

Exhibit 1

Description of Parties, Description of the Transaction, and Public Interest Statement

DOCOMO Guam Holdings, Inc. (“DOCOMO Guam”) and MCV Guam Holdings Corp. (“MCVGH” and together with its affiliates, “MCV”) seek Federal Communications Commission (“FCC”) consent to a transfer of control of all of the licenses and authorizations held by subsidiaries of MCVGH to DOCOMO Guam, a wholly owned subsidiary of NTT DOCOMO, INC. (“DOCOMO”). MCV holds domestic and international section 214 authorizations, a submarine cable authorization, and a Cable Television Relay Service (“CARS”) license that are used for the provision of cable television, high-speed data, Voice over Internet Protocol (“VoIP”) in Guam and cable television and high-speed data service in the Commonwealth of the Northern Mariana Islands (“CNMI”).

I. Description of the Transaction

A. DOCOMO and DOCOMO Guam

DOCOMO, a corporation organized under the laws of Japan, a WTO country, is a mobile communications company that provides wireless voice and data communications to more than 60 million subscribers in Japan. DOCOMO also is a force in the continuing advancement of mobile technologies and standards.

DOCOMO Guam, a wholly owned subsidiary of DOCOMO, is a holding company incorporated in Guam that provides cellular services in Guam and the CNMI through its wholly owned subsidiary, DOCOMO PACIFIC, INC. (“DOCOMO PACIFIC”). In 2006, the FCC approved the transfer of control of wireless providers Guam Cellular and Paging, Inc. (“Guam Cellular”) and Guam Wireless Telephone Company, L.L.C. (“Guam Wireless”) to DOCOMO

Guam.¹ In reviewing and approving that transaction, the FCC found that DOCOMO, through its wholly owned subsidiary DOCOMO Guam, was qualified to control FCC authorizations and that ownership of the FCC licensees by DOCOMO would result in public interest benefits for consumers in Guam and the CNMI.²

B. MCV

MCV is a broadband service provider headquartered and incorporated in Guam. Through its wholly owned subsidiaries,³ MCV offers cable television, high-speed data, and interconnected VoIP services to residential, hotel, and commercial subscribers located in Guam and the CNMI. MCV is the 37th largest cable provider in the U.S., ranked by basic subscribers, and the primary cable television provider in Guam and the CNMI. MCV is widely recognized in the community as a customer-focused company providing high quality products and services over its state-of-the-art hybrid fiber coax (“HFC”) network, which passes over 50,000 residential homes. MCV overhauled its Guam system in 2003 to build the HFC network, investing over \$18 million. Since 2003, MCV has continued to invest in improving the network, gradually upgrading the system capacity from 750 MHz to 860 MHz and then to 1 GHz.

In Guam, MCV offers cable television, high-speed data, and VoIP services through its own facilities. It also resells wireless service as a non-facilities-based mobile virtual network operator (“MVNO”). In the CNMI, MCV offers cable television and high-speed data services.

¹ *Applications of Guam Cellular and Paging, Inc. and DoCoMo Guam Holdings, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 21 FCC Rcd 13580 (2006) (“Guam Cellular Order”).

² Guam Cellular Order at 13608 (¶ 54).

³ MCV’s wholly owned subsidiaries that hold FCC licenses and authorizations are Guam Telecom, LLC, Guam Cable Group, Inc., CNMI Telecom, LLC, and CNMI Cablevision, LLC.

MCV's primary competitor is GTA TeleGuam, the incumbent local exchange carrier ("ILEC") on Guam. GTA TeleGuam also offers cable television, high-speed data, VoIP, and wireless service to Guam customers. In the CNMI, MCV faces competition in the high-speed data market from incumbent local exchange carrier Pacific Telecom, Inc., d/b/a IT&E.

C. The Proposed Transaction

On August 29, 2012, MCVGH, its parent company, MCV Acquisition, LLC, Seaport Capital Partners II, L.P., and Project Magellan Equityholders' Representative LLC, acting in its capacity as the representative of Seaport and the other owners of MCV Acquisition, LLC in connection with the proposed transaction, entered into a purchase and sale agreement with DOCOMO. Pursuant to the agreement and a subsequent assignment, DOCOMO Guam will purchase all of the stock of MCVGH. Upon consummation of the proposed transaction, MCVGH and its subsidiaries will become wholly owned subsidiaries of DOCOMO Guam.

Charts showing the current ownership and post-closing ownership are attached as Exhibit 3.

II. The Proposed Transaction is in the Public Interest

Pursuant to Sections 214(a) and 310(d) of the Act, the Commission must determine whether the proposed transfer of control would serve the public interest, convenience and necessity.⁴ In making this determination, the Commission must first find that the proposed transaction complies with the specific provisions of the Communications Act, other applicable

⁴ 47 U.S.C. §§ 214(a) and 310(d). *See, e.g., Intelsat, Ltd., Transferor, and Zeus Holdings Limited, Transferee, Consolidated Application for Consent to Transfers of Control of Holders of Title II and Title III Authorizations and Petition for Declaratory Ruling under Section 310 of the Communications Act of 1934, as Amended, Order and Authorization, 19 FCC Rcd 24820, 24825 (¶ 14) (2004).*

statutes, the Commission's rules, and federal communications policy.⁵ The Commission next considers whether the proposed transaction would result in any public interest harm and employs a balancing test, weighing any public interest harms against the public interest benefits. The proposed transfer of control does not violate any law or rule, and, for the reasons discussed below, it will strongly promote the public interest.

DOCOMO Guam and DOCOMO are Fully Qualified to Control FCC Licenses.

DOCOMO Guam and DOCOMO control an FCC licensee, DOCOMO PACIFIC, that currently provides service in Guam and the CNMI. This entity was acquired in 2006, when the FCC approved the transfer of control of wireless provider Guam Cellular and Paging, Inc. ("Guam Cellular") to DOCOMO Guam and the assignment of licenses and authorizations held by Guam Wireless Telephone Company, L.L.C. ("Guam Wireless") to Guam Cellular.⁶ The name of Guam Cellular subsequently was changed to DOCOMO PACIFIC. In reviewing and approving that transaction, the FCC found that DOCOMO, through its wholly owned subsidiary DOCOMO Guam, was qualified to control FCC authorizations and that indirect ownership of the FCC licenses by DOCOMO would result in public interest benefits for consumers in Guam and the CNMI.⁷

⁵ See, e.g., *Constellation, LLC and Intelsat Holdings, Ltd. (Intelsat/PanAmSat Merger)*, Memorandum Opinion and Order, 21 FCC Rcd 7368, 7378 (¶ 17) (2006); *Verizon Communications Inc. and MCI Inc., Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, WC Docket No. 05-75, 20 FCC Rcd 18433, 18443 (¶ 16) (2005); *SBC Communications Inc. and AT&T Corp., Applications for Approval of Transfer of Control*, Memorandum Opinion and Order, WC Docket No. 05-65, 20 FCC Rcd 18290, 18300 (¶ 16) (2005).

⁶ Guam Cellular Order, *supra* note 1.

⁷ *Id.* at 13608 (¶ 54).

U.S. Customers Will Benefit From DOCOMO's Expertise, Management and Financial Stability. Approval of this transaction will promote the public interest because it will allow DOCOMO to bring its telecommunications expertise, management resources, and financial stability to MCV's operations in Guam and the CNMI.⁸ After the transaction, current customers of MCV will continue to enjoy cable television, high-speed data, VoIP, and non-facilities-based wireless telephone service without reduction, impairment, or discontinuance of service. Indeed, due to the telecommunications experience and management of DOCOMO, customers may experience an improved level of service.⁹

No Competitive Harm. The proposed transaction will not result in any competitive harm. MCV and DOCOMO Guam provide entirely distinct service offerings in Guam and the CNMI. DOCOMO Guam's wholly owned subsidiary, DOCOMO PACIFIC, provides facilities-based wireless services in Guam and the CNMI. MCV provides cable television, high-speed data, VoIP services and resold wireless services in Guam. MCV only provides limited resold services in Guam. Specifically, it only resells this service to a limited number of its own customers in Guam that already receive at least two of three services (cable television, high-speed data, or VoIP) provided by MCV. MCV only provides cable television and high-speed data services in the CNMI.

⁸ See, e.g., *Iridium Holdings LLC and GHL Acquisition Corp. (Transfer of Control)*, Memorandum Opinion and Order and Declaratory Ruling, 24 FCC Rcd 10725, 10736 (¶ 26) (2009).

⁹ See, e.g., *Acquisition of Certain Assets of CIMCO Communications, Inc. by Comcast Phone LLC, Comcast Phone of Michigan, LLC and Comcast Business Communications, LLC*, Memorandum Opinion and Order and Order on Reconsideration, 25 FCC Rcd 3401, 3403 (¶ 4) (2010).

Each of the services provided by MCV is subject to competition in Guam and the CNMI, and acquisition of MCV by DOCOMO Guam will not affect the number of competitors for these services. For example, there are currently four facilities-based wireless carriers in Guam: GTA TeleGuam, IT&E, iConnect, and DOCOMO PACIFIC. DOCOMO Guam's proposed acquisition of control of MCV, which provides only non-facilities-based resold wireless services, will not reduce the number of competitors. The Commission has previously found no competitive harm exists where a transaction is unlikely to result in a reduction in the number of potential competitors.¹⁰

Foreign Ownership. DOCOMO is a company incorporated in Japan, a WTO member country. This application is not subject to the foreign ownership limitations in Section 310(b) of the Communications Act of 1934, as amended because MCV does not own or control any broadcast, common carrier or aeronautical FCC authorizations.¹¹ Moreover, the Commission recognizes the importance of foreign investment in the communications industry, noting that such investment has "proven to be an important source of equity financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job

¹⁰ See, e.g., *Bell Atlantic New Zealand Holdings, Inc., Transferor, and Pacific Telecom, Inc., Transferee*, Order and Authorization, 18 FCC Rcd 23140 (2003).

¹¹ 47 U.S.C. § 310(b). As the FCC held over thirty years ago, "Section 310 of the Act applies only to telecommunications facilities licensed by the Commission and only to telecommunications facilities that make use of radio frequencies (generally only broadcast and common carrier radio licenses). We do not read it as reflecting a general policy against foreign investment in communications enterprises in the United States." *Parts 76 and 78 of the Commission's Rules to Adopt General Citizenship Requirements for Operation of Cable Television Systems and for Grant of Station Licenses in the Cable Television Relay Service*, 77 F.C.C.2d 73, 81 (¶ 20) (1980); see also *Application of GRC Cablevision, Inc., Charleston, Clarksville, Jeffersonville, and Sellersburg, Ind.*, 47 F.C.C.2d 467 (1974). Moreover, "Congress, in adopting revision to Section 310 in 1974, did not include nonbroadcast licenses (such as those within the cable television relay service) within the general ownership prohibitions of the section." *Citizenship Requirements Order*, 77 F.C.C.2d at 81 n.7 (emphasis added).

creation.”¹² Indeed, the Commission has previously reviewed ownership of FCC licenses and authorizations by DOCOMO and found this ownership to be in the public interest.¹³

Continuity of National Security Protections. DOCOMO Guam is a party to the Agreement between Guam Cellular and Paging, Inc. and DOCOMO Guam Holdings, Inc. on the one hand, and the Federal Bureau of Investigation (“FBI”), the U.S. Department of Justice (“DOJ”), and the U.S. Department of Homeland Security (“DHS”) (collectively the “Executive Agencies”) on the other attached as an Appendix to the FCC order dated November 13, 2006 in WC Docket No. 06-96.¹⁴ DOCOMO Guam affirms that the commitments and undertakings in the Agreement will continue to be binding after the proposed transfer of control. In addition, DOCOMO Guam agrees to accept as a condition to grant of the proposed transfer of control that the terms and conditions of the Agreement apply to the additional facilities and licenses proposed to be transferred to DOCOMO Guam. A copy of this application will be provided to the Executive Branch Agencies as well. Accordingly, the proposed transaction does not raise any national security or law enforcement concerns.

III. Treatment of Pending Applications

In addition to the licenses and authorizations identified in these applications, MCV may file additional applications or have pending applications granted prior to grant of the transfer

¹² *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*, IB Docket No. 11-133, Notice of Proposed Rulemaking, FCC 11-121, ¶ 2 (Aug. 9, 2011).

¹³ *See* Guam Cellular Order, *supra* note 1. DOCOMO Guam is considered dominant with respect to the U.S.-Japan route and agrees to comply with the dominant carrier safeguards in Section 63.10(c) & (e) of the rules in the provision of international service between the United States and Japan.

¹⁴ *See* Guam Cellular Order, *supra* note 1.

application or consummation of the proposed transfer of control. DOCOMO Guam therefore requests that, consistent with Commission precedent, the grant of these applications include authority for the transfer of control of: (i) all licenses and authorizations issued or assigned to MCV and its subsidiaries during the pendency of the applications and prior to the consummation of any approved transaction; and (ii) all applications pending at the time of consummation of the proposed transfer of control. DOCOMO Guam will supplement, as necessary, any filed applications that are pending upon the consummation of the proposed transfer of control to reflect the new ownership.¹⁵

¹⁵ *See* 47 C.F.R. § 1.65.

Exhibit 2

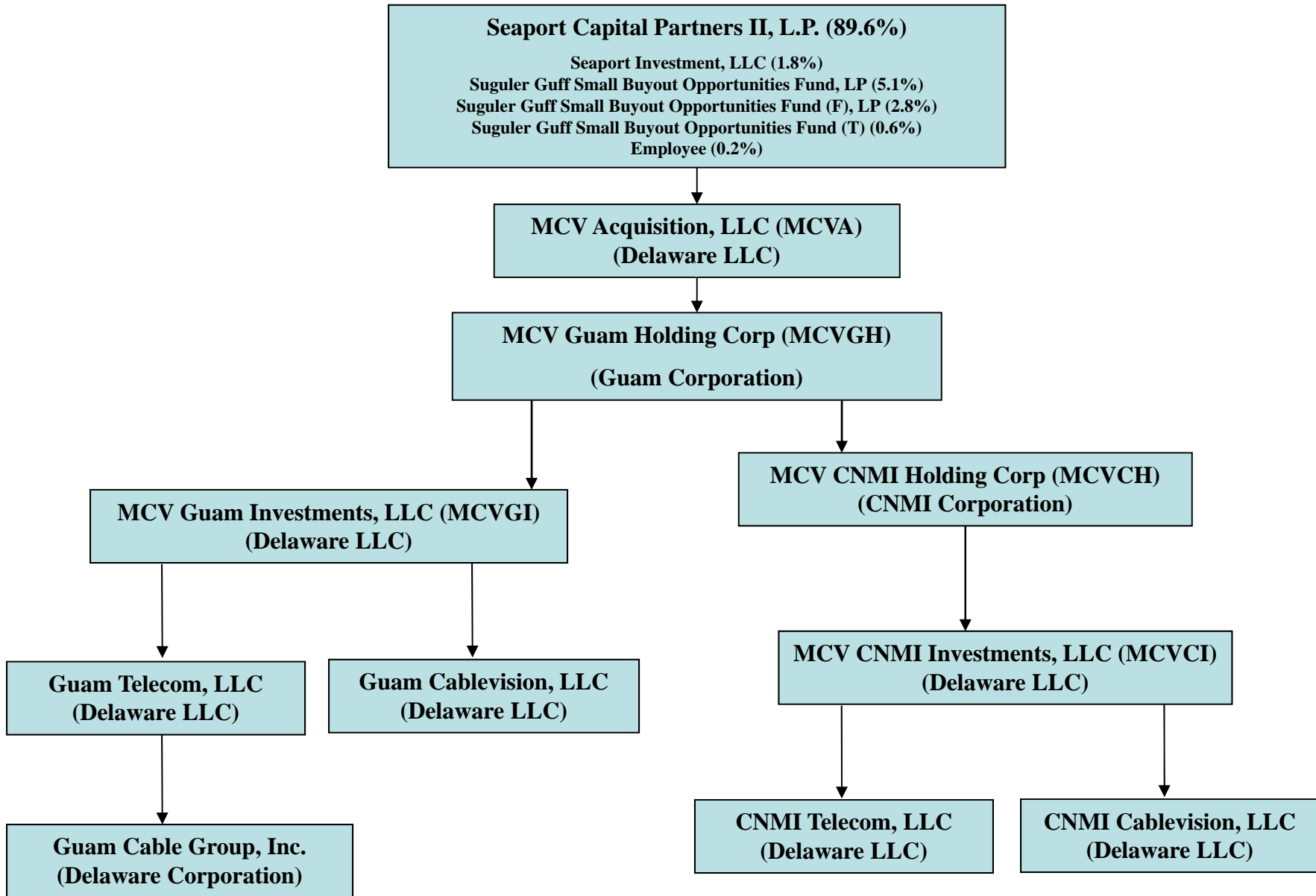
FCC Authorizations

File Number/Call Sign	Licensee	Authorization
ITC-214-20050825-00347	CNMI Telecom, LLC	Global facilities-based and resale services
ITC-214-20050825-00349	Guam Telecom, LLC	Global facilities-based and resale services
ITC-214-19910624-00006	Guam Cable Group, Inc. ¹	Authority to resell the switched message telephone services of existing common carriers to provide international switched services between the U.S. mainland, Guam and various overseas points
ITC-214-19921211-00121	Guam Cable Group, Inc.	Authority to lease circuits from Comsat
ITC-214-19950613-00022	Guam Cable Group, Inc.	Authority to Acquire and Operate Capacity on the TPC-5 Cable system
ITC-214-19960730-00354	Guam Cable Group, Inc.	Global facilities-based and resale services)
ITC-214-20030404-00169	Guam Cable Group, Inc.	Global facilities-based and resale services
Domestic Section 214 Authority	Guam Telecom, LLC	Blanket authority to provide domestic telecommunications services
SCL-LIC-19980309-00005	Guam Cable Group, Inc.	China-U.S. Cable System
WLY-826	CNMI Cablevision, LLC	Cable television relay service license

¹ In 2006, the FCC approved the transfer of control of the five international Section 214 authorizations held by Guam Cable Group, Inc. to its current ownership by MCVGH. See FCC File No. ITC-T/C-20061107-00503.

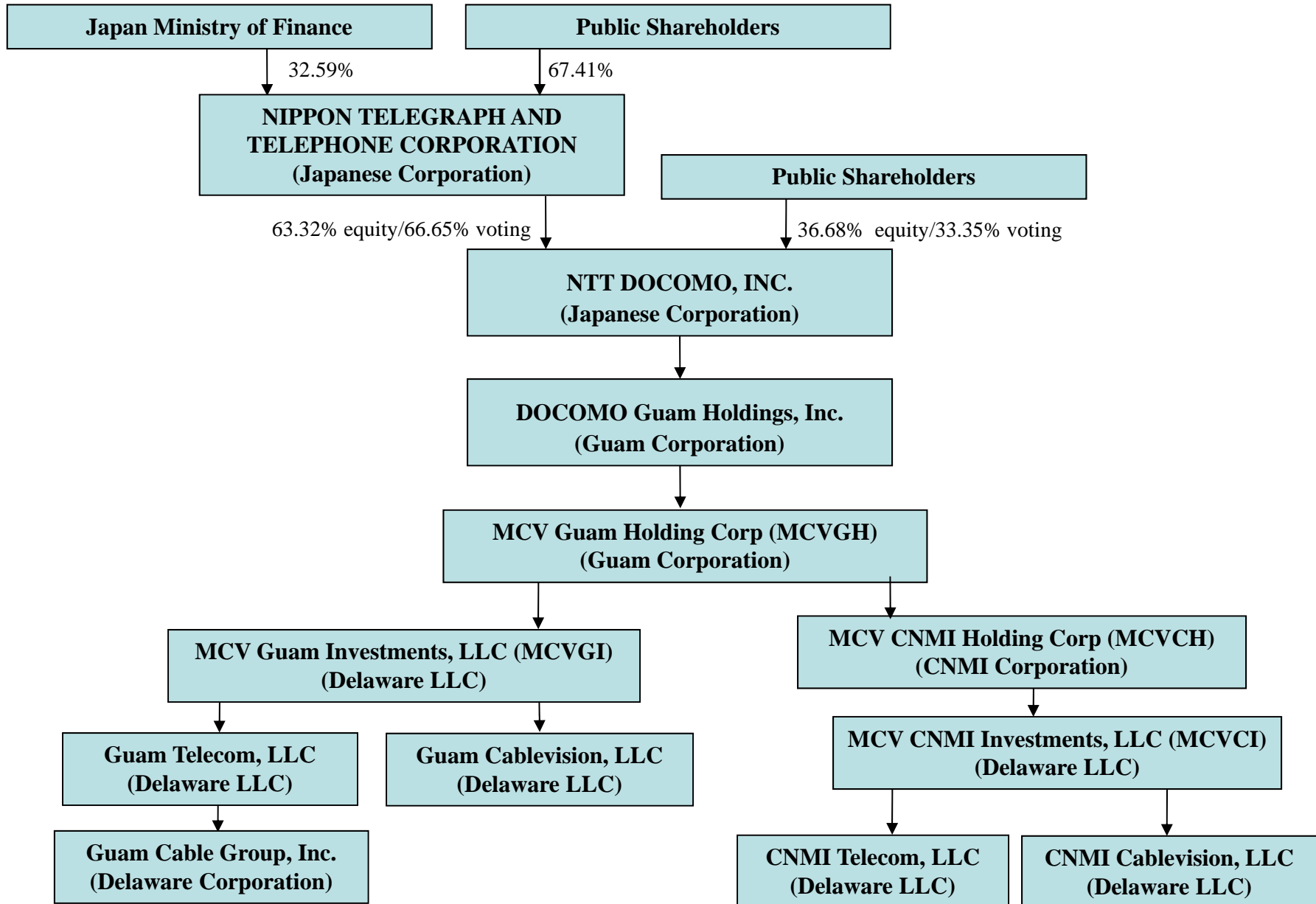
Exhibit 3

CURRENT OWNERSHIP OF MCVGH*



*All ownership percentages are 100% unless otherwise noted.

PROPOSED NEW OWNERSHIP OF MCVGH*



*All ownership percentages are 100% unless otherwise noted.