

PHILIPPINE LONG DISTANCE TELEPHONE CO

Form 6-K

June 11, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

**For the month of June 2008**

**Commission File Number 1-03006**

Philippine Long Distance Telephone Company

(Exact Name of Registrant as Specified in Its Charter)

**Ramon Cojuangco Building**

**Makati Avenue**

**Makati City**

**Philippines**

(Address of principal executive offices)

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

Form 20-F ☐ Form 40-F

(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-  
\_\_\_\_\_ )

## NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some information in this report may contain forward-looking statements within the meaning of Section 27A of the U.S. Securities Act of 1933 and Section 21E of the U.S. Securities Exchange Act of 1934. We have based these forward-looking statements on our current beliefs, expectations and intentions as to facts, actions and events that will or may occur in the future. Such statements generally are identified by forward-looking words such as believe, plan, anticipate, continue, estimate, expect, may, will or other similar words.

A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. We have chosen these assumptions or bases in good faith. These forward-looking statements are subject to risks, uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. Actual results may differ materially from information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risk factors set forth in Item 3. Key Information Risk Factors in our annual report on Form 20-F for the fiscal year ended December 31, 2007. You should also keep in mind that any forward-looking statement made by us in this report or elsewhere speaks only as at the date on which we made it. New risks and uncertainties come up from time to time, and it is impossible for us to predict these events or how they may affect us. We have no duty to, and do not intend to, update or revise the statements in this report after the date hereof. In light of these risks and uncertainties, you should keep in mind that actual results may differ materially from any forward-looking statement made in this report or elsewhere.

**EXHIBITS**

| <u>Exhibit<br/>Number</u> | -                                                                                                                                                                                              | <u>Page</u> |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
|                           | Copies of the disclosure letters we sent today to the Philippine Stock Exchange and the Securities and Exchange Commission regarding the following:                                            |             |
|                           | cash dividend declaration on the Company's Series V and VI Convertible Preferred Stock;                                                                                                        |             |
| 1                         | election of directors of the Company;                                                                                                                                                          | 4           |
|                           | election of officers of the Company; and                                                                                                                                                       |             |
| 2                         | appointment of chairmen and members of the Audit Committee, Governance and Nomination Committee, Executive Compensation Committee and Technology Strategy Committee of the Board of Directors. | 16          |

Exhibit 1

-

June 10, 2008

Philippine Stock Exchange

4/F Philippine Stock Exchange Center

Exchange Road, Ortigas Center

Pasig City

Attention: Atty. Pete M. Malabanan

Head Disclosure Department

Gentlemen:

In compliance with the disclosure requirements of the Philippine Stock Exchange, we advise that during the meeting of the Board of Directors of our Company on June 10, 2008, the following cash dividends were declared out of the unrestricted retained earnings of the Company as of December 31, 2007:

1. P4.675 per outstanding share of the Company's Series V Convertible Preferred Stock, for the quarter ending July 15, 2008, payable on July 15, 2008 to the holders of record on June 26, 2008.
2. US\$.09925 per outstanding share of the Company's Series VI Convertible Preferred Stock, for the quarter ending July 15, 2008, payable on July 15, 2008 to the holders of record on June 26, 2008.

Thank you.

Very truly yours,

/s/ Ma. Lourdes  
C. Rausa-Chan

MA. LOURDES  
C.  
RAUSA-CHAN

Corporate  
Secretary

Page 1 of 4

Exhibit 1

COVER SHEET

|                            |   |   |   |   |
|----------------------------|---|---|---|---|
| P                          | W | - | 5 | 5 |
| SEC<br>Registration<br>No. |   |   |   |   |

PHILIPPINE LONG DISTANCE

TELEPHONE COMPANY

(Company's Full Name)

RAMON COJUANGCO BUILDING

MAKATI AVE. MAKATI CITY

(Business Address: No. Street/City/Town/Province)

|                                 |                       |
|---------------------------------|-----------------------|
| ATTY. MA. LOURDES C. RAUSA-CHAN | 816-8405              |
| Contact person                  | Contact Telephone No. |

|             |   |   |   |               |                |         |                       |  |  |
|-------------|---|---|---|---------------|----------------|---------|-----------------------|--|--|
|             |   |   |   |               |                |         | Every 2 <sup>nd</sup> |  |  |
| 1           | 2 | 3 | 1 | SEC FORM 17-C | 06             | Tuesday |                       |  |  |
| MonthDay    |   |   |   | FORM TYPE     | MonthDay       |         |                       |  |  |
| Fiscal Year |   |   |   |               | Annual Meeting |         |                       |  |  |





Exhibit 1

SECURITIES AND EXCHANGE COMMISSION

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.1

1. 10 June 2008

Date of Report (Date of earliest event reported)

2. SEC Identification Number PW-55

3. BIR Tax Identification No. 000-488-793

4. PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

Exact name of issuer as specified in its charter

5. PHILIPPINES 6. \_\_\_\_\_ (SEC Use Only)

Province, country or other jurisdiction Industry Classification Code  
of Incorporation

7. Ramon Cojuangco Building, Makati Avenue, Makati City 1200

Address of principal office Postal Code

8. (632) 816-8405

Issuer's telephone number, including area code

9. Not Applicable

Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code and Sections 4 and 8 of the Revised Securities Act

| Title of Each Class | Number of Shares of Common Stock | Outstanding and Amount of Debt Outstanding |
|---------------------|----------------------------------|--------------------------------------------|
|                     |                                  |                                            |
|                     |                                  |                                            |
|                     |                                  |                                            |

Exhibit 1

11. Item 9 (Other Events)

We disclose that the Board of Directors of Philippine Long Distance Telephone Company (the Company), at its meeting held on June 10, 2008 declared, out of the unrestricted retained earnings of the Company as of December 31, 2007, the following cash dividends:

1. P4.675 per outstanding share of the Company's Series V Convertible Preferred Stock, for the quarter ending July 15, 2008, payable on July 15, 2008 to the holders of record on June 26, 2008.

2. US\$.09925 per outstanding share of the Company's Series VI Convertible Preferred Stock, for the quarter ending July 15, 2008, payable on July 15, 2008 to the holders of record on June 26, 2008.

Pursuant to the requirements of the Securities Regulation Code, the Company has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

June 10, 2008

Page 4 of 4

Exhibit 2

June 10, 2008

Philippine Stock Exchange

4<sup>th</sup> Floor PSE Center, Exchange Road

Ortigas Center, Pasig City

Attention: Atty. Pete M. Malabanan

Head Disclosure Department

Gentlemen:

In compliance with Section 17.1 (b) of the Securities Regulation Code and SRC Rule 17.1, we submit herewith a copy of SEC Form 17-C with respect to certain discloseable events/information.

This shall serve as the disclosure letter for the purpose of complying with PSE Revised Disclosure Rules.

Very truly yours,

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Exhibit 2

June 10, 2008

Securities and Exchange Commission

SEC Building

EDSA, Mandaluyong City

Attention: Atty. Justina F. Callangan

Director, Corporation Finance Dept.

Gentlemen:

In accordance with Section 17.1 (b) of the Securities Regulation Code and SRC Rule 17.1, we submit herewith five (5) copies of SEC Form 17-C with respect to certain discloseable events/information.

Thank you.

Very truly yours,

PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

/s/ Ma. Lourdes C. Rausa-Chan

MA. LOURDES C. RAUSA-CHAN

Corporate Secretary

Exhibit 2

COVER SHEET

|                            |   |   |   |   |
|----------------------------|---|---|---|---|
| P                          | W | - | 5 | 5 |
| SEC<br>Registration<br>No. |   |   |   |   |

PHILIPPINE LONG DISTANCE

TELEPHONE COMPANY

(Company's Full Name)

RAMON COJUANGCO BUILDING

MAKATI AVE. MAKATI CITY

(Business Address: No. Street/City/Town/Province)

|                                 |                       |
|---------------------------------|-----------------------|
| ATTY. MA. LOURDES C. RAUSA-CHAN | 816-8405              |
| Contact person                  | Contact Telephone No. |

|       |     |   |   |               |       |         |                       |  |
|-------|-----|---|---|---------------|-------|---------|-----------------------|--|
|       |     |   |   |               |       |         | Every 2 <sup>nd</sup> |  |
| 1     | 2   | 3 | 1 | SEC FORM 17-C | 06    | Tuesday |                       |  |
| Month | Day |   |   | FORM TYPE     | Month | Day     |                       |  |



Remarks: Please use black ink for scanning purposes

Page 3 of 16

Exhibit 2

SECURITIES AND EXCHANGE COMMISSION

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.1

1, 10 June 2008

Date of Report (Date of earliest event reported)

2. SEC Identification Number PW-55

3. BIR Tax Identification No. 000-488-793

4. PHILIPPINE LONG DISTANCE TELEPHONE COMPANY

Exact name of issuer as specified in its charter

5. PHILIPPINES 6. \_\_\_\_\_ (SEC Use Only)

Province, country or other jurisdiction Industry Classification Code

of Incorporation

7. Ramon Cojuangco Building, Makati Avenue, Makati City 1200

Address of principal office Postal Code

8. (632) 816-8405

Issuer's telephone number, including area code

9. Not Applicable

Former name or former address, if changed since last report

11. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code and Sections 4 and 8 of the Revised Securities Act

| Title of Each Class | Number of Shares of Common Stock | Outstanding and Amount of Debt Outstanding |
|---------------------|----------------------------------|--------------------------------------------|
|                     |                                  |                                            |
|                     |                                  |                                            |
|                     |                                  |                                            |

Exhibit 2

11. Item 4 (Election of Directors and Officers) and Item 9 (Other Events)

We disclose the following:

1. At the Annual Meeting of Stockholders of Philippine Long Distance Telephone Company (the Company) held on June 10, 2008, the following persons were elected as directors, four (4) of whom are independent directors, of the Company for the ensuing corporate year:

Helen Y. Dee

Ray C. Espinosa

Tatsu Kono

Napoleon L. Nazareno

Bienvenido F. Nebres - Independent Director

Takashi Ooi

Manuel V. Pangilinan

Corazon S. de la Paz-Bernardo

Ma. Lourdes C. Rausa-Chan

Oscar S. Reyes - Independent Director

Albert F. del Rosario

Pedro E. Roxas - Independent Director

Alfred V. Ty - Independent Director

Edgar Filing: PHILIPPINE LONG DISTANCE TELEPHONE CO - Form 6-K

Attached are copies of the Certifications executed by Messrs. Bienvenido F. Nebres, Oscar S. Reyes, Pedro E. Roxas and Alfred V. Ty in connection with their election as independent directors of the Company.

2. At the meeting of the Board of Directors of the Company that immediately followed the adjournment of the said Annual Meeting of Stockholders:

(a) The following persons were elected to the positions indicated opposite their respective names:

|                             |                                                                                                 |
|-----------------------------|-------------------------------------------------------------------------------------------------|
| Manuel V. Pangilinan        | -Chairman of the Board                                                                          |
| Napoleon L. Nazareno        | -President & Chief Executive Officer                                                            |
| Maria Lourdes C. Rausa-Chan | -Senior Vice President, Corporate<br>Secretary, General Counsel and<br>Chief Governance Officer |
| Anabelle L. Chua            | -Senior Vice President and Treasurer                                                            |
| Rene G. Bañez               | -Senior Vice President                                                                          |
| George N. Lim               | -Senior Vice President                                                                          |
| Claro Carmelo P. Ramirez    | -Senior Vice President                                                                          |
| Victorico P. Vargas         | -Senior Vice President                                                                          |
| Alfredo S. Panlilio         | -Senior Vice President                                                                          |
| Ernesto R. Alberto          | -Senior Vice President                                                                          |

|

Page 5 of 16

-Senior Vice President

-Senior Vice President

Exhibit 2

-First Vice President and Assistant

Corporate Secretary

|                              |                       |
|------------------------------|-----------------------|
| Menardo G. Jimenez, Jr.      | -First Vice President |
| Jun R. Florencio             | -First Vice President |
| Florentino D. Mabasa, Jr.    | -First Vice President |
|                              | -First Vice President |
| Celso T. Dimarucut           | -First Vice President |
| Emiliano R. Tanchico, Jr.    | -First Vice President |
| Ricardo M. Sison             | -First Vice President |
| Miguela F. Villanueva        | -First Vice President |
| Cesar M. Enriquez            | -First Vice President |
| Raymond S. Relucio           | -First Vice President |
| Richard N. Ferrer            | -First Vice President |
| Nerissa S. Ramos             | -First Vice President |
| Ramon Alger P. Obias         | -First Vice President |
| Alfredo B. Carrera           | -Vice President       |
| Leo I. Posadas               | -Vice President       |
| June Cheryl Cabal-Furigay    | -Vice President       |
| Danny Y. Yu                  | -Vice President       |
| Mario C. Encarnacion         | -Vice President       |
| Ma. Luz Natividad A. Lim     | -Vice President       |
| Jesus M. Tañedo              | -Vice President       |
| Ricardo C. Rodriguez         | -Vice President       |
| Arnel S. Crisostomo          | -Vice President       |
| Rebecca Jeanine R. De Guzman | -Vice President       |
| Jose Antonio T. Valdez       | -Vice President       |
| Emeraldo L. Hernandez        | -Vice President       |

Edgar Filing: PHILIPPINE LONG DISTANCE TELEPHONE CO - Form 6-K

|                              |                 |
|------------------------------|-----------------|
| Joseph Nelson M. Ladaban     | -Vice President |
| Roberto G. Pador             | -Vice President |
| Lilibeth F. Pasa             | -Vice President |
| Enrique S. Pascual, Jr.      | -Vice President |
| Jose Lauro G. Pelayo         | -Vice President |
| Genaro C. Sanchez            | -Vice President |
| Jose A. Apelo                | -Vice President |
| Ma. Josefina T. Gorres       | -Vice President |
| Emmanuel B. Ocumen           | -Vice President |
| Gerardo C. Peña              | -Vice President |
| Alejandro C. Fabian          | -Vice President |
| Elisa B. Gesalta             | -Vice President |
| Ma. Criselda B. Guhit        | -Vice President |
| Oliver Carlos G. Odulio      | -Vice President |
| Ana Maria A. Sotto           | -Vice President |
| Julieta S. Tañeca            | -Vice President |
| Melissa V. Vergel de Dios    |                 |
| Marco Alejandro T. Borlongan |                 |
| Amihan E. Crooc              |                 |
| Katrina Luna-Abelarde        |                 |

Page 6 of 16

Exhibit 2

(b) The following were appointed members of the Advisory Board/Committee:

Roberto R. Romulo

Benny S. Santoso

Orlando B. Vea

Christopher H. Young

Ricardo R. Zarate

(c) The following were appointed Chairmen, Members and Advisors of the Audit Committee, Governance and Nomination Committee, Executive Compensation Committee and Technology Strategy Committee:

-

Audit Committee

Rev. Fr. Bienvenido F. Nebres, S.J., Chairman

Oscar S. Reyes, Member

Pedro E. Roxas, Member

Corazon S. de la Paz-Bernardo, Advisor

Roberto R. Romulo, Advisor

Tatsu Kono, Advisor

Governance and Nomination Committee

Manuel V. Pangilinan, Chairman

Tatsu Kono, Member

Rev. Fr. Bienvenido F. Nebres, S.J., Member

Oscar S. Reyes, Member

Alfred V. Ty, Member

Ma. Lourdes C. Rausa-Chan, Non-voting member

Victorico P. Vargas, Non-voting Member

Executive Compensation Committee

Albert F. del Rosario, Chairman

Oscar S. Reyes, Member

Pedro E. Roxas, Member

Alfred V. Ty, Member

Tatsu Kono, Member

Victorico P. Vargas, Non-voting Member

Exhibit 2

Technology Strategy Committee

-

Manuel V. Pangilinan, Chairman

Napoleon L. Nazareno, Member

Ray C. Espinosa, Member

Oscar S. Reyes, Member

Tatsu Kono, Member

Orlando B. Veja, Member

All the members including the Chairman of the Audit Committee are Independent Directors. Majority of the voting members of the Governance and Nomination Committee, namely, Rev. Fr. Bienvenido F. Nebres, Mr. Oscar S. Reyes and Mr. Alfred V. Ty are Independent Directors. Majority of the voting members of the Executive Compensation Committee, namely, Messrs. Oscar S. Reyes, Pedro E. Roxas and Alfred V. Ty are Independent Directors. One member, Mr. Oscar S. Reyes, of the Technology Strategy Committee is an Independent Director.

Pursuant to the requirements of the Securities Regulation Code, the Company has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILIPPINE LONG DISTANCE

TELEPHONE COMPANY

By:

/s/ Ma. Lourdes C. Rausa-Chan

**MA. LOURDES C. RAUSA-CHAN**

Corporate Secretary

June 10, 2008

Page 8 of 16

Exhibit 2

**CERTIFICATION OF NOMINEES IDENTIFIED AS  
INDEPENDENT DIRECTOR**

I, **BIENVENIDO F. NEBRES, S.J.**, Filipino, of legal age and a resident of Jesuit Residence, Ateneo de Manila University, Loyola Heights, Q.C., after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee identified as independent director of Philippine Long Distance Telephone Company (PLDT).

2. I am affiliated with the following companies or organizations:

| <b>Company/Organization</b>                        | <b>Position/Relationship</b>        | <b>Period of Service</b> |
|----------------------------------------------------|-------------------------------------|--------------------------|
| Asian Institute of Management                      | Vice Chair, Board of Trustees       | 1993 present             |
| Assumption College                                 | Member, Board of Trustees           | 1994 present             |
| Ateneo de Manila University                        | President/Member, Board of Trustees | 1993 present             |
| Georgetown University                              | Member, Board of Trustees           | 2003 present             |
| Manila Observatory                                 | Member, Board of Trustees           | 1998 present             |
| Philippine Institute of Pure and Applied Chemistry | Member, Board of Trustees           | 2000 present             |
| Regis University                                   | Member, Board of Trustees           | 2000 present             |
| Sacred Heart School - Jesuit Cebu City             | Member, Board of Trustees           | 1983 present             |
| Stonyhurst School                                  | Chairman, Board of Trustees         | 1998 present             |

3. I am not a securities broker-dealer, i.e., I do not hold any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Philippine Stock Exchange, associated person or salesman, and an authorized clerk of the broker or dealer.
4. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PLDT, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
5. If elected, I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.
6. I shall inform the corporate secretary of PLDT of any changes in the abovementioned information within five days from its occurrence.

Exhibit 1

Done, this 4<sup>th</sup> day of June, 2008 at Quezon City.

(original signed)

**BIENVENIDO F. NEBRES, S.J.**

Affiant

SUBSCRIBED AND SWORN to before me, a notary public in and for the City of Quezon this 4<sup>th</sup> day of June, 2008. The affiant, whom I identified through the following competent evidence of identity: Community Tax Certificate No. 16309190, issued on January 16, 2008, in Quezon City, personally signed the foregoing instrument before me and avowed under penalty of law to the whole truth of the contents of said instrument.

WITNESS MY HAND AND SEAL on the date and at the place first abovementioned.

(original signed)

Alson S. Garcia

Notary Public

Until Dec. 2009

PTR # 7084572/Roll # 52248

Doc. No. 508

Page No. 102

Book No. 1

Series of 2008.

## Exhibit 2

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **OSCAR S. REYES**, Filipino, of legal age and a resident of Unit 6 Kasiyahan Homes, 58 McKinley Road, Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

7. I am a nominee identified as independent director of Philippine Long Distance Telephone Company (PLDT).

8. I am affiliated with the following companies or organizations:

| <b>Company/Organization</b>                     | <b>Position/<br/>Relationship</b> | <b>Period of Service</b> |
|-------------------------------------------------|-----------------------------------|--------------------------|
| Manila Water Company                            | Director                          | 2005 present             |
| Bank of the Philippine Island                   | Director                          | 2003 - present           |
| Sun Life of Canada Phils. Inc.                  | Director                          | 2004 present             |
| Sun Life Financial Plans Inc.                   | Director                          | 2006                     |
| Tower Club Inc.                                 | Director                          | 2004 - present           |
| SMART Communications Inc.                       | Director                          | 2006                     |
| Link Edge Inc.                                  | Chairman                          | 2002 present             |
| CEO s Inc.                                      | Director                          | 2002 present             |
| Global Resources for Outsourced Workers (GROW)  | Director                          | 2003 present             |
| Mindoro Resources Ltd.                          | Director                          | 2003 present             |
| First Philippine Electric Company               | Director                          | 2003 present             |
| Sun Life Prosperity Dollar Abundance Fund, Inc. | Director                          | 2003 present             |
| Sun Life Prosperity Dollar Advantage Fund, Inc. | Director                          | 2003 present             |
| Basic Energy Corporation                        | Director                          | 2007 present             |
| Petrolift Inc.                                  | Director                          | 2007 present             |
| Pepsi Cola Products Philippines Inc.            | Director                          | 2007 present             |
| MRL Gold Philippines Inc.                       | Chairman                          | 2008                     |

9. I am not a securities broker-dealer, i.e., I do not hold any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Philippine Stock Exchange, associated person or salesman, and an authorized clerk of the broker or dealer.
10. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PLDT, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.
11. If elected, I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.

Exhibit 2

12. I shall inform the corporate secretary of PLDT of any changes in the abovementioned information within five days from its occurrence.

Done, this 29<sup>th</sup> day of May, 2008 at Makati City.

(original signed)

**OSCAR S. REYES**

Affiant

SUBSCRIBED AND SWORN to before me, a notary public in and for the City of 3<sup>rd</sup> day of June, 2008. The affiant, whom I identified through the following competent evidence of identity: Philippine Driver's License No. N17-65-003836, expiring on April 18, 2010, personally signed the foregoing instrument before me and avowed under penalty of law to the whole truth of the contents of said instrument.

WITNESS MY HAND AND SEAL on the date and at the place first abovementioned.

(original signed)

Ramon Quintin Claudio C. Allado

Notary Public for Makati City

Appointment No. M-06 (2008-2009)

Until 31 December 2009

PTR No. 0986103/1-3/08/Makati

IBP No. 7303861/1-2/08/Rizal

Roll No. 50274

Doc. No. 181

Page No. 38

Book No. I

Series of 2008.

Exhibit 2

**CERTIFICATION OF INDEPENDENT DIRECTORS**

I, **PEDRO E. ROXAS**, Filipino, of legal age and a resident of Makati City, after having been duly sworn to in accordance with law do hereby declare that:

13. I am a nominee identified as independent director of Philippine Long Distance Telephone Company (PLDT).

14. I am affiliated with the following companies or organizations:

| <b>Company/Organization</b> | <b>Position/Relationship</b> | <b>Period of Service</b> |
|-----------------------------|------------------------------|--------------------------|
| Roxas Holdings, Inc.        | Chairman/CEO                 | 13 years                 |
| CADP Group Corp.            | Exec. Chairman               | 13 years                 |
| Roxas & Co., Inc.           | President                    | 5 years                  |
| Roxaco Land Corp.           | President                    | 20 years                 |
| BDO Private Bank            | Director                     | 7 years                  |
| Batangas Assets Corp.       | Chairman                     | 9 years                  |
| Club Punta Fuego            | Chairman                     | 11 years                 |
| Hawaiian-Phil. Co.          | Chairman                     | 5 years                  |

15. I am not a securities broker-dealer, i.e., I do not hold any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Philippine Stock Exchange, associated person or salesman, and an authorized clerk of the broker or dealer.

16. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PLDT, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

17. If elected, I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.

18. I shall inform the corporate secretary of PLDT of any changes in the abovementioned information within five days from its occurrence.

Done, this 29<sup>th</sup> day of May, 2008 at Makati City.

(original signed)

**PEDRO E. ROXAS**

Affiant

Page 13 of 16

Exhibit 2

SUBSCRIBED AND SWORN to before me, a notary public in and for the City of Makati this 2<sup>nd</sup> day of June, 2008. The affiant, whom I identified through the following competent evidence of identity: Driver's License No. NII-77-003-593, valid until March 19, 2009, personally signed the foregoing instrument before me and avowed under penalty of law to the whole truth of the contents of said instrument.

WITNESS MY HAND AND SEAL on the date and at the place first abovementioned.

(original signed)

Abner Tito L. Alberto

Notary Public for the City of Makati

Until December 31, 2008

Notarial Appointment No. 117

Roll of Attorneys No. 38834

IBP Lifetime Roll No. 02359 May 9, 2001

PTR No. 0011679 01/09/2008

9/F MGO Bldg., Dela Rosa St.

Legaspi Village, Makati City, Metro Manila

Doc. No. 002

Page No. 2

Book No. 2

Series of 2008.

Page 14 of 16

Exhibit 2

**CERTIFICATION OF INDEPENDENT DIRECTOR**

I, **ALFRED V. TY**, Filipino, of legal age and a resident of 16F GT Tower, 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

19. I am an independent director of Philippine Long Distance Telephone Company (PLDT).

20. I am affiliated with the following companies or organizations:

| <b>Company/Organization</b>                                                 | <b>Position/Relationship</b> | <b>Period of Service</b> |
|-----------------------------------------------------------------------------|------------------------------|--------------------------|
| Toyota Motor Phils. Corp.                                                   | Vice-Chairman                | 1992 present             |
| Federal Land, Inc.                                                          | President                    | 1997 present             |
| Asia Pacific Top Mgt. Int'l.<br>Resources, Corp. (Marco<br>Polo Plaza Cebu) | Chairman                     | 2005 present             |
| Global Business Power Corp.                                                 | Director                     | 2006 present             |
| Metrobank                                                                   | Corporate Secretary          | 2002 present             |
| Metrobank Foundation, Inc.                                                  | Corporate Secretary          | 1996 present             |
| South Pacific Land (Nanjing)                                                | Director                     | 2000 present             |

21. I am not a securities broker-dealer, i.e., I do not hold any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Philippine Stock Exchange, associated person or salesman, and an authorized clerk of the broker or dealer.

22. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PLDT, as provided for in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

23. If elected, I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code.

24. I shall inform the corporate secretary of PLDT of any changes in the abovementioned information within five days from its occurrence.

Done, this 30<sup>th</sup> day of May, 2008 at Makati City.

(original signed)

**ALFRED V. TY**

Affiant

Page 15 of 16

Exhibit 2

SUBSCRIBED AND SWORN to before me, a notary public in and for the City of Makati this 30<sup>th</sup> day of May, 2008. The affiant, whom I identified through the following competent evidence of identity: Driver's License No. N17-85-0220713, expiring on August 2, 2008, personally signed the foregoing instrument before me and avowed under penalty of law to the whole truth of the contents of said instrument.

WITNESS MY HAND AND SEAL on the date and at the place first abovementioned.

(original signed)

Sergre Mario C. Iyog

Notary Public

Until December 31, 2009

PTR#0999093; 1/10/08; Makati City

IBP# 736805; 1/09/08; Makati City

Roll No. 32693 (p.259, Bk. 15)

Doc. No. 276

Page No. 56

Book No. 69

Series of 2008.



Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PHILIPPINE LONG DISTANCE  
TELEPHONE COMPANY

By : /s/ Ma. Lourdes C. Rausa-Chan

Name : Ma. Lourdes C. Rausa-Chan

Title : Senior Vice President, Corporate

Affairs and Legal Services Head

and Corporate Secretary

Date: June 10, 2008