Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of	)	
	)	
Citadel Pacific Ltd.	)	
(Transferor and Transferee)	)	SCL-T/C-20251217-00093
	)	
and	)	
	)	
PTI Pacifica Inc.	)	
(Licensee)	)	
	)	
Application for Consent to Transfer Control	)	
Of the MTC Interisland Submarine Cable	)	

APPLICATION FOR CONSENT TO TRANSFER CONTROL
OF THE MTC INTERISLAND SUBMARINE CABLE SYSTEM (MICS)

Pursuant to the Cable Landing License Act, Executive Order 10,530, and Sections 1.767 and 1.70000 *et seq.* of the Commission's rules,[1] Citadel Pacific Ltd. ("CPL") hereby requests consent from the Commission to transfer control of the cable landing license for the MTC Interisland Cable System ("MICS"),[2] which is held by CPL's indirect licensee subsidiary, PTI Pacifica Inc. ("PTI Pacifica" or "Licensee"). As further discussed below, Ricardo C. Delgado, who holds a majority interest and controls CPL, intends to distribute his ownership interests to his adult children as part of his estate planning, which would result in his son, Jose Ricardo Delgado, acquiring a majority voting interest in and controlling CPL and thus indirectly controlling PTI Pacifica and the MICS. For the reasons described below, granting this application would serve the public interest.

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[1] 47 U.S.C. §§ 34-39; Exec. Ord. No. 10,530, *reprinted as amended* in 3 U.S.C. § 301; 47 C.F.R. §§ 1.767, 1.70000 *et seq*.

[2] File No. SCL-LIC-20211013-00048.

I. DESCRIPTION OF THE PARTIES AND THE MICS

A. Citadel Pacific Ltd.

CPL is a diversified private holding company organized under the laws of the Cayman Islands with operations in the Asia-Pacific region, including the Philippines, Guam, and CNMI (the operations in Guam and CNMI being referred to as the "U.S. Pacific Interests"). Its principal place of business is located at 28th Floor Tower 2, High Street South Corporate Plaza 26th St., BGC, Taguig City, Philippines 1630. As a holding company CPL does not directly provide telecommunications services. Its holdings range from controlling stakes in companies engaged in telecommunications, retail, petroleum and gas distribution, commercial, and industrial property, in-flight catering, and manpower services. CPL holds an 85 percent voting and equity interest in Citadel Pacific Telecom Holdings, LLC ("CPTH"), a limited liability company organized under the laws of Guam, of which the Licensee is a wholly owned indirect subsidiary. Ricardo C. Delgado currently holds an approximate 59 percent voting and equity interest in, and controls, CPL. His son, Jose Ricardo Delgado, currently holds an approximate 41 percent voting and equity interest in CPL.[3]

B. PTI Pacifica

PTI Pacifica is a corporation organized under the laws of the Commonwealth of the Northern Mariana Islands ("CNMI"), with operations in the U.S. territories of the CNMI and Guam. It is a wholly owned indirect subsidiary of CPTH. PTI Pacifica and its direct parent company The Micronesian Telecommunications Corporation ("MTC") do business under the name IT&E and have been serving the communities of Guam and the CNMI for more than 35

[3] A small amount, less than one percent collectively, of the shares of CPL are currently held by several individuals. However, subject to a voting trust, those shares are voted by Ricardo C. Delgado and Jose Ricardo Delgado.

years. Together, they provide local exchange and interexchange telecommunications services, commercial mobile radio service, and high-speed broadband internet access service.

C. The MICS

The MICS, located in the Pacific Ocean approximately 6,300 miles west of Los Angeles, links Saipan, Tinian, and Rota (the three most populated islands of the CNMI) with each other and with the nearby U.S. Territory of Guam. As such, the MICS is a purely U.S. domestic submarine cable system. The populated CNMI islands span approximately 95 miles from the southern tip of Rota to the northern tip of Saipan, and the channel between Rota and the northern tip of Guam is approximately 40 miles wide.

The MICS is a high capacity, fiber optic system approximately 166.3 miles in length and consists of 12 strands (six pairs of fiber) on all segments. The MICS consists of the following three segments:

- Segment 1 connects the Tanguisson, Guam cable landing station to the Sinapalo, Rota cable landing station.
- Segment 2 connects the Sinapalo, Rota cable landing station to the San Jose, Tinian cable landing station.
- Segment 3 connects the San Jose, Tinian cable landing station to the Susupe, Saipan cable landing station.

PTI Pacifica owns 100 percent of the voting and equity interests of the MICS's three segments, as well as 100 percent of the voting and equity interests of the CNMI cable landing points in Saipan, Tinian, and Rota. PTI Pacifica also has exclusive access and control of the MICS's operations in the Tanguisson, Guam cable landing station.[4] Further information regarding the

[4] AT&T Corp. owns the cable landing station in Tanguisson, Guam, but has no ability to significantly affect the operation of the MICS. The Commission previously granted PTI Pacifica a waiver of 47 C.F.R. §1.767(h)(1) such that AT&T need not be a licensee on the MICS. *See infra* n.4.

MICS is provided in the 2022 MICS renewal application, which was approved by the Commission.[5]

II. DESCRIPTION OF THE TRANSACTION

As noted above, Ricardo C. Delgado currently holds an approximate 59 percent voting and equity interest in and controls CPL, and his son Jose Ricardo Delgado holds an approximate 41 percent voting and equity interest. Ricardo C. Delgado intends to distribute his current shares in CPL evenly among his four adult children. As a result, his three daughters would each obtain approximately 15 percent of the shares of CPL. Pursuant to voting agreements, however, Ricardo C. Delgado would vote all shares of CPL held by his daughters and receive any related dividend distributions associated with the shares provided to his daughters. Jose Ricardo Delgado also would receive an additional approximate 15 percent of the shares of CPL. Pursuant to a separate voting agreement, Jose Ricardo Delgado would vote the additional 15 percent of CPL shares with respect to matters associated with the U.S. Pacific Interests, including MTC and PTI Pacifica. Under the voting agreement with his son, Ricardo C. Delgado would vote the shares being transferred to his son with respect to matters not associated with the U.S. Pacific Interests and would receive any dividend distributions related to these shares. Accordingly, Jose Ricardo Delgado would increase his voting interest in CPL to approximately 55 percent (and retain an approximate 41 percent equity interest), thereby acquiring control of CPL and indirectly the Licensee and the MICS. By virtue of the voting agreements, Ricardo C. Delgado would hold a 45 percent voting interest and 59 percent equity interest in CPL.[6] Diagrams of the pre- and post-closing ownership structure of the Licensee are attached hereto as Exhibit A.

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[5] *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).

[6] If and when Ricardo C. Delgado would fall to or below a 50 percent equity interest, any required pro

III. PUBLIC INTEREST STATEMENT

The proposed transaction will serve the public interest. PTI Pacifica and MTC serve a unique area that comprises Guam and the CNMI. Operating in this region involves among other things significant weather events, difficult terrain, and other challenges due to the islands' remote location. The Delgado family has been serving this region for decades, investing heavily in and supporting customers and the community. They believe strongly in providing high quality service and improving network infrastructure to create more growth opportunities for the community.

The transfer of control will ensure that CPL, a privately held company that is currently majority owned and controlled by Ricardo C. Delgado, will remain owned and controlled by the Delgado family. His son, Jose Ricardo Delgado, has served for 20 years and currently serves as Chief Executive Officer of CPL. He is already involved in and intimately familiar with CPL, PTI Pacifica, and the MICS and has the necessary managerial and technical experience to assume responsibility of the companies. Furthermore, along with Jose Ricardo Delgado, the companies will continue to be overseen and directed by their existing management teams, which together have extensive technical, organizational, regulatory, and management experience in operating the MICS and residential and business networks in Guam and the CNMI. The proposed transfer of control will ensure continuity of the operations and management of CPL and PTI Pacifica's and MTC's continued provision of high-quality communications services to customers. This in turn will support and advance the provision of communications and infrastructure in Guam and the CNMI and promote competition in the region.

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forma filings will be submitted.

The proposed transfer of control also will have no adverse impact on any customers and will not alter their service or billing. Indeed, the proposed transfer of control will be transparent to customers, who will continue to receive the same services they currently receive. The transaction will not result in any change of carrier for customers or any assignment of authorizations, and will not result in the discontinuance, reduction, loss, or impairment of service to customers. In addition, the transfer of control will not remove a competitor for communications services from the marketplace.

IV. INFORMATION REQUIRED BY SECTIONS 1.767 OF THE COMMISSION'S RULES

In accordance with Sections 1.767 of the Commission's rules, the following information is provided in support of this Application.

(a) Name, address, and telephone number of the Applicant (47 C.F.R. § 1.767(a)(1)):

Licensee:

PTI Pacifica Inc.
P.O. Box 500306 CK
Tekken St., Susupe Village
Saipan, MP 96950
(670) 682-4483

Transferor and Transferee:

Citadel Pacific Ltd.
c/o Trident Trust Company (Cayman) Ltd.
Fourth Floor One Capital Place, P.O. Box 847
Grand Cayman, KY1-1103
(632) 8284-6007

(b) Jurisdiction of Organizations (47 C.F.R. § 1.767(a)(2)):

PTI Pacifica is a corporation organized under the laws of the CNMI. CPL is a company organized under the laws of the Cayman Islands.

(c) Name, title, post office address, and telephone number of official and any other contact point (47 C.F.R. § 1.767(a)(3)):

Steven Carrara
General Counsel
Pacific Telecom Inc.
122 W. Harmon Industrial Park Rd, Suite 103
Tamuning, Guam 96913
Phone: 671.922.4454
Steven.Carrara@itehq.net

With a copy to:

Timothy J. Cooney
Jennifer L. Kostyu
Gregory R. Gonzalez
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
ggonzalez@wbklaw.com

(d) Post-Consummation Ownership and Interlocking Directorates (47 C.F.R. §§ 1.767(a)(8)(i), 63.18(h)):

Ownership. The individuals and entities listed below will hold a 10 percent or greater direct or indirect equity or voting interest in the Licensee post-closing.

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 Company (Cayman) Ltd. Fourth Floor One Capital Place P.O. Box 847 Grand Cayman, KY1-1103
Citizenship:	Cayman Islands
Principal Business:	Holding Company
Ownership Interest:	85 percent direct equity and voting interest in CPTH

Name:	**Jose Ricardo Delgado**
Address:	28th Floor Tower 2, High Street South Corporate Plaza 26th St. BGC, Taguig City, Philippines 1630
Citizenship:	Philippines
Ownership Interest:	approximately 55 percent direct voting interest and 41 percent direct equity interest in CPL

Name:	**Ricardo C. Delgado**
Address:	28th Floor Tower 2, High Street South Corporate Plaza 26th St., BGC, Taguig City, Philippines 1630
Citizenship:	Philippines
Ownership Interest:	approximately 45 percent direct voting interest and 59 percent direct equity interest in CPL[7]

[7] As further explained above, Ricardo C. Delgado intends to distribute his current shares in CPL evenly among his four adult children. However, pursuant to voting agreements, Ricardo C. Delgado would retain an approximate 45 percent voting and 59 percent equity interest in CPL.

No other individuals or entities will hold a 10 percent or greater direct or indirect equity or voting interest in the Licensee post-closing. Diagrams showing the pre- and post-closing ownership structure of the Licensee are attached as Exhibit A.

Interlocking Directorates. Neither CPL nor the Licensee has interlocking directorates with a foreign carrier.

(e) Anti-Drug Abuse Act Certification (47 C.F.R. §§ 1.767(a)(8)(i), § 63.18(o))

CPL hereby certifies that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(f) Foreign Ownership Standard Questionnaire (47 C.F.R. §§ 1.767(a)(8)(i), § 63.18(p))

Because of the proposed foreign ownership discussed herein, responses to the Standard Questions are being submitted concurrently to the Committee for the Assessment of Foreign Participation in the United States Telecommunications Services Sector ("Committee").

(g) Certifications (47 C.F.R. §§ 1.767(a)(8)(i), § 63.18(q))

CPL certifies it will comply with all applicable Communications Assistance for Law Enforcement Act ("CALEA") requirements and related rules and regulations, including any and all Commission orders and opinions governing the application of CALEA, pursuant to the Communications Assistance for Law Enforcement Act and the Commission's rules and regulations in 47 C.F.R. §§ 1.20000 *et seq*.

CPL certifies to make communications to, from, or within the United States, as well as records thereof, available in a form and location that permits them to be subject to a valid and lawful request or legal process in accordance with U.S. law, including but not limited to: (A) the Wiretap Act, 18 U.S.C. §§ 2510 *et seq*.; (B) the Stored Communications Act, 18 U.S.C. §§ 2701 *et seq*.; (C) the Pen Register and Trap and Trace Statute, 18 U.S.C. §§ 3121 *et seq*.; and (D) other court orders, subpoenas or other legal process.

CPL certifies it will designate a point of contact who is located in the United States and is a U.S. citizen or lawful U.S. permanent resident, for the execution of lawful requests and as an agent for legal service of process. That point of contact is Steven Carrara, 122 W. Harmon Industrial Park Rd, Suite 103,Tamuning, Guam 96913; Phone: 671.922.4454; Steven.Carrara@itehq.net.

CPL certifies it is responsible for the continuing accuracy and completeness of all information it submits, whether at the time of submission of the Application or subsequently in response to either the Commission or the Committee's request, as required in Section 1.65(a) of the Commission's rules, and that it agrees to inform the Commission and the Committee of any substantial and significant changes while an Application is pending. It also certifies, after the Application is no longer pending for purposes of Section 1.65(a) of the rules, it will notify the Commission and the Committee of any changes in the authorization holder or licensee information and/or contact information promptly, and in any event within 30 days.

CPL certifies it understands that if it fails to fulfill any of the conditions and obligations set forth in the certifications set forth herein or in the grant of an application or authorization and/or that if the information provided to the U.S. government is materially false, fictitious, or fraudulent, it may be subject to all remedies available to the U.S. government, including but not limited to revocation and/or termination of the Commission's authorization or license, and criminal and civil penalties, including penalties under 18 U.S.C. § 1001.

(h) Foreign Carrier Status and Affiliates (47 C.F.R. §§ 1.767(a)(8)(ii))

Neither CPL nor the Licensee is a foreign carrier or affiliated with a foreign carrier, including an entity that owns or controls a cable landing station, in any foreign country.

(i) Foreign Destination Markets (47 C.F.R. §§ 1.767(a)(8)(iii))

CPL certifies that it does not seek to land and operate a submarine cable connecting the United States to any country in which: (a) it is a foreign carrier in that country; (b) it controls a foreign carrier in that country; (c) there exists any entity that owns more than 25 percent of CPL, or controls CPL, or controls a foreign carrier in that country; or (d) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of CPL and are parties to, or the beneficiaries of, a contractual relation (*e.g.*, a joint venture or market alliance) affecting the provision or marketing of arrangements for the terms of acquisition, sale, lease, transfer and use of capacity on the cable in the United States.

(j) WTO Status (47 C.F.R. §§ 1.767(a)(8)(iv))

Not applicable.

(k) Routine Conditions (47 C.F.R. § 1.767(a)(9))

CPL certifies it will accept and abide by the routine conditions specified in Section 1.767(g) of the Commission's rules.

(l) Other Information (47 C.F.R. § 1.767(a)(10))

Character Presumptive Disqualifying Condition. CPL certifies that neither it nor the Licensee meets the Commission's presumptively disqualifying conditions set forth in Section 1.70002(c) and of the Commission's rules. Specifically, in the past 20 years, they have not:

(A) materially violated the Cable Landing License Act, 47 U.S.C. §§ 34-39, where the violation, (1) was not remediated with an adjudication involving a consent decree and/or compliance plan; (2) resulted in a loss of Commission license or authorization; or (3) was found by the Commission to be intentional;

(B) committed national security-related violations of the Communications Act or Commission rules as identified in Commission orders, including but not limited to violations of rules concerning the Covered List that the Commission maintains on its website pursuant to the Secure and Trusted Communications Networks Act of 2019, 47 U.S.C. §§ 1601-1609 ("Secure Networks Act");

(C) made materially false statements or engaged in fraudulent conduct concerning national security or the Cable Landing License Act;

(D) been subject to an adjudicated finding of making false statements or engaging in fraudulent conduct concerning national security before another U.S. government agency; or

(E) materially failed to comply with the terms of a cable landing license, including but not limited to a condition requiring compliance with a mitigation agreement with the Executive Branch agencies, including the Committee, where the violation (1) was not remediated with an adjudication involving a consent decree and/or compliance plan; (2) resulted in a loss of Commission license or authorization; or (3) was found by the Commission to be intentional.

Foreign Adversary Presumptive Disqualifying Condition. CPL certifies that neither it nor the Licensee meets the Commission's presumptively disqualifying conditions set forth in Section 1.70004 of the Commission's rules. Specifically:

(A) it is not owned by, controlled by, or subject to the jurisdiction or direction of a foreign adversary, as defined in Section 1.70001(g);

(B) it is not identified on the Covered List that the Commission maintains on its website pursuant to the Secure Networks Act; and

(C) it and its affiliates and subsidiaries have not had any authorization, license, or other Commission approval, whether or not related to the operation of a submarine cable, denied, or revoked and/or terminated on national security and law enforcement grounds.

It also certifies it neither seeks to land a new submarine cable in a foreign adversary country, nor seeks to modify, renew, or extend a cable landing license to add a new landing located in a foreign adversary country, as defined in Section 1.70001(f) of the Commission's rules.

V. CONCLUSION

For the reasons stated above, the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

/s/ Timothy J. Cooney
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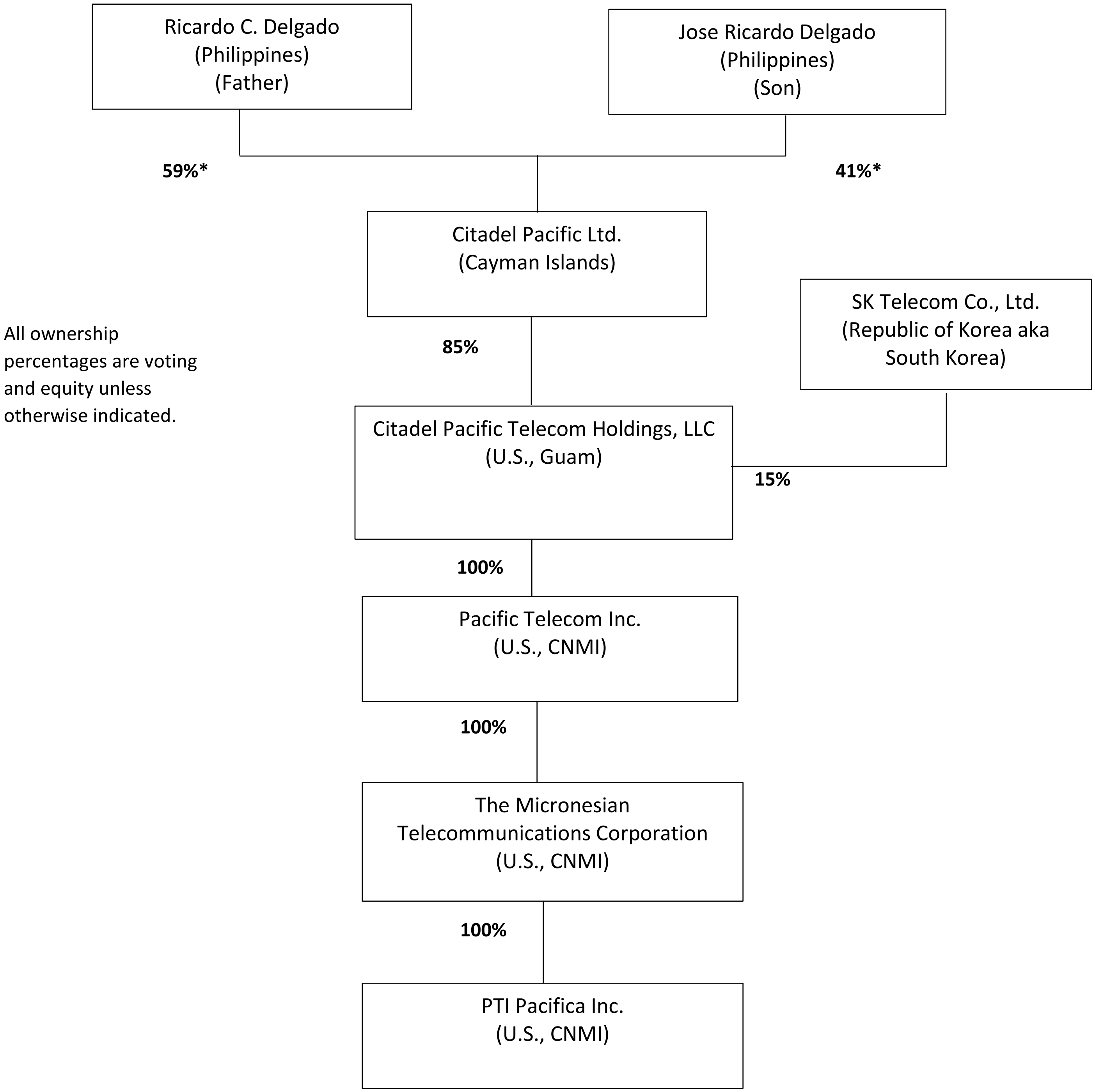
Counsel to PTI Pacifica Inc. and Citadel Pacific Ltd.

May 8, 2026

<u>EXHIBIT A</u>

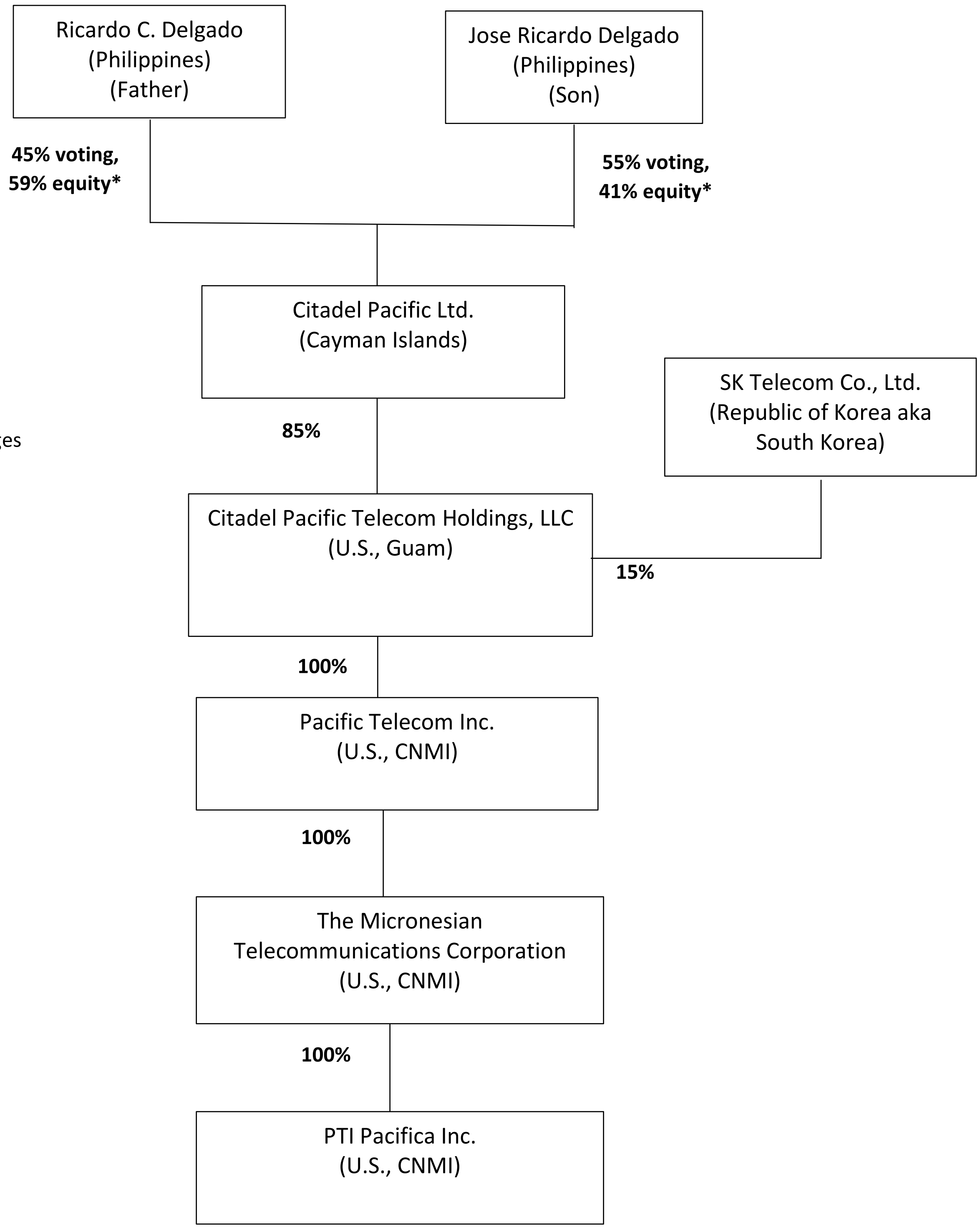
PRE- AND POST-CLOSING ORGANIZATIONAL CHARTS

Pre-Reorganization PTI Pacifica Inc. Ownership Structure



*Ownership percentages rounded to the nearest 1 percent. A small amount, less than 1 percent collectively, of the shares of CPL are currently held by several individuals. However, subject to a voting trust, those shares are voted by Ricardo C. Delgado and Jose Ricardo Delgado.

Post-Reorganization PTI Pacifica Inc. Ownership Structure



All ownership percentages are voting and equity unless otherwise indicated.

*Ownership percentages rounded to the nearest 1 percent. A small amount, less than 1 percent collectively, of the shares of CPL are currently held by several individuals. However, subject to a voting trust, those shares are voted by Ricardo C. Delgado and Jose Ricardo Delgado.

Ricardo C. Delgado is distributing his shares in CPL equally to his four children. Pursuant to voting agreements, however, Ricardo C. Delgado would (1) vote all shares of CPL held by his daughters and (2) receive any related dividend distributions associated with the shares provided to his daughters and to Jose Ricardo Delgado.