

EXHIBIT B

FORM OF CERTIFICATION TO BE DELIVERED IN CONNECTION WITH  
(1) EXCHANGES OR TRANSFERS OF INTERESTS IN THE RESTRICTED  
GLOBAL NOTE FOR INTERESTS IN THE UNRESTRICTED GLOBAL NOTE AND (2)  
EXCHANGES OR TRANSFERS OF CERTIFICATES BEARING THE RULE 144A  
LEGEND FOR CERTIFICATES NOT BEARING THE RULE 144A LEGEND

SK TELECOM CO., LTD. (the "Company")

4.25% Notes due 2011 (the "Notes")

FOR EXCHANGE OR TRANSFER OF (1) AN INTEREST IN THE RESTRICTED  
GLOBAL NOTE OR (2) A NOTE REPRESENTED BY A CERTIFICATE BEARING  
THE RULE 144A LEGEND:

We propose to exchange or transfer US\$ \_\_\_\_\_ principal amount  
of Notes represented by the Restricted Global Note (CUSIP No. 78440P AB 4, ISIN No.  
US78440PAB40, Common Code No.018966891) held in the name of [insert name of  
transferor] for Notes, or to a person who wishes to acquire such Notes, represented by the  
Unrestricted Global Note (CUSIP No Y4935N AD 6, ISIN No. USY4935NAD67, Common  
Code No. 018966816).

OR

We propose to exchange or transfer US\$ \_\_\_\_ principal amount of Notes  
represented by a Certificate bearing the Rule 144A Legend and registered in the name of  
[insert name of transferor] for Notes, or to a person who wishes to acquire such Notes,  
represented by a Certificate not bearing the Rule 144A Legend.

We confirm that such Notes have been offered and sold either (i) in an  
offshore transaction in accordance with Regulation S ("Regulation S") under the U.S.  
Securities Act of 1933, as amended (the "Securities Act"), or (ii) pursuant to an exemption  
from registration under the Securities Act provided by Rule 144 thereunder.

FOR ISSUANCE OF A CERTIFICATE NOT BEARING THE RULE 144A LEGEND:

Accordingly, we request that you issue a Certificate in respect of such Notes  
not bearing the Rule 144A Legend.

This certification and the statements contained herein are made for your  
benefit and for the benefit of the Company. Terms used in this certification have the  
meanings set forth in Regulation S.

[Name of Transferor]

By: \_\_\_\_\_  
Authorized Signatory

EXHIBIT C

FORM OF CERTIFICATION TO BE DELIVERED IN CONNECTION WITH  
(1) EXCHANGES OR TRANSFERS OF INTERESTS IN THE UNRESTRICTED  
GLOBAL NOTE FOR INTERESTS IN THE RESTRICTED GLOBAL NOTE  
AND (2) EXCHANGES OR TRANSFERS OF CERTIFICATES NOT BEARING THE  
RULE 144A LEGEND FOR CERTIFICATES BEARING THE RULE 144A LEGEND

SK TELECOM CO., LTD. (the "Company")

4.25% Notes due 2011 (the "Notes")

FOR EXCHANGE OR TRANSFER OF (1) AN INTEREST IN THE UNRESTRICTED  
GLOBAL NOTE OR (2) A NOTE REPRESENTED BY A CERTIFICATE NOT  
BEARING THE RULE 144A LEGEND:

We propose to exchange or transfer US\$\_\_\_\_\_ principal amount  
of Notes represented by the Unrestricted Global Note (CUSIP No. Y4935N AD 6, ISIN No.  
USY4935NAD67, Common Code No. 018966816) held in the name of [insert name of  
transferor] for Notes, or to a person who wishes to acquire such Notes, represented by the  
Restricted Global Note (CUSIP No. 78440P AB 4, ISIN No. US78440PAB40, Common  
Code No. 018966891).

OR

We propose to exchange or transfer US\$\_\_\_\_\_ principal  
amount of Notes represented by a Certificate that does not bear the Rule 144A Legend and  
registered in the name of [insert name of transferor] for Notes, or to a person who wishes to  
acquire such Notes, represented by a Certificate bearing the Rule 144A Legend.

We confirm that such Notes are being transferred to a transferee that we  
reasonably believe is a "qualified institutional buyer" (a "QIB") within the meaning of Rule  
144A ("Rule 144A") under the U.S. Securities Act of 1933, as amended, purchasing the  
Notes for its own account or for the account of a QIB in a transaction meeting the  
requirements of Rule 144A and in accordance with any applicable securities laws of any  
state of the United States or any other jurisdiction.

FOR ISSUANCE OF A CERTIFICATE BEARING THE RULE 144A LEGEND:

Accordingly, we request that you issue a Certificate in respect of such Notes  
bearing the Rule 144A Legend.

This certification and the statements contained herein are made for your  
benefit and the benefit of the Company.

[Name of Transferor]

By: \_\_\_\_\_  
Authorized Signatory

FORM OF TRANSFER

SK TELECOM CO., LTD.

4.25% Notes due 2011 (the "Notes")

FOR VALUE RECEIVED the undersigned hereby transfers the following principal amounts of Notes and all rights in respect thereof, to the transferee(s) listed below:

Principal Amount Transferred, Name, Address and Account  
for Payments of Transferee

Dated: \_\_\_\_\_  
Name: \_\_\_\_\_

Certifying Signature: \_\_\_\_\_

Note:

(i) A representative of the holder should state the capacity in which he signs, e.g., as executor of a decedent's estate.

(ii) The signature of the person effecting a transfer shall conform to any list of duly authorized specimen signatures supplied by the holder or be certified by a recognized bank, notary public or in such other manner as the Fiscal Agent may require.