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April 27, 2015

VIA IBFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Room TW-A325
Washington, DC 20554
Attn: International Bureau

Re: Notification Regarding *Pro Forma* Change in Indirect Ownership of TeleGuam Holdings, LLC

Dear Ms. Dortch:

TeleGuam Holdings, LLC (“TeleGuam”), by undersigned counsel and pursuant to 47 C.F.R. § 63.24(f), notifies the Commission that a *pro forma* change in the indirect ownership of TeleGuam was completed on April 1, 2015 (the “*Pro Forma* Change”). Specifically, Advantage Partners, LLP, a Japanese limited liability partnership, was removed from the ownership chain when it transferred its ownership interests in AP IV GP Co., Ltd. and in AP5 Co, Ltd to Advantage Partners, Inc., a Japanese corporation, which in turn is wholly owned by Advantage Partners, Ltd, a Hong Kong limited company. Prior to the *Pro Forma* Change, Richard L. Folsom, a U.S. citizen, and Taisuke Sasanuma, a Japanese citizen, each held a 43.4% equity interest in Advantage Partners, LLP, and immediately following the *Pro Forma* Change, each holds a 43.4% equity interest in Advantage Partners, Ltd. Therefore, the ultimate ownership of TeleGuam did not change as a result of the *Pro Forma* Change.

See Attachment 1 for depictions of the pre-*Pro Forma* Change and current ownership structure of TeleGuam.

Information Required by Section 63.24(f)(2)

As required by Section 63.24(f)(2), TeleGuam provides the following information required by 63.18(a) through (d) and (h):

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Sections 63.18(a): Name, address and telephone number of the Parties:

TeleGuam Holdings, LLC **FRN: 0011458999**
624 North Marine Corps Dr.
Tamuning, GU 96913
Tel: 671-687-9363

Advantage Partners, LLP **FRN: 0020399846**
Advantage Partners, Inc. **FRN: 0024451767**
Richard Folsom **FRN: 0020404307**
Taisuke Sasanuma **FRN: 0020404315**
17 F Toranomom Towers Office
4-1-28 Toranomom
Minato-ku Tokyo, 105-0001, Japan

Advantage Partners, Ltd **FRN: 0024451775**
Unit 2710, 27/F The Center
99 Queens Road Central
Hong Kong

Sections 63.18(b): Organization of the Parties:

TeleGuam is a Delaware limited liability company.
Advantage Partners, LLP is a Japanese limited liability partnership.
Advantage Partners, Inc. is a Japanese corporation.
Advantage Partners, Ltd is a Hong Kong limited company.
Richard Folsam is a U.S. citizen.
Taisuke Sasanuma is a Japanese citizen.

Section 63.18(c): Correspondence concerning this filing should be sent to the Parties' counsel:

Russell M. Blau
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2020 K Street, N.W.
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Section 63.18(d): TeleGuam holds international Section 214 authority to provide global or limited global facilities-based and resale services granted in IB File No. ITC-214-20041117-00453¹ and ITC-214-20060202-00082.²

Sections 63.18(h): The following entities hold, directly or indirectly, a 10% or greater interest in TeleGuam as calculated pursuant to the Commission ownership attribution rules for international telecommunications carriers:

1. The following entity holds a ten percent (10%) or greater direct in TeleGuam.

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

2. The following entities hold a ten percent (10%) or greater direct or indirect equity ownership in AP TeleGuam.

Name: AP Cayman Partners II, L.P.
Address: 190 Elgin Avenue
George Town, Grand Cayman, KY19005
Cayman
Citizenship: Cayman Islands
Principal Business: Investment
Interest: 24.73% direct in AP TeleGuam

Name: Advantage Partners IV, ILP
Address: 17 F Toranomom Towers Office
4-1-28 Toranomom
Minato-ku Tokyo, 105-0001, Japan
Citizenship: Japan
Principal Business: Investment
Interest: 42.08% direct in AP TeleGuam

¹ This authorization was assigned to TeleGuam as a result of a *pro forma* merger between TeleGuam and GTA Services, LLC. See IB File No. ITC-ASG-20120525-00138.

² This authorization was assigned to TeleGuam as a result of a *pro forma* merger between TeleGuam and Pulse Mobile, LLC. See IB File No. ITC-ASG-20120525-00137.

Name: Japan Ireland Investment Partners
Address: 33 Sir John Rogerson's Quay
Dublin 2, Ireland
Citizenship: Ireland
Principal Business: Investment
Interest: 25.52% direct in AP TeleGuam

- AP Cayman Partners II General Partner, L.P., a Cayman Islands exempted limited partnership, is the general partner of and holds a 0.1% equity interest in AP Cayman Partners II, L.P. It 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, AP Cayman Partners II General Partner, L.P. has a total 29.37% indirect interest in AP TeleGuam. The remaining 99.9% of AP Cayman Partners II, L.P.'s equity is held by numerous limited partners, none of which holds a 10% or greater interest in AP TeleGuam.

Its address is 190 Elgin Avenue, George Town, Grand Cayman, KY19005. Its principal business is investment.

- Cayman Capital Management II, Inc., a Cayman Islands exempted company, is the general partner of and 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 interest in AP TeleGuam. The remaining 99.9% of AP Cayman Partners II General Partner, L.P.'s equity is held by four individuals. 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.

Its address is 190 Elgin Avenue, George Town, Grand Cayman, KY19005. Its principal business is investment.

- Douglas R. Stringer, a United States citizen, owns 100% of Cayman Capital Management II, Inc. Accordingly, Mr. Stringer has a 29.37% indirect interest in AP TeleGuam.

His address is 190 Elgin Avenue, George Town, Grand Cayman, KY19005.

- AP IV GP Partnership, a Japanese general partnership, is the general partner of and holds a 0.1% equity interest in Advantage Partners IV, ILP. Accordingly, AP IV GP Partnership has a 42.08% indirect interest in AP TeleGuam. 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 AP TeleGuam.

Its address is 17 F Toranomom Towers Office, 4-1-28 Toranomom, Minato-ku Tokyo, 105-0001, Japan. Its principal business is investment.

- AP IV GP Co, Ltd, a Japanese corporation, is the general partner of and holds 1% of the equity of AP IV GP Partnership. Accordingly, AP IV GP Co, Ltd has a 42.08% indirect interest in AP TeleGuam. The remaining 99% of AP IV GP Partnership's equity is held by four individuals. 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.

Its address is 17 F Toranomom Towers Office, 4-1-28 Toranomom, Minato-ku Tokyo, 105-0001, Japan. Its principal business is investment.

- 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.

Its address is 190 Elgin Avenue, George Town, Grand Cayman, KY19005. Its principal business is investment.

- 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.

Its address is 17 F Toranomom Towers Office, 4-1-28 Toranomom, Minato-ku Tokyo, 105-0001, Japan. Its principal business is investment.

- Advantage Partners, Inc., a Japanese corporation, wholly owns the equity of AP5 Co., Ltd., resulting in a 25.52% indirect interest in AP TeleGuam. In addition, Advantage Partners, Inc. wholly owns the equity of AP IV GP Co, Ltd., resulting in a 42.08% indirect interest in AP TeleGuam. Accordingly, Advantage Partners, Inc. has a total indirect interest in AP TeleGuam of 67.6%.

Its address is 17 F Toranomom Towers Office, 4-1-28 Toranomom, Minato-ku Tokyo, 105-0001, Japan. Its principal business is investment.

- Advantage Partners, Ltd., a Hong Kong limited company, wholly owns the equity of Advantage Partners, Inc. Accordingly, Advantage Partners, Ltd. has a total indirect interest in AP TeleGuam of 67.6%.

Its address is Unit 2710, 27/F The Center, 99 Queens Road Central, Hong Kong. Its principal business is investment.

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- Richard L. Folsom, a U.S. citizen, and Taisuke Sasanuma, a Japanese citizen, each hold a 43.4% equity interest in Advantage Partners, Ltd., resulting in a 29.34% 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 18.08% indirect interest in AP TeleGuam and a 42.966% limited partner interest in AP Cayman Partners II General Partner, L.P. for an additional 12.62% indirect interest in AP TeleGuam. Accordingly, Mr. Folsom and Mr. Sasanuma each has a total indirect equity interest in AP TeleGuam of 60.04%. Mr. Folsom and Mr. Sasanuma are attributed with an aggregate 67.6% voting interest in AP TeleGuam because their limited interests in Advantage Partners, Ltd. are not insulated pursuant to the FCC rules. By virtue of their collective majority, indirect ownership of AP TeleGuam, Mr. Folsom and Mr. Sasanuma, when voting together, but not separately, have the capability to appoint or terminate the appointment of the sole director of AP TeleGuam.

Their address is 17 F Toranomom Towers Office, 4-1-28 Toranomom, Minato-ku Tokyo, 105-0001, Japan.

In addition, 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 Holdings, LLC as the individual in control of the company's 100% interest owner. Mr. Thomas, as the sole director of AP TeleGuam, has the capability to appoint or terminate the appointment of the members of the board of TeleGuam.

To TeleGuam's knowledge, no other person or entity, directly or indirectly, owns or controls a 10% or greater interest in TeleGuam. TeleGuam does not have any interlocking directorates with a foreign carrier.

TeleGuam certifies that the *Pro Forma* Change was *pro forma* and that, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of TeleGuam.

* * * *

This notification letter is being filed electronically via MyIBFS. Please direct any questions to the undersigned.

Respectfully submitted,

/s/ *Danielle Burt*

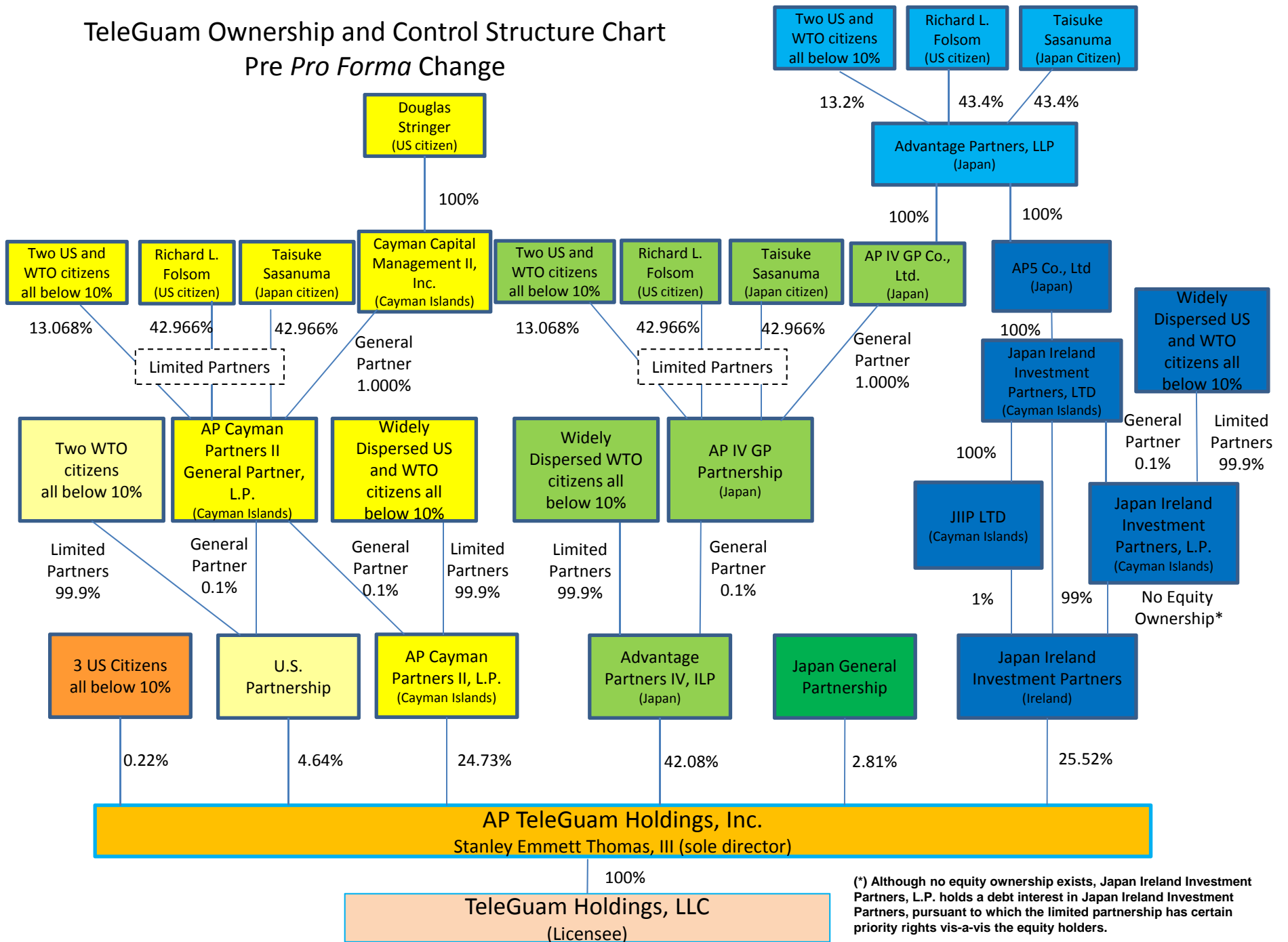
Russell M. Blau
Danielle Burt

Counsel for TeleGuam Holdings, LLC

Attachment 1

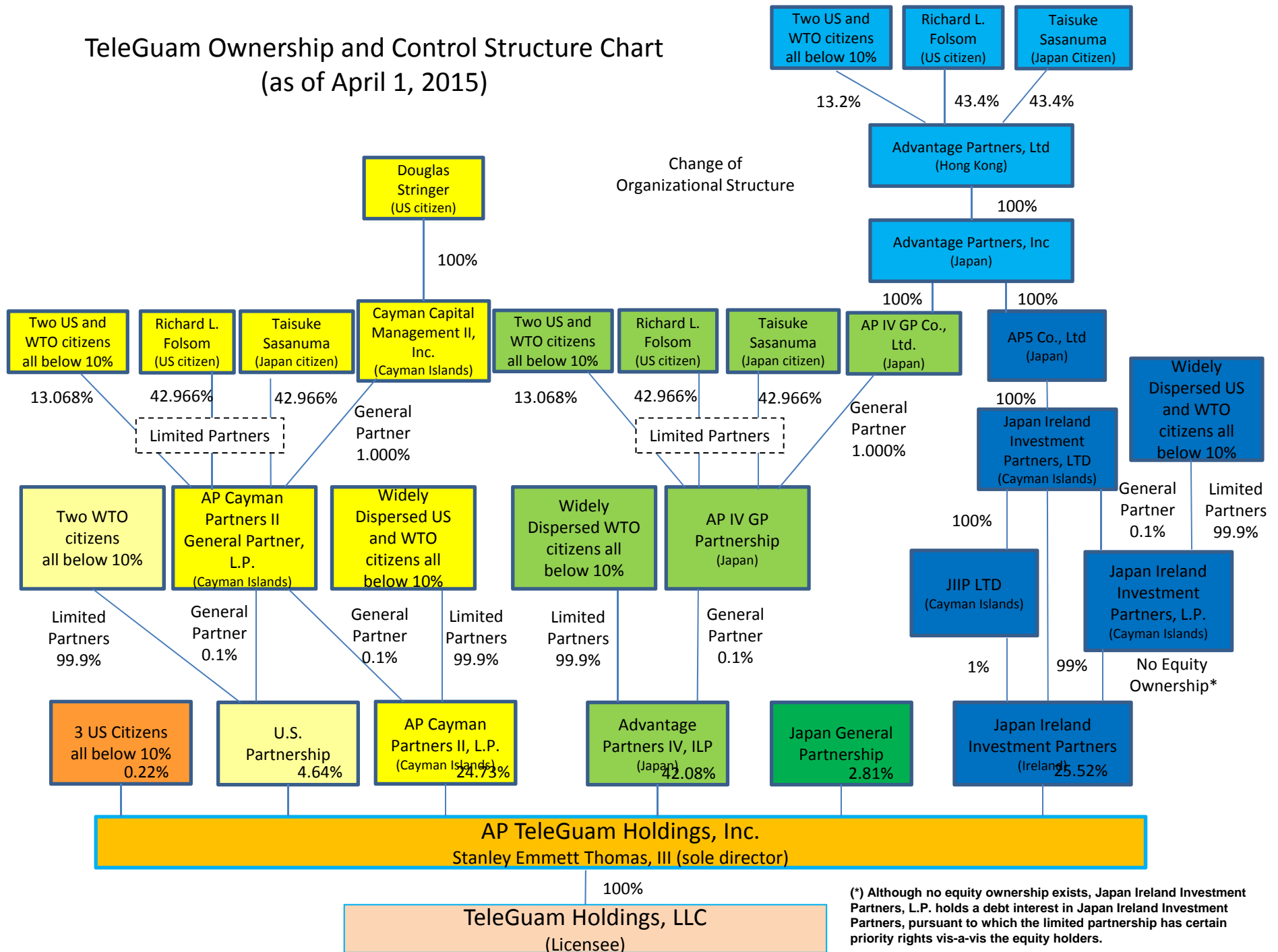
Charts

TeleGuam Ownership and Control Structure Chart Pre Pro Forma Change



(*) 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.

TeleGuam Ownership and Control Structure Chart (as of April 1, 2015)



(* 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.

VERIFICATION

I, Robert Haulbrook, state that I am Chief Executive Officer of TeleGuam Holdings, LLC; that I am authorized to make this Verification on behalf of TeleGuam Holdings, LLC; that the foregoing filing 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 ___ day of April, 2015.

A handwritten signature in black ink, appearing to read 'R. Haulbrook', written over a horizontal line.

Robert Haulbrook
Chief Executive Officer
Robert Haulbrook