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Ref No.: CGO-L2K13-004

May 7, 2013

**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 Interim Written Affirmation, together with its Addendum and Exhibits, duly executed by our President and 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 black ink, appearing to read "MA. LOURDES C. RAUSA-CHAN".

MA. LOURDES C. RAUSA-CHAN
Chief Governance Officer

Enclosure: a/s



Foreign Private Issuer Section 303A Interim Written Affirmation

Philippine Long Distance Telephone
Company (Ticker Symbol: PHI) (the "Company") hereby notifies the New York
(Insert Company name and ticker symbol)

Stock Exchange ("NYSE") that, as of May 7, 2013, the following event has occurred
(Insert date)

(check all that apply):

- ☐ An audit committee member who was deemed independent is no longer independent
- ☒ A member has been added to the audit committee
- ☐ The Company or a member of its audit committee is eligible to rely on and is choosing to rely on a Securities Exchange Act Rule 10A-3 ("Rule 10A-3") exemption
- ☐ The Company or a member of its audit committee is no longer eligible to rely on or is choosing to no longer rely on a previously applicable Rule 10A-3 exemption
- ☐ A member has been removed from the Company's audit committee resulting in the Company no longer having a Rule 10A-3 compliant audit committee
- ☐ The Company determined on _____ that it no longer qualifies as a foreign private
(Insert Determination Date)¹
issuer and will be a domestic company under Section 303A on _____
(Six months after Determination Date)

A detailed description of each event checked above is included on Addendum A to this Interim Written Affirmation.

A. Company is in Compliance

If the Company is in compliance with Section 303A.06² following the event(s) checked above, it must check the box below.

- ☒ The Company hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is in full compliance with Rule 10A-3.

B. Company is not in Compliance³

If the Company is not in compliance with Rule 10A-3 following the event(s) checked above, it must check the box below and provide detailed disclosure on Exhibit A noting the standard it is not in compliance with, the reason for such noncompliance and a specific timetable for its return to compliance.

- ☐ The Company hereby affirms to the NYSE that, as of the date of this Interim Written Affirmation, it is not in compliance with Rule 10A-3.

¹ Determination Date is defined for purposes of Section 303A.00 to be the date at the end of the company's most recently completed second fiscal quarter when it tested its status as a foreign private issuer under Securities Exchange Act Rule 3b-4.

² 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.

³ If this Interim 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).

C. Additional Information

1) If the Company checked the box above indicating that an audit committee member is no longer independent, the Company has provided the name of that individual on Addendum A.

2) If the Company checked the box above indicating that a member has been added to the audit committee, such member satisfies the Rule 10A-3(b)(1) independence requirements or is exempt therefrom. 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 the newly added member of the audit committee who is also a director⁴:

- 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)*;
- 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.

If the newly added 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 is provided on Exhibit D.

3) If the Company checked the box above indicating that it or a member of its audit committee is eligible to rely on and is choosing to rely 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 D.

4) If the Company checked the box above indicating that it, or a member of its audit committee, is no longer eligible to rely on or is choosing to no longer rely on a previously applicable Rule 10A-3 exemption and, as a result, is now required to have an audit committee or restructure its audit committee, 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)*;
- 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)*.

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.

* 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.

If the Company or an individual member of its 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 D.

5) If the Company checked the box above indicating that a member has been removed from its audit committee resulting in the Company no longer having a Rule 10A-3 compliant audit committee, the Company has provided the name of that individual on Addendum A.

6) If the Company checked the box above indicating that it has determined that it no longer qualifies as a foreign private issuer and will be considered a domestic company under Section 303A, it provided the Determination Date (as defined in Section 303A.00) and the date on which it will be required to file on domestic forms with the U.S. Securities and Exchange Commission in the blanks on page 1.

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 and CEO

Date: May 7, 2013

There is no specified form for Addendum A, Exhibit A or Exhibit C. The form of Exhibit D 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.

**APPOINTMENT OF AN ADDITIONAL MEMBER
TO THE AUDIT COMMITTEE OF THE PLDT BOARD OF DIRECTORS**

On May 7, 2013, the Board of Directors of the Philippine Long Distance Telephone Company ("PLDT") appointed the Honorable Retired Chief Justice Artemio V. Panganiban as an independent director of the PLDT Board of Directors and as an additional member of the Audit Committee, thereby completing the said committee's membership composition.

Additional information on Hon. Retired Chief Justice Panganiban is provided in Exhibit C.

PLDT remains to be in compliance with Rule 10A-3.

**APPOINTMENT OF AN ADDITIONAL MEMBER
TO THE AUDIT COMMITTEE OF THE PLDT BOARD OF DIRECTORS**

I. *List of Current Members of the Audit Committee (before May 7, 2013)*

Pedro E. Roxas (Chairman)*
Alfred V. Ty*

Advisors¹

Corazon S. de la Paz-Bernardo
James L. Go
Setsuya Kimura
Roberto R. Romulo

II. *Added Member of the Audit Committee*

Retired Chief Justice Artemio V. Panganiban

The Honorable Retired Chief Justice Artemio V. Panganiban was born on December 7, 1936. He obtained his Bachelor of Laws Degree *cum laude* in 1960 from the Far Eastern University, passed the bar examinations in the same year as 6th placer, and was conferred a Doctor of Laws (Honoris Causa) by the University of Iloilo (1997), Far Eastern University (2002), University of Cebu (2006), Angeles University (2006), and Bulacan State University (2006). He was co-founder and past president of the National Union of Students of the Philippines (1958-1959). Prior to his appointment to the Supreme Court on October 10, 1995, former Chief Justice Panganiban had already distinguished himself as a practicing lawyer, law professor, Catholic lay worker, civic leader, and businessman. As a practicing lawyer, after three years as an assistant in the law office of his mentor, former Senate President Jovito R. Salonga, Hon. Retired Chief Justice Panganiban formed and headed his own law firm, Panganiban, Benitez, Parlade, Africa and Barinaga (now dissolved) in 1963. He

* Independent Director

¹ 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. Any Member of the Audit Committee may cause any Advisor to be excluded from the Committee's meetings (or parts thereof) as such Member deems appropriate in order for the Committee to carry out its responsibilities. Such Advisor may not rejoin the relevant meeting of the Committee until the Committee has completed discussion of the topic for which such Member requested such Advisor to be excluded or such Member has withdrawn his request. (Sections 3.1(c) and (d) and 4.1(l), Charter of the Audit Committee of the PLDT Board of Directors).

was also the Vice President for Legal Affairs of the Philippine Chamber of Commerce and Industry (1991-1995). He also taught law in three schools, Far Eastern University, Assumption Convent and San Sebastian College (1961-1970). As a Catholic lay leader, Hon. Retired Chief Justice Panganiban, among others, was the National Vice Chairman and Chief Legal Counsel of the Parish Pastoral Council for Responsible Voting (1993-1995) and he was the only Filipino appointed by Pope John Paul II for his five-year term as Member of the Pontifical Council for the Laity. As a civic and business leader, the various positions he has held include Vice-President of the Philippine Chamber of Commerce and Industry (1993-1995), Governor of the Management Association of the Philippines (1990-1994), President of Baron Travel Corporation (1967-1993), Arpan Tourism Industries (1974-1993), the Philippine Daily Inquirer (1991-1992), and the Rotary Club of Manila (1990-1991). Hon. Retired Chief Justice Panganiban served the Supreme Court of the Philippines for more than 11 years, first as Justice (October 10, 1995 to December 20, 2005) and later, as Chief Justice (December 21, 2005 to December 6, 2006) during which he sat concurrently as Chairperson of the Presidential Electoral Tribunal, Judicial and Bar Council and Philippine Judicial Academy. Upon his retirement from the Supreme Court on December 6, 2006, the Supreme Court acclaimed him unanimously through a formal resolution as "The Renaissance Jurist of the 21st Century. Hon. Retired Chief Justice Panganiban was an independent member of the Advisory Board/Committee of PLDT since June 9, 2009, until his recent appointment as independent director of PLDT. He also currently serves as an independent director of several top listed companies in the Philippines, namely, First Philippine Holdings Corp. (since 2007), Metro Pacific Investment Corp. (since 2007), GMA Network, Inc. (since 2007), Manila Electric Company, Inc. (since 2008), GMA Holdings (since 2009), Bank of the Philippine Islands (since 2010), Asian Terminals Inc. (since 2010), and Petron Corporation (since 2010). Hon. Retired Chief Justice Panganiban is also a director of Jollibee Foods Corp. and a senior adviser of Metropolitan Bank and Trust Co. He also holds leadership positions in various non-profit organizations, including, Chairman of the Board of Advisers/Trustees of the Metrobank Foundation, Foundation for Liberty and Prosperity and Philippine Dispute Resolution Center, Inc., President of the Manila Cathedral-Basilica Foundation, and Adviser of Dela Salle University College of Law, Asian Institute of Management Corporate Governance Center, World Bank, among others.

As of April 10, 2013, Hon. Retired Chief Justice Panganiban 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), Hon. Retired Chief Justice Panganiban does not have any existing business relationship or fee arrangement with the Company.



Exhibit D to Foreign Private Issuer Section 303A Interim Written Affirmation

Company name and ticker symbol: Philippine Long Distance Telephone Company (Ticker Symbol: PHI)

1	2
Section 303A.06 Securities Exchange Act Rule 10A-3 ("Rule 10A-3") Audit Committee Requirements	Applicable Exemption
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.	Not applicable

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.

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.

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.

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.

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.

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.

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.

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.