u> No |
| 97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government? | (N) <u>Yes</u> No |
| 98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? | (N) <u>Yes</u> No |
| 99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? | (Y) <u>Yes</u> No |
| 99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act. | (N) <u>Yes</u> No |

Basic Qualification Information

| | |
|---|---------------------|
| 100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission? | (N) <u>Yes</u> No |
| 101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court? | (N) <u>Yes</u> No |
| 102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? | (N) <u>Yes</u> No |

Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

| | | | |
|-----------------------------|----------|---------------------|---------|
| 103) First Name: Phillip | MI: N | Last Name: Lyons | Suffix: |
|-----------------------------|----------|---------------------|---------|

104) Title: Chairman, President & CEO

| | |
|-------------------------------|--------------------------|
| Signature: Phillip N Lyons | 105) Date: 04/11/2006 |
|-------------------------------|--------------------------|

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

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Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.
*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

| | | | |
|---|-----|-------------------------|--------------------------|
| 106) First Name: Michiya | MI: | Last Name: Shinagawa | Suffix: |
| 107) Title: Treasurer | | | |
| Signature: Michiya Shinagawa | | | 108) Date: 04/11/2006 |
| FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. | | | |
| WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503). | | | |

Authorizations To Be Assigned or Transferred

| 108) Call Sign | 109) Radio Service Code | 110) Location Number | 111) Path Number (Microwave only) | 112) Frequency Number | 113) Lower or Center Frequency (MHz) | 114) Upper Frequency (MHz) | 115) Constructed Yes / No |
|-------------------|--|-------------------------|--------------------------------------|--------------------------|---|-------------------------------|------------------------------|
| KNKI654 | CD - Paging and Radiotelephone | | | | | | Y |
| KNKN828 | CL - Cellular | | | | | | Y |
| KNKQ367 | CL - Cellular | | | | | | Y |
| KNLB309 | WS - Wireless Communications Service | | | | | | Y |
| WMJ485 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WMJ486 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WMJ487 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WMJ488 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WMR771 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WPIP335 | IK - Industrial/Business Pool - Commercial, Conventional | | | | | | Y |
| WPMK901 | IK - Industrial/Business Pool - Commercial, Conventional | | | | | | Y |
| WPOR267 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WPOR268 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WPOR269 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WPOR270 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WPOR271 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WPTR768 | CF - Common Carrier Fixed Point to Point Microwave | | | | | | Y |
| WPYG242 | WZ - 700 MHz Lower Band | | | | | | N |

| 108) Call Sign | 109) Radio Service Code | 110) Location Number | 111) Path Number (Microwave only) | 112) Frequency Number | 113) Lower or Center Frequency (MHz) | 114) Upper Frequency (MHz) | 115) Constructed Yes / No |
|-------------------|-----------------------------------|----------------------------|---|-----------------------------|--|----------------------------------|---------------------------------|
| WWA347 | CD - Paging and Radiotelephone | | | | | | Y |
| WXS403 | CD - Paging and Radiotelephone | | | | | | Y |

Schedule for Licensees that Received Bidding Credits or Participate in the Installment Payment Plan, or Involving Licenses Won in Closed Bidding

For Purposes of Schedule A, Applicant is defined as the Assignee (Assignment of Authorization) or the post-transaction Licensee (Transfers of Control)

Bidding Credits

| | |
|---|---------------------|
| <p>1) Have the full amount of bidding credit(s) awarded with regard to each of the subject license(s) been paid as part of unjust enrichment payment(s) in previous transaction(s)?</p> <p>If the response to Item 1 is 'Y', Item 2 is not required to be completed.</p> | <p>(N) Yes No</p> |
| <p>2) With respect to each of the subject licenses, the Applicant:</p> <p><input type="checkbox"/> a) qualifies for the same designated entity status as the current Licensee</p> <p><input type="checkbox"/> b) qualifies for a different designated entity status than the current Licensee</p> <p><input checked="" type="checkbox"/> c) does not qualify for any designated entity status</p> | |

Installment Payments

| | |
|--|-------------------|
| <p>3) Have all the installment payment obligations for each of the subject licenses been paid in full?</p> <p>If the response to Item 3 is 'Y', Item 4 is not required to be completed.</p> | <p>() Yes No</p> |
| <p>4) With respect to each of the subject licenses, the Applicant:</p> <p><input type="checkbox"/> a) qualifies for the same eligibility status for the installment payment plan as the current Licensee</p> <p><input type="checkbox"/> b) qualifies for a different eligibility status for the installment payment plan than the current Licensee</p> <p><input type="checkbox"/> c) does not qualify for the installment payment plan</p> | |

Closed Bidding Licenses

| | |
|---|-------------------|
| <p>5) Have construction notifications been submitted as required by the Commission's Rules for each of the subject licenses?</p> <p>If the response to Item 5 is 'Y', Item 6 is not required to be completed.</p> | <p>() Yes No</p> |
| <p>6) With respect to each of the subject licenses, the Applicant:</p> <p><input type="checkbox"/> a) qualifies for closed bidding</p> <p><input type="checkbox"/> b) does not qualify for closed bidding</p> | |

Attachment(s):

| Type | Description | Date Entered |
|------|---|--------------|
| O | Application and Petition for Declaratory Ruling | 04/04/2006 |