

Hearing Date and Time: March 29, 2022, at 11:00 am (Prevailing Eastern Time)
Objection Deadline: March 22, 2022, at 4:00 pm (Prevailing Eastern Time)

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Counsel to the Reorganized Debtor

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

In re:

PHILIPPINE AIRLINES, INC.,¹

Debtor.

Chapter 11

Case No. 21-11569 (SCC)

**NOTICE OF HEARING OF REORGANIZED DEBTOR'S MOTION FOR
ENTRY OF A FINAL DECREE CLOSING THE CHAPTER 11 CASE**

PLEASE TAKE NOTICE that on March 15, 2022, Philippine Airlines, Inc. (before the effective date of its chapter 11 plan, the debtor and debtor in possession in the above-captioned case (the “**Debtor**”), and after the effective date of its chapter 11 plan, the “**Reorganized Debtor**”), filed the *Reorganized Debtor's Motion for Entry of a Final Decree Closing the Chapter 11 Case* (the “**Motion**”).

PLEASE TAKE FURTHER NOTICE that a hearing (the “**Hearing**”) on the Motion will be held before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, United

¹ 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 No. 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.



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States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), One Bowling Green, New York, New York 10004, on **March 29, 2022 at 11:00 a.m. (prevailing Eastern Time)**).

PLEASE TAKE FURTHER NOTICE that, in accordance with General Order M-543, dated March 20, 2020 (Morris, C.J.) (“**General Order M-543**”),² the Hearing will be conducted telephonically. Any parties wishing to participate must do so telephonically by making arrangements through CourtSolutions LLC (www.court-solutions.com). Instructions to register for CourtSolutions LLC are attached to General Order M-543.

PLEASE TAKE FURTHER NOTICE that copies of the Motion and other pleadings for subsequent hearings may be obtained free of charge by visiting the KCC website at <http://www.kccllc.net/PAL>. You may also obtain copies of any pleadings by visiting at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that, any objections or responses to the relief requested in the Motion shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York; and (c) be served so as to be actually received by **March 22, 2022 at 4:00 p.m. (prevailing Eastern Time)** by the following: (i) counsel to the Reorganized Debtor, Debevoise & Plimpton, LLP, 919 Third Avenue, New York, NY 10022 (Attn: Jasmine Ball, Nick S. Kaluk and Elie J. Worenklein); (ii) the Office of the United States Trustee for Region 2, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Susan

² A copy of the General Order M-543 can be obtained by visiting <http://www.nysb.uscourts.gov/news/general-order-m-543-court-operations-under-exigent-circumstances-created-covid-19>.

A. Arbeit); and (iii) any persons who have filed a renewed request for notice in the Chapter 11 Case pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates at the Hearing or at a later hearing. The Reorganized Debtor will file an agenda before the Hearing, which may modify or supplement the matters to be heard at the Hearing.

PLEASE TAKE FURTHER NOTICE that you need not appear at the Hearing if you do not object to the relief requested in the Motion.

PLEASE TAKE FURTHER NOTICE that, if no objections are timely filed and served with respect to the Motion, the Reorganized Debtor shall, on or after the Objection Deadline, submit to the Court a final decree, substantially in the form attached to the Motion, which the Court may enter with no further notice or opportunity to be heard.

Dated: March 15, 2022
New York, New York

Respectfully submitted,

DEBEVOISE & PLIMPTON LLP

/s/ Jasmine Ball

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

In re:

PHILIPPINE AIRLINES, INC.,¹

Debtor.

Chapter 11

Case No. 21-11569 (SCC)

**REORGANIZED DEBTOR'S MOTION FOR ENTRY OF
A FINAL DECREE CLOSING THE CHAPTER 11 CASE**

Philippine Airlines, Inc. (before the effective date of its chapter 11 plan, the debtor and debtor in possession in the above-captioned case (the “**Debtor**”), and after the effective date of its chapter 11 plan, the “**Reorganized Debtor**”) submits this motion (the “**Motion**”)² for entry of a final decree, substantially in the form attached hereto as **Exhibit A**, closing its chapter 11 case.

JURISDICTION

¹ 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 No. 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.

² A description of the Debtor’s businesses and the reasons for commencing the chapter 11 case are fully set forth in the *Declaration of Nilo Thaddeus Rodriguez, Chief Financial Officer of the Debtor, in Support of First Day Motions and Applications* (the “First Day Declaration”) (ECF No. 25) and the *Disclosure Statement for Chapter 11 Plan of Reorganization of Philippine Airlines, Inc.* (the “Disclosure Statement”) (ECF No. 244). Capitalized terms used but not defined herein have the meanings ascribed to them in the First Day Declaration, Disclosure Statement or the Plan (defined herein).

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and the Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are section 350(a) of the Bankruptcy Code, Rule 3022 of Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 3022-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”).

BACKGROUND

4. On September 3, 2021 (the “**Petition Date**”), the Debtor commenced the chapter 11 case with extensive creditor support.

5. The Debtor was authorized to operate its businesses and manage its properties as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On October 13, 2021, the Debtor filed the *Chapter 11 Plan of Reorganization of Philippine Airlines, Inc.* [ECF No. 193] (the “**Plan**”).

7. 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* [ECF No. 259].

8. On December 17, 2021, the Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Confirming the Debtor’s Chapter 11 Plan of Reorganization and (II)*

Granting Related Relief [ECF No. 329] (the “**Confirmation Order**”). The Effective Date (as such term is defined in the Plan) of the Plan occurred on December 31, 2021. *See Notice of Effective Date and Entry of Order (I) Confirming the Debtor’s Chapter 11 Plan of Reorganization and (II) Granting Related Relief* [ECF No. 338].

BASIS FOR RELIEF

9. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022, which implements section 350(a) of the Bankruptcy Code, further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Fed. R. Bankr. P. 3022. “Courts have wide discretion in determining whether to close a chapter 11 case and ‘Bankruptcy Rule 3022 is intended to allow bankruptcy courts flexibility in determining whether an estate is fully administered.’” *In re Motors Liquidation Company*, 625 B.R. 605, 614 (Bankr. S.D.N.Y., 2021) (citing *In re Federated Dep’t Stores, Inc.*, 43 Fed. App’x 820, 823 (6th Cir. 2002)).

10. Although the phrase “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules or the Local Rules, the Advisory Committee Notes to Bankruptcy Rule 3022 (the “**Committee Notes**”) set forth the following non-exclusive list of factors to be considered in determining whether an estate has been fully administered:

- (1) whether the order confirming the plan has become final,
- (2) whether deposits required by the plan have been distributed,

(3) whether the property proposed by the plan to be transferred has been transferred,

(4) whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan,

(5) whether payments under the plan have commenced, and

(6) whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022, Advisory Committee Note (1991 Amendment). The Committee Notes further provide the “[e]ntry of a final decree closing a chapter 11 case should not be delayed solely because the payments required by the plan have not been completed” and “[t]he court should not keep the case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” *Id.*

11. Courts generally use the six factors listed in the Committee Notes to determine whether a case has been fully administered. *See, e.g., In re Aquatic Dev. Group, Inc.*, 352 F.3d 671, 676 (2d Cir. 2003); *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999). The six factors, however, are merely guidelines that aid a court’s determination, and each of the factors need not be present before a court enters a final decree. *See In re Motors Liquidation Company*, 625 B.R. at 615 (“Although courts should apply and weigh the factors, no one factor is dispositive. Rather, the six factors act as mere guidelines to aid a court in its determination”); *Kliegl Bros.*, 238 B.R. at 542 (“The factors set forth in the [Committee] Note are plainly an aid or checklist that serves to insure that there is no unfinished business before the Court or in the case.”); *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994).

12. Here, the Court entered the Confirmation Order on December 17, 2021. Following entry of the Confirmation Order, the Debtor and the Reorganized Debtor, as applicable, worked diligently and in good faith to ensure that the conditions to the effectiveness of the Plan, as set forth in Article 9.2 of the Plan, were met, and on December 31, 2021, the Effective Date occurred and the Plan was substantially consummated. All property contemplated to be transferred or distributed pursuant to the Plan as to the Reorganized Debtor has been transferred or disbursed to all creditors entitled to such distributions. Among other things, the following has occurred:

- a The Court has approved the Disclosure Statement as containing adequate information with respect to the Plan within the meaning of section 1125 of the Bankruptcy Code.
- b The Confirmation Order has been entered and is in full force and effect and such Confirmation Order is a Final Order.
- c The Debtor has obtained any authorization, consents, regulatory approvals, rulings, or documents that are necessary to implement and effectuate the Plan and each of the other transactions contemplated by the Restructuring Transactions.
- d Each Class 1 – Priority Non-Tax Claim has been satisfied such that it is Unimpaired.
- e Each Class 2 – Other Secured Claim has been satisfied such that it is Unimpaired.³
- f Each Class 3 – General Unsecured Claim has been allocated its Pro Rata share of the Unsecured New Equity Allocation.⁴

³ The Reorganized Debtor notes that pursuant to a Restructuring Support Agreement entered into with a holder of a Class 2 claim, one transfer to a holder of a Class 2 claim is pending Philippine taxing authority regulatory approval, after which, the Reorganized Debtor expects to complete the transfer.

⁴ The Reorganized Debtor notes that while all of the New Common Stock has been approved by the Philippine SEC and allocated on the Reorganized Debtor's books and records to holders of Class 3 claims, certain holders of Class 3 claims are still completing the procedural requirements to obtain the physical stock certificates that have been issued in such Class 3 claimholder's name. Such requirements do not impact the ownership and rights of the applicable holder of Class 3 claims, each of whom are current shareholders of the Reorganized

- g Each Class 4 – General Unsecured Trade Claim is Unimpaired under the Plan and is being resolved and paid in the ordinary course of business.
- h Each Class 5 – Employee Claim is Unimpaired under the Plan and is being resolved and paid in the ordinary course of business.
- i Each Class 6 – Customer Claim is Unimpaired under the Plan and is being resolved and paid in the ordinary course of business.
- j Each Class 7 – Intercompany Claim has been satisfied such that it is Unimpaired.
- k Each Class 8 – Holder of Existing Equity Interests has had their Existing Equity Interests diluted to 0.001% of the number and value of such Interests as of the Petition Date.
- l All actions, documents, certificates, and agreements necessary to substantially consummate the Plan have been tendered for delivery to the required parties and, to the extent required, filed with and approved by any applicable Governmental Units in accordance with applicable laws.
- m All documents and agreements necessary to implement the Plan have been executed and delivered. All conditions precedent to the effectiveness of such documents and agreements have been satisfied or waived pursuant to the terms thereof.
- n The final version of the Plan Supplement, including the New Stockholders’ Agreement, and all of the schedules, documents, and exhibits contained therein and all other schedules, documents, supplements, and exhibits to the Plan are consistent with the Restructuring Support Agreements and the Plan.
- o All of the other Definitive Documents not expressly set forth in the Plan have been executed in accordance with the Restructuring Support Agreements and the Plan.
- p The Debtor and Reorganized Debtor, as applicable, have implemented the restructuring in a manner consistent in all respects with the Plan and the Restructuring Support Agreements.

13. As of the date hereof, all motions and contested matters, if any, related to the Reorganized Debtor have also been finally resolved, and there have been no adversary

Debtor. The Reorganized Debtor is in contact with the applicable holders of Class 3 claims and hopes to complete this administrative process in the near term.

proceedings in this case. Similarly, the Reorganized Debtor has reviewed the claims register to confirm whether any filed proofs of claim need to be addressed by the Court prior to closing the chapter 11 case.⁵

14. The Reorganized Debtor also requests that the Court close this chapter 11 case in light of section 1930(a)(6) of title 28 of the U.S. Code, which requires that quarterly fees be paid to the United States Trustee after confirmation and consummation of a chapter 11 plan until a debtor's case is closed. Such fees are a significant financial burden on the Reorganized Debtor. Because of the volume of disbursement activity by the Reorganized Debtor, if the chapter 11 case continues even a few days into April, the Reorganized Debtor would likely incur the statutory cap of \$250,000 for the next quarter. Thus, unless and until the Court enters a final decree and order closing the chapter 11 case, quarterly fees will continue to be due to the U.S. Trustee, causing an unnecessary financial burden on the Reorganized Debtor. See *In re Pulp Finish 1 Co.*, No. 12-13774 (SMB), 2014 WL 201482, *12 (Bankr. S.D.N.Y. Jan. 16, 2014) (finding that there was “no reason why [quarterly fees] should be paid to the United States Trustee instead of to creditors”); *In re Gould*, 437 B.R. at 38-39 (Bankr. D. Conn. 2010) (explaining that “Rule 3022 . . . does not require that a chapter 11 case be kept open until all awarded fees and allowed claims have been paid in accordance with the confirmed plan or until the [UST quarterly fees] here involved have been paid” and agreeing that “no provision of law . . . prevents closing a chapter 11 case before payment of the [UST’s quarterly fees]”) (citing *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 539 (Bankr. E.D. Ky. 1997)).

⁵ The Reorganized Debtors are in the process of resolving one filed proof of claim related to a Class 4 Claim holder. Class 4 claims are to be resolved in the ordinary course of business by the Reorganized Debtor. As per the Plan, the Court retains jurisdiction with respect to any disputes related to such claims that cannot be resolved in the ordinary course of business. The Reorganized Debtor submits that the benefits of closing the Reorganized Debtor's chapter 11 case significantly outweigh the benefit of keeping this chapter 11 case open due to a potential future dispute with respect to one proof of claim that may be brought to this Court in the future.

15. As a result of the foregoing, it is appropriate for the Court to enter a final decree closing this chapter 11 case.

16. Lastly, the Reorganized Debtor also seeks to terminate the services of its claims and noticing agent, Kurtzman Carson Consultants LLC (“**KCC**”). In accordance with its 28 U.S.C. § 156(c) retention application [ECF No. 2], KCC will provide to the Court the final claims register and transport original documents to the Federal Archives.

THE CLOSING REPORT

17. In accordance with the requirements of Local Rule 3022-1, attached hereto as **Exhibit B** is a copy of the closing report, which includes a summary of the requested fees and expenses awarded to the professionals retained by the Reorganized Debtor during this Chapter 11 Case, as well as additional information regarding distributions made pursuant to the Plan.

18. Contemporaneously with the filing of this Motion, the closing report has been served upon the Office of the United States Trustee for Region 2 (the “**U.S. Trustee**”).

NOTICE

19. No creditors’ committee, trustee or examiner has been appointed in this Chapter 11 Case. In accordance with the Confirmation Order, notice of this Motion has been provided to the following parties or, in lieu thereof, their counsel: (a) the U.S. Trustee; (b) the DIP Lenders; and (c) all parties that have filed a renewed request for service pursuant to Rule 2002 since the Effective Date. The Reorganized Debtor submits that, in light of the nature of the relief requested, no other or further notice need be provided.

NO PRIOR REQUEST

20. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, the Reorganized Debtor respectfully requests that this Court (a) enter the order, substantially in the form attached hereto as **Exhibit A**, and (b) grant such other and further relief as is just and proper.

Dated: March 15, 2022
New York, New York

Respectfully submitted,

DEBEVOISE & PLIMPTON LLP

/s/ Jasmine Ball

Jasmine Ball

Nick S. Kaluk, III

Elie J. Worenklein

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Counsel to the Reorganized Debtor

EXHIBIT A

Proposed Order

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

In re:

PHILIPPINE AIRLINES, INC.,⁸

Debtor.

Chapter 11

Case No. 21-11569 (SCC)

FINAL ORDER CLOSING THE CHAPTER 11 CASE

This matter having come before the Court on presentment upon the *Reorganized Debtor's Motion for Entry of a Final Decree Closing the Chapter 11 Case* (the "**Motion**") for entry of a final decree closing the chapter 11 case of the Reorganized Debtor pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, all as more fully set forth in the Motion; and this Bankruptcy Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Bankruptcy Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that this Bankruptcy Court may enter a final order consistent with Article III of the United States Constitution; and this Bankruptcy Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Bankruptcy Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtor, its estate and creditors, and other parties in interest; and this Bankruptcy Court having found that the Reorganized Debtor's notice of the Motion and opportunity for a hearing on the Motion were

⁸ 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 No. 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.

appropriate and no other notice need be provided; and this Bankruptcy Court having reviewed the Motion; and this Bankruptcy Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Bankruptcy Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, the Reorganized Debtor's above referenced Chapter 11 Case is hereby closed; *provided, however,* that this Court shall retain such jurisdiction as is provided in the Plan and Confirmation Order.
3. Entry of this Order is without prejudice to the rights of the Reorganized Debtor or any party in interest to seek to reopen the Chapter 11 Case for cause pursuant to section 350(b) of the Bankruptcy Code.
4. The appointment and services of Kurtzman Carson Consultants LLC ("**KCC**") as Claims and Noticing Agent in the Chapter 11 Case shall be terminated effective thirty (30) days after the entry of this Order, provided that within seven (7) business days after entry of this Order, KCC provides to the office of the Clerk of the Court (the "**Clerk's Office**") the final version of the official claims register of the Debtor pursuant to any current guidelines implementing 28 U.S.C. § 156(c).
5. KCC will box and transport all claims to the Federal Archives, at the direction of the Clerk's Office.

6. The above services to be rendered by KCC shall be a charge to the estate and KCC shall be compensated in accordance with the terms of its Engagement Agreement.

7. The Reorganized Debtor shall pay all quarterly fees due and owing in the Chapter 11 Case on or before the last day of the calendar month following the calendar quarter in which this Order is entered, pursuant to 28 U.S.C. § 1930(a)(6).

8. The Reorganized Debtor shall not be obligated to pay quarterly fees pursuant to 28 U.S.C. § 1930(a) with respect to the Chapter 11 Case, nor shall any such quarterly fees accrue, during any period after the date of the entry of this Order.

9. The Reorganized Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

Dated: _____, 2022
New York, New York

Honorable Judge Shelley C. Chapman
United States Bankruptcy Judge

Exhibit B

Closing Report

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

<p>In re:</p> <p>PHILIPPINE AIRLINES, INC.,¹</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 21-11569 (SCC)</p>
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CLOSING REPORT IN CHAPTER 11 CASE

To the best of my knowledge and belief, the following is a breakdown in this Chapter 11 Case:²

FEES AND EXPENSES (from September 4, 2021 through December 31, 2021):³

Applicant	Application	Compensation Requested	Expenses Requested
Debevoise & Plimpton LLP Counsel to Debtor	Docket No. 375	\$ 2,099,466.00	\$ 10,851.42
Norton Rose Fulbright US LLP Norton Rose Fulbright LLP Special Counsel to the Debtor	Docket No. 376	\$ 1,235,138.83	\$ 1,914.97
Seabury Securities LLC and Seabury International Corporate Finance LLC Investment Banker to Debtor	Docket No. 377	\$ 5,497,644.58	\$ 1,394.58
Kurtzman Carson Consultants, LLC Claims and Noticing Agent to Debtor	Docket No. 378	\$ 102,525.60	\$ 0.00

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² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Reorganized Debtor’s Motion for Entry of a Final Decree Closing the Chapter 11 Case*, filed contemporaneously herewith.

³ Given the short duration of this Chapter 11 Case, the fees and expenses incurred by the Debtor’s professionals include only those set forth in the First and Final Fee Application relating to the period from September 4, 2021 through December 31, 2021. A hearing on the final fee applications is scheduled for the same day as the hearing on the Motion.

____N/A_____ TRUSTEE FEE (if applicable)

____N/A_____ FEE for ATTORNEY for TRUSTEE (if applicable)

____N/A_____ % DIVIDEND PAID/TO BE PAID

____N/A_____ FUTURE DIVIDENDS (check if % of future dividend under plan not yet
able to be determined)

Yes, see Schedule 1 INITIAL DISTRIBUTION UNDER THE PLAN COMPLETED

____ OTHER: (explain)

Dated: March 15, 2022
New York, New York

/s/ Jasmine Ball
Jasmine Ball

*Counsel to the Reorganized
Debtor*

Schedule 1

DISTRIBUTIONS MADE PURSUANT TO THE PLAN

On or after the Effective Date, the following distributions were made to, or provided for, the various classes of Allowed Claims pursuant to the Plan and the Confirmation Order.

Class	Claim/Equity Interest	Treatment of Claim/Interest
1	Priority Non-Tax Claims	Except to the extent that a holder of an Allowed Priority Non-Tax Claim against the Debtor agrees to a less favorable treatment of such Claim, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Priority Non-Tax Claim, at the option of the Debtor or the Reorganized Debtor, as applicable, (i) each such holder shall receive payment in Cash in an amount equal to the Allowed amount of such Claim, payable on the later of the Effective Date and the date that is 10 Business Days after the date on which such Priority Non-Tax Claim becomes an Allowed Priority Non-Tax Claim, or as soon thereafter as is reasonably practicable, (ii) such holder's Allowed Priority Non-Tax Claim shall be Reinstated, or (iii) such holder shall receive such other treatment consistent with section 1129(a)(9) of the Bankruptcy Code so as to render such holder's Allowed Priority Non-Tax Claim Unimpaired.
2	Other Secured Claims	Except to the extent that a holder of an Allowed Other Secured Claim against the Debtor agrees to a less favorable treatment of such Claim, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Allowed Other Secured Claim, at the option of the Debtor or the Reorganized Debtor, as applicable, (i) each such holder shall receive payment in Cash in an amount equal to the Allowed Amount of such Claim, payable on the later of the Effective Date and the date that is 10 Business Days after the date such Other Secured Claim becomes an Allowed Claim, or as soon thereafter as is reasonably practicable, (ii) Reinstatement of such holder's Allowed Other Secured Claim, or (iii) such other treatment sufficient to render such holder's Allowed Other Secured Claim Unimpaired. In the event that an Other Secured Claim against the Debtor is treated under clause (i) of Section 4.2(b) of the Plan, the Liens securing such Other Secured Claim shall be deemed released immediately upon payment.
3	General Unsecured Claims	Except to the extent that a holder of an Allowed General Unsecured Claim agrees to a less favorable treatment of such Claim or has been paid before the Effective Date, on and after the Effective Date, in full and final satisfaction, settlement, release,

		and discharge of, and in exchange for, such Claim, such holder will receive its Pro Rata share of the Unsecured New Equity Allocation. In connection with the Debtor's exercise of the Tranche A Conversion Option and the Tranche B Conversion Option pursuant to Section 5.3 hereof, the DIP Lenders have agreed to waive and, thereby, receive no recovery on account of their General Unsecured Claims against the Debtor.
4	General Unsecured Trade Claims	Except to the extent that a holder of a General Unsecured Trade Claim agrees to a less favorable treatment of such Claim or has been paid before the Effective Date, on and after the Effective Date, in full and final satisfaction, settlement, release, and discharge of, and in exchange for, such Claim, (i) the Reorganized Debtor shall continue to pay or treat each General Unsecured Trade Claim in the ordinary course of business as if the Chapter 11 Case had never been commenced, or (ii) such holder will receive such other treatment so as to render such holder's Allowed General Unsecured Trade Claim Unimpaired pursuant to section 1124 of the Bankruptcy Code, in each case subject to all defenses or disputes the Debtor and the Reorganized Debtor may have with respect to such Claims, including as provided in Section 6.17 of the Plan; provided that, notwithstanding the foregoing, the Allowed amount of General Unsecured Trade Claims shall be subject to and shall not exceed the limitations or maximum amounts permitted by the Bankruptcy Code, including sections 502 or 503 of the Bankruptcy Code, to the extent applicable.
5	Employee Claims	Except to the extent that a holder of an Employee Claim agrees to a less favorable treatment of such Claim or has been paid before the Effective Date, all Employee Claims shall be paid, adjusted, disputed, or settled, in the ordinary course of business after the Effective Date.
6	Customer Claims	Except to the extent that a holder of a Customer Claim agrees to a less favorable treatment of such Claim or has been paid before the Effective Date, all Customer Claims shall be paid, adjusted, disputed, or settled, in the ordinary course of business after the Effective Date in accordance with any settlements or orders issued by the applicable courts or regulatory authorities.
7	Intercompany Claims	On the Effective Date, or as soon as practicable thereafter, all Intercompany Claims shall be paid, adjusted, continued, settled, Reinstated, discharged, contributed to capital, or eliminated, in each case to the extent determined by the Debtor or the Reorganized Debtor, as applicable, subject to the Restructuring

		Transactions.
8	Existing Equity Interests	Holders of Existing Equity Interests shall not receive any property under the Plan on account of such Existing Equity Interests. On the Effective Date, or as soon as practicable thereafter in accordance with applicable non-bankruptcy law, Holders of Existing Equity Interests shall have their Existing Equity Interests diluted to 0.001% of the number and value of such Interests as of the Petition Date.