

SEC Number 37535
File Number _____

ATN HOLDINGS, INC.

(Company)

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

(Address)

717-0523

(Telephone Number)

March 31

(Fiscal Year Ending)
(month & day)

SEC – 17 C
Certification on Compliance with Manual on Corporate Governance

(Form Type)

Amendment Designation (if applicable)

December 31, 2012

(Period Ended Date)

(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE (SRC)
AND SRC RULE 17(B)(3) THEREUNDER

1. **December 27, 2012**

Date of Report (Date of earliest event reported)

2. SEC Identification Number 37535 3. BIR Tax Identification No. 005-056-869

4. **ATN HOLDINGS, INC.**

Exact name of registrant as specified in its charter

5. **Philippines**

Province, country or other jurisdiction of
incorporation

6.

(SEC use only)
Industry Classification Code:

7. **9th Floor Summit One Tower
530 Shaw Boulevard, Mandaluyong City**

Address of principal office

Postal Code

8. **(632) - 717-0523**

Registrant's telephone number, including area code

9. **n/a**

Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class	Number of Shares Subscribed and Outstanding	Amount
Common "A"	370,000,000	P370,000,000
Common "B"	80,000,000	80,000,000
Total	450,000,000	P450,000,000

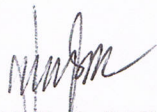
ATN HOLDINGS, INC.

9F Summit One Tower, 530 Shaw Blvd. Mandaluyong City

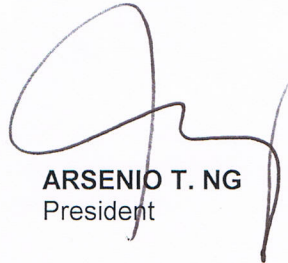
CERTIFICATION ON COMPLIANCE WITH MANUAL ON CORPORATE GOVERNANCE

I, PAUL B. SARIA, of legal age, Filipino, married and with office address at 9F Summit One Tower, 530 Shaw Blvd. Mandaluyong City, being the Corporate Information Officer and Compliance Officer of ATN Holdings, Inc. pursuant to the provisions of the Corporate Governance Manual of ATN Holdings, Inc. hereby certify that:

1. I have closely monitored the efforts of ATN Holdings, Inc to comply with SEC Memorandum Circular No. 2 dated April 5, 2002, as well as all relevant Circulars on Corporate Governance;
2. ATN Holdings, Inc., its directors, officers and employees have complied with all the requirements, practices and principles on good corporate governance as embodied in the Manual.
3. ATN Holdings, Inc. also complied with the appropriate performance self rating assessment and performance evaluation system to determine and measure compliance with the Manual;
4. ATN Holdings Inc. did not in any way deviate from the Manual on Corporate Governance.



PAUL B. SARIA
Compliance Officer/
Asst. Corporate Secretary



ARSENIO T. NG
President

ACKNOWLEDGEMENT

DEC 28 2012

SUBSCRIBED AND SWORN to before me this _____, affiant exhibit to me his Drivers License No. N04-93264992 and expires on 15 December 2013.

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC

NOTARIAL COMMISSION NO. 066
COMMISSION EXPIRES DEC. 31, 2012
PTR NO. 6610756, 1/03/2012, Q.C.
IBP NO. 823224 DEC. 2, 2011, Q.C.
ROLL OF ATTORNEY NO. 25103

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