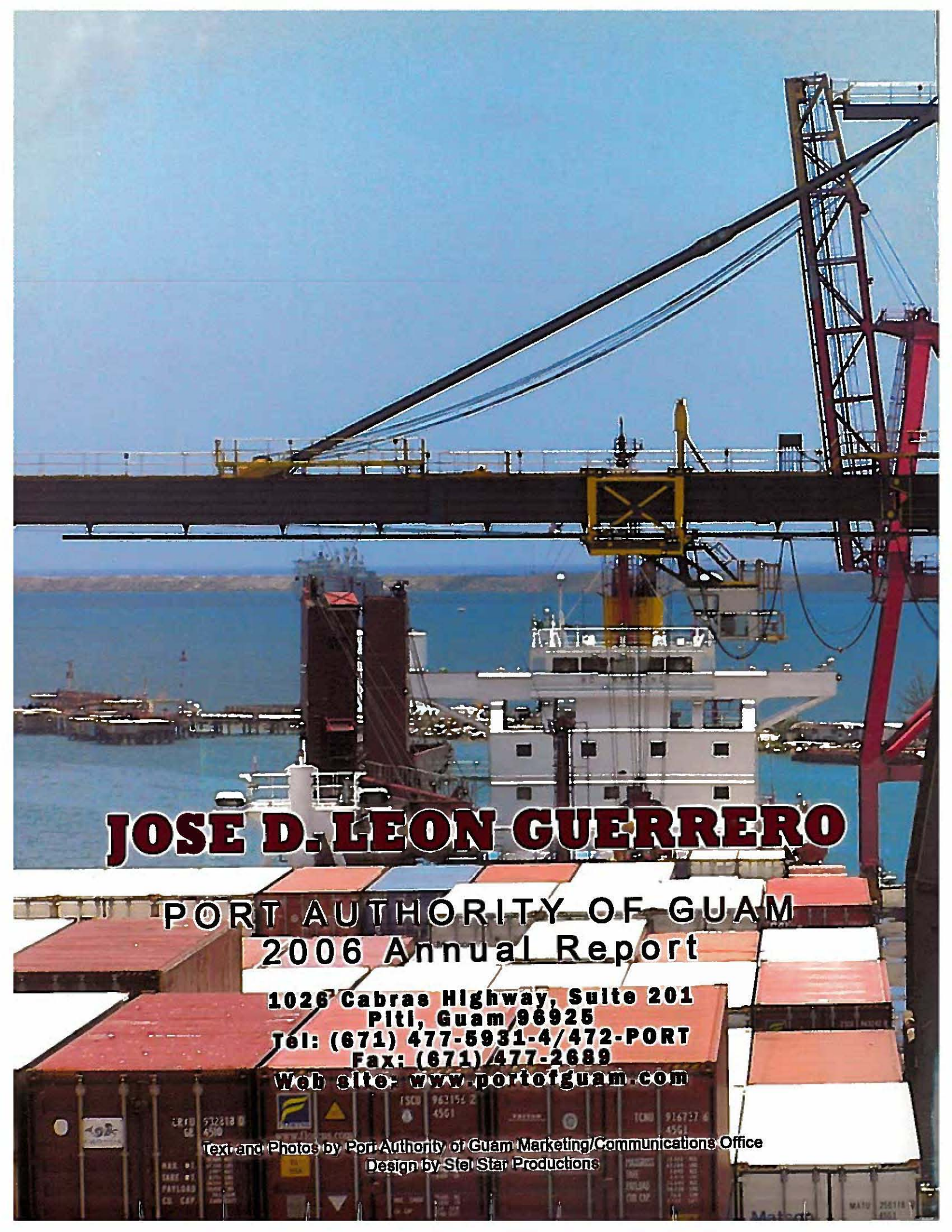




2006 ANNUAL REPORT

PORT AUTHORITY OF GUAM





JOSE D. LEON GUERRERO

**PORT AUTHORITY OF GUAM
2006 Annual Report**

**1026 Cabras Highway, Suite 201
Piti, Guam 96925**

Tel: (671) 477-5931-4/472-PORT

Fax: (671) 477-2689

Web site: www.portofguam.com

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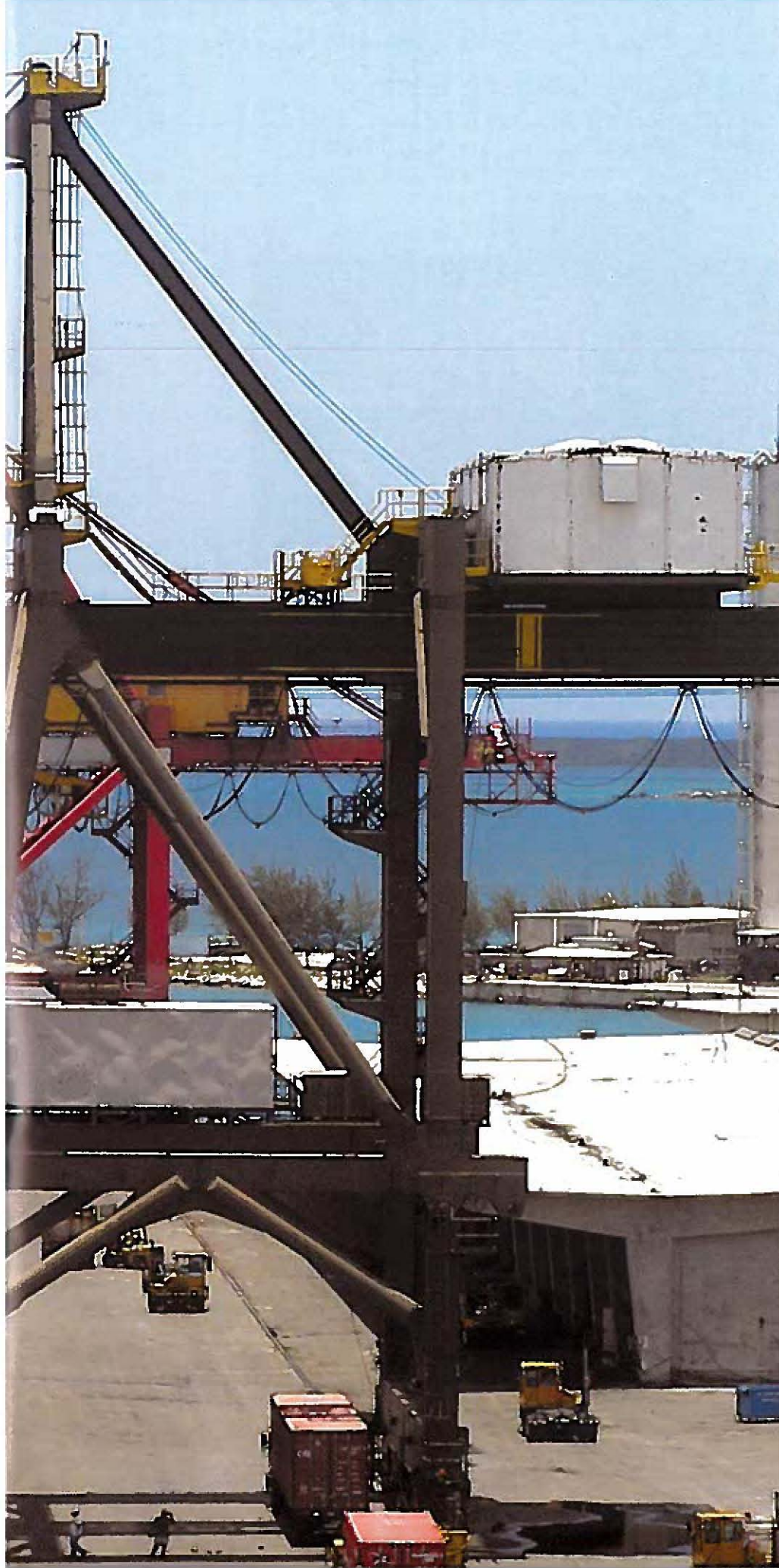


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HARBOR MASTER'S DIRECTORY



Office of the Governor of Guam

P.O. Box 2950 Hagåtña, Guam 96932

TEL: (671) 472-8931 • FAX: (671) 477-4826 • EMAIL: governor@mail.gov.gu

Felix P. Camacho
Governor

Michael W. Cruz, M.D.
Lieutenant Governor



A MESSAGE FROM THE GOVERNOR AND LIEUTENANT GOVERNOR OF GUAM

Hafa Adai! On behalf of the men and women of the Port Authority of Guam and the people of our island, we welcome you to read this Annual Report.

The port has a tremendous responsibility, especially as our island prepares for the military buildup and the growth in economic activity already happening. The annual report shows the aggressive work our port employees are doing to sustain operations so more opportunities become available.

Together with the Administration, the Navy, regional and national port organizations and the private sector, the port is advancing the island's economic capacity and preparing Guam for tremendous growth. The report offered in the pages that follow is a testament to its diligence and commitment to the strong foundation we are building.

We thank the men and women of the Port Authority of Guam for their hard work and dedication to our island. And we encourage you to consider their many achievements as you decide to invest in this booming island paradise.

Sinseru yan Magåhet,

FELIX P. CAMACHO
I Maga' Låhen Guåhan
Governor of Guam

MICHAEL W. CRUZ, M.D.
I Segundo Na Maga' Låhen Guåhan
Lieutenant Governor of Guam



PORT AUTHORITY OF GUAM
ATURIDAT I PUETTON GUAHAN
Jose D. Leon Guerrero Commercial Port



Jovyna S.A. Lujan
Vice President

Rosita S. Adkins
Secretary



Joseph F. Camacho
Member

Ausonio R. Pellacani
Member

A Message from the Chairman
Board of Directors

Hafa Adai! One can certainly and quite easily characterize Fiscal Year 2006 as being one of change, learning, progress, and of course, continual challenges confronting the Port Authority of Guam. Needless to say, the Port not only met these challenges and changes, it adapted to these situations and transformed them into positive benefits to the Port and ultimately to the territory.

This success can only be attributed to dedicated professionals - the employees of the Port Authority of Guam. There is not enough praise and gratitude that can be bestowed upon them. The Board and I have come to rely on their input on various matters affecting the agency. The wealth of experience and knowledge these individuals maintain is most certainly cause for the Port being the healthy and progressive lifeline our island has come to depend upon.

Upon review of our financial statement, it is quite evident that the Port management remains committed to exercising fiscal responsibility which ultimately resulted in a net profit for the fiscal year. This is quite an achievement despite the slight decrease in operating revenues and an increase in the Port's operating costs.

With over \$1 million dollars in grant monies, the Port was able to complete the Port's Comprehensive Vulnerability Assessment, CMU wall on northern perimeter of container yard, and the acquisition of security screen equipment. Repairs and upgrades to F1 fuel pier are finally complete, fully restoring one of the Port's two main fuel piers. The board of directors, management, and the entire staff are excited for long overdue repairs to be made and the acquisition of much needed new cargo handling equipment.

With the recent announcement that some 8,000 marines and their dependents would be relocating to Guam from Okinawa, the board and management need to prepare the Port for the activities associated with this move. In order for any plan to be successful, it must be flexible. Along this line, we are looking into updating our master plan. This master plan will be our documented goals for continued success for the Port's future, and as such will require great efforts in its revision.

Though teamwork efforts with our shippers and transporters, this industry will continue to stay strong. Because our workforce possess that certain versatility and vitality, I believe our Port will continue to meet challenges brought by any and all new developments for our island and the rest of the Pacific region.

Sincerely,

Monte Mesa
Chairman

Fiscal year 2006 turned out to be another challenging period for the Port Authority of Guam. Total tonnage for FY 2006 was 1,913,946 revenue tons, a slight drop from the previous fiscal year. Transshipment tonnage also dropped to just below 600,000. In spite of this, the number of containers handled during the year increased by 454 to 84,321 to include an upward swing in transshipment containers. The continuous demise of the garment industry in Saipan began to experience an off-set later in the fiscal year due to the new Micronesian transshipment service offered by Matson Navigation.

Total vessels calls dropped to a ten year low of 1,289. This was primarily due to the sharp decline in fishing vessels calling Guam because of increased security regulations in US ports and the relocation of fish stock to eastern waters. On the other hand, container and breakbulk vessels experienced a slight increase.

With the slight drop in tonnage and vessel calls, operating revenues declined by 5 percent totaling \$25.3 million, a decrease from the \$26.7 million reported in FY 2005. Over all, the Port saw an increase in its net assets in FY 2006 to \$48.3 million and a decrease in liabilities to just over \$14 million.

Although management continued to exercise fiscal responsibility, operating expenses grew from \$26 million in FY 2005 to \$27.3 million in FY 2006. A substantial increase was seen in expenses for the maintenance of the Port's major cargo handling equipments under a contract that was entered into with Matson Navigation in 2002. Maintenance costs jumped 53 percent from the prior year to \$3 million in FY '06. Utility costs also jumped 53 percent to \$90,000 a month, mainly due to record-high fuel and power costs. Other expenses included a 9 percent increase in insurance premiums and the continued impact of the re-instatement of salary increments in FY '05.



Despite the slight decrease in revenue for FY 2006, the Port has managed to report a net income of \$480,000. In addition, non-operating revenues and federal grants increased the ports net assets in FY '06 to \$1.5 million. Credit is given to all employees who have managed to stretch their resources to its limits and have gone beyond their assigned duties to ensure the efficient flow of operations. As other government agencies and businesses island wide increase their rates to keep up with the rising cost of doing business, the Port has managed to stay in the black without having to raise its rates. The last increase in the Port's tariff took place in 1993.



PRIVATIZATION

Some very interesting dynamics within the Port and shipping community came to light in FY 2006. In FY 2005, the Port issued a Request for Proposal (RFP) to comply with Public Law 27-60 mandating the Port to privatize its terminal operations and equipment maintenance. The deadline for submission in July 2005, resulted in only three companies submitting proposals: ICTSI, Portek International and SSAT.

A five member selection committee comprised of two board members, the general manager, two senior staff employees and one alternate senior staff employee, was formed to review and evaluate each proposal based on the requirements set forth in the RFP. Well aware that their decision would determine the future of the Port and the island of Guam, the evaluation committee exercised diligence and prudence in ranking the three offers. Proposal evaluations were completed in December 2005 with ICTSI receiving the highest ranking.

In anticipation of the privatization going through, all employees were briefed by management of the process. It became clear through the series of presentations that Port employees were not in support of privatization. Employees maintained that issues raised with the law's sponsor in December 2003 would have been a much better option. Issues raised included an economic impact study to determine the effects of privatization on Guam's economy and its people, a review of the procurement law to allow the Port to purchase needed parts and equipment in a timely manner, legislation that would prohibit island leaders from raiding the Port's coffers, and allowing the Port to enter into a public-private partnership just for the maintenance of cargo handling equipment.



By March an agreement on several issues could not be reached between the Port and ICTSI, resulting in negotiations being terminated.

Subsequently after negotiations were ceased, changes in chairmanship of the Board of Directors were made by Governor Felix Camacho, replacing Mr. Richard Northey with Mr. Monte Mesa. At the first Board meeting under the new leadership of Mr. Mesa, the employees voiced their opinions on the replacement of the Chairmanship, as well as, outside third parties' intervention on the negotiation of the private-public partnership of the Port's terminal operations.



ICTSI filed a procurement protest and a lawsuit in Guam's Superior Court which prevented the Port from moving forward with negotiations with the second ranked offeror-Portek and placing the procurement process in abeyance.

Military Buildup

In April 2006, the U.S. Department of Defense announced that over 8,000 Marines and their dependents would be relocating to Guam from Okinawa. The exact details of the relocation and its impact on the island, especially the Port, were not provided but this



announcement magnified the need for Port improvements to ensure that the materials/goods for the military build-up are not delayed. Management began to embark on initial plans for the surge in construction materials that would be passing the docks within the next few years.

Change in Management

In June, employees were saddened by the resignation of General Manager Joseph F. and Deputy General Manager Paul M. Shintaku. Mesa stepped down to run for a seat in the Guam Legislature while Shintaku was given orders by the U.S. Army Reserve for active duty. Joseph W. Duenas was hired by the Board as General Manager. Before the end of FY 2006, Joaquin P. Cruz was hired as the Deputy General Manager.



PORT EQUIPMENT

In March, Gantry 1 was decommissioned at the recommendation of Matson Navigation who was responsible for maintaining the Port's heavy lift equipment. With only two operable cranes, employees continued to perform their work as efficiently as ever. In particular, Operations handled 10 cargo vessels during the week of April 3. Average vessels calling Guam weekly is less than six. A total of 2,436 containers were handled that week, 900 more than the average. Employees were able to maintain 20 moves per hour even without Gantry 1. In fact, for most of FY 2006, Port operations maintained an average of 20 moves per hour.

The Port issued an Invitation for Bid in July 2006 to acquire a used 50 gage gantry crane. When discussing with our Consultants the price provided by the bidders on the acquisition of a used 50 gage gantry crane, it was recommended to the Board that the Port cancel the Invitation for Bid and re-



issue another procurement package to purchase a new 50 gage gantry crane. While this procurement process is ongoing, it was further recommended that the Port acquire a mobile harbor crane as an interim solution. An invitation for bid was issued for the purchase of a used mobile harbor crane, which was awarded to Mid-Pac Far East Company. The crane was purchased with Port funds for \$3.6 million. To supplement cargo operations, Invitation for Bids were also issued for eight new yard tractors and other cargo handling equipment. Delivery is expected in early FY 2007.

While moving forward with acquiring new equipment, the maintenance of the current gantry cranes and straddle hoists ranked high on the Port's list of priorities. Before the end of the fiscal year, the Port's major cargo handling equipment underwent a more rigorous examination during the quadrennial inspection. The inspection included a visual assessment of the structural, electrical and hydraulic components and an additional 25% load test. The inspection showed that the Port's major cargo handling equipment is capable of being operated at the safe work load capacity. Despite the age of these equipment, the Equipment Maintenance Division managed to keep this vital asset up and running.



F-1 Fuel Pier Restoration Project: In September, a ribbon cutting ceremony was held on the F-1 Fuel Pier restoration project, which cost \$2 million. Original upgrades to the pier were made in 1997 as a result of damages sustained in the August 1993 earthquake. With only two fuel piers serving the island, the contractor had to rearrange the repair work during non-bunkering operations, allowing F-1 pier to continue to funnel a significant percentage of the fuel consumed by the residents and businesses. With this challenge, the project was to be completed in July-five months after the estimated completion date.

CMU Wall: In November 2005, the chain link fence alongside Route 11 on the northern perimeter of the Port's container terminal was replaced with a permanent concrete wall. The wall was expected to minimize flood and debris within the container yard which was caused by past

storms and typhoons. The project cost \$161,044 with the Port matching 10% of the funds. The funds were received through a Federal Emergency Management Agency's (FEMA) Hazardous Mitigation Grant.

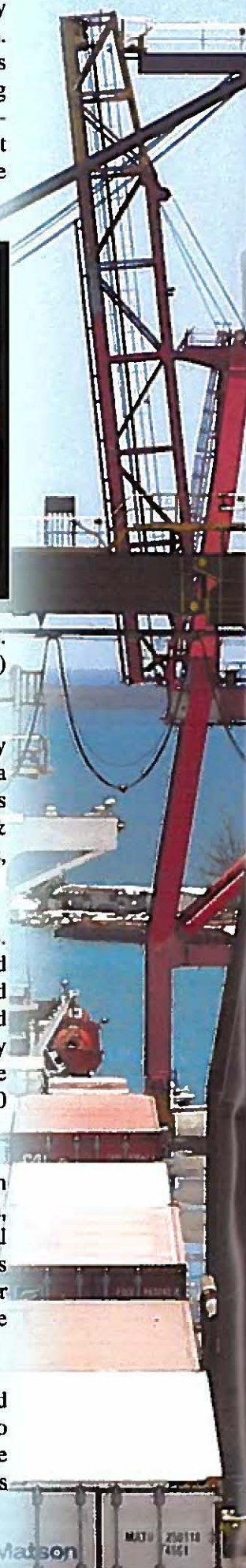


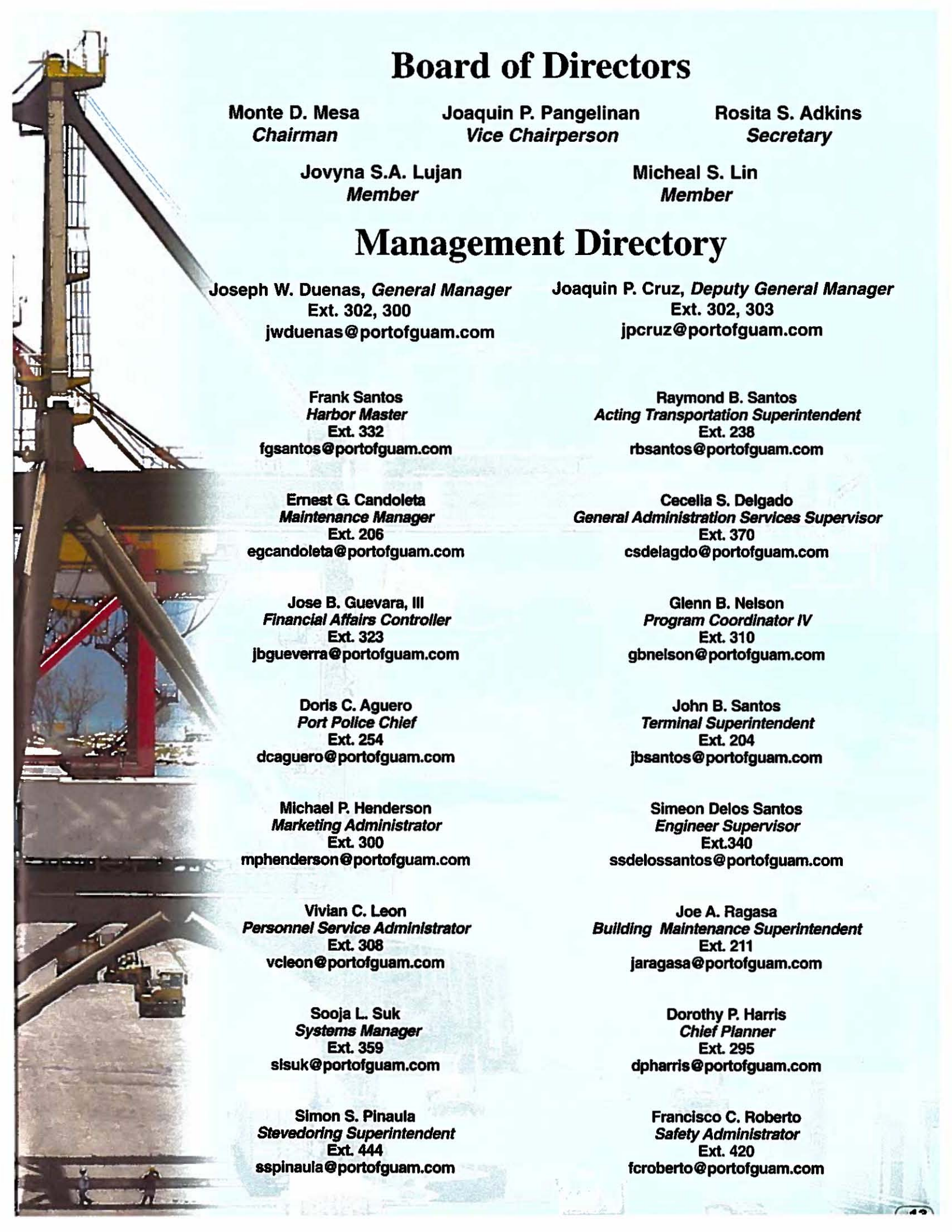
Agat Marina Dock Repairs: Repairs on Agat Marina docks A, B, C & D went underway through funding assistance from Federal Emergency Management Agency (FEMA). At a cost of \$404,496, the project was awarded to Chi Construction, Inc. in April 2006 and was estimated to be completed within a year's time. The repair work entailed the removal & replacement of wood decking, floatation drums, water & power lines, rollers on steel piles, main wooden longitude beams and holding bolts on main gangways.

Deep Draft Wharf: The Port received \$1.2 million in Fiscal Year 2003 from U.S. Economic Development Authority (USEDA) through a grant for an architectural and engineering (A&E) design of a deep draft wharf to be located between Hotel Wharf and Seaplane Ramp. The project awarded to TG Engineers for the A&E design was completed in September 2006. The economic impact study (EIS) coordinated through U.S. Army Corps of Engineers was expected to be completed in 2007. TG Engineers presented the project to the Board of Directors and provided an estimated construction cost of \$80 million.

Homeland Security Grants: The Transportation Security Administration Grant program allocated \$280,200 to the Port for procurement of a CCTV surveillance system, prefabricated portable fencing, compact x-ray surveillance system, walk-through metal detector and hand-held devices for passenger vessel arrivals. The purchase of these items would allow the Port Police Division to expeditiously process visitors from passenger vessels in a more efficient manner and to comply with the mandates of the Maritime Security Act.

The Office of Homeland Security Grant Program also provided \$50,000 to the Port to fund a comprehensive vulnerability assessment study of its facilities. The study was awarded to Duenas, Bordallo & Associates and provided the Port with detailed survey identifying the vulnerability of the Ports' facilities in the event of a terrorist activity and recommendations to strengthen its facilities to meet the Homeland Security guidelines and standards.





Board of Directors

Monte D. Mesa
Chairman

Joaquin P. Pangelinan
Vice Chairperson

Rosita S. Adkins
Secretary

Jovyna S.A. Lujan
Member

Micheal S. Lin
Member

Management Directory

Joseph W. Duenas, General Manager
Ext. 302, 300
jwduenas@portofguam.com

Joaquin P. Cruz, Deputy General Manager
Ext. 302, 303
jpcruz@portofguam.com

Frank Santos
Harbor Master
Ext. 332
fgsantos@portofguam.com

Raymond B. Santos
Acting Transportation Superintendent
Ext. 238
rbsantos@portofguam.com

Ernest G. Candoleta
Maintenance Manager
Ext. 206
egcandoleta@portofguam.com

Cecelia S. Delgado
General Administration Services Supervisor
Ext. 370
csdelagdo@portofguam.com

Jose B. Guevara, III
Financial Affairs Controller
Ext. 323
jbgueverra@portofguam.com

Glenn B. Nelson
Program Coordinator IV
Ext. 310
gbnelson@portofguam.com

Doris C. Aguero
Port Police Chief
Ext. 254
dcaguero@portofguam.com

John B. Santos
Terminal Superintendent
Ext. 204
jbsantos@portofguam.com

Michael P. Henderson
Marketing Administrator
Ext. 300
mphenderson@portofguam.com

Simeon Delos Santos
Engineer Supervisor
Ext. 340
ssdelossantos@portofguam.com

Vivian C. Leon
Personnel Service Administrator
Ext. 308
vcleon@portofguam.com

Joe A. Ragasa
Building Maintenance Superintendent
Ext. 211
jaragasa@portofguam.com

Sooja L. Suk
Systems Manager
Ext. 359
slsuk@portofguam.com

Dorothy P. Harris
Chief Planner
Ext. 295
dpharris@portofguam.com

Simon S. Pinaula
Stevedoring Superintendent
Ext. 444
sspinaula@portofguam.com

Francisco C. Roberto
Safety Administrator
Ext. 420
ficroberto@portofguam.com



Students attending UOG's Masters Program under the College of Business & Public Administration take a tour of the terminal yard.



Employees voicing their opposition to Privatization.



Stevedoring and Transportation employees pose for a photo.



Officer Frank San Nicolas stands on guard during the visit of the passenger vessel MS. Asuka.



Students from Ocean View Middle School take the helm as General Manager and Deputy General Manager for Island Leadership Day.



Joe Mesa & Joe Duenas enjoy the Labor Day Picnic with employees and friends.



Board Chairman Monte Mesa and DGM Kin Cruz with employees at Port Beach.



*"Trick or Treat,
give me something
good to eat."*



Employees at the Easter Bar-b-q picnic.

Stevedoring division at the Bar-b-q Cookout Contest.

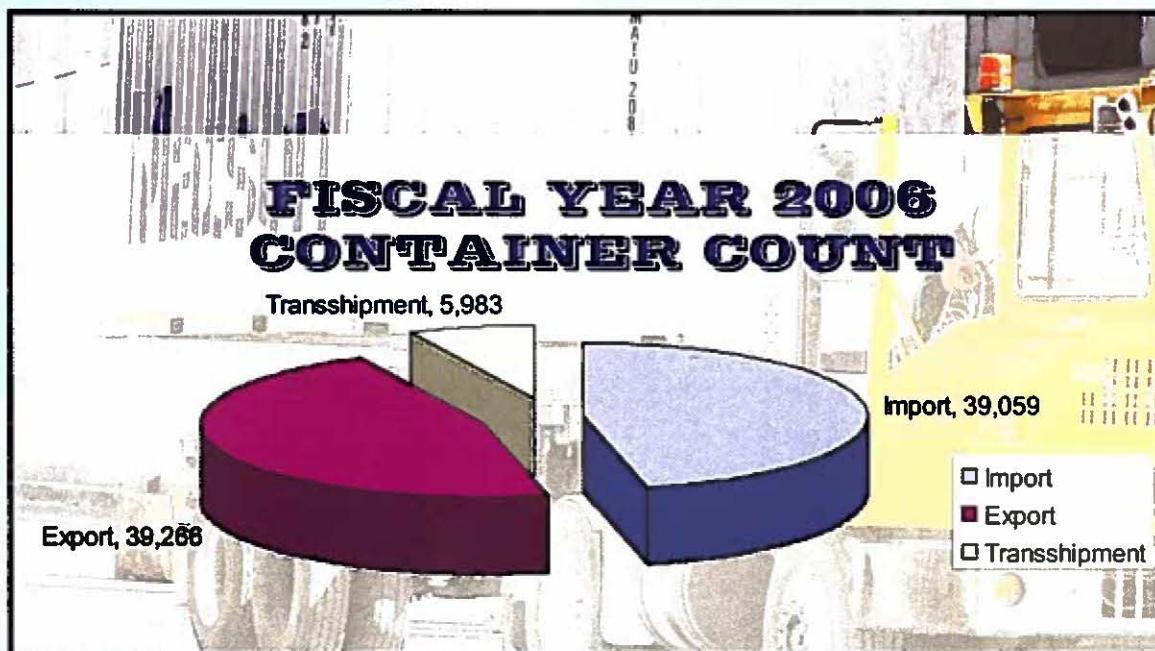
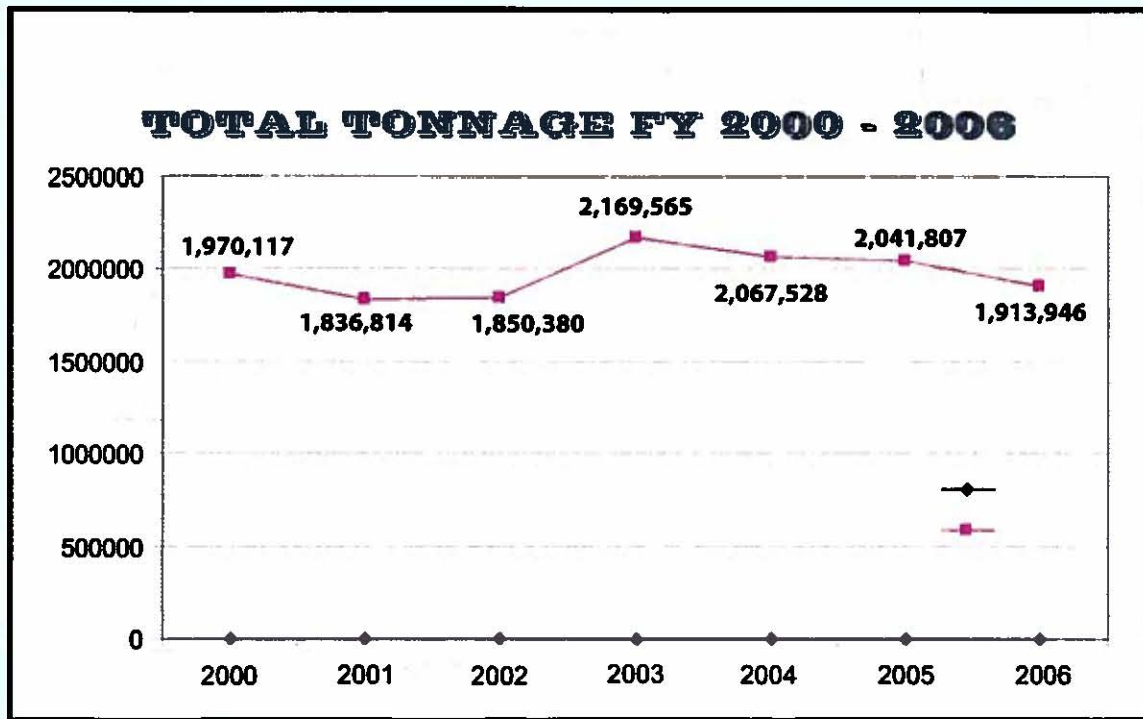


Port Family and friends at the Port Week Bar-b-q Cookout.



Family and friends at the Labor Day Picnic.

STATISTICS



STATISTICS

TOTAL VESSEL CALLS FY2000 - FY2006

	2000	2001	2002	2003	2004	2005	2006
Tugs & Barges	113	113	101	97	97	60	17
Training Vessels	10	7	5	2	0	0	0
Tankers	66	106	91	112	93	73	75
Research Vessels	10	29	14	24	14	20	12
Passenger Vessels	10	18	8	13	14	9	5
Fishing Vessels	1,907	1,960	1,441	1,321	1,047	800	770
Cement Carriers	13	12	10	7	1	13	15
Container Ships	114	107	105	104	109	103	109
Breakbulk / RO-RO	216	217	200	220	247	159	195

Harbor Master's Directory

SHIPPING AGENCIES

AMBYTH SHIPPING & TRADING

1026 Cabras Highway, Ste. 205
Piti, Guam 96925
President: Alfred K.Y. Lam
Vice President: Greg David
Tel: (671) 477-7250/8200
Fax: (671) 472-1264
Email: corp@ambyth.guam.net

HORIZON LINES

P.O. Box 8897
Tamuning, Guam
General Manager: Dave Tokeshi
1010 Cabras Highway
Piti, Guam 96925
Tel: (671) 475-8100
Fax: (671) 475-8171
Website: www.horizonline.com

MARIANAS EXPRESS LINE

P.O. Box 6067
Tamuning, Guam 96931
General Manager:
Ken Constantino
Tel: (671) 646-2853/54
Fax: (671) 646-2855
Website: www.ctsi-logistics.com

INCHCAPE SHIPPING SERVICES

1026 Cabras Highway
Suite 116
Piti, Guam 96925
General Manager: Ernesto Siaotong
Tel: (671) 477-5921-3
Fax: (671) 477-5924
Telex: (721) 6133 AK SHIPGUAM

MARIANAS STEAMSHIP AGENCIES

P.O. Box 3219
Agana, Guam 96932
General Manager: Richard Sablan
Tel: (671) 472-8584
Fax: (671) 472-8585
Website: www.msa-guam.com

MATSON NAVIGATION

1026 Cabras Highway, Ste 116
Piti, Guam 96925
General Manager: Vic Angoco
Tel: (671) 475-5961
Fax: (671) 477-5965
Website: www.matson.com

SEABRIDGE MICRONESIAN, INC.

1026 Cabras Highway, Ste 114
Piti, Guam 96925
General Manager: Paul L. Blas
Tel: (671) 477-7345/1818
Fax: (671) 477-6206
Email: plblas@ite.net

INTERBAY CIRCLE MARINE/ INTERNATIONAL BRIDGE

P.O. Box 21149 GMF 96921
Vice President: Robert Toelkes
Tel: (671) 653-4026
Fax: (671) 659-4032

NORTON LILLY INT'L

1052 Cabras Highway
Suite 101
Piti, Guam 96925
Director: Bill Thayer
Tel: (671) 475-4654
Fax: (671) 475-4653

PILOT and TUG BOAT SERVICES

CABRAS MARINE CORPORATION

1026 Cabras Highway, Ste. 114
Piti, Guam 96925
General Manager:
Cpt. Edgar Tabinigay
Tel: (671) 477-7345/1818 or 472-1723
Fax: (671) 477-6206
Website: www.cabrasmarine.com

CABRAS ISLAND PILOT

P.O. Box 1241
Agana, Guam
Pilot: James Smith
Tel: (671) 477-8646

FISHERIES AGENTS

GUAM ECO

1026 Cabras Highway, Ste 110
Piti, Guam 96925
General Manager: I.H. Han
Tel: (671) 477-1737/8/9
Fax: (671) 472-3386

GUAM YTK CORPORATION

P.O. Box 24134
GMF, Guam 96921
Manager: Yoshie Kamiyama
Tel: (671) 649-6961/7162
Fax: (671) 477-7961

KOORYOO PACIFIC FISHERIES

P.O. Box 8081
Tamuning, Guam 96931
Manager: Jacob Dou
Tel: (671) 477-3072/73
Fax: (671) 477-3122

PACIFIC RIM ICE & FISH PACKING SERVICES, INC.

P.O. Box 6067
Tamuning, Guam 96931
General Manager: Jimmy Sy
Tel: (671) 477-3173

FUNG LI FISHERIES

1028 Cabras Highway Ste. 110
Piti, Guam 96925
Manager: Irene Hung
Tel: (671) 475-7502/4
Fax: (671) 472-4247

ISLA MARITIME AGENCY

P.O. Box 9999
Tamuning, Guam 96931
Manager: Gabriel Ko
Tel: (671) 477-6046

KOUKEI PACIFIC CORP.

P.O. Box 9190
Tamuning, Guam 96931
General Manager: Steve Chiu
Tel: (671) 411-8979
Fax: (671) 477-3891

Harbor Master's Directory

SANKO BUSAN GUAM

P.O. Box 3068
Agana, Guam
General Manager: Capt. Chihiro Dote
Tel: (671) 477-6681/2
Fax: (671) 477-6683

HARBOR ACTIVITIES

AQUA WORLD

P.O. Box BQ
Agana, Guam 96932
President: Akira Baba
Tel: (671) 649-5050
Fax: (671) 649-0121
Email: baba@guamcell.net

AMERICAN BUREAU OF SHIPPING

1026 Cabras Highway
Suite 223B
Piti, Guam 96925
Senior Surveyor: William McKay
Tel: (671) 477-7490
Fax: (671) 472-6775

ATLANTIS GUAM

319 Qua World Marine Dr.
Piti, Guam 96925
President: Hideharu Baba
Tel: (671) 477-4166
Fax: (671) 477-4171

CHARLES MARINE SPORTS CLUB

P.O. Box 21094
GMF, Barrigada, GU 96921
President: Sung Il Kim
Tel: (671) 688-2006
Fax: (671) 647-2019

M.A.Y. GUAM

P.O. Box 7801
Agat, Guam 96928
Manager: Ronald J. Yasuhiro
Tel: (671) 565-1130

DIVE CITY ACADEMY

P.O. Box 2796
Hagatna, Guam 96932
President: Hojin Song
Tel: (671) 472-1133

GUAM DOLPHINS MARINE

P.O. Box 4002
Hagatna, Guam 96932
President: Jimmy Lee
Tel: (671) 482-0333

MICRONESIAN DREAM CO., INC.

P.O. Box 24468
GMF, Guam 96921
Manager: Hiroshi Takauwa

HARBOR OF REFUGE

1026 Cabras Highway
Piti, Guam 96925
Manager: Charlene Naidas
Tel: (671) 477-2033

HANSEN CEMENT

P.O. Box K
Agana, Guam 96932
General Manager: Derek Sadler
Tel: (671) 477-1530
Fax: (671) 477-1531

KLOPPENBURG NAUTILUS

P.O. Box 6098
Tamuning, Guam 96931
General Manager: Tom Kloppenburg
Tel: (671) 649-1941

SKOOCUMCHUCK CHARTERS, INC.

P.O. Box 4947
Hagatna, Guam 96932
Manager: Roy Brown
Tel: (671) 688-0100

GRSL

P.O. Box 4892
Hagatna, Guam 96932
General Manager:
Martin Gerber
Tel: (671) 475-7520

LIQUID BULK TERMINAL

MOBIL OIL GUAM, INC.

P.O. Box 6098
Tamuning, Guam 96931
Operations Manager:
Bernadette Valencid
Tel: (671) 479-3200
Fax: (671) 479-3293
Telex: (721) 6123

SHELL GUAM, INC.

120 Father Duenas Avenue
Capital Plaza, Ste 102
Agana, Guam 96910
Operations Manager:
Idel Santos
Fl Doc Tel: (671) 477-9489
Fax: (671) 477-9683
Terminal Tel: (671) 565-2300

SOUTH PACIFIC PETROLEUM CORP.

816 Marine Corp. Drive
Eva Bldg., 2nd Floor
Tamuning, Guam 96913
Operations Manager:
Jaime Saure
Tel: (671) 472-8871-3
Fax: (671) 472-1602

RETAIL

D'SUNRISER

228 Lemai Street
Latte Plantation
Mangilao, Guam 96923
Owner: Dominga S. Lusung
Tel: (671) 477-6133

Harbor Master's Directory

SUNBAY dba JAN Z'S
P.O. Box 8162
Agat, Guam 96928
Manager: Mark Brandlin
Tel: (671) 565-2814

GOVERNMENT AGENCIES

LOCAL

CIVIL DEFENSE
P.O. Box 2877
Agana, Guam 96932
Tel: (671) 477-9841/2
Fax: (671) 477-3727

CUSTOMS & QUARANTINE
1026 Cabras Highway, Ste. 106
Piti, Guam 96925
Port Tel: (671) 472-8426/6062

**DEPARTMENT OF PUBLIC
HEALTH & SOCIAL SERVICES**
192 Dairy Road
Mangilao, Guam 96913
Tel: (671) 475-6296/7
Fax: (671) 477-0997

M7, GUAM HARBOR POLICE
Boater's Registration Office
Agana, Guam 96910
Tel: (671) 472-6363

GUAM VISITORS BUREAU
P.O. Box 3520
Hagatna, Guam 96932
Tel: (671) 646-5278/9
Fax: (671) 646-8861

FEDERAL

**U.S. ARMY CORPS OF
ENGINEERS**
Pacific News Bldg., Ste 905
Agana, Guam 96910
Tel: (671) 472-8091, 334-5203
Fax: (671) 344-6181

**COMMANDER NAVAL FORCE
MARIANAS**
PSC 489, Box 7
FPO AP 96536-1070
Tel: (671) 349-5200
Fax: (671) 344-5145

U.S. COAST GUARD
Marine Safety Office
PSC 455 P.O. Box 176
FPO AP 96540-1056
Captain of the Port:
Capt. William Marharhofer
Tel: (671) 339-2001, ext. 4
Fax: (671) 339-2005

U.S. IMMIGRATION OFFICE
Enforcement/Investigation
Sirena Plaza
Hagatna, Guam 96910
Tel: (671) 472-7265
Fax: (671) 472-7228

TRUCKERS

V. ANGOCO'S TRUCKING
P.O. Box 7078
Agat, GU 96915
Manager: Vicente Angoco
Tel: (671) 565-2520/2395
Fax: (671) 565-3423

HORIZON LINES
P.O. Box 8897
Tamuning, GU 96931
Manager: Ray Cruz
Tel: (671) 475-8100
Fax: (671) 477-7848

CTSI
P.O. Box 6067
Tamuning, GU 96931
Manager: Leo Karamihan
Tel: (671) 646-2853
Fax: (671) 6462855

**DEWITT TRANS SERVICES
OF GUAM**
P.O. Box 127888
Tamuning, GU 96931
Tel: (671) 646-4442
Fax: (671) 649-7777

**GUAM TRANSPORT &
WAREHOUSE**
P.O. Box 7869
Tamuning, GU 96913
Manager: Barry Honda
Tel: (671) 646-4687

**INTERMODAL CARGO
FORWARDERS**
1026 Cabras Hwy. Ste. 205
Piti, GU 96925
Manager: Mike Gutierrez
Tel: (671) 6647-8000

JL BAKER & SONS
P.O. Box 7510
Tamuning, GU 96913
Manager: Glen Baker
Tel: (671) 649-8664
Fax: (671) 646-8904
Email: jlbaker@jlbakerguam.com

