

April 11, 2006

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*By Hand Delivery*

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

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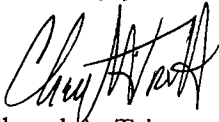
Federal Communications Commission  
Office of Secretary

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").<sup>1</sup> 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)

<sup>1</sup> 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 Commissions’ 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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Guam Cellular & Paging, Inc.  
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Tamuning, Guam 96911  
(671) 649-7243

*With a copy to:*

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***Transferee Contact Information***

*With a copy to:*

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Vice President  
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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 Wireless 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 Cellular<sup>1</sup>

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 Cellular<sup>2</sup>

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

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<sup>1</sup> 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.

<sup>2</sup> 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.