

COVER SHEET

0 0 0 0 0 3 7 5 3 5
S.E.C. Registration Number

A T N H O L D I N G S , I N C .
(Company's Full Name)

9 t h F o o r S u m m i t 1 T o w e r , 5 3 0 S h a w
B o u l e v a r d , M a n d a l u y o n g C i t y
(Business Address: No. Street City/Town/Province)

Paul B. Saria
Contact Person

7170523
Company Telephone Number

0 3 3 1
Month Day
Fiscal Year

SEC FORM 17-C
FORM TYPE

November 09
Month Day
Annual Meeting

LISTED
Secondary License Type, If Applicable

Dep. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

LCU

Cashier

STAMPS

Remarks: pls. use black ink for scanning purposes.

SEC Number 37535
File Number

ATN HOLDINGS, INC.

(Company)

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

(Address)

533-4052 / 717-0523 / 718-3720

(Telephone Number)

March 31

(Fiscal Year Ending)
(Month & day)

**SEC Form 17-C
*Disposition of Asset***

(Form Type)

Amendment Designation (if applicable)

(Period Ended Date)

(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE REVISED SECURITIES ACT (RSA)
AND RSA RULE 17.2 (c) THEREUNDER

1. **July 4, 2018**

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**

1550

Address of principal office

Postal Code

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

Registrant's telephone number, including area code

9.

Former name or former address, if changed since last 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 A

3,700,000,000

P370,000,000.00

Common B

800,000,000

P 80,000,000.00

11. Indicate the item numbers reported herein:

1: Disposition of Asset

1. ATN DISPOSITION OF ASSETS

a. Geological Evaluation and Exploration Resource Estimates for ATN Holdings

The Chairman informed the Board of several infrastructure projects that demands the Corporations' rock asset inventory and stockpile. Under a recent rapid geological assessment conducted for the Corporations' property located at Brgy. Macabud, Rodriguez, Rizal, rock resource from elevation 200m to 100m ASL, have yielded a combined volume of 151 Million cum (377 Million Tons), **making PSE listed Company ATN Holdings as the single biggest hi-quality rock supplier in Mega Manila**, to wit:

Rock Type	Volume (m3)	Metric Tons	Commodity Target
Andesite	41,786,500	104,466,250	Aggregates
Basalt	109,213,000	273,032,500	Rock Armor
Total	150,999,500	377,498,750	

Note: Estimated Resource Assessment has not been reflected in the ATN asset base of Php 2.7 Billion, ending March 31, 2017.

b. Briefer on Supply of Armor Rock in Mega Manila

Industry leaders estimate concrete aggregates production in Mega Manila is at 24MTons per year. Holcim-Lafarge is the largest producer of concrete aggregates in Mega Manila, producing 4 Mtons per year. The 20MTons balance is shared by numerous Mega Manila quarry operators including but not limited to Hardrock, Millex, Tokwing, Phoenix, Montalban Aggregates, Solid & Rapid City et. al.

Cement industry sources believe that there will be a supply cliff of 10 Mtons supply reduction in rock aggregates produced by 30 crusher plant in Metro Manila (5 big and 25 small producers) starting 2020, due to depletion of deposits of sources in Antipolo and Rodriguez, Rizal after 25 years of operation. This supply cliff forces contractors and pre-mix concrete producers to bring replacements from provinces around 150 km away.

The present equilibrium point of 24 Mtons of demand and supply of rock aggregates will soon be disrupted, or reach challenging level when the infrastructure and reclamation projects take off in 2019 and no additional supply is made available on time. Closure of two quarries due to deposit depletion will take away 6 Mtons from total supply in Mega Manila.

The scarcity of rock aggregate supply in Metro Manila where big-ticket infrastructure projects worth Php 1.3 Trillion are constructed by government and another Php 2.0 Trillion by private entities, contractor and cement manufacturers are forced to pay price premium on supply. The premium for rock aggregates will have to compensate for (a) transport fuel, (b) capital cost of hauling equipment, and (c) short delivery cycle times to ensure continuous pouring of concrete.

Land reclamation projects in Manila Bay (**42 kilometers from ATN project site**) require very large volumes of armor rock. Big ticket reclamation projects include the 600-hectare project of SM Investments, and 400-hectare project in Baseco area of Manila. These two projects require 68 Million tons of armor rock. Armor rock is semi-processed material produced after blasting of rock deposit, priced near rock aggregates prices.

c. Board Resolutions on Disposition of Certain ATN Corporate Assets.

Whereas, the Corporation received various urgent Request for Quotation from (a) European Reclamation Group, (b) Chinese Reclamation Group, (c) Korean Reclamation Group, for the first **2-year supply of 3.5 Million Tons of Armor Rock (140,000 equivalent truckloads)** with European specification and various rock sizes with estimated Contract value of not over Php 4 Billion. The prospective reclamation clients/buyers have verified ATN rock supply quality and quantity, and require the following armor rock volume and rock quality specifications, to wit:

Item No.	Grading Rock	Required Volume (Metric Tons)	ATN Deliverables (Metric Tons)
1	10-60kg	800,000	100%
2	60-300kg	350,000	100%
3	300-1000kg	550,000	100%
4	1000-3000kg	1,100,000	100%
5	Granular 5-75mm	25,000	100%
6	Granular 16-32mm	130,000	100%
7	Granular 40-125mm	250,000	100%
8	Aggregate S1	100,000	100%
9	Aggregate 3/8"	200,000	100%
	TOTAL	3,500,000	100%

Whereas, ATN land development operations at the project have commenced with (1) drilling and blasting of 300 holes, (2) blasted stockpile of 70,000 cu.m. or 175,000 Tons, and (3) the rock crusher facility has completed commissioning and testing for commercial operation; (links to Drilling & Blasting video <https://www.youtube.com/watch?v=jzmekm6CQEA>, raw material rock inventory pictures <https://www.youtube.com/watch?v=NUlhpgbPw80> and drone video of 256 hectares project site <https://www.youtube.com/watch?v=SE15VEteAal>).

After discussions, the following resolutions were unanimously approved by the Board of Directors:

RESOLUTION

“RESOLVED, AS IT IS HEREBY RESOLVED, that the Corporation be authorized and empowered to dispose 3.5 Million Tons of existing rock assets of the Corporation valued at PhP4 Billion to support vital 2019 land reclamation in Manila Bay, equivalent to less than 1% of the Corporation’s total rock resource, under terms and conditions favorable to the Corporation:

“RESOLVED, that the Corporation is hereby authorized to execute a Multi-year Supply Agreement with reclamation developers and contractors, under terms and conditions favorable to the Corporation;

“RESOLVED, FINALLY, that the President and CEO be authorized to sign any and all documents or papers necessary to execute the foregoing matters”.

SIGNATURES

Pursuant to the requirements of the Revised Securities Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ATN HOLDINGS, INC.

Registrant

[Signature]

PAUL B. SARIA
Corporate Compliance Officer

Date July 4, 2018

SUBSCRIBED AND SWORN to before me this 4th day of July 2018, affiant exhibiting his Driver’s License N04-93-264992, expires on December 15, 2021 issued at Mandaluyong City.

Doc. No.: 110
Page No.: 11
Book No.: XXXIII
Series of 2018

[Signature]
ATTY. ROGELIO J. BOLNAR
NOTARY PUBLIC IN QUEZON CITY
AM Adm. Not. Com. No. NP-060 1-12-17 until 12-31-2018
IBP O.R No. 1038374 Jan. 2017 up to Dec. 2018
PTR O.R No. 5522486 C 1-3-18 / Roll No. 33832 / TIN# 129-871-009
MCLE No. V-0019296 valid from 04/15/2016 until 04/14/2019/PASIG CITY
Address: 31-F Harvard St. Cubao, Q.C.