

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

PHILIPPINE AIRLINES, INC.<sup>1</sup>

Debtor.

Chapter 11

Case No. 21-11569 (SCC)

**CERTIFICATION OF P. JOSEPH MORROW IV  
WITH RESPECT TO THE TABULATION OF VOTES ON THE  
CHAPTER 11 PLAN OF REORGANIZATION OF PHILIPPINE AIRLINES, INC.**

I, P. Joseph Morrow IV, depose and say under the penalty of perjury:

1. I am a Vice President of Corporate Restructuring Services, employed by Kurtzman Carson Consultants LLC (“KCC”), located at 222 N. Pacific Coast Highway, 3rd Floor, El Segundo, California 90245. I am over the age of 18 and not a party to these proceedings.

2. I submit this Certification with respect to the solicitation of votes and the tabulation of ballots cast on the *Chapter 11 Plan of Reorganization of Philippine Airlines, Inc.*, [Docket No. 260] (as may be amended, supplemented, or modified from time to time, the “**Plan**”). Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of KCC. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. The Court authorized the retention of KCC (i) as the claims and noticing agent to the Debtor pursuant to the *Order Appointing Kurtzman Carson Consultants LLC as Claims and*

<sup>1</sup> The Debtor in this chapter 11 case, along with its registration number in the Philippines, is Philippine Airlines, Inc., Philippine Securities and Exchange Commission Registration PW 37. The Debtor’s corporate headquarters is located at PNB Financial Center, President Diosdado Macapagal Avenue, CCP Complex, Pasay City 1300, Metro Manila, Philippines.



*Noticing Agent for the Debtor Pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 105(a) and S.D.N.Y. LBR 5075-1 Nunc Pro Tunc to the Petition Date* [Docket No. 46] entered on September 9, 2021, and (ii) as administrative advisor to the Debtor pursuant to the *Order Authorizing the Debtor to Retain and Employ Kurtzman Carson Consultants LLC as Administrative Advisor Effective Nunc Pro Tunc to the Petition Date* [Docket No. 217] entered on October 26, 2021 (collectively, the “**Retention Orders**”). The Retention Orders authorize KCC to assist the Debtor with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. KCC and its employees have considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

**A. Service and Transmittal of Solicitation Packages and Related Information**

4. On November 12, 2021, the Court entered the *Order (A) Approving the Disclosure Statement; (B) Approving Solicitation and Voting Procedures; (C) Approving Forms of Ballots; (D) Scheduling a Confirmation Hearing; and (E) Establishing Notice and Objection Procedures* [Docket No. 259] (the “**Disclosure Statement Order**”).<sup>2</sup> The Disclosure Statement Order established, among other things, (i) November 12, 2021 as the record date (the “**Voting Record Date**”) for determining the Holders of Claims and Interests entitled to vote on the Plan, (ii) procedures for the solicitation of votes to accept or reject the Plan (the “**Solicitation Procedures**”) and (iii) procedures for the tabulation of Ballots (the “**Tabulation Procedures**”). Pursuant to the Plan and the Solicitation Procedures, only holders of Claims as of the Voting Record Date in Class 3 (General Unsecured Claims) (the “**Voting Class**”) were entitled to vote to accept or reject the Plan.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Disclosure Statement Order.

5. In accordance with the Disclosure Statement Order, on November 15, 2021, KCC caused to be served (i) the Confirmation Hearing Notice on the parties listed in the creditor matrix and all other parties entitled to receive such notice pursuant to the Disclosure Statement Order, (ii) the Solicitation Packages on all Holders of Claims in the Voting Class entitled to vote as of the Voting Record Date, (iii) the applicable Non-Voting Status Notice in lieu of Solicitation Packages to the holders of Claims and Interests in the following Classes (which were not entitled to vote on the Plan): Class 1 (Priority Non-Tax Claims), Class 2 (Other Secured Claims), Class 4 (General Unsecured Trade Claims), Class 5 (Employee Claims), Class 6 (Customer Claims), Class 7 (Intercompany Claims), and Class 8 (Existing Equity Interests). KCC filed the *Certificate of Mailing of Claims Agent re: Solicitation Materials* [Docket No. 269] on November 18, 2021 evidencing the foregoing.

6. On November 15, 2021, KCC also posted links to the electronic versions of the solicitation materials, including the Confirmation Hearing Notice, Plan, Disclosure Statement, Disclosure Statement Order, and Cover Letter from the Debtor on the public access website at [www.kccllc.net/PAL](http://www.kccllc.net/PAL).

7. On November 19, 2021, the Confirmation Hearing Notice was published in *The New York Times (National Edition)* and *USA Today*. Affidavits evidencing the publication of the Confirmation Hearing Notice were filed on November 23, 2021 [Docket No. 276]. In addition, the Confirmation Hearing notice was also published in the *Philippine Daily Inquirer* on November 23, 2021.

8. On or before November 26, 2021, KCC caused to be served supplemental Solicitation Packages on Holders of Claims entitled to vote. KCC filed the *Supplemental*

*Certificate of Mailing of Claims Agent re: Solicitation Materials* [Docket No. 300] on December 9, 2021 evidencing the foregoing.

**B. Voting and Tabulation Process**

9. As noted earlier, pursuant to the Disclosure Statement Order, holders of Claims in Class 3 (General Unsecured Claims) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

10. Pursuant to the Disclosure Statement Order, KCC relied on Annex 1 attached to the Solicitation Procedures to identify and solicit holders of Claims in the Voting Class.

11. Using the information outlined above, and with specific guidance from the Debtor's advisors, KCC created a voting database reflecting the names and addresses of holders of Claims and Interests, the classification of Claims and Interests, and voting amounts in the Voting Class. Specifically, using its CaseView system ("CaseView")<sup>3</sup> and voting database, KCC generated ballots for holders of Claims entitled to vote to accept or reject the Plan.

12. The Disclosure Statement Order established December 10, 2021 at 4:00 p.m. (prevailing Eastern Time) as the deadline by which ballots for accepting or rejecting the Plan had to be actually received by KCC in order to be counted (the "Voting Deadline"), except to the extent such Voting Deadline was extended by the Debtor in writing in their sole discretion.

13. In accordance with the Disclosure Statement Order, KCC received and tabulated Ballots as follows: (a) each returned paper Ballot was opened and inspected at KCC's office; (b) paper Ballots were date-stamped and scanned into KCC CaseView; (c) each electronic Ballot was electronically received and processed; and (d) all Ballots received on or before the Voting

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<sup>3</sup> CaseView is KCC's claims management database, which stores the records and images associated with all scheduled and filed claims.

Deadline were then entered into KCC CaseView and tabulated in accordance with the Voting and Tabulation Procedures.

14. The final tabulation of votes cast by timely and properly completed ballots received by KCC is set forth below and attached hereto as **Exhibit A**, with a the detailed ballot report for the Voting Class attached hereto as **Exhibit A-1**.

CLASS	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount Voted)	NUMBER (% of Number Voted)
Class 3 – General Unsecured Claims	\$1,748,397,825.83 (100.00%)	57 (100.00%)	\$0.00 (0.00%)	0 (0.00%)

15. In addition, KCC reviewed and tabulated the elections recorded on the opt-out forms received by the Voting Deadline from holders of Claims or Interests entitled to opt out of the Plan’s Third-Party Release. A report of any such holders that checked the opt-out box on their ballots or opt-out forms is attached hereto as **Exhibit B**. For the avoidance of doubt, this Certification does not certify the validity or enforceability of any opt-out elections received and reported on **Exhibit B** hereto, but rather this Certification is providing such information for reporting and informational purposes.

**C. Ballots That Were Not Counted**

16. In accordance with the Voting and Tabulation Procedures, attached as **Exhibit C** to this Certification is a detailed report of any Ballots that were not included in the tabulation above because they did not satisfy the requirements for a valid Ballot as set forth in the Disclosure Statement Order.

**D. Conclusion**

17. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true and correct. The Ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

Dated: December 10, 2021

/s/ P. Joseph Morrow IV

P. Joseph Morrow IV

Vice President, Corporate Restructuring Services

Kurtzman Carson Consultants LLC

## **Exhibit A**

**Exhibit A****Ballot Tabulation Summary**

<b>Class Description</b>	<b>Ballots Not Tabulated</b>	<b>Number Voted</b>	<b>Number Accepted</b>	<b>Number Rejected</b>	<b>Total Amount Voted</b>	<b>Amount Accepted</b>	<b>Amount Rejected</b>	<b>Voting Result</b>
3 - General Unsecured Claims	1	57	57 100.00%	0 0.00%	\$1,748,397,825.83	\$1,748,397,825.83	\$0.00	Accept



## **Exhibit A-1**

## Exhibit A-1

**Class 3 Ballot Detail**  
**General Unsecured Claims**

Creditor Name	Date Filed	Ballot No.	Voting Amount	Vote
Aircraft MSN 6201 LLC	12/08/2021	31	\$13,038,791.70	Accept
Aircraft MSN 6253 LLC	12/08/2021	32	\$14,219,293.70	Accept
Avation Pacific Leasing II Pte. Ltd.	11/28/2021	12	\$35,053,142.16	Accept
Avolon Aerospace AOE 106 Limited	12/09/2021	42	\$7,814,649.84	Accept
Avolon Aerospace AOE 108 Limited	12/09/2021	43	\$11,345,853.43	Accept
Avolon Aerospace AOE 95 Limited	12/09/2021	38	\$25,098,791.49	Accept
AWAS 1 Ireland Limited	12/05/2021	25	\$8,232,365.71	Accept
AWAS 5371 Trust	12/05/2021	24	\$7,673,254.61	Accept
Buona Sorte Holdings, Inc	12/10/2021	60	\$358,286,608.11	Accept
Celestial Aviation Trading 100 Limited	11/30/2021	17	\$1,990,818.10	Accept
Celestial Aviation Trading 68 Limited	11/30/2021	19	\$29,824,859.20	Accept
Celestial EX-IM Trading 1 Limited	11/30/2021	18	\$24,818,612.65	Accept
CIT Aerospace International	12/09/2021	55	\$30,474,436.77	Accept
CIT Group Finance (Ireland)	12/09/2021	39	\$76,363,126.29	Accept
CIT Group Finance (Ireland)	12/09/2021	40	\$83,938,224.66	Accept
DCAL 1 Leasing Limited	12/01/2021	20	\$12,064,752.00	Accept
DCAL 2 Leasing Limited	12/01/2021	21	\$52,375,938.00	Accept
ECAF I 1482 DAC	12/09/2021	44	\$50,898,045.43	Accept
ECAF I 6363 DAC	12/09/2021	45	\$7,622,207.22	Accept
Fly Aircraft Holdings Twenty-Eight Limited	12/09/2021	49	\$10,221,985.32	Accept
Fly Aircraft Holdings Twenty-One Limited	12/09/2021	47	\$52,135,287.68	Accept
Fly Aircraft Holdings Twenty-Six Limited	12/09/2021	50	\$10,086,689.29	Accept
Fly Aircraft Holdings Twenty-Two Limited	12/09/2021	48	\$52,440,802.02	Accept
Haitong Unitrust No. 3 Limited	12/09/2021	34	\$14,605,394.42	Accept
Haitong Unitrust No. 4 Limited	12/09/2021	35	\$8,474,502.81	Accept
HKAC Leasing 6291 (Ireland) Limited	12/09/2021	41	\$7,197,745.37	Accept
JPA No. 112 Co., Ltd.	12/02/2021	22	\$44,009,537.00	Accept
JPL Stratos Leasing 1 Limited	12/03/2021	23	\$4,570,699.00	Accept
LAF LEASING IRELAND 3 LIMITED	12/10/2021	59	\$2,321,734.76	Accept
Macquarie AirFinance Acquisitions (UK) Limited	11/24/2021	9	\$6,533,596.00	Accept
Nanshi Aviation Leasing Limited	12/09/2021	51	\$20,757,227.00	Accept
Nanshi Aviation Leasing Limited	12/09/2021	52	\$4,189,769.00	Accept
Nanshi Aviation Leasing Limited	12/09/2021	53	\$55,370,983.27	Accept
Nanshi Aviation Leasing Limited	12/09/2021	56	\$4,190,695.00	Accept
Nordic Aviation Leasing Twenty Four Pte. Ltd.	11/23/2021	8	\$7,128,377.98	Accept
Nordic Aviation Leasing Twenty Three Pte. Ltd.	11/23/2021	7	\$4,157,144.51	Accept
ORIX Aviation Systems Limited	12/09/2021	46	\$8,207,031.27	Accept
Pajun Aviation Leasing 1 Limited	11/16/2021	4	\$36,626,421.00	Accept
Pajun Aviation Leasing 2 Limited	11/16/2021	5	\$34,447,596.00	Accept
Pajun Aviation Leasing 3 Limited	11/16/2021	6	\$60,481,465.00	Accept
Philippine National Bank	11/24/2021	10	\$86,842,526.47	Accept
PP5012 Aircraft Leasing Limited	12/07/2021	27	\$4,589,798.48	Accept
PP5103 Aircraft Leasing Limited	12/07/2021	28	\$4,584,785.45	Accept
Rolls-Royce PLC	12/08/2021	33	\$89,496,109.00	Accept
RRPF Engine Leasing Limited	11/29/2021	13	\$4,353,261.90	Accept
RRPF Engine Leasing Limited	11/30/2021	16	\$2,167,009.47	Accept
SAF Leasing II (AOE 2) Limited	12/09/2021	37	\$44,986,076.90	Accept
SAF Leasing II (AOE 2) Limited	12/09/2021	57	\$3,345,877.83	Accept
SMBC Aviation Capital Limited	11/29/2021	14	\$43,662,903.00	Accept
SMBC Aviation Capital Limited	11/29/2021	15	\$86,740,717.00	Accept

**Exhibit A-1****Class 3 Ballot Detail****General Unsecured Claims**

<b>Creditor Name</b>	<b>Date Filed</b>	<b>Ballot No.</b>	<b>Voting Amount</b>	<b>Vote</b>
TrueNoord Pinatubo Limited	12/08/2021	29	\$3,844,020.00	Accept
TrueNoord Pinatubo Limited	12/08/2021	30	\$3,906,147.00	Accept
Union Bank of the Philippines	12/09/2021	36	\$20,003,055.56	Accept
Wilmington Trust SP Services (Dublin) Limited	11/16/2021	1	\$3,522,331.00	Accept
Wilmington Trust SP Services (Dublin) Limited	11/16/2021	2	\$2,521,420.00	Accept
Wilmington Trust SP Services (Dublin) Limited	11/16/2021	3	\$7,243,332.00	Accept
Wilmington Trust SP Services (Dublin) Limited	12/09/2021	54	\$37,300,000.00	Accept
		<b>Accept</b>	<b>\$1,748,397,825.83</b>	<b>57</b>
		<b>Reject</b>	<b>\$0.00</b>	<b>0</b>

## **Exhibit B**

**Exhibit B****Opt-Out Parties**

Date Filed	Ballot		Class	Opt Out of the Plan's Third Party Release
	No.	Creditor Name		
11/25/2021	11	China Banking Corporation	3 - General Unsecured Claims	Yes
12/10/2021	58	Person Consulting, Inc	Non-Voting Unimpaired	Yes

## **Exhibit C**

**Exhibit C****Ballots Excluded from Tabulation**

<b>Class</b>	<b>Creditor Name</b>	<b>Date Filed</b>	<b>Ballot No.</b>	<b>Voting Amount</b>	<b>Vote</b>	<b>Reason Not Tabulated</b>
3	China Banking Corporation	11/25/2021	11	\$65,063,194.44	Abstain	Abstained
N/A	Oracle (Philippine) Corporation and Oracle America, Inc.	12/10/2021	N/A	\$3,359.12	Abstain	Not entitled to vote