



Corporate Governance Office
4th Floor, MGO Building
De la Rosa corner Legazpi Streets
Makati City, Philippines
☎ (632) 816-8556 Fax: (632) 888-0686

Ref No.: CGO-L2K10-004

June 08, 2010

Corporate Compliance 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@nyx.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,

A handwritten signature in dark ink, appearing to read "MARIA LOURDES C. RAUSA-CHAN", is written over a series of horizontal wavy lines that serve as a guide for the signature.

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 is exempt therefrom. If the Company has an audit committee, each member meets the Rule 10A-3(b)(1) independence requirements or is exempt therefrom.

If the Company or an individual member of the audit committee is relying on a Rule 10A-3 exemption, a brief description of the basis for such reliance, a citation to the relevant portion of Rule 10A-3 and the name of the individual relying on the exemption, if applicable, is provided on Exhibit B. If the Company or an individual member of its audit committee is not relying on an exemption, the Company has indicated "Not Applicable" on Exhibit B.

Attached on Exhibit C is a list of the current members of the audit committee. Each audit committee member deemed independent is marked with an asterisk and, if an audit committee member is claiming a Rule 10A-3 exemption, the exemption claimed is noted on Exhibit C.

The following information is provided on Exhibit C for each member of the audit committee who is also a director of the Company⁴:

- brief biography;
- share ownership in the Company*;
- brief description of any direct or indirect consulting, advisory or other compensatory fee arrangement with the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(A)*;

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. If 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.

⁴ If any or all such information is available through a U.S. Securities and Exchange Commission filing, the Company can specify the location of such disclosure on Exhibit C in lieu of restating the information.

- indication of whether the audit committee member is an affiliated person of the Company or any of its subsidiaries as specified in Rule 10A-3(b)(1)(ii)(B)*.

* The Company has indicated on Exhibit C if the audit committee member does not own any shares of the Company, does not have any fee arrangements with the Company or its subsidiaries and/or is not an affiliated person of the Company or its subsidiaries.

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

If the Company is required to file an annual report on Form 20-F with the U.S. Securities and Exchange Commission:

The Company has included the statement of significant corporate governance differences required by Section 303A.11 in its Form 20-F. Attached on Exhibit B is the reference to where the disclosure has been made.

All other foreign private issuers:

The Company has i) included the statement of significant corporate governance differences required by Section 303A.11 in its annual report filed with the U.S. Securities and Exchange Commission or ii) made the statement of significant corporate governance differences available on or through its website and disclosed that fact and provided the website address in its annual report. Attached on Exhibit B is the reference to the document in which the disclosure has been made or the website address and reference to the document in which disclosure has been made.

Certification

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

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY (Ticker Symbol: PHI)
(Name of Company)

By: _____

Print Name: _____ NAPOLEON L. NAZARENO

Title: _____ PRESIDENT & CEO

Date: _____ June 7, 2010

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

This affirmation may be submitted electronically through egovdirect.com. Alternatively, the completed form may be emailed, faxed or mailed to:

Email: corporategovernanceintl@nyx.com

Fax: 212.656.5780

Mail: Corporate Compliance Department

NYSE Regulation, Inc.

20 Broad Street, 13th Floor

New York, NY 10005

Telephone: 212.656.4542

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 Compliance 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: PHI)

1	2	3	4
Section 303A.06 Securities Exchange Act Rule 10A-3 ("Rule 10A-3") Audit Committee Requirements	Applicable Exemption	Required Rule 10A-3 Disclosure	Disclosure Location Name of document/page number where disclosure is located, if applicable
<p>State in column (2) whether the Company or any individual member of its audit committee is relying on a Rule 10A-3 exemption and provide a brief description of the basis for such reliance, a citation to the relevant portion of Rule 10A-3 and the name of the individual relying on the exemption, if applicable.</p> <p>If the Company or an individual is not relying on a Rule 10A-3 exemption, indicate "Not Applicable" in Column (2).</p> <p>For ease of reference, a brief description of the available Rule 10A-3 exemptions is provided on page 3.</p>	Not Applicable	<p>Disclose the following in the Company's Form 10-K, 20-F or 40-F filed with the U.S. Securities and Exchange Commission if required by Rule 10A-3(d):</p> <ul style="list-style-type: none"> • Exemption relied upon • Assessment of whether, and if so, how, such reliance would materially adversely affect the ability of the audit committee to act independently and to satisfy the other requirements of Rule 10A-3. <p>If the Company or an individual is relying on a Rule 10A-3 exemption that is required to be disclosed, provide a specific reference to the location of such disclosure in column (4).</p> <p>For ease of reference, an indication of whether disclosure is required is provided on page 3.</p>	

1	2	3
Section 303A.11 Significant Corporate Governance Differences	Required Location	Disclosure Location Name of document/page number where disclosure is located URL of Company website and link to specific web page, if applicable
Disclose the significant ways in which the Company's corporate governance practices differ from those followed by a domestic company under NYSE standards.	<p>For a company required to file a Form 20-F with the U.S. Securities and Exchange Commission:</p> <ul style="list-style-type: none"> Annual report on Form 20-F filed with the U.S. Securities and Exchange Commission <p>For all other foreign private issuers:</p> <ul style="list-style-type: none"> Annual report on Form 10-K or 40-F filed with the U.S. Securities and Exchange Commission <u>or</u> Company website. If the disclosure is made on or through the Company's website, the Company must disclose that fact in its annual report filed with the U.S. Securities and Exchange Commission and provide the website address. 	Company's Form 20-F for the year ended December 31, 2009, pages 152-153, which may be accessed through the Company website (www.pldt.com) with the following link to the specific web page: www.pldt.com.ph/investor/Pages/AnnualReport.aspx#20-F

Rule 10A-3 exemptions for a foreign private issuer¹:

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.²

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.³

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.²

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.²

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.²

Rule 10A-3(b)(1)(iv)(F) – This provision provides that the U.S. Securities and Exchange Commission may grant a director an exemption from the independence requirements of Rule 10A-3.²

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.³

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.³

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 or statutory auditor.
- 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.²

¹ This 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 Rule 10A-3.

² A company is required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

³ A company is not required to disclose reliance on this exemption in its annual report filed with the U.S. Securities and Exchange Commission.

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. 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.

Rev. Fr. Nebres owns two (2) PLDT common shares registered in his name. As President of the Ateneo de Manila University, Rev. Fr. Nebres may exercise the voting rights in respect of thirteen thousand seven hundred sixty-three (13,763)¹ PLDT common shares, which includes three hundred eighty-six (386) shares registered in the name of the Ateneo de Manila University and thirteen thousand three hundred seventy-five (13,375) 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. Other than for the director's fees in the amount of Two Hundred Thousand Pesos (PHP200,000.00) for each Board meeting attended and Seventy-Five Thousand Pesos (PHP75,000.00) 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.

¹ As of April 30, 2010.

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., Basic EcoMarket Farms Inc., and MRL Gold Phils. Inc. and is an independent director in several companies listed in the Philippine Stock Exchange, namely, Alcorn Gold Resources, Inc., Ayala Land, Inc., Manila Water Company, Pepsi Cola Products Philippines, Inc., and Basic Energy Corporation, as well as in private companies such as First Philippine Electric Co., Petrolift Inc., Sunlife Prosperity Dollar Abundance Fund, Inc., Sunlife Prosperity Dollar Advantage Fund, Inc., Sunlife Financial Plans, Inc., and Smart Communications, Inc. Mr. Reyes also holds directorships in several other companies engaged in banking, mining, power and other businesses such as Bank of Philippine Islands, Inc. (a listed company), Mindoro Resources Limited, CEO's Inc., and Global Resources for Outsourced Workers, 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 from 2002 to 2006 as a board director and Adviser to the CEO 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 April 30, 2010, Mr. Reyes owns one (1) share of common stock of PLDT. Other than for the director's fees in the amount of Two Hundred Thousand Pesos (PHP200,000.00) for each Board meeting attended and Seventy-Five Thousand Pesos (PHP75,000.00) 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 of several companies engaged in agri-business, sugar manufacturing and real estate development, namely, Roxas Holdings, Inc., Roxaco Land

Corporation, 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 April 30, 2010, Mr. Roxas owns twenty one (21) shares of common stock of PLDT. Other than for the director's fees in the amount of Two Hundred Thousand Pesos (PHP200,000.00) for each Board meeting attended and Seventy-Five Thousand Pesos (PHP75,000.00) 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.

Advisors²

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* and 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, since August 2008, has been a consultant of the Office of the Chairman of the Social Security Commission. 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 Unibank from July 2007 to the present, a director of Philex Gold from 2001 to the present, and of Ayala Land, Inc. from 2006 to April 2010. 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 Cunanán & 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.

² 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.).

As of April 30, 2010, Ms. de la Paz-Bernardo does not own any shares of common or preferred stocks of PLDT. As an advisor of the Audit Committee, Ms. de la Paz-Bernardo receives fees in the amount of Seventy Five Thousand Pesos (PHP75,000.00) for each Audit Committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance and Nomination, and Technology Strategy Committees).

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 serves as a member of the PLDT Advisory Board (2001-present) and from July 1995 to July 1998 served as Chairman of PLDT. Mr. Romulo is currently the Chairman of Chartis (Philippines) Insurance, Inc. (a subsidiary of AIG.), PETNET INC., Medilink Network Inc., Zuellig Family Foundation and the Carlos P Romulo Foundation for Peace and Development. He holds directorships in A. Soriano Corporation, Aboitiz Equity Ventures, Equicom Savings Bank, 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 founding Chairman of the APEC Business Advisory Council (ABAC) in 1996 and continues to serve as Chairman of ABAC Philippines. He was the Executive Director of President Gloria Macapagal-Arroyo's International Board of Advisors (2001-2009) and Senior Advisor on International Competitiveness to President Arroyo (2001-2007).

As of April 30, 2010, Mr. Romulo owns one thousand eight hundred twenty two (1822) shares of common stock and three hundred sixty (360) preferred shares of stock of PLDT. Mr. Romulo receives director's fees in the amount of Two Hundred Thousand Pesos (PHP200,000.00) for each Board meeting attended and Seventy-Five Thousand Pesos (PHP75,000.00) for each Board committee meeting attended (applicable for members and advisors of the Audit, Executive Compensation, Governance and Nomination, and Technology Strategy Committees).

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.

As of April 30, 2010, Mr. Kono owns one hundred (100) shares of common stock of PLDT. Other than for the director's fees in the amount of Two Hundred Thousand Pesos (PHP200,000.00) for each Board meeting attended and Seventy-Five Thousand Pesos (PHP75,000.00) 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.