



Corporate Governance Office
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Ref No.: CGO-L2K9-002

April 28, 2009

Corporate Governance Department
NYSE Regulation, Inc.
20 Broad Street, 13th Floor
New York, NY 10005
U.S.A.
Tel. No.: (001) 212-656-4542
Fax No.: (001) 212-656-5780
Email: corporategovernanceintl@nyse.com

Gentlemen:

In compliance with Section 303A.12(c) of the NYSE Listed Company Manual, enclosed please find the Philippine Long Distance Telephone Company's (Ticker Symbol: PHI) Foreign Private Issuer Annual Written Affirmation, together with its Exhibits, duly executed by our President & Chief Executive officer, Mr. Napoleon L. Nazareno.

We trust that you will find the foregoing in order.

Thank you.

Very truly yours,


MARIA LOURDES C. RAUSA-CHAN
Chief Governance Officer

Enclosure: a/s



Foreign Private Issuer Section 303A Annual Written Affirmation

PHILIPPINE LONG DISTANCE TELEPHONE
COMPANY (Ticker Symbol: PHI) (the "Company") has checked the appropriate box:
(Insert Company name and ticker symbol)

The Company hereby affirms the following to the New York Stock Exchange ("NYSE") without qualification:

or

Subject to any noncompliance that is specifically described on Exhibit A¹ to this Annual Written Affirmation, the Company hereby affirms the following to the NYSE²:

A. Audit Committee (Section 303A.06³)

The Company has an audit committee meeting the requirements of Securities Exchange Act Rule 10A-3 ("Rule 10A-3") or the Company is exempt therefrom. To the extent the Company is relying on an exemption provided under Rule 10A-3, a specific, brief description of the basis for such reliance and a citation to the relevant portion of Rule 10A-3 is provided on Exhibit B.

To the extent that the Company has an audit committee, each member satisfies the independence requirements set out in Rule 10A-3. To the extent the Company is relying on an exemption from Rule 10A-3 with respect to any individual member of the audit committee, a specific, brief description of the basis for such reliance and a citation to the relevant portion of Rule 10A-3 is provided on Exhibit B.

Attached on Exhibit C is a list of those individuals who currently comprise the full membership of the audit committee of the board of directors. With respect to each member of the audit committee who is also a director of the Company, the Company has also provided on Exhibit C a brief biography, including disclosure regarding share ownership in the Company and a brief description of any existing business relationships and/or fee arrangements with the Company, as applicable. If any or all such biographical information is available through an EDGAR filing,

¹ The Company must provide detailed disclosure on Exhibit A noting which standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance. To the extent that this Annual Written Affirmation has been signed by the Company's CEO, the Company need not also submit a notice of noncompliance as required by Section 303A.12(b).

² If the Company is unable to execute this Annual Written Affirmation without qualification, it must check this box.

³ Section 303A.06 incorporates the requirements of Rule 10A-3 promulgated by the U.S. Securities and Exchange Commission under the Securities Exchange Act of 1934.

the Company can specify the location of such disclosure on Exhibit C in lieu of restating the information.

B. Statement of Significant Differences (Section 303A.11)

The Company has provided the statement of significant corporate governance differences required by Section 303A.11. The location of such disclosure has been provided on Exhibit B.

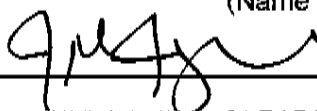
Certification

This Affirmation is signed by a duly authorized officer of, and on behalf of

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

(Name of Company)

By: _____



Print Name: NAPOLEON L. NAZARENO

Title: PRESIDENT & CHIEF EXECUTIVE OFFICER

Date: APRIL 28, 2009

There is no specified form for Exhibit A or Exhibit C. The form of Exhibit B is specified and is available on www.nyse.com.

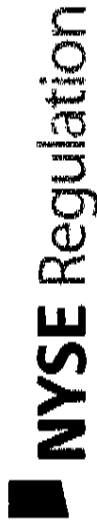
The completed form may be sent, faxed or emailed to:

Corporate Governance Department
NYSE Regulation, Inc.
20 Broad Street, 13th Floor
New York, NY 10005
Telephone: 212-656-4542

Fax: 212-656-5780

Email: corporategovernanceintl@nyse.com

Note: THE NYSE WILL NOT ACCEPT IF RETYPED, MODIFIED OR IF ANY TEXT OR FOOTNOTES ARE DELETED. If you have any questions regarding applicability to your Company's circumstances, please call the Corporate Governance department prior to submission.



**Exhibit B to
Foreign Private Issuer
Section 303A Annual Written Affirmation**

Company name and ticker symbol: PHILIPPINE LONG DISTANCE TELEPHONE COMPANY (Ticker Symbol:PHIL)

1	2	3	4
Section 303A.06 Audit Committee Requirements	Applicable Exemption	Securities Exchange Act Rule 10A-3 ("Rule 10A-3") Disclosure	Location of disclosure Name of document/page number where disclosure is located, if applicable
<p>Disclose in column (2) whether the Company or any individual member of the Company's audit committee is relying on an exemption provided by Rule 10A-3 and provide a specific, brief description of the basis for such reliance and reference to the provision of Rule 10A-3 being relied upon. In addition, if an individual member of the Company's audit committee is relying on an exemption from Rule 10A-3, provide the name of that individual.</p> <p>For ease of reference, a brief description of the available Rule 10A-3 exemptions is provided on page 3.</p>	<p>Neither the Company nor any individual member of the Company's audit committee is relying on an exemption provided by Rule 10A-3.</p>	<p>Rule 10A-3(d) requires the Company to disclose its reliance on certain exemptions provided by Rule 10A-3 (for convenience, an indication of whether or not disclosure is required is provided on page 3), as well as to provide an assessment of the impact of such reliance, in the Company's Form 10-K, 20-F or 40-F filed with the U.S. Securities and Exchange Commission. If the Company is relying on one of these exemptions, provide a specific reference to the location of such disclosure in column (4).</p>	<p>N/A</p>

1	2	3	4
Section 303A.11 Significant Corporate Governance Differences	Method of Disclosure	Required Location of Disclosure	Location of disclosure URL of Company website and link to specific web page OR Name of document/page number where disclosure is located
<p>Disclose in column (2) the method by which the Company has disclosed the significant ways in which its corporate governance practices differ from those required by domestic companies under NYSE standards.</p>		<p>Provide the location of the required Section 303A.11 disclosure in column (4).</p>	<p>http://www.pldt.com/NR/rdonlyres/43AE788A-1ADE-4F8D-B279-652A4D4C5DF5/9036/pltdisclosure.pdf as disclosed on pages</p>

138-139, and as further summarized on Item 16G pages 142-143, of the Company's Form 20-F for the year ended December 31, 2008.

Available exemptions under Rule 10A-3 for a foreign private issuer:

Rule 10A-3(b)(1)(iv)(A) – This provision provides a transitional exemption for a company listing in connection with an initial public offering of securities.

Rule 10A-3(b)(1)(iv)(B) – This provision provides an exemption to allow an otherwise independent director who serves on the board of directors of both a listed company and an affiliate to serve on the audit committee of the listed company. (A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.)

Rule 10A-3(b)(1)(iv)(C) – This provision provides an exemption to allow an employee who is not an executive officer to serve on the audit committee if elected/named to the board or the audit committee pursuant to the listed company's governing law or documents, an employee collective bargaining agreement or other similar agreement or other home country legal or listing requirements.

Rule 10A-3(b)(1)(iv)(D) – This provision provides an exemption to allow a director who is an affiliate of or a representative of an affiliate of the listed company to be a member of the audit committee to the extent that the director is not a voting member or chairperson of the audit committee and to the extent that neither the director nor the affiliate the director represents is an executive officer of the company.

Rule 10A-3(b)(1)(iv)(E) – This provision provides an exemption for a director who is the representative or designee of a foreign government or foreign governmental entity that is an affiliate of the company to the extent the director is not an executive officer of the company.

Rule 10A-3(c)(1) – This provision provides a general exemption from the requirement to have an audit committee where the company is listing securities but satisfies the requirements of Rule 10A-3 with respect to another class of securities already listed on a national securities exchange or national securities association. (A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.)

The above summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of SEC rules.

Rule 10A-3(c)(2) – This provision provides a general exemption from the requirement to have an audit committee for subsidiaries that are listed on a national securities exchange or market where the subsidiary's parent company satisfies the requirements of Rule 10A-3 with respect to a class of equity securities already listed on a national securities exchange or market and the subsidiary:

- is directly or indirectly consolidated by the parent; or
- is at least 50% beneficially owned.

This exemption does not apply to a subsidiary that has issued equity securities, other than non-convertible, non-participating preferred securities. (A company is not required to disclose reliance on this exemption in its annual report filed with the SEC.)

Rule 10A-3(c)(3) – This provision provides a general exemption from the requirement to have an audit committee for a company that meets the following requirements:

- The company has a board of auditors (or similar body) or has statutory auditors, established and selected pursuant to home country legal or listing provisions.
- The board or body, or statutory auditors, is required by home country legal or listing requirements to be either: (A) separate from the board of directors; or (B) composed of one or more members of the board of directors and one or more members that are not also members of the board of directors.
- The board or body, or statutory auditors, are not elected by management of the company and no executive officer of the company is a member of such board or body.
- Home country legal or listing provisions set forth or provide for standards for the independence of such board or body, or statutory auditors, from the company or its management.
- Such board or body, or statutory auditors, in accordance with any applicable home country legal or listing requirements or the company's governing documents, are responsible, to the extent permitted by law, for the appointment, retention and oversight of the work of any public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the company.
- The audit committee requirements of paragraphs 10A-3(b)(3) (Complaint procedures), 10A-3(b)(4) (Authority to engage advisors) and 10A-3(b)(5) (Funding) apply to the extent permitted by law.

The above summary of the provisions of Rule 10A-3 is provided for convenience only. It is not a verbatim statement of those rules and is intended solely to assist in understanding potential exemptions. This summary should not under any circumstances be relied upon as an authoritative statement of SEC rules.

EXHIBIT C

AUDIT COMMITTEE OF THE PLDT BOARD OF DIRECTORS

Members (All Independent Directors):

1. *Rev. Fr. Bienvenido F. Nebres, Jr., S.J. (Chairman)*

Rev. Fr. Nebres was born on March 15, 1940. He did his early studies in classics and philosophy in the Philippines and obtained his PhD in Mathematics, specializing in mathematical logic, from Stanford University. He is currently President of the Ateneo de Manila University, a leading Philippine university that has responsibility for a grade school and high school. He has also served as Dean of the Ateneo de Manila College, Provincial of the Jesuits in the Philippines, and President of Xavier University in Mindanao, Philippines. Rev. Fr. Nebres was one of the founders of the Mathematical Society of the Philippines and the Southeast Asian Mathematical Society. He holds leadership positions in projects that strengthen science and math education and implement faculty development programs for colleges and universities in the Philippines. He is also a member of the Board of Trustees of the Asian Institute of Management and several other private education institutions, including two (2) in the United States, Georgetown University in Washington, DC and Regis University in Denver, Colorado, both until May 2009. He has been a member of the Philippine Long Distance Telephone Company ("PLDT" or the "Company") Board of Directors since November 24, 1998 and has been qualified as an independent director thereof since 2002. He also serves as a member of the Governance and Nomination Committee of the PLDT Board of Directors.

As President of the Ateneo de Manila University, Rev. Fr. Nebres may exercise the voting rights in respect of nine thousand two hundred six (9,206)¹ PLDT common shares, which includes three hundred eighty-six (386) shares registered in the name of the Ateneo de Manila University and eight thousand eight hundred twenty (8,820) shares held of record by PCD Nominee Corporation and beneficially owned by Ateneo de Manila University. As such, he may be considered to have beneficial ownership of these shares. In addition, Ateneo de Manila University owns sixty-nine thousand four hundred eighty (69,480) PLDT preferred shares. Other than for the director's fees in the amount

¹ As of 31 March 2009.

of One Hundred Twenty Five Thousand Pesos (PHP125,000.00)² for each Board meeting attended and Fifty Thousand Pesos (PHP50,000.00)³ for each Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance and Nomination, and Technology Strategy Committees), Rev. Fr. Nebres does not have any existing business relationship or fee arrangement with the Company.

2. *Oscar S. Reyes*

Mr. Reyes was born on April 18, 1946. He graduated *cum laude* in Economics at the Ateneo de Manila University. He likewise completed academic units for the Master of Business Administration Program in the Ateneo de Manila University. He earned a diploma in International Business from the Waterloo Lutheran University in Canada and attended the Program in Management Development at the Harvard Business School. He has also attended various management and business programs in Asia and Europe. He is the Chairman of Link Edge, Inc. and MRL Gold Phils. Inc. and he is an independent director several other companies listed in the Philippine Stock Exchange, including, Ayala Land, Inc., Manila Water Company, Pepsi Cola Products Philippines., Basic Energy Corporation and a private corporation, Smart Communications, Inc. Mr. Reyes also holds directorships in several companies engaged in banking, insurance, financial and business advisory services, and mining, namely, Bank of Philippine Islands, Inc., First Philippine Electric Co., Mindoro Resources Limited, Pilipinas Shell Foundation, Inc., The Knowledge Institute, and Sun Life of Canada Philippines, Inc. He is likewise a member of the audit, governance and nomination and/or executive compensation committees of most of these corporations. Mr. Reyes was the Country Chairman of Shell Companies in the Philippines from May 1997 until December 2001. From 2002 to 2004, he served as the Senior Management Adviser of Shell Philippines Exploration B.V. and as CEO Adviser of Pilipinas Shell Petroleum Corporation. He was a member of the PLDT Advisory Board for four (4) years until April 2005 when he was elected as an independent director of PLDT, which position he continues to hold up to the present. He also serves as a member of the Audit, Executive Compensation, Governance and Nomination, and Technology Strategy Committees of the PLDT Board of Directors.

As of 31 March 2009, Mr. Reyes owns one (1) share of common stock and three hundred sixty (360) shares of preferred stock of PLDT. Other than for the director's fees

² On 27 January 2009, the PLDT Board of Directors approved the increase of per diem or fees payable to each member of the Board of Directors and Advisory Board/Committee for attendance in each Board meeting to PHP200,000.00.

³ On 27 January 2009, the PLDT Board of Directors approved the increase of per diem or fees payable to each member of the Board Committees for attendance in each Board Committee meeting to PHP75,000.00.

in the amount of One Hundred Twenty Five Thousand Pesos (PHP125,000.00)⁴ for each Board meeting attended and Fifty Thousand Pesos (PHP50,000.00)⁵ for each Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance and Nomination, and Technology Strategy Committees), Mr. Reyes does not have any existing business relationship or fee arrangement with the Company.

3. *Pedro E. Roxas*

Mr. Roxas was born on March 19, 1956. He was educated at Ateneo de Manila, Sta. Maria de los Rosales, Madrid, Spain, Portsmouth Abbey School in Rhode Island, U.S.A., and the University of Notre Dame in Indiana, U.S.A., where he obtained his diploma in Bachelor of Science in Business Administration. He is the Chairman and/or Chief Executive Officer of several companies engaged in agri-business, sugar manufacturing and real estate development, namely, Roxas Holdings, Inc., Central Azucarera Don Pedro (CADP) Group Corp., Roxaco Land Corporation and Roxas & Company, Inc., Hawaiian Philippine Sugar Company, and Fuego Land Corporation. He is also the Vice Chairman of Brightnote Assets Corporation and a director of BDO Private Bank. He has been a member of the PLDT Board of Directors since March 1, 2001 and has been qualified as an independent director thereof since 2002. He also serves as a member of the Audit and Executive Compensation Committees of the PLDT Board of Directors.

As of 31 March 2009, Mr. Roxas owns one (1) share of common stock and five hundred forty (540) shares of preferred stock of PLDT. Other than for the director's fees in the amount of One Hundred Twenty Five Thousand Pesos (PHP125,000.00)⁶ for each Board meeting attended and Fifty Thousand Pesos (PHP50,000.00)⁷ for each Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance and Nomination, and Technology Strategy Committees), Mr. Roxas does not have any existing business relationship or fee arrangement with the Company.

⁴ See Footnote No. 2.

⁵ See Footnote No. 3.

⁶ See Footnote No. 2.

⁷ See Footnote No. 3.

*Advisors*⁸

1. *Corazon S. de la Paz-Bernardo*

Ms. de la Paz-Bernardo was born on March 9, 1941. She obtained her degree in Business Administration from the University of the East, graduating *magna cum laude*. Ms. de la Paz-Bernardo ranked first in the 1960 Philippine board examination for certified public accountants. She has a Master's degree in Business Administration from Cornell University as a Fulbrighter. She was the President and Chief Executive Officer of the Philippine Social Security Systems (SSS) from August 2001 to July 31, 2008, the Vice Chairperson of the Social Security Commission from August 2001 to July 31, 2008 and the Chairperson of Equitable PCIBank up to June 2007. She also held directorships in San Miguel Corporation, Philex Mining Corp., Ionics Inc., and Philippine Health Insurance Corporation until July 2008. Mrs. de la Paz-Bernardo is the President of the International Social Security Association based in Geneva, Switzerland from September 2004 up to the present, the Vice-Chairperson of Banco De Oro, an incumbent director of Philex Gold and Republic Glass Holdings up to April 2009, and of Ayala Land, Inc. from 2006 to the present. She was the first woman to be admitted partner of Price Waterhouse International in 1973, the first woman to be named Senior Partner and Chairperson of Joaquin Cunanan & Co. (now PricewaterhouseCoopers-Philippines) in 1981 and a member of the Price Waterhouse World Board from 1992 to 1995. Ms. de la Paz-Bernardo was a member of the PLDT Board of Directors from September 2001 until September 30, 2008. The PLDT Board has retained her as financial management expert and advisor of its Audit Committee.

As of 31 March 2009, Ms. de la Paz-Bernardo does not own any shares of common or preferred stocks of PLDT. Other than for the fees in the amount of Fifty Thousand Pesos (PHP50,000.00)⁹ for each Audit Committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance and Nomination, and Technology Strategy Committees), Ms. de la Paz-Bernardo does not have any existing business relationship or fee arrangement with the Company.

2. *Roberto R. Romulo*

Mr. Romulo graduated from Georgetown University with an A.B. in Political Science degree and the Ateneo de Manila University with a Bachelor of Laws degree. He

⁸ Advisors are appointed and may only be removed by the PLDT Board of Directors, but are not members of the audit committee. They have the right to attend and speak at any meeting of the audit committee, but do not have any right to vote in respect of any action taken by the audit committee. (Section 4[D], Charter of the Audit Committee of the PLDT Board of Directors.)

⁹ See Footnote No. 3.

is the Executive Director of President Gloria Macapagal-Arroyo's International Board of Advisors. He was a former Senior Advisor on International Competitiveness to President Arroyo. Mr. Romulo is currently the Chairman of Philam Insurance Co., Inc. (an AIG Subsidiary) and Zuellig Foundation. He holds directorships in A. Soriano Corporation, Aboitiz Equity Ventures, Equicom Savings Bank, UIC, Singapore Land, and MIH Holdings Limited (South Africa). He is also the Chairman and CEO of the management consulting company Romulo Asia-Pacific Advisory, Inc. In January 2007, he became a member of the Board of Counselors of McLarty Associates. From 1989-1992, Mr. Romulo was the Philippine Ambassador to Belgium, Luxembourg and the Commission of the European Communities. Thereafter, from 1992-1995, he served as Secretary of the Philippine Department of Foreign Affairs. He was the Chairman of PLDT from 1995 to 1998 and the founding Chairman of the APEC Business Advisory Council (ABAC) in 1996 and continues to serve as Chairman of ABAC Philippines. He also currently serves as a member of the PLDT Advisory Board.

As of 31 March 2009, Mr. Romulo owns one thousand six hundred thirty (1,630) shares of common stock and two hundred forty (240) preferred shares of stock of PLDT. Other than for the director's fees in the amount of One Hundred Twenty Five Thousand Pesos (PHP125,000.00)¹⁰ for each Board meeting attended and Fifty Thousand Pesos (PHP50,000.00)¹¹ for each Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance and Nomination, and Technology Strategy Committees), Mr. Romulo does not have any existing business relationship or fee arrangement with the Company.

3. *Tatsu Kono*

Mr. Kono was born on August 16, 1952. He obtained his Bachelor of Law degree from Waseda University in 1976. He is the Managing Director of the Corporate Sales Department, Corporate Marketing Division of NTT DoCoMo, a position he has held since 2003. In 2000, he was the Executive Director of the Global Investment Group of the Global Business Department of NTT DoCoMo. Prior to joining NTT DoCoMo, he held various management positions in Kokusai Denshin Denwa Co. Ltd. (KDD) from 1989 to 1998. He is a director of PLDT since March 2006 and also serves as a member of the Governance and Nomination, Executive Compensation and Technology Strategy Committees of the PLDT Board of Directors. Pursuant to an Advisory Services Agreement between PLDT and NTT DoCoMo, he serves as Chief Operating Advisor of PLDT.

¹⁰ See Footnote No. 2.

¹¹ See Footnote No. 3.

As of 31 March 2009, Mr. Kono owns one hundred (100) shares of common stock of PLDT. Other than for the director's fees in the amount of One Hundred Twenty Five Thousand Pesos (PHP125,000.00)¹² for each Board meeting attended and the Fifty Thousand Pesos (PHP50,000.00)¹³ for each Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance and Nomination, and Technology Strategy Committees) that are rendered to his parent company NTT DoCoMo directly, Mr. Kono does not have any existing direct business relationship or fee arrangement with the Company.

¹² See Footnote No. 2.

¹³ See Footnote No. 3.