

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

In the Matter of	)	
	)	
<b>TeleGuam Holdings, LLC</b>	)	File No. ISP-PDR-2013-_____
	)	
Petition for Declaratory Ruling Under Section	)	
310(b)(4) of the Communications Act, as Amended	)	
To Permit Indirect Foreign Investment	)	
Above 25 Percent	)	
	)	

**PETITION FOR DECLARATORY RULING  
UNDER SECTION 310(b)(4) OF THE  
COMMUNICATIONS ACT OF 1934, AS AMENDED**

TeleGuam Holdings, LLC (“TeleGuam”), pursuant to 47 U.S.C. §310(b)(4) (“Section 310(b)(4)”) and the Commission’s implementing rules Section 1.990 *et seq.*, hereby petitions the Commission for a declaratory ruling that it continues to serve the public interest to permit foreign ownership in TeleGuam’s parent, AP TeleGuam Holdings, Inc. (“AP TeleGuam”), in excess of the 25% foreign-ownership benchmark in Section 310(b)(4), as was previously found to be the case with respect to TeleGuam’s predecessor-in-interest, Pulse Mobile, LLC.<sup>1</sup> TeleGuam also requests that the Commission permit certain specific foreign investors described herein to increase their equity and voting interests up to a non-controlling 49.99% interest.

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<sup>1</sup> See *Authorizations Granted for the Transfer of Control of the Licensees of TeleGuam Holdings, LLC to AP TeleGuam Holdings, Inc.*, DA 11-1005 (rel. June 6, 2011); Petition for Declaratory Ruling, IB File No. ISP-PDR-20101216-0021.

## **I. BACKGROUND AND OWNERSHIP DESCRIPTION**

TeleGuam is a Delaware limited liability company, headquartered at 624 Marine Corps Drive, Tamuning, GU 96913. TeleGuam holds domestic and international Section 214 authorizations as well as wireless licenses following *pro forma* mergers that occurred in 2012 with each of its licensed subsidiaries: GTA Telecom, LLC (a local exchange service provider), GTA Services, LLC (an interexchange and international service provider), and Pulse Mobile, LLC (an international and CMRS provider), with TeleGuam continuing as the surviving entity. TeleGuam holds blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01; international Section 214 authorizations to provide facilities-based and resold service, IB File Nos. ITC-214-20041117-00453<sup>2</sup> and ITC-214-20060202-00082,<sup>3</sup> and three FCC licenses to provide Commercial Mobile Radio Service (“CMRS”), call signs KNKQ317, KNLF917 and WQLD398.<sup>4</sup>

TeleGuam is a wholly owned subsidiary of AP TeleGuam, a Delaware corporation. There are three stockholders with a 10% or greater direct interest in AP TeleGuam (and an indirect interest in TeleGuam):

(1) AP Cayman Partners II, L.P. (“AP Cayman”), a Cayman Islands limited partnership, with a 24.73% equity and voting interest;

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<sup>2</sup> This authorization was originally granted to TeleGuam, subsequently transferred to its wholly-owned subsidiary GTA Services, LLC (IB File No. ITC-ASG-20051123-00489), and subsequently assigned to TeleGuam as a result of the *pro forma* merger between TeleGuam and GTA Services, LLC. *See* IB File No. ITC-ASG-20120525-00138.

<sup>3</sup> This authorization was originally granted to Pulse Mobile, LLC, and subsequently assigned to TeleGuam as a result of the *pro forma* merger between TeleGuam and Pulse Mobile, LLC. *See* IB File No. ITC-ASG-20120525-00137.

<sup>4</sup> These licenses were originally granted to Pulse Mobile, LLC, and subsequently assigned to TeleGuam as a result of a *pro forma* merger between TeleGuam and Pulse Mobile, LLC. *See* ULS File No. 0005297441.

(2) Advantage Partners IV, ILP, a Japan limited partnership, with a 42.08% equity and voting interest; and

(3) Japan Ireland Investment Partners, an Ireland corporation, with a 25.52% equity and voting interest.

The remaining 7.67% of AP TeleGuam is held by an employee-sponsored investment partnership organized in Japan (2.81%),<sup>5</sup> an investment partnership organized in the United States (4.64%),<sup>6</sup> and three U.S. citizens who hold management positions with TeleGuam (collectively, 0.22%). None of the limited partners of the latter two partnerships individually hold a 10% or greater interest in TeleGuam.

Stanley Emmett Thomas, III, a U.S. citizen and Hong Kong resident, is the sole director of AP TeleGuam and has *de facto* control over TeleGuam as the individual in control of the company's 100% interest owner.

A description follows of the entities and individuals with a 10% or greater indirect interest in AP TeleGuam (and thus an indirect interest in TeleGuam).<sup>7</sup> Also, attached as Exhibit A is a diagram depicting the ownership and control of TeleGuam.

AP Cayman Ownership Chain:

The general partner of AP Cayman is AP Cayman Partners II General Partner, L.P., a Cayman Islands exempted limited partnership, which holds a 0.1% equity interest in AP Cayman. The remaining 99.9% of AP Cayman's equity is held by numerous limited partners, none of which holds a 10% or greater interest in TeleGuam and all of which are citizens of, are organized in, and/or have a principal place of business in the United States or a WTO-member country. (The aggregate interest held by foreign limited partners of AP Cayman is approximately 27.4%.) AP Cayman Partners II General Partner, LP. is also the general partner of, and holds a 0.1% equity interest in, a separate U.S. partnership that holds 4.64% of AP TeleGuam shares. Accordingly,

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<sup>5</sup> All of the limited partners of this Japanese partnership are citizens of, are organized in, and/or have a principal place of business in a WTO-member country.

<sup>6</sup> All of the limited partners of this U.S. partnership are citizens of, are organized in, and/or have a principal place of business in the Netherlands.

<sup>7</sup> Note that all references to indirect voting interests have been calculated by counting any interest above 50% in any link of the ownership chain as a 100% interest.

AP Cayman Partners II General Partner, L.P. has a total 29.37% indirect voting interest in AP TeleGuam, and a less than 1% indirect equity interest.

The general partner of AP Cayman Partners II General Partner, L.P. is Cayman Capital Management II, Inc., a Cayman Islands exempted company that holds a 1% equity interest in AP Cayman Partners II General Partner, L.P. Accordingly, Cayman Capital Management II, Inc. has a 29.37% indirect voting interest in AP TeleGuam, and a less than 1% indirect equity interest.

The remaining 99.9% of AP Cayman Partners II General Partner, L.P.'s equity is held by four individuals who are citizens of the United States or Japan. None of them have an interest of 50% or more in, control of, or negative control of AP Cayman Partners II General Partner, L.P. Two of these individuals, Richard L. Folsom, a U.S. citizen, and Taisuke Sasanuma, a Japanese citizen, each hold a 42.966% equity interest in AP Cayman Partners II General Partner, L.P. Additional information about Mr. Folsom and Mr. Sasanuma is provided below in the description of the Japan Ireland Investment Partners ownership chain.

Douglas R. Stringer, a United States citizen, owns 100% of Cayman Capital Management II, Inc. Accordingly, Mr. Stringer has a 29.37% indirect voting interest in AP TeleGuam, and a less than 1% indirect equity interest.

Advantage Partners IV, ILP Ownership Chain:

The general partner of Advantage Partners IV, ILP is AP IV GP Partnership, a Japanese general partnership that holds a 0.1% equity interest in Advantage Partners IV, ILP. The remaining 99.9% of Advantage Partners IV, ILP's equity is held by numerous limited partners, none of which holds a 10% or greater interest in TeleGuam and all of which are organized in and/or have a principal place of business in a WTO-member country. Accordingly, AP IV GP Partnership has a 42.08% indirect voting interest in AP TeleGuam, and a less than 1% indirect equity interest.

The general partner of AP IV GP Partnership is AP IV GP Co, Ltd, a Japanese corporation that holds 1% of the equity of AP IV GP Partnership. Accordingly, AP IV GP Co, Ltd has a 42.08% indirect voting interest in AP TeleGuam, and a less than 1% indirect equity interest.

The remaining 99% of AP IV GP Partnership's equity is held by four individuals who are citizens of the United States or Japan. None of them have an interest of 50% or more in, control of, or negative control of AP Cayman Partners II General Partner, L.P. Two of these individuals, Richard L. Folsom, a U.S. citizen, and Taisuke Sasanuma, a Japanese citizen, each hold a 42.966% equity interest in AP IV GP Partnership. Additional information about Mr. Folsom and Mr. Sasanuma is provided below in the description of the Japan Ireland Investment Partners ownership chain.

Advantage Partners, LLP, a Japanese limited liability partnership, wholly owns the equity of AP IV GP Co, Ltd. Additional information about Advantage Partners, LLP is provided below in the description of the Japan Ireland Investment Partners ownership chain.

Japan Ireland Investment Partners Ownership Chain:

Japan Ireland Investment Partners, LTD, a Cayman Islands corporation, directly holds 99% of the equity of Japan Ireland Investment Partners and indirectly holds the remaining 1% through its wholly owned subsidiary, JIIP, LTD, a Cayman Islands corporation. Accordingly, Japan Ireland Investment Partners, LTD has a 25.52% indirect equity and voting interest in AP TeleGuam.

Japan Ireland Investment Partners has one additional limited partner, Japan Ireland Investment Partners, L.P., a Cayman Islands limited partnership, which holds no equity interest but holds a debt interest in Japan Ireland Investment Partners, pursuant to which the limited partnership has certain priority rights vis-a-vis the equity holders. The general partner of Japan Ireland Investment Partners, L.P. is Japan Ireland Investment Partners, LTD, and none of the limited partners of Japan Ireland Investment Partners, L.P. holds a 10% or greater interest in TeleGuam. The aggregate interest held by foreign limited partners of Japan Ireland Investment Partners, L.P. is approximately 51.2% foreign.

AP5 Co., Ltd, a Japanese joint-stock corporation, wholly owns Japan Ireland Investment Partners, LTD. Accordingly, AP5 Co., Ltd has a 25.52% indirect equity and voting interest in AP TeleGuam.

Advantage Partners, LLP, a Japanese limited liability partnership, wholly owns the equity of AP5 Co., Ltd. (as well as wholly owning the equity of AP IV GP Co, Ltd. as described above). Accordingly, Advantage Partners, LLP has a 25.52% indirect equity interest in AP TeleGuam and a 67.6% indirect voting interest through a combination of the voting interests held by AP5 Co., LTD. and AP IV GP Co, Ltd.

Four individuals hold limited partnership shares in Advantage Partners, LLP. Each of these individuals is a citizen of the United States or Japan. None of them have an interest of 50% or more in, control of, or negative control of Advantage Partners, LLP. Two of these individuals, Richard L. Folsom, a U.S. citizen, and Taisuke Sasanuma, a Japanese citizen, each hold a 43.4% equity interest in Advantage Partners, LLP, and therefore each holds an 11.08% indirect equity interest in AP TeleGuam. In addition, as described above, Mr. Folsom and Mr. Sasanuma each hold a 42.966% limited partner interest in AP IV GP Partnership for an additional 0.0181% equity interest in AP TeleGuam, a 0.002% equity interest through the general partner interest in AP IV GP Partnership, and a 42.966% limited partner interest in AP Cayman Partners II General Partner, L.P. for an additional 0.0126% equity interest in AP TeleGuam. Accordingly, Mr. Folsom and Mr. Sasanuma each has an 11.11% indirect equity interest in AP TeleGuam and a 29.3% indirect voting interest.

**II. INFORMATION REQUIRED BY SECTION 1.991**

Pursuant to Section 1.991 of the Commission's Rules, TeleGuam submits the following information in support of this Petition:

**(a) Contact Information, FRN, Place of Organization, and Type of Business of each Applicant:**

TeleGuam Holdings, LLC  
624 North Marine Corps Drive  
Tamuning, GU 96913  
(Tel): 671-687-9363

FRN: 0011458999  
Place of Organization: Delaware  
Type of Business: Limited Liability Company  
Name and Title of Officer Certifying Information: Andrew M. Gayle, Jr., Chief Operating Officer

**(b) Legal Counsel Contact:**

For TeleGuam:

Russell M. Blau  
Danielle Burt  
Bingham McCutchen LLP  
2020 K St. NW, 11th Fl.  
Washington, DC 20006  
202-373-6000 (Tel)  
202-373-6001 (Fax)  
[Russell.blau@bingham.com](mailto:Russell.blau@bingham.com)  
[danielle.burt@bingham.com](mailto:danielle.burt@bingham.com)

With a copy to:

Daniel J. Tydingco  
TeleGuam Holdings, LLC  
624 North Marine Corps Drive  
Tamuning, GU 96913  
671-687-9363 (Tel)  
671-644-0010 (Fax)  
[djtydingco@gta.net](mailto:djtydingco@gta.net)

**(c)(1) Information about Types of Radio Service Authorization**

As described above, TeleGuam holds three FCC licenses to provide Commercial Mobile Radio Service (“CMRS”), call signs KNKQ317, KNL917 and WQLD398.

**(d) Type of Declaratory Ruling Request**

TeleGuam requests a declaratory Ruling pursuant to Section 310(b)(4) and Section 1.990(a)(1) of the Commission’s Rules.

**(e)/(g) Direct Equity/Voting Interests of 10% or More**

The following entities directly hold 10% or more of the interests of AP TeleGuam Holdings, Inc.:

Name: Advantage Partners IV, ILP  
Address: 17 F Toranomom Towers Office 4-1-28 Toranomom

Citizenship: Minato-ku Tokyo 1050001  
Japan  
Principal Business: Investment  
% Held: 42.08% equity/voting

Name: AP Cayman Partners II L.P.  
Address: 190 Elgin Avenue, George Town  
Grand Cayman KY1-9005  
Citizenship: Cayman Islands  
Principal Business: Investment  
% Held: 24.73% equity/voting

Name: Japan Ireland Investment Partners  
Address: 33 Sir John Rogerson's Quay  
Dublin 2  
Citizenship: Ireland  
Principal Business: Investment  
% Held: 25.52% equity/voting

**(f)/(g) Indirect Equity/Voting Interests of 10% or More**

The following entities indirectly hold an interest in AP TeleGuam Holdings, Inc. of 10% or more:

Name: AP IV GP Partnership  
Address: 17 F Toranomom Towers Office 4-1-28 Toranomom  
Minato-ku Tokyo 1050001  
Citizenship: Japan  
Principal Business: Investment  
% Held: 42.08% voting / less than 1% equity (general partner of Advantage Partners IV, ILP)

Name: AP IV GP Co., LTD  
Address: 17 F Toranomom Towers Office 4-1-28 Toranomom  
Minato-ku Tokyo 1050001  
Citizenship: Japan  
Principal Business: Investment  
% Held: 42.08% voting / less than 1% equity (general partner of AP IV GP Partnership)

Name: AP Cayman Partners II General Partner, L.P.  
Address: 190 Elgin Avenue, George Town  
Grand Cayman KY1-9005  
Citizenship: Cayman Islands  
Principal Business: Investment

% Held: 29.37% voting / less than 1% equity (general partner of AP Cayman Partners II, L.P.)

Name: Cayman Capital Management II, Inc.

Address: 190 Elgin Avenue, George Town  
Grand Cayman KY1-9005

Citizenship: Cayman Islands

Principal Business: Investment

% Held: 29.37% voting / less than 1% equity (general partner of AP Cayman Partners II General Partner, L.P.)

Name: Douglas R. Stringer

Address: 190 Elgin Avenue, George Town  
Grand Cayman KY1-9005

Citizenship: United States

Principal Business: Investment

% Held: 29.37% voting / less than 1% equity (100% owner of Cayman Capital Management II, Inc.)

Name: Japan Ireland Investment Partners, LTD

Address: 190 Elgin Avenue, George Town  
Grand Cayman KY1-9005

Citizenship: Cayman Islands

Principal Business: Investment

% Held: 25.52% equity/voting (100% owner of Japan Ireland Investment Partners)

Name: AP5 Co., Ltd.

Address: 17 F Toranomom Towers Office 4-1-28 Toranomom  
Minato-ku Tokyo 1050001

Citizenship: Japan

Principal Business: Investment

% Held: 25.52% equity/voting (100% owner of Japan Ireland Investment Partners, LTD)

Name: Advantage Partners, LLP

Address: 17 F Toranomom Towers Office 4-1-28 Toranomom  
Minato-ku Tokyo 1050001

Citizenship: Japan

Principal Business: Investment

% Held: 25.52% equity / 67.6% voting (100% owner of AP5 Co., Ltd. and AP IV GP Co., Ltd)

Name: Richard L Folsom

Address: 17 F Toranomom Towers Office 4-1-28 Toranomom



Citizenship: Minato-ku Tokyo 1050001  
United States  
Principal Business: Investment  
% Held: 11.11% equity / 29.3% voting (43.4% owner of Advantage Partners, LLP)

Name: Taisuke Sasanuma  
Address: 17 F Toranomom Towers Office 4-1-28 Toranomom  
Minato-ku Tokyo 1050001  
Citizenship: Japan  
Principal Business: Investment  
% Held: 11.11% equity / 29.3% voting (43.4% owner of Advantage Partners, LLP)

**(h)(1) Estimate of Aggregate Foreign Ownership**

Exhibit B provides the percentage of AP TeleGuam's aggregate foreign equity interests and foreign voting interests, both of which total 99.78%.<sup>8</sup> The equity and voting percentages were calculated from information obtained from the individual shareholders of AP TeleGuam.

This filing was prompted as a result of the *pro forma* transaction that merged Pulse Mobile, LLC into TeleGuam with TeleGuam surviving. As described in Section III below, it would serve the public interest to allow indirect foreign ownership in excess of the 25 percent benchmark set forth in Section 310(b)(4) for TeleGuam, as was previously found to be the case with respect to TeleGuam's predecessor-in-interest, Pulse Mobile, LLC.

**(h)(2) Ownership and Control Structure Diagram**

Exhibit A depicts the ownership and control structure of TeleGuam and identifies the controlling interests in TeleGuam. The real-parties-in-interest of TeleGuam who have day-to-day control over its operations are:

Robert W. Haulbrook, Jr., Director, President and Chief Executive Officer  
Andrew M. Gale, Jr., Chief Operating Officer  
John P. Brady, Chief Financial Officer  
David R. Chase, Chief Technical Officer

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<sup>8</sup> These interests were calculated pursuant to the standards and criteria set forth in Section 1.992 of the Commission's rules.

**(i) Requests for Specific Approval of 5% or more**

TeleGuam requests specific approval for the following foreign entities and individuals to directly or indirectly hold equity and/or voting interests of 5% or more in AP TeleGuam as set forth below. TeleGuam also requests that the Commission allow these entities to increase equity and/or voting interests held in AP TeleGuam above the percentages set forth below up to a non-controlling 49.99% interest, as applicable.<sup>9</sup>

Advantage Partners IV, ILP	direct 42.08% equity/voting
AP Cayman Partners II L.P.	direct 24.73% equity/voting
Japan Ireland Investment Partners	direct 25.52% equity/voting
AP IV GP Partnership	indirect 42.08% voting
AP IV GP Co., LTD	indirect 42.08% voting
AP Cayman Partners II General Partner, L.P.	indirect 29.37% voting
Cayman Capital Management II, Inc.	indirect 29.37% voting
Japan Ireland Investment Partners, LTD	indirect 25.52% equity/voting
AP5 Co., Ltd.	indirect 25.52% equity/voting
Advantage Partners, LLP	indirect 25.52% equity / 67.6% voting
Taisuke Sasanuma	indirect 11.11% equity / 29.3% voting

**(j) Citizenship or Place of Organization/Type of Business & Principal Business Foreign Investors Named in (i)**

Below is a list of the foreign investor entities' place of business and type of business organization and the foreign investor individual's citizenship. Unless otherwise noted, the principal business of each foreign investor is Investment.

Advantage Partners IV, ILP	Japan, limited partnership
AP Cayman Partners II L.P.	Cayman Islands, limited partnership
Japan Ireland Investment Partners	Ireland, corporation
AP IV GP Partnership	Japan, general partnership
AP IV GP Co., LTD	Japan, corporation
AP Cayman Partners II General Partner, L.P.	Cayman Islands, exempted limited partnership
Cayman Capital Management II, Inc.	Cayman Islands, exempted company
Japan Ireland Investment Partners, LTD	Cayman Islands, corporation
AP5 Co., Ltd.	Japan, joint-stock corporation
Advantage Partners, LLP	Japan, limited liability partnership
Taisuke Sasanuma	Japan

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<sup>9</sup> TeleGuam seeks this authority pursuant to 47 C.F.R. §1.991(k)(2).

### **III. GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST**

In its implementation of Section 310(b)(4) of the Act, the Commission has determined that allowing indirect foreign investment in common carrier radio licensees beyond the 25% benchmark established in Section 310(b)(4), regardless of whether the entity or entities holding that interest are from World Trade Organization member countries, could promote competition in the U.S. market, thereby promoting the U.S. public interest.<sup>10</sup> This approach benefits U.S. consumers by encouraging additional competition in the U.S. market, allowing the Commission to prevent anticompetitive conduct in the provision of international services and facilities more effectively, and promoting further opening to U.S. carriers in foreign markets.<sup>11</sup> The Commission has determined that the public interest would be served by permitting foreign ownership, in part, because:

[R]emoving barriers to entry and focusing on competitive safeguards will promote effective competition in the U.S. telecommunications services market by removing unnecessary regulation and barriers to entry that can stifle competition and deprive U.S. consumers of the benefits of lower prices, improved service quality, and service innovations.<sup>12</sup>

TeleGuam is not a foreign carrier, and is not owned or controlled by a foreign carrier. As such, grant of this Petition will not result in an increased concentration in any market for telecommunications services and will not otherwise result in a foreign carrier's ability to exercise market power to favor a U.S. affiliate. 47 U.S.C. §§ 310(a) and (b)(1)-(3), which prohibit certain

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<sup>10</sup> See *Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licensees under Section 310(b)(4) of the Communications Act of 1934, as Amended*, Second Report and Order, 28 FCC Rcd 05741, FCC 13-50, ¶¶23-26 (2013); *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, 12 FCC Rcd 23891, FCC 97-398, ¶¶111 (1997) (“*Foreign Participation Order*”).

<sup>11</sup> *Foreign Participation Order* at ¶¶10-11.

<sup>12</sup> *Id.* at ¶¶11.

direct foreign ownership of FCC authorizations, are not implicated by this Petition because the authorizations and licenses at issue will be held by TeleGuam, which is a U.S. limited liability company organized under the laws of the State of Delaware, and which is 100% directly owned by AP TeleGuam (a U.S. corporation organized under the laws of the State of Delaware).

### **III. CONCLUSION**

TeleGuam respectfully requests a declaratory ruling be issued that it is in the public interest to have indirect foreign ownership as specified herein in excess of the 25% benchmark under Section 310(b)(4) of the Communications Act of 1934, as amended, 47 U.S.C. § 310(b)(4), as such foreign ownership pertains to the above investors, subject to standard conditions.

Respectfully submitted,



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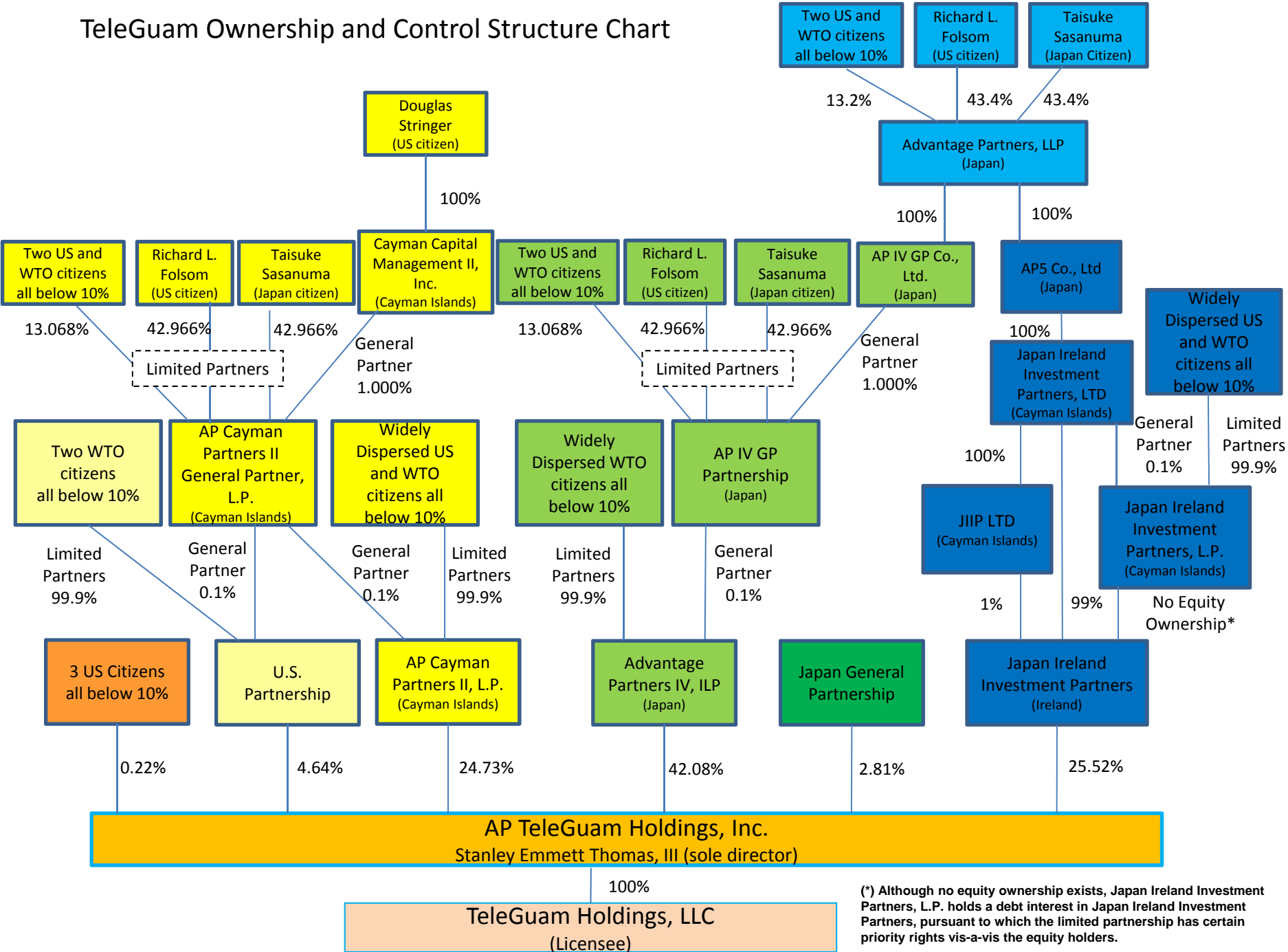
Counsel for TeleGuam Holdings, LLC

Dated: December 18, 2013

**Exhibit A**

**Ownership and Control Structure Chart**

# TeleGuam Ownership and Control Structure Chart



(\* Although no equity ownership exists, Japan Ireland Investment Partners, L.P. holds a debt interest in Japan Ireland Investment Partners, pursuant to which the limited partnership has certain priority rights vis-a-vis the equity holders.

**Exhibit B**

**Aggregate Foreign Investor Interests in AP TeleGuam Holdings, Inc.**

<b>Investor</b>	<b>Country of Citizenship/Organization</b>	<b>Aggregate % Voting</b>	<b>Aggregate % Equity</b>
Advantage Partners IV, ILP	Japan	42.08%	42.08%
AP Cayman Partners II, L.P.	Cayman Islands	24.73%	24.73%
Japan Ireland Investment Partners	Ireland	25.52%	25.52%
Employee-sponsored investment partnership	Japan	2.81%	2.81%
Investment partnership	U.S. (General partner is organized in Cayman Islands and limited partners are citizens or organized in Netherlands.)	4.64%	4.64%
<b>TOTAL</b>		<b>99.78%</b>	<b>99.78%</b>

## CERTIFICATION

I, Andrew M. Gayle, Jr., state that I am the Chief Operating Officer of TeleGuam Holdings, LLC (“TeleGuam”); that I am authorized to make this Certification on behalf of TeleGuam; that the foregoing petition was prepared under my direction and supervision; and that the contents 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 <sup>18<sup>th</sup></sup> day of December, 2013.

  
\_\_\_\_\_  
Andrew M. Gayle, Jr.  
Chief Operating Officer  
TeleGuam Holdings, LLC