

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)	
)	
Shamrock TeleGuam Holdings, LLC,)	WC Docket No. 10-_____
Transferor,)	
)	IBFS File Nos.
GTA Telecom, LLC)	ITC-T/C-20101216-_____ &
GTA Services, LLC)	ITC-T/C-20101216-_____
Pulse Mobile, LLC)	
Licensees,)	
)	
and)	
)	
AP TeleGuam Holdings, Inc.)	
Transferee,)	
)	
For Grant of Authority Pursuant to)	
Section 214 of the Communications Act of 1934,)	
as amended, and Sections 63.04 and 63.24 of the)	
Commission's Rules to Complete a Transfer of)	
Indirect Majority Ownership of the Licensees to)	
AP TeleGuam Holdings, Inc.)	

JOINT APPLICATION

GTA Telecom, LLC ("GTA Telecom"), GTA Services, LLC ("GTA Services"), and Pulse Mobile, LLC ("Pulse Mobile") (collectively, the "TeleGuam Licensees"), Shamrock TeleGuam Holdings, LLC ("Shamrock" or "Transferor") (Shamrock and TeleGuam Licensees collectively, the "TeleGuam Entities"), and AP TeleGuam Holdings, Inc. ("AP TG" or "Transferee") (AP TG and the TeleGuam Entities collectively, the "Applicants"), pursuant to Section 214 of the Communications Act, as amended (the "Act"), 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04 & 63.24, respectfully request Federal Communications Commission

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("Commission" or "FCC") approval, or such authority as may be necessary or required, for the indirect transfer of control of the TeleGuam Licensees to AP TG. In reviewing the Applicants' request for authority, the Commission should find that AP TG's acquisition of a 100% ownership interest in the TeleGuam Licensees will serve the public interest, convenience, and necessity. Although the proposed transaction will result in a change in the ultimate ownership of the TeleGuam Licensees, the TeleGuam Licensees will continue to hold the same authorizations and assets, and will continue to provide service to their existing customers under the same rates, terms and conditions. Accordingly, this transaction will have no effect on the rates, terms and conditions of service of the customers of the TeleGuam Licensees.

GTA Telecom is an incumbent local exchange carrier ("ILEC"). The transferee, AP TG, is not a telecommunications service provider in Guam or in any other U.S. or foreign jurisdiction. Accordingly, the applicants respectfully request streamlined treatment under Section 63.03(b)(1)(ii) of the Commission's Rules.

Alternatively, Applicants request streamlined treatment on a case-by-case approach.¹ Immediately following the transaction, (1) the TeleGuam Licensees will hold less than a ten percent (10%) share of the interstate, interexchange market; and (2) GTA Telecom, as an incumbent LEC, serves fewer than two percent (2%) of the nation's subscriber lines installed in the aggregate nationwide. Applicants respectfully request that the Commission grant streamlined treatment to this Application, or in the alternative,

¹ See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, ¶ 34 (2002) ("*Further Streamlining R&O*").

process this Application on a non-streamlined basis but using similar timeframes for comments and approval as would be used for an Application with streamlined processing.

In support of this Application, Applicants state as follows:

I. DESCRIPTION OF THE APPLICANTS

A. AP TeleGuam Holdings, Inc.

AP TeleGuam Holdings, Inc. is a Delaware corporation. AP TG was formed for the purpose of acquiring the TeleGuam Licensees as part of the transaction described in further detail in Section II of this Application. AP TG is currently a wholly-owned subsidiary of Advantage Partners IV, ILP (Only for Qualified Institutional Investors (with Resale Restriction to Non-Qualified Institutional Investors) and for a Small Number of Other Investors) (“Advantage Partners IV, ILP”). At the time of closing, AP TG will be jointly owned by three private investment funds (the “AP TG Funds”): (1) AP Cayman Partners II, L.P.; (2) Advantage Partners IV, ILP; and (3) Japan Ireland Investment Partners. Together, the three AP TG Funds will own approximately 97.2% of AP TG. The remaining 2.8% of AP TG will be owned by a yet-to-be-formed employee-sponsored investment partnership.² A corporate ownership structure chart for AP TG is provided as part of Exhibit A.

B. The TeleGuam Entities

The TeleGuam Licensees are wholly-owned subsidiaries of TeleGuam Holdings, LLC (“TeleGuam Holdings”), a Delaware limited liability company. TeleGuam Holdings was the winning bidder in the privatization of Guam’s incumbent local exchange carrier, the Guam Telephone Authority (“GTA”). TeleGuam Holdings, through its wholly-owned

² This investment partnership, tentatively named “Advantage Partners Tōshikū-miai No. XX,” will be organized as a general partnership in Japan.

subsidiaries GTA Telecom (a Delaware limited liability company) and GTA Services (a Delaware limited liability company), currently offers local landline and long distance services on Guam. Using spectrum rights which the former Guam Telephone Authority held for many years, TeleGuam Holdings has made significant network improvements and is offering wireless services in Guam through its wholly-owned subsidiary, Pulse Mobile (formerly GTA Wireless, LLC),³ a Delaware limited liability company. Pulse Mobile holds three FCC-issued radio licenses, call signs KNKQ317, KNLF917, and WQLD398. The TeleGuam Entities' principal business offices are located at 624 North Marine Corps Drive, Tamuning, Guam, 96913. A list of all of the licenses and authorizations held by the TeleGuam Licensees is provided in Exhibit B.

TeleGuam Holdings is a wholly-owned subsidiary of Shamrock, a Delaware limited liability company, located at 4444 Lakeside Drive, Burbank, California, 91505. For the Commission's reference, a pre-transaction corporate ownership structure chart demonstrating the pre- and post-transaction ownership of the TeleGuam Entities is provided as part of Exhibit A.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement and Plan of Merger, dated as of November 13, 2010, by and among AP TG, AP TeleGuam Merger Sub, LLC ("MergerCo") (a direct, wholly-owned subsidiary of AP TG created for purposes of the transaction), TeleGuam Holdings, Shamrock, and STG Representative Holdings, LLC (as representative of the members and optionholders of TeleGuam Holdings, LLC) (the "Agreement"), MergerCo will merge with and into TeleGuam Holdings, with TeleGuam Holdings continuing as the

³ GTA Wireless, LLC changed its name to Pulse Mobile, LLC in late 2005.

surviving entity (the “Merger”). As a result of the Merger, the TeleGuam Entities will become wholly-owned indirect subsidiaries of AP TG. Thus, AP TG will become the new parent company of the TeleGuam Licensees. Diagrams depicting the Merger and the pre- and post-transaction corporate structures of the companies are appended hereto as Exhibit A.

The current customers of the TeleGuam Licensees will remain customers of those entities following the Merger. Accordingly, the Merger will be virtually seamless to customers, who will continue to enjoy the same rates, terms, and conditions of service as they do prior to closing. The only change resulting from the Merger will be that the TeleGuam Entities, including the TeleGuam Licensees, will be ultimately owned by AP TG.

AP TG is financially well-qualified to become the new ultimate owner of the TeleGuam Licensees. AP TG intends to maintain the existing management team and employees of the TeleGuam Licensees in place after the transaction. The TeleGuam Licensees will therefore continue to have the managerial, technical, and financial qualifications to provide high quality telecommunications services supported by experienced management. The TeleGuam Licensees will also be supported by AP TG’s management team and financial resources. With strong financial backing, AP TG will be able to maintain its state-of-the-art infrastructure, offer quadruple-play, and will be poised to compete to serve the thousands of new customers that are expected to result from the U.S. government’s plans to relocate significant numbers of military personnel to Guam.

III. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18(a)-(d) and the Transferee submits the following information requested in Section 63.18(h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor: Shamrock TeleGuam Holdings, LLC FRN: 0011-5167-39
4444 Lakeside Drive
Burbank, California 91505
Tel. 818-845-4444

Licensees: GTA Telecom, LLC FRN: 0012-3562-18
GTA Services, LLC FRN: 0014-2827-43
Pulse Mobile, LLC FRN: 0012-3557-64
624 North Marine Corps Drive
Tamuning, Guam 96913
Tel. 671-644-4482

Transferee: AP TeleGuam Holdings, Inc. FRN: 0020-3869-67
c/o 160 Greentree Drive, Suite 101
Dover, Delaware 19904
Tel. 302-674-4089

(b) Government, State, or Territory Under the Laws of Which Each Applicant is Organized

Transferor: Shamrock is a Delaware limited liability company.

Licensees: GTA Telecom is a Delaware limited liability company.
GTA Services is a Delaware limited liability company.
Pulse Mobile is a Delaware limited liability company.

Transferee: AP TG is a Delaware corporation.

(c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For TeleGuam Entities:

Andrew D. Lipman
Russell M. Blau
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2020 K Street, N.W.
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202-373-6000 (Tel)
202-373-6001 (Fax)
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with a copy to:

Daniel G. Moffat
President and CEO
GTA TeleGuam
624 North Marine Corps Dr.
Tamuning Guam 96913
671-644-4482 (Tel)
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For AP TG:

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with a copy to:

Stanley Emmett Thomas, III
Director
AP TeleGuam Holdings, Inc.
c/o 160 Greentree Drive, Suite 101
Dover, Delaware 19904
302-674-4089 (Tel)
emmett.thomas@advantagepartners.com

(d) **Section 214 Authorizations**

Transferor: Transferor does not hold any domestic or international Section 214 authority, but controls the TeleGuam Licensees, which hold such authorizations.

Licensees: Each TeleGuam Licensee holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01. The TeleGuam Licensees also hold the following international Section 214 authorizations:

GTA Services holds an international Section 214 authorization to provide facilities-based and resold service, IB File No. ITC-214-20041117-00453.⁴

⁴ Originally granted to TeleGuam Holdings, effective December 10, 2004; subsequently transferred from the parent to its wholly-owned subsidiary, GTA Services, IB File No. ITC-ASG-20051123-00486, effective December 21, 2005.

Pulse Mobile holds an international Section 214 authorization to provide resold services, IB File No. ITC-214-20060202-00082.

Transferee: AP TG does not hold any domestic or international Section 214 authority.

(h) *(Answers to Questions 11 & 12)* The following entities hold, directly or indirectly, a ten percent (10%) or greater interest in Transferee as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers:

Post-Transaction Direct Ownership of TeleGuam Licensees:

Upon consummation of the proposed transaction, TeleGuam Holdings will continue to hold a 100% direct interest in each of the TeleGuam Licensees. The following entity will hold a ten percent (10%) or greater direct or indirect equity ownership in TeleGuam Holdings:

Name:	AP TeleGuam Holdings, Inc. ("AP TG")
Address:	c/o Stanley Emmett Thomas, III c/o 160 Greentree Drive, Suite 101 Dover, Delaware 19904
Citizenship:	U.S.
Principal Business:	Holding Company
Interest:	100% direct in TeleGuam Holdings (100% indirect in TeleGuam Licensees)

The following entities hold a ten percent (10%) or greater direct or indirect equity ownership in AP TG:

Name:	AP Cayman Partners II, L.P.
Address:	Walker House, 87 Mary Street George Town, Grand Cayman KY1-9002 Cayman
Citizenship:	Cayman Islands
Principal Business:	Investment
Interest:	29.4% direct in AP TG

Name: Advantage Partners IV, ILP
Address: 17F Toranomom Towers Office
4-1-28 Toranomom
Minato-ku Tokyo, 105-0001, Japan
Citizenship: Japan
Principal Business: Investment
Interest: 42.2% direct in AP TG

Name: Japan Ireland Investment Partners
Address: 33 Sir John Rogerson's Quay
Dublin 2, Ireland
Citizenship: Ireland
Principal Business: Investment
Interest: 25.6% direct in AP TG

Name: Japan Ireland Investment Partners, LTD
Address: c/o Walkers
Walker House
87 Mary Street, George Town
Grand Cayman KY1-9002, Cayman Islands
Citizenship: Cayman Islands
Principal Business: Investment
Interest: 25.6% indirect in AP TG

Name: AP5 Co., Ltd
Address: 17F Toranomom Towers Office
4-1-28 Toranomom
Minato-ku Tokyo, 105-0001, Japan
Citizenship: Japan
Principal Business: Investment
Interest: 25.6% indirect in AP TG

Name: Advantage Partners, LLP
Address: 17F Toranomom Towers Office
4-1-28 Toranomom
Minato-ku Tokyo, 105-0001, Japan
Citizenship: Japan
Principal Business: Service Provider to Investment Funds
Interest: 25.6% indirect in AP TG

Name: Richard L. Folsom
Address: 17F Toranomom Towers Office
4-1-28 Toranomom
Minato-ku Tokyo, 105-0001, Japan
Citizenship: U.S.
Interest: 11.1% indirect in AP TG

Name: Taisuke Sasanuma
Address: 17F Toranomom Towers Office
4-1-28 Toranomom
Minato-ku Tokyo, 105-0001, Japan
Citizenship: Japan
Interest: 11.1% indirect in AP TG

To the Applicants' knowledge, the Applicants will have no interlocking directorates with any foreign carriers upon consummation of the proposed transaction.⁵

(i) **(Answer to Question 14)** The Transferee certifies that it is not a foreign carrier and is not affiliated with a foreign carrier.⁶

(j) **(Answer to Question 15)** The Transferee certifies that the Transferee and the TeleGuam Entities will not seek to provide international telecommunications services to any destination country where:

(1) The Transferee or any of the TeleGuam Entities is a foreign carrier in that country; or

⁵ Applicants anticipate that at the time the proposed transaction is consummated there will be interlocking directorates between TeleGuam Holdings (a subsidiary of AP TG) and Wireless City Planning ("WCP"), a non-dominant wireless telecommunications carrier operating exclusively in Japan. Specifically, the three entities identified above as holding a ten percent or greater direct equity ownership interest in AP (AP Cayman Partners II, L.P., Advantage Partners IV, ILP, and Japan Ireland Investment Partners) are parties to a pending transaction in Japan following which the three entities will jointly hold a non-controlling (roughly 30%) ownership interest in WCP. Following consummation of the pending WCP transaction, Atsushi Akaike, currently a director of WCP, plans to join the Board of Directors of TeleGuam Holdings. However, because TeleGuam Holdings is not an applicant in this proceeding, this interlocking directorate should not be relevant to the FCC's approval process. See 47 C.F.R. § 63.18(h).

⁶ As noted above, the Applicants anticipate that at the time this transaction closes, AP Cayman Partners II, L.P., Advantage Partners IV, ILP, and Japan Ireland Investment Partners will collectively own approximately 30% of WCP, but none of them individually will own 25% or more of WCP, nor will any of them control WCP. Accordingly, AP TG and WCP will not be "affiliates" as that term is defined by the applicable FCC rule. See 47 C.F.R. § 63.09(e).

(2) The Transferee or any of the TeleGuam Entities controls a foreign carrier in that country; or

(3) Any entity that owns more than 25 percent of the Transferee or any of the TeleGuam Entities, or that controls the Transferee or any of the TeleGuam Entities, controls a foreign carrier in that country; or

(4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of the Transferee or any of the TeleGuam Entities and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(k) Not applicable. The Transferee and the TeleGuam Entities are not foreign carriers or affiliated with a foreign carrier.

(l) Not applicable. The Transferee and the TeleGuam Entities do not intend to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where they are a foreign carrier or affiliated with a foreign carrier.

(m) Not applicable. The Transferee and the TeleGuam Entities are not foreign carriers or affiliated with a foreign carrier.

(n) The Transferee and the TeleGuam Entities certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853(a); *see also* 47 C.F.R. §§ 1.2001-1.2003.

(p) Applicants respectfully request streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). The Applicants are not affiliated with any foreign carriers, and have no affiliation with a dominant U.S. carrier whose international switched or private line services the Applicants seek authority to resell, and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of such services.

IV. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Section 63.04(a)(6)-(12) of the Commission's Rules:

(a)(6) A description of the proposed Transaction is set forth in Section II above.

(a)(7) Shamrock does not provide telecommunications services. The TeleGuam Licensees provide local, long distance, and wireless telecommunications services in Guam. AP TG does not provide telecommunications services.

(a)(8) The Applicants respectfully request presumptive streamlined treatment under Section 63.03(b)(1)(ii) of the Commission's rules. The Commission has stated that streamlined treatment will be "presumptively accorded" to "proposed transactions where

one party provides no domestic telecommunications services.”⁷ AP TG and its direct and indirect owners do not provide domestic telecommunications services and do not have an ownership interest in any company that provides domestic telecommunications services. Accordingly, the acquisition of the TeleGuam Licensees will not result in an increased concentration in any market for telecommunications services in Guam. Thus, this transaction raises no competitive or public interest concerns and this application should be afforded streamlined treatment. To the extent the Commission determines that the application does not qualify for streamlined processing, the Applicants respectfully request that the Commission process the application in a timeframe similar to that of streamlined applications.

(a)(9) In addition to the Section 214 authorizations described in Section III(d) above, Pulse Mobile holds three FCC issued radio licenses, call signs KNKQ317, KNL917, and WQLD398. The Applicants have or will soon file the necessary application with the Commission with respect to those licenses.

(a)(10) No party is requesting special consideration because it is facing imminent business failure.

(a)(11) In conjunction with this application, Applicants are filing a request for declaratory ruling that it is in the public interest for the TeleGuam Licensees to have indirect foreign ownership in excess of the 25 percent benchmark under Section 310(b)(4) of the Act. (See IBFS File No. ISP-PDR-20101216-00021.)

(a)(12) Public Interest Statement. Applicants submit that the transaction described herein will serve the public interest, convenience, and necessity. Under new

⁷ *Further Streamlining R&O* ¶ 3; see 47 C.F.R. § 63.03(b)(1)(ii).

ownership, the TeleGuam Licensees will continue to provide high-quality telecommunications services to Guam consumers, while gaining access to the additional resources and operational expertise of AP TG. AP TG is committed to investing in Guam in order to offer state-of-the-art service to all customer segments. With strong financial backing, AP TG will be able to maintain its state-of-the-art infrastructure, offer quadruple-play, and will be poised to compete to serve the thousands of new customers that are expected to result from the U.S. government's plans to relocate significant numbers of military personnel to Guam.

The transfer of control will, therefore, give the TeleGuam Licensees the ability to become stronger competitors, to the ultimate benefit of consumers. The transfer of control of the TeleGuam Licensees will not result in a change of carrier for customers or any assignment of existing Commission authorizations. Further, the rates, terms and conditions of services currently provided by the TeleGuam Licensees to their customers will not change as a result of the transaction. The transaction will be seamless and transparent to customers and the TeleGuam Licensees will continue to provide high-quality communications services to their customers without interruption and without change in rates, terms or conditions. Future changes in those rates, terms and conditions, if any, will be undertaken pursuant to the applicable federal and state notice and tariff requirements.

Significantly, the pro-competitive and pro-consumer public interest benefits from the transaction will not be offset by any anti-competitive harm in the domestic communications marketplace. Fundamentally, the transaction will not result in any market consolidation in the wireline, wireless, video, or broadband Internet access markets in Guam or

anywhere else in the United States. As indicated above, AP TG is not itself a provider of communications services, and it does not hold an attributable financial interest in any entity that competes directly with TeleGuam. The transaction would merely replace one series of owners with another, and would not eliminate any competitive operator in the Guam market.

Nor does the transaction raise any other competitive concerns. Following the proposed license transfer, the TeleGuam Licensees will have no ability to foreclose or impair competition in the Guam market. The wireline, wireless, video, and broadband Internet access service markets in Guam will remain fully competitive. The island is currently served by several carriers and operators in each of these markets, and several of these operators plan to increase their market presence through additional investment. As the Commission has held, “[t]ransactions that do not significantly increase concentration or result in a concentrated market ordinarily require no further competitive analysis.”⁸ Finally, the Applicants note that the Guam Public Utility Commission has reviewed and approved the proposed transaction, specifically finding that the public interest will be furthered by the approval to undertake the transaction.⁹

⁸ *Applications of Nextel Communications, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 20 FCC Rcd 13967, ¶ 31 (2005).

⁹ *See Joint Application of TeleGuam Holdings, LLC and GTA Telecom LLC for Approval of the Transfer of Control of TeleGuam Holdings, LLC and GTA Telecom LLC to AP TeleGuam Holdings, LLC*, GTA Docket 10-09, Order Approving Sale/Transfer of Ownership and Control of TeleGuam Holdings, LLC, and GTA Telecom, LLC (Subject to Conditions) (rel. Nov. 29, 2010), *available at*: <www.guampuc.com/docs/dockets/1291185634-gta-docket-10-09.pdf>, *rehearing pending*. (On December 15, 2010, the Administrative Law Judge of the Guam PUC approved a request by three local competitive service providers to submit comments and hold another hearing on the proposed transaction.) The conditions imposed by the Guam PUC are as follows: “(1) Applicants must satisfy all requirements of the Federal Communications Commission with regard to

V. STANDARD OF REVIEW

Pursuant to Sections 214 and 310(d) of the Act, the Commission will approve a proposed transfer of control of an authorization if it concludes that, on balance, doing so serves the public interest, convenience, and necessity.¹⁰ In making this determination, the Commission first must determine whether a proposed transaction complies with the relevant provisions of the Act, other applicable statutes, and the Commission's rules, and whether the proposed transferee is qualified to hold FCC licenses under the Act, relevant statutes, and rules. The Commission then weighs the potential public interest harms of the proposed license transfer, including any adverse effects on competition in relevant markets, against any efficiencies and other public interest benefits that are likely to result from the proposed transaction.¹¹ In doing so, the Commission evaluates the impact of the transaction on key Commission objectives. Specifically, the Commission assesses the transaction in light of the "broad aims of the Communications Act," which include "a deeply rooted preference for preserving and enhancing competition in relevant markets,

this transaction, complete all necessary proceedings required by the FCC, and obtain all necessary FCC approvals; (2) there must be material compliance with the terms and conditions of the Purchase and Merger Agreement, and the transaction completed in all material respects; (3) once the proposed transaction is completed in all material respects, Applicants shall continue to be subject to the terms, conditions and requirements of 12 GCA §12103, and all PUC rules, regulations and orders." *Id.* at 5. The Applicants were also instructed to inform the Guam PUC when these conditions are met, and to pay the Guam PUC's regulatory expenses and fees associated with the docket. *See id.*

¹⁰ 47 U.S.C. §§ 214, 310(d).

¹¹ *See, e.g., Western Wireless Corp. and ALLTEL Corp.*, Memorandum Opinion and Order, 20 FCC Rcd 13053, ¶¶ 18-19 (2005); *AT&T Wireless Services, Inc. and Cingular Wireless Corp.*, Memorandum Opinion and Order, 19 FCC Rcd 21522, ¶¶ 40-41 (2004).

accelerating private sector deployment of advanced services, ensuring a diversity of license holdings, and generally managing the spectrum in the public interest.”¹²

In response to the instant application, the Commission must also determine whether the proposed indirect foreign ownership of the TeleGuam Licensees is permissible under the foreign ownership provisions of Section 310(b)(4) of the Act and the Commission’s foreign participation precedent.¹³ The Commission must further consider whether the proposed transaction presents national security, law enforcement, foreign policy, or trade policy concerns.¹⁴

As discussed below, the proposed transaction will promote competition without causing any anti-competitive harm, and is consistent with the public interest and the requirements of the Communications Act.

VI. NATIONAL SECURITY, LAW ENFORCEMENT, FOREIGN POLICY, AND TRADE POLICY CONSIDERATIONS

The Commission’s analysis of the proposed transaction under its public interest standard includes consideration of any potential threats to national security, law enforcement, foreign policy, and trade.¹⁵ On these issues, the Commission consults with the Committee on Foreign Investment in the United States (“CFIUS”), an inter-agency committee that includes the Federal Bureau of Investigation, the Department of Justice,

¹² See, e.g., *Constellation, LLC, Carlyle PanAmSat I, LLC, Carlyle PanAmSat II, LLC, PEP PAS, LLC, and PEOP PAS, LLC, Transferors, and Intelsat Holdings, Ltd., Transferee, Consolidated Application for Authority to Transfer Control of PanAmSat Licensee Corp. and PanAmSat H-2 Licensee Corp.*, Memorandum Opinion and Order, 21 FCC Rcd 7368, ¶ 18 (2006).

¹³ 47 U.S.C. § 310(b)(4); *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997) (“*Foreign Participation Order*”).

¹⁴ *Foreign Participation Order* ¶ 13.

¹⁵ *Id.*

and the Department of Homeland Security (collectively, the “Executive Branch Agencies”).¹⁶ In virtually all cases, the FCC will defer to the Executive Branch Agencies’ expertise and recommendations. As the Commission has stated, however, only in “very rare circumstances” will such national security and foreign policy considerations outweigh the presumption established by the Commission in favor of open entry into the U.S. communications markets.¹⁷ Rather than causing the denial of an application, the concerns of the Executive Branch Agencies, if any, are typically incorporated as conditions to the Commission’s grant of a transfer of control application.

The Applicants intend to initiate discussions with the Executive Branch Agencies in order to address any concerns on national security, foreign policy, or related issues. AP TG fully intends to work with these agencies to ensure that their concerns are properly addressed through negotiation of corporate by-law amendments, board resolutions, side letter agreements, and, if necessary, an appropriate network security agreement. The Applicants do not object to the Commission’s making its approval of the proposed transaction contingent on their compliance with any agreement reached with the Executive Branch Agencies.

¹⁶ CFIUS is authorized to review transactions that could result in control of a U.S. business by a foreign person in order to determine the effect of such transactions on the national security of the United States.

¹⁷ *Foreign Participation Order* ¶ 113.

VII. CONCLUSION

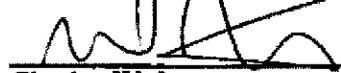
For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of indirect majority equity ownership of the TeleGuam Licensees to AP TG.

Respectfully submitted,



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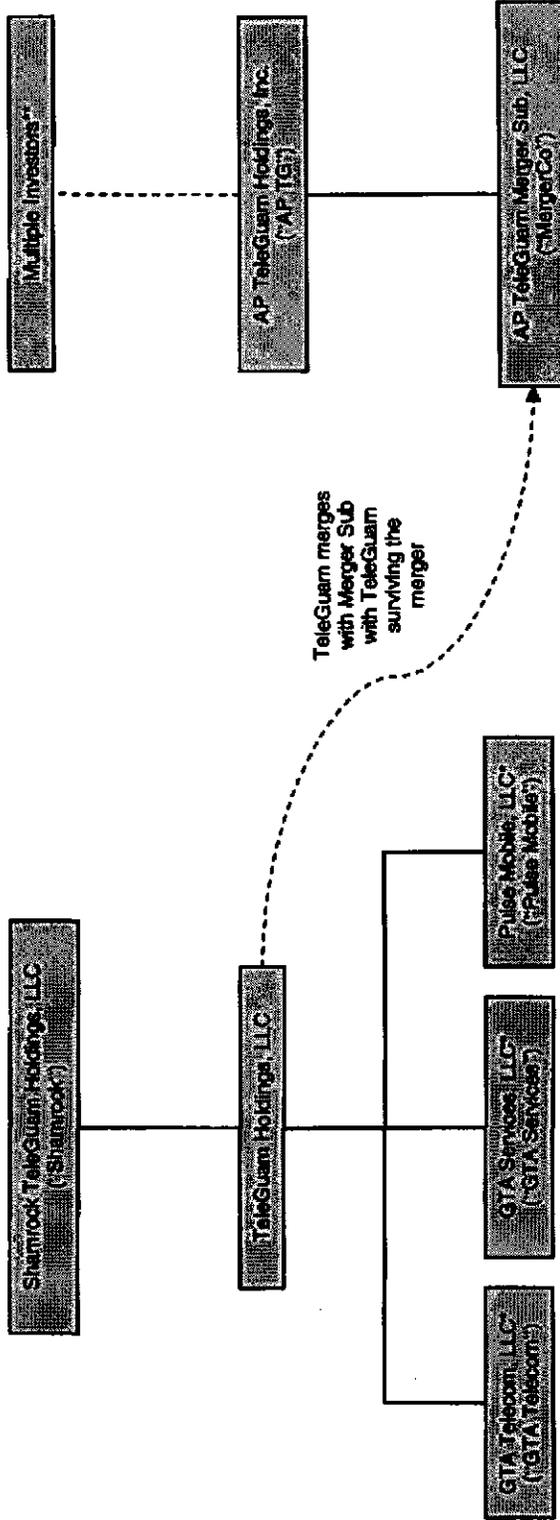
Counsel for AP TeleGuam Holdings, Inc.

Dated: December 16, 2010

EXHIBIT A

Pre- and Post-Transaction Corporate Structure Charts

Pre-Transaction Corporate Structure Chart



(*) Licensees

(**) Please see Post-Transaction Corporate Structure Chart for additional detail.

EXHIBIT B

List of FCC Authorizations Held by TeleGuam Licensees

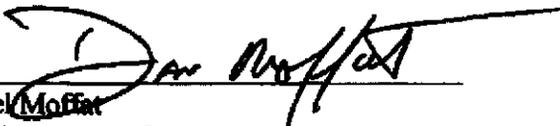
<u>Licensee</u>	<u>Jurisdiction/Authority</u>	<u>Call Sign/File Number</u>	<u>Grant Date</u>
GTA Telecom, LLC	FCC Domestic 214 Interstate Common Carrier Services	47 C.F.R. § 63.01	N/A
GTA Services, LLC	FCC Global International Facilities-Based and Resale	ITC-214-20041117-00453 (assigned to GTA Services from parent TeleGuam Holdings via IBFS File No. ITC-ASG-20051123-00486, granted 12/21/2005)	12/10/2004
GTA Services, LLC	FCC Domestic 214 Interstate Common Carrier Services	47 C.F.R. § 63.01	N/A
Pulse Mobile, LLC	FCC Global International Resale	ITC-214-20060202-00082	2/24/2006
Pulse Mobile, LLC	FCC Domestic 214 Interstate Common Carrier Services	47 C.F.R. § 63.01	N/A
Pulse Mobile, LLC	FCC Cellular	KNKQ317	11/16/2010
Pulse Mobile, LLC	FCC PCS Broadband	KNLF917	4/30/2007
Pulse Mobile, LLC	FCC AWS, 1710- 1755/2110-2155 MHz Bands	WQLD398	12/11/2009

VERIFICATIONS

VERIFICATION

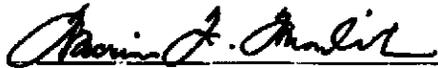
I, Daniel Moffat state that I am President and CEO of GTA Telecom, LLC, GTA Services, LLC, and Pulse Mobile, LLC ("the Companies"); that I am authorized to make this Verification on behalf of the Companies; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Companies are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 8th day of December, 2010



Daniel Moffat
President and CEO
GTA Telecom, LLC
GTA Services, LLC
Pulse Mobile, LLC

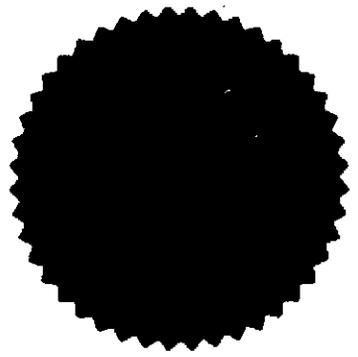
Sworn and subscribed before me this 8th day of December, 2010



Notary Public

My commission expires _____

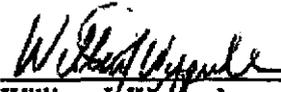
NACRINA F. MENDIOLA
NOTARY PUBLIC
In and for Guam, U.S.A.
My Commission Expires: April 08, 2011
624 N. Marine Corps. Drive Tamuning, Guam 96913



VERIFICATION

I, William J. Wynperle, state that I am Vice President of Shamrock TeleGuam Holdings, LLC; that I am authorized to make this Verification on behalf of the company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 9th day of December, 2010



William J. Wynperle
Vice President
Shamrock TeleGuam Holdings, LLC

VERIFICATION

I, Stanley Emmett Thomas, III, state that I am the Director of AP TeleGuam Holdings, Inc.; that I am authorized to make this Verification on behalf of the company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the company are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 16 day of December, 2010



Stanley Emmett Thomas, III
Director
AP TeleGuam Holdings, Inc.