



Federal Communications Commission
Washington, D.C. 20554

International Bureau

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May 10, 2006
Ref: 2006-32

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Re: **NTT DoCoMo/Guam Cellular/Guam Wireless**
WT Docket No. 06-96

Petitions to Deny Due: June 9, 2006
Oppositions Due: June 19, 2006
Replies Due: June 26, 2006

Dear Sir or Madam:

NTT DoCoMo, Inc. (“DoCoMo”), Guam Cellular and Paging, Inc. (“Guam Cellular”), and Guam Wireless Telephone Company, L.L.C. (“Guam Wireless”) (collectively, the “Applicants”) have filed a series of applications pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended (“Communications Act”), and a petition for declaratory ruling under Section 310(b)(4) of the Communications Act. In these applications, the Applicants seek Commission approval to transfer control of Guam Cellular to DoCoMo Guam Holdings, Inc. (“DoCoMo Guam”), a wholly-owned subsidiary of DoCoMo organized under the laws of Guam, and to assign certain wireless assets of Guam Wireless to Guam Cellular, as controlled directly by DoCoMo Guam. The proposed transfer and assignment will occur simultaneously upon consummation, after which DoCoMo, through DoCoMo Guam, will indirectly control Guam Cellular.

The Applicants also request a declaratory ruling that the public interest would not be served by denying approval of DoCoMo’s indirect foreign ownership in Guam Cellular. According to the Applicants, as of December 2005, Nippon Telegraph and Telephone Corporation (“NTT”), a publicly traded corporation organized under the laws of Japan, holds a 61.96 percent equity and voting ownership interest in DoCoMo. The **Japanese Government**, through the Ministry of Finance, holds a 38.37 percent equity and voting ownership interest in NTT.

A copy of the Public Notice DA 06-947 (rel. May 10, 2006) is attached. Should you have any national security, law enforcement, foreign policy or trade concerns with this proposed transaction, please file your comments by **June 9, 2006**. Please see the General Information section of the Public Notice for WT Docket No. 06-96, DA 06-947 (rel. May 10, 2006).

For further information, please contact **Erin McGrath**, Mobility Division, Wireless
Telecommunications Bureau, at (202) 418-2042.

Sincerely,

George Li, Deputy Chief
Policy Division



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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DA 06-947

Released: May 10, 2006

**NTT DOCOMO, INC., GUAM CELLULAR AND PAGING, INC., AND GUAM
WIRELESS TELEPHONE COMPANY, L.L.C. SEEK FCC CONSENT TO
ASSIGN AND TRANSFER CONTROL OF LICENSES AND AUTHORIZATIONS
AND REQUEST A DECLARATORY RULING ON FOREIGN OWNERSHIP**

WT Docket No. 06-96

PLEADING CYCLE ESTABLISHED

Petitions to Deny Due: June 9, 2006
Oppositions Due: June 19, 2006
Replies Due: June 26, 2006

I. INTRODUCTION

NTT DoCoMo, Inc. (“DoCoMo”), Guam Cellular and Paging, Inc. (“Guam Cellular”), and Guam Wireless Telephone Company, L.L.C. (“Guam Wireless”) (collectively, the “Applicants”) have filed a series of applications pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended (“Communications Act”),¹ and a petition for declaratory ruling under Section 310(b)(4) of the Communications Act.² In these applications, the Applicants seek Commission approval to transfer control of Guam Cellular to DoCoMo Guam Holdings, Inc. (“DoCoMo Guam”), a wholly-owned subsidiary of DoCoMo organized under the laws of Guam, and to assign certain wireless assets of Guam Wireless to Guam Cellular, as controlled directly by DoCoMo Guam. The proposed transfer and assignment will occur simultaneously upon consummation, after which DoCoMo, through DoCoMo Guam, will indirectly control Guam Cellular.

These applications pertain to licenses for the Part 22 Cellular Radiotelephone Service, the Part 22 Paging and Radiotelephone Service, the Part 24 Personal Communications Service, the Part 27 Wireless Communications Service, the Part 27 Lower 700 MHz Service, the Part 90 Industrial/Business Pool Service, and the Part 101 Common Carrier Fixed Point-to-Point Microwave Service, as well as domestic and international Section 214 authorizations. The Applicants also request a declaratory ruling that the

¹ 47 U.S.C. §§ 214, 310(d). The applications were amended subsequent to their initial submission. When searching for these applications on the Wireless Telecommunications Bureau’s Universal Licensing System (“ULS”) at <http://wireless.fcc.gov/uls/>, the amended versions of the applications will appear with an “AM” as the purpose code.

² *Id.* § 310(b)(4).

public interest would not be served by denying approval of DoCoMo's indirect foreign ownership in Guam Cellular.

These assignment and transfer of control applications were filed in connection with a proposed acquisition whereby DoCoMo Guam will acquire 100 percent of the common shares of Guam Cellular for cash consideration. Simultaneously, the Applicants state that DoCoMo will acquire for cash consideration certain assets from Guam Wireless. To effectuate this acquisition, Guam Wireless will assign its FCC authorizations and certain other assets to Guam Cellular. Upon consummation, the Applicants state that Guam Cellular will become an indirect wholly-owned subsidiary of DoCoMo. Further, Guam Cellular also will hold Guam Wireless' wireless-related assets and will continue to operate the business of Guam Wireless.

II. SECTION 310(d) APPLICATIONS

A. Transfer of Control Application

The following application for consent to the transfer of control of certain Cellular Radiotelephone, Paging and Radiotelephone, Wireless Communications, Lower 700 MHz, Industrial/Business Pool, and Common Carrier Fixed Point-to-Point Microwave Service licenses held by Guam Cellular to DoCoMo has been assigned the file number listed below.

File No.	Licensee	Lead Call Sign
0002556700 ³	Guam Cellular and Paging, Inc.	KNKI654

B. Assignment Application

The following application for consent to the assignment of a Personal Communications Service license from Guam Wireless to Guam Cellular has been assigned the file number listed below.

File No.	Licensee	Call Sign
0002553437	Guam Wireless Telephone Company, L.L.C.	KNLFP300

III. SECTION 214 APPLICATIONS

A. Transfer of Control Applications

The following application for consent to the transfer of control of Guam Cellular's two international Section 214 authorizations to DoCoMo has been assigned the file number listed below.

File No.	Authorization Holder	Authorization Numbers
ITC-T/C-20060405-00234	Guam Cellular and Paging, Inc.	ITC-214-20040517-00201 ITC-214-19961120-00583

³ This application has been designated the lead application for the Section 310(d) applications.

The Applicants also have filed an application for consent to transfer control of Guam Cellular's domestic Section 214 authority to DoCoMo in connection with the transaction described above. The application is attached to the above referenced application for consent to the transfer of control of Guam Cellular's two international Section 214 authorizations to DoCoMo.⁴ Applicants assert that this transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules because: (1) DoCoMo (through DoCoMo Guam) and Guam Cellular will hold a market share in the U.S. interstate, interexchange market of less than ten percent; (2) DoCoMo will provide no local exchange services in the U.S.; and (3) neither Applicant is dominant with respect to the provision of any telecommunications service in the U.S.⁵ Applicants state, however, that they do not oppose non-streamlined treatment because this domestic transfer of control will be reviewed as part of a larger transaction not subject to streamlined treatment. In light of the multiple applications pending before the Commission in this transaction and the public interest review associated with them, we conclude that Applicants' domestic transfer of control application is not subject to streamlined treatment.

Applicants state that the proposed transfer of control is in the public interest because DoCoMo's acquisition of Guam Cellular will provide competitive benefits for consumers and allow Guam Cellular to expand and upgrade its existing networks.

B. Assignment Application

The following application for consent to the assignment of an international Section 214 authorization from Guam Wireless to Guam Cellular has been assigned the file number listed below.

File No.	Authorization Holder	Authorization Number
ITC-ASG-20060404-00181	Guam Wireless Telephone Company, L.L.C.	ITC-214-20000507-00304

IV. PETITION FOR DECLARATORY RULING UNDER SECTION 310(b)(4)

The Applicants request a declaratory ruling that it would not serve the public interest to prohibit the 100 percent indirect foreign ownership of Guam Cellular (through DoCoMo Guam) under Section 310(b)(4) of the Act.⁶ Upon consummation of the proposed assignment and transfer of control, Guam Cellular will be a wholly-owned indirect subsidiary of DoCoMo, a publicly traded corporation organized under the laws of Japan. Japan is a World Trade Organization ("WTO") member country.

According to the Applicants, as of December 2005, Nippon Telegraph and Telephone Corporation ("NTT"), a publicly traded corporation organized under the laws of Japan, holds a 61.96 percent equity and voting ownership interest in DoCoMo. The Japanese government, through the Ministry of Finance, holds a 38.37 percent equity and voting ownership interest in NTT. The Applicants state that no other entity holds more than a five percent direct or indirect ownership interest in DoCoMo or NTT. According to the Applicants, at least 75 percent of DoCoMo's shares and NTT's shares are held by investors from WTO member countries, including Japan, the United States and the United Kingdom. Foreign investors from non-WTO member countries will own less than 25 percent of each of the equity

⁴ See International Section 214 Application at 27.

⁵ 47 C.F.R. § 63.03(b)(2)(i).

⁶ 47 U.S.C. § 310(b)(4). The petition for declaratory ruling is attached to the lead Form 603 application and both Section 214 applications.

and voting interests of DoCoMo and NTT. The Applicants assert that, under the Commission's principal place of business test, the home market of both DoCoMo and NTT is Japan.

The Petition for Declaratory Ruling has been assigned File No. ISP-PDR 20060404-00005.

V. *EX PARTE* STATUS OF THIS PROCEEDING

Pursuant to section 1.1200(a) of the Commission's rules,⁷ the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires. We announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under section 1.1206 of the Commission's rules,⁸

Parties making oral *ex parte* presentations are directed to the Commission's statement re-emphasizing the public's responsibility in permit-but-disclose proceedings and are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.⁹ More than a one- or two-sentence description of the views and arguments presented is generally required.¹⁰ Other rules pertaining to oral and written presentations are set forth in section 1.1206(b) as well.¹¹ We urge parties to use the Electronic Comment Filing System ("ECFS") to file *ex parte* submissions.¹²

VI. GENERAL INFORMATION

The assignment and transfer of control applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Final action on these applications will not be taken earlier than thirty-one days following the date of this Public Notice.¹³

Interested parties must file petitions to deny no later than **June 9, 2006**. Persons and entities that file petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. Oppositions to such pleadings must be filed no later than **June 19, 2006**. Replies to such pleadings must be filed no later than **June 26, 2006**. All filings concerning matters referenced to in this Public Notice should refer to **DA 06-947** and **WT Docket No. 06-96**, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

⁷ 47 C.F.R. § 1.1200(a).

⁸ *Id.* § 1.1206.

⁹ See Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings, Public Notice, 15 FCC Rcd 19945 (2000).

¹⁰ See 47 C.F.R. § 1.1206(b)(2).

¹¹ *Id.* § 1.1206(b).

¹² See discussion *infra* Part VI.

¹³ See 47 U.S.C. § 309(b).

Under the Commission's current procedures for the submission of filings and other documents,¹⁴ submissions in this matter may be filed electronically (*i.e.*, though ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

- **If filed by ECFS,**¹⁵ comments shall be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. In completing the transmittal screen, commenters should include their full name, Postal Service mailing address, and the applicable docket number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.
- **If filed by paper,** the original and four copies of each filing must be filed by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to: (1) the Commission's duplicating contractor, Best Copy and Printing, Inc., at fcc@bcpiweb.com, or (202) 488-5563 (facsimile); (2) Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at erin.mcgrath@fcc.gov, or (202) 418-7447 (facsimile); (3) Susan Singer, Spectrum and Competition Policy Division, Wireless Telecommunications Bureau, at susan.singer@fcc.gov, or (202) 418-7447 (facsimile); (4) David Krech, Policy Division, International Bureau, at david.krech@fcc.gov or (202) 418-2824 (facsimile); (5) Susan O'Connell, Policy Division, International Bureau, at susan.oconnell@fcc.gov or (202) 418-2824 (facsimile); (6) Tracey Wilson-Parker, Competition Policy Division, Wireline Competition Bureau, at tracey.wilson-parker@fcc.gov or (202) 418-1394 (facsimile); (7) Kimberly Jackson, Competition Policy Division, Wireline Competition Bureau, at kimberly.jackson@fcc.gov or (202) 418-7393 (facsimile); and (8) Neil Dellar, Office of General Counsel, at neil.dellar@fcc.gov or (202) 418-1234 (facsimile).

Copies of the applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc. in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C.

¹⁴ See Implementation of Interim Electronic Filing Procedures for Certain Commission Filings, *Order*, 16 FCC Rcd 21483 (2001); see also FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence, *Public Notice*, 16 FCC Rcd 22165 (2001); Reminder: Filing Locations for Paper Documents and Instructions for Mailing Electronic Media, *Public Notice*, 18 FCC Rcd 16705 (2003).

¹⁵ See Electronic Filing of Documents in Rulemaking Proceedings, GC Docket No. 97-113, *Report and Order*, 13 FCC Rcd 11322 (1998).

20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via e-mail at fcc@bopiweb.com. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The applications are also available electronically through the Commission's ECFs, which may be accessed on the Commission's Internet website at <http://www.fcc.gov>. In addition, applications filed under Parts 22, 24, 27, 90, and 101 of the Commission's rules are available electronically through ULS, which may be accessed on the Commission's Internet website. Additional information regarding the transaction will be available on the FCC's Office of General Counsel's website, <http://www.fcc.gov/ogc>, which will contain a fully indexed, unofficial listing and electronic copies of all materials in this docket.

People with Disabilities: To request this Public Notice in accessible formats (computer diskette, large print, audio recording, and Braille) send an email to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0539 (voice), (202) 418-0432 (TTY).

For further information, contact Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at (202) 418-2042.

-FCC-

ITC-T/C-2006-0495-0023

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April 11, 2006

Writer's Direct Contact
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Federal Communications Commission
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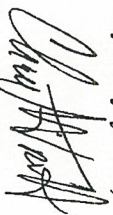
By Hand Delivery
Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Amendment to the Application to Transfer Control of Guam Cellular and Paging, Inc.
to DoCoMo Guam Holdings, Inc.
ITC-T/C-INTR2006-00919

Dear Ms. Dortch:

By this letter, DoCoMo Guam Holdings, Inc. ("DoCoMo Guam") and Guam Cellular and Paging, Inc. ("Guam Cellular") amend and replace Attachment 1 of the above-referenced application to transfer control of Guam Cellular to DoCoMo Guam (the "Application"). The Application was filed electronically on April 4, 2006 via the International Bureau's Filing System ("IBFS").¹ The Application has not yet been placed on public notice. Only Attachment 1 to the Application is being amended, but we include for your convenience a copy the FCC's electronic 214 Main Form application. If you have any questions regarding this amendment, please contact the undersigned.

Very truly yours,


Cheryl A. Tritt

cc: David LaFuria (Counsel to Guam Cellular)
David Krech (International Bureau)
Susan O'Connell (International Bureau)

¹ The amended Attachment 1 is being filed on paper because IBFS does not allow amendments to be filed electronically.

ATTACHMENT 1

Joint International And Domestic Application To Transfer Control Of Guam Cellular and Paging, Inc. To DoCoMo Guam Holdings, Inc. Under Section 214 Of The Communications Act Of 1934, As Amended

This joint application (“Application”) is one of a series of concurrently-filed applications seeking Commission consent for NTT DoCoMo, Inc. (“DoCoMo”) to acquire indirectly all ownership shares of Guam Cellular and Paging, Inc. (“Guam Cellular”) and certain wireless assets of Guam Wireless Telephone Company, L.L.C. (“Guam Wireless”). As further discussed below, control of Guam Cellular will be transferred to DoCoMo Guam Holdings, Inc. (“DoCoMo Guam”), a wholly-owned subsidiary of DoCoMo organized under the laws of Guam, and the assets of Guam Wireless will be assigned to Guam Cellular. The proposed transfer and assignment will occur simultaneously upon consummation.

Accordingly, the Application seeks consent to transfer control of Guam Cellular to DoCoMo, through DoCoMo Guam, under Section 214 of the Communications Act of 1934, as amended (the “Act”). Pursuant to Section 63.04(b) of the Commission’s rules, the Application encompasses certain landline interexchange services that Guam Cellular provides under blanket Section 214 domestic operating authority, and international telecommunications services provided under two Section 214 authorizations. A separate Section 214 application is being filed concurrently seeking consent to assign Guam Wireless’ international Section 214 authorization to Guam Cellular (as controlled by DoCoMo through DoCoMo Guam).

I. INFORMATION REQUIRED BY SECTION 63.18 OF THE COMMISSION’S RULES REGARDING GUAM CELLULAR’S INTERNATIONAL SECTION 214 AUTHORIZATIONS.

Answers to Question 10

Transferor Contact Information

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With a copy to:

Transferee Contact Information

With a copy to:

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Cheryl A. Tritt
Jennifer L. Kostyu
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Washington, D.C. 20006
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Prior International Section 214 Authorizations

Guam Cellular holds global facilities-based authority pursuant to Section 63.18(e)(1) of the Commission's rules. File No. ITC-214-19961120-00583. Guam Cellular also holds global resale authority pursuant to Section 63.18(e)(2) of the Commission's rules. File No. ITC-214-20040517-00201. As noted herein, an application also has been filed seeking consent to assign the international Section 214 authorization of Guam Wirelless to Guam Cellular. Accordingly, upon consummation of the proposed transaction, Guam Cellular also will hold international Section 214 authorization ITC-214-20000507-00304 to provide global international telecommunications service on a facilities and resale basis pursuant to Sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules.

Neither DoCoMo nor DoCoMo Guam holds an international Section 214 authorization.

Answers to Question 11

Pursuant to Section 63.18(h) of the Commission's rules, following is the relevant ownership information listing the entities directly or indirectly holding a ten percent or greater interest in Transferee DoCoMo Guam.

Direct Ownership

Name:	NTT DoCoMo, Inc.
Address:	2-11-1 Nagata-cho Chiyoda-ku, Tokyo 100-6150 Japan
Citizenship:	Japan
Principal Business:	Mobile telecommunications and information services
Percentage Held:	100 percent direct voting and equity interest in DoCoMo Guam, thus 100 percent indirect interest in Guam Cellular

Indirect Ownership

Name: Nippon Telegraph and Telephone Corporation (“NTT”)
Address: 3-1, Otemachi 2-Chome
Chiyoda-ku, Tokyo 100-8116
Japan
Citizenship: Japan
Principal Business: Telecommunications and information services
Percentage Held: 61.96 percent direct voting and equity interest in DoCoMo, thus 61.96 percent indirect interest in DoCoMo Guam and 61.96 percent indirect interest in Guam Cellular¹

Name: Japan Ministry of Finance
Address: 3-1-1 Kasumigaseki
Chiyoda-ku, Tokyo 100-8940
Japan
Citizenship: Japan
Principal Business: Japanese government
Percentage Held: 38.37 percent direct voting and equity interest in NTT, thus 23.77 percent indirect interest in DoCoMo Guam and 23.77 percent indirect interest in Guam Cellular²

DoCoMo and NTT are publicly-traded corporations. Other than the entities disclosed above, no single entity directly or indirectly holds a ten percent or greater ownership interest in DoCoMo Guam. Neither DoCoMo Guam nor DoCoMo has interlocking directorates with a foreign carrier.

Answer to Question 13

Description of Transaction

On March 20, 2006, DoCoMo entered into: (1) a Share Purchase Agreement with the shareholders of Guam Cellular; and (2) an Asset Purchase Agreement with Guam Wireless. Guam Cellular and Guam Wireless provide commercial mobile radio service (“CMRS”) in Guam and the Northern Mariana Islands (“CNMI”), both of which are classified as rural service

¹ Pursuant to Section 63.18(h) of the Commission’s rules, attribution of indirect ownership interests held indirectly by through one or more intervening entities will be determined by successive multiplication of the ownership percentages for each link in the vertical ownership chain and application of the relevant attribution benchmark to the resulting product, except that wherever the ownership percentage for any link in the chain equals or exceeds 50 percent or represents actual control, it shall be treated as if it were a 100 percent interest.

² See *id.*

areas and which collectively have a population of less than 225,000 people. Guam Cellular also provides landline domestic interexchange and international telecommunications services. The parties intend to close the Share Purchase Agreement and the Asset Purchase Agreement simultaneously.

To effectuate the Share Purchase Agreement, DoCoMo has formed DoCoMo Guam, a wholly-owned subsidiary organized under the laws of Guam. Under the Share Purchase Agreement, DoCoMo, through DoCoMo Guam, will acquire 100 percent of the common shares of Guam Cellular for cash consideration. Following DoCoMo Guam's acquisition of the shares, Guam Cellular will continue in existence and become an indirect wholly-owned subsidiary of DoCoMo.

Under the Asset Purchase Agreement, DoCoMo will acquire for cash consideration certain assets, properties, goodwill and rights of Guam Wireless used to provide wireless voice and data communications products and services in Guam and the CNMI. To effectuate the acquisition, Guam Wireless will assign its FCC authorizations and certain other assets, properties, goodwill and rights to Guam Cellular. Upon closing, Guam Cellular will hold Guam Wireless' wireless-related assets and will continue to operate the business of Guam Wireless. Guam Cellular also will become the licensee of Guam Wireless' international Section 214 authorization.

Currently, DoCoMo expects to retain most of the managerial officers and employees of both Guam Cellular and Guam Wireless and to continue operating, for the time being, two separate networks in Guam and the CNMI. DoCoMo's plans include enhancing the quality of Guam Wireless' GSM network by adding General Packet Radio Service ("GPRS") capability and in the future deploying a W-CDMA network for third generation ("3G") services over Guam Cellular's cellular licenses.

The parties are filing a series of applications to effectuate the proposed transaction. In addition to this Application, the parties are filing an application seeking Commission consent to assign Guam Wireless' international Section 214 authorization to Guam Cellular (as controlled by DoCoMo Guam). Two FCC Form 603 applications also are being submitted, one which seeks Commission consent to assign Guam Wireless' PCS license to Guam Cellular (as controlled by DoCoMo Guam) and one which seeks Commission consent to transfer control of Guam Cellular to DoCoMo Guam. In addition, the parties are seeking a declaratory ruling that upon consummation of the transaction, the public interest would not be served by denying approval of DoCoMo's indirect foreign ownership of Guam Cellular pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended.

A more detailed description of this transaction, request for declaratory ruling, and public interest demonstration is attached hereto.

Answer to Question 14

DoCoMo Guam is and Guam Cellular will become upon consummation of the proposed transaction affiliated with certain foreign service providers by virtue of DoCoMo's direct and indirect interests in DoCoMo Guam and Guam Cellular, respectively. Specifically, DoCoMo Guam is and Guam Cellular will become affiliated with foreign carriers in the following countries: Japan, the United Kingdom, France, Italy, Germany, Belgium, the Netherlands, Hong Kong, China, Korea, Australia, Singapore, Brazil, Taiwan, Malaysia, and Sri Lanka.

Answer to Question 15

DoCoMo Guam is and Guam Cellular will become upon consummation of the proposed transaction affiliated with the foreign carriers identified below because they are or will be wholly-owned indirect subsidiaries of DoCoMo and partially-owned indirect subsidiaries of NTT. DoCoMo and/or NTT directly or indirectly control each of the following foreign carriers. The country or countries in which each company is licensed to provide service also is noted below.

- NTT DoCoMo Hokkaido, Inc. (Japan)
- NTT DoCoMo Tohoku, Inc. (Japan)
- NTT DoCoMo Tokai, Inc. (Japan)
- NTT DoCoMo Hokuriku, Inc. (Japan)
- NTT DoCoMo Kansai, Inc. (Japan)
- NTT DoCoMo Chugoku, Inc. (Japan)
- NTT DoCoMo Shikoku, Inc. (Japan)
- NTT DoCoMo Kyushu, Inc. (Japan)
- NTT East Corporation (Japan)
- NTT West Corporation (Japan)
- NTT Communications Corporation (Japan)
- NTT-ME CORPORATION (Japan)
- NTT NEOMEIT CORPORATION (Japan)
- NTT Europe Ltd. (the United Kingdom, France, Italy, Germany, Belgium, and the Netherlands)
- NTT Com Asia Limited (China and Hong Kong)
- NTT Korea Co., Ltd. (Korea)
- NTT Australia Pty Ltd. (Australia)
- NTT Singapore Pte. Ltd. (Singapore)

- inter-touch Spectrum Pte. Ltd. (Singapore) (not yet providing telecommunications services)
- NTT do Brasil Telecomunicações Ltda. (Brazil)
- NTT Taiwan Ltd. (Taiwan)
- NTT MSC Bdn. Shd. (Malaysia)
- Sri Lanka Telecom Ltd. (Sri Lanka)

Answer to Questions 16 and 18

Pursuant to Section 63.10 of the Commission’s rules, DoCoMo Guam requests that Guam Cellular be granted “non-dominant” status upon consummation of the proposed transaction on all routes between the United States and the countries listed in response to Question 15 above, *except* Japan (the “Non-Dominant Routes”). Each of those countries is a member of the World Trade Organization (“WTO”). Further, none of the foreign carrier affiliates that operate at the foreign end of each Non-Dominant Route is a monopoly provider of communications services, and each lacks 50 percent market share in the international transport and local access markets on the foreign end of its respective U.S.-international route. Accordingly, under Section 63.10(a) and 63.18(k)(2), Guam Cellular is presumptively classified as non-dominant on all of the Non-Dominant Routes.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION’S RULES IN RELATION TO GUAM CELLULAR’S DOMESTIC OPERATIONS

In support of the applicants’ request for consent to transfer control of Guam Cellular under to its domestic blanket Section 214 authority to DoCoMo Guam, the following information is submitted pursuant to Section 63.04 of the Commission’s rules. Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 application should submit as an attachment to the international Section 214 application responses to the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04:

(a)(6) Description of the transaction:

A description of the transaction is set forth in Section I above.

(a)(7) Description of the geographic areas in which the transferor and transferee offer domestic telecommunications services, and what services are provided in each area:

Guam Cellular provides domestic landline interexchange services (direct dial and calling card services) between Guam, the CNMI and all fifty U.S. states, the District of Columbia, the U.S. Virgin Islands, America Samoa, and Puerto Rico. Upon consummation, Guam Cellular will continue to provide these services under the control of DoCoMo (through DoCoMo Guam). Neither DoCoMo nor DoCoMo Guam provides domestic telecommunications services in the United States.

(a)(8) Statement as to how the Application qualifies for streamlined treatment:

The Application relating to Guam Cellular's blanket domestic 214 authority qualifies for streamlined treatment because under the proposed transaction DoCoMo (through DoCoMo Guam) and Guam Cellular: (1) will hold a market share in the U.S. interstate, interexchange market of less than ten percent, and (2) will provide no local exchange services in the U.S.; and (3) are non-dominant with respect to the provision of any telecommunications service in the U.S. The applicants, however, will not oppose non-streamlined treatment of the Application because it will be reviewed as part of a larger transaction that is not subject to streamlined treatment.

(a)(9) Identification of all other Commission applications related to this transaction:

A description of all Commission applications being filed to effectuate this transaction is set forth in Section I above.

(a)(10) Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The applicants do not request special consideration because neither party to this transaction is facing imminent business failure.

(a)(11) Identification of any separately filed waiver requests being sought in conjunction with this transaction:

No separately filed waiver requests are sought in conjunction with this transaction.

(a)(12) Statement showing how grant of the Application will serve the public interest, convenience and necessity:

A detailed demonstration of how the grant of the proposed transaction serves the public interest is attached hereto.