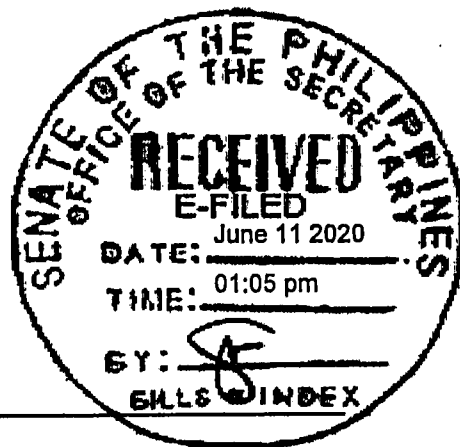


EIGHTEENTH CONGRESS OF THE )  
REPUBLIC OF THE PHILIPPINES )  
Second Regular Session )

SENATE

S.B. No. 1594



Introduced by **SENATOR IMEE R. MARCOS**

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**AN ACT ENSURING PHILIPPINE FINANCIAL INDUSTRY RESILIENCY  
AGAINST THE COVID-19 PANDEMIC**

EXPLANATORY NOTE

Article II, Section 20 of the 1987 Constitution provides that, "*The State recognizes the indispensable role of the private sector, encourages private enterprise, and provides incentives to needed investments.*"

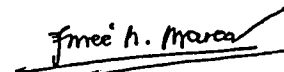
The Philippines incurred a -0.2% contraction of the economy on first quarter 2020 due to the Coronavirus Disease 2019 (COVID-19) pandemic. The National Economic and Development Authority (NEDA) has already projected a -2 to -3.4% contraction of the GDP this 2020. As such, most financial institutions are at risk of accumulating non-performing assets (NPAs) across all borrower segments. NPAs are made up of (1) non-performing loans (NPLs), defined as loans where the borrower is behind payment obligations for 90 days or more, and (2) real and other properties acquired (ROPAs), or foreclosed assets. High NPA ratios affect the ability of banks to provide financial intermediation services through both capital losses (non-payment) and management/administration losses associated with loan loss provisions and housekeeping expenses.

As of March 2020, the BSP has reported a slow but continuous increase of non-performing loans, with an NPL ratio of 2.2%, which is slightly higher than 2.1% last

year. However, given the lag associated with banking variables and the expiration of due date extensions, the NPL ratio can rise quickly. According to the Bankers Association of the Philippines, NPA ratios can rise from the expected 5% ratio today to as much as 20% in a matter of months.

To respond for this development, there is a need for the State to enact measures for banks and other financial institutions to offload their NPAs. This bill proposes to encourage financial institutions to sell their NPAs to newly established Financial Institution Strategic Transfer Corporations (FISTCs), which can now specialize in the resolution of distressed assets. The bill also encourages the private sector, government financial institutions (GFIs), and government-owned-or-controlled corporations (GOCCs) to invest in FISTCs. The FISTCs will bring new capital and expertise in dealing with NPAs, rehabilitating failed businesses, and increasing available lending through the financial sector.

For the foregoing reasons, the passage of this bill is earnestly sought.

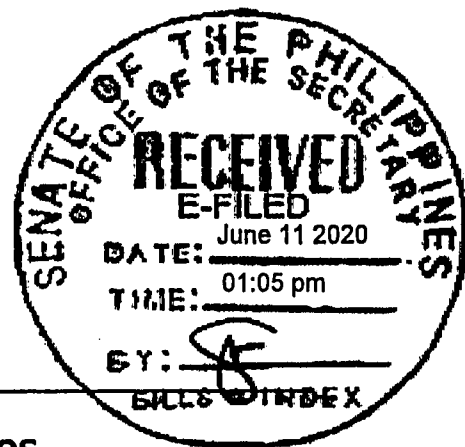


**IMEE R. MARCOS**  
Senator

EIGHTEENTH CONGRESS OF THE )  
REPUBLIC OF THE PHILIPPINES )  
*Second Regular Session* )

SENATE

S.B. No. 1594



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Introduced by **SENATOR IMEE R. MARCOS**

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**AN ACT ENSURING PHILIPPINE FINANCIAL INDUSTRY RESILIENCY  
AGAINST THE COVID-19 PANDEMIC**

*Be it enacted by the Senate and House of Representatives of the Philippines in Congress assembled:*

1           **Section 1. Short Title.** – This Act shall be known as the “Financial Institutions  
2 Strategic Transfer (FIST) Act.”

3

4           **Sec. 2. Declaration of Policy.** – The State recognizes the role of banks and other  
5 financial institutions in mobilizing savings and investments and in providing financial  
6 system liquidity to keep the economy afloat. The measures that the Philippines adopted  
7 to contain the Coronavirus Disease 2019 (COVID-19) pandemic have unavoidably  
8 caused serious economic setbacks and tremendous financial pressure on markets and  
9 industries. As such, it is necessary to lay down the appropriate policies to strengthen  
10 the financial sector so that economic recovery can be achieved faster.

11           It is hereby declared the policy of the State:

12           (a) to develop and maintain a sound financial sector for the country;

13           (b) to address the non-performing asset problems of the financial sector;

14           (c) to encourage public and private sector investments in non-performing  
15 assets;

16           (d) to eliminate existing barriers in the acquisition of non-performing assets;

1 (e) to help in the rehabilitation of distressed businesses with the end in view of  
2 their becoming economic value-added contributors; and

3 (f) to improve the liquidity of the financial system which can be harnessed to  
4 propel economic growth and maintain financial stability.

5  
6 **Sec. 3. Definition of Terms. –** As used in this Act:

7 (a) *Approval Certificate* means the Certificate of Permit to Offer Securities for  
8 Sale issued by the Commission rendering effective the Registration Statement filed by  
9 a Financial Institutions Strategic Transfer Corporation (FISTC) to issue Investment Unit  
10 Instruments (IUIS), pursuant to the provisions of this Act;

11 (b) *Approved Plan* means an FISTC Plan for which a Certificate of Permit to Offer  
12 Securities for Sale has been issued by the Commission;

13 (c) *Commission* refers to the Securities and Exchange Commission.

14 (d) *Financial Institutions, or FIs* means credit-granting institutions which shall be  
15 limited to the following:

16 (1) the Bangko Sentral ng Pilipinas (BSP);

17 (2) a bank, as defined under Republic Act No. 8791, also known as  
18 "The General Banking Law of 2000";

19 (3) a financing company, as defined under Republic Act No. 8556, also  
20 known as "The Financing Company Act of 1998";

21 (4) an investment house, as defined in Presidential Decree No. 129,  
22 also known as "The Investment Houses Law";

23 (5) a lending company, as defined under Republic Act No. 9474, also  
24 known as "Lending Company Regulation Act of 2007";

25 (6) government financial institutions (GFIS), which for purposes of this  
26 Act, refer to the Philippine Deposit Insurance Corporation (PDIC), Land  
27 Bank of the Philippines (LBP), and Development Bank of the Philippines  
28 (DBP), and such other GFIS as may be included by the Secretary of  
29 Finance;

1 (7) government-owned-or-controlled-corporations (GOCCS), which for  
2 purposes of this Act, refers to the National Home Mortgage Finance  
3 Corporation (NHMFC), Philippine Guarantee Corporation (PGC), Home  
4 Development Mutual Fund (HDMF), Social Security System (SSS),  
5 Government Service Insurance System (GSIS), Small Business  
6 Corporation (SBC), National Housing Authority (NHA), and such other  
7 GOCCS as may be included by the Secretary of Finance;

8 (8) other institutions licensed by the BSP to perform (i) quasi-banking  
9 functions and (ii) credit-granting activities, including non-stock savings  
10 and loan associations, pawnshops, and non-bank credit card issuers.

11 (e) *FISTC Plan* refers to the plan submitted to the Securities and Exchange  
12 Commission for its approval as pre-requisite to the issuance of an Investment Unit  
13 Instrument;

14 (f) *Investment Unit Instrument (IUI)* refers to a participation certificate, debt  
15 instrument or similar instrument issued by the FISTC and subscribed by Permitted  
16 Investors as provided in Section 11 hereof, pursuant to an Approved Plan: *Provided,*  
17 That these shall not include the instruments to be issued by the FISTC to the selling FIs  
18 as full or partial settlement of the non-performing assets transferred to the said FISTC:  
19 *Provided, further,* That such issuances of the FISTC shall not be considered as deposit  
20 substitutes: *Provided, finally,* That these shall not form part of the capital stock of the  
21 FISTC.

22 (g) *Non-Performing Assets, or NPAs* consist of the non-performing loans and  
23 real and other properties acquired by FIs;

24 (h) *Non-Performing Loans, or NPLs* refer to secured or unsecured loans,  
25 receivables, and other financial assets of similar nature, including restructured loans,  
26 which are to be considered credit-impaired and defined as such in the rules and  
27 regulations to be issued to implement this Act;

28 (i) *Real and Other Properties Acquired (ROPAs)* refers to real and other  
29 properties, other than those used for operating purposes or held for investment,

1 acquired by an FI in settlement of loans and receivables, including real properties,  
2 shares of stocks, and security interest which have been acquired by way of dation in  
3 payment (*dacion en pago*) or judicial or extra-judicial foreclosure or execution of  
4 judgment or enforcement of security interest."

5 (j) *True Sale* refers to a sale wherein the selling FI transfers or sells its NPAs to  
6 an FISTC, without recourse to cash or property in exchange for the transfer or sale, and  
7 without prejudice to the FI and FISTC agreeing on sharing of profits in accordance with  
8 the conditions prescribed in the rules and regulations to be issued to implement this  
9 Act, and subject to the following results:

10 (1) The transferor transfers full legal and beneficial title to and  
11 relinquishes effective control over the transferred NPAs; and

12 (2) The transferred NPAs are legally isolated and put beyond the reach  
13 of the transferor and its creditors:

14 *Provided*, That the transferring FI shall not have direct or indirect control of the  
15 transferee FISTC: *Provided, further*, That the selling FI does not have legal or beneficial  
16 ownership of more than ten percent 10% of the transferee FISTC.

17

18

## ARTICLE II

19

### Financial Institutions Strategic Transfer Corporation

20

21 **Sec. 4. *Financial Institutions Strategic Transfer Corporation.*** – An FISTC is a  
22 stock corporation organized in accordance with Republic Act No. 11232, otherwise  
23 known as "The Revised Corporation Code of the Philippines," and the rules promulgated  
24 by the Securities and Exchange Commission, for purposes of registering the FISTC:

25 *Provided*, That if the FISTC will acquire land, at least sixty percent (60%) of its  
26 outstanding capital stock shall be owned by Philippine nationals pursuant to Republic  
27 Act No. 7042, as amended, otherwise known as the "Foreign Investments Act." The  
28 BSP, GFIs and GOCCs may create an FISTC subject to their respective charters and the  
approval of the Governance Commission for Government Owned or Controlled

1 Corporations (GCG): *Provided*, That the limitations under Section 3(h) of this Act shall  
2 not apply to BSP and such GFIs or GOCCs.

3 FISTCs which are not qualified to acquire or hold land in the Philippines shall be  
4 allowed to bid and take part in foreclosure sales of real property mortgaged to them,  
5 as well as to avail of enforcement and other proceedings, and accordingly to take  
6 possession of the mortgaged property, for a period not exceeding five (5)-years from  
7 actual possession: *Provided*, That in no event shall the title to the property be  
8 transferred to such FISTC. In case the FISTC is the winning bidder, it shall, during the  
9 said five (5)-year period, transfer its rights to a qualified Philippine national, without  
10 prejudice to a borrower's rights under applicable laws. Should a FISTC be not able to  
11 transfer such property within the five (5)-year period, the FISTC shall be penalized one  
12 percent (1%) per annum of the price at which the property was foreclosed, until the  
13 FISTC is able to transfer the property to a qualified Philippine national.

14

15 **Sec. 5. Powers of an FISTC.** – An FISTC shall have the following powers:

16 (a) Invest in, or acquire NPAs of FIs;

17 (b) Engage third parties to manage, operate, collect and dispose of NPAs  
18 acquired from an FI;

19 (c) Rent, lease, hire, pledge, subject to security interest, mortgage, transfer,  
20 sell, exchange, usufruct, secure, securitize, collect rents and profits, and other similar  
21 acts concerning its NPAs acquired from an FI;

22 (d) in case of NPLs, to restructure debt, condone debt and undertake other  
23 restructuring related activities. In restructuring debt, the FISTC may reduce the principal  
24 amount, interest earned, interest rates, and the period for calculating the interest,  
25 extend the time for debt repayment or relax the conditions for debt repayment, agree  
26 to the conversion of the borrower's debt to equity in the borrower's business, agree to  
27 a transfer of assets or claims from the borrower to repay the debt or dispose of some  
28 of the borrower's property or claims to third persons;

1 (e) Buy or transfer shares issued by the borrower for the purpose of business  
2 reorganization or rehabilitation of the borrower, subject to the provisions of the Revised  
3 Corporation Code of the Philippines in respect to the rights of the shareholders of the  
4 borrower company, and apply other measures or restructuring techniques with the  
5 approval of the Commission;

6 (f) Enter into dation in payment (*dation en pago*) arrangements, foreclose  
7 judicially or extra-judicially and other forms of debt settlement involving NPLs;

8 (g) Spend funds to renovate, improve, complete or alter its NPAs acquired from  
9 an FI;

10 (h) Issue equity or participation certificates or other forms of IUIs for the purpose  
11 of acquiring, managing, improving and disposing of its NPAs acquired from an FI;

12 (i) Borrow money and issue other instruments of indebtedness for the purpose  
13 of paying operational and administrative costs;

14 (j) Guarantee credit, and accept, intervene or honor the bills of borrowers;

15 (k) Advance funds to borrowers as may be required for an acquired asset or any  
16 debt restructuring agreement pursuant thereto, or under any court order or  
17 rehabilitation plan; and

18 (l) Engage the services of a third-party asset servicing company for the collection  
19 and receipt of the debt payments for debts under debt restructuring or business  
20 reorganization, management and disposition of assets of the FISTC in accordance with  
21 the rules, procedures and conditions prescribed by the Commission or by the courts.  
22 Except in the case of ROPAs whose redemption periods have already expired, the FISTC  
23 shall notify the borrower and all persons holding prior encumbrances upon the  
24 properties, or a part thereof, or are actually holding the same adversely against the  
25 borrower, of the appointment of such third-party asset servicing company within fifteen  
26 (15) days from the date of the appointment.

27

28 **Sec. 6. *Period for Filing of Applications.*** – Applications for the establishment and  
29 registration of an FISTC shall be filed with the Commission within thirty six (36 months



1 beginning from the date of effectivity of the rules and regulations of this Act, or  
2 effectivity of applicable revenue regulations, whichever is later: *Provided*, That the  
3 Secretary of Finance may extend the period of application by a maximum of another  
4 twenty-four (24) months.

5 Entities created under Republic Act No. 9182, as amended, are qualified to avail  
6 of the privileges and incentives under this Act, subject to compliance with the  
7 requirements prescribed in the rules and regulations issued to implement this Act.

8

9 **Sec. 7. Capitalization of an FISTC.** – A FISTC shall have a minimum authorized  
10 capital stock of Five hundred million pesos (P500,000,000.00), with a minimum  
11 subscribed capital of One hundred twenty five million pesos (P125,000,000.00), and a  
12 minimum paid-up capital of Thirty-one million two hundred fifty thousand pesos  
13 (P31,250,000.00); *Provided*, That the Commission can make adjustments on the  
14 minimum capitalization of FISTC.

15

16 **Sec. 8. Submission of FISTC Plan.** – After the establishment of an FISTC  
17 pursuant to Section 4 hereof, an FISTC Plan shall be submitted to the Commission for  
18 approval and shall include the following:

- 19 (a) Investment policies of the FISTC;  
20 (b) Contribution plan including the amounts and draft of subscription  
21 documents;  
22 (c) Features of the IUIS, including the specific amounts issued and to be issued;  
23 (d) Rights of the holders of the IUIS;  
24 (e) Draft agreements for the appointment of trustees and agents with respect  
25 to the IUIS and the NPLS acquired from an FI;  
26 (f) Name of the external auditor of the FISTC;  
27 (g) Roles and responsibilities of the trustees, advisors, loan servicers and  
28 property managers;  
29 (h) Draft form of financial reports of the FISTC;

- 1 (i) Details of distribution policies;  
2 (j) Methods for the increase and decrease of future fund contribution;  
3 (k) Methods for the alteration or modification of the approved FISTC Plan;  
4 (l) Methods for the liquidation and distribution of assets to the holders of IUIS;  
5 (m) Details of credit enhancements like guarantees or standby letters of credit  
6 or advances that may be extended to the FISTC by an entity which shall not be  
7 the selling FI, its parent, subsidiaries or affiliates; and  
8 (n) Such other documents or information as may be required by the  
9 Commission.

10 **Sec. 9. Approval, Rejection, Suspension or Revocation of FISTC Plan. –**

11 a) *Approval* – Upon approval of the FISTC Plan, the Commission shall issue an  
12 Approval Certificate stating that the application has been approved and that the IUIS  
13 may be issued.

14 b) *Amendments to Approved FISTC Plan* – If an FISTC Plan becomes on its face  
15 incomplete or inaccurate in any material respect, the Commission shall issue an order  
16 directing the amendment of the FISTC Plan. Upon compliance with such order, the  
17 amended FISTC Plan shall become effective upon approval of the Commission or  
18 appropriate regulatory authority pursuant to Section 4 of this Act.

19 c) *Rejection, Suspension or Revocation* – The Commission may reject a  
20 submitted FISTC Plan if on its face it was not in compliance with the requirements of  
21 this Act or the rules and regulations issued to implement it. It is also authorized to  
22 suspend or revoke the effectivity of an approved plan after due notice and hearing by  
23 issuing an order to such effect setting forth its findings in respect thereto, if it finds  
24 that:

- 25 1. The FISTC has violated any of the provisions of this Act, the rules  
26 and regulations issued to implement it, or any order of the  
27 Commission which the FISTC has notice of in connection with  
28 the offering of IUIS for which a FISTC Plan has been filed;

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- 2. The FISTC has been, or is engaged, or is about to engage in fraudulent transactions;
- 3. The FISTC has made any false or misleading representation of material facts in any approved plan concerning the FISTC or its IUIs;
- 4. The FISTC has failed to comply with any requirement that the Commission may impose as a condition for the issuance of IUI for which a FISTC Plan has been filed; or
- 5. The FISTC Plan is, on its face, incomplete or inaccurate in any material respect, or includes any untrue statement of a material fact, or omits to state a material fact required to be stated, or one which is necessary to obviate any misappreciation of the statements therein.

**Sec. 10. Issuance of IUIs.** – The FISTC may be allowed to issue IUIS subject to the rules and regulations the Commission is herein mandated to promulgate.

**Sec. 11. Permitted Investors.** – Any qualified buyer, as defined in Section 10 (1) of Republic Act No. 8799, may acquire or hold IUIs in an FISTC in the minimum amount of Ten million pesos (P10,000,000.00): *Provided*, That an FISTC shall not be authorized to acquire the IUIs of another FISTC: *Provided, further*, That the parent, subsidiaries, affiliates or stockholders, directors, officers or any related interest of the selling FI or the parent's subsidiaries, affiliates or stockholders, directors, officers or any related interest shall not acquire or hold, directly or indirectly, the IUIs of the FISTC that acquired the NPAS of the FI.

**ARTICLE III**  
**Transfer of Assets to FISTC**

1           **Sec. 12. Notice and Manner of Transfer of Assets.** – (a) No transfer of NPLs to  
2 a FISTC shall take effect unless the FI concerned shall give prior notice to the borrowers  
3 of the NPLs and all persons holding prior encumbrances upon the assets mortgaged or  
4 subject to security interest. Such notice shall be in writing and made in accordance with  
5 the 1997 Rules of Civil Procedure, as amended, and the rules and regulations issued to  
6 implement this Act, at their last known address or their email address registered and  
7 on file with the FI. The borrower and the FI shall be given a period of at most ninety  
8 (90) days upon receipt of notice, pursuant to the Rules of Court, to restructure or  
9 renegotiate the loan under such terms and conditions as may be agreed upon by the  
10 borrower and the FIs concerned.

11           (b) The transfer of NPAs from an FI to an FISTC shall be subject to prior  
12 certification of eligibility as NPA by the appropriate regulatory authority having  
13 jurisdiction over its operations which shall issue its certification within forty-five (45)  
14 days from the date of application by the FI for eligibility.

15           (c) After the sale or transfer of the NPLs, the transferring FI shall inform the  
16 borrower in writing at the last known address of the fact of the sale or transfer of the  
17 NPLs.

18  
19           **Sec. 13. Nature of Transfer.** – All sales or transfers of NPAs to an FISTC shall  
20 be in the nature of a true sale after proper notice in accordance with the procedure as  
21 provided for in Section 12, without need for the borrower's consent: *Provided*, That  
22 disposition of assets of a GFI and a GOCC shall be covered by special rules to be  
23 incorporated in the rules and regulations of this Act: *Provided, further*, That after the  
24 sale, the FISTC shall assume all rights and obligations of the transferring FI.

25  
26           **Sec. 14. Issuance of Injunctive Relief Against Transfer of Assets.** – No court,  
27 other than the Court of Appeals and the Supreme Court, shall issue any temporary  
28 restraining order, preliminary injunction, preliminary mandatory injunction, status quo  
29 order, stay order, commencement order, or any other issuance of injunctive relief

1 against the transfer of NPAs from the FI to an FISTC, and from an FISTC to a third  
2 party, or dation in payment by the borrower or by a third party in favor of an FI or in  
3 favor of an FISTC, or judicial or extrajudicial foreclosure sales or execution sales of the  
4 FI or FISTC of collateral in settlement of NPLs.

5 Any restraining order, injunction, status quo order, stay order, commencement  
6 order, or any other issuance of injunctive relief issued in violation of this Section is void  
7 and of no force and effect.

8 The provisions of Rules of Court on injunctions insofar as these are applicable  
9 and not inconsistent with the provisions of this Act shall govern the issuance and  
10 dissolution of restraining orders, injunctions, status quo orders or stay orders against  
11 said transfers.

12

13

#### ARTICLE IV

14

#### Incentives and Exemption Privileges

15

16 **Sec. 15. Tax Exemptions and Fee Privileges.** – Any existing law to the contrary  
17 notwithstanding, the transfer of NPAs from the FI to an FISTC, and from an FISTC to a  
18 third party or dation in payment by the borrower or by a third party in favor of an FI or  
19 in favor of an FISTC shall be exempt from the following taxes:

20 (a) Documentary stamp tax on the abovementioned transfer of NPAS and dation  
21 in payment as may be imposed under Title VII of the National Internal Revenue Code  
22 of 1997, as amended by Republic Act No. 10963, otherwise known as the Tax Reform  
23 for Acceleration and Inclusion (TRAIN) Act;

24 (b) Capital gains tax imposed on the transfer of lands and/or other assets treated  
25 as capital assets as defined under Section 39(A)(1) of the National Internal Revenue  
26 Code of 1997, as amended;

27 (c) Creditable withholding income taxes imposed on the transfer of land and/or  
28 buildings treated as ordinary assets pursuant to Bureau of Internal Revenue (BIR)  
29 Revenue Regulation No. 2-98, as amended;

1 (d) Value-added tax on the transfer of NPAs as may be imposed under Title IV  
2 of the National Internal Revenue Code of 1997, as amended, or gross receipts tax under  
3 Title V of the same Code, whichever is applicable pursuant to regulations of the BIR.

4 The abovementioned transfers shall also be subject to the following, in lieu of  
5 the applicable fees:

6 a) Fifty percent (50%) of the applicable registration and transfer fees on the  
7 transfer of real estate mortgage and security interest to and from the FISTC, as imposed  
8 in accordance with the existing circulars of the Land Registration Authority (LRA);

9 (b) Fifty percent (50%) of the filing fees for any foreclosure initiated by the FISTC  
10 in relation to any NPA acquired from an FI, as prescribed by the Rules of Court; and

11 (c) Fifty percent (50%) of the land registration fees prescribed under the existing  
12 circulars of the LRA.

13 All sales or transfers of NPAs from the FIs to an FISTC or transfers by way of  
14 dation in payment (*dacion en pago*) by the borrower or by a third party to the FI shall  
15 be entitled to the privileges enumerated herein for a period of not more than two (2)  
16 years from the date of effectivity of the rules and regulations to be issued to implement  
17 this Act or of the applicable revenue regulations, whichever comes later: *Provided*, That  
18 the Secretary of Finance may extend such period by a maximum of two (2) years.

19 Transfers from an FISTC to a third party of NPAs acquired by the FISTC within  
20 such two-year period, or within such extended period, or transfers by way of dation in  
21 payment by a borrower or by a third party to the FISTC shall enjoy the privileges  
22 enumerated herein for a period of not more than five (5) years from the date of  
23 acquisition by the FISTC: *Provided*, That the Secretary of Finance may extend such five-  
24 year period by a maximum of five (5) years: *Provided, further*, That properties acquired  
25 by an FISTC from GFIs or GOCCs which are devoted to socialized or low-cost housing  
26 shall not be converted to other uses.

27 The tax exemptions, incentives, and fee privileges given to FIs and FISTC at the  
28 various stages of the transactions under this Section shall likewise be extended to any

1 individual subject to the conditions prescribed in the rules and regulations: *Provided,*

2 That:

3 (i) the transaction is limited to a ROPA that is either a single family residential  
4 unit or an empty lot, or to NPL secured by a real estate mortgage on a  
5 residential unit or an empty lot;

6 (ii) there shall only be one transaction consisting of one residential unit or  
7 empty lot per individual;

8 (iii) the two-year transfer period, including its extension, and the five-year  
9 entitlement period granted to NPA, as may be extended by the Secretary  
10 of Finance, shall also apply to said single family residential unit or empty  
11 lot.  
12

13 **Sec. 16. Additional Tax Exemptions and Fee Privileges.** – To encourage the  
14 infusion of capital and financial assistance by the FISTC for the purpose of rehabilitating  
15 the borrower's business, the following additional tax exemptions and privileges shall be  
16 enjoyed:

17 (a) The FISTC shall be exempt from income tax on net interest income,  
18 documentary stamp tax and mortgage registration fees on new loans in excess of  
19 existing loans extended to borrowers with NPLs which have been acquired by the FISTC;

20 (b) In case of capital infusion by the FISTC to the borrower with NPLs, the FISTC  
21 shall also be exempt from the documentary stamp tax;

22 *Provided,* That the tax exemptions and fee privileges granted under this Section  
23 shall apply for a period of not more than five (5) years from the date of acquisition of  
24 NPLs by the FISTC: *Provided, further,* That the Secretary of Finance may extend the  
25 period for the enjoyment of such tax exemption and fee privileges by a maximum of  
26 five (5) years.  
27

28 **Sec. 17. Net Operating Loss Carry-Over (NOLCO) of Participating FIs.** – (a) Any  
29 loss that is incurred by an FI as a result of the transfer of an NPA within the two-year

1 period from the effectivity of the rules and regulations issued to implement the  
2 provisions of this Section, shall be treated as ordinary loss: *Provided*, That the accrued  
3 interest and penalties shall not be included as loss on said loss carry over from  
4 operations, subject to the provisions of the National Internal Revenue Code of 1997 on  
5 net operating loss carry-over (NOLCO). Such loss incurred by the FI from the transfer  
6 of NPAs within the two-year period from the effectivity of the rules and regulations  
7 issued to implement this Act may be carried over for a period of five (5) consecutive  
8 taxable years immediately following the year of such loss: *Provided, further*, That for  
9 purposes of corporate gain or loss, the carry-over shall be subject to pertinent laws:  
10 *Provided, finally*, That the tax savings derived by FIs from the NOLCO shall not be made  
11 available for dividend declaration but shall be retained as a form of capital build-up. The  
12 DOF, upon the recommendation of the BIR, shall issue the rules and regulations to  
13 effectively implement the provisions of this Section.

14 (b) The regulatory authority concerned shall promulgate the necessary rules and  
15 regulations governing the treatment of any loss of the FIs in the books of account as a  
16 result of the transfer of the NPAs.

17 (c) In the case of non-bank GFIS and GOCCS enumerated in Section 3 (c) hereof,  
18 the Department of Finance (DOF), in consultation with the Commission on Audit (COA),  
19 shall promulgate the necessary rules and regulations governing the treatment of any  
20 loss in their books of accounts as a result of the transfer of their NPAs.

21

22 **Sec. 18. Abuse of Tax Exemptions and Privileges.** – Any person, natural or  
23 juridical, who benefits from the tax exemptions and privileges herein granted, when  
24 such person is not entitled thereto, shall be subject to the penalties provided in Section  
25 24 hereof. In addition, the offender shall refund to the government double the amount  
26 of the tax exemptions and privileges availed of under this Act, plus interest of twelve  
27 percent (12%) per year from the date prescribed for its payment, until full payment  
28 thereof.

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**ARTICLE V**

**Enforcement and Protection Provisions**

**Sec. 19. *Consumer Protection Mechanism.*** – The FISTC shall set up an appropriate consumer protection mechanism as may be prescribed in the rules and regulations to be issued by the appropriate regulatory authority.

**Sec. 20. *Redemption Periods.*** – The redemption periods allowed to borrowers of banks under Section 47 of “The General Banking Law of 2000”, the Rules of Court, as well as other relevant laws for non-bank borrowers shall be applicable.

**ARTICLE VI**

**Accounting and Reporting Provisions**

**Sec. 21. *Books of Accounts and Records.*** – The FISTC shall set and keep accurate accounts and internal financial controls and shall appoint an external auditor that is acceptable to the Commission. The Commission, the BSP, and the BIR may look into the books of accounts and records of the FISTC at any time during office hours, after due notice.

**Sec. 22. *Reports.*** – The Commission, the regulatory authorities, and the BIR shall prescribe the submission of reports from the FISTC and the FIs for the proper implementation of this Act.

**ARTICLE VII**

**Final Provisions**

**Sec.23. *Primary Implementing Agency.*** – The Commission shall be the primary implementing agency of this Act. It shall have the authority to enlist the assistance of any branch, department, bureau, office, agency or instrumentality of the government, including GOCCs and GFIs which may include the use and transfer of its personnel, facilities and resources.

1           **Sec. 24. Penalties and administrative sanctions.** – Any person who violates any  
2 of the provisions of this Act, or the rules and regulations promulgated thereunder, or  
3 any person who, in a notice, certification or plan filed under this Act, makes any  
4 untruthful statement of a material fact or omits to state any material fact required to  
5 be stated therein, shall, upon conviction, suffer a fine of not less than One hundred  
6 thousand pesos (P100,000.00) nor more than Two million pesos (P2,000,000.00) or  
7 imprisonment of not less than six (6) years nor more than twelve (12) years, or both,  
8 at the discretion of the court, without prejudice to the penalties provided under Section  
9 18 hereof, Section 37 of Republic Act No. 7653, as amended, and other applicable laws.  
10 If the offender is a corporation, association, partnership or any juridical person, the  
11 penalty shall be imposed upon the responsible officers, as the case may be, who  
12 participated in the commission of the crime or who shall have knowingly permitted or  
13 failed to prevent its commission. If the offender is a juridical person, other than a bank  
14 or financial institution supervised by the BSP, the court may order the suspension or  
15 revocation of its license. The offender, if an alien, shall, in addition to the penalties  
16 herein prescribed, be deported without further proceedings after serving the penalties  
17 herein prescribed. The offender, if a public official or employee, shall, in addition to the  
18 penalties prescribed herein, suffer absolute or temporary disqualification from  
19 government or public office, as the case may be.

20           If the offender is a juridical person, the Commission may impose the penalties  
21 upon its officers and order the suspension or revocation of its license. With respect to  
22 financial institutions under its jurisdiction, the BSP shall impose the sanctions prescribed  
23 in Section 37 of Republic Act No. 7653, as amended, upon their directors, officers and  
24 employees. This shall be without prejudice to the appropriate penalties that may be  
25 imposed by the courts.

26           If, after due notice and hearing, the Commission finds that: (a) there is a  
27 violation of this Act, its rules, or its orders; or (b) any FISTC or other person has, in a  
28 FISTC plan or in other reports, applications, accounts, records or documents required  
29 by law or rules to be filed with the Commission, made any untrue statement of a

1 material fact, or omits to state a material fact required to be stated, or one which is  
2 necessary to obviate any misappreciation of the statements therein; the Commission  
3 shall, in its discretion, impose any or all of the following sanctions as may be appropriate  
4 in light of the facts and circumstances:

- 5 i. suspension, or revocation of any approved FISTC plan for the offering  
6 of IUIs;
- 7 ii. fine as may be determined by the Commission; and
- 8 iii. other penalties within the power of the Commission to impose.

9

10 **Sec. 25. *Applicability Clause.*** – The provisions of this Act shall be applicable to  
11 assets that have become non-performing as of October 1, 2020: Provided, That the  
12 Secretary of Finance may extend the said period by a maximum of two (2) years.

13

14 **Sec. 26. *Conscience Clause.*** – Nothing in this Act shall be construed to condone  
15 or exempt from any liability any person responsible for acts or omissions constituting  
16 unsound business practices or mismanagement.

17

18 **Sec. 27. *Oversight Committee.*** – There is hereby created a Joint Congressional  
19 Oversight Committee (JCOC) to oversee, monitor, and evaluate the implementation of  
20 this Act. The JCOC shall be composed of five (5) members each from the House of  
21 Representatives and from the Senate. The JCOC shall be co-chaired by the Chairpersons  
22 of the House Committee on Banks and Financial Intermediaries and the Senate  
23 Committee on Banks, Financial Institutions and Currencies. The Speaker and the Senate  
24 President shall designate the other four members of the JCOC of the House and the  
25 Senate from among the members of the House Committee on Banks and Financial  
26 Intermediaries and the Senate Committee on Banks, Financial Institutions, and  
27 Currencies, at least one member of which shall be from the minority.

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1           **Sec. 28. *Implementing Rules and Regulations.*** – Within thirty (30) days from  
2 the effectivity of this Act, the Commission, jointly with the BSP, the DOF, and the BIR,  
3 shall promulgate the necessary rules and regulations for the effective implementation  
4 of this Act: *Provided*, That within thirty (30) days from the effectivity of this Act, the  
5 DOF, upon recommendation of the BIR, shall promulgate the revenue regulations  
6 implementing the fiscal incentives under this Act: *Provider further*, That the  
7 Commission, BSP, DOF and BIR may issue separate regulations that will apply  
8 exclusively to the institutions under their respective jurisdiction. In drafting their  
9 separate regulations, the appropriate regulatory authorities may grant incentives and  
10 privileges as may be allowed by their respective charters, this Act and other pertinent  
11 laws.

12           **Sec. 29. *Separability Clause.*** – If any provision of this Act is held  
13 unconstitutional or invalid, all other provisions not affected thereby shall remain valid.  
14

15           **Sec. 30. *Repealing Clause.*** – Republic Act No. 9182, as amended by Republic  
16 Act No. 9343, otherwise known as “The Special Purpose Vehicle (SPV) Act of 2002,” is  
17 hereby repealed. All laws, decrees, executive orders, rules and regulations or parts  
18 thereof, which are inconsistent with this Act, are hereby repealed, amended or modified  
19 accordingly.  
20

21           **Sec. 31. *Effectivity.*** – This Act shall take effect fifteen (15) days after its  
22 publication in the Official Gazette or in a newspaper of general circulation.

*Approved,*