

SK TELECOM CO LTD
Form 6-K
June 17, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form 6-K
REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934
FOR THE MONTH OF JUNE 2009
COMMISSION FILE NUMBER 333-04906**

SK Telecom Co., Ltd.

(Translation of registrant's name into English)

11, Euljiro2-ga Jung-gu
Seoul 100-999, Korea

(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submission to furnish a report or other document that the registration foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes No

If Yes is marked, indicate below the file number assigned to the Registrant in connection with Rule 12g3-2(b):
82-_____

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QUARTERLY BUSINESS REPORT

(From January 1, 2009 to March 31, 2009)

THIS IS A SUMMARY OF THE QUARTERLY REPORT ORIGINALLY PREPARED IN KOREAN AND IS IN SUCH FORM AS REQUIRED BY THE KOREAN FINANCIAL SERVICES COMMISSION.

IN THE TRANSLATION PROCESS, SOME PARTS OF THE REPORT WERE REFORMATTED, REARRANGED OR SUMMARIZED FOR THE CONVENIENCE OF READERS.

UNLESS EXPRESSLY STATED OTHERWISE, ALL INFORMATION CONTAINED HEREIN IS PRESENTED ON A NON-CONSOLIDATED BASIS IN ACCORDANCE WITH ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN KOREA, OR KOREAN GAAP, WHICH DIFFER IN CERTAIN RESPECTS FROM GENERALLY ACCEPTED ACCOUNTING PRINCIPLES IN CERTAIN OTHER COUNTRIES, INCLUDING THE UNITED STATES. WE HAVE MADE NO ATTEMPT TO IDENTIFY OR QUANTIFY THE IMPACT OF THESE DIFFERENCES.

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Attachment: Korean GAAP Non-consolidated Financial Statements

Table of Contents**I. COMPANY OVERVIEW****1. Company Overview**

A. Corporate Legal Business Name: SK Telecom Co., Ltd. (The Company)

B. Date of Incorporation: March 29, 1984

C. Location of Headquarters

(1) Address: 11 Euljiro 2-ga, Jung-gu, Seoul, Korea

(2) Phone: +82-2-6100-2114

(3) Website: <http://www.sktelecom.com>

D. Corporate Purpose of the Company

Business Objectives

1. Information and communication business

2. Handset sales and lease business

3. New media business

4. Advertisement business

5. Communication sales business

6. Personal property and real property lease business

7. Research and technology development related to Clause 1 through 4

8. Overseas business and trading business related to Clause 1 through 4

9. Manufacturing and distribution business related to Clause 1 through 4

10. Tourism

11. Electronic financial business

12. Motion picture business (Production, Importation, Distribution, Screening)

13. Any business or undertaking incidental or conducive to the attainment of the objects above

E. Credit Ratings

(1) Corporate Bonds

Credit rating date	Subject of valuation	Credit rating	Credit rating entity (Credit rating range)	Evaluation classification
June 13, 2006	Corporate bond	AAA	Korea Information Services, Inc.	Regular valuation
June 21, 2006	Corporate bond	AAA	Korea Ratings	Regular valuation
June 22, 2006	Corporate bond	AAA	Korea Investors Service, Inc.	Regular valuation
September 1, 2006	Corporate bond	AAA	Korea Information Services, Inc.	Current valuation
September 1, 2006	Corporate bond	AAA	Korea Ratings	Current valuation
September 1, 2006	Corporate bond	AAA	Korea Investors Service, Inc.	Current valuation
October 27, 2006	Corporate bond	AAA	Korea Information Services, Inc.	Current valuation

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Credit rating date	Subject of valuation	Credit rating	Credit rating entity (Credit rating range)	Evaluation classification
October 27, 2006	Corporate bond	AAA	Korea Ratings	Current valuation
May 29, 2007	Corporate bond	AAA	Korea Ratings	Regular valuation
June 14, 2007	Corporate bond	AAA	Korea Information Services, Inc.	Regular valuation
June 27, 2007	Corporate bond	AAA	Korea Investors Service, Inc.	Regular valuation
November 5, 2007	Corporate bond	AAA	Korea Ratings	Current valuation
November 5, 2007	Corporate bond	AAA	Korea Information Services, Inc.	Current valuation
November 5, 2007	Corporate bond	AAA	Korea Investors Service, Inc.	Current valuation
February 20, 2008	Corporate bond	AAA	Korea Ratings	Current valuation
February 21, 2008	Corporate bond	AAA	Korea Investors Service, Inc.	Current valuation
February 21, 2008	Corporate bond	AAA	Korea Information Services, Inc.	Current valuation
June 3, 2008	Corporate bond	AAA	Korea Ratings	Regular valuation
June 17, 2008	Corporate bond	AAA	Korea Investors Service, Inc.	Regular valuation
June 30, 2008	Corporate bond	AAA	Korea Information Services, Inc.	Regular valuation
October 20, 2008	Corporate bond	AAA	Korea Ratings	Current valuation
October 20, 2008	Corporate bond	AAA	Korea Investors Service, Inc.	Current valuation
October 20, 2008	Corporate bond	AAA	Korea Information Services, Inc.	Current valuation
January 13, 2009	Corporate bond	AAA	Korea Ratings	Current valuation
January 13, 2009	Corporate bond	AAA	Korea Investors Service, Inc.	Current valuation
January 13, 2009	Corporate bond	AAA	Korea Information Services, Inc.	Current valuation
February 23, 2009	Corporate bond	AAA	Korea Ratings	Current valuation
February 23, 2009	Corporate bond	AAA	Korea Investors Service, Inc.	Current valuation
February 23, 2009	Corporate bond	AAA	Korea Information Services, Inc.	Current valuation

*

Rating

definition: AAA

The certainty of principal and interest payment is at the highest level with extremely low investment risk, and is stable in that there is no influence of any environmental change under reasonable expectation conditions.

(2) Commercial Paper (CP)

Credit rating date	Subject of valuation	Credit rating	Credit rating entity (Credit rating range)	Evaluation classification
June 13, 2006	CP	A1	Korea Information Services, Inc.	Current valuation
June 21, 2006	CP	A1	Korea Ratings	Current valuation
June 22, 2006	CP	A1	Korea Investors Service, Inc.	Current valuation

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Credit rating date	Subject of valuation	Credit rating	Credit rating entity (Credit rating range)	Evaluation classification
September 1, 2006	CP	A1	Korea Ratings	Regular valuation
December 27, 2006	CP	A1	Korea Information Services, Inc.	Regular valuation
December 27, 2006	CP	A1	Korea Investors Service, Inc.	Regular valuation
May 29, 2007	CP	A1	Korea Ratings	Current valuation
June 14, 2007	CP	A1	Korea Information Services, Inc.	Current valuation
June 27, 2007	CP	A1	Korea Investors Service, Inc.	Current valuation
November 5, 2007	CP	A1	Korea Ratings	Regular valuation
November 5, 2007	CP	A1	Korea Information Services, Inc.	Regular valuation
November 5, 2007	CP	A1	Korea Investors Service, Inc.	Regular valuation
June 3, 2008	CP	A1	Korea Ratings	Current valuation
June 16, 2008	CP	A1	Korea Information Services, Inc.	Current valuation
June 17, 2008	CP	A1	Korea Investors Service, Inc.	Current valuation
October 20, 2008	CP	A1	Korea Ratings	Regular valuation
October 20, 2008	CP	A1	Korea Investors Service, Inc.	Regular valuation
October 20, 2008	CP	A1	Korea Information Services, Inc.	Regular valuation

* Rating definition: A1 Timely repayment capability is at the highest level with extremely low investment risk, and is stable in that there is no influence of any environmental change under reasonable expectation conditions.

(3) International Credit Ratings

Credit rating Credit rating company

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Date of credit rating	Subject of valuation	of securities	(Credit rating range)	Evaluation type
July 9, 2007	Global Bonds	A	Fitch (England)	Current valuation
July 9, 2007	Global Bonds	A2	Moody s (U.S.A.)	Current valuation
July 9, 2007	Global Bonds	A	S&P (U.S.A.)	Current valuation
April 7, 2009	Offshore Exchangeable Notes	A	Fitch (England)	Current valuation
April 7, 2009	Offshore Exchangeable Notes	A2	Moody s (U.S.A.)	Current valuation
April 7, 2009	Offshore Exchangeable Notes	A	S&P (U.S.A.)	Current valuation

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2. Company History

A. Location of Headquarters

22 Dohwa-dong, Mapo-gu, Seoul (July 11, 1988)

16-49 Hangang-ro 3-ga, Yongsan-gu, Seoul (November 19, 1991)

267 Namdaemun-ro 5-ga, Jung-gu, Seoul (June 14, 1995)

99 Seorin-dong, Jongro-gu, Seoul (December 20, 1999)

11 Euljiro 2-ga, Jung-gu, Seoul (December 13, 2004)

B. Significant Changes in Management

At the 25th General Shareholders Meeting held on March 13, 2009, Man Won Jung was elected as CEO and Jae Won Chey from within the Company was elected a Director while Hyun Chin Lim from outside the Company was re-elected as a Director. Directors Young Ho Park and Shin Bae Kim from within the Company resigned from the Board on March 12, and on March 13, respectively.

C. Other Important Matters related to Management Activities

(1) Resolution to issue registered offshore unsecured convertible bonds.

In accordance with the resolution of the Board of Directors on March 13, 2009, the Company decided to issue offshore registered, unsecured convertible bonds in order to refinance its maturing offshore unsecured convertible bonds (maturity date: May 27, 2009) originally issued in May of 2004. Details related to the said offshore unsecured convertible bonds to be issued are as follows:

Face value of the Convertible Bonds (CB)	US\$ 332,528,000 (Won 460, 019 million)
Interest and Payment Terms of the CB	Coupon Rate of 1.75% payable semi-annually
Maturity of the CB	April 7, 2014
Conversion Price and Ratio	Won 230,010 per share, 100%
Shares to be Converted	Registered Common (Treasury) Shares issued by the Company
Conversion Period	From May 18, 2009 to March 28, 2014

Table of Contents**3. Total Number of Shares**

A. Total number of shares

(As of March 31, 2009)

Classification	Share type		Total	Remarks
	Common shares			
I. Total number of authorized shares	220,000,000		220,000,000	
II. Total number of shares issued to date	89,278,946		89,278,946	
III. Total number of shares retired to date	8,533,235		8,533,235	
1. Capital reduction				
2. Share cancellation	8,533,235		8,533,235	
3. Redeemed shares				
4. Others				
IV. Total number of shares (II-III)	80,745,711		80,745,711	
V. Number of treasury shares	8,400,708		8,400,708	
VI. Number of shares outstanding (IV-V)	72,345,003		72,345,003	

* On January 9, 2009, the Company purchased (using retained earnings) and cancelled 448,000 shares of its treasury stock to stabilize its common share price. As the result of such retirement of treasury stock, the total number of outstanding shares decreased to 80,745,711.

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B. Treasury Stock

(1) Acquisitions and Dispositions of Treasury Stocks

(As of March 31, 2009)

(Unit: Shares)

Acquisition methods pursuant to Article 165-2 of the relevant Act ¹	Type of shares	At the		Changes Disposed Retired (-)	At the end of period	Remarks
		beginning of period	Acquired (+)			
Direct acquisition based on reasons other than those stipulated in Article 165-2 of the relevant Act ³	Common shares	4,704,828	179,200 ₂	448,000	4,436,028	
	Preferred shares					
Sub-total	Common shares	4,782,798	179,200	448,000	4,513,998	
	Preferred shares					
Indirect acquisition through trust and other agreements	Common shares	3,886,710			3,886,710	
	Preferred shares					
Total	Common shares	8,669,508	179,200	448,000	8,400,708	
	Preferred shares					

¹ The relevant Act in the above table refers to Financial Investment Services and Capital Markets Act of Korea (FSCMA)

² The 179,200 shares of

treasury stock
directly
acquired
pursuant to
Article 165-2 of
the FSCMA
were acquired
for the purpose
of retirement;
the retirement of
such stock was
completed on
January 9, 2009.

³ Of the
4,513,998
shares of
directly
acquired
treasury stock,
3,371,804
shares were
deposited with
Korea Securities
Depository to be
used in
exchange for the
Company's
offshore
exchangeable
bonds. (As of
April 7, 2009)

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(2) Retirement of Treasury Stock

(Unit: in millions of Won, Shares)

Retired Date	Retirement Purpose of Share Price	Type of Share	Quantity	Monetary Amount	Acquisition Period of Retired Shares	Remarks
			Retired (shares)	Retired (in millions of Won)	Retired	
January 9, 2009	Stabilization of Share Price	Common	448,000	92,476	December 2, 2008 January 7, 2009	
Total		Common Preferred	448,000	92,476		

(3) Trust Agreements Execution relating to Treasury Stocks, Etc.

(Amounts: in millions of Won)

Category Specified Money	At Start of Period	Executed (+)	Cancelled (-)	At End of Period		Remark	
	Amount	No. of Transactions	Amount	No. of Transactions	Amount		No. of Transactions
Trust	982,000	4			982,000	4	1. Extension Date: Oct. 26, 2007 Extension Amount: Won 631,200
Trust Contracts with Asset Management Companies							2. Extension Date: October 29, 2007 Extension Amount: Won 350,800
Acquisition Contracts with Investment Companies							
Total	982,000	4			982,000	4	

Table of Contents**4. Status of Voting Rights**

(As of March 31, 2009)

	Classification		Number of shares	(Unit: shares)	Remarks
Total outstanding shares (A)	Common share		80,745,711		
	Preferred share				
Number of shares without voting rights (B)	Common share		8,400,708		Treasury shares
	Preferred share				

Shares with restricted voting rights under the Korean law (C)**Shares with reestablished voting rights (D)**

The number of shares with exercisable voting rights (E = A - B - C + D)	Common share		72,345,003		
	Preferred share				

5. Dividends and Others**A. Dividends**

(1) Distribution of cash dividends was approved during the 22nd General Meeting of Shareholders held on March 10, 2006.

Distribution of cash dividends per share of Won 8,000 (exclusive of interim dividend of Won 1,000) was approved.

(2) Distribution of interim dividends of Won 1,000 was approved during the 270th Board of Directors Meeting on July 28, 2006.

(3) Distribution of cash dividends was approved during the 23rd General Meeting of Shareholders held on March 9, 2007.

Distribution of cash dividends per share of Won 7,000 (exclusive of an interim dividend of Won 1,000) was approved.

(4) Distribution of interim dividends of Won 1,000 was approved during the 283rd Board of Directors Meeting on July 27, 2007.

(5) Distribution of cash dividends was approved during the 24th General Meeting of Shareholders held on March 14, 2008.

Distribution of cash dividends per share Won 8,400 (exclusive of an interim dividend of Won 1,000) was approved.

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(6) Distribution of interim dividends of Won 1,000 was approved during the 295th Board of Directors Meeting on July 18, 2008.

(7) Distribution of cash dividends was approved during the 25th General Meeting of Shareholders held on March 13, 2009.

Distribution of cash dividends per share of Won 8,400 (exclusive of an interim dividend of Won 1,000) was approved.

B. Dividends for the Last 3 Fiscal Years

		(Unit: in millions of Won, except per share value)		
Classification		2008 (25th)	2007 (24th)	2006 (23rd)
Par value per share (Won)		500	500	500
Current Period's net income		1,277,658	1,642,451	1,446,598
Net income per share (Won)		17,559	22,607	19,734
Total cash dividend		681,996	682,379	582,386
Total stock dividends				
Percentage of cash dividend to available income (%)		53.4	41.5	40.3
Cash dividend yield ratio (%)	Common share Preferred share	4.5	3.8	3.6
Stock dividend yield ratio (%)	Common share Preferred share			
Cash dividend per share (Won)	Common share Preferred share	9,400	9,400	8,000
Stock dividend per share (share)	Common share Preferred share			

* Total cash dividend of Won 681,996 million for the year ended December 31, 2008 includes the total interim dividend amount of Won 72,793 million, and the cash dividend

amount per
share of Won
9,400 includes
the interim cash
dividend
amount of Won
1,000.

* Total cash
dividend of
Won
682,379 million
for the year
ended
December 31,
2007 includes
the total interim
dividend
amount of Won
72,667 million,
and the cash
dividend
amount per
share of Won
9,400 includes
the interim cash
dividend
amount of Won
1,000.

* Total cash
dividend of
Won
582,386 million
for the year
ended
December 31,
1006 includes
the total interim
dividend
amount of Won
73,714 million,
and the cash
dividend
amount per
share of Won
8,000 includes
the interim cash
dividend
amount of Won
1,000.

Table of Contents**II. BUSINESS****1. Business Overview****A. Industry Characteristics**

As of March 31, 2009, the number of domestic mobile phone subscribers reached 46.2 million and with a 95.1% penetration rate, and the Korean mobile communication market can be considered to have reached its maturation stage. However, considering the number of European countries with penetration rates exceeding 100%, additional future growth of the domestic market may be possible.

The Korean mobile communications market continues to improve with the help of advances in network-related technology evidenced by the world's first commercialization of CDMA2000 1x, CDMA 1x EV-DO, and the development of highly advanced handsets that enables the provision of convergence services for multimedia contents, mobile commerce, telematics, satellite DMB, digital home services and other related contents.

B. Growth Potential

(Unit: 1,000 persons)

Classification	March 31, 2009	As of December 31,				
		2008	2007	2006	2005	
Penetration rate (%)	95.1	93.8	89.8	83.2	79.4	
Number of subscribers	SK Telecom	23,348	23,032	21,968	20,271	19,530
	Others (KTF, LGT)	22,887	22,575	21,529	19,926	18,812
	Total	46,235	45,607	43,497	40,197	38,342

(Source: Korea Communications Commission website)

C. Domestic and Overseas Market Conditions

The Korean mobile communication market includes the entire population of Korea with mobile communication service needs, and almost every Korean is considered a potential user. Although demand has primarily been in the domestic market, as the business territory expands to overseas market, the size of overseas sales is expected to grow in the near future. Seasonal and economic fluctuations have much less impact on the Korean mobile communication market compared to other industries.

Historical market share of the Company

(As of March 31, 2009)

(Unit: %)

Classification	March 31, 2009	As of December 31,		
		2008	2007	2006
Mobile communication services	50.5	50.5	50.5	50.4

Comparative market share

(As of March 31, 2009)

(Unit: %)

Classification	SK Telecom	KTF	LG Telecom
Market share	50.5	31.5	18.0

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(Source: Korea Communications Commission website)

2. Major Products & Services

A. Updates on Major Products

(Unit: in millions of Won, %)

Business fields Information and communication	Sales type Services	Item Mobile communication Others	Specific Usage Mobile Phone	Major trademarks June, NATE and others Others	Sales amount (ratio)
					2,833,035 (98.5%)
					43,426 (1.5%)

B. Price Fluctuation Trend of Major Products

Based on standard rates, the basic service fee is Won 13,000 and the usage fee per 10 seconds is Won 20. The rates are the same for 2007 and 2008.

3. Investment Status

A. Investment in Progress

(Unit: in 100 millions of Won)

Business field	Classification	Investment period	Subject of investment	Investment effect	Total investments	Amount already invested	Future investment
Network/Common	Upgrade/ New installation	2009	Network, systems and others	Capacity increase and quality improvement; systems improvement	To be determined	3,484	To be determined
	Total				To be determined	3,484	To be determined

B. Future Investment Plan

(Unit: in 100 millions of Won)

Business field	Asset type	Expected investment amount	Expected investment for each year			Investment effect
		Amount	2009	2010	2011	
Network/Common	Network, systems and others	To be determined	To be determined	To be determined	To be determined	Upgrades to the existing services and provision of new services
	Total	To be determined	To be determined	To be determined	To be determined	Upgrades to the existing services and provision of new services

Table of Contents**4. Revenues**

(Unit: in millions of Won)

Business field	Sales type	Item	1Q 2009	2008	2007	
Information and communication	Services	Mobile communication	Export			
			Domestic	2,833,035	11,492,832	11,083,821
		Subtotal	2,833,035	11,492,832	11,083,821	
		Export	802	5,855	4,101	
	Others	Domestic	Export	42,624	175,975	197,979
			Subtotal	43,426	181,830	202,080
		Export	802	5,855	4,101	
		Subtotal	43,426	181,830	202,080	
	Total	Domestic	2,875,659	11,668,807	11,281,800	
		Total	2,876,461	11,674,662	11,285,901	

5. Derivative Transactions

In order to hedge risks related to fluctuations in currency exchange rates and interest rates, the Company enters into currency exchange swap contracts and interest rate swap contracts. The income or loss generated from the derivatives contracts is recognized as the gains/losses for the current period or other comprehensive income/loss, in accordance with Korean GAAP. Fair value of our derivatives is calculated using our transaction bank's valuations. In accordance with the derivatives contracts, our estimated gain/loss on the date of expiration is 0.

A. FX SWAP

(1) Purpose of Contracts: Currency Exchange or Interest Rate Risk Hedging

(2) Contract Terms

Currency swap contract applying cash flow risk hedge accounting

The Company has entered into a fixed-for-fixed cross currency swap contracts with three banks including Citibank in order to hedge the foreign currency risk of unguaranteed U.S. dollar denominated bonds (face amounts totaling US\$ 300,000,000) issued on April 1, 2004. As of March 31, 2009, in connection with unsettled foreign currency swap contracts to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 15,792,434,000 (excluding tax effect totaling Won 4,995,311,000 and foreign exchange translation loss arising from unguaranteed U.S. dollar

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denominated bonds totaling Won 68,198,313,000) was accounted for as accumulated other comprehensive loss. In addition, the Company has entered into a floating-to-fixed cross currency swap contract with Calyon to hedge the foreign currency risk and the interest rate risk of U.S. dollar denominated long-term borrowings with face amounts totaling US\$ 100,000,000 borrowed on October 10, 2006. As of March 31, 2009, in connection with unsettled cross currency interest rate swap contracts to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 11,529,616,000 (excluding tax effect totaling Won 2,810,085,000 and foreign exchange translation loss arising from U.S. dollar denominated long-term borrowings totaling Won 42,910 million) was accounted for as accumulated other comprehensive loss.

In addition, the Company has entered into a floating-to-fixed cross currency swap contract with two banks including HSBC in order to hedge the foreign currency risk and the interest rate risk of unguaranteed Japanese yen dominated bonds (56-2) with face amounts totaling JPY 12,500,000,000 issued on November 13, 2007. As of March 31, 2009, in connection with unsettled cross currency interest rate swap contracts to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 336,668,000 (net of tax effect totaling Won 1,621,602,000 and foreign exchange translation loss arising from unguaranteed Japanese yen dominated bonds totaling Won 72,774,136,000) was accounted for as accumulated other comprehensive loss.

In addition, the Company has entered into a floating-to-fixed cross currency swap contract with two banks including DBS in order to hedge the foreign currency risk and interest rate risk of U.S. dollar denominated bonds with face amounts totaling US\$ 150,000,000 issued on November 20, 2008. As of March 31, 2008, in connection with unsettled cross currency interest rate swap contracts to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 27,348,000 (net of tax effect totaling Won 7,714,000 and foreign exchange translation gain arising from U.S. dollar denominated bonds totaling Won 10,690,784,000) was accounted for as accumulated other comprehensive loss.

In addition, the Company has entered into a floating-to-fixed cross currency swap contract with Mizuho Corporate Bank in order to hedge the foreign currency risk and the interest rate risk of un-guaranteed Japanese yen dominated bonds (59-2) with face amounts totaling JPY 3,000,000,000 issued on January 22, 2009. As of March 31, 2009, in connection with unsettled cross currency interest rate swap contracts to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 174,182,000 (net of tax effect totaling Won 49,128,000 and foreign exchange translation gain arising from unguaranteed Japanese yen dominated bonds totaling Won 3,691,397,000) was accounted for as accumulated other comprehensive loss.

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In addition, the Company has entered into a floating-to-fixed cross currency swap contract with The Bank of Tokyo-Mitsubishi in order to hedge the foreign currency risk and the interest rate risk of un-guaranteed Japanese yen dominated bonds (60-2) with face amounts totaling JPY 5,000,000,000 issued on March 5, 2009. As of March 31, 2009, in connection with unsettled cross currency interest rate swap contracts to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 2,053,180,000 (net of tax effect totaling Won 579,103,000 and foreign exchange translation gain arising from unguaranteed Japanese yen dominated bonds totaling Won 7,875,519,000) was accounted for as accumulated other comprehensive loss.

Currency swap contract to which the fair value hedge accounting is applied

The Company has entered into a fixed-for-fixed cross currency swap contract with 10 banks including Hana Bank in order to hedge the foreign exchange risk of U.S. dollar denominated equity securities of China Unicom stocks. In connection with unsettled foreign currency swap contracts to which the fair value accounting is applied, losses on valuation of currency swaps of Won 179,141,150,000 and Won 82,296,215,000 for the quarter ended March 31, 2009 and the preceding quarter respectively were charged to current operations.

Currency swap contract to which the hedge accounting is not applied

The Company has entered into a fixed-to-fixed cross currency swap contract with Credit Suisse First Boston International in order to hedge the foreign currency risk of unguaranteed U.S. dollar dominated convertible bonds with face amounts of US\$ 100,000,000 issued on May 27, 2004. In connection with unsettled cross currency swap contracts to which no hedge accounting is applied, a gain on valuation of currency swap of Won 13,282,483,000 for the quarter ended March 31, 2009 and a gain on valuation of currency swap of Won 5,608,244,000 for the preceding quarter ended December 31, 2008 were charged to current operations.

In addition, the Company has entered into fixed-for-fixed cross currency swap contract with three banks including Morgan Stanley to hedge the foreign currency risk of unguaranteed U.S. dollar denominated bonds (with face amounts totaling US\$400,000,000) issued on July 20, 2007. In connection with unsettled foreign currency swap contracts to which the hedge accounting is not applied, a loss on valuation of currency swap of Won 42,481,273,000 and a gain on valuation of currency swap of Won 12,743,118,000 for the quarter ended March 31, 2009 and the preceding quarter respectively were charged to current operations.

B. Interest Rate Swap

(1) Purpose of Contracts: Interest Rate Risk Hedging

(2) Contract Terms

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Interest rate swap contract to which the cash flow risk hedge accounting is applied:
The Company has entered into a floating-to-fixed interest rate swap contract with Shinhan Bank to hedge the interest rate risk of floating rate discounted bill with face amounts totaling Won 200,000 million borrowed on June 29, 2006. As of March 31, 2009, in connection with unsettled interest rate swap contracts to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 3,710,449,000 (net of tax effect totaling Won 1,046,537,000) was accounted for as accumulated other comprehensive loss.
In addition, the Company has entered into a floating-to-fixed interest rate swap contract with three banks including Nonghyup Bank in order to hedge the interest rate risk of long-term floating rate borrowings (totaling Won 500 billion) borrowed between July 28, 2008 and August 13, 2008. As of March 31, 2009, in connection with unsettled interest rate swap contracts to which the cash flow risk hedge accounting is applied, an accumulated loss on valuation of derivatives amounting to Won 20,754,959,000 (net of tax effect totaling Won 5,853,963,000) was accounted for as accumulated other comprehensive loss.

6. Major Contracts

Category	Vendor	Start Date	Completion Date	Contract Title	Contract Amount (Won 100M)
Product	TU Media, ltd.	Feb. 23, 2009	December 31, 2009	2009 Satellite DMB Service	1,008
Service	SKC&C	Feb. 26, 2009	December 31, 2009	Collaboration Contract 2009 IT SM Contract	2,079
			Subtotal		3,087

* Selected among contracts exceeding Won 300 million and classified by product and service.

7. R&D Investments

Category	1Q 2009	2008	2007	Remarks
Raw material	3,498	89,176	96,217	
Labor	18,942,040	38,062,791	39,388,760	
Depreciation	31,992,413	138,511,764	129,208,262	
Commissioned service	15,804,513	85,836,738	90,363,645	
Others	7,036,982	34,539,984	37,609,969	
Total R&D costs	73,779,446	297,040,453	296,666,853	
Accounting				
Sales and administrative expenses	73,277,576	293,443,380	288,519,863	
Development expenses (Intangible assets)	501,870	3,597,072	8,146,990	
R&D cost / sales amount ratio (Total R&D costs / Current sales amount×100)	2.56%	2.54%	2.63%	

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8. Other information relating to investment decisions

A. Trademark Policies

The Company manages its corporate brand and other product brands such as T in a comprehensive way to protect and increase their value.

The Company's Brand Management Council in charge of overseeing its systematic corporate branding operates full time to execute decisions involving major brands and operates Brandnet, an intranet system to manage corporate brands which provide solutions including licensing of the brands and downloading of the Company logos.

B. Business-related Intellectual Properties

The Company owns intellectual property rights to the design of alphabet T. The rights are based on domestic trademark laws and the Company has proprietary and exclusive use of the trademark for 10 years and the rights are renewable. The designed alphabet T is registered in all business categories (total of 45) and is being used as the primary brand of the Company.

Table of Contents**III. FINANCIAL INFORMATION****1. Unaudited Summary Financial Information (Unconsolidated)**

(Unit: in millions of Won)

Classification / Fiscal Year	For the	As of and for the year ended December 31,				
	Quarter ended March 31,	2009	2008	2007	2006	2005
Current assets		4,880,715	3,990,503	4,094,059	4,189,325	4,172,485
Quick assets		4,863,604	3,976,576	4,075,378	4,172,887	4,166,500
Inventory		17,111	13,927	18,681	16,438	5,985
Non-current assets		14,352,231	14,626,992	14,038,451	11,624,728	10,349,191
Investments		5,464,007	5,668,127	5,940,045	3,547,942	2,366,760
Property and Equipment		4,689,984	4,698,214	4,594,413	4,418,112	4,595,884
Intangible assets		2,856,430	2,941,592	3,174,942	3,405,158	3,386,547
Other non-current assets		1,341,809	1,319,059	329,051	253,516	
Total assets		19,232,946	18,617,495	18,132,510	15,814,053	14,521,676
Current liabilities		4,467,527	3,412,490	2,484,548	2,985,620	2,747,268
Non-current liabilities		4,628,503	4,475,998	4,221,016	3,522,006	3,516,528
Total liabilities		9,096,030	7,888,488	6,705,564	6,507,626	6,263,796
Capital		44,639	44,639	44,639	44,639	44,639
Capital surplus		2,958,132	2,957,095	2,954,829	2,962,699	2,966,198
Capital adjustment		(-)2,068,694	(-)2,147,530	(-)2,072,486	(-)2,019,568	(-)2,022,817
Other Cumulative Profit and Loss		142,795	373,784	1,594,099	473,904	
Retained earnings		9,060,044	9,501,018	8,905,865	7,844,753	7,269,861
Total stockholders equity		10,136,916	10,729,007	11,426,946	9,306,427	8,257,881
Sales		2,876,461	11,674,662	11,285,900	10,650,952	10,161,129
Operating Profit (or Loss)		564,007	2,059,896	2,171,543	2,584,370	2,653,570
Profit (or Loss) from continuing operation before income tax		316,748	1,277,658	1,642,451	1,446,598	1,871,380
Current Period's Net Profit (or Loss) before income tax		316,748	1,277,658	1,642,451	1,446,598	1,871,380

(Unit: Won)

Classification / Fiscal Year	For the	For the year ended December 31,				
	Quarter ended March 31,	2009	2008	2007	2006	2005
Earnings per share		4,378	17,559	22,607	19,734	25,421
Diluted earnings per share		4,335	17,395	22,289	19,458	25,015

Table of Contents**2. Unaudited Summary Financial Information (Consolidated)**

(Unit: in millions of Won)

Classification / Fiscal Year	As of and for the year ended December 31,				
	2008	2007	2006	2005	2004
Current assets	5,422,447	4,813,072	4,663,962	4,598,580	4,390,692
Quick assets	5,387,473	4,766,020	4,644,184	4,590,796	4,338,371
Inventory	34,974	47,052	19,778	7,784	52,321
Non-current assets	17,051,224	14,235,863	11,576,006	10,106,193	9,892,665
Investments	4,025,429	5,446,711	3,236,783	1,989,934	1,665,841
Property and Equipment	7,437,689	4,969,353	4,507,335	4,663,369	4,703,922
Intangible assets	3,978,145	3,433,962	3,518,411	3,452,889	3,522,903
Other non-current assets	1,609,961	385,836	313,477		
Total assets	22,473,671	19,048,935	16,239,968	14,704,772	14,283,358
Current liabilities	4,628,821	3,016,874	3,208,416	2,863,373	3,066,893
Non-current liabilities	6,020,410	4,344,428	3,548,464	3,513,860	4,010,721
Total liabilities	10,649,231	7,361,302	6,756,880	6,377,233	7,077,614
Capital	44,639	44,639	44,639	44,639	44,639
Capital surplus	2,958,854	2,956,106	2,950,327	2,954,840	2,968,301
Capital adjustment	(-)2,159,389	(-)2,072,723	(-)2,019,567	(-)2,048,515	(-)2,058,292
Other Cumulative Profit/Loss	356,192	1,591,258	490,010		
Retained earnings	9,448,185	8,914,970	7,847,434	7,267,649	6,152,898
Total stockholders equity	11,824,440	19,048,935	9,483,088	8,327,540	7,205,743
Sales	14,020,984	11,863,357	11,027,977	10,721,820	10,570,615
Operating Profit (or Loss)	1,752,468	2,101,955	2,621,132	2,670,616	2,439,749
Profit (or Loss) from continuing operation before tax	972,338	1,562,265	1,449,552	1,868,307	1,493,414
Current Period's Net Profit before tax	972,338	1,562,265	1,449,552	1,868,307	1,493,414

(Unit: Won)

Classification / Fiscal Year	For the year ended December 31,				
	2008	2007	2006	2005	2004
Earnings per share in Majority Interest	16,707	22,696	19,801	25,443	20,261
Diluted earnings per share in Majority Interest	16,559	22,375	19,523	25,036	20,092

Table of Contents**IV. AUDITOR S OPINION****1. Auditor**

Quarter ended March 31, 2009 Deloitte Anjin LLC	2008 Deloitte Anjin LLC	Year ended December 31, 2007 Deloitte Anjin LLC	2006 Deloitte Anjin LLC
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2. Audit Opinion

Term	Auditor s opinion	Issues noted
Quarter ended March 31, 2009	Appropriate	
Quarter ended March 31, 2008	Appropriate	
Year ended December 31, 2008	Appropriate	
Year ended December 31, 2007	Appropriate	

3. Remuneration for Independent non-executive Auditors for the Past Three Fiscal Years**A. Audit Contracts**

(Unit: in thousands of Won)

Term	Auditors	Contents	Fee	Total hours
Quarter ended March 31, 2009	Deloitte Anjin LLC	Semi-annual review		
		Quarterly review		
		Non-consolidated financial statements audit	1,275,000	13,709
Year ended December 31, 2008	Deloitte Anjin LLC	Consolidated financial statements audit		
		Semi-annual review		
		Quarterly review		
Year ended December 31, 2007	Deloitte Anjin LLC	Non-consolidated financial statements audit	1,310,097	13,346
		Consolidated financial statements audit		
		Semi-annual review		
Year ended December 31, 2007	Deloitte Anjin LLC	Quarterly review		
		Non-consolidated financial statements audit	1,066,318	11,468
		Consolidated financial statements audit		

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B. Non-Audit Services Contract with External Auditors

(Unit: in thousands of Won)

Term	Contract date	Service provided	Service duration	Fee
Year ended December 31, 2008	November 20, 2007	Set up services for agency tax manual	60 days	48,000
	March 3, 2008	Tax adjustment for fiscal year 2007	10 days	33,000
	May 15, 2008	Tax consulting	5 days	7,500
	June 24, 2008	Foreign tax consulting re indirect taxes	4 days	6,000
	August 13, 2008	Tax consulting	10 days	9,400
	November 1, 2008	Tax consulting	4 days	5,000
	November 19, 2008	Tax consulting	10 days	10,800
	November 19, 2008	Review of deferred corporate income tax for 1Q and 2Q	10 days	18,000
	December 24, 2008	Review of deferred corporate income tax for 3Q	3 days	6,000
	December 24, 2008	Tax consulting	3 days	3,600
Year ended December 31, 2007	December 24, 2008	Tax consulting	3 days	3,000
	March 30, 2007	Tax adjustment for fiscal year 2006	10 days	30,000
	September 28, 2007	Tax consulting for denial of deductions for corporate income tax	1 day	2,000
	September 28, 2007	Review of deferred corporate income tax for 1Q and 2Q	6 days	10,000
	September 28, 2007	Tax consulting	5 days	9,000
	December 31, 2007	Review of deferred corporate income tax for 3Q	2 days	5,000
	December 31, 2007	Tax consulting	3 days	3,000

* As of March 31, 2009, there is no non-audit services contract for 2009.

Table of Contents**V. CORPORATE ORGANIZATION INCLUDING BOARD OF DIRECTORS AND AFFILIATED COMPANIES****1. Board of Directors****A. Overview of Board of Directors Composition**

The Company's Board of Directors is comprised of eight members: five non-executive outside directors and three executive directors. Within the Board, there are five Committees: Non-executive Outside Director Nomination Committee, Audit Committee, Compensation Committee, CapEx Review Committee, and Corporate Citizenship Committee.

B. Significant Activities of the Board of Directors

Meeting	Date	Agenda	Approval
300th (the first meeting of 2009)	January 22, 2009	Financial Statements for the year ended December 31, 2008	Approved as proposed
		Annual Business Report for the year ended December 31, 2008	Approved as proposed
		Annual Business Plan and Budgeting for FY 2009	Approved as proposed
301st (the second meeting of 2009)	February 17, 2009	Issuance of Corporate Bonds	Approved as proposed
		Convocation of the 25 th General Meeting of Shareholders	Approved as proposed
		Partnership Agreement with Offshore Private Equity Fund	Approved as proposed
		Election of the Representative Director	Approved as proposed
		Revision to the Regulations for the Board of Directors	Approved as proposed
302nd (the third meeting of 2009)	March 13, 2009	Appointment of Chairman of the Board of Directors	Approved as proposed
		Long-term Financing Plan for Foreign Currency	Approved as proposed
		Issuance of Offshore Exchangeable Bonds and Transfer of Treasury Shares in relation thereto	Approved as proposed
		Asset Management Transaction with Affiliated Company (SK Securities)	Approved as proposed

Meetings	Dates	Outside Directors Attended	Description
The first meeting of 2009 (300th)	January 22, 2009	5 / 5	
The second meeting of 2009 (301st)	February 17, 2009	5 / 5	
The third meeting of 2009 (302nd)	March 13, 2009	5 / 5	

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C. Committees within Board of Directors

(1) Committee Structure

a) Non-executive Outside Director Nomination Committee

(As of March 31, 2009)

Number of Persons	Executive Directors	Members		Remarks
		Non-executive Outside Directors	Directors	