

**BEFORE THE GUAM PUBLIC UTILITIES COMMISSION**

IN RE: JOINT APPLICATION OF )  
TELEGUAM HOLDINGS, LLC, AND ) GTA Docket 17-02  
FORAGER HOLDINGS CORP. FOR ) **ALJ REPORT**  
APPROVAL OF THE TRANSFER OF )  
CONTROL OF TELEGUAM HOLDINGS, )  
LLC, TO FORAGER HOLDINGS CORP. )  
\_\_\_\_\_ )

**INTRODUCTION**

1. This matter comes before the Guam Public Utilities Commission [“PUC”] upon the Joint Application of TeleGuam Holdings, LLC, [“GTA”] and Forager Holdings Corp. [“Forager”] for approval by the PUC of the transfer of control of TeleGuam Holdings, LLC, to Forager Holdings Corp.<sup>1</sup>
2. If the sale is approved, Forager Holdings Corp. will purchase all of the ownership interest of the current owners, a group referred to as the “AP Funds”, in AP TeleGuam Holdings LLC. AP TeleGuam Holdings LLC is currently the owner of one hundred percent (100%) of the interest in TeleGuam Holdings, LLC.
3. After the sale, AP TeleGuam Holdings Inc. will be “renamed” as TeleGuam Holdings Inc. Forager Holdings Corp. will become the direct, one hundred percent owner, of TeleGuam Holdings, Inc.<sup>2</sup> Forager will indirectly own one hundred percent of TeleGuam Holdings, LLC.<sup>3</sup>
4. In turn, Forager will be owned by B88 Financial Group LLC [“B88”] and Mariana Holdings, LLC [“Mariana Holdings”]. The majority of the non-voting equity interests in Forager will be owned by Mariana Holdings LLC [“Mariana Holding”]. Non-voting equity stock may be issued to additional investors.

---

<sup>1</sup> Joint Application of TeleGuam Holdings, LLC, and Forager Holdings Corp. for Approval of the Transfer of Control of TeleGuam Holdings, LLC to Forager Holdings Corp. [hereafter “Joint Application”], GTA Docket 17-02, filed March 3, 2017.

<sup>2</sup> Id. at Exhibit A-3 [Diagram of Post-Transaction Corporate Structure of Forager, AP TeleGuam, and TeleGuam].

<sup>3</sup> Id.

However, these two entities will own at least 50 percent of the total equity interest in Forager.<sup>4</sup>

5. B88 is expected to hold less than 10 percent of the total equity of Forager. The majority of the non-voting equity interest in Forager will be owned by Mariana Holdings LLC. Mariana Holdings will be owned by Huntsman Family Investment LLC ["HFI"] and the Huntsman Foundation, a Utah non-profit corporation. HFI will own 20 percent of Mariana Holdings, and the Huntsman Foundation will own 80 percent.<sup>5</sup>
6. HFI is the investment platform for the Jon M. Huntsman, Sr. family focusing on long-term investments in a diverse range of business sectors, and is owned and controlled by Jon M. Huntsman Sr. and Paul Huntsman. The Huntsman Foundation is a private family foundation supporting humanitarian and educational initiatives, and is controlled by Jon M. Huntsman Sr.<sup>6</sup>
7. HFI and the Huntsman Foundation are related to the Huntsman Corporation, which was founded by Jon M. Huntsman. Huntsman Corporation is listed on the New York Stock Exchange. It is a multinational manufacturer and marketer of chemical products for consumers and industrial customers.<sup>7</sup>
8. The Huntsman Corporation has a market capitalization in excess of \$5 billion. In 2015 and 2016, the Huntsman Corporation reported revenues of \$10.299 billion and \$9.657 billion, respectively, with net income of \$126 million and \$357 million respectively.<sup>8</sup>
9. In this Report, the Administrative Law Judge ["ALJ"] will: (1) review the applicable statutory criteria which guide the PUC in determining whether to approve the sale and transfer of control of GTA to Forager; and (2) make recommendations to the PUC for an appropriate course of action in a proposed Order.<sup>9</sup>

---

<sup>4</sup> Id. at p. 3 and f.n. 1.

<sup>5</sup> Id.

<sup>6</sup> Id. at p. 3.

<sup>7</sup> The Huntsman Corporation, Wikipedia encyclopedia.

<sup>8</sup> Joint Application at p. 6; see also Exhibit F to the Application.

<sup>9</sup> The "record" in this Docket includes all documents filed of record, administrative e-mails and public comments, recordings of the PUC Public Hearing conducted on April 18, 2017, and relevant business meetings, applicable agendas and minutes, and testimonies presented by the parties. Various documents filed by GTA and the Purchasing parties have been filed "under seal" and with a claim of

## BACKGROUND

10. In the Guam Telecommunications Act of 2004, “New GTA” was defined as the “entity that purchased the assets and business of the Guam Telephone Authority”. GTA, which had previously been a governmental entity, was purchased by a private entity.<sup>10</sup>
11. §12203 of the Act provided that the “new GTA” is deemed to have a Certificate of Authority, and that the PUC was ordered to “promptly issue Grandfather Certificates to New GTA and any other such telecommunications company within sixty (60) days of the effective date hereof.”<sup>11</sup> Companies which provide telecommunications services in Guam are required to have certificates of authority, which are issued by the PUC.<sup>12</sup>
12. On February 28, 2005, the PUC issued a “Grandfather” Certificate of Authority to TeleGuam Holdings, LLC, authorizing it to provide facilities based and resold local exchange telecommunications services in Guam.<sup>13</sup>
13. After privatization of GTA in 2005, Shamrock Capital Advisors purchased the company as its first private owner.<sup>14</sup>
14. On February 21, 2011, the PUC approved the sale and transfer of control of GTA from Shamrock to AP TeleGuam Holdings LLC [“APTG”]. The new owners of APTG were certain funds in Japan known as the “AP Funds.”<sup>15</sup>
15. After receipt of the present Application for sale and transfer of control of GTA, the PUC caused a notice to be published in the Pacific Daily News on March 20, 2017, and April 10, 2017, attesting to: (1) the filing of the Application; (2) the opportunity for interested persons to file comments of record regarding the Application; and (3)

---

confidentiality. All such documents are not publicly discloseable pursuant to the Commission’s Rules relating to the Protection of Confidential Information in Regulatory Proceedings.

<sup>10</sup> 12 GCA §12202(e).

<sup>11</sup> 12 GCA §12203(a).

<sup>12</sup> Id.

<sup>13</sup> TeleGuam Holdings, LLC, Certificate of Authority, Docket 05-02, issued by the PUC on February 28, 2005.

<sup>14</sup> GTA TeleGuam News Release issued on November 15, 2010.

<sup>15</sup> PUC Order Approving Sale/Transfer of Ownership and Control of TeleGuam Holdings, LLC, and GTA Telecom LLC (Subject to Conditions), GTA Docket 10-09, dated February 21, 2011.

the holding of a public hearing to receive public comment and testimony on the Application.<sup>16</sup>

16. On April 18, 2017, the PUC conducted a Public Hearing at which testimony on the Application was taken. Testimony was provided in favor of the application by representatives of B88, HFI/Huntsman Foundation, Forager Holdings and GTA. There was testimony from one member of the public, John Day, President of Pacific Data Systems Inc.
17. Mr. Day indicated that GTA's rates were critical to PDS. His company depends on the services provided by GTA. He raised questions as to what GTA's rates would be after the sale. His company would also like to access the new GTA cable station. The PUC may wish to consider these issues. However, Mr. Day did not indicate that he opposed the sale. The ALJ, Chairman Johnson, and Commissioner Andrew Niven questioned the Applicants and related parties concerning their testimonies.

#### **A DESCRIPTION OF THE TRANSACTION**

18. On February 1, 2017, Huntsman Family Investments ["HFI"] announced that it and its affiliates had entered into an Agreement to acquire GTA.<sup>17</sup>
19. Under the proposed arrangement, the direct owner of AP TeleGuam Holdings LLC will be Forager Holdings Corporation.<sup>18</sup>
20. Forager will be owned by B88 Financial Group LLC and Mariana Holdings LLC.<sup>19</sup>
21. Marianas Holdings LLC. is owned by Huntsman Family Investments LLC. and the Huntsman Foundation. Jon Huntsman Sr. and Paul Huntsman are principals of HFI and HF.<sup>20</sup> Both Paul Huntsman and Benjamin Wu (the principal of B88) will be on the governing Board of Forager Holdings Corp.<sup>21</sup>

---

<sup>16</sup> PUC Public Notice of Application of TeleGuam Holdings, LLC for PUC Approval of the Transfer of Control of TeleGuam Holdings, LLC to Forager Holding Corp., GTA Docket 17-02, published in the Pacific Daily News on March 20, 2017, and April 10, 2017.

<sup>17</sup> Huntsman Family Investments Press Release dated February 1, 2017.

<sup>18</sup> Joint Application, at Exhibit A-3.

<sup>19</sup> Id.

<sup>20</sup> Id.

<sup>21</sup> Representation by the Applicants at the Public Hearing on April 18, 2017.

22. On March 9, 2017 Applicants filed, under seal, a copy of the Agreement and Plan of Merger.<sup>22</sup> The agreement contains a detailed description of the terms and conditions of the sale.<sup>23</sup> The parties have agreed that the Agreement must be fully consummated by January 31, 2018.<sup>24</sup>
23. With regard to the present transaction, Purchaser Forager will purchase all of the ownership interest of the AP Funds in APTG, including indirect ownership of TeleGuam Holdings LLC [GTA]. A “Merger Sub” [Forager Acquisition Corp.] will merge into APTG. APTG will become a direct wholly-owned subsidiary of Purchaser Forager; and TeleGuam [GTA] will become an indirect wholly-owned subsidiary of Purchaser. The proposed transaction will not involve a change in GTA’s operating authorities in Guam.<sup>25</sup>
24. Subject to certain conditions, APTG will file a merger certificate confirming the merger of APTG and the merger sub.<sup>26</sup> Closing of the transaction will occur on the tenth day following the satisfaction or waiver of the conditions set forth in Article 7 of the Agreement.<sup>27</sup>
25. The transaction must also be approved by the Federal Communications Commission.<sup>28</sup>
26. When the transaction is completed, APTG will be the surviving entity. APTG will be renamed as TeleGuam Holdings Inc.<sup>29</sup>

### **THE ROLE OF THE PUC AND THE APPLICABLE LEGAL STANDARDS**

---

<sup>22</sup> Id. at Exhibit F.

<sup>23</sup> Id.

<sup>24</sup> Letter from Applicant Forager’s Counsel, Jehan Martinez, to ALJ Frederick J. Horecky, dated April 18, 2017.

<sup>25</sup> Joint Application at p. 5.

<sup>26</sup> Agreement and Plan of Merger, GTA Docket 17-02, filed [pursuant to GPUC Rules relating to the Protection of Confidential Information] March 9, 2017, at §1.02.

<sup>27</sup> Id. at §3.01.

<sup>28</sup> See Joint Domestic and International Application, In the Matter of the Joint Application of TeleGuam Holdings, LLC., Licensee, AP TeleGuam Holdings, Inc., Transferor, and Forager Holdings Corp., Transferee, for Grant of Authority to Complete a Transfer of Control of the Licensee Pursuant to Section 214 of the Communications Act of 1934, as Amended, and Sections 63.04 and 63.24 of the Commission’s Rules, filed with the Federal Communications Commission, on February 10, 2017.

<sup>29</sup> Joint Application, at Exhibit A-3.

27. The duties of the PUC relative to issuance of Certificates of Authority for Telecommunications companies are set forth in 12 GCA §12203 [the Guam Telecommunications Act of 2004]. Pursuant thereto a person is not authorized to provide or sell telecommunications services in Guam [with the exception of commercial mobile service] without a certificate of authority issued by the PUC.<sup>30</sup>
28. In the instant case, neither Applicant GTA nor Purchaser Forager are applying for the issuance of a new Certificate of Authority, nor are they required to do so. TeleGuam Holdings LLC [GTA] is presently the holder of Certificates of Authority validly issued by the PUC.
29. Even were the proposed sale transaction set forth in the Application to be fully consummated and approved by the PUC, TeleGuam Holdings LLC [GTA] will continue as the named entity holding Certificates of Authority. This proceeding does not impact the right or entitlement of GTA to continue to hold its existing Certificates of Authority.
30. In this instance, Applicants request PUC approval of the sale of APTG [the holding company of GTA] by its present owner, AP Funds, to the Purchaser Forager Holdings Corp.
31. 12 GCA §12203(g), provides as follows in pertinent part:

A telecommunications company shall not sell, assign, or transfer a certificate of authority, or any portion thereof, issued under this Article, or transfer control of a telecommunications company holding a certificate of authority issued under this Article, without the prior approval of the Commission and a determination by the Commission that the proposed sale, assignment or transfer satisfies the requirements for granting a certificate of authority under Subsection (c). Prior approval shall not be required for transfers of control that do not result in a substantial change in ultimate ownership of a telecommunications company holding a certificate of authority. (Emphasis added).
32. Under the applicable statutory provisions, the control of a telecommunications company holding a certificate of authority may not be transferred without the prior

---

<sup>30</sup> 12 GCA §12203(a)

approval of the Commission and a determination by the Commission that the proposed sale or transfer satisfies the requirements for granting a certificate of authority. Since the present transaction involves the sale of the holding company that owns GTA and a complete transfer of control and ownership from the AP Funds to Forager Holdings Corp., such transfer of control must be approved by the PUC.

33. Before the sale or transfer of control can be effective, the Commission must make a determination that the proposed sale or transfer satisfies the requirements for granting a certificate of authority as set forth in 12 GCA §12203(c).
34. The two findings required by the Commission in subsection (c), before a sale or transfer of control can be approved, are as follows:
  - (1) The applicant possesses sufficient technical, financial, and managerial resources and abilities to provide the telecommunications services in Guam; and (2) the sale is not contrary to the public interest.<sup>31</sup>

**APPLICANTS WILL CONTINUE TO HAVE SUFFICIENT FINANCIAL RESOURCES TO PROVIDE TELECOMMUNICATION SERVICES IN GUAM UNDER THE EXISTING CERTIFICATES OF AUTHORITY AFTER THE TRANSFER OF CONTROL OF GTA**

35. The “Applicants” herein are TeleGuam Holdings LLC [GTA] and Forager Holdings Corp. In addition, B88 Financial Group LLC and Mariana Holdings LLC have joined in the Application and will also be considered as “Applicants” under the statutory criteria set forth.<sup>32</sup>
36. A review of the record herein regarding the “financial resources” of TeleGuam Holdings LLC [GTA] establishes that Applicants will continue to have sufficient financial resources to provide telecommunications services after the transfer of control of GTA:

---

<sup>31</sup> See 12 GCA §12203(c)(1) and (2).

<sup>32</sup> On April 17, 2017, B88 Financial Group LLC and Mariana Holdings LLC entered their appearance as parties in this proceeding and joined in the Joint Application of TeleGuam Holdings LLC for Approval of the Transfer of Control of TeleGuam Holdings, LLC to Forager Holdings Corp.

- a. The holding company for GTA is APTG (AP TeleGuam Holdings LLC). Applicants have filed herein the “Consolidated Balance Sheets” for APTG as of December 31, 2013, 2014 and 2015.<sup>33</sup> Such Balance Sheets and Income Statements indicate that Applicants have substantial and significant financial resources which should enable them to continue to provide telecommunications services in Guam after a transfer of control of GTA/APTG to Purchaser.
- b. GTA owns assets, including property, plant and equipment which constitute its telecommunications system and enable it to provide telecommunications services.<sup>34</sup>
- c. The Balance sheets and Income Statements indicate that there was a consistent and healthy increase in GTA’s revenues for each year from 2013 to 2015 in amounts totaling millions of dollars.
- d. Long term debt was substantially reduced between 2013 and 2014. Payoff of long term debt by GTA is an indication that it is capable of meeting its current debt obligations.
- e. There is every indication that Applicants will continue to have the same strong financial resources available to provide telecommunications services after the sale as they had before the sale. GTA will continue to own the same assets and telecommunications system.
- f. Because the proposed transaction will occur at the holding company level, there is no proposed change in any of the assets or liabilities of TeleGuam; the Applicants will continue to possess the same strong financial qualifications that they do at present after the sale.<sup>35</sup>
- g. No changes are required to the existing Certificates of Authority. Those Certificates are not being transferred to a new or separate company; they remain with the same company that is presently providing telecommunications services [GTA].

---

<sup>33</sup> Exhibit D to Application, GTA Docket 17-02, filed under seal on March 9, 2017.

<sup>34</sup> Id.

<sup>35</sup> Joint Application at p.6.



- h. The PUC, by previously granting Certificates of Authority to TeleGuam Holdings LLC, determined that GTA possesses sufficient financial resources to provide the telecommunications services covered by the Certificates of Authority.

**APPLICANT/PURCHASER FORAGER HAS SUFFICIENT FINANCIAL RESOURCES TO FUND THE SALE TRANSACTION AND TO ASSIST GTA IN CONTINUING TO PROVIDE TELECOMMUNICATION SERVICES IN GUAM UNDER THE EXISTING CERTIFICATES OF AUTHORITY**

37. Purchaser Forager Holdings Corp., its immediate parent companies B88 Financial Group LLC. and Mariana Holdings LLC., and its indirect parent companies, Huntsman Family Investments LLC. and the Huntsman Foundation, have evidenced a strong financial commitment to continue to provide for the expansion of telecommunications services in Guam. Purchaser has adopted the Five Year Build- Out Plan previously filed by GTA, under which an additional approximate amount of \$17M per year will be spent on telecom capital investment on Guam.<sup>36</sup>
- a. The Purchaser has committed to continue to build the infrastructure improvements set forth in the Five Year Build-Out Plan. The Purchaser has also agreed to continue with GTA's 2017 "Capex Plan", which will expand 3G and LTE wireless capabilities, extend fiber to the Neighborhood (VDSL2), build infrastructure to provide high speed internet and digital television capabilities to more island neighborhoods, and extend fiber deeper into the network.<sup>37</sup>
- b. HFI commits to assist GTA in growing its wholesale and international business in the region.<sup>38</sup>
- c. The Financial Statements of the parent companies of Forager indicate that they have substantial financial assets.<sup>39</sup> Financial records of the

---

<sup>36</sup> Id. at p. 8.

<sup>37</sup> Id.

<sup>38</sup> Presentation of Applicants to the PUC on April 18, 2017, at p. 8.

<sup>39</sup> See Exhibit E to the Joint Application, GTA Docket 17-02, Financial Results for 2016 for the Huntsman Corporation.

Huntsman Foundation indicate company assets in excess of \$500,000,000.<sup>40</sup>

- d. Applicants represent that, as a result of its new ownership, TeleGuam will enjoy access to the financial and management resources of Huntsman Family Investments and the Huntsman Foundation.<sup>41</sup>
- e. Having reviewed the details of the proposed transaction between Purchaser and the prior owner AP Funds, the ALJ concludes that Purchaser and its parent companies have the necessary financial assets to successfully complete the proposed sale agreement.
- f. For all of the reasons set forth herein, Applicants, including the Purchaser and its related parent companies, have established that they have sufficient financial resources to continue to provide the telecommunications services in Guam after the sales transaction is consummated.

**APPLICANTS HAVE SUFFICIENT TECHNICAL AND  
MANAGERIAL RESOURCES TO PROVIDE  
TELECOMMUNICATIONS SERVICES IN GUAM**

- 38. The Applicants indicate that “the proposed transaction will not involve a change in TeleGuam’s operating authorities in Guam...Forager intends to maintain TeleGuam’s existing management team and Guam-based employees following completion of the transaction so TeleGuam will continue to possess the same technical and managerial qualifications it currently possesses. TeleGuam’s management will be supplemented by Forager’s management team.”<sup>42</sup>
- 39. Applicants also indicate that the same management team which has guided GTA forward will continue to manage GTA after the transfer of control of TeleGuam Holdings, LLC to Forager. That management team has demonstrated its ability to successfully provide telecommunications services to the people of Guam under the Certificates of Authority.

---

<sup>40</sup> Financial Records of the Huntsman Foundation, filed under seal.

<sup>41</sup> Joint Application at p. 7.; see also Huntsman Family Investments Presentation at 7(HFI will provide greater training opportunities for GTA’s local workforce and working opportunities beyond Guam).

<sup>42</sup> Joint Application at pgs. 5-6.

40. The current experienced Management Team, whose biographies are set forth in Exhibit B to the Application, will continue to provide the telecommunications services authorized under the Certificates of Authority.<sup>43</sup>
41. In addition, the Purchaser indicated to the PUC during its presentation that it currently does not plan to become directly involved in the day to day management of TeleGuam Holdings LLC.<sup>44</sup>
42. There are additional reasons to believe that the Purchaser will provide beneficial technical and managerial resources to GTA. It has committed to supporting GTA's local work force and plans to provide greater training opportunities and working opportunities beyond Guam.<sup>45</sup>
43. As a result of its proposed new ownership, GTA will enjoy access to the resources of Purchaser and its parent companies. GTA and Forager will be positioned to provide competitive service offerings and provide customers on Guam with better service, more service choices and competitive pricing, including investment in the SEA-US submarine cable, and the recent roll out of "Fiber to the Neighborhood."<sup>46</sup>
44. GTA has made a sufficient showing that GTA will continue to possess sufficient technical and managerial resources and abilities to provide the telecommunications services to the people of Guam under the Certificates of Authority after the transfer of control of GTA to Forager.

**APPROVAL BY THE PUC OF THE SALE/TRANSFER  
OF CONTROL OF TELEGUAM HOLDINGS LLC [GTA] IS  
NOT CONTRARY TO THE PUBLIC INTEREST**

45. Under the applicable statutory standards, the PUC must determine whether the sale/transfer of control of TeleGuam Holdings to the ownership of Forager and its parent companies is "not contrary to the Public Interest."<sup>47</sup>

---

<sup>43</sup> Exhibit B to Joint Application.

<sup>44</sup> Presentation of Applicants to the PUC on April 18, 2017.

<sup>45</sup> Presentation of Applicants to the PUC on April 18, 2017.

<sup>46</sup> Joint Application at pgs. 8-9; Presentation of Applicants to the PUC on April 18, 2017 (Chief Operating Officer Andrew M Gayle Jr. indicated that the SEA-US submarine cable would benefit the people of Guam by providing more bandwidth).

<sup>47</sup> 12 GCA §12203(c)(1) and (2).

46. There is no evidence in the record in this proceeding that the transfer of control of GTA to Forager would be “contrary to the Public Interest”.
47. No written or public testimony has been submitted to the PUC claiming that such transfer would be contrary to the Public Interest.
48. Applicants’ Petition presents a number of reasons why the granting of the Petition is in the Public Interest: (1) following the consummation of the proposed transaction, GTA will continue to offer services with no change in the rates or terms and conditions of service; (2) the customers of Guam will benefit from new services and expanded global network facilities and capabilities offered by the collaboration between GTA and Forager/its parent companies; (3) telecommunications customers in Guam have benefited from the continuing capital investments by GTA, and such investments will continue after the sale; (4) customers on Guam have benefited from improved service offerings and better pricing from GTA and will continue to do so after the sale; (5) GTA has had a strong focus on hiring and developing employees on Guam and paying at or above market wage rates, and will continue to do so after the sale; (6) important working relationships with the Government of Guam and Emergency Entities will continue with Purchaser’s Ownership; (7) GTA is a generous community service and charitable contributor on Guam and will continue to be so.<sup>48</sup>
49. The Guam Telecommunications Act of 2004 provides that it is in the public interest to provide the people of Guam with modern, innovative, accessible and affordable telecommunications services and products.<sup>49</sup>
50. The transfer of control of TeleGuam Holdings, LLC is not contrary to the public interest; TeleGuam Holdings, LLC, will continue to offer service to the customers of Guam with no change in rates or terms and conditions.<sup>50</sup> The sale will facilitate GTA’s ability to provide telecommunications services and products to the people of Guam. All of the Applicants’ current tariffs will remain in effect.
51. It is also in the interest of consumers of telecommunications services on Guam that the expansion of facilities and technology continue. Forager and its parent

---

<sup>48</sup> Joint Application at pgs. 6-12.

<sup>49</sup> 12 GCA §12101(a)(2).

<sup>50</sup> Joint Application at p.6.

companies are committed to investing in Guam to offer state of the art service to all customer segments.

### RECOMMENDATIONS

52. The PUC should authorize Applicants TeleGuam Holdings, LLC, ["GTA"] and Forager Holdings Corp. to proceed with, and complete, a transaction whereby Purchaser Forager will acquire direct control of the holding company of GTA, AP TeleGuam Holdings LLC ["APTG"].
53. PUC should determine that Applicants satisfy the requirements of 12 GCA §§12203(c) and (g): Applicants will continue to have sufficient financial resources to provide telecommunication services in Guam under the existing Certificates of Authority after the transfer of control of GTA.
54. Applicants and Purchaser also will possess sufficient technical and managerial resources and ability to provide the telecommunications services authorized by the present Certificates of Authority after the sale of GTA.
55. Applicants and Purchaser have sufficient financial resources to fund the sale transaction and to assist GTA in continuing to provide telecommunication services in Guam under the existing Certificates of Authority.
56. The sale or transfer of control of TeleGuam Holdings LLC to Purchaser Forager is not contrary to the public interest.
57. The sale and/or transfer of control of TeleGuam Holdings, LLC from the AP Funds to Forager Holdings Corp. will not adversely affect the abilities of TeleGuam to continue to provide telecommunications services under its Certificates of Authority.
58. Authorization for Applicants to complete the sale or transfer of control must be subject to certain conditions (approval is conditioned upon satisfaction of certain additional requirements): (1) Applicants must satisfy all requirements of the Federal Communications Commission with regard to this transaction, complete all necessary proceedings required by the FCC, and obtain all necessary FCC approvals; (2) all terms and conditions of the Agreement and Plan of Merger must be materially complied with, and the transaction completed in all material respects; (3) Purchaser must receive its Section 214 Authorization from the FCC; (4) Once the proposed transaction is completed in all respects, Applicants shall continue to be subject to the terms, conditions and requirements of 12 GCA §12203, and all PUC

rules, regulations and orders; (5) Applicants and the parent companies of Forager must comply with all terms and conditions of the Certificates of Authority presently held by TeleGuam Holdings LLC [GTA].

59. The ALJ has prepared an Order for the Commissioners' consideration which would approve the Application, the proposed transaction, and the sale/transfer of control of GTA, subject to the conditions set forth herein.

Dated this 25<sup>th</sup> day of April, 2017.

---

Frederick J. Horecky  
Administrative Law Judge