Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of	)	
	)	
PTI Pacifica Inc.	)	File No. SCL-__________________
	)	
Notification of *Pro Forma* Transfer of Control of the MTC Interisland Cable System	)))	

NOTIFICATION OF *PRO FORMA* TRANSFER OF CONTROL OF THE MTC INTERISLAND CABLE SYSTEM

Pursuant to an Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34-39, and Section 1.767 of the Commission's rules, 47 C.F.R. § 1.767, PTI Pacifica Inc. dba as IT&E ("PTI Pacifica" or "Licensee"), hereby notifies the Federal Communications Commission ("Commission" or "FCC") of the *pro forma* transfer control of the MTC Interisland Cable System ("MICS") (File No. SCL-LIC-20211013-00048) in connection with an internal reorganization that was effective May 1, 2023.[1] As discussed below, the reorganization substituted one U.S. holding company entity for another U.S. holding company entity in the ownership chain above the Licensee.

Because the Licensee and the MICS remains ultimately owned and controlled by the same individual post-reorganization, the transfer of control was *pro forma*. Additionally, no new foreign ownership of the Licensee is introduced as a result of the reorganization.[2]

---

[1] This cable system qualifies for the Commission's post-closing notification procedures. *See Review of Commission Consideration of Applications Under Cable Landing License Act*, Memorandum Opinion and Order, 16 FCC Rcd 22167, 22199 ¶ 61 (2001) ("*SCL Order*").

[2] The transaction comports with the Letter of Agreement that PTI Pacifica executed on June 10, 2022, as part of the recent renewal of the MICS. *See* Letter from Steven Carrara, PTI Pacifica Inc., to the Under Secretary for Strategy, Policy, and Plans, U.S. Department of Homeland Security, and the Office of

I. DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

The MICS is 100 percent owned and controlled by PTI Pacifica, the sole licensee of the cable system. It is a non-common carrier fiber-optic submarine cable system that connects three islands of the U.S. Commonwealth of the Northern Mariana Islands ("CNMI") – Saipan, Tinian, and Rota – with each other and to the U.S. territory Guam. A current and complete description of the MICS is set forth in the recent renewal of the cable system license by the Commission.[3]

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

The Licensee is directly 100 percent owned and controlled by The Micronesian Telecommunications Corporation ("MTC"), a U.S. corporation domiciled in the CNMI. MTC, in turn, is directly 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 directly 100 percent owned and controlled 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 a minority share (39 percent) of CPL.

Foreign Investment Review, U.S. Department of Defense, File No. SCL-LIC-20211013-00048 (June 10, 2022).

[3] *See Actions Taken Under Cable Landing License Act*, DA No. 22-762, Report No. SCL-00384 (rel. July 15, 2022) (renewing the MICS for an additional 25-year term).

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 Licensee is now maintained at the CPTH level rather than at the PTI level.[4]

Because the internal restructuring did not change the ultimate control of the Licensee or the MICS – which remains with Ricardo C. Delgado – the transaction was *pro forma*.[5] The Commission has stated that, in situations "where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest."[6]

II. INFORMATION REQUIRED BY SECTION 1.767 OF THE FCC'S RULES

The following information is provided in accordance with Section 1.767(a) of the Commission's Rules, 47 C.F.R. § 1.767(a):

Section 1.767(a)(1): Name, Address and Telephone Number of Licensee, Transferor, and Transferee

Licensee/Applicant: PTI Pacifica Inc.
P.O. Box 500306 CK

---

[4] Minor fluctuations in the interests held by the shareholders of CPL occurred prior to the internal reorganization; these fluctuations did not affect control of PTI Pacifica. Specifically, the interests of Ricardo C. Delgado and Jose Ricardo Delgado increased slightly while the interests held by Classroom Investments Inc., a Canadian company wholly owned by the Ontario Teachers' Pension Plan, decreased from 9.76 percent to 2.9 percent.

[5] *Communications Bar Ass'n Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses & Transfers of Control Involving Telecomms. Carriers*, Memorandum Opinion and Order, 13 FCC Rcd. 6293, 6299 ¶ 8 (1998) (concluding that a "corporate reorganization which involves no substantial change in the beneficial ownership of the corporation" is pro forma in nature).

[6] *Id*. at 6295 ¶ 2. *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.").

Tekken Street, Susupe Village
Saipan, MP 96950[7]
Phone: 670-682-0744
FRN 0004339933

Transferor: Prospector Pacific Investments Inc.
P.O. Box 500306 CK
Tekken Street, Susupe Village
Saipan, MP 96950
Phone: 670-682-0744
FRN 0021523808

Transferee: Citadel Pacific Telecom Holdings, LLC
122 W. Harmon Industrial Park Rd, Suite 103
Tamuning, Guam 96913
Phone: 670-682-0744
FRN 0032599722

Section 1.767(a)(2): Places of Formation

Licensee PTI Pacifica is a corporation organized under the laws of the CNMI.

Transferor PPII is a corporation organized under the laws of the CNMI.

Transferee CPTH is a limited liability company organized under the laws of Guam.

Section 1.767(a)(3): Correspondence Concerning This Application Should be Sent To:

Steven Carrara
General Counsel
PTI Pacifica Inc.
122 W. Harmon Industrial Park Rd, Suite 103
Tamuning, Guam 96913
Phone: 671-922-4454
Steven.Carrara@itehq.net

Timothy J. Cooney
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
Phone: 202-783-4141
Fax: 202-783-5851
tcooney@wbklaw.com
jkostyu@wbklaw.com

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

Section 1.767(8)(i): Certification and Ownership Information Required by Sections 63.18(h) and (o) of the Commission's Rules

Ownership:

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

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

Interlocking Directorates:

The parties do not have any interlocking directorates with a foreign carrier.

Certification Regarding Denial of Benefits Under the Anti-Drug Abuse Act:

PTI Pacifica certifies that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

Section 1.767(8)(ii): Certification Regarding Foreign Carrier Status and Foreign Affiliation

PTI Pacifica certifies that it is not, nor is it affiliated with, a foreign carrier, including an entity that owns or controls a cable landing station, in any foreign country.

Section 1.767(a)(8)(iii): Certification Regarding Foreign Destination Markets

The MICS is a purely U.S. domestic submarine cable system and does not land in any foreign destination country. Consequently, PTI Pacifica certifies that it does not seek to land and operate a submarine cable connecting to any foreign country, including any foreign country in which: (A) PTI Pacifica is a foreign carrier; (B) PTI Pacifica controls a foreign carrier; (C) there exists any entity that owns more than 25 percent of PTI Pacifica, or controls PTI Pacifica, or controls a foreign carrier in such a country; or (D) a grouping of two or more foreign carriers in such a country (or parties that control foreign carriers in such a country) own, in aggregate, more than 25 percent of PTI Pacifica and are parties to, or beneficiaries of, a contractual relation affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer, and use of capacity on the cable in the U.S.

Section 1.767(a)(8)(iv): Certification Regarding WTO Status and Affiliations with Foreign Carriers Having Market Power in Foreign Destination Market

No response is required because PTI Pacifica did not identify any non-WTO markets in response to Section 1.767(a)(8)(iii) above.

Section 1.767(a)(9): Certification of Compliance with Routine Conditions

PTI Pacifica certifies that it accepts and will abide by the routine conditions set forth in Section 1.767(g) of the Commission's Rules, 47 C.F.R. § 1.767(g).

Certification Required Regarding Prior Pro Forma Transactions

PTI Pacifica certifies that the transfer of control of the MICS was *pro forma* and, together with all previous *pro forma* transactions, did not result in a change in the actual controlling party of the MICS (which continues to be controlled by Ricardo C. Delgado).

Respectfully submitted,

/s/ Steven Carrara
Steven Carrara
General Counsel
PTI Pacifica Inc.
122 W. Harmon Industrial Park Rd, Suite 103
Tamuning, Guam 96913
Phone: 671-922-4454
Steven.Carrara@itehq.net

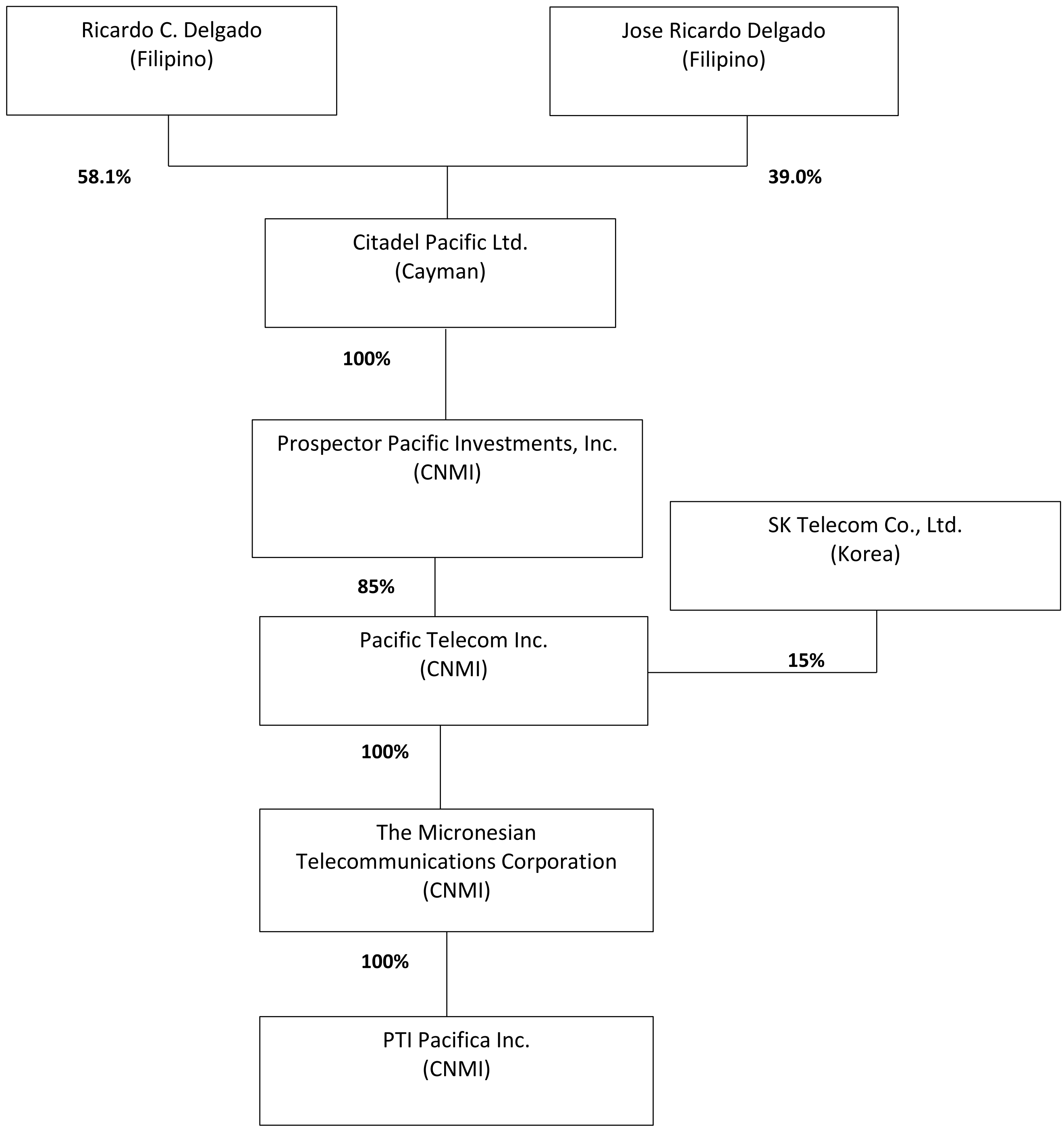
Timothy J. Cooney
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
Phone: 202-783-4141
Fax: 202-783-5851
tcooney@wbklaw.com
jkostyu@wbklaw.com

May 18, 2023

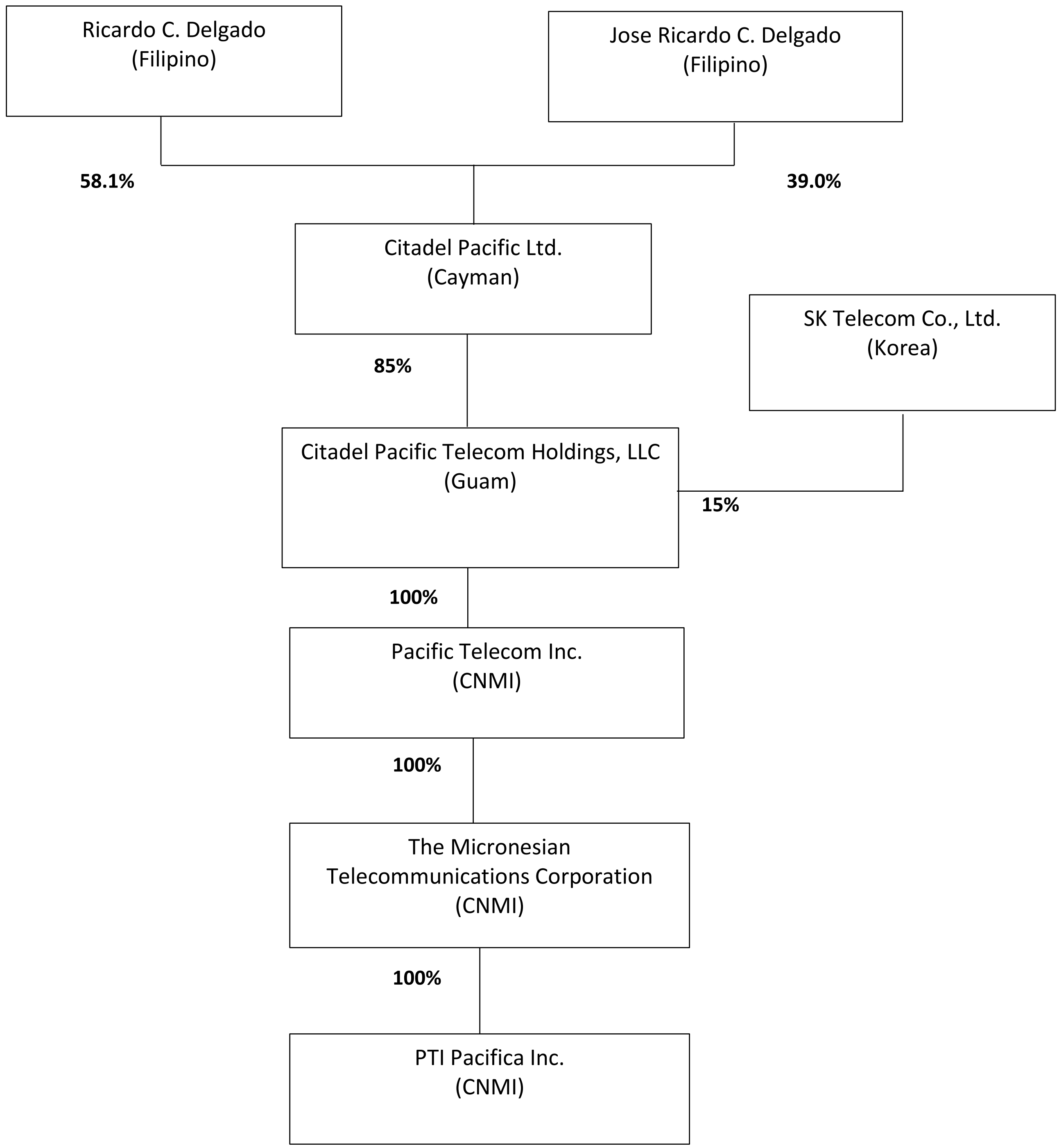
EXHIBIT A

Pre- and Post-Closing Organizational Charts

Pre-Reorganization PTI Pacifica Inc. Ownership Structure



Post-Reorganization PTI Pacifica Inc. Ownership Structure



CERTIFICATION

I, Steven Carrara, hereby declare that I am the General Counsel of PTI Pacifica Inc. (the "Company"); that I am authorized to make this Certification on behalf of the Company; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to the Company, its parents, affiliates and subsidiaries are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: May 18, 2023

s/ Steven Carrara
Steven Carrara
General Counsel
PTI Pacifica Inc.

CERTIFICATE OF SERVICE

I, Jennifer L. Kostyu, hereby certify that consistent with 47 C.F.R. § 1.767(j), that I have caused service of copies of the foregoing Notification of *Pro Forma* Transfer of Control of the MTC Interisland Cable System by U.S. mail first class this 18th day of May 2023, to the following:

U.S. Coordinator, EB/CIP
U.S. Department of State
2201 C Street, NW
Washington, DC 20520-5818

Office of Chief Counsel
NTIA, U.S. Department of Commerce
14th St. and Constitution Ave., NW
Washington, DC 20230

Defense Information Systems Agency
ATTN: GC/DO1
6910 Cooper Avenue
Fort Meade, MD 20755-7088

/s/ *Jennifer L. Kostyu*
Jennifer L. Kostyu
Wilkinson Barker Knauer, LLP
1800 M Street, N.W., Suite 800N
Washington, D.C. 20036
202.783.4141
jkostyu@wbklaw.com