ATTACHMENT 1

Notification of *Pro Forma* Transfer of Control

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.24(f) of the Commission's rules,[1] Pacific Telecom Inc. ("PTI") notifies the Commission of an internal reorganization that resulted in the *pro forma* transfer of control of two of its wholly-owned subsidiaries – The Micronesian Telecommunications Corporation ("MTC") and PTI Pacifica Inc. ("PTI Pacifica," and together with MTC, the "Licensees") – that was effective May 1, 2023. The internal reorganization did not result in a change in the ultimate control of the Licensees or their international Section 214 authorizations.

<u>Answer to Question 10 (Section 63.18(c)-(d))</u>

All communications in connection with this notification should be directed to the following:

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MTC and PTI Pacifica, each a corporation organized under the laws of the U.S. Commonwealth of the Northern Mariana Islands ("CNMI"), each hold an international Section 214 authorization to provide global international facilities-based and resold services between the United States and international points pursuant to Sections 63.18(e)(1) and 63.18(e)(2) of the Commission's rules. *See* File No. ITC-214-19970326-00172 (MTC) and File No. ITC-214-19970502-00247 (PTI Pacifica).

<u>Answer to Question 11 (Section 63.18(h))</u>

Pursuant to Section 63.18(h) of the Commission's rules, the following entities currently directly or indirectly hold a ten percent or greater ownership interest in the Licensees.

Name:	**The Micronesian Telecommunications Corporation (MTC)**
Address:	P.O. Box 500306 CK Tekken Street, Susupe Village Saipan, MP 96950
Citizenship:	CNMI
Principal Business:	Telecommunications

[1] 47 U.S.C. § 214; 47 C.F.R. § 63.24(f).

Ownership Interest:	100 percent direct equity and voting interest in PTI Pacifica

Name:	**Pacific Telecom Inc. (PTI)**
Address:	P.O. Box 500306 CK Tekken Street, Susupe Village Saipan, MP 96950[2]
Citizenship:	CNMI
Principal Business:	Holding Company
Ownership Interest:	100 percent direct equity and voting interest in MTC

Name:	**Citadel Pacific Telecom Holdings, LLC (CPTH)**
Address:	122 W. Harmon Industrial Park Rd, Suite 103 Tamuning, Guam 96913
Citizenship:	Guam
Principal Business:	Holding Company
Ownership Interest:	100 percent direct equity and voting interest in PTI

Name:	**SK Telecom Co. Ltd.**
Address:	SK T-Tower, 65 Eulji-ro, Jung-gu Seoul, South Korea 100999
Citizenship:	South Korea
Principal Business:	Telecommunications
Ownership Interest:	15 percent direct equity and voting interest in CPTH

Name:	**Citadel Pacific Ltd. (CPL)**
Address:	c/o Trident Trust (Cayman) Ltd. One Capitol Place P.O. Box 847 Grand Cayman, KY11103
Citizenship:	Cayman Islands
Principal Business:	Holding Company
Ownership Interest:	85 percent direct equity and voting interest in CPTH

Name:	**Ricardo C. Delgado**
Address:	6758 Ayala Ave. 4/F SGV II Building Makati City, 1200
Citizenship:	Philippines
Ownership Interest:	58.1 percent direct equity and voting interest in CPL

Name:	**Jose Ricardo Delgado**
Address:	6758 Ayala Ave. 4/F SGV II Building Makati City, 1200
Citizenship:	Philippines
Ownership Interest:	39.0 percent direct equity and voting interest in CPL

[2] Note that, as of this date, no addresses in the CNMI islands have street numbers.

Pre-and post-closing ownership diagrams are attached hereto. No other entity or individual directly or indirectly holds a 10 percent or greater ownership interest in the Licensees.

Answer to Question 13

An internal reorganization was undertaken that resulted in the *pro forma* transfer of control of the Licensees, effective May 1, 2023. The reorganization substituted – above MTC in the ownership chain – one U.S. holding company entity, Citadel Pacific Telecom Holdings, LLC ("CPTH") domiciled in the U.S. territory Guam, for another U.S. holding company entity, Prospector Pacific Investments Inc. ("PPII") domiciled in the CNMI.

The Licensees are directly or indirectly 100 percent owned and controlled by U.S.-domiciled Pacific Telecom Inc. ("PTI"). Prior to the reorganization, PTI was owned by Prospector Pacific Investments Inc. ("PPII") (85 percent) and SK Telecom ("SK") (15 percent). PPII was owned 100 percent by Citadel Pacific Ltd. ("CPL"). CPL is owned by three individuals or entities. Filipino citizen Ricardo C. Delgado owns and controls a majority share (58.1 percent) of CPL. His son, Filipino citizen Jose Ricardo Delgado, owns 39 percent of CPL, while Canadian-domiciled Classroom Investments Inc. ("CII," owned 100 percent by Canadian-domiciled Ontario Teachers' Pension Plan) owns less than 10 percent.

Under the restructuring, PPII merged into PTI, such that PPII no longer exists as a separate entity. CPTH was inserted into the ownership chain and now owns 100 percent of the shares of PTI. CPTH is owned 85 percent by CPL and 15 percent by SK. In short, CPTH essentially replaced PPII in the ownership chain of PTI; and the indirect SK interest in the Licensees is now maintained at the CPTH level rather than at the PTI level. Because ultimate control of the Licensees and their international Section 214 authorizations remains with Ricardo C. Delgado, the transfer of control was *pro forma* in nature.[3] This restructuring, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party.

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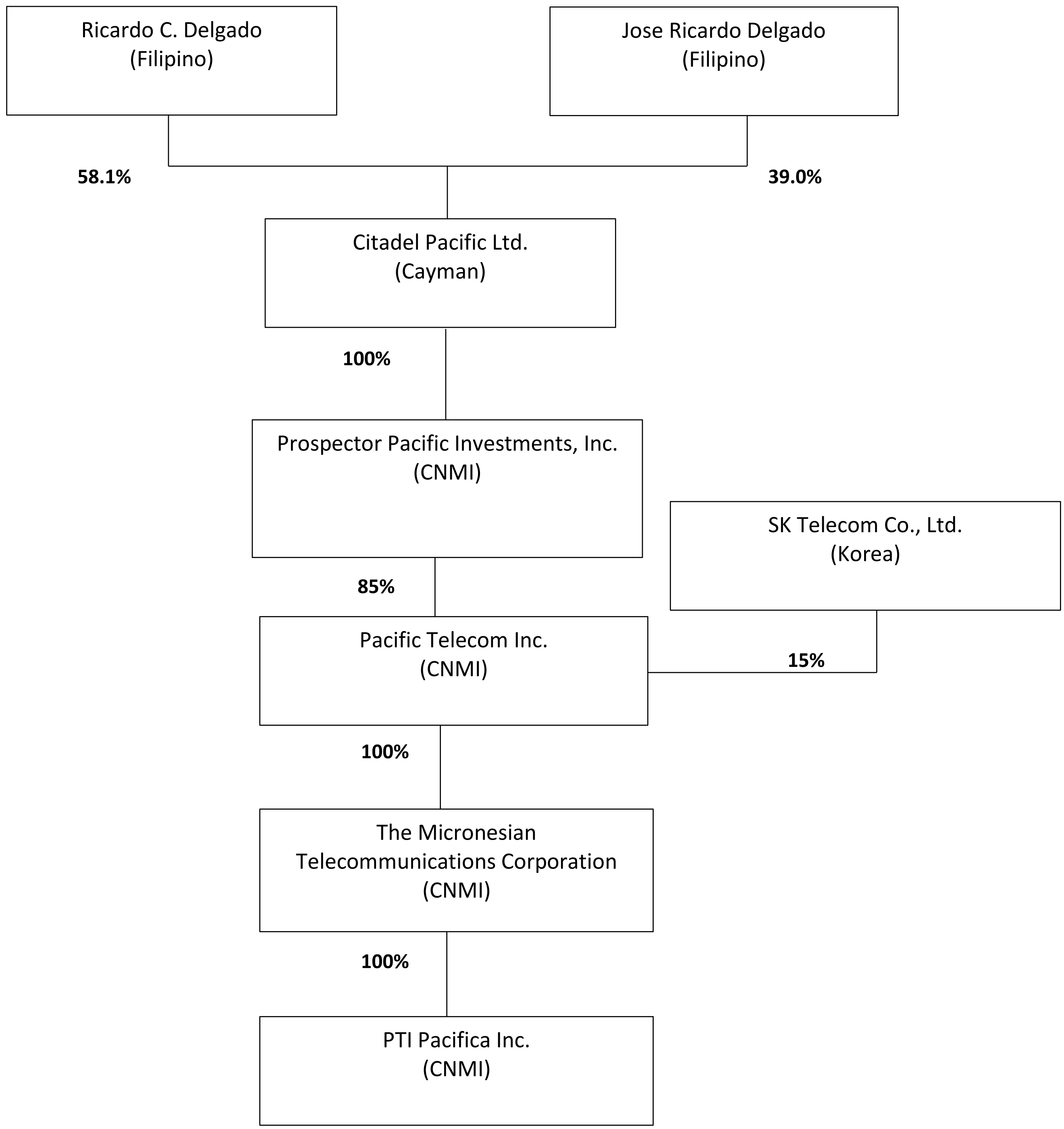
[3] *Communications Bar Ass'n's Petition for Forbearance from Section 310(d) of the Communications Act*, Memorandum Opinion and Order, 13 FCC Rcd. 6293 ¶ 42 (1998) (concluding that a "corporate reorganization which involves no substantial change in the beneficial ownership of the corporation" is *pro forma* in nature); *see also 1998 Biennial Review – Review of International Common Carrier Regulations*, Report and Order, 14 FCC Rcd 4909 ¶ 42 (1999) (finding that "[r]egulatory review of [*pro forma*] transactions yields no significant public interest benefits, but may delay or hinder transactions that could provide substantial financial, operational, or administrative benefits for carriers").

Pre-Reorganization PTI Pacifica Inc. Ownership Structure



Post-Reorganization PTI Pacifica Inc. Ownership Structure