



PUBLIC NOTICE

Federal Communications Commission
445 12th St., S.W.
Washington, D.C. 20554

News Media Information 202 / 418-0500
Internet: <http://www.fcc.gov>
TTY: 1-888-835-5322

DA 11-40
Released: January 10, 2011

APPLICATIONS FILED FOR THE TRANSFER OF CONTROL OF THE LICENSEES OF TELEGUAM HOLDINGS, LLC TO AP TELEGUAM HOLDINGS, INC.

PLEADING CYCLE ESTABLISHED

WC Docket No. 10-260

Comments Due: February 9, 2011
Reply Comments Due: February 24, 2011

GTA Telecom, LLC (GTA Telecom), GTA Services, LLC (GTA Services), and Pulse Mobile, LLC (Pulse Mobile) (together, TeleGuam Licensees), Shamrock TeleGuam Holdings, LLC (Shamrock), and AP TeleGuam Holdings, Inc. (AP TG) (collectively, Applicants) filed a series of applications pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended (Act), 47 U.S.C. §§ 214, 310(d), seeking approval for the indirect transfer of control of the TeleGuam Licensees to AP TG.¹

Shamrock, a Delaware limited liability company, wholly owns TeleGuam Holdings, LLC (TeleGuam Holdings), a Delaware limited liability company, that in turn wholly owns GTA Telecom, GTA Services, and Pulse Mobile, all Delaware entities. GTA Telecom is the incumbent local exchange carrier on Guam. GTA Services offers long distance and international services on Guam, and Pulse Mobile offers wireless services on Guam.

AP TG, a Delaware corporation formed for the purposes of acquiring the TeleGuam Licensees, is currently a wholly-owned subsidiary of Advantage Partners IV, ILP.² At the time of the proposed closing, AP TG will be jointly owned by three private investment funds that will collectively own approximately 97.2 percent of the company: (1) Advantage Partners IV, ILP (an Investment Limited Partnership with Japan citizenship, 42.2 percent), (2) AP Cayman Partners II, L.P. (Cayman Islands citizenship, 29.4 percent), and (3) Japan Ireland Investment Partners (Ireland citizenship, 25.6 percent).³

¹ Applicants filed supplements to their applications on December 30, 2010 and January 10, 2011.

² Applicants state that the full name of Advantage Partners IV, ILP is Advantage Partners IV ILP (Only for Qualified Institutional Investors (with Resale Restriction to Non-Qualified Institutional Investors) and for a Small Number of Other Investors). Applicants state that AP TG and its direct and indirect owners do not provide telecommunications services and do not have an ownership interest in any company that provides domestic telecommunications services.

³ Applicants state that the remaining 2.8 percent of AP TG will be owned by a Japanese-based employee-sponsored investment partnership tentatively named "Advantage Partners Touseikumiai No. XX." Applicants state that, at the time the proposed transaction closes, Advantage Partners IV, ILP, AP Cayman Partners II, L.P., and Japan Ireland

The general partner of Advantage Partners IV, ILP is AP IV GP Partnership, a Japanese general partnership, which in turn has AP IV GP Co., Ltd, a Japanese corporation, as its general partner. AP IV GP Co., Ltd is wholly owned by Advantage Partners, LLP, a Japanese limited liability partnership. The following individuals own at least 10 percent of Advantage Partners, LLP: Richard L. Folsom (U.S. citizenship, 43.4 percent) and Taisuke Sasanuma (Japan citizenship, 43.4 percent).⁴ Japan Ireland Investment Partners, LTD, a Cayman Islands entity, owns 99 percent of Japan Ireland Investment Partners.⁵ Japan Ireland Investment Partners, LTD is wholly owned by APS Co., Ltd, a Japanese joint stock corporation, that is in turn wholly owned by Advantage Partners, LLP. The general partner of AP Cayman Partners II, L.P. is AP Cayman Partners II General Partner, L.P., a Cayman Islands exempted limited partnership that has Cayman Capital Management II, Inc., a Cayman Islands exempted company, as its general partner. The sole shareholder of Cayman Capital Management II, Inc. is Douglas R. Stringer, a U.S. citizen.

Pursuant to the terms of the proposed transaction, AP TeleGuam Merger Sub, LLC, a direct, wholly-owned subsidiary of AP TG created for purposes of the transaction, will merge with and into TeleGuam Holdings with TeleGuam Holdings continuing as the surviving entity. As a result of the merger, AP TG will become the new parent company of TeleGuam Holdings and thus the indirect parent of the TeleGuam Licensees.

The Applicants state that the proposed transaction is in the public interest. They assert that AP TG has strong financial backing and is committed to investing in Guam to offer state of the art service to all customers, including thousands of new customers that are expected to relocate there as part of the U.S. government’s plans to move significant numbers of military personnel to the island. Applicants state that AP TG does not currently provide communications services, that the transaction will not harm competition, and that it will make the TeleGuam Licensees stronger competitors in the wireline, wireless, video, and broadband markets. Applicants further state that AP TG intends to maintain the existing management team and employees of the TeleGuam Licensees after the transaction and that customers will continue to receive service under the same rates, terms, and conditions as prior to the closing.

SECTION 214 AUTHORIZATIONS

A. International

The application for consent to the transfer of control of certain international section 214 authorizations from the TeleGuam Licensees to AP TG have been assigned the file numbers listed below.

| <u>File Number</u> | <u>Authorization Holder</u> | <u>Authorization Number</u> |
|------------------------|-----------------------------|-----------------------------|
| ITC-T/C-20101216-00478 | GTA Services, LLC | ITC-214-20041117-00453 |
| ITC-T/C-20101216-00486 | Pulse Mobile, LLC | ITC-214-20060202-00082 |

Investment Partners will collectively own approximately 30 percent of Wireless City Planning, a wireless carrier operating in Japan.

⁴ Two unidentified persons of U.S. citizenship and WTO-Member country citizenship hold the remaining 13.2 percent ownership interest in Advantage Partners, LLP, with neither person holding a ten percent or greater ownership interest in Advantage Partners, LLP.

⁵ Applicants state that Japan Ireland Investment Partners, L.P., a Cayman Islands partnership, does not own an equity interest in Japan Ireland Investment Partners but has a debt interest pursuant to which it has certain priority rights vis-à-vis the equity holders.

B. Domestic

The Applicants filed an application to transfer control of domestic section 214 authority in connection with the proposed transaction.⁶ They seek streamlined treatment for this application under section 63.03(b)(1)(ii) of the Commission's rules.⁷ In light of the multiple applications pending before the Commission with respect to this transaction and the public interest review associated with them, the domestic transfer of control application is not subject to streamlined treatment.⁸

SECTION 310(d) APPLICATION

The application for consent to the assignment of licenses under section 310(d) has been assigned the file numbers listed below.

| <u>File Number</u> | <u>Licensee</u> | <u>Lead Call Sign</u> |
|--------------------|-------------------|-----------------------|
| 0004531711 | Pulse Mobile, LLC | KNKQ317 |

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

Applicants have filed a petition for declaratory ruling pursuant to section 310(b)(4) of the Act, 47 U.S.C. § 310(b)(4), and the Commission's *Foreign Participation Order*,⁹ asserting that it is in the public interest to permit a greater than 25 percent indirect foreign ownership interest in Pulse Mobile, LLC, a holder of common carrier radio licenses. The petition seeks authority for 100 percent indirect foreign ownership of Pulse Mobile, LLC, a holder of licenses for common carrier cellular, PCS Broadband and AWS, 1710-1755/2110-2155 MHz Band services.

The Petition for Declaratory Ruling has been assigned File No. ISP-PDR-20101216-00021.

EX PARTE STATUS OF THIS PROCEEDING

Pursuant to section 1.1200(a) of the Commission's rules,¹⁰ 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.¹¹

⁶ Shamrock TeleGuam Holdings, LLC, GTA Telecom, LLC, GTA Services, LLC, Pulse Mobile, LLC and AP TeleGuam Holdings, Inc. Joint Application for Consent to Transfer of Control Under Section 214 of the Communications Act, as Amended, WC Docket No. 10-260 (filed Dec. 17, 2010).

⁷ 47 C.F.R. § 63.03(b)(1)(ii).

⁸ See 47 C.F.R. § 63.03(c)(1).

⁹ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, IB Docket Nos. 97-142 and 95-22, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 (1997), Order on Reconsideration, 15 FCC Rcd 18158 (2000).

¹⁰ 47 C.F.R. § 1.1200(a).

¹¹ *Id.* § 1.1206.

We direct parties making oral *ex parte* presentations to the Commission's statement re-emphasizing the public's responsibility in permit-but-disclose proceedings. Parties are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.¹² More than a one- or two-sentence description of the views and arguments presented is generally required.¹³ Other rules pertaining to oral and written presentations are set forth in section 1.1206(b) as well.¹⁴ We urge parties to use the Electronic Comment Filing System (ECFS) to file *ex parte* submissions.

GENERAL INFORMATION

The 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.¹⁵

Interested parties must file comments or petitions to deny no later than **February 9, 2011**. Persons and entities that timely file comments or petitions to deny may participate fully in the proceeding. Replies or oppositions to comments and petitions must be filed no later than **February 24, 2011**. All filings concerning matters referenced in this Public Notice should refer to **DA 11-40** and **WC Docket No. 10-260**, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://fjallfoss.fcc.gov/ecfs2/> or the Federal eRulemaking Portal: <http://www.regulations.gov>.
- Paper Filers: Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.
- Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.
 - All hand-delivered or messenger-delivered paper filings for the Commission's Secretary must be delivered to FCC Headquarters at 445 12th St., SW, Room TW-A325, Washington, DC 20554. The filing hours 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.

¹² See *Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings*, Public Notice, 15 FCC Rcd 19945 (2000).

¹³ See 47 C.F.R. § 1.1206(b)(2).

¹⁴ *Id.* at § 1.1206(b).

¹⁵ See 47 U.S.C. § 309(b).

- U.S. Postal Service first-class, Express, and Priority mail must be addressed to 445 12th Street, SW, Washington DC 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

Additionally, filers must deliver courtesy copies by email or facsimile to the following Commission staff:

- 1) Jodie May, Competition Policy Division, Wireline Competition Bureau, at jodie.may@fcc.gov or (202) 418-1413 (facsimile);
- 2) Kathy Harris, Mobility Division, Wireless Telecommunications Bureau, at kathy.harris@fcc.gov or (202) 418-7447 (facsimile);
- 3) David Krech, Policy Division, International Bureau, at david.krech@fcc.gov or (202) 418-2824 (facsimile);
- 4) Carrie-Lee Early, Policy Division, International Bureau, at carrielee.early@fcc.gov or (202) 418-2824 (facsimile); and
- 5) Neil Dellar, Office of General Counsel, at neil.dellar@fcc.gov or (202) 418-1234 (facsimile).

For further information, contact Jodie May, Competition Policy Division, Wireline Competition Bureau, at (202) 418-0913; David Krech, Policy Division, International Bureau, at (202) 418-7443; Kathy Harris, Mobility Division, Wireless Telecommunications Bureau, at (202) 418-0609.

-FCC-