

Guam Telecom, LLC, together with its subsidiaries and affiliates (collectively referred to as "GT"), and DOCOMO Guam Holdings, Inc. ("DOCOMO Guam") (GT and DOCOMO Guam together, the "Applicants"), through their undersigned counsel and pursuant to Section 12103(g) of the Guam Telecommunications Act of 2004, request approval from the Guam Public Utilities

IN RE:  
JOINT APPLICATION OF GUAM  
TELECOM, LLC AND  
DOCOMO GUAM HOLDINGS, INC.  
FOR APPROVAL OF THE TRANSFER  
OF CONTROL OF GUAM TELECOM,  
LLC TO DOCOMO GUAM HOLDINGS,  
INC.

DOCKET NO. 12-03

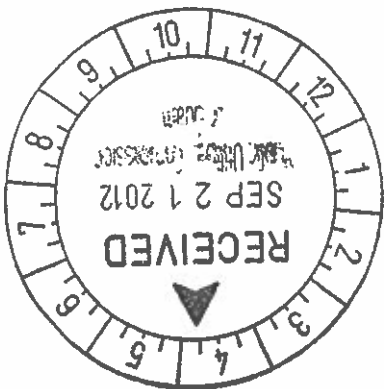
IN THE GUAM PUBLIC UTILITIES COMMISSION

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The Commission's May 28, 2009 filing issuing the Certificate of Authority describes the Certificate holder as "Guam Telecom LLC, a foreign corporation." (Emphasis added), which appears to be a drafting error and should read "Guam Telecom LLC, a foreign limited liability company."

<sup>1</sup> The principal offices of MCVGI, MCVGH, MCVVA are also located at 497 Harmon Loop Road, Deddo, Guam 96929.

Information concerning GT's legal, technical, managerial and financial qualifications to provide the services under its respective Certificates of Authority was submitted with its "2006 COA").

facilities-based and resold special access service in the form of private line service on Guam (the Certificate of Authority issued on November 20, 2006, in PUC Docket No. 06-09, to provide based local exchange services within the territory of Guam (the "2009 COA");<sup>2</sup> and; (2) Authority issued on May 28, 2009, in PUC Docket No. 09-01, to provide resold and facilities GT holds two Certificates of Authority issued by the Commission: (1) Certificate of

MCV Acquisition, LLC ("MCVA"), a Delaware limited liability company;<sup>1</sup> Guam Holding Corp. ("MCVGH"), a Guam corporation, which is currently majority owned by LLC ("MCVGT"), a Delaware limited liability company. MCVGI is wholly owned by MCV Harmon Loop Road, Deddo, Guam 96929. GT is wholly owned by MCV Guam Investments, GT is a Delaware limited liability company with its principal office located at 497

**A. Guam Telecom, LLC.**

**I. DESCRIPTION OF THE APPLICANTS**

In support of their Application, the Applicants state as follows:

transaction to meet important business objectives.  
the approval requested herein, so that the Applicants can timely consummate the proposed Applicants request that the Commission act expeditiously on this Application, and grant Commission ("Commission") to enable DOCCOMO Guam to acquire control of GT.

4 DOCOMO PACIFIC does not hold a certificate of authority ("COA") from the Commission for provision of wireless services in Guam, which are the sole services it provides in Guam, as such services are exempt from the requirement of a COA under 12 G.C.A. § 12103, which provides "(a) No person shall provide or resell telecommunications services in Guam without a certificate of authority issued by

3 See Application for Certificate of Authority to Provide Intrastate Telecommunications Services, Submitted by Guam Telecom, LLC, PUC Docket No. 06-009 (Sept. 8, 2006); Application of Guam Telecom, LLC for Certificate of Authority Under 12 G.C.A. § 12103, Application for Certificate of Authority to Provide Local Exchange Services, PUC Docket No. GT 09-01 (Apr. 6, 2009).

publicly owned.

66.65% voting interest in DOCOMO, and the remaining interests in DOCOMO are diversely subscribers in Japan. Nippon Telephone and Telegraph Corporation holds a 63.32% equity and company that provides wireless voice and data communications to more than sixty million Nagata-cho, Chiyoda-ku, Tokyo 100-6150, Japan. DOCOMO is a mobile communications which is a Japanese corporation with its principal office located at Sanno Park Tower, 2-11-1, DOCOMO Guam is a wholly owned subsidiary of NTT DOCOMO, INC. ("DOCOMO"),

PACIFIC");<sup>4</sup>

DOCOMO Guam provides commercial mobile radio services in Guam and the Northern Mariana Islands through its wholly owned subsidiary, DOCOMO PACIFIC, INC. ("DOCOMO located at 219 South Marine Corps Drive, Suite 206, Century Plaza, Tamuning, Guam 96913. DOCOMO Guam is a holding company incorporated in Guam with its principal office

**B. DOCOMO Guam Holdings, Inc.**

which are incorporated herein by reference.

Applicants respectfully request that the Commission take official notice of the COA Applications and Docket No. 06-09 ("COA Applications"), and are therefore matters of public record. documents submitted therewith were filed with the Commission under PUC Docket No. 09-01 applications for the 2006 COA and 2009 COA.<sup>3</sup> GT's applications and accompanying

the Commission, except that a certificate of authority shall not be required for any person to provide commercial mobile service." 12 G.C.A. § 12103(a) (emphasis added).

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

Under 12 G.C.A. § 12103(g),

**III. STANDARDS FOR REVIEWING APPLICATION.**

furnished to the Commission.

The transaction is subject to approval of the Federal Communications Commission ("FCC") and an application for such approval will be filed with the FCC approximately concurrently with this application. A copy of the application filed with the FCC will be

hereto.

transaction and post-transaction corporate organizational structure charts are provided as Exhibit Applicants therefore request consent to transfer control of GT to DOCOMO Guam. Pre- under the PSA, GT will become a wholly owned, indirect subsidiary of DOCOMO Guam. DOCOMO's obligations under the PSA. Upon consummation of the transaction contemplated DOCOMO assigned all of its rights to DOCOMO Guam, and DOCOMO Guam assumed all of Subsequent to execution of the PSA and prior to the filing of this Joint Application, convey and assign and deliver to DOCOMO, all of MCVA's stock in MCVGH.

PSA"), whereby DOCOMO agreed to purchase from MCVA, and MCVA agreed to transfer, owners in connection with the transaction), entered into the Purchase and Sale Agreement ("the Project Magellan Equityholders' Representative, LLC (as representative of Seaport and the other On August 29, 2012, DOCOMO, MCVGH, MCVA, Seaport Capital Partners II, L.P. and

**II. DESCRIPTION OF THE TRANSACTION.**

12 G.C.A. §§ 12103(g), (c) (2005); see also TeleGuam Holdings Order, *supra* at n.6, ¶ 21.

*Id.*; see e.g., *In Re: Joint Application of TeleGuam Holdings, LLC and GTA Telecom, LLC, for Approval of the Transfer of Control of TeleGuam Holdings, LLC and GTA Telecom, LLC, to AP TeleGuam Holdings, LLC, Order Approving Sale/Transfer of Ownership and Control of TeleGuam Holdings, LLC, and GTA Telecom, LLC (Subject to Conditions)*, PUC GTA Docket No. 10-00, ¶ 21 (Feb. 21, 2011) (“TeleGuam Holdings Order”).

12 G.C.A. §§ 12103(g) (2005).

Indeed, as a sale at the holding company level, the proposed transaction will have no immediate effect on GT's operations and the services delivered to its customers under its Certificates of Authority. Following the consummation of the proposed transaction, GT's customers will continue to enjoy high-speed data and VoIP, telephone service without reduction, impairment, or discontinuance of service and under the same rates, terms and conditions of

under its existing Certificates of Authority. and managerial resources and abilities to provide the telecommunications services in Guam upon consummation of the transaction, GT will continue to have sufficient technical, financial Applicants respectfully submit that the proposed transaction satisfies both factors. First, applicant will not be contrary to the public interest.”<sup>7</sup>

it seeks a certificate of authority;” and (2) “the granting of a certificate of authority to the managerial resources and abilities to provide the telecommunications services in Guam for which G.C.A. § 12103(c), namely: (1) “That the applicant possesses sufficient technical, financial and proposed transfer satisfies the requirements for granting a certificate of authority under 12 of the holder of the Certificates of Authority.”<sup>6</sup> The Commission must determine whether the In this case there will be no direct assignment of the certificates by GT, but a change of control

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).<sup>5</sup>

Customers will also enjoy uninterrupted services provided by GT and its affiliates not covered

its affiliates, who have significant technical and managerial expertise in providing transaction will allow GT to benefit from the experienced management of DOCOMO Guam and plans to replace current members of GT's senior management team. Furthermore, the proposed are committed to hiring and retaining the most knowledgeable managers and presently have no current senior management team are set forth in Exhibit B. DOCOMO and DOCOMO Guam and Vice-President of Programming/Sales & Marketing, respectively. Biographies of GT's who serve as President and Chief Executive Officer, Vice President and Chief Operating Officer, This senior management team includes Craig Thompson, John Cruikshank, and Thomas Higa, technical and managerial resources necessary to provide telecommunications services in Guam. GT's existing senior management team has through time demonstrated the requisite

**A. Applicants Possess Sufficient Technical, Financial and Managerial Resources And Abilities to Provide the Telecommunications Services in Guam Under the Existing Certificates of Authority.**

products and services. bear in Guam may allow customers to enjoy an improved level of service as well as new Guam and its affiliates, which would benefit customers in Guam. Bringing these resources to the telecommunications expertise, management capabilities, and financial stability of DOCOMO will promote the public interest. Approval of this transaction would allow GT to benefit from Second, the proposed transaction will not be contrary to the public interest, and in fact seamless and imperceptible to Guam consumers. Authority, and GT's current tariffs will remain in effect. Thus, the proposed transaction will be inconsistent with the current scope of GT's operating authority in Guam under its Certificates of service as before the transaction.<sup>8</sup> The proposed transaction will not result in any changes

telecommunications services. A schedule of the principal officers and directors of DOCOMO Guam and a biography of Hajime Kii, Director and Chairman of DOCOMO Guam, as well as the senior management team of DOCOMO are set forth in Exhibit C.

The Applicants also possess the requisite financial resources necessary to provide telecommunications services in Guam. GT, together with its sister company Guam Cablevision, LLC ("Guam Cablevision"), currently own assets that make up its telecommunications system used to provide services. These assets include a 30,000 square foot, carrier-grade building which includes a Headend, Network Operations Center and Customer Service Call Center, co-location facilities in Tanguisson, Tumon Bay and Piti Cable Landing Stations, an island-wide Hybrid Fiber Coax (HFC) plant and associated equipment required to deliver voice and high-speed data service. Because the proposed transaction will occur at the holding company level, there is no proposed change in any of the assets of GT, which will continue to be used in providing services in Guam, and thus GT will continue to possess the same qualifications as it does presently. Applicants separately submit the confidential 2010 and 2011 Financial Statements of MCVA, which are not publicly available, under seal as Exhibit D.

The proposed transaction will bolster GT's existing financial resources necessary to provide telecommunications services in Guam. Applicants submit the confidential Financial Statements of DOCOMO Guam, which are not publicly available, under seal as Exhibit E. In addition, DOCOMO is a large and financially secure company with a market capitalization of approximately \$73 Billion U.S. Dollars. Publicly available financial information regarding DOCOMO is attached as Exhibit F. DOCOMO Guam also submits herewith copies of its Certificate of Existence, Articles of Incorporation, and most recent Guam Annual Report as Exhibits G, H and I.

Applicants respectfully submit that the Commission's approval of the proposed transaction serves the public interest. The Guam Telecommunications Act of 2004 provides that "[i]t is in the public interest to provide the people of Guam with modern, innovative, accessible, and affordable telecommunications services and products." 12 G.C.A. § 12101(a)(2) (2005). Applicants submit that the proposed transaction will buttress GT's position as a strong competitive option with respect to telecommunication services available to Guam's business and residential consumers and thus is in the public interest.

**I. Telecommunications Customers on Guam have Benefitted from Continued Expansion, Innovation and Capital Investment by GT, Which Will Continue After the Transaction.**

Formed in 2005, GT purchased the assets of EC Communications LLC ("ECC"), which, pursuant to its 2006 COA, allowed GT to offer highly specialized data transmission services and private line services. Since that time, GT has expanded its product offerings under its 2009 COA to include telephone service in the form of VoIP telephony service delivered over the existing Cable Television and Internet Service Provider transmission facilities owned by its sister company Guam Cablevision. As a result, GT has been able to offer consumers more competitive choices than were previously available on Guam and continues to provide high-quality, state-of-the-art, voice and data services to its subscribers.

GT's existing operations and services under its Certificates of Authority will continue substantially as prior to the acquisition with no impact upon its customers. Immediately following the consummation of the proposed transaction, GT will continue to offer such services with no change in the rates or terms and conditions of service. GT's current tariffs will remain in effect. This continuity of rates and service is in the public interest in that it ensures the delivery of the same high level of telecommunications products and services without interruption or

**B. Approval of the Transaction Will Further the Public Interest.**



confusion.

**2. Telecom Customers on Guam have Benefitted from Improved Service Offerings and Better Pricing from GT and its Competitors, and Approval of the Transaction Will Result in No Competitive Harm.**

Over the years, GT has striven not only to expand its products and services but also to provide bundled service offerings such as telephone, television, and high-speed broadband. This is commonly referred to as "Triple Play" service, which is similar to service bundles offered on the U.S. mainland by such telecommunications companies as AT&T, Verizon and Comcast. Customers in Guam have benefited from the additional choices provided by GT, which not only has resulted in lower prices of products and services offered by GT, but has also prompted GT's competitors to reduce their prices and expand their service offerings in order to compete. In other words, GT's efforts to provide more attractive prices and enhanced service options has resulted in more competition and tangible consumer benefits. These efforts will continue after the transaction, which will allow Guam consumers to continue to benefit from high quality voice and data service offerings at attractive prices.

Correspondingly, the proposed transaction will not result in any competitive harm. GT and its affiliates and DOCOMO Guam and its affiliates provide entirely distinct service offerings in Guam. Specifically, DOCOMO PACIFIC provides facilities-based wireless services in Guam, while GT provides cable television, high-speed data, and VoIP services in Guam. Neither DOCOMO Guam nor DOCOMO PACIFIC compete in Guam against GT under the Certificates of Authority, the control of which is sought to be transferred pursuant to this Application.

Any association with competition between the Applicants is limited to wireless services (i.e., mobile phone service with ancillary wireless data plans), for which a Certificate of Authority is not required under 12 G.C.A. § 12103 and which is therefore not at issue in this proceeding. In any event, this competition is more abstract than real because, although

9 See, e.g., NAICS Code 517110 (Wired Telecommunications Carriers), NAICS Code 517911 (Telecommunications Resellers).

GT has a strong commitment to giving back to the island and the community. GT makes ongoing charitable contributions to a multitude of entities on island. For example, monetary and volunteer support, promotional activities and other in-kind contributions are provided through its sister company Guam Cablevision's MCV Cable Cares program. On its own or in partnership with other entities, MCV's Cable Cares' Be Seen, Be Safe activity provides free glow sticks to

**4. GT's Generous Charitable Contributions Will Continue After the Proposed Transaction.**

employee training. design and planning. The proposed transaction will not affect GT's focus on employment and course training in cable plant wiring, equipment maintenance, switch provisioning and network courses available locally including courses offered at Guam Community College and off-island GT continues to invest in training its local employees through ongoing industry standard training focus on local Guam employment, and all of their 179 employees reside on the island of Guam. GT, together with its sister company Guam Cablevision, have a strong and longstanding

**3. GT's Strong Focus on Hiring and Developing Employees on Guam Will Continue After the Proposed Transaction.**

transaction will not have any adverse competitive effects in Guam. services (cable television, high-speed data, or VOIP) from GT. As a result, the proposed number of its own customers – specifically those customers who purchase at least two of three the proposed transaction. Furthermore, GT provides resold wireless services to only a small Bureau.<sup>9</sup> There will be the same number of facilities-based wireless providers before and after services in Guam—which are classified as different NAICS industry codes by the U.S. Census DOCOMO PACIFIC is a facilities-based wireless carrier, GT provides only resold wireless

10 By way of further information, DOCOMO Pacific serves as a designated ETC under Order issued by the Federal Communication Commission under FCC Docket 96-45 on the application of Guam Cellular and Paging, Inc. d/b/a Guam Cellular Communications. That Order was issued by the FCC and not the Guam Public Utilities Commission for the reason that the Guam Public Utilities Commission did not then regulate telecommunications providers other than GTA. Because the Order was issued by the FCC, DOCOMO Pacific as successor to Guam Cellular and Paging files its compliance reports pursuant to the Order with the FCC and not with the Guam Public Utilities Commission.

11 In approving proposed transaction, the Commission should make clear that GT's ETC

Questions or inquiries concerning this Application may be directed to:

**IV. CONTACT INFORMATION.**

GT has been designated as an Eligible Telecommunications Carrier ("ETC") under 47 U.S.C. § 214(e)(2) pursuant to an order by the Commission in GT Docket 10-02.<sup>10</sup> As an ETC, GT is required to offer services supported by the Federal Universal Service Fund. The Applicants contemplate that GT will continue to perform its obligations as a designated ETC, including providing supported services consistent with federal and local law, and continue to utilize universal service support consistent with applicable regulatory requirements.<sup>11</sup>

**5. GT's Provision of Supported Services Will Continue After the Proposed Transaction.**

Guam, and these charitable and community service efforts will continue after the transaction. DOCOMO Guam has a similar commitment to charitable projects and contributions in car seats and provides new seats free of charge to families with car seats deemed unsafe. Fire Department, takes part in Car Seat Inspection events which offer inspections of children's Cares, in partnership with Department Public Works Office of Highway Safety and the Guam from children's television shows such as Dora the Explorer and Backyardigans. MCV Cable benefit the Guam Police Department, a Kids 4 Kids Carnival which brings beloved characters Hospital, advertising support to Guam Animals In Need, an annual Charity Golf Tournament to Guam families annually during Halloween, free Television service to parts of Guam Memorial

designation shall remain in full force and effect upon the transfer of control of GT to DOCOMO Guam.

(Signature on next page.)

For the reasons stated above, Applicants respectfully submit that they possess the requisite technical, financial and managerial resources necessary to provide telecommunications services in Guam and that approval of the proposed transaction is in public interest. Accordingly, Applicants respectfully request expedited approval of the Application at the Commission's earliest convenience.

**V. CONCLUSION.**

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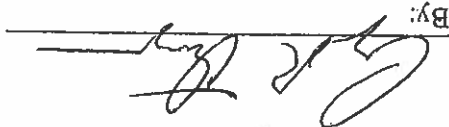
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For Guam Telecom, LLC:  
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President & CEO, MCV  
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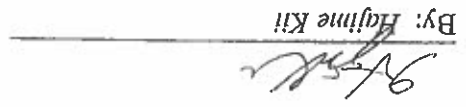
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Respectfully submitted this 21<sup>st</sup> day of September, 2012.

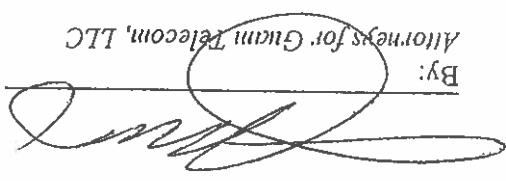
Guam Telecom, LLC

By: 

DOCOMO Guam Holdings, Inc.

By:  Hajime Kii

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By: 

Attorneys for Guam Telecom, LLC

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By: 

Attorneys for NTT DOCOMO, INC. and DOCOMO  
Guam Holdings, Inc.

EXHIBIT A  
TO  
JOINT APPLICATION OF GUAM TELECOM, LLC AND DOCOMO GUAM  
HOLDINGS, INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF GUAM  
TELECOM, LLC TO DOCOMO GUAM HOLDINGS, INC.

**CONFIDENTIAL**

AND  
SUBMITTED SEPARATELY UNDER SEAL

In Docket No. \_\_\_\_\_

Pursuant to

Rules Relating to the Protection of

Confidential Information in Regulatory

Proceedings Under the Guam Telecommunications

Act of 2004

No portion of these documents is available for public  
inspection as the entire documents are confidential.

**EXHIBIT B**  
**TO**  
**JOINT APPLICATION OF GUAM TELECOM, LLC AND DOCOMO GUAM HOLDINGS,**  
**INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF GUAM TELECOM, LLC TO**  
**DOCOMO GUAM HOLDINGS, INC.**

**GUAM TELECOM, LLC  
SENIOR MANAGEMENT TEAM**



**CRAIG THOMPSON**

**DIRECTOR, PRESIDENT & CHIEF EXECUTIVE OFFICER**

**A. Education**

New York University – Ph.D. Finance  
New York University - M.A. Applied Mathematics and Statistics  
University of Wisconsin - BBA Finance

**B. Professional Experience**

MCV Broadband/Seaport Capital (Guam, November 2005 – Present)  
*President & CEO*  
Time Warner Cable (S. Carolina, May 2003 – October 2005)  
*Vice President and General Manager*  
Time Warner Cable (Houston, September 1998 – April 2003)  
*Vice President of Operations*  
Time Warner Japan (Tokyo, July 1994 – August 1998)  
*Chief Operating Officer*  
Time Warner Cable (Central Penn., November 1991 to June 1994)  
*General Manager*  
Time Warner Cable (Northern England, September 1987 to October 1991)  
*General Manager*  
Time Warner Cable (U.S., July 1983 to August 1987)  
*Strategic Planning Manager*  
Amerada Hess Oil Company (June, 1981 to June, 1983)  
*Financial Planning Supervisor*  
Fairleigh Dickinson University (Sept., 1979 to May, 1981)  
*Assistant/Associate Professor, Finance*  
Rider College (Sept., 1975 to Aug., 1979)  
*Assistant Professor, Finance*

Craig Thompson joined MCV Broadband as President and CEO in 2006. Craig has overall responsibility for the operation and strategic direction of MCV. Craig spends his time establishing the product mix and pricing for MCV, developing the marketing direction of the company, negotiating deals to establish partner companies in products like VoIP telephony and directing the capital spending of MCV. Craig came to MCV Broadband from Time Warner Cable of South Carolina where he was general manager of the cable operations in that state. Craig was with Time Warner Cable for 22 years, 15 of which were in a general manager capacity including a four stint building and operating cable systems in Japan. Craig has a bachelor's degree in finance from the University of Wisconsin, an MBA in applied mathematics from New York University and a PhD in finance from New York University.

**JOHN CRUIKSHANK**

**VICE PRESIDENT**

**A. Education**

University of Western Ontario - Executive Development Program  
University of York - Marketing Development  
Athabasca University - Accounting, Marketing and Business courses.  
Royal Canadian Air Force - Electronic Technician

**B. Professional Experience**

MCV Broadband (Guam, 2001 - Present)  
*Vice President and Chief Operating Officer*

UMDA Cable Systems, Inc. (Guam)  
*President*

I&I Group (Park City Utah)  
*Affiliate*

Shaw Communications Inc. (Manitoba and Ontario, Canada)  
*Vice President of Operations*

*Regional System Manager* (Metro Toronto Area, Toronto Ontario, Canada)  
*General Manager* (Shaw Toronto, Toronto Ontario, Canada)

Cablecasting Ltd. (Toronto Ontario, Canada)  
*Vice President and General Manager* – Division of Cablecasting Ltd., Graham Cable TV/FM  
*Director of Technical Operations* – Division of Cablecasting Ltd., Calgary Cable TV/FM  
*Director of Sales, Marketing and Customer Service* – Division of Cablecasting Ltd.

Mr. Cruikshank has been involved in the cable television industry for over thirty years, advancing from an entry level technical position to senior corporate management staff positions in the US and Canada. For approximately fifteen years John served as Vice President & General Manager for several MSOs operating in the Toronto area serving over six hundred thousand subscribers. John has been actively involved with system rebuilds, introduction of addressable converters and the launch of high-speed cable modem service. During the past three years John was a consultant to AT&T providing technical guidance in their cable TV, Internet and telephony operations in Utah. John has been directly responsible for the Company's operations in Guam and Saipan since the spring of 2001.

**THOMAS HIGA**

**VICE PRESIDENT - PROGRAMING, SALES & MARKETING**

**A. Education**

University of Santo Tomas, Manila, Philippines – Business Administration

**B. Professional Experience**

MCV Broadband (Guam, 2006 – Present)

Vice-President Programing/Sales & Marketing

Mid-Pac Liquor/Miller Brewing Company (Guam)

Sales & Marketing Director

Hakubotan Duty Free (Guam)

Sales & Marketing Manager

Mr. Higa joined MCV Broadband in 2006 taking the responsibility of the sales and marketing. Thomas has over 20 years of experience in Sales & Marketing and management experience since his honorable discharge from the U.S. Air Force. Thomas spent most of his life in Guam and Asia and is known throughout the local community as someone who "gets things done" and driving results through his knowledge of the island culture and local relationships with the islands business leaders. Prior to joining MCV, Thomas headed the sales and marketing team at the Mid-Pacific Liquor Guam distributor which he represented Miller Brewing Company. During the 11 years he was there, Thomas grew Miller's market share to over 45%, the largest share outside of Miller's headquarters in Milwaukee and was first area in Asia to exceed the one million case mark. Before his career with Miller and Mid-Pacific Liquor, he held the position of Sales & Marketing Director at Hakubotan Duty Free which was Guam's second largest duty free retailer.

**EXHIBIT C**  
**TO**  
**JOINT APPLICATION OF GUAM TELECOM, LLC AND DOCOMO GUAM HOLDINGS,**  
**INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF GUAM TELECOM, LLC TO**  
**DOCOMO GUAM HOLDINGS, INC.**

## Docomo Guam Holdings, Inc.

The names and business addresses of the corporation's directors and principal officers are as follows:

Name	Title	Business Address
Hayime Kii	Director, Chairman	11-1 Nagata-cho, 2-Chome, Chiyoda-ku, Tokyo 100- 6150, Japan
Masayuki Izumi	Director, President	11-1 Nagata-cho, 2-Chome, Chiyoda-ku, Tokyo 100- 6150, Japan
Yasuhiro Suzuki	Director, Treasurer	11-1 Nagata-cho, 2-Chome, Chiyoda-ku, Tokyo 100- 6150, Japan
Michael A. Pangelinan	Secretary	259 Martyr Street, Suite 100 Hagatna, Guam 96910

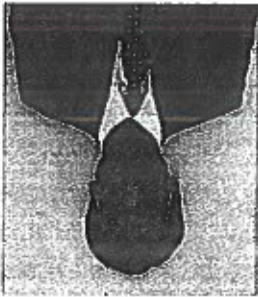


**Hayime Kii**

Senior Vice President

Managing Director of Global Business Division

NTT DOCOMO, Inc.



Hayime Kii became Senior Vice President and Managing Director of Global Business Division at NTT DOCOMO INC. in June 2012.

He was named a Senior Vice President in June 2012 while continuing to serve as Managing Director of Global Business Department since July 2010. Prior to this, he had been Deputy Managing Director of Global Business division since July 2008, after serving as General Manager of Mobility Design Business Group, Corporate Marketing Department from July 2007.












Before joining NTT DOCOMO in July 2007, Mr. Kii held a number of positions at the parent company, Nippon Telegraph and Telephone Corporation (NTT). From July 2002, he served as General Manager of Global Business Strategy Group, and when the group was reorganized into Global Business Strategy Office in December 2005, Mr. Kii continued to oversee the unit as General Manager.

In July 1997, he was appointed as Vice President of NTT America, Inc., a wholly-owned U.S. subsidiary of NTT Communications Corp., the international and long distance service arm of NTT.

In April 1994, he became Deputy Manager of Human Resource Department of NTT, after serving as Senior Manager of the Tokai Regional Communications Sector from February 1992, and Manager of Human Resource Department from June 1990.



Mr. Kii joined NTT in April 1983 after graduating from the University of Tokyo with a bachelor's degree in law. He earned a master's degree in business administration from the School of Management, Yale University, USA, in June 1989.

## Management Team

Name	Position(s)	Organizational Responsibilities
 Mr. Kaoru Kato	<input type="checkbox"/> President and Chief Executive Officer <input checked="" type="checkbox"/> Member of the Board of Directors	
 Mr. Kazuho Tsubouchi	<input type="checkbox"/> Senior Executive Vice President <input checked="" type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Member of the Board of Directors	Responsible for: - Global business - Corporate - CSR
 Mr. Fumio Iwasaki	<input type="checkbox"/> Senior Executive Vice President <input checked="" type="checkbox"/> Chief Privacy Officer <input type="checkbox"/> Member of the Board of Directors	Responsible for: - Multimedia services - Network - Technology
 Mr. Tsutomu Shindou	<input type="checkbox"/> Executive Vice President <input type="checkbox"/> Member of the Board of Directors	Managing Director of Corporate Marketing Division Managing Director of TOHOKU Reconstruction Support Office
 Mr. Takashi Tanaka	<input type="checkbox"/> Executive Vice President <input type="checkbox"/> Member of the Board of Directors	Responsible for: - Consumer sales - Branches in kanto and koshinetsu areas
 Mr. Kazuhiko Yoshizawa	<input checked="" type="checkbox"/> Executive Vice President <input type="checkbox"/> Member of the Board of Directors	Managing Director of Corporate Strategy & Planning Department Responsible for: - Mobile Society Research Institute
 Mr. Seizo Onoe	<input type="checkbox"/> Executive Vice President <input checked="" type="checkbox"/> Chief Technical Officer <input type="checkbox"/> Member of the Board of Directors	Managing Director of R&D Center
 Mr. Wataru Kagawa	<input type="checkbox"/> Senior Vice President <input type="checkbox"/> Member of the Board of Directors	Managing Director of General Affairs Department Managing Director of Corporate Citizenship Department Managing Director of Business Process Improvement Office
 Dr. Kiyohito Nagata	<input type="checkbox"/> Senior Vice President <input type="checkbox"/> Member of the Board of Directors	Managing Director of Strategic Marketing Department
 Mr. Hirotsuka Sato	<input type="checkbox"/> Senior Vice President <input type="checkbox"/> Member of the Board of Directors	Managing Director of Accounts and Finance Department
 Mr. Kazuhiko Takagi	<input type="checkbox"/> Senior Vice President <input type="checkbox"/> Member of the Board of Directors	Managing Director of Human Resources Management Department



Posted on July 2, 2012

	<input checked="" type="checkbox"/> Mr. Ryui Yamada	Member of the Board of Directors	
	<input checked="" type="checkbox"/> Mr. Hiroo Kusumoto	Member of the Board of Directors	

Chief Strategic Advisor

EXHIBIT D  
TO  
JOINT APPLICATION OF GUAM TELECOM, LLC AND DOCOMO GUAM  
HOLDINGS, INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF GUAM  
TELECOM, LLC TO DOCOMO GUAM HOLDINGS, INC.

**CONFIDENTIAL**

AND

SUBMITTED SEPARATELY UNDER SEAL

In Docket No. —

Pursuant to

Rules Relating to the Protection of

Confidential Information in Regulatory

Proceedings Under the Guam Telecommunications

Act of 2004

No portion of these documents is available for public  
inspection as the entire documents are confidential.

EXHIBIT E  
TO  
JOINT APPLICATION OF GUAM TELECOM, LLC AND DOCOMO GUAM  
HOLDINGS, INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF GUAM  
TELECOM, LLC TO DOCOMO GUAM HOLDINGS, INC.

# CONFIDENTIAL

AND

SUBMITTED SEPARATELY UNDER SEAL

In Docket No. \_\_\_\_\_

Pursuant to

Rules Relating to the Protection of

Confidential Information in Regulatory

Proceedings Under the Guam Telecommunications

Act of 2004

No portion of these documents is available for public  
inspection as the entire documents are confidential.

**EXHIBIT F**  
**TO**  
**JOINT APPLICATION OF GUAM TELECOM, LLC AND DOCOMO GUAM HOLDINGS,**  
**INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF GUAM TELECOM, LLC TO**  
**DOCOMO GUAM HOLDINGS, INC.**

## Financial Highlights

This section contains (consolidated) statements of income, balance sheets, and cash flow data of NTT DCOMO. Individual data can be downloaded in PDF or Excel format.

Annual Data      Quarterly Data

Download Financial Data      Income Statements      Balance Sheets

Cash Flows

### Financial Highlights (Annual Data)

\* Full-year forecasts: As announced on April 27, 2012

Download Financial Data

Data is available in both PDF and Excel formats.

Financial Data (BS,PL,CF) (PDF format: 58.2KB) 3 pages

Financial Data (BS,PL,CF) (Excel format: 60.0KB) 3 pages

### Income Statements

### Consolidated Statements of Income

	3/2008	3/2009	3/2010	3/2011	3/2012	3/2013 (Est.)
Operating revenues * 1	4,711.8	4,448.0	4,284.4	4,224.3	4,240.0	4,450.0
Wireless services	4,165.2	3,841.1	3,776.9	3,746.9	3,741.1	3,725.0
Equipment sales	546.6	606.9	507.5	477.4	498.9	725.0
Operating expenses * 1	3,903.5	3,617.0	3,450.2	3,379.5	3,365.5	3,550.0
Operating income	808.3	831.0	834.2	844.7	874.5	900.0
Income before income taxes	800.7	780.5	836.2	835.3	877.0	903.0
Net income	491.3	471.4	497.1	492.0	461.0	-
Less: Net (income) loss attributable to noncontrolling interests * 2	(0.1)	0.5	(2.3)	(1.5)	3.0	-
Net income attributable to NTT DCOMO, INC.	491.2	471.9	494.8	490.5	463.9	557.0

\* 1 Effective April 1, 2002, we adopted the accounting pronouncement issued in November 2001 relating to accounting for consideration given by a vendor to a customer (including a reseller of the vendor's products). The effects in operating revenue and operating expenses due to the adoption this accounting pronouncement are as follows:

	3/2008	3/2009	3/2010	3/2011	3/2012	3/2013 (Est.)
Decrease of equipment sales revenues in operating revenues	654.8	253.5	219.6	234.6	244.4	-
Decrease of equipment sales related expenses in operating expenses	688.9	265.3	219.3	235.2	242.3	-

(Billions of yen)

operating expenses

+ 2 Effective April 1, 2009, we adopted the accounting pronouncement issued in December 2007 relating to noncontrolling interests in consolidated financial statements. Upon the adoption, "Net income" includes "Net income or loss attributable to noncontrolling interests", which was previously referred to as "Minority interests" and deducted from "Net income", for the fiscal year ended March 31, 2010. Accordingly, "Net income", and "Net income or loss attributable to noncontrolling interests" for the fiscal year ended March 31, 2001 to 2009 is calculated in the same manner as those for the fiscal year ended March 31, 2010.

**Profitability Indicators**

	3/2008	3/2009	3/2010	3/2011	3/2012	3/2013 (Est.)
Operating income margin * 1	17.2%	18.7%	19.5%	20.0%	20.6%	20.2%
Net income margin * 2	10.4%	10.6%	11.5%	11.6%	10.9%	12.5%
EBITDA margin * 3	34.8%	37.7%	36.6%	37.1%	37.3%	36.5%

\* 1 Operating income / Operating revenues

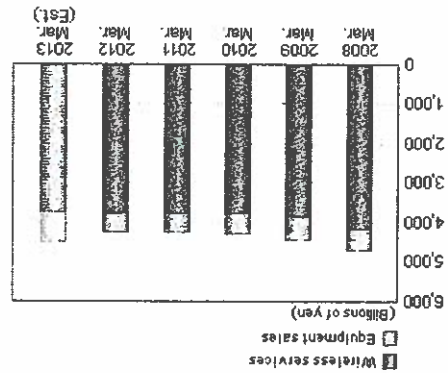
\* 2 Net income attributable to NTT DOCOMO, INC. / Operating revenues

\* 3 EBITDA (Operating income + Depreciation and amortization + Losses on sale or disposal of property, plant and equipment) / Operating revenues

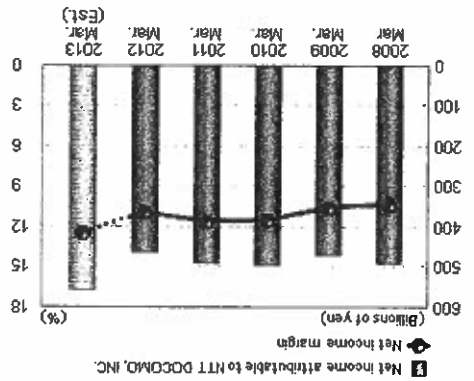
Please see Reconciliations of the Non-GAAP Financial Measures for details of the calculation process. Reconciliations of the Non-GAAP Financial Measures.

**Operating revenues**

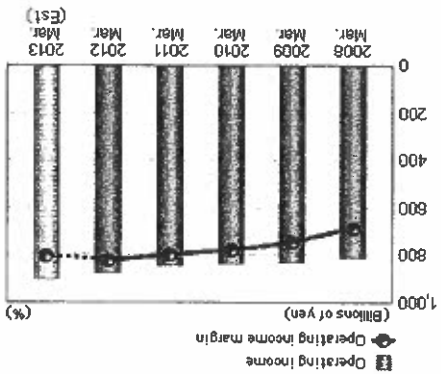
**Operating income and Operating income margin**



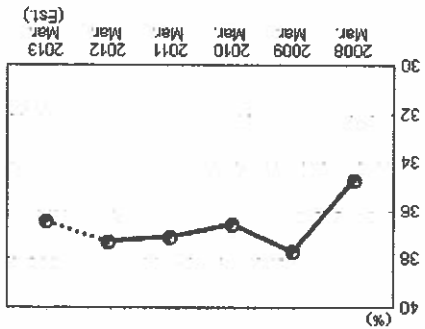
**Net income attributable to NTT DOCOMO, INC. and Net income margin**



**EBITDA margin**



**EBITDA margin**

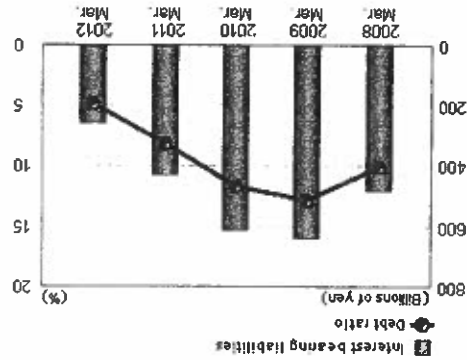


	3/2008	3/2009	3/2010	3/2011	3/2012	3/2013 (Est.)
Cash flows from operating activities	1,560.1	1,173.7	1,182.8	1,287.0	1,110.6	1,175.0

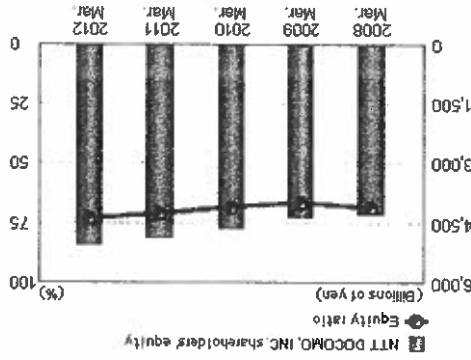
Consolidated Statements of Cash Flows (Billions of yen)

Cash Flows

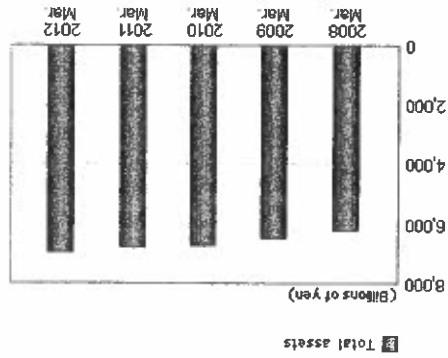
Go to top of the page



Interest bearing liabilities and Debt ratio



NTT DOCOMO, INC. shareholders' equity and Equity ratio



Total assets

\* 1 Interest bearing liabilities / (NTT DOCOMO, INC. shareholders' equity + Interest bearing liabilities)  
 \* 2 NTT DOCOMO, INC. shareholders' equity / Total assets

	3/2008	3/2009	3/2010	3/2011	3/2012	3/2013 (Est.)
Debt ratio * 1	10.1%	12.8%	11.6%	8.1%	4.8%	-
Equity ratio * 2	68.9%	66.9%	68.6%	71.4%	72.9%	-

Margin of safety

	3/2008	3/2009	3/2010	3/2011	3/2012	3/2013 (Est.)
Total assets	6,210.8	6,488.2	6,756.8	6,948.1	7,256.7	-
Interest bearing liabilities	478.5	639.2	610.3	428.4	256.7	-
NTT DOCOMO, INC. shareholders' equity	4,276.5	4,341.6	4,635.9	4,850.4	5,062.5	-

Consolidated Balance Sheets (Billions of yen)

Balance Sheets

Go to top of the page

Contact IR

FAQ

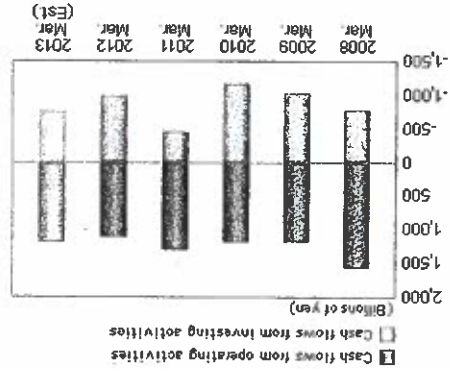
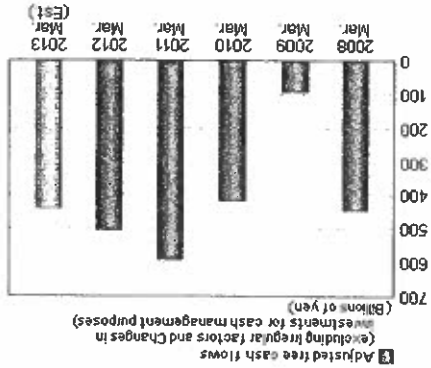
Answers to frequently asked questions regarding investor relations and general investor information. Use our Contact Form for questions about NTT DOCOMO's Investor Relations.

Contact IR

FAQ

In order to see Excel files, you must have the Microsoft Excel from Microsoft Corporation.

In order to view PDF files, you must have the Adobe® Reader™ plug-in offered free of charge from Adobe Systems, Inc.



Adjusted free cash flows (excluding irregular factors and changes in investments for cash management purposes)

Cash flows from operating activities and Cash flows from investing activities

Please see Reconciliations of the Non-GAAP Financial Measures for details of the calculation process. Reconciliations of the Non-GAAP Financial Measures

- \* 1 Cash flows from operating activities + Cash flows from investing activities
- \* 2 Irregular factors: The effects of uncollected revenues due to bank closures at the end of periods.
- \* 3 Changes in investments for cash management purposes were derived from purchases, redemption at maturity and disposals of financial instruments held for cash management purposes with original maturities of longer than three months. Net cash used in investing activities for the year ended March, 2011 and 2012 includes changes in investments for cash management purposes. The effect of changes in investments for cash management purposes for the year ended March 31, 2013 due to the difficulties in forecasting such effect.

Cash flows from investing activities	Free cash flows * 1	Adjusted free cash flows (excluding irregular factors * 2 and changes in investments for cash management purposes * 3)
(758.8)	801.3	442.4
(1,031.0)	142.7	93.4
(1,163.9)	18.9	416.9
(455.4)	831.7	589.8
(974.6)	136.0	503.5
(735.0)	440.0	440.0



EXHIBIT G  
TO  
JOINT APPLICATION OF GUAM TELECOM, LLC AND DOCOMO GUAM HOLDINGS,  
INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF GUAM TELECOM, LLC TO  
DOCOMO GUAM HOLDINGS, INC.

Guam U.S.A.



Department of Revenue and Taxation

Government of Guam

CERTIFICATE OF EXISTENCE

I, the undersigned Director of the Department of Revenue and Taxation, do hereby certify that according to the records of this Department,

**DOCOMO GUAM HOLDINGS, INC.**

*Charter Number: D-15241*

was incorporated under the laws of Guam U.S.A. pursuant to Title 18, Guam Code Annotated §28108 on March 29, 2006 and that it is an existing corporation in GOOD STANDING, and is duly authorized to transact business in Guam.

*In Witness Whereof, I have hereunto set my hand and affixed the Seal of the Government of Guam this 14th day of September, 2012.*

*John P. Camacho*  
JOHN P. CAMACHO  
Director

By: *George V. Cruz*  
GEORGE V. CRUZ, Supervisor  
General Licensing and Registration Branch



**EXHIBIT H**  
**TO**  
**JOINT APPLICATION OF GUAM TELECOM, LLC AND DOCOMO GUAM HOLDINGS,**  
**INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF GUAM TELECOM, LLC TO**  
**DOCOMO GUAM HOLDINGS, INC.**

NTT DOCOMO, INC.  
 Shareholder,  
 By: [Signature]  
 TOSHINARI KUNIEDA  
 Its Duly Authorized Representative

Director  
 MUTSUO YAMAMOTO,  
[Signature]

Director  
 TOSHINARI KUNIEDA,  
[Signature]

Director  
 MICHIO SHINAGAWA,  
[Signature]

Executed this 1 day of June, 2007.

THE UNDERSIGNED, being all the Shareholders and Directors of DOCOMO GUAM HOLDINGS, INC., a Guam corporation, (the "Corporation"), do hereby certify that the annexed Second Amended Articles of Incorporation, amending Article Seven of the Articles of Incorporation, were duly approved by a written Joint Unanimous Consent of the Shareholders and Directors in lieu of a meeting of DOCOMO GUAM HOLDINGS, INC., which amendment shall be deemed effective as of June 1, 2007.

A Guam Corporation

DOCOMO GUAM HOLDINGS, INC.  
 OF

ARTICLES OF INCORPORATION

CERTIFICATE OF SECOND AMENDMENT OF THE

BUSINESS REGISTRATION

TAXATION GOV. GUAM

DEPT. OF REVENUE AND

**FILED**

11/15/24

DATE	10/20/07
TIME	10:30
BY	[Signature]

Territory of Guam.

or which may hereafter be conferred upon similar corporations organized under the laws of the properties, and to have, enjoy and exercise all of the rights, powers and privileges which are now directly or indirectly to promote the interest of the corporation or to enhance the value of its corporation capable of being carried on in connection with its purposes and powers, or calculated To carry on any other lawful business whatsoever which may seem to the

The Corporation shall have as its additional purposes:

To act as a holding company and to engage in any activity related thereto.

The corporation's primary purposes are:

ARTICLE TWO

**DOCOMO GUAM HOLDINGS, INC.**

The name of the corporation shall be:

ARTICLE ONE

of Incorporation.

said laws upon corporations, do hereby mutually agree upon and enter into the following Articles and in accordance with the laws of the Territory of Guam, and to obtain the benefits conferred by That we, the undersigned, desiring to become incorporated as a corporation under

KNOW ALL MEN BY THESE PRESENTS:

**DOCOMO GUAM HOLDINGS, INC.**  
*(amended as of June 1, 2007)*

OF

**ARTICLES OF INCORPORATION**  
**SECOND AMENDED**

<b>FILED</b>	<b>DEPT. OF REVENUE AND TAXATION GOV. OF GUAM</b>	<b>BUSINESS REGISTRATION</b>	
	DATE	TIME	BY

D15241

The place of the principal office of the corporation shall be Tamuning, Guam and there may be such subordinate or branch offices in such place or places within or without the said territory as may be deemed necessary or requisite by the board of directors to transact the business of the corporation.

#### ARTICLE THREE

The corporation shall have succession by its corporate name for the term of fifty

(50) years and as hereafter extended in the manner provided by law, and it shall have all the powers herein enumerated or implied herefrom and, in the addition thereto, the powers now provided (or which may be hereafter provided) by law for incorporated companies.

#### ARTICLE FIVE

*(amended as of December 12, 2006)*

The capital stock of the corporation shall be EIGHTY MILLION TEN THOUSAND AND NO/100 DOLLARS (\$80,010,000.00) divided into EIGHTY MILLION TEN TEN THOUSAND (80,010,000) shares of common stock with the par value of ONE AND NO/100 DOLLAR (\$1.00), all with equal rights, powers and privileges. The board of directors is authorized to determine the consideration and the terms and conditions upon which shares may be issued.

Shares of stock in this corporation shall not be transferred or sold except pursuant to the provisions of Article Six hereof, and shall be subject to such restrictions as may be provided in the bylaws of the corporation (the "Bylaws"). The corporation shall have power from time to time to create an additional class or classes of stock with such preferences, voting powers, restrictions and qualifications thereof as shall be fixed in the resolution authorizing the issue thereof in accordance with law.

//  
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//  
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officer shall be filled in the manner provided for in the Bylaws.  
appointed in the manner provided by the Bylaws and all vacancies in the office of director or any  
to time. The directors (and alternate directors or substitute directors, if any) shall be elected or  
(3) and not more than seven (7), as shall be determined in accordance with the Bylaws from time  
The board of directors shall consist of such number of persons, not less than three

Bylaws.

Bylaws. Any person may hold two or more offices of said corporation, if so provided by the  
powers, perform the duties and be appointed as may be determined in accordance with the  
be determined in accordance with the Bylaws from time to time. The officers shall have the  
treasurer must be a resident of Guam. The corporation may have such additional officers as may  
treasurer. The president must be a member of the board of directors and the secretary or  
The officers of the corporation shall be a president, vice president, secretary and a

ARTICLE SEVEN  
*(amended as of June 1, 2007)*

transferred pursuant to law.

There are no preemptive rights. All shares of the corporation may be freely

ARTICLE SIX

time of the adoption of such resolution.  
fifty-one percent (51%) of all the shares of stock of the corporation issued and outstanding at the  
redemption pursuant to provisions set forth in a resolution adopted by the holders of not less than  
The corporation shall have the power to issue preferred stock subject to

All the powers and authority of the corporation shall be vested in and may be exercised by the board of directors, except as otherwise provided by law, these Articles of Incorporation or by the Bylaws, and, in furtherance and not in limitation of said general powers, the board of directors shall have power to: acquire and dispose of property, appoint a managing director, a general director, branch managers, and such other managers, officers or agents of the corporation as in its judgment this business may require, and to confer upon and to delegate to them, by power of attorney or otherwise, such power and authority as it shall determine; fix the salaries or compensation on any or all of its officers, agents, and in its discretion require security for all or any of them for the faithful performance of any of their duties, declare dividends in accordance with law when it shall deem it expedient, make rules and regulations not inconsistent with law or these Articles of Incorporation or the Bylaws for the transaction of business; instruct the officers or agents of the corporation with respect to, and to authorize the voting of, stock of other incorporations owned or held by this corporation; incur such indebtedness as may be deemed necessary; create such committees (including, but not limited to an executive committee or committees) and to designate and to confer upon such committees such powers and authority as may by resolution be set forth for the purpose of carrying on or exercising any of the powers of the corporation; create any funds of the corporation in such securities or other property as to it may seem proper; remove or suspend any officer, and, generally, to do any and every lawful act

Toshinari Kunieda	11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan
Mutsuo Yamamoto	11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan
Michiya Shinagawa	11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan

directors of the corporation and their residences are as follows:

The corporation shall initially have three directors. The persons who are the first directors are the first directors.

DEC 12 2006

RECEIVED

GOVT. OF GUAM  
REVENUE & TAX  
BLB



equivalent paid in.

MILLION TWO THOUSAND AND 00/100 DOLLARS (\$16,002,000.00) in cash or its  
for a total of Sixteen Million Two Thousand (16,002,000) shares subscribed and SIXTEEN

Name and Address	Amount Subscribed	Amount Paid
NTT DoCoMo, Inc. 11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan	16,001,977	\$16,001,977.00
Toshinari Kunitada 11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan	1	\$ 1.00
Mutsuo Yamamoto 11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan	1	\$ 1.00
Michiya Shinagawa 11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan	1	\$ 1.00

their subscription are as follows:

The names and residences of the incorporators who are the persons subscribing to  
the capital stock of this corporation, the amount of stock subscribed, and the sum paid by each on

ARTICLE TEN  
(amended as of December 12, 2006)

him.

No stockholder shall be liable for the debts of the corporation beyond the amount  
which may be due or unpaid upon any share or shares of stock of said corporation subscribed by

ARTICLE NINE

provided by law.

Service of legal process may be made upon the corporation in the manner  
DEPT. OF REV. & TAX  
GOVT. OF GUAM  
BLB

ARTICLE EIGHT

DEC 12 2006

corporation.

necessary or proper to carry out and put into effect the powers, purposes and objects of this

**RECEIVED**

ARTICLE ELEVEN

The Corporation shall indemnify any and all persons who serve as directors,

officers or employees of the Corporation against any and all liability, to the fullest extent as may be provided by law, for any and all sums, costs and expenses, including but not limited to, attorneys fees, judgments, fines and settlements incurred by reason of the person being a director, officer and/or employee of the Corporation, unless the same has resulted from actions outside the scope of employment or authority or gross negligence.

The right to indemnification provided for in this Article and any indemnity which

may be provided for in the Bylaws, as may be amended from time to time, shall be in addition to

any rights to which any director, officer or employee of the Corporation may otherwise be or

become entitled, by law or pursuant to vote of the holders of voting stock of the Corporation.

Any person who serves or continues to serve as a director, officer or employee of the

Corporation shall be deemed to do so in reliance upon the provisions of this Article and the

Bylaws.

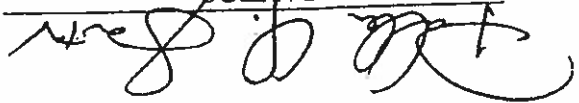
IN WITNESS WHEREOF, the incorporators hereinabove named have herunto

set their hands this 29<sup>th</sup> day of March, 2006.

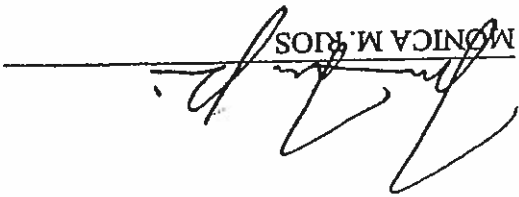
TAMMY LYNN REYES



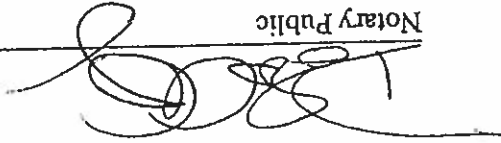
PRISCILLA Q. SANTOS



MONICA M. RIOS



DOLORÉS A. CRUZ  
Notary Public  
in and for Guam U.S.A.  
My Commission Expires Nov. 25, 2007  
655 South Marine Drive, Suite 202  
Tamuning, Guam 96813

  
Notary Public

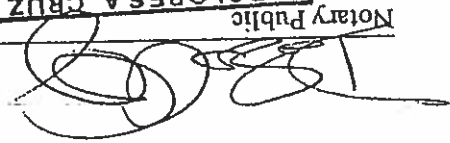
(SEAL)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

On this 29<sup>th</sup> day of March, 2006, before me, a notary public in and for Guam, personally appeared Monica M. Rios, the duly authorized representative for **DOCOMO GUAM HOLDINGS, INC.**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same.

GUAM, USA  
)  
) ss  
) Municipality of Tamuning

DOLORÉS A. CRUZ  
Notary Public  
in and for Guam U.S.A.  
My Commission Expires Nov. 25, 2007  
655 South Marine Drive, Suite 202  
Tamuning, Guam 96813

  
Notary Public

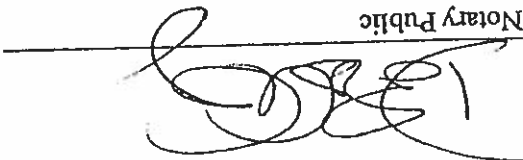
(SEAL)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

On this 29<sup>th</sup> day of March, 2006, before me, a notary public in and for Guam, personally appeared Tammy Lynn Reyes, the duly authorized representative for **DOCOMO GUAM HOLDINGS, INC.**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

GUAM, USA  
)  
) ss  
) Municipality of Tamuning

DOLORÉS A. CRUZ  
Notary Public  
in and for Guam U.S.A.  
My Commission Expires Nov. 25, 2007  
656 South Marina Drive, Suite 202  
Tamuning, Guam 96913

  
\_\_\_\_\_  
Notary Public

(SEAL)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

On this 29<sup>th</sup> day of March, 2006, before me, a notary public in and for Guam, personally appeared Priscilla Q. Santos, the duly authorized representative for **DOCOMO GUAM HOLDINGS, INC.**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

GUAM, USA  
)  
) ss  
) Municipality of Tamuning

DOLORÉS A. CRUZ  
Notary Public  
in and for Guam U.S.A.  
My Commission Expires: Nov. 25, 2007  
655 South Marine Drive, Suite 202  
Tamuning, Guam 96913

*[Handwritten signature]*  
SUBSCRIBED and SWORN to before me this 29<sup>th</sup> day of March, 2006.

(SEAL)

TAMMY LYNN REYES  
Treasurer

- paid to me for the benefit and to the credit of the corporation.
- At least twenty-five percent (25%) of the aforesaid subscription has been corporation has been subscribed.
  - At least twenty percent (20%) of the entire capital stock of the aforesaid corporation.

I am the treasurer elected by the aforesaid subscribers of the aforesaid corporation, being duly sworn, state that:

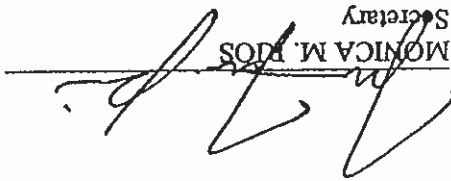
TREASURERS CERTIFICATE

GUAM, USA  
)  
) ss  
) Municipality of Tamuning

RECEIVED  
DEPARTMENT OF REVENUE & REGISTRATION  
GENERAL LICENSING & REGISTRATION  
BY: MPD DATE: 3-29-06 TIME: 12:26

DOLORÉS A. CRUZ  
Notary Public  
In and for Guam U.S.A.  
My Commission Expires Nov. 25, 2007  
655 South Marine Drive, Suite 202  
Tamuning, Guam 96913

SUBSCRIBED and SWORN to before me this 29<sup>th</sup> day of March, 2006.

  
MONICA M. POS  
Secretary

1. I am a resident of Guam.
2. I am the secretary elected by the aforesaid subscribers of the aforesaid corporation.

I, the undersigned, being duly sworn, state that:

GUAM, USA  
)  
) ss  
) City of Tamuning

SECRETARY'S CERTIFICATE

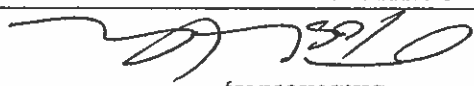
RECEIVED  
DEPARTMENT OF REVENUE & REGISTRATION  
GENERAL LICENSING & REGISTRATION  
BY: MPM DATE: 3-29-06 TIME: 12:25

(SEAL)

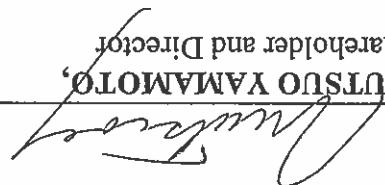
THE UNDERSIGNED, being all the Shareholders and Directors of DOCOMO GUAM HOLDINGS, INC., a Guam corporation, (the "Corporation"), do hereby certify that the annexed Amended Articles of Incorporation, amending Article Five and Article Ten of the Articles of Incorporation, were duly approved by a written Joint Unanimous Consent of the Shareholders and Directors in lieu of a meeting of DOCOMO GUAM HOLDINGS, INC., which amendments shall be deemed effective as of December 12, 2006.

Executed this 11<sup>th</sup> day of December, 2006.


DOCOMO GUAM HOLDINGS, INC.  
A Guam Corporation

NTT DOCOMO, INC.  
Shareholder,  
By:   
TOSHINARI KUNIEDA  
Its Duly Authorized Representative

  
TOSHINARI KUNIEDA,  
Shareholder and Director

MITSUO YAMAMOTO,  
Shareholder and Director  


MICHIYA SHINAGAWA,  
Shareholder and Director  


**FILED**  
DEPT. OF REVENUE AND  
TAXATION GOV. GUAM  
BUSINESS REGISTRATION  
12/12/06  
BY   
CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF

D-15241

Territory of Guam.

or which may hereafter be conferred upon similar corporations organized under the laws of the properties, and to have, enjoy and exercise all of the rights, powers and privileges which are now directly or indirectly to promote the interest of the corporation or to enhance the value of its corporation capable of being carried on in connection with its purposes and powers, or calculated To carry on any other lawful business whatsoever which may seem to the The Corporation shall have as its additional purposes:

To act as a holding company and to engage in any activity related thereto.  
The corporation's primary purposes are:

ARTICLE TWO

**DOCOMO GUAM HOLDINGS, INC.**

The name of the corporation shall be:

ARTICLE ONE

of Incorporation.

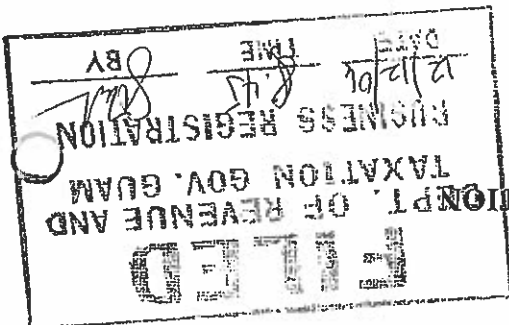
That we, the undersigned, desiring to become incorporated as a corporation under and in accordance with the laws of the Territory of Guam, and to obtain the benefits conferred by said laws upon corporations, do hereby mutually agree upon and enter into the following Articles

KNOW ALL MEN BY THESE PRESENTS:

DOCOMO GUAM HOLDINGS, INC.  
(amended as of December 12, 2006)

OF

AMENDED ARTICLES OF INCORPORATION  
DEPT. OF REVENUE AND  
TAXATION GOV. GUAM





issue thereof in accordance with law.

Shares of stock in this corporation shall not be transferred or sold except pursuant to the provisions of Article Six hereof, and shall be subject to such restrictions as may be provided in the bylaws of the corporation (the "Bylaws"). The corporation shall have power from time to time to create an additional class or classes of stock with such preferences, voting powers, restrictions and qualifications thereof as shall be fixed in the resolution authorizing the

is authorized to determine the consideration and the terms and conditions upon which shares may be issued. NO/100 DOLLAR (\$1.00), all with equal rights, powers and privileges. The board of directors THOUSAND AND NO/100 DOLLARS (\$80,010,000.00) divided into EIGHTY MILLION TEN THOUSAND (80,010,000) shares of common stock with the par value of ONE AND

*(amended as of December 12, 2006)*

ARTICLE FIVE

The capital stock of the corporation shall be EIGHTY MILLION TEN THOUSAND AND NO/100 DOLLARS (\$80,010,000.00) divided into EIGHTY MILLION TEN THOUSAND (80,010,000) shares of common stock with the par value of ONE AND NO/100 DOLLAR (\$1.00), all with equal rights, powers and privileges. The board of directors is authorized to determine the consideration and the terms and conditions upon which shares may be issued.

ARTICLE FOUR

The corporation shall have succession by its corporate name for the term of fifty (50) years and as thereafter extended in the manner provided by law, and it shall have all the powers herein enumerated or implied herefrom and, in the addition thereto, the powers now provided (or which may be hereafter provided) by law for incorporated companies. business of the corporation.

ARTICLE THREE

The place of the principal office of the corporation shall be Tamuning, Guam and there may be such subordinate or branch offices in such place or places within or without the said territory as may be deemed necessary or requisite by the board of directors to transact the

The board of directors shall consist of such number of persons, not less than three (3) and not more than seven (7), as shall be determined in accordance with the Bylaws from time to time. The officers of the corporation, except the president, need not be stockholders of the corporation, but the directors and the president must be. The directors (and alternate directors or substitute directors, if any) shall be elected or appointed in the manner provided by the Bylaws and all vacancies in the office of director or any officer shall be filled in the manner provided for in the Bylaws.

The officers of the corporation shall be a president, vice president, secretary and a treasurer. The president must be a member of the board of directors and the secretary or treasurer must be a resident of Guam. The corporation may have such additional officers as may be determined in accordance with the Bylaws from time to time. The officers shall have the powers, perform the duties and be appointed as may be determined in accordance with the Bylaws. Any person may hold two or more offices of said corporation, if so provided by the Bylaws.

ARTICLE SEVEN

There are no preemptive rights. All shares of the corporation may be freely transferred pursuant to law.

ARTICLE SIX

The corporation shall have the power to issue preferred stock subject to redemption pursuant to provisions set forth in a resolution adopted by the holders of not less than fifty-one percent (51%) of all the shares of stock of the corporation issued and outstanding at the time of the adoption of such resolution.

All the powers and authority of the corporation shall be vested in and may be exercised by the board of directors, except as otherwise provided by law, these Articles of Incorporation or by the Bylaws, and, in furtherance and not in limitation of said general powers, the board of directors shall have power to: acquire and dispose of property, appoint a managing director, a general director, branch managers, and such other managers, officers or agents of the corporation as in its judgment this business may require, and to confer upon and to delegate to them, by power of attorney or otherwise, such power and authority as it shall determine; fix the salaries or compensation on any or all of its officers, agents, and in its discretion require security for all or any of them for the faithful performance of any of their duties, declare dividends in accordance with law when it shall deem it expedient, make rules and regulations not inconsistent with law or these Articles of Incorporation or the Bylaws for the transaction of business; instruct the officers or agents of the corporation with respect to, and to authorize the voting of, stock of other incorporations owned or held by this corporation; incur such indebtedness as may be deemed necessary; create such committees (including, but not limited to an executive committee or committees) and to designate and to confer upon such committees such powers and authority as may by resolution be set forth for the purpose of carrying on or exercising any of the powers of the corporation; create any funds of the corporation in such securities or other property as to it may seem proper; remove or suspend any officer, and, generally, to do any and every lawful act

Toshinari Kunieda	11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan
Mutsuo Yamamoto	11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan
Michiya Shinagawa	11-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan

directors of the corporation and their residences are as follows:

The corporation shall initially have three directors. The persons who are the first

equivalent paid in.

MILLION TWO THOUSAND AND 00/100 DOLLARS (\$16,002,000.00) in cash or its  
for a total of Sixteen Million Two Thousand (16,002,000) shares subscribed and SIXTEEN

Name and Address	Amount Subscribed	Amount Paid
NTT DoCoMo, Inc. 1-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan	16,001,977	\$16,001,977.00
1-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan	1	\$ 1.00
Toshinari Kunieda Tokyo 100-6150, Japan	1	\$ 1.00
1-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan	1	\$ 1.00
Mitsuo Yamamoto Tokyo 100-6150, Japan	1	\$ 1.00
1-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan	1	\$ 1.00
Michiya Shimagawa Tokyo 100-6150, Japan	1	\$ 1.00
1-1, Nagata-cho 2-chome, Chiyoda-ku Tokyo 100-6150, Japan	1	\$ 1.00

their subscription are as follows:

The names and residences of the incorporators who are the persons subscribing to  
the capital stock of this corporation, the amount of stock subscribed, and the sum paid by each on

ARTICLE TEN  
*(amended as of December 12, 2006)*

him.

No stockholder shall be liable for the debts of the corporation beyond the amount  
which may be due or unpaid upon any share or shares of stock of said corporation subscribed by

ARTICLE NINE

provided by law.

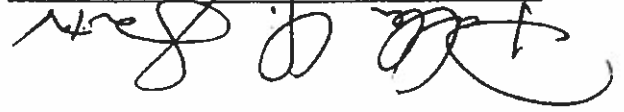
Service of legal process may be made upon the corporation in the manner

ARTICLE EIGHT

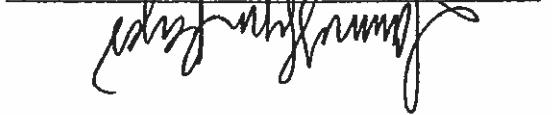
corporation.

necessary or proper to carry out and put into effect the powers, purposes and objects of this

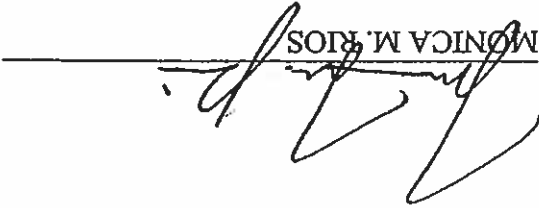
PRISCILLA Q. SANTOS



TAMMY LYNN REYES



MONICA M. RIOS



set their hands this 29<sup>th</sup> day of March, 2006.

IN WITNESS WHEREOF, the incorporators hereinabove named have herunto

Bylaws.

Corporation shall be deemed to do so in reliance upon the provisions of this Article and the

Any person who serves or continues to serve as a director, officer or employee of the

become entitled, by law or pursuant to vote of the holders of voting stock of the Corporation.

any rights to which any director, officer or employee of the Corporation may otherwise be or

may be provided for in the Bylaws, as may be amended from time to time, shall be in addition to

The right to indemnification provided for in this Article and any indemnity which

outside the scope of employment or authority or gross negligence.

director, officer and/or employee of the Corporation, unless the same has resulted from actions

attorneys fees, judgments, fines and settlements incurred by reason of the person being a

be provided by law, for any and all sums, costs and expenses, including but not limited to,

officers or employees of the Corporation against any and all liability, to the fullest extent as may

The Corporation shall indemnify any and all persons who serve as directors,

ARTICLE ELEVEN

///

///

DOLORES A. CRUZ  
 Notary Public  
 in and for Guam U.S.A.  
 My Commission Expires Nov.25,2007  
 655 South Marine Drive, Suite 202  
 Tamuning, Guam 96813

*[Handwritten Signature]*  
 \_\_\_\_\_  
 Notary Public

(SEAL)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

On this 29<sup>th</sup> day of March, 2006, before me, a notary public in and for Guam, personally appeared Monica M. Rios, the duly authorized representative for **DOCOMO GUAM HOLDINGS, INC.**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same.

GUAM, USA )  
 ) ss )  
 Municipality of Tamuning )

DOLORES A. CRUZ  
 Notary Public  
 in and for Guam U.S.A.  
 My Commission Expires Nov.25,2007  
 655 South Marine Drive, Suite 202  
 Tamuning, Guam 96813

*[Handwritten Signature]*  
 \_\_\_\_\_  
 Notary Public

(SEAL)

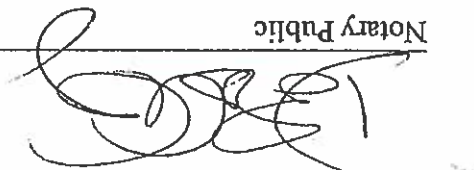
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

On this 29<sup>th</sup> day of March, 2006, before me, a notary public in and for Guam, personally appeared Tammy Lynn Reyes, the duly authorized representative for **DOCOMO GUAM HOLDINGS, INC.**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

GUAM, USA )  
 ) ss )  
 Municipality of Tamuning )

DOLORES A. CRUZ  
 Notary Public  
 in and for Guam U.S.A.  
 My Commission Expires Nov.25,2007  
 656 South Marine Drive, Suite 202  
 Tamuning, Guam 96913

Notary Public



(SEAL)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

On this 29<sup>th</sup> day of March, 2006, before me, a notary public in and for Guam, personally appeared Priscilla Q. Santos, the duly authorized representative for **DOCOMO GUAM HOLDINGS, INC.**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

GUAM, USA )  
 )  
 ) ss  
 ) Municipality of Tamuning )

DOLORIS A. CRUZ  
Notary Public  
In and for Guam U.S.A.  
My Commission Expires Nov. 25, 2007  
655 South Marine Drive, Suite 202  
Tamuning, Guam 96913

*[Handwritten signature]*

(SEAL)

SUBSCRIBED and SWORN to before me this 29<sup>th</sup> day of March, 2006.

Treasurer

TAMMY LYNN REYES

*[Handwritten signature]*

paid to me for the benefit and to the credit of the corporation.

3. At least twenty-five percent (25%) of the aforesaid subscription has been

corporation has been subscribed.

2. At least twenty percent (20%) of the entire capital stock of the aforesaid

corporation.

I am the treasurer elected by the aforesaid subscribers of the aforesaid

I, the undersigned, being duly sworn, state that:

TREASURER'S CERTIFICATE

GUAM, USA  
)  
) ss  
) Municipality of Tamuning

RECEIVED  
DEPARTMENT OF REVENUE & REGISTRATION AND TAXATION  
BY: MPW DATE: 3.29.06 TIME: 12:26

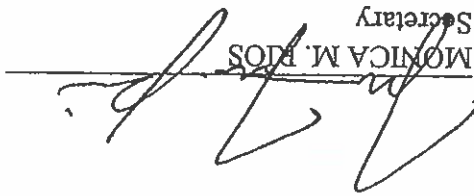


SECRETARY'S CERTIFICATE

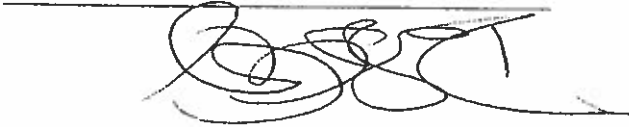
GUAM, USA  
)  
) ss  
) City of Tamuning

I, the undersigned, being duly sworn, state that:

1. I am a resident of Guam.
2. I am the secretary elected by the aforesaid subscribers of the aforesaid corporation.

  
 MONICA M. BARROS  
 Secretary

SUBSCRIBED and SWORN to before me this 29<sup>th</sup> day of March, 2006.



DOLORSA A. CRUZ  
 Notary Public  
 in and for Guam U.S.A.  
 My Commission Expires Nov. 25, 2007  
 655 South Marine Drive, Suite 202  
 Tamuning, Guam 96919

RECEIVED  
 DEPARTMENT OF REVENUE & REGISTRATION  
 GENERAL LICENSING & REGISTRATION  
 BY: MMB DATE: 3-29-06 TIME: 12:20

(SEAL)

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Territory of Guam.

or which may hereafter be conferred upon similar corporations organized under the laws of the properties, and to have, enjoy and exercise all of the rights, powers and privileges which are now directly or indirectly to promote the interest of the corporation or to enhance the value of its corporation capable of being carried on in connection with its purposes and powers, or calculated To carry on any other lawful business whatsoever which may seem to the

The Corporation shall have as its additional purposes:

To act as a holding company and to engage in any activity related thereto.

The corporation's primary purposes are:

ARTICLE TWO

**DOCOMO GUAM HOLDINGS, INC.**

The name of the corporation shall be:

ARTICLE ONE

of Incorporation.

said laws upon corporations, do hereby mutually agree upon and enter into the following Articles and in accordance with the laws of the Territory of Guam, and to obtain the benefits conferred by That we, the undersigned, desiring to become incorporated as a corporation under

KNOW ALL MEN BY THESE PRESENTS:

**DOCOMO GUAM HOLDINGS, INC.**

**OF**

**ARTICLES OF INCORPORATION**

**RECEIVED**  
DEPARTMENT OF REVENUE AND TAXATION  
GENERAL LICENSING & REGISTRATION  
DATE: 3. 29. 06  
BY: MRU  
12:20

Shares of stock in this corporation shall not be transferred or sold except pursuant to the provisions of Article Six hereof, and shall be subject to such restrictions as may be provided in the bylaws of the corporation (the "Bylaws"). The corporation shall have power from time to time to create an additional class or classes of stock with such preferences, voting powers, restrictions and qualifications thereof as shall be fixed in the resolution authorizing the issue thereof in accordance with law.

The capital stock of the corporation shall be TEN THOUSAND AND NO/100 DOLLARS (\$10,000.00) divided into TEN THOUSAND (10,000) shares of common stock with the par value of ONE AND NO/100 DOLLAR (\$1.00), all with equal rights, powers and privileges. The board of directors is authorized to determine the consideration and the terms and conditions upon which shares may be issued.

ARTICLE FIVE

The corporation shall have succession by its corporate name for the term of fifty (50) years and as thereafter extended in the manner provided by law, and it shall have all the powers herein enumerated or implied herefrom and, in the addition thereto, the powers now provided (or which may be hereafter provided) by law for incorporated companies.

ARTICLE FOUR

The place of the principal office of the corporation shall be Tamuning, Guam and there may be such subordinate or branch offices in such place or places within or without the said territory as may be deemed necessary or requisite by the board of directors to transact the business of the corporation.

ARTICLE THREE

in the Bylaws.

The board of directors shall consist of such number of persons, not less than three (3) and not more than seven (7), as shall be determined in accordance with the Bylaws from time to time. The officers of the corporation, except the president, need not be stockholders of the corporation, but the directors and the president must be. The directors (and alternate directors or substitute directors, if any) shall be elected or appointed in the manner provided by the Bylaws and all vacancies in the office of director or any officer shall be filled in the manner provided for

Bylaws.

The officers of the corporation shall be a president, vice president, secretary and a treasurer. The president must be a member of the board of directors and the secretary or treasurer must be a resident of Guam. The corporation may have such additional officers as may be determined in accordance with the Bylaws from time to time. The officers shall have the powers, perform the duties and be appointed as may be determined in accordance with the Bylaws. Any person may hold two or more offices of said corporation, if so provided by the

ARTICLE SEVEN

transferred pursuant to law.

There are no preemptive rights. All shares of the corporation may be freely

ARTICLE SIX

time of the adoption of such resolution.

The corporation shall have the power to issue preferred stock subject to redemption pursuant to provisions set forth in a resolution adopted by the holders of not less than fifty-one percent (51%) of all the shares of stock of the corporation issued and outstanding at the

All the powers and authority of the corporation shall be vested in and may be exercised by the board of directors, except as otherwise provided by law, these Articles of Incorporation or by the Bylaws, and, in furtherance and not in limitation of said general powers, the board of directors shall have power to: acquire and dispose of property, appoint a managing director, a general director, branch managers, and such other managers, officers or agents of the corporation as in its judgment this business may require, and to confer upon and to delegate to them, by power of attorney or otherwise, such power and authority as it shall determine; fix the salaries or compensation on any or all of its officers, agents, and in its discretion require security for all or any of them for the faithful performance of any of their duties, declare dividends in accordance with law when it shall deem it expedient, make rules and regulations not inconsistent with law or these Articles of Incorporation or the Bylaws for the transaction of business; instruct the officers or agents of the corporation with respect to, and to authorize the voting of, stock of other incorporations owned or held by this corporation; incur such indebtedness as may be deemed necessary; create such committees (including, but not limited to an executive committee or committees) and to designate and to confer upon such committees such powers and authority as may by resolution be set forth for the purpose of carrying on or exercising any of the powers

Tammy Lynn Reyes	117 3 <sup>rd</sup> Street Ocean Vista Tiyán, Guam
Monica M. Rios	138 Chalan Dagi, Wusstig Road Yigo, Guam
Priscilla Q. Santos	635 B. Roy T. Damian Street Mongmong, Guam

directors of the corporation and their residences are as follows:

The corporation shall initially have three directors. The persons who are the first

Name and Address	Amount Subscribed	Amount Paid
Tammy Lynn Reyes 117 3 <sup>RD</sup> Street, Ocean Vista Tiyán, Guam	1,998	\$1,998.00
Monica M. Rios 138 Chalan Dagi, Wusstig Road Yigo, Guam	1	\$ 1.00
Priscilla Q. Santos 635 B Roy T. Damian Street Mongmong, Guam	1	\$ 1.00

their subscription are as follows:

The names and residences of the incorporators who are the persons subscribing to the capital stock of this corporation, the amount of stock subscribed, and the sum paid by each on

ARTICLE TEN

him.

No stockholder shall be liable for the debts of the corporation beyond the amount which may be due or unpaid upon any share or shares of stock of said corporation subscribed by

ARTICLE NINE

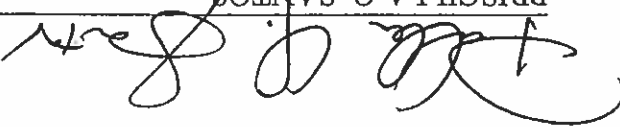
provided by law.

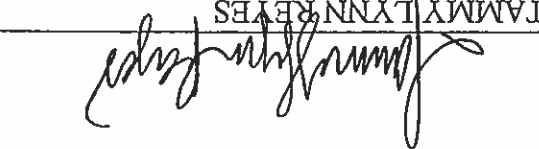
Service of legal process may be made upon the corporation in the manner

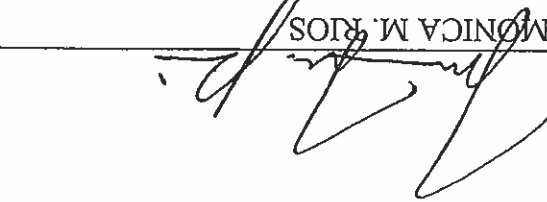
ARTICLE EIGHT

corporation.

of the corporation; create any funds of the corporation in such securities or other property as to it may seem proper; remove or suspend any officer, and, generally, to do any and every lawful act necessary or proper to carry out and put into effect the powers, purposes and objects of this

PRISCILLA Q. SANTOS  


TAMMY LYNN REYES  


MONICA M. RIOS  


set their hands this 29<sup>th</sup> day of March, 2006.

IN WITNESS WHEREOF, the incorporators hereinabove named have herunto

Bylaws.

Corporation shall be deemed to do so in reliance upon the provisions of this Article and the Any person who serves or continues to serve as a director, officer or employee of the become entitled, by law or pursuant to vote of the holders of voting stock of the Corporation.

any rights to which any director, officer or employee of the Corporation may otherwise be or may be provided for in the Bylaws, as may be amended from time to time, shall be in addition to The right to indemnification provided for in this Article and any indemnity which

outside the scope of employment or authority or gross negligence.

director, officer and/or employee of the Corporation, unless the same has resulted from actions attorneys fees, judgments, fines and settlements incurred by reason of the person being a be provided by law, for any and all sums, costs and expenses, including but not limited to, officers or employees of the Corporation against any and all liability, to the fullest extent as may

The Corporation shall indemnify any and all persons who serve as directors,

ARTICLE ELEVEN

DOLLARS (\$2,000.00) in cash or its equivalent paid in.

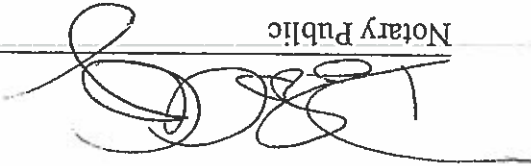
for a total of Two Thousand (2,000) shares subscribed and TWO THOUSAND AND NO/100



DOLORES A. CRUZ  
 Notary Public  
 in and for Guam U.S.A.  
 My Commission Expires Nov.25,2007  
 655 South Marine Drive, Suite 202  
 Tamuning, Guam 96913

///  
 ///

Notary Public



(SEAL)

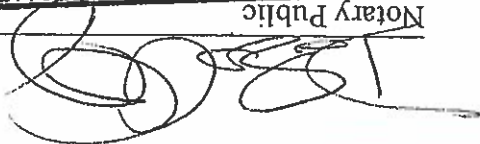
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

On this 29<sup>th</sup> day of March, 2006, before me, a notary public in and for Guam, personally appeared Monica M. Rios, the duly authorized representative for **DOCOMO GUAM HOLDINGS, INC.**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he/she executed the same.

GUAM, USA  
 )  
 ) ss  
 ) Municipality of Tamuning

DOLORES A. CRUZ  
 Notary Public  
 in and for Guam U.S.A.  
 My Commission Expires Nov.25,2007  
 655 South Marine Drive, Suite 202  
 Tamuning, Guam 96913

Notary Public



(SEAL)

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

On this 29<sup>th</sup> day of March, 2006, before me, a notary public in and for Guam, personally appeared Tammy Lynn Reyes, the duly authorized representative for **DOCOMO GUAM HOLDINGS, INC.**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

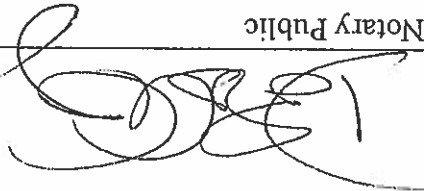
GUAM, USA  
 )  
 ) ss  
 ) Municipality of Tamuning

On this 29<sup>th</sup> day of March, 2006, before me, a notary public in and for Guam, personally appeared Priscilla Q. Santos, the duly authorized representative for **DOCOMO GUAM HOLDINGS, INC.**, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

GUAM, USA  
 )  
 ) ss  
 ) Municipality of Tamuning

(SEAL)

  
 \_\_\_\_\_  
 Notary Public

**DOLORES A. CRUZ**  
 Notary Public  
 In and for Guam U.S.A.  
 My Commission Expires: Nov.25,2007  
 655 South Marine Drive, Suite 202  
 Tamuning, Guam 96813

**EXHIBIT I**  
**TO**  
**JOINT APPLICATION OF GUAM TELECOM, LLC AND DOCOMO GUAM HOLDINGS,**  
**INC. FOR APPROVAL OF THE TRANSFER OF CONTROL OF GUAM TELECOM, LLC TO**  
**DOCOMO GUAM HOLDINGS, INC.**

Authorized Capital	80,010,000	Common	\$1.00
Class of Stock	Par Value of each share	Shares without par value	

The aggregate number of shares, which the corporation has authority to issue, itemized by class, par value of shares, shares without par value are as follows:

A brief statement of the character of the business in which the corporation is actually transacting on Guam is as follows: Holding company and to engage in any activity related thereto.

Name	Title	Business Address
Hajime Kii	Director, Chairman	11-1 Nagata-cho, 2-Chome, Chiyoda-ku, Tokyo 100-6150, Japan
Masayuki Izumi	Director, President	11-1 Nagata-cho, 2-Chome, Chiyoda-ku, Tokyo 100-6150, Japan
Yasuhiro Suzuki	Director, Treasurer	11-1 Nagata-cho, 2-Chome, Chiyoda-ku, Tokyo 100-6150, Japan
Michael A. Pangelinan	Secretary	259 Martyr Street, Suite 100 Hagatna, Guam 96910

The names and business addresses of the corporation's directors and principal officers are as follows:

219 South Marine Corps Drive  
 Suite 206 Century Plaza  
 Tamuning, Guam 96913

The address of the Principal Office is:

The registered agent in Guam is: N/A

The registered office of the corporation in Guam (street address) if any is: N/A

The date of incorporation is (if chartered in Guam): March 29, 2006

DOCOMO GUAM HOLDINGS, INC. is incorporated under the laws of: Guam, U.S.A.

2012 GUAM ANNUAL REPORT  
 DOCOMO GUAM HOLDINGS, INC.

DEPT OF REVENUE & TAXATION  
 GOVERNMENT OF GUAM  
 AUG 30 2012  
 BUSINESS REGISTRATION  
 DEPARTMENT NO.: D-15241

Handwritten signature/initials and date: 8/15/12

Date: August 28, 2012

MICHAEL A. PANGELINAN, Secretary

is true and correct.

I, MICHAEL A. PANGELINAN, Secretary of DOCOMO GUAM HOLDINGS, INC., declare under penalty of perjury under the laws of Guam (6 G.C.A. § 4308) that the foregoing

NTT DoCoMo, Inc.	Citizenship	Number Shares	78,332,000	Common
Name	Citizenship	Number Shares	Class of Stock	

shares held are as follows:

The corporation has less than fifteen (15) shareholders, their names, citizenship, number and class of

78,332,000	Common	Par Value of each share	\$1.00	
Number of issued & Outstanding shares	Class of Stock	Par Value of each share	Shares without par value	

without par value are as follows:

The aggregate number of issued and outstanding share, itemized by class, par value of shares, shares

