



Republic of the Philippines  
Supreme Court  
Manila

THIRD DIVISION

NOTICE

Sirs/Mesdames:

*Please take notice that the Court, Third Division, issued a Resolution dated September 12, 2022, which reads as follows:*

“G.R. No. 259522 (*Robinsons Bank Corporation v. Court of Appeals, 747 Lumber and Construction Supply, Inc., Vicente Y. Josefa, Jacky Roy I. Josefa, Johnny Y. Josefa, Jose Y. Josefa, and Alex Y. Josefa*).—This Petition for Review on *Certiorari*<sup>1</sup> under Rule 45 of the Rules of Court remonstrates against the *Decision*<sup>2</sup> dated 14 December 2020 and the *Resolution*<sup>3</sup> dated 7 March 2022 of the Court of Appeals (CA) in CA-G.R. CV No. 111906. The impugned *Decision* affirmed the Decision dated 8 December 2017 of the Regional Trial Court (RTC) of Makati City, Branch 56, finding Vicente Y. Josefa (Vicente), Jacky Roy I. Josefa (Jacky), and 747 Lumber and Construction Supply, Inc. (747 Lumber) jointly and severally liable to petitioner Robinsons Bank Corporation. On the other hand, the assailed *Resolution* denied the Motion for Reconsideration thereof.

*The Petition is bereft of merit.*

Preliminarily, it must be stressed that only questions of law may be raised in a Rule 45 petition filed before the Court.<sup>4</sup> Issues such as whether the separate and distinct personality of a corporation was used for fraudulent ends or whether the evidence warrants a piercing of the corporate veil involve questions of fact.<sup>5</sup> While jurisprudence has provided exceptions<sup>6</sup> where the

<sup>1</sup> *Rollo*, pp. 9-29.

<sup>2</sup> *Id.* at 30-38. Penned by Associate Justice Tita Marilyn B. Payoyo-Villordon with Associate Justices Remedios Salazar-Fernando and Nina G. Antonio-Valenzuela, concurring.

<sup>3</sup> *Id.* at 39-42.

<sup>4</sup> Section 1, Rule 45 of the Rules of Court.

<sup>5</sup> *Pioneer Insurance Surety Corporation v. Morning Star Travel & Tours, Inc.*, 763 Phil 428, 438 (2015).

<sup>6</sup> (a) When the findings are grounded entirely on speculation, surmises, or conjectures;  
(b) When the inference made is manifestly mistaken, absurd, or impossible;  
(c) When there is grave abuse of discretion;  
(d) When the judgment is based on a misapprehension of facts;  
(e) When the findings of facts are conflicting;

Court may be urged to probe and resolve factual issues, none of these exceptional circumstances apply in the case at bench.

Further, it is primal that factual findings of the CA are considered final, binding, or conclusive on the parties and upon this Court especially when supported by substantial evidence.<sup>7</sup> Thus, this Court refuses to disturb the factual findings of the CA.

Still and all, even on substantive grounds, the *Petition* is still unmeritorious.

The law vests corporations with a separate and distinct personality from those that represent them.<sup>8</sup> This separate corporate personality shields corporate officers acting in good faith and within their scope of authority from personal liability except for situations enumerated by law and jurisprudence, such as Section 30 of the Revised Corporation Code, which states that:

SECTION 30. Liability of Directors, Trustees or Officers.— Directors or trustees who willfully and knowingly vote for or assent to patently unlawful acts of the corporation or who are **guilty of gross negligence or bad faith in directing the affairs of the corporation** or acquire any personal or pecuniary interest in conflict with their duty as such directors or trustees shall be liable **jointly and severally for all damages** resulting therefrom suffered by the corporation, its stockholders or members and other persons.

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Before a director or officer of a corporation can be held personally liable for corporate obligations, however, the following requisites must concur: (1) the complainant must allege in the complaint that the director or officer assented to patently unlawful acts of the corporation, or that the officer was guilty of gross negligence or bad faith; and (2) the complainant must clearly and convincingly prove such unlawful acts, negligence, or bad faith.<sup>9</sup>

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- (f) When in making its findings the CA went beyond the issues of the case, or its findings are contrary to the admissions of both the appellant and the appellee;
  - (g) When the CA's findings are contrary to those by the trial court;
  - (h) When the findings are conclusions without citation of specific evidence on which they are based;
  - (i) When the facts set forth in the petition, as well as in the petitioner's main and reply briefs, are not disputed by the respondent;
  - (j) When the findings of fact are premised on the supposed absence of evidence and contradicted by the evidence on record; or
  - (k) When the CA manifestly overlooked certain relevant facts not disputed by the parties, which, if properly considered, would justify a different conclusion; see *Navaja v. De Castro*, 761 Phil 142, 155 (2015).

<sup>7</sup> See *Caranto v. Caranto*, G.R. No. 202889, 2 March 2020.

<sup>8</sup> *Supra* note 5 at 440.

<sup>9</sup> *Heirs of Tan Uy v. International Exchange Bank*, 703 Phil 477, 486 (2013).

Bad faith “imports a dishonest purpose or some moral obliquity and conscious doing of a wrong, not simply bad judgment or negligence.” “[I]t means breach of a known duty through some motive or interest or ill will; it partakes of the nature of fraud.” Piercing the corporate veil in order to hold corporate officers personally liable for the corporation’s debts requires that the bad faith or wrongdoing of the director must be established clearly and convincingly because bad faith is never presumed.<sup>10</sup>

Here, petitioner Robinsons Bank Corporation failed to show how the remaining directors, namely: Johnny, Jose, and Alex, acted fraudulently and in bad faith in allowing Vicente and Jacky, on behalf of 747 Lumber, to procure the loan. At best, petitioner relied on conjectures and speculations without factual and legal bases.

**WHEREFORE**, the Petition for Review on *Certiorari* is hereby **DENIED**. The *Decision* dated 14 December 2020 and the *Resolution* dated 7 March 2022 of the Court of Appeals in CA-G.R. CV No. 111906 are **AFFIRMED**.

**SO ORDERED.”**

By authority of the Court:

<sup>Mis PDC Batt</sup>  
**MISAELO DOMINGO C. BATTUNG III**  
Division Clerk of Court

JB 11/3/22

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<sup>10</sup> Supra note 5 at 444.

The Presiding Judge  
REGIONAL TRIAL COURT  
Branch 56, 1200 Makati City  
(Civil Case No. R-MKT-16-02568-CV)

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**G.R. No. 259522**

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