



Funding the Republic

REPUBLIKA NG PILIPINAS
KAGAWARAN NG PANANALAPI
KAWANIHAN NG INGATANG-YAMAN
(BUREAU OF THE TREASURY)
INTRAMUROS, MAYNILA

NOTICE OF OFFERING

To : All Government Securities Eligible Dealers

Date : September 09, 2009

Subject : **Three (3) Year, Five (5) Year and Seven (7) Year Fixed Rate Retail Treasury Bonds (Quarterly Coupon) Due 2012, 2014 and 2016**

Please be advised that the Department of Finance ("DOF") of the Republic of the Philippines (the "Republic"), through the Bureau of the Treasury ("BTr") will issue Peso-denominated 3-year, 5-year and 7-year Fixed Rate Retail Treasury Bonds (the "Bonds") in a minimum aggregate nominal principal amount of PHP15,000,000,000.00.

You are invited to participate as a Dealer in respect of such issue subject to the provisions of this Notice of Offering, the Program Mechanics for the Issuance of Peso-Denominated Retail Treasury Bonds dated June 9, 2003 (the "Program Mechanics") and the Principal Commercial Terms attached as Schedule 1 (collectively, the "Applicable Terms"). The Program Mechanics, a copy of which is available for inspection at the BTr, shall be deemed to be incorporated by reference in, and to form part of this Notice of Offering. The contemplated issue will be governed by the Applicable Terms. Please be advised that your submission of the Accession Letter and Bid/Proposal Notice signifying your agreement to participate in the issue as a Dealer shall constitute an agreement on your part to be bound by the Applicable Terms in relation to such issue.

Below is the timetable of activities relative to the captioned issue.

Auction Date : **September 15, 2009**
Public Offer Period : **September 15 – 22, 2009**
Issue Date : **September 24, 2009**

The Republic, through the BTr, reserves the right to revise the timetable. You will be notified through Reuters and other information service provider, e.g. Bloomberg and PDEX, of any change in the timetable of activities.

Further, a copy of the herein Notice of Offering and its annexes may be accessed through the BTr website.

Interested GSEDs must submit their bids electronically through their respective Reuters terminals on or before 1:00 p.m. of the Auction Date.

Terms not defined herein have the meanings set forth in the Program Mechanics.

Schedule 1

Principal Commercial Terms

Issuer	:	REPUBLIC OF THE PHILIPPINES
Dealers	:	Government Securities Eligible Dealers ("GSEDs") who have submitted an Accession Letter in the form attached hereto as Annex A and in accordance with the Program Mechanics.
Selling Agents	:	Dealers who have successfully bid for an aggregate minimum principal amount of PHP350,000,000 of 3-year, 5-year or 7-year Retail Treasury Bonds or any combination thereof.
Issue Amount	:	<p>Minimum of:</p> <p>3-year - PHP5,000,000,000.00</p> <p>5-year - PHP5,000,000,000.00</p> <p>7-year - PHP5,000,000,000.00</p> <p>The Republic reserves the right to increase the overall size of the Issue.</p>
Auction Date	:	<i>September 15, 2009.</i> The Republic, through the Auction Committee, reserves the right to accept or reject any or all tenders or part of tenders and to award less than the minimum Issue Amount.
Issue Date	:	<i>September 24, 2009,</i> unless another date is announced by the Republic.
ISIN/SERIES CODE	:	<p>3-year - PIID0312I070</p> <p>5-Year - PIID0514I080</p> <p>7-year - PIID0716I018</p>
Form and Denomination	:	The Retail Treasury Bonds shall be issued in scripless form and will be sold during the public offer period in minimum denominations of PHP5,000.00 and integral multiples thereof.
Maturity Date	:	<i>September 24, 2012, September 24, 2014 and September 24, 2016 for the 3-year, 5-year and 7-year Retail Treasury Bonds, respectively,</i> or if the Issue Date does not occur on September 24, 2009, the Maturity Date shall be the date that is 3, 5 and 7 years, respectively, following the Issue Date.
Issue Price	:	At par (or 100%)

- Redemption Price : At par (or 100%)
- Interest Rate : The final Interest Rate will be determined through a Dutch auction to be participated by GSEDs. The interest rate at which a GSED can bid shall not exceed the Maximum Interest Rate.
- Maximum Interest Rate : The Maximum Interest Rate for the Retail Treasury Bonds shall be calculated as the relevant Interest Benchmark Rate, rounded down to the nearest one-eighth (1/8) of one percent (1%). The Maximum Interest Rate shall be stated in three (3) decimal places.
- Interest Benchmark Rate : The Interest Benchmark Rate shall be determined as being the benchmark yield of the most recent "on-the-run" 3-year, 5-year and 7-year (as the case may be) Fixed Rate Treasury Bond ("FXTB") issue as shown on the PDST-F page at or about 11:16 a.m. on the Auction Date. In the absence of a quotation for the applicable benchmark "on-the-run" issue, the applicable benchmark yield or bid yield shall be interpolated on a straight-line basis from the nearest shorter and longer-dated FXTB issues. If such screen page is unavailable on the Auction Date, the Interest Benchmark Rate shall be determined by reference to the PDST-F page at or about 11:16 a.m. on the immediately preceding Business Day.
- Interest Payment Date : Interest on the Retail Treasury Bonds, to be calculated on a 30/360-day basis, will be paid **quarterly** in arrears on the last day of each 3-month Interest Period. Each Retail Treasury Bond will cease to bear interest on the Maturity Date. If the Interest Payment Date is not a Business Day, interest will be paid on the next succeeding Business Day, without adjustment in the amount of interest to be paid.
- Selling and Transfer Restriction: As per Program Mechanics, this Notice of Offering and applicable regulations of the BTr.

Pursuant to the Authority of the Secretary of Finance under RA 245, as amended, the issuance of the 11th tranche of Retail Treasury Bonds to the Selling Agents, and the initial transfer of the RTB from the Selling Agents to the investors within Twenty (20) Business Days from Issue Date, is considered within the coverage of the Primary Market and, accordingly, not covered by

the rules on fees of any relevant Exchange.

Retail Investors : Those persons other than a GSED, the GSIS, SSS, PHIC, HDMF (Pag-IBIG), Investment Houses and/or Subsidiary Corporation/s of GSEDs and Investment Houses performing banking and/or quasi-banking functions/activities.

Retail Sales Obligations : Each Dealer shall be required to sell to retail investors (as defined in the Program Mechanics and this Notice of Offering), at least **55%** of its subscription for Retail Treasury Bonds (as allocated to it by the Republic) at any time within a period commencing on the Issue Date up to and including the date that is Twenty (20) Business Days from the Issue Date.

In the event a Dealer is unable to comply with this requirement, the Republic shall only pay selling commission for the actual amount sold to retail investors and shall not pay any selling commission for the balance of the total sales; Provided, that any deliberate failure by the Dealer and/or Selling Agent to comply with the retail sales obligation shall entail exclusion of such Dealer and/or Selling Agent from participating in future issues of Retail Treasury Bonds.

Sale to investment houses and/or subsidiary corporations of Dealers and Investment Houses performing banking and/or quasi-banking functions/activities shall not be considered as retail sales. However, the Dealer and/or Investment House may require the investment house and/or subsidiary corporation to comply with the **55%** sell down requirement to Retail Investors, in which event the investment house/subsidiary corporation shall be required to submit the corresponding bondholders' list to the Dealer to be included in its reportorial obligations to the Issuer.

In compliance with DOF Order No. 141-95, as amended, Dealers and/or Selling Agents are not allowed to offer the RTBs to GOCCs. Further, Dealers are to sell RTBs in its original form and current structure. Any attempt or intention to introduce variants and derivatives thereof, to use it as underlying assets for another product, or to create a wrap around structure to repackage the same, shall constitute a material breach of the selling agency obligation under the Program

Mechanics and this Notice of Offering, and shall result in the automatic termination of services as Dealer and/or Selling Agent, as well as forfeiture of the corresponding selling agency fee.

In case the Dealer and/or Selling Agents submit falsified Sales Report/Bondholders' list, such Dealers and/or Selling Agents shall be excluded from participating in future issuances of the Republic. This is without prejudice to the filing of appropriate criminal charges and other sanctions provided for by law.

The Republic reserves the right to verify the accuracy and veracity of the bondholders' list submitted by the Dealers and/or Selling Agents as well as other documents and information on retail investors as required by the Republic.

All information relative to the bondholders shall be treated with absolute confidentiality.

Selling Agency Fees : Selling Agents shall be paid a selling agency fee in accordance with the Schedule set out in **Annex B** hereof. No Selling Agent shall cede, pay, share, or compensate third-party investors or purchasers any Selling Agency Fees in exchange for the purchase of the Retail Treasury Bonds. Any selling agency fee due to Selling Agents shall be deducted from the proceeds of their Retail Treasury Bonds sales in accordance with the BTr's "Settlement Procedures for the RTB Public Offering", attached as **Annex C**.

Reporting and Other Obligations: As per Program Mechanics.

Each Dealer and/or Selling Agent shall be required to submit to the Issuer, not later than 4:00 p.m. of each day during the Public Offer Period, its sales report/s, in the format attached as **Annex D**, thru fax to BTr-SOD. The SOD shall provide three (3) Telefax Numbers available throughout the offer period.

Autofax Nos. (02) 527-3132; 527-7089 and 526-6487

Subscriptions sent thru fax may be confirmed at the following telephone numbers: (02) 527-3117, 527-2827, or 522-8122 loc. 207

Every subscription originating from the same Dealer shall be sent only once to any of the three (3) designated fax numbers, and shall be numbered sequentially in accordance with

Annex D, from day 1 up to the end of the offer period or upon termination thereof, subject to the “first come-first serve” policy. The Republic shall reject the following –

- a) subscription without transmission numbers
- b) subscription with identical transmission numbers
- c) subscription transmitted more than once in a single fax number

The Republic also reserves the right to accept or reject a Dealer’s reported sales subscription.

Taxation	:	<p>Prevailing final withholding tax on coupon payment shall be for the account of the bondholders. Tax Exempt Institutions (TEIs) shall be free from payment of any withholding tax.</p> <p>Documentary stamp tax (DST) on original issue shall be for the account of the Issuer.</p>
Status	:	<p>The Retail Treasury Bonds constitute direct, unconditional, unsubordinated, and general obligations of the Republic and shall at all times rank <i>pari passu</i> and without any preference among themselves.</p>
Sinking Fund	:	<p>The Republic shall set up and maintain a sinking fund with the BTr in order to accumulate the amounts necessary to pay the principal of the Retail Treasury Bonds on the Maturity Date.</p>
Eligibility	:	<p>The Retail Treasury Bonds qualify in the same manner as all other Treasury Notes and Bonds in respect of: (i) the liquidity floor requirement for government funds and reserves for trust duties under <i>Bangko Sentral ng Pilipinas</i> rules and regulations; (ii) insurance reserves under the Insurance Commission rules and regulations; and (iii) performance and judicial bonds.</p>
Public Offer Period	:	<p>September 15 – 22, 2009. Acceptance of subscriptions shall be on a “first-come-first-serve” basis. When subscription has reached a level deemed sufficient by the BTr, the BTr-SOD shall announce the termination and closure of the offer period through Reuters. The Republic reserves the right to announce at any time, the remaining volume available for sale on a particular day during the Public Offer Period.</p>

Enrollment in the
RoSS-Name on Registry : For investors without existing securities account (in RoSS or with Accredited Third Party Securities Custodian), their RTB holdings may be recorded in the Registry of Scripless Securities in the name of the investor. For this purpose, Dealers are required to provide the following information for the enrollment of the investors in the Registry of Scripless Securities-Name-on-Registry System (RoSS-NoR): the name of the Bondholder, Customer Code/GSED Client Number and Settlement Bank Account Number.

Dealers shall submit to the BTr the duly accomplished Investor's Undertaking executed by the purchasing client-investor. The form of Investor's Undertaking can be downloaded from the BTr website at www.treasury.gov.ph. Likewise, a copy of the special power of attorney executed by the client-investor in favor of the Dealer for the creation of the RoSS securities account and for executing trade instruction shall be submitted by the dealer to BTr upon demand.

(SGD) ROBERTO B. TAN
Treasurer of the Philippines