REPUBLIC OF THE PHILIPPINES
Court of Tax Appeals
QUEZON CITY

THIRD DIVISION

THE INTERPUBLIC GROUP OF COMPANIES, INC., Petitioner,	**CTA CASE NO. 7796**
	Members:
- versus -	**BAUTISTA,** *Chairperson* **PALANCA-ENRIQUEZ,** *and* **COTANGCO-MANALASTAS,** *JJ.*
COMMISSIONER OF INTERNAL REVENUE, Respondent.	**Promulgated:** FEB 21 2011 ABFernando 11:15 a.m.

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DECISION

BAUTISTA, *J.*:

This is a Petition for Review filed on June 16, 2008 by The Interpublic Group of Companies, Inc. (petitioner) to review by appeal the inaction of the Commissioner of Internal Revenue (respondent) on petitioner's administrative claim for refund or issuance of tax credit certificate in the amount of P12,338,921.00, allegedly representing overpaid final withholding tax (FWT) on cash dividends for taxable year 2006.

The facts of the case, based on joint stipulations and evidence on record, are as follows:

Petitioner is a non-resident foreign corporation duly organized and existing under and by virtue of the laws of the State of Delaware, United States of America, with principal place of business at 1114 Avenue of the Americas, New York, NY 10036, USA.[1]

Respondent is the duly appointed Commissioner of the Bureau of Internal Revenue (BIR), vested by law with authority to decide, approve and grant claims for refund or tax credit of erroneously or excessively paid taxes. She holds office at the 5th Floor, BIR National Office Building, Diliman, Quezon City.

Petitioner owns 2,999,998 shares or thirty percent (30%) of the total outstanding and voting capital stock of McCann Worldgroup Philippines, Inc. (hereinafter referred to as "McCann"),[2] a domestic corporation duly organized and existing under the laws of the Philippines engaged in the general advertising business.[3] Its principal address is at 33F-35F GT Tower, 6813 Ayala Avenue corner H.V. dela Costa St., Salcedo Village, Makati City.[4]

In 2006, McCann's Board of Directors declared cash dividends in the total amount of P205,648,685.02 in favor of its stockholders of record. Petitioner received cash dividends from McCann in the amount of P61,694,605.51, computed as follows:[5]

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[1] Exhibits "A" and "B"
[2] Exhibits "M" to "M-4", "N", and "P"
[3] Exhibit "S"
[4] Exhibits "S", "D", "E", and "N"
[5] Exhibits "C", "F-1", "F-2", and "P"

Shareholder	Percentage of Shares	Amount of Dividend
Fintec Holdings, Inc.	70%	P143,954,079.51
Interpublic Group of Companies	30%	61,694,605.51
TOTAL		P205,648,685.02

On June 15, 2006, McCann withheld a final withholding tax at the rate of thirty-five percent (35%) on petitioner's cash dividends and remitted the payment of the FWT in the amount of P21,593,111.93 to respondent.[6]

On September 27, 2007, petitioner established a Regional Headquarters (RHQ) in the Philippines.[7] On April 30, 2008, petitioner's RHQ was converted into its Regional Operating Headquarters (ROHQ).[8]

On March 5, 2008, petitioner filed an administrative claim for refund or issuance of tax credit certificate with the BIR, requesting refund or issuance of tax credit certificate in the amount of P12,338,921.00, representing the alleged overpaid FWT on dividends paid by McCann to petitioner.[9] In the said administrative claim, petitioner averred that as a non-resident foreign corporation, it may avail of the preferential FWT rate of fifteen percent (15%) on dividends received from a domestic corporation under Section 28(B)(5)(b) of the National Internal Revenue Code (NIRC).

[6] Exhibits "G", "G-1", and "H"
[7] Exhibit "K"
[8] Exhibit "L"
[9] Exhibit "I"

Thereafter, on May 29, 2008, petitioner submitted to respondent additional documents in support of its administrative claim for refund or issuance of tax credit certificate.[10]

Respondent failed to act on petitioner's administrative claim for refund or issuance of tax credit certificate, prompting petitioner to file with this Court a Petition for Review on June 16, 2008.

In her Answer[11] filed on July 21, 2008, respondent interposed the following defenses:

> "5. Petitioner alleged that it is a non-resident foreign corporation duly organized and existing under and by virtue of the laws of the State of Delaware, United States of America. It failed however to allege its personality to sue within the Philippine court's jurisdiction as required under Title XV of the Corporation Code of the Philippines. Absent such capacity to sue, the instant case must necessarily fail. The Honorable Court cannot at all take cognizance of the instant case.
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> Assuming petitioner has the necessary capacity to sue --
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> 6. Petitioner's alleged claim for refund is subject to administrative investigation/examination by respondent.
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> 7. Taxes remitted to the BIR through the withholding agent are presumed to have been correctly withheld.
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> 8. Claims for refund are construed strictly against the claimant for the same partake the nature of exemption from taxation.

[10] Exhibit "J"
[11] Docket, pp. 91-92

> 9. In an action for refund the burden of proof is on the taxpayer to establish its right to refund and failure to sustain the burden is fatal to the claim for refund/credit. This is so because exemptions from taxation are highly disfavored in law and he who claims exemption must be able to justify his claim by the clearest grant of organic or statutory law. An exemption from common burden cannot be permitted to exist upon vague implications."

During trial, petitioner presented several witnesses. Thereafter, petitioner filed its Formal Offer of Evidence[12] on April 30, 2009, submitting Exhibits "A" to "Q", inclusive of sub-markings; which this Court admitted in the Resolution[13] dated June 11, 2009.

On the other hand, during the June 30, 2009 hearing, counsel for respondent manifested that he will not present any evidence and that he is submitting this case for decision. Thus, the Court directed the parties to submit their respective Memorandum within thirty (30) days.[14]

On September 1, 2009, petitioner filed its Memorandum[15]. However, on November 10, 2009, petitioner filed an Urgent Omnibus Motion (1) Leave of Court to Present Additional Evidence and (2) To Defer Resolution of Petition, which was granted in the Resolution[16] dated November 20, 2009, and correspondingly recalled and set aside the Resolution promulgated on September 10, 2009 that earlier

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[12] Docket, pp. 241 to 249
[13] Docket, p. 382
[14] Docket, p. 383
[15] Docket, pp. 389-422
[16] Docket, p. 449

considered this case submitted for decision. This case was set for the presentation of petitioner's additional evidence on December 8, 2009.

On December 8, 2009, petitioner presented its witness Mr. William Manuel, Senior Tax and Compliance Officer of McCann Worldgroup Philippines, Inc.[17]

On December 16, 2009, petitioner filed its Supplemental Formal Offer of Evidence[18], submitting Exhibits "R" and "S"; which were admitted by this Court in the Resolution[19] dated January 28, 2010.

On March 12, 2010, this case was submitted for decision, considering petitioner's Memorandum[20] filed on September 1, 2009, and Supplemental Memorandum[21] filed on March 4, 2010, with subsequent Reply Memorandum filed on April 13, 2010, and respondent's Memorandum[22] filed on March 5, 2010.

The following are the parties' jointly stipulated issues[23] submitted for this Court's consideration:

> "1. Whether or not Petitioner's claim for tax credit or refund of the amount of Php12,338,921.00 allegedly representing overpaid FWT on cash dividends for the year 2006 was filed within the statutory period of two (2) years.
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> 2. Whether or not Petitioner is a non-resident foreign corporation duly organized and existing under and by virtue of the laws of the State of Delaware, United States of America.

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[17] Docket, p. 454
[18] Docket, pp. 456-458
[19] Docket, pp. 474-475
[20] Docket, pp. 389-422
[21] Docket, pp. 476-478
[22] Docket, pp. 479-486
[23] Docket, pp. 146-147

3. Whether or not Petitioner owns 2,999,998 shares, representing 30% of the total outstanding and voting stock of McCann Worldgroup Philippines, Inc.; and whether the latter is a domestic corporation duly organized and existing under the laws of the Philippines.

4. Whether or not McCann Worldgroup Philippines, Inc. declared dividends in 2006; and whether Petitioner received cash dividends from the former worth Php61,694,606.00.

5. Whether or not McCann Worldgroup Philippines, Inc. withheld and remitted to Respondent the FWT on such dividends at the rate of thirty-five percent (35%).

6. Whether or not Petitioner's intercorporate dividends received from McCann Worldgroup Philippines, Inc. are subject to a final tax on income at the rate of 15% in accordance with Section 28(B)(5)(b) of the 1997 Tax Code, or the rate of 20% in accordance with the RP-US Tax Treaty.

7. Whether or not there was an overpayment of final withholding tax on dividends in the total amount of Php12,338,921.00 in 2006.

8. Whether or not Petitioner complied with the submission of complete documents in support of its administrative claim for refund pursuant to Section 229 in relation to Section 204(C) of the 1997 Tax Code, as amended.

9. Whether or not Petitioner is entitled to a refund or the issuance of a tax credit certificate of overpaid final withholding tax on the cash dividends distributed by McCann Worldgroup Philippines, Inc. to Petitioner in the amount of Php12,338,921.00."

The issues boil down to whether or not petitioner is entitled to a tax refund or issuance of tax credit certificate as claimed in the Petition.

The Petition is meritorious.

Section 28(B)(1) and (5)(b) of the NIRC of 1997, as amended by Republic Act (RA) No. 9337, provides as follows:

> "SEC. 28. *Rates of Income Tax on Foreign Corporations.* -
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> xxx xxx xxx
>
> (B) *Tax on Nonresident Foreign Corporation.* -
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> (1) *In General.* — Except as otherwise provided in this Code, a foreign corporation not engaged in trade or business in the Philippines shall pay a tax equal to thirty-five percent (35%) of the gross income received during each taxable year from all sources within the Philippines, such as . . . **dividends** . . . *Provided,* That effective January 1, 2009, the rate of income tax shall be thirty percent (30%).
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> xxx xxx xxx
>
> (5) *Tax on Certain Incomes Received by a Nonresident Foreign Corporation.* -
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> xxx xxx xxx
>
> (b) *Intercorporate Dividends.* - A final withholding tax at the rate of fifteen percent (15%) is hereby imposed on the amount of cash and/or property dividends received from a domestic corporation, which shall be collected and paid as provided in Section 57(A) of this Code, **subject to the condition that the country in which the nonresident foreign corporation is domiciled, shall allow a credit against the tax due from the nonresident foreign corporation taxes deemed to have been paid in the Philippines** equivalent twenty percent (20%), which represents the difference between the regular income tax of thirty-five percent (35%) and the fifteen percent (15%) tax on dividends as provided in this subparagraph xxx" *(Emphasis supplied)*

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In the case of *Commissioner of Internal Revenue vs. Wander Philippines, Inc., et al.*[24], the Supreme Court explained the provision of Section 24(b)(1) of the 1977 Tax Code, which is now Section 28(B)(5)(b) of the NIRC of 1997, in this wise:

> "On July 5, 1977, Wander filed with the Appellate Division of the Internal Revenue a claim for refund and/or tax credit in the amount of P115,400.00, contending that it is liable only to 15% withholding tax in accordance with Section 24(b)(1) of the Tax Code, . . . and not on the basis of 35% which was withheld and paid to and collected by the government.
>
> xxx xxx xxx
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> In the instant case, Switzerland did not impose any tax on the dividends received by Glaro. Accordingly, Wander claims that full credit is granted and not merely credit equivalent to 20%. Petitioner, on the other hand, avers the tax sparing credit is applicable only if the country of the parent corporation allows a foreign tax credit not only for the 15 percentage-point portion actually paid but also for the equivalent twenty percentage-point portion spared, waived or otherwise deemed as if paid in the Philippines; that private respondent does not cite anywhere a Swiss law to the effect that in case where a foreign tax, such as the Philippine 35% dividend tax, is spared, waived or otherwise considered as if paid in whole or in part by the foreign country, a Swiss foreign-tax credit would be allowed for the whole or for the part, as the case may be, of the foreign tax so spared or waived or considered as if paid by the foreign country.
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> **While it may be true that claims for refund are construed strictly against the claimant, nevertheless, the fact that Switzerland did not impose any tax on the dividends received by Glaro from the Philippines should be considered as a full satisfaction of the given condition. For, as aptly stated by respondent Court, to deny private respondent the privilege to withhold only 15% tax**

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[24] G.R. No. 68375, April 15, 1988

> **provided for under Presidential Decree No. 369, amending Section 24(b)(1) of the Tax Code, would run counter to the very spirit and intent of said law and definitely will adversely affect foreign corporations' interest here and discourage them from investing capital in our country.**
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> Besides, it is significant to note that the conclusion reached by respondent Court is but a confirmation of the May 19, 1977 ruling of petitioner that 'since the Swiss Government does not impose any tax on the dividends to be received by the said parent corporation in the Philippines, the condition imposed under the above-mentioned section is satisfied. Accordingly, the withholding tax rate of 15% is hereby affirmed." *(Emphasis supplied)*

Likewise, in the case of *Commissioner of Internal Revenue vs. Procter & Gamble Philippine Manufacturing Corporation and the Court of Tax Appeals*[25], the Supreme Court *En Banc*, ruled that Sections 901 and 902 of the U.S. Internal Revenue Code meet the deemed tax paid requirement provided under then Section 24(b)(1) of the Tax Code of 1977, now Section 25(B)(5)(b) of the NIRC of 1997, as amended; which is a sufficient basis for the application of the 15% final withholding tax rate. In the said case, the High Court held that:

> "It is important to note that Section 24(b)(1), NIRC, does *not* require that the U.S. must give a '*deemed paid*' *tax credit for the dividend tax (20 percentage points) waived by the Philippines* in making applicable the preferred dividend tax rate of fifteen percent (15%). In other words, our NIRC does *not* require that the U.S. tax law *deem the parent-corporation to have paid the twenty (20) percentage points of dividend tax waived* by the Philippines. The NIRC *only* requires that the U.S. 'shall allow' P&G-USA a 'deemed paid' tax credit in *an amount*

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[25] G.R. No. 66838, December 2, 1991

> *equivalent to the twenty (20) percentage points* waived by the Philippines.
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> It is also useful to note that both (i) the tax credit for the Philippine dividend tax actually withheld, and (ii) the tax credit for the Philippine corporate income tax actually paid by P&G Phil. but 'deemed paid' by P&G-USA, are tax credits available or applicable against the US corporate income tax of P&G-USA. These tax credits are allowed because of the U.S. congressional desire to avoid or reduce double taxation of the same income stream."

Based on the foregoing, if the country of domicile of the recipient corporation, which in this case is the U.S., allows as credit against the tax imposable by it an amount equivalent to 20% of the dividends remitted from a Philippine domestic corporation to corporations domiciled therein, the dividends remitted are subject to a final withholding tax at the preferential rate of 15%, in accordance with Section 28(B)(5)(b) of the NIRC of 1997.

Corollarily, the BIR had already ruled on the matter when it said in BIR Ruling No. 080-92 that –

> "(C)onsidering that under the present provisions of the U.S. Federal Tax Code, the amount of tax deemed paid on such dividends, and accordingly, to be credited against U.S. tax on said dividends, meets the 20% requirement of Section 25(b)(5)(B) of the Tax Code, as amended, dividends which Avon Cosmetics, Inc. will remit to Avon Products, Inc. domiciled in the U.S. are subject to withholding tax at the rate of 15% only which is within the maximum ceiling of the 20% tax of the gross amount of the dividends as provided in Article 11(2)(b) of the RP-US US Tax Treaty. (See En Banc Resolution of the Supreme Court dated December 2, 1991 in

> Commissioner of Internal Revenue vs. Procter and Gamble Philippine Manufacturing Corporation G.R. No. 66838)."

In the same vein, the BIR had previously confirmed that a corporation, which was incorporated under the laws of the U.S., is subject to 15% tax rate of the amount of dividend received based on Section 28(B)(5)(b) of the NIRC of 1997, as amended.[26]

Consequently, dividends received from a Philippine corporation by a corporation incorporated outside of the Philippines and domiciled in the U.S. are subject to the preferential tax rate of 15%, considering that the U.S. allows a credit against the tax due from the non-resident foreign corporation taxes deemed to have been paid in the Philippines, as confirmed in *Commissioner of Internal Revenue vs. Procter and Gamble Philippine Manufacturing Corp., et al.*[27], particularly, Sections 901 and 902 of the U.S. Internal Revenue Code. As correctly pointed out by petitioner, if it will be subjected to the tax rate of 35% instead of the 15% preferential rate based on the said cash dividend, it will be a departure and contrary to the intention of the RP-US Tax Treaty; which clearly provided the contracting parties specific preferential rates other than the 35% tax rate.

In view of the foregoing, this Court finds petitioner, as a foreign corporation incorporated and domiciled in the U.S., entitled to the 15%

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[26] ITAD Ruling Nos. 175-00 and 097-06 dated November 14, 2000 and August 25, 2006, respectively
[27] Supra, Note 25

preferential tax treatment of dividends pursuant to Section 28(B)(5)(b) of the NIRC of 1997, as amended by RA No. 9337.

To be granted a refund, petitioner, in addition to being able to point to some positive provisions of law creating such right, must also be able to establish the fact of payment of the tax sought to be refunded as well as the filing of the claim for refund within the reglementary period.

As borne out by the evidence submitted to this Court, in the Resolution[28] dated May 18, 2006, the Board of Directors of McCann Worldgroup Philippines, Inc. declared cash dividends of P205,648,685.02 in favor of all its stockholders, including the petitioner who owns 30% of McCann's outstanding shares at the time the dividends were declared[29], to wit:

> "RESOLVED, that the Board of Directors of McCann Worldgroup Philippines, Inc. (the 'Corporation'), declare, as it hereby declares, a cash dividend of PhP205,648,685.02 in favor of all stockholders of record of the Corporation as of the close of business on May 18, 2006, which cash dividend shall be payable as soon as the approvals of any concerned government agencies have been obtained."

The cash dividends accruing to petitioner amounted to P61,694,605.51, computed as follows:

Cash Dividends declared	P 205,648,685.02
x percentage of ownership	30%
Cash Dividends to Petitioner	P 61,694,605.51

[28] Exhibit "O"
[29] Exhibit "P", page 2; Exhibit "D", page 4

In order to prove that on June 13, 2006 McCann withheld final withholding tax on such dividends at the rate of 35% or in the amount of P21,593,111.93, and remitted the same on June 15, 2006, petitioner submitted in evidence the Monthly Remittance Return of Final Income Taxes Withheld[30] of McCann, and the accompanying Payment Transaction[31]. Such remittance was also certified by the BIR's Large Taxpayers Document Processing and Quality Assurance Division.[32]

The amount sought to be refunded by petitioner was arrived at using the following computation:

Cash Dividends (to petitioner)	P 61,694,606.00
Tax Rate Used	35%
Tax Withheld and Remitted	P21,593,112.00[33]
Less: Correct Tax that should have been Withheld and Remitted (based on the 15% rate)	9,254,191.00
Excess Remittance/Over-withholding	P 12,338,921.00

Respondent also argues that prior to the filing of petitioner's administrative claim for refund, its transactions were bereft of tax treaty relief. Respondent avers that petitioner failed to adduce evidence that it filed a tax treaty relief application with the International Tax Affairs Division of the BIR in accordance with Revenue Memorandum Order (RMO) No. 1-2000[34].

The above contention deserves scant consideration.

[30] Exhibit "G"
[31] Exhibit "G-1"
[32] Exhibit "H"
[33] Rounded to the nearest peso
[34] Procedures for Processing Tax Treaty Relief Application

As correctly pointed out by petitioner, RMO No. 1-2000 is irrelevant considering that the basis of claim for refund is Section 28(B)(5)(b) of the NIRC. Moreover, even with respect to the applicability of the 20% FWT rate under the RP-US Tax Treaty, the application for tax treaty relief is not made a condition precedent by law.

Respondent further contends that petitioner has no capacity to sue in Philippine courts being a non-resident foreign corporation without a license to do business in the Philippines in accordance with Section 133 of the Corporation Code of the Philippines, which provides that:

> "Sec. 133. *Doing business without a license*. - No foreign corporation transacting business in the Philippines without a license, or its successors or assigns, shall be permitted to maintain or intervene in any action, suit or proceeding in any court or administrative agency of the Philippines; but such corporation may be sued or proceeded against before Philippine courts or administrative tribunals on any valid cause of action recognized under Philippine laws."

The Court is not persuaded.

Based on established facts, the final withholding tax imposed against the cash dividends issued in favor of petitioner was a result of a mere investment as a shareholder by a foreign entity in domestic corporations duly registered to do business, and/or the exercise of rights as such investor. The phrase "doing business" shall **not** be deemed to include mere investment as a shareholder by a foreign entity in domestic corporations duly registered to do business, and/or the exercise of rights as such investor.[35]

In *Columbia Pictures, Inc., et al. vs. Court of Appeals, et al.*[36], it was held that:

> "The obtainment of a license prescribed by Section 125 of the Corporation Code is not a condition precedent to the maintenance of any kind of action in Philippine courts by a foreign corporation. However, under the aforequoted provision, no foreign corporation shall be permitted to transact business in the Philippines, as this phrase is understood under the Corporation Code, unless it shall have the license required by law, and until it complies with the law in transacting business here, it shall not be permitted to maintain any suit in local courts. As thus interpreted, any foreign corporation not doing business in the Philippines may maintain an action in our courts upon any cause of action, provided that the subject matter and the defendant are within the jurisdiction of the court. **It is not the absence of the prescribed license but 'doing business' in the Philippines without such license which debars the foreign corporation from access to our courts.** In other words, although a foreign corporation is without license to transact business in the Philippines, it does not follow that it has no capacity to bring an action. Such license is not necessary if it is not engaged in business in the Philippines." *(Emphasis supplied)*

Be that as it may, at the time the instant Petition was filed on June 16, 2008, petitioner has duly registered its Regional Operating Headquarters; submitting Exhibit "L" as proof that it obtained the required license. This amounts to substantial compliance with the provision of Section 133 of the Corporation Code of the Philippines. As the taxpayer whose final withholding tax on cash dividend is involved,

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[35] RA No. 7042, Foreign Investments Act of 1991
[36] G.R. No. 110318, August 28, 1996

it is clear that petitioner is a real-party-in-interest pursuant to Section 2, Rule 3 of the Rules of Court. Therefore, petitioner is not precluded from seeking court redress based on the facts and circumstances obtaining in this case.

As to the timeliness of petitioner's administrative and judicial claims for refund, Sections 204(C) and 229 of the National Internal Revenue Code of 1997, as amended, provide:

> "SEC. 204. *Authority of the Commissioner to Compromise, Abate and Refund or Credit Taxes.* – The Commissioner may –
>
> xxx xxx xxx
>
> (C) Credit or refund taxes erroneously or illegally received or penalties imposed without authority, refund the value of internal revenue stamps when they are returned in good condition by the purchaser, and, in his discretion, redeem or change unused stamped that have been rendered unfit for use and refund their value upon proof of destruction. No credit or refund of taxes or penalties shall be allowed unless the taxpayer files in writing with the Commissioner a claim for credit or refund within two (2) years after the payment of the tax or penalty: *Provided, however,* That a return filed showing an overpayment shall be considered as a written claim for credit or refund."
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> "SEC. 229. *Recovery of Tax Erroneously or Illegally Collected.* - No suit or proceeding shall be maintained in any court for the recovery of any national internal revenue tax hereafter alleged to have been erroneously or illegally assessed or collected, or of any penalty claimed to have been collected without authority, or of any sum alleged to have been excessively or in any manner wrongfully collected, until a claim for refund or credit has been duly filed with the Commissioner; but such suit or proceeding may be maintained, whether or not such tax, penalty, or sum has been paid under protest or duress.

> In any case, no such suit or proceeding shall be filed after the expiration of two (2) years from the date of payment of the tax or penalty regardless of any supervening cause that may arise after payment: *Provided, however,* That the Commissioner may, even without a written claim therefor, refund or credit any tax, where on the face of the return upon which payment was made, such payment appears clearly to have been erroneously paid."

Based on the above provisions, the administrative and the judicial remedies of filing a claim for refund of erroneously paid tax must be done within two years from the payment of the tax.

In the instant case, records reveal that McCann withheld and paid to the BIR, in behalf of petitioner, the amount of P21,593,111.93 on June 15, 2006.[37] Petitioner filed its administrative and judicial claims for refund on March 5, 2008[38] and on June 16, 2008[39], respectively. Clearly, both the administrative and judicial claims for refund or issuance of tax credit certificate of petitioner were filed within the two-year prescriptive period.

In sum, the Court finds petitioner entitled to a refund or issuance of tax credit certificate in the amount of P12,338,921.00, representing overpaid final withholding tax on cash dividends for taxable year 2006.

WHEREFORE, the instant Petition for Review is hereby **GRANTED**. Accordingly, respondent is hereby **ORDERED** to **REFUND** or to **ISSUE A TAX CREDIT CERTIFICATE** in favor of petitioner in the amount of **TWELVE MILLION THREE HUNDRED THIRTY-EIGHT THOUSAND NINE HUNDRED**

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[37] Exhibits "G", "G-1", and "P"
[38] Exhibit "I"
[39] June 15, 2008 fell on a Sunday

TWENTY-ONE PESOS (P12,338,921.00), representing overpaid final withholding tax on cash dividends for taxable year 2006.

SO ORDERED.

LOVELL R. BAUTISTA
Associate Justice

WE CONCUR:

OLGA PALANCA-ENRIQUEZ
Associate Justice

AMELIA R. COTANGCO-MANALASTAS
Associate Justice

ATTESTATION

I attest that the conclusions in the above Decision were reached in consultation before the case was assigned to the writer of the opinion of the Court's Division.

LOVELL R. BAUTISTA
Associate Justice
Chairperson

CERTIFICATION

Pursuant to Article VIII, Section 13 of the Constitution, it is hereby certified that the conclusions in the above Decision were reached in consultation before the case was assigned to the writer of the opinion of the Court's Division.

ERNESTO D. ACOSTA
Presiding Justice