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July 28, 2005

VIA HAND DELIVERY

Mr. Vernon Williams, Secretary
Office the Secretary
Surface Transportation Board
1925 K Street, NW – Room 700
Washington, DC 20423-0001

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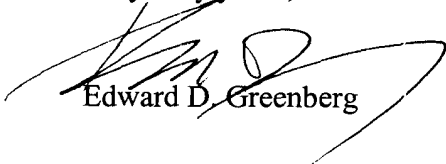
Re: STB Docket No. WCC-101, *Government of The Territory of Guam v. Sea-Land Service, Inc., American President Lines, Ltd. and Matson Navigation Company, Inc.*

Dear Mr. Williams:

In connection with the above-referenced proceeding, enclosed for filing are an original and 11 copies of the Petition of the Government of the Territory of Guam for Leave to File a Reply to the Reply of Matson Navigation Company, Inc., and the Reply of the Government of Guam to the Reply of Matson Navigation Company, Inc. We have enclosed a copy of each document for date stamp and return to us by our messenger.

If you have any questions regarding this filing, please do not hesitate to contact me.

Very truly yours,


Edward D. Greenberg

Enclosures

cc: All Parties on Service List [via U.S. Mail First Class]
Mr. David Konschnik [via Hand Delivery]



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BEFORE THE
SURFACE TRANSPORTATION BOARD

GOVERNMENT OF THE TERRITORY
OF GUAM,

Complainant,

v.

SEA-LAND SERVICE, INC.; AMERICAN
PRESIDENT LINES, INC.; and MATSON
NAVIGATION COMPANY, INC.,

Respondents.

Docket No. WCC-101

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PETITION OF THE GOVERNMENT OF THE TERRITORY OF GUAM FOR LEAVE
TO FILE A REPLY TO THE REPLY OF MATSON NAVIGATION COMPANY, INC.

Pursuant to the provisions of 49 C.F.R. § 1117, the Government of the Territory of Guam ("GovGuam") respectfully petitions the Board for leave to file the attached Reply of the Government of the Territory of Guam to the Reply of Matson Navigation Company to Complainant's Response to Order to Show Cause Why the Proceeding Should Not Be Dismissed that was filed on July 8, 2005 ("Matson Reply"). While GovGuam is mindful of the regrettable delays that have been experienced in this proceeding, it is nonetheless constrained to seek leave to file a brief reply to certain matters contained within the Matson Reply.

In its Decision served June 8, 2005, the Board recited several instances in which GovGuam was unable to participate in various aspects of this proceeding and issued an Order to Show Cause as to whether GovGuam "is ready to move forward with this proceeding generally or participate in an oral argument specifically." That Decision was issued following the requests of the Respondents, who indicated their concern about the cost of continued delays in the prosecution of this case.

GovGuam has already responded, in its Reply to the Order to Show Cause filed June 28, 2005, that it was willing, able and anxious to resume the active prosecution of this case. Not surprisingly, the Respondents nonetheless urge that the explanation provided by GovGuam was inadequate to justify continuation of this proceeding. As the narrow issue of whether GovGuam is entitled to continue its prosecution of the issues in this proceeding has been briefed by both sides, GovGuam will await the Board's decision on that issue.

Nonetheless, it is clear that in its Reply to GovGuam's June 28, 2005 submission, Matson went far beyond the scope of the Board's Order of June 8, 2005. Rather than confine itself to the issues raised by the Board's Order, Matson included a series of arguments (at pages 12-16) that constitute motions to dismiss and for summary disposition in Phase II of this proceeding on the asserted grounds that GovGuam's Complaint "Also Has No Legal Merit." As GovGuam could not reasonably have known that Matson would seek to raise issues outside the scope of the Board's June 8, 2005 Decision (and which essentially reiterate arguments previously submitted in its Motion to Dismiss the Complaint filed February 16, 1999), it is only appropriate and fair that GovGuam be given the opportunity to submit a brief response to those specific points. Indeed, it would be manifestly unfair for the Board to dismiss this proceeding on the basis of the cited pages of Matson's Reply if GovGuam has not been given the opportunity to address those points.

Accordingly, GovGuam respectfully requests that it be given leave to file the enclosed Reply to the Reply of Matson Navigation Company to Complainant's Response to Order to Show Cause Why the Proceeding Should Not Be Dismissed.

Respectfully submitted,



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GOVERNMENT OF THE
TERRITORY OF GUAM

DATE: July 28, 2005

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document was delivered to the following addressees at the addresses stated by depositing same in the United States mail, first class postage prepaid, this 28 day of July 2005:

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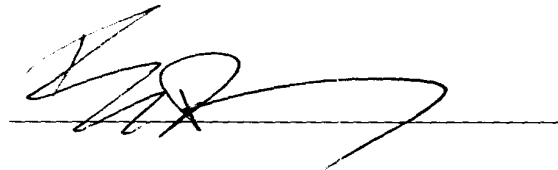
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A handwritten signature in black ink, appearing to be 'J. Benner', is written over a horizontal line.