

ATN HOLDINGS, INC.

9F Summit One Tower, 530 Shaw Blvd. Mand. City
Tel. No. 717-0523, Fax No. 533-5052

November 16, 2009

JANET A. ENCARNACION
HEAD, DISCLOSURE DEPARTMENT
THE PHILIPPINE STOCK EXCHANGE
PSE Center, Exchange Road
Ortigas Complex, Pasig City

Dear Ms. Encarnacion,

In compliance with PSE's requirement, we are sending you herewith SEC Form 17Q for period ending September 30, 2009.

Very truly yours,


PAUL B. SARIA
Corporate Information Officer

SEC Number 37535
File Number _____

ATN HOLDINGS, INC.

(Company)

**9th Floor, Summit One Tower,
530 Shaw Blvd., Mandaluyong**

(Address)

717-0523/718-3721

(Telephone Number)

March 31

(Fiscal Year Ending)
(month & day)

SEC 17-Q

(Form Type)

Amendment Designation (if applicable)

September 30, 2009

(Period Ended Date)

(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES
REGULATION CODE AND SRC RULE 17 (2) (b) THEREUNDER

1. For the quarterly period ended September 30, 2009
2. Commission identification no. 37535 3.BIR Tax Identification No. 005-056-869
4. ATN Holdings, Inc. (the "Company")
5. Philippines
6. Industry Classification Code:
7. 9th Floor, Summit One Tower, 530 Shaw Blvd., 1550 Mandaluyong City
8. Telephone No. 717-0523/ 718-3721
9. The Company did not change its name, address or fiscal year during the period covered by this report.
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of each Class	Number of shares of common stock outstanding and amount of debt outstanding
Common Stock, P1.00	
Class "A"	370,000,000
Class "B"	80,000,000

11. These securities are not all listed on the Philippine Stock Exchange.
 - (a) The company has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
 - (b) The company has been subject to such filing requirements for the past ninety (90) days.

I. Financial Statements.

ATN HOLDINGS, INC. and Subsidiaries
CONSOLIDATED BALANCE SHEETS

	30-Sep	Audited
	2009	31-Mar
	2009	2009
ASSETS		
Current Assets		
Cash and cash equivalents (Note 4)	P 2,679,182	P 2,329,085
Financial assets		
Fair value through profit or loss	1,234,130	734,970
Available-for-sale	75,364,640	75,364,640
Receivables (Note 6)	4,463,700	3,296,747
Real estate inventories (Note 7)	29,445,000	35,464,000
Other current assets (Note 8)	9,895,426	10,627,266
Total Current Assets	123,082,078	127,816,708
Noncurrent assets		
Receivables from related parties (Note 9)	38,274,648	36,836,131
Investment properties (Note 11)	1,624,779,701	1,615,526,403
Investment in and advances to associates	28,258,142	28,258,142
Property and equipment - net (Note 12)	47,816,751	58,735,783
	1,739,129,242	1,739,356,459
	P 1,862,211,320	P 1,867,173,167
LIABILITIES AND EQUITY		
LIABILITIES		
Current Liabilities		
Accounts payable and accrued expenses	P 1,458,304	P 3,536,599
Income tax payable		-
Bank loans (Note 13)	56,019,210	59,467,250
Deposits (Note 14)	16,412,828	21,726,298
	73,890,342	84,730,147
Noncurrent Liabilities		
Payables to related parties (Note 15)	30,059,258	21,782,929
Deferred tax liabilities	376,791,273	376,777,874
	406,850,531	398,560,803
TOTAL LIABILITIES	480,740,873	483,290,950
EQUITY		
Capital stock	450,000,000	450,000,000
Additional paid -in capital	22,373,956	22,373,956
Unrealized gain on available-for-sale financial assets net of tax	51,641,457	51,641,457
Retained Earnings /(Deficit)	857,455,034	859,866,804
	1,381,470,447	1,383,882,217
	P 1,862,211,320	P 1,867,173,167

See accompanying Notes to Financial Statements.

ATN HOLDINGS, INC. and Subsidiaries
CONSOLIDATED STATEMENT OF INCOME

	Quarter Ending		Six (6) Months Ending	
	30-Sep-09	30-Sep-08	30-Sep-09	30-Sep-08
REVENUE	P3,521,967	P7,367,960	P17,554,151	P18,641,569
DIRECT COSTS (Note 16)	3,605,415	5,832,534	20,148,660	15,716,323
GROSS PROFIT	(83,448)	1,535,426	(2,594,509)	2,925,246
OTHER OPERATING INCOME (EXPENSES)				
Rent	1,987,369	1,358,033	5,788,410	3,393,624
Interest	1,717	119,763	3,882	170,237
Unrealized gain (loss) on financial assets at fair value through profit or loss	499,160	(136,520)	499,160	3,407,939
	2,404,798	2,876,702	3,696,943	9,897,046
OPERATING EXPENSES	2,294,673	6,852,371	6,005,551	11,111,183
INCOME (LOSS) BEFORE INCOME TAX	110,125	(3,975,669)	(2,308,608)	(1,214,137)
Provision for income tax	(155,929)	(104,446)	89,762	(1,390,129)
NET INCOME / (LOSS)	P266,054	(P4,080,115)	(P2,398,370)	(P2,604,266)
EARNINGS PER SHARE			(0.01199)	(0.01302)

See accompanying Notes to Financial Statements.

ATN HOLDINGS, INC. and Subsidiaries
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Six (6) Months Ending	
	Sept. 30, 2009	Sept. 30, 2008
Capital stock		
Balance at beginning of fiscal year	P450,000,000	P200,000,000
Issuance during the fiscal year	-	250,000,000
Balance at end of fiscal year	P450,000,000	P450,000,000
Additional paid-capital	22,373,956	22,373,956
Deposit for Future Subscription		
Balance at beginning of fiscal year	-	220,000,000
Issuance during the fiscal year	-	(220,000,000)
Balance at end of fiscal year	-	-
Unrealized gain on available-for sale financial asset - net of tax		
Balance at beginning of fiscal year	51,641,457	70,216,026
Issuance during the fiscal year	-	-
Balance at end of fiscal year	51,641,457	70,216,026
Retained earnings (deficit)		
Balance at beginning of fiscal year year	859,853,404	802,190,282
Net income (loss) for the period	(2,398,370)	(2,604,266)
Balance at end of the year	857,455,034	799,586,016
	P1,381,470,447	P1,342,175,998

See accompanying Notes to Financial Statements.

ATN HOLDINGS, INC. and Subsidiaries
STATEMENT OF CASH FLOWS

	Quarter Ending		Six (6) Quarter Ending	
	Sept. 30, 2009	Sept 30, 2008	Sept. 30, 2009	Sept 30, 2008
CASH FLOWS FROM OPERATING ACTIVITIES				
Net Income (Loss)	P266,054	(P2,903,710)	(P2,398,370)	(P2,604,266)
Adjustments for:				
Depreciation and amortization	1,089,607	523,221	3,131,903	2,748,370
Interest income	(1,717)	(170,237)	(3,882)	(170,237)
Interest expense	305,639	1,727,541	1,276,932	1,727,541
Operating income before working capital cha	1,659,583	(823,185)	2,006,583	1,701,408
Decrease (increase) in current assets				
Financial assets at fair value through profit or loss	(499,160)	136,520	(499,160)	136,520
Available-for-sale financial assets	-	(303,898)	-	(303,898)
Receivables	(653,120)	459,327	(1,166,954)	297,326
Real estate inventories	-	1,375,834	6,019,000	5,676,667
Other current assets	(444,449)	1,285,906	731,840	1,110,191
Increase (decrease) in current liabilities				
Accounts payable and accrued expenses	(582,295)	(7,400,129)	(2,078,295)	(5,381,727)
Bank loans	(562,213)	8,545,573	(3,448,040)	(1,204,938)
Deposits	425,298	(14,126,568)	(5,313,470)	(11,892,274)
Net cash provided by operating activities	(656,356)	(10,850,620)	(3,748,496)	(9,860,725)
CASH FLOWS FROM INVESTING ACTIVITIES				
Receivables from related parties	-	(14,814,989)	(1,438,517)	(9,511,001)
Investment properties	-	(5,627,575)	(9,253,298)	(5,627,575)
Property and equipment	-	17,518,862	7,787,129	13,966,519
Interest paid	(305,639)	(1,727,541)	(1,276,932)	(1,727,541)
Interest received	1,717	170,237	3,882	170,237
	(303,922)	(4,481,006)	(4,177,736)	(2,729,361)
CASH FLOWS FROM FINANCING ACTIVITIES				
Payable to related party	990,798	(23,485,305)	8,276,329	(17,507,294)
Paid up capital	-	250,000,000	-	250,000,000
Deposit for future subscription	-	(220,000,000)	-	(220,000,000)
	990,798	6,514,695	8,276,329	12,492,706
NET INCREASE/(DECREASE) IN CASH	<u>P30,520</u>	<u>(P8,816,931)</u>	350,097	(97,380)
CASH AT BEGINNING OF PERIOD			2,329,085	9,667,712
CASH AT END OF PERIOD			<u>P2,679,182</u>	<u>P9,570,332</u>

See accompanying Notes to Financial Statements.

ATN HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS FOR FINANCIAL STATEMENT PRESENTATION

The interim financial statements have been prepared in conformity with Philippine Financial Reporting Standards (PFRS).

Name of Subsidiary	Principal Activity	% of Ownership
Palladian Land Development, Inc.	Real property developer	100%
Advanced Home Concept Development Corp.	Real property developer	100%
Managed Care Philippines, Inc.	Healthcare	100%

2. FINANCIAL RISK DISCLOSURE

The Group's principal financial instruments comprise of cash, financial assets, receivables and payables.

The main risks arising from the Group's financial instruments are liquidity risk, credit risk, fair value risk, price risk, market risk, foreign exchange risk and interest rate risk. The Group has no formal risk management program.

Liquidity Risk

The Group manages its liquidity profile to : a) ensure that adequate funding is available at all times; b) meet commitments as they arise without incurring unnecessary costs; c) be able to access funding when needed at the least possible cost, and d) maintain an adequate time spread of financing maturities.

The table below summarizes the maturity profile of the Group's financial liabilities at September 30, 2009 based on contractual undiscounted payments:

	< 1 year	>1 to 5 yrs	Total
Accounts payable and accrued expenses	1,458,304		1,458,304
Bank loans	56,019,210		56,019,210
Deposits	16,412,828		16,412,828
Payables to related parties	4,153,615	25,905,643	30,059,258
	78,043,957	25,905,643	103,949,600

Credit Risk

The Group ensures that contracts are made with counterparties with an appropriate credit history.

The table below shows the maximum exposure to credit risk for the components of the balance sheet as of September 30, 2009.

Balance sheet items	
Cash and cash equivalent	2,679,182
Financial assets at fair value through profit and loss	1,234,130
Available-for-sale financial assets	75,364,640
Receivables	4,463,700
Receivables from related parties	38,274,648
	122,016,300

The table below shows the credit quality of the Group's financial assets as of September 30, 2009.

	Neither past due nor impaired	Past due but not impaired	Total
Cash and cash equivalent	2,679,182	-	2,679,182
Financial assets at fair value through profit or loss	1,234,130	-	1,234,130
Accounts receivables	-	4,463,700	4,463,700
Receivables from related parties	-	38,274,648	38,274,648
Available-for-sale financial assets	75,364,640	-	75,364,640
	79,277,952	42,738,348	122,016,300

	Past Due But Not Impaired		
	<30 days	30-90 days	>90 days
Accounts receivables	4,463,700	-	-
Receivables from related parties	-	38,274,648	-
	4,463,700	38,274,648	-

Fair Value Risk

Third-party receivables and payables are interest-free and have settlement dates within one year.

Price Risk

The Group is exposed to property price and property rentals risk.

Market Risk

The Group is exposed to market risk with respect to financial instruments it holds in equity securities.

Foreign Exchange Risk

The Group is exposed to foreign exchange risk arising from currency exposures primarily with respect to the Yen loans. Foreign exchange risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Group's functional currency. Significant fluctuation in the exchange rates could significantly affect the Group's financial position.

The choice of foreign currency liabilities has positive impact in terms of lower interest charges. Based on experience, the bank interest charges turned out to be more advantageous against the effect of currency fluctuation.

The carrying amounts of the Group's foreign currency denominated monetary liabilities at the reporting date is as follows:

Yen loans	56,019,210
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The above table details the Group's sensitivity to a 10% increase and decrease in the functional currency of the Group against the relevant foreign foreign currencies. The sensitivity rate used in reporting foreign currency risk is 10% and it represents management's assessment of the reasonably possible change in foreign

exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end in foreign currency rates. The sensitivity analysis includes all of the Group's foreign currency denominated liabilities. A positive number below indicates an increase in net income when the functional currency of the Group strengthens at 10% against the relevant currency. For a 10% weakening of the functional currency of the Group against the relevant currency, there would be an equal and opposite impact on the net income and the balances below would be negative.

Loans payable	5,601,921
Effect on net income	(5,601,921)

Interest rate risk

The primary source of the Group's interest rate risk relates to debt instruments. The interest rates on this liability are disclosed in Note 13.

An estimate of 50 basis points increase or decrease is used in reporting interest rate changes on fair value of loans and represents management's assessment of the reasonably possible change in interest rates.

The effect on net income as of September 30, 2009 is increase or decrease by P5.6 million.

3. SEGMENT INFORMATION

The industry segments where the Group operates are Real estate development and Healthcare management.

Presented below is the segment information in the consolidated financial statements as of September 30, 2009.

	Real estate	Healthcare	Corporate and Others	Total
Segment revenue	13,765,551	9,416,026	160,714	23,342,291
Intersegment revenue	568,689		160,714	729,403
Net	13,196,862	9,416,026	-	22,612,888
Segment result	210,492	(2,191,240)	(417,622)	(2,398,370)
Segment assets	1,569,562,768	55,549,164	492,361,572	2,117,473,504
Segment liabilities	469,837,669	38,442,674	634,339	508,914,682
Other Information				-
Depreciation	401,584	2,654,561	37,744	3,093,889
Non-cash expenses other than depreciation	-	-	-	-
Capital expenditures	-	-	-	-

4. CASH AND CASH EQUIVALENT

	30-Sep-09	31-Mar-09
Cash on hand and in bank	2,679,182	2,329,085

Cash in banks earn interest at the prevailing bank deposit rates.

5. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

	30-Sep-09	31-Mar-09
Balance at beginning of year	734,970	734,970
Unrealized gain (loss) on financial assets at fair value through profit or loss (FVTPL)	499,160	-
	1,234,130	734,970

6. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	30-Sep-09	31-Mar-09
Balance at beginning of year	75,364,640	75,364,640
Changes in fair value	-	-
	75,364,640	75,364,640

7. ACCOUNTS RECEIVABLES

		Current	1-60 days
Trade			
Real estate	1,554,108		1,554,108
Medical and healthcare related services	2,909,592	956,900	1,952,692
	4,463,700	956,900	3,506,800

No allowance for doubtful accounts was provided as all of the accounts are fully collectible.

8. REAL ESTATE INVENTORIES

	30-Sep-09	31-Mar-09
Beginning balance	35,464,000	41,137,667
Additions during the year	-	-
Less: Sold	(6,019,000)	(5,673,667)
	29,445,000	35,464,000

Portion of these inventories is mortgaged to secure the Company's bank loans.

9. OTHER CURRENT ASSETS

	30-Sep-09	31-Mar-09
Input Tax	8,589,154	9,719,915
Prepaid expenses	649,972	251,051
Rental deposit	656,300	656,300
	9,895,426	10,627,266

10. RECEIVABLES FROM RELATED PARTIES

	30-Jun-09	31-Mar-09
Unipage Management Inc.	17,587,722	17,587,722
TBGI	20,686,926	19,248,409
	<u>38,274,648</u>	<u>36,836,131</u>

No allowance for doubtful accounts was provided as management believes that all of the accounts are fully collectible. These receivables are interest-free.

11. INVESTMENT PROPERTIES

	30-Jun-09	31-Mar-09
The breakdown of properties is shown below:		
Cost:		
Balance at beginning of year	360,857,823	355,230,248
Additions resulting from subsequent expenditures	9,253,298	5,627,575
	<u>370,111,121</u>	<u>360,857,823</u>
Unrealized gain on fair value adjustment of investment properties:		
Balance at beginning of year	1,254,668,580	1,254,668,580
	<u>1,624,779,701</u>	<u>1,615,526,403</u>

12. INVESTMENT IN AND ADVANCES TO ASSOCIATES

The breakdown of this account follows:

Acquisition cost:

Mariestad Mining Corp. (MMC)	7,000,000
Ambulatory Health Care Institute, Inc. (AHCII)	10,204,200
	<u>17,204,200</u>
Accumulated equity in net earnings	
Balance at beginning of year	888,642
Equity in net earnings during the year	-
	<u>888,642</u>
	18,092,842
Allowance for impairment in AHCII	1,590,700
	<u>16,502,142</u>
Advances to MMC and Sierra Madre Consolidated Mines (SMCM)	11,756,000
	<u>28,258,142</u>

13. PROPERTY AND EQUIPMENT

	1-Apr-09 Balance	Transfer/ Disposals	30-Sep-09 Balance
Cost:			
Medical equipment & fixtures	29,465,106		29,465,106
Office furniture & fixtures	8,158,855		8,158,855
Leasehold improvements	19,792,673	(7,787,127)	12,005,546
Portal/Website development	15,000,000		15,000,000
Transportation equipment	995,536		995,536
	73,412,170	(7,787,127)	65,625,043
Accumulated depreciation:			
Medical equipment & fixtures	5,262,943	1,545,033	6,807,976
Office furniture & fixtures	4,008,619	238,321	4,246,940
Leasehold improvements	3,490,019	578,311	4,068,330
Portal/Website development	1,500,000	637,500	2,137,500
Transportation equipment	414,806	132,738	547,544
	14,676,387	3,131,903	17,808,290
Net book value	58,735,783	(10,919,030)	47,816,753

14. BANK LOANS

Bank loans consist of various loans represented by promissory notes. Interest on the loan as at balance sheet date ranges from 3% to 8% per annum. These loans are collateralized by a mortgage on certain investments in real properties.

15. DEPOSITS

This principally consists of reservation fees from customers pending full payment of amounts as required in the "Contract to Sell".

16. PAYABLE TO RELATED PARTIES

	30-Sep-09	31-Mar-09
Transpacific Broadband Group Int'l., Inc.	1,863,252	-
Stockholder	28,196,006	21,782,929
	30,059,258	21,782,929

This consist of advances from related party with no interest to augment working capital.

17. DIRECT COSTS

	30-Sep-09	30-Sep-08
Cost of land	6,019,000	5,676,667
Salaries, wages and benefits	4,236,642	2,331,696
Depreciation	2,654,561	2,721,516
Utilities and communication	2,421,334	1,007,355
Rent	2,253,150	1,681,066
Professional fees	817,539	1,121,379
Real estate and other taxes	817,886	-
Medical supplies	905,464	1,160,305
Miscellaneous	23,084	16,339
	<u>20,148,660</u>	<u>15,716,323</u>

18. OPERATING EXPENSES

	30-Sep-09	30-Sep-08
Interest and bank charges	1,276,932	1,727,541
Professional fees	861,000	429,000
Taxes, licenses and permits	482,660	4,517,689
Depreciation and amortization	477,342	26,854
Representation and entertainment	457,391	842,419
Repairs and maintenance	392,082	373,482
Transportation and travel	373,758	345,017
Office supplies	297,982	213,288
Association dues and utilities	224,788	948,871
Salaries wages and other benefits	215,316	189,593
Communication and utilities	194,975	974,843
Security services	127,964	128,571
Insurance	39,723	180,556
Marketing	15,338	55,443
Miscellaneous	568,299	158,016
	<u>6,005,550</u>	<u>11,111,183</u>

Item 2. Management's Discussion and Analysis of Operation

(B) Interim Periods

Corporate revenues are segmented as follows:

Revenue from Real Estate Business	Php	11,858,809
Revenue from Health Care Business	Php	5,894,069

The company and its three majority-owned subsidiaries use current ratio and debt to equity ratio to measure liquidity, and gross profit margin and net income to sales ratio as key performance indicators. Current ratio is calculated using current accounts cash, marketable securities, receivables, accounts payable, income tax payable and other liabilities maturing in one year. Debt to equity ratio is derived from division of total debt by total amount of stockholders' equity. Profit margin is computed based on ratio of income from operation (before financing charges and other income/loss) to total revenues.

The company uses past year performance as basis for expected results in current year. With the bulk of its business in real estate, the company has no productivity program. It adopts a prudent policy of matching expenditures with revenues to keep current accounts position in balance.

The following table shows the financial indicators during the interim period and comparable period in the past year. Net profit on consolidated basis came from positive margins realized from real estate business units.

	ATN Holdings		Palladian Land		Advanced Home		Managed Care	
	2009	2008	2009	2008	2009	2008	2009	2008
Current Ratio	267	33.89	0.35	0.41	2	1.98	(176)	35.85
Debt to Equity Ratio	0.00	0.00	0.52	0.61	-21.46	-8.17	0	-0.12
Gross Profit Margin	-63%	45%	-14%	22%	13%	41%	-18%	-0.90%
Net Income to Sales Ratio	-63%	45%	-4%	0.50%	0.04%	2%	128%	1.51%
Net Income (Loss) in Pesos	-P417,622	P1.691M	P364,171	P237,197	P39,128	P40,572	-P2,191,240	P1,190,988

On a consolidated basis, ATN accounts that changed by more than 5% compared to quarter ending September 30, 2009 financial statements are as follows:

1. Cash and cash equivalents increased to Php2.6 million from Php2.3 million (14%) due to increase in collection.
2. Accounts receivables increased to Php3.8 million from Php3.3 million (16%) due to increase in sales.
3. Real estate inventories decreased from Php35. million to P29 million (-17%) due to sales.
4. Other current assets decreased from Php11 million to Php9 million (11%) due to decrease in Input VAT.
5. Accounts payable decreased from Php3.5 million to Php1.4 million (-58%) due to payment of payables.
6. Bank loans decreased from Php59 million to Php56 million (-5%) due to payments of loans.
7. Deposits decreased from Php22 million to Php16 million (-26%). This principally consists of reservation fees from customers pending full payment of amounts as required in the "Contract to Sell".
8. Payable to related parties increased from Php22 million to Php29 million (33%). These advances made are without interest to augment working capital requirements.
9. Decrease in gross profit to Php3.7 million as of September 30, 2009 from Php9.8 million due to increase in direct cost on healthcare services compared as of September 30, 2008
10. Operating expenses decreased to Php6 million compared to Php11 (-45%) due to the following:
 - a. Decrease in interest and bank charges by Php450 thousand (-26%) due to decrease in bank loan.
 - b. Increase in professional fees by Php432 thousand (101%) due to consultation made.
 - c. Decrease in taxes, licenses and permits by Php4 million (59%) due to non recurring expenses.
 - d. Increase in depreciation and amortization by Php450 thousand 211% due to adjustments in property and equipment.
 - e. Decrease in representation and entertainment by Php385 thousand (-46%) due lesser accommodation expenses.
 - f. Increase in repairs and maintenance by Php18 thousand (5%) due increase maintenance cost.
 - g. Increase transportation and travel expenses by Php28 thousand (8%) due to messenger errands.
 - h. Increase in office supplies by Php84 thousand (40%) due to increase in usage.
 - i. Decrease in association and utilities by Php724 (-76%) due to re classification to direct cost.
 - j. Increase in salaries and wages by Php25 thousand (14%) due to increase in the number of administrative personnel.
 - k. Decrease in communication and utilities by Php446 (-80%) due to re classification to direct cost.
 - l. Decrease in insurance expense by Php140 thousand (-78%) due to reclassification from direct cost.

Corporate Development

In line with corporate thrust to improve asset utilization, ATN established a surgical center of Managed Care in Summit One Tower to replace the mall-based Clinica Manila that has been entangled in ownership issue. The surgical center has been operating since June 2006 and new pieces of equipment have yet to be acquired to enable it to render medical services not only to HMO patients and beauty enhancement services but also to expand the variety of its product lines, principally involving plastic surgery, dental and ophthalmologic services, and minor orthopedic services. The surgical center consists of 14 surgery rooms, 16 consultation rooms and patient recovery cubicles.

Based on the experience in the mall-based clinic, which had only 2 surgery rooms, the surgical center should be able to generate revenues for ATN of more than five times the rental rates in the real estate industry. This revenue expectation will further improve dramatically when the surgical center is able to attain its long-term objective of becoming the leader in medical and beauty enhancement tourism in the Philippines.

Medical tourism industry participants estimate that there is a global backlog in the supply of services worth US\$ 20 billion. Countries competing for this market include India, Singapore, Malaysia, Thailand, Hong Kong Saudi Arabia, Russia, and the Philippines. The Philippines has a competitive advantage against its Asian neighbors in the compassionate care and communicating skills of nurses and caregivers.

The medical and beauty enhancement tourism market in the Philippines in the next five years is very large given that the country can be considered as the only English speaking destination in Asia where clients from developed countries, mainly the USA, can get more value for their money. Given that medical costs in the USA are 6 to 8 times more expensive than their Asian counterparts, ATN expects the US aging baby boomers (and other patients with constrained budgets) to eventually come to get medical attention in the Philippines, especially when long-term medical rehabilitation becomes necessary for the 65 to 75-age bracket.

With the company's sound financial condition, ATN can ride the global mass-market trend in healthcare, TV satellite and digital data services investments. Hence there is no foreseeable event, which may have a material impact on its short-term liquidity, and no seasonal aspect had material effect on the financial condition of the Company's operation.

Improvements of real estate assets will be funded by borrowings and augmented by internally generated funds. To the best knowledge of Management there are no unusual or non-recurrent accounts that adversely affect the financial condition of the company.

The company expects to continue its focus on its existing principal activities and actively pursue opportunities for investment in the healthcare and technology sectors in the Philippines.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Company : **ATN HOLDINGS. INC.**

Signature and Title :


PAUL B. SARIA
Principal Financial Officer


CELINIA FAELMOCA
Principal Accounting Officer

Date :

November 14, 2009

November 14, 2009